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

In the Matter of Everstream Solutions LLC Petition for Declaratory Ruling Under Section 310(b)(4) of the Communications Act of 1934, as amended	)))))))	File No. __________________

PETITION FOR DECLARATORY RULING UNDER SECTION 310(b)(4) OF THE COMMUNICATIONS ACT OF 1934, AS AMENDED

Pursuant to Section 1.5000 *et seq.* of the Federal Communications Commission ("Commission") rules, Everstream Solutions LLC ("Everstream Solutions" or "Petitioner") requests that the Commission determine that a further declaratory ruling is unnecessary in light of a prior 2021 declaratory ruling. If the Commission does not make such determination, the Petitioner respectfully requests that the Commission issue a further declaratory ruling regarding authorizing foreign ownership in Petitioner's controlling U.S. parent, Midwest Fiber Acquisition LLC ("Midwest"). Everstream Solutions holds common carrier fixed point-to-point licenses subject to the 25 percent benchmark in Section 310(b)(4) of the Communications Act of 1934 (the "Act"), as amended, 47 U.S.C. § 310(b)(4). On May 14, 2021, the Wireline Competition and International Bureaus authorized 100% aggregate foreign ownership of Midwest subject to certain conditions and approved particular foreign equity and voting interests held in Midwest by identified foreign entities.[1]

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[1] *See* Section 214 Application Granted for the Acquisition of Certain Assets of the PEG Bandwidth Entities, Southern Light, LLC, and Uniti Fiber LLC by Everstream Solutions LLC, DA 21-576, WC Docket No. 20-359 & File No. ISP-PDR-20201102-00012 (rel. May 14, 2021) ("*2021 Midwest Ruling*").

As detailed herein, and to the extent necessary given such prior approval, Petitioner requests continued authorization for 100% aggregate foreign ownership of Midwest and for specific interests held by five Luxembourg entities that are substantially similar to those approved in the *2021 Midwest Ruling*. However, Petitioner is no longer requesting authorization for five Australian entities previously approved in the *2021 Midwest Ruling*: AMP Capital Investors International Holdings Ltd., Collimate Capital Ltd.,[2] AMP Holdings Ltd., AMP Group Holdings Ltd., and AMP Limited (collectively, the "Australian Entities"). None of these Australian Entities will hold any interests in Midwest upon completion of a proposed transaction to transfer their interests to DigitalBridge Group, Inc. ("DigitalBridge"), a publicly traded U.S. corporation (NYSE: DBRG), through four U.S. subsidiaries formed in Delaware: DB Puma GIF II GP HoldCo, LLC, DB Puma GP Holdings, LLC, DB Puma Master Holdco, LLC, and DigitalBridge Operating Company, LLC ("DBOC") (collectively, the "DigitalBridge Entities"). In addition, pursuant to Sections 1.5001(a)(1) and (d) of the Commission's rules, 47 C.F.R. §1.5001(a) & (d), DigitalBridge does not have any new, non-exempt 5% or greater non-U.S. investors subject to reporting under the Commission's Foreign Ownership Rules. Indeed, the DigitalBridge Entities that are replacing the Australian Entities have but a single foreign investor with a five percent or greater voting stake, and that foreign investor (with its controlling entities) qualifies as an exempt passive investor, as further set forth in note 6 below.[3]

Because the FCC already has approved up to 100% foreign ownership of the Petitioner in the *2021 Midwest Ruling* (including the five Luxembourg entities), this petition may well be un-

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[2] In February 2022, AMP Capital Holdings Limited changed its name to Collimate Capital Ltd.

[3] *See infra* note 6.

necessary, to the extent the *2021 Midwest Ruling* continues to apply following the proposed substantive transfer of control of Midwest to DigitalBridge. Although the proposed transaction does not raise any foreign investment issues that have not already been addressed under the Commission's Foreign Ownership Rules, this petition is filed out of an abundance of caution and to provide the Commission with all of the relevant facts relating to the proposed transaction.

