

**Before the  
FEDERAL COMMUNICATIONS COMMISSION  
Washington, D.C. 20554**

In the Matter of )  
)  
RGT Utilities of California, Inc., Rockefeller )  
Group Communications, Inc., and RGT Utilities )  
of Connecticut, Inc. )  
)  
                  *Assignors* )  
and )  
)  
RGT Utilities, Inc. )  
)  
                  *Assignee.* )  
)  
Pro Forma Assignment of Domestic and )  
International Authority Pursuant to Section 214 )  
of the Communications Act of 1934, as amended )

File No. \_\_\_\_\_

**NOTIFICATION OF PRO FORMA ASSIGNMENT OF DOMESTIC AND  
INTERNATIONAL AUTHORITY PURSUANT TO SECTION 214 OF THE  
COMMUNICATIONS ACT OF 1934, AS AMENDED**

Pursuant to Section 214 of the Communications Act of 1934, as amended (the Communications Act), 47 U.S.C. § 214, and Section 63.24 of the Commission’s Rules, 47 C.F.R. § 63.24, RGT Utilities of California, Inc. (“RGTU-CA”), Rockefeller Group Communications, Inc. (“RGC), and RGT Utilities of Connecticut, Inc. (“RGTU-CT,” and collectively with RGTU-CA and RGC, “Assignors”) and RGT Utilities, Inc. (“RGTU,” and collectively with Assignors, the “Applicants”) hereby notify the Commission of a *pro forma* assignment of the domestic and international Section 214 authorizations held by the Assignors from the Assignors to RGTU.<sup>1</sup>

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<sup>1</sup> RGTU holds international Section 214 authority granted in File No. ITC-92-022, which has been converted to ITC-214-19920105-00138. RGTU-CA holds international Section 214 authority granted in File No. ITC-214-20020829-00434. RGTU-CT holds international Section 214 authority granted in File No. ITC-214-20030214-00100. RGC holds international Section 214 authority granted in File No. ITC-214-20090901-00405. Authorization to transfer control of these authorizations to ConvergeOne, Inc. (“ConvergeOne”), was granted

This assignment took place in connection with a revision to the structure of the ownership of Rockefeller Group Technology Solutions, Inc. (“Technology Solutions”), the parent of both Assignors and RGTU. That reorganization followed the closing of the acquisition of control of Technology Solutions by ConvergeOne, Inc. on September 15, 2017, and took place later the same day.<sup>2</sup> The reorganization consolidated all of the regulated operations of Technology Solutions into a single entity, RGTU. This reorganization was accomplished through a merger of the Assignors into RGTU, with RGTU as the surviving company. RGTU was a wholly-owned subsidiary of Technology Solutions prior to the reorganization, and remained a wholly-owned subsidiary of Technology Solutions after the reorganization was completed. In addition, as part of the reorganization Technology Solutions changed its name to RGTS, Inc. (“RGTS”).<sup>3</sup> The structure of the company before and after the reorganization is shown in charts attached to this application in Exhibit 1.

This merger was pro forma in nature because it resulted in no change to the identity of the ultimate controlling entity of the authorizations held by Assignors, and will have no effect on the day-to-day operations of the licensed stations.

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under File Nos. ITC-T/C-201704017-00066, ITC-T/C-201704017-00067, ITC-T/C-201704017-00072, and ITC-T/C-201704017-00073, respectively and, as described below, that transfer was consummated on September 15, 2017. RGTU, RGTU-CA, RGTU-CT, and RGC also hold domestic Section 214 authorizations, but no Commission action is required to authorize the pro forma transfer of control of those authorizations. 47 C.F.R. §§ 63.01, 63.03.

<sup>2</sup> ConvergeOne notified the Commission of the closing of the initial transaction on September 15, 2017. See Letter from Russell M. Blau and Danielle Burt, counsel to ConvergeOne, Inc., to Marlene H. Dortch, Secretary, FCC, WC Docket No. 17-400, IB File Nos. ITC-T/C-20170417-00066, ITC-T/C-20170417-00067, ITC-T/C-20170417-00072, ITC-T/C-20170417-00073, Sept. 15, 2017.

