

COPY

**Before the
Federal Communications Commission
Washington, D.C. 20554**

In the Matter of the Application of)
EDUCATION NETWORKS OF AMERICA, INC.)
and)
ENA SERVICES, LLC)
Transferors,)
and)
ENA HOLDING CORPORATION)
Transferee.)
Application Under Section 214 of the)
Communications Act of 1934, as Amended, for)
Transfer of Control of Blanket Domestic Section)
214 Authorization)

USBANK/FCC OCT 31 2011

File No. _____

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

Education Networks of America, Inc. and its wholly-owned subsidiary ENA Services, LLC (hereinafter "Transferors" or, collectively, "ENA") and ENA Holding Corporation ("Transferee" or "ENA Holding") (collectively "Applicants"), by their undersigned counsel, hereby request authorization pursuant to Section 214 of the Communications Act, as amended, and Sections 63.03 and 63.04(a) of the Commission's Rules, to transfer control of Transferors' blanket domestic Section 214 authorization from Transferors to Transferee. Pursuant to an October 28, 2011 Agreement and Plan of Merger ("Merger Agreement") between the parties, Transferors will become a wholly-owned direct subsidiary of Transferee. The Applicants respectfully submit that this Application is entitled to streamlined treatment under section 63.03(b)(1)(ii) of the Rules.



Suite 800
1919 Pennsylvania Avenue NW
Washington, DC 20006-3401

James M. Smith
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October 28, 2011

Federal Communications Commission
Wireline Competition Bureau Applications
c/o U.S. Bank -Government Lockbox #979091
SL-MO-C2-GL
1005 Convention Plaza
St. Louis, Missouri 63101
Attn: FCC Government Lockbox

Re: Joint Application of Education Networks of America, Inc. and ENA Services, LLC, Transferors, and ENA Holding Corporation, Transferee, for Transfer of Control of Domestic Section 214 Authorization

Dear Madam or Sir:

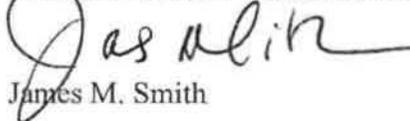
On behalf of Education Networks of America, Inc. and ENA Services, LLC, Transferors, and ENA Holding Corporation, Transferee, for Transfer of Control of Domestic Section 214 Authorization, enclosed are an original and six (6) copies of their Joint Application for Transfer of Control of Domestic Section 214 Authorization. Included in this package are a completed Form 159 and a check in the amount of \$1,050.00 to cover the filing fee associated with this application.

Also enclosed is an additional copy of the first page of the application, clearly marked as "COPY," to be date-stamped and returned to us by mail via the attached stamped self-addressed envelope.

Should you have any questions or require additional information with respect to this matter, please contact me.

Sincerely,

DAVIS WRIGHT TREMAINE LLP



James M. Smith

Enclosures

Anchorage
Bellevue
Los Angeles

New York
Portland
San Francisco

Seattle
Shanghai
Washington, D.C.

www.dwt.com

READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE
FORM 159

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

(1) LOCK BOX # 979091		SPECIAL USE ONLY	
		FCC USE ONLY	
SECTION A - PAYER INFORMATION			
(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) Davis Wright Tremaine LLP		(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) \$1,050	
(4) STREET ADDRESS LINE NO 1 1919 Pennsylvania Avenue, NW			
(5) STREET ADDRESS LINE NO 2 Suite 800			
(6) CITY Washington		(7) STATE DC	(8) ZIP CODE 20006-3401
(9) DAYTIME TELEPHONE NUMBER (include area code) (202) 973-4288		(10) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(11) PAYER (FRN) 0004063681		(12) FCC USE ONLY	
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C) COMPLETE SECTION BELOW FOR EACH SERVICE. IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(13) APPLICANT NAME Education Networks of America, Inc.			
(14) STREET ADDRESS LINE NO 1 1101 McGavock Street			
(15) STREET ADDRESS LINE NO 2			
(16) CITY Nashville		(17) STATE TN	(18) ZIP CODE 37203
(19) DAYTIME TELEPHONE NUMBER (include area code) (615) 312-6000		(20) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(21) APPLICANT (FRN) 0011583515		(22) FCC USE ONLY	
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE CDT	(25A) QUANTITY 1	
(26A) FEE DUE FOR (PTC) \$1,050	(27A) TOTAL FEE \$1,050	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	
SECTION D - CERTIFICATION			
CERTIFICATION STATEMENT I, <u>James M. Smith</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>James M. Smith</u>		DATE <u>10/28/11</u>	
SECTION E - CREDIT CARD PAYMENT INFORMATION			
MASTERCARD VISA AMEX DISCOVER			
ACCOUNT NUMBER _____		EXPIRATION DATE _____	
I hereby authorize the FCC to charge my credit card for the service(s) authorization herein described.			
SIGNATURE _____		DATE _____	

