

WC 09-105

US BANK/FCC JUN 15 2009

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

STAMP AND RETURN

|  |   |                     |
|--|---|---------------------|
| In the Matter of                             | ) |                     |
|  | ) |                     |
| Grande Communications Networks, Inc.,        | ) |                     |
| Grande Communications Holdings, Inc. and     | ) | WC Docket No. _____ |
| ABRY Partners VI, L.P.                       | ) |                     |
|  | ) |                     |
| Application for Consent to Transfer Control  | ) |                     |
| Of a Company Holding an International        | ) | IB File No. _____   |
| Authorization and a Blanket Domestic         | ) |                     |
| Authorization Pursuant to Section 214 of the | ) |                     |
| Communications Act of 1934, as Amended       | ) |                     |

APPLICATION

Grande Communications Networks, Inc. ("Grande Networks"), Grande Communications Holdings, Inc. ("Grande Holdings" and together with Grande Networks, "Grande"), and ABRY Partners VI, L.P. ("ABRY VI" and together with Grande, the "Applicants") hereby request authority pursuant to Section 214 of the Communications Act of 1934, as amended, 47 U.S.C. §214 (the "Act"), and Sections 63.04 and 63.24(e) of the Commission's Rules, 47 C.F.R §§ 63.04, 63.24(e), to consummate a stock transaction resulting in the transfer of control of Grande Networks from Grande Holdings to ABRY VI.

As described in more detail below, through two subsidiaries, ABRY VI will acquire an approximately 75% indirect ownership interest in the outstanding stock of Grande Networks, thereby transferring control of Grande Networks from its existing parent, Grande Holdings, to ABRY VI. Grande Holdings will indirectly hold an approximately 25% indirect ownership interest in Grande Networks' outstanding stock.

The proposed transaction does not involve any assignment of licenses or customers. All current customers of Grande Networks will continue to be served by Grande Networks pursuant to its existing international Section 214 license and the blanket domestic 214 authorization. The transaction will be transparent to customers who will continue to receive their existing services at the same rates, terms and conditions as at present. Any future changes in the rates, terms and conditions of service will be made pursuant to Commission requirements. Accordingly, the only change from the customers' perspective, as a result of the transaction, is that their service provider will be majority owned by ABRY VI.

Pursuant to Section 63.04(b) of the Commission's Rules, 47 C.F.R. § 63.04(b), the Applicants are filing a combined application for the proposed transfer of control. The Applicants provide below the information required by Section 63.24(e)(2) of the Commission's Rules, 47 C.F.R. § 63.24(e)(2). Exhibit A provides the additional information requested by Section 63.04(a)(6) through (a)(12) of the Commission's Rules, 47 C.F.R. §§ 63.04(a)(6)-(12).

The Applicants respectfully request streamlined treatment of this Application pursuant to Sections 63.03 and 63.12 of the Commission's Rules, 47 C.F.R. §§ 63.03 and 63.12. This Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) of the Commission's Rules, 47 C.F.R. § 63.03(b)(2)(i), because (A) after the proposed transaction, Grande Networks (including its affiliates) will have a market share in the interstate, interexchange market of substantially less than 10 percent and will provide competitive services exclusively in areas served by a dominant local carrier not a party to the transaction, and (B) Grande Networks (including its affiliates) is not currently

dominant with respect to any domestic service, and will not become dominant with respect to any domestic service after consummation of the proposed transaction. This Application also qualifies for streamlined treatment under Section 63.12 because (i) Grande Networks is not affiliated with a dominant foreign carrier, (ii) Grande Networks will not become affiliated with any foreign carrier as a result of the proposed transaction, and (iii) none of the other provisions contained in Section 63.12(c) of the Commission's Rules, 47 C.F.R. § 63.12, apply.

Grande Networks, Grande Holdings, and ABRY VI respectfully request approval of this Application as soon as possible.

