

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

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In the Matter of the Application of	)	
	)	
<b>MBS Holdings, Inc.,</b>	)	
Transferor	)	
	)	
and	)	
	)	IB Docket No. _____
<b>Castle Intermediate Holdings, Inc.</b>	)	
Transferee	)	WCB Docket No. _____
	)	
and	)	
	)	
<b>Alteva of Warwick, LLC, Alteva Long-</b>	)	
<b>Distance, Inc. and Momentum Telecom, Inc.</b>	)	
Licensees	)	
	)	
Joint Application for Consent to Transfer Control	)	
of Domestic and International Authorizations	)	
Pursuant to Section 214 of the Communications	)	
Act of 1934, as amended and the Applicable	)	
Rules of the Commission	)	

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**JOINT APPLICATION**

**I. Introduction**

Pursuant to Section 214 of the Communications Act of 1934, as amended (the “Act”), 47 U.S.C. § 214, and Sections 63.03, 63.04, 63.18, and 63.24 of the Commission’s rules, 47 C.F.R. §§ 63.03, 63.04, 63.18, and 63.24, the Applicants identified herein respectfully request the Commission’s approval of the transfer of control of Alteva of Warwick, LLC (“Alteva of Warwick”), Alteva Long-Distance, Inc. (“Alteva LD”), and Momentum Telecom, Inc. (“Momentum”) (the “Licensees”), all indirect, wholly-owned subsidiaries of MBS Holdings, Inc. (“MBS” or “Transferor”) to Castle Intermediate Holdings, Inc. (“Transferee” or “Castle Intermediate Holdings”) (together, the “Applicants”).

As described in more detail below, the Transaction (defined below) will transfer ultimate control of the Licensees to Castle Intermediate Holdings, an affiliate of Court Square Capital Partners (“Court Square”), a leading New York middle market private equity firm with one of the most experienced investment teams in the telecommunications industry. The Licensees include two entities that hold international Section 214 authorizations and two entities that rely on blanket domestic Section 214 authorization under Section 63.01 of the Commission’s rules, 47 C.F.R. § 63.01. The Transaction also contemplates certain *pro forma* reorganizations to the Licensees’ business structure, though not their operations.

Consistent with Section 63.04(b), 47 C.F.R. § 63.04(b), and Commission practice, the Applicants have consolidated their request for Commission consent to the transaction into a single application (“Application”), and are submitting this consolidated pleading in two separate filings for the international and domestic licenses that Applicants seek to transfer. This narrative provides the information required by Sections 63.03, 63.04, 63.18, and 63.24 of the Commission’s rules, 47 C.F.R. §§ 63.03, 63.04, 63.18, and 63.24.

#### **A. Description of the Applicants**

Through its indirect subsidiary, Alteva, Inc. (“Alteva”),<sup>1</sup> MBS has two wholly-owned carrier subsidiaries: Alteva of Warwick and Alteva LD. MBS has another indirect, wholly-owned

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<sup>1</sup> Alteva of Warwick and Alteva L-D are direct subsidiaries of Alteva, Inc. (“Alteva”). Alteva, Inc. is, in turn, a direct subsidiary of MBS Intermediate Holdings, LLC, which is, in turn, a direct subsidiary of MBS. *See* Exhibit A (organizational charts); *see also* Public Notice, *Domestic Section 214 Application Filed for the Transfer of Control of Alteva, Inc. to MBS Holdings, Inc.*, WC Docket No. 15-231, DA15-1135 (Oct. 5, 2015) (describing structure of previously approved transaction involving MBS and Alteva).

carrier subsidiary, Momentum.<sup>2</sup> For the Commission’s reference pre- and post-Transaction organization charts are provided as Exhibit A. Information on these carriers is provided below:

**i. Alteva of Warwick and Alteva LD**

Alteva of Warwick is a New York corporation that operates as the incumbent local exchange carrier (“ILEC”) in the contiguous towns of Warwick, Goshen and Wallkill, New York, and the adjacent townships of West Milford, Vernon, and Franklin Borough, New Jersey. Alteva of Warwick’s ILEC operation serves approximately 7,876 business and residential customers, with approximately 8,196 access lines in service as of December 31, 2017. Alteva of Warwick also offers its local exchange customers broadband services (via xDSL), as well as a package of satellite video services via an arrangement with DirecTV. Alteva of Warwick’s ILEC service area is primarily rural, covering a geographic area with an estimated population of less than 50,000. Alteva of Warwick is a rural telephone company under 47 U.S.C. § 153(44).

Alteva of Warwick also operates as a competitive local exchange carrier (“CLEC”) in Middletown and Scotchtown, New York, and Vernon, New Jersey, serving approximately 320 business and residential customers via its CLEC operations.