FEDERAL COMMUNICATIONS COMMISSION REMITTANCE ADVICE (CONTINUATION SHEET) FORM 159-C Page No 2 of 3		SPECIAL USE FCC USE ONLY
USE THIS SECTION ONLY FOR EACH ADDITIONAL APPLICANT SECTION III - ADDITIONAL APPLICANT INFORMATION		
(13) APPLICANT NAME ENA Services, LLC		
(14) STREET ADDRESS LINE NO 1 1101 McGavok Street		
(15) STREET ADDRESS LINE NO 2		
(16) CITY Nashville	(17) STATE TN	(18) ZIP CODE 37203
(19) DAYTIME TELEPHONE NUMBER (include area code) (615) 312--6000	(20) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED		
(21) APPLICANT (FRN) 0015297245	(22) FCC USE ONLY	
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET		
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE CDT	(25A) QUANTITY
(26A) FEE DUE FOR (PTC) \$1,050.00	(27A) TOTAL FEE \$1,050.00	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	
(23C) CALL SIGN/OTHER ID	(24C) PAYMENT TYPE CODE	(25C) QUANTITY
(26C) FEE DUE FOR (PTC)	(27C) TOTAL FEE	FCC USE ONLY
(28C) FCC CODE 1	(29C) FCC CODE 2	
(23D) CALL SIGN/OTHER ID	(24D) PAYMENT TYPE CODE	(25D) QUANTITY
(26D) FEE DUE FOR (PTC)	(27D) TOTAL FEE	FCC USE ONLY
(28D) FCC CODE 1	(29D) FCC CODE 2	
(23E) CALL SIGN/OTHER ID	(24E) PAYMENT TYPE CODE	(25E) QUANTITY
(26E) FEE DUE FOR (PTC)	(27E) TOTAL FEE	FCC USE ONLY
(28E) FCC CODE 1	(29E) FCC CODE 2	
(23F) CALL SIGN/OTHER ID	(24F) PAYMENT TYPE CODE	(25F) QUANTITY
(26F) FEE DUE FOR (PTC)	(27F) TOTAL FEE	FCC USE ONLY
(28F) FCC CODE 1	(29F) FCC CODE 2	

