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

In the Matter of FIBERLIGHT, LLC, *Petitioner/Licensee*, FIBER BIDCO LLC, *Petitioner/Transferee*, Petition for Declaratory Ruling Under Section 310(b)(4) of the Communications Act of 1934, as Amended	File No. ISP-PDR-2022-____________

PETITION FOR DECLARATORY RULING

Pursuant to 47 C.F.R. § 1.5000 *et seq.*, Petitioners FiberLight, LLC, a Delaware limited liability company ("Licensee" or "FiberLight"), and Fiber BidCo LLC, a Delaware limited liability company ("Transferee" and, together with FiberLight, "Petitioners"), respectfully request that the Commission issue a declaratory ruling finding that the proposed new indirect foreign investment in Licensee above the 25-percent benchmark in 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 Licensee, which holds 24 common carrier wireless licenses, through a proposed new controlling U.S.-organized parent, Transferee. Petitioners also request specific approval for certain foreign investors that seek to hold indirectly more than 5 percent (or 10 percent, in the case of insulated investors) of the Licensee's equity and/or voting interests through Transferee.[1]

[1] *See* 47 C.F.R. § 1.5001(i)(1), (3). All equity and voting interests identified in this Petition have been calculated consistent with the rules set forth in 47 C.F.R. § 1.5002.

As described more fully below, approval of the proposed indirect foreign investment in Licensee is consistent with Commission policy and precedent finding that investment from foreign countries serves the public interest by encouraging reciprocal investment opportunities for U.S. companies in those countries.

I. BACKGROUND AND DESCRIPTION OF THE PROPOSED TRANSACTION

Licensee is a limited liability company organized under the laws of the State of Delaware. Licensee constructs and operates customized fiber optic networks, offering best-in-breed Carrier Ethernet technology on a diversely constructed optical ring topology network. Licensee provides significant economies of scale, enabling customers to consolidate leased lines and multiple services onto one private, high-speed, secure platform. Additional information about Licensee can be found at www.FiberLight.com.

Licensee's direct parent is FiberLight Holdings II, LLC ("FH II"), a Colorado limited liability company. FH II's direct parent is FiberLight Holdings I, LLC ("FH I"), a Colorado limited liability company. FH I's direct parent is Thermo Acquisitions Inc. ("Thermo"), a Delaware corporation.

FH II currently owns 99.998% of Licensee,[2] with the remaining 0.002% owned by Michael Miller, an individual. FH I holds 100% of FH II, and Thermo owns over 95% of FH I, with the remainder held by FiberLight Chief Executive Officer, Christopher Rabii, Chief Strategy Officer, Ronald Kormos, and Chief Financial Officer, Jon Couch.

Licensee is authorized to provide interstate service by virtue of blanket domestic Section 214 authority. *See* 47 C.F.R. § 63.01. Licensee also holds international section 214 authority to

[2] Licensee owns 100% of FiberLight of Virginia, LLC, an entity formed exclusively to own and operate Licensee's Virginia assets.

provide global or limited global facilities-based and resale service. *See* IB File No. ITC-214-20051011-00437.

Pursuant to an Equity Purchase Agreement dated June 28, 2022, the Applicants intend to engage in a series of transactions that will result in Transferee acquiring indirect ownership and control of Licensee. Prior to closing of the Transaction, Licensee will buy out the de minimis Licensee membership interests owned by Michael Miller. Immediately prior to closing of the Transaction, FiberLight executives will exchange their interests in Thermo and FH I for indirect interests in Transferee. The sale of Licensee will then be effected through the sale of all of the stock of Thermo and the remaining equity interests of FH I to Transferee. Transferee then will contribute its equity in FH I to Thermo (the "Contribution"). Following these sales and the Contribution, Transferee will own all the outstanding stock of Thermo, which will own all of the interests in FH I. As a result, Transferee will indirectly own all the equity in FH I and, in turn, all the equity in FH II and Licensee.

Transferee is a newly formed Delaware limited liability company created for purposes of this Transaction with its principal place of business at 152 W. 57th Street, 56th Floor, New York, NY 10019. Transferee is wholly-owned by Fiber MidCo LLC, a Delaware limited liability company, which in turn is wholly-owned by Fiber TopCo LLC ("TopCo"), a Delaware limited liability company. TopCo is wholly-owned by Fiber HoldCo L.P. ("Fiber LP"), a Delaware limited partnership.

Fiber LP is controlled by its general partner Fiber GP LLC ("Fiber GP"), a Delaware limited liability company. Upon completion of the Transaction, Fiber GP, in turn, will be owned and controlled by:[3] (1) Fiber MCO L.P. ("MCO LP"), a Delaware limited partnership owned by The Morrison & Co Infrastructure Partnership Master Fund SCSp ("MCO IP"), a Luxembourg special limited partnership, registered with the Luxembourg Trade and Companies Register; (2) Australian Retirement Trust Pty Ltd as trustee for Sunsuper Pooled Superannuation Trust ("ART"); and (3) Golden VinzClortho, LLC ("GVC").[4]

Through MCO LP, MCO IP currently holds 50 percent of the equity interest and 50 percent of the voting interests of Fiber GP,[5] while ART and GVC each hold 25 percent of the equity and voting interests. The board of Fiber GP will be comprised of up to eight directors chosen by MCO IP, ART, and GVC as determined by their respective equity interests (*i.e.*, 4 chosen by MCO IP, 2 chosen by ART, and 2 chosen by GVC).

MCO IP seeks to generate attractive risk-adjusted returns by investing in infrastructure assets and related companies primarily located in OECD jurisdictions, including the United States. Day-to-day management of MCO IP has been delegated to Morrison & Co Infrastructure Partnership Management Pty Ltd ("MCO Infrastructure Partnership") from MCO IP's Alternative Fund Investment Fund Manager. MCO Infrastructure Partnership is an authorized representative

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[3] Prior to closing, Fiber GP will be managed solely by MCO IP or a subsidiary as managing member.

[4] Upon completion of the Transaction, existing management of FiberLight collectively will own up to 2 percent of the equity of Fiber LP through a feeder vehicle. As a result, the ownership of Fiber LP by MCO LP, ART, and GVC will be diluted. However, MCO IP, ART and GVC will retain all voting interests in and control of Fiber GP.

[5] MCO IP expects to syndicate to co-investors a portion of its upstream investment in MCO LP prior to completion of the Transaction which may result in MCO IP hold a less than 50 percent indirect equity interest in FiberLight. However, MCO IP will retain its 50 percent voting interest in Fiber GP. These co-investors may be existing or new investors in MCO IP and/or MCO LP that currently are not expected to have a 10 percent or greater (individually or as a group) interests in FiberLight. These co-investors will be limited partner passive investors with no right to exercise any control (as defined under applicable FCC rules) regarding FiberLight. To the extent a single co-investor (or group) will own 10 percent or more of the total equity in FiberLight following syndication, this filing will be supplemented.

and related company of H.R.L. Morrison & Co Private Markets Pty Ltd (a member of the Morrison & Co Group).

The Morrison & Co Group is a leading alternative asset manager focused on infrastructure investments in both private and listed markets. Founded in 1988, the Morrison & Co Group has a strong track record and a deep commitment to sustainable, responsible investing, seeking assets that provide an essential service to their communities. With over three decades of investment experience, including in infrastructure markets, the Morrison & Co Group manages multiple client mandates with total funds under management of over A$22.30 billion (approximately US $16.7 billion). The Morrison & Co Group manages multiple mandates on behalf of sovereign wealth funds, pension funds, family offices, endowments, and other public and private pools of capital.

