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November 10, 2021

VIA ECFS

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

Attn: Wireline Competition Bureau

RE: Application for Approval of a Transfer Control of Network Innovations, Inc.

Dear Secretary Dortch:

By the attached Application, Network Innovations, Inc. (“Network Innovations”) and NI Topco, Inc. (“NI Topco”), hereby respectfully request authority pursuant to Section 214 of the Communications Act of 1934, as amended (the “Act”), 47 U.S.C. § 214, and Sections 63.01, 63.03 and 63.04, of the Commission’s rules, 47 C.F.R. §§ 63.01, 63.03 and 63.04, to transfer control of Network Innovations to NI Topco.

This filing with the Wireline Competition Bureau and the applicable credit card payment in the amount of \$1,195.00, which satisfies the filing fee required under the Commission’s rules, are being submitted electronically through the ECFS.

Respectfully submitted,

s/ Lance Steinhart

Lance J.M. Steinhart, Esq.
Managing Attorney
Lance J.M. Steinhart, P.C.
Attorneys for Network Innovations, Inc.

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, DC 20554**

In the Matter of)
)
Network Innovations, Inc)
Assignor,)
)
and)
)
NI Topco, Inc.)
Assignee,)
)
Application for Consent to Transfer Control)
of a Company Holding Blanket Domestic Section)
214 Authority Pursuant to the Communications)
Act of 1934, as Amended)
_____)

WC Docket No. _____

APPLICATION FOR DOMESTIC § 214 TRANSFER OF CONTROL

Pursuant to Section 214 of the Communications Act of 1934, as amended (the “Act”), 47 U.S.C. § 214, and Sections 63.01, 63.03 and 63.04, of the Commission’s rules, 47 C.F.R. §§ 63.01, 63.03 and 63.04, Network Innovations, Inc. (“Network Innovations”) and NI Topco, Inc. (“NI Topco”) (collectively, the “Applicants”) hereby respectfully request Federal Communication Commission (“Commission”) consent for the transfer of control of Network Innovations¹ to NI Topco (“Application”).

One hundred percent (100%) of the equity interests of Network Innovations will be sold to NI Topco (the “Transaction”) pursuant to a Purchase Agreement (the “Agreement”).

Attached please find a diagram of Network Innovations’ ownership for both pre-transaction and post-transaction, showing the ten percent (10%) or greater direct or indirect ownership interests.

I. REQUEST FOR STREAMLINED TREATMENT

The Applicants respectfully request streamlined treatment of this Application pursuant to Section 63.03 of the Commission’s rules, 47 C.F.R. §§ 63.03. This Application is eligible for streamlined processing pursuant to Section 63.03(b)(2) of the Commission’s rules because (i) the Transaction resulted in Applicants (and their Affiliates) having a market share in the interstate, interexchange market of less than 10 percent (10%); (ii) Applicants (and their Affiliates) will 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 the Transaction; and (iii) neither of the Applicants nor any of their affiliates are regulated as dominant with respect to any service.

¹ As discussed below, in connection with the Transaction, Network Innovations will undertake certain pro forma transactions prior to closing, including converting into a limited liability company.

The Applicants request expeditious approval of the Transaction and transfer of control, which would serve the public interest by allowing customers to continue to receive competitive services from Network Innovations under its new ownership without interruption.

II. DESCRIPTION OF THE APPLICANTS

A. Network Innovations, Inc. (FRN: 0010737641)

Network Innovations, Inc. is an Illinois corporation with headquarters located at 350 N. Orleans St., Suite 1300N, Chicago, Illinois 60654. Network Innovations provides fully integrated telecommunications solutions tailored to its customers' needs. Network Innovations currently provides interstate telecommunications services as a competitive carrier pursuant to blanket Section 214 authority granted pursuant to Section 63.01 of the Federal Communications Commission's Rules. Additional information about Network Innovations, including executive summaries, can be found on its website at www.nitelusa.com.