FEDERAL COMMUNICATIONS COMMISSION REMITTANCE ADVICE (CONTINUATION SHEET) FORM 159-C Page No. 3 of 3		SPECIAL USE FCC USE ONLY
USE THIS SECTION ONLY FOR EACH ADDITIONAL APPLICANT SECTION III - ADDITIONAL APPLICANT INFORMATION		
(13) APPLICANT NAME ENA Holding Corporation		
(14) STREET ADDRESS LINE NO 1 Two Buckhead Plaza		
(15) STREET ADDRESS LINE NO 2 3050 Peachtree Road NW - Suite 550		
(16) CITY Atlanta	(17) STATE GA	(18) ZIP CODE 30305
(19) DAYTIME TELEPHONE NUMBER (include area code) (404) 816-3255		(20) COUNTRY CODE (if not in U.S.A.)
FCC REGISTRATION NUMBER (FRN) REQUIRED		
(21) APPLICANT (FRN) 0021251657		(22) FCC USE ONLY
COMPLETE SECTION C FOR EACH SERVICE. IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET		
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE CDT	(25A) QUANTITY
(26A) FEE DUE FOR (PTC) \$1,050.00	(27A) TOTAL FEE \$1,050.00	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	
(23C) CALL SIGN/OTHER ID	(24C) PAYMENT TYPE CODE	(25C) QUANTITY
(26C) FEE DUE FOR (PTC)	(27C) TOTAL FEE	FCC USE ONLY
(28C) FCC CODE 1	(29C) FCC CODE 2	
(23D) CALL SIGN/OTHER ID	(24D) PAYMENT TYPE CODE	(25D) QUANTITY
(26D) FEE DUE FOR (PTC)	(27D) TOTAL FEE	FCC USE ONLY
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(23E) CALL SIGN/OTHER ID	(24E) PAYMENT TYPE CODE	(25E) QUANTITY
(26E) FEE DUE FOR (PTC)	(27E) TOTAL FEE	FCC USE ONLY
(28E) FCC CODE 1	(29E) FCC CODE 2	
(23F) CALL SIGN/OTHER ID	(24F) PAYMENT TYPE CODE	(25F) QUANTITY
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214 Authorization)

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

Education Networks of America, Inc. and its wholly-owned subsidiary ENA Services, LLC (hereinafter "Transferors" or, collectively, "ENA") and ENA Holding Corporation ("Transferee" or "ENA Holding") (collectively "Applicants"), by their undersigned counsel, hereby request authorization pursuant to Section 214 of the Communications Act, as amended, and Sections 63.03 and 63.04(a) of the Commission's Rules, to transfer control of Transferors' blanket domestic Section 214 authorization from Transferors to Transferee. Pursuant to an October 28, 2011 Agreement and Plan of Merger ("Merger Agreement") between the parties, Transferors will become a wholly-owned direct subsidiary of Transferee. The Applicants respectfully submit that this Application is entitled to streamlined treatment under section 63.03(b)(1)(ii) of the Rules.

Transferors (parent corporation and wholly-owned subsidiary) are in the business of providing managed networks, information solutions and instructional and productivity tools to the K-12 education community, including integrated internet and WAN connectivity utilizing various technologies (e.g., fiber and copper-based Ethernet, TDM delivered T-1s and T-3s), IP voice and video services, as well as third party applications that are used in tandem with their proprietary products. They currently provides services, primarily to school districts and libraries that participate in the Schools and Libraries "E-Rate" program, in Florida, Georgia, Idaho, Indiana, Maryland and Tennessee.

Transferee ENA Holding is a corporation newly formed by MSouth Equity Partners II, L.P. ("MSouth"). ENA Holding will be the holding company for both ENA entities after the close of the transaction described herein. Neither ENA Holding nor its attributable owners are currently telecommunications providers.

In support of this Application, pursuant to Sections 63.04(a) of the Commission's Rules, Applicants state as follows:

(1) Name, address and telephone numbers of the Applicants:

Transferors:

Education Networks of America, Inc.
1101 McGavock Street
Nashville, TN 37203
Phone: (615) 312-6000
FRN: 0011583515

ENA Services, LLC
[same address and phone]
FRN: 0015297245

Transferee:

ENA Holding Corporation
Two Buckhead Plaza
3050 Peachtree Road NW
Suite 550
Atlanta, Georgia 30305
Phone: (404) 816-3255
FRN: 0021251657

(2) States in which Applicants are organized:

Transferors are corporations organized and existing under the laws of the State of Delaware. Transferee is a corporation organized and existing under the laws of the State of Georgia.

