

MCC Telephony, LLC
Revised Notification of *Pro Forma* Transfers of Control
International Section 214 Authorization

**REVISED DESCRIPTION OF TRANSACTIONS, SUPPLEMENTAL INFORMATION
AND REQUEST FOR WAIVER**

Pursuant to Section 63.24(f) of the rules,^{1/} the filers notify the Commission of *pro forma* transfers of control of the international Section 214 authorization held by MCC Telephony, LLC (the “Licensee”) due to (i) the conversion of Licensee from a corporation to a limited liability company on December 17, 2007, (ii) an increase in the equity interests of Mr. Rocco B. Commisso on March 4, 2011, (iii) the introduction of two intervening parent companies, one on May 10, 2011, and a second one on April 12, 2024,^{2/} and (iv) the introduction on December 5, 2025 of an intervening trust formed under Article I of the Rocco B. Commisso 2025 Revocable Trust Agreement (“Article I Trust”).^{3/} The Licensee did not previously file notifications of these *pro forma* transactions due to administrative oversight. All the foregoing transactions, however, were *pro forma* in nature because throughout the relevant period and until his death on January 16, 2026, Mr. Commisso ultimately controlled the Licensee. The public interest was served by this continuity of ultimate control through these transactions, and will be served by updating the Commission’s records regarding the Licensee’s ownership history.

Description of the Pro Forma Transfers of Control

When the Licensee obtained its international Section 214 authorization in 2005, it was a wholly-owned subsidiary of Mediacom Communications Corporation (“MCC”), and Mr. Commisso directly owned 24.3% of MCC and therefore held a 24.3% indirect interest in the Licensee.^{4/} Mr. Commisso was the largest ultimate holder of equity and voting interests in the Licensee, and the party with ultimate control over the Licensee. Below, the filers provide a description of each of the five *pro forma* transactions that took place after the Licensee obtained its international Section 214 authorization. The filers have submitted a transfer of control form in ICFS for each such transaction, and have attached this supplement to each form.

Pro Forma Transaction #1: On December 17, 2007, the Licensee converted from a Delaware corporation to a Delaware limited liability company.

^{1/} See 47 C.F.R. § 63.24(f).

^{2/} The Licensee’s affiliate, Mediacom Wireless LLC, previously provided notice to the Commission of the introduction of Mediacom Holdings LLC in the Mediacom corporate structure in 2024. See Mediacom Wireless LLC, Notification of *Pro Forma* Transfer of Control, ICFS File No. ITC-T/C-20240722-00119, Attachment at 1-2 (filed July 22, 2024) (“2024 *Pro Forma* Notice”).

^{3/} The Licensee’s ultimate parent company, JMCC, previously provided notice of this *pro forma* transfer of control in multiple filings made with the Commission regarding the involuntary transfer of control of various FCC licenses and authorizations held by the Licensee and/or its affiliates. See, e.g., MCC Telephony LLC, Notification of Involuntary Transfer of Control, ICFS File No. ITC-T/C-20260211-00040, Attachment at n.3 (filed Feb. 17, 2026).

^{4/} See MCC Telephony Inc. Application for Authority Under Section 214, ICFS File No. ITC-214-20050124-00025 (filed Jan. 20, 2005).

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Pro Forma Transaction #2: On March 4, 2011, MCC completed a process of privatization, which resulted in Mr. Commisso's direct equity and voting interests in MCC increasing to 100%. Mr. Commisso, therefore, continued to be the largest ultimate holder of equity and voting interests in the Licensee, and the party with ultimate control over the Licensee.

Pro Forma Transaction #3: On May 10, 2011, JMCC Corporation ("JMCC") became the direct corporate parent of MCC, at which time Mr. Commisso directly held 100% of the equity and voting interests in JMCC, and JMCC directly owned 100% of MCC, which in turn, was the direct 100% parent of the Licensee. Again, Mr. Commisso continued to be the largest ultimate holder of equity and voting interests in the Licensee, and the party with ultimate control over the Licensee.