Exhibit A identifies the persons and entities that own 10 percent or greater of Transferee as well as the upstream persons and entities indirectly holding interests of 10 percent or greater. Please also see Exhibit A for a more detailed description of the Licensee's post-consummation ownership and control structure, as well as diagrams illustrating its ownership structure before and after consummation of the proposed Transaction.

II. INFORMATION REQUIRED BY 47 C.F.R. § 1.5001

Pursuant to 47 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[6]

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

Licensee:	**FiberLight, LLC**
FRN:	0014117139

6 47 C.F.R. § 1.5001(a).

Place of Organization:	Delaware
Type of Business Organization:	Limited liability company
Certifying Officer:	Christopher Rabii, Chief Executive Officer
Address:	3000 Summit Place, Suite 200 Alpharetta, GA 30009
Telephone:	678.347.9249
Email:	christopher.rabii@fiberlight.com
Transferee	**Fiber BidCo LLC**
FRN:	0032460545
Place of Organization:	Delaware
Type of Business Organization:	Limited liability company
Certifying Officer:	Vincent Gerritsen, Authorized Signatory
Address:	c/o H.R.L Morrison & Co (US), LLC 152 W. 57th Street, 56th Floor New York, NY 10019
Telephone:	+1 332 910 9348
Email:	legal@hrlmorrison.com

B. Legal Counsel Contact Information[7]

Counsel for Licensee:

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[7] *Id.* § 1.5001(b).

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C. Type of Radio Service Authorization and Associated Applications[8]

Petitioners seek a declaratory ruling to authorize 100-percent indirect foreign ownership in the Licensee, which holds the common carrier wireless licenses identified in Exhibit B.

This Petition is being filed concurrently with applications for the indirect transfer of control of Licensee's wireless licenses to Transferee pursuant to 47 U.S.C. § 310(d) in File No. 0010109444.

D. Type of Declaratory Ruling[9]

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

E. Direct and Indirect Equity and Voting Interests of 10 Percent or More[10]

Exhibit A provides the requested information for all individuals and entities who will, upon consummation of the proposed Transaction, hold direct or indirect equity or voting interests of 10 percent or more.

F. Estimate of Aggregate Foreign Ownership[11]

Exhibit C provides Petitioners' percentage estimate of the aggregate indirect foreign interests to be held in Licensee 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.

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8 *Id.* § 1.5001(c).
9 *Id.* § 1.5001(d).
10 *Id.* 1.5001(e), (f), (g).
11 *Id.* 1.5001(h)(1).

G. Description of Ownership and Control Structure[12]

As indicated in part I above, Exhibit A provides a description of the ownership and control structure of the Licensee 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 Approval[13]

Petitioners request specific approval for those entities and individuals identified on Exhibit D. Other than such entities and individuals, no other foreign interest holder will have a 5-percent (or 10-percent in the case of insulated investors) direct or indirect equity or voting interest in Transferee and Licensee upon consummation of the proposed Transaction.

Pursuant to 47 C.F.R. § 1.5001(k) and out of an abundance of caution, Petitioners request advance approval for all entities in Exhibit D for which specific approval is sought to hold indirect equity and/or voting interests in Transferee of amounts up to the Maximum Equity and Maximum Voting amounts identified in Exhibit D.

III. CONCLUSION

Petitioners respectfully request that the Commission issue a declaratory ruling finding that it is in the public interest to allow indirect foreign ownership in Licensee 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 5-percent (or 10-percent, in the case of insulated investors) indirect equity and/or voting interests in Licensee.

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[12] *Id.* § 1.5001(h)(2).
[13] *Id.* § 1.5001(i), (k).

Respectfully submitted,

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Date: July 5, 2022

<u>EXHIBIT A</u>

LICENSEE'S POST-CLOSE OWNERSHIP AND CONTROL STRUCTURE

Upon consummation of the Proposed Transaction, Licensee will be a wholly-owned subsidiary of FiberLight Holdings II, LLC ("FH II"), which in turn will remain a wholly-owned subsidiary of FiberLight Holdings I, LLC ("FH I"). FH I will be wholly-owned by Thermo Acquisitions, Inc. ("Thermo"), which in turn will be wholly-owned by Fiber BidCo LLC ("Transferee"). Transferee will indirectly, wholly own 100% of the voting and equity interests in Licensee.

Please see Attachment 1 for diagrams illustrating the pre- and post-close ownership structures of Licensee.

1. POST-CLOSE OWNERSHIP STRUCTURE

Upon consummation of the proposed Transaction, Licensee will have the 10-percent-or-greater direct and indirect voting and equity interest holders identified below.

All equity and voting interests are calculated pursuant to 47 C.F.R. § 1.5002(a) and (b), respectively, with voting interests coupled with control (including negative control) treated as interests of 100 percent. Interests identified as attributable interests are indirect interests in Licensee that the holders are deemed to have pursuant to the Commission's rules.

Licensee 10-Percent-or-Greater Interest Holders

1.	*Name:*	FiberLight Holdings II, LLC (“FH II”)
	Address:	1735 19th St., Ste. 200, Denver, CO 80202
	Place of Organization:	Colorado
	Type of Organization:	Limited liability company
	Principal Business:	Holding company
	Interest Held:	FH II holds a 100% voting and equity interest in Licensee
	Attributable Interest:	100% percent voting and equity
2.	*Name:*	FiberLight Holdings I, LLC (“FH I”)
	Address:	1735 19th St., Ste. 200, Denver, CO 80202
	Place of Organization:	Colorado
	Type of Organization:	Limited liability company
	Principal Business:	Holding company
	Interest Held:	FH I holds a 100% voting and equity interest in FH II
	Attributable Interest:	100% percent voting and equity
3.	*Name:*	Thermo Acquisitions, Inc. (“Thermo”)
	Address:	1735 19th St., Ste. 200, Denver, CO 80202
	Place of Organization:	Colorado
	Type of Organization:	Limited liability company
	Principal Business:	Holding company
	Interest Held:	Thermo holds a 100% voting and equity interest in FH I
	Attributable Interest:	100% percent voting and equity
4.	*Name:*	Fiber BidCo LLC (“BidCo”)
	Address:	c/o H.R.L. Morrison & Co (US), LLC, 152 W. 57th Street, 56th Floor, New York, NY 10019
	Place of Organization:	Delaware, USA
	Type of Organization:	Limited liability company
	Principal Business:	Holding company
	Interest Held:	BidCo holds a 100% voting and equity interest in Thermo
	Attributable Interest:	100% percent voting and equity
5.	*Name:*	Fiber MidCo LLC (“MidCo”)
	Address:	c/o H.R.L. Morrison & Co (US), LLC, 152 W. 57th Street, 56th Floor, New York, NY 10019
	Place of Organization:	Delaware, USA
	Type of Organization:	Limited liability company
	Principal Business:	Holding company
	Interest Held:	MidCo holds a 100% voting and equity interest in BidCo
	Attributable Interest:	100% percent voting and equity
6.	*Name:*	Fiber TopCo LLC (“TopCo”)
	Address:	c/o H.R.L. Morrison & Co (US), LLC, 152 W. 57th Street, 56th Floor, New York, NY 10019

