



# PUBLIC NOTICE

Federal Communications Commission  
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Washington, D.C. 20554

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DA 21-575  
May 14, 2021

## APPLICATIONS FILED FOR THE TRANSFER OF CONTROL OF ONVOY HOLDINGS INC. TO SINCH US HOLDING INC.

### PLEADING CYCLE ESTABLISHED

WC Docket No. 21-131

**Comments/Petitions Due: June 14, 2021**

**Reply Comments/Oppositions to Petitions Due: June 29, 2021**

By this Public Notice, the Wireline Competition Bureau, International Bureau, and Wireless Telecommunications Bureau (together, Bureaus) seek comment from interested parties on applications filed by GTCR Onvoy Holdings, LLC (GTCR Holdings), Sinch US Holding Inc. (Sinch US), and Onvoy, LLC (Onvoy), Minnesota Independent Equal Access Corporation (MIEAC), Voyant Communications, LLC (Voyant), Broadvox-CLEC, LLC (Broadvox), ANPI, LLC (ANPI), ANPI Business, LLC (ANPI Business), Inteliquent, Inc. (Inteliquent), and Layered Communications, LLC (Layered) (Layered, together with Onvoy, MIEAC, Voyant, Broadvox, ANPI, ANPI Business, and Inteliquent, Authority Holders) and Onvoy Spectrum, LLC (Onvoy Spectrum, and collectively with Authority Holders, GTCR Holdings, and Sinch US, Applicants) for the transfer of control of Authority Holders and Onvoy Spectrum from GTCR Holdings to Sinch US, pursuant to sections 214 and 310(d) of the Communications Act of 1934, as amended (Act),<sup>1</sup> and sections 1.948, 63.03-04, 63.18, and 63.24 of the Commission's rules.<sup>2</sup> Sinch US and Onvoy Spectrum also filed a petition for declaratory ruling to permit foreign investment above the 25% benchmarks in section 310(b)(4) of the Act and section 1.5000(a)(1) of the Commission's rules.<sup>3</sup>

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<sup>1</sup> 47 U.S.C. §§ 214, 310(d).

<sup>2</sup> 47 CFR §§ 1.948, 63.03-04, 63.18, 63.24; Consolidated Application for Consent to Transfer Control of Section 214 Authority Holders, WC Docket No. 21-131 (filed Apr. 1, 2021) (Lead Application). The Commission licenses and authorizations subject to the applications are listed in Attachment A to this Public Notice and include domestic and international section 214 authorizations and wireless licenses (Lead Application, together with applications listed in Attachment A, Applications). On April 14, 2021, Applicants filed a supplement to the Applications. Letter from John T. Nakahata, Counsel for Sinch US, and Ronald W. Del Sesto, Jr., Counsel for GTCR Holdings, to Marlene H. Dortch, Secretary, FCC, WC Docket No. 21-131, IB File Nos. ITC-T/C-20210401-00059, ITC-T/C-20210401-00060, ITC-T/C-20210401-00061, ITC-T/C-20210401-00062; ITC-T/C-20210401-00063; ITC-T/C-20210401-00064 (filed Apr. 14, 2021) (Supplement Letter).

<sup>3</sup> 47 U.S.C. § 310(b)(4); 47 CFR § 1.5000(a)(1); Onvoy Spectrum, LLC and Sinch US Holdings Inc. Petition for Declaratory Ruling Under Section 310(b)(4) of the Communications Act of 1934, as amended, IBFS File No. ISP-PDR-20210401-00006 (filed Apr. 1, 2021) (Petition). On April 27, 2021, Petitioners filed a supplement, amending the Petition to designate Onvoy, LLC as the controlling U.S.-organized parent of the Licensee and updating Exhibit

GTCR Holdings, a Delaware limited liability company, is an investment vehicle created to aggregate the ownership of various investment funds managed by GTCR LLC, a U.S.-based entity.<sup>4</sup> GTCR Holdings owns 100% of Onvoy Holdings Inc. (Onvoy Holdings), a Delaware entity that in turn owns 100% of Authority Holders.<sup>5</sup> Authority Holders are all U.S.-based entities that operate a carrier network providing competitive wholesale services in all 50 states, the District of Columbia, Puerto Rico, and the U.S. Virgin Islands.<sup>6</sup> Specifically, Onvoy provides wholesale local exchange carrier (LEC) and long distance services in all 50 states except Alaska; MIEAC provides centralized equal access services in Minnesota and North Dakota; Voyant provides telecommunications services in Colorado, Idaho, Indiana, Michigan, Minnesota, Ohio, Tennessee, and Washington; Broadvox provides telecommunications services on a wholesale basis to Onvoy; ANPI provides wholesale interexchange services throughout the United States and is authorized as a competitive LEC in several states; ANPI Business provides wholesale interexchange services throughout the United States and is authorized as a competitive LEC in several states; Inteliquent provides wholesale competitive access, interexchange, and other services in the District of Columbia, Puerto Rico, and in every state except Alaska; and Layered provides telecommunications services primarily to other providers in California and New York.<sup>7</sup>

