



PUBLIC NOTICE

Federal Communications Commission
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DOMESTIC SECTION 214 APPLICATION FILED FOR THE TRANSFER OF CONTROL OF WORLD COMMUNICATIONS, INC. TO INTEGRA TELECOM HOLDINGS, INC.

STREAMLINED PLEADING CYCLE ESTABLISHED

WC Docket No. 14-123

Comments Due: September 4, 2014
Reply Comments Due: September 11, 2014

On July 29, 2014, World Communications, Inc. (WCI) and Integra Telecom Holdings, Inc. (Integra) (together, Applicants) filed an application pursuant to section 63.03 of the Commission's rules to transfer control of WCI to Integra.¹

WCI, a Washington corporation, is authorized to provide competitive local exchange carrier (LEC) service, long distance, and data services to business customers in California, Oregon, and Washington.

Integra, an Oregon corporation, is a wholly owned subsidiary of Integra Telecom, Inc., an Oregon corporation. Integra Telecom, Inc. is a wholly owned subsidiary of Integra Telecom Parent, Inc. (Integra Parent), a Delaware corporation. Applicants state that Integra has several wholly owned subsidiaries that provide competitive LEC and/or long distance voice, data, and Internet services in Arizona, California, Colorado, Idaho, Minnesota, Montana, Nevada, North Dakota, Oregon, Utah, and Washington.

Applicants state that the following entities own a 10% or greater direct or indirect interest in Integra Parent: (1) Searchlight Capital Partners GP, LP (Searchlight), a Delaware limited partnership, is the general partner to the Searchlight Funds which collectively hold 36.31% of the common stock of Integra Parent. The following individual Searchlight Funds, all Delaware limited partnerships, hold equity interests in Integra Parent: Searchlight Capital PV, LP (17.27%); Searchlight Capital, LP (9.8%); Searchlight Capital (FC) AIV, LP (7.36%); and Searchlight/SIP Holdco SPV III (BLZ), LP (1.88%). Applicants state that no equity holder in any of the Searchlight Funds will have a 10% or greater ownership interest in Integra. (2) Tennenbaum Capital Partners, LLC (Tennenbaum), a Delaware limited liability company, is the investment manager to the Tennenbaum Funds which in aggregate will hold 21.80% of the common stock of Integra Parent. The following Tennenbaum Funds, all Delaware entities,

¹ 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 August 14, 2014.

hold equity interests in Integra Parent: Special Value Continuation Partners, LP (1.27%); Special Value Expansion Fund, LLC (4.77%); Special Value Opportunities Fund, LLC (5.71%), and Tennenbaum Opportunities Partners V, LP (10.05%). Tennenbaum Opportunities Fund V, LLC, a Delaware limited company, owns 100% of the limited partnership interests in Tennenbaum Opportunities Partners V, LP. Applicants state that no other equity holders in any of the Tennenbaum Funds will have in aggregate a 10% or greater ownership interest in Integra. (3) Farallon Capital Management, LLC (Farallon), a Delaware limited liability company, is the investment manager to the Farallon Funds, which in aggregate will hold 17.7% of the common stock of Integra Parent. The following Farallon funds hold equity interests in Integra Parent: Farallon Capital AA Investors, LP (FCAAI), a Delaware limited partnership (FCAAI) (0.8%); Farallon Capital AM Investors LP (FCAMI), a Delaware limited partnership (0.3%); Farallon Capital Institutional Partners, LP (FCIP), a California limited partnership (4.7 percent); Farallon Capital Institutional Partners II, LP (FCIP II), a California limited partnership (0.4%); Farallon Capital Institutional Partners III, LP (FCIP III), a Delaware limited partnership (0.3%); Farallon Capital Offshore Investors II, LP (FCOI II), a Cayman, B.W.I. exempted limited partnership (7.3%); Farallon Capital Partners, LP (FCP), a California limited partnership (3.7%), and Noonday Offshore, Inc. (Noonday), a Cayman Islands corporation (0.2%). Farallon AA GP, LLC, a Delaware limited liability company, is the sole general partner for FCAAI. Farallon Partners, LLC, a Delaware limited liability company, is the sole general partner for FCAMI, FCIP, FCIP II, FCIP III, FCOI II, and FCP. Applicants state that no equity holders in any of the Farallon Funds will have a 10 percent or greater ownership interest in Integra.²

Pursuant to the terms of the proposed transaction, Integra will purchase the equity of WCI, and WCI will become a wholly owned subsidiary of Integra, which will continue to be wholly owned by Integra Telecom, Inc., which will continue to be wholly owned by Integra Parent. 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.³

Domestic Section 214 Application Filed for the Transfer of Control of World Communications, Inc. to Integra Telecom Holdings, Inc., WC Docket No. 14-123 (filed July 29, 2014).

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 September 4, 2014**, and reply comments **on or before September 11, 2014**. Pursuant to section 63.52 of the Commission's rules, 47 C.F.R. § 63.52, commenters must serve a copy of comments on the Applicants no later than the above comment filing date. Unless otherwise notified by the Commission, the Applicants may transfer control on the 31st day after the date of this notice.

Pursuant to section 63.03 of the Commission's rules, 47 CFR § 63.03, parties to this proceeding should file any documents in this proceeding using the Commission's Electronic Comment Filing System (ECFS): <http://fjallfoss.fcc.gov/ecfs2/>.

² Applicants further state that Searchlight, through affiliated entities, owns 40% of Liberty Cablevision of Puerto Rico, LLC, providing broadband services in Puerto Rico, and Farallon, through affiliated entities, owns 15% of TX Communications, LLC d/b/a Affiniti, providing wireless and broadband service in rural areas nationwide.

³ 47 C.F.R. § 63.03(b)(2)(i).

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

- 1) Tracey Wilson, Competition Policy Division, Wireline Competition Bureau, tracey.wilson@fcc.gov;
- 2) Jodie May, Competition Policy Division, Wireline Competition Bureau, jodie.may@fcc.gov;
- 3) David Krech, Policy Division, International Bureau, david.krech@fcc.gov; and
- 4) Jim Bird, Office of General Counsel, jim.bird@fcc.gov.

People with Disabilities: To request materials in accessible formats for people with disabilities (braille, large print, electronic files, audio format), send an e-mail to fcc504@fcc.gov or call the Consumer & Governmental Affairs Bureau at (202) 418-0530 (voice), (202) 418-0432 (tty).

The proceeding in this Notice shall be treated as a “permit-but-disclose” proceeding in accordance with the Commission’s ex parte rules. Persons making ex parte presentations must file a copy of any written presentation or a memorandum summarizing any oral presentation within two business days after the presentation (unless a different deadline applicable to the Sunshine period applies). Persons making oral ex parte presentations are reminded that memoranda summarizing the presentation must (1) list all persons attending or otherwise participating in the meeting at which the ex parte presentation was made, and (2) summarize all data presented and arguments made during the presentation. If the presentation consisted in whole or in part of the presentation of data or arguments already reflected in the presenter’s written comments, memoranda or other filings in the proceeding, the presenter may provide citations to such data or arguments in his or her prior comments, memoranda, or other filings (specifying the relevant page and/or paragraph numbers where such data or arguments can be found) in lieu of summarizing them in the memorandum. Documents shown or given to Commission staff during ex parte meetings are deemed to be written ex parte presentations and must be filed consistent with rule 1.1206(b), 47 C.F.R. § 1.1206(b). Participants in this proceeding should familiarize themselves with the Commission’s ex parte rules.

For further information, please contact Tracey Wilson at (202) 418-1394 or Jodie May at (202) 418-0913.