



PUBLIC NOTICE

FEDERAL COMMUNICATIONS COMMISSION
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Report No. TEL-02136S

Friday October 22, 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 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 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.

ITC-214-20211012-00147 P Sipnexus Telecom LLC

International Telecommunications Certificate

Service(s): Global or Limited Global Facilities-Based Service, Global or Limited Global Resale Service

An application was filed for authority to provide facilities-based service in accordance with section 63.18(e)(1) of the Commission's rules, and also to provide resale service in accordance with section 63.18(e)(2) of the Commission's rules, 47 CFR § 63.18(e)(1), (2).

Sipnexus Telecom LLC is 100% owned by Dominic Peters, a U.S. citizen.

Transfer of Control

Current Licensee: Southwest Oklahoma Telecommunications, Inc.

FROM: Southwest Oklahoma Telephone Company

TO: Hilliary Acquisition Oklahoma LLC

An application was filed for consent to transfer control of Southwest Oklahoma Telecommunications, Inc. (SWOI), an Oklahoma corporation which holds international section 214 authorization ITC-214-20050128-00037, from Southwest Oklahoma Telephone Company (SWOT) to Hilliary Acquisition Oklahoma LLC (Hilliary). SWOI is a wholly owned subsidiary of SWOT.

Pursuant to a stock purchase agreement, Hilliary will purchase all of the outstanding shares of SWOT. Upon consummation, SWOT will be a direct wholly owned subsidiary of Hilliary and SWOI will be an indirect wholly owned subsidiary. Hilliary, an Oklahoma limited liability holding company, is owned equally by four U.S. citizens (25% each): Edward E. Hilliary, Jr., Dustin J. Hilliary, Michael J. Hilliary, and Douglas J. Hilliary.

Transfer of Control

Current Licensee: Climax Telephone Company

FROM: CTS Communications Corporation

TO: MetroNet Systems Holdings, LLC

An application was filed for consent to transfer control of Climax Telephone Company (Climax), a Michigan corporation which holds international section 214 authorization ITC-214-20110314-00072, from CTS Communications Corporation (CTS) to MetroNet Systems Holdings, LLC (MetroNet). Climax is a direct wholly owned subsidiary of CTS, a Michigan corporation. Pursuant to a September 12, 2021 stock purchase agreement, MetroNet will acquire all outstanding stock of CTS. Upon consummation, CTS will be a direct wholly owned subsidiary of MetroNet and Climax will be an indirect wholly owned subsidiary of MetroNet.

MetroNet, a Delaware limited liability company, is a direct wholly owned subsidiary of Metronet Holdings, LLC (Holdings). Applicants state that although Holdings does not have a majority interest holder, funds affiliated with Oak Hill Capital Management (Oak Hill Investor Funds) and the Cinelli Investors each have negative de facto control of Holdings. The following entities hold a 10% or greater direct equity interest in Holdings: Metro Buyer Blocker Parent Corp. (MP Blocker), a Delaware corporation (approx. 34.4%); OHCP V MN COI, L.P. (Unblocked COI), a Cayman Islands entity (approx. 10.7%); and KKR Knox Aggregator (Direct L.P.) (KKR Unblocked), a Delaware limited partnership (approx. 11.6%). In addition, the Cinelli Investors collectively have an approximately 23.3% equity interest in Holdings.

OHCP MN GenPar V, L.P. (MN GenPar V), a Cayman Islands entity, is the general partner of: (1) Unblocked COI, (2) OHCP V MN COI (AIV), L.P. (Blocked COI), a Cayman Islands entity, which holds an approximate 24.6% equity interest in MP Blocker, and (3) multiple Oak Hill Investor Funds, all of which are Cayman Island entities, which collectively hold an approximate 3.7% equity interest in MP Blocker. OHCP GenPar V, L.P. (GenPar V), a Cayman Island entity, is the general partner of: (1) multiple Oak Hill Investor Funds, all of which are Cayman Island entities, which collectively hold an approximate 21.4% equity interest in MP Blocker but none of which holds a 10% or greater interest, and (2) multiple Oak Hill Investor Funds, some Cayman Island entities and some Delaware entities, which collectively hold an 8.7% equity interest in Holdings. OHCP MGP V, Ltd. (MGP V), a Cayman Islands entity, is the general partner of MN GenPar V and GenPar V. MGP V 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 Oak Hill Investor Funds that may exceed a 10% interest in Holdings: 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 Knox Aggregator LLC (KKR Aggregator), a Delaware limited liability company, is the general partner of (1) KKR Unblocked and (2) KKR Knox Aggregator (Electing) L.P. (KKR Blocked). KKR Blocked, a Delaware limited partnership, holds an approximate 51.3% equity interest in MP Blocker. KKR & Co. Inc. (KKR), a Delaware corporation, holds ultimate control of KKR Aggregator through several intermediate entities from the Cayman Islands, Luxembourg, and Delaware. KKR is a publicly traded company and, according to the Applicants, no KKR shareholder will hold a 10% or greater interest in Holdings.

The Cinelli Investors collectively hold approximately 23.3% of the direct equity interests in Holdings. According to the Applicants, except for John Cinelli and Janet Cinelli, none of the Cinelli Investors individually hold a 10% or greater interest in Holdings. John Cinelli, a U.S. citizen, will hold an approximate 21.8% equity interest in Holdings: (1) individually, (2) as the managing member of a limited liability company with a less than 10% equity interest in Holdings, 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, holds an approximate 14.5% equity interest in Holdings: (1) individually, and (2) as co-trustee with John Cinelli of the GRATs. According to the Applicants, no other person or entity holds a 10% or greater direct or indirect ownership interest in Holdings.

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 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.

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.