## **I. DESCRIPTION OF THE PARTIES**

### **A. Grande Networks and Grande Holdings**

Grande Networks (FRN 0006178198), a Delaware corporation, is a direct, wholly owned subsidiary of Grande Holdings (FRN 0018861468), a privately held Delaware corporation. Grande Networks and Grande Holdings are headquartered at 401 Carlson Circle, San Marcos, Texas 78666, (512) 878-4000. Grande Networks is authorized to provide intrastate telecommunications services in Arkansas (local and interexchange), Florida (local and interexchange), Georgia (local and interexchange), Indiana (local and interexchange),<sup>1</sup> North Carolina (interexchange), Oklahoma (local and interexchange), Texas (local and interexchange) and Washington (interexchange). Grande Networks provides service only in Arkansas, California (on an interstate, wholesale basis only), Florida, Georgia, Oklahoma and Texas, primarily for ISPs and other carriers on a

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<sup>1</sup> Grande Networks is in the process of surrendering its licenses in Indiana. Grande Networks does not provide service in Indiana, so no customers will be affected by this surrender.

wholesale basis. Currently, in several Texas markets, Grande Networks provides residential and business customers with local and long distance telephony services.

Grande Networks is authorized by the Commission, in File No. ITC-214-20001108-00651 (granted November 30, 2000), to provide global or limited global facilities-based and resale international telecommunications services and domestic telecommunications services.<sup>2</sup> Following the proposed transaction, Grande Networks will continue to hold its FCC authorization.

Currently, there are two (2) investment entities that hold 10% or more of the total outstanding stock of Grande Holdings, and thus indirectly in Grande Networks: J.H. Whitney IV, L.P. and Centennial Fund VI, L.P.

J.H. Whitney IV, L.P., a Delaware limited partnership located at 130 Main Street, New Canaan, Connecticut 06840, currently holds 12% of Grande Holdings. Its principal business is investment. The general partner of J.H. Whitney IV, L.P. is J.H. Whitney Equity Partners IV, LLC, a Delaware limited liability company located at the same address. The principal business of J.H. Whitney Equity Partners IV, LLC is to act as the sole general partner of J.H. Whitney IV, L.P.

The managing members of the general partner, J.H. Whitney Equity Partners IV, LLC, are the following: Peter M. Castleman, located at 917 Tahoe Boulevard, Suite 200, Incline Village, Nevada 89451, William Laverack, Jr., located at 191 Elm Street, New Canaan, Connecticut 06840, James H. Fordyce, located at 130 Main Street, New Canaan,

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<sup>2</sup> Grande Networks's former affiliate, Grande Communications, Inc., which was merged into Grande Networks in 2005, previously held two Section 214 licenses: one assigned on a pro forma basis from ClearSource, Inc. (ITC-214-19990525-00289, assigned in ITC-ASG-20051206) and one assigned from Denton Telecom Partners I, L.P. (ITC-214-19970828-00516, assigned in ITC-ASG-20020801-00493). These licenses were surrendered by letter to the Commission on September 29, 2008.

Connecticut 06840, and Daniel J. O'Brian, located at 130 Main Street, New Canaan, Connecticut 06840. All of the managing members are U.S. citizens.

J.H. Whitney IV, L.P. does not have a 10% or greater ownership interest in any company that offers domestic telecommunications services.

Centennial Fund VI, L.P., a Delaware limited partnership located at 1125 17<sup>th</sup> Street, Suite 740, Denver, Colorado 80202, currently holds 11% of Grande Holdings. Its principal business is investment. The general partner of Centennial Fund VI, L.P. is Centennial Holdings VI, LLC, a Delaware limited liability company located at the same address. The principal business of Centennial Holdings VI, LLC is to act as general partner to Centennial Fund VI, L.P.

The managing principals of the general partner, Centennial Holdings VI, LLC, are the following: Steven C. Halstedt, located at 1125 17<sup>th</sup> Street, Suite 740, Denver, Colorado 80202, David C. Hull, located at 4605 Post Oak Place Drive, Suite 202, Houston, Texas 77027, Jeffrey Schutz, located at 1125 17<sup>th</sup> Street, Suite 740, Denver, Colorado 80202, and Duncan Butler, located at 600 Congress Avenue, Suite 200, Austin, Texas 78701. All of the managing principals are U.S. citizens.

