

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

In the Matter of)	
)	
MSouth Equity Partners II, L.P.)	
Transferor)	
)	
and)	File No.
)	
Commodore Holdco, LLC)	
Transferee)	
)	
Application Under Section 214 of the)	
Communications Act of 1934, as Amended for)	
the Transfer of Control of Blanket Section 214)	
Authorizations of Education Networks of)	
America, Inc. and ENA Services, LLC)	

**APPLICATION FOR TRANSFER OF CONTROL OF
DOMESTIC SECTION 214 AUTHORIZATIONS**

STREAMLINED PROCESSING REQUESTED

MSouth Equity Partners II, L.P. (“MSouth” or “Transferor”) and Commodore Parent, LLC (“Commodore” or “Transferee”) request authority pursuant to Section 214 of the Communications Act of 1934, as amended (the “Act”), and Section 63.04 of the Commission’s rules¹ to transfer control of Education Networks of America, Inc. (“ENA”) and its wholly-owned subsidiary ENA Services, LLC (“ENA Services,” and together with ENA, the “ENA Subsidiaries”) from MSouth to Commodore. As further discussed below, the transaction serves

¹ 47 U.S.C. § 214; 47 C.F.R. § 63.04.

the public interest. The parties also request streamlined processing of this application pursuant to Section 63.03(b) of the Commission's rules.²

I. DESCRIPTION OF THE PARTIES

A. ENA and MSouth

The ENA Subsidiaries provide managed Infrastructure as a Service (“IaaS”) solutions to the K-12 education community, including broadband, Wi-Fi/LAN, IP voice, and video. Their managed networks also include information solutions, instructional and productivity tools, and third party applications that are used in tandem with its proprietary products. The ENA Subsidiaries currently provide services primarily to school districts and libraries that participate in the Schools and Libraries “E-Rate” program.

The ENA Subsidiaries are wholly-owned subsidiaries of ENA Holding Corporation (“ENA Holding”), a Georgia corporation. ENA Holding is a holding company that does not provide any services. Approximately 85 percent of the equity of ENA Holding is held by MSouth, which in turn is managed by its general partner MSouth Equity Partners II, GP, LLC. MSouth is a private equity investment firm based in Atlanta, Georgia that provides equity capital and expertise to support management teams in acquisitions and recapitalizations of companies.

B. Commodore

Commodore is a newly-formed limited liability company organized under the laws of the state of Delaware. As further described below, Commodore is controlled by ZMC II, L.P. (“ZMC II”). ZMC II and its affiliates comprise a leading private equity firm that invests in companies in the media and communications sectors. Central to ZMC's investment approach is a focus on operational value creation, driven by targeted investment themes and deep partnerships with operating partners and management teams.

² 47 C.F.R. § 63.03(b).

II. DESCRIPTION OF THE TRANSACTION

On March 7, 2016, Commodore, Commodore Merger Sub, Inc. ENA Holding, and MSouth entered into an Agreement and Plan of Merger (the “Agreement”) pursuant to which Commodore will acquire control of the ENA Subsidiaries. Under the Agreement, at closing a newly-formed Georgia corporation and wholly-owned indirect subsidiary of Commodore Parent – Commodore Merger Sub, Inc. – will merge with and into ENA Holding, with ENA Holding as the surviving entity. ENA Holding will thus become a wholly-owned indirect subsidiary of Commodore Parent. The ENA Subsidiaries will remain wholly-owned subsidiaries of ENA Holding. The ENA Subsidiaries also will continue to provide service to customers under the same name at the same rates, terms and conditions. Customers will not experience any disruptions or service changes as a result of the proposed transaction. Exhibit 1 includes diagrams showing the pre- and post-closing ownership structure of the ENA Subsidiaries.

III. PUBLIC INTEREST STATEMENT

The proposed transaction serves the public interest, convenience and necessity. The new investment through Commodore will provide additional capital to the ENA Subsidiaries. This, in turn, will enhance the ability of the ENA Subsidiaries to maintain and improve their networks, innovate and offer new products and services to consumers, and better compete in the marketplace. The proposed transaction also will help the ENA Subsidiaries continue their focus on delivering superior customer experiences and providing exceptional services.

The proposed transaction will have no adverse impact on customers and will be transparent to customers in terms of the service they now receive. The ENA Subsidiaries will continue to provide services at the same rates and on the same terms and conditions as are currently in effect. The transaction also raises no competitive issues. The ENA Subsidiaries will continue to provide the domestic services they currently provide and there will be no reduction in

competitors. Moreover, the ENA Subsidiaries' share of the telecommunications market is very small, and consumers will continue to have a wide range of competitive choices post-closing.

