

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

In the Matter of)	
)	
ConvergeOne Technology Utilities, Inc.)	
)	
<i>Assignor</i>)	
)	
and)	File No. _____
)	
License HoldCo)	
)	
<i>Assignee.</i>)	
)	
Pro Forma Assignment of International)	
Authority Pursuant to Section 214 of the)	
Communications Act of 1934, as amended)	

**NOTIFICATION OF PRO FORMA ASSIGNMENT OF
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, ConvergeOne Technology Utilities, Inc. (“CTU”) and ConvergeOne Licensing Holdings, Inc. (“Holdings”), hereby notify the Commission of a *pro forma* assignment of the international Section 214 authorizations held by CTU from CTU to Holdings.¹

¹ CTU holds international Section 214 authorizations originally granted under File Nos. File No. ITC-92-022 (which has been converted to ITC-214-19920105-00138); ITC-214-20020829-00434; ITC-214-20030214-00100; and ITC-214-20090901-00405, with a subsequent transfer of control approved under File No. ITC-T/C-20170417-00066, and further *pro forma* assignments and transfers of control approved under File Nos. ITC-ASG-20171006-00165, ITC-ASG-20171006-00166, ITC-ASG-20171006-00167, and ITC-T/C-2018-20180309-00051. CTU also provides domestic common carrier service pursuant to the blanket Section 214 authorization granted under Section 63.01 of the Commission’s rules. However, no authorization is required for a *pro forma* assignment of a domestic Section 214 authorization. 47 C.F.R. §§ 63.01, 63.03.

Description of Transaction: This assignment took place on November 5, 2018 in connection with a restructuring of CTU's business. In that restructuring, Holdings was created as a wholly-owned subsidiary of Clearlake Capital Partners III (Master), L.P. ("Clearlake III"), which also indirectly controls CTU, and the Section 214 authorizations held by CTU were assigned to Holdings. The ownership structure of the company before and after the reorganization is shown in charts attached to this application in Attachment 1.

Pro Forma Nature of Assignment: Prior to the assignment, Clearlake III indirectly controlled CTU and its Section 214 authorizations through its majority stock ownership and board control of CTU's parent, ConvergeOne, Inc. Following the assignment, Clearlake III directly controlled Holdings through 100% stock ownership. Therefore, this assignment is a *pro forma* assignment because Clearlake III already controlled the Section 214 authorizations both prior to and after the assignment, and because, together with all previous *pro forma* transactions, the assignment did not result in a change in the actual controlling party of the authorizations.

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

(1) Name, address and telephone number of each Applicant (Section 63.18(a)):

Assignor:

ConvergeOne Technology Utilities, Inc.
3344 Highway 149
Eagan, MN 55121
(651) 393-6237

Assignee:

ConvergeOne Licensing Holdings, Inc.
233 Wilshire Blvd., Suite 800,
Santa Monica, CA 90401
(310) 400-8875

(2) Government, state or territory under the laws of which each corporate or partnership Applicant is organized (Section 63.18(b)):

CTU is a Delaware corporation.

Holdings is a Delaware corporation.

(3) Name, title, post office address, and telephone number of the officer or contact point of each Applicant to whom correspondence concerning the Joint Application is to be addressed (Section 63.18(c)):

For the Assignor and the Assignee:

J.G. Harrington
Cooley LLP
1299 Pennsylvania Avenue, NW
Suite 700
Washington, DC 20004
Tel. (202) 776-2818
Fax (202) 842-7899
Email jgharrington@cooley.com

(4) Statement as to whether the Applicants have previously received authority under Section 214 of the Act (Section 63.18(d)):

CTU held international Section 214 authorizations originally granted under File Nos. File No. ITC-92-022 (which has been converted to ITC-214-19920105-00138); ITC-214-20020829-00434; ITC-214-20030214-00100; and ITC-214-20090901-00405, with a subsequent transfer of control approved under File No. ITC-T/C-20170417-00066, and further pro forma assignments and transfers of control approved under File Nos. ITC-ASG-20171006-00165, ITC-ASG-20171006-00166, ITC-ASG-20171006-00167, and ITC-T/C-2018-20180309-00051.