Centennial Fund VI, L.P. has a greater than 10% ownership interest in Masergy Communications, Inc. ("Masergy"). Masergy operates out of Plano, Texas and provides enterprise wide-area networking services to customers in 40 countries throughout the Americas, Europe, Asia, Africa and Australia. The company leverages Multi Protocol Label Switching (MPLS) across an Internet Protocol (IP)-based network to cost-effectively deliver multiple communication services over a single connection. Using web-based network management tools, customers can change their bandwidth on demand, add

or drop services, or check on the status of their billing and service changes at any time.

Masergy provides service in all 50 states.

Centennial Fund VI, L.P. does not have a 10% or greater ownership interest in any other company that offers domestic telecommunications services.

No other person or entity currently holds 10% or more of the outstanding stock of Grande Holdings.

The post-closing ownership details are described below.

Grande currently has no other affiliates that offer domestic telecommunications services.

#### **B. ABRY VI**

ABRY VI (FRN 0018862367), a Delaware limited partnership, is a private equity fund which primarily makes privately negotiated equity investments in the media, communication and information industries. ABRY VI is headquartered at 111 Huntington Avenue, Boston, Massachusetts 02199. ABRY VI is not authorized by the Commission or any state regulatory commission to provide telecommunications services. No person or entity directly or indirectly owns 10% or more of ABRY VI.

ABRY VI is a limited partnership in which the limited partners have no vote.. Management of ABRY VI is vested in the sole general partner of ABRY VI, which is ABRY VI Capital Partners, L.P., a Delaware limited partnership ("ABRY GP"). ABRY GP is headquartered at 111 Huntington Avenue, Boston, Massachusetts 02199. The principal business of ABRY GP is managing ABRY VI. The limited partners of ABRY GP have no vote. Management of ABRY GP is vested in the sole general partner of ABRY GP, which is ABRY VI Capital Investors, LLC, a Delaware limited liability company.

ABRY VI Capital Investors, LLC is headquartered at 111 Huntington Avenue, Boston, Massachusetts 02199. The principal business of ABRY VI Capital Investors, LLC is managing ABRY VI Capital Partners, L.P.

The sole owner of ABRY VI Capital Investors, LLC is Mr. Royce Yudkoff, a United States citizen. Mr. Yudkoff's address is c/o ABRY Partners, LLC, 111 Huntington Avenue, Boston, Massachusetts 02199. Mr. Yudkoff's principal business is investing.

ABRY currently has no affiliates that offer domestic telecommunications services.

## **II. DESCRIPTION OF THE TRANSACTION**

ABRY VI anticipates forming two new entities: Newco I LLC and Newco II LLC. Through a series of transactions, Newco II LLC will acquire 100% of the outstanding stock of Grande Networks. Newco I LLC will acquire 100% of the outstanding membership interests of Newco II LLC. ABRY VI will acquire approximately 75% of the membership interests of Newco I LLC, thus indirectly giving ABRY VI an approximately 75% ownership interest in Grande Networks. Grande Holdings will acquire approximately 25% of the membership interests of Newco I LLC, indirectly giving it an approximately 25% interest in Grande Networks. The precise percentages of indirect ownership by ABRY VI and Grande Holdings in Grande Networks may vary somewhat, but as a result of this transaction (the "Transaction"), ABRY VI will become the new ultimate majority owner of Grande Networks, and have *de jure* and *de facto* control of Grande Networks.

The current customers of Grande Networks will continue to be served by Grande Networks pursuant to its international Section 214 license and the blanket domestic

Section 214 authorization. The Transaction will be entirely transparent to customers, who will enjoy the same rates, terms and conditions of service as they do prior to the closing.

### **III. PUBLIC INTEREST STATEMENT**

The proposed Transaction will serve the public interest. The Transaction will be largely transparent to customers. At the time of, and immediately following, the Transaction they will not experience any change in their services, rates, terms and conditions of such services, or in the name of their service provider. Any future changes in rates, terms and conditions of service will be made in accordance with applicable Commission requirements. The only change from the customers' perspective, as a result of the Transaction, is that their service provider will be majority owned by ABRY VI.

