



# PUBLIC NOTICE

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DA 13-122  
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## DOMESTIC SECTION 214 APPLICATION FILED FOR THE TRANSFER OF CONTROL OF LICENSEES OF YANKEE METRO PARTNERS, LLC TO LTS BUYER LLC

### STREAMLINED PLEADING CYCLE ESTABLISHED

WC Docket No. 13-8

**Comments Due: February 13, 2013**  
**Reply Comments Due: February 20, 2013**

On January 8, 2013, Yankee Metro Partners, LLC (Yankee) and LTS Buyer LLC (LTS Buyer) (collectively, the Applicants) filed an application pursuant to section 63.03 of the Commission's rules<sup>1</sup> to request to transfer control of the subsidiaries of Yankee that hold domestic section 214 authorization to LTS Buyer.

Yankee is a Delaware limited liability company that operates under the trade name, Sidera Networks. Through its U.S.-based operating subsidiaries, Yankee provides competitive telecommunications services to enterprise and carrier customers in multiple states. Its subsidiaries are Sidera Networks, LLC, NEON Optica, Inc., Sidera Networks of Long Island, Inc., and LIFE Voice, Inc. (Licensees).<sup>2</sup> LTS Buyer is an indirect wholly owned subsidiary of LTS Group Holdings LLC (LTS Holdings). Both are Delaware limited liability companies created for purposes of the proposed transaction. Applicants state that, upon consummation of the transaction, certain investment funds and entities affiliated with the following U.S. based entities will hold a direct or indirect 10 percent or greater ownership interest in LTS Holdings: Berkshire Partners LLC (44.2 percent and will exercise voting control); ABRY Partners, LLC (11 percent); Pamlico Capital (10.1 percent), and HarbourVest Partners,

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<sup>1</sup> 47 C.F.R. § 63.03; *see* 47 U.S.C. § 214. Applicants are also filing applications for transfer of control associated with authorization for international services. Any action on this domestic section 214 application is without prejudice to Commission action on other related, pending applications. Applicants filed a supplement to their domestic section 214 application on January 25, 2013. Letter from Jean L. Kiddoo and Brett P. Ferenchak, Counsel for Yankee Metro Partners, LLC LLC, and Marc Rosenstein and Yaron Dori, Counsel for LTS Buyer LLC, to Marlene H. Dortch, Secretary, FCC, WC Docket No. 13-8 (filed Jan. 25, 2013) (Jan. 25 Supplement).

<sup>2</sup> Applicants state that these subsidiaries provide telecommunications services in Connecticut, Delaware, District of Columbia, Illinois, Maine, Maryland, Massachusetts, New Hampshire, New Jersey, New York, North Carolina, Pennsylvania, Rhode Island, Vermont, Virginia, and Washington. Applicants state that, in conjunction with the proposed transaction, LTS Buyer has entered into an agreement to acquire Light Tower Holdings LLC that provides competitive telecommunications services in Arizona, Connecticut, Illinois, Massachusetts, New Hampshire, New Jersey, New York, and Rhode Island. Light Tower Holdings LCC and LTS Buyer LLC, Consolidated Application for Consent to Transfer of Control, WC Docket No. 13-7 (filed Jan. 8, 2012).

LLC (11.9 percent).<sup>3</sup> Applicants state that LTS Holdings will be managed by a seven member board of managers consisting of four members to be designated by Berkshire Partners LLC, one member to be designated by ABRV Partners, LLC, one member to be designated by Pamlico Capital, and Robert J. Shanahan, a U.S. citizen and the current chief executive of Light Tower Holdings LLC. Applicants expect all members to be U.S. citizens. Applicants state that no other person or entity will hold a direct or indirect 10 percent or greater interest in LTS Holdings.<sup>4</sup>

Pursuant to the terms of the proposed transaction (Sidera Transaction), LTS Buyer will acquire direct ownership and control of Yankee and thereby indirect ownership and control of the Licensees. The proposed transaction will be accomplished by (1) the merger of SD1 Merger Sub LLC (Merger Sub), a Delaware limited liability company and direct, wholly-owned subsidiary of LTS Buyer created solely for the purposes of the Sidera Transaction, with and into Yankee, with Yankee surviving the merger as a direct, wholly-owned subsidiary of LTS Buyer, (2) the merger of SD2 Merger Sub, LLC (Merger Sub 2), a Delaware limited liability company and direct wholly-owned subsidiary Merger Sub created solely for the purposes of the Sidera Transaction, with and into Yankee Metro Parent, Inc. with Yankee Metro Parent, Inc. surviving the merger and remaining a direct wholly-owned subsidiary of Yankee, and (3) the merger of SD3 Merger Sub, LLC, a Delaware limited liability company and direct, wholly-owned subsidiary of Merger Sub 2 created solely for the purposes of the Sidera Transaction, with and into Sidera Networks, Inc., with Sidera Networks, Inc. surviving the merger and remaining a direct wholly-owned subsidiary of Yankee Metro Parent, Inc. Applicants assert that the proposed transaction is entitled to presumptive streamlined treatment under section 63.03(b)(2)(i) of the Commission's rules and that a grant of the application will serve the public interest, convenience, and necessity.<sup>5</sup>

