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BEFORE THE PUBLIC UTILITIES COMMISSION OF THE STATE OF CALIFORNIA

In the Matter of the Joint Application of AccessLine Communications Corporation (U7253C), Oak Hill Capital Partners III, L.P. Oak Hill Capital Management Partners III, L.P. and Madison Dearborn Capital Partners VII-A, L.P. Madison Dearborn Capital Partners VII-C, L.P. Madison Dearborn Capital Partners VII Executive-A, L.P. for Approval of a Holding Company Level Transfer of Access Line Communications Corporation, and for Certain Financing Arrangements Pursuant to California Public Utilities Code Section 854(a).

Application 16-09-014
(Filed September 23, 2016)

ADMINISTRATIVE LAW JUDGE'S RULING REQUIRING APPLICANT TO FILE A RESPONSE TO INFORMATION REQUEST WITHIN 15 DAYS

On September 23, 2016, Madison Dearborn Capital Partners VII-A, L.P., a Delaware limited partnership, Madison Dearborn Capital Partners VII-C, L.P., a Delaware limited partnership, and Madison Dearborn Capital Partners VII Executive-A, L.P., a Delaware limited partnership (collectively, Buyer), and AccessLine Communications Corporation, a Delaware Corporation, (AccessLine), and Oak Hill Capital Partners III, L.P., and Oak Hill Capital Management Partners III, L.P., (together, Oak Hill) filed this Joint Application to Authorize the Transfer of Indirect Control of AccessLine to Buyer, pursuant to the Agreement and Plan of Merger (Agreement) as described in the application.

Upon review of Buyer's, AccessLine's, and Oak Hill's joint application, the Commission requires additional information regarding the Buyer in order to process this application. Since Buyer is a new applicant, Buyer must possess the requisite

managerial qualifications, financial resources, and technical competence to provide interexchange telecommunications services.

- Please provide all key personnel professional official biographies of the Buyer, including Madison Dearborn Partners VII-A&C, L.P., and Madison Dearborn Partners, LLC, including Mssrs. Samuel Menco and Paul Finnegan, that indicate their respective managerial qualifications and technical competence. Also, please indicate which MDP entity that manager works for.
- Is Buyer merely a holding company?
- As to Buyer's financial resources, Buyer must show that it has \$100,000 (or \$25,000 if only resale) that is reasonably liquid and available to meet its' first-year expenses, including deposits required by local exchange carriers or interexchange carriers or has profitable interstate operations to generate the required cash flow. Pursuant to Decision 14-11-004, applicants who have profitable interstate operations, which appears to be the case for Buyer, may meet the minimum financial requirement by submitting all three of these items: 1) an audited balance sheet for the previous year; 2) an unaudited balance sheet for the previous quarter; and, 3) a bank statement as of the month prior to the date of filing the application, in order to demonstrate sufficient cash to satisfy the requirements.
- Need formation documents for i) Oak Hill Capital Partners III, L.P., ii) Oak Hill Capital Management Partners III, L.P., and iii) Madison Dearborn Partners, LLC.
- Where is Merger Sub located on Exhibit H, pre and post-transaction organizational chart?
- As we discussed, please provide Exhibit H as "Attachment 1 - Pre- and Post-Transaction Corporate Organizational Chart?"
- Post-transaction, will AccessLine provide any limited or full-facilities based, or local exchange telecommunications services in the State of California?

