



PUBLIC NOTICE

Federal Communications Commission
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DA 18-925
September 7, 2018

**DOMESTIC SECTION 214 APPLICATION FILED FOR THE TRANSFER OF CONTROL OF
BCM ONE, INC. F/K/A MCGRAW COMMUNICATIONS, INC. TO
THOMPSON STREET CAPITAL PARTNERS V, L.P.**

STREAMLINED PLEADING CYCLE ESTABLISHED

WC Docket No. 18-254

Comments Due: September 21, 2018
Reply Comments Due: September 28, 2018

By this Public Notice, the Wireline Competition Bureau seeks comment from interested parties on an application filed by BCM One, Inc. f/k/a McGraw Communications, Inc. (BCM) and Thompson Street Capital Partners V, L.P. (Thompson Street) (collectively, Applicants), pursuant to section 214 of the Communications Act of 1934, as amended, and sections 63.03-04 of the Commission's rules, requesting Commission approval to transfer control of BCM to Thompson Street.¹

BCM, a New York corporation, provides competitive telecommunication services to enterprise customers throughout the United States.

Thompson Street, a Delaware limited partnership, is part of a St. Louis, Missouri-based privately held investment firm with no limited partner holding a 10 percent or greater interest. The general partner for Thompson Street is Thompson Street Capital Fund V GP, L.P (Thompson Fund V GP), a Delaware limited partnership, and the general partner for Thompson Fund V GP, in turn, is Thompson Street Capital LLC (Thompson GP), a Delaware limited liability company. The sole member of Thompson GP is James A. Cooper, a U.S. citizen. Applicants state that, at closing, Thompson Street Capital Manager LLC (Thompson Manager), a Delaware limited liability company, with Mr. Cooper as its sole member, will own 20 percent of Thomas Fund V GP. Applicants state that Thompson Manager is undergoing an internal restructuring that will add Robert C. Dunn, a U.S. citizen, as a second member along with Mr. Cooper. Applicants further state that neither Thompson Street, Thompson Fund V GP, Thompson GP, Thompson Manager, Mr. Cooper, nor Mr. Dunn hold any interests in any other telecommunications provider.

¹ See 47 U.S.C. § 214; 47 CFR §§ 63.03-04. Applicants also filed applications for the transfer of authorizations associated with international services. On September 5, 2018, Applicants filed a supplement to their domestic section 214 application. Any action on the domestic section 214 applications is without prejudice to Commission action on other related, pending applications.

Pursuant to the terms of the proposed transaction, BCM will be acquired by BCM One Group Holdings, Inc. (BCM HoldCo), a newly formed Delaware corporation. Following the consummation of the transaction, Thompson Street will hold 70 percent of the equity and voting interests in BCM HoldCo. Applicants state that the other 30 percent will be held separately and independently by a combination of current equity owners of BCM, certain lender co-investors, and other commercial partners, of which, no single individual or entity will hold more than a 10 percent or greater interest. Applicants assert 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
BCM One, Inc. f/k/a McGraw Communications, Inc. to
Thompson Street Capital Partners V, L.P., WC Docket No. 18-254 (filed Aug. 22, 2018).

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 September 21, 2018**, and reply comments **on or before September 28, 2018**. 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 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 Charles, Competition Policy Division, Wireline Competition Bureau, myrva.charles@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).

² 47 CFR § 63.03(b)(1)(ii).

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 Charles at (202) 418-1506 or Gregory Kwan at (202) 418-1191.

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