



PUBLIC NOTICE

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DOMESTIC SECTION 214 APPLICATION FILED FOR THE TRANSFER OF CONTROL OF TVC ALBANY, INC. TO TECH VALLEY HOLDINGS, LLC

STREAMLINED PLEADING CYCLE ESTABLISHED

WC Docket No. 10-144

Comments Due: September 2, 2010

Reply Comments Due: September 9, 2010

On July 15, 2010, TVC Albany, Inc. (TVC) and Tech Valley Holdings, LLC (Holdings) (together, Applicants) filed an application pursuant to section 63.03 of the Commission's rules to transfer control of TVC to Holdings.¹

TVC, a Delaware corporation, provides competitive local exchange and interexchange services in New York and Massachusetts. Holdings, a Delaware limited liability company, does not currently provide domestic telecommunications services. Following the completion of the proposed transaction, TVC will be controlled by Holdings. Holdings, in turn, will be owned by two U.S. based investments entities: Riverside Fund IV, L.P. (60-75 percent) and Riverside Fund IV Offshore, L.P. (20-25 percent) with certain of the current owners of TVC having minority interests in Holdings.²

Applicants state that the following U.S. entities own 10 percent or more of the equity of Riverside Fund IV, L.P.: Yale University (14.81 percent), Arkansas Teacher Retirement System (13.16 percent); West Virginia Investment Management Board (13.16 percent), and Riverside Partners IV, L.P. (general

¹ 47 C.F.R. § 63.03; see 47 U.S.C. § 214. Applicants are also filing an application for a transfer of control associated with authorization for international and wireless services. Any action on this domestic section 214 application is without prejudice to Commission action on other related, pending applications. Applicants filed supplements to their domestic section 214 application on August 11 and 18, 2010.

² Applicants state that the merger agreement gives current TVC shareholders the right to roll over a portion of their interests from TVC to Holdings, and that the percentage of ownership held by the Riverside entities depends on the extent to which current shareholders exercise this right. They state that the current TVC shareholders will own no more than 20 percent of Holdings collectively, and no current TVC shareholder will have an interest of 10 percent or more in Holdings. Applicants have agreed to notify the Commission within 30 day of the completion of the transaction as to final ownership interests.

partnership interest).³ They further state that the following investment entities own 10 percent or more of the equity of Riverside Fund IV Offshore, L.P.: Ragunda, LLP (39.16 percent, Cayman Islands citizenship), Horsley Bridge IX, L.P. (19.57 percent, U.S. citizenship); BAE Systems Pension Funds Trustees Limited (10.28 percent, United Kingdom citizenship), Riverside Partners IV, L.P. (general partnership interest). No entity owns 10 percent or more of the equity of BAE Systems Pension Funds Trustees Limited. The following Cayman Islands-based investment entities each own 24.975 percent of the equity of Ragunda LLP: Norrby Holdings Limited, Ragunda Holdings Limited, Orsa Holdings Limited, and Falun Holdings Limited. Norrby Holdings Limited is a wholly-owned subsidiary of Ingelstorp Investments, a Cayman Islands company. Ragunda Holdings Limited is a wholly owned subsidiary of Hov Investments, a Cayman Islands company. Orsa Holdings Limited is a wholly-owned subsidiary of Djursholm Investments, a Cayman Islands company. Falun Holdings Limited is a wholly-owned subsidiary of Helsingfors Investments, a Cayman Islands company. Ingelstorp Investments, Hov Investments, Djursholm Investments, and Helsingfors Investments are each 100 percent owned by trusts with the same directors, each having an equal vote: Dr. Johannes Burger, an Austrian citizen; Dr. Heinz Grabher, an Austrian citizen; and Geoffrey Richards, a United Kingdom citizen. The following entities hold a 10 percent or greater interest in Horsley Bridge IX, L.P.: Railways Pension Trustee Company Limited (11 percent, United Kingdom citizenship) and The Northern Trust Company (11 percent, United States citizenship). Applicants state that no individual or entity owns ten percent or more of the equity of Railways Pension Trustee Company Limited. The Northern Trust Company is a wholly owned subsidiary of Northern Trust Corporation, a Delaware corporation with no 10 percent or greater interest holders.⁴

Applicants state that the proposed transaction contemplates a merger between TVC and TVC Merger Sub, Inc., a wholly-owned subsidiary of Holdings. TVC will be the surviving entity in the merger, and, as a result, TVC will become a wholly-owned subsidiary of Holdings. Applicants assert that the proposed transaction is entitled to presumptive streamlined treatment under section 63.03(b)(2)(i) of the Commission's rules and that a grant of the application will serve the public interest, convenience, and necessity.⁵

Domestic Section 214 Application Filed for the Transfer of Control of TVC Albany, Inc. to Tech Valley Holdings, LLC, WC Docket No. 10-144 (filed July 15, 2010).

