

Supplemental Exhibit 2

Docket Nos. 16-2536-01, 16-2299-01 and 16-2263-01



PUBLIC NOTICE

Federal Communications Commission
445 12th St., S.W.
Washington, D.C. 20554

News Media Information 202 / 418-0500
Internet: <http://www.fcc.gov>
TTY: 1-888-835-5322

DA 16-1443
December 22, 2016

**DOMESTIC SECTION 214 APPLICATION FILED FOR THE
TRANSFER OF CONTROL OF THE SUBSIDIARIES OF
ELECTRIC LIGHTWAVE PARENT, INC. TO ZAYO GROUP, LLC**

NON-STREAMLINED PLEADING CYCLE ESTABLISHED

WC Docket No. 16-401

Comments Due: January 5, 2017
Reply Comments Due: January 12, 2017

Electric Lightwave Parent, Inc. (EL Parent) and Zayo Group, LLC (Zayo) (together, Applicants) filed an application, pursuant to section 214 of the Communications Act of 1934, as amended, and section 63.03 of the Commission's rules, requesting consent to transfer control of the operating subsidiaries of EL Parent (collectively, Licensees) to Zayo.¹

EL Parent, a privately held Delaware corporation, functions as a holding company and does not, itself, provide telecommunications services. The Licensees, all U.S.-based, operate primarily as competitive telecommunications carriers in Arizona, California, Colorado, Idaho, Minnesota, Montana, Nevada, North Dakota, Oregon, Utah, and Washington.² One of the Licensees, Scott-Rice Telephone Co.

¹ See 47 U.S.C. § 214; 47 CFR § 63.03. Joint Application of Zayo Group, LLC and Electric Lightwave Parent, Inc. for Grant of Authority Pursuant to Section 214 of the Communications Act and Sections 63.04 and 63.24 of the Commission's Rules to Transfer Indirect Control of Domestic and International Section 214 Authorization Holders to Zayo Group, LLC, WC Docket No. 16-401 (filed Dec. 9, 2016) (Application). Any action on the domestic section 214 application is without prejudice to Commission action on other related, pending applications. Applicants filed supplements to their domestic section 214 application on December 20 and 21, 2016. Supplement to Joint Application, WC Docket No. 16-401 (filed Dec. 20, 2016) (First Supplement); Letter from Brett P. Ferencak, Counsel for Zayo, and Douglas Denney, Counsel for EL Parent, to Marlene H. Dortch, Secretary, FCC, WC Docket No. 16-401 (filed Dec. 21, 2016) (Second Supplement).

² Applicants identified the following Licensees and described their service territories in the Application: Advanced TelCom, Inc., Electric Lightwave, LLC, Electric Lightwave Holdings, Inc., Eschelon Telecom, Inc., Eschelon Telecom of Arizona, Inc., Eschelon Telecom of Colorado, Inc., Eschelon Telecom of Minnesota, Inc., Eschelon Telecom of Nevada, Inc., Eschelon Telecom of Oregon, Inc., Eschelon Telecom of Utah, Inc., Eschelon Telecom of Washington, Inc., Integra Telecom of Idaho, Inc., Integra Telecom of Minnesota, Inc., Integra Telecom of North Dakota, Inc., Integra Telecom of Oregon, Inc., Integra Telecom of Utah, Inc., Integra Telecom of Washington, Inc., Mountain Telecommunications of Arizona, Inc., OneEighty Communications, Inc., opticAccess, LLC, Oregon

(SRTC), is an incumbent local exchange carrier (LEC) serving the Prior Lake, New Market, and Webster exchanges in Minnesota, and also provides cable services in certain communities in Scott County, Minnesota. Overall, Applicants state that Licensees' network has approximately 12,500 fiber route miles, and that they provide fiber to approximately 3,669 buildings.³