CTU also provided domestic common carrier service pursuant to the blanket Section 214 authorization granted under 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 Transferee (Question 11, Section 63.18(h):

The required ownership information is provided below. For the Commission’s convenience, Attachment 1 contains ownership structure charts showing ownership prior to and following the assignment of the Section 214 authorizations from CTU to Holdings.

The parties certify that the transaction described herein was *pro forma* and that, together with all previous *pro forma* transactions, did not result in a change in the actual controlling party of the affected Section 214 authorizations.

The following is the sole owner of a 10 percent or greater interest in ConvergeOne Licensing Holdings, Inc.:

<u>Name and Address</u>	<u>Ownership</u>	<u>Citizenship</u>	<u>Principal Business</u>
Clearlake Capital Partners III (Master), L.P. 233 Wilshire Boulevard, Suite 800 Santa Monica, CA 90401	100.00	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. 233 Wilshire Boulevard, Suite 800 Santa Monica, CA 90401	Approx. 100.00	Delaware	Private Equity Fund
Clearlake Capital Partners III G.P., L.P. 233 Wilshire Boulevard, Suite 800 Santa Monica, CA 90401	General Partner	Delaware	Special Purpose General Partner 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, 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 233 Wilshire Boulevard, Suite 800 Santa Monica, CA 90401	General Partner	Delaware	Special Purpose Investment 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 233 Wilshire Boulevard, Suite 800 Santa Monica, CA 90401	Managing member	Delaware	Special Purpose Investment 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 c/o Clearlake Capital Group, L.P. 233 Wilshire Boulevard, Suite 800 Santa Monica, CA 90401	Approx. 50%	California	Special Purpose Investment Vehicle
Eden Rock Investments, LLC c/o Clearlake Capital Group, L.P. 233 Wilshire Boulevard, Suite 800 Santa Monica, CA 90401	Approx. 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 Trust, dated 1/31/2015 c/o Clearlake Capital Group, L.P. 233 Wilshire Boulevard, Suite 800 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, dated 1/31/2015. 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, LLC:

<u>Name and Address</u>	<u>Ownership</u>	<u>Citizenship</u>	<u>Principal Business</u>
Behdad Eghbali c/o Clearlake Capital Group, L.P. 233 Wilshire Boulevard, Suite 800 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) Interlocking Directorates (Question 12, Section 63.18(h))

The parties do not have any interlocking directorates with a foreign carrier.

(7) Certification as to nature of the transaction:

The parties certify that the transaction 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 CTU would serve the public interest, convenience and necessity.

Respectfully submitted,

ConvergeOne Technology Utilities, Inc.
ConvergeOne Licensing Holdings, Inc.

By: 

J.G. Harrington
Their Attorney
Cooley LLP
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Suite 700
Washington, DC 20004
202-776-2818
jgharrington@cooley.com

Date: November 9, 2018

**NOTIFICATION OF PRO FORMA TRANSFER OF CONTROL OF INTERNATIONAL
SECTION 214 AUTHORIZATION**

CERTIFICATION

I, Jeff Nachbor, the Chief Financial Officer of ConvergeOne Corp. and ConvergeOne

Technology Utilities, Inc., hereby certify the following:

- The assignment of the domestic and international authorization held by ConvergeOne Technology Utilities, Inc. to ConvergeOne Licensing Holdings, 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: November 9, 2018

Jeffrey Nachbor

Jeff Nachbor
Chief Financial Officer
ConvergeOne Corp.
ConvergeOne Technology Utilities, Inc.


