



PUBLIC NOTICE

Federal Communications Commission
45 L St., N.E.
Washington, D.C. 20554

News Media Information 202 / 418-0500
Internet: <http://www.fcc.gov>

DA 21-1469
November 23, 2021

DOMESTIC SECTION 214 APPLICATION FILED FOR THE TRANSFER OF CONTROL OF NETWORK INNOVATIONS, INC. TO NI TOPCO, INC.

STREAMLINED PLEADING CYCLE ESTABLISHED

WC Docket No. 21-441

Comments Due: December 7, 2021

Reply Comment Due: December 14, 2021

By this Public Notice, the Wireline Competition Bureau seeks comment from interested parties on an application filed by Network Innovations, Inc. (Network Innovations) and NI Topco, Inc. (NI Topco) (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 consent to transfer control of Network Innovations to NI Topco.¹

Applicants state that Network Innovations, an Illinois corporation, provides interstate telecommunications services and is a competitive local exchange carrier in Alabama, Arkansas, California, Delaware, Florida, Georgia, Illinois, Kansas, Louisiana, Missouri, North Carolina, New Jersey, Ohio, Tennessee, and Texas.²

NI Topco, a Delaware holding corporation formed for the purpose of completing the proposed transaction, is ultimately owned and controlled by investment funds affiliated with Cinven Capital Management (VII) General Partner Limited (Cinven Capital Management), a Guernsey entity.³ Cinven Partnership LLP (Cinven), an England and Wales investment entity, has a 100%

¹ See 47 U.S.C. § 214; 47 CFR §§ 63.03-04. On November 19, 2021, Applicants filed a supplement to their domestic section 214 application. Any action on this domestic section 214 application is without prejudice to Commission action on other related, pending applications. On November 4, 2021, Network Innovations notified the Commission of the surrender of its international section 214 authorization, effective November 4, 2021. *Section 214 Applications (47 CFR §§ 63.18, 63.24); Section 310(B) Petitions (47 CFR § 1.5000)*, Report No. TEL-02141, Public Notice, DA 21-1415 (IB Nov. 12, 2021) (citing surrender of Network Innovations, Inc.'s international section 214 authority, ITC-214-20070627-00251).

² Network Innovations is currently owned by several family trust entities, the shareholders of which will have less than a 10% ownership in Network Innovations post-transaction. Applicants state that Network Innovations also owns certain affiliates that do not provide telecommunications services and will be transferred as part of the proposed transaction.

³ Applicants provide further information in their application on intermediate entities that indirectly hold an interest in NI Topco. NI Topco is indirectly wholly-owned by Nitro Holdco, Inc., a Delaware corporation, which, in turn, is directly wholly-owned by Nitro Bidco Limited Partnership (Nitro Bidco), a Guernsey entity. Nitro Bidco is owned (93.4%) by Nitro Aggregator, L.P., also a Guernsey entity, for which, Cinven Capital Management is ultimate general partner.

voting and equity interest in Cinven Capital Management.⁴ Neither Cinven, nor any of its affiliates, provide domestic telecommunications services.

Pursuant to the terms of the proposed transaction, NI Topco, or its designee, will acquire all of the equity interests of Network Innovations.⁵ Applicants state that following the consummation of the transaction, Network Innovations will be a direct wholly-owned subsidiary of NI Topco.

Applicants assert that a grant of the application would serve the public interest, convenience, and necessity.⁶ We accept the application for filing under section 63.03(b)(2)(i) of the Commission's rules.⁷

Domestic Section 214 Application Filed for the Transfer of Control of
Network Innovations, Inc. to NI Topco, Inc., WC Docket No. 21-441 (filed Nov 10, 2021).

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 December 7, 2021**, and reply comments **on or before December 14, 2021**. 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) 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; and

⁴ Applicants state that Cinven, which will ultimately control NI Topco, is controlled by the following seven members of its Executive Committee, each with an equal vote: Stuart McAlpine, a British citizen, Caspar Berendsen, a Dutch citizen, Supaj Rajagopalan, a British citizen, Matthew Sabben-Clare, a British citizen, Alexandra Hess, a dual U.S. and British citizen, Bruno Schick, a German citizen, and Jorge Quemada, a Spanish citizen.

⁵ Applicants state that, prior to the consummation of the proposed transaction, there will be pro forma ownership changes to Network Innovations, and it will be converted into a Delaware limited liability company.

⁶ In the *Executive Branch Review Process Order*, the Commission stated that it would not routinely refer standalone applications to transfer control of domestic section 214 authority with reportable foreign ownership to the Executive Branch for review for national security, law enforcement, foreign policy, and trade policy issues. See *Process Reform for Executive Branch Review of Certain FCC Applications and Petitions Involving Foreign Ownership*, IB Docket 16-155, Report and Order, 35 FCC 10927, 10936, para. 25 (2020).

⁷ 47 CFR § 63.03(b)(2)(i).

3) Jim Bird, Office of General Counsel, jim.bird@fcc.gov.

People with Disabilities: We ask that requests for accommodations be made as soon as possible in order to allow the agency to satisfy such requests whenever possible. Send an email to fcc504@fcc.gov or call the Consumer and Governmental Affairs Bureau at (202) 418-0530.

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.

To allow the Commission to consider fully all substantive issues regarding the application in as timely and efficient a manner as possible, petitioners and commenters should raise all issues in their initial filings. New issues may not be raised in responses or replies.⁸ A party or interested person seeking to raise a new issue after the pleading cycle has closed must show good cause why it was not possible for it to have raised the issue previously. Submissions after the pleading cycle has closed that seek to raise new issues based on new facts or newly discovered facts should be filed within 15 days after such facts are discovered. Absent such a showing of good cause, any issues not timely raised may be disregarded by the Commission.

For further information, please contact Tracey Wilson at (202) 418-1394 or Gregory Kwan at (202) 418-1191.

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⁸ See 47 CFR § 1.45(c).