B. NI Topco, Inc. (FRN: 0031625627)

NI Topco, Inc., a Delaware corporation, was formed for the purpose of the Transaction and currently has no operations. NI Topco, through its affiliates, has considerable financial resources that will be available, as needed, to support Network Innovations in its operations and continuing growth. NI Topco is ultimately owned by investment funds affiliated with Cinven Capital Management (VII) General Partner Limited. Cinven² is a leading international private equity firm, founded in 1977. It has offices in London, Frankfurt, Guernsey, Luxembourg, Madrid, Milan, New York and Paris. Funds managed by Cinven acquire companies that will benefit from Cinven's expertise of growing and building companies globally and require an equity investment of typically

² For purposes of this application, references to "Cinven" means, depending on the context, any of or collectively, Cinven Partnership LLP, Cinven Holdings Guernsey Limited and their respective "associates" (as defined in the UK Companies Act 2006) and/or funds managed or advised by any of the foregoing, excluding, for the avoidance of doubt, any portfolio companies in which such funds have invested and their subsidiary undertakings.

€200 million or more. Cinven focuses on six business sectors, including Technology and Telecommunications. Additional information about Cinven, including executive summaries, can be found on its website at www.cinven.com.

Neither NI Topco nor Cinven provide domestic telecommunications services.

III. DESCRIPTION OF THE TRANSACTION

The Transaction will be effectuated pursuant to a purchase agreement under which NI Topco or its designee, will acquire 100% of the equity interests of Network Innovations and certain of its affiliated entities by December 31, 2021. The purchase price will be paid in cash and through issuance of equity of a parent company of NI Topco. Customers will continue to be serviced by Network Innovations on substantially the same terms and conditions as previously provided by Network Innovations. The consummation of the Transaction will not result in an interruption, reduction, loss or impairment of services to any customer. All existing customers of Network Innovations will continue to be served pursuant to Network Innovation's existing domestic section 214 authorization. In addition, as part of, but prior to the consummation of, the Transaction, there will be certain pro forma changes relating to the ownership of Network Innovations, Inc. and the company will be converted into a Delaware limited liability company. Accordingly, at the time of closing, the entity holding the domestic Section 214 Authorization will be Network Innovations, LLC.

As more fully described below in the public interest statement, Network Innovations will continue to provide a high level of technical operations and customer service to its customers.

The Transaction raises no competitive issues. Network Innovations will continue to compete with other providers of telecommunication services.

No radio licenses were included in the Transaction and NI Topco does not own and is not affiliated with any other provider of domestic telecommunications services.

IV. PUBLIC INTEREST STATEMENT

Approval of the Transaction will serve the public interest, convenience, and necessity as it will permit the continued, uninterrupted provision of high-quality service to Network Innovations' customers. Approval will also promote competition in the telecommunications marketplace. The effect of the Transaction will not result in an interruption, reduction, loss or impairment of services to any customer. Further, the Applicants are not aware of any harm to customers or to the market that has occurred as a result of the Transaction.

Network Innovations currently offers a broad range of managed network solutions that feature competitive pricing and high-quality service. The Transaction will permit Network Innovations to continue to provide superior customer service and customized solutions to existing consumers, as well as new customers in the future, and also to achieve measurable growth at the same time as it develops improved operating efficiencies. The Transaction will also allow Network Innovations to improve and expand its current offerings due to increased access to capital, technology and other resources.

Since the Buyer is a financial buyer, and not a strategic buyer, there are no immediate plans for changes for the management and performance of day-to-day operations. Network Innovations customers will not see any immediate change to their services as a result of the Transaction. Because the Transaction will expand competition and benefit consumers, the Parties submit that the Transaction is clearly in the public interest.

V. INFORMATION REQUIRED BY SECTION 63.04 (a) OF THE COMMISSION'S RULES

In support of this Application, the Applicants submit the following information pursuant to Section 63.04 (a) of the Commission's rules:

(1) § 63.04(a)(1) Name, address, and telephone number of each Applicant.

Assignor:

Network Innovations, Inc.
Ron Grason, Chief Executive Officer
350 N Orleans Street, Suite 1300N
Chicago, Illinois 60654
Telephone: (773) 770-1350
FRN: 0010737641

Assignee:

NI Topco, Inc.
c/o Cinven Capital Management (VII) General Partner Limited
Level 4, Mill Court, La Charroterie, St Peter Port, Guernsey (GY11EJ)
Telephone: 01481 743650
FRN: 0031625627

(2) § 63.04(a)(2) The Government, State, or Territory under the laws of which each corporate or partnership applicant is organized.

Network Innovations is a corporation organized under the laws of the State of Illinois.

NI Topco is a corporation organized under the laws of the State of Delaware.

(3) § 63.04(a)(3) The name, title, post office address, and telephone number of the officer and any contact point, such as legal counsel, to whom correspondence concerning the application is to be addressed.

