



Change of Control under section 87 of the Regulatory Authority Act 2011

Invitation to Comment

Matter: A transaction concerning the proposed acquisition of control of Bermuda Digital Communications Limited (CellOne) and KeyTech Limited (KeyTech), including its subsidiaries Logic Communications Ltd. (Logic) and Cable Co. Ltd. (Cable Co.), by Atlantic Tele-Network, Inc. (ATN).

Date: 29 January 2016

Response

Deadline: 12 February 2016

1. The Regulatory Authority ('Authority') has received notifications pursuant to section 87(3) of the Regulatory Authority Act 2011 (RAA) of the following transaction, within the meaning of section 87(4)(a)(ii) of the RAA, whereby Atlantic Tele- Network, Inc. (ATN), a U.S. based company, through a series of related transactions will become the majority shareholder (51%) of KeyTech Limited (KeyTech) and its subsidiaries including Cable Co. Ltd. (Cable Co.) and Logic Communications Ltd., formerly Bermuda CableVision Limited (Logic) and KeyTech will acquire the remaining issued shares of Bermuda Digital Communications Ltd. (CellOne). Currently, KeyTech has a non-controlling interest in CellOne.
2. The current business activities of the KeyTech group of companies include broadband internet access services and pay television (provided by Logic) and offshore cable services (provided by Cable Co.). It is anticipated, as a part of the proposed transaction, that KeyTech will also become the sole shareholder of CellOne, the current business activities of which are mobile telephone and internet services.
3. The parties to the proposed transaction currently offer products and services in the following residential markets in Bermuda:
 - a. Mobile telephone;
 - b. Cable television; and
 - c. Broadband internet / ISP
4. The business activities of ATN include the owning and running of various telecommunications companies throughout parts of the Caribbean and the United States of America. ATN is currently the largest shareholder of CellOne.
5. On preliminary examination, the Authority finds that the proposed transaction falls within the meaning of a concentration as set out at section 87(4) of the RAA and requires written approval from the Authority before it can be effected.
6. The Authority invites interested parties to submit their observations on the proposed transaction to the Authority related specifically to the extent to which the proposed transaction is likely to have one or more of the following effects:
 - a. Create an entity with a dominant position or enhance an existing dominant position in any relevant telecommunications markets;
 - b. Substantially lessen competition in any relevant market; or
 - c. Harm the public interest.
7. The Authority will only consider comments which address the issues listed at paragraph 6 above.

Comments must reach the Authority no later than 4:00pm on 12 February 2016 to be considered. Comments can be sent to the Authority via email to kmasters@rab.bm, by post or by hand to: **Kyle Masters c/o The Regulatory Authority, Cumberland House, 3 Victoria Street, Hamilton, HM 11, Bermuda.**