

June 19, 2014

Marlene Dortch, Secretary  
Federal Communications Commission  
445 12<sup>th</sup> Street, SW  
Washington, DC 20554

**Re: File No. ISP-PDR-20140328-0001**

Dear Ms. Dortch:

Q Wireless, LLC (“Q Wireless”) and Metro Fibernet, LLC (“MFN”) (together, the “Petitioners”), through counsel, submit the following information to supplement the pending Petition for Declaratory Ruling (“Petition”) in the above-referenced proceeding.

Page 3 of the Petition is amended to state that upon closing of the Interest Purchase Agreement (the “Agreement”), aggregate foreign investment in MetroNet Holdings, LLC (“MetroNet Holdings”) exceeded 25 percent – specifically, 32.43 percent, with foreign investor Oak Hill Capital Partners III, L.P. holding an indirect 24 percent non-controlling ownership interest, and foreign investor Oak Hill Capital Partners III (AIV I), L.P. holding an indirect 6.19 percent non-controlling ownership interest. No other foreign investor in MetroNet Holdings holds a 5 percent or more ownership or voting interest.

The Petition is amended to state that the Managers and limited partners of MetroNet Holdings are unincorporated and the limited partners of the Oak Hill entities identified in the Petition are unincorporated.

The Agreement also provides that by no later than May 1, 2016, aggregate non-controlling total foreign ownership in MetroNet Holdings may be increased to approximately 40 percent. Therefore, Petitioners request advance approval for the total investment by the attributable foreign-organized Oak Hill entities named herein (Oak Hill Capital Partners III, L.P.; Oak Hill Capital Partners III (AIV I), L.P.; OHCP GenPar III, L.P.; OHCP MGP Partners III, L.P.; and OHCP MGP III, LTD) to increase to an aggregate, attributable non-controlling 40% equity and voting interest in MetroNet Holdings. Petitioners understand that under the routine terms and conditions applicable to this request, which are set forth in section 1.994 of the Commission’s rules, 47 C.F.R. § 1.994, each foreign limited partner is permitted to increase its aggregate, indirect non-controlling equity investment in MetroNet Holdings (through the investor’s equity interests in the respective Oak Hill entity) up to and including 5%.

### **Ownership Information**

Albert E. Cinelli and John P. Cinelli are currently the only 10% or greater interest holders, direct or indirect, in the licensee, Q Wireless, LLC. In the associated transfer of control application licensee, Q Wireless, LLC, seeks Commission consent to the *pro forma* transfer of control of Q Wireless to Metro Fibernet, LLC (MFN).

Attached, as Exhibit 1, is a revised Diagram of Ownership and Control Structure of Licensee, Post Approval, to replace Exhibit B in the Petition. The revised diagram contains supplemental information on the indirect upstream ownership in Petitioners by the Oak Hill entities, post approval. A narrative description of the ownership follows.

Post approval, Q Wireless, LLC (“Q Wireless”), a Nevada limited liability company, is a wholly-owned direct subsidiary of Metro Fibernet, LLC (“MFN”), a Nevada limited liability company. MFN is a wholly-owned direct subsidiary of MetroNet Holdings, LLC (“MetroNet Holdings”), a Delaware limited liability company.

Post approval, three shareholders will hold a 10% or greater direct interest in MetroNet Holdings (and an indirect interest in MFN and Q Wireless):

(1) Albert E. Cinelli, a U.S. citizen, will hold a 42 percent equity ownership interest in MetroNet Holdings;

(2) John P. Cinelli, a U.S. citizen, will hold a 13 percent equity ownership interest in MetroNet Holdings;

(3) Oak Hill Capital Partners III, L.P., a Cayman Islands exempted limited partnership, will hold a 24 percent equity ownership interest in MetroNet Holdings.