Pro Forma Transaction #4: On April 12, 2024, Mediacom Holdings LLC ("Mediacom Holdings") became the direct parent of the Licensee, at which time Mr. Commisso directly owned 79.55% of JMCC, JMCC directly owned 100% of MCC, and MCC directly owned 100% of Mediacom Holdings. Mr. Commisso therefore continued to be the largest ultimate holder of equity and voting interests in the Licensee, and the party with ultimate control over the Licensee.

Pro Forma Transaction #5: On December 5, 2025, Mr. Commisso transferred his 79.55% direct equity interest in JMCC to the Article I Trust, resulting in the introduction of this trust as an intervening entity in the Licensee's ultimate ownership and control. Mr. Commisso was the trustee of the Article I Trust, and, therefore, he continued to indirectly hold a 79.55% indirect equity interest in and ultimately control the Licensee. Thus, the December 5, 2025, insertion of the Article I Trust as an intervening entity was a *pro forma* transaction because the same person (Mr. Commisso) was the ultimate majority owner and controlling party before and after the transaction, and his indirect equity interest in the Licensee did not change as a result of the *pro forma* transaction.

Throughout the period of 2005 until his death, Mr. Commisso ultimately controlled the Licensee. On January 16, 2026, Mr. Commisso passed away.^{5/} JMCC has made the appropriate filings with the Commission to provide the required notices and seek the appropriate authority for the involuntary transfer of control resulting from Mr. Commisso's death, and this notice does not further address that event.

No Foreign Carrier Affiliation and Designation Countries

The filers (including the Licensee) have never been and are not currently affiliated with any foreign carriers, and they never had and do not have any interlocking directorates with any foreign carriers. Further, the filers (including Licensee) do not seek to provide international telecommunications services to any destination country for which any of the following is true for any of the filers or the Licensee: (i) the entity is a foreign carrier in that country, (ii) the entity

^{5/} See *Mediacom Communications Announces the Passing of Rocco B. Commisso*, MEDIACOM (Jan. 16, 2026), <https://mediacomcable.com/news/mediacom-communications-announces--the-passing-of-rocco-b--commisso.html>.

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controls a foreign carrier in that country, (iii) any entity that owns more than 25 percent of the entity, or that controls the entity, controls a foreign carrier in that country, or (iv) two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate, more than 25 percent of the entity and are parties to, or the beneficiaries of, a contractual relation (e.g., a joint venture or market alliance) affecting the provision or marketing of international basic telecommunications services in the United States.

Request for Waiver

The ownership interests disclosed above differ from the ownership information last reported by the Licensee in 2005.^{6/} At the time of that filing, the Licensee was a corporation, Mr. Commisso held a 24.3% indirect interest in the Licensee, and JMCC, Mediacom Holdings, and the Article I Trust did not exist. However, Mr. Commisso held the highest indirect ownership interest in the Licensee and had ultimate control over the Licensee throughout the relevant period. For example, JMCC, Mediacom Holdings, and the Article I Trust, which were introduced in the ownership chain after 2005, were ultimately majority owned and controlled by Mr. Commisso until his death. Accordingly, any changes in ownership or business entity form of the Licensee between 2005 and Mr. Commisso's death were *pro forma*. The filers request that the Commission recognize these transactions as *pro forma*, and revise the entity's name in the ICFS database associated with file number ITC-214-20050124-00025 to MCC Telephony, LLC.

To the extent necessary, the filers request a waiver of Section 63.24(f) of the Commission's rules, which would have required the Licensee to submit notices of the *pro forma* transactions within 30 days of their completion.^{7/} Section 1.3 of the Commission's rules permits the Commission to grant a waiver of its rules for good cause shown.^{8/} And the Commission has determined that it may waive its rules when doing so will not undermine the purpose of the rule.^{9/}

Good cause exists here to grant the request for waiver. *First*, the underlying purpose of the rule requiring notification within 30 days would not be undermined by grant of this request. To the contrary, granting the waiver would *further* the purpose of the rule. The Commission adopted the 30-day notification requirement to make requirements for *pro forma* transfers of international authorizations consistent with those for other services, particularly the Commercial Mobile Radio Service ("CMRS").^{10/} The Commission adopted the 30-day notification requirement for

^{6/} See *International Authorizations Granted*, Public Notice, 20 FCC Rcd 3667 (2005).