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Attorneys for Network Innovations

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wjohansen@wiley.law (E-Mail)

Attorneys for NI Topco, Inc.

(4) § 63.04(a)(4) The name, address, citizenship and principal businesses of any person or entity that directly or indirectly owns at least ten percent of the equity of Network Innovations, and the percentage of equity owned by each of those entities (to the nearest one percent).

Name: NI Topco, Inc.

Address: c/o/ Corporation Trust Center, 1209 Orange Street, Wilmington, New Castle County, Delaware 19801

Citizenship: Delaware

Principal Business: Holding Company

Percentage Owned: 100% direct equity and voting interest in Network Innovations, LLC

Name: Nitro Intermediate, Inc.

Address: c/o/ Corporation Trust Center, 1209 Orange Street, Wilmington, New Castle County, Delaware 19801

Citizenship: Delaware

Principal Business: Holding Company

Percentage Owned: 100% equity and voting interest in NI Topco, Inc. and 100% indirect equity and voting interest in Network Innovations, LLC

Name: Nitro Holdco, Inc.

Address: c/o/ Corporation Trust Center, 1209 Orange Street, Wilmington, New Castle County, Delaware 19801

Citizenship: Delaware

Principal Business: Holding Company

Percentage Owned: 100% equity and voting interest in Nitro Intermediate and 100% indirect equity and voting interest in Network Innovations, LLC

Name: Nitro Bidco Limited Partnership³

Address: East Wing, Trafalgar Court, Les Banques, St. Peter Port, Guernsey, GY1 3PP

Citizenship: Guernsey

Principal Business: Holding Company

Percentage Owned: 100% equity and voting interest in Nitro Holdco and 100% indirect equity and voting interest in Network Innovations, LLC

³ Note that this entity is in the process of being formed, and its name may change prior to closing.

Name: Nitro Aggregator, L.P.

Address: East Wing, Trafalgar Court, Les Banques, St. Peter Port, Guernsey, GY1 3PP

Citizenship: Guernsey

Principal Business: Investment Company/Limited Partner

Percentage Owned: an approximate 93.4%% equity and 93.4% voting interest in Nitro Bidco Limited Partnership and an approximate 93.4% indirect equity and 93.4% voting interest in Network Innovations, LLC

Name: Nitro GP, LLC

Address: c/o Cinven Capital Management (VII) General Partner Limited

Level 4, Mill Court, La Charroterie, St Peter Port, Guernsey (GY11EJ)

Citizenship: Delaware

Principal Business: General Partner

Percentage Owned: 0% equity and 100% voting interest in Nitro Aggregator, L.P. and 0% indirect equity and an approximate 93.4% indirect voting interest in Network Innovations, LLC

Name: Seventh Cinven FD 1 Lux SCSp

Address: 4, rue Albert Borschette, L-1246 Luxembourg, Grand Duchy of Luxembourg

Citizenship: Luxembourg

Principal Business: Investment Company

Percentage Owned: 11.6% equity interest and 0% voting interest in Nitro Aggregator LP

Name: Seventh Cinven FD 2 Lux SCSp

Address: 4, rue Albert Borschette, L-1246 Luxembourg, Grand Duchy of Luxembourg

Citizenship: Luxembourg

Principal Business: Investment Company

Percentage Owned: 7.44%% equity interest and 0% voting interest in Nitro Aggregator LP

Name: Cinven Lux GP (VII) S.à.r.l.

Address: 4, rue Albert Borschette, L-1246 Luxembourg, Grand Duchy of Luxembourg

Citizenship: Luxembourg

Principal Business: General Partner

Percentage Owned: 0% equity and 100% voting interest in Seventh Cinven FD 1 Lux SCSp and Seventh Cinven FD 2 Lux SCSp.

Name: Cinven Capital Management Limited

Address: 21 St. James's Square London, SW1Y 4JZ United Kingdom

Citizenship: England and Wales

Principal Business: Management Company

Percentage Owned: 100% equity and 100% voting interest in Cinven Lux GP (VII) S.à.r.l.

Name: Seventh Cinven Fund (No. 1) Limited Partnership⁴

Address: East Wing, Trafalgar Court, Les Banques, St Peter Port, Guernsey (GY1 3PP)

Citizenship: Guernsey

⁴ Except for Cevine Capital Management (VII) (No. 1) Feeder Limited Partnership Incorporated, none of the limited partners of Seventh Cinven Fund (No. 1) Limited Partnership will have a 10% or greater equity or voting interest in Network Innovations.

