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COMMISSION CLERK

Suite 800  
1919 Pennsylvania Avenue NW  
Washington, DC 20006-3401

James M. Smith  
202.973.4288 tel  
202.973.4499 fax

jamesmsmith@dwt.com

110000-01

October 28, 2011

**VIA OVERNIGHT DELIVERY**

Florida Public Service Commission  
Ann Cole, Commission Clerk  
Office of the Commission Clerk  
2540 Shumard Oak Blvd.  
Tallahassee, Florida 32399-0850

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**Re: ENA Services, LLC  
Certificate No. 8681 (Order No. PSC-07-0369-PAA-TX, Docket No. 070128-TX  
(April 27, 2007))  
Notice of Transfer of Control**

Dear Ms. Cole:

Please be advised with this original letter and one (1) copy that ENA Services, LLC ("ENA"), holder of the above-referenced Certificate to provide Competitive Local Exchange (CLEC) services in the State of Florida, will undergo a transfer of control, effective on or about December 15, 2011, pursuant to a Merger Agreement executed on October 28, 2011. Under the terms of the Merger Agreement, ENA Holding Corporation ("ENA Holding") will acquire 100% of the issued and outstanding equity interests of ENA, making ENA a wholly-owned subsidiary of ENA Holding. Attached hereto is a copy of the parties' transfer of control application before the FCC, filed this date, which describes the transaction.

The parties emphasize that the proposed transaction will be seamless and transparent to ENA's customers. ENA will continue to exist and will continue to provide the same services under the same name and at the same rates, terms and conditions as immediately prior to the transaction. Customers will experience no disruption or change in service as a result of the transaction. Further, ENA will be accessible by customers and the Commission at the same contact numbers as before.

I have enclosed an extra copy of this letter to be date-stamped and returned to me in the enclosed, overnight envelope.

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Florida Public Service Commission  
Ann Cole, Commission Clerk  
October 28, 2011  
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Thank you for your assistance. Should you have any questions regarding this notification, please do not hesitate to contact me.

Sincerely,

DAVIS WRIGHT TREMAINE LLP

A handwritten signature in black ink, appearing to read "James M. Smith". The signature is fluid and cursive, with a large initial "J" and a long horizontal stroke at the end.

James M. Smith

110000-0T

Before the  
Federal Communications Commission  
Washington, D.C. 20554

In the Matter of the Application of )  
 )  
EDUCATION NETWORKS OF AMERICA, INC. )  
and )  
ENA SERVICES, LLC )  
Transferors, )  
 )  
and )  
 )  
ENA HOLDING CORPORATION )  
Transferee. )  
 )  
Application Under Section 214 of the )  
Communications Act of 1934, as Amended, for )  
Transfer of Control of Blanket Domestic Section )  
214 Authorization )

File No. \_\_\_\_\_

**APPLICATION FOR TRANSFER OF CONTROL OF DOMESTIC SECTION 214  
AUTHORIZATION**

Education Networks of America, Inc. and its wholly-owned subsidiary ENA Services, LLC (hereinafter "Transferors" or, collectively, "ENA") and ENA Holding Corporation ("Transferee" or "ENA Holding") (collectively "Applicants"), by their undersigned counsel, hereby request authorization pursuant to Section 214 of the Communications Act, as amended, and Sections 63.03 and 63.04(a) of the Commission's Rules, to transfer control of Transferors' blanket domestic Section 214 authorization from Transferors to Transferee. Pursuant to an October 28, 2011 Agreement and Plan of Merger ("Merger Agreement") between the parties, Transferors will become a wholly-owned direct subsidiary of Transferee. The Applicants respectfully submit that this Application is entitled to streamlined treatment under section 63.03(b)(1)(ii) of the Rules.

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Transferors (parent corporation and wholly-owned subsidiary) are in the business of providing managed networks, information solutions and instructional and productivity tools to the K-12 education community, including integrated internet and WAN connectivity utilizing various technologies (e.g., fiber and copper-based Ethernet, TDM delivered T-1s and T-3s), IP voice and video services, as well as third party applications that are used in tandem with their proprietary products. They currently provides services, primarily to school districts and libraries that participate in the Schools and Libraries "E-Rate" program, in Florida, Georgia, Idaho, Indiana, Maryland and Tennessee.

Transferee ENA Holding is a corporation newly formed by MSouth Equity Partners II, L.P. ("MSouth"). ENA Holding will be the holding company for both ENA entities after the close of the transaction described herein. Neither ENA Holding nor its attributable owners are currently telecommunications providers.

