



1776 K STREET NW  
WASHINGTON, DC 20006  
PHONE 202.719.7000

www.wileyrein.com

December 22, 2017

Richard E. Wiley  
202.719.7010  
RWiley@wileyrein.com

**VIA ELECTRONIC FILING**

Ms. Marlene H. Dortch, Secretary  
Federal Communications Commission  
445 12<sup>th</sup> Street, S.W.  
Washington, DC 20554

Re: TQCI Holdco, Inc. Transferor, and Education Networks of America, Inc. Transferee, Application Under Section 214 of the Communications Act of 1934, as Amended, and Section 63.04 of the Commission's Rules, for the Transfer of Control of Blanket Section 214 Authorization to Education Networks of America, Inc., WC Docket No. 17-285

Dear Ms. Dortch:

Education Networks of America, Inc. ("ENA") and TQCI Holdco, Inc. ("TQCI," and together with ENA, "the Parties"), through counsel, hereby provide updated information to the Federal Communications Commission ("Commission") regarding the above-referenced application ("Section 214 Application").

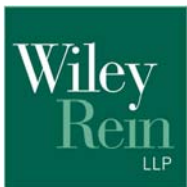
On December 11, 2017, the Commission authorized TQCI to transfer control of its domestic Section 214 authorization to ENA.<sup>1</sup> The Section 214 Application indicated that the Parties would complete a two-tiered closing. TQCI first would undertake a corporate reorganization to transfer its assets located in the State of California (the "California Assets"), which are currently held by a TQCI subsidiary ("TeleQuality"), to a newly formed affiliate of TeleQuality ("TQCI Holdco II"). TQCI would transfer all assets other than the California Assets to ENA, and then, upon approval by the State of California, TQCI would transfer the California Assets held by TQCI Holdco II to ENA.<sup>2</sup>

The parties have since learned that to obtain the necessary approvals from the State of California, TQCI must transfer the California Assets to a subsidiary of

---

<sup>1</sup> Notice of Domestic Section 214 Authorization Granted, Public Notice, DA 17-1191 (Dec. 11, 2017).

<sup>2</sup> TQCI Holdco, Inc. Transferor, and Education Networks of America, Inc. Transferee, Application Under Section 214 of the Communications Act of 1934, as Amended, and Section 63.04 of the Commission's Rules, for the Transfer of Control of Blanket Section 214 Authorization to Education Networks of America, Inc., WC Docket No. 17-285, at 3-4 (Oct. 20, 2017).



Marlene H. Dortch  
December 22, 2017  
Page 2

TeleQuality instead of an affiliate of TeleQuality. Accordingly, TQCI will effect a corporate reorganization pursuant to which TQCI Holdco II will be made a wholly-owned subsidiary of TeleQuality.

The Parties are informing the Commission of this development because the TQCI corporate reorganization described in the Section 214 Application—specifically, the location of TQCI Holdco II in the TQCI ownership structure—will be slightly different than initially anticipated. However, the transaction between the Parties will still occur as described: TQCI will transfer all assets other than the California Assets to ENA, and then will transfer the California Assets held by TQCI Holdco II to ENA upon state approval. Accordingly, the approved transaction will not be affected.

Please contact the undersigned with any questions.

Respectfully Submitted,

/s/ Richard E. Wiley

Richard E. Wiley  
Edgar Class  
Sara M. Baxenberg  
Wiley Rein LLP  
1776 K Street, NW  
Washington, DC 20006  
Phone: (202) 719-7010

*Counsel to Education Networks of America, Inc.*

James M. Smith  
Davis Wright Tremaine LLP  
1919 Pennsylvania Avenue, N.W.  
Suite 800  
Washington, DC 20006  
Phone: (202) 973-4288

*Counsel to TQCI Holdco, Inc.*