Principal Business: Investment Fund

Percentage Owned: Limited partner holding a 99.01% equity interest in Seventh Cinven FD 1 Lux SCSp and a 96.90% interest in Seventh Cinven FD 2 Lux SCSp. Seventh Cinven Fund (No. 1) Limited Partnership directly holds 77.81% interest in Nitro Aggregator LP, alongside Seventh Cinven FD 1 Lux SCSp (11.16%), Seventh Cinven FD 2 Lux SCSp (7.44%) and Seventh Cinven Fund Co-Investment Limited Partnership, East Wing, Trafalgar Court, Les Banques, St Peter Port, Guernsey GY1 3PP (3.60%). In addition, Seventh Cinven Fund (No. 1) Limited Partnership also owns 96.40% of Nitro GP LLC (3.60% held by Seventh Cinven Fund Co-Investment Limited Partnership).

Name: Cevine Capital Management (VII) (No. 1) Feeder Limited Partnership Incorporated⁵

Address: East Wing, Trafalgar Court, Les Banques, St Peter Port, Guernsey (GY1 3PP)

Citizenship: Guernsey

Principal Business: Investment Fund

Percentage Owned: 33.57% equity interest and 0% voting interest in Seventh Cinven Fund (No. 1) Limited Partnership

Name: Cinven Capital Management (VII) Limited Partnership Incorporated

Address: East Wing, Trafalgar Court, Les Banques, St Peter Port, Guernsey (GY1 3PP)

Citizenship: Guernsey

Principal Business: General Partner

Percentage Owned: 100% voting interest and 0% equity interest in Seventh Cinven Fund (No. 1) Limited Partnership

Name: Cinven Capital Management (VII) General Partner Limited

Address: Level 4, Mill Court, La Charroterie, St Peter Port, Guernsey (GY11EJ)

Citizenship: Guernsey

Principal Business: Managing General Partner

Percentage Owned: 100% voting interest in Cinven Capital Management (VII) Limited Partnership Incorporated

Name: Cinven Partnership LLP

Address: 21 St. James's Square London, SW1Y 4JZ United Kingdom

Citizenship: England & Wales

Principal Business: Investment Management

Percentage Owned: 100% voting and equity interest in Cinven Capital Management (VII) General Partner Limited

Cinven Partnership LLP, which ultimately controls NI Topco, Inc., is itself controlled by its Executive Committee, which consists of seven members, each with an equal vote. The members of the Executive Committee are: Stuart McAlpine, a British citizen, Caspar Berendsen, a Dutch citizen, Supaj Rajagopalan, a British citizen, Matthew Sabben-Clare, a British citizen, Alexandra Hess, a dual U.S. and British citizen, Bruno Schick, a German citizen, and Jorge Quemada, a Spanish citizen, all of whom have a business address of 21 St. James's Square London, SW1Y 4JZ United Kingdom.

⁵ None of the limited partners of Cevine Capital Management (VII) (No. 1) Feeder Limited Partnership Incorporated will have a 10% or greater equity or voting interest in Network Innovations.

After consummation, no other individual or entity will hold directly or indirectly a ten (10) percent or greater voting or equity interest in Network Innovations, LLC.

(5) § 63.04(a)(5) A certification pursuant to §§1.2001 through 1.2003 of this chapter that no party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988. See 21 U.S.C. 853a.

Network Innovations and NI Topco certify that, pursuant to sections 1.2001 through 1.2003 of the Commission's rules, they are not subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988.

(6) § 63.04(a)(6) Description of the Transaction.

The Applicants describe the Transaction in Section II of this Application.

(7) § 63.04(a)(7) Geographic Areas Served and Services Provided.

The Applicants describe the geographic areas in which they offer domestic telecommunications services and the services that are provided in each area in Sections I and II of this Application. NI Topco does not own and is not affiliated with any other provider of domestic telecommunications services.

(8) § 63.04(a)(8) Statement Regarding Streamlined Treatment.

The Applicant's Section 214 assignment application is eligible for streamlined processing pursuant to Section 63.03(b)(2), 47 C.F.R. § 63.03(b)(2), of the Commission's rules because: (i) the Transaction resulted in Network Innovations, the assignee, having a market share in the interstate interexchange market of less than 10 percent; (ii) Network Innovations will provide competitive telephone exchange services exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the Transaction; and (iii) neither of the Applicants nor any of their affiliates are regulated as dominant with respect to any service.

