

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

In the Matter of the Application of)	
)	
CONVERGEONE, INC.)	
)	
and)	WC Docket No. 17-_____
)	
ROCKEFELLER GROUP INTERNATIONAL, INC.)	File No. ITC-T/C-2017 _____
)	File No. ITC-T/C-2017 _____
)	File No. ITC-T/C-2017 _____
)	File No. ITC-T/C-2017 _____
for Authority Pursuant to Section 214 of the)	
Communications Act of 1934, as Amended, and)	
Sections 63.04 and 63.24 of the Commission’s)	
Rules to Transfer Control of Domestic and)	
International Service Authorizations)	

JOINT APPLICATION

I. INTRODUCTION

A. Summary of Transaction

ConvergeOne, Inc. (“ConvergeOne” or “Transferee”) and Rockefeller Group International, Inc. (“RGII” or “Transferor”) (collectively, “Applicants”) respectfully request authority pursuant to Section 214 of the Communications Act of 1934, as amended, 47 U.S.C. § 214 (the “Act”), and Sections 63.04 and 63.24 of the Rules of the Federal Communications Commission (“Commission” or “FCC”), 47 C.F.R. §§ 63.04, 63.24, to transfer control of RGT Utilities, Inc.; RGT Utilities of California, Inc.; Rockefeller Group Communications, Inc., and RGT Utilities of Connecticut, Inc. (collectively, the “Licensees”), entities that hold authority under Section 214 to provide domestic and international telecommunications services on a competitive basis, from Transferor to Transferee (the “Transaction”). The Transaction will result in a change in the ultimate, indirect ownership of Licensees but no assignment of licenses, assets, or customers will

occur as a consequence of the proposed Transaction. Immediately following the Transaction, Licensees will continue to provide service to their existing customers under the same rates, terms, and conditions and without interruption.

B. Request for Streamlined Processing

Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Sections 63.03 and 63.12 of the Commission's Rules, 47 C.F.R. §§ 63.03 & 63.12. With respect to domestic authority, this Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) because, immediately following the Transaction:

1. Applicants (including their Affiliates, as that term is defined in Section 3(1) of the Act) combined will hold less than a ten percent (10%) share of the interstate, interexchange market;
2. Applicants and their Affiliates will provide competitive telephone exchange services or exchange access services exclusively in geographic areas served by dominant local exchange carriers (none of which is a party to the proposed Transaction); and
3. Neither the Applicants nor any of their Affiliates are regulated as dominant with respect to any service.

With respect to international authority, this Application is eligible for streamlined processing pursuant to Section 63.12(a)-(b) of the Commission's Rules, 47 C.F.R. § 63.12(a)-(b). Specifically, ConvergeOne has no affiliations with any U.S. or foreign carriers. And while Transferor and Licensees are, through their ultimate parent corporation affiliated with a non-dominant foreign carrier in Japan, Marunouchi Direct Access Limited ("MDAL"), such affiliation for Licensees will cease upon consummation of the Transaction. Moreover, the Commission has

already authorized Licensees to provide international telecommunications resale services globally, including between the United States and Japan.¹

II. DESCRIPTION OF THE APPLICANTS

A. ConvergeOne, Inc. (Transferee)

ConvergeOne, a Minnesota corporation, is headquartered at 3344 Highway 149, Eagan, MN 55121. ConvergeOne is a leading provider of information, communications, and data technology solutions and services. Its managed service offerings include solutions in cloud, enterprise computing, data center, enterprise networks, and security. ConvergeOne does not currently offer regulated telecommunications services.

ConvergeOne joined the Clearlake Capital Group, L.P. (“Clearlake”) portfolio in June 2014. Clearlake is a private investment firm targeting sectors such as industrials; energy and power; technology, communications, and business services; and consumer products and services.

