

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

In the Matter of)	
)	
MIP IV MidWest Fiber, LLC)	
)	File No. ISP-PDR-_____
Petition for Modified Declaratory Ruling)	
Under Section 310(b)(4) of the)	
Communications Act of 1934, as amended)	

PETITION FOR MODIFIED FOREIGN OWNERSHIP DECLARATORY RULING

Pursuant to Section 1.5004(a)(1) of the Commission’s rules, MIP IV MidWest Fiber, LLC (“MIP IV MW”) requests approval of the foreign-organized entities named herein that will indirectly own or control more than 5 percent equity and/or voting interests in MIP IV MW.¹ This Petition for Modification seeks a declaratory ruling to supplement the previous grant of approval of foreign ownership of MIP IV MW.² There are no other changes being made that are not covered in that grant.³

On June 5, 2019, the Commission granted MIP IV MW’s petition for declaratory ruling (“Petition”) under Section 310(b)(4) of the Communications Act, as amended (the “Act”), permitting up to 100 percent indirect foreign ownership of equity and/or voting interests in MIP IV MW by Macquarie Group Limited and its affiliates (“MGL”), in connection with MIP IV MW’s acquisition of PEG Bandwidth IL, LLC, which holds common carrier microwave

¹ See 47 C.F.R. 1.5001(d).

² See MIP IV MidWest Fiber, LLC, File No. ISP-PDR-20190304-00002, as amended (granted June 5, 2019).

³ All requirements of 47 C.F.R. 1.5001 are contained herein or incorporated by reference to MIP IV MW’s previous petition. MIP IV MidWest Fiber, LLC, Amended and Restated Petition for Declaratory Ruling Under Section 310(b)(4) of the Communications Act of 1934, As Amended, File No. ISP-PDR-20190304-00002 (filed Apr. 24, 2019) (“Amended Petition”).

licenses.⁴ In the Petition, MIP IV MW indicated that Macquarie-controlled entities organized in the Cayman Islands and Canada may hold limited partnership interests in MIP IV (FCC) AIV, L.P. (“MIP IV (FCC) AIV”).⁵ In granting the Petition, the Commission declined to prospectively grant approval for these entities that were not named in the Petition.

MIP IV MW therefore respectfully requests that the Commission supplement its ruling regarding foreign ownership of MIP IV MW by including the entities identified below that will hold interests in MIP IV (FCC) AIV through the Macquarie-controlled U.S. limited liability company (“Feeder LLC”).⁶

Name: MIGS AIV, L.P.⁷
Address: 125 W. 55th Street, Level 15
New York, NY 10019
Citizenship: Canada
Principal Business: Investment Fund
Percent Held: 6.85 percent equity/100 percent voting (indirectly through limited partnership interest in MIP IV (FCC) AIV)

MIGS AIV, L.P. is controlled by its general partner, MIRA Infrastructure Global Solution GP LLC, a Delaware limited liability company, which is controlled by MGL.

MIGS AIV, L.P. will be insulated in accordance with Section 1.5003 of the Commission’s rules.

⁴ Public Notice, International Authorizations Granted, Rept. No. TEL-01964, DA 19-552, at 2-3 (rel. June 13, 2019).

⁵ Amended Petition at 6.

⁶ See 47 C.F.R. 1.5001(f) and (g). The Petition indicated that there would be two Feeder LLC entities that would hold direct interests in MIP IV (FCC) AIV of approximately 24% and 42%, respectively. Amended Petition at 6. The structure at closing is now contemplated to include only one Feeder LLC, which will hold approximately 67%.

⁷ MIGS AIV, L.P. may be substituted by a U.S. fund entity that may be formed prior to closing.

Name: MIGS II AIV, L.P.
Address: 125 W. 55th Street, Level 15
New York, NY 10019
Citizenship: Canada
Principal Business: Investment Fund
Percent Held: 1.85 percent equity/100 percent voting (indirectly through limited partnership interest in MIP IV (FCC) AIV)

MIGS II AIV, L.P. is controlled by its general partner, MIRA Infrastructure Global Solutions II GP, LLC, a Delaware limited liability company, which is controlled by MGL.