Zayo, a Delaware limited liability company, is a wholly owned subsidiary of Zayo Group Holdings, Inc. (Holdings), a publicly traded Delaware corporation. Zayo is authorized to provide competitive LEC and interexchange services in the District of Columbia and every state except Alaska and Hawaii. Applicants state that Zayo does not provide voice services and that its primary telecommunications service offerings are high-capacity bandwidth services.⁴ It provides fiber to approximately 25,768 buildings and has approximately 81,300 fiber route miles.⁵ Applicants report that GTCR Partners X/A&C LP, a Delaware limited partnership, has an approximate 18.70 percent indirect interest in Holdings.⁶ They state that GTCR Investment X LLC, a Delaware limited liability company, has an approximate 18.79 percent indirect interest in Holdings as the general partner of GTCR Partners X/A&C LP.⁷ According to Applicants, Zayo's affiliate, Onvoy, LLC, provides certain telecommunications services in the incumbent LEC territory of SRTC.⁸ Because of the overlapping service territories, we do not accept the Application for filing under our presumptive streamlined procedures.⁹

Telecom, Inc., Scott-Rice Telephone Co., Shared Communications Services, Inc., United Communications, Inc., and World Communications, Inc. Application at 14-16 and Exh. A.

³ First Supplement at 1, 3.

⁴ Application at 16.

⁵ First Supplement at 1, 3. Applicants state that Zayo and Licensees both provide fiber to approximately 419 buildings and assert that there are multiple competitors, including the incumbent LEC and a cable company, serving the markets in which the companies overlap: Bay Area, CA, Boise, ID, Phoenix AZ, Portland, OR, Sacramento, CA, Salt Lake City, UT, Seattle, WA, and Spokane WA. *Id.* at 2-3; Second Supplement at 1.

⁶ Application at 7-8.

⁷ *Id.* Applicants state that the following U.S. citizens are members of the board of managers of GTCR Investment X LLC: Mark M. Anderson, Craig A. Bondy, Philip A. Canfield, David A. Donnini, Constantine S. Mihas, Collin E. Roche, Sean L. Cunningham, and Aaron D. Cohen. *Id.* at 8. Through GTCR Investment X, LLC, Zayo is currently affiliated with the following domestic telecommunications service providers: (1) Telecommunications Management, LLC, which through its subsidiaries, Ultra Communications Group LLC and Avenue Broadband Communications LLC, provides cable, broadband, and interconnected Voice over Internet Protocol services to residential and commercial customers in parts of Missouri, Indiana, Illinois, Mississippi, Louisiana, Arkansas, and Texas; and (2) Onvoy, LLC and its subsidiaries, which provide or are authorized to provide competitive LEC and/or interexchange services in every state and the District of Columbia. *Id.* at 16.

⁸ Applicants state that Onvoy, LLC does not currently provide retail telecommunications services in the territory of SRTC but provides operator services, busy line verification, directory assistance, and access tandem services. Second Supplement at 1.

⁹ See 47 CFR § 63.03(b)(2)(ii) (allowing presumptive streamlining where the applicants are a dominant carrier and a non-dominant carrier that "provides service exclusively outside the geographic area where the dominant carrier is dominant").

Pursuant to the terms of the agreement by and among Zayo, ZELMS, Inc. (a direct, wholly owned subsidiary of Zayo created for purposes of this transaction) (Merger Sub), EL Parent, and Fortis Advisors LLC, as the “Equityholder Representative,” Zayo will acquire all of the outstanding equity interests in EL Parent.¹⁰ Specifically, Applicants state that Merger Sub will merge with and into EL Parent, whereupon the separate existence of Merger Sub will cease, and EL Parent will be the surviving corporation.¹¹ As a result, EL Parent will become a direct, wholly owned subsidiary of Zayo.¹² Licensees will remain indirect subsidiaries of EL Parent, and, therefore, Licensees will become indirect subsidiaries of Zayo.¹³

Applicants assert that this proposed transaction is in the public interest. They state that the Licensees will gain access to additional resources of Zayo and be able to offer services to multi-location and enterprise customers across a larger fiber footprint and become more effective competitors to larger incumbent providers.¹⁴

Domestic Section 214 Application Filed for the Transfer of Control of the Subsidiaries of Electric Lightwave Parent, Inc. to Zayo Group, LLC, WC Docket No. 16-401 (filed Dec. 9, 2016).

GENERAL INFORMATION

The transfer of control identified herein has been found, upon initial review, to be acceptable for filing. The Commission reserves the right to return any transfer application if, upon further examination, it is determined to be defective and not in conformance with the Commission’s rules and policies. Pursuant to section 63.03(a) of the Commission’s rules, 47 CFR § 63.03(a), interested parties may file comments **on or before January 5, 2017**, and reply comments **on or before January 12, 2017**. Pursuant to section 63.52 of the Commission’s rules, 47 CFR. § 63.52, commenters must serve a copy of comments on the Applicants no later than the above comment filing date.

