

ATTACHMENT 1

Application to Transfer Control of Allstream Fiber US, Inc. to 8312168 Canada, Inc.

Description of the Transaction.

This application seeks consent of the Commission for the transfer of control of the International 214 authorization held by Allstream Fiber US, Inc. (“Allstream Fiber”), a Delaware corporation,¹

from MTS Inc. (“Transferor”), a Canadian corporation and an indirect subsidiary of Manitoba Telecom Services Inc. (“Manitoba Telecom”), an incumbent local exchange telephone company in Manitoba, Canada,

to 8312168 Canada, Inc. (“Transferee”), a Canadian corporation and a subsidiary of Accelerero Capital Investments Holdings, S.a.r.l. (Luxembourg) (“Accelerero Capital Investments”).

Allstream Fiber is also a licensee of the AmeriCan-1 cable, which is operated on a non-common carrier basis between the United States and Canada. A separate application seeking Commission consent to transfer control of Allstream Fiber’s interest in the AmeriCan-1 cable is being submitted concurrently with this application. Upon grant of these applications, the parties will effectuate the transfer of control by the delivery of the stock of Allstream Fiber by Transferor to Transferee. Allstream Fiber does not provide domestic interstate services and does not hold a domestic Section 214 authorization.

The transfer of control of Allstream Fiber is part of a larger transaction by which Manitoba Telecom is also selling its interest in Allstream Inc. (“Allstream”) and its Allstream business to Accelerero Capital Investments. Allstream, headquartered in Toronto, Canada, is a communications network connectivity and solutions provider for Canadian businesses that, among other things, provides fiber network coverage across Canada. The operations of Allstream Fiber form a small part of the overall Allstream business and the only portion of the Allstream business involving authorizations issued by the Commission.

The Transferee is a subsidiary of Accelerero Capital Investments, an investment and management group focused on telecommunications, digital media, and technology. As a result of the transaction, Allstream will become a stronger competitor to incumbent telephone companies in Canada in the provision of services in Canada’s enterprise market.

Public Interest Benefits.

As a result of the proposed transaction, Allstream Fiber and the related Allstream business would receive an infusion of capital from Accelerero Capital Investments, and Allstream Fiber would become a separate and additional competitor in its market, no longer operated by and affiliated

¹ On May 31, 2013, a *pro forma* application was filed to reflect the assignment of the Section 214 authorization to Allstream Fiber from Allstream Fiber’s current parent corporation, MTS Allstream Holdings Inc. See File No. ITC-ASG-INTR2013-01160.

with Manitoba Telecom, the incumbent telephone carrier in Manitoba, Canada. Although Allstream does not currently provide any common carrier services in the United States, transfer of control of the Allstream Fiber Section 214 authorization will enhance Allstream's flexibility in the provision of services, will be transparent to customers now receiving service, and will benefit competition in the international telecommunications market.

Information Required by Section 63.24(e)

Pursuant to Section 63.24(e) of the Commission's rules,² the Applicants submit the following information requested in 63.18(a)-(d) of the Commission's rules and the Transferee submits the following information requested in Section 63.18(h)-(p) of the Commission's rules in support of the Application.

(a) Name, address and telephone number of each Applicant:

Transferor:	MTS Inc. c/o Teresa Griffin-Muir Vice President, Regulatory Affairs Allstream Inc. 45 O'Connor Street, Suite 1400 Ottawa, Ontario, Canada K1P 1A4 Telephone: 613-688-8789 Fax: 613-688-8303 Email: Teresa.Griffin-Muir@mtsallstream.com
Transferee:	8312168 Canada, Inc., Ossama Bessada, President c/o Accelerocapital Holdings S.a.r.l. 65 Boulevard Grande Duchesse Charlotte L1331 Luxembourg Telephone: +1 (647) 389-3337 Email: Ossama.bessada@accelerocapital.com
Licensee:	Allstream Fiber US, Inc. c/o Teresa Griffin-Muir Vice President, Regulatory Affairs Allstream Inc. 45 O'Connor Street, Suite 1400 Ottawa, Ontario, Canada K1P 1A4 Telephone: 613-688-8789 Fax: 613-688-8303 Email: Teresa.Griffin-Muir@mtsallstream.com

² 47 C.F.R. § 63.24(e).

