

**Before the  
FEDERAL COMMUNICATIONS COMMISSION  
Washington, D.C. 20554**

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In the Matter of the Joint Application of	)	
	)	
<b>Anthony F. Romano, Jr. and Joseph Anthony</b>	)	
<b>Rehak,</b>	)	
Transferors	)	
	)	
and	)	WC Docket. 19-_____
	)	
<b>MBS Holdings, Inc.</b>	)	IB File Nos. ITC-T/C-2019- _____
Transferee	)	
	)	
and	)	
	)	
<b>DCT Telecom Group, Inc.</b>	)	
Licensee	)	
	)	
For Grant of Authority Pursuant to Section 214 of	)	
the Communications Act of 1934, as amended,	)	
and Sections 63.03, 63.04, 63.18 and 63.24 of the	)	
Commission’s Rules to Complete a Transfer of	)	
Control of DCT Telecom Group, Inc.	)	

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**JOINT DOMESTIC AND INTERNATIONAL  
TRANSFER OF CONTROL APPLICATION**

Pursuant to Section 214 of the Communications Act of 1934, as amended (the “Act”), 47 U.S.C. § 214, and Sections 63.03, 63.04, 63.18, and 63.24 of the Commission’s rules, 47 C.F.R. §§ 63.03, 63.04, 63.18, and 63.24, the Applicants identified herein respectfully request the Commission’s approval to the transfer of control of DCT Telecom Group, Inc. (“DCT” or the “Licensee”), from its current owners, Anthony F. Romano, Jr. and Joseph Anthony Rehak (collectively, “Transferors”) to MBS Holdings, Inc. (“MBS Holdings” or “Transferee”) (together collectively, the “Applicants”).

As described in more detail below, the transaction (“Transaction”) will transfer ultimate control of the Licensee from Transferors to MBS Holdings, an affiliate of Court Square Capital Partners (“Court Square”), a leading New York middle market private equity firm with one of the most experienced investment teams in the telecommunications industry. The Licensee holds an international Section 214 authorization and a blanket domestic Section 214 authorization under Section 63.01 of the Commission’s rules, 47 C.F.R. § 63.01.<sup>1</sup> As further described below, the Applicants also contemplate completing certain *pro forma* changes to the Licensee’s ownership structure, though not its operations, prior to closing in order to facilitate the Transaction.

Consistent with Section 63.04(b), 47 C.F.R. § 63.04(b), and Commission practice, the Applicants are filing this combined domestic and international application (“Application”) for the proposed transfer of control of the Licensee.<sup>2</sup>

### **Request for Streamlined Processing**

As further set forth in Section I(c) below, Applicants respectfully request streamlined treatment for this Application, pursuant to Sections 63.03 and 63.12 of the Commission’s Rules, 47 C.F.R. §§ 63.03, 63.12. Alternatively, for the reasons set forth below, Applicants request streamlined treatment on a case-by-case approach, and for the Commission to process this Application using similar timeframes for comments and approvals as would be used for an Application granted streamlined processing.<sup>3</sup>

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<sup>1</sup> Licensee does not hold any other FCC authorizations.

<sup>2</sup> Applicants are filing this Application with the FCC’s International Bureau as an “Assignment of License” in order to ensure Licensee’s name is changed to a limited liability company in the Commission’s International Bureau Filing System as a result of the pro forma restructuring.

<sup>3</sup> See *Implementation of Further Streamlining Measures for Domestic 214 Authorizations*, Report and Order, 17 FCC Rcd. 5517, ¶ 34 (2002).

**I. DESCRIPTION OF APPLICANTS AND TRANSACTION AND REQUEST FOR STREAMLINED PROCESSING**

**A. Description of the Applicants**

For the Commission's reference pre-Transaction and post-Transaction organization charts are provided as Exhibit A. Information on the Applicants is provided below:

**i. Licensee and Transferors**

The Licensee is a privately-held Ohio corporation that provides wholesale hosted Voice Over Internet Protocol ("VoIP") and unified communications services and internet access solutions to enterprise customers. The Licensee holds a blanket domestic Section 214 authorization and international Section 214 authority (FCC File No. ITC-214-20061219-00577), as described below. The Licensee provides or is authorized to provide resold local exchange or resold interexchange services in the following states: Alabama, Arizona, California, Colorado, Connecticut, Delaware, Florida, Georgia, Idaho, Illinois, Indiana, Iowa, Kansas, Kentucky, Louisiana, Maine, Maryland, Massachusetts, Michigan, Minnesota, Mississippi, Missouri, Nebraska, Nevada, New Hampshire, New Jersey, New York, North Carolina, North Dakota, Ohio, Oklahoma, Oregon, Pennsylvania, Rhode Island, South Carolina, Tennessee, Texas, Utah, Vermont, Virginia, Washington, West Virginia and Wisconsin.<sup>4</sup>

Each Transferor is a U.S. citizen and resident of the State of Ohio. Transferors are the sole stockholders of the Licensee, with each Transferor currently holding fifty percent (50%) of the outstanding shares of capital stock of the Licensee. Prior to the closing, each

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<sup>4</sup> DCT has minimal IXC customers (and instead mostly provides interconnected VoIP services) in the State of California and is in the process of transferring its California IXC customers to its VoIP platform or offering to migrate customers to another carrier. DCT is filing to de-certify in that state once the migration is completed.

Transferor will contribute fifty percent (50%) of the outstanding shares of capital stock of the Licensee to DCT Telecom Group Holdings, Inc., a newly formed corporation in the State of Ohio (“DCT Holdings”). In exchange for such contribution, each Transferor will receive fifty percent (50%) of the outstanding shares of the capital stock of DCT Holdings (the “Pre-Closing Restructuring”). As a result of the Pre-Closing Restructuring, DCT will become a wholly-owned subsidiary of DCT Holdings and Transferors will collectively indirectly hold one hundred percent (100%) of the outstanding capital stock of the Licensee through their ownership of DCT Holdings. Following the Pre-Closing Restructuring (but prior to closing of the Transaction), the Licensee will convert from a corporation to a limited liability company under applicable Ohio law.

