



PUBLIC NOTICE

Federal Communications Commission
45 L Street NE
Washington, DC 20554

News Media Information 202-418-0500
Internet: www.fcc.gov
TTY: 888-835-5322

DA 22-262
Released: March 11, 2022

DOMESTIC SECTION 214 APPLICATION FILED FOR THE TRANSFER OF CONTROL OF VISIONARY COMMUNICATIONS, LLC TO VISIONARY BUYER, LLC

NON-STREAMLINED PLEADING CYCLE ESTABLISHED

WC Docket No. 22-70

Comments Due: March 25, 2022
Reply Comment Due: April 1, 2022

By this Public Notice, the Wireline Competition Bureau seeks comment from interested parties on an application filed by Visionary Broadband Seller, Inc. (Visionary Seller) and Visionary Buyer, LLC (Visionary Buyer) (collectively, Applicants), pursuant to section 214 of the Communications Act of 1934, as amended, and sections 63.03-04 of the Commission's rules,¹ requesting consent to transfer control of Visionary Communications, LLC (Visionary LLC) to Visionary Buyer.²

Visionary Seller, a Wyoming corporation, wholly owns Visionary.³ Visionary provides domestic IP-enabled services, broadband services, and VoIP services in Colorado, Montana, Nebraska, New Mexico, Washington, and Wyoming.⁴ The Commission authorized Visionary Inc. on February 14, 2022

¹ See 47 U.S.C. § 214; 47 CFR §§ 63.03-04; Application of Visionary Broadband Seller, Inc. and Visionary Buyer, LLC for Grant of Authority Pursuant to Section 214 of the Communications Act of 1934, as Amended, and Section 63.04 of the Commission's Rules to Complete a Transfer of Control, WC Docket No. 22-70 (filed Feb. 18, 2022) (Application). On March 2, 2022, Applicants filed a supplement to their Application. Letter from Matthew S. DelNero and Andrew P. Longhi, Counsel for Visionary Buyer, LLC, and Stephen E. Coran, Counsel for Visionary Broadband Seller, Inc., to Marlene H. Dortch, Secretary, FCC, WC Docket No. 22-70 (filed Mar. 2, 2022) (Supplement). On March 9, 2022, Applicants filed a second supplement to their Application. Letter from Matthew S. DelNero and Andrew P. Longhi, Counsel for Visionary Buyer, LLC, and Stephen E. Coran, Counsel for Visionary Broadband Seller, Inc., to Marlene H. Dortch, Secretary, FCC, WC Docket No. 22-70 (filed Mar. 9, 2022). Applicants will also 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 pending applications.

² As part of the proposed transaction and through an internal reorganization, Visionary Communications, Inc. (Visionary Inc.), a Wyoming corporation and the licensee, will convert to Visionary LLC, a Wyoming limited liability company. Application at 4, 11; Supplement at 1. Visionary Buyer will acquire direct control of Visionary LLC. *Id.* Unless otherwise stated, we will collectively refer to Visionary Inc. and Visionary LLC herein as Visionary.

³ Application at 3. The largest shareholders of Visionary Seller are two U.S. citizens: Brian Worthen, who owns 42.2%, and Greg Worthen, who owns 33.6%. *Id.* No other shareholder owns 10% or more of Visionary Seller. *Id.*

⁴ *Id.*

to receive Rural Digital Opportunity Fund (RDOF) Auction support to provide service to 4,184 locations in Colorado and Wyoming.⁵

Visionary Buyer is a Delaware limited liability company created specifically for the purposes of this proposed transaction to become the new parent company of Visionary.⁶ Visionary Buyer is managed by GTCR, LLC (GTCR), a U.S.-based private equity firm. Applicants state that the following U.S.-based entities will have indirect ownership interests in Visionary Buyer: GTCR Broadband Aggregator, LLC (Broadband Aggregator) (57%),⁷ Visionary Broadband Management Holdings, LLC (Visionary Management) (10%),⁸ and Visionary Seller (32%).⁹

Applicants assert that a grant of the Application would serve the public interest, convenience, and necessity.¹⁰ They certify that the proposed transaction will not result in any changes to Visionary's RDOF buildout plans,¹¹ that all relevant RDOF support obligations will be met following consummation of the transaction,¹² and that "[w]ith the addition of GTCR's capital . . . Visionary will be well-positioned to accelerate its network construction and provision of services to rural consumers" in Colorado and Wyoming.¹³ They assert that GTCR has significant experience investing in and managing telecommunications companies,¹⁴ and that GTCR will contribute its managerial expertise to Visionary's existing management and personnel to "enable increased investment and competition for

⁵ See *id.* at 2; Supplement at 1; *Rural Digital Opportunity Fund Support Authorized for 2,576 Winning Bids*, AU Docket No. 20-34 et al., Public Notice, DA 22-151, at 9, Attach. A (Authorized Long-Form Applicants and Winning Bids) (WCB/OEA Feb. 14, 2022) (stating that eligible telecommunication carriers "seeking to transfer control of their domestic authorizations to operate pursuant to section 214 of the Communications Act of 1934, as amended, or to engage in the sale of assets under section 214 must first receive approval from the Commission in accordance with sections 63.03 and 63.04 of the Commission's rules governing the procedures for domestic transfer of control/asset applications") (*Sixth RDOF Authorization Public Notice*). Visionary Inc. was awarded \$4,450,264.40 over a 10-year period. See *Sixth RDOF Authorization Public Notice*, Attach. A.