(3) Direct correspondence to:

For Transferors:

Rex Miller, Senior Vice President
Education Networks of America, Inc.
1101 McGavock Street
Nashville, TN 37203
Phone: (615) 312-6005
Fax: (615) 312-6099
E-mail: rex@ena.com

with a copy to:

Glenn S. Richards
Pillsbury Winthrop Shaw Pittman LLP
2300 N Street, NW
Washington, DC 20037-1122
Phone: (202) 663-8215
Fax: (202) 513-8006
E-mail: glenn.richards@pillsburylaw.com

Their Counsel

For Transferee:

Mark L. Feidler, Manager
MSouth Equity Partners II, LP
Two Buckhead Plaza
3050 Peachtree Road, NW, Suite 550
Atlanta, GA 30305
Phone: (404) 816-3255
E-mail: mfeidler@msouth.com

with a copy to:

James M. Smith, Esq.
Davis Wright Tremaine LLP
1919 Pennsylvania Avenue, N.W., Suite 800
Washington, DC 20006-3401
Phone: 202-973-4288
E-mail: jamesmsmith@dwt.com

Its Counsel

- (4) **Name, address, citizenship and principal business of any person or entity that directly or indirectly owns 10% or more of the equity of the applicants, and the percentage of equity owned by each of those entities:**

ENA Services LLC is 100% owned by Education Networks of America, Inc. The ten percent or greater direct or indirect owners of Education Networks of America, Inc. are:

<u>Name and Address</u>	<u>Equity %</u>	<u>Citizenship</u>	<u>Principal Business</u>
Cumberland Valley Farm ¹ 7011 River Road Pk Nashville, TN 37209	28.1%	USA	Investor
ENA Investors, L.L.C. 100 North Riverside Plaza Suite 1620 Chicago, IL 60606	13.8%	USA	Investor

¹ Cumberland Valley Farm is the d/ba/ of the GST Exempt Trust. Al Ganier, an individual and US citizen, is the trustee and beneficiary for life of the GST Exempt Trust. At his death, the Trust distributes all assets in equal shares to Mr. Ganier's three children.

Neither of these entities includes any foreign ownership interests.

Post-transaction, Transferee ENA Holding Corporation will own 100% of the equity interest in ENA. The following entities will hold a ten percent (10%) or greater interest in ENA Holding Corporation:

<u>Name and Address</u>	<u>Equity %</u>	<u>Citizenship</u>	<u>Principal Business</u>
MSouth Equity Partners II, L.P Two Buckhead Plaza 3050 Peachtree Road, NW Suite 550 Atlanta, GA 30305	85.0%	U.S.	Investments
Cumberland Valley Farm 7011 River Road Pk Nashville, TN 37209	12.50%	U.S.	Investor

MSouth is a private equity investment firm that provides equity capital and expertise to support management teams in acquisitions and recapitalizations of companies typically valued at \$25 - \$125 million. Based in Atlanta, Georgia, MSouth invests primarily in the South with a consistent focus on management buyouts. Each of MSouth's partners has extensive experience in acquiring and successfully growing businesses. MSouth is managed by its general partner, MSouth Equity Partners II, GP, LLC. The managing members of MSouth Equity Partners II, GP, LLC are Mark L. Feidler, Michael D. Long, Bart A. McLean and Peter S. Petit. None of the managing members has more than a nominal interest in MSouth. All of the managing members are U.S. citizens.

Neither MSouth nor MSouth Equity Partners II, GP, LLC has any foreign ownership interests or is currently a telecommunications provider.

The only person or entity that holds a ten percent or greater interest in the equity of MSouth is:

<u>Name and Address</u>	<u>Equity %</u>	<u>Citizenship</u>	<u>Principal Business</u>
Board of Regents of the University of Texas System	17.86%	U.S.	Education/Investments

(5) Certifications under Anti-Drug Abuse Act:

Applicants certify pursuant to Sections 1.2001 through 1.2003 of the Commission's rules that no party to this Application is subject to a denial of Federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 853.

(6) Description of the transaction:

Applicants entered into the Merger Agreement on October 28, 2011. Under the terms of the Merger Agreement, ENA Holding will acquire 100% of the issued and outstanding equity interests of Transferor Education Networks of America, Inc. (of which ENA Services, LLC is a wholly owned subsidiary), making the ENA entities wholly-owned subsidiaries of ENA Holding. To effectuate the acquisition, ENA Merger Sub, Inc., a newly created, wholly-owned subsidiary of ENA Holding, will merge with and into ENA, with ENA being the surviving corporation. The ENA entities will continue to exist and will provide service to customers under the same names and at the same rates, terms and conditions as prior to the transactions. Customers will experience no disruption of service or change in service as a result of the transaction.

