



PUBLIC NOTICE

Federal Communications Commission
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DA 16-786
July 8, 2016

DOMESTIC SECTION 214 APPLICATION FILED FOR THE TRANSFER OF CONTROL OF TOWER CLOUD, INC. TO COMMUNICATIONS SALES & LEASING, INC.

STREAMLINED PLEADING CYCLE ESTABLISHED

WC Docket No. 16-213

Comments Due: July 22, 2016

Reply Comments Due: July 29, 2016

Tower Cloud, Inc. (Tower Cloud) and Communications Sales & Leasing, Inc. (CSAL) (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 Tower Cloud to CSAL.¹

Tower Cloud, a Delaware corporation, is a "carrier's carrier" providing telecommunications services to providers of wireless telecommunications as well as other carriers in Alabama, Florida, Georgia, North Carolina, and South Carolina. Currently, El Dorado Venture VII, L.P. and its affiliates, and Knology Inc. and its affiliates, both U.S. entities, each hold a 10 percent or greater direct or indirect ownership interest in Tower Cloud.

CSAL, a Maryland corporation, acquires and constructs infrastructure in the communications industry.² Applicants state that while CSAL does not, itself, provide telecommunications services, it owns Talk America Services, LLC, a Delaware limited liability company, which serves as a competitive local exchange carrier (LEC) and interexchange service provider in the District of Columbia and all states

¹ See 47 C.F.R § 63.03; 47 U.S.C. § 214; see also *Domestic Section 214 Application Filed for the Transfer of Control of Tower Cloud, Inc. to Communications Sales & Leasing, Inc.*, WC Docket No. 16-213 (filed Jun. 30, 2016) (Application). Applicants state that they intend to file applications for the transfer of authorizations associated with wireless services. Any action on this domestic section 214 application is without prejudice to Commission action on other related, pending applications.

² See Application at 2-3. Applicants state that prior to April 24, 2015, CSAL was a wholly owned subsidiary of Windstream Services, LLC, which in turn, was a wholly owned subsidiary of Windstream Holdings, Inc., both Delaware entities (Windstream Holdings, and together with its subsidiaries, Windstream). Applicants state that, on April 24, 2015, Windstream contributed to CSAL certain telecommunications network assets and then spun off CSAL in a share exchange with Windstream stockholders. Applicants state that CSAL operates as an independent company and leases telecommunications network assets and property back to Windstream for the operation of Windstream's business. *Id.*

except Alaska, California, and Hawaii. CSAL also owns PEG Bandwidth, LLC, a Delaware limited liability company, and its various operating subsidiaries, which provide enterprise telecommunications services and cellular site backhaul services in Alabama, Delaware, the District of Columbia, Illinois, Indiana, Iowa, Kentucky, Louisiana, Maryland, Massachusetts, Mississippi, Missouri, New Jersey, New York, Ohio, Pennsylvania, Texas, Virginia and West Virginia. Applicants state that following the proposed transaction, the following U.S. entities will hold a 10 percent or greater direct or indirect ownership interest in Tower Cloud: CSL Fiber Holdings LLC (100 percent directly in Tower Cloud), Uniti Holdings LP (100 percent directly in CSL Fiber Holdings LP and 100 percent indirectly in Tower Cloud), and Uniti Holdings GP, LLC (100 percent indirectly in Tower Cloud and general partner in Uniti Holdings LP). Applicants state that, as a publicly traded company, CSAL is widely held and no person holds more than 10 percent of the outstanding stock.

Pursuant to the terms of the proposed transaction, CSAL's wholly owned subsidiary, Thor Merger Sub Inc., a Delaware corporation, will merge with and into Tower Cloud, with Tower Cloud surviving the merger as a wholly owned subsidiary of CSAL. 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.³

Domestic Section 214 Application Filed for the Transfer of Control of Tower Cloud, Inc. to Communications Sales & Leasing, Inc., WC Docket No. 16-213 (filed June 30, 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 July 22, 2016**, and reply comments **on or before July 29, 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) Gregory Kwan, Competition Policy Division, Wireline Competition Bureau, gregory.kwan@fcc.gov;
- 3) Jim Bird, Office of General Counsel, jim.bird@fcc.gov;

³ 47 C.F.R § 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 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 Gregory Kwan at (202) 418-1191.

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