Pursuant to section 63.03 of the Commission’s rules, 47 CFR § 63.03, parties should file any documents in this proceeding using the Commission’s Electronic Comment Filing System (ECFS): <http://apps.fcc.gov/ecfs/>.

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

- 1) Tracey Wilson, Competition Policy Division, Wireline Competition Bureau, tracey.wilson@fcc.gov;

¹⁰ Application at 2-3.

¹¹ *Id.*

¹² *Id.*

¹³ *Id.*

¹⁴ *Id.* at 17-18.

- 2) Dennis Johnson, Competition Policy Division, Wireline Competition Bureau, dennis.johnson@fcc.gov;
- 3) David Krech and Sumita Mukhoty, Policy Division, International Bureau, david.krech@fcc.gov; sumita.mukhoty@fcc.gov;
- 4) Jim Bird, Office of General Counsel, jim.bird@fcc.gov;

People with Disabilities: To request materials in accessible formats for people with disabilities (braille, large print, electronic files, audio format), send an e-mail to fcc504@fcc.gov or call the Consumer & Governmental Affairs Bureau at (202) 418-0530 (voice), 1-888-835-5322 (tty).

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.

For further information, please contact Tracey Wilson at (202) 418-1394 or Dennis Johnson at (202) 418-0809.

- FCC -



PUBLIC NOTICE

FEDERAL COMMUNICATIONS COMMISSION
445 12th STREET S.W.
WASHINGTON D.C. 20554

News media information 202-418-0500
Internet: <http://www.fcc.gov> (or <ftp.fcc.gov>)
TTY (202) 418-2555

Report No. TEL-01830NS

Friday December 30, 2016

Non Streamlined International Applications/Petitions Accepted For Filing
Section 214 Applications (47 C.F.R. § 63.18); Section 310(b) Petitions

Unless otherwise specified, the following procedures apply to the applications listed below:

The applications listed below have been found, upon initial review, to be acceptable for filing. These applications are not subject to the streamlined processing procedures set forth in Section 63.12 of the Commission's rules, 47 C.F.R. § 63.12. These applications shall not be deemed granted until the Commission affirmatively acts upon the application, either by public notice or by written order. Operation for which authorization is sought may not commence except in accordance with any terms or conditions imposed by the Commission. Pursuant to Section 1.1910(b)(2) of the rules, action will be withheld on any application by any entity found to be delinquent in its debts to the Commission. Applicants should check the Red Light Display System's website at www.fcc.gov/redlight to determine if they are delinquent in a debt to the Commission and for information on how to pay the debt.

Unless otherwise specified, interested parties may file comments with respect to these applications within 28 days of the date of this public notice. We request that such comments refer to the application file number shown below. No application listed below shall be granted by the Commission earlier than the day after the date specified in this public notice for the filing of comments.

Unless otherwise specified, ex parte communications between outside parties and Commission staff concerning these applications are permitted subject to the Commission's rules for "permit-but-disclose proceedings." See 47 C.F.R. § 1.1206.

Copies of all applications listed here are available for public inspection in the FCC Reference and Information Center, located in room CY-A257 at the Portals 2 building, 445 12th Street SW, Washington DC 20554. The center can be contacted at (202) 418-0270. People with Disabilities: To request materials in accessible formats for people with disabilities (braille, large print, electronic files, audio format), send an e-mail to fcc504@fcc.gov or call the Consumer & Governmental Affairs Bureau at 202-418-0530 (voice), 1-888-835-5322 (tty). All applications listed are subject to further consideration and review, and may be returned and/or dismissed if not found to be in accordance with the Commission's rules, regulations, and other requirements.

ITC-T/C-20161209-00338 E

Electric Lightwave, LLC

Transfer of Control

Current Licensee: Electric Lightwave, LLC

FROM: Electric Lightwave Parent, Inc.