^{7/} See 47 C.F.R. § 63.24(f)(1)-(2).

^{8/} See *id.* § 1.3; see also *WAIT Radio v. FCC*, 418 F.2d 1153 (D.C. Cir. 1969); *N.E. Cellular Tel. Co., L.P. v. FCC*, 897 F.2d 1164, 1166 (D.C. Cir. 1990).

^{9/} See, e.g., *WAIT Radio v. FCC*, 418 F.2d 1153, 1157 (D.C. Cir. 1969) (stating that even though the overall objectives of a general rule have been adjudged to be in the public interest, it is possible that application of the rule to a specific case may not serve the public interest if an applicant's proposal does not undermine the public interest policy served by the rule).

^{10/} See *2000 Biennial Regulatory Review; Amendment to Parts 43 and 63 of the Commission's Rules*, Report and Order, 17 FCC Rcd 11416, ¶¶ 4, 8 (2002).

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CMRS providers to ensure that it has up-to-date records and that a clear public record of the changes that result from a *pro forma* transaction exists.^{11/} Granting the waiver and accepting this notification would do just that – it would ensure that the Commission has documentation of the Licensee’s ownership changes and that the public has the most up-to-date ownership information about the Licensee.

Second, grant of this request for waiver would be consistent with Commission precedent. The Commission has routinely granted requests for waivers of the 30-day notification requirement for *pro forma* transfers of control of wireless licenses due to administrative oversight.^{12/} And some of these transfers occurred more than a decade prior to the submission of the required notification.^{13/} The filers urge the Commission to likewise (i) grant a waiver of the 30-day notice

^{11/} See *Federal Communications Bar Association’s Petition for Forbearance from Section 310(d) of the Communications Act Regarding Non-Substantial Assignments of Wireless Licenses and Transfers of Control Involving Telecommunications Carriers*; *Personal Communications Industry Association’s Broadband Personal Communications Services Alliance’s Petition for Forbearance for Broadband Personal Communications Services*, Memorandum Opinion and Order, 13 FCC Rcd 6293, ¶¶ 32-33 (1998).

^{12/} See, e.g., Application of Paramount Global, ULS File No. 0010971787, at 1-2 (filed Apr. 23, 2024) (explaining that the applicant was not aware of the internal restructuring at the time it occurred and that the applicant therefore seeks waiver of Section 1.948(c) and *nunc pro tunc* approval); Application of Vermont National Telephone Co., ULS File No. 0005608605, at 1 (filed Feb. 22, 2023) (explaining that the applicant did not realize prior approval was necessary and therefore did not seek it); see also *Wireless Telecommunications Bureau Assignment of License Authorization Applications, Transfer of Control of License Applications, De Facto Transfer Lease Applications and Spectrum Manager Lease Applications, Designated Entity Reportable Event Applications, and Designated Entity Annual Reports Action*, Public Notice, Report No. 18744, at 2-6 (June 26, 2024) (approving Paramount Global’s *pro forma* transfer notification); *Wireless Telecommunications Bureau Assignment of License Authorization Applications, Transfer of Control of License Applications, De Facto Transfer Lease Applications and Spectrum Manager Lease Applications, Designated Entity Reportable Event Applications, and Designated Entity Annual Reports Action*, Public Notice, Report No. 8489, at 10 (Feb. 27, 2013) (approving Vermont National Telephone’s *pro forma* transfer notification).

^{13/} See, e.g., Application of Aclara Technologies, ULS File No. 0011086778, at 1 (filed May 23, 2024) (seeking waiver of Section 1.948(c) and *nunc pro tunc* acceptance of notification of transfers of control that occurred in 2011 and 2018); Application of Browning-Ferris Industries, *et al.*, ULS File No. 0007077585, at 1 (filed Jan. 19, 2016) (seeking waiver of Section 1.948(c) and *nunc pro tunc* acceptance of notification of transfers of control that occurred in 2004, 2007, 2008, and 2011); see also *Wireless Telecommunications Bureau Assignment of License Authorization Applications, Transfer of Control of License Applications, De Facto Transfer Lease Applications and Spectrum Manager Lease Applications, Designated Entity Reportable Event Applications, and Designated Entity Annual Reports Action*, Public Notice, Report No. 18727, at 16 (June 20, 2024) (approving Aclara Technologies’ *pro forma* notification); *Wireless Telecommunications Bureau Assignment of License Authorization Applications, Transfer of Control of License Applications, De Facto Transfer Lease Applications and Spectrum Manager Lease Applications, Designated Entity Reportable Event Applications, and Designated Entity Annual Reports Action*, Public Notice, Report No. 17240, at 1-5 (Nov. 2, 2022) (approving Browning-Ferris’ *pro forma* notification).