	Place of Organization:	Delaware, USA
	Type of Organization:	Limited liability company
	Principal Business:	Holding company
	Interest Held:	TopCo holds a 100% voting and equity interest in MidCo
	Attributable Interest:	100% percent voting and equity
7.	*Name:*	Fiber HoldCo L.P. ("Fiber LP")
	Address:	c/o H.R.L. Morrison & Co (US), LLC, 152 W. 57th Street, 56th Floor, New York, NY 10019
	Place of Organization:	Delaware, USA
	Type of Organization:	Limited partnership
	Principal Business:	Holding company
	Interest Held:	Fiber LP holds a 100% voting and equity interest in TopCo
	Attributable Interest:	100% percent voting and equity
8.	*Name:*	Fiber GP LLC ("Fiber GP")
	Address:	c/o H.R.L. Morrison & Co (US), LLC, 152 W. 57th Street, 56th Floor, New York, NY 10019
	Place of Organization:	Delaware, USA
	Type of Organization:	Limited liability company
	Principal Business:	Holding company
	Interest Held:	Fiber GP holds a 100% voting interest in Fiber LP as general partner of Fiber LP
	Attributable Interest:	100% voting and 0% equity
9.	*Name:*	Fiber MCO L.P. ("MCO LP")
	Address:	c/o H.R.L. Morrison & Co (US), LLC, 152 W. 57th Street, 56th Floor, New York, NY 10019
	Place of Organization:	Delaware, USA
	Type of Organization:	Limited partnership
	Principal Business:	Holding company
	Interest Held:	MCO LP holds 50% voting and equity interests in Fiber GP and will hold an equity interest of up to approximately 49.5% in Fiber LP
	Attributable Interest:	100% voting and up to approximately 49.5% equity
10.	*Name:*	Sunsuper Pooled Superannuation Trust ("PST")
	Address:	Level 14 420 George Street, Sydney NSW 2000 Australia
	Place of Organization:	Australia
	Type of Organization:	Trust
	Principal Business:	Pensions
	Interest Held:	PST holds 25% voting and equity interests in Fiber GP and will hold an up to approximately 24.5% equity interest in Fiber LP
	Attributable Interest:	100% voting and up to approximately 24.5% equity
11.	*Name:*	GVC Lumens Holdings, LLC ("GVC Holdings")

	Address:	c/o Golden VinzClortho, LLC; c/o UBS Asset Management (Americas) Inc. 787 7th Avenue, 14th Floor, New York, NY 10019
	Place of Organization:	Delaware, USA
	Type of Organization:	Limited liability company
	Principal Business:	Holding company
	Interest Held:	GVC Holdings holds 25% voting and equity interests in Fiber GP and will hold an up to approximately 24.5% equity interest in Fiber LP
	Attributable Interest:	100% voting and up to approximately 24.5% equity
12	*Name:*	Fiber MCO GP LLC ("Fiber MCO GP")
	Address:	c/o H.R.L. Morrison & Co (US), LLC, 152 W. 57th Street, 56th Floor, New York, NY 10019
	Place of Organization:	Delaware, USA
	Type of Organization:	Limited liability company
	Principal Business:	General Partner of Investment Fund
	Interest Held:	Fiber MCO GP holds a 0.001% equity interest in and is general partner of MCO LP
	Attributable Interest:	100% voting and 0% equity
13	*Name:*	The Morrison & Co Infrastructure Partnership Master Fund SCSp ("MCO IP")
	Address:	15 Boulevard F.W. Raiffeisen, L-2411 Luxembourg, Grand Duchy of Luxembourg
	Place of Organization:	Luxembourg
	Type of Organization:	Société en commandite spéciale (similar to a limited partnership)
	Principal Business:	Investment Fund
	Interest Held:	MCO IP will hold up to a 99.99% equity interest in MCO LP[1] and is the sole owner of Fiber MCO GP
	Attributable Interest:	100% voting and up to approximately 49.5% equity
14	*Name:*	Australian Retirement Trust ("ART")
	Address:	Level 14 420 George Street, Sydney NSW 2000 Australia

[1] MCO IP expects to syndicate to co-investors a portion of its upstream investment in MCO LP prior to completion of the Transaction which may result in MCO IP hold a less than 50 percent indirect equity interest in FiberLight. However, MCO IP will retain its indirect 50 percent voting interest in Fiber GP. These co-investors may be existing or new investors in MCO IP and/or MCO LP that currently are not expected to have a 10 percent or greater (individually or as a group) interests in FiberLight. These co-investors will be limited partner passive investors with no right to exercise any control (as defined under applicable FCC rules) regarding FiberLight. To the extent a single co-investor (or group) will own 10 percent or more of the total equity in FiberLight following syndication, this filing will be supplemented.

	Place of Organization:	Australia
	Type of Organization:	Trust
	Principal Business:	Pensions
	Interest Held:	ART is the sole owner of PST; State Street Australia Limited (see No. 25 below) is the custodian for ART and holds a 26.84% insulated limited partnership interest in Australia Feeder that will be attributable to ART
	Attributable Interest:	100% voting and up to approximately 36.35% equity
15	*Name:*	Australian Retirement Trust Pty Ltd, as trustee for ART and PST ("ART Trustee")
	Address:	Level 14 420 George Street, Sydney NSW 2000 Australia
	Place of Organization:	Australia
	Type of Organization:	Limited partnership
	Principal Business:	Pensions
	Interest Held:	ART Trustee is the trustee of PST and ART[2]
	Attributable Interest:	100% voting and up to approximately 36.35% equity
16	*Name:*	GoldenVinz Clortho, LLC ("GVC")
	Address:	1 North Wacker Drive, Chicago, IL 60606
	Place of Organization:	Delaware, USA
	Type of Organization:	Limited liability company
	Principal Business:	Holding company
	Interest Held:	GVC is the 100% owner and managing member of GVC Holdings
	Attributable Interest:	100% voting and up to approximately 24.5% equity
17	*Name:*	Golden Zuul, LLC ("Golden Zuul")
	Address:	100 Waterfront Place, MS-04, West Sacramento, CA 95605-2807
	Place of Organization:	Delaware, USA
	Type of Organization:	Limited liability company
	Principal Business:	Holding company
	Interest Held:	Golden Zuul is the 99% owner and controls two of three seats on the Management Committee of GVC
	Attributable Interest:	100% voting and up to approximately 24.25% equity
18	*Name:*	California State Teachers' Retirement ("CalSTRS")
	Address:	100 Waterfront Place, MS-04, West Sacramento, CA 95605-2807
	Place of Organization:	California
	Type of Organization:	Government Agency

[2] Australian Retirement Trust Pty Ltd's policy, as trustee for ART and PST, is to register its investments in the name of its custodian (which is currently State Street Australia Ltd (ACN 002 965 200).