Consummation of the proposed Transaction will serve the public interest in promoting competition among providers of local and interexchange telecommunications services by adding ABRY VI's financial resources to Grande Networks's provision of telecommunications service to the public. The proposed Transaction will therefore ensure the continued provision of high quality and innovative telecommunications services to the existing customers of Grande Networks and should promote competition in its local and interexchange telecommunications markets.

Furthermore, the proposed Transaction will not have a negative impact on competition. No competitors will be eliminated as a result of this Transaction in any markets. Rather, the Transaction will preserve Grande Networks as a competitor to the combined AT&T/SBC/BellSouth as well as other CLECs in the local and long distance markets.

**IV. INFORMATION REQUIRED BY SECTION 63.24(e) OF THE COMMISSION'S RULES**

Applicant submits the following information pursuant to Section 63.24(e) of the Commission's Rules, including the information requested in Section 63.18:

- (a) Name, address and telephone number of Applicants:

Grande Communications Networks, Inc. (Licensee)  
401 Carlson Circle  
San Marcos, Texas 78666  
(512) 878-4000

Grande Communications Holdings, Inc. (Transferor)  
401 Carlson Circle  
San Marcos, Texas 78666  
(512) 878-4000

ABRY Partners VI, L.P. (Transferee)  
111 Huntington Avenue  
Boston, Massachusetts 02199  
(617) 859-2959

- (b) Grande Networks and Grande Holdings are each a Delaware corporation. ABRY VI is a Delaware limited partnership.

- (c) Correspondence concerning this Application should be sent to:

For Grande:

Melissa Conway  
KELLEY DRYE & WARREN LLP  
3050 K Street NW, Suite 400  
Washington, D.C. 20007  
Tel: (202) 342-8552  
Fax: (202) 342-8451  
[mconway@kelleydrye.com](mailto:mconway@kelleydrye.com)

Ann Benolken  
JACKSON WALKER L.L.P.  
100 Congress Avenue, Suite 1100  
Austin, Texas 78701  
Tel: (512) 326-2260  
Fax: (512) 236-2002

[abenolken@jw.com](mailto:abenolken@jw.com)

For ABRY VI:

John T. Nakahata  
Jonathan B. Mirsky  
WILTSHIRE & GRANNIS LLP  
1200 Eighteenth Street, N.W.  
Washington, D.C. 20036  
Tel: (202) 730-1300  
Fax: (202) 730-1301  
[jnakahata@wiltshiregrannis.com](mailto:jnakahata@wiltshiregrannis.com)  
[jmirsky@wiltshiregrannis.com](mailto:jmirsky@wiltshiregrannis.com)

- (d) Grande Networks is authorized by the Commission in File No. ITC-214-20001108-00651, granted November 30, 2000, to provide global or limited global facilities-based and resale international telecommunications services and domestic telecommunications services. Grande Holdings does not hold international Section 214 authority. ABRY VI does not hold international Section 214 authority.
- (h) The following persons or entities will hold a 10 percent or greater equity interest in Grande Networks post-close under the Commission's attribution rules:
- (1) Newco II LLC: Newco II LLC will be a Delaware limited liability company located at 111 Huntington Avenue, Boston, Massachusetts 02199, (617) 859-2959. It will own 100% of the outstanding stock of Grande Networks post-close and will function as a holding company.
  - (2) Newco I LLC: Newco I LLC will be a Delaware limited liability company located at 111 Huntington Avenue, Boston, Massachusetts 02199, (617) 859-2959. It will own 100% of the outstanding membership interests of Newco II LLC post-close and will function as a holding company.
  - (3) Grande Communications Holdings, Inc.: Grande Holdings is a Delaware corporation located at 401 Carlson Circle, San Marcos, Texas 78666, (512) 878-4000. It will own approximately 25% of the outstanding membership interests in Newco I LLC post-close (though the precise percentage of indirect ownership by Grande Holdings in Grande Networks may vary somewhat) and will continue to function as a holding company.
  - (4) ABRY Partners VI, L.P.: ABRY VI is a Delaware limited partnership located at 111 Huntington Avenue, Boston, Massachusetts 02199, (617) 859-2959. It will own approximately 75% of the outstanding membership interests in Newco I LLC post-close (though the precise percentage of indirect ownership by ABRY VI in Grande Networks may vary somewhat). ABRY

VI is a private equity fund which primarily makes privately negotiated equity investments in the media, communication and information industries. No person or entity directly or indirectly owns 10% or more of ABRY VI.