Domestic Section 214 Application Filed for the Transfer of Control of Licensees of Yankee Metro Partners, LLC to LTS Buyer LLC, WC Docket No. 13-8 (filed Jan. 8, 2013).

## **GENERAL INFORMATION**

The transfer of control identified herein has been found, upon initial review, to be acceptable for filing as a streamlined application. The Commission reserves the right to return any transfer application if, upon further examination, it is determined to be defective and not in conformance with the Commission's rules and policies. Pursuant to section 63.03(a) of the Commission's rules, 47 CFR § 63.03(a), interested parties may file comments **on or before February 13, 2013**, and reply comments **on or before February 20, 2013**. Unless otherwise notified by the Commission, the Applicants may transfer control on the 31<sup>st</sup> day after the date of this notice.<sup>6</sup> Comments should be filed using the Commission's Electronic Comment Filing System (ECFS). *See Electronic Filing of Documents in Rulemaking Proceedings*, 63 FR 24121 (1998).

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<sup>3</sup> Applicants state that HarbourVest Partners, LLC and certain other beneficial holders of ownership interests in LTS Holdings (each of whose interest individually will constitute less than 10 percent of the total equity ownership of LTS Holdings) will either (i) grant irrevocable proxies to Berkshire Partners LLC or Pamlico Capital, or (ii) hold their interests through a co-investment vehicle controlled by Berkshire Partners LLC or Pamlico Capital. Applicants state that, consequently, Berkshire Partners LLC will control 62.1 percent of the voting interests of LTS Holdings, and Pamlico Capital will control 18.4 percent of the voting interests of LTS Holdings.

<sup>4</sup> Applicants provided organization charts depicting the ownership and control of LTS Group Holdings, LLC, the ultimate parent of LTS Buyer. Jan. 25 Supplement at Att. 2. Applicants state that LTS Buyer is affiliated through its owners with several competitive telecommunications entities operating in multiple states. *Id.* at Att. 1.

<sup>5</sup> 47 C.F.R. § 63.03(b)(2)(i).

<sup>6</sup> Such authorization is conditioned upon receipt of any other necessary approvals from the Commission in connection with the proposed transaction.

- Electronic Filers: Comments may be filed electronically using the Internet by accessing the ECFS: <http://fjallfoss.fcc.gov/ecfs2/>.

**In addition, e-mail one copy of each pleading to each of the following:**

- 1) The Commission's duplicating contractor, Best Copy and Printing, Inc., [fcc@bcpiweb.com](mailto:fcc@bcpiweb.com); phone: (202) 488-5300; fax: (202) 488-5563;
- 2) Myrva Charles, Competition Policy Division, Wireline Competition Bureau, [myrva.charles@fcc.gov](mailto:myrva.charles@fcc.gov);
- 3) Jodie May, Competition Policy Division, Wireline Competition Bureau, [jodie.may@fcc.gov](mailto:jodie.may@fcc.gov);
- 4) David Krech, Policy Division, International Bureau, [david.krech@fcc.gov](mailto:david.krech@fcc.gov); and
- 5) Jim Bird, Office of General Counsel, [jim.bird@fcc.gov](mailto:jim.bird@fcc.gov).

Filings and comments are available for public inspection and copying during regular business hours at the FCC Reference Information Center, Portals II, 445 12th Street, S.W., Room CY-A257, Washington, D.C. 20554. They may also be purchased from the Commission's duplicating contractor, Best Copy and Printing, Inc., Portals II, 445 12th Street, S.W., Room CY-B402, Washington, D.C. 20554; telephone: (202) 488-5300; fax: (202) 488-5563; e-mail: [fcc@bcpiweb.com](mailto:fcc@bcpiweb.com); url: [www.bcpiweb.com](http://www.bcpiweb.com).

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For further information, please contact Myrva Charles at (202) 418-1506 or Jodie May at (202) 418-0913.

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