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requirement for the prior notifications of *pro forma* transactions involving the Licensee, and (ii) accept this notification without penalizing the Licensee.

* * *

Should there be questions regarding this notification and request for waiver, the Commission is asked to contact counsel for the filers, Angela Y. Kung (202.434.7320; aykung@mintz.com) of Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C.

ATTACHMENT 1

Contact Information – § 63.18(c)

The filers provide the following contact information for both the Transferor and the Transferee:

Name: Jerold C. Lambert
Title: Group Vice President, Legal Affairs
Mailing Address: One Mediacom Way, Mediacom Park, NY 10918
Telephone Number: (845) 419-6395
Email Address: jlambert@mediacomcc.com

Legal Counsel: Angela Kung
Mailing Address: Mintz, 555 12th Street, Suite 1100, Washington, DC 20004
Telephone Number: (202) 434-7320
Email Address: AYKung@mintz.com

Previous Section 214 Authorization – § 63.18(d)

The Licensee possesses an international Section 214 authorization to provide global or limited global facilities-based and global or limited global resale services (ICFS File No. ITC-214-20050124-00025). It also holds a domestic Section 214 authorization because it offers interstate private line services to enterprise customers and schools/school districts, and other interstate wireline services.^{14/}

Answer to Question 19 – § 63.18(h)

Pro Forma Transaction #1: As of January 20, 2005 when the Licensee obtained its international Section 214 authorization and as of December 17, 2007 (the date of *pro forma* Transaction #1), when the Licensee was converted from a Delaware corporation to a Delaware limited liability company, the following persons and entities directly and indirectly held 10% or more equity and voting interests in, and otherwise indirectly or directly controlled, the Licensee. No other person or entity held a direct or indirect 10% or greater equity or voting interest in or controlled the Licensee.

Name:	Rocco B. Commisso
Address:	One Mediacom Way, Mediacom Park, NY 10918
Citizenship:	United States
Principal Business:	Communications
% Direct Equity in [Entity]:	24.3% in Mediacom Communications Corporation
% Indirect Equity in Licensee:	24.3% (24.3% x 100%)
% Direct Voting in [Entity]:	24.3% in Mediacom Communications Corporation

^{14/} See 47 C.F.R. § 63.01 (conferring domestic Section 214 authority on entities that provide interstate telecommunications services).

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Name: Mediacom Communications Corporation
Address: One Mediacom Way, Mediacom Park, NY 10918
Citizenship: United States (Delaware)
Principal Business: Communications
% Direct Equity in Licensee: 100%
% Direct Voting in Licensee: 100%

Name: Morris Communications Company, LLC
Address: 725 Broad Street, Augusta, GA 30901
Citizenship: United States
Principal Business: Media company
% Direct Equity in [Entity]: 23.8% in Mediacom Communications Corporation
% Indirect Equity in Licensee: 23.8% (23.8% x 100%)
% Voting in [Entity]: 23.8% in Mediacom Communications Corporation

Name: Neuberger Berman, Inc.
Address: 605 Third Avenue, New York, NY 10158-3698
Citizenship: United States
Principal Business: Mutual fund management
% Direct Equity in [Entity]: 10.1% in Mediacom Communications Corporation
% Indirect Equity in Licensee: 10.1% (10.1% x 100%)
% Voting in [Entity]: 10.1% in Mediacom Communications Corporation

Name: Lehman Brothers Holdings, Inc.
Address: 745 Seventh Avenue, New York, NY 10019
Citizenship: United States
Principal Business: Investment banking
% Direct Equity in [Entity]: 100% in Neuberger Berman, Inc.
% Indirect Equity in Licensee: 10.1% (10.1% x 100% x 100%)
% Voting in [Entity]: 100% in Neuberger Berman, Inc.

