



PUBLIC NOTICE

FEDERAL COMMUNICATIONS COMMISSION
445 12th STREET S.W.
WASHINGTON D.C. 20554

News media information 202-418-0500
Internet: <http://www.fcc.gov> (or <ftp.fcc.gov>)
TTY (202) 418-2555

Report No. TEL-01785NS

Thursday April 14, 2016

**Non Streamlined International Applications/Petitions Accepted For Filing
Section 214 Applications (47 C.F.R. § 63.18); Section 310(b) Petitions**

Unless otherwise specified, the following procedures apply to the applications listed below:

The applications listed below have been found, upon initial review, to be acceptable for filing. These applications are not subject to the streamlined processing procedures set forth in Section 63.12 of the Commission's rules, 47 C.F.R. § 63.12. These applications shall not be deemed granted until the Commission affirmatively acts upon the application, either by public notice or by written order. Operation for which authorization is sought may not commence except in accordance with any terms or conditions imposed by the Commission.

Unless otherwise specified, interested parties may file comments with respect to these applications within 28 days of the date of this public notice. We request that such comments refer to the application file number shown below. No application listed below shall be granted by the Commission earlier than the day after the date specified in this public notice for the filing of comments.

Unless otherwise specified, ex parte communications between outside parties and Commission staff concerning these applications are permitted subject to the Commission's rules for "permit-but-disclose proceedings." See 47 C.F.R. § 1.1206.

Copies of all applications listed here are available for public inspection in the FCC Reference and Information Center, located in room CY-A257 at the Portals 2 building, 445 12th Street SW, Washington DC 20554. The center can be contacted at (202) 418-0270. 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). All applications listed are subject to further consideration and review, and may be returned and/or dismissed if not found to be in accordance with the Commission's rules, regulations, and other requirements.

Petition for Declaratory Ruling

TVC Albany, Inc. (TVC) and OHCP Northeastern Fiber Buyer, Inc. (OHCP) (together, "Petitioners") have filed a petition for declaratory ruling ("Petition") pursuant to section 1.990(a)(1) of the Commission's rules, 47 C.F.R. § 1.990(a)(1), that the public interest would be served by allowing foreign ownership of TVC to exceed the 25 percent benchmark in section 310(b)(4) of the Communications Act of 1934, as amended (the "Act"), 47 U.S.C. § 310(b)(4). Petitioners have filed the Petition in connection with an application to transfer control of TVC to OHCP. See ULS File No. 0007203840. TVC holds a nationwide common carrier wireless license, Call Sign WQLH897, in the 3650-3700 MHz band.

TVC is a Delaware corporation that is currently a direct, wholly-owned subsidiary of Tech Valley Holdings, LLC. OHCP is also a Delaware corporation formed for the purpose of acquiring TVC. Upon closing, OHCP will wholly own and control TVC through a yet-to-be-formed Delaware entity. According to Petitioners, although OHCP and TVC will ultimately be controlled by U.S. citizens, there will be a number of upstream, intervening investment funds organized in the Cayman Islands through which various passive and institutional investors will make their financial investments in OHCP, specifically: Oak Hill Capital Partners IV (Management), L.P. (9.47%); Oak Hill Capital Partners IV (Onshore), L.P. (55.64%); Oak Hill Capital Partners IV (Onshore Tax Exempt), L.P. (0.97%); Oak Hill Capital Partners IV (Offshore), L.P. (19.19%); and Oak Hill Capital Partners IV (Offshore 892), L.P. (4.83%) (collectively, the "Oak Hill IV Funds"). The general partner of each of the Oak Hill IV Funds, OHCP GenPar IV, L.P. (OHCP GenPar), is also organized in the Cayman Islands, as is OHCP GenPar's general partner, OHCP MGP IV, Ltd. (OHCP MGP IV). Petitioners state that the voting members of OHCP MGP IV are all U.S. citizens that, as members of the "Investment Committee," exercise oversight and control of the Oak Hill IV Funds.

According to the Petition, the Oak Hill IV Funds will collectively hold over 90 percent of the equity and/or voting interests in TVC, as intermediate links in the ownership and control chain. It is expected that less than 10 percent of OHCP will be directly held by other entities and individuals, including members of TVC management and other existing interest holders. In addition, it is expected that the Oak Hill IV Funds will implement a new incentive equity plan for management in connection with or following consummation of the transaction. The final structure is not fully established, and there may be one or more additional intervening wholly-owned holding companies inserted above OHCP in the vertical ownership chain prior to closing. Petitioners assert that any such holding company, however, would not impact the ultimate ownership or control of OHCP, the level of foreign ownership, or otherwise introduce issues not already addressed in the Petition.

Finally, Petitioners state that the equity in the Oak Hill IV Funds is held by numerous, primarily U.S.-based investors, including individuals, trusts, institutions, and business entities. This equity is held through limited partnership interests that Petitioners state are fully insulated in accordance with section 1.993 of the Commission's rules, 47 C.F.R. § 1.993, with no foreign limited partner holding a 5 percent or greater direct or indirect interest in OHCP. Further, OHCP GenPar and OHCP MGP IV will each hold a less than one percent equity interest in OHCP.