MIGS II AIV, L.P. will be insulated in accordance with Section 1.5003 of the Commission's rules.

Advance approval is requested for MIGS II AIV, L.P. to hold up to 5.8 percent indirectly in MIP IV MW.

Name: Macquarie Nufang (FCC) AIV, L.P.⁸
Address: Cayman Corporate Centre
27 Hospital Road
George Town, Grand Cayman KY1-9008
Cayman Islands
Citizenship: Cayman Islands
Principal Business: Investment Fund
Percent Held: 7.17 percent equity/100 percent voting (indirectly through limited partnership interest in MIP IV (FCC) AIV)

Macquarie Nufang (FCC) AIV, L.P. is controlled by its general partner, Macquarie Asia Specialized Asset Management I Limited, which is controlled by MGL.

Macquarie Nufang (FCC) AIV, L.P. will be insulated in accordance with Section 1.5003 of the Commission's rules.

⁸ May be renamed prior to closing.

Name: Macquarie Asia Specialized Asset Management I Limited
Address: Cayman Corporate Centre
27 Hospital Road
George Town, Grand Cayman KY1-9008
Cayman Islands
Citizenship: Cayman Islands
Principal Business: Investment Manager
Percent Held: 0 percent equity/100 percent voting (indirectly as
general partner of Macquarie Nufang (FCC) AIV, L.P.)

Macquarie Asia Specialized Asset Management I Limited is indirectly wholly owned and controlled by MGL.

The limited partners in MIGS AIV, L.P., MIGS II AIV, L.P. and Macquarie Nufang (FCC) AIV, L.P. will hold interests that are insulated in accordance with Section 1.5003 of the Commission's rules, and none will hold a 10 percent or greater voting or equity interest in MIP IV (FCC) AIV, L.P. Exhibit A depicts the ownership and control structure of MIP IV MW. Given that the Commission has granted the Petition to permit foreign ownership of 100 percent of MIP IV MW by MGL and its affiliates, granting approval of these non-U.S. entities that are also controlled by MGL similarly would be in the public interest, would not harm competition, nor would it pose any national security or law enforcement issues or concerns. The Team Telecom agencies have reviewed the ownership of MIP IV MW, which included interests by the investors in each of the limited partnerships listed above, and determined that they had no objection to the Petition.⁹ In addition, MGL, through its U.S. affiliates, is a proven and experienced manager of U.S. infrastructure businesses, including in the utilities and energy, transportation, communications infrastructure, and waste management sectors. The

⁹ See Letter from Hunter Deeley, U.S. Dep't of Justice, to Marlene H. Dortch, FCC, MIP IV MidWest Fiber, LLC, ISP-PDR-20190304-00002, ULS File No. 0008529594, WC Docket Nos. 19-49 & 19-50 (May 8, 2019). The limited partnerships are existing or newly formed entities that are either the same or parallel funds for investors that previously were included in information provided to the Team Telecom agencies for this transaction.

Commission's grant of this Request for Supplemental Ruling will strengthen investment in MIP IV MW thereby affirmatively increasing competition for high-speed connectivity services.