I. BACKGROUND

Everstream Solutions and its affiliates Everstream GLC Holding Company LLC ("GLC"), HRS Internet LLC ("HRS Internet"), and Lynx Network Group, Inc. ("Lynx" and collectively with Solutions, GLC, and HRS Internet, "Licensees"), AMP Capital Investors International Holdings Ltd. ("Transferor"), and DB Puma GIF II GP HoldCo, LLC ("Transferee") are separately filing with the FCC a joint domestic and international Section 214 applications and a Form 603 wireless application for a proposed transfer of control. Specifically, Transferor is selling its 100% ownership interest in AMP Capital Investors (GIF II GP) S.à.r.l., a Luxembourg company, to Transferee, resulting in a change in the voting control of Licensees (the "Transaction"). Following the Transaction, Licensees will continue to be indirect, wholly owned subsidiaries of Midwest and Midwest Fiber Holdings LP, which will remain indirectly owned by four limited partnerships organized in Luxembourg (AMP Capital Global Infrastructure Fund II A LP SCSp, AMP Capital Global Infrastructure Fund II B LP SCSp, AMP Capital Global Infrastructure Fund II C LP SCSp, and AMP Capital Global Infrastructure Fund II E LP SCSp), collectively referred to as "GIF II,"[4] with a 1.5% ownership interest held by a management-owned vehicle (Midwest Fiber Management LP, a Delaware limited partnership (the "Management-Owned Vehicle)). AMP Capital Investors (GIF

[4] Each fund of GIF II is expected to change their names to no longer use "AMP Capital."

II GP) S.à.r.l. is the general partner of Midwest Fiber Holdings LP, the Management-Owned Vehicle, and the four Luxembourg limited partnerships.

The Transaction does not propose any substantial changes in the equity or voting positions of the five previously approved Luxembourg entities (collectively, the "Luxembourg Entities").[5] As a result, further foreign ownership review of the Luxembourg Entities is not required pursuant to the *2021 Midwest Ruling* and the Commission's Foreign Ownership Rules.

Upon completion of the Transaction, the five Australian Entities previously approved in the *2021 Midwest Ruling* will no longer hold any interests in Midwest and Licensees. Rather, the five U.S. DigitalBridge Entities will hold 100% of the voting interests in AMP Capital Investors (GIF II GP) S.à.r.l.: DB Puma GIF II GP HoldCo, LLC, DB Puma GP Holdings, LLC, DB Puma Master Holdco, LLC, DBOC, and DigitalBridge, a publicly traded U.S. corporation (NYSE: DBRG). Ultimate control of the Transferee lies with DigitalBridge.[6]

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[5] The *2021 Midwest Ruling* specifically approved: "AMP Capital Global Infrastructure Funds II A LP (7.26% equity and voting) (Luxembourg); AMP Capital Global Infrastructure Funds II B LP (45.12% equity and voting) (Luxembourg); AMP Capital Global Infrastructure Funds II C LP (26.12% equity and voting) (Luxembourg); AMP Capital Global Infrastructure Funds II E LP (13.33% equity and voting) (Luxembourg); and AMP Capital Investors (GIF II GP) S.à.r.l (0% equity; 100% voting) (Luxembourg)." No change is needed for AMP Capital Global Infrastructure Funds II A LP SCSp or AMP Capital Investors (GIF II GP) S.à.r.l. However, as set forth in this Petition, approval is requested for slight increases for AMP Capital Global Infrastructure Funds II B LP SCSp, AMP Capital Global Infrastructure Funds II C LP SCSp, and AMP Capital Global Infrastructure Funds II E LP SCSp.

[6] DigitalBridge has only a single 5% or greater non-U.S. investor, Wafra Strategic Holdings LP ("Wafra"). Wafra, a Bermuda limited partnership, holds 57,741,599 shares of DigitalBridge Class A common stock, equating to approximately 8.8% of the Class A common stock (and 8.5% of the voting rights in DigitalBridge). Wafra is beneficially owned by the Public Institution for Social Security, which is an autonomous agency controlled by the State of Kuwait. In addition, Wafra holds unexercised warrants to acquire 26,760,000 shares of Class A common stock. DigitalBridge has the option to settle the exercise of such warrants in cash in lieu of issuing additional shares if issuing additional shares would result in Wafra owning more than 9.8% of the Class A common stock. Wafra is a passive investor, has no governance or veto rights, and reports its ownership of Class A common stock and warrants on Schedule 13G per Rule 13d-1(c), which expressly

Inasmuch as the Commission has already authorized 100% foreign ownership of Midwest, and Petitioner, a U.S. entity, is not seeking specific approval for any new reportable foreign owner, Petitioner believes that this Petition may not be necessary. However, in light of the substantial change in ownership and control of Midwest – albeit to U.S. entities – as well as the continuing interests of the Luxembourg Entities, Petitioner is filing this Petition out of an abundance of caution to notify the Commission of the proposed transaction, insofar as the *2021 Midwest Ruling* should be updated to reflect the replacement of the five Australian Entities with the five DigitalBridge Entities.