(b) Government, state or territory under the laws of which each corporate or partnership Applicant is organized:

Transferor: MTS Inc. (Canada)
Transferee: 8312168 Canada Inc. (Canada)
Licensee: Allstream Fiber US, Inc. (DE)

(c) Name, title, post office address, and telephone number of the officer or contact point of each Applicant to whom correspondence concerning the Joint Application is to be addressed. (Answer to Question 10):

Contact Information for This Submission

<p>Transferor and Licensee MTS Inc. and Allstream Fiber US, Inc. c/o Teresa Griffin-Muir Vice President, Regulatory Affairs Allstream Inc. 45 O'Connor Street, Suite 1400 Ottawa, Ontario, Canada K1P 1A4 Telephone: 613-688-8789 Fax: 613-688-8303 Email: Teresa.Griffin-Muir@mtsallstream.com</p> <p><i>With a copy to:</i> Lawrence J. Movshin Jennifer L. Kostyu Wilkinson Barker Knauer, LLP 2300 N Street, N.W., Suite 700 Washington, D.C. 20037 Telephone: 202-783-4141 Fax: 202-783-5851 lmovshin@wbklaw.com jkostyu@wbklaw.com</p>	<p>Transferee 8312168 Canada, Inc. c/o Ossama Bessada, President Accelero Capital Holdings S.a.r.l. 65 Boulevard Grande Duchesse Charlotte L1331 Luxembourg Telephone: +1 (647) 389-3337 Email: Ossama.bessada@accelerocapital.com</p> <p><i>With a copy to:</i> John S. Logan J.G .Harrington Michael Pryor Dow Lohnes PLLC 1200 New Hampshire Avenue, N.W. Washington, D.C. 20036 Telephone: (202) 776-2640 Fax: (202) 776-2222 jlogan@dowlohn.com jharrington@dowlohn.com mpryor@dowlohn.com</p>
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(d) Statement as to whether the Applicants have previously received authority under Section 214 of the Act. (Answer to Question 10)

Allstream Fiber holds the international Section 214 authorization that is the subject of this application (File No. ITC-214-19981207-00852).

Transferee holds no prior International Section 214 authorizations.

(h) Name, address, citizenship and principal business of any person or entity that directly or indirectly owns at least ten percent of the equity of the Transferee and identification of any interlocking directorates (Answer to Questions 11 and 12):

After consummation of the Transaction, all of the issued and outstanding shares of the licensee, Allstream Fiber, will be held by the Transferee, 8312168 Canada, Inc., a wholly owned subsidiary of Accelero Capital Investments Holdings, S.a.r.l. (“Accelero Capital Investments”), a Luxembourg limited liability company. Accelero Capital Investments, in turn, is a wholly owned subsidiary of Accelero Capital Holdings, S.a.r.l. (“Accelero Capital Holdings”), also a Luxembourg limited liability company.

The following entities and persons have a 10% or greater ownership interest in Accelero Capital Holdings:

Company Name	Orascom TMT Investments S.a.r.l.
Address	1, boulevard de la Foire L-1528 Luxembourg
Jurisdiction of Formation	Luxembourg
Principal Business	Holding Company
Interest	20.0%

Orascom TMT Investments S.a.r.l. is a wholly owned holding company for investments of The Marchmont Trust, a Jersey family trust for the benefit of the Sawiris family. The Marchmont Trust owns Orascom TMT Investments S.a.r.l. through two wholly owned Cayman Island companies: Marchmont Limited, which is the 100% owner of Marchco Holding Limited, which, in turn, is the 100% owner of Orascom TMT Investments S.a.r.l. The trustee of the Marchmont Trust is February Private Trust Company, a Jersey trustee company of which Ms. Yousriya Nassif Loza is the settlor. Ms. Loza also is a discretionary beneficiary of the February Private Trust Company, along with the International Federation of Red Cross and Red Crescent Societies.

