



# PUBLIC NOTICE

FEDERAL COMMUNICATIONS COMMISSION  
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**Report No. TEL-02058S**

**Friday November 20, 2020**

## **Streamlined International Applications Accepted For Filing**

### **Section 214 Applications (47 C.F.R. §§ 63.18, 63.24); Section 310(b) Petitions (47 C.F.R. § 1.5000)**

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

The international Section 214 applications listed below have been found, upon initial review, to be acceptable for filing and 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 are for authority under Section 214 of the Communications Act, 47 U.S.C. § 214(a), to transfer control of an authorized carrier or to assign a carrier's existing authorization; and/or (b) to become a facilities-based international common carrier; and/or (c) to become a resale-based international common carrier.

Pursuant to Section 63.12 of the rules, these Section 214 applications will be granted 14 days after the date of this public notice (see 47 C.F.R. § 1.4 regarding computation of time), and the applicant may commence operations on the 15th day, unless the Commission has informed the applicant in writing, within 14 days after the date of this public notice, that the application, on further examination, has been deemed ineligible for streamlined processing. Pursuant to Section 1.1910(b)(2) of the rules, action will be withheld on any application by any entity found to be delinquent in its debts to the Commission. Applicants should check the Red Light Display System's website at [www.fcc.gov/redlight](http://www.fcc.gov/redlight) to determine if they are delinquent in a debt to the Commission and for information on how to pay the debt.

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. An application can be removed from streamlined processing only in the sound discretion of Commission staff. The filing of comments or a petition to deny will not necessarily result in an application being deemed ineligible for streamlined processing.

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](mailto: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.

We request that comments on any of these applications refer to the application file number shown below.

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**ITC-T/C-20201028-00185**

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Consumer Cellular, Inc.

Transfer of Control

**Current Licensee:** Consumer Cellular, Inc.

**FROM:** Consumer Cellular, Inc.

**TO:** CCI Buyer, Inc.

Application filed for consent to the transfer of control of Consumer Cellular, Inc. (CCI), which holds international section 214 authorization ITC-214-20130503-00230, from its existing shareholders to CCI Buyer, Inc. (CCI Buyer). Pursuant to a Stock Purchase Agreement dated October 22, 2020, CCI Buyer will purchase all issued and outstanding shares of CCI, an Oregon corporation, from the existing shareholders.

CCI Buyer is wholly owned by CCI Parent, Inc., which is wholly owned by CCI Intermediate Inc. (CCI Intermediate), which in turn is wholly owned by CCI Topco Inc. (CCI Topco), all Delaware entities. Cellular Holdings LLC (Cellular Holdings), a Delaware limited liability company holds an approximately 85% interest in CCI Topco and HPS Investment Partners, LLC (HPS IP), a Delaware limited liability company, holds a 11.25% interest. HPS IP is owned by a series of holding companies and ultimately controlled by Scott Kapnick, a U.S. citizen.

Cellular Holdings is owned by GTCR LP, a Delaware Limited Partnership (80%); JTM LLC (JTM), a Nevada limited liability company (20%). The sole member of JTM is the JTBK Family NING Trust, a Nevada trust with permissible beneficiaries, John and Tami Marick and two children, all U.S. citizens. John Marick is the manager of JTM.

GTCR LP is owned by GTCR Fund XII/A, LP, a Delaware limited partnership (49.55%) and GTCR Fund XII/C, LP, a Delaware limited partnership (12.57%) (together GTCR Funds XII/A&C LP). GTCR Partners XII/A&C LP (GTCR Partners XII/A&C), a Delaware limited partnership, is the general partner of GRCR Funds XII/A&C LP. GTCR Investment XII LLC (GTCR Investments XII), a Delaware limited liability company, is the general partner of GTCR Partners XII/A&C. The board members of GTCR Investments XII are the following individuals, all U.S. citizens: Mark A. Anderson, Craig A. Bondy, Aaron D. Lohen, Sean L. Cunningham, Benjamin J. Daverman, David A. Donnini, Constantine S Mihos, and Collin E. Roche. No other entity or individual will hold a 10% or greater equity or voting interest in CCI or CCI Buyer, after closing.

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**ITC-T/C-20201029-00186**

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Allo Communications LLC

Transfer of Control

**Current Licensee:** Allo Communications LLC

**FROM:** Nelnet, Inc.

**TO:** SDC Allo Holdings, LLC

Application filed for consent to the transfer of control of Allo Communications LLC (ALLO), which holds international section 214 authorization ITC-214-2081029-00480, from its majority owner, Nelnet, Inc. (Nelnet), to SDC Allo Holdings LLC, (SDC-AH).