B. Rockefeller Group International, Inc. (Transferor) and Licensees

RGII, a New York corporation, is a leading commercial real estate developer, owner and investor. RGII owns Rockefeller Group Technology Solutions, Inc. (“RGTS”), a Delaware corporation. RGTS, in turn, wholly owns Licensees and certain other subsidiaries that do not offer regulated services.² Licensees are Delaware corporations headquartered at 1271 Avenue of

¹ See File No. ITC-214-20020829-00434, granted on a streamlined basis by Public Notice, Report No. TEL-00607, DA 02-3357 (rel. Dec. 5, 2002); File No. ITC-214-20030214-00100, granted on a streamlined basis by Public Notice, Report No. TEL-00654, DA 03-1079 (rel. Apr. 2, 2003); File No. ITC-214-20090901-00405, Public Notice, Report No. TEL-01416 (rel. Mar. 11, 2010). More generally, (a) the relevant market, Japan, is a World Trade Organization (“WTO”) member, and MDAL is not dominant in that market; and (b) MDAL is not dominant in the relevant market, Japan, because the company has much less than a 50% market share in the international transport and the local access markets on the foreign end of the route.

² The additional RGTS subsidiaries are RGTS-USA, Inc., RGTS Mid Atlantic, LLC, and RGTS Cabling Inc.

the Americas, 24th Floor, New York, NY 10020. Licensees resell interstate and intrastate telecommunications services.

III. DESCRIPTION OF THE TRANSACTION

Pursuant to the terms of a Stock Purchase Agreement (the “Agreement”) dated April 3, 2017, ConvergeOne will acquire all of the shares of RGTS from RGII. As a result, at closing of the Transaction, Licensees will become indirect, wholly owned subsidiaries of ConvergeOne. For the Commission’s reference, charts depicting the Applicants’ current ownership structure, as well as the expected ownership structure post-closing, are provided as **Exhibit A**.

IV. PUBLIC INTEREST STATEMENT

The Transaction will serve the public interest. ConvergeOne will bring its broad experience in professional and managed services to Licensees, and Licensees’ telecommunications services will complement ConvergeOne’s existing portfolio of service offerings. At the same time, the proposed Transaction will have no adverse impact on either Licensees’ customers or competition in the telecommunications services more generally. Immediately following the Transaction, Licensees will continue to provide service to their customers at the same rates, terms, and conditions and without interruption. And because ConvergeOne does not currently provide regulated telecommunications services, the intrastate and interstate markets for telecommunications services will not lose a competitor.

V. INFORMATION REQUIRED BY SECTION 63.24(e)

Pursuant to Section 63.24(e)(2) of the Commission’s Rules, the Applicants submit the following information requested in Section 63.18 (a)-(d) and (h)-(p) in support of this Application:

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

Transferee

ConvergeOne, Inc.
3344 Highway 149
Eagan, MN 55121
Tel: 651-393-6237

FRN: 0011951522

Transferor

Rockefeller Group International, Inc.
1271 Avenue of the Americas, 24th Floor
New York, NY 10020
Tel: 212 282 2000

FRN: 0026441246

Licensees

RGT Utilities, Inc.
RGT Utilities of California, Inc.
Rockefeller Group Communications, Inc.
RGT Utilities of Connecticut, Inc.
1271 Avenue of the Americas, 24th Floor
New York, NY 10020
Tel: 212 282 2000

FRN: 0008651572

FRN: 0007597685

FRN: 0019039221

FRN: 0008435489

63.18 (b) Jurisdiction of Organizations:

Transferee: ConvergeOne is a Minnesota corporation.

Transferor: RGII is a New York corporation.

Licensees: RGT Utilities, Inc. is a Delaware corporation.
RGT Utilities of California, Inc. is a Delaware corporation.
RGT Utilities of Connecticut, Inc. is a Delaware corporation.
Rockefeller Group Communications, Inc. is a Delaware corporation.

63.18 (c) (Answer to Question 10) Correspondence concerning this Application should be sent to:

For Transferee:

Russell Blau, Esq.
Danielle Burt, Esq.
Morgan, Lewis & Bockius LLP
1111 Pennsylvania Ave., N.W.
Washington, DC 20004
202-739-3000 (tel)
202-739-3001 (fax)
russell.blau@morganlewis.com
danielle.burt@morganlewis.com

For Transferor and Licensees:

Stephanie Roy, Esq.
Steptoe & Johnson LLP
1330 Connecticut Avenue, NW
Washington, DC 20036
202-429-6278 (tel)
202-429-3902 (fax)
sroy@steptoe.com

with a copy to:

Jeff Nachbor
Chief Financial Officer
ConvergeOne, Inc.
3344 Highway 149
Eagan, MN 55121
Tel: (651) 393-3632

with a copy to:

Vincent E. Silvestri
Executive Vice President & Chief
Operating Officer
Rockefeller Group
1221 Avenue of the Americas
New York, NY 10020
Tel: (212) 282-2122

63.18 (d) (Answer to Question 10) Section 214 Authorizations

Transferee: Transferee does not hold any Section 214 authority.

