



PUBLIC NOTICE

FEDERAL COMMUNICATIONS COMMISSION
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Report No. TEL-01795NS

Friday May 27, 2016

**Non Streamlined International Applications/Petitions Accepted For Filing
Section 214 Applications (47 C.F.R. § 63.18); Section 310(b) Petitions**

Unless otherwise specified, the following procedures apply to the applications listed below:

The applications listed below have been found, upon initial review, to be acceptable for filing. These applications are not subject to the streamlined processing procedures set forth in Section 63.12 of the Commission's rules, 47 C.F.R. § 63.12. These applications shall not be deemed granted until the Commission affirmatively acts upon the application, either by public notice or by written order. Operation for which authorization is sought may not commence except in accordance with any terms or conditions imposed by the Commission.

Unless otherwise specified, interested parties may file comments with respect to these applications within 28 days of the date of this public notice. We request that such comments refer to the application file number shown below. No application listed below shall be granted by the Commission earlier than the day after the date specified in this public notice for the filing of comments.

Unless otherwise specified, ex parte communications between outside parties and Commission staff concerning these applications are permitted subject to the Commission's rules for "permit-but-disclose proceedings." See 47 C.F.R. § 1.1206.

Copies of all applications listed here are available for public inspection in the FCC Reference and Information Center, located in room CY-A257 at the Portals 2 building, 445 12th Street SW, Washington DC 20554. The center can be contacted at (202) 418-0270. 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), 1-888-835-5322 (tty). All applications listed are subject to further consideration and review, and may be returned and/or dismissed if not found to be in accordance with the Commission's rules, regulations, and other requirements.

Petition for Declaratory Ruling

Affiniti Holdings, Inc. (AHI or "Petitioner") has filed a petition with the Commission for a declaratory ruling ("Petition") pursuant to section 310(b)(4) of the Communications Act of 1934, as amended, 47 U.S.C. § 310(b)(4), and section 1.990(a)(1) of the Commission's rules, 47 CFR § 1.990(a)(1), that it would not serve the public interest to prohibit more than 25 percent foreign ownership in Affiniti PA, LLC, (Affiniti PA) and Affiniti LLC (Affiniti). Affiniti PA is the holder of a Nationwide 3.65 MHz Broadband license which is authorized for use on a common carrier basis as well as 83 microwave licenses, of which 16 are classified as common carrier point-to-point licenses. Affiniti also holds common carrier fixed point-to-point microwave licenses.

AHI filed the Petition in connection with an application to transfer control of Affiniti PA from Global Leveraged Capital, Inc. to AHI, which wholly owns Affiniti LLC. See ULS File No. 0007194175. Each of AHI, Affiniti, and Affiniti PA is organized in Delaware. AHI is majority-owned (63.81%) by Global Leveraged Capital Credit Opportunity Fund I (GLC COF I), an entity established under the laws of the Cayman Islands. AHI notes that the Commission has previously granted a similar declaratory ruling request filed on behalf of Affiniti (f/k/a TX Communications LLC) under a slightly different ownership structure than that for which approval is sought here. See File No. ISP-PDR-20121121-00008, DA 13-1250, 28 FCC Rcd 8006 (IB 2013).

Post-closing, more than 99% of AHI's equity and voting interests will be held directly by GLC COF I (72.48%) (Cayman Islands), Global Leveraged Capital Primary Credit Fund (17.12%) (Delaware) (GLC PCF), and Tatonka Capital Corporation (10%) (Colorado). GLC COF I is an investment fund with the majority of its revenues derived from investments in U.S. companies. The day-to-day management, operational and investment decisions for the fund are made by Global Leveraged Capital, LLC (GLC), a Delaware entity that is ultimately majority-owned and controlled by three U.S. citizens: Thomas M. Benninger, Lee S. Buckner and Jeffrey J. Youle. According to the Petition, JH Capital Partners II, LP (JHCP) (Delaware) would hold approximately 12 percent of the equity interests in AHI indirectly through a 16.54 percent equity interest in GLC COF I and an additional 4 percent equity interest in AHI indirectly through a 23.33 percent equity interest in GLC PCF. JHCP is a private investment fund that is ultimately controlled by Mr. John Hansen, a U.S. citizen. Petitioner states that all of the investment shares in JHCP are held by U.S. citizens or entities in which all investors are U.S. citizens. The remaining equity interests in GLC COF I are held by numerous investors. Petitioner states that an aggregate 37.89% of the investment equity in GLC COF I is ultimately held by foreign citizens, foreign-organized entities, or investors who are assumed to be foreign because the securities are held by intermediaries in street name and citizenship cannot be determined. Petitioner also states, however, that all of GLC COF I's equity investors are fully insulated pursuant to section 1.993 of the rules, 47 C.F.R. § 1.993. On this basis, Petitioner calculates that total foreign investment in AHI through GLC COF I is 27.46% (72.48% x 37.89%).

GLC PCF is also an investment fund with the majority of its revenues derived from investments in U.S. companies. GLC PCF is managed by an affiliate of GLC, Global Leveraged Capital Advisors, LLC. A non-controlling 66.67% of the equity investment in GLC PCF is held by Farallon Capital Partners LP (FCP). FCP is a U.S.-organized private investment fund. FCP is controlled by its sole general partner, Farallon Partners, LLC (Delaware), which is, in turn, controlled by twelve managing members. Two of the managing members are foreign citizens: Senior Managing Member Andrew J.M. Spokes (U.K.) and Managing Member Gregory S. Swart (New Zealand). According to the Petition, total foreign equity investment in GLC PCF is 0.54% (all through FCP). On this basis, Petitioner calculates that total foreign investment in AHI through GLC PCF is 0.09% (17.12% x 0.54%). Tatonka is a privately held public sector financial services company which, according to the Petition, is wholly owned and controlled by U.S. citizens. Petitioner therefore calculates that, upon closing of the proposed transaction, total foreign investment in AHI through GLC COF I and GLC PCF would be 27.55% (27.46% + 0.09%).

Petitioner requests that the Commission issue a declaratory ruling, pursuant to section 310(b)(4) of the Act and subject to all standard conditions in sections 1.990 et seq. of the Commission's rules, 47 CFR §§ 1.990-1.994, that it is in the public interest for AHI, as the controlling U.S. parent of Affiniti and Affiniti PA, to be indirectly owned (72.48%) and controlled by GLC COF I, a Cayman Islands entity, with 27.55% aggregate foreign ownership.

Interested parties may file comments on or before June 10, 2016, and reply comments on or before June 17, 2016.

International Telecommunications Certificate**Service(s):** Global or Limited Global Resale ServiceApplication for authority to provide resale service in accordance with section 63.18(e)(2) of the Commission's rules, 47 C.F.R. § 63.18(e)(2).

REMINDER:

Applicants must certify that neither the applicant nor any party to the application is subject to a denial of federal benefits by federal and/or state courts under authority granted in 21 U.S.C. § 862. See 47 C.F.R. §§ 1.2001-2003.