Pro Forma Transaction #2: As of March 4, 2011 when MCC was privatized, the following persons and entities directly and indirectly held 10% or more equity and voting interests in, and otherwise indirectly or directly controlled, the Licensee. No other person or entity held a direct or indirect 10% or greater equity or voting interest in or controlled the Licensee.

Name: Rocco B. Commisso
Address: One Mediacom Way, Mediacom Park, NY 10918
Citizenship: United States
Principal Business: Communications
% Direct Equity in [Entity]: 100% in Mediacom Communications Corporation
% Indirect Equity in Licensee: 100% (100% x 100%)
% Direct Voting in [Entity]: 100% in Mediacom Communications Corporation

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Name: Mediacom Communications Corporation
Address: One Mediacom Way, Mediacom Park, NY 10918
Citizenship: United States (Delaware)
Principal Business: Communications
% Direct Equity in Licensee: 100%
% Direct Voting in Licensee: 100%

Pro Forma Transaction #3: As of May 10, 2011 when JMCC was introduced into the Licensee's ownership chain, the following persons and entities directly and indirectly held 10% or more equity and voting interests in, and otherwise indirectly or directly controlled, the Licensee. No other person or entity held a direct or indirect 10% or greater equity or voting interest in or controlled the Licensee.

Name: Rocco B. Commisso
Address: One Mediacom Way, Mediacom Park, NY 10918
Citizenship: United States
Principal Business: Communications
% Direct Equity in [Entity]: 100% in Mediacom Communications Corporation
% Indirect Equity in Licensee: 100% (100% x 100% x 100%)
% Direct Voting in [Entity]: 100% in Mediacom Communications Corporation

Name: Mediacom Communications Corporation
Address: One Mediacom Way, Mediacom Park, NY 10918
Citizenship: United States (Delaware)
Principal Business: Communications
% Direct Equity in [Entity]: 100% in JMCC Corporation
% Indirect Equity in Licensee: 100% (100% x 100%)
% Direct Voting in [Entity]: 100% JMCC Corporation

Name: JMCC Corporation
Address: One Mediacom Way, Mediacom Park, NY 10918
Citizenship: United States (Delaware)
Principal Business: Communications
% Direct Equity in Licensee: 100%
% Direct Voting in Licensee: 100%

Pro Forma Transaction #4: As of April 12, 2024, when Mediacom Holdings was introduced into the Licensee's ownership chain, the following persons and entities directly and indirectly held 10% or more equity and voting interests in, and otherwise indirectly or directly controlled, the Licensee. No other person or entity held a direct or indirect 10% or greater equity or voting interest in or controlled the Licensee.

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Name: **Rocco B. Commisso**
Address: One Mediacom Way, Mediacom Park, NY 10918
Citizenship: United States
Principal Business: Communications
% Direct Equity in [Entity]: 100% in Mediacom Communications Corporation
% Indirect Equity in Licensee: 100% (100% x 100% direct and indirect equity in multiple intervening entities)
% Direct Voting in [Entity]: 100% in Mediacom Communications Corporation

Name: **Rocco B. Commisso GRAT Remainder Trust #1**
Address: One Mediacom Way, Mediacom Park, NY 10918
Citizenship: United States (Delaware)
Principal Business: Trust
% Direct Equity in [Entity]: 100% in Marjoecom 2018 LLC
% Indirect Equity in Licensee: 10.83% (10.83% x 100% direct and indirect equity in multiple intervening entities)
% Voting in [Entity]: 100% in Marjoecom 2018 LLC
Trustee: Catherine Commisso
Beneficiaries: Giuseppe (a/k/a Joseph) B. Commisso and Marissa Commisso

Name: **Marjoecom 2018 LLC**
Address: One Mediacom Way, Mediacom Park, NY 10918
Citizenship: United States (Delaware)
Principal Business: Investment holding company
% Direct Equity in [Entity]: 10.83% in JMCC Corporation
% Indirect Equity in Licensee: 10.83% (10.83% x 100% direct and indirect equity in multiple intervening entities)
% Voting in [Entity]: 10.83% in JMCC Corporation