IV. INFORMATION REQUIRED BY SECTION 63.04 OF THE COMMISSION'S RULES

In support of the parties request for consent to transfer control of the ENA Subsidiaries, the following information is submitted pursuant to Section 63.04(a) of the Commission's rules.³

(1) Name, Address and Telephone Number of the Parties

Licensees

Education Networks of America, Inc. (FRN: 0011583515)
ENA Services, LLC (FRN: 0015297245)
618 Grassmere Park Drive, Suite 12
Nashville, TN 37211
Phone: 615-312-6000

Transferor

MSouth Equity Partners II, L.P. (FRN: 0023923634)
Two Buckhead Plaza
3050 Peachtree Road, N.W., Suite 550
Atlanta, GA 30305
Phone: 404-816-3255

Transferee

Commodore Parent, LLC (FRN: 0025370362)
19 West 44th Street, 18th Floor
New York, NY 10036
Phone: 212-223-1383

(2) Jurisdiction of Organizations

Education Networks of America, Inc. – a Delaware corporation
ENA Services, LLC – a Delaware limited liability company
MSouth Equity Partners II, L.P. – a Delaware limited partnership
Commodore Parent, LLC – a Delaware limited liability company

³ 47 C.F.R. § 63.04.

(3) Correspondence Concerning the Application

For MSouth:

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With a copy to:

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For Commodore:

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With a copy to:

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(4) Ownership Information

Upon completion of the proposed transaction, ENA Services will continue to be a wholly-owned direct subsidiary of ENA, which in turn will continue to be a wholly-owned subsidiary of ENA Holding. Commodore Holdco, LLC (“Commodore Holdco”) will hold 100 percent of the ownership interests of ENA Holding. Commodore Intermediate Holdco, LLC (“Commodore Intermediate”) will hold 100 percent of the ownership interests of Commodore Holdco. Commodore will hold 100 percent of the ownership interests of Commodore Intermediate. Commodore Holdco, Commodore Intermediate, and Commodore are limited liability companies organized under the laws of Delaware and their principal business is as a holding company. The address for Commodore Holdco, Commodore Intermediate and Commodore is 19 West 44th Street, 18th Floor, New York, NY 10036.

Upon closing, ZMC II, a Delaware limited partnership, will hold approximately 92.7 percent of the equity and voting interests of Commodore Parent. ZMC Partners II, L.L.C. (“ZMC Partners”), a Delaware limited liability company, is the sole general partner of ZMC II. Further information regarding ZMC Partners is set forth in Exhibit 1. The address for all ZMC entities is 19 West 44th Street, 18th Floor, New York, NY 10036.

There may be additional investors in connection with the acquisition of ENA. The identity of any such investors and amount of their ownership interests, if any, will not be known until at or after closing, but none are expected to hold a 10 percent or greater indirect interest in the ENA Subsidiaries.

Exhibit 1 includes a diagram showing the ownership structure of the ENA Subsidiaries upon closing. No other person or entity will directly or indirectly own 10 percent or more of the equity of or control the ENA Subsidiaries upon closing.

(5) Anti-Drug Abuse Act Certification

Each applicant certifies that, pursuant to Sections 1.2001 through 1.2003 of the Commission’s rules, it is not subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988.

(6) Description of the Transaction

A description of the proposed transaction is set forth in Section II above.

(7) Geographic Areas Served

ENA provides one or more of its services in the following states: Alabama, Alaska, Arizona, Arkansas, California, Connecticut, Florida, Georgia, Idaho, Illinois, Indiana, Louisiana, Maine, Maryland, Massachusetts, Michigan, Minnesota, Mississippi, Missouri, Montana, New Jersey, New Mexico, New York, North Carolina, North Dakota, Ohio, Oklahoma, Pennsylvania,

Tennessee, Texas, Vermont, Virginia and Washington. Commodore is not a telecommunications service provider.

(8) Request For Streamlined Processing

This application is eligible for streamlined processing pursuant to Section 63.03(b)(1) of the Commission's rules because the Transferee is not a telecommunications provider in the United States, as well as pursuant to Section 63.03(b)(2) of the Commission's rules because: (i) the proposed transaction will result in the applicants and their affiliates having a market share in the interstate, interexchange market of less than 10 percent; (ii) the applicants and their affiliates will provide competitive telephone exchange services or exchange access services exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the transaction; and (iii) neither the applicants nor any of their affiliates are regulated as dominant with respect to any service.

(9) Additional FCC Applications

No other applications are being filed with the Commission with respect to the proposed transaction.

