

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

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<i>In the Matter of</i>	)	
	)	
MILLENNIUM TELCOM, L.L.C. d/b/a	)	
ONESOURCE COMMUNICATIONS	)	File No. _____
<i>Petitioner/Authorization Holder,</i>	)	
	)	
GENERATE-UBIQUITY HOLDINGS, LLC	)	
<i>Petitioner,</i>	)	
	)	
Petition for Declaratory Ruling Under	)	
Section 310(b)(4) of the Communications Act of	)	
1934, as Amended	)	
_____	)	

PETITION FOR DECLARATORY RULING

Pursuant to 47 C.F.R. § 1.5000 *et seq.*, Petitioners, Millennium Telcom, L.L.C. (“**Authorization Holder**”) and Generate-Ubiquity Holdings, LLC (“**Generate-Ubiquity**”) respectfully request that the Commission issue a declaratory ruling under 47 C.F.R. § 1.5000(a) finding that indirect foreign investments in Authorization Holder above the 25-percent benchmark codified at Section 310(b)(4) of the Communications Act of 1934, as amended, 47 U.S.C. § 310(b)(4), is in the public interest. Specifically, the Petitioners seek a ruling permitting up to 100-percent indirect aggregate foreign investment (voting and equity) in Authorization Holder, which holds certain licenses for facilities used for the provision of domestic and international common carrier telecommunications services. The Petitioners also request specific approval for certain foreign investors that seek to hold indirectly more than 10 percent of the Authorization Holder’s equity and/or hold equity interests that will cause them to be deemed to hold indirectly more than 10 percent of the Authorization Holder’s voting rights (or 5 percent if

the investor is uninsured). As described more fully below, approval of the proposed indirect foreign investment in Authorization Holder is consistent with Commission policy and precedent finding that foreign investment from all foreign countries (irrespective of World Trade Organization status) serves the public interest by encouraging reciprocal investment opportunities for United States companies in those countries.

I. BACKGROUND AND DESCRIPTION OF THE PROPOSED TRANSACTION

A. Background

The current ownership information for Authorization Holder is as follows: the Authorization Holder is owned and controlled by Ubiquity DFW, LP. Ubiquity DFW, LP has one general partner, Ubiquity Holdings UGP, LLC. The members of Ubiquity Holdings UGP, LLC who hold a ten percent (10%) or greater interest in Ubiquity Holdings UGP, LLC are: (1) Jamie Earp, who holds 15%; (2) Ajay Ghanekar, who holds 15%; and (3) Montage Investments LLC, which holds 60%.

Montage Investments LLC has a single member, 1248 Holdings, LLC, holding all of Montage Investments LLC's membership interests.

1248 Holdings, LLC has one voting member, Bicknell Family Management Company, LLC, which holds 0.5% of the interest. Bicknell Family Management Company, LLC has one voting member, Bicknell Family Management Company Trust. The Bicknell Family Management Company Trust is a Missouri trust and the equity owned by the Trust is voted solely by the appointed Trustee, 1248 Trust Company, Inc.

1248 Trust Company Inc.'s sole owner is Martin C. Bicknell.

The limited partners who hold a ten percent (10%) or greater interest in Ubiquity DFW, LP are: (1) Ubiquity DFW Aggregator, LP, which holds 73.5%; and (2) Generate-Ubiquity Holdings, LLC, which holds 24%.

The General Partner of Ubiquity DFW Aggregator, LP is Ubiquity Holdings UGP, LLC. The limited partnership interests of Ubiquity DFW Aggregator, LP are fully insulated in accordance with the Commission's rules.

The members who hold a ten percent (10%) or greater interest in Generate-Ubiquity Holdings, LLC, or who control Generate-Ubiquity Holdings, LLC, are: (1) Generate-Ubiquity Smart Cities I, LLC, which holds 80% of the Class A Unit membership interests; Montage-Ubiquity SPV, LP, which holds 20% of the Class A Unit membership interests; and Generate-Ubiquity Management, LLC, which holds 100% of the Class B Units membership interests and is the managing member of Generate-Ubiquity Holdings, LLC.

Generate-Ubiquity Smart Cities I, LLC is a wholly owned subsidiary of GU Smart Cities, LLC. GU Smart Cities, LLC is a wholly owned subsidiary of Generate Fiber HoldCo, LLC. Generate Fiber HoldCo, LLC is a wholly owned subsidiary GC Portfolio Holdings I LLC. GC Portfolio Holdings I LLC is a wholly owned subsidiary of Generate Capital, PBC.

The entities holding a ten percent (10%) or greater interest in Generate Capital, PBC. are: AustralianSuper Pty Ltd as trustee of AustralianSuper which holds 26% interest in Generate Capital, PBC; and QIC Limited which holds 24% interest in Generate Capital, PBC.

QIC Limited is wholly owned by the Queensland, Australia state government.

The General Partner of Montage-Ubiquity SPV, LP is Ubiquity SPV GP, LP. The limited partnership interests of Montage-Ubiquity SPV, LP are fully insulated in accordance with the Commission's rules.

The General Partner of Ubiquity SPV GP, LP is Ubiquity SPV UGP, LLC. The limited partnership interests of Ubiquity SPV GP, LP are fully insulated in accordance with the Commission's rules.

Ubiquity SPV UGP LLC is a wholly-owned subsidiary of Montage Investments, LLC.

The membership interest in Montage Investments, LLC was previously described in this section.