Name: **JMCC Corporation**
Address: One Mediacom Way, Mediacom Park, NY 10918
Citizenship: United States (Delaware)
Principal Business: Communications
% Direct Equity in [Entity]: 100% in Mediacom Communications Corporation
% Indirect Equity in Licensee: 100% (100% x 100%)
% Direct Voting in [Entity]: 100% in Mediacom Communications Corporation

Name: **Mediacom Communications Corporation**
Address: One Mediacom Way, Mediacom Park, NY 10918
Citizenship: United States (Delaware)
Principal Business: Communications
% Direct Equity in [Entity]: 100% in Mediacom Holdings LLC

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% Indirect Equity in Licensee: 100% (100% x 100%)
% Voting in [Entity]: 100% in Mediacom Holdings LLC

Name: Mediacom Holdings LLC
Address: One Mediacom Way, Mediacom Park, NY 10918
Citizenship: United States (Delaware)
Principal Business: Communications
% Direct Equity in Licensee: 100%
% Direct Voting in Licensee: 100%

Pro Forma Transaction #5: As of December 5, 2025, when Mr. Commisso transferred his interests in MCC to the Article I Trust, the following persons and entities directly and indirectly held 10% or more equity and voting interests in, and otherwise indirectly or directly controlled, the Licensee. No other person or entity held a direct or indirect 10% or greater equity or voting interest in or controlled the Licensee.

Name: Rocco B. Commisso
Address: One Mediacom Way, Mediacom Park, NY 10918
Citizenship: United States
Principal Business: Trustee
Direct Interest in [Entity]: Trust Under Article I of the Rocco B. Commisso 2025 Revocable Trust Agreement

Name: Trust Under Article I of the Rocco B. Commisso 2025 Revocable Trust Agreement
Address: One Mediacom Way, Mediacom Park, NY 10918
Citizenship: United States (New Jersey)
Principal Business: Trust
% Direct Equity in [Entity]: 79.55% in JMCC Corporation
% Indirect Equity in Licensee: 79.55% (79.55% x 100% direct and indirect equity in multiple intervening entities)
% Direct Voting in [Entity]: 79.55% in JMCC Corporation

Name: Rocco B. Commisso GRAT Remainder Trust #1
Address: One Mediacom Way, Mediacom Park, NY 10918
Citizenship: United States (Delaware)
Principal Business: Trust
% Direct Equity in [Entity]: 100% in Marjoecom 2018 LLC
% Indirect Equity in Licensee: 10.83% (10.83% x 100% direct and indirect equity in multiple intervening entities)
% Voting in [Entity]: 100% in Marjoecom 2018 LLC
Trustee: Catherine Commisso
Beneficiaries: Giuseppe (a/k/a Joseph) B. Commisso and Marissa Commisso

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Name: Marjoecom 2018 LLC
Address: One Mediacom Way, Mediacom Park, NY 10918
Citizenship: United States (Delaware)
Principal Business: Investment holding company
% Direct Equity in [Entity]: 10.83% in JMCC Corporation
% Indirect Equity in Licensee: 10.83% (10.83% x 100% direct and indirect equity in multiple intervening entities)
% Voting in [Entity]: 10.83% in JMCC Corporation

Name: JMCC Corporation
Address: One Mediacom Way, Mediacom Park, NY 10918
Citizenship: United States (Delaware)
Principal Business: Investment holding company
% Direct Equity in [Entity]: 100% in Mediacom Communications Corporation
% Indirect Equity in Licensee: 100% (100% x 100% direct and indirect equity in multiple intervening entities)
% Voting in [Entity]: 100% in Mediacom Communications Corporation

Name: Mediacom Communications Corporation
Address: One Mediacom Way, Mediacom Park, NY 10918
Citizenship: United States (Delaware)
Principal Business: Investment holding company
% Direct Equity in [Entity]: 100% in Mediacom Holdings LLC
% Indirect Equity in Licensee: 100% (100% x 100%)
% Voting in [Entity]: 100% in Mediacom Holdings LLC

Name: Mediacom Holdings LLC
Address: One Mediacom Way, Mediacom Park, NY 10918
Citizenship: United States (Delaware)
Principal Business: Investment holding company
% Direct Equity in Licensee: 100%
% Voting in Licensee: 100%