TO: Zayo Group, LLC

Application filed for consent to the transfer of control of international section 214 authorizations, ITC-214-19940415-00137 and ITC-214-19980619-00425, held by Electric Lightwave LLC (Electric Lightwave), from its 100 percent parent Electric Lightwave Parent, Inc. (EL Parent), to Zayo Group, LLC (Zayo). Pursuant to the terms of an Agreement and Plan of Merger, executed on November 29, 2016, Zayo will acquire all of the outstanding equity interests in EL Parent. Specifically, ZELMS, Inc. (Merger Sub), a direct wholly owned subsidiary of Zayo created for purposes of the merger, will merge with and into EL Parent, whereupon the separate existence of Merger Sub will cease, and EL Parent will be the surviving corporation. As a result, EL Parent will become a direct, wholly-owned subsidiary of Zayo. Electric Lightwave will remain an indirect subsidiary of EL Parent and, therefore, will become an indirect subsidiary of Zayo.

Zayo is a Delaware limited liability company that is wholly owned by Zayo Group Holdings, Inc. (Holdings), a publicly traded Delaware corporation. The following entities and individuals currently hold a ten percent or greater direct or indirect ownership interest in Holdings: (1) GTCR Partners X/A&C LP, a Delaware limited partnership, approximately a 18.70 percent indirect interest as the general partner of GTCR Fund X/A LP (approx. 9.31 direct interest in Holdings); GTCR Fund X/C LP (approx. 2.67 percent direct interest in Holdings), and GTCR Investors (CII) LP (approx. 6.73 percent direct interest in Holdings); and, (2) GTCR Investment X LLC, a Delaware limited liability company, approximately a 18.79 percent indirect interest as the general partner of GTCR Partners X/A&C LP and GTCR Co-Invest X/C LP (approx. 0.08 percent direct interest in Holdings). The following individuals, all U.S. citizens, are members of the board of managers of GTCR Investment X LLC: Mark M. Anderson, Craig A. Bondy, Philip A. Canfield, David A. Donnini, Constantine S. Mihos, Collin E. Roche, Sean L. Cunningham, and Aaron D. Cohen. No other individual or entity holds ten percent or greater direct or indirect equity or voting interest in Holdings or Electric Lightwave.

ITC-T/C-20161209-00339 E

Electric Lightwave Holdings, Inc.

Transfer of Control

Current Licensee: Electric Lightwave Holdings, Inc.

FROM: Electric Lightwave Parent, Inc.

TO: Zayo Group, LLC

Application filed for consent to the transfer of control of international section 214 authorization, ITC-214-19970820-00500, held by Electric Lightwave Holdings Inc. (Electric Lightwave Holdings), from its 100 percent parent Electric Lightwave Parent, Inc. (EL Parent), to Zayo Group, LLC (Zayo). Pursuant to the terms of an Agreement and Plan of Merger, executed on November 29, 2016, Zayo will acquire all of the outstanding equity interests in EL Parent. Specifically, ZELMS, Inc. (Merger Sub), a direct wholly owned subsidiary of Zayo created for purposes of the merger, will merge with and into EL Parent, whereupon the separate existence of Merger Sub will cease, and EL Parent will be the surviving corporation. As a result, EL Parent will become a direct, wholly-owned subsidiary of Zayo. Electric Lightwave Holdings will remain an indirect subsidiary of EL Parent and, therefore, will become an indirect subsidiary of Zayo.

Zayo is a Delaware limited liability company that is wholly owned by Zayo Group Holdings, Inc. (Holdings), a publicly traded Delaware corporation. The following entities and individuals currently hold a ten percent or greater direct or indirect ownership interest in Holdings: (1) GTCR Partners X/A&C LP, a Delaware limited partnership, approximately a 18.70 percent indirect interest as the general partner of GTCR Fund X/A LP (approx. 9.31 direct interest in Holdings); GTCR Fund X/C LP (approx. 2.67 percent direct interest in Holdings), and GTCR Investors (CII) LP (approx. 6.73 percent direct interest in Holdings); and, (2) GTCR Investment X LLC, a Delaware limited liability company, approximately a 18.79 percent indirect interest as the general partner of GTCR Partners X/A&C LP and GTCR Co-Invest X/C LP (approx. 0.08 percent direct interest in Holdings). The following individuals, all U.S. citizens, are members of the board of managers of GTCR Investment X LLC: Mark M. Anderson, Craig A. Bondy, Philip A. Canfield, David A. Donnini, Constantine S. Mihos, Collin E. Roche, Sean L. Cunningham, and Aaron D. Cohen. No other individual or entity holds ten percent or greater direct or indirect equity or voting interest in Holdings or Electric Lightwave Holdings.