Company Name	Khaled Bishara
Citizenship	Egypt
Principal Business	Managing Partner, Accelero Capital
Interest	16.2%

Company Name	Pezou S.a.r.l.
Address	40, Holland Park, London, W11 3RP, United Kingdom
Jurisdiction of Formation	Luxembourg
Principal Business	Investments
Interest	16.2%

Pezou S.a.r.l. is 100% owned and controlled by Mr. Rodolphe Aldo Mario Mareuse, a citizen of France residing in the United Kingdom. Mr. Mareuse is a Managing Partner of Accelero Capital.

Company Name	Panda Investments
Address	C/o UBS Trustees (Singapore) Ltd., 1 Raffles Quay, #50-01 North Tower, Singapore 048583
Jurisdiction of Formation	Singapore
Principal Business	Private Family Trust
Interest	14.2%

Panda Investments is a trust for the sole benefit of Ossama Bessada, a citizen of Egypt residing in Canada. Mr. Bessada is a Managing Partner of Accelero Capital. The trustee is UBS Trustees (Singapore) Ltd., an indirect subsidiary of UBS AG, a public traded banking and financial services company.

There are no other individuals or entities that hold a 10% or greater direct or indirect equity or voting interest in Accelero Capital Holdings.

Mr. Ossama Bessada and Mr. Rodolphe Aldo Mario Mareuse sit on the board of directors of WIS Telecom S.p.A. Mr. Mareuse, in addition, sits on the board of directors of Keyyo Societe Anonyme Francais. Transferee does not anticipate that there will be any additional interlocking directorates with carriers other than the commonly owned Allstream and its subsidiaries following the consummation of the proposed transaction.

(i) Certification as to whether or not Transferee is, or is affiliated with, a foreign carrier (Answer to Question 14):

Upon consummation of the proposed transaction, the Transferee will be affiliated with Allstream, a Canadian competitive provider of business services to enterprises within Canada, which will, upon consummation of the associated sale of stock, become a wholly owned subsidiary of Transferee.

Following consummation of that associated transaction, Allstream no longer will be controlled by or affiliated with Manitoba Telecom, the incumbent telephone company in Manitoba, Canada.

(j-k) Certification as to whether or not Transferee seeks to provide international telecommunications services to any country for which certain conditions are true (*Answers to Questions 15 and 18*):

As a licensee of the AmeriCan-1 submarine cable, Allstream Fiber will provide non-common carrier international services to Canada, a WTO member country, in which Transferee's affiliate, Allstream, provides telecommunications.

(m) Regulatory classification under Section 63.10 of the Rules for foreign-affiliated carrier. (*Answer to Question 16*)

Allstream Fiber qualifies for non-dominant treatment for the provision of international services to Canada because its affiliated foreign carrier, Allstream, lacks 50 percent market share in the international transport and local access markets on the foreign end of the route. Allstream is not included on the Commission's List of Foreign Telecommunications Carriers that Are Presumed to Possess Market Power in Foreign Telecommunications Markets.³ Following the consummation of the proposed transaction, Allstream no longer will be affiliated with Manitoba Telecom.

(n) Certification that Transferee has not agreed to accept special concessions directly or indirectly from any foreign carrier.

The Transferee certifies that it has not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route and will not enter into such agreements in the future.

(o) Certification by Transferee pursuant to 47 C.F.R. §§ 1.2001-1.2003 that no party to the Joint Application is subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 583

Transferee hereby certifies that to the best of its knowledge, information, and belief, no party to this Joint Application is subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 583 and 47 C.F.R. §§ 1.2001-1.2003.

(p) Qualification for streamlined processing.

This application qualifies for streamlined processing pursuant to Section 63.10(a)(3) of the Commission's rules because neither Transferee nor Allstream Fiber will be affiliated with a dominant foreign carrier. As a result of the transaction, Allstream Fiber and its sister corporation Allstream will no longer be affiliated with Manitoba Telecom. The sole foreign carrier affiliation of Transferee and Allstream Fiber will be with Allstream, which, post-transaction, will be a non-dominant carrier in Canada with no other carrier affiliations.

³ *List of Foreign Telecommunications Carriers that are Presumed to Possess Market Power in Foreign Telecommunications Markets*, Public Notice, 22 FCC Rcd 945 (2007).