Alteva LD is licensed to provide domestic interstate and intrastate interexchange and international telecommunications services. Alteva LD holds international Section 214 authority, as described below. As part of the proposed transaction, Applicants seek to dissolve

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<sup>2</sup> Momentum is a direct subsidiary of MBS Intermediate Holdings, LLC (“MBS Intermediate Holdings”). Another MBS carrier subsidiary, ALEC, LLC, recently discontinued operations. *See* Public Notice, DA 18-144, *Comments Invited on Section 214 Application to Discontinue Domestic Non-Dominant Carrier Telecommunications Services of, inter alia, ALEC, LLC* (rel’d Feb. 13, 2018) (application to be deemed granted by operation of law as of March 13, 2018). Filings to withdraw or cancel ALEC, LLC’s certifications in each of the states where it was previously authorized to provide telecommunications services were submitted to the relevant state regulatory commissions before the filing of this Application.

Alteva LD, surrender its domestic 214 authorization and transfer its international Section 214 license to Alteva of Warwick, a change that is a pro forma reorganization of the Licensees' operations. Because Alteva LD does not currently have any customers, this change will not impact any end-users or affect the Licensees' operations.

## **ii. Momentum Telecom**

Momentum is authorized to operate as a CLEC in the following states: Alabama, California, Florida, Georgia, Kentucky, Louisiana, New Jersey, North Carolina, Pennsylvania, South Carolina, Tennessee, and the U.S. Virgin Islands. Momentum also holds Section 214 authority from the FCC to provide international telecommunications services. *See* ITC-214-20081400480.

Under the trade name Momentum Telecom, Momentum is a leading provider of wholesale hosted Voice Over Internet Protocol (“VoIP”) and unified communications services and serves as the wholesale “CLEC partner”<sup>3</sup> and broadband system manager to Tier II and Tier III cable providers. Momentum currently supports more than 411 cable operators, broadband providers and reseller partners, manages nearly 1.2 million high-speed data modems and powers over 350,000 voice lines around the country.

## **iii. Castle Intermediate Holdings**

Castle Intermediate Holdings, the Transferee, is a Delaware corporation formed on March 1, 2018 for the purpose of consummating this transaction and ultimately acquiring control of MBS and the Licensees. Castle Holding Company, LLC (“Castle Parent”) is a Delaware limited liability company formed on March 1, 2018 to hold the investment of Court Square and members of MBS management in Castle Intermediate Holdings. CSC Castle Holdings, L.P.

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<sup>3</sup> *E.g., Numbering Policies for Modern Communications*, Notice of Proposed Rulemaking, Order and Notice of Inquiry, 28 FCC Rcd. 5842, ¶ 45 (2013).

("CSC Castle Aggregator") is a holding company formed by Court Square on March 8, 2018 to hold the aggregate equity investments of certain Court Square investment funds ("Funds") in Castle Parent. At closing, the Funds will own 100% of the limited partnership interests in CSC Castle Aggregator and will indirectly own between approximately 82% and 96% of the equity of the Licensees depending on the total participation by MBS's current management which will not be known until closing.

Each Fund and CSC Castle Aggregator are controlled and managed by its sole general partner, Court Square Capital GP III, LLC ("GP").<sup>4</sup> The Fund making the largest investment in Castle Parent is Court Square Capital Partners III, L.P., a Delaware limited partnership ("CSC Fund III"). CSC Fund III will hold 96.82% of the membership interests in Castle Aggregator, and in turn, will hold between an approximately 88% and 95% indirect equity interest in Castle Parent and between an approximately 79% and 93% indirect equity interest Castle Intermediate Holdings, MBS and the Licensees.

Each Fund is owned by numerous "insulated" limited partners who include pension funds, high net worth individuals, and other institutional investors. The Funds do not have any uninsulated limited partners within the meaning of § 1.992(b)(2)(ii)(A) of the FCC's rules, 47 C.F.R. § 1.992(b)(2)(ii)(A).

No limited partner in any Fund (including CSC Fund III) will hold a 10% or greater direct or indirect interest in CSC Castle Aggregator, Castle Parent, Castle Intermediate Holdings (Transferee), MBS (Transferor), MBS Intermediate Holdings, Alteva or any Licensee. Except for CSC Fund III, CSC Castle Aggregator and Castle Parent, no other investor (through its

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<sup>4</sup> All of the Court Square entities and funds identified in this Application have the same mailing address and contact information provided for Castle Intermediate Holdings in Section II(a).

ownership in any of the Funds, CSC Castle Aggregator, Castle Parent or in combination with any other interest) will individually or in the aggregate hold a 10% or greater direct or indirect equity or voting interest in Castle Intermediate Holdings (Transferee), MBS (Transferor), MBS Intermediate Holdings, Alteva or the Licensees.

As discussed above, CSC Castle Aggregator, CSC Fund III and the each of the other Funds are managed and controlled by the GP. The GP is owned by the investment professionals at Court Square, each of whom is a United States citizen. The GP is managed and controlled by a Board of Managers (“Board”) composed of the following members of the GP, all of whom are U.S. citizens: William Comfort, David Thomas, Michael Delaney, Joseph Silvestri, Ian Highet, John Weber, Christopher Bloise, Thomas McWilliams and John Civantos, each of whom was appointed in the limited liability company agreement of the GP and each of whom will continue to serve on the Board so long as they remain investment professionals at Court Square. Decisions of the Board, including designation of replacement members, are made by the approval of a majority of the Board members. No member of the GP (through its ownership in the GP or in combination with any other interest) will hold a 10% or greater direct or indirect interest in CSC Castle Aggregator, Castle Parent, Castle Intermediate Holdings (Transferee), MBS (Transferee), MBS Intermediate Holdings, Alteva or any Licensee.