The members holding ten percent (10%) or greater interest in Generate-Ubiquity Management, LLC are: (1) Generate-Ubiquity Smart Cities I, LLC, which holds 51%; (2) BoxTurtle Holdings, LLC, which holds 30%; and (3) Montage Investments, LLC, which holds 16.28%.

The membership interest in Generate-Ubiquity Smart Cities I, LLC was previously described in this section.

The members who hold a ten percent (10%) or greater membership interest in BoxTurtle Holdings, LLC are: (1) Ajay Ghanekar who holds 50%, and (2) Jamie Earp who holds 50%.

The membership interest in Montage Investments, LLC was previously described in this section.

B. Proposed Transaction

The proposed transaction involves (i) the transfer of control of Authorization Holder, which holds domestic and international authority and an International Section 214 authorization, from Ubiquity DFW Aggregator, LP (“**Parent**”) to Generate-Ubiquity; and (ii) the conversion of the organizational form of Ubiquity DFW, LP (“**Ubiquity**”) from a Delaware limited partnership to a Delaware limited liability company.

This transfer of control will be achieved pursuant to an Equity Purchase Agreement and related documentation, by and among Parent, Ubiquity, and Generate-Ubiquity. Prior to filing this petition, Generate-Ubiquity has purchased 24% of the outstanding equity interests of Ubiquity from Parent, and Ubiquity issued to Generate-Ubiquity a convertible promissory note (the “**Note**”).

The Petitioners are seeking approval for the following remaining steps: (1) conversion of the Note into 73.5% of the issued and outstanding equity interests of Ubiquity; (2) the cancellation of all the equity interests in Ubiquity then held by Parent for no additional consideration, which will occur simultaneously with the conversion of the Note; and (3) the conversion of Ubiquity from a Delaware limited partnership to a Delaware limited liability company by Generate-Ubiquity, which will take place after the conversion of the Note and cancellation of the equity interest in Ubiquity then held by Parent. These steps will not occur until receipt of all necessary state and federal approvals and consents (the foregoing, collectively, the “**Transaction**”). Upon closing of the Transaction, Authorization Holder will continue operations and provide its current telecommunications services to Authorization Holder’s customers and service areas.

Please see Exhibit A for a more detailed description of Authorization Holder’s post-closing ownership and control structure and diagrams illustrating its ownership structure before and after consummation of the Transaction.

II. INFORMATION REQUIRED BY 47 C.F.R. § 15001

Pursuant to C.F.R. § 1.5001, Petitioners submit the following information in support of this Petition:

A. Name, FRN, Contact Information, Place of Organization, Type of Business Organization and Certification Information of Petitioners.¹

The name, FRN, contact information, place of organization, type of business organization, and certification information for each Petitioner is as follows:

<i><u>Authorization Holder:</u></i>	Millennium Telcom, L.L.C.
<i>FRN:</i>	0004341541
<i>Place of Organization:</i>	Texas
<i>Type of Business Organization:</i>	Limited Liability Company
<i>Contact:</i>	Jeremy Hegwood
<i>Address:</i>	101 Bourland Road Suite C Keller, Texas 76248-3507
<i>Telephone:</i>	(817) 745-3000
<i>Email:</i>	jhegwood@lsc.com
<i>Officer Certifying Petition:</i>	Barry Ken Carter General Manager of Authorization Holder
<i><u>Transferor:</u></i>	Ubiquity DFW, LP
<i>FRN:</i>	0029641065
<i>Place of Organization:</i>	Delaware
<i>Type of Business:</i>	Limited Partnership
<i>Contact:</i>	Jamie Earp
<i>Address:</i>	Suite 500 5700 West 112 th Street Overland Park, Kansas 66211
<i>Telephone:</i>	(919) 368-6446
<i>Email:</i>	Jamie@UbiquityGP.com
<i><u>Transferee:</u></i>	Generate-Ubiquity Holdings, LLC
<i>FRN:</i>	0031597826
<i>Place of Organization:</i>	Delaware
<i>Type of Business Organization:</i>	Limited Liability Company
<i>Contact 1:</i>	Colin Temme Senior Counsel – Generate Capital
<i>Address:</i>	560 Davis Street Suite 250 San Francisco, California 94111
<i>Telephone:</i>	(703) 964-6580
<i>Email:</i>	colin.temme@generatecapital.com
<i>Contact 2:</i>	Sarie Lovell Head of Asset Management

¹ 47 C.F.R. § 1.5001(a).

Address: 555 De Haro Street
Suite 300
San Francisco, California 94107
Telephone: (415) 640-0484
Email: sarie@generatecapital.com
Officer Certifying Petition: Andrew Marino
President of Generate-Ubiquity
Management, LLC, the Managing Member
of Transferee

B. Legal Counsel Contact Information²

Counsel for Ubiquity DFW, LP and Authorization Holder:

Barry A. Friedman, Esq.
Thompson Hine LLP
Suite 700
1919 M Street, NW
Washington, D.C. 20036
(202) 973-2789
barry.friedman@thompsonhine.com

Counsel for Generate-Ubiquity Holdings, LLC:

Kemal Hawa, Esq.
Greenberg Traurig, LLP
2101 L St. NW, Suite 1000
Washington, DC 20037
(202) 331-3119
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C. Type of Radio Service Authorization and Associated Applications³

Petitioners seek a declaratory ruling to authorize 100-percent indirect foreign ownership in the Authorization Holder, which hold common carrier licenses identified at **Exhibit B**.