Pursuant to a Membership Unit Purchase Agreement dated October 1, 2020, SDC-AH will acquire the preferred membership units in ALLO (Acquisition) that will represent approximately 48% of the voting membership of ALLO, a publicly traded Nebraska corporation, when the preferred membership units convert to voting membership units. Pursuant to the terms of the Ninth Amended and Restate Operating Agreement (Operating Agreement), Nelnet will retain voting control of ALLO and the ability to appoint a majority of ALLO's Board of Managers. The Operating Agreement provides that SDC-AH's membership units will automatically convert from non-voting to voting units and that ALLO's Board of Managers will increase from five to nine managers with SDC-AH and Nelnet each appointing three managers, and after one year, up to two mutually agreed upon independent managers (the Conversion). Bradley A. Moline, co-founder of ALLO and its current President, will also have a seat on ALLO's Board of Managers. As a result of the Conversion, Nelnet will hold a 44.8% interest in ALLO and will no longer have a controlling interest since it will control less than 50% of the voting membership interests and less than 50% of the Board of Managers. Further, Applicants also state that because most decisions of ALLO's Board of Managers will require approval of both SDC-AH and Nelnet, SDC-AH will each have negative control of ALLO.

SDC-AH, a Delaware limited liability company created for the purpose of accomplishing this proposed transaction, will be owned as follows: SDC Digital Infrastructure Opportunity Fund II, LP (SDC DIOFII), a Delaware limited partnership (70.65 membership interest); SDC Allo Co-Investment LP (SDC ACI), a Delaware limited partnership (29.4% membership interest). The general partner of SDC DIOFII and SDC ACI is SDC DIOF II GP, LLC (SDC DIOF II GP), a Delaware limited liability company. The managing member of SDC DIOF II GP is SDC GP Manager LLC (SDC GP Manager), a Delaware limited liability company. Todd Aaron, a U.S. citizen, is the sole member of SDC GP Manager. The following entities are attributed 10% or greater interests in ALLO through limited partnership interests in SDC Fund II or SDC Co-Invest: MIT Investments 2010 LP. (MIT Investments 2010), a Delaware limited partnership (12.% through its limited partnership interest in SDC Fund II); Massachusetts Institute of Technology (MIT), a U.S. University (15.3% indirectly as GP of MIT Investments 2010) MIT is managed by an executive committee, currently consisting of 15 active members, none of whom own or control a 10% or greater interest in ALLO through MIT; University of Virginia Investment Management (UVIMCO), a U.S. endowment fund (12.4% in aggregate through its limited partnership interests in SDC Fund II and SDC Co-Invest) UVIMCO is currently managed by a board of directors consisting of 11 individuals none of whom own or control a 10% or greater interest in ALLO through UVIMCO; Regents of the University of Michigan (UoMichigan), a U.S. Institution of Higher Education (11.1% in aggregate through its limited partnership interests in SDC Fund II and SDC Co-Invest UoMichigan is governed by eight regents and does not have any beneficial owners who will own or control 10% or greater interest in ALLO; Mass General Brigham Incorporated (MGB), a U.S. entity (12.4% indirectly in SDC Fund II and SDC Co-Invest, as the sponsor of a trust and the managing member of a limited liability company neither of which is attributed a 10% or greater interest in SDC-AH. MGB is a non-profit corporation with no owners with a 10% or greater interest. It is governed by a Board of Trustees currently consisting of 19 individuals. No other entity or individual will hold directly or indirectly 10% or greater interest in SDC-AH.

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Transfer of Control

**Current Licensee:** Finger Lakes Communications Group Inc.

**FROM:** Trumansburg Telephone Company, Inc.

**TO:** Future Fiber Parent, L.P.

Application filed for consent to the transfer of control of Finger Lakes Communications Group Inc. (FLCG), which holds international section 214 authorization ITC-214- 20041019-00409, to Future Fiber Parent, L.P. (FF-Parent). FLCG is jointly owned and controlled by the Trumansburg Telephone Company Inc. (TTC) and the Ontario Telephone Company, Inc. (OTC) with TTC and OTC each owning 50% of the outstanding stock of FLCG. Pursuant to an Agreement and Plan of Merger, Future Fiber FinCo, Inc. (Future Fiber), an indirect wholly owned subsidiary of FF-Parent, will acquire all of the outstanding equity interest in TTC and OTC. Upon closing, TTC and OTC will be direct, wholly owned subsidiaries of Future Fiber and indirect wholly owned subsidiaries of FF-Parent. FLCG will be an indirect, wholly owned subsidiary of Future Fiber and FF-Parent.

FF-Parent, a Delaware limited partnership, is primarily owned and controlled by funds and entities affiliated with Oak Hill Capital Management (Oak Hill), a private equity fund based in the United States but whose funds are organized in the Cayman Islands. FF-Parent is directly owned by five different Oak Hill Capital Partners V limited partners (collectively, the Oak Hill V Entities), each Cayman Islands entities. Specifically, the following Oak Hill V Entities hold interests in FF-Parent: Oak Hill Capital Partners V (Offshore 892), L.P. (16.3%); Oak Hill Capital Partners V (Onshore), L.P. (45.6%); Oak Hill Capital Partners V (Onshore Tax Exempt), L.P. (8.1%); Oak Hill Capital Partners V (Offshore), L.P. (26.7%); and Oak Hill Capital Partners V (Management), L.P. (3.4%). The general partner for FF-Parent is Future Fiber GenPar, LLC, a Delaware limited liability company.