In support of this Application, pursuant to Sections 63.04(a) of the Commission's Rules, Applicants state as follows:

**(1) Name, address and telephone numbers of the Applicants:**

Transferors:

Education Networks of America, Inc.  
1101 McGavock Street  
Nashville, TN 37203  
Phone: (615) 312-6000  
FRN: 0011583515

ENA Services, LLC  
[same address and phone]  
FRN: 0015297245

Transferee:

ENA Holding Corporation  
Two Buckhead Plaza  
3050 Peachtree Road NW  
Suite 550  
Atlanta, Georgia 30305  
Phone: (404) 816-3255  
FRN: 0021251657

**(2) States in which Applicants are organized:**

Transferors are corporations organized and existing under the laws of the State of Delaware. Transferee is a corporation organized and existing under the laws of the State of Georgia.

**(3) Direct correspondence to:**

For Transferors:

Rex Miller, Senior Vice President  
Education Networks of America, Inc.  
1101 McGavock Street  
Nashville, TN 37203  
Phone: (615) 312-6005  
Fax: (615) 312-6099  
E-mail: [rex@ena.com](mailto:rex@ena.com)

with a copy to:

Glenn S. Richards  
Pillsbury Winthrop Shaw Pittman LLP  
2300 N Street, NW  
Washington, DC 20037-1122  
Phone: (202) 663-8215  
Fax: (202) 513-8006  
E-mail: [glenn.richards@pillsburylaw.com](mailto:glenn.richards@pillsburylaw.com)

Their Counsel

For Transferee:

Mark L. Feidler, Manager  
MSouth Equity Partners II, LP  
Two Buckhead Plaza  
3050 Peachtree Road, NW, Suite 550  
Atlanta, GA 30305  
Phone: (404) 816-3255  
E-mail: [mfeidler@msouth.com](mailto:mfeidler@msouth.com)

with a copy to:

James M. Smith, Esq.  
Davis Wright Tremaine LLP  
1919 Pennsylvania Avenue, N.W., Suite 800  
Washington, DC 20006-3401  
Phone: 202-973-4288  
E-mail: [jamesmsmith@dwt.com](mailto:jamesmsmith@dwt.com)

Its Counsel

- (4) **Name, address, citizenship and principal business of any person or entity that directly or indirectly owns 10% or more of the equity of the applicants, and the percentage of equity owned by each of those entities:**

ENA Services LLC is 100% owned by Education Networks of America, Inc. The ten percent or greater direct or indirect owners of Education Networks of America, Inc. are:

<u>Name and Address</u>	<u>Equity %</u>	<u>Citizenship</u>	<u>Principal Business</u>
Cumberland Valley Farm <sup>1</sup> 7011 River Road Pk Nashville, TN 37209	28.1%	USA	Investor
ENA Investors, L.L.C. 100 North Riverside Plaza Suite 1620 Chicago, IL 60606	13.8%	USA	Investor

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<sup>1</sup> Cumberland Valley Farm is the d/ba/ of the GST Exempt Trust. Al Ganier, an individual and US citizen, is the trustee and beneficiary for life of the GST Exempt Trust. At his death, the Trust distributes all assets in equal shares to Mr. Ganier's three children.

Neither of these entities includes any foreign ownership interests.

Post-transaction, Transferee ENA Holding Corporation will own 100% of the equity interest in ENA. The following entities will hold a ten percent (10%) or greater interest in ENA

Holding Corporation:

<u>Name and Address</u>	<u>Equity %</u>	<u>Citizenship</u>	<u>Principal Business</u>
MSouth Equity Partners II, L.P Two Buckhead Plaza 3050 Peachtree Road, NW Suite 550 Atlanta, GA 30305	85.0%	U.S.	Investments
Cumberland Valley Farm 7011 River Road Pk Nashville, TN 37209	12.50%	U.S.	Investor

MSouth is a private equity investment firm that provides equity capital and expertise to support management teams in acquisitions and recapitalizations of companies typically valued at \$25 - \$125 million. Based in Atlanta, Georgia, MSouth invests primarily in the South with a consistent focus on management buyouts. Each of MSouth's partners has extensive experience in acquiring and successfully growing businesses. MSouth is managed by its general partner, MSouth Equity Partners II, GP, LLC. The managing members of MSouth Equity Partners II, GP, LLC are Mark L. Feidler, Michael D. Long, Bart A. McLean and Peter S. Petit. None of the managing members has more than a nominal interest in MSouth. All of the managing members are U.S. citizens.

Neither MSouth nor MSouth Equity Partners II, GP, LLC has any foreign ownership interests or is currently a telecommunications provider.

The only person or entity that holds a ten percent or greater interest in the equity of

MSouth is:

<u>Name and Address</u>	<u>Equity %</u>	<u>Citizenship</u>	<u>Principal Business</u>
Board of Regents of the University of Texas System	17.86%	U.S.	Education/Investments

**(5) Certifications under Anti-Drug Abuse Act:**

Applicants certify pursuant to Sections 1.2001 through 1.2003 of the Commission's rules that 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, 21 U.S.C. § 853.