GENERAL INFORMATION

The Wireline Competition Bureau finds, upon initial review, that the transfer of control identified herein is acceptable for filing as a streamlined application. The Commission reserves the right to return any transfer of control application if, upon further examination, it is determined to be defective and not in conformance with the Commission's rules and policies. Pursuant to section 63.03(a) of the Commission's rules, 47 C.F.R. § 63.03(a), interested parties may file comments on or before September 2, 2010, and reply comments on or before September 9, 2010. Unless otherwise notified by the Commission, the Applicants may transfer control on the 31st day after the date of this notice.⁶ Comments must be filed electronically using (1) the

³ Applicants state that no individual or entity holds a 10 percent or greater interest in Yale University, the Arkansas Teacher Retirement System, or the West Virginia Investment Management Board. They state that David Belluck and Brian Guthrie, both U.S. citizens, own 10 percent or more of the equity of Riverside Partners IV, L.P.

⁴ Applicants state that, other than their proposed interests in Holdings and TVC, Riverside Fund IV, L.P. and Riverside Fund IV Offshore, L.P. hold no attributable interest in any entity that provides interstate telecommunications services.

⁵ 47 C.F.R. § 63.03(b)(2)(i).

⁶ Such authorization is conditioned upon receipt of any other necessary approvals from the Commission in connection with the proposed transaction.

Commission's Electronic Comment Filing System (ECFS) or (2) the Federal Government's e-Rulemaking Portal. See 47 C.F.R. § 63.03(a) ("All comments on streamlined applications shall be filed electronically . . ."); *Electronic Filing of Documents in Rulemaking Proceedings*, 63 FR 24121 (1998).

- Comments may be filed electronically using the Internet by accessing the ECFS, <http://www.fcc.gov/cgb/ecfs/>, or the Federal e-Rulemaking Portal, <http://www.regulations.gov>. Filers should follow the instructions provided on the website for submitting comments.
- For ECFS filers, if multiple docket or rulemaking numbers appear in the caption of this proceeding, filers must transmit one electronic copy of the comments for each docket or rulemaking number referenced in the caption. In completing the transmittal screen, filers should include their full name, U.S. Postal Service mailing address, and the applicable docket or rulemaking number. Parties may also submit an electronic comment by Internet e-mail. To get filing instructions, filers should send an e-mail to ecfs@fcc.gov and include the following words in the body of the message, "get form." A sample form and directions will be sent in response.

In addition, e-mail one copy of each pleading to each of the following:

- 1) The Commission's duplicating contractor, Best Copy and Printing, Inc., fcc@bcpiweb.com; phone: (202) 488-5300; fax: (202) 488-5563;
- 2) Tracey Wilson-Parker, Competition Policy Division, Wireline Competition Bureau, tracey.wilson-parker@fcc.gov;
- 3) Jodie May, Competition Policy Division, Wireline Competition Bureau, Jodie.may@fcc.gov;
- 4) David Krech, Policy Division, International Bureau, david.krech@fcc.gov; and
- 5) Jim Bird, Office of General Counsel, jim.bird@fcc.gov.

Filings and comments are available for public inspection and copying during regular business hours at the FCC Reference Information Center, Portals II, 445 12th Street, S.W., Room CY-A257, Washington, D.C. 20554. They may also be purchased from the Commission's duplicating contractor, Best Copy and Printing, Inc., Portals II, 445 12th Street, S.W., Room CY-B402, Washington, D.C. 20554; telephone: (202) 488-5300; fax: (202) 488-5563; e-mail: fcc@bcpiweb.com; url: www.bcpiweb.com.

People with Disabilities: To request materials in accessible formats for people with disabilities (braille, large print, electronic files, audio format), send an e-mail to fcc504@fcc.gov or call the Consumer & Governmental Affairs Bureau at (202) 418-0530 (voice), (202) 418-0432 (tty).

For further information, please contact Tracey Wilson-Parker at (202) 418-1394 or Jodie May at (202) 418-0913.