The sole general partner of ABRY VI is ABRY VI Capital Partners, L.P., a Delaware limited partnership located at 111 Huntington Avenue, Boston, Massachusetts 02199, (617) 859-2959. The sole general partner of ABRY VI Capital Partners, L.P. is ABRY VI Capital Investors, LLC, a Delaware limited liability company located at 111 Huntington Avenue, Boston, Massachusetts 02199, (617) 859-2959. Royce G. Yudkoff, a U.S. citizen, is the sole member of ABRY Capital Investors, LLC. Mr. Yudkoff's address is c/o ABRY Partners, LLC, 111 Huntington Avenue, Boston, Massachusetts 02199.

No other person or entity will hold 10 percent or more of the voting or equity interests in Grande Networks under the Commission's ownership attribution rules post-close. There are no interlocking directorates with foreign carrier.

A chart showing the post-Transaction ownership structure of Grande Networks is appended hereto as Exhibit B.

- (i) As evidenced by the signatures to this Application, ABRY VI certifies that, following consummation of the Transaction, (a) neither ABRY VI nor Grande Networks will be a foreign carrier, and (b) neither ABRY VI nor Grande Networks will be affiliated with any foreign carrier.
- (j) As evidenced by the signatures to this Application, ABRY VI certifies that, through its acquisition of Grande Networks, it does not seek to provide international telecommunications services to any destination country where, once the Transaction closes, (a) either ABRY VI or Grande Networks is a foreign carrier; (ii) either ABRY VI or Grande Networks controls a foreign carrier; (iii) any entity that owns more than 25 percent of ABRY VI or Grande Networks, or that controls ABRY VI or Grande Networks, controls a foreign carrier in that country; or (iv) two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate, more than 25 percent of ABRY VI or Grande Networks and are parties to, or the beneficiaries of, a contractual relation affecting the provision or marketing of international basic telecommunications services in the United States.
- (k) Not applicable.
- (l) Not applicable.
- (m) Not applicable.
- (n) As evidenced by the signatures to this Application, ABRY VI certifies that it has 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 that it will not enter into such agreements in the future.

- (o) As evidenced by the signatures to this Application, Applicants 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.
- (p) Applicants request streamlined processing of this Application pursuant to Section 63.12 of the Commission's Rules, 47 C.F.R. § 63.12. This Application qualifies for streamlined treatment under Section 63.12(c) of the Commission's Rules, because (i) post-close, Grande Networks will not be affiliated with any foreign carrier; (ii) Grande Networks is not affiliated with any dominant U.S. carrier whose international switched or private line services Grande Networks seeks authority to resell, nor will Grande Networks be so affiliated post-close, and (iii) none of the other scenarios outlined in Section 63.12(c) of the Commission's Rules, 47 C.F.R. § 63.12, applies.

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

In accordance with the requirements of Section 63.04(b) of the Commission's Rules, the additional information required for the domestic Section 214 transfer of control application is provided in Exhibit A.

**VI. CONCLUSION**

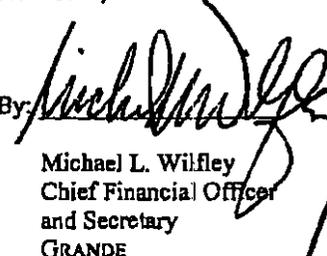
Based on the foregoing, Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by grant of this Application.