The following wholly-owned subsidiaries provide international services under the international section 214 authorization held by Electric Lightwave Holdings, ITC-214-19970820-00500, pursuant to section 63.21(h) of the Commission's rules, 47 CFR § 63.21(h): Integra Telecom of Idaho, Inc.; Integra Telecom of Minnesota, Inc.; Integra Telecom of North Dakota, Inc.; Integra Telecom of Oregon, Inc.; Integra Telecom of Utah, Inc.; Integra Telecom of Washington, Inc.; and, Scott-Rice Telephone Co.

ITC-T/C-20161209-00340 E

Eschelon Telecom, Inc.

Transfer of Control

Current Licensee: Eschelon Telecom, Inc.

FROM: Electric Lightwave Parent, Inc.

TO: Zayo Group, LLC

Application filed for consent to the transfer of control of international section 214 authorization, ITC-214-19990729-00490, held by Eschelon Telecom, Inc. (Eschelon Telecom), from its 100 percent parent Electric Lightwave Parent, Inc. (EL Parent), to Zayo Group, LLC (Zayo). Pursuant to the terms of an Agreement and Plan of Merger, executed on November 29, 2016, Zayo will acquire all of the outstanding equity interests in EL Parent. Specifically, ZELMS, Inc. (Merger Sub), a direct wholly owned subsidiary of Zayo created for purposes of the merger, will merge with and into EL Parent, whereupon the separate existence of Merger Sub will cease, and EL Parent will be the surviving corporation. As a result, EL Parent will become a direct, wholly-owned subsidiary of Zayo. Eschelon Telecom will remain an indirect subsidiary of EL Parent and, therefore, will become an indirect subsidiary of Zayo.

Zayo is a Delaware limited liability company that is wholly owned by Zayo Group Holdings, Inc. (Holdings), a publicly traded Delaware corporation. The following entities and individuals currently hold a ten percent or greater direct or indirect ownership interest in Holdings: (1) GTCR Partners X/A&C LP, a Delaware limited partnership, approximately a 18.70 percent indirect interest as the general partner of GTCR Fund X/A LP (approx. 9.31 direct interest in Holdings); GTCR Fund X/C LP (approx. 2.67 percent direct interest in Holdings), and GTCR Investors (CII) LP (approx. 6.73 percent direct interest in Holdings); and, (2) GTCR Investment X LLC, a Delaware limited liability company, approximately a 18.79 percent indirect interest as the general partner of GTCR Partners X/A&C LP and GTCR Co-Invest X/C LP (approx. 0.08 percent direct interest in Holdings). The following individuals, all U.S. citizens, are members of the board of managers of GTCR Investment X LLC: Mark M. Anderson, Craig A. Bondy, Philip A. Canfield, David A. Donnini, Constantine S. Mihas, Collin E. Roche, Sean L. Cunningham, and Aaron D. Cohen. No other individual or entity holds ten percent or greater direct or indirect equity or voting interest in Holdings or Eschelon Telecom.

The following wholly-owned subsidiaries provide international services under the international section 214 authorization held by Eschelon Telecom, ITC-214-19990729-00490, pursuant to section 63.21(h) of the Commission's rules, 47 CFR § 63.21(h): Advanced TelCom, Inc.; Eschelon Telecom of Arizona, Inc.; Eschelon Telecom of Colorado, Inc.; Eschelon Telecom of Minnesota, Inc.; Eschelon Telecom of Nevada, Inc.; Eschelon Telecom of Oregon, Inc.; Eschelon Telecom of Utah, Inc.; Eschelon Telecom of Washington, Inc.; Mountain Telecommunications of Arizona, Inc.; OneEighty Communications, Inc.; Oregon Telecom, Inc.; Shared Communications Services, Inc.; and, United Communications, Inc.

ITC-T/C-20161209-00341 E

opticAccess, LLC

Transfer of Control

Current Licensee: opticAccess, LLC

FROM: Electric Lightwave Parent, Inc.