This Petition is being filed concurrently with a joint application requesting the Federal Communication Commission's consent to a transfer of control of Authorization Holder from Ubiquity to Generate-Ubiquity pursuant to Section 214 of the Communications Act of 1934, as

² *Id.* § 1.5001(b).

³ *Id.* § 1.5001(c).

amended, 47 U.S.C. 21, and Sections 63.04, 63.18, and 63.24 of the Commission's Rules, 47 C.F.R. 63.04, 63.18, and 63.24(e) by the Proposed Transaction.

D. Type of Declaratory Ruling⁴

Petitioners seek a declaratory ruling under 47 C.F.R. § 1.5000(a)(1).

E. Direct and Indirect Equity and Voting Interest of 10 Percent or More⁵

Exhibit A and Section I(A) of this Petition provide the requested information for all individuals and entities who currently do and will, upon consummation of the Proposed Transaction, hold direct or indirect equity or voting interests of ten percent or more.

F. Estimate of Aggregate Foreign Ownership⁶

Exhibit C provides Petitioners' percentage estimate of the aggregate indirect foreign interests to be held in Authorization Holder upon consummation of the Proposed Transaction, together with a description of the methods used to determine such percentages. Exhibit C further provides a statement addressing the circumstances prompting the filing of this Petition and demonstrating that the grant of the petition would serve the public interest.

G. Description of Ownership and Structure Control⁷

As indicated in Part I above, Exhibit A provides a description of the ownership and control structure of the Authorization Holder pre- and post-consummation of the Proposed Transaction and provides an organizational diagram illustrating that ownership and control structure.

H. Requests for Specific Approval and Requests for Advance Approval⁸

⁴ *Id.* § 1.5001(d).

⁵ *Id.* § 1.5001(e), (f) & (g).

⁶ *Id.* § 1.5001(h)(1).

⁷ *Id.* § 1.5001(h)(2).

Petitioners request specific approval for those entities identified on Exhibit D. Other than such entities, no other foreign interest holder will have a 5-percent (in uninsured) or 10-percent (if insured) direct or indirect interest in Generate-Ubiquity and Authorization Holder upon consummation of the Proposed Transaction.

III. CONCLUSION

Petitioners respectfully request that the Commission promptly issue a declaratory ruling finding that it is in the public interest to allow indirect foreign ownership in Authorization Holder to exceed the 25-percent benchmark set forth in Section 310(b)(4) and to permit the foreign entities and individuals identified in this Petition to hold greater than 10-percent (or 5-percent if uninsured) indirect equity and/or voting interests in Authorization Holder.

Respectfully submitted,

/s/ Barry A. Friedman

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and Ubiquity DFW, LP*

/s/ Kemal Hawa

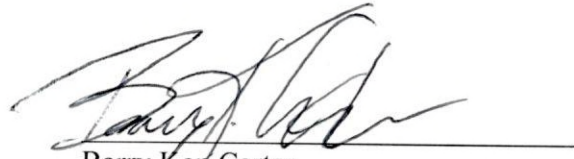
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Counsel for Generate-Ubiquity Holdings, LLC

⁸ *Id.* § 1.5001(i) & (k).

DECLARATION OF MILLENNIUM TELCOM, L.L.C.

I, Barry Ken Carter, state that I am General Manager of Millennium Telcom, L.L.C. ("Millennium"), and that I am authorized to make this declaration on behalf of Millennium. I certify that the foregoing Petition for Declaratory Ruling ("Petition") was prepared under my direction and supervision. I further certify that, to the best of my knowledge and belief the information contained therein regarding Millennium and its affiliates is true and correct.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct. Executed on the 6th day of January 2022.

A handwritten signature in black ink, appearing to read 'Barry Ken Carter', is written over a horizontal line.

Barry Ken Carter
General Manager of Millennium Telcom,
L.L.C.

DECLARATION OF GENERATE-UBIQUITY HOLDINGS, LLC

I, Andrew Marino, state that I am the President Generate-Ubiquity Management, LLC, the Managing Member of Generate-Ubiquity Holdings, LLC ("Generate-Ubiquity"), and that I am authorized to make this declaration on behalf of Generate-Ubiquity. I certify that the foregoing Petition for Declaratory Ruling ("Petition") was prepared under my direction and supervision. I further certify that, to the best of my knowledge and belief (a) the information contained therein regarding Generate-Ubiquity and its affiliates is true and correct; (b) the levels of foreign ownership presented in the Petition were calculated in accordance with the requirements set forth in section 1.5002 of the Commission's rules, 47 C.F.R. § 1.502; and (c) the interests disclosed satisfy each of the pertinent standards and criteria set forth in the Commission's rules.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct. Executed January 10, 2022

DocuSigned by:



A09A87301FF24B3

Andrew Marino

President of Generate-Ubiquity Management, LLC,
the Managing Member of Generate-Ubiquity
Holdings, LLC

Exhibit A

Pre -Closing and Post-Closing information and structure charts attached.

Pre and Post Closing Ownership Information

Pre-Closing Ownership Information:

A. Millennium Telcom, L.L.C., a limited liability company, the carrier, is owned and controlled by Ubiquity DFW, LP, a limited partnership:

Name:	Ubiquity DFW, LP
Address:	Suite 500 5700 W. 112 th Street Overland Park, Kansas 66211
Citizenship:	Delaware limited partnership
Principal Business:	Single purpose entity created to own and operate telecommunications carriers and service providers
Ownership:	100% direct ownership interest in Millennium. Owned by general and limited partners of Ubiquity DFW LP.

