

October 19, 2018

VIA ELECTRONIC FILING (ECFS)

Marlene H. Dortch
Secretary
Federal Communications Commission
445 12th St. SW
Room TW-B204
Washington, DC 20554

Re: *Supplemental Filing - WC Docket No. 18-268*

Dear Ms. Dortch:

This letter supplements and entirely replaces the information contained in supplements filed on September 12, 2018 and September 14, 2018 to the above-referenced application (“Application”) for Commission consent to transfer indirect control of Smart City Telecommunications LLC (“SCT”); Smart City Solutions, LLC; Smart City Networks, Limited Partnership; Smart City of Washington D.C., LLC; and Convention Communications Provisioners, Inc. from Smart City Holdings, LLC (“Transferor”) to Sapphire Intermediate Holdings, LLC (“Transferee” and jointly with Transferor, the “Applicants”)(“Transaction”) in response to follow up questions from Commission staff.

1. Provided below is additional information about two (2) entities listed in the post-closing ownership chart filed as part of the Application:

- AppBurst, LLC (“AppBurst”) is a Florida limited liability company and wholly-owned direct subsidiary of Transferor specializing in developing mobile applications for the event and conference industry. AppBurst does not directly or indirectly hold any FCC authorizations. At closing, AppBurst will become a wholly-owned direct subsidiary of Sapphire Convention, Inc. and a wholly-owned indirect subsidiary of Transferee.
- Dynamic Concepts, Inc. (“DCI”) is a District of Columbia corporation (and not a Delaware corporation as referenced in the text of the Application) that provides project management, technology network infrastructure and utility

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construction services in the District of Columbia. DCI does not directly or indirectly hold any FCC authorizations.

2. SCT currently receives high cost universal service support though A-CAM in study area 210330.
3. Alteva of Warwick, LLC (“Alteva of Warwick”) currently receives (i) high cost universal service support on a cost basis in study area 160135 and (ii) high cost universal service support though A-CAM in study area 150135. While Court Square Capital Partners III, L.P. and Court Square Capital GP III, LLC will hold indirect equity and voting rights in both Alteva of Warwick and SCT, the businesses will continue to be operated separately and there is no market or service overlap between SCT and Alteva of Warwick. Other than SCT and Alteva of Warwick who receive high cost universal service support in study areas 210330, 160135 and 150135, neither Transferor nor Transferee or their respective affiliates (including Smart City Telecommunications LLC and Alteva of Warwick, LLC) receive high cost universal service support in any study area.

If you have any questions about this supplement, please contact the undersigned.

Respectfully submitted,

/s/ Paige K. Fronabarger

Paige K. Fronabarger

WILKINSON BARKER KNAUER, LLP

1800 M Street, N.W., Suite 800N

Washington, DC 20036

Tel: (202) 783-4141

Fax: (202) 783-5851

Email: pfronabarger@wbklaw.com

Counsel for Sapphire Intermediate Holdings, LLC

cc: Russell Blau
Danielle Burt
Martin A. Rubin
Christopher D. Bloise