

SECRETARY'S RECORD, NEBRASKA PUBLIC SERVICE COMMISSION

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BEFORE THE NEBRASKA PUBLIC SERVICE COMMISSION

In the Matter of the Joint	)	Application No. C-4980
petition of Mitel Cloud	)	
Services, Inc., M5 Networks,	)	
LLC, and Corvisa, LLC,	)	
Wilmington, Delaware, seeking	)	GRANTED
approval of Merger of M5	)	
Networks, LLC, and Corvisa, LLC	)	
into Mitel Cloud Services, Inc.	)	
	)	Entered: June 19, 2018

BY THE COMMISSION:

On April 10, 2018 a joint petition for approval of merger was filed by Mitel Cloud Services, Inc. ("Mitel Cloud"), M5 Networks, LLC ("M5"), and Corvisa, LLC ("Corvisa"), Wilmington, Delaware, seeking approval of merger to Mitel Cloud Services, Inc. Notice of the joint petition was published in The Daily Record, Omaha, Nebraska on April 13, 2018. No protests were filed; therefore, this application is processed pursuant to the Commission's Rule of Modified procedure.

O P I N I O N     A N D     F I N D I N G S

The Parties:

Mitel Cloud is a United States subsidiary of Mitel Networks Corporation ("Mitel Networks Corp."). Mitel Networks Corporation is a publicly traded Canadian corporation that, to its knowledge, does not have any 10 percent or greater owners other than an institutional investor which publicly reported that it held 12.3 percent of Mitel Networks Corporation common shares as of February 3, 2017. Mitel Networks Corporation has executive offices in Ottawa, Ontario, Canada. It is a provider of integrated communications solutions and services for business customers. Mitel Network Corporations' internet protocol-based communications offerings consist of a combination of telephony hardware products and software applications. Mitel Networks Corporation operates from over 40 locations worldwide.

Mitel Cloud holds a certificate to provide competitive local exchange, interexchange, Voice over Internet Protocol (VoIP) and commercial mobile radio (CMRS) services nationwide. Mitel Cloud was granted authority to provide interexchange services in Nebraska on June 6, 1996, in Application No. C-1295 and to provide

competitive local exchange services on July 28, 2009, in Application No. C-4182. Mitel Cloud also provides VoIP services and CMRS within the state. Mitel Cloud is a provider of interstate telecommunications services as a competitive carrier pursuant to Federal Communications Commission (FCC) regulations.

Corvisa is a Wisconsin limited liability company, M5 is a Delaware limited liability company, and both companies are direct wholly owned subsidiaries of Mitel Networks, Inc. ("MNI"), (formerly ShoreTel, Inc.) MNI is a publicly traded Delaware corporation that, to its knowledge, does not have any 10 percent or greater owners. Corvisa and M5's principal office is located in Sunnyvale, California.

Corvisa and M5 provide unified communications on a subscription basis through a hosted (cloud) model. Corvisa and M5 are on the Commission Communications Provider Registration list as VoIP providers. As a result of the merger Corvisa and M5 will relinquish their registrations.

Description of the Transaction:

Corvisa and M5 have merged with Mitel Cloud, with Mitel Cloud being the surviving entity. Corvisa and M5 customers are now served under Mitel Cloud. Customers were notified of this change on April 1, 2018 through their monthly invoice.

The merger will not result in the discontinuance or material reduction, loss, or impairment of service to Corvisa or M5 customers. Corvisa and M5 customers will continue receiving the same high-quality services with expanded service offerings and advanced services under Mitel Cloud. Corvisa and M5 will surrender their certifications with the Commission.

Public Interest:

Petitioners state the merger aims to serve the public interest by maintaining the managerial, technical, and financial resources available through Mitel Networks Corp. and its affiliates. Petitioners expect the merger will strengthen its competitive position to the benefit of consumers in this jurisdiction and the telecommunications marketplace overall. The merger will bring together the full strength of Corvisa and M5's telecommunications capabilities and Mitel Networks Corp. and its affiliates' technical, managerial and financial expertise. The

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merger will allow Mitel Cloud to achieve measurable growth at the same time as it develops improved operating efficiencies.

The merger is structured to have no material adverse impact on Corvisa and M5's current customers, who will continue to receive their existing services at the same rates, terms and conditions as they currently do, only under the Mitel name.

Based on the evidence, we find the application to be fair and reasonable and in the public interest. The application should be granted.

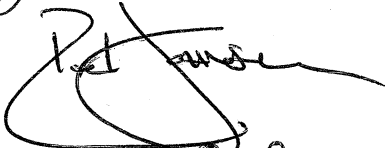
O R D E R

IT IS THEREFORE ORDERED by the Nebraska Public Service Commission that Application C-4980 be, and is hereby, granted.

ENTERED AND MADE EFFECTIVE at Lincoln, Nebraska, this 19<sup>th</sup> day of June, 2018.

NEBRASKA PUBLIC SERVICE COMMISSION

COMMISSIONERS CONCURRING:




//s//Frank E. Landis  
//s//Mary Ridder



Chair

ATTEST:



Executive Director