MSouth, the majority owner of ENA Holding, will control the Board of Directors of ENA Holding.

(7) Description of the geographic areas in which the Transferors and Transferee (and their affiliates) offer domestic telecommunications services, and what services are provided in each area:

Transferors provide services to schools and libraries in the states of Florida, Georgia, Idaho, Indiana, Maryland and Tennessee.

(8) Statement concerning streamlined processing:

The application meets the requirements for streamlined processing under 47 C.F.R. § 63.03(b)(1)(ii), in that Transferee is not currently a telecommunications provider. Further, after the transaction, Transferee's market share in the interstate, interexchange market will be less than 1 percent, and the transaction will not result in any loss or impairment of service to any customers.

(9) Identification of all other Commission applications related to this transaction:

None.

(10) Is special consideration requested due to imminent business failure of either applicant?

No.

(11) Have any separately filed waiver requests been sought in conjunction with this transaction?

No.

(12) How will grant of this application serve the public interest, convenience and necessity?

The proposed transaction will serve the public interest because it will provide benefits to ENA's customers without any countervailing harms. By affiliating with MSouth, which has solid financial fundamentals, ENA is assured of having adequate access to capital in order to grow and deliver greater innovations in technology and product offerings to the schools and libraries markets.

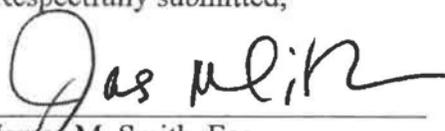
New customers will benefit from the increased access to those offerings that ENA's enhanced access to capital will bring, and ENA will benefit post-transaction from retaining and

attracting customers whose needs are satisfied by more sophisticated offerings, service quality and customer care. As structured, the transaction and the resulting organizational structure are intended to create the strengthened financial stability and access to capital necessary to allow ENA to grow and continue to provide reliable, advanced services in an increasingly competitive marketplace. The transactions will be transparent to ENA's customers, who will experience no disruption in service as a result thereof.

Conclusion

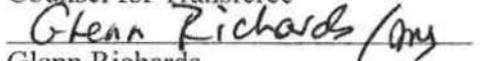
For the reasons stated above, Applicants submit that the public interest, convenience and necessity would be furthered by a grant of this Application.

Respectfully submitted,



James M. Smith, Esq.
Davis Wright Tremaine LLP
1919 Pennsylvania Avenue, N.W.
Suite 800
Washington, D.C. 20006
(202) 973-4288
jamesmsmith@dwt.com

Counsel for Transferee



Glenn Richards
Pillsbury Winthrop Shaw Pittman LLP
2300 N Street, NW
Washington, DC 20037-1122
Phone: (202) 663-8215
Fax: (202) 513-8006
glenn.richards@pillsburylaw.com

Counsel for Transferors

October 28, 2011

VERIFICATION

I hereby verify that I have read the foregoing joint Application of Education Networks of America, Inc. and ENA Services, LLC (Transferors) and ENA Holding Corporation (Transferee) for Transfer of Control of Blanket Domestic Section 214 Authority; and that to the best of my knowledge, information and belief the information stated therein is true and accurate. I further certify compliance with all other statutory and FCC requirements that apply to the FCC's streamling procedures, as described in 47 C.F.R § 63.03.

EDUCATION NETWORKS OF AMERICA, INC. and
ENA SERVICES, LLC

By: Loz Mill

Title: Senior Vice-President

Date: 10-26-11

VERIFICATION

I hereby verify that I have read the foregoing joint Application of Education Networks of America, Inc. and ENA Services, LLC (Transferors) and ENA Holding Corporation (Transferee) for Transfer of Control of Blanket Domestic Section 214 Authority; and that to the best of my knowledge, information and belief the information stated therein is true and accurate. I further certify compliance with all other statutory and FCC requirements that apply to the FCC's streamling procedures, as described in 47 C.F.R § 63.03.

ENA HOLDINGS CORPORATION

By: M. L. Fawell

Title: President

Date: 10/28/11