

April 13, 2018

Marlene H. Dortch
Secretary
Federal Communications Commission
445 12th Street S.W.
Washington, D.C. 20554

**Re: Supplement to Joint Application of Atlas Connectivity, LLC,
Nicholville Telephone Company, Inc., and SLIC Network So-
lutions, Inc., for Authority to Transfer Control of Holders of
Domestic and International Authorizations Pursuant to Sec-
tion 214 of the Communications Act of 1934**

WC Docket No. 18-57

Dear Ms. Dortch:

In response to information requests made by Commission staff, Atlas Connectivity, LLC (“Atlas”), and its owners (the “Transferee”), together with Nicholville Telephone Company, Inc. (“Nicholville” or the “Company”), and SLIC Network Solutions, Inc. (“SLIC”) (collectively, the “Transferors”) (with the Transferee and Transferors collectively referred to as the “Applicants”), hereby submit this supplement to their Joint Application for authority to transfer control of domestic and international authorizations that was filed February 26, 2018, and is pending in the above-captioned proceedings.

1. Voting Interests in Atlas.— No individual member of Atlas management, no individual Atlas employee, and no individual Nicholville shareholder holds a 10 percent or greater voting interest in Atlas. This includes Bradley Pattelli and his family because, although they own an indirect 13.8 percent equity interest in Atlas,¹ their Membership Units in Atlas are held by and owned through 5LOOP, LLC (“5LOOP”), and are voted by 5LOOP, the Managing Member of which is Rock Island Capital Fund II, L.P. (“Rock Island”).

2. Ownership Interests in Rock Island.—The following entity is the only entity that has a direct 10 percent or greater equity interest in Rock Island:

¹ The ownership interests of Mr. Pattelli and his family are discussed in the Joint Application at 5.

<i>Entity</i>	<i>Citizenship</i>	<i>Address</i>	<i>Principal Business</i>	<i>Ownership</i>
M2 NY Pioneer Fund I, L.P. ²	Delaware Limited Partnership	180 N. Stetson Avenue, Suite 1320, Chicago, Illinois 60601	Private Equity Investor	21.9%

3. Ownership Interests in M2 NY Pioneer.—The following entity is the only entity that has a direct 10 percent or greater equity interest in M2 NY Pioneer Fund I, L.P. (“M2 NY Pioneer”):

<i>Entity</i>	<i>Citizenship</i>	<i>Address</i>	<i>Principal Business</i>	<i>Ownership</i>
New York State Common Retirement Fund (“NYSCRF”)³	New York Pension Fund	633 3rd Avenue, #31, New York, New York 10017	Public Pension Plan	100.0%

4. Rock Island Partners and Co-Investors.—No Rock Island partner or co-investor, other than M2 NY Pioneer (see above), has a direct ownership interest of 10 percent or greater in Rock Island. Neither M2 NY Pioneer nor any other Rock Island partner or co-investor has any voting interest in Rock Island. All voting interests in Rock Island are controlled by RIC GP II, LLC (“RIC GP II”), the general partner for Rock Island, which is incorporated in the State of Delaware. The managing members of RIC GP II are Patrick Hartman, Alfred Mattaliano and Michael Nugent, all of whom are U.S. citizens. Neither Rock Island, RIC GP II, nor any managing member of RIC GP II, has a disclosable equity or voting interest in any other FCC-regulated entity. We also reiterate that no other individual, partner, co-investor, or entity holds a direct interest in Rock Island that would result in any such individual, partner, co-investor, or entity having a 10 percent or greater ownership interest in Atlas.⁴

² Silver Star G.P., LLC (“Silver Star”), a Delaware limited liability company, is the general partner of M2 NY Pioneer Fund I, L.P. and holds all voting interests. Muller & Monroe Asset Management, LLC (“Muller & Monroe”), a Delaware limited liability company, is the managing partner of Silver Star. André Rice, a U.S. citizen, is the President of Muller & Monroe. Irwin C. Loud, III, Alfred D. Sharp, Shannon L. Warland and Marcia Markowitz are all Managing Directors of Muller & Monroe and are all U.S. citizens. Silver Star has no disclosable equity or voting interest in any other FCC-regulated entity.