Sinch US, a Delaware corporation, is a wholly-owned direct subsidiary of Sinch Holding AB (Sinch Holding), a Swedish corporation, which is in turn a wholly-owned direct subsidiary of Sinch AB (publ) (Sinch), a publicly-traded Swedish communications company.<sup>8</sup> According to Applicants, as of February 28, 2021, Sinch has one shareholder with a 10% or greater interest, Neqst D2 AB, a Swedish investment firm that owns 16.5% of the outstanding shares in Sinch.<sup>9</sup> Neqst D2 AB is indirectly owned by Jonas Frederiksson and Erik Fröberg, both Swedish citizens, through several intervening Swedish entities.<sup>10</sup> The remaining 83.5% equity and voting interests in Sinch are collectively held by public shareholders with respective ownership interests under 10% in Sinch.<sup>11</sup> Applicants state that Sinch does not control and is not affiliated with any U.S. telecommunications providers.<sup>12</sup>

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A and Exhibit D of the Petition. Letter from John T. Nakahata, Counsel for Sinch US Holding Inc., and Ronald W. Del Sesto Jr., Counsel for Onvoy Spectrum, LLC., to Marlene H. Dortch, FCC, IBFS File No. ISP-PDR-20210401-00006 (filed Apr. 27, 2021) (April 2021 Supplement). On May 7, 2021, Petitioners filed another supplement, updating foreign ownership charts and Exhibit A and Exhibit D of the Petition. Letter from John T. Nakahata, Counsel for Sinch US Holding Inc., to Marlene H. Dortch, FCC, IBFS File No. ISP-PDR-20210401-00006 (filed May 7, 2021) (May 2021 Supplement).

<sup>4</sup> Lead Application at 3.

<sup>5</sup> *Id.*

<sup>6</sup> *Id.* at 2.

<sup>7</sup> *Id.* at 3-5; Supplement Letter at 1.

<sup>8</sup> Lead Application at 5.

<sup>9</sup> *Id.*

<sup>10</sup> *Id.* at 5, Attach. 2 (Pre- and Post-Closing Ownership Charts), and Attach. 3 (Post-Transaction Authority Holders' 10-Percent-or-Greater Interest Holders).

<sup>11</sup> *Id.* at 5.

Pursuant to the terms of the Stock Purchase Agreement dated February 16, 2021, Sinch US will purchase all of the outstanding shares of Onvoy Holdings, as a result of which Authority Holders will no longer be indirectly owned and controlled by GTCR Holdings (Proposed Transaction).<sup>13</sup> The Authority Holders will continue to be 100% indirectly owned and controlled by Onvoy Holdings, which will in turn be indirectly owned and controlled by Sinch.<sup>14</sup>

Applicants assert that a grant of the Applications would serve the public interest, convenience, and necessity. They state that Sinch's financial resources and management experience would allow the Authority Holders to expand and improve their service offerings while providing existing services to their customers at the same rates, terms, and conditions.<sup>15</sup> They also state that the Proposed Transaction would not adversely affect competition in any domestic or international market.<sup>16</sup>

### **Petition for Declaratory Ruling Under Section 310(b)(4)**

Onvoy Spectrum holds two common carrier wireless licenses and thus Sinch US and Onvoy Spectrum (together, Petitioners) have filed a petition for declaratory ruling (Petition), pursuant to section 310(b)(4) of the Act and section 1.5000(a)(1) of the Commission's rules,<sup>17</sup> to permit foreign ownership in the proposed controlling U.S. parent, Onvoy, to exceed the 25% benchmarks specified in section 310(b)(4) of the Act and section 1.5000(a)(1) of the Commission's rules. Onvoy Spectrum currently holds two common carrier wireless licenses. Petitioners assert that the proposed foreign ownership of Onvoy would serve the public interest.<sup>18</sup>

According to the Petition, upon completion of the proposed transaction, Onvoy would have aggregate indirect foreign equity and voting interests of 100%.<sup>19</sup> Pursuant to section 1.5001(i) of the rules, Petitions request that the Commission specifically approve the direct and/or indirect foreign equity and/or voting interests that would be held in the controlling U.S. parent, Onvoy, upon completion of the proposed transaction by foreign-organized entities and foreign individuals as follows:

Sinch Holding AB (100% equity, 100% voting) (Sweden);  
Sinch AB (publ) (100% equity, 100% voting) (Sweden);  
Neqst D2 AB (17% equity, 17% voting) (Sweden);  
Neqst D1 AB (9% equity, 17% voting) (Sweden);

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<sup>12</sup> Lead Application at 9; Supplement Letter at 1.