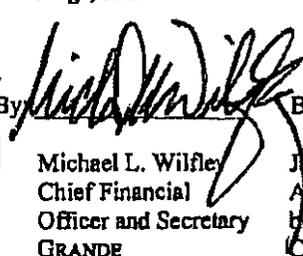
Respectfully submitted,

**Grande Communications  
Networks, Inc.**

**Grande Communications  
Holdings, Inc.**

**ABRY Partners VI,  
L.P.**

By: 

By: 

By: \_\_\_\_\_

Michael L. Wilfley  
Chief Financial Officer  
and Secretary  
GRANDE  
COMMUNICATIONS  
NETWORKS, INC.  
401 Carlson Circle  
San Marcos, Texas 78666  
Tel: (512) 878-4000  
Fax: (512) 878-4287

Michael L. Wilfley  
Chief Financial  
Officer and Secretary  
GRANDE  
COMMUNICATIONS  
HOLDINGS, INC.  
401 Carlson Circle  
San Marcos, Texas  
78666  
Tel: (512) 878-4000  
Fax: (512) 878-4287

Jay Grossman  
Authorized Signatory on  
behalf of ABRY VI  
Capital Partners, L.P.,  
Its General Partner  
ABRY PARTNERS VI,  
L.P.  
111 Huntington Avenue  
30<sup>th</sup> Floor  
Boston, MA 02199  
Tel.(617) 859-2959  
Fax: (617) 236-0100

Date: June 12, 2009

**VI. CONCLUSION**

Based on the foregoing, Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by grant of this Application.

Respectfully submitted,

**Grande Communications  
Networks, Inc.**

By: \_\_\_\_\_

**Michael L. Wilfley  
Chief Financial Officer  
and Secretary  
GRANDE  
COMMUNICATIONS  
NETWORKS, INC.  
401 Carlson Circle  
San Marcos, Texas 78666  
Tel: (512) 878-4000  
Fax: (512) 878-4287**

**Grande Communications  
Holdings, Inc.**

By: \_\_\_\_\_

**Michael L. Wilfley  
Chief Financial  
Officer and Secretary  
GRANDE  
COMMUNICATIONS  
HOLDINGS, INC.  
401 Carlson Circle  
San Marcos, Texas  
78666  
Tel: (512) 878-4000  
Fax: (512) 878-4287**

**ABRY Partners VI,  
L.P.**

By:  \_\_\_\_\_

**Jay Grossman  
Authorized Signatory on  
behalf of ABRY VI  
Capital Partners, L.P.,  
Its General Partner  
ABRY PARTNERS VI,  
L.P.  
111 Huntington Avenue  
30<sup>th</sup> Floor  
Boston, MA 02199  
Tel.(617) 859-2959  
Fax: (617) 236-0100**

Date: June 12, 2009

## **EXHIBIT A**

### **DOMESTIC SECTION 214 TRANSFER OF CONTROL INFORMATION**

In accordance with the requirements of Section 63.04(b) of the Commission's Rules, 47 C.F.R. § 63.04, the Applicants provide the following information in support of their request.

**63.04(b)(6): Description of the Transaction**

The proposed transaction is described in Section II of the Application.

**63.04(b)(7): Description of Geographic Service Area and Services in Each Area**

A description of the geographic service areas and services provided in each area is provided in Section I of the Application.

**63.04(b)(8): Presumption of Non-Dominance and Qualification for Streamlining**

This Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) of the Commission's Rules, 47 C.F.R. § 63.03(b)(2)(i). Following the consummation of the proposed transaction, Grande Networks (including its affiliates) will have a market share in the interstate, interexchange market of substantially less than 10 percent, and will provide competitive telephone exchange services or exchange access services exclusively in geographic areas served by a dominant local exchange carrier that is not party to the transaction. Finally, neither Grande Networks, nor any of its affiliates, is dominant with respect to any service they provide.

**63.04(b)(9): Other Pending Commission Applications Concerning the Proposed Transaction**

None.

**63.04(b)(10): Special Considerations**

None.