**ii. MBS Holdings (Transferee) and Affiliates**

MBS Holdings, the Transferee, is a Delaware limited liability company with its principal place of business located at 880 Montclair Road, Suite 400, Birmingham, Alabama 35242. Transferee is the sole stockholder (with one hundred percent (100%) equity and voting interest) of MBS Intermediate Holdings, LLC, a Delaware limited liability company (“MBS Intermediate Holdings”), which upon the closing of the Transaction will hold one hundred percent (100%) of the membership interests in the Licensee. MBS Intermediate Holdings has the following wholly-owned direct and indirect carrier subsidiaries<sup>5</sup>:

- Alteva of Warwick, LLC (“Alteva of Warwick”) is an indirect subsidiary of MBS Intermediate Holdings<sup>6</sup>. Alteva of Warwick operates as the incumbent local

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<sup>5</sup> MBS Holdings has indirect interests in certain other non-telecom subsidiaries that are not disclosed herein because they are not regulated by either the Commission or any state public service commission.

<sup>6</sup> Alteva of Warwick is a wholly-owned direct subsidiary of Alteva, Inc., which is in turn a wholly-owned direct subsidiary of MBS Intermediate Holdings. Alteva, Inc. is a holding company and does not hold any telecommunications authorizations.

exchange carrier (“ILEC”) in the contiguous towns of Warwick, Goshen and Wallkill, New York and in West Milford, Vernon and Franklin Borough, New Jersey. Alteva of Warwick also operates as a competitive local exchange carrier (“CLEC”) outside of its service territory in New Jersey and New York. Alteva of Warwick is also licensed to provide domestic interstate and intrastate telecommunications services and holds international Section 214 authority.<sup>7</sup>

- Momentum Telecom, Inc. (“Momentum”) is a wholly-owned direct subsidiary of MBS Intermediate Holdings. Momentum is a leading provider of wholesale hosted VoIP and unified communications services and serves as the wholesale “partner” and broadband system manager to Tier II and Tier III cable providers. Momentum holds domestic and international Section 214 authority. *See* FCC File No. ITC-214-20081400480.
- Metro Optical Solutions LLC (“Metro Optical”) is a Wyoming limited liability company that specializes in providing customized managed network, high capacity data transport and internet solutions to enterprise and carrier customers globally. Metro Optical holds one international Section 214 authorization: ITC-214-2013091600248.<sup>8</sup>

MBS Holdings is a wholly-owned direct subsidiary of Castle Intermediate Holdings, Inc. (“Castle Intermediate Holdings”), a Delaware corporation that acts as the holding

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<sup>7</sup> *See* FCC File Nos. ITC-214-1993102200192 and ITC-ASG-20180413-00075.

<sup>8</sup> Metro Optical does not hold any other FCC or state PUC authorizations. Metro Optical is not deemed to hold blanket domestic 214 authority because it is a private carrier.

company for MBS Holdings and its direct and indirect subsidiaries, including MBS Intermediate Holdings, Momentum, Alteva of Warwick and Metro Optical.<sup>9</sup>

Castle Intermediate Holdings is a wholly-owned direct subsidiary of Castle Holding Company, LLC (“Castle Parent”), a Delaware limited liability company. Castle Parent is an investment holding company that is owned by CSC Castle Holdings, L.P. (“CSC Castle Aggregator”), members of MBS Holdings’ management and other investors in Castle Parent.

CSC Castle Aggregator, the largest investor in Castle Parent, holds approximately 87.57% of the equity and voting rights in Castle Parent. CSC Castle Aggregator is an investment holding company formed by Court Square to hold the aggregate equity investments of the Court Square managed investment funds (“Funds”) in Castle Parent. The Funds directly own 100% of the limited partnership interests in CSC Castle Aggregator, indirectly own approximately 87.57% of the membership interests in Castle Parent, and at closing, will indirectly own approximately 87.57% of the equity and voting rights in the Licensee.

Each Fund and CSC Castle Aggregator are controlled and managed by their sole general partner, Court Square Capital GP III, LLC (the “GP”).<sup>10</sup> The Fund with the largest equity investment in Castle Parent is Court Square Capital Partners III, L.P., a Delaware limited partnership (“CSC Fund III”). CSC Fund III holds 96.82% of the limited partnership interests in Castle Aggregator, and in turn, indirectly holds (and at closing will continue to indirectly hold) approximately 84.79% of the equity interests of Castle Parent, Castle

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<sup>9</sup> Castle Intermediate Holdings acquired control of MBS Holdings in (i) WC Docket No. 18-84 (Public Notice, DA 18-434, WCB April 30, 2018), (ii) ITC-ASG-20180413-00075 (Report No. TEL-01906, DA No. 18-478, released May 10, 2018) and (iii) ITC-T/C-20180316-00057 (Report No. TEL-01906, DA No. 18-478, released May 10, 2018). MBS Holdings acquired control of Metro Optical Solutions, LLC in ITC-T/C-20190221-00083 (Report No. TEL-01950, DA No. 19-253, released April 4, 2019).

<sup>10</sup> All of the Court Square entities and funds identified in this Application have the same mailing address and contact information provided for Castle Intermediate Holdings in Section II(a).

Intermediate Holdings, MBS Holdings, MBS Intermediate Holdings, and, thereby, the Licensee.

Each Fund is owned by numerous “insulated” limited partners who include pension funds, high net worth individuals, and other institutional investors.

No limited partner in any Fund (including CSC Fund III) will hold a 10% or greater direct or indirect interest in CSC Castle Aggregator, Castle Parent, Castle Intermediate Holdings, MBS Holdings (Transferee), MBS Intermediate Holdings or the Licensee. Except for CSC Fund III, CSC Castle Aggregator, Castle Parent and Castle Intermediate Holdings no other investor (through its ownership in any of the Funds, CSC Castle Aggregator, Castle Parent, Castle Intermediate Holdings or in combination with any other interest) currently holds or will individually or in the aggregate hold a 10% or greater direct or indirect equity or voting interest in MBS Holdings (Transferee), MBS Intermediate Holdings or the Licensee.

As discussed above, CSC Castle Aggregator, CSC Fund III and each of the other Funds are managed and controlled by the GP.<sup>11</sup> No member of the GP (through its ownership in the GP or in combination with any other interest) currently holds or will hold a 10% or greater direct or indirect interest in CSC Castle Aggregator, Castle Parent, Castle Intermediate Holdings, MBS Holdings (Transferee), MBS Intermediate Holdings or the Licensee.