Transferor: Transferor does not hold any Section 214 authority.

Licensees: RGT Utilities, Inc. holds blanket domestic Section 214 authority and holds international Section 214 authority granted in File No. ITC-92-022, which has been converted to ITC-214-19920105-00138.

RGT Utilities of California, Inc. holds blanket domestic Section 214 authority and holds international Section 214 authority granted in File No. ITC-214-20020829-00434.

RGT Utilities of Connecticut, Inc. holds blanket domestic Section 214 authority and holds international Section 214 authority granted in File No. ITC-214-20030214-00100.

Rockefeller Group Communications, Inc. holds blanket domestic Section 214 authority and holds international Section 214 authority granted in File No. ITC-214-20090901-00405.

63.18 (h) (Answer to Questions 11 and 12) Ownership

Upon completion of the Transaction, the following persons or entities will directly or indirectly control or own a 10% or greater equity interest in Licensees as calculated pursuant to the Commission's ownership attribution rules for wireline and international telecommunications carriers:

1. Upon completion of the Transaction, the following entity will hold 100% of the stock of **Licensees**:

Name: Rockefeller Group Technology Solutions, Inc.
Address: 1271 Avenue of the Americas, 24th Floor
New York, NY 10020
Ownership Interest: 100% (directly)
Citizenship: U.S. (Delaware)
Principal Business: Holding Company

2. Upon completion of the Transaction, the following entity will hold 100% of the stock of **RGTS**:

Name: ConvergeOne, Inc.
Address: 3344 Highway 149
Eagan, MN 55121
Ownership Interest: 100% (directly)
Citizenship: U.S. (Minnesota)
Principal Business: Holding Company

3. Upon completion of the Transaction, the following entities will have a 10% or greater direct or indirect interest in ConvergeOne:

Name: Clearlake Capital Partners III (Master), L.P.
Address: 233 Wilshire Blvd, Suite 800
Santa Monica, CA 90401
Citizenship: Delaware, U.S.
Ownership: 100%
Principal Business: Private Equity Fund

Name: Clearlake Capital Partners III, L.P.
Address: 233 Wilshire Blvd, Suite 800
Santa Monica, CA 90401
Citizenship: Delaware, U.S.
Ownership: Approximately 100% of Clearlake Capital Partners III (Master), L.P.
Principal Business: Private Equity Fund

Name: Clearlake Capital Partners III GP, L.P.
Address: 233 Wilshire Blvd, Suite 800

Citizenship: Santa Monica, CA 90401
Delaware, U.S.
Ownership: General Partner of Clearlake Capital Partners III (Master),
L.P. and Clearlake Capital Partners III, L.P.³
Principal Business: Special Purpose General Partner to Investment Funds

Name: Clearlake Capital Partners, LLC
Address: 233 Wilshire Blvd, Suite 800
Santa Monica, CA 90401
Citizenship: Delaware, U.S.
Ownership: General Partner of Clearlake Capital Partners III GP, L.P.
Principal Business: Special Purpose Investment Vehicle

Name: CCG Operations, LLC
Address: 233 Wilshire Blvd, Suite 800
Santa Monica, CA 90401
Citizenship: Delaware, U.S.
Ownership: Managing Member of Clearlake Capital Partners, LLC
Principal Business: Special Purpose Investment Vehicle

Name: JK Pacific Group, LLC
Address: c/o Clearlake Capital Group, L.P.
233 Wilshire Blvd, Suite 800
Santa Monica, CA 90401
Citizenship: California, U.S.
Ownership: Approximately 50% of CCG Operations, LLC
Principal Business: Special Purpose Investment Vehicle

Name: Eden Rock Investments, LLC
Address: c/o Clearlake Capital Group, L.P.
233 Wilshire Blvd, Suite 800
Santa Monica, CA 90401
Citizenship: California, U.S.
Ownership: Approximately 50% of CCG Operations, LLC
Principal Business: Investment

Name: José Feliciano and Kwanza Jones Revocable Trust
Address: c/o Clearlake Capital Group, L.P.
233 Wilshire Blvd, Suite 800
Santa Monica, CA 90401
Citizenship: U.S.