TO: Zayo Group, LLC

Application filed for consent to the transfer of control of international section 214 authorization, ITC-214-20140922-00266, held by opticAccess, LLC, from its 100 percent parent Electric Lightwave Parent, Inc. (EL Parent), to Zayo Group, LLC (Zayo). Pursuant to the terms of an Agreement and Plan of Merger, executed on November 29, 2016, Zayo will acquire all of the outstanding equity interests in EL Parent. Specifically, ZELMS, Inc. (Merger Sub), a direct wholly owned subsidiary of Zayo created for purposes of the merger, will merge with and into EL Parent, whereupon the separate existence of Merger Sub will cease, and EL Parent will be the surviving corporation. As a result, EL Parent will become a direct, wholly-owned subsidiary of Zayo. opticAccess will remain an indirect subsidiary of EL Parent and, therefore, will become an indirect subsidiary of Zayo.

Zayo is a Delaware limited liability company that is wholly owned by Zayo Group Holdings, Inc. (Holdings), a publicly traded Delaware corporation. The following entities and individuals currently hold a ten percent or greater direct or indirect ownership interest in Holdings: (1) GTCR Partners X/A&C LP, a Delaware limited partnership, approximately a 18.70 percent indirect interest as the general partner of GTCR Fund X/A LP (approx. 9.31 direct interest in Holdings); GTCR Fund X/C LP (approx. 2.67 percent direct interest in Holdings), and GTCR Investors (CII) LP (approx. 6.73 percent direct interest in Holdings); and, (2) GTCR Investment X LLC, a Delaware limited liability company, approximately a 18.79 percent indirect interest as the general partner of GTCR Partners X/A&C LP and GTCR Co-Invest X/C LP (approx. 0.08 percent direct interest in Holdings). The following individuals, all U.S. citizens, are members of the board of managers of GTCR Investment X LLC: Mark M. Anderson, Craig A. Bondy, Philip A. Canfield, David A. Donnini, Constantine S. Mihas, Collin E. Roche, Sean L. Cunningham, and Aaron D. Cohen. No other individual or entity holds ten percent or greater direct or indirect equity or voting interest in Holdings or opticAccess.

Transfer of Control

Current Licensee: World Communications, Inc.

FROM: Electric Lightwave Parent, Inc.

TO: Zayo Group, LLC

Application filed for consent to the transfer of control of international section 214 authorization, ITC-214-20051011-00431, held by World Communications, Inc. (WCI), from its 100 percent parent Electric Lightwave Parent, Inc. (EL Parent), to Zayo Group, LLC (Zayo). Pursuant to the terms of an Agreement and Plan of Merger, executed on November 29, 2016, Zayo will acquire all of the outstanding equity interests in EL Parent. Specifically, ZELMS, Inc. (Merger Sub), a direct wholly owned subsidiary of Zayo created for purposes of the merger, will merge with and into EL Parent, whereupon the separate existence of Merger Sub will cease, and EL Parent will be the surviving corporation. As a result, EL Parent will become a direct, wholly-owned subsidiary of Zayo. WCI will remain an indirect subsidiary of EL Parent and, therefore, will become an indirect subsidiary of Zayo.

Zayo is a Delaware limited liability company that is wholly owned by Zayo Group Holdings, Inc. (Holdings), a publicly traded Delaware corporation. The following entities and individuals currently hold a ten percent or greater direct or indirect ownership interest in Holdings: (1) GTCR Partners X/A&C LP, a Delaware limited partnership, approximately a 18.70 percent indirect interest as the general partner of GTCR Fund X/A LP (approx. 9.31 direct interest in Holdings); GTCR Fund X/C LP (approx. 2.67 percent direct interest in Holdings), and GTCR Investors (CII) LP (approx. 6.73 percent direct interest in Holdings); and, (2) GTCR Investment X LLC, a Delaware limited liability company, approximately a 18.79 percent indirect interest as the general partner of GTCR Partners X/A&C LP and GTCR Co-Invest X/C LP (approx. 0.08 percent direct interest in Holdings). The following individuals, all U.S. citizens, are members of the board of managers of GTCR Investment X LLC: Mark M. Anderson, Craig A. Bondy, Philip A. Canfield, David A. Donnini, Constantine S. Mihos, Collin E. Roche, Sean L. Cunningham, and Aaron D. Cohen. No other individual or entity holds ten percent or greater direct or indirect equity or voting interest in Holdings or WCI.

REMINDER:

Applicants must certify that neither the applicant nor any party to the application is subject to a denial of federal benefits by federal and/or state courts under authority granted in 21 U.S.C. § 862. See 47 C.F.R. §§ 1.2001–.2003.