<sup>13</sup> *Id.* at 6.

<sup>14</sup> *Id.*

<sup>15</sup> *Id.* at 2, 8.

<sup>16</sup> *Id.* at 2, 9.

<sup>17</sup> 47 CFR § 1.5000(a)(1).

<sup>18</sup> Petition at 2 and Exh. C. *See also* May 2021 Supplement.

<sup>19</sup> Petition at Exh. C.

Neqst 1 AB (7% equity, 17% voting) (Sweden);  
Neqst 2017 AB (7% equity, 17% voting) (Sweden);  
Neqst 2020 AB (4% equity, 17% voting) (Sweden);  
Neqst Investment 2020 AB (4% equity, 17% voting) (Sweden);  
Sundaskären AB (3% equity, 17% voting) (Sweden);  
Erik Fröberg (3% equity, 17% voting) (Sweden);  
Kersgården AB (1% equity, 17% voting) (Sweden);<sup>20</sup>  
Jonas Frederiksson (1% equity, 17% voting) (Sweden);<sup>21</sup>  
SB Northstar LP (10% equity, 10% voting) (Cayman Islands);<sup>22</sup>  
SB Management Ltd. (0% equity, 10% voting) (United Arab Emirates);  
Softbank Group Corp. (7% equity, 10% voting) (Japan); and  
Masayoshi Son (5% equity and voting) (Japan).

Petitioners also request specific approval, pursuant to section 1.5001(k) of the Commission's rules, for each of the foregoing entities, except for Sinch Holding AB and Sinch AB (publ), and individuals to increase their indirect equity and/or voting interests in Onvoy up to a non-controlling 49.99%.<sup>23</sup>

Referral to Executive Branch Agencies. Through this Public Notice, pursuant to Commission practice, the Applications and Petition for Declaratory Ruling set out in Attachment A are being referred to the relevant Executive Branch agencies for their views on any national security, law enforcement, foreign policy, or trade policy concerns related to the foreign ownership of the Petitioners.<sup>24</sup>

## **GENERAL INFORMATION**

The applications identified herein have been found, upon initial review, to be acceptable for filing. The Commission reserves the right to return any application if, upon further examination, it is determined to be defective and not in conformance with the Commission's rules and policies. Interested parties may file comments and petitions **on or before June 14, 2021** and reply comments or oppositions to petitions **on or before June 29, 2021**. Comments may be filed using the Commission's Electronic Comment Filing System (ECFS) or by paper. All filings must be addressed to the Commission's Secretary, Office of the Secretary, Federal Communications Commission.

- Electronic Filers: Comments may be filed electronically by accessing ECFS at <http://apps.fcc.gov/ecfs/>.

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<sup>20</sup> May 2021 Supplement at Updated Exh. D.

<sup>21</sup> *Id.*

<sup>22</sup> *Id.*

<sup>23</sup> *Id.*

<sup>24</sup> See *Process Reform for Executive Branch Review of Certain FCC Applications and Petitions Involving Foreign Ownership*, IB Docket 16-155, Report and Order, 35 FCC Rcd 10927 (2020). See also *Rules and Policies on Foreign Participation in the U.S. Telecommunications Market; Market Entry and Regulation of Foreign-Affiliated Entities*, IB Docket Nos. 97-142 and 95-22, Report and Order and Order on Reconsideration, 12 FCC Rcd 23891, 23918-19, paras. 61-63 (1997) (*Foreign Participation Order*), recon. denied, 15 FCC Rcd 18158 (2000).

- *Paper Filers*: Parties who choose to file by paper must file an original and one copy of each filing. If more than one docket or rulemaking number appears in the caption of this proceeding, filers must submit one additional copy for each additional docket or rulemaking number.
  - Filings can be sent by commercial overnight courier or by first-class or overnight U.S. Postal Service mail.<sup>25</sup> All filings must be addressed to the Commission’s Secretary, Office of the Secretary, Federal Communications Commission.
  - Commercial overnight mail (other than U.S. Postal Service Express Mail and Priority Mail) must be sent to 9050 Junction Drive, Annapolis Junction, MD 20701. U.S. Postal Service first-class, Express, and Priority mail must be addressed to 45 L Street, NE, Washington, DC 20554.
- *People with Disabilities*: We ask that requests for accommodations be made as soon as possible in order to allow the agency to satisfy such requests whenever possible. Send an email to [fcc504@fcc.gov](mailto:fcc504@fcc.gov) or call the Consumer and Governmental Affairs Bureau at (202) 418-0530.