B. Ubiquity Holdings UGP, LLC, a limited liability company, is the General Partner of Ubiquity DFW, LP.

Name:	Ubiquity Holdings UGP, LLC
Address:	Suite 500 5700 W. 112 th Street Overland Park, Kansas 66211
Citizenship:	Delaware limited liability company
Principal Business:	Management entity.
Ownership:	100% of the general partner interests in Ubiquity DFW, LP

C. The members of Ubiquity Holdings UGP, LLC who hold a ten percent (10%) or greater interest in Ubiquity Holdings UGP, LLC are:

Name:	Jamie Earp
Address:	3332 Fielding Avenue Charlotte, NC 28211
Citizenship:	United States

Principal Business: Business management
Ownership: 15%
Name: Ajay Ghanekar
Address: 15605 Linden Street
Overland Park, KS 66224

Citizenship: United States
Principal Business: Business management
Ownership: 15%

Name: Montage Investments LLC
Address: Suite 500
5700 W. 112th Street
Overland Park, Kansas 66211
Citizenship: Delaware limited liability company
Principal Business: Investment Firm.
Ownership: 60%

D. Montage Investments LLC has a single member, 1248 Holdings, LLC, holding all of Montage Investments LLC's membership interests.

Name: 1248 Holdings, LLC
Address: Suite 500
5700 W. 112th Street
Overland Park, Kansas 66211
Citizenship: Delaware limited liability company
Principal Business: Investment Firm.
Ownership: 100% of Montage Investments, LLC

E. Bicknell Family Management Company, LLC is the only voting member of 1248 Holdings, LLC.

Name: Bicknell Family Management Company, LLC

Address: Suite 500
5700 W. 112th Street
Overland Park, Kansas 66211

Citizenship: Delaware limited liability company

Principal Business: Investment Firm.

Ownership: .5% and sole voting member of 1248 Holdings, LLC

F. Bicknell Family Management Company Trust is the only voting member of Bicknell Family Management Company, LLC. The Bicknell Family Management Company Trust is a Missouri trust and the equity owned by the Trust is voted solely by the appointed Trustee, 1248 Trust Company, Inc.

Name: 1248 Trust Company, Inc.

Address: Suite 500
5700 W. 112th Street
Overland Park, Kansas 66211

Citizenship: Nevada corporation

Principal Business: Trust management

G. Martin C. Bicknell is the sole owner of 1248 Trust Company, Inc.

Name: Martin C. Bicknell

Address: Suite 500
5700 W. 112th Street
Overland Park, Kansas 66211

Citizenship: United States

Principal Business: Trust management

Ownership: 100%

H. The limited partners who hold a ten percent (10%) or greater interest in Ubiquity DFW, LP are:

Name: Ubiquity DFW Aggregator, LP

Address: Suite 500
5700 W. 112th Street
Overland Park, Kansas 66211

Citizenship: Delaware limited partnership

Principal Business: Investment Firm.

Ownership: 73.5% of the limited partner interest in Ubiquity DFW, LP

Name: Generate-Ubiquity Holdings, LLC

Address: 560 Davis Street, Suite 250
San Francisco, CA 94111

Citizenship: Delaware limited liability company

Principal Business: Investment Firm.

Ownership: 24% of the limited partner interest in Ubiquity DFW, LP

I. Ubiquity Holdings UGP, LLC, a limited liability company, is the General Partner of Ubiquity DFW Aggregator, LP. See Sections B to G above for information regarding the ownership of Ubiquity Holdings UGP, LLC. The limited partnership interests of Ubiquity DFW Aggregator, LP are fully insulated in accordance with the Commission's rules.

J. The members who hold a ten percent (10%) or greater interest in Generate-Ubiquity Holdings, LLC, or who control Generate-Ubiquity Holdings, LLC, are:

Name: Generate-Ubiquity Smart Cities I, LLC

Address: 560 Davis Street, Suite 250
San Francisco, CA 94111

Citizenship: Delaware limited liability company

Principal Business: Ownership of membership interests in Generate-Ubiquity Holdings, LLC, and Generate-Ubiquity Management, LLC.

Ownership: 80% of the Class A membership interests in Generate-Ubiquity Holdings, LLC.

Name: Montage-Ubiquity SPV, LP

Address: Suite 500
5700 W. 112th Street

Overland Park, Kansas 66211

Citizenship: Delaware limited partnership

Principal Business: Investment Firm.

Ownership: 20% of the Class A membership interests in Generate-Ubiquity Holdings, LLC

Name: Generate-Ubiquity Management, LLC

Address: 560 Davis Street, Suite 250
San Francisco, CA 94111

Citizenship: Delaware limited liability company

Principal Business: Investment Firm.

Ownership: 100% of the Class B membership interests in Generate-Ubiquity Holdings, LLC and managing member of Generate-Ubiquity Holdings, LLC.

K. See Post-Closing Ownership Information - Section D to I below for information regarding the ownership of Generate-Ubiquity Smart Cities I, LLC.

L. The partner holding 100% of the general partner interests in Montage-Ubiquity SPV, LP is Ubiquity SPV GP, LP. The limited partnership interests of Montage-Ubiquity SPV, LP are fully insulated in accordance with the Commission's rules.

Name: Ubiquity SPV GP, LP

Address: Suite 500
5700 W. 112th Street
Overland Park, Kansas 66211

Citizenship: Delaware limited partnership

Principal Business: Investment Firm.