	Principal Business:	Public pension fund
	Interest Held:	CalSTRS is the sole owner and managing member of Golden Zuul
	Attributable Interest:	100% voting and up to approximately 24.25% equity
19	*Name:*	Morrison & Co Infrastructure Partnership (US) LLC (“MCO US”)
	Address:	c/o Corporation Service Company, 25 Little Falls Drive, Wilmington, Delaware 19808
	Place of Organization:	Delaware, USA
	Type of Organization:	Limited liability company
	Principal Business:	Holding company
	Interest Held:	MCO US is a 89.22% insulated limited partner of MCO IP
	Attributable Interest:	Up to 44.16% voting and equity
20	*Name:*	Morrison & Co Infrastructure Partnership GP S.à r.l (“MCO GP”)
	Address:	15 Boulevard F.W. Raiffeisen, L-2411 Luxembourg, Grand Duchy of Luxembourg
	Place of Organization:	Luxembourg
	Type of Organization:	Société à responsabilité limitée (similar a limited liability company)
	Principal Business:	Investments
	Interest Held:	MCO GP is the general partner (0.000014% equity) of MCO IP
	Attributable Interest:	100% voting and 0% equity
21	*Name:*	H.R.L. Morrison & Co (US), LLC (“HRL US”)
	Address:	c/o Corporation Service Company, 25 Little Falls Drive, Wilmington, Delaware 19808
	Place of Organization:	Delaware, USA
	Type of Organization:	Limited liability company
	Principal Business:	Holding company
	Interest Held:	HRL US is the manager of MCO US
	Attributable Interest:	Up to 44.16% voting and 0% equity
22	*Name:*	H.R.L. Morrison & Co United States Holdings Limited (“US Holdings”)
	Address:	5 Market Lane, Wellington 6011, New Zealand
	Place of Organization:	New Zealand
	Type of Organization:	Limited company
	Principal Business:	Investment Management
	Interest Held:	US Holdings is the sole owner of HRL US
	Attributable Interest:	Up to 44.16% voting and 0% equity
23	*Name:*	H.R.L. Morrison & Co Group Limited Partnership (“MCOG LP”)

	Address:	5 Market Lane, Wellington 6011, New Zealand
	Place of Organization:	New Zealand
	Type of Organization:	Limited partnership
	Principal Business:	Investment Management
	Interest Held:	MCOG LP is the sole owner of US Holdings (see No. 22 above), HRL Australia (see No. 30 below), and MCO IP Limited (see No. 32 below).
	Attributable Interest:	Up to 100% voting and 0% equity
24	*Name:*	The Morrison & Co Infrastructure Partnership Australia Feeder Fund ("Australia Feeder")
	Address:	Level 31, 60 Martin Place, Sydney NSW 2000
	Place of Organization:	Australia
	Type of Organization:	Trust
	Principal Business:	Feeder Fund
	Interest Held:	Australia Feeder is the sole member of MCO US
	Attributable Interest:	Up to 44.16% voting and equity
25	*Name:*	State Street Australia Limited, as custodian for Australian Retirement Trust ("State Street")
	Address:	Level 14 420 George Street, Sydney NSW 2000 Australia
	Place of Organization:	Australia
	Type of Organization:	Trust
	Principal Business:	Australian Superannuation Fund
	Interest Held:	State Street holds a 26.84% insulated limited partnership interest in Australia Feeder
	Attributable Interest:	Up to 11.85% voting and equity
26	*Name:*	Hostplus Pty Ltd, as trustee of the Hostplus Pooled Superannuation Trust ("Hostplus")
	Address:	9/114 William Street, Melbourne VIC 3000, Australia
	Place of Organization:	Australia
	Type of Organization:	Trust
	Principal Business:	Australian Superannuation Fund
	Interest Held:	Hostplus holds a 23.01% insulated limited partnership interest in Australia Feeder
	Attributable Interest:	Up to 10.16% voting and equity
27	*Name:*	Government Employees Superannuation Board ("GESB")
	Address:	Level 30, David Malcolm Justice Centre, 28 Barrack Street, Perth WA 6000
	Place of Organization:	Australia
	Type of Organization:	Superannuation Fund
	Principal Business:	Australian Superannuation Fund
	Interest Held:	GESB holds a 23.01% insulated limited partnership interest in Australia Feeder

	Attributable Interest:	Up to 10.16% voting and equity
28	*Name:*	Morrison & Co Infrastructure Partnership Australia Feeder Fund Pty Ltd (“MCO Trustee”)
	Address:	Level 31, 60 Martin Place, Sydney NSW 2000
	Place of Organization:	Australia
	Type of Organization:	Limited company
	Principal Business:	Trustee of Unit Trust
	Interest Held:	MCO Trustee is the trustee of Australia Feeder
	Attributable Interest:	Up to 44.16% voting and 0% equity
29	*Name:*	Morrison & Co Infrastructure Partnership Management Pty Ltd (“MCO Manager”)
	Address:	Level 31, 60 Martin Place, Sydney NSW 2000
	Place of Organization:	Australia
	Type of Organization:	Limited company
	Principal Business:	Investment Management
	Interest Held:	MCO Manager is the manager of MCO Trustee and MCO IP, and as authorized representative of Alter Domus (see No. 31 below)
	Attributable Interest:	Up to 44.16% voting and 0% equity
30	*Name:*	H.R.L. Morrison & Co Australia Holdings Limited (“HRL Australia”)
	Address:	Level 31, 60 Martin Place, Sydney NSW 2000
	Place of Organization:	Australia
	Type of Organization:	Limited company
	Principal Business:	Investment Management
	Interest Held:	HRL Australia is the sole owner of MCO Trustee and MCO Manager
	Attributable Interest:	Up to 44.16% voting and 0% equity
31	*Name:*	Alter Domus Management Company S.A. (“Alter Domus”)
	Address:	15 Boulevard F.W. Raiffeisen, L-2411, Luxembourg, Grand Duchy of Luxembourg
	Place of Organization:	Australia
	Type of Organization:	Société anonyme (similar to a public limited company)
	Principal Business:	Alternative Investment Fund Manager
	Interest Held:	Alter Domus is the Alternative Investment Fund Manager (“AIFM”) of MCO IP, as appointed by MCO GP
	Attributable Interest:	100% voting and 0% equity
32	*Name:*	Morrison & Co IP Limited (“MCO IP Limited”)
	Address:	5 Market Lane, Wellington 6011, New Zealand
	Place of Organization:	New Zealand
	Type of Organization:	Limited company

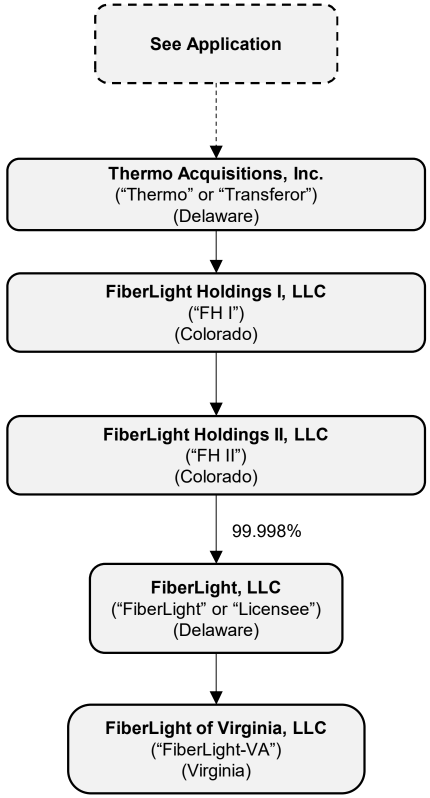
	Principal Business:	Investment Management
	Interest Held:	MCO IP Limited is the sole owner of MCO GP
	Attributable Interest:	100% voting and 0% equity
33	*Name:*	H.R.L. Morrison & Co Group GP Limited ("MCOG GP")
	Address:	5 Market Lane, Wellington 6011, New Zealand
	Place of Organization:	New Zealand
	Type of Organization:	Limited company
	Principal Business:	Investment Management
	Interest Held:	MCOG GP is the general partner of MCOG LP
	Attributable Interest:	100% voting and 0% equity
34	*Name:*	Morrison Nominees Limited ("MNL")
	Address:	5 Market Lane, Wellington 6011, New Zealand
	Place of Organization:	New Zealand
	Type of Organization:	Limited company
	Principal Business:	Investment Management
	Interest Held:	MNL is the sole owner of MCOG LP and MCOG GP
	Attributable Interest:	100% voting and 0% equity
35	*Name:*	Lloyd Morrison Trust ("LMT")
	Address:	5 Market Lane, Wellington 6011, New Zealand
	Place of Organization:	New Zealand
	Type of Organization:	Trust
	Principal Business:	Investment Management
	Interest Held:	LMT is a 32% beneficial owner of MNL
	Attributable Interest:	32% voting and 0% equity
36	*Name:*	ICM FM Limited ("ICM")
	Address:	34 Bermudiana Road Hamilton HM GX, Bermuda
	Place of Organization:	Bermuda
	Type of Organization:	Limited company
	Principal Business:	Investment Management
	Interest Held:	ICM is a 23% beneficial owner of MNL
	Attributable Interest:	Up to 23% voting and 0% equity
37	*Name:*	Andrew James Steward
	Citizenship:	New Zealand
	Interest Held:	Mr. Steward is a trustee of LMT (a discretionary trust)
	Attributable Interest:	32% voting and 0% equity
38	*Name:*	Robert William Bentley Morrison
	Citizenship:	New Zealand
	Interest Held:	Mr. Morrison is a trustee of LMT (a discretionary trust) and a joint registered share owner of MNL (which shares are held as nominees for the beneficial owners of the Morrison Group)

