



# PUBLIC NOTICE

FEDERAL COMMUNICATIONS COMMISSION  
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Friday July 2, 2021

## 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-214-20210621-00096**      E      Rino'S-IP LLC

International Telecommunications Certificate

**Service(s):**      Global or Limited Global Resale Service

Application for authority to provide resale service in accordance with section 63.18(e)(2) of the Commission's rules, 47 C.F.R. § 63.18(e)(2).

Rino'S-IP LLC is 100% owned by Gerald Gordon, a U.S. citizen.

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Transfer of Control

**Current Licensee:** Jaguar Communications, Inc

**FROM:** MetroNet Holdings, LLC

**TO:** OHCP MGP V, Ltd.

Application filed for consent to transfer control of Jaguar Communications, Inc. (Jaguar), a Minnesota corporation which holds international section 214 authorization ITC-214-20010125-00060, from MetroNet Holdings, LLC (MetroNet) to OHCP MGP V, Ltd. (MGP V).

Jaguar is a wholly owned indirect subsidiary of MetroNet, a Delaware corporation. Currently, MetroNet is owned primarily by: (1) certain funds and entities managed by or affiliated with Oak Hill Capital Management (Oak Hill III/IV Investors), which collectively hold a majority of the common interests in MetroNet, and (2) the Cinelli Investors which collectively hold a minority of the common interests in MetroNet. No individual or entity, however, owns a majority of the common interests in MetroNet. While the Oak Hill III/IV Investors and Cinelli Investors each appoint three of six managers of the MetroNet Board of Managers (Board), the Cinelli Investors have control of the day-to-day management of MetroNet by virtue of their appointment of the Chairman of the Board who, except for specifically enumerated matters that constitute major actions of MetroNet, has the authority to cast one additional vote in order to break a tie vote of the Board.

Pursuant to an April 19, 2021 Agreement and Plan of Merger, a series of transactions and amendments to the limited liability company agreement of MetroNet will result in changes to its ownership and control (the Recapitalization). According to Applicants, while certain Cinelli Investors will continue to hold a minority of the equity interests in MetroNet, the Oak Hill III/IV Investors will have no equity interest in MetroNet following the Recapitalization. Instead, other funds and entities managed by Oak Hill which are controlled by MGP V (the New Oak Hill Investors) will hold equity in MetroNet. In addition, there will be new minority investors owned and/or managed by KKR & Co. Inc. (KKR). Applicants state that, upon completion of the Recapitalization, the MetroNet Board will be comprised of nine managers as follows: three managers will be appointed by the New Oak Hill Investors; three managers will be appointed by the Cinelli Investors; and three managers will be appointed by fund vehicles managed by KKR. Applicants further state that actions by the Board will require approval of the majority of the Board with the consent of the New Oak Hill Investors and the Cinelli Investors acting through the majority of their respective managers and, therefore, the New Oak Hill Investors and the Cinelli Investors will each hold negative de facto control of MetroNet. Following the Recapitalization, MetroNet will have the following direct owners with a 10% or greater equity interest: Metro Buyer Blocker Parent Corp. (MP Blocker), a Delaware corporation (approx. 30.0%); OHCP V MN COL, L.P. (Unblocked COI), a Cayman Islands entity (approx. 14.4%); and KKR Knox Aggregator (Direct L.P.) (KKR Unblocked), a Delaware limited partnership (approx. 12.24%). In addition, the Cinelli Investors will collectively have an approximately 23.3% equity interest in MetroNet. MGP V is the general partner of OHCP MN GenPar V, L.P. (MN GenPar V) and OHCP GenPar V, L.P. (GenPar V), both Cayman Island entities.

