

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

)	
In the Matter of the Joint Application of)	
)	
CCI Network Services, LLC,)	
Transferor & Licensee,)	
)	WC Docket No. 19-_____
and)	
)	IB File No. ITC-T/C-2019_____
Network Services Holdings, LLC,)	
Transferee,)	
)	
For Grant of 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 Complete a Transfer of)	
Control of CCI Network Services, LLC to)	
Network Services Holdings, LLC)	
)	

JOINT APPLICATION

CCI Network Services, LLC (“CCI,” “Transferor,” or “Licensee”), and Network Services Holdings, LLC (“Network Services” or “Transferee”) (collectively, the “Applicants”), pursuant to Section 214 of the Communications Act of 1934, as amended (the “Act”), 47 U.S.C. § 214, and Sections 63.04 and 63.24 of the Commission’s Rules, 47 C.F.R. §§ 63.04 & 63.24, respectfully request Commission approval under streamlined procedures to transfer ownership of CCI to Network Services (the “Transaction”).

In support of this application, Applicants provide the following information:

II. DESCRIPTION OF THE APPLICANTS

A. Transferor and Licensee

CCI is a Utah limited liability company that currently holds global, facilities-based and

resold Domestic and International Section 214 authority. CCI is a full service provider of IP, data and voice solutions to both medium and large businesses along with enterprise organizations throughout the United States. CCI offers advanced IP-based, data and voice services such as MLPS VPN and Ethernet, as well as comprehensive VOIP-enabled services and features. In addition, CCI provides a broad array of complementary services, including long distance, conference calling, co-location, and ITFS. CCI currently has the following ownership prior to consummation of the Transaction:¹

Name: Chris Gose
Address: 5990 S 2300 E
Holladay, UT 84121
Citizenship: U.S.
Principal Business: Individual
% Interest: 100%

Name: Michelle McDonough
Address: 5990 S 2300 E
Holladay, UT 84121
Citizenship: U.S.
Principal Business: Individual
% Interest: 100%

Name: Chris Nottoli
Address: 155 North 400 West Suite 100
Salt Lake City, UT 84103
Citizenship: U.S.
Principal Business: Individual
% Interest: 100%²

Name: Olivia Nottoli

¹ The interests listed in this section are consistent with the Commission’s ownership attribution rules set forth in Section 63.09 of the Commission’s rules, 47 C.F.R. § 63.09. The Pre-Transaction Corporate Structure Organization chart included below reflects the actual pre-closing ownership interests in CCI.

² While Chris Nottoli does not own more than 50% of CCI, Note 2 of Section 63.09 states that an “ownership percentage for any link in the chain that...represents actual control...shall be treated as if it were a 100% interest.” As demonstrated in CCI’s Section 214 Notification of Pro Forma Assignment, Mr. Nottoli, through CGN Holdings, LLC and CGN Investments, LLC, exercises *de facto* control over CCI. Accordingly, all three entities are attributed 100% ownership. *See* IB File No. ITC-ASG-20190410-00101 (granted May 1, 2019).

Address: 155 North 400 West Suite 100
Salt Lake City, UT 84103

Citizenship: U.S.
Principal Business: Individual
% Interest: 49%

Name: GoWest Enterprises 1, Inc.
Address: 5990 S 2300 E
Holladay, UT 84121

Citizenship: U.S. (Utah)
Principal Business: Investment Vehicle
% Interest: 100%

Name: CGN Holdings, LLC
Address: 155 North 400 West Suite 100
Salt Lake City, UT 84103

Citizenship: U.S. (Arizona)
Principal Business: Holding Company
% Interest: 100%

Name: CGN Investments, LLC
Address: 155 North 400 West Suite 100
Salt Lake City, UT 84103

Citizenship: U.S. (Arizona)
Principal Business: Investment Vehicle
% Interest: 100%

No other person or entity, directly or indirectly, owns or controls a 10% or greater interest in CCI.

B. Transferee

Transferee is a Delaware limited liability company formed for the purpose of acquiring the equity interests of the Transferor. Prior to the consummation of the Transaction, the Transferee's managers consist of Ryan Stratton and David Parkin, both U.S. citizens, and no officers.