³ Both Clearlake Capital Partners III (Master), L.P. and Clearlake Capital Partners III, L.P. each have limited partners, but none of these limited partners will hold a 10% or greater indirect equity stake in ConvergeOne, and none of them will exercise actual control over either of the partnerships.

Ownership:	100% of JK Pacific Group, LLC
Principal Business:	Trust
Name:	José E. Feliciano and Kwanza Jones
Address:	c/o Clearlake Capital Group, L.P. 233 Wilshire Blvd, Suite 800 Santa Monica, CA 90401
Citizenship:	U.S.
Ownership:	Joint Beneficiaries of José Feliciano and Kwanza Jones Revocable Trust
Principal Business:	Individuals
Name:	Behdad Eghbali
Address:	c/o Clearlake Capital Group, L.P. 233 Wilshire Blvd, Suite 800 Santa Monica, CA 90401
Citizenship:	U.S.
Ownership:	100% of Eden Rock Investments, LLC
Principal Business:	Individual

No other person or entity is expected to hold a 10% or greater ownership interest in the Licensees pursuant to the Commission's attribution rules as a result of the consummation of the Transaction.

Applicants do not have any interlocking directorates with a foreign carrier.

63.18 (i) **(Answer to Question 14)** ConvergeOne certifies that it is not a foreign carrier, nor is it affiliated with any foreign carrier. RGII and Licensees certify that they are not foreign carriers, that they are currently affiliated with the non-dominant carrier MDAL, which provides service in Japan, a WTO country, but that such affiliation will cease for Licensees upon consummation of the Transaction.

63.18 (j) **(Answer to Question 15)** Applicants certify that:

- (1) they do not seek to provide international telecommunications services to any destination country where any Applicant is a foreign carrier in that country;
- (2) they do not seek to provide international telecommunications services to any destination country where any Applicant controls a foreign carrier in that country;
- (3) they seek to provide international telecommunications services globally, including to Japan, a WTO country to which the Commission has already approved Licensees' 214 services, and where the ultimate parent of Transferor, Mitsubishi Estate Co., Ltd., controls a non-dominant carrier, MDAL; and

- (4) they do not seek to provide international telecommunications services to any destination country where any two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate, more than 25 percent of an Applicant and are parties to, or the beneficiaries of, a contractual relation affecting the provision or marketing of international basic telecommunications services in the United States.

63.18 (k) Not applicable.

63.18 (l) Not applicable.

63.18 (m) RGII and Licensees are currently affiliated with MDAL in Japan, which affiliation will cease for Licensees upon consummation of the Transaction. The Commission has already authorized Licensees to provide international telecommunications resale services globally, including with respect to Japan. In addition, (a) the relevant market, Japan, is a WTO member, and MDAL is not dominant in that market; and (b) MDAL is not dominant in the relevant market, Japan, because the company has much less than a 50% market share in the international transport and the local access markets on the foreign end of the route.

63.18 (n) As evidenced by the signature of each Applicant to this Application, 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.

63.18 (o) As evidenced by the signature of each Applicant to this Application, Applicants certify that they are not subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988. *See* 21 U.S.C. § 853a; *see also* 47 C.F.R. §§ 1.2001-1.2003.

63.18 (p) Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Section 63.12(a)-(b) of the Commission's Rules, 47 C.F.R. § 63.12(a)-(b). ConvergeOne is not affiliated with any foreign carriers, and RGII and Licensees are only affiliated with a non-dominant foreign carrier in Japan, a WTO country, which affiliation for Licensees will cease upon consummation of the Transaction.