MBS Holdings is well-qualified to obtain control of the Licensee. Members of MBS Holdings’ management team have extensive experience operating regulated

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<sup>11</sup> The GP is owned by the investment professionals at Court Square, each of whom is a United States citizen. The GP is managed and controlled by a Board of Managers (“Board”) composed of the following members of the GP, all of whom are U.S. citizens: William Comfort, David Thomas, Michael Delaney, Joseph Silvestri, Ian Hight, John Weber, Christopher Bloise and Thomas McWilliams, each of whom was appointed in the limited liability company agreement of the GP and each of whom will continue to serve on the Board so long as they remain investment professionals at Court Square. Decisions of the Board, including designation of replacement members, are made by the approval of a majority of the Board members. Pursuant to the terms of an investment management agreement, certain of the Funds’ investment decisions have been delegated to an investment committee comprising the Board members of the GP.

telecommunications companies. Court Square is one of the most experienced private equity firms in the industry and its management team has extensive experience investing in the telecommunications industry.

CSC Fund III and the GP have also made portfolio investments in and have indirect control over the following telecommunications businesses, each of which is operated separate and apart from Castle Parent and its subsidiaries:

1. Sapphire Intermediate Holdings, LLC (“Sapphire Intermediate Holdings”) and its regulated subsidiaries which include Smart City Telecommunications LLC (“SCT”), Smart City Solutions, LLC (“SCS”), Smart City Networks, Limited Partnership (“SCN”), Smart City of Washington D.C., LLC (“SDC”) and Convention Communications Provisioners, Inc. (“CCP”).<sup>12</sup>

- SCT provides local exchange, interexchange and high-speed data services to residential and business customers in Celebration, Lake Buena Vista, Little Lake Bryan, and Bay Lake, Florida. SCT holds blanket domestic Section 214 authority and holds international Section 214 authorization in File No. ITC-214-19940830-00265.
- SCS holds blanket domestic Section 214 authority and provides intrastate services in Florida.
- SCN is a leading communications provider for convention centers and meeting facilities. SCN holds blanket domestic Section 214 authority and is authorized to provide intrastate telecommunications services in Florida, Nevada, and North Carolina. SCN also operates as an interconnected VoIP provider in the

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<sup>12</sup> See, *WC Docket No. 18-268*.

following states: Arizona, California, Colorado, Florida, Hawaii, Indiana, Kentucky, Minnesota, Missouri, Nevada, New Jersey, North Carolina, Ohio, Oregon, Texas, Virginia and Washington.

- SDC is a communications provider for convention centers and meeting facilities operating in Washington, D.C. and provides competitive domestic interstate services pursuant to blanket domestic Section 214 authority.
- CCP is a leading communications provider for convention centers and meeting facilities that operates in the state of Washington and provides competitive domestic interstate services pursuant to blanket domestic Section 214 authority

2. Conterra Ultra Broadband Holdings, Inc. ("Conterra Holdings") and its regulated subsidiaries which include Broadplex, LLC ("Broadplex"), Conterra Ultra Broadband, LLC ("Conterra"), Detel Wireless, LLC ("Detel"), Network USA, L.L.C. ("Network USA"), Sun America Communications, LLC ("Sun America") and Tim Ron Enterprises, LLC d/b/a Network Communications Telecom ("NCT").

- Broadplex provides local exchange and interexchange services on a private contract basis to customers located in North Carolina and South Carolina.
- Conterra provides backhaul and fronthaul transport for wireless carriers and access and broadband networks for K-12, healthcare, and government entities in the following states: Alabama, Arizona, Arkansas, Colorado, Florida, Georgia, Illinois, Iowa, Kansas, Mississippi, Missouri, Montana, Nevada, New Mexico, North Carolina, Oklahoma, South Carolina, Tennessee, Texas, Virginia, and Washington. Conterra holds a domestic Section 214 authorization as well as wireless licenses issued by the Commission.

- Conterra owns 100% of Conterra Wireless Broadband LLC, which provides services in California.
- Detel provides competitive local exchange and interexchange telecommunications services in Mississippi and Louisiana. Detel also holds a domestic Section 214 authorization as well as wireless licenses issued by the Commission.
- Network USA and Sun America provide access and transport services to enterprise customers in Arkansas, Louisiana, Mississippi, and Texas.
- NCT provides competitive telecommunications services primarily to small, mid-sized, and enterprise customers in northeastern Texas and Louisiana.

Court Square also controls Encompass Digital Media Group (“Encompass”), including its regulated subsidiary BFI Licenses, LLC (“BFI”). BFI provides a variety of digital media services and holds wireless authorizations, satellite earth station authorizations, and an international Section 214 authorization *See* FCC File No. ITC-214-19940411-00382.

Except for the interests in MBS Holdings, Conterra Holdings, Encompass, Sapphire Intermediate Holdings (and their respective direct and indirect subsidiaries) described above, Court Square, its affiliates (including CSC Castle Aggregator, Castle Parent, and Castle Intermediate Holdings), and the members of the Board of the GP do not currently offer any regulated telecommunications services and are not affiliated with any other telecommunications carrier.

**B. Description of the Transaction and Public Interest Statement**

Pursuant to a Stock Purchase Agreement (“Purchase Agreement”) executed on April 13, 2019 among Transferors, Anthony F. Romano, Jr. as the “Sellers’ Representative” and

MBS Intermediate Holdings, MBS Intermediate Holdings will acquire one hundred percent (100%) of the outstanding membership interests of the Licensee and, thereby, control of the Licensee. Immediately prior to the closing of the Transaction, Transferors shall complete the Pre-Closing Restructuring. Specifically, Transferors shall each contribute their respective fifty percent (50%) of the outstanding shares of capital stock of the Licensee to DCT Holdings, in exchange for fifty percent (50%) of the outstanding shares of the capital stock of DCT Holdings. As a result of this intermediary step, DCT will become a wholly-owned subsidiary of DCT Holdings and Transferors will collectively indirectly hold 100% of the outstanding capital stock of the Licensee through their ownership of DCT Holdings. Upon completion of the restructuring described above, but prior to the closing of the Transaction, DCT shall convert from a corporation into a limited liability company under Ohio law. Following this conversion and pursuant to the Purchase Agreement, MBS Intermediate Holdings will then acquire one hundred percent (100%) of the outstanding membership interests of the Licensee. As a result, the Licensee will become an indirect, wholly-owned subsidiary of MBS Holdings. *See Exhibit A.*