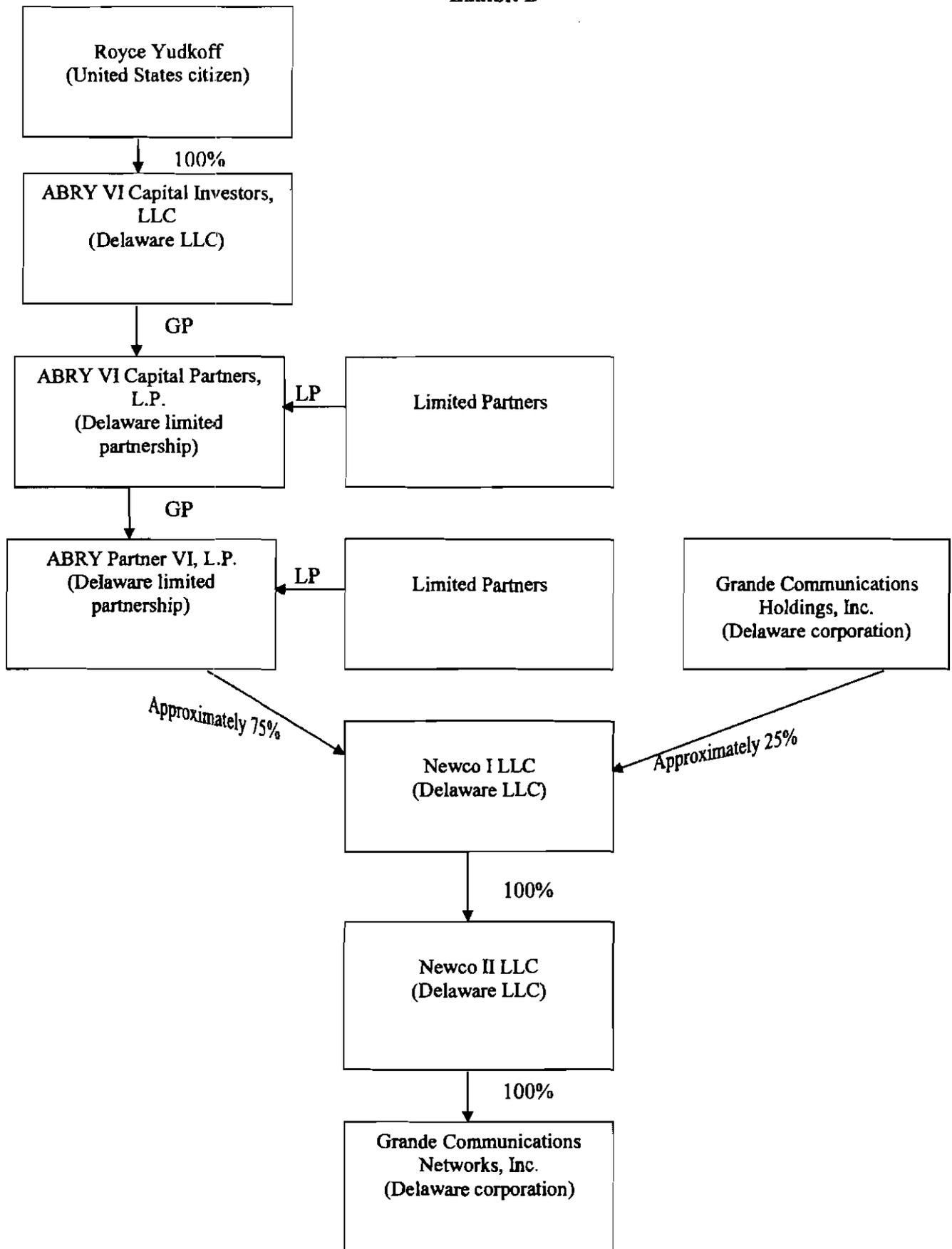
**63.04(b)(11): Waiver Requests (If Any)**

None.

**63.04(b)(12): Public Interest Statement**

The proposed transaction is in the public interest for the reasons detailed in Section III of the Application.