The remaining 21 percent ownership interests of MetroNet Holdings will be held by:

- (i) other U.S. investors (in the aggregate, holding 12.57%), but no individual investor within this group holding 10 percent or more of the equity interests, or a controlling interest, in MetroNet Holdings;
- (ii) MFN B Corp, a Delaware corporation (0.94%);
- (iii) MFN A Corp, a Delaware corporation (6.19%), wholly owned by Oak Hill Capital Partners III (AIV I), L.P., a Cayman Islands exempted limited partnership; and
- (iv) Oak Hill Capital Management Partners III, L.P., a Cayman Islands exempted limited partnership (1.3%).

**Oak Hill Ownership Chain.** The upstream ownership interests of Oak Hill entities with a 5 percent or greater direct or indirect interest in MetroNet Holdings are described below.

Oak Hill Capital Partners III (AIV I), L.P., (“AIV I”), a Cayman Islands exempted limited partnership, holds 100% of MFN A Corp, a Delaware corporation. MFN A Corp. holds a 6.19 percent equity interest in MetroNet Holdings.

The general partner of AIV I is OHCP MGP III, LTD (“OHCP MGP III”), a Cayman Islands exempted company, with zero equity interest in AIV I. The limited partners of AIV I are unincorporated. Limited partner, The Board of Trustees of the Leland Stanford Junior University, is a trust with corporate powers under the laws of the State of California holding approximately 10.3% ownership in AIV I. No other U.S. limited partner holds a 10% or more equity or voting interest in AIV I. Foreign limited partners of AIV I are listed in the table below.

<i>Limited Partner</i>	<i>Citizenship</i>	<i>Business</i>	<i>Interest</i>
Gamia Livforsakringsaktiefbolaget SEB Trygg Liv (publ)	Sweden	Investor	7.5 %
British Airways Pension Trust (APS)	United Kingdom	Investor	Less than 1 %
British Airways Pension Trust (NAPS)	United Kingdom	Investor	Less than 5 %
Michelin North America (Canada), Inc. Master Trust	Canada	Investor	Less than 2 %
König & Cie. II. International Private Equity GmbH & Co. KG	Germany	Investor	Less than 1 %
SEB Pensionsforsikring A/S - SEB Pension I	Denmark	Investor	Less than 2 %
SEB Pensionsforsikring A/S - SEB Pension V	Denmark	Investor	Less than 2 %
AFA Sjukforsakringsaktiefbolag	Sweden	Investor	5.5 %
AFA Trygghetsforsakringsaktiefbolag	Sweden	Investor	Less than 2 %
Magellan Pte Ltd.	Singapore	Investor	13.7 %
CDIB Global Markets II Limited	Malaysia	Investor	Less than 2 %
Hannover America Private Equity Partners II GmGH & Co. KG	Germany	Investor	Less than 3 %
Kage Capital Ltd.	British Virgin Islands	Investor	Less than 1 %
Bahtera Corporation	Brunei	Investor	Less than 5 %
Greenview Investments Inc.	British Virgin Islands	Investor	Less than 1 %
GEF Private Equity Partners SPC	Cayman Islands	Investor	Less than 1 %
Global EquityVest II Limited	Bermuda	Investor	Less than 2 %
SIF Investment Company, Ltd.	British Virgin Islands	Investor	Less than 3 %
Nokia Finance International B.V.	Netherlands	Investor	Less than 3 %
Auda Secondary Fund II, L.P.	Cayman Islands	Investor	Less than 1 %
ExpeditionPEP Ltd.	Ireland	Investor	Less than 1 %

Oak Hill Capital Partners III, L.P. (“Oak Hill III”), a Cayman Islands exempted limited partnership, holds a 24 percent equity interest in MetroNet Holdings. The general partner of Oak Hill III is OHCP GenPar III, L.P. (“OHCP GenPar”), a Cayman Islands exempted limited partnership, with an approximately 0.3% equity interest in Oak Hill III. The limited partners of Oak Hill Capital III are unincorporated. No U.S. limited partner holds a 10% or more equity or voting interest in Oak Hill III. Foreign limited partners of Oak Hill Capital Partners III are listed in the table below.