Ownership: 100% of the general partnership interests in Montage-Ubiquity SPV, LP

M. The partner holding 100% of the general partner interests in Ubiquity SPV GP, LP is Ubiquity SPV UGP, LLC. The limited partnership interests of Ubiquity SPV GP, LP are fully insulated in accordance with the Commission's rules.

Name: Ubiquity SPV UGP, LLC

Address: Suite 500
5700 W. 112th Street
Overland Park, Kansas 66211

Citizenship: Delaware limited liability company

Principal Business: Investment Firm.

Ownership: 100% of the general partnership interests in Ubiquity SPV GP, LP.

N. The member holding 100% of the membership interests in Ubiquity SPV UGP, LLC is Montage Investments LLC. See Sections D to G above for information regarding the ownership of Montage Investments, LLC.

O. See Post-Closing Ownership Information – Section L to O below for information regarding the ownership of Generate-Ubiquity Management, LLC.

Post-Closing Ownership Information:

A. Millennium Telcom, L.L.C., a limited liability company, the carrier, is owned by Ubiquity DFW, LP, a limited partnership:

Name: Ubiquity DFW, LP

Address: Suite 500
5700 W. 112th Street
Overland Park, Kansas 66211

Citizenship: Delaware limited partnership

Principal Business: Single purpose entity created to own and operate telecommunications carriers and service providers.

Ownership: 100% direct ownership interest in Millennium. Owned by general and limited partners of Ubiquity DFW, LP.

B. Generate-Ubiquity Holdings, LLC, a limited liability company, is the General Partner of Ubiquity DFW, LP and is also a limited partner of Ubiquity DFW, LP.

Name: Generate-Ubiquity Holdings, LLC

Address: 560 Davis Street

Suite 250
San Francisco, California 94111

Citizenship: Delaware limited liability company

Principal Business: Management entity

Ownership: 100% of the general partner interest in Ubiquity DFW, LP and,
97.5% of the limited partner interest in Ubiquity DFW, LP.

C. Generate-Ubiquity Holdings, LLC has two classes of equity, Class A membership interests (the “Class A Units”) and Class B membership interests (the “Class B Units”) the ownership structure of the Class A Units and the Class B Units are as follows:

Class A Units

- Name: Generate-Ubiquity Smart Cities I, LLC

Address: 560 Davis Street
Suite 250
San Francisco, California 94111

Citizenship: Delaware limited liability company

Principal Business: Investment Firm

Ownership: 80% of Class A Units in Generate-Ubiquity Holdings, LLC.
- Name: Montage-Ubiquity SPV, LP

Address: 5700 W. 112th Street
Suite 500
Overland Park, Kansas 66211

Citizenship: Delaware limited partnership

Principal Business: Investment Firm.

Ownership: 20% of Class A Units in Generate-Ubiquity Holdings, LLC

Class B Units

- Name: Generate-Ubiquity Management, LLC

Address:	560 Davis Street Suite 250 San Francisco, California 94111
Citizenship:	Delaware limited liability company
Principal Business:	Investment firm and managing member of Generate-Ubiquity Holdings, LLC.
Ownership:	100% of Class B Units in Generate-Ubiquity Holdings, LLC

D. GU Smart Cities, LLC, a limited liability company, is the sole member of Generate-Ubiquity Smart Cities I, LLC.

Name:	GU Smart Cities, LLC
Address:	560 Davis Street Suite 250 San Francisco, California 94111
Citizenship:	Delaware limited liability company
Principal Business:	To hold 100% of membership interests in Generate-Ubiquity Smart Cities I, LLC.
Ownership:	100% of the membership interest in Generate-Ubiquity Smart Cities I, LLC

E. Generate Fiber HoldCo, LLC, a limited liability company, is the sole member of GU Smart Cities, LLC.

Name:	Generate Fiber HoldCo, LLC
Address:	560 Davis Street Suite 250 San Francisco, California 94111
Citizenship:	Delaware limited liability company
Principal Business:	To hold membership interests in digital infrastructure project companies.
Ownership:	100% of the membership interest in GU Smart Cities, LLC

F. GC Portfolio Holdings I LLC, a limited liability company, is the sole member of Generate Fiber HoldCo, LLC.

Name:	GC Portfolio Holdings I LLC
Address:	560 Davis Street Suite 250 San Francisco, California 94111
Citizenship:	Delaware limited liability company
Principal Business:	To own membership interests in various Generate Capital project company entities.
Ownership:	100% of the membership interest in Generate Fiber HoldCo, LLC

G. Generate Capital, PBC, a Delaware public benefit corporation, is the sole member of GC Portfolio Holdings I LLC.

Name:	Generate Capital, PBC
Address:	560 Davis Street Suite 250 San Francisco, California 94111
Citizenship:	Delaware public benefit corporation
Principal Business:	To own, operate and finance solutions for digital infrastructure, clean energy, water, waste and transportation.
Ownership:	100% of the membership interest in GC Portfolio Holdings I LLC

H. The shareholders holding a ten percent (10%) interest or greater in Generate Capital, PBC are:

- Name: AustralianSuper Pty Ltd as trustee of AustralianSuper
- Address: Level 30, 130 Lonsdale Street, Melbourne / Victoria / 3000, Australia
- Citizenship: Australia
- Principal Business: Australian superannuation (pension) fund

Ownership: 26% interest in Generate Capital, PBC

- Name: QIC Limited

Address: 12 East 49th Street, 36th Floor New York, NY 10017

Citizenship: Australia

Principal Business: Investment Firm

Ownership: Through one or more investment vehicles owned or managed by QIC, QIC has a 24% ownership interest in Generate Capital, PBC

I. QIC Limited is wholly owned by the Queensland, Australia state government.

J. The limited partnership interests of Montage-Ubiquity SPV, LP are fully insulated in accordance with the Commission's rules.

