



PUBLIC NOTICE

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

News Media Information 202 / 418-0500
Internet: <http://www.fcc.gov>
TTY: 1-888-835-5322

DA 17-622
June 26, 2017

**DOMESTIC SECTION 214 APPLICATION FILED FOR THE
TRANSFER OF CONTROL OF ALPHEUS COMMUNICATIONS, LLC AND
ALPHEUS DATA SERVICES, L.L.C. TO LOGIX ACQUISITION COMPANY, LLC**

STREAMLINED PLEADING CYCLE ESTABLISHED

WC Docket No. 17-165

Comments Due: July 10, 2017
Reply Comments Due: July 17, 2017

By this Public Notice, the Wireline Competition Bureau (Bureau) seeks comment from interested parties on an application filed by LOGIX Acquisition Company, LLC (LAC), Gores AC Holdings, LLC (Gores AC), Alpheus Communications, LLC (Alpheus Communications), and Alpheus Data Services, L.L.C. (ADS) (Alpheus Communications and ADS, together Licensees, and collectively with LAC and Gores AC, Applicants), pursuant to Section 214 of the Communications Act of 1934, as amended, and Section 63.03 of the Commission's rules, requesting approval for the transfer of control of the Licensees to LAC.¹

Gores AC, a Delaware limited liability company, does not itself provide telecommunications services but is a holding company ultimately managed by The Gores Group, LLC (The Gores Group), a U.S.-based investment firm, and by its manager and U.S. citizen, Alec E. Gores. Gores AC, wholly owns Alpheus Holdings, LLC (Alpheus Parent), a U.S.-based limited liability company. Alpheus Parent wholly owns Alpheus Communications, a Delaware limited liability company which, in turn, wholly owns ADS, also a Delaware limited liability company. Together, Applicants state that Licensees provide competitive local exchange carrier (LEC) services in Texas and have approximately 2,800 route miles of intercity fiber backbone interconnecting Dallas, Austin, San Antonio, and Houston as well as approximately 3,200 route miles of metro fiber within these markets.

¹ See 47 U.S.C. § 214; 47 CFR § 63.03; *see also* Domestic Section 214 Application Filed for the Transfer of Control of Alpheus Communications, LLC and Alpheus Data Services, L.L.C. to LOGIX Acquisition Company, LLC, WC Docket No. 17-165 (filed Jun. 12, 2017) (Application). On June 23, 2017, Applicants filed a supplement to their domestic Section 214 application. *See* Letter from Brian D. Weimer, counsel to LOGIX Acquisition Company, LLC, to Marlene H. Dortch, Secretary, FCC, WC Docket No. 17-165 (filed Jun. 23, 2017). Applicants also filed an application 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.

LAC, a Delaware limited liability company, does not itself provide telecommunications services but is a holding company and indirect owner of Logix Communications, LP (Logix Communications), a Texas limited partnership, that provides competitive LEC services in Kansas, Missouri, Oklahoma, and Texas. Applicants state that Astra Capital Management, LLC (ACM), a Delaware limited liability company and private equity firm, exercises day-to-day operational control of LAC. Mark J. Johnson, a U.S. citizen, holds more than 50 percent of the equity of ACM and exercises control over ACM.²

Pursuant to the terms of the proposed transaction, LAC will acquire indirect control of the Licensees, by acquiring the equity interest in Alpheus Parent. As result, Licensees will become indirect subsidiaries of LAC. 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 Alpheus Communications, LLC and Alpheus Data Services, L.L.C. to LOGIX Acquisition Company, LLC, WC Docket No. 17-165 (filed June 12, 2017).

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 10, 2017**, and reply comments **on or before July 17, 2017**. 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/>.

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

² Applicants state that the sole member and manager of LAC is LOGIX Intermediate Holding Corporation, which is wholly owned by LOGIX Parent Corporation, both Delaware corporations. Upon consummation of the proposed transaction, Applicants state that two entities will hold a 10 percent or greater interest in LOGIX Parent Corporation, both with foreign ownership interests: (1) Astra-LOGIX Co-Invest I, LLC (33 percent), and (2) WRA-Astra Logix Investors LLC (54 percent). Astra-LOGIX Co-Invest I, LLC is a U.S.-based holding company that is ultimately owned by the Intertrust NV, a publicly traded Netherlands investment group. WRA-Astra Logix Investors LLC is ultimately managed by its general partner, WRAIF I GP Ltd., a Cayman Islands entity that is ultimately and equally owned by three U.S. citizens (Mohamad W. Khouja, Fawaz Al-Mubarak, and Anthony G. Barbuto – each holding 33.3 percent). Applicants further state that the Public Institution for Social Security, an agency of the Government of Kuwait, has a 95.24 percent ownership interest in WRA-Astra Logix Investors LLC. See Application at 9-15, Exh. A at 1-5 for a complete description of ownership information.

³ 47 CFR § 63.03(b)(2)(i).

- 1) Tracey Wilson, Competition Policy Division, Wireline Competition Bureau, tracey.wilson@fcc.gov;
- 2) Gregory Kwan, Competition Policy Division, Wireline Competition Bureau, gregory.kwan@fcc.gov;
- 3) David Krech, International Bureau, david.krech@fcc.gov;
- 4) Sumita Mukhoty, International Bureau, sumita.mukhoty@fcc.gov, and
- 5) 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), 1-888-835-5322 (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 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 Gregory Kwan at (202) 418-1191.

- FCC -