**In addition, e-mail one copy of each pleading to each of the following:**

- 1) Greg Kwan, Wireline Competition Bureau, [gregory.kwan@fcc.gov](mailto:gregory.kwan@fcc.gov);
- 2) Leah Kim, International Bureau, [leah.kim@fcc.gov](mailto:leah.kim@fcc.gov);
- 3) Melissa Conway, Wireless Telecommunications Bureau; [melissa.conway@fcc.gov](mailto:melissa.conway@fcc.gov); and
- 4) Jim Bird, Office of General Counsel, [jim.bird@fcc.gov](mailto:jim.bird@fcc.gov).

The proceeding in this Notice shall be treated as a “permit-but-disclose” proceeding in accordance with the Commission’s *ex parte* rules. Persons making *ex parte* presentations must file a copy of any written presentation or a memorandum summarizing any oral presentation within two business days after the presentation (unless a different deadline applicable to the Sunshine period applies). Persons making oral *ex parte* presentations are reminded that memoranda summarizing the presentation must (1) list all persons attending or otherwise participating in the meeting at which the *ex parte* presentation was made, and (2) summarize all data presented and arguments made during the presentation. If the presentation consisted in whole or in part of the presentation of data or arguments already reflected in the presenter’s written comments, memoranda or other filings in the proceeding, the presenter may provide citations to such data or arguments in his or her prior comments, memoranda, or other filings (specifying the relevant page and/or paragraph numbers where such data or arguments can be found) in lieu of summarizing them in the memorandum. Documents shown or given to Commission staff during *ex parte* meetings are deemed to be written *ex parte* presentations and must be filed consistent with rule 1.1206(b), 47 CFR § 1.1206(b). Participants in this proceeding should familiarize themselves with the Commission’s *ex parte* rules.

To allow the Commission to consider fully all substantive issues regarding the applications in as timely and efficient a manner as possible, petitioners and commenters should raise all issues in their

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<sup>25</sup> Effective March 19, 2020, and until further notice, the Commission no longer accepts any hand or messenger delivered filings. This is a temporary measure taken to help protect the health and safety of individuals, and to mitigate the transmission of COVID-19. See *FCC Announces Closure of FCC Headquarters Open Window and Change in Hand-Delivery Policy*, Public Notice, DA 20-304 (March 19, 2020). <https://www.fcc.gov/document/fcc-closes-headquarters-open-window-and-changes-hand-delivery-policy>

initial filings. New issues may not be raised in responses or replies.<sup>26</sup> A party or interested person seeking to raise a new issue after the pleading cycle has closed must show good cause why it was not possible for it to have raised the issue previously. Submissions after the pleading cycle has closed that seek to raise new issues based on new facts or newly discovered facts should be filed within 15 days after such facts are discovered. Absent such a showing of good cause, any issues not timely raised may be disregarded by the Commission.

For further information, please contact Greg Kwan, Wireline Competition Bureau, (202) 418-1191; Leah Kim, International Bureau, (202) 418-0722; or Melissa Conway, Wireless Telecommunications Bureau, (202) 418-2887.

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<sup>26</sup> See 47 CFR § 1.45(c).

**ATTACHMENT A**

**SECTION 214 AUTHORIZATIONS**

**A. International**

The applications for consent to the transfer of control of certain international section 214 authorizations have been assigned the file numbers listed below.

<u>File Number</u>	<u>Authorization Holder</u>	<u>Authorization Number</u>
ITC-T/C-20210401-00059	Inteliquent, Inc	ITC-214-20100423-00180
ITC-T/C-20210401-00060	ANPI Business, LLC	ITC-214-20000717-00403
ITC-T/C-20210401-00061	ANPI, LLC	ITC-214-19960209-00017
ITC-T/C-20210401-00062	Broadvox-CLEC, LLC	ITC-214-20090529-00261
ITC-T/C-20210401-00063	Voyant Communications, LLC	ITC-214-20091016-00444
ITC-T/C-20210401-00064	Onvoy, LLC	ITC-214-19970722-00425 <sup>27</sup> ITC-214-19971205-00766

**B. Domestic**

Applicants filed an application to transfer control of domestic section 214 authority in connection with the proposed transaction. In light of the multiple applications pending before the Commission with respect to this transaction and the public interest review associated with them, the domestic transfer of control application is not subject to streamlined treatment.<sup>28</sup>

**SECTION 310(d) APPLICATION**

<u>File Number</u>	<u>Licensee</u>	<u>Lead Call Sign</u>
0009468917	Onvoy Spectrum, LLC	KNKR334

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<sup>27</sup> Layered Communications, LLC provides international service under the international section 214 held by Onvoy, LLC pursuant to 47 CFR § 63.21(h). See Lead Application at 14, n. 26.

<sup>28</sup> 47 CFR § 63.03.

**PETITION FOR DECLARATORY RULING UNDER SECTION 310(b)(4)**

The Petition has been assigned File No. ISP-PDR-20210401-00006.