	Attributable Interest:	100% voting and 0% equity
39	*Name:*	Anthony James William Howard
	Citizenship:	New Zealand
	Interest Held:	Mr. Howard is a trustee of LMT (a discretionary trust)
	Attributable Interest:	32% voting and 0% equity
40	*Name:*	Paul Newfield
	Citizenship:	New Zealand
	Interest Held:	Mr. Newfield is a joint registered share owner of MNL (which shares are held as nominees for the beneficial owners of the Morrison Group)
	Attributable Interest:	100% voting and 0% equity
41	*Name:*	Duncan Saville
	Citizenship:	United Kingdom
	Interest Held:	Mr. Saville is the 100% owner of ICM
	Attributable Interest:	Up to 23% voting and 0% equity

Other than the interest holders identified above, no other entity or individual will, upon consummation of the proposed Transaction, hold a 10-percent or greater direct or indirect interest in Transferee and Licensee.

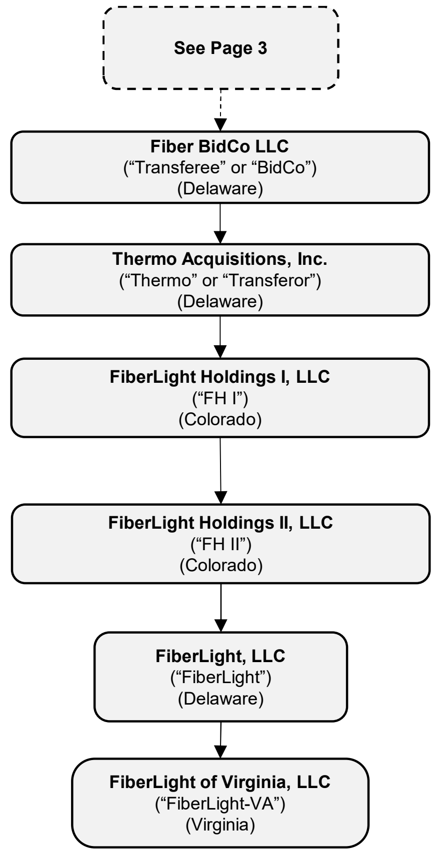
Attachment 1

Pre-Transaction Ownership Structure of Licensee



Unless otherwise indicated, all percentages are 100%.

Post-Transaction Ownership Structure of Licensee

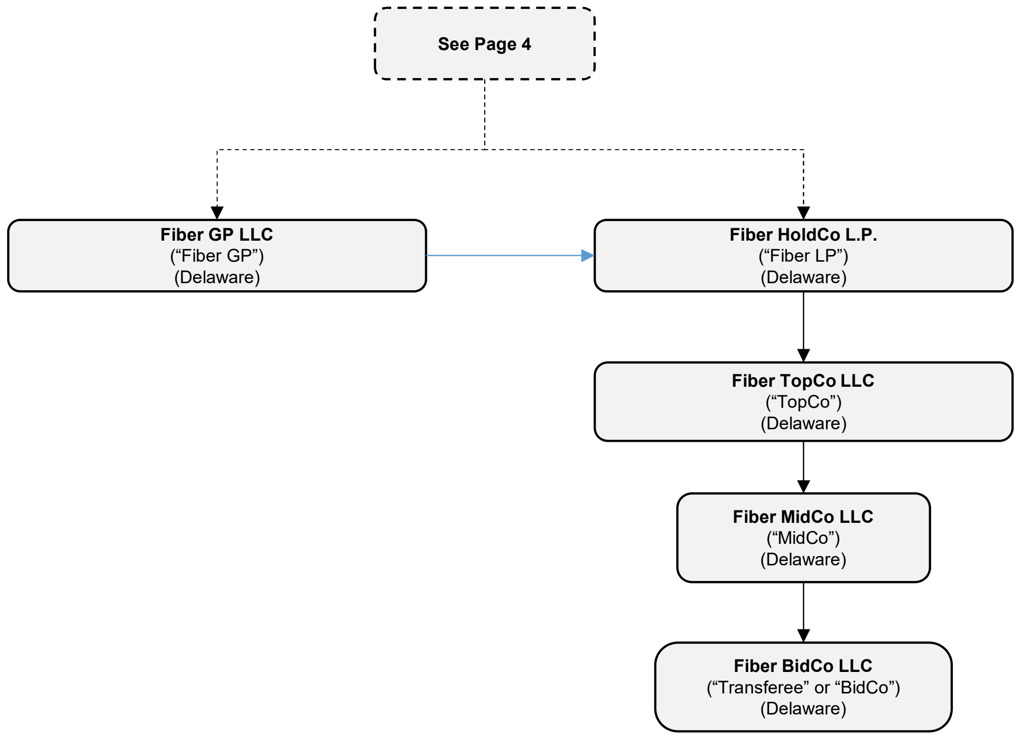


Unless otherwise indicated, all percentages are 100%.