Pursuant to the terms of an investment management agreement, certain of the Funds’ investment decisions have been delegated to an investment committee comprising the board members of the GP named above.

The GP is well-qualified to obtain control of the Licensees. Court Square is one of the most experienced private equity firms in the industry and its management team has extensive experience investing in the telecommunications industry. Court Square currently controls

Conterra Ultra Broadband Holdings, Inc. (“Conterra Holdings”) and its regulated subsidiaries Conterra Ultra Broadband, LLC (“Conterra”), Detel Wireless, LLC (“Detel”), Broadplex LLC (“Broadplex”) and has received regulatory approval from the FCC and all relevant state public utility commissions to acquire Network USA, Inc. in a transaction that is expected to close by the end of the first quarter of 2018. Conterra provides backhaul and fronthaul transport for wireless carriers and access and broadband networks for K-12, healthcare, and government entities in the following states: Alabama, Arizona, Arkansas, Colorado, Georgia, Illinois, Iowa, Kansas, Mississippi, Montana, Nevada, New Mexico, North Carolina, Oklahoma, South Carolina, Tennessee, Texas, Virginia, and Washington. Detel provides competitive local exchange and interexchange telecommunications services in Mississippi and Louisiana. In 2016, Conterra acquired control of Broadplex, which provides local exchange and interexchange services on a private contract basis to customers located in North Carolina and South Carolina. Network USA provides access and transport services to certain enterprise customers and wholesale carriers in Louisiana, Arkansas, Mississippi and Georgia, Court Square also controls Encompass Digital Media Group (“Encompass”), including its regulated subsidiary BFI Licenses, LLC (“BFI”). BFI provides a variety of digital media services and holds an international Section 214 authorization (*See* FCC File No. ITC-214-19940411-00382). Previously, Court Square owned a controlling interest in Fibertech Networks, LLC (a broadband provider that operates one of the largest independently owned metro-area fiber optic footprints in the United States), co-owned a controlling interest in NTELOS (a diversified, regional communications provider offering wireless and wireline services in Virginia and West Virginia) and held a minority interest in incumbent local exchange carrier Valor Telecommunications. Except for the interests in Conterra Holdings and Encompass (and their respective subsidiaries) described above, Court

Square, its affiliates (including CSC Castle Aggregator, Castle Parent, and Castle Intermediate Holdings), and the members of the Board of the GP do not currently offer any regulated telecommunications services and are not affiliated with any other telecommunications carrier.<sup>5</sup>

## **B. Description of the Transaction**

Pursuant to an Agreement and Plan of Merger (“Merger Agreement”) executed on March 10, 2018 among MBS, Castle Intermediate Holdings, Castle Merger Sub, Inc. (“Merger Sub”) (a newly-formed, direct subsidiary of Castle Intermediate Holdings formed for the purpose of consummating this transaction) and Big Mo, LLC, as representative for MBS’s selling shareholders, Castle Intermediate Holdings will acquire a controlling interest in MBS and, thereby, control of the Licensees. Specifically, pursuant to the Merger Agreement, MBS will merge with and into Merger Sub, with MBS surviving the merger as a wholly-owned subsidiary of Castle Intermediate Holdings (the “Transaction”). As a result, each of the Licensees will become indirect, wholly-owned subsidiaries of Castle Intermediate Holdings. *See Exhibit A.*

The Licensees’ existing management teams will stay intact following the Transaction and will continue to actively manage the day-to-day operations of the Licensees. No changes in management or operational personnel are expected as a result of the Transaction. The Licensees will also have access to the operational and managerial resources of Court Square. Accordingly, the resources of Court Square will augment the already well-qualified management teams of Alteva of Warwick and Momentum and help strengthen the Licensees’ competitive position of in the telecommunications marketplace.

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<sup>5</sup> Court Square previously owned a controlling interest in Fibertech Networks, LLC (a broadband provider that operates one of the largest independently owned metro-area fiber optic footprints in the United States), co-owned a controlling interest in NTELOS (a diversified, regional communications provider offering wireless and wireline services in Virginia and West Virginia) and held a minority interest in incumbent local exchange carrier Valor Telecommunications. Court Square no longer holds any interest in these companies.



Moreover, the proposed Transaction will result only in a change in the ultimate equity ownership of the Licensees. With the exception of the *pro forma* transfer of the international 214 license held by Alteva LD to Alteva of Warwick and the surrender of Alteva LD's domestic 214 authorization, no changes to the Licensees' operations will occur as a consequence of the proposed Transaction. The rates, terms and conditions of service offered by the Licensees to their customers will not change as a result of the Transaction and Alteva of Warwick and Momentum will continue to operate under the same names. As a result, the transfer of control will be seamless and virtually transparent to customers. Consummation of the Transaction proposed herein will serve the public interest.

