



PUBLIC NOTICE

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DA 10-1751

Released: September 16, 2010

DOMESTIC SECTION 214 APPLICATION FILED FOR THE TRANSFER OF CONTROL OF FIBER TECHNOLOGIES NETWORKS, L.L.C. TO FIREFOX ACQUISITION CORP.

STREAMLINED PLEADING CYCLE ESTABLISHED

WC Docket No. 10-176

Comments Due: September 30, 2010

Reply Comments Due: October 7, 2010

On August 26, 2010, Fibertech Networks, LLC (Fibertech Networks), Fiber Technologies Networks, L.L.C. (Fibertech), and Firefox Acquisition Corp. (Firefox) (collectively, Applicants) filed an application pursuant to section 63.03 of the Commission's rules to request approval to transfer control of Fibertech to Firefox.¹

Fibertech, a New York limited liability company, is a wholly-owned, direct subsidiary of Fibertech Networks, a Delaware limited liability company that does not itself provide telecommunications services. Fibertech is authorized to provide competitive telecommunications services in several states and the District of Columbia.² Applicants state that U.S.-based funds, Chisholm Partners IV, L.P. (27.7 percent), Fleet Growth Resources III, Inc. (16.3 percent), and Banc of America Capital Investors SBIC, L.P. (27.7 percent) own direct interests in Fibertech Networks.³

¹ 47 C.F.R. § 63.03; *see* 47 U.S.C. § 214. Applicants filed supplements to their application on September 9 and 15, 2010.

² The states are Connecticut, Delaware, Indiana, Maryland, Massachusetts, New Hampshire, New Jersey, New York, North Carolina, Ohio, Pennsylvania, Rhode Island, and Wisconsin. Applicants state that Fibertech Networks is affiliated with Fiber Technologies New York Networks, Inc. that is authorized to provide competitive telecommunications service in New York but does not provide any service at this time.

³ Chisholm Partners IV, L.P. is controlled by its general partner, Chisholm Management IV, L.P., a U.S. based limited partnership. Fleet Growth Resources III, Inc. is a wholly owned subsidiary of Fleet Growth Resources, Inc., which is wholly owned by Bank of America Corporation, both U.S. entities. Applicants further state that Banc of America Capital Investors SBIC, L.P. owns a 27.7 percent direct interest in Fibertech Networks and is controlled by its general partner, Ridgemont Capital Management SBIC, LLC. The sole member of Ridgemont Capital Management SBIC, LLC is Ridgemont Capital Management, L.P., whose general partner is REP I GP, LLC. Banc of America Capital Holdings V, L.P. owns a 70.6 percent interest in Banc of America SBIC, L.P.. The 99.5 percent owner of Banc of America Capital Holdings V, L.P. is BA SBIC Sub, Inc., which is a wholly owned subsidiary of Bank of America, N.A., which in turn is wholly owned by Bank of America Corporation. All are U.S. entities. The general partner of Banc of America Capital Holdings V, L.P. is Ridgemont Capital Management V, L.P., which has REP I GP, LLC as its general partner. All are U.S. entities, and Applicants state that the investment committee and individuals that manage and control all funds are U.S. citizens.

Firefox is a Delaware corporation formed on August 23, 2010 for the purpose of consummating this proposed transaction and ultimately acquiring control of Fibertech and Fibertech Networks. Applicants state that Court Square Capital Partners II, L.P. (CSC II), a Delaware limited partnership, will own between 60 and 80 percent of Firefox as of the closing of the transaction when members of the management of Fibertech Networks are expected to invest in Firefox.⁴ Applicants state that, collectively, the management may own up to 20 percent of the outstanding equity of Firefox, though no individual member of management will own 10 percent or more of the equity of Firefox. Applicants further state that no other investor besides CSC II will individually or in the aggregate hold a 10 percent or greater direct or indirect interest in Fibertech. CSC II is controlled and managed by its general partner, Court Square Capital GP, LLC, a Delaware limited liability company. Court Square Capital GP, LLC is owned by investment professionals at Court Square Capital Partners, all U.S. citizens, and none will hold a 10 percent or greater interest in Firefox.⁵

Pursuant to the terms of the proposed transaction, Firefox will indirectly acquire 100 percent of the membership interests in Fibertech by the merger of Firefox Merger Sub, LLC, a Delaware limited liability company formed to effect the transaction, with and into Fibertech Networks (with Fibertech Networks surviving) or by causing Firefox Merger Sub, LLC to directly acquire 100 percent of the membership interests in Fibertech. As a result, immediately following the consummation of the proposed transaction, Firefox will become the ultimate owner of Fibertech. 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.⁶

Domestic Section 214 Application Filed for the Transfer of Control of Fiber Technologies Networks, L.L.C. to Firefox Acquisition Corp., WC Docket No. 10-176 (filed Aug. 26, 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 30, 2010**, and reply comments **on or before October 7, 2010**. Unless otherwise notified by the Commission, the Applicants may transfer control on the 31st day after the date of this notice.⁷ Comments must be filed electronically using (1) the Commission's Electronic Comment Filing System (ECFS) or (2) the Federal Government's e-

⁴ Applicants state that funds controlled by Court Square Capital Partners, a New York based private equity firm, will have a collective interest in Firefox of between 80 percent and 100 percent with a corresponding indirect interest in Fibertech. Regardless of management's investment in Firefox, they state that the largest investor will be CSC II, and that no other investor will individually or in the aggregate hold a 10 percent or greater direct or indirect interest in Fibertech. Applicants have committed to notify the Commission of final ownership percentages as of the closing of the proposed transaction.

⁵ Applicants state that Court Square Capital GP, LLC is managed and controlled by its Board of Managers: William Comfort, David Thomas, Michael Delaney, Joseph Silverstri, Ian Hightet, and John Weber, all U.S. citizens. No member is affiliated with any other telecommunications entity.

⁶ 47 C.F.R. § 63.03(b)(2)(i).

⁷ Such authorization is conditioned upon receipt of any other necessary approvals from the Commission in connection with the proposed transaction.

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