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April 18, 2018 OF THE  
COMMISSION SECRETARY

**VIA OVERNIGHT MAIL**

Commission Secretary  
District of Columbia Public Service Commission  
1325 G Street NW, Suite 800  
Washington, DC 20005

Re: Notification of Transfer of Control of Mitel Cloud Services, Inc.

To Whom It May Concern,

Mitel Networks Corporation ("Mitel Networks Corp."), Mitel US Holdings, Inc. ("Mitel US"), Mitel (Delaware), Inc. ("Mitel DE"), Mitel Networks, Inc., formerly ShoreTel, Inc. ("MNI") and Mitel Cloud Services, Inc. ("Mitel Cloud") (collectively, the "Parties") hereby notify the District of Columbia Public Service Commission (the "Commission"), of the transfer of control of Mitel Cloud from Mitel DE to MNI (the "Transaction"). This transaction is the result of internal restructuring. For the Commission's records, the Parties provide the following information:

**I. THE PARTIES**

**A. Mitel Networks Corporation, Mitel US Holdings, Inc., Mitel (Delaware) Inc.**

Mitel DE, is a Delaware corporation and a direct wholly owned subsidiary of Mitel US. Mitel US is a Delaware corporation and direct wholly owned subsidiary of Mitel Networks Corp. Mitel Networks Corp. is a publicly traded (NASDAQ and TSX) Canadian corporation that, to its knowledge, does not have any 10% or greater owners other than institutional investor: NWQ Investment Management Company, LLC, which publicly reported that it held 12.3% of Mitel Networks Corp. common shares as of February 3, 2017. NWQ Investment Management Company, LLC does not have board representation or any right to board representation and has publicly reported that it holds the Mitel Networks Corp. common shares for investment purposes. Accordingly, it does not hold a controlling interest in Mitel Networks Corp.

Mitel Networks Corp. has its executive offices at 350 Legget Drive, Ottawa, Ontario, Canada K2K 2W7. Mitel Networks Corp. is a leading provider of integrated communications solutions and services for business customers. Mitel Networks Corp.'s internet protocol-based communications offerings consist of a combination of telephony hardware products, such as communications platforms and desktop devices, and software applications that integrate voice, video, and data communications with business applications and processes. Mitel Networks Corp. also offers a range of other services, including the design of communications networks and implementation, maintenance, training and support services. In addition, Mitel Networks Corp. sells packaged software applications that are designed to solve particular business communications challenges, including applications for contact centers, mobility, teleworking, messaging, and collaboration. Mitel Networks Corp. operates from over 40 locations world-wide.

**B. Mitel Networks, Inc.**

Mitel Networks Corporation and Mitel US Holdings, Inc. entered into an Agreement and Plan of Merger with Shelby Acquisition Corporation, dated July 27, 2017, for the purchase of MNI (which was formerly ShoreTel, Inc.) and its subsidiaries. On December 29, 2017, the former Mitel Networks, Inc. (the "Former Mitel Networks") and MNI (which was formerly ShoreTel, Inc.), both Delaware corporations, merged and the surviving company, MNI, was renamed Mitel Networks, Inc., the same name previously held by the Former Mitel Networks. The Former Mitel Networks was dissolved during the merger into MNI. Assets of the Former Mitel Networks now belong to MNI. MNI is not a regulated utility.

**C. Mitel Cloud Services, Inc.**

Mitel Cloud, is certificated to provide competitive local exchange, interexchange, voice over internet protocol ("VOIP"), and commercial mobile radio ("CMRS") services nationwide.<sup>1</sup> Mitel Cloud was approved by the Commission to provide local exchange telecommunications services on October 4, 2007 (Order No. 14593). Mitel Cloud is a provider of interexchange, CMRS, and VOIP services in the District of Columbia. Mitel Cloud also provides interstate telecommunications services as a competitive carrier pursuant to Federal Communications Commission ("FCC") regulations.

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<sup>1</sup> Mitel Cloud is certificated to provide competitive local exchange and interexchange services in Alabama, Alaska, Arizona, Arkansas, California, Canada, Colorado, Connecticut, Delaware, Georgia, Hawaii, Idaho, Illinois, Indiana, Iowa, Kansas, Kentucky, Louisiana, Maine, Maryland, Massachusetts, Michigan, Minnesota, Mississippi, Missouri, Montana, Nebraska, Nevada, New Hampshire, New Jersey, New Mexico, New York, North Carolina, North Dakota, Ohio, Oklahoma, Oregon, Pennsylvania, Rhode Island, South Carolina, South Dakota, Tennessee, Texas, Utah, Vermont, Washington, West Virginia, Wisconsin, and Wyoming. Mitel Cloud is certificated to provide competitive local exchange services in the District of Columbia, Florida, and Virginia. Mitel Cloud is certificated to provide CMRS services in California, Colorado, Delaware, Hawaii, Illinois, Indiana, Louisiana, Michigan, Montana, Nebraska, Nevada, North Dakota, South Dakota, Vermont, and West Virginia. Mitel is certificated to provide VOIP services in Arizona, California, Connecticut, Illinois, Indiana, Iowa, Michigan, Montana, Nebraska, and North Dakota.

## **II. DESIGNATED CONTACT**

Questions, correspondence or other communications concerning this notice should be directed to:

Lance J.M. Steinhart, Esq.  
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## **III. DESCRIPTION OF THE TRANSACTION**

Pursuant to the terms of Common Stock Issuance Agreement, dated December 29, 2017, MNI agreed to issue Mitel DE 100 shares of common stock in exchange for the transfer by Mitel DE of 1,000 shares of common stock of Mitel Cloud. As a result of this Transaction, MNI is wholly owned by Mitel DE. The direct ownership of Mitel Cloud is therefore transferred from Mitel DE to MNI. However, Mitel Cloud remains indirectly owned by Mitel DE.