**C. Request for Streamlined Processing**

Applicants respectfully submit that this Application is eligible for presumptive streamlined processing for the following reasons:

1. The domestic portion of this Application is eligible for streamlined processing under Section 63.03(b)(2)(ii) of the Commission's rules. 47 C.F.R. § 63.03(b)(2). The Transaction will not result in the Transferee having a market share in the interstate, interexchange market of 10 percent or more. Moreover, the Transferee (through its affiliates) would provide competitive telephone exchange services or exchange access services (if at all) exclusively in geographic areas served by a dominant local exchange carrier that is not a party to this Transaction. Specifically, none of the Court Square affiliates identified above are CLECs in the geographic area where Alteva of Warwick is a dominant ILEC.

2. The international portion of this Application is eligible for streamlined processing under Section 63.12 because Alteva LD and Momentum, the Licensees holding International 214

Authority, are non-facilities based resellers that lack market power and post-closing will not be affiliated with any foreign carrier. *See* 47 CFR § 63.12.

**II. INFORMATION REQUIRED BY SECTIONS 63.04 and 63.24 OF THE COMMISSION'S RULES**

In accordance with 47 C.F.R. § 63.24(e)(2), the Applicants submit the following information requested in 47 C.F.R. §§ 63.18 for each of the Applicants:

**(a) Name, address, and telephone number of each applicant:**

**Transferor**

MBS Holdings, Inc.	FRN: 0023247638
880 Montclair Road, Suite 400	
Birmingham, Alabama 35242	
(205) 978-6035	

**Licensees**

Alteva of Warwick, LLC	FRN: 0022150361
47 Main Street, P.O. Box	
Warwick, NY 10990-0592	
(845) 986-8808	

Alteva Long Distance, Inc.	FRN: 0004272118
47 Main Street, P.O. Box	
Warwick, NY 10990-0592	
(845) 986-8808	

(As noted above, Applicants intend to dissolve Alteva LD and transfer its international 214 authorization to Alteva of Warwick as part of the Transaction.)

Momentum Telecom, Inc.	FRN: 0005075403
880 Montclair Road, Suite 400	
Birmingham, Alabama 35242	
(205) 978-6035	

**Transferee**

Castle Intermediate Holdings, Inc.	FRN: 0027346535
c/o Court Square Capital Partners	
55 East 52nd Street, 34th Floor	
New York, NY10055	

(212) 752-6110

**(b) Jurisdiction of Organizations:**

Transferor: MBS is a corporation organized under the laws of Delaware.

Licensee: Alteva of Warwick and Alteva LD are corporations organized under the laws of New York. Momentum is a Delaware corporation.

Transferee: Castle Intermediate Holdings is a corporation formed under the laws of Delaware.

(c) Correspondence concerning this Application should be addressed to:

**For Transferor:**

Matthew G. Conroy  
Chief Financial Officer  
MBS Holdings, Inc.  
2700 Corporate Drive, No. 200  
Birmingham, AL 35242  
(205) 978-4400

with copies to:

Michael C. Sloan  
Davis Wright Tremaine LLP  
1919 Pennsylvania Avenue, NW  
Suite 800  
Washington, DC 20006  
Tel: (202) 973-4227  
Fax: (202) 974-4427  
Email: michael Sloan@dwt.com

**For Transferee:**

Chris Litchford  
Vice President  
Castle Holding Company, LLC  
c/o Court Square Capital Partners  
55 East 52nd Street, 34th Floor  
New York, NY 10055  
(212) 752-6781  
clitchford@courtsquare.com

with copies to:

Paige K. Fronabarger  
Wilkinson Barker Knauer, LLP  
1800 M Street, N.W., Suite 800N  
Washington, DC 20036  
Tel: (202) 783-4141  
Fax: (202) 783-5851  
Email: [pfronabarger@wbklaw.com](mailto:pfronabarger@wbklaw.com)

(d) Alteva LD holds international Section 214 authority to provide international telecommunications services between the United States and international points. *See* FCC File No. ITC-214-1993102200192. As noted above, Applicants seek approval of the pro forma transfer of this license to Alteva of Warwick.

Momentum also holds international Section 214 authority to provide international telecommunications services between the United States and international points. *See* FCC File No. ITC-214-20081400480.

As noted above, BFI holds an international Section 214 authorization to provide international telecommunications services between the United States and international points. *See* FCC File No. ITC-214-19940411-00382.

(e) – Not applicable.

(f) – Not applicable.

(g) – Not applicable.

(h) Ownership of the Applicants:

**Information concerning shareholders owning ten percent (10%) or more of MBS.**

MBS is a privately owned corporation. The following entities currently (prior to the Transaction) have a ten (10) percent or greater direct or indirect ownership interest in MBS:

- Big Bird LLC owns 17.9% of the total outstanding equity of MBS. Sarah Scruggs Olson, a US citizen, is the Sole Member of Big Bird LLC. The address for Sarah Scruggs Olson is 2230 Jefferson Ave, Saint Paul, MN 55105.