<sup>3</sup> This name change did not involve any merger or other change in corporate structure and therefore does not require any notification to the Commission, but is noted here to ensure clarity in the description of the transaction and the charts illustrating the changes in the corporate structure.

This notification also provides additional information on the ownership structure of ConvergeOne, the parent of RGTS. The parties inadvertently omitted certain companies from the ownership chain of ConvergeOne in the Section 214 applications filed in connection with the transfer of control to ConvergeOne described in footnote 1. As shown below and in Exhibit 1, these companies – C1 Investment Corp., C1 Intermediate Corp., and ConvergeOne Holdings Corp. – are between ConvergeOne and Clearlake Capital Partners III (Master), L.P. in the ConvergeOne ownership chain. Each of those companies is (and at the time of the previous applications, was) under the control of Clearlake Capital Partners III (Master), L.P., and thus the omission of those companies did not affect the actual ownership or control of ConvergeOne or RGTS.

In compliance with Section 63.24(f), the following information is provided:

**(1) Name, address and telephone number of each Applicant:**

**Assignors:**

RGT Utilities of California, Inc.  
Rockefeller Group Communications, Inc.  
RGT Utilities of Connecticut, Inc.  
3344 Highway 149  
Eagan, MN 55121  
Tel: (651) 393-6237

**Assignee:**

RGT Utilities, Inc.  
3344 Highway 149  
Eagan, MN 55121  
Tel: (651) 393-6237

**(2) Government, state or territory under the laws of which each corporate or partnership Applicant is organized**

Assignors and RGTU all are Delaware corporations.

**(3) Name, title, post office address, and telephone number of the officer or contact point of each Applicant to whom correspondence concerning the Notification is to be addressed:**

For the Assignors and the Assignee:

J.G. Harrington  
Cooley LLP  
Washington, DC 20004  
Tel. (202) 776-2818  
Fax (202) 776-2222  
Email jgharrington@cooley.com

**(4) Statement as to whether the Applicants have previously received authority under Section 214 of the Act.**

RGTU holds international Section 214 authority granted in File No. ITC-92-022, which has been converted to ITC-214-19920105-00138.

RGTU-CA holds international Section 214 authority granted in File No. ITC-214-20020829-00434.

RGTU-CT holds international Section 214 authority granted in File No. ITC-214-20030214-00100.

RGC holds international Section 214 authority granted in File No. ITC-214-20090901-00405.

RGTU, RGTU-CA, RGC, and RGTU-CT also hold domestic Section 214 authorizations, granted under the blanket authorization provision of Section 63.01 of the Commission's rules. 47 C.F.R. § 63.01.

**(5) Name, address, citizenship and principal business of any person or entity that directly or indirectly owns at least ten percent of the equity of the Assignee:**

The following is the sole owner of 10 percent or more of RGT Utilities, Inc.:

| <u>Name and Address</u>   | <u>Ownership</u> | <u>Citizenship</u> | <u>Principal Business</u> |
|---|------------------|--------------------|---------------------------|
| RGTS, Inc. (formerly Rockefeller Group Technology Solutions, Inc.)<br>3344 Highway 149<br>Eagan, MN 55121 | 100.00           | Delaware           | Holding Company           |

The following is the sole owner of 10 percent or more of RGTS, Inc.:

| <u>Name and Address</u>                                  | <u>Ownership</u> | <u>Citizenship</u> | <u>Principal Business</u> |
|--|------------------|--------------------|---------------------------|
| ConvergeOne, Inc.<br>3344 Highway 149<br>Eagan, MN 55121 | 100.00           | Minnesota          | Holding Company           |