(9) § 63.04(a)(9) Other Related Commission Applications.

None.

(10) § 63.04(a)(10) Statement Regarding Special Consideration.

None.

(11) § 63.04(a)(11) Identification of Waiver Requests.

None.

(12) § 63.04(a)(12) Public Interest Statement.

The Applicants provide a statement showing how the approval of this Application will serve the public interest, convenience, and necessity in Section III of this Application.

VI. CONCLUSION

Based on the foregoing, the Applicants respectfully request that the Commission grant this Application and consent to the transfer of control of Network Innovations to NI Topco to allow the uninterrupted provision of services to Network Innovations' customers.

Respectfully submitted,

/s/ Lance J.M. Steinhart

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Attorneys for NI Topco, Inc.

Dated: November 10, 2021

EXHIBIT A

CERTIFICATIONS

STATE OF IL

CITY OF Chicago

)
)
)

Certification

Personally appeared before the undersigned, an officer duly authorized to administer oaths, Manal Arteaga who first being duly sworn, deposes and states that they are the VP, Finance Ops of NETWORK INNOVATIONS, INC. Applicants in this Application, and has read the same and knows the contents thereof, and confirms that the statements made herein are true to the best of his knowledge and belief.



Name:

Title: VP, Finance Operations .

Network Innovations, Inc.

[Handwritten signature]

[Handwritten signature]

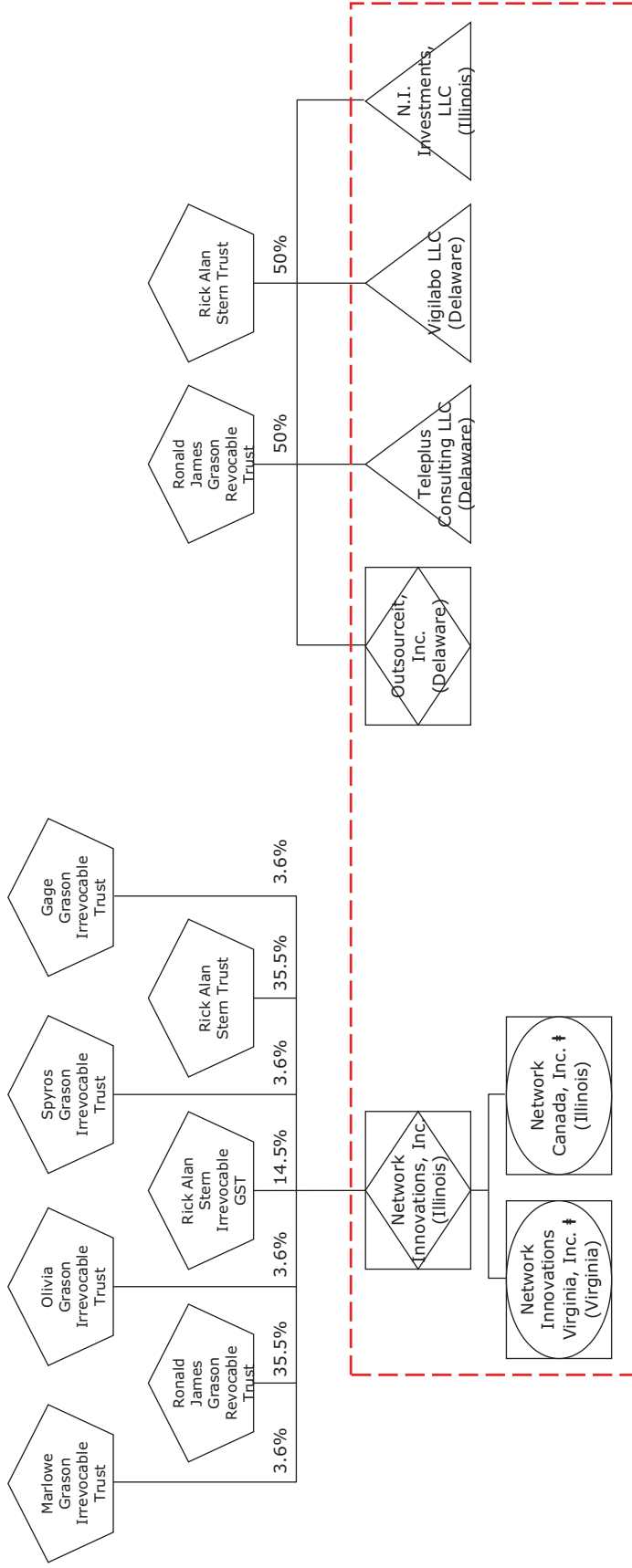
AS
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EXHIBIT B
ORGANIZATIONAL CHARTS