<i>Limited Partner</i>	<i>Citizenship</i>	<i>Business</i>	<i>Interest</i>
Gamia Livförsäkringsaktiebolaget SEB Trygg Liv (publ)	Sweden	Investor	Less than 2%
Kage Capital Ltd	British Virgin Islands	Investor	Less than 1%
British Airways Pension Trust (APS)	United Kingdom	Investor	Less than 1%
British Airways Pension Trust (NAPS)	United Kingdom	Investor	Less than 1%
Michelin North America (Canada), Inc. Master Trust	Canada	Investor	Less than 1%
PAPEF V (Offshore)-A SPC	Cayman Islands	Investor	Less than 1%
Tredje AP-fonden (AP3)	Sweden	Investor	Less than 1%
BP Pension Trustees Limited (as trustee of BP Pension Fund)	United Kingdom	Investor	Less than 1%
König & Cie. II. International Private Equity GmbH & Co. KG	Germany	Investor	Less than 1%
SEB Pensionsförsäkring A/S – SEB Pension I	Denmark	Investor	Less than 1%
SEB Pensionsförsäkring A/S – SEB Pension V	Denmark	Investor	Less than 1%
Bahtera Corporation	Brunei	Investor	Less than 1%
Greenview Investments Inc.	British Virgin Islands	Investor	Less than 1%
Nokia Finance International B.V.	Netherlands	Investor	Less than 1%
AFA Sjukförsäkringsaktiebolag	Sweden	Investor	Less than 2%
AFA Trygghetsförsäkringsaktiebolag	Sweden	Investor	Less than 1%
AlpInvest Partners US Secondary Investments 2008 LLC	Netherlands	Investor	Less than 2%
Magellan Pte Ltd.	Singapore	Investor	Less than 3%
CDIB Global Markets II Limited	Malaysia	Investor	Less than 1%
GEF Private Equity Partners SPC	Cayman Islands	Investor	Less than 1%
Hannover America Private Equity Partners II GmGH & Co KG	Germany	Investor	Less than 1%
Global EquityVest II Limited	Bermuda	Investor	Less than 1%
SIF Investment Company, Ltd.	British Virgin Islands	Investor	Less than 1%
Zayucel, Ltd	British Virgin Islands	Investor	Less than 1%
Auda Capital V – US Parallel, L.P.	Cayman Islands	Investor	Less than 1%
US Buyout Private Equity Fund (Cayman) Ltd.	Cayman Islands	Investor	Less than 1%
Auda Secondary Fund II, L.P.	Cayman Islands	Investor	Less than 1%
ExpeditionPEP Ltd.	Ireland	Investor	Less than 1%

OHCP GenPar III, L.P. (“OHCP GenPar”) is a Cayman Islands exempted limited partnership, which holds an approximate 0.1654% equity interest in Oak Hill Capital Management Partners III, L.P. The general partner of OHCP GenPar is OHCP MGP Partners III, L.P. (“OHCP Partners”), a Cayman Islands exempted limited partnership, with an approximately 1% equity interest in OHCP GenPar. The limited partners of OHCP GenPar are unincorporated. Limited partner FW Oak Hill General II, L.P., is a Delaware limited partnership holding a 13.5% equity interest in OHCP GenPar. No other U.S. limited partner holds a 10% or more equity or voting interest in OHCP GenPar. Foreign limited partners in OHCP GenPar are listed in the table below.

<i>Limited Partner</i>	<i>Citizenship</i>	<i>Business</i>	<i>Interest</i>
OHCP Principal Investors III, L.P.	Cayman Islands	Investor	84.5%
OHCP SLP Partners III, L.P.	Cayman Islands	Investor	1%

OHCP MGP Partners III, L.P. (“OHCP Partners”), is a Cayman Islands exempted limited partnership. The general partner of OHCP Partners is OHCP MGP III, LTD (“OHCP MGP III”),

a Cayman Islands exempted company, with an approximately 1% ownership interest in OHCP Partners. The limited partners of OHCP Partners are listed in the table below. There are no foreign limited partners of OHCP Partners.