(10) Special Consideration Requests Due to Imminent Business Failure

The applicants do not request special consideration because no parties to this transaction are facing imminent business failure.

(11) Waiver Requests

No separately filed waiver requests are sought in conjunction with this application.

(12) Public Interest Statement

A demonstration of how the proposed transaction is in the public interest is set forth in Section III above.

V. CONCLUSION

For the reasons stated above, the parties respectfully request that the Commission promptly grant this application.

Respectfully submitted,

MSouth Equity Partners II, L.P.

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*Counsel to MSouth Equity Partners II,
L.P.*

March 14, 2016

Commodore Parent, LLC

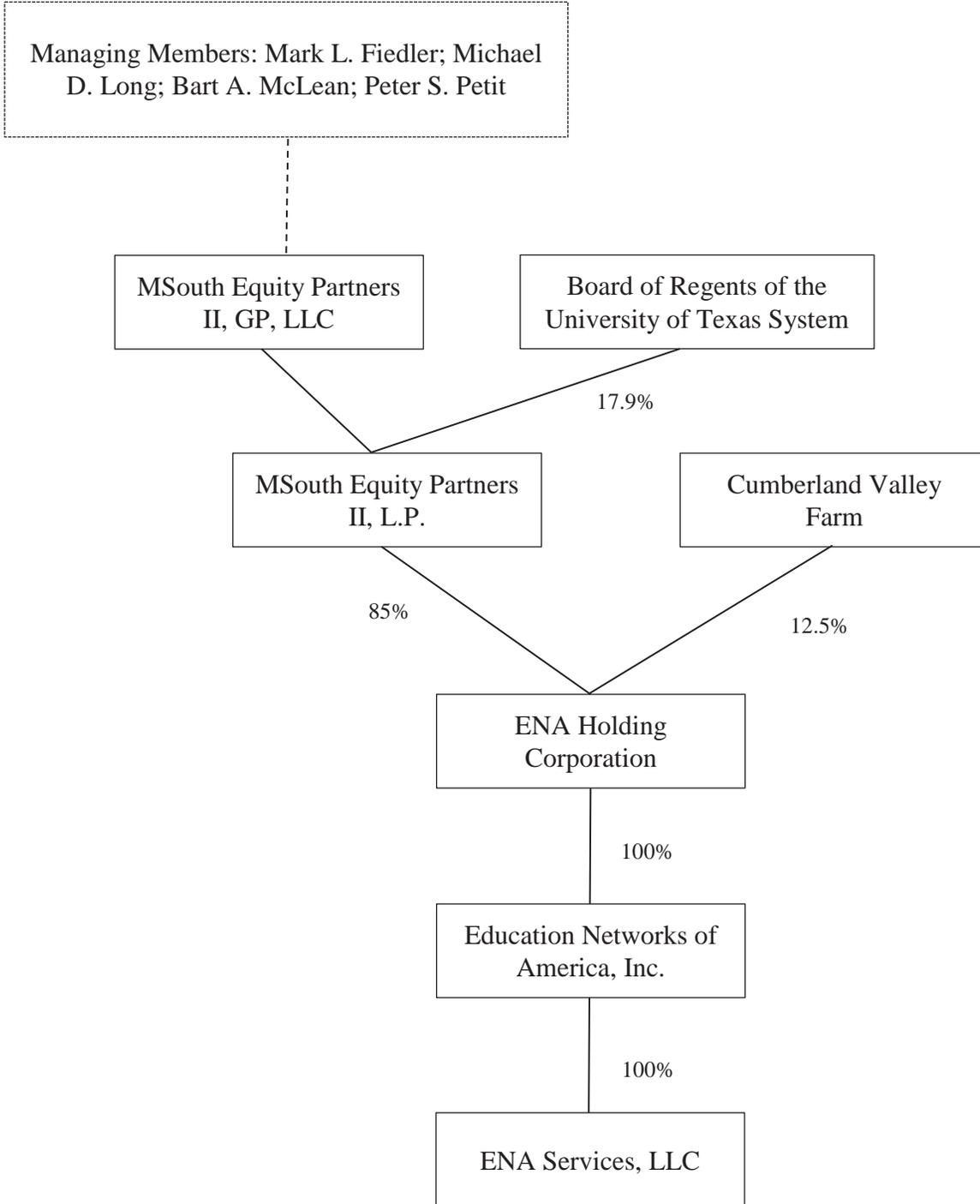
/s/ Andrew Vogel
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Vice President and Treasurer
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Counsel to Commodore Parent, LLC

Exhibit 1

Pre-Closing Ownership Structure



Post-Closing Ownership Structure