- Featheringill Investment Group, LLC, an Alabama limited liability company located at 880 Montclair Road, Suite 400, Birmingham, AL 35213, owns 10.6% of the total outstanding equity of MBS. Featheringill Investment Group, LLC is controlled by Carolyn Featheringill, a US citizen, and Elizabeth Pharo, a US citizen. The address for Carolyn Featheringill is 3211 Pine Ridge Road, Birmingham, AL 35213. The address for Elizabeth Pharo is 13 Peachtree Street, Birmingham, AL 35213.
- Ramsey Management LLC, an Alabama limited liability company located at 3211 Pine Ridge Road, Birmingham, AL 35213, owns 10.2% of the total outstanding equity of MBS. Ramsey Management LLC is controlled by Carolyn Featheringill, a US citizen. The address for Carolyn Featheringill is 3211 Pine Ridge Road, Birmingham, AL 35213.
- Pharo Investment Group, LLC, an Alabama limited liability company located at 13 Peachtree Street, Birmingham, AL 35213, owns 13.9% of the total outstanding equity of MBS. Pharo Investment Group, LLC is controlled by Elizabeth Pharo, a US citizen. The address for Elizabeth Pharo is 13 Peachtree Street, Birmingham, AL 35213.

No other individual or entity has a ten (10) percent or greater direct or indirect ownership interest in the transferor, MBS, at the time the proposed Transaction is consummated.

**Information concerning shareholders proposing to own ten percent (10%) or more of Licensees post-closing.**

- (1) At closing, the following entity will own or control ten percent (10%) or more of the Licensees:

Name:	MBS Intermediate Holdings, LLC
Address:	880 Montclair Road, Suite 400 Birmingham, Alabama 35242
Citizenship:	U.S.
Percentage Owned:	100% equity and voting in Momentum
Principal Business:	Holding Company

Name:	Alteva, Inc.
Address:	880 Montclair Road, Suite 400 Birmingham, Alabama 35242
Citizenship:	U.S.
Percentage Owned:	100% equity and voting in Alteva of Warwick
Principal Business:	Holding Company

- (2) At closing, the following entity will own or control ten percent (10%) or more of MBS Intermediate Holdings, LLC:

Name: MBS Holdings, Inc.  
Address: 880 Montclair Road, Suite 400  
Birmingham, Alabama 35242  
Citizenship: U.S.  
Percentage Owned: 100% equity and voting  
Principal Business: Holding Company

- (3) At closing, the following entity will own or control ten percent (10%) or more of MBS Holdings, Inc.

Name: Castle Intermediate Holdings, Inc.  
Address: c/o Court Square Capital Partners  
Park Avenue Plaza, 34th Floor  
55 East 52nd Street  
New York, New York 10055  
Citizenship: U.S.  
Percentage Owned: 100% equity and voting  
Principal Business: Holding Company

- (4) At closing, the following entities will own or control ten percent (10%) or more of Castle Intermediate Holdings, Inc. (Transferee):

Name: Castle Holding Company, LLC  
Address: c/o Court Square Capital Partners  
Park Avenue Plaza, 34th Floor  
55 East 52nd Street  
New York, New York 10055  
Citizenship: U.S.  
Percentage Owned: 91%-98% equity and 100% voting  
Principal Business: Finance/ Investment Fund

- (5) At closing, the following entities will own or control ten percent (10%) or more of Castle Holding Company, LLC (Castle Parent):

Name: CSC Castle Holdings, L.P.  
Address: c/o Court Square Capital Partners  
Park Avenue Plaza, 34th Floor  
55 East 52nd Street  
New York, New York 10055  
Citizenship: U.S.  
Percentage Owned: 91%-98% equity  
Principal Business: Finance/ Investment Fund

Name: Court Square Capital GP III, LLC  
Address: c/o Court Square Capital Partners  
Park Avenue Plaza, 34th Floor  
55 East 52nd Street  
New York, New York 10055  
Citizenship: U.S.  
Percentage Owned: 91%-98% voting (as sole general partner of CSC Castle Holdings, L.P.)  
Principal Business: Finance/ Investment Manager

- (4) At closing, the following entities will own or control ten percent (10%) or more of CSC Castle Holdings, L.P.:

Name: Court Square Capital Partners III, L.P.  
Address: c/o Court Square Capital Partners  
Park Avenue Plaza, 34th Floor  
55 East 52nd Street  
New York, New York 10055  
Citizenship: U.S.  
Percentage Owned: 96.82% equity and 0% voting  
Principal Business: Finance/ Investment Fund

Name: Court Square Capital GP III, LLC  
Address: c/o Court Square Capital Partners  
Park Avenue Plaza, 34th Floor  
55 East 52nd Street  
New York, New York 10055  
Citizenship: U.S.  
Percentage Owned: 0% equity/ 100% voting (as sole general partner of Court Square Capital Partners III, L.P. and Court Square Capital Partners (Executive) III, L.P. )  
Principal Business: Finance/ Investment Manager

Other than the foregoing, following the transition, no other person or entity (including any limited partner in the Funds) will directly or indirectly own or control ten percent (10%) or more (in the aggregate) of the equity or voting interest of any Licensee.