Pursuant to section 1.991(i) of the rules, Petitioners request specific approval for the following foreign-organized entities to hold, directly or indirectly, equity and/or voting interests of 5 percent or more in OHCP, the proposed controlling U.S. parent of TVC:

Oak Hill Capital Partners IV (Management), L.P. (9.47% equity and voting interests)
Oak Hill Capital Partners IV (Onshore), L.P. (55.64% equity and voting interests)
Oak Hill Capital Partners IV (Onshore Tax Exempt), L.P. (0.97% equity and voting interests)
Oak Hill Capital Partners IV (Offshore), L.P. (19.19% equity and voting interests)
Oak Hill Capital Partners IV (Offshore 892), L.P. (4.83% equity and voting interests)
OHCP GenPar IV, L.P. (less-than-1% equity and 100% voting interests)
OHCP MGP IV, Ltd. (less-than-1% equity and 100% voting interests)

Pursuant to section 1.991(k) of the rules, Petitioners also request approval for the above-named entities to increase their ownership interests beyond the percentages specified above, up to 100 percent, collectively, of OHCP's direct and/or indirect equity and/or voting interests. Petitioners explain that, because the Oak Hill IV Funds have not closed and additional investors could still participate, and because the equity and voting interests of other investors (currently under 10% collectively) have not been finalized, the respective ownership percentages of the individual Oak Hill IV Funds in OHCP may change.

Petitioners assert that the public interest would be served by permitting foreign ownership OHCP, the proposed controlling U.S. parent of TVC, to exceed the 25 percent benchmark in section 310(b)(4).

Interested parties may file comments on or before April 28, 2016, and reply comments on or before May 5, 2016.

Transfer of Control

Current Licensee: TVC Albany, Inc.

FROM:

TO: OHCP Northeastern Fiber Buyer, Inc.

Application filed for consent to the transfer of control of international section 214 authorizations, ITC-214-19990825-00538 and ITC-214-20010209-00086, held by TVC Albany, Inc. (TVC) from its 100 percent direct parent, Tech Valley Holdings, LLC (Tech Valley), to OHCP Northeastern Fiber Buyer, Inc. (OHCP) (together, "Applicants"). Pursuant to a Securities Purchase Agreement dated as of March 18, 2016, OHCP will purchase 100 percent of the outstanding securities of TVC from Tech Valley. Prior to closing, however, OHCP will assign its rights under the Agreement to a yet-to-be-formed Delaware entity (Oak Hill Buyer). Thus, upon completion of the transaction, TVC will be a wholly-owned, direct and indirect subsidiary of Oak Hill Buyer and OHCP, respectively. TVC is a Delaware corporation as is OHCP, which was formed for the purpose of acquiring TVC.

Applicants state that, post-closing, OHCP will be predominantly (more than 90%) owned directly by private equity funds formed in the Cayman Islands for investment purposes, specifically: Oak Hill Capital Partners IV (Management), L.P. (9.47%); Oak Hill Capital Partners IV (Onshore), L.P. (55.64%); Oak Hill Capital Partners IV (Onshore Tax Exempt), L.P. (0.97%); Oak Hill Capital Partners IV (Offshore), L.P. (19.19%); and Oak Hill Capital Partners IV (Offshore 892), L.P. (4.83%) (collectively, the "Oak Hill IV Funds").

According to the Application, the equity in the Oak Hill IV Funds is primarily held in the form of limited partnership interests held by numerous, primarily U.S.-based investors. Based on current investment percentages, the following limited partners of the Oak Hill IV Funds will own or control a ten percent or greater equity interest (but no voting interest) in OHCP through their investments in one or more of these funds:

FW Oak Hill Limited IV, L.P. (19.14%) (a Delaware entity that is ultimately wholly owned and controlled by Jay H. Hebert, a U.S. citizen, through two holding companies organized in Delaware, FW Oak Hill Limited Genpar IV, LLC and its sole member, FW GP Holdco, LLC; and

RMB Holdings, LLC (12.20%) (a Delaware entity that is controlled by Robert M. Bass and Anne T. Bass, U.S. citizens, as co-Trustees of the Live Oak Trust, a Texas trust that directly wholly owns RMB Holdings).

Control of the Oak Hill IV Funds and, in turn, of OHCP, is vested in the funds' general partner, OHCP GenPar IV, L.P. (OHCP GenPar), a Cayman Islands entity. The general partner of OHCP GenPar is OHCP MGP IV, Ltd. (OHCP MGP IV), which is also organized in the Cayman Islands. OHCP GenPar and OHCP MGP IV will each hold indirectly a less than one percent equity interest in OHCP. Applicants state that the voting members of OHCP MGP IV are all U.S. citizens that, as members of the "Investment Committee," exercise oversight and control of the Oak Hill IV Funds. The shares in OHCP MGP IV are distributed equally among the thirteen members of the Investment Committee.

According to the Applicants, the final ownership structure of OHCP is not fully established, and there may be one or more additional intervening wholly-owned holding companies inserted above OHCP in the vertical ownership chain prior to closing. OHCP and TVC request authorization for the addition of one or more intervening wholly owned holding company(ies) prior to, or concurrently with, closing. OHCP and TVC state that they will notify the Commission of the final ownership structure immediately following closing in the event any such additional holding companies are inserted. Further, because the Oak Hill IV Funds have not closed and additional investors could still participate, and because the equity and voting interests of other investors (currently under 10% collectively) have not been finalized, the respective ownership percentages disclosed in the Application may change. Applicants state that they will update the Application if any new investment or change in ownership percentages causes an entity or individual not already disclosed in the Application to obtain a 10 percent or greater direct or indirect interest in OHCP.

Interested parties may file comments on or before April 28, 2016, and reply comments on or before May 5, 2016.

REMINDER:

Applicants must certify that neither the applicant nor any party to the application is subject to a denial of federal benefits by federal and/or state courts under authority granted in 21 U.S.C. § 862. See 47 C.F.R. §§ 1.2001–.2003.