Economic Ownership

General Partner

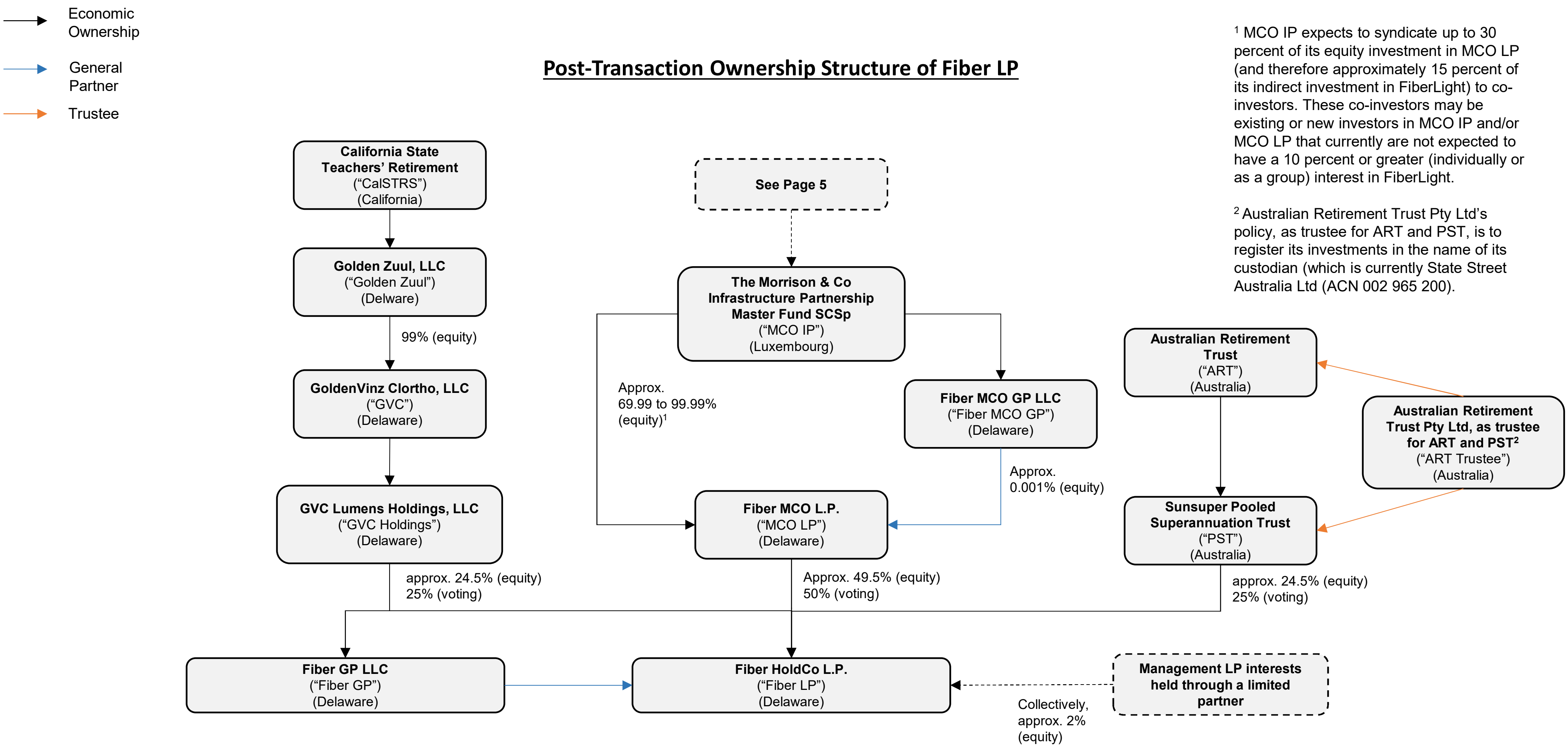
Post-Transaction Ownership Structure of Transferee



Unless otherwise indicated, all percentages are 100%.

Attachment 1

Post-Transaction Ownership Structure of Fiber LP

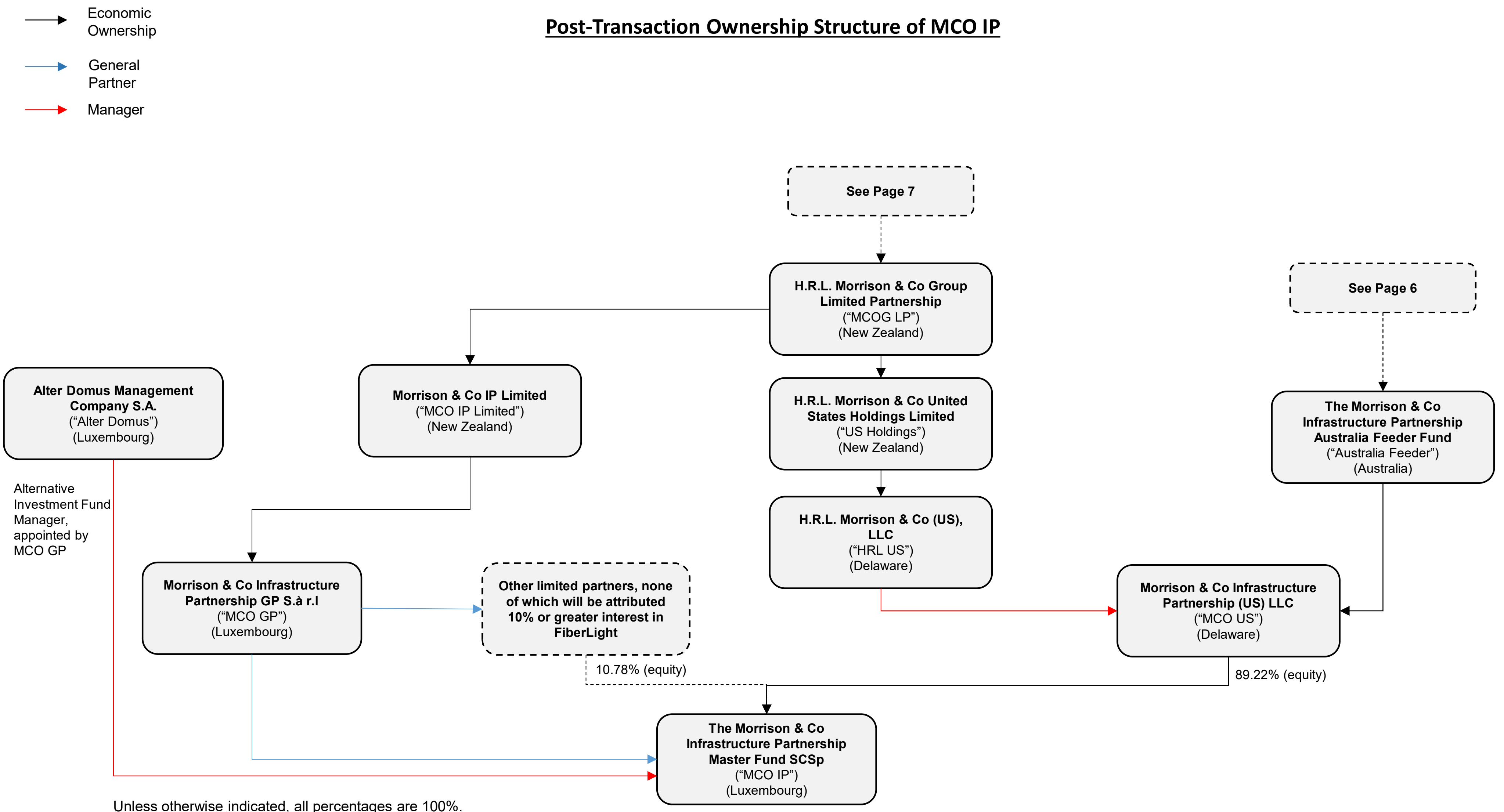


[1] MCO IP expects to syndicate up to 30 percent of its equity investment in MCO LP (and therefore approximately 15 percent of its indirect investment in FiberLight) to co-investors. These co-investors may be existing or new investors in MCO IP and/or MCO LP that currently are not expected to have a 10 percent or greater (individually or as a group) interest in FiberLight.