**Exhibit B**



# STAMP AND RETURN

READ INSTRUCTIONS CAREFULLY  
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION  
REMITTANCE ADVICE  
FORM 159

Approved by OMB  
3060-0589  
Page No. 1 of 2

|   |                                       |   |                               |
|---|---------------------------------------|---|-------------------------------|
| (1) LOCKBOX #<br><b>979091</b>  |                                       | SPECIAL USE ONLY  |                               |
|   |                                       | FCC USE ONLY  |                               |
| <b>SECTION A - PAYER INFORMATION</b>  |                                       |   |                               |
| (2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card)<br><b>Wiltshire &amp; Grannis LLP</b>  |                                       | (3) TOTAL AMOUNT PAID (U.S. Dollars and cents)<br><b>\$1,015.00</b> |                               |
| (4) STREET ADDRESS LINE NO. 1<br><b>1200 Eighteenth Street, NW</b>  |                                       |   |                               |
| (5) STREET ADDRESS LINE NO. 2   |                                       |   |                               |
| (6) CITY<br><b>Washington</b>   |                                       | (7) STATE<br><b>DC</b>  | (8) ZIP CODE<br><b>20036</b>  |
| (9) DAYTIME TELEPHONE NUMBER (include area code)<br><b>202-730-1300</b>   |                                       | (10) COUNTRY CODE (if not in U.S.A.)                                |                               |
| <b>FCC REGISTRATION NUMBER (FRN) REQUIRED</b>   |                                       |   |                               |
| (11) PAYER (FRN)<br><b>0004362307</b>   |                                       | (12) FCC USE ONLY   |                               |
| IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C)<br>COMPLETE SECTION BELOW FOR EACH SERVICE. IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET   |                                       |   |                               |
| (13) APPLICANT NAME<br><b>ABRY Partners VI, L.P.</b>  |                                       |   |                               |
| (14) STREET ADDRESS LINE NO. 1<br><b>111 Huntington Avenue</b>  |                                       |   |                               |
| (15) STREET ADDRESS LINE NO. 2  |                                       |   |                               |
| (16) CITY<br><b>Boston</b>  |                                       | (17) STATE<br><b>MA</b>   | (18) ZIP CODE<br><b>02199</b> |
| (19) DAYTIME TELEPHONE NUMBER (include area code)<br><b>617-859-2959</b>  |                                       | (20) COUNTRY CODE (if not in U.S.A.)                                |                               |
| <b>FCC REGISTRATION NUMBER (FRN) REQUIRED</b>   |                                       |   |                               |
| (21) APPLICANT (FRN)<br><b>0018862367</b>   |                                       | (22) FCC USE ONLY   |                               |
| COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET   |                                       |   |                               |
| (23A) CALL SIGN/OTHER ID<br><b>Domestic Section 214</b>   | (24A) PAYMENT TYPE CODE<br><b>CUT</b> | (25A) QUANTITY<br><b>1</b>  |                               |
| (26A) FEE DUE FOR (PTC)<br><b>\$1,015.00</b>  | (27A) TOTAL FEE<br><b>\$1,015.00</b>  | FCC USE ONLY  |                               |
| (28A) FCC CODE 1  |                                       | (29A) FCC CODE 2  |                               |
| (23B) CALL SIGN/OTHER ID  | (24B) PAYMENT TYPE CODE               | (25B) QUANTITY  |                               |
| (26B) FEE DUE FOR (PTC)   | (27B) TOTAL FEE                       | FCC USE ONLY  |                               |
| (28B) FCC CODE 1  |                                       | (29B) FCC CODE 2  |                               |
| <b>SECTION D - CERTIFICATION</b>  |                                       |   |                               |
| <b>CERTIFICATION STATEMENT</b><br><u>JONATHAN MESSKY</u> certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief.                            |                                       |   |                               |
| SIGNATURE <u>Jonathan Messky</u>  |                                       | DATE <u>6/12/09</u>   |                               |
| <b>SECTION E - CREDIT CARD PAYMENT INFORMATION</b>  |                                       |   |                               |
| MASTERCARD _____ VISA _____ AMEX _____ DISCOVER _____<br>ACCOUNT NUMBER _____ EXPIRATION DATE _____<br>I hereby authorize the FCC to charge my credit card for the service(s) authorization herein described.<br>SIGNATURE _____ DATE _____ |                                       |   |                               |