The proposed Transaction will result only in a change in the ultimate equity ownership of the Licensee— no assignment of licenses, assets or customers will occur as a consequence of the proposed Transaction. No material changes to the rates, terms and conditions of service offered by the Licensee to its customers are expected to occur as a result of the Transaction. Accordingly, this Transaction will be, for all practical purposes, largely imperceptible to the customers of the Licensee. The Transaction also will not adversely affect competition for the provision of telecommunications in the jurisdictions currently served by the Licensee because all of the customers served by the Licensee have,

and following consummation of the Transaction will continue to have, access to competitive alternatives.

Except for the expected resignation of the Transferors (who are exiting the business), no changes in Licensee's existing management and operational personnel are planned as a result of the Transaction and such management and operational personnel are currently expected to continue to actively manage the day-to-day operations of the Licensee. Licensee will also gain access to the operational, managerial and financial resources of MBS Holdings and Court Square.

By combining operations, Applicants will benefit from scope and scale efficiencies, be better able to effectively serve their customers and strengthen their respective competitive positions in the telecommunications marketplace. For the foregoing reasons, consummation of the Transaction proposed herein will serve the public interest.

**C. Request for Streamlined Processing**

Applicants respectfully submit that this Application is presumptively eligible for streamlined processing for the following reasons:

1. The domestic portion of this Application is eligible for streamlined processing under Section 63.03(b)(2)(ii) of the Commission's rules. 47 C.F.R. § 63.03(b)(2). The Transaction will not result in the Transferee and its affiliates as defined in Section 3(1) of the Communications Act ("Affiliates") having a market share in the interstate, interexchange market of ten percent (10%) or more. Moreover, following the Transaction, the Transferee (through its Affiliates, including Licensee) would provide competitive telephone exchange services or exchange access services (if at all) exclusively in geographic areas served by a dominant local exchange carrier that is not a party to this Transaction. Specifically, the

Licensee does not provide competitive local exchange services in the geographic areas where Alteva of Warwick and SCT are dominant ILECs.<sup>13</sup>

2. The international portion of this Application is eligible for streamlined processing under Section 63.12 because none of the Applicants is a foreign carrier, or is affiliated with any foreign carrier, and thus, none of the scenarios outlined in Section 63.12(c) of the Commission's Rules applies.<sup>14</sup>

## **II. INFORMATION REQUIRED BY SECTIONS 63.24 AND 63.18 OF THE COMMISSION'S RULES**

In accordance with 47 C.F.R. § 63.24(e)(2), the Applicants submit the following information requested in 47 C.F.R. §§ 63.18 for each of the Applicants:

**(a) Name, address, and telephone number of each applicant:**

**Transferors**

Anthony F. Romano, Jr.  
c/o DCT Telecom Group, Inc.  
27877 Clemens Road  
Cleveland, OH 44145  
Telephone: 216-406-4191

FRN: 0028447043

and

Joseph Anthony Rehak  
c/o DCT Telecom Group, Inc.  
27877 Clemens Road  
Cleveland, OH 44145  
Telephone: 216-970-3207

FRN: 0028447258

**Licensee**

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<sup>13</sup> Although Licensee is authorized to provide resold long distance and resold local exchange telecommunications services to all equal access areas in the State of New York, Licensee does not currently provide resold local exchange access services to any customers located in Alteva of Warwick's ILEC service area.

<sup>14</sup> 47 C.F.R. § 63.12(c) (excluding from streamlined processing applications where the applicant is affiliated with a foreign carrier unless certain exceptions apply or where the applicant has an affiliation with a dominant U.S. carrier whose international switched or private line services the applicant seeks authority to resell).

DCT Telecom Group, Inc.  
FRN: 0022981351  
27877 Clemens Road  
Cleveland, OH 44145  
Telephone: 440-892-0300

FRN: 0009625609<sup>15</sup>

**Transferee**

MBS Holdings, Inc.  
880 Montclair Road, Suite 400  
Birmingham, Alabama 35242  
(205) 978-6035

FRN: 0023247638

**(b) Jurisdiction of Organizations:**

Transferors: Each Transferor is an individual who residents in the State of Ohio.

Licensee: Licensee is a corporation incorporated under the laws of the State of Ohio. Prior to closing, Licensee will convert into a limited liability company formed under the laws of the State of Ohio.

Transferee: MBS Holdings is a corporation incorporated under the laws of the State of Delaware.

**(c) Correspondence concerning this Application should be addressed to:**

**For Transferors and Licensees:**

Paul C. Besozzi  
Squire Patton Boggs (US) LLP  
2550 M Street, NW  
Washington, DC 20037  
Tel: (202) 457-6000  
Fax: (202) 457-6315  
Email: [paul.besozzi@squirepb.com](mailto:paul.besozzi@squirepb.com)

**with a copy to:**

DCT Telecom Group, Inc.  
27877 Clemens Road  
Cleveland, OH 44145  
Attention: Anthony F. Romano, Jr.  
Tel: (440) 808-4850  
Fax: (440) 892-2850  
Email: [tromano@4dct.com](mailto:tromano@4dct.com)

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<sup>15</sup> DCT has also been assigned FRN 0016936155.

For Transferee:

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](mailto:pfronabarger@wbklaw.com)

with a copy to:

MBS Holdings, Inc.  
222 Chastain Meadows Court, Suite 100  
Kennesaw, GA 30144  
Attention: Robert F. Hagan  
Chief Financial Officer  
Tel: (470) 632-3979  
Email: [bob.hagan@momentumtelecom.com](mailto:bob.hagan@momentumtelecom.com)

(d) Licensee: Licensee holds international Section 214 authority to provide international telecommunications services between the United States and international points. *See* FCC File No. ITC-214-2013091600248.

Transferee and Affiliates: Transferee does not directly hold any international Section 214 authorization.