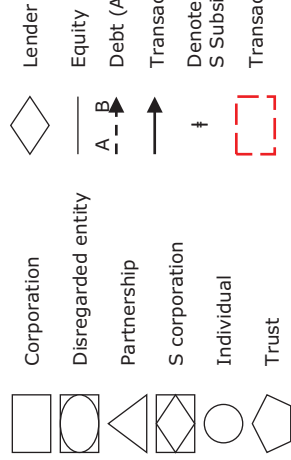
Pre-Transaction

Current legal entity structure



US income tax legend

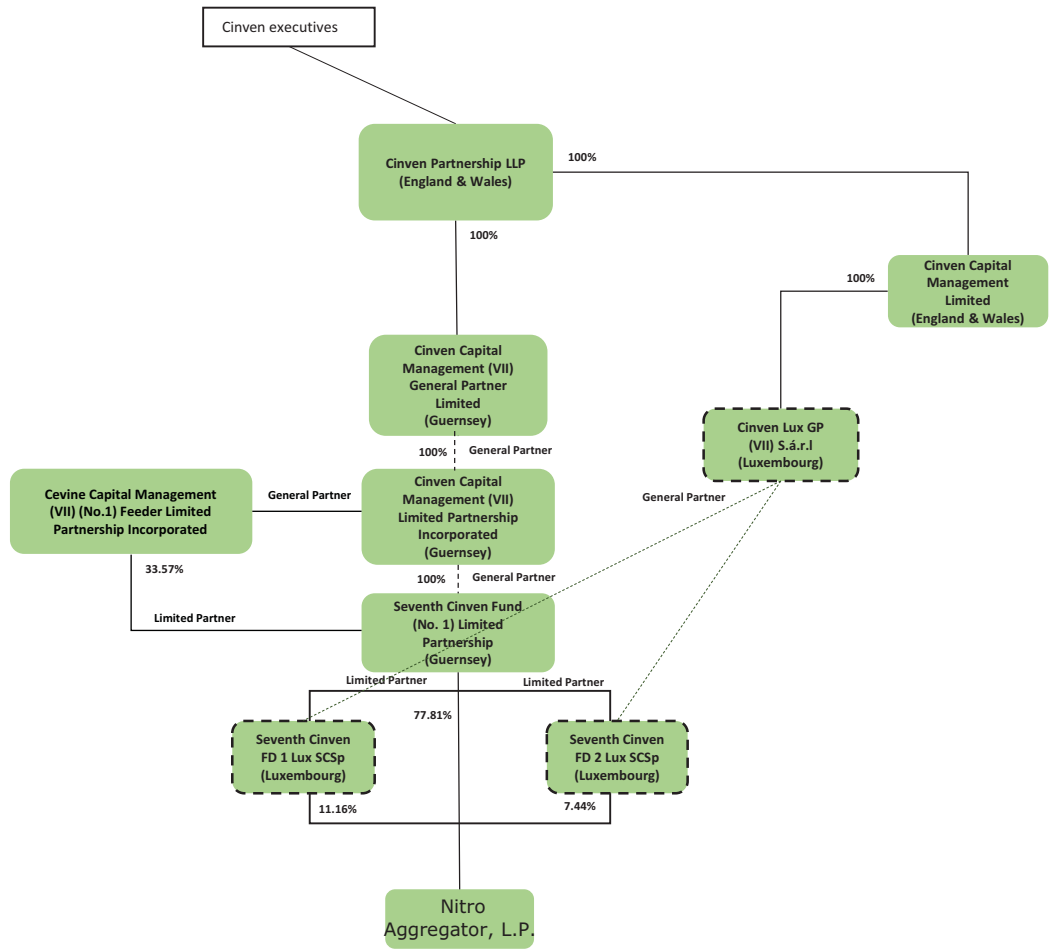
All entities are US and 100% owned, unless indicated otherwise.