III. DESCRIPTION OF THE TRANSACTION

In the proposed transaction, membership interests of CCI will be purchased by Network Services, resulting in a change of the ultimate ownership and control of the CCI and the Domestic and International Section 214 authorizations it holds. Network Services will have control of and

will be the sole manager of CCI Networks. Network Services will delegate day-to-day operational management of CCI Networks to the Officers³ of CCI Networks, who will be subject to the control and management of Network Services, allowing the company to continue to provide domestic and international voice and data telecommunications services to its customers with no changes in the name of the company or its rates, terms, or conditions of service.

IV. 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:

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

Transferor:

CCI Network Services, LLC
155 North 400 West Suite 100
Salt Lake City, UT 84103
Tel: 801-994-4100

FRN: 0009871096

Licensee:

CCI Network Services, LLC
155 North 400 West Suite 100
Salt Lake City, UT 84103
Tel: 801-994-4100

FRN: 0009871096

Transferee:

Network Services Holdings, LLC
c/o Tower Arch Capital, LLC
14034 South 145 East, Suite 300
Draper, UT 84020
Tel: 801-997-5946

FRN: 0028421873

(b) Jurisdiction of Organizations:

³ Upon the consummation of the transaction, the Officers of CCI Networks ("Officers") will be: Christopher Gose (Chief Executive Officer); Jeff Parson (Chief Operating Officer); Christopher Nottoli (Executive Chairman); and Ryan Stratton (Secretary).

Transferor/Licensee: CCI is a limited liability company formed under the laws of Utah.

Transferee: Network Services is a limited liability company formed under the laws of Delaware.

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

Transferor and Licensee:

Jeff Parson
Chief Operating Officer
CCI Network Services, LLC
155 North 400 West Suite 100
Salt Lake City, UT 84103
Tel: 801-994-4100

with a copy to:

Brian Weimer
Douglas Svor
Samuel Swoyer
Sheppard Mullin Richter & Hampton LLP
2099 Pennsylvania Ave., N.W., Suite 100
Washington, DC 20006-6801
Tel: 202-747-1930 (tel)
Tel: 202-747-3818 (fax)
E-mail: bweimer@sheppardmullin.com
dsvor@sheppardmullin.com
sswoyer@sheppardmullin.com

For Transferee:

David Parkin
Treasurer
Network Services Holdings, LLC c/o Tower
Arch Capital, LLC
14034 S. 145 E., Ste. 300
Draper, UT 84020
Tel: 801-997-5946

with a copy to:

Dorsey & Whitney LLP
Attn: George Foote
1401 New York Ave. NW, Suite 900
Washington D.C. 20005
Tel: 202-442-3518
E-mail: foote.george@dorsey.com

(d) Section 214 Authorizations

Transferor/Licensee: CCI Networks holds global, facilities-based and resold International Section 214 authority, File No. ITC-214-19980120-00026 (the “International Section 214 Authorization”). The International Section 214 Authorization provides authority to operate as a facilities-based carrier in accordance with the provisions of Section 63.18(e)(1) of the Commission’s rules and to provide global resale service in accordance with Section 63.18(e)(2) of the Commission’s

rules.⁴

Transferee: Network Services does not hold international or domestic Section 214 authority.

(h) (*Answer to Questions 11 & 12*) The following entities directly or indirectly hold or will hold a ten (10) percent or greater equity interest in Transferee upon consummation of the proposed transaction⁵ as calculated pursuant to the Commission's ownership attribution rules for wireline and international telecommunications carriers:

Pre- and Post-Transaction Ownership of Transferor

Pre-Transaction Ownership of CCI Networks

See Section II.A above.

Post-Transaction Ownership of CCI Networks

Upon consummation of the Transaction, 100% of the membership interests of CCI Networks will be owned by Network Services. GoWest Enterprises 1, Inc.; CGN Investments, LLC; Tower Arch Partners I, LP and Tower Arch Partner I(Q), LP (collectively "Funds") will each directly own 10% or more of the equity in Network Services:

Name:	Tower Arch Partners I, LP c/o Tower Arch Capital, L.P.
General Partner:	Tower Arch Partners I GP, LLC
Address:	14034 South 145 East, Suite 300 Draper, Utah 84020
Jurisdiction:	Delaware, United States
Principal Business:	Investing
Ownership Interest:	25.23%

Ryan Stratton, David Parkin, David Topham, and Ryan Neuenschwander control the General Partner for Tower Arch Partners I, LP. All four individuals are U.S. Citizens and can be reached at the address provided for Tower Arch Partners, L.P.