Respectfully submitted,

MIP IV MIDWEST FIBER, LLC

/s/ James H. Barker

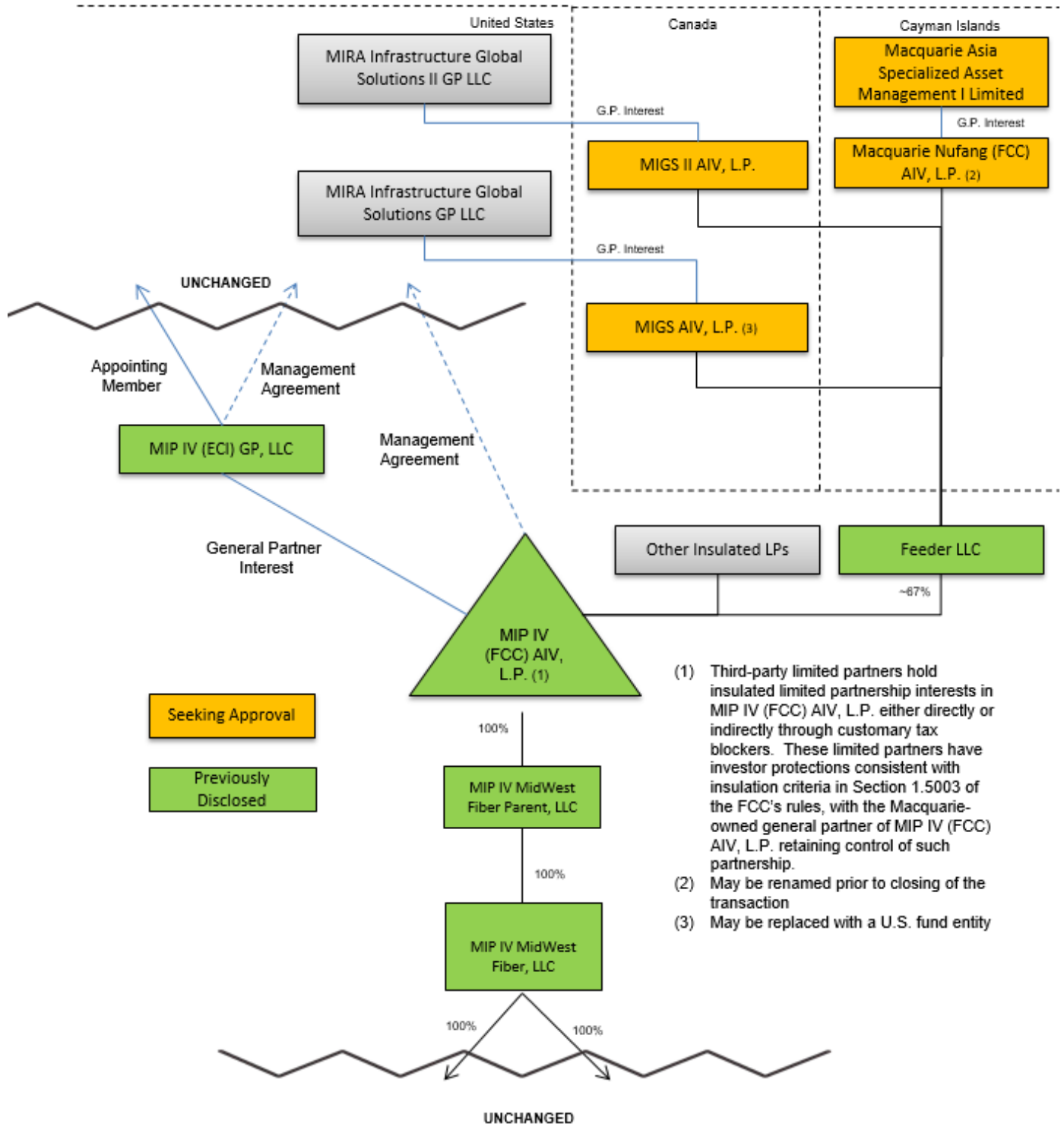
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Counsel for MIP IV MidWest Fiber, LLC

Dated: June 25, 2019

EXHIBIT A

Post-Transaction Organizational Chart



Declaration of Anton Moldan

I, Anton Moldan, do hereby declare under penalty of perjury under the laws of the United States of America that:

1. I am the Authorized Signatory for MIP IV MidWest Fiber LLC and am authorized to submit this certification on behalf of the petitioner;
2. I have read the foregoing Petition for Modified Declaratory Ruling (“Petition for Modification”) and am generally familiar with its contents;
3. With respect to the statements made in the Petition for Modification, the facts contain therein are true and correct to the best of my knowledge, information, and belief; and
4. To the best of my knowledge, information, and belief, the levels of foreign ownership presented in the Petition for Modification were calculated in accordance with the requirements set forth in section 1.5002 of the Commission’s rules, 47 C.F.R. 1.5002, and the interests disclosed satisfy each of the pertinent standards and criteria set forth in the rules.

Executed this 24th day of June 2019.



Name: Anton Moldan
Title: Authorized Signatory
MIP IV MidWest Fiber LLC