³ The NYSCRF is the third largest public pension plan in the nation with an audited value of \$192.4 billion in assets held in trust for the retirement security of the more than one million members of the New York State and Local Retirement Systems. New York State Comptroller Thomas P. DiNapoli is directly accountable for the performance, oversight and management of the NYSCRF.

⁴ See Joint Application at 6.

5. Ownership Interests in FCC-Regulated Entities.—Other than its 100 percent ownership interest in SLIC and Nicholville Telco LLC (“Nicholville Telco”),⁵ Atlas does not have an equity or voting interest of 10 percent or greater in any FCC-regulated entity. Other than their ownership interests in Atlas (which has a 100 percent ownership interest in SLIC and Nicholville Telco),⁶ neither M2 NY Pioneer, Silver Star, Rock Island, RIC GP II, 5LOOP, nor Bradley Pattelli and his family has an equity or voting interest of 10 percent or greater in any FCC-regulated entity, nor do any of these entities or persons have an equity or voting interest of 10 percent or greater in any FCC-regulated entity that overlaps with SLIC or Nicholville Telco.

6. Foreign Ownership Interests.—No foreign individual, government, corporation, or other entity has a 10 percent or greater equity or voting interest in the Applicants, 5LOOP, Rock Island, RIC GP II, M2 NY Pioneer, Silver Star or the New York State Common Retirement Fund.

7. State of Incorporation.—Both Nicholville and SLIC are incorporated in the State of New York. Atlas, 5LOOP, Rock Island, RIC GP II, M2 NY Pioneer and Silver Star are incorporated in the State of Delaware.

Also, please find attached a revision to the Exhibit that accompanied the Joint Application (“Corporate Structures Before and After Reorganization”). The revision depicts all direct equity ownership interests in Atlas, 5LOOP, Rock Island and M2 NY Pioneer, that equal or exceed 10 percent.

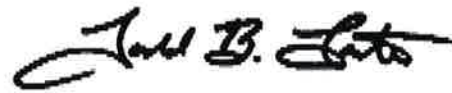
⁵ Nicholville Telco will be formed as part of the acquisition and reorganization of the Company, will receive the customers and other assets of Nicholville, and will perform the rural local exchange carrier operations currently carried out by Nicholville. *See id.* at 6-8.

⁶ *See id.* at 16.

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Please do not hesitate to contact the undersigned if there are any further questions.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "Todd B. Lantor". The signature is fluid and cursive, with the first name "Todd" being more prominent.

Todd B. Lantor
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*Counsel to Atlas Connectivity, LLC,
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SLIC Network Solutions, Inc.*