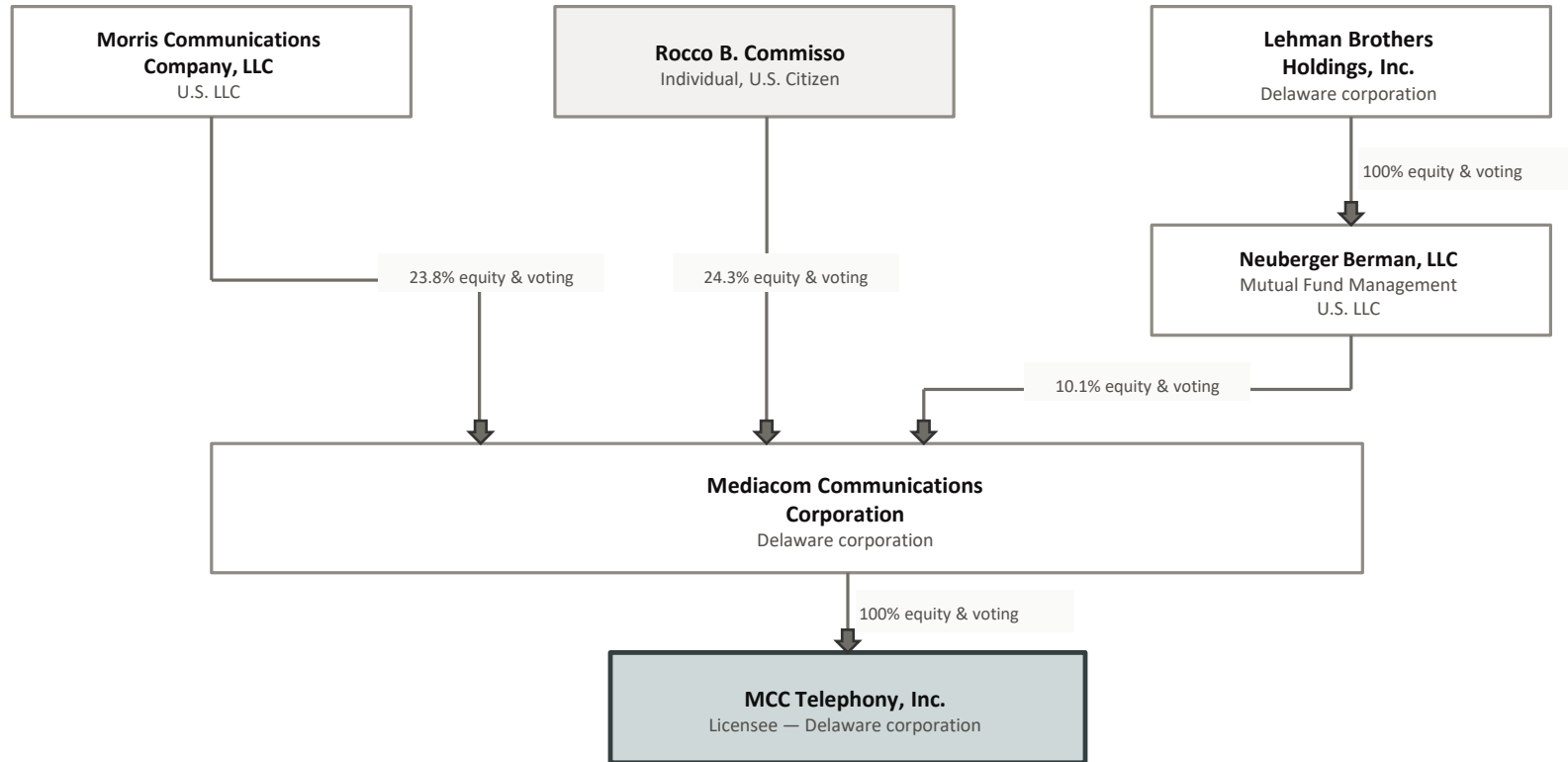
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ATTACHMENT 2