If the Commission finds that a declaratory ruling is necessary, Petitioner respectfully submits that the Commission should issue such a ruling without a referral to the Executive Branch, especially in light of the prior *2021 Midwest Ruling* regarding the Luxembourg Entities. In the Commission's *Executive Branch Foreign Ownership Review Order*,[7] the Commission identified categories of applications that the Commission would not refer to the Executive Branch.[8] One of those categories is section 310(b) petitions "where the only reportable foreign ownership is through

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requires the absence of any purpose of changing or influencing the control of DigitalBridge. As a passive institutional investor with less than a 10-percent voting and equity interest in DigitalBridge, and which is not obligated to report its holdings in DigitalBridge pursuant to Exchange Act Rule 13d-1(a), Wafra is exempt from specific approval pursuant to Section 1.5001(i)(3) of the Commission's Rules. *See,* 47 C.F.R. §1.5001(i)(3) ("A foreign investment is exempt from the specific approval requirements of paragraphs (1) and (2) of this section where: (i) The foreign individual or entity holds, or would hold, directly and/or indirectly, no more than 10 percent of the equity and/or voting interests of the U.S. parent (for petitions filed under §1.5001(a)(1)) or the petitioning applicant or licensee (for petitions filed under §1.5001(a)(2); and (ii) The foreign individual or entity does not hold, and would not hold, a controlling interest in the petitioner or any controlling parent company, does not plan or intend to change or influence control of the petitioner or any controlling parent company, does not possess or develop any such purpose, and does not take any action having such purpose or effect. . . .").

[7] *Process Reform for Executive Branch Review of Certain FCC Applications and Petitions Involving Foreign Ownership*, 35 FCC Rcd 10927 (2020) ("*Executive Branch Foreign Ownership Review Order*").

[8] *Id.* at ¶¶ 29-39.

wholly owned intermediate holding companies and the ultimate ownership and control is held by U.S. citizens or entities."[9] The Commission further explained that "applications where the only foreign ownership is through passive, offshore intermediary holding companies and 100% of the ultimate control is held by U.S. citizens or entities present a minimal risk and generally should not be referred to the Executive Branch."[10] Petitioner respectfully submits that Transferee's post-Transaction ownership and control structure meets the requirements of this exclusion.

Additionally, to Petitioner's knowledge, there are no national security, law enforcement, foreign policy, or trade policy concerns that require a referral to the Executive Branch. Therefore, Petitioner requests that the Commission not refer this Petition to the Executive Branch consistent with the exclusion in the *Executive Branch Foreign Ownership Review Order*. Petitioner understands that the Commission will notify the Executive Branch of this Petition even if it does not refer the Petition.[11]

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

Section 1.5001(a): Contact Information, FRN, Place of Organization, and Type of Business

Name:	Everstream Solutions LLC
FRN:	0027345693
Address:	1228 Euclid Ave #250 Cleveland, OH 44115
Citizenship:	Ohio
Type of Business:	Limited Liability Company

Officer certifying the information contained in the Petition on behalf of Everstream Solutions: Brett Lindsey, Chief Executive Officer

[9] *Id.* at ¶ 29.

[10] *Id.* at ¶ 32.

[11] *Id.* at ¶ 30. In the event the Petition is referred to the Executive Branch, Petitioner is not aware of any national security or law enforcement issues that warrant mitigation.

Officer certifying the information contained in the Petition on behalf of Digital-Bridge Group, Inc.: Ronald M. Sanders, Executive Vice President, Chief Legal Officer, and Secretary

Section 1.5001(b): Legal Counsel Contact

Counsel for Petitioner:	Counsel for DigitalBridge:
Russell Blau Danielle Burt Leetal Weiss Morgan, Lewis & Bockius LLP 1111 Pennsylvania Ave., N.W. Washington, DC 20004-2541 Tel: 202-739-3000 Fax: 202-739-3001 russell.blau@morganlewis.com danielle.burt@morganlewis.com leetal.weiss@morganlewis.com	William LeBeau Peter M. Connolly Holland & Knight LLP 800 17th Street, N.W. Suite 1000 Washington, DC 20006 Tel: 202-955-3000 Fax: 202-955-5564 bill.lebeau@hklaw.com peter.connolly@hklaw.com

Section 1.5001(c)(1): Licensees Covered By Declaratory Ruling

Petitioner seeks a declaratory ruling in connection with its 336 common carrier fixed point-to-point licenses. A list of the affected Call Signs is provided as **Exhibit E**.

Section 1.5001(c)(2): Associated Applications

This Petition is being filed concurrently with joint domestic and international 214 applications and a Form 603 wireless application (File No. 0010108781).