VI. INFORMATION REQUIRED BY SECTION 63.04

In lieu of an attachment, pursuant to Commission Rule 63.04(b), 47 C.F.R. § 63.04(b), Applicants submit the following information in support of their request for domestic Section 214 authority in order to address the requirements set forth in Commission Rule 63.04(a)(6)-(12), 47 C.F.R. § 63.04(a)(6)-(12):

63.04(a)(6): Description of the Transaction

A description of the proposed Transaction is set forth in **Section III** above.

63.04(a)(7): Geographic Areas Served

The Applicants and their affiliates offer domestic telecommunications services in the U.S. as follows:

Licensees: RTG Utilities, Inc. currently provides intrastate telecommunications services in New York. RTG Utilities of California, Inc. currently provides intrastate telecommunications services in California and New Jersey. Rockefeller Group Communications, Inc. currently provides intrastate telecommunications services in Connecticut. RGT Utilities of Connecticut, Inc. does not currently provide any intrastate telecommunications services.

Transferee: Transferee is not authorized to provide domestic telecommunications services and is not affiliated with any company that provides domestic telecommunications services.

63.04(a)(8): Streamlining Categorization

This Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) of the Commission's Rules because, immediately following the Transaction, (1) Applicants (including their Affiliates, as that term is defined in Section 3(1) of the Act) combined will hold less than a ten percent (10%) share of the interstate, interexchange market; (2) Applicants and their Affiliates will provide competitive telephone exchange services or exchange access services exclusively in geographic areas served by dominant local exchange carriers (none of which is a party to the proposed Transaction); and (3) neither the Applicants nor any of their Affiliates are regulated as dominant with respect to any service.

63.04(a)(9): Additional FCC Applications

By this Application, Applicants seek authority with respect to both international and domestic Section 214 authorizations (this Application is being separately and concurrently filed with respect to both types of authorities in compliance with Commission Rule 63.04(b), 47 C.F.R. § 63.04(b)). No other applications are being filed with the Commission with respect to this Transaction.

63.04(a)(10): Special Consideration Requests

Although neither party to the Transaction is facing imminent business failure, prompt completion of the proposed Transaction is critical to ensure that Applicants can obtain the benefits described in this Application. Accordingly, Applicants respectfully request that the Commission approve this Application expeditiously.

63.04(a)(11): Waiver Requests

No waiver requests are being filed in conjunction with the Transaction.

63.04(a)(12): Public Interest Statement

A statement showing how grant of the Application will serve the public interest, convenience, and necessity is provided in **Section IV** above.

VII. CONCLUSION

Based on the foregoing, the Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by grant of this Application.

Respectfully submitted,

/s/ Stephanie A. Roy

/s/ Danielle Burt

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Counsel for Transferor and Licensees