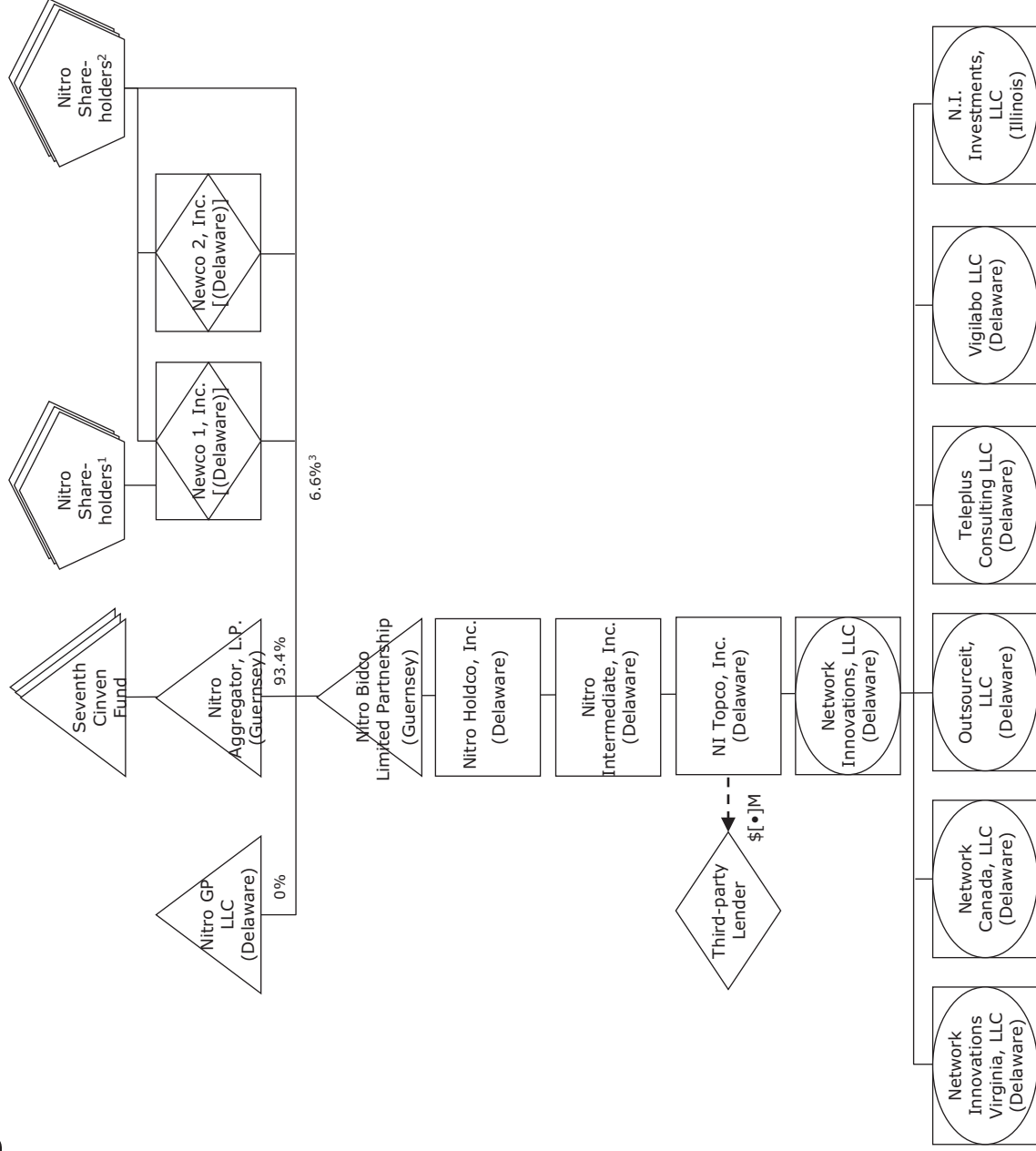
Notes

- Source: Nitel Purchase Agreement; Corporate Organization Chart 09.09.2021; Nitel Legal Entity Listing
- We understand the Nitel Innovations, Inc. ("Nitel") (and related parties) does not have any third-party debt outstanding other than a credit line.

Post-Transaction



Post-closing structure



Footnotes:

- 1] Shareholders include the Grason children Irrevocable Trusts and Rick Alan Stern Irrevocable GST
- 2] Shareholders include Ronald James Grason Revocable Trust and Rick Alan Stern Trust
- 3] Newco 1, Inc., Newco 2, Inc. and the Nitro Shareholders will collectively own ~6.6%