⁴ 47 C.F.R. §§ 63.18(e)(1), (e)(2).

⁵ 47 C.F.R. § 63.18(h).

Name: Tower Arch Partners I (Q), LP
c/o Tower Arch Capital, L.P.
General Partner: Tower Arch Partners I GP, LLC
Address: 14034 South 145 East, Suite 300
Draper, Utah 84020
Jurisdiction: Delaware, United States
Principal Business: Investing
Ownership Interest: 46.20%

Ryan Stratton, David Parkin, David Topham, and Ryan Neuenschwander control the General Partner for Tower Arch Partners I(Q), LP. All four individuals are U.S. Citizens and can be reached at the address provided for Tower Arch Partners, L.P.

Name: GoWest Enterprises 1, Inc.
Address: 5990 S 2300 E
Holladay, UT 84121
Citizenship: United States
Principal Business: Investment Vehicle
Ownership Interest: 14.2857% interest in CCI Networks

Name: CGN Investments, LLC
Address: 470 Hidden Lake Circle
Bountiful, UT 84010
Citizenship: United States
Principal Business: Holding Company
Ownership Interest: 14.2857% interest in CCI Networks

GoWest Enterprises 1, Inc. is ultimately owned by Chris Gose and Michelle McDonough, both of whom are U.S. citizens. CGN Investments, LLC is ultimately controlled by Chris Nottoli, a U.S. citizen.

To the Transferee's knowledge, no other person or entity, directly or indirectly, owns or controls a 10% or greater interest in Transferee.

Transferee does not have any interlocking directorates with a foreign carrier.

(i) **(Answer to Question 14)** Applicants certify that none of the Applicants is a foreign carrier or affiliated with a foreign carrier.

(j) **(Answer to Question 15)** Applicants certify that they do not seek to provide international telecommunications services to any destination country where:

(1) An Applicant is a foreign carrier in that country; or

- (2) An Applicant controls a foreign carrier in that country; or
- (3) Any entity that owns more than 25 percent of an Applicant, or that controls an Applicant, controls a foreign carrier in that country; or
- (4) 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 or international basic telecommunications services in the United States.

(k) Not applicable

(l) Not applicable.

(m) Not applicable

(n) Transferee and Licensee 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) Applicants certify that they are not subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998. *See* 21 U.S.C. § 853a; *see also* 47 C.F.R. §§ 1.2001-1.2003.

(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). In particular, Section 63.12(c)(1) is inapplicable because none of the Applicants are or are affiliated with any foreign carriers and none of the scenarios outlined in Section 63.12(c) of the Commission's Rules, 47 C.F.R. § 63.12(c), apply.

V. INFORMATION REQUIRED BY SECTION 63.04

Pursuant to Commission Rule 63.04(b), 47 C.F.R. § 63.04(b), Applicants submit the fol-

lowing information in support of their request for domestic Section 214 authority to transfer control of Licensee to Transferee in order to address the requirements set forth in Commission Rule 63.04(a)(6)-(12):

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

In the proposed transaction, membership interests of CCI Networks will be purchased by Network Services, resulting in a change of the ultimate ownership and control of the CCI Networks and the Domestic and International Section 214 authorizations it holds. Network Services will have control of and will be the sole manager of CCI Networks. Network Services will delegate day-to-day operational management of CCI Networks to the Officers of CCI Networks who are subject to the control and management of Network Services, allowing the company to continue to provide domestic and international voice and data telecommunications services.

