



# PUBLIC NOTICE

**Federal Communications Commission**  
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Washington, D.C. 20554

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**DA 16-1260**  
**November 7, 2016**

## **DOMESTIC SECTION 214 APPLICATION FILED FOR THE TRANSFER OF CONTROL OF MASERGY COMMUNICATIONS, INC. TO MAS GROUP HOLDINGS, LLC**

### **STREAMLINED PLEADING CYCLE ESTABLISHED**

**WC Docket No. 16-354**

**Comments Due: November 21, 2016**

**Reply Comments Due: November 28, 2016**

Masergy Investment Holdings, LLC (Masergy Investment) and MAS Group Holdings, LLC (MAS Group Holdings) (together, 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 to transfer control of Masergy Holdings, Inc. (Masergy Holdings), the parent of Masergy Communications, Inc. (Masergy Communications), to MAS Group Holdings.<sup>1</sup>

Masergy Investment, a Delaware limited liability company, wholly owns Masergy Holdings, a Delaware corporation. Masergy Holdings wholly owns Masergy Communications, a Delaware corporation that provides interstate telecommunications services throughout most of the United States. Applicants state that Masergy Communications does not own any of its own transmission facilities and utilizes the leased fiber capacity of other providers to serve enterprise customers.

MAS Group Holdings is owned by certain investment funds affiliated with Berkshire Partners LLC (Berkshire Partners).<sup>2</sup> Applicants state that Berkshire Partners is a Boston-based investment firm controlled by 24 managing directors, all of whom are U.S. citizens acting by a majority in voting interest. Applicants state that MAS Group Holdings is affiliated with the following entities that are authorized to provide competitive telecommunications services in multiple states: Lightower Fiber Networks II, LLC, Lightower Fiber Networks I, LLC, and Fiber Technologies Networks, L.L.C.

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<sup>1</sup> See 47 U.S.C. § 214; 47 CFR § 63.03. Applicants also filed applications for the transfer of authorizations associated with 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 October 27, 2016. Letter from Yaron Dori, Counsel for Berkshire Partners LLC, to Marlene H. Dortch, Secretary, FCC, WC Docket No. 16-354 (filed Oct. 27, 2016) (Supplement).

<sup>2</sup> Additional information regarding the ownership and control of MAS Group Holdings is provided in the Application and Supplement. Consolidated Application of Masergy Investment Holdings, LLC and MAS Group Holdings, LLC for Consent to Transfer Control of Subsidiaries of Masergy Investment Holdings, LLC, WC Docket No. 16-354, at 7-9 (filed Oct. 25, 2016); Supplement at 1.

Pursuant to the terms of the proposed stock purchase and sale transaction, on October 17, 2016, MAS Purchaser, Inc., a Delaware corporation formed solely for the purpose of engaging in the proposed transaction, entered into a Stock Purchase Agreement with Masergy Investment and Masergy Holdings pursuant to which MAS Purchaser, Inc. (MAS Purchaser) will purchase from Masergy Investment 100 percent of the shares of Masergy Holdings and thereby indirectly acquire 100 percent of the equity interests in Masergy Communications. Applicants state that upon consummation of the proposed transaction, MAS Purchaser will merge with and into Masergy Holdings, and will be indirectly owned by MAS Group Holdings. Applicants assert that this proposed transaction qualifies for streamlined treatment pursuant to 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>3</sup>

Domestic Section 214 Application Filed for the Transfer of Control of Masergy Investment Holdings, LLC to MAS Group Holdings, LLC, WC Docket No. 16-354 (filed Oct. 25, 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 November 21, 2016**, and reply comments **on or before November 28, 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 31<sup>st</sup> 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/>.

#### **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](mailto:tracey.wilson@fcc.gov);
- 2) Dennis Johnson, Competition Policy Division, Wireline Competition Bureau, [dennis.johnson@fcc.gov](mailto:dennis.johnson@fcc.gov);
- 3) David Krech and Sumita Mukhoty, International Bureau, [david.krech@fcc.gov](mailto:david.krech@fcc.gov); [sumita.mukhoty@fcc.gov](mailto:sumita.mukhoty@fcc.gov);
- 4) Jim Bird, Office of General Counsel, [jim.bird@fcc.gov](mailto:jim.bird@fcc.gov);

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<sup>3</sup> 47 CFR § 63.03(b)(2)(i).

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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 Tracey Wilson at (202) 418-1394 or Dennis Johnson at (202) 418-0809.

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