⁶ Application at 4.

⁷ Broadband Aggregator is owned by GTCR Fund XIII/B LP (Fund XIII/B) (73%) and GTCR Broadband Splitter LP (Broadband Splitter) (27%). The general partner of Fund XIII/B and Broadband Splitter is GTCR Partners XIII/B LP (Partners XIII/B). The limited partner of Broadband Splitter is GTCR Visionary Blocker Corp., which is owned by GTCR Fund XIII/C LP (Fund XIII/C). The general partner of Fund XIII/C is GTCR Partners XIII/A&C LP (Partners XIII/A&C). The general partner of Partners XIII/B and Partners XIII/A&C is GTCR Investment XIII LLC, control of which is held by Mark M. Anderson, Craig A. Bondy, Aaron D. Cohen, Sean L. Cunningham, Benjamin J. Daverman, David A. Donnini, Dean S. Mihas, and Collin E. Roche, all U.S. citizens. All entities are U.S.-based. *Id.* at 11-14, Exh. A (Pre- and Post-Transaction Ownership Charts).

⁸ Control of Visionary Management is held by a board consisting of up to two members designated by Fund XIII/B, one member designated by Fund XIII/C, the Chief Executive Officer of Visionary LLC, and one member designated by Visionary Seller, all U.S. citizens. *Id.* at 12.

⁹ *Id.* at 4, 11-14, Exh. A (Pre- and Post-Transaction Ownership Charts). Applicants state that managing directors of GTCR have a controlling interest in Point Broadband Fiber Holding, LLC and its subsidiaries, which provide telecommunications services in Tennessee and Virginia, and VoIP services in Alabama, Georgia, Maryland, Michigan, Ohio, and New York. *Id.* at 14-15. The managing members of GTCR also have a minority interest in Clearwave Fiber LLC, which has subsidiaries that provide competitive telecommunications and other services in Illinois, Indiana, Missouri, Florida, and Georgia. *Id.*

¹⁰ *Id.* at 5-9.

¹¹ Supplement at 1.

¹² Application at 18; Supplement at 2.

¹³ Application at 7; see also Supplement at 1.

¹⁴ Application at 4.

telecommunications and broadband services in Colorado, Montana, Nebraska, New Mexico, Washington and Wyoming.”¹⁵ They state that the proposed transaction would be transparent to prospective customers and to Visionary’s existing customers, who would continue to receive service pursuant to existing terms and conditions.¹⁶

Because the proposed transaction would involve the exchange and assumption of Universal Service Fund high-cost mechanism obligations, in order to sufficiently analyze whether the proposed transaction would serve the public interest, we accept the Application for non-streamlined processing.¹⁷

Domestic Section 214 Application Filed for the Transfer of Control of
Visionary Communications, LLC to Visionary Buyer, LLC,
WC Docket No. 22-70 (filed Feb. 18, 2022).

GENERAL INFORMATION

The application identified herein has been found, upon initial review, to be acceptable for filing. The Commission reserves the right to return any application if, upon further examination, it is determined to be defective and not in conformance with the Commission’s rules and policies.

Interested parties may file comments **on or before March 25, 2022**, and reply comments **on or before April 1, 2022**. Comments may be filed using the Commission’s Electronic Comment Filing System (ECFS) or by paper.

- Electronic Filers: Comments may be filed electronically by accessing ECFS at <https://apps.fcc.gov/ecfs/>.
- *Paper Filers*: Parties who choose to file by paper must file an original and one copy of each filing. If more than one docket or rulemaking number appears in the caption of this proceeding, filers must submit two additional copies for each additional docket or rulemaking number.
 - Filings can be sent by commercial overnight courier or by first-class or overnight U.S. Postal Service mail.¹⁸ All filings must be addressed to the Commission’s Secretary, Office of the Secretary, Federal Communications Commission.
 - Commercial overnight mail (other than U.S. Postal Service Express Mail and Priority Mail) must be sent to 9050 Junction Drive, Annapolis Junction, MD 20701. U.S. Postal Service first-class, Express, and Priority mail must be addressed to 45 L Street NE, Washington, DC 20554.

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.

In addition, email one copy of each pleading to each of the following:

- 1) Myrva Charles, Competition Policy Division, Wireline Competition Bureau, myrva.charles@fcc.gov;

¹⁵ *Id.* at 6, 8.

¹⁶ *Id.* at 5.

¹⁷ *See* 47 CFR § 63.03(c)(1)(v).

¹⁸ Effective March 19, 2020, and until further notice, the Commission no longer accepts any hand or messenger delivered filings. This is a temporary measure taken to help protect the health and safety of individuals, and to mitigate the transmission of COVID-19. *See FCC Announces Closure of FCC Headquarters Open Window and Change in Hand-Delivery Policy*, Public Notice, 35 FCC Rcd 2788 (OS 2020).

- 2) Erik Beith, Competition Policy Division, Wireline Competition Bureau, erik.beith@fcc.gov; and
- 3) Jim Bird, Office of General Counsel, jim.bird@fcc.gov.

The proceeding in this Public 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).¹⁹ 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.²⁰ 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 Myrva Charles at (202) 418-1506 or Erik Beith at (202) 418-0756, Wireline Competition Bureau.

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¹⁹ 47 CFR § 1.1206(b).

²⁰ *See id.* § 1.45(c).