63.04(a)(7): Geographic Areas Served

CCI Networks provides domestic telecommunications services in the following states – Alabama; Arizona; Arkansas; California; Colorado; Connecticut; District of Columbia; Florida; Georgia; Idaho; Illinois; Indiana; Iowa; Kansas; Kentucky; Louisiana; Maine; Maryland; Massachusetts; Michigan; Minnesota; Missouri; Montana; Nebraska; Nevada; New Hampshire; New Jersey; New Mexico; New York; North Carolina; North Dakota; Ohio; Oklahoma; Oregon; Pennsylvania; Rhode Island; South Carolina; South Dakota; Tennessee; Texas; Utah; Vermont; Virginia; Washington; Wisconsin; and Wyoming.

Network Services does not provide telecommunications services and is not currently affiliated with any telecommunications carrier.

63.04(a)(8): Streamlining Considerations

Applicants request streamlined processing pursuant to Sections 63.03 of the Commission's

Rules, 47 C.F.R. §63.03. Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) because, immediately following the transactions, Transferee (and its Affiliates) will have a market share in the interstate, interexchange market of less than 10 percent, and the Transferee (and its Affiliates) will 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 the transactions, and none of the Applicants (or their Affiliates) are dominant with respect to any service.

63.04(a)(9): Additional FCC Applications

Through this Application, Applicants seek authority with respect to both international and domestic Section 214 authorizations in compliance with Section 63.04(b) of the Commission's rules.

63.04(a)(10): Special Consideration Requests

No party is requesting special consideration because it is facing imminent business failure.

63.04(a)(11): Waiver Requests

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

63.04(a)(12): Public Interest Statement

Applicants submit that consummation of the Transaction will serve the public interest. CCI has a long history of providing telecommunications services. The Transaction will allow Network Services to utilize its expertise in the telecommunications sector to direct and manage the day-to-day operations of CCI Networks, resulting in enhanced quality of service offered to customers. CCI will continue to provide competitive domestic and international voice and data telecommunications services. CCI will be able to continue providing service to its customers with no changes in the name of the company or its rates, terms, or conditions of service, maintaining continuity.

As such, the Transaction will not have an effect on competition in the domestic telecommunications market.

VI. 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 transfer of ownership and control of CCI Network Services LLC to Network Services Holdings, LLC.

Respectfully submitted,

/s/ Brian Weimer

/s/ George M. Foote

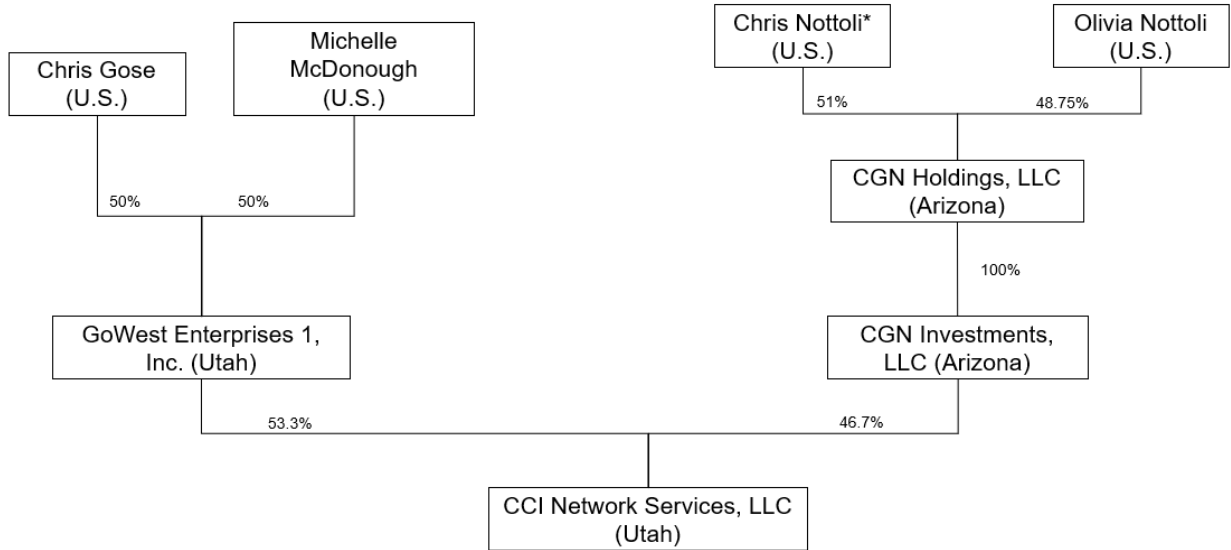
Brian Weimer Douglas Svor Samuel Swoyer Sheppard Mullin Richter & Hampton LLP 2099 Pennsylvania Ave., N.W., Suite 100 Washington, DC 20006-6801 Tel: 202-747-1930 Fax: 202-747-3818 bweimer@sheppardmullin.com dsvor@sheppardmullin.com sswoyer@sheppardmullin.com Counsel for Transferor and Licensee	George Foote Dorsey & Whitney LLP 1401 New York Ave. NW, Suite 900 Washington D.C. 20005 Tel: 202-442-3518 E-mail: foote.george@dorsey.com Counsel for Transferee
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Dated: June 19th, 2019