**(6) Description of the transaction:**

Applicants entered into the Merger Agreement on October 28, 2011. Under the terms of the Merger Agreement, ENA Holding will acquire 100% of the issued and outstanding equity interests of Transferor Education Networks of America, Inc. (of which ENA Services, LLC is a wholly owned subsidiary), making the ENA entities wholly-owned subsidiaries of ENA Holding. To effectuate the acquisition, ENA Merger Sub, Inc., a newly created, wholly-owned subsidiary of ENA Holding, will merge with and into ENA, with ENA being the surviving corporation. The ENA entities will continue to exist and will provide service to customers under the same names and at the same rates, terms and conditions as prior to the transactions. Customers will experience no disruption of service or change in service as a result of the transaction.

MSouth, the majority owner of ENA Holding, will control the Board of Directors of ENA Holding.

**(7) Description of the geographic areas in which the Transferors and Transferee (and their affiliates) offer domestic telecommunications services, and what services are provided in each area:**

Transferors provide services to schools and libraries in the states of Florida, Georgia, Idaho, Indiana, Maryland and Tennessee.

**(8) Statement concerning streamlined processing:**

The application meets the requirements for streamlined processing under 47 C.F.R. § 63.03(b)(1)(ii), in that Transferee is not currently a telecommunications provider. Further, after the transaction, Transferee's market share in the interstate, interexchange market will be less than 1 percent, and the transaction will not result in any loss or impairment of service to any customers.

**(9) Identification of all other Commission applications related to this transaction:**

None.

**(10) Is special consideration requested due to imminent business failure of either applicant?**

No.

**(11) Have any separately filed waiver requests been sought in conjunction with this transaction?**

No.

**(12) How will grant of this application serve the public interest, convenience and necessity?**

The proposed transaction will serve the public interest because it will provide benefits to ENA's customers without any countervailing harms. By affiliating with MSouth, which has solid financial fundamentals, ENA is assured of having adequate access to capital in order to grow and deliver greater innovations in technology and product offerings to the schools and libraries markets.

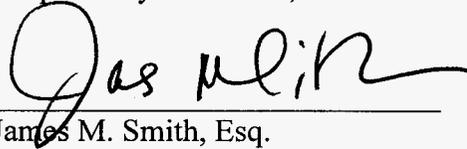
New customers will benefit from the increased access to those offerings that ENA's enhanced access to capital will bring, and ENA will benefit post-transaction from retaining and

attracting customers whose needs are satisfied by more sophisticated offerings, service quality and customer care. As structured, the transaction and the resulting organizational structure are intended to create the strengthened financial stability and access to capital necessary to allow ENA to grow and continue to provide reliable, advanced services in an increasingly competitive marketplace. The transactions will be transparent to ENA's customers, who will experience no disruption in service as a result thereof.

**Conclusion**

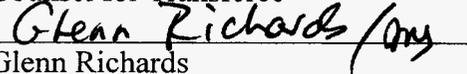
For the reasons stated above, Applicants submit that the public interest, convenience and necessity would be furthered by a grant of this Application.

Respectfully submitted,



James M. Smith, Esq.  
Davis Wright Tremaine LLP  
1919 Pennsylvania Avenue, N.W.  
Suite 800  
Washington, D.C. 20006  
(202) 973-4288  
[jamesmsmith@dwt.com](mailto:jamesmsmith@dwt.com)

Counsel for Transferee



Glenn Richards  
Pillsbury Winthrop Shaw Pittman LLP  
2300 N Street, NW  
Washington, DC 20037-1122  
Phone: (202) 663-8215  
Fax: (202) 513-8006  
[glenn.richards@pillsburylaw.com](mailto:glenn.richards@pillsburylaw.com)

Counsel for Transferors

October 28, 2011

**VERIFICATION**

I hereby verify that I have read the foregoing joint Application of Education Networks of America, Inc. and ENA Services, LLC (Transferors) and ENA Holding Corporation (Transferee) for Transfer of Control of Blanket Domestic Section 214 Authority; and that to the best of my knowledge, information and belief the information stated therein is true and accurate. I further certify compliance with all other statutory and FCC requirements that apply to the FCC's streamlining procedures, as described in 47 C.F.R § 63.03.

EDUCATION NETWORKS OF AMERICA, INC. and  
ENA SERVICES, LLC

By: Rex Mill

Title: Senior Vice-President

Date: 10-26-11

**VERIFICATION**

I hereby verify that I have read the foregoing joint Application of Education Networks of America, Inc. and ENA Services, LLC (Transferors) and ENA Holding Corporation (Transferee) for Transfer of Control of Blanket Domestic Section 214 Authority; and that to the best of my knowledge, information and belief the information stated therein is true and accurate. I further certify compliance with all other statutory and FCC requirements that apply to the FCC's streamling procedures, as described in 47 C.F.R § 63.03.

ENA HOLDINGS CORPORATION

By: M. L. Furrill

Title: President

Date: 10/28/11