K. Ubiquity SPV GP, LP, a limited partnership, is the General Partner of Montage-Ubiquity SPV, LP.

Name: Ubiquity SPV GP, LP

Address: 5700 W. 112th Street
Overland Park, Kansas 66211

Citizenship: Delaware limited partnership

Principal Business: Investment Firm.

Ownership: 100% of the general partner interest in Montage-Ubiquity SPV, LP.

L. The members holding a ten percent (10%) or greater interest in Generate-Ubiquity Management, LLC are:

- Name: Generate-Ubiquity Smart Cities I, LLC

Address: 560 Davis Street
Suite 250
San Francisco, California 94111

Citizenship: Delaware limited liability company

Principal Business: Investment Firm.

Ownership: 51% membership interest in Generate-Ubiquity Management, LLC

- Name: BoxTurtle Holdings, LLC

Address: 3021 Bank Street, Suite 110
Charlotte, North Carolina 28203

Citizenship: United States

Principal Business: Business management

Ownership: 30% membership interest in Generate-Ubiquity Management, LLC

- Name: Montage Investments, LLC

Address: Suite 500
5700 W. 112th Street
Overland Park, Kansas 66211

Citizenship: Delaware limited liability company.

Principal Business: Investment Firm.

Ownership: 16.28% membership interest in Generate-Ubiquity Management, LLC

M. See Sections D to I above for information regarding the ownership of Generate-Ubiquity Smart Cities I, LLC.

N. The members holding a ten percent (10%) or greater interest in BoxTurtle Holdings, LLC are:

- Name: Ajay Ghanekar

Address: 15605 Linden Street
Overland Park, KS 66224

Citizenship: United States

Principal Business: Business Management

Ownership: 50% membership interest in BoxTurtle Holdings, LLC

- Name: Jamie Earp

Address: 3332 Fielding Avenue
Charlotte, NC 28211

Citizenship: United States

Principal Business: Business Management

Ownership: 50% membership interest in BoxTurtle Holdings, LLC

O. See Pre-Closing Ownership Information – Sections D to G above for information regarding the ownership of Montage Investments, LLC.

P. The limited partners holding a ten (10%) or greater interest in Ubiquity SPV GP, LP are:

- Generate-Ubiquity Management, LLC

Address: 560 Davis Street
Suite 250
San Francisco, California 94111

Citizenship: Delaware limited liability company

Principal Business: Management of Generate-Ubiquity Holdings, LLC.

Ownership: 30% of the limited partner interest in Ubiquity SPV GP, LP

- Name: Jamie Earp

Address: 3332 Fielding Avenue
Charlotte, NC 28211

Citizenship: United States

Principal Business: Business management

Ownership: 10.5% of the limited partner interest in Ubiquity SPV GP, LP

- Name: Ajay Ghanekar
 Address: 15605 Linden Street
 Overland Park, KS 66224
 Citizenship: United States
 Principal Business: Business Management
 Ownership: 10.5% of the limited partner interest in Ubiquity SPV GP, LP
- Name: Montage Investments, LLC
 Address: Suite 500
 5700 W. 112th Street
 Overland Park, Kansas 66211
 Citizenship: Delaware limited liability company
 Principal Business: Investment Firm.
 Ownership: 42% of the limited partner interest in Ubiquity SPV GP, LP