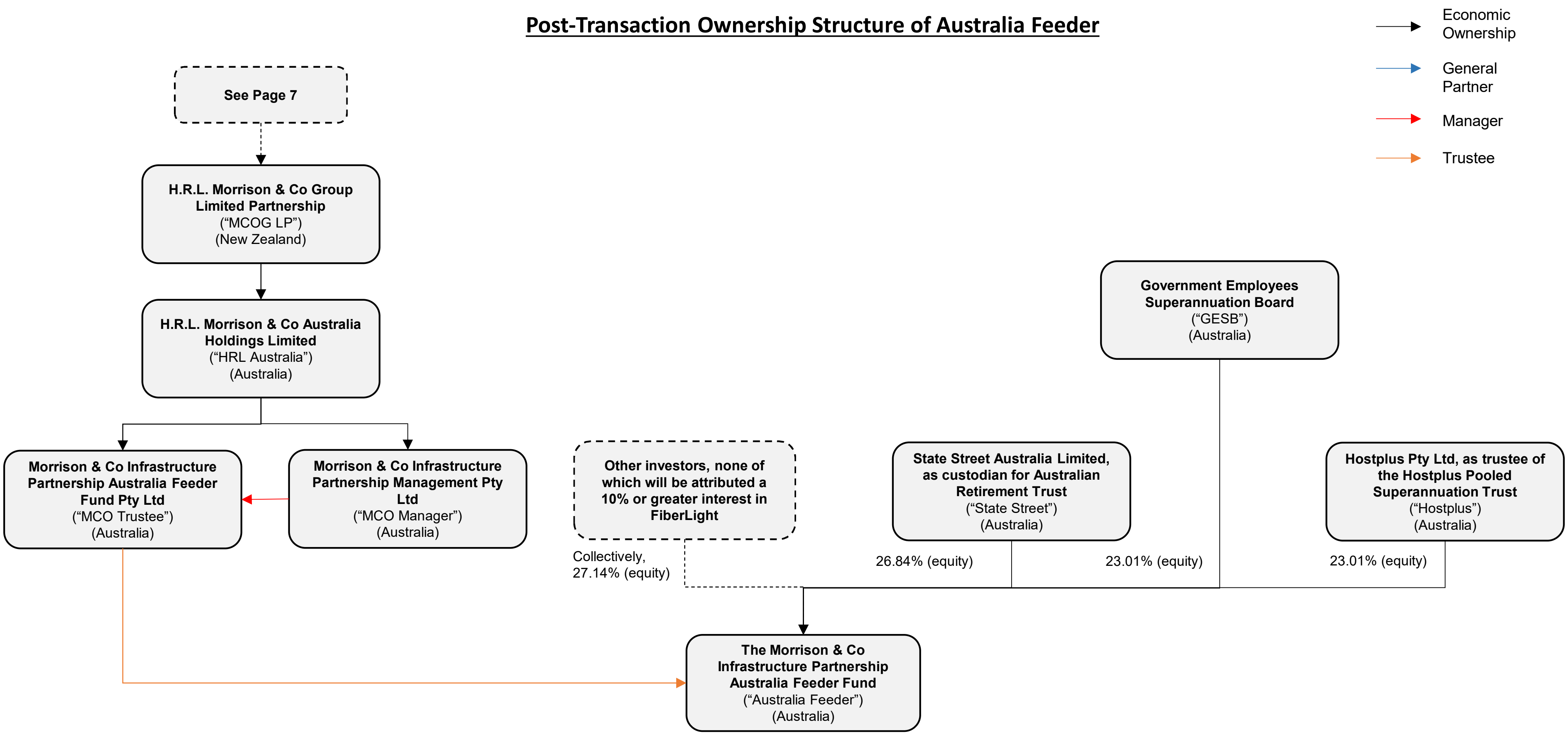
[2] Australian Retirement Trust Pty Ltd's policy, as trustee for ART and PST, is to register its investments in the name of its custodian (which is currently State Street Australia Ltd (ACN 002 965 200).

Unless otherwise indicated, all percentages are 100%.

Attachment 1



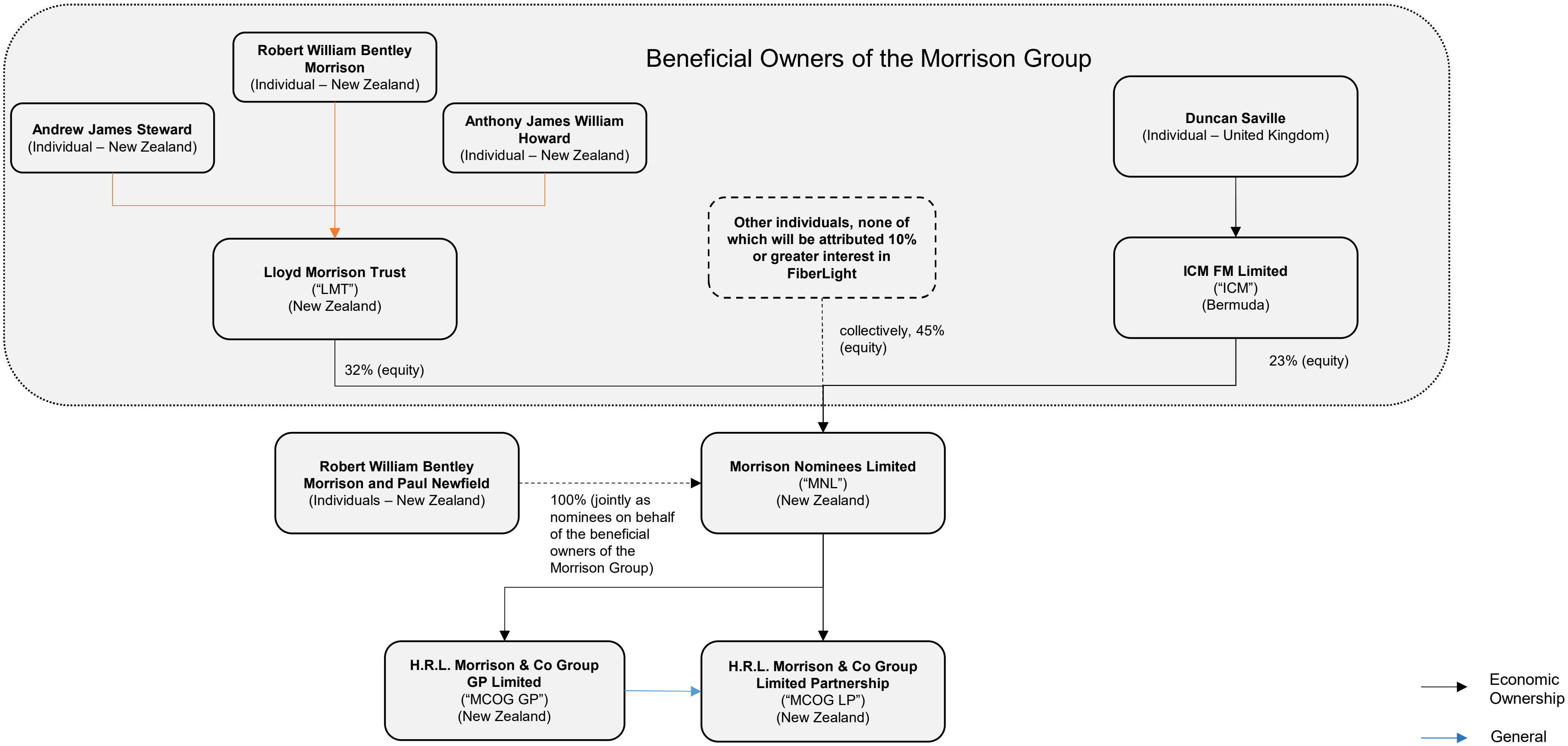
Post-Transaction Ownership Structure of Australia Feeder



Unless otherwise indicated, all percentages are 100%.

Attachment 1

Post-Transaction Ownership Structure of MCOG LP



Unless otherwise indicated, all percentages are 100%.