Alteva of Warwick holds international Section 214 authority to provide international telecommunications services between the United States and international points. *See* FCC File No. ITC-214-1993102200192.

Momentum also holds international Section 214 authority to provide international telecommunications services between the United States and international points. *See* FCC File No. ITC-214-20081400480.

Metro Optical holds an international Section 214 authorization to provide international telecommunications services between the United States and international points. *See* File ITC-214-2013091600248

BFI holds an international Section 214 authorization to provide international telecommunications services between the United States and international points. *See* FCC File No. ITC-214-19940411-00382.

SCT holds an international Section 214 authorization to provide international resale services. *See* FCC File No. ITC-214-19940830-00265.

(e) – Not applicable.

(f) – Not applicable.

(g) – Not applicable.

(h) Ownership of the Applicants: The following persons or entities hold or will hold, directly or indirectly, a ten percent (10%) or greater interest in Licensee and Transferors.

- (1) Licensee is a privately owned Ohio corporation company.
- (2) Licensee’s sole owners (Transferors) are Anthony F. Romano, Jr. and Joseph Anthony Rehak, both U.S. citizens. The address for Anthony F. Romano, Jr. and Joseph Anthony Rehak is c/o DCT Telecom Group, Inc., 27877 Clemens Road, Cleveland, OH 44145.
- (3) Prior to the closing of the Transaction, Anthony F. Romano, Jr. and Joseph Anthony Rehak will contribute 100% of the outstanding shares of capital stock of the Licensee to DCT Holdings, resulting in DCT Holdings becoming the sole stockholder of the Licensee and Anthony F. Romano, Jr. and Joseph Anthony Rehak each owning 50% of the capital stock of DCT Holdings. The address for DCT Holdings is: 27877 Clemens Road, Cleveland, OH 44145.
- (4) Immediately prior to the closing of the Transaction, DCT will convert from a corporation into a limited liability company under Ohio law.

No other individual or entity has, or will have, at the time the proposed Transaction is consummated, a ten percent (10%) or greater direct or indirect ownership interest in Licensee or Transferors or DCT Holdings.

**Information concerning owners proposing to own ten percent (10%) or more of Licensee post-closing.**

- (1) At closing, the following entity will own or control ten percent (10%) or more of the Licensee:

Name:	MBS Intermediate Holdings, LLC
Address:	880 Montclair Road, Suite 400 Birmingham, Alabama 35242

Citizenship: U.S.  
Percentage Owned: 100% equity and voting in Licensee  
Principal Business: Holding Company

- (2) At closing, the following entity will own or control ten percent (10%) or more of MBS Intermediate Holdings:

Name: MBS Holdings, Inc.  
Address: 880 Montclair Road, Suite 400  
Birmingham, Alabama 35242  
Citizenship: U.S.  
Percentage Owned: 100% equity and voting in MBS Intermediate Holdings  
Principal Business: Holding Company

- (3) At closing, the following entity will own or control ten percent (10%) or more of MBS Holdings, Inc.

Name: Castle Intermediate Holdings, Inc.  
Address: c/o Court Square Capital Partners  
Park Avenue Plaza, 34th Floor  
55 East 52nd Street  
New York, New York 10055  
Citizenship: U.S.  
Percentage Owned: 100% equity and voting  
Principal Business: Holding Company

- (4) At closing, the following entities will own or control ten percent (10%) or more of Castle Intermediate Holdings, Inc.:

Name: Castle Holding Company, LLC  
Address: c/o Court Square Capital Partners  
Park Avenue Plaza, 34th Floor  
55 East 52nd Street  
New York, New York 10055  
Citizenship: U.S.  
Percentage Owned: 100% equity and voting  
Principal Business: Finance/ Investment Fund

- (5) At closing, the following entities will own or control ten percent (10%) or more of Castle Holding Company, LLC (Castle Parent):

Name: CSC Castle Holdings, L.P.  
Address: c/o Court Square Capital Partners  
Park Avenue Plaza, 34th Floor  
55 East 52nd Street  
New York, New York 10055

Citizenship: U.S.  
Percentage Owned: 87.57% equity  
Principal Business: Finance/ Investment Fund

Name: Court Square Capital GP III, LLC  
Address: c/o Court Square Capital Partners  
Park Avenue Plaza, 34th Floor  
55 East 52nd Street  
New York, New York 10055

Citizenship: U.S.  
Percentage Owned: 87.57% voting (as sole general partner of CSC Castle Holdings, L.P.)  
Principal Business: Finance/ Investment Manager

(6) At closing, the following entities will own or control ten percent (10%) or more of CSC Castle Holdings, L.P.:

Name: Court Square Capital Partners III, L.P.  
Address: c/o Court Square Capital Partners  
Park Avenue Plaza, 34th Floor  
55 East 52nd Street  
New York, New York 10055

Citizenship: U.S.  
Percentage Owned: 96.82% equity and 0% voting  
Principal Business: Finance/ Investment Fund

Name: Court Square Capital GP III, LLC  
Address: c/o Court Square Capital Partners  
Park Avenue Plaza, 34th Floor  
55 East 52nd Street  
New York, New York 10055

Citizenship: U.S.  
Percentage Owned: 0% equity/ 100% voting (as sole general partner of Court Square Capital Partners III, L.P. and Court Square Capital Partners (Executive) III, L.P. )  
Principal Business: Finance/ Investment Manager

Other than the foregoing, following the Transaction, no other person or entity (including any limited partner in the Funds) will directly or indirectly own or control ten percent (10%) or more (in the aggregate) of the equity or voting interest of any Licensee.

(i) Applicants certify that none of them is a foreign carrier, nor is any Applicant affiliated with any foreign carrier.

(j) Applicants certify that they do not seek to provide international telecommunications services to any destination country to which 47 C.F.R. § 63.18(j)(1) through (j)(4) applies.

(k)–(m) Paragraphs (k) through (m) of 47 C.F.R. § 63.18 are not applicable because none of the Applicants is affiliated with any foreign carrier.

(n) The Applicants certify that they have not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route and will not enter into such agreements in the future.

(o) The Applicants certify, pursuant to 47 C.F.R. §§ 1.2001 through 1.2003, that no party to this Application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988.