Ownership Charts

As of January 20, 2005—Before *Pro Forma* Transaction #1

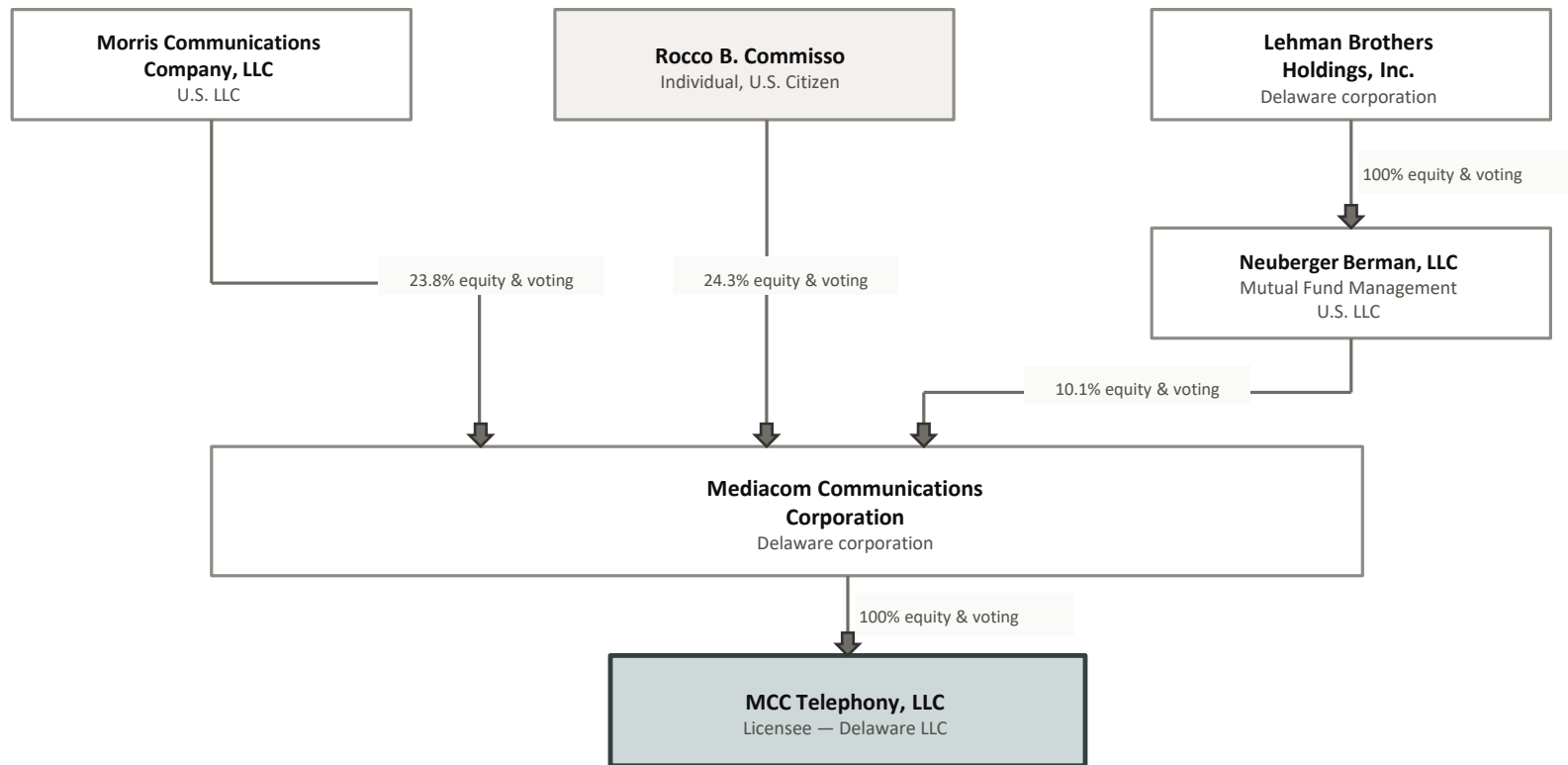
Initial Authorization



No other persons or entities held a 10% or greater direct or indirect interest in MCC Telephony

As of December 17, 2007—After *Pro Forma* Transaction #1

LLC Conversion



No other persons or entities held a 10% or greater direct or indirect interest in MCC Telephony