The following is the sole owner of 10 percent or more of ConvergeOne, Inc.:

| <u>Name and Address</u>   | <u>Ownership</u> | <u>Citizenship</u> | <u>Principal Business</u> |
|---|------------------|--------------------|---------------------------|
| ConvergeOne Holdings Corp.<br>233 Wilshire Boulevard, Suite 800<br>Santa Monica, CA 90401 | 100.00           | Delaware           | Private Equity Fund       |

The following is the sole owner of 10 percent or more of ConvergeOne Holdings Corp.:

| <u>Name and Address</u>  | <u>Ownership</u> | <u>Citizenship</u> | <u>Principal Business</u> |
|--|------------------|--------------------|---------------------------|
| C1 Intermediate Corp.<br>233 Wilshire Boulevard, Suite 800<br>Santa Monica, CA 90401 | 100.00           | Delaware           | Private Equity Fund       |

The following is the sole owner of 10 percent or more of C1 Intermediate Corp.:

| <u>Name and Address</u>  | <u>Ownership</u> | <u>Citizenship</u> | <u>Principal Business</u> |
|--|------------------|--------------------|---------------------------|
| C1 Investment Corp.<br>233 Wilshire Boulevard, Suite 800<br>Santa Monica, CA 90401 | 100.00           | Delaware           | Private Equity Fund       |

The following is the sole owner of 10 percent or more of C1 Investment Corp.:

| <u>Name and Address</u>  | <u>Ownership</u> | <u>Citizenship</u> | <u>Principal Business</u> |
|--|------------------|--------------------|---------------------------|
| Clearlake Capital Partners III (Master), L.P.<br>233 Wilshire Boulevard, Suite 800<br>Santa Monica, CA 90401 | 82.00            | Delaware           | Private Equity Fund       |

The following are the owners of 10 percent or more or a general partnership interest of Clearlake Capital Partners III (Master), L.P.:

| <u>Name and Address</u>  | <u>Ownership</u>   | <u>Citizenship</u> | <u>Principal Business</u>                             |
|--|--------------------|--------------------|---|
| Clearlake Capital Partners III, L.P.<br>233 Wilshire Boulevard, Suite 800<br>Santa Monica, CA 90401      | Approx.<br>100.00  | Delaware           | Private Equity Fund                                   |
| Clearlake Capital Partners III G.P., L.P.<br>233 Wilshire Boulevard, Suite 800<br>Santa Monica, CA 90401 | General<br>Partner | Delaware           | Special Purpose<br>General Partner<br>to Equity Funds |

Clearlake Capital Partners III G.P., L.P. also is the general partner of Clearlake Capital Partners III, L.P.

No limited partner of Clearlake Capital Partners III (Master), L.P. holds a ten percent or greater interest in that company.

The following is the sole general partner of Clearlake Capital Partners III G.P., L.P.:

| <u>Name and Address</u>  | <u>Ownership</u>   | <u>Citizenship</u> | <u>Principal Business</u>                |
|--|--------------------|--------------------|--|
| Clearlake Capital Partners, LLC<br>233 Wilshire Boulevard, Suite 800<br>Santa Monica, CA 90401 | General<br>Partner | Delaware           | Special Purpose<br>Investment<br>Vehicle |

No limited partner of Clearlake Capital Partners III GP, L.P. holds a ten percent or greater interest in that company.

The following is the managing member of Clearlake Capital Partners, LLC:

| <u>Name and Address</u>  | <u>Ownership</u>   | <u>Citizenship</u> | <u>Principal Business</u>                |
|--|--------------------|--------------------|--|
| CCG Operations, LLC<br>233 Wilshire Boulevard, Suite 800<br>Santa Monica, CA 90401 | Managing<br>member | Delaware           | Special Purpose<br>Investment<br>Vehicle |