(p) The Applicants are requesting streamlined processing for the reasons explained in Section I.C above.

### **III. INFORMATION REQUIRED BY SECTION 63.04 OF THE COMMISSION'S RULES**

In accordance with Section 63.04(b) of the Commission's rules, 47 C.F.R. § 63.04(b), which specifies the contents required of joint international and domestic Section 214 transfer of control applications, in addition to the information required in international Section 214 applications by 47 C.F.R. § 63.18, the Applicants submit the following information requested by 47 C.F.R. §§ 63.04(a)(5) through (a)(12):

- (5) Certification that no party is subject to a denial of Federal Benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988.**

See Certification in Section II(o), above.

- (6) Description of the transaction.**

The proposed Transaction is described in Section I.B, above.

- (7) Description of the geographic areas in which the Transferors and Transferee (and their affiliates) offer domestic telecommunications services, and what services are provided in each area.**

See Section I.A, above.

- (8) Statement as to how the application fits into one or more of the presumptive streamlined categories in this section or why it is otherwise appropriate for streamlined treatment.**

See Section I.C, above.

- (9) Identification of all other Commission applications related to the same transaction.**

None, besides this Application which will be filed with the International Bureau and Wireline Competition Bureau.

- (10) Statement of whether the applicants are requesting special consideration because either party to the transaction is facing imminent business failure.**

Applicants are not requesting special consideration because no Applicant is facing imminent business failure.

- (11) Identification of any separately filed waiver requests being sought in conjunction with the transaction.**

There are no separately filed waiver requests being sought in connection with the proposed Transaction.

- (12) Statement showing how grant of the application will serve the public interest, convenience, and necessity.**

Granting this Application will serve the public interest, convenience, and necessity, as discussed in Section I.B, above.

**IV. CONCLUSION**

For the reasons stated above, Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by a grant of this Application for the above-described Transaction. The Applicants respectfully request streamlined treatment to permit Applicants to complete the Transaction (including the contemplated Pre-Closing Restructuring) as soon as possible.

Respectfully submitted,

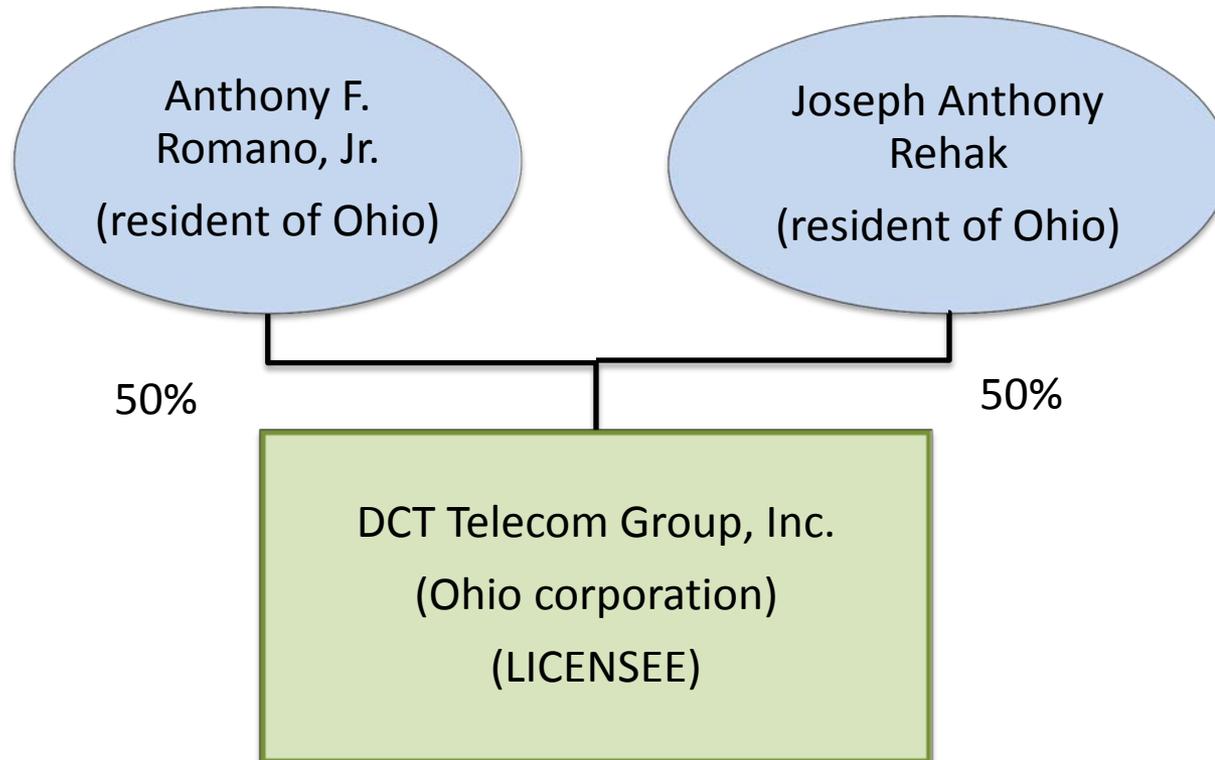
<p><i>/s/ Paul C. Besozzi</i></p> <hr/> <p>Paul C. Besozzi Squire Patton Boggs (US) LLP 2550 M Street, NW Washington, DC 20037 Tel: (202) 457-6000 Fax: (202) 457-6315 Email: <a href="mailto:paul.besozzi@squirepb.com">paul.besozzi@squirepb.com</a></p> <p><i>Counsel to Transferors and DCT Telecom Group, Inc.</i></p>	<p><i>/s/ Paige K. Fronabarger</i></p> <hr/> <p>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: <a href="mailto:pfronabarger@wbklaw.com">pfronabarger@wbklaw.com</a></p> <p><i>Counsel to MBS Holdings, Inc.</i></p>
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**EXHIBIT A**