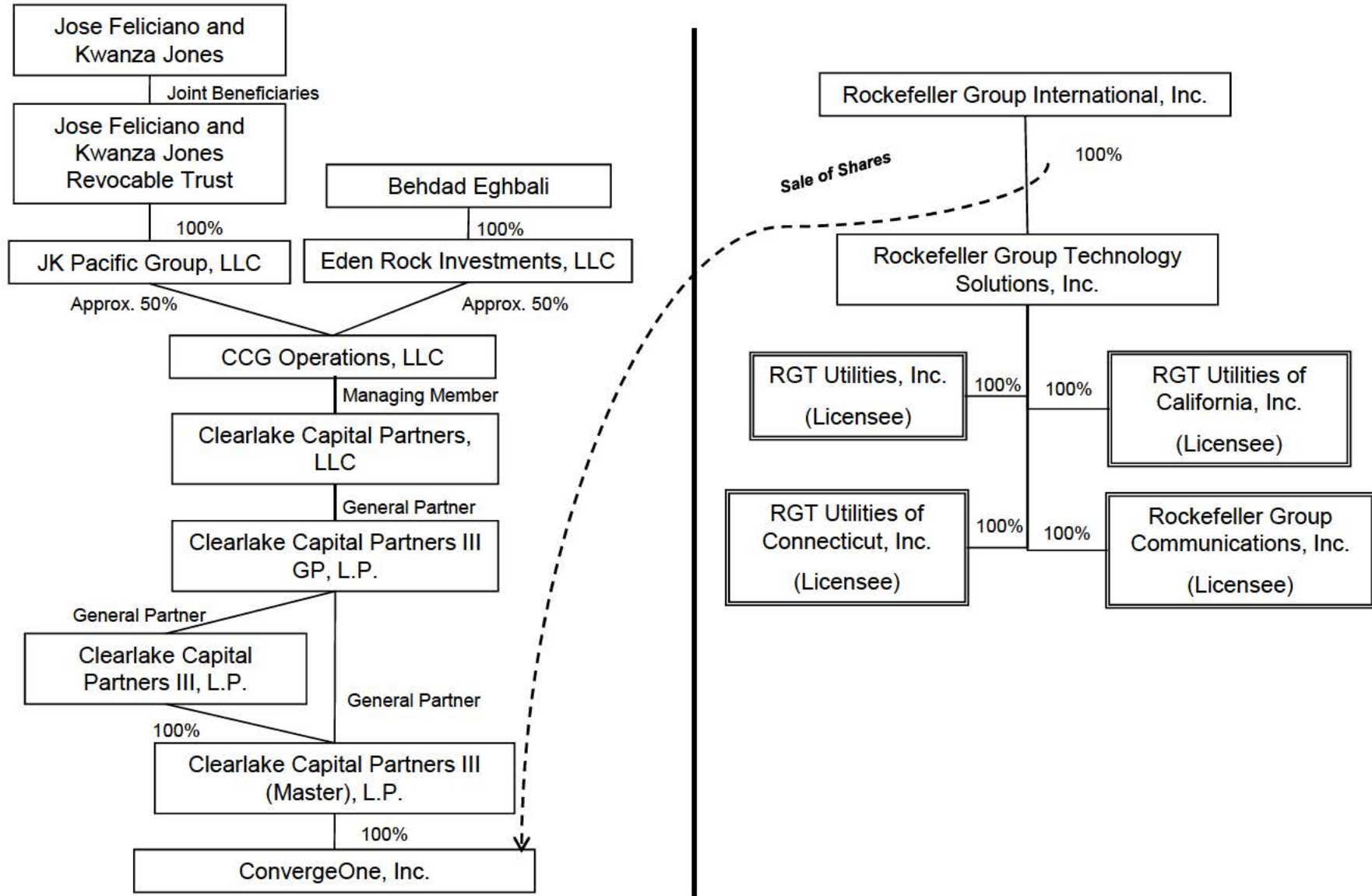
Counsel for Transferee

Date: April 14, 2017

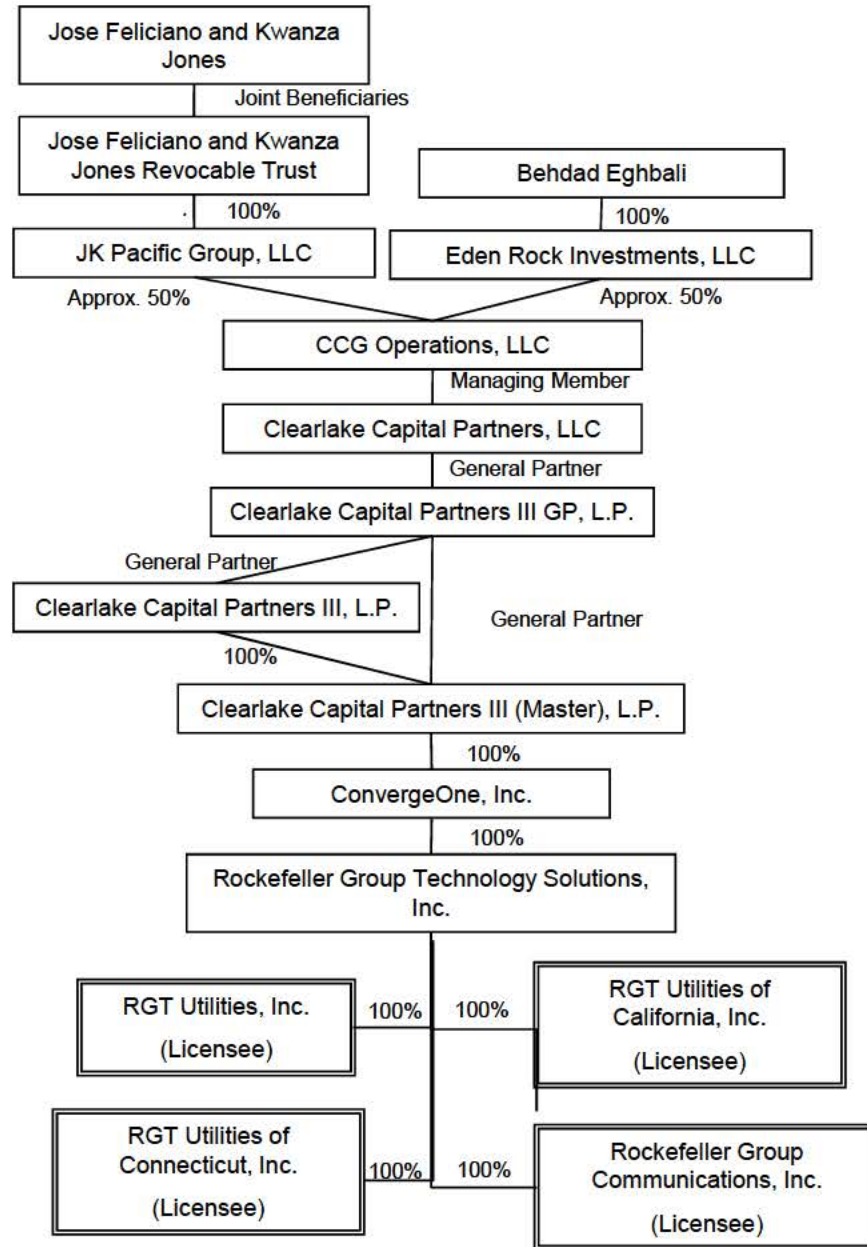
EXHIBIT A

Pre- and Post-Transaction Ownership Charts

Pre-Transaction Organizational Structure



Post-Transaction Organizational Structure



VERIFICATIONS

VERIFICATION

I, Jeff Nachbor, state that I am Chief Financial Officer of ConvergeOne, Inc.; that I am authorized to make this Verification on behalf of ConvergeOne, Inc.; that the foregoing filing was prepared under my direction and supervision; and that the contents thereof and the certifications contained therein, regarding ConvergeOne, Inc., are true and correct to the best of my knowledge, information, and belief.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 13th day of April, 2017.



Name: Jeff Nachbor
Title: Chief Financial Officer
ConvergeOne, Inc.

VERIFICATION

I, Parkin Lee, state that I am Senior Vice President & Chief Legal Officer for Rockefeller Group International, Inc. ("RGII"); that I am authorized to make this Verification on behalf of RGII; that the foregoing filing was prepared under my direction and supervision; and that the contents thereof and the certifications contained therein, regarding RGII, are true and correct to the best of my knowledge, information, and belief.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 14th day of April, 2017.