EXHIBIT B

FIBERLIGHT, LLC LICENSES:

FiberLight, LLC holds the following wireless licenses as of July 1, 2022:

Call Sign	**Radio Service**
WQRG800	CF
WQRG822	CF
WQRG984	CF
WQRG985	CF
WQRQ389	CF
WQRQ390	CF
WQRQ399	CF
WQRQ406	CF
WQRQ408	CF
WQRW966	CF
WQRW967	CF
WQSH296	CF
WQSH335	CF
WQSH356	CF
WQSI862	CF
WQSI896	CF
WQTJ514	CF
WQTK314	CF
WQTU539	CF
WQUX567	CF
WQUX656	CF
WQUX662	CF
WQUX807	CF
WQUX808	CF

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, *i.e.,* the acquisition of an indirect interest in FiberLight, LLC ("Licensee" or "FiberLight"), by Fiber BidCo LLC ("Transferee"). As described in Exhibit A, the foreign ownership of Licensee's equity following a grant of this Petition and approval of the associated transfer-of-control applications will be up to, on an indirect basis, approximately 100 percent because the direct and indirect foreign ownership of Transferee is approximately 100 percent. This estimate is based upon direct inquiry of the entities that will hold direct and/or indirect ownership interests in Transferee.

2. GRANT OF THIS PETITION WOULD SERVE THE PUBLIC INTEREST

Petitioners respectfully submit that the Proposed Transaction will serve the public interest. "[T]he Commission has long recognized the clear public interest benefits in a license or authorization holder being able to assign or transfer control of its license or authorization freely."[16] The Commission has previously determined that allowing indirect foreign investment in a common carrier radio license above the 25-percent benchmark set forth in 47 U.S.C. § 310(b)(4) serves the public interest by promoting competition in the U.S. and foreign markets.[17] At the same time, the Commission stated that it would continue to coordinate with the relevant Executive Branch

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16 *Applications of T-Mobile US, Inc., & Sprint Corp., for Consent to Transfer Control of Licenses & Authorizations*, Memorandum Opinion & Order, 34 FCC Rcd. 10578, ¶ 41 (2019).

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

agencies to ensure that requests to exceed foreign ownership benchmark are consistent with national security, law enforcement, foreign policy, and trade policy concerns.[18]

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.[19] 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.[20]

The proposed Transaction raises, to Petitioners' knowledge, 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. Transferee's significant shareholders consist of investment companies based in Australia, Luxembourg, New Zealand, and the United States. 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 Licensee, as described herein, to be in the public interest.

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[18] *Id.* at 5742, 5745, 5757, 5759-63, ¶¶ 1, 5, 26, 30-37.

[19] *Rules and Policies on Foreign Participation in the U.S. Telecommunications Market*, Report & Order & Order on Reconsideration, 12 FCC Rcd. 23891, 23940 ¶ 111 (1997).

[20] *Id.* at 23897 ¶ 11.

EXHIBIT D

REQUESTS FOR SPECIFIC APPROVAL

Table D-1 below identifies the entities and individuals requiring specific approval, their respective projected equity and/or deemed voting percentages, and the maximum equity and/or deemed voting percentages for which Petitioners are seeking specific approval.

TABLE D-1: FOREIGN INVESTOR ENTITIES FOR APPROVAL

Name of Entity	Jurisdiction of Organization / Citizenship	Projected Equity %	Projected Voting %	Maximum Equity %[21]	Maximum Voting %[22]
Sunsuper Pooled Superannuation Trust	Australia	Up to 24.5%	100%	49.99%	100%
The Morrison & Co Infrastructure Partnership Master Fund SCSp	Luxembourg	Up to 49.5%	100%	49.99%	100%
Australian Retirement Trust	Australia	Up to 36.35%	100%	49.99%	100%
Australian Retirement Trust Pty Ltd	Australia	Up to 36.35%	100%	49.99%	100%
Morrison & Co Infrastructure Partnership GP S.à r.l	Luxembourg	0%	100%	49.99%	100%
Morrison & Co IP Limited	New Zealand	0%	100%	49.99%	100%
H.R.L. Morrison & Co United States Holdings Limited	New Zealand	0%	Up to 44.16%	49.99%	49.99%
H.R.L. Morrison & Co Group Limited Partnership	New Zealand	0%	Up to 100%	49.99%	100%
H.R.L. Morrison & Co Group GP Limited	New Zealand	0%	Up to 100%	49.99%	100%
Morrison Nominees Limited	New Zealand	0%	Up to 100%	49.99%	100%
ICM FM Limited	Bermuda	0%	Up to 23%	49.99%	49.99%
Lloyd Morrison Trust	New Zealand	0%	Up to 32%	49.99%	49.99%

21 The percentages in this column represent the maximum percentage of equity for which Petitioners are seeking specific approval for the listed entities to hold.

22 The percentages in this column represent the maximum percentage of voting interest for which Petitioners are seeking specific approval for the listed entities to hold or to be deemed to hold.

Name of Entity	Jurisdiction of Organization / Citizenship	Projected Equity %	Projected Voting %	Maximum Equity %[21]	Maximum Voting %[22]
The Morrison & Co Infrastructure Partnership Australia Feeder Fund	Australia	Up to 44.16%	Up to 44.16%	49.99%	49.99%
State Street Australia Limited, as custodian for Australian Retirement Trust	Australia	Up to 11.85%	Up to 11.85%	49.99%	49.99%
Hostplus Pty Ltd, as trustee of the Hostplus Pooled Superannuation Trust	Australia	Up to 10.16%	Up to 10.16%	49.99%	49.99%
Government Employees Superannuation Board	Australia	Up to 10.16%	Up to 10.16%	49.99%	49.99%
Morrison & Co Infrastructure Partnership Australia Feeder Fund Pty Ltd	Australia	0%	Up to 44.16%	49.99%	49.99%
Morrison & Co Infrastructure Partnership Management Pty Ltd	Australia	0%	Up to 44.16%	49.99%	49.99%
H.R.L. Morrison & Co Australia Holdings Limited	Australia	0%	Up to 44.16%	49.99%	49.99%
Alter Domus Management Company S.A.	Luxembourg	0%	100%	49.99%	100%
Andrew James Steward	New Zealand	0%	Up to 32%	49.99%	49.99%
Robert William Bentley Morrison	New Zealand	0%	Up to 100%	49.99%	100%
Anthony James William Howard	New Zealand	0%	Up to 32%	49.99%	49.99%
Paul Newfield	New Zealand	0%	Up to 100%	49.99%	100%
Duncan Saville	United Kingdom	0%	Up to 23%	49.99%	49.99%

Declaration of Vincent Gerritsen

I, Vincent Gerritsen, state that I am Authorized Signatory of The Morrison & Co Infrastructure Partnership Master Fund SCSp ("MCO IP"); that I am authorized to make this Declaration on behalf of the MCO IP and its affiliates, including Fiber BidCo LLC; that the foregoing filing was prepared under my direction and supervision; that (i) the contents thereof and the certifications contained therein regarding the MCO IP and its affiliates, including Fiber BidCo LLC, are true and correct to the best of my knowledge, information, and belief; (ii) to the best of my knowledge information and belief, 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. 1.5002; and (iii) the interests disclosed satisfy each of the pertinent standards and criteria set forth in the Commission's rules.

I declare under penalty of perjury that the foregoing is true and correct. Executed this first day of July 2022.

DocuSigned by:

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Vincent Gerritsen
Authorized Signatory
The Morrison & Co Infrastructure
Partnership Master Fund SCSp

VERIFICATION

I, James Lynch, in my capacity as Chief Executive Officer of Thermo Acquisitions, Inc. ("Thermo"), hereby certify under penalty of perjury that I am Chief Executive Officer of Thermo and that the foregoing information in the attached Petition as it pertains to Thermo is true and correct to the best of my knowledge and belief.

James Lynch
Chief Executive Officer

Date: July 5, 2022