**Pre- and Post-Transaction Organizational Charts  
(including Pre-Closing Restructuring)**

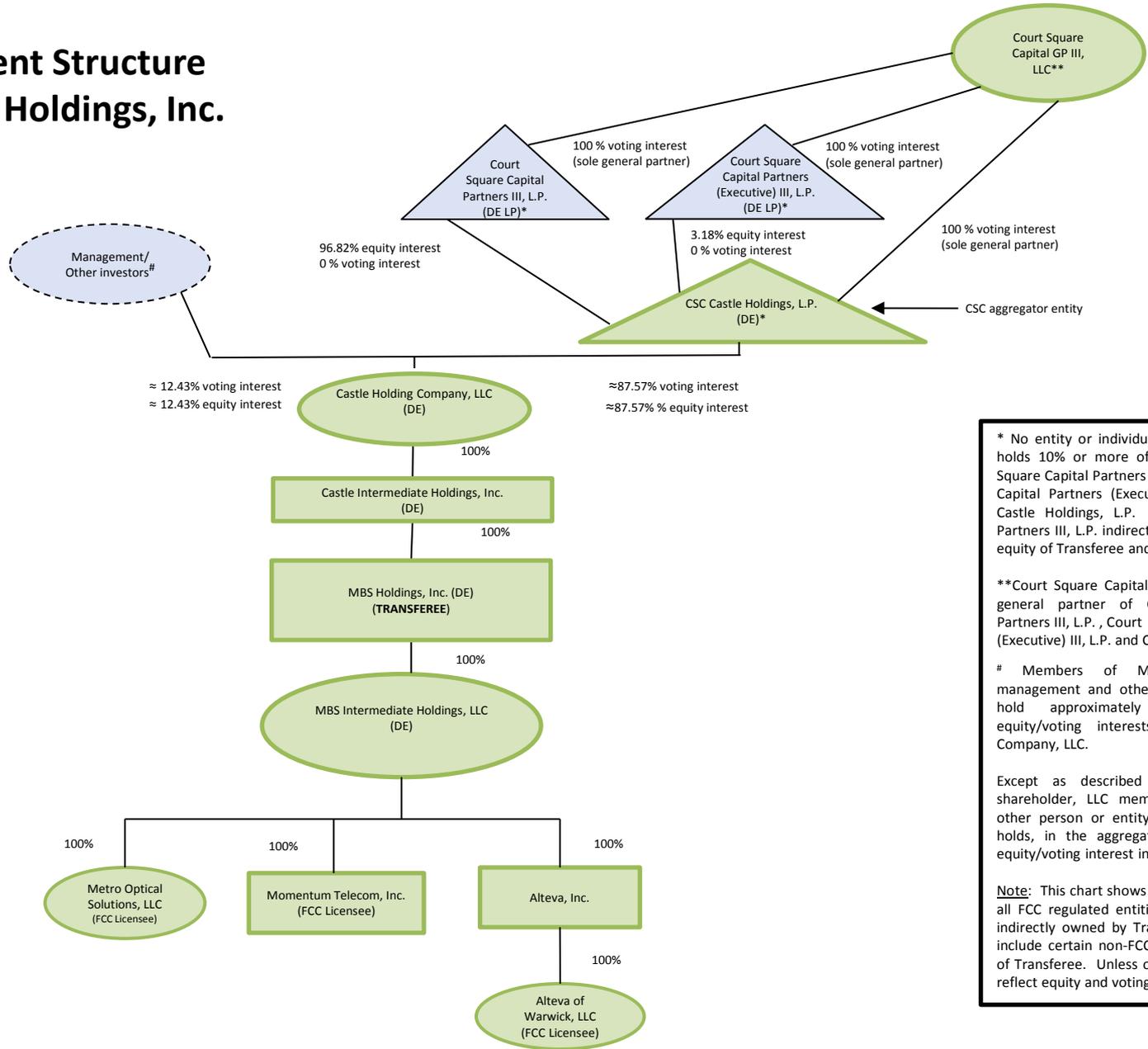
(See attached)

**Current Structure**  
**DCT Telecom Group, Inc.**





# Current Structure MBS Holdings, Inc.



\* No entity or individual directly or indirectly holds 10% or more of the equity of Court Square Capital Partners III, L.P. or Court Square Capital Partners (Executive) III, L.P. or CSC Castle Holdings, L.P. Court Square Capital Partners III, L.P. indirectly holds 84.79% of the equity of Transferee and the FCC licensees .

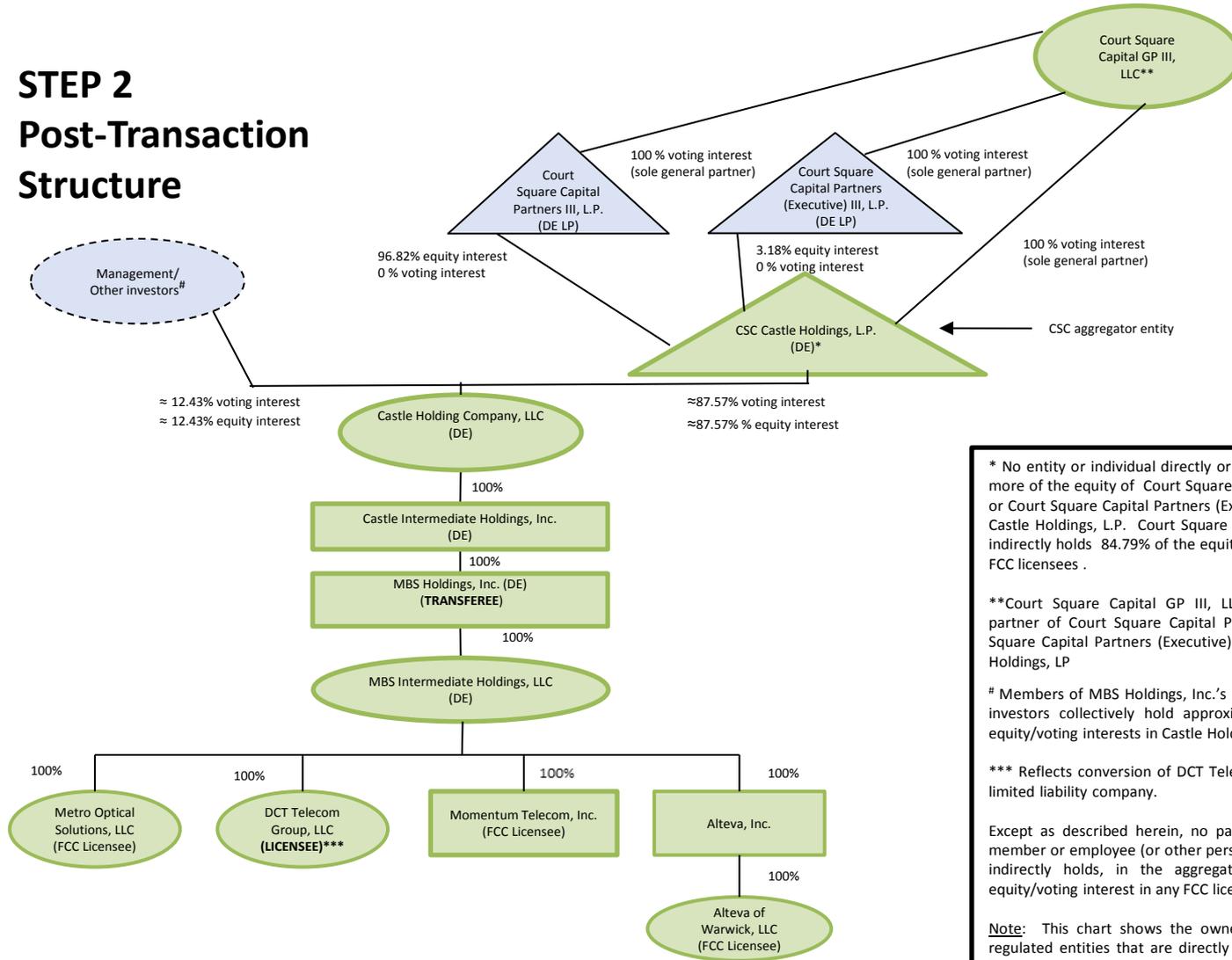
\*\*Court Square Capital GP III, LLC is the sole general partner of Court Square Capital Partners III, L.P. , Court Square Capital Partners (Executive) III, L.P. and CSC Castle Holdings, LP

