



PUBLIC NOTICE

Federal Communications Commission
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DA 16-1108
September 29, 2016

DOMESTIC SECTION 214 APPLICATION FILED FOR THE TRANSFER OF CONTROL OF ACCESSLINE COMMUNICATIONS CORPORATION

STREAMLINED PLEADING CYCLE ESTABLISHED

WC Docket No. 16-298

Comments Due: October 13, 2016
Reply Comments Due: October 20, 2016

Madison Dearborn Capital Partners VII-A, L.P., Madison Dearborn Capital Partners VII-C, L.P., and Madison Dearborn Capital Partners VII Executive-A, L.P. (collectively, MDP),¹ Oak Hill Capital Partners III, L.P. and Oak Hill Capital Management Partners III, L.P. (together, Oak Hill), and AccessLine Communications Corporation, an indirect subsidiary of Oak Hill (AccessLine, and, together with Oak Hill and MDP, the Applicants), filed an application pursuant to section 214 of the Communications Act of 1934, as amended, and section 63.03 of the Commission's rules requesting approval of a transfer of control whereby MDP will acquire indirect control of AccessLine.²

Oak Hill, the entities of which are both Cayman Islands exempted limited partnerships, owns Intermedia Holdings, Inc. (Intermedia), the indirect parent of AccessLine. Intermedia, through its operating subsidiaries, provides cloud services to small and mid-sized businesses. Intermedia's wholly owned subsidiary, Intermedia.net, Inc. (Intermedia.net), wholly owns Intermedia Voice Services, Inc. (Intermedia Voice Services), a provider of interconnected VoIP solutions. Intermedia Voice Services, Inc., in turn, indirectly wholly owns AccessLine.³ Intermedia, Intermedia.net, and Intermedia Voice Services are all Delaware corporations.

¹ The entities comprising MDP are all Delaware corporations.

² See 47 U.S.C. § 214; 47 CFR § 63.03. Applicants also filed applications for the transfer of authorizations associated with international services. See Domestic Section 214 Application Filed for the Transfer of Control of AccessLine Communications Corporation, WC Docket No. 16-298 (filed Sept. 21, 2016) (Application). Any action on this domestic section 214 application is without prejudice to Commission action on other related, pending applications.

³ Applicants further describe affiliated entities of Oak Hill, which also hold section 214 authorizations and/or have pending transfer of control applications before the Commission. See Application at 8-9, 14.

AccessLine, a Delaware corporation, is authorized to provide competitive telecommunications services nationwide. AccessLine also provides regulated intrastate telecommunications services in the following jurisdictions: Alabama, Alaska, Arizona, Arkansas, California, Colorado, Connecticut, Delaware, Florida, Georgia, Hawaii, Idaho, Illinois, Indiana, Iowa, Kansas, Kentucky, Louisiana, Maine, Maryland, Massachusetts, Michigan, Minnesota, Mississippi, Missouri, Montana, Nebraska, Nevada, New Hampshire, 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.

MDP does not provide telecommunications services nor do they currently hold an interest in any telecommunications carrier.⁴ The funds constituting MDP are managed by their ultimate general partner, Madison Dearborn Partners, LLC (MDP LLC), a private equity investment firm based in Chicago, Illinois. Samuel Mencoff and Paul Finnegan, both U.S. citizens, each individually hold a 50 percent voting interest in MDP LLC.

Pursuant to the terms of the proposed transaction, MDP will indirectly acquire approximately 98.8 percent of the voting interests in Intermedia and approximately 86.95 percent of Intermedia's equity interests. To effectuate the proposed transaction, Applicants have formed two MDP subsidiaries – Ivy Parent Holdings, LLC and Ivy Merger Sub, Inc. – pursuant to which Ivy Merger Sub, Inc., will be merged with and into Intermedia, with Intermedia emerging as the surviving entity. Upon consummation of the proposed transaction, MDP LLC will become Intermedia's indirect, controlling shareholder. Applicants assert that this proposed transaction qualifies for streamlined treatment pursuant to section 63.03(b)(1)(ii) of the Commission's rules and that a grant of the application will serve the public interest, convenience, and necessity.⁵

Domestic Section 214 Application Filed for the Transfer of Control of AccessLine Communications Corporation, WC Docket No. 16-298 (filed Sept. 21, 2016).

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 October 13, 2016**, and reply comments **on or before October 20, 2016**. Pursuant to section 63.52 of the Commission's rules, 47 CFR § 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://apps.fcc.gov/ecfs/>.

⁴ See Application at 11-12 for a full description of the ownership interests and affiliated entities relevant to MDP.

⁵ 47 CFR § 63.03(b)(1)(ii).

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

- 1) Myrva Freeman, Competition Policy Division, Wireline Competition Bureau, myrva.freeman@fcc.gov;
- 2) Gregory Kwan, Competition Policy Division, Wireline Competition Bureau, gregory.kwan@fcc.gov;
- 3) Jim Bird, Office of General Counsel, jim.bird@fcc.gov;
- 4) David Krech, International Bureau, david.krech@fcc.gov;
- 5) Sumita Mukhoty, International Bureau, sumita.mukhoty@fcc.gov;

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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 CFR § 1.1206(b). Participants in this proceeding should familiarize themselves with the Commission’s *ex parte* rules.

For further information, please contact Myrva Freeman at (202) 418-1506 or Gregory Kwan at (202) 418-1191.

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