Section 1.5001(d): Type of Declaratory Ruling

Petitioner seeks a declaratory ruling under Section 310(b)(4) of the Act and Section 1.5000(a)(1) of the Commission's rules.

Sections 1.5001(e) and (g) – Direct Equity/Voting Interests of 10 Percent or More

Information responsive to Sections 1.5001(e) and (g) regarding Everstream Solutions is included in the attached **Exhibit A**.

Sections 1.5001(f) and (g) – Indirect Equity/Voting Interests of 10 Percent or More

Information responsive to Sections 1.5001(f) and (g) are included in the attached **Exhibit A**.

Section 1.5001(h)(1) – Estimate of Aggregate Foreign Ownership

Exhibit B provides a percentage estimate of the aggregate indirect foreign interests in Petitioner, as required by Section 1.5001(h)(1) of the rules. **Exhibit B** also describes the methods used to determine the percentage of foreign interests. Finally, **Exhibit B** explains the circumstances that prompted this Petition and demonstrates that its grant would serve the public interest.

Section 1.5001(h)(2) – Narrative Description of Ownership and Control Structure

Exhibit A provides the narrative description of the control and ownership of Everstream Solutions, as required by Section 1.5001(h)(2) of the Commission's rules. **Exhibit C** provides an organizational diagram to illustrate the pre- and post-Transaction control and ownership of Everstream Solutions.

Section 1.5001(i) – Request Relating to Foreign Owners with 5 Percent or More

Although the FCC already approved the reportable foreign stakeholders pursuant to the *2021 Midwest Ruling* and such foreign stakeholders should not require further FCC approval, **Exhibit D** identifies the foreign individuals/entities for whom Petitioner seeks approval, to the extent necessary, pursuant to 47 C.F.R. § 1.5001(i). In addition, as noted herein, *see supra* note 6, two foreign entities with passive exempt interests of less than 10% in DigitalBridge also should not require approval, but have been listed on **Exhibit D** with asterisks in a further abundance of caution.

Section 1.5001(k) – Request for Advance Approval

Although the FCC already approved the reportable foreign stakeholders pursuant to the *2021 Midwest Ruling* and such foreign stakeholders should not require further FCC approval, pursuant to 47 C.F.R. § 1.5001(i) and out of an abundance of caution, Petitioner requests advance approval for all entities for which specific approval is sought to hold indirect equity and/or voting interests in Midwest of up to and including 100%, except for those entities marked with asterisks on **Exhibit D**.

III. Conclusion

Petitioner respectfully requests that the Commission determine that a further declaratory ruling is unnecessary and permit the continued application of the *2021 Midwest Ruling* to the proposed Transaction. If the Commission does not make such determination, the Petitioner respectfully requests that the Commission issue a declaratory ruling finding that it is in the public interest to allow indirect foreign ownership in Everstream Solutions' controlling U.S. parent Midwest to exceed the 25 percent benchmark set forth in Section 310(b)(4), and to permit the foreign entities identified in this Petition to hold greater than 5 percent indirect equity and/or voting interests in Everstream Solutions as a result of the Transaction.

Respectfully submitted,

/s/ Danielle Burt

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Counsel for Petitioner

Dated: July 25, 2022

EXHIBIT A

Ownership and Control Structure

Pursuant to 47 C.F.R. § 1.5001(h)(2), this Exhibit provides a narrative description of the ownership and control of Everstream Solutions LLC ("Everstream Solutions" or "Petitioner"). The diagram in **Exhibit C** illustrates ownership and control of Petitioner.

Everstream Solutions, an Ohio limited liability company, is headquartered at 1228 Euclid Ave, #250, Cleveland, OH 44115. Everstream Solutions holds domestic and international Section 214 authorization as well as certificates to provide intrastate telecommunications services in Delaware, Kentucky, Maryland, Missouri, New Jersey, New York, Ohio, Pennsylvania, and West Virginia. Everstream Solutions is affiliated with (i) Everstream GLC Holding Company LLC ("Everstream GLC"), which holds domestic and international Section 214 authorizations (File Nos. ITC-214-19970116-00027 as assigned in IB File No. ITC-ASG-20160426-00157) and holds certificates to provide intrastate telecommunications services in Illinois, Indiana, Michigan, and Wisconsin, (ii) Lynx Network Group, Inc. ("Lynx"), which holds domestic Section 214 authority and holds a certificate to provide intrastate telecommunications services in Michigan, and (iii) HRS Internet, LLC ("HRS Internet"), which holds domestic and international Section 214 authorizations (File No. ITC-214-20080612-00268) and holds a certificate to provide intrastate telecommunications services in Indiana.