# Members of MBS Holdings, Inc.'s management and other investors collectively hold approximately 12.43% of the equity/voting interests in Castle Holding Company, LLC.

Except as described herein, no partner, shareholder, LLC member or employee (or other person or entity) directly or indirectly holds, in the aggregate, a 10% or greater equity/voting interest in any FCC licensee.

**Note:** This chart shows the ownership chain of all FCC regulated entities that are directly or indirectly owned by Transferee, but does not include certain non-FCC regulated subsidiaries of Transferee. Unless otherwise noted, all %'s reflect equity and voting interests.

# STEP 2 Post-Transaction Structure



\* No entity or individual directly or indirectly holds 10% or more of the equity of Court Square Capital Partners III, L.P. or Court Square Capital Partners (Executive) III, L.P. or CSC Castle Holdings, L.P. Court Square Capital Partners III, L.P. indirectly holds 84.79% of the equity of Transferee and the FCC licensees .

\*\*Court Square Capital GP III, LLC is the sole general partner of Court Square Capital Partners III, L.P. , Court Square Capital Partners (Executive) III, L.P. and CSC Castle Holdings, LP

# Members of MBS Holdings, Inc.'s management and other investors collectively hold approximately 12.43% of the equity/voting interests in Castle Holding Company, LLC.

\*\*\* Reflects conversion of DCT Telecom Group, Inc. into a limited liability company.

Except as described herein, no partner, shareholder, LLC member or employee (or other person or entity) directly or indirectly holds, in the aggregate, a 10% or greater equity/voting interest in any FCC licensee.

Note: This chart shows the ownership chain of all FCC regulated entities that are directly or indirectly owned by Transferee, but does not include certain non-FCC regulated subsidiaries of Transferee. Unless otherwise noted, all %'s reflect equity and voting interests.

## **CERTIFICATIONS**

## DECLARATION

I, Anthony F. Romano, Jr., hereby declare that:

- (1) I am CEO and 50% owner of DCT Telecom Group, Inc.;
- (2) I am authorized to make this declaration on behalf of the Transferors and DCT

Telecom Group, Inc.; and

- (3) The statements in the foregoing application relating to the Transferors and DCT Telecom Group, Inc. are true and correct to the best of my knowledge and belief.

I declare under penalty of perjury that the foregoing is true and correct.

Executed this 6 day of May, 2019.



Name: Anthony F. Romano, Jr.

Title: Individually and as Chief Executive Officer  
of DCT Telecom Group, Inc.

## DECLARATION

I, Joseph Anthony Rehak, hereby declare that:

- (1) I am President and 50% owner of DCT Telecom Group, Inc.;
- (2) I am authorized to make this declaration on behalf of Transferors; and
- (3) The statements in the foregoing application relating to the Transferors are true and

correct to the best of my knowledge and belief.

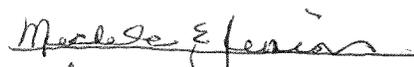
I declare under penalty of perjury that the foregoing is true and correct.

Executed this 6<sup>th</sup> day of May, 2019.

  
\_\_\_\_\_  
Joseph Anthony Rehak

Sworn to and subscribed before me this 6<sup>th</sup> day of May, 2019.

**Michele E. Jimison, Notary Public**  
**State of Ohio**  
**My Commission Expires**  
**July 23, 2021**

  
\_\_\_\_\_  
Notary Public

## DECLARATION

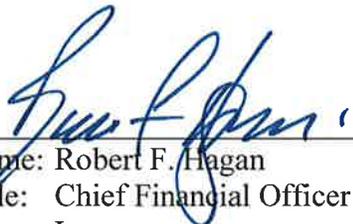
I, Robert F. Hagan, hereby declare that:

- (1) I am the Chief Financial Officer of MBS Holdings, Inc.;
- (2) I am authorized to make this declaration on behalf of MBS Holdings, Inc.; and
- (3) The statements in the foregoing application relating to MBS Holdings, Inc. and its

affiliates are true and correct to the best of my knowledge and belief.

I declare under penalty of perjury that the foregoing is true and correct.

Executed this 8 day of May, 2019.

  
\_\_\_\_\_  
Name: Robert F. Hagan  
Title: Chief Financial Officer of MBS Holdings,  
Inc.