The following are the owners of 10 percent or more of CCG Operations, LLC:

| <u>Name and Address</u>  | <u>Ownership</u> | <u>Citizenship</u> | <u>Principal Business</u>                |
|--|------------------|--------------------|--|
| JK Pacific Group, LLC<br>c/o Clearlake Capital Group, L.P.<br>233 Wilshire Boulevard, Suite 800<br>Santa Monica, CA 90401      | Approx.<br>50%   | California         | Special Purpose<br>Investment<br>Vehicle |
| Eden Rock Investments, LLC<br>c/o Clearlake Capital Group, L.P.<br>233 Wilshire Boulevard, Suite 800<br>Santa Monica, CA 90401 | Approx.<br>50%   | California         | Investment                               |

The following is the sole owner of 10 percent or more of JK Pacific Group, LLC:

| <u>Name and Address</u>  | <u>Ownership</u> | <u>Citizenship</u> | <u>Principal Business</u> |
|--|------------------|--------------------|---------------------------|
| José Feliciano and Kwanza Jones Revocable<br>Trust<br>c/o Clearlake Capital Group, L.P.<br>233 Wilshire Boulevard, Suite 800<br>Santa Monica, CA 90401 | 100%             | U.S.               | Trust                     |

José Feliciano and Kwanza Jones are the joint beneficiaries of the José Feliciano and Kwanza Jones Revocable Trust. They are both U.S. citizens and their address is the same as the address for the trust.

The following is the sole owner of 10 percent or more of Eden Rock Investments:

| <u>Name and Address</u>  | <u>Ownership</u> | <u>Citizenship</u> | <u>Principal Business</u> |
|--|------------------|--------------------|---------------------------|
| Behdad Eghbali<br>c/o Clearlake Capital Group, L.P.<br>233 Wilshire Boulevard, Suite 800<br>Santa Monica, CA 90401 | 100%             | U.S.               | Individual                |

Other than their interests in Assignee, none of the entities or individuals listed above holds an attributable interest in any entity that provides interstate telecommunications services.

**(6) Certification as to nature of the transaction:**

The parties certify that the transfer of control described herein was *pro forma* and that, together with all previous *pro forma* transactions, does not result in a change in the actual controlling party.

**(7) Certification by Transferee pursuant to 47 C.F.R. §§ 1.2001-1.2003 that no party to the Joint Application is subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 583**

The parties hereby certify, pursuant to 47 C.F.R. §§ 1.2001-1.2003, that to the best of its knowledge, information, and belief, no party to this Application is subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 583.

**Conclusion**

For the foregoing reasons, the Applicants respectfully submit that grant by the Commission of this the *pro forma* assignment of the international Section 214 authorizations now held by Assignors would serve the public interest, convenience and necessity.


Respectfully submitted,

RGT Utilities of California, Inc.  
Rockefeller Group Communications, Inc.  
RGT Utilities of Connecticut, Inc.

*Assignors*

RGT Utilities, Inc.

*Assignee*

By:   
\_\_\_\_\_  
J.G. Harrington  
Their Attorney  
Cooley LLP  
(202) 776-2818  
jgharrington@cooley.com

Date: October 6, 2017



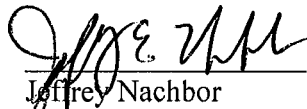
**NOTIFICATION OF PRO FORMA ASSIGNMENT OF INTERNATIONAL  
SECTION 214 AUTHORIZATIONS**

**CERTIFICATIONS**

I, Jeffrey Nachbor, of ConvergeOne, Inc., the indirect parent company of RGT Utilities of California, Inc., Rockefeller Group Communications, Inc., RGT Utilities of Connecticut, Inc., and RGT Utilities, Inc., hereby certify the following:

- The assignment of the domestic and international authorizations held by RGT Utilities of California, Inc., Rockefeller Group Communications, Inc., and RGT Utilities of Connecticut, Inc. to RGT Utilities, Inc. was pro forma and that, together with all previous pro forma transactions, did not result in a change in the actual controlling party; and
- 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.