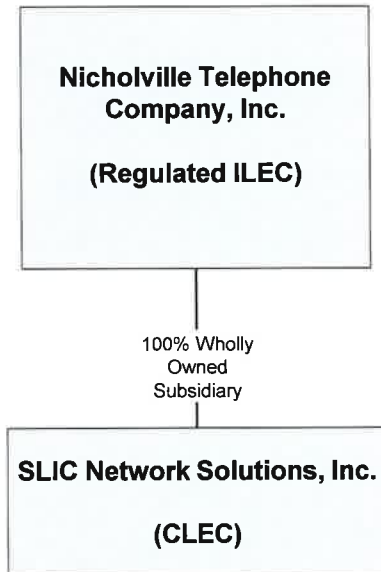
cc: Gregory Kwan

Attachment

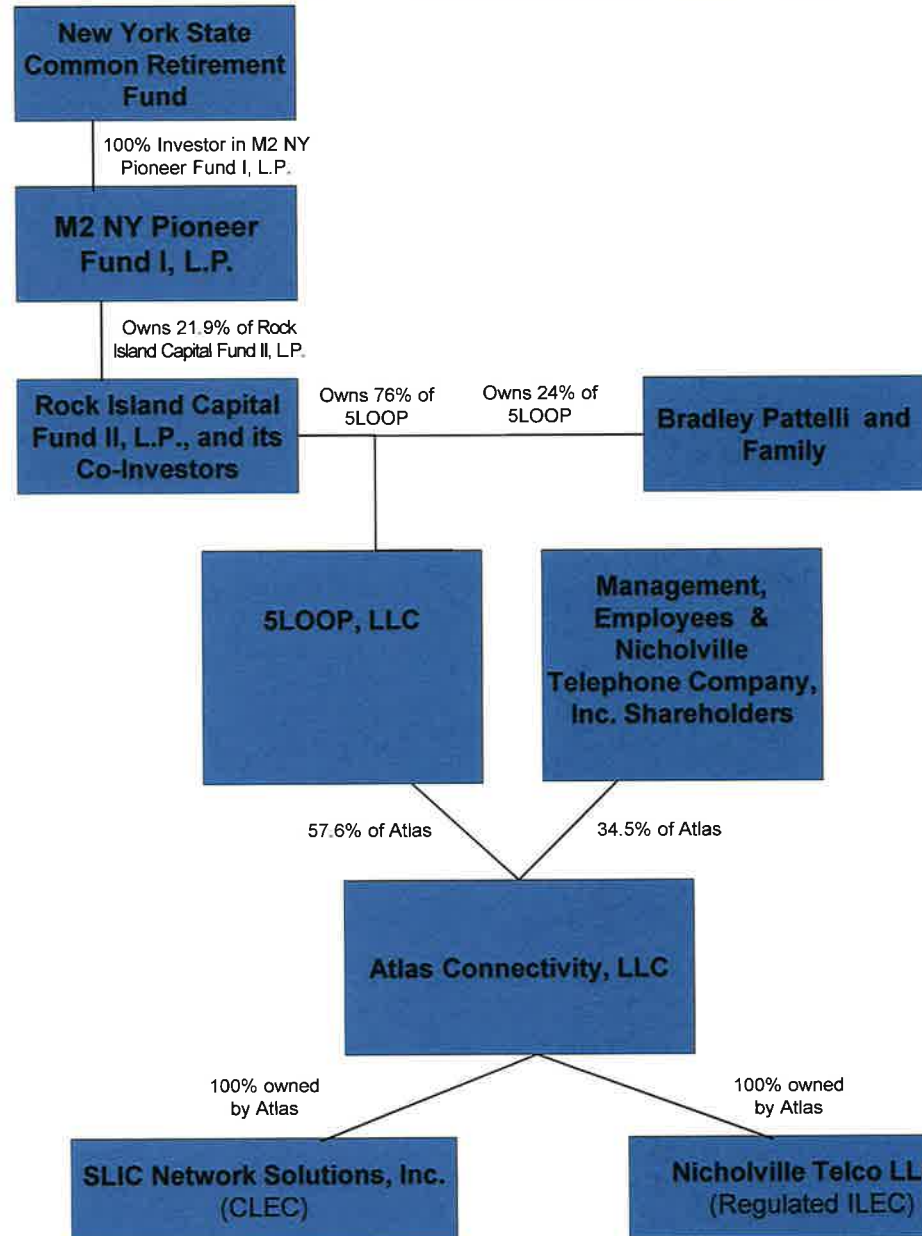
Nicholville Telephone Company, Inc. Reorganization

PRE - REORGANIZATION

Nicholville Telephone Company, Inc.



POST - REORGANIZATION



* Contemporaneously with the transfer of control, the Section 214 Domestic and International Authorizations held by Nicholville Telephone Company, Inc. will be assigned to Nicholville Telco LLC, which will be a wholly owned subsidiary of Atlas Connectivity, LLC.