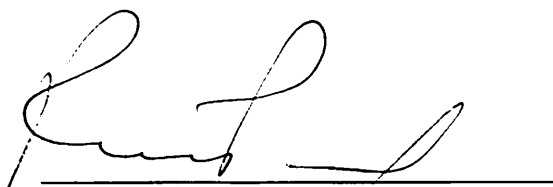


Name: Parkin Lee
Title: Senior Vice President &
Chief Legal Officer
Rockefeller Group International, Inc.

VERIFICATION

I, Robert Paul, state that I am Chief Administrative Officer, Corporate Counsel, and Vice President for RGT Utilities, Inc.; RGT Utilities of California, Inc.; Rockefeller Group Communications, Inc., and RGT Utilities of Connecticut, Inc. (collectively, “Company”); that I am authorized to make this Verification on behalf of Company; that the foregoing filing was prepared under my direction and supervision; and that the contents thereof and the certifications contained therein, regarding Company, are true and correct to the best of my knowledge, information, and belief.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 14th day of April, 2017.

A handwritten signature in black ink, appearing to read 'R Paul', is written over a horizontal line.

Name: Robert Paul
Title: Chief Administrative Officer,
Corporate Counsel, and Vice President
RGT Utilities, Inc.
RGT Utilities of California, Inc.
Rockefeller Group Communications, Inc.
RGT Utilities of Connecticut, Inc.