EXHIBIT A

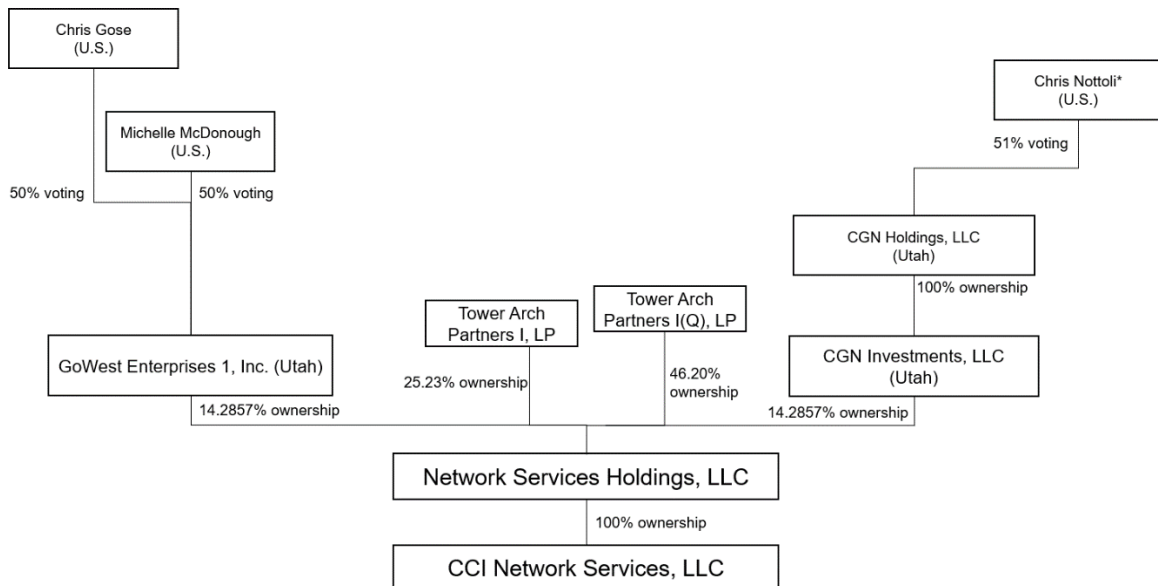
Diagrams of the Pre- and Post-Transaction Corporate Organization Structures

PRE-TRANSACTION OWNERSHIP OF TRANSFEROR



*As Trustee of the Nottoli Family Trust

POST-TRANSACTION OWNERSHIP



*As Trustee of the Notti Family Trust

VERIFICATION

I, David Parkin, state that I am the Treasurer of Network Services Holdings, LLC c/o Tower Arch Capital, LLC; that I am authorized to make this Verification on behalf of Network Services Holdings, LLC c/o Tower Arch Capital, LLC; that the foregoing filing was prepared under my direction and supervision; and that the contents 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 19th day of June, 2019.

/s/ David Parkin
David Parkin
Treasurer
Network Services Holdings,
LLC c/o Tower Arch Capital,
LLC

VERIFICATION

I, Jeff Parson, state that I am the Chief Operating Officer of CCI Network Services, LLC; that I am authorized to make this Verification on behalf of CCI Network Services, LLC; that the foregoing filing was prepared under my direction and supervision; and that the contents 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 19th day of June, 2019.

/s/ Jeff Parson
Jeff Parson
Chief Operating Officer
CCI Network Services, LLC