MN GenPar V is the general partner of: (1) Unblocked COI, (2) OHCP V MN COI (AIV), L.P. (Blocked COI), a Cayman Islands entity, which has an approximately 16.01% equity interest in MP Blocker, and (3) multiple New Oak Hill Investors, which collectively hold an approximate 12.3% equity interest in MP Blocker but none of which holds a 10% or greater interest, and all of which are Cayman Island entities. GenPar V is the general partner to: (1) multiple New Oak Hill Investors, which collectively hold an approximate 12.25% equity interest in MP Blocker but none of which holds a 10% or greater interest, all of which are Cayman Island entities, and (2) multiple New Oak Hill Investors, some Cayman Island entities and some Delaware entities, which collectively hold a 12.5% equity interest in MetroNet but none of which holds a 10% or greater interest, all of which are Cayman Island entities. MGP V, a Cayman Islands entity which ultimately controls these entities is owned equally among twelve U.S. citizens. In addition, OHCP GenPar Super Holdco GP, Ltd, a Cayman Islands entity that is owned by three U.S. citizens, ultimately controls OHCP GenPar Holdco, L.P., a Cayman Islands entity, that has an 82.9% limited partnership interest in GenPar V.

According to the Applicants, the following individuals each hold interests in one or more New Oak Hill Investors that may exceed a 10% interest in MetroNet: Scott A. Baker, Brian N. Cherry, Benjamin Diesbach, Stratton R. Heath, III, John R. Monsky, Steven G. Puccinelli, and Tyler J Wolfram, all U.S. citizens.

KKR, a Delaware corporation, holds ultimate control of KKR Knox Aggregator LLC (KKR aggregator), a Delaware limited liability company, through several intermediate entities from the Cayman Islands, Luxembourg, and Delaware. KKR Aggregator is the general partner of: (1) KKR Unblocked and (2) KKR Knox Aggregator (Electing) L.P. (KKR Blocked), a Delaware limited partnership which holds an approximate 56.34% equity interest in MP Blocker. KKR is a publicly traded company and, according to the Applicants, no KKR shareholders will hold a 10% or greater interest in MetroNet.

The Cinelli Investors are expected to collectively hold approximately 23.3% of the direct equity interests in MetroNet following completion of the Recapitalization. According to the Applicants, except for John Cinelli and Janet Cinelli, none of the Cinelli Investors individually will hold a 10% or greater interest in MetroNet. Upon completion of the Recapitalization, John Cinelli, a U.S. citizen, will hold an approximate 21.9% equity interest in MetroNet: (1) individually, (2) as the managing member of a limited liability company with a less than 10% equity interest in MetroNet, and (3) as co-trustee with Janet Cinelli of the grantor retained annuity trusts (GRATs) that comprise part of the Cinelli Investors. Janet Cinelli, a U.S. citizen, will hold an approximate 14.5% equity interest in MetroNet: (1) individually, and (2) as co-trustee with John Cinelli of the GRATs.

According to the Applicants, no other person or entity will hold a 10% or greater direct or indirect ownership interest in MetroNet.

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, 35 FCC 10927, 10938-42, paras. 29-39 (2020). Applicants have made a showing that the only reportable foreign ownership in MetroNet Holdings, LLC and OHCP MGP V, Ltd. 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 10941, para. 36, n. 99; see also *id.* at 10957, para 81, n. 205.

Transfer of Control

**Current Licensee:** MetroNet Holdings, LLC

**FROM:** MetroNet Holdings, LLC

**TO:** OHCP MGP V, Ltd.

Application filed for consent to transfer control of MetroNet Holdings, LLC, a Delaware limited liability company which holds international section 214 authorization ITC-214-20110114-00005, to OHCP MGP V, Ltd. (MGP V).

Currently, MetroNet is owned primarily by: (1) certain funds and entities managed by or affiliated with Oak Hill Capital Management (Oak Hill III/IV Investors), which collectively hold a majority of the common interests in MetroNet, and (2) the Cinelli Investors which collectively hold a minority of the common interests in MetroNet. No individual or entity, however, owns a majority of the common interests in MetroNet. While the Oak Hill III/IV Investors and Cinelli Investors each appoint three of six managers of the MetroNet Board of Managers (Board), the Cinelli Investors have control of the day-to-day management of MetroNet by virtue of their appointment of the Chairman of the Board who, except for specifically enumerated matters that constitute major actions of MetroNet, has the authority to cast one additional vote in order to break a tie vote of the Board.

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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.