Dated: October 6, 2017



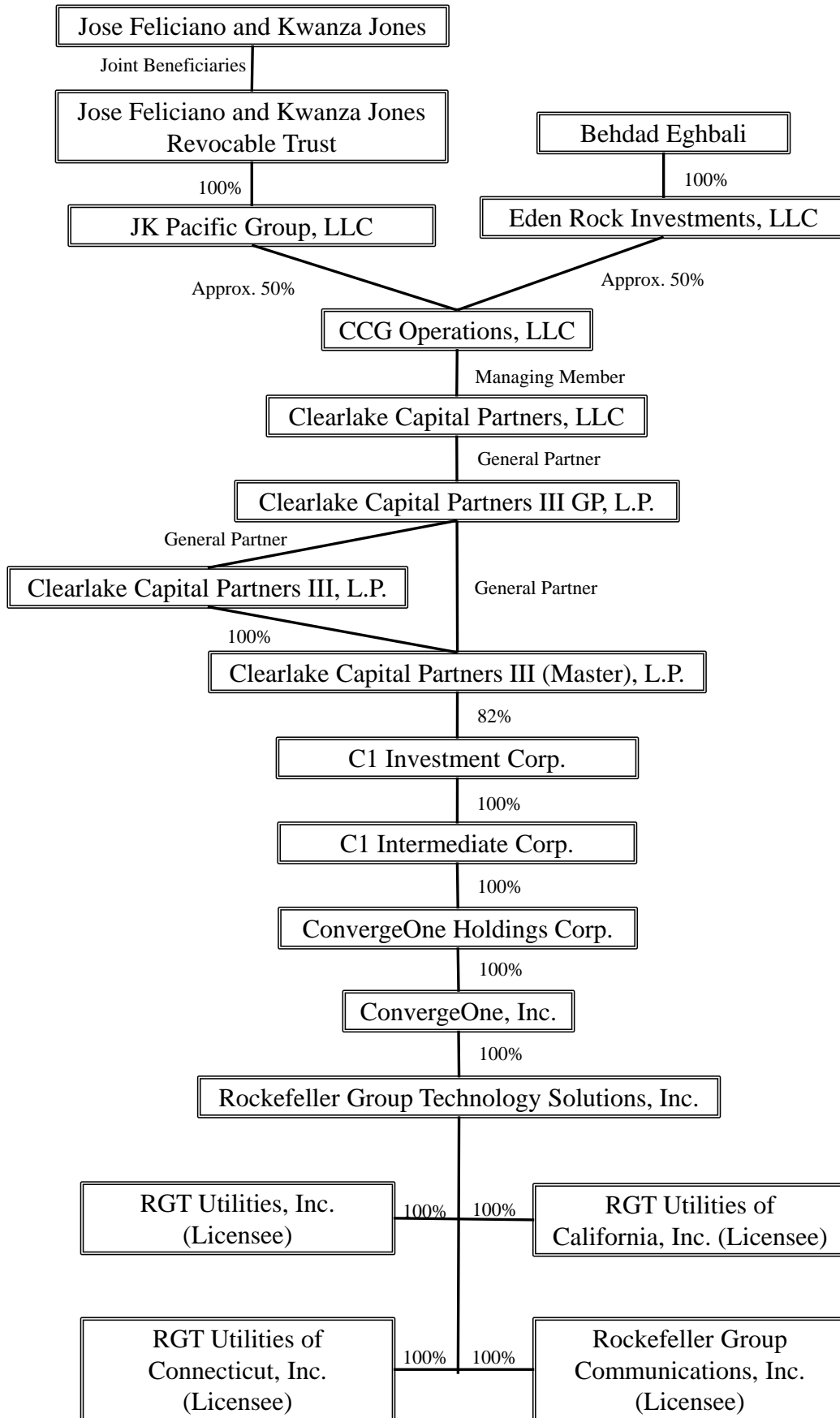
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Jeffrey Nachbor  
ConvergeOne, Inc.  
3344 Highway 149  
Eagan, MN 55121