<i>Limited Partner</i>	<i>Citizenship</i>	<i>Business</i>	<i>Interest</i>
The J. Taylor Crandall Revocable Trust (Mr. J. Taylor Crandall, a U.S. citizen, owns 100% of the interest in this trust)	United States	Investor	16.66%
Tyler J. Wolfram	United States	Investor	16.66%
Steven B. Gruber	United States	Investor	16.66%
Kevin G. Levy	United States	Investor	16.66%
Denis J. Navden	United States	Investor	16.66%
Ray Pinson	United States	Investor	16.66%

OHCP MGP III, LTD (“OHCP MGP III”) is a Cayman Islands exempted company, which holds an approximate 0.0023% interest in Oak Hill Capital Partners III (AIV I). OHCP MGP III has no general partner; it instead is controlled by a Board comprised of J. Taylor Crandall, a U.S. citizen; Steven B. Grubar, a U.S. citizen; and Denis J. Navden, a U.S. citizen. The shareholders of OHCP MGP III are all U.S. citizens and are listed in the table below disclosed on the diagram in Exhibit 1.

<i>Investor</i>	<i>Citizenship</i>	<i>Business</i>	<i>Interest</i>
The J. Taylor Crandall Revocable Trust (Mr. J. Taylor Crandall, a U.S. citizen, owns 100% of the interest in this trust)	United States	Investor	16.66%
Tyler J. Wolfram	United States	Investor	16.66%
Steven B. Gruber	United States	Investor	16.66%
Kevin G. Levy	United States	Investor	16.66%
Denis J. Navden	United States	Investor	16.66%
Ray Pinson	United States	Investor	16.66%

**Declaration and Certification.** Attached is a declaration and certification by a company officer of the information contained in this supplemental filing.