Q. The partner holding 100% of the general partner interests in Ubiquity SPV GP, LP is Ubiquity SPV UGP, LLC.

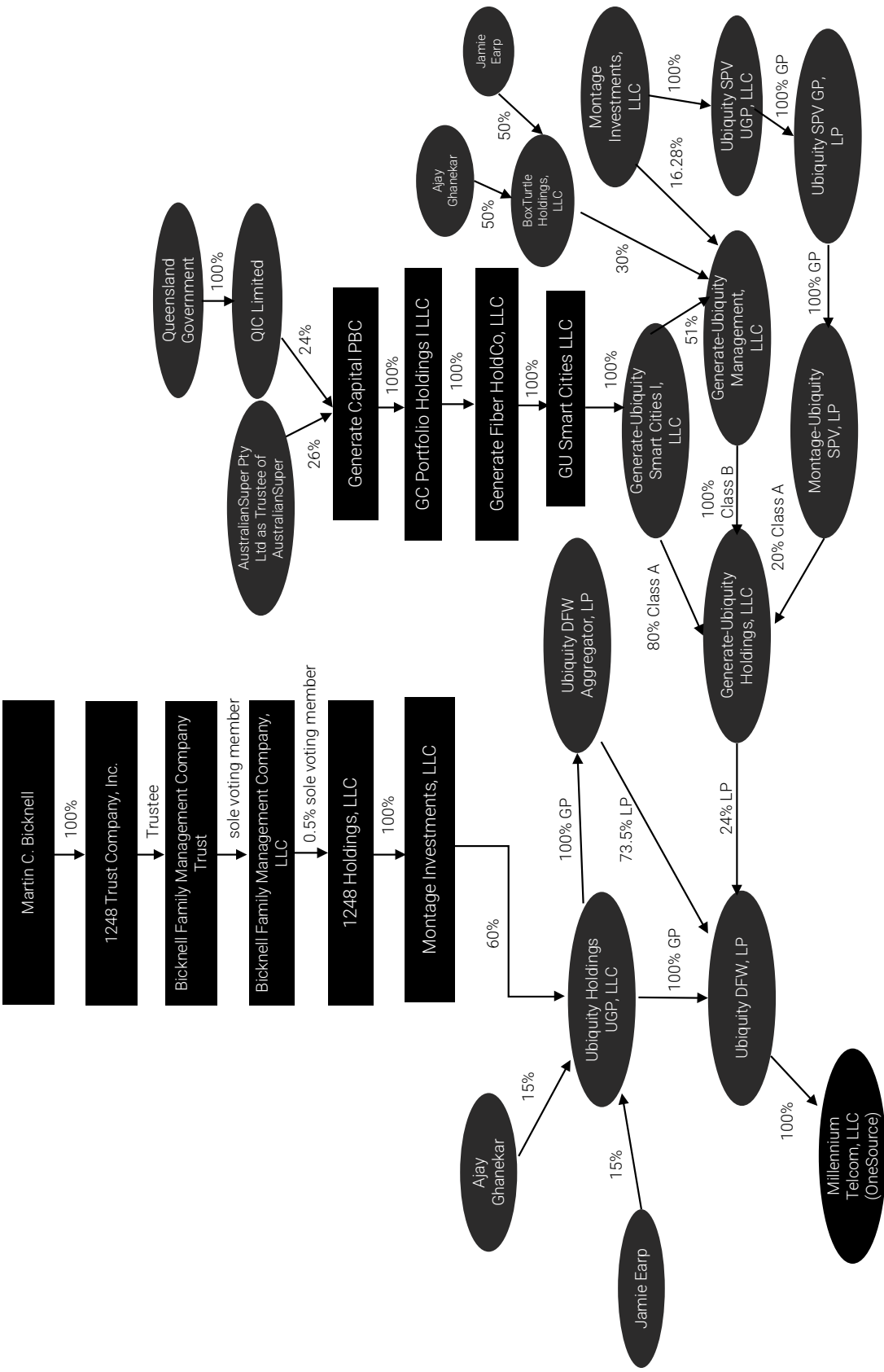
Name: Ubiquity SPV UGP, LLC
 Address: Suite 500
 5700 W. 112th Street
 Overland Park, Kansas 66211
 Citizenship: Delaware limited liability company
 Principal Business: Investment Firm.
 Ownership: 100% of the general partnership interests in Ubiquity SPV GP, LP.

R. See Sections L to O above for information regarding the ownership of Generate-Ubiquity Management, LLC.

S. See Pre-Closing Ownership Information – Sections D to G above for information regarding the ownership of Montage Investments, LLC

T. See Pre-Closing Ownership Information – Section N above for information regarding the ownership of Ubiquity SPV UGP, LLC.