The Transaction was seamless and communicated to Mitel Cloud's customers, and in no event will it result in the discontinuance or material reduction, loss, or impairment of service to customers, except as otherwise previously agreed by the parties under contract. All existing customers of Mitel Cloud will continue to be served by Mitel Cloud pursuant to its existing authorizations, at existing rates, terms and conditions. For the Commission's reference, charts depicting the current and post-closing entity ownership structure of the Parties are provided as Exhibit A.

## **IV. PUBLIC INTEREST ANALYSIS**

The Transaction is part of internal restructuring due to the previous purchase and transfer of ShoreTel, Inc. The Transaction aims to serve the public interest in that it was designed to strengthen the Mitel entities overall, while maintaining the managerial, technical, and financial resources available to the Parties. The Transaction was structured to have no material adverse impact on Mitel Cloud's current customers, who will continue to receive their existing services at the same rates, terms and conditions as at present, except as otherwise previously agreed by the parties under contract. It is currently intended that Mitel Cloud's present management team remain with the Company, continuing to direct day-to-day operations.

**V. CONCLUSION**

The Parties respectfully request that the Commission note the Transaction for its records, grant any necessary approval of the transaction, and waive any applicable public notice and hearing requirements.

I have also enclosed an extra copy of this letter to be date stamped and returned to me in the enclosed, self-addressed, postage prepaid envelope. Please contact the undersigned if there are any questions regarding this filing.

Respectfully submitted,

Mitel Networks Corporation  
Mitel US Holdings, Inc.  
Mitel (Delaware), Inc.  
Mitel Networks, Inc.  
Mitel Cloud Services, Inc.



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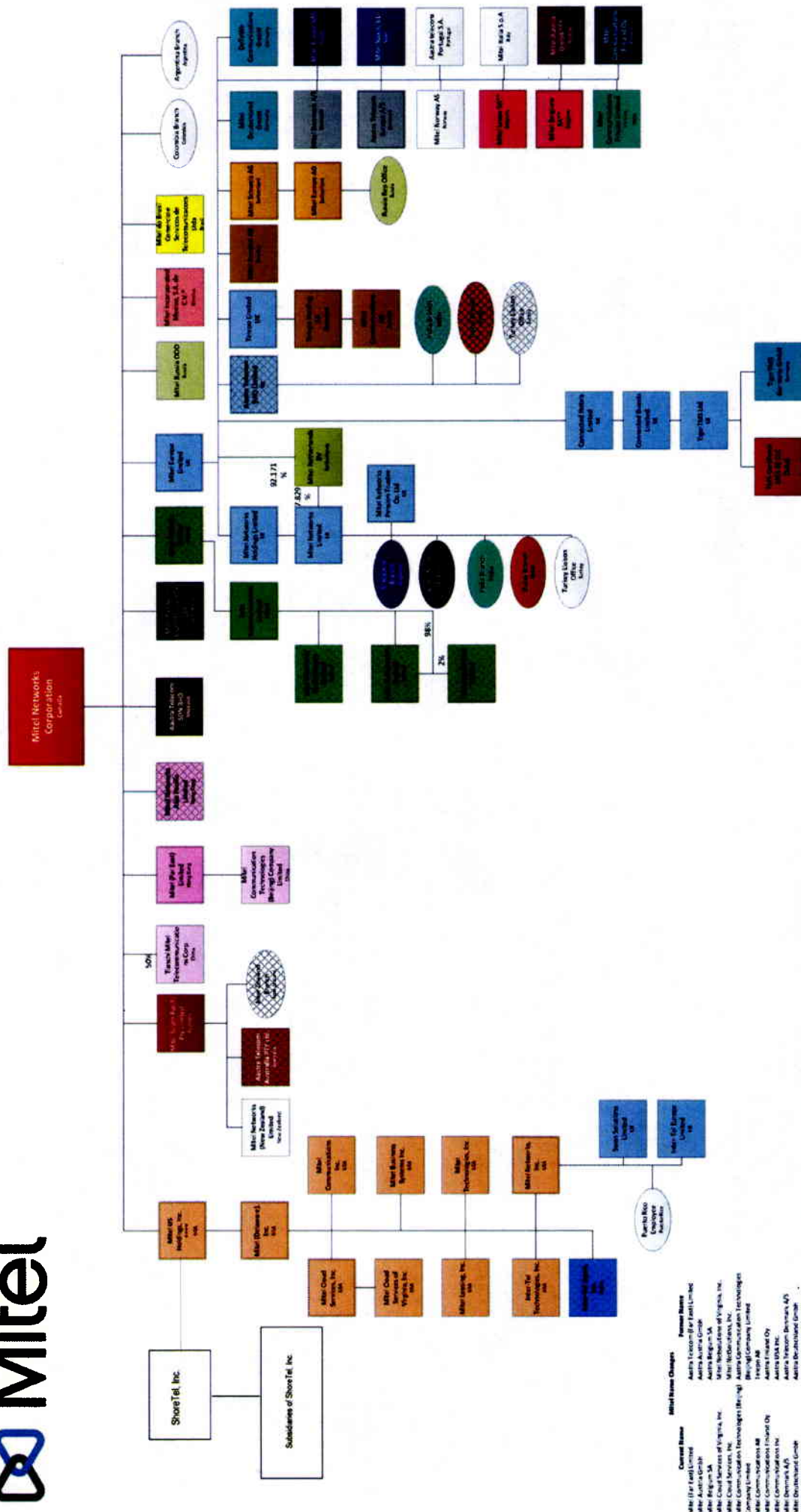
*Its Counsel*

Enclosures

**Exhibit A**

**Organizational Charts**

**Pre Close**

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**Post Close**