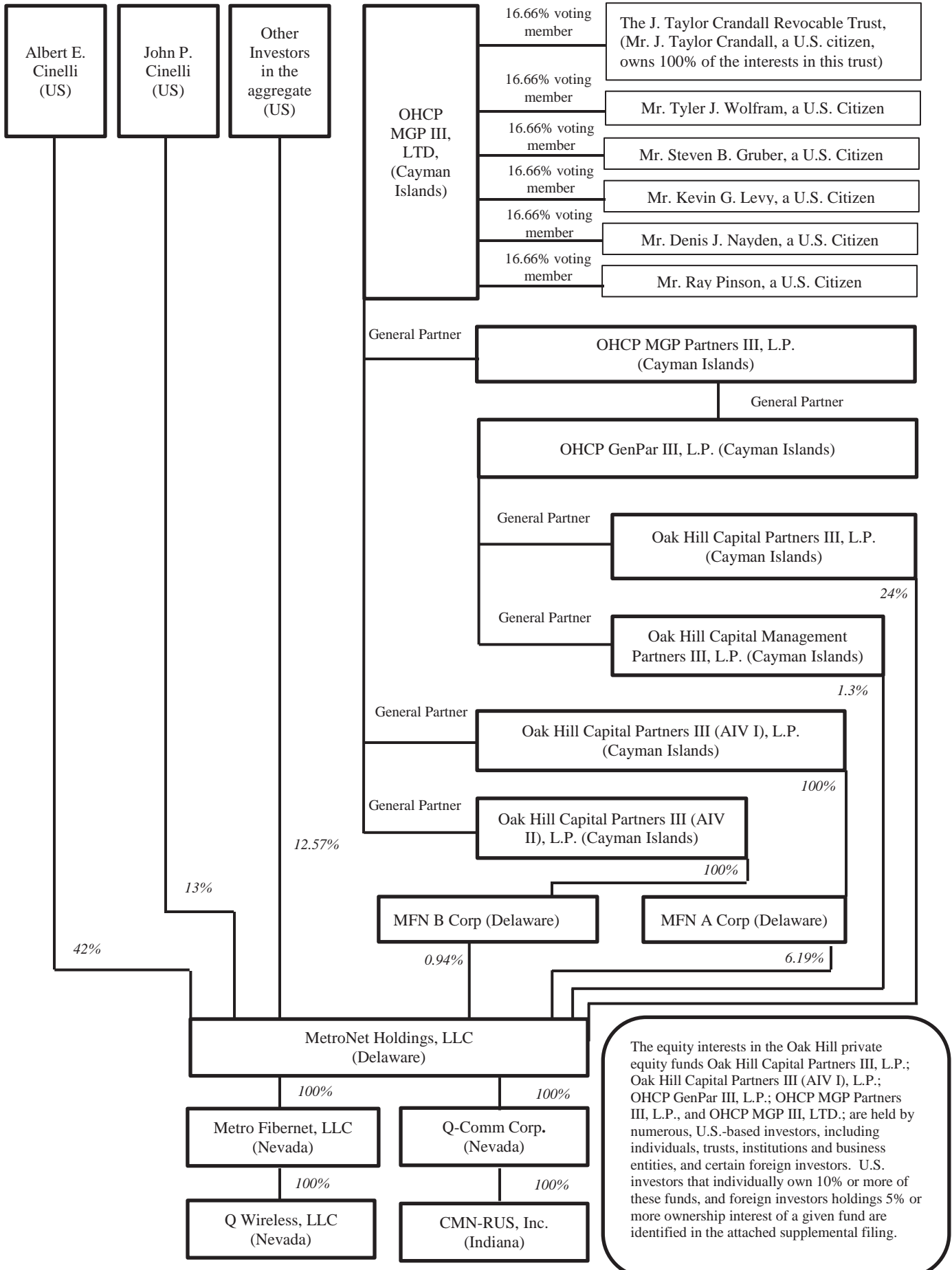
Please contact me if you need additional information.

Very truly yours,



Randall W. Sifers  
Counsel to  
Metro Fibernet, LLC and Q Wireless, LLC

**Exhibit B - Diagram of Ownership and Control Structures of Licensee, Post Approval,  
47 C.F.R. § 1.991(h)(2)**



The equity interests in the Oak Hill private equity funds Oak Hill Capital Partners III, L.P.; Oak Hill Capital Partners III (AIV I), L.P.; OHCP GenPar III, L.P.; OHCP MGP Partners III, L.P., and OHCP MGP III, LTD.; are held by numerous, U.S.-based investors, including individuals, trusts, institutions and business entities, and certain foreign investors. U.S. investors that individually own 10% or more of these funds, and foreign investors holdings 5% or more ownership interest of a given fund are identified in the attached supplemental filing.

**Declaration and Certification of Lohn H. Weber**  
**Pursuant to 47 C.F.R. §§ 1.990(c)(1), 1.990(c)(2)(i), and 1.991(h)(1)**

1. My name is Lohn H. Weber. I am Chief Financial Officer of MetroNet Holdings, LLC; Metro Fibernet, LLC; and Q Wireless, LLC. I have prepared this declaration and certification in connection with the attached letter dated June 19, 2014, to supplemental the pending Petition for Declaratory Ruling, FCC File No. ISP-PDR-20140328-0001 (“Supplemental Filing”).
2. I am responsible for identifying the ownership interests of MetroNet Holdings, LLC for purposes of this Petition.
3. The ownership interests disclosed in the Supplemental Filing were calculated based upon my review of the Commission’s rules. The interests disclosed satisfy each of the pertinent standards and criteria set forth in the rules.
4. I have reviewed the Supplemental Filing and certify to the information contained therein.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed on June 19, 2014



Lohn H. Weber  
Chief Financial Officer  
MetroNet Holdings, LLC; Metro Fibernet, LLC;  
and Q Wireless, LLC