The general partner for the Oak Hill V Entities is OHCP GenPar V, L.P. (GenPar V), a Cayman Islands entity which, in turn, has two limited partners, OHCP GenPar Holdco, L.P. (GenPar Holdco) (holding 82.6% of GenPar V) and Oak Hill Reserve V (Cayman), L.P. (Reserve V) (holding 10.6% of GenPar V), both Cayman Islands entities. The general partner for GenPar V and Reserve V is OHCP MGP V, Ltd. (MGP V), a Cayman Islands entity. Reserve V has the following three limited partners, each a U.S. citizen: Brian Cherry, Steven G. Puccinelli, and Taylor Wolfram. MGP V has twelve equal shareholders, each a U.S. citizen, none of which has a 10% or greater ownership interest in MGP V. The following shareholders are attributed 10% or greater indirect interest in FF-Parent through their ownership in MGP V and other entities: Scott A. Baker, Brian Cherry, Benjamin Diesbach, Stratton R. Heath, III, John R. Monsky, Steven G. Puccinelli, and Tyler Wolfram. The general partner of GenPar Holdco is OHCP GenPar Super Holdco, L.P. (GenPar Super Holdco) (holding 85.5% of GenPar Holdco), a Cayman Islands entity, and the sole limited partner is SR Warehouse LLC (SR Warehouse) (holding 14.5% of GenPar Holdco), a Delaware entity.

GenPar Super Holdco has eight limited partners Scott A. Baker, Brian Cherry, Benjamin Diesbach, Stratton R. Heath, III, John R. Monsky, Steven G. Puccinelli, and Tyler Wolfram. The general partner for GenPar Super Holdco is OHCP GenPar Super Holdco GP, Ltd., a Cayman Islands entity, and GenPar Super Holdco is owned and controlled by Brian Cherry, Steven G. Puccinelli, and Tyler Wolfram. GenPar Super Holdco is ultimately controlled by three shareholders, each U.S. citizens, and SR Warehouse is ultimately owned and controlled by Jefferies Financial Group, Inc. (Jefferies), a publicly traded Delaware corporation. No other entity or individual is attributed with 10% or greater equity or voting interest in FF-Parent through their ownership interests in Jefferies.

In the Executive Branch Review Process Order the Commission set out categories of applications with reportable foreign ownership that may be excluded from referral 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, FCC 20-133, paras. 29-39 (rel. Oct 1, 2020). Applicants have made a showing that the only reportable foreign ownership in Future Fiber is through passive, offshore intermediary holding companies and that 100% of the ultimate control is held by U.S. citizens or entities. We are exercising our discretion and are not referring this application to the Executive Branch. See id at para. 36, n. 99; see also id at para 81, n. 205.

Transfer of Control

**Current Licensee:** PayG, LLC dba Skyswitch

**FROM:** PayG, LLC dba Skyswitch

**TO:** Thompson Street Capital Partners V, L.P.

Application filed for consent to the transfer of control of PayG LLC dba Skyswitch (PayG), which holds international section 214 authorization, ITC-214-20171116-00208, to Thompson Street Capital Partners V, LP (Thompson Street). Pursuant to an August 6, 2020, Letter of Intention, Thompson Street and its co-investors will acquire PayG. Specifically, BCM One Group Holdings Inc. (Holding Company) will acquire PayG indirectly through one of its wholly owned subsidiaries, Business Communications Management, Inc. Thompson Street holds approximately 70% equity and voting interest interests in Holding Company. Consequently Thompson Street will acquire indirect control of PayG, a Florida limited liability company. The remaining 30% equity and voting interests is held separately and independently by certain individual investors, co-investors and other commercial partners, none of whom hold 10% or greater interests in Holding Company.

Thompson Street is a Delaware limited partnership. Thompson Street Capital V GP, LP (Thompson Street Capital GP), is the general partner of Thompson Street. No limited partner of Thompson Street holds 10% equity interest in it. All limited partners are insulated pursuant to Commission's rules. Thompson Street Capital LLC (Thompson Street Capital) is the general partner of Thompson Street Capital GP. One of its limited partners, Thompson Street Capital Manager LLC, a Delaware limited liability company, owns approximately 16.9% of the equity of Thompson Street Capital V GP, LP. The only other limited partners that hold 10% of equity of Thompson Street Capital V GP, LP are James A. Cooper, and Robert C. Dunn, both U.S. citizens. All limited partners are U.S. citizens. Thompson Street Capital LLC, is a Delaware limited liability company. Its sole member is James A. Cooper. The sole members of Thompson Street Capital Management LLC, a Delaware limited liability company, are James A. Cooper and Robert C. Dunn. No other entity or individual will hold 10% or greater equity or voting interests in PayG after closing.

REMINDERS:

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.