(i) Applicants certify that none of them is a foreign carrier, nor is any affiliated with any foreign carrier.

(j) Applicants certify that it does not seek to provide international telecommunications services to any destination country to which 47 C.F.R. § 63.18(j)(1) through (j)(4) applies.

**(k)-(m)** Sections (k) through (m) of 47 C.F.R. § 63.18 are not applicable because none of the Applicants is affiliated with any foreign carrier.

**(n)** The Applicants certify that they have not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route and will not enter into such agreements in the future.

**(o)** The Applicants certify, pursuant to 47 C.F.R. §§ 1.2001 through 1.2003, 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.

**(p)** The Applicants are requesting streamlined processing for the reasons explained in Section I.D above.

### **III. INFORMATION REQUIRED BY SECTION 63.04 OF THE COMMISSION'S RULES**

In accordance with Section 63.04(b) of the Commission's rules, 47 C.F.R. § 63.04(b), which specifies the contents required of joint international and domestic Section 214 transfer of control applications, in addition to the information required in international Section 214 applications by 47 C.F.R. § 63.18, the Applicants submit the following information requested by 47 C.F.R. §§ 63.04(a)(5) through (a)(12):

**(5) Certification that no party is subject to a denial of Federal Benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988.**

See Certification in Section II(o), above.

**(6) Description of the transaction.**

The proposed Transaction is described in Section I, above.



- (7) **Description of the geographic areas in which the transferor and transferee (and their affiliates) offer domestic telecommunications services, and what services are provided in each area.**

See Section I above.

- (8) **Statement as to how the application fits into one or more of the presumptive streamlined categories in this section or why it is otherwise appropriate for streamlined treatment.**

See Section I, above.

- (9) **Identification of all other Commission applications related to the same transaction.**

None, besides this Application to the International Bureau and Wireline Competition Bureau.

- (10) **Statement of whether the applicants are requesting special consideration because either party to the transaction is facing imminent business failure.**

The Applicants are not requesting such special consideration of this Application.

- (11) **Identification of any separately filed waiver requests being sought in conjunction with the transaction.**

There are no separately filed waiver requests being sought in connection with the proposed Transaction.

- (12) **Statement showing how grant of the application will serve the public interest, convenience, and necessity.**

Grant of this Application will serve the public interest, convenience, and necessity, as discussed in Section I, above.

#### **IV. CONCLUSION**

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

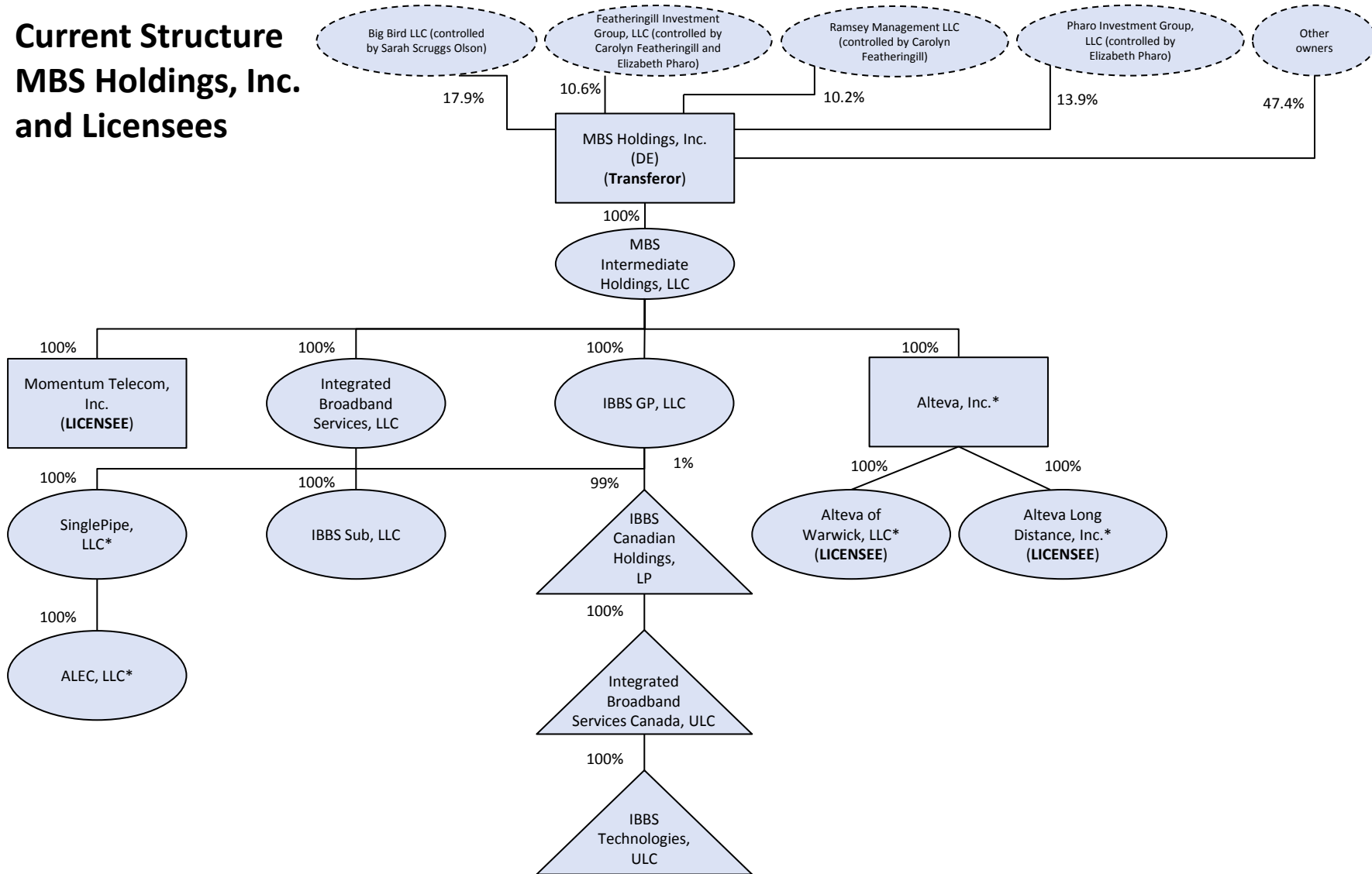
described Transaction. Applicants respectfully request streamlined treatment to permit Applicants to complete the Transaction as soon as possible.