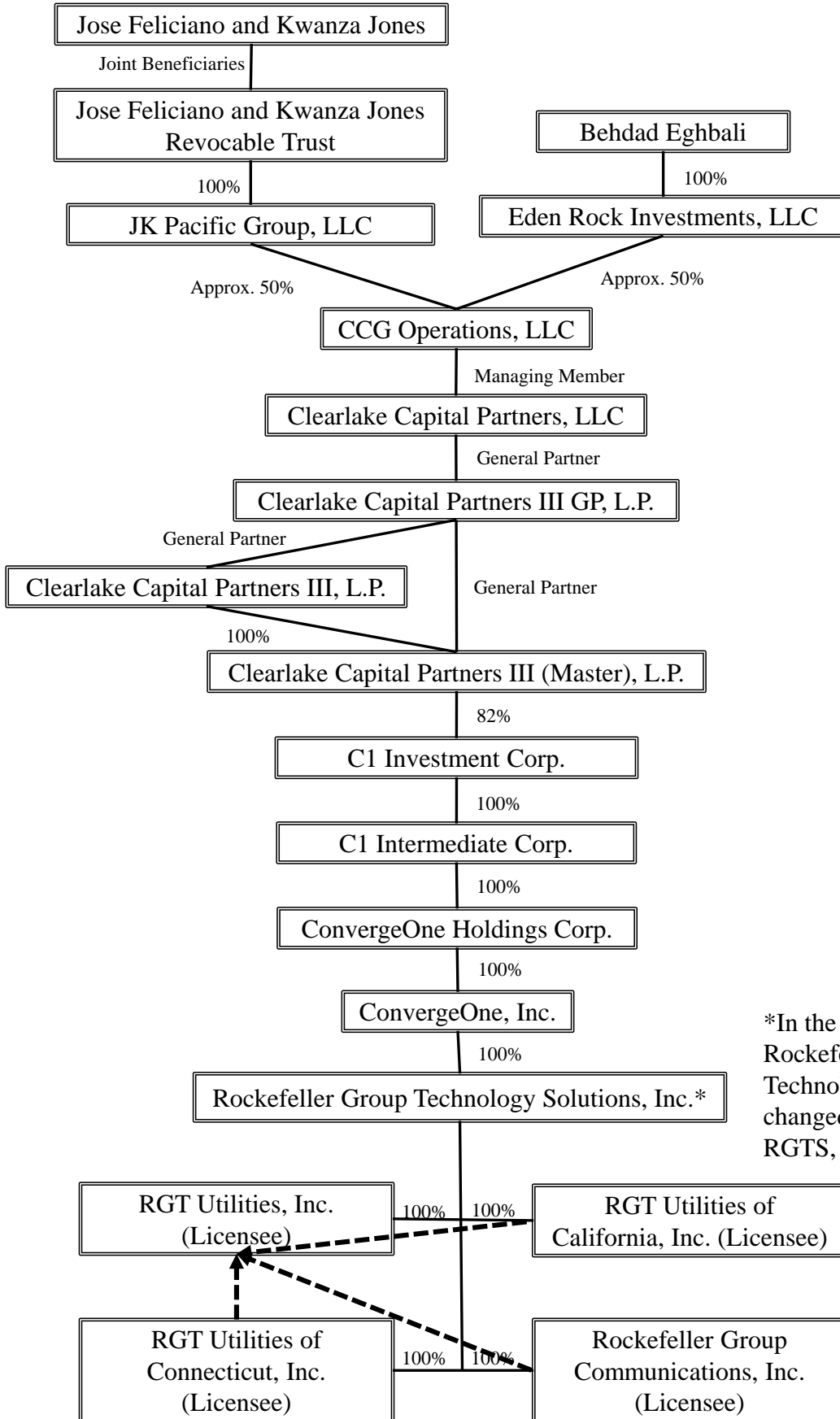
## **Exhibit 1**

### **Illustrative Charts of the Reorganization**

# Pre-reorganization Structure

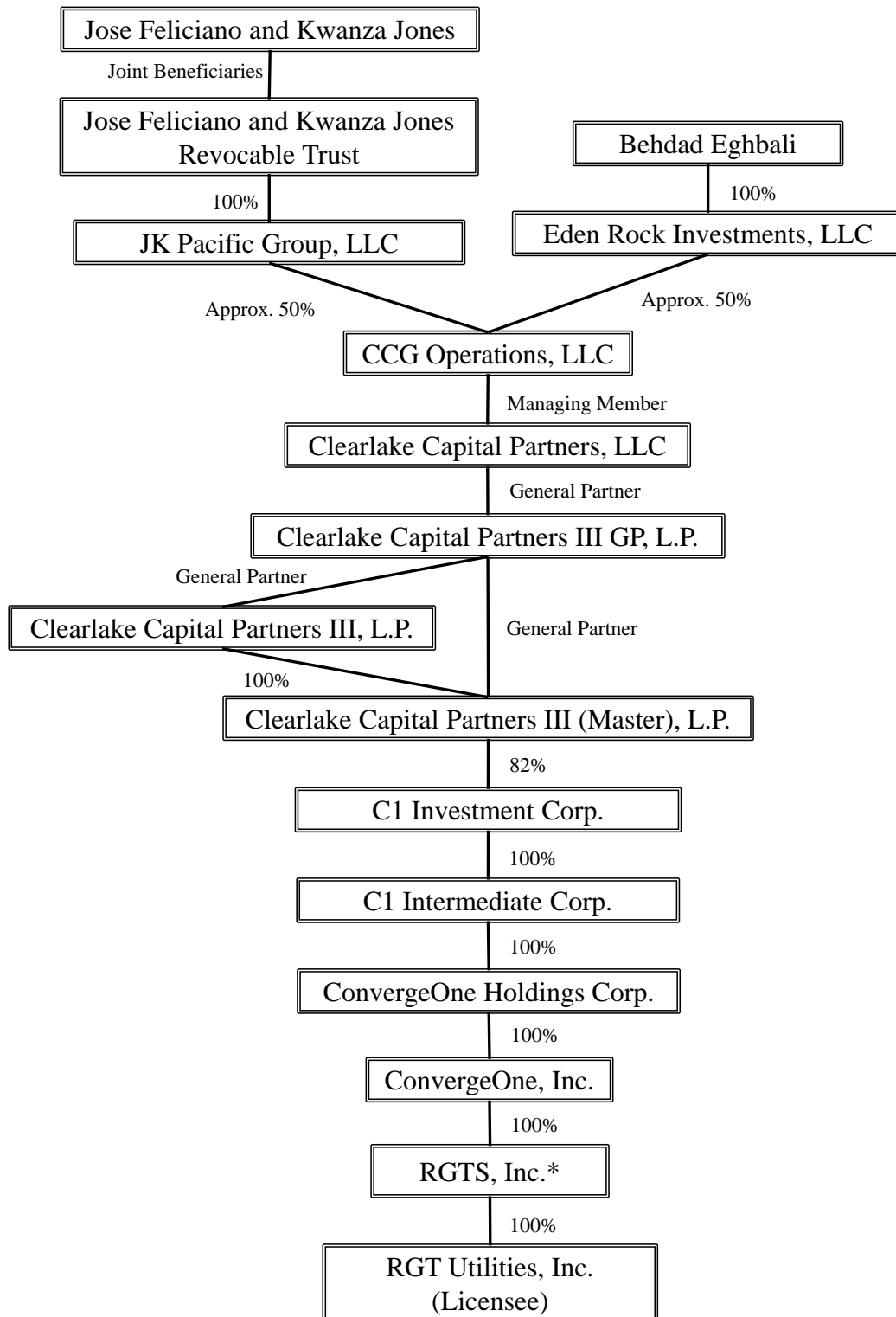


# Reorganization



\*In the reorganization, Rockefeller Group Technology Solutions changed its name to RGTS, Inc.

# Post-reorganization Structure



\*Formerly Rockefeller Group Technology Solutions, Inc.