Pre-Closing Structure Chart



Post-Closing Structure Chart

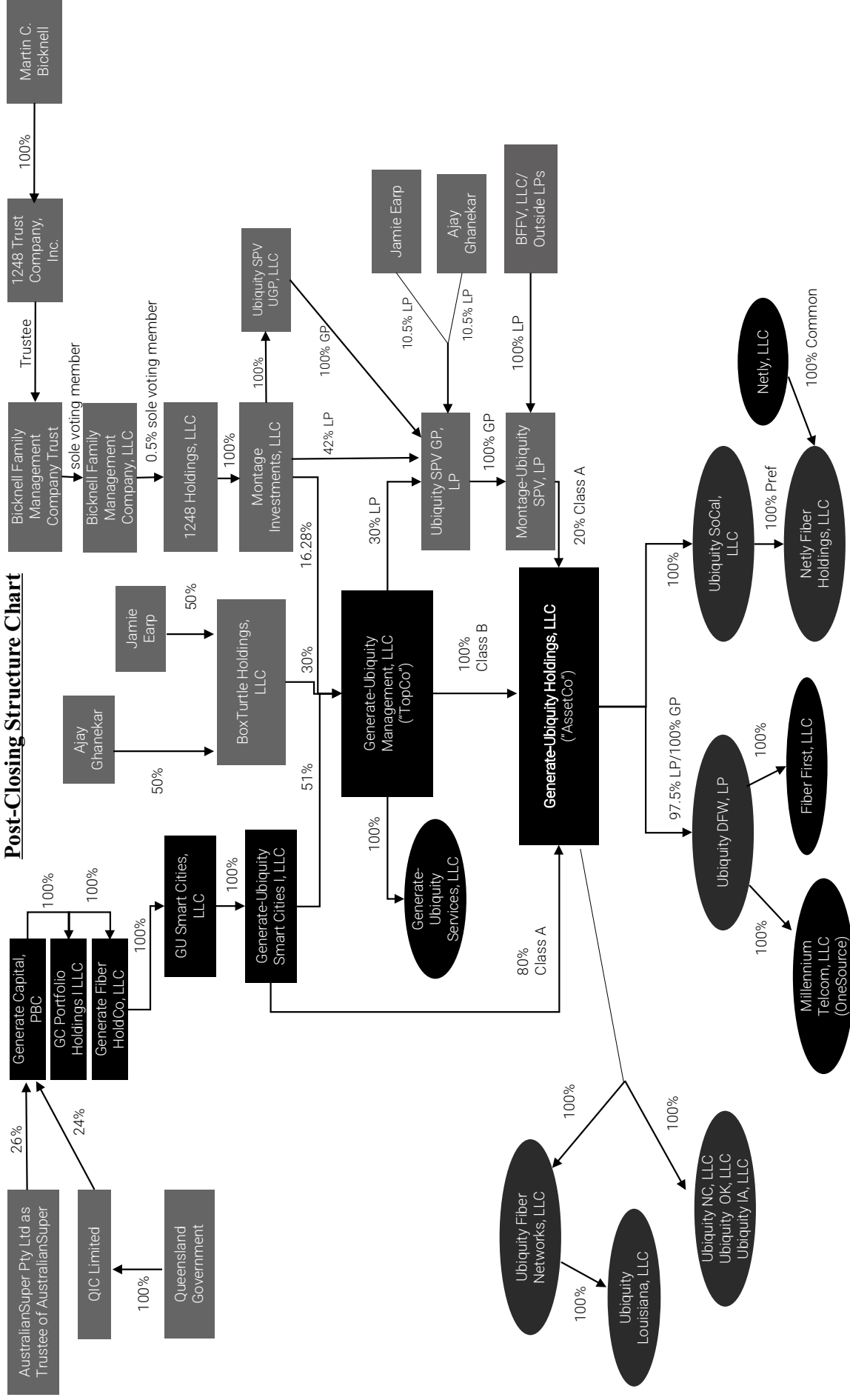


Exhibit B

Millennium Telcom, L.L.C. holds the following authorizations:

1. International Section 214 Authority: ITC-214-19981005-06684
2. Private Radio Station Licenses
 - a) WQNF838
 - b) WQNH300
 - c) WQOY786
 - d) WQOY787
 - e) WQQM404
 - f) WQQR819
 - g) WQTU881
 - h) WQTU882
 - i) WQUN785
 - j) WQUN786
 - k) WQWW956

Exhibit C

**STATEMENT OF CIRCUMSTANCES
ESTIMATE OF AGGREGATE FOREIGN INTEREST AND
PUBLIC INTEREST STATEMENT**

**1. STATEMENT OF CIRCUMSTANCES AND ESTIMATE OF AGGREGATE
FOREIGN INTEREST**

This Petition is submitted in connection with the Proposed Transaction. Generate Capital, PBC is approximately 51% foreign-owned by entities in Australia. Petitioners estimate that the foreign ownership of its capital stock following a grant of this Petition and approval of the associated transfer of control application would, on an indirect basis, be approximately 41% of the Class A Units and 26% of the Class B Units in Generate-Ubiquity. This estimate is based upon direct inquiry of the entities that will hold direct and/or indirect ownership interest in Generate-Ubiquity.

2. GRANT OF THIS PETITION WOULD SERVICE THE PUBLIC INTEREST

The Commission has previously determined that allowing indirect foreign investment in a common carrier license above the 25-percent benchmark as set forth in 47 U.S.C. § 310(b)(4) services the public interest, regardless of whether the entity or entities holding that interest are from WTO member or non-WTO member countries, by promoting competition in the U.S. market, thereby promoting the U.S. public interest.⁹ At the same time, the Commission stated that it would continue to coordinate with the relevant Executive Branch agencies to ensure that requests to exceed foreign ownership benchmark are consistent with national security, law enforcement, foreign policy, and trade policy concerns.¹⁰

⁹ Review of Foreign Ownership Policies for Common Carrier and Aeronautical Radio Authorization Holder under Section 310(b)(4) of the Communications Act of 1934, as Amended, Second Report and Order, 28 FCC Rcd. 5741 (2013).

¹⁰ *Id.* at pages 5742, 5745, 5757, 5760-63, ¶¶ 1, 5, 26, 30-37

This approach benefits U.S. consumers by encouraging additional competition in the U.S. market, allowing the Commission to prevent anticompetitive conduct in the provision of international services and facilities more effectively, and promoting further opening to U.S. carriers in foreign markets.¹¹ The Commission has determined that the public interest would be served by permitting foreign ownership, in part, because:

[R]emoving barriers to entry and focusing on competitive safeguards will promote effective competition in the U.S. telecommunications services market by removing unnecessary regulation and barriers to entry that can stifle competition and deprive U.S. consumers of the benefits of lower prices, improved service quality, and service innovations.¹²

The Proposed Transaction raises no significant foreign ownership or control issues that would be of interest to the U.S. government with respect to national security, law enforcement, foreign policy, or trade policy concerns, and is in the public interest. This Petition meets all of the requirements of 47 U.S.C. §310(b)(4) and the Commission's rules and policies. Therefore, Petitioners respectfully request that the Commission grant this Petition and find the indirect foreign ownership of the Authorization Holder, as described herein, to be in the public interest.

¹¹ *Rules and Policies on Foreign Participation in the U.S. Telecommunications Market, Report and Order and Order on Reconsideration*, 12 FCC Rcd. 23,891, 23,940 ¶ 111 (1997).

¹² *Id.* at 23897 ¶ 11.

Exhibit D

REQUESTS FOR SPECIFIC APPROVAL

The table below identifies the entities requiring specific approval, their respective projected equity and/or deemed voting percentages, and the equity and/or deemed voting percentages for which Petitioners are seeking specific approval.

Name of Entity	Jurisdiction of Organization	Projected Equity %	Projected Voting %	Maximum Equity %	Maximum Voting%
AustralianSuper	Australia	26	26	100	100
QIC Limited	Australia	24	24	100	100