Respectfully submitted,

<p><i>/s/ Michael C. Sloan</i></p> <hr/> <p>Michael C. Sloan Davis Wright Tremaine LLP 1919 Pennsylvania Avenue NW Suite 800 Washington, DC 20006-3401 Tel: (202) 973-4227 michaelsloan@dwt.com</p> <p>Counsel to MBS Holdings, Inc., Momentum Telecom Inc., Alteva of Warwick, LLC and Alteva Long Distance LLC</p>	<p><i>/s/ Paige K. Fronabarger</i></p> <hr/> <p>Wilkinson Barker Knauer, LLP 1800 M Street, N.W., Suite 800N Washington, DC 20036 Tel: (202) 783-4141 Fax: (202) 783-5851 Email: pfronabarger@wbklaw.com</p> <p>Counsel to Castle Intermediate Holdings, Inc.</p>
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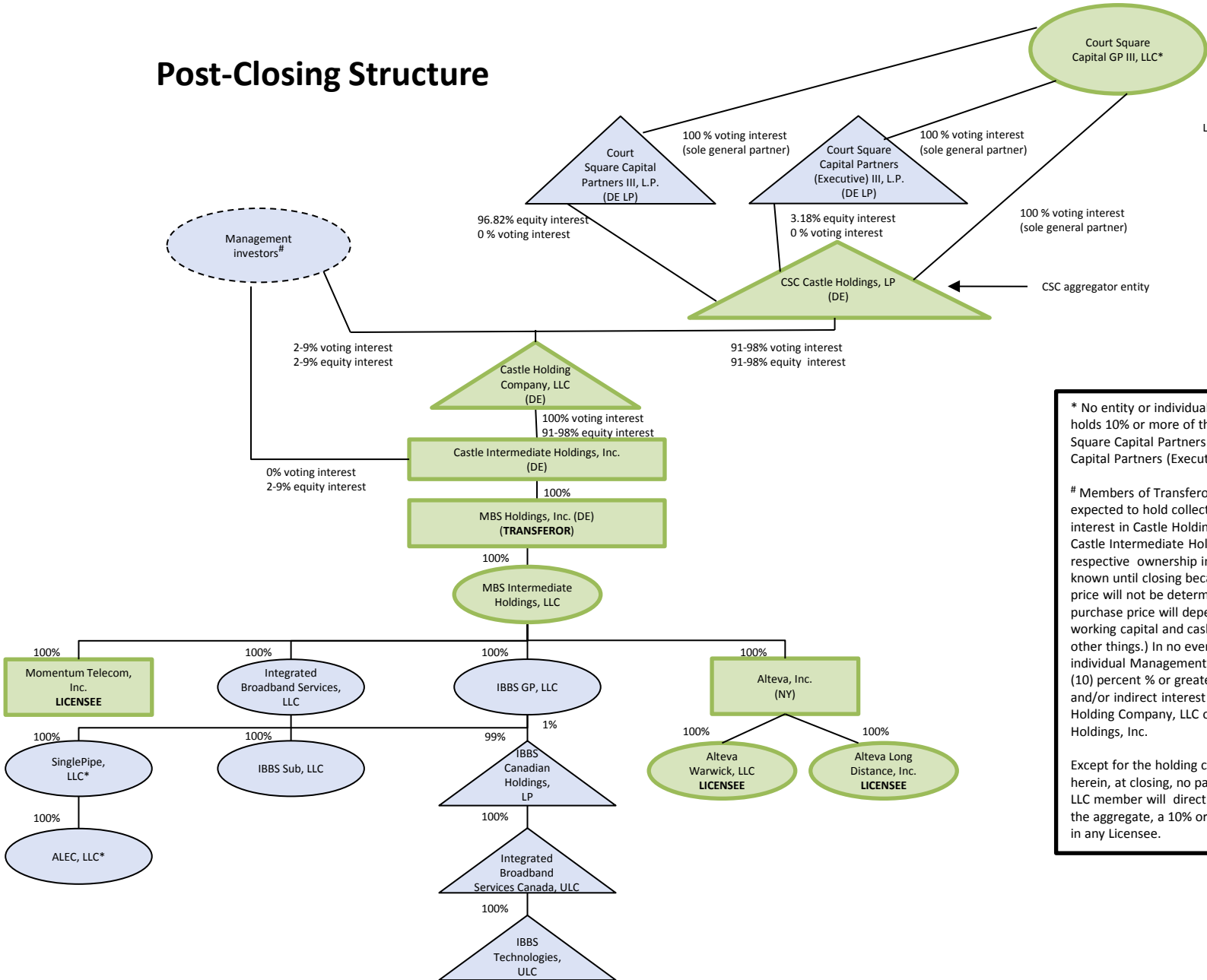
**EXHIBIT A**  
**ORGINIZATIONAL CHARTS**

# Current Structure MBS Holdings, Inc. and Licensees



\*MBS Holdings, Inc. currently contemplates consolidating or winding up these entities at some point in the future.

# Post-Closing Structure



\*Court Square Capital GP III, LLC is the sole general partner of Court Square Capital Partners III, L.P., Court Square Capital Partners (Executive) III, L.P. and CSC Castle Holdings, LP

\* No entity or individual directly or indirectly holds 10% or more of the equity of Court Square Capital Partners III, L.P. or Court Square Capital Partners (Executive) III, L.P.

# Members of Transferor’s management are expected to hold collectively a 2% to 9% equity interest in Castle Holding Company, LLC and/or Castle Intermediate Holdings, Inc., but their respective ownership interests will not be known until closing because the exact purchase price will not be determined until closing. (The purchase price will depend on the amount of working capital and cash-on-hand, among other things.) In no event, however, will any individual Management investor have a ten (10) percent % or greater aggregate direct and/or indirect interest in Castle Intermediate Holding Company, LLC or Castle Intermediate Holdings, Inc.

Except for the holding companies described herein, at closing, no partner, shareholder or LLC member will directly or indirectly hold, in the aggregate, a 10% or greater equity interest in any Licensee.

**EXHIBIT B**

**CERTIFICATIONS OF OFFICERS**

## DECLARATION

I, Christopher Litchford, hereby declare that:

- (1) I am Vice President and Treasurer of Castle Intermediate Holdings, Inc.;
- (2) I am authorized to make this declaration on behalf of Castle Intermediate Holdings, Inc.; and
- (3) The statements in the foregoing Application relating to Castle Intermediate Holdings, Inc. and its affiliates are true and correct to the best of my knowledge and belief.

I declare under penalty of perjury that the foregoing is true and correct.

Executed this 16 day of March, 2018.



Christopher Litchford  
Vice President and Treasurer  
Castle Intermediate Holdings, Inc.

## DECLARATION

I, Matthew G. Conroy, hereby declare that:

- (1) I am Chief Financial Officer and Secretary of MBS Holdings, Inc. (“MBS”);
- (2) I am authorized to make this declaration on behalf of MBS and its affiliates; and
- (3) The statements in the foregoing Application relating to MBS and its affiliates are

true and correct to the best of my knowledge and belief.

I declare under penalty of perjury that the foregoing is true and correct.

Executed this 16th day of March, 2018.



Matthew G. Conroy  
Chief Financial Officer and Secretary  
MBS Holdings, Inc.



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## Non-Docketed Filing

1 **Filing** 2 **Review** 3 **Confirmation**

<b>FCC Inbox:</b>	INBOX-63.04 : Section 214 Domestic Transfer of Control Application (Fee Required)
<b>Confirmation #:</b>	201803161467421092
<b>Submitted:</b>	Mar 16, 2018 5:11:52 PM
<b>Status:</b>	RECEIVED
<b>Name(s) of Filer(s)</b>	MBS Holdings, Inc.
<b>Law Firm(s)</b>	Davis Wright Tremaine LLP
<b>Attorney/Author Name(s)</b>	Christopher Cook
<b>Primary Contact Email</b>	<a href="mailto:christophercook@dwt.com">christophercook@dwt.com</a>
<b>Type of Filing</b>	APPLICATION
<b>Address of</b>	Law Firm
<b>Address</b>	1919 Pennsylvania Ave. NW Suite 800, Washington, DC, 20006
<b>Email Confirmation</b>	Yes

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