



PUBLIC NOTICE

**Federal Communications Commission
445 12th St., S.W.
Washington, D.C. 20554**

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DA 16-330

March 29, 2016

**DOMESTIC SECTION 214 APPLICATION FILED FOR THE
TRANSFER OF CONTROL OF
EDUCATION NETWORKS OF AMERICA, INC. TO COMMODORE HOLDCO, LLC**

STREAMLINED PLEADING CYCLE ESTABLISHED

WC Docket No. 16-73

Comments Due: April 12, 2016

Reply Comments Due: April 19, 2016

MSouth Equity Partners II, L.P. (MSouth) and Commodore Parent, LLC (Commodore) (collectively, 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 Education Networks of America, Inc. (ENA) and its wholly owned subsidiary ENA Services, LLC (ENA Services) (ENA Services with ENA the ENA Subsidiaries) from MSouth to Commodore.¹

The ENA Subsidiaries, all Delaware corporations, provide managed Infrastructure as a Service solutions to the K-12 education community, including broadband, Wi-Fi/LAN, IP voice, and video. The ENA Subsidiaries currently provide services primarily to school districts and libraries that participate in the School and Libraries E-Rate program. ENA Subsidiaries are wholly owned subsidiaries of ENA Holding Corporation (ENA Holding), a Georgia corporation. ENA Holding is a holding company that does not provide any services. Approximately 85 percent of the equity of ENA Holding is held by, MSouth, which in turn is managed by its general partner MSouth Equity Partners II, GP, LLC.

Commodore, a Delaware limited liability company, is controlled by ZMC II, L.P. (ZMC II). ZMC II, a Delaware limited partnership, will hold approximately 92.7 percent of the equity and voting interests of Commodore Parent. ZMC Partners II, L.L.C. (ZMC Partners), a Delaware limited liability company, is sole general partner of ZMC II. Commodore and its affiliates do not provide telecommunications services. ZMC Partners is controlled by its Investment Committee, which is comprised of the following U.S. citizens, each holding one vote: Straus Zelnick, Karl W. Slatoff, Andrew E. Vogel, Jordan Turkewitz, and Seymour Sammell.

Applicants state that, on March 7, 2016, Commodore, Commodore Merger Sub, Inc., ENA Holding, and MSouth entered into an Agreement and Plan of Merger (Agreement), pursuant to which Commodore will acquire control of the ENA Subsidiaries. Under the Agreement, at closing, a newly-

¹ See 47 C.F.R § 63.03; 47 U.S.C. § 214.

formed Georgia corporation and wholly owned, indirect subsidiary of Commodore Parent Commodore Merger Sub, Inc. – will merge with and into ENA Holding, with ENA Holding as the surviving entity. ENA Holding will thus become a wholly owned indirect subsidiary of Commodore Parent. The ENA Subsidiaries will remain wholly owned subsidiaries of ENA Holding. The ENA Subsidiaries also will continue to provide service to customers under the same name at the same rates, terms and conditions. Applicants assert that the proposed transaction is entitled to presumptive streamlined treatment under 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.²

Domestic Section 214 Application Filed for the Transfer of Control of
Education Networks of America, Inc. to Commodore Holdco, LLC, WC Docket No. 16-73
(filed Mar. 14, 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 April 12, 2016**, and reply comments **on or before April 19, 2016**. 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://apps.fcc.gov/ecfs/>.

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) Dennis Johnson, Competition Policy Division, Wireline Competition Bureau, dennis.johnson@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.

² 47 C.F.R. § 63.03(b)(1)(ii).

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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 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 Myrva Freeman at (202) 418-1506 or Dennis Johnson at (202) 418-0809.

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