**NOTIFICATION OF PRO FORMA TRANSFER OF CONTROL OF INTERNATIONAL
SECTION 214 AUTHORIZATION**

CERTIFICATION

I, Fred Ebrahemi, the Vice President, General Counsel and Secretary of ConvergeOne Licensing Holdings, Inc., hereby certify the following:

- The assignment of the domestic and international authorization held by ConvergeOne Technology Utilities, Inc. to ConvergeOne Licensing Holdings, 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: November 9, 2018

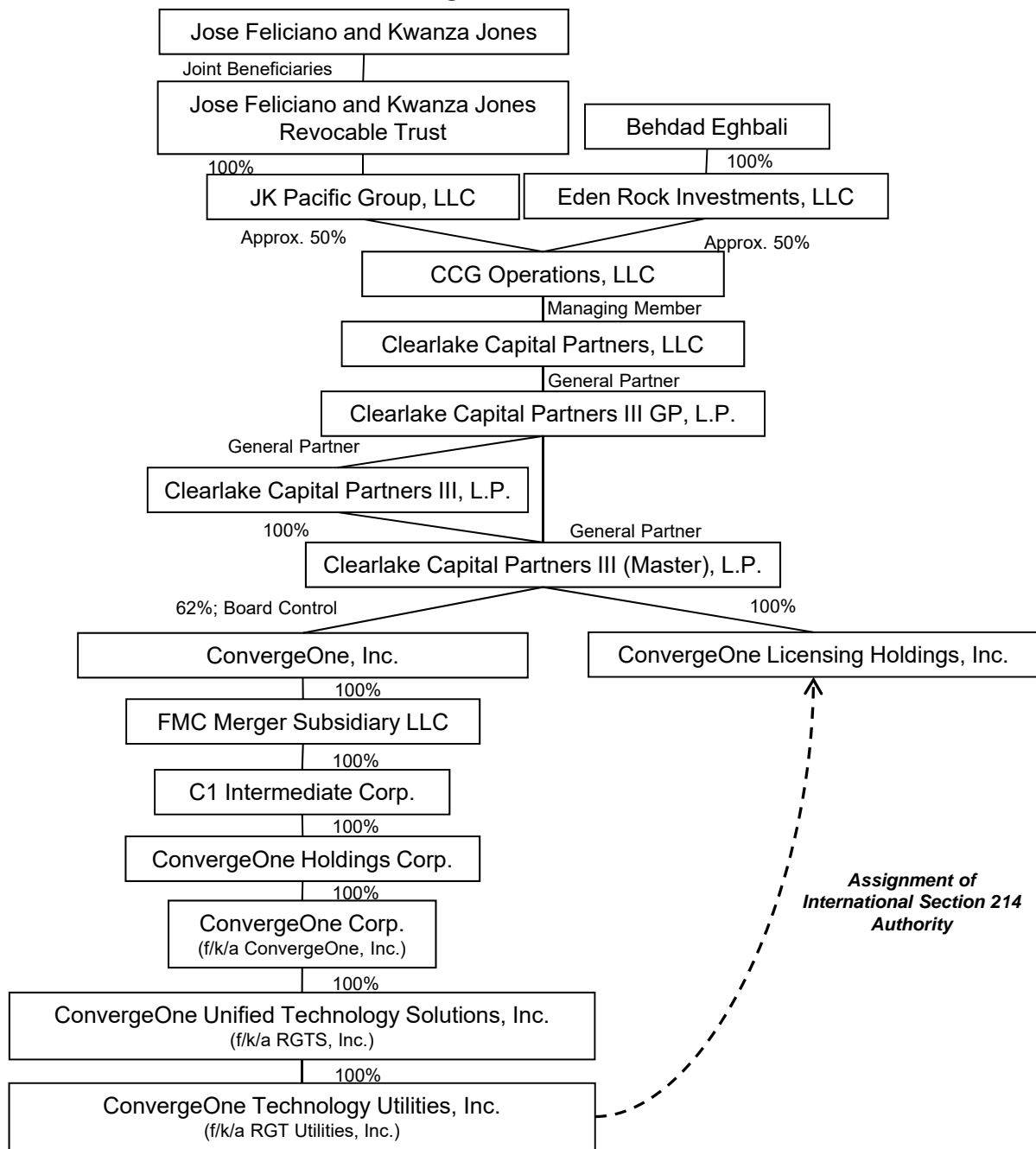


Fred Ebrahemi
Vice President, General Counsel and Secretary
ConvergeOne Licensing Holding, Inc.

Attachment 1

Ownership Structure Charts

Pre-Assignment Structure



Post-Assignment Structure