Everstream Solutions is a wholly owned subsidiary of Midwest Fiber Acquisition LLC ("Midwest"), a Delaware limited liability company. Midwest, through Everstream Solutions and its affiliates, is a super-regional network service provider bringing fiber-based Ethernet, internet and data center solutions to businesses throughout the Midwest and Mid-Atlantic. The company has more than 10,000 route miles and comprehensive data center connectivity at 100 Gbps. Its network allows businesses to operate a converged IP network capable of delivering robust voice and data services at speeds from 10 Mbps to 100 Gbps.

Midwest is directly owned by Midwest Fiber Acquisition Midco1 LLC, a Delaware limited liability company that is, in turn, directly owned by Midwest Fiber Acquisition Topco LLC, a Delaware limited liability company. Midwest Fiber Acquisition Topco LLC is directly owned by Midwest Fiber Holdings LP and is ultimately indirectly owned by four limited partnerships organized in Luxembourg (AMP Capital Global Infrastructure Fund II A LP SCSp, AMP Capital Global Infrastructure Fund II B LP SCSp, AMP Capital Global Infrastructure Fund II C LP SCSp, and AMP Capital Global Infrastructure Fund II E LP SCSp), collectively referred to as "GIF II," with a 1.5% ownership interest held by a management-owned vehicle (Midwest Fiber Management LP, a Delaware limited partnership (the "Management-Owned Vehicle)).

Between Midwest Fiber Holdings LP and GIF II, there are a number of intervening U.S. entities in the ownership chain (Midwest Fiber Intermediate US LP, Midwest Fiber Midco LP and GIF II US Aggregator LP). AMP Capital Investors (GIF II GP) S.à.r.l., a Luxembourg company, is the general partner for each of the limited partnership entities in this chain, as well as for the four Luxembourg limited partnerships and the Management-Owned Vehicle referenced above.

Upon completion of the Transaction, AMP Capital Investors (GIF II GP) S.à.r.l. will be directly owned by DB Puma GIF II GP HoldCo, LLC ("Transferee"), a Delaware limited liability company. Transferee is wholly owned by DB Puma GP Holdings, LLC, a Delaware limited liability company that is wholly owned by DB Puma Master HoldCo, LLC, a Delaware limited liability company that is wholly owned by Digital Bridge Operating Company, LLC ("DBOC"), a Delaware limited liability company.[12] DBOC is a 92% owned subsidiary of DigitalBridge Group, Inc., a Maryland corporation, ("DigitalBridge") (NYSE: DBRG). DigitalBridge is a leading global digital infrastructure firm. With a heritage of over 25 years investing in and operating businesses across the digital ecosystem including cell towers, data centers, fiber, small cells, and edge infrastructure, the DigitalBridge team manages a $47 billion portfolio of digital infrastructure assets on behalf of its limited partners and shareholders.

Detailed Ownership and Control Information

The following provides detailed information regarding the ownership and control structure of Everstream Solutions.

1. Everstream Solutions LLC is wholly-owned by:

Name:	**Midwest Fiber Acquisition LLC ("Midwest")**
Address:	c/o AMP Capital Investors (US) Limited 1114 Avenue of the Americas, 16th floor New York, NY 10036
Ownership:	100%
Citizenship:	United States (Delaware)
Principal Business:	Holding Company

2. Midwest is wholly-owned by:

Name:	**Midwest Fiber Acquisition Midco1 LLC**
Address:	c/o AMP Capital Investors (US) Limited 1114 Avenue of the Americas, 16th floor New York, NY 10036
Ownership	100% (indirectly, 100% equity and voting of Everstream Solutions)
Citizenship:	Delaware
Principal Business:	Holding Company

3. Midwest Fiber Acquisition Midco1 LLC is wholly-owned by:

Name:	**Midwest Fiber Acquisition Topco LLC**

[12] Upon completion of the Transaction, DBOC, through its wholly owned entity, DB Puma Master HoldCo, LLC, and other wholly owned entities, also will acquire an indirect 5.69% equity interest in AMP Capital Global Infrastructure Fund II B LP SCSp. As noted above, DBOC is a 92% owned subsidiary of DigitalBridge.

Address:	c/o AMP Capital Investors (US) Limited 1114 Avenue of the Americas, 16th floor New York, NY 10036
Ownership:	100% (indirectly, 100% equity and voting of Everstream Solutions)
Citizenship:	Delaware
Principal Business:	Holding Company

4. Midwest Fiber Acquisition Topco LLC is wholly-owned by:

Name:	**Midwest Fiber Holdings LP**
Address:	c/o AMP Capital Investors (US) Limