

January 25, 2013

*By ECFS*

Ms. Marlene H. Dortch, Secretary  
Federal Communications Commission  
445 12th Street SW  
Washington, DC 20554

**Re: WC Docket No. 13-8  
ITC-T/C 20130107-00005, ITC-T/C 20130107-00006**

Dear Ms. Dortch:

At the request of Commission staff, on behalf of Yankee Metro Partners, LLC, and LTS Buyer LLC ("LTS Buyer"), we are enclosing the following for filing in the referenced proceedings:

- Attachment 1: Description of telecommunications affiliates of LTS Buyer.
- Attachment 2: Organizational charts depicting the ownership and control of LTS Group Holdings, LLC, the ultimate parent of LTS Buyer.

Please contact us if you have any questions about this submission.

Respectfully submitted,

Yankee Metro Partners, LLC

LTS Buyer LLC

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Attachments

## Attachment 1

As stated in the Application, ABRY is affiliated with Grande Communications Networks, Inc., which provides telecommunications services in Arkansas, California (on an interstate wholesale basis only), Florida, Georgia, Oklahoma and Texas, primarily for ISPs and other carriers on a wholesale basis. Grande Communications Networks, Inc., provides local and long-distance telephone service to residential and business customers in Texas.

In addition, ABRY is affiliated<sup>1</sup> with the following entities that provide FCC-regulated services:

- 1) RCN Corporation and its subsidiaries: RCN Corporation has the following subsidiaries that are authorized by the Commission to provide interstate, international and/or wireless services and are authorized to provide intrastate services:

RCN Telecom Services, LLC holds FCC wireless licenses.

RCN Cable TV of Chicago, Inc. holds FCC earth station licenses.

RCN Telecom Services of New York, LP holds FCC interstate and international section 214 authorizations, a FCC earth station license, and a FCC OVS certification. It also provides local and long distance telecommunications services in New York to residential and business customers.

RCN BecoCom LLC holds FCC interstate and international section 214 authorizations, a FCC earth station license, and a FCC OVS certification. It also provides local and long distance telecommunications services in Massachusetts to residential and business customers.

RCN Telecom Services of Philadelphia, LLC holds FCC interstate and international section 214 authorizations. It also provides local and long distance telecommunications services in Pennsylvania to residential and business customers.

RCN Telecom Services (Lehigh) LLC holds FCC interstate and international section 214 authorizations, FCC earth station licenses, a FCC OVS certification, and FCC CARS licenses. It also provides local and long distance telecommunications services in Pennsylvania and Delaware to residential and business customers.

Starpower Communications, LLC holds FCC interstate and international section 214 authorizations, a FCC earth station license, and a FCC OVS certification. It also provides local and long distance telecommunications services in Maryland, Virginia, and the District of Columbia to residential and business customers.

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<sup>1</sup> While certain of these entities are owned by different ABRY funds than Applicants, they share common ultimate control by Mr. Royce Yudkoff and therefore are or will be affiliated with Applicants. Also, certain of the listed entities may provide services through one or more subsidiaries not specifically listed here.

RCN Telecom Services of Illinois, LLC holds FCC interstate and international section 214 authorizations and a FCC earth station license. It also provides local and long distance telecommunications services in Illinois to residential and business customers.

- 2) JAB Wireless, Inc. and its subsidiary Essex Telcom, Inc.: Through several wholly owned subsidiaries JAB Wireless, Inc. provides interconnected voice over Internet protocol, wireless broadband, DSL, Dial-up Internet and hosting services in Colorado, Utah, Texas, Idaho, Wyoming and Oklahoma. Essex Telcom offers a variety of telecommunications services including local exchange, TI, transport, and broadband DSL. Essex Telcom provides these telecommunications services to residential, small/medium business and commercial customers in Illinois.
- 3) Masergy Communications, Inc.: Masergy Communications, Inc. is a provider of telecommunications services. It provides managed, secure global network services to enterprises that have complex needs across multiple locations.
- 4) Home Town Cable TV, LLC: Home Town Cable TV, LLC is a local service provider of bundled cable TV, high-speed internet, security-alarm monitoring and telephone services in Florida.
- 5) Hometown Broadband Orlando, LLC: Hometown Broadband Orlando, LLC, along with Hometown Broadband LLC, Hometown Broadband Southwest Florida, LLC, Hometown Broadband Arizona, LLC, Hometown Broadband Arizona South, LLC and other affiliates, provides broadband and VOIP services.
- 6) Southwest Wireless Group, LLC: Southwest Wireless Group, LLC is a provider of telecommunications services.
- 7) Xand CLEC, LLC: Xand CLEC, LLC provides telecommunications services in New York for application hosting, data storage and other services.
- 8) Nexstar Broadcasting, Inc.: Nexstar owns, operates, and programs or provides sales and other services to television stations located in several states.
- 9) Bay Broadband Communications, LLC: Bay Broadband Communications, LLC is a wireless internet service provider which also holds several wireless licenses.

Other ABRY funds, under separate control, control Emerging Market Communications, LLC (“EMC”). EMC currently does not hold any FCC authorizations. However, applications recently were filed to assign certain satellite earth station authorizations to EMC (see file nos. SES-ASG-INTR2013-00128 and SES-ASG-INTR2013-00129).

Pamlico is affiliated<sup>2</sup> with the following entities that offer domestic telecommunications services:

- 1) ALEC, Inc. provides telecommunications services to support the iVoIP service of its parent company, SinglePipe Communications, Inc., in Alabama, Arkansas, California, Florida, Georgia, Idaho, Illinois, Indiana, Kansas, Kentucky, Louisiana, Mississippi, Nebraska, Nevada, New Jersey, New York, North Carolina, Ohio, South Carolina, Tennessee, Texas, Washington, and Wisconsin.
- 2). Wilshire Connection, LLC and NTC Network, LLC, operating on a consolidated basis under the "Wilshire Connection" name, provide "last-mile" transport and interconnection facilities between multiple colocation facilities and carrier hotels in the downtown Los Angeles area for use by telecommunication carriers, internet access providers, and other high bandwidth users. Wilshire Connection customers may lease conduit or dark fiber, or contract for transport services from Wilshire Connection. Wilshire Connection also provides premier quality colocation space in downtown Los Angeles.
- 3) NewWave Communications owns and operates non-urban cable television systems. In addition to basic cable, NewWave offers digital cable, high-speed data, and VOIP telephony services. The company serves approximately 110,000 subscribers, a majority of which are located in Missouri, Illinois, and Kentucky.
- 4) Three Eagles Communications operates 51 small to medium size radio stations in four mid-western states – Iowa, Minnesota, Nebraska, and South Dakota.

Berkshire and HarbourVest are not affiliated with any entity that offers domestic telecommunications services.

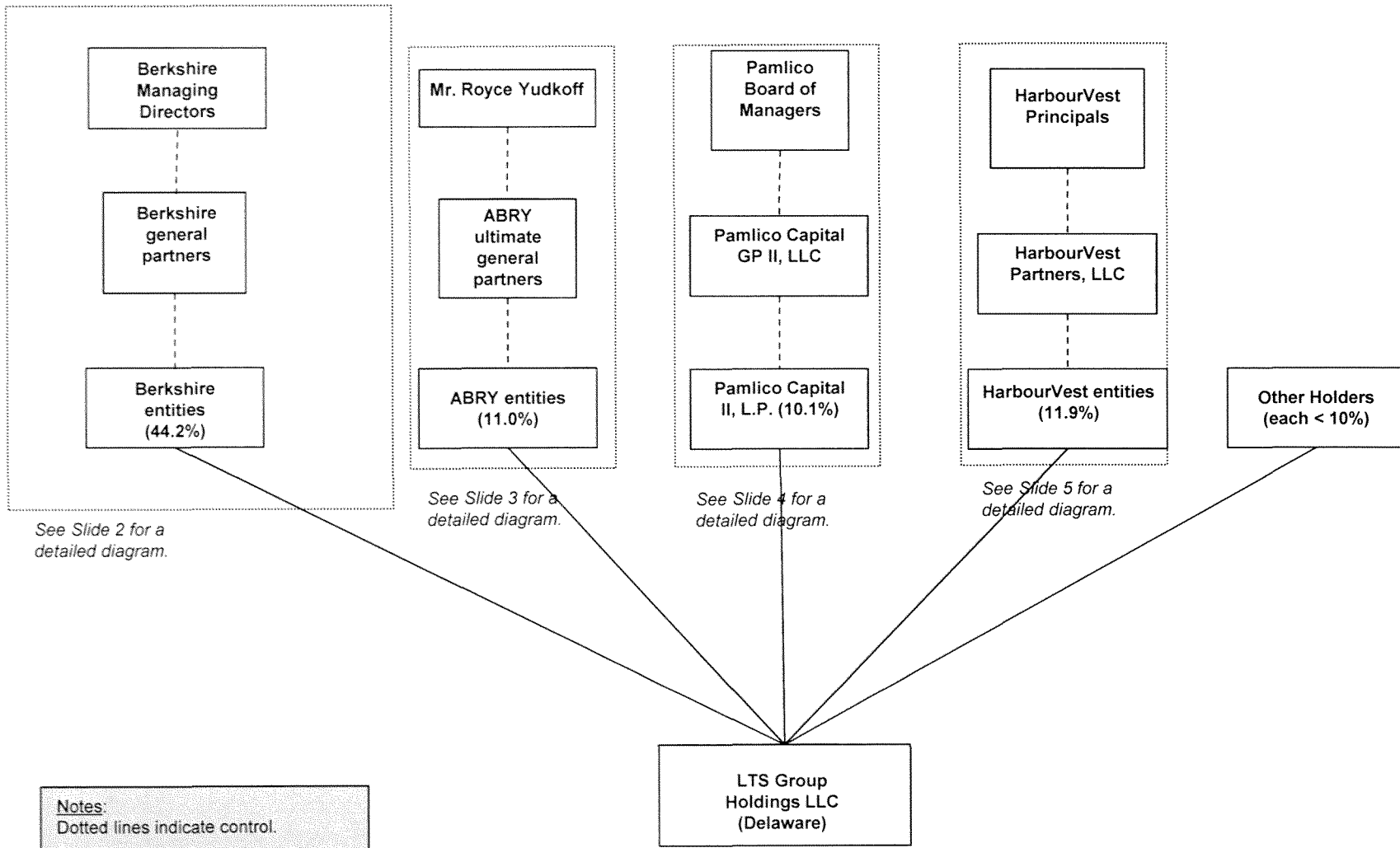
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<sup>2</sup> While certain of these entities are owned by different Pamlico funds than Applicants, they are ultimately managed by the same managers and therefore are or will be affiliated with Applicants. Also, certain of the listed entities may provide services through one or more subsidiaries not specifically listed here.

**Attachment 2**

# LTS Group Holdings

## Ownership Overview

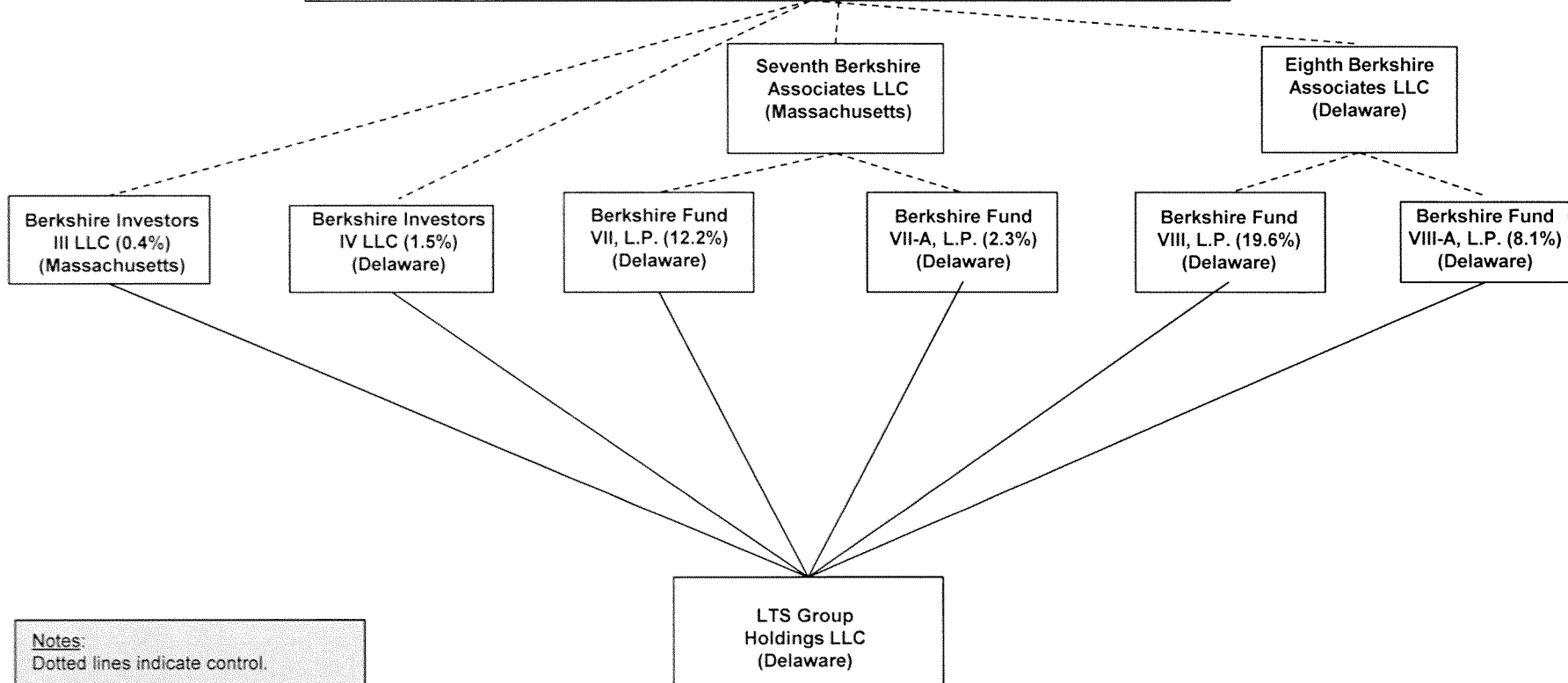


**Notes:**  
 Dotted lines indicate control.  
 Percentages are approximate due to rounding.

# LTS Group Holdings

## Berkshire Funds

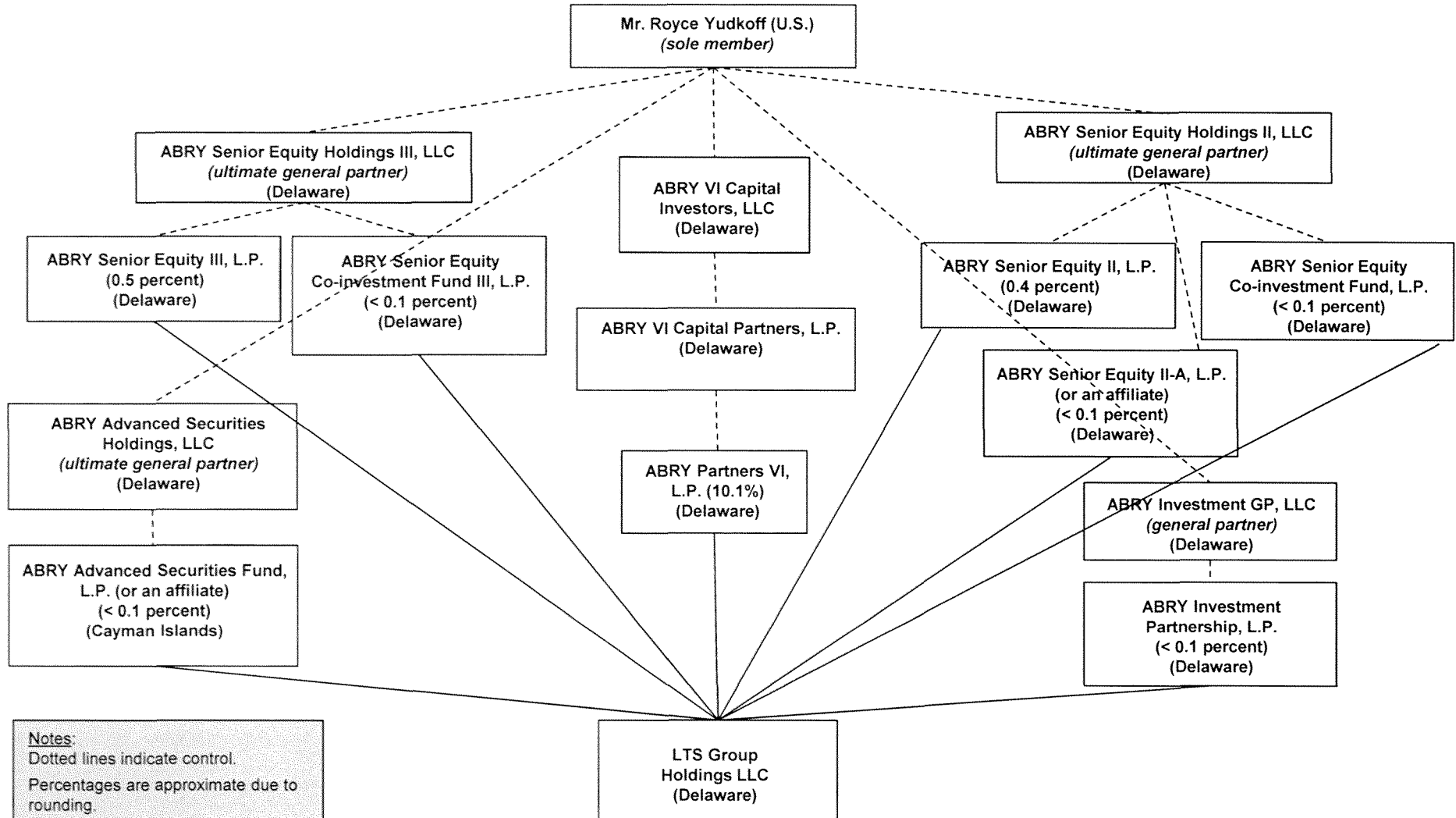
<u>Berkshire Managing Directors</u>			
Michael C. Ascione	Christopher J. Hadley	Ross M. Jones	Robert J. Small
Bradley M. Bloom	Lawrence S. Hamelsky	Richard K. Lubin	Edward J. Whelan, Jr.
Kenneth S. Bring	Sharlyn C. Heslam	Joshua A. Lutzker	
Jane Brock-Wilson	Elizabeth L. Hoffman	Gregory J. Pappas	
Kevin T. Callaghan	Matthew A. Janchar	David R. Peeler	<i>*All U.S. Citizens.</i>



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# LTS Group Holdings

## ABRY Funds

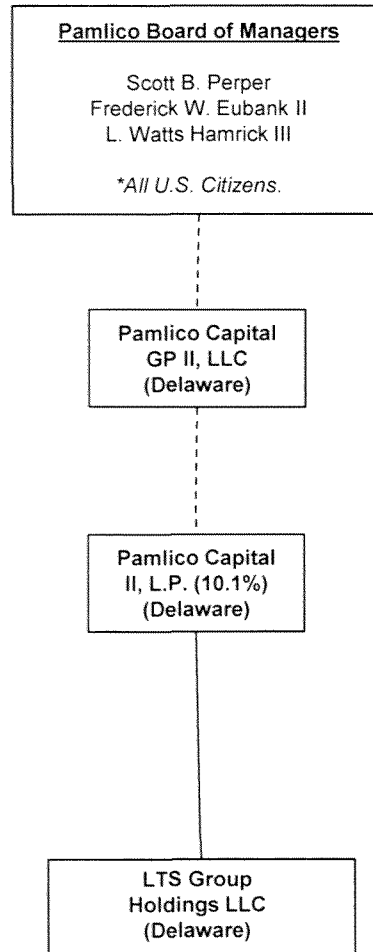


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 Dotted lines indicate control.  
 Percentages are approximate due to rounding.



# LTS Group Holdings

## Pamlico Funds



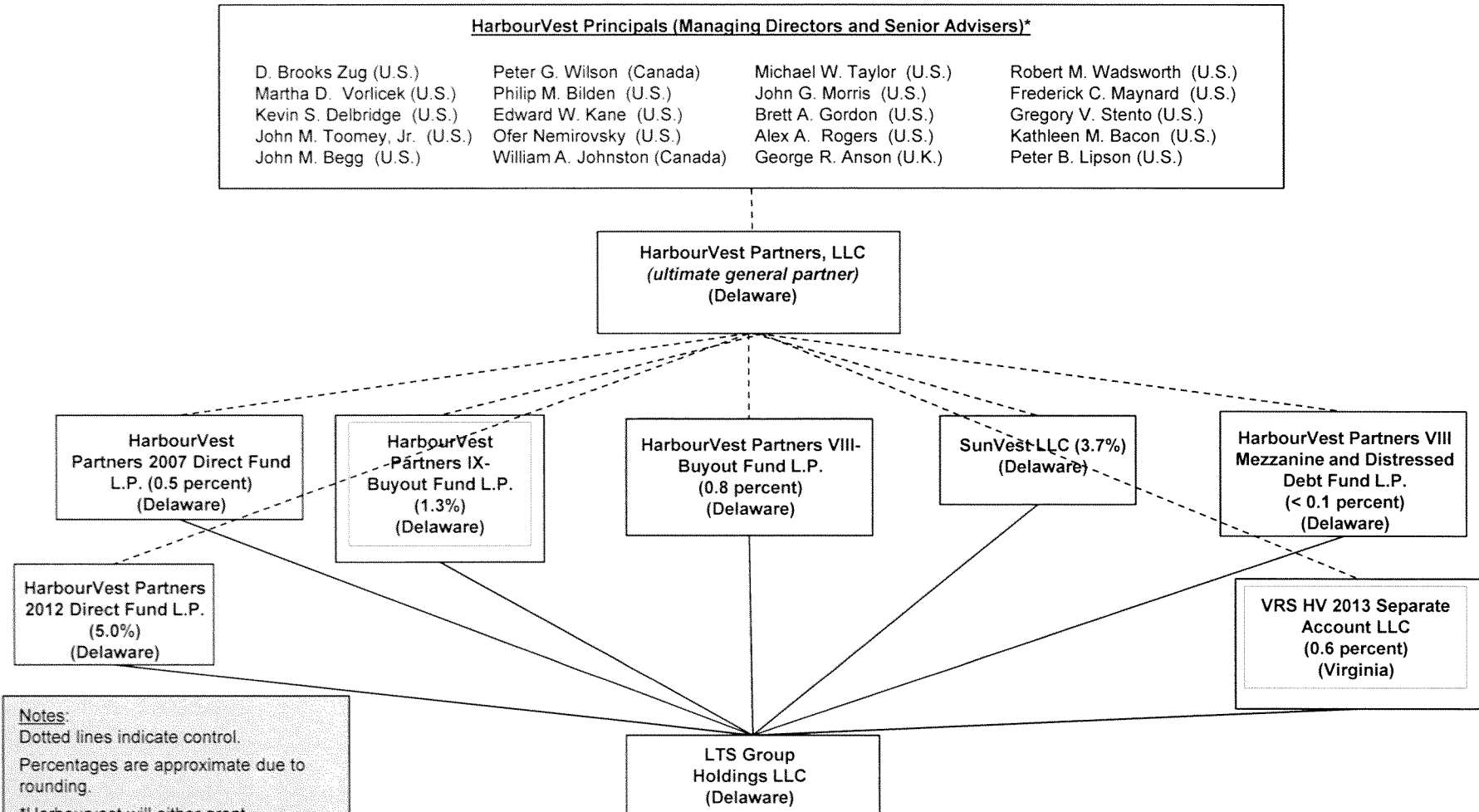
**Notes:**  
Dotted lines indicate control.  
Percentages are approximate due to rounding.

# LTS Group Holdings

## HarbourVest Funds

### HarbourVest Principals (Managing Directors and Senior Advisers)\*

D. Brooks Zug (U.S.)	Peter G. Wilson (Canada)	Michael W. Taylor (U.S.)	Robert M. Wadsworth (U.S.)
Martha D. Vorlicek (U.S.)	Philip M. Bilden (U.S.)	John G. Morris (U.S.)	Frederick C. Maynard (U.S.)
Kevin S. Delbridge (U.S.)	Edward W. Kane (U.S.)	Brett A. Gordon (U.S.)	Gregory V. Stento (U.S.)
John M. Toomey, Jr. (U.S.)	Ofer Nemirovsky (U.S.)	Alex A. Rogers (U.S.)	Kathleen M. Bacon (U.S.)
John M. Begg (U.S.)	William A. Johnston (Canada)	George R. Anson (U.K.)	Peter B. Lipson (U.S.)



**Notes:**

Dotted lines indicate control.  
Percentages are approximate due to rounding.

\*Harbourvest will either grant irrevocable proxies to Berkshire or Pamlico, or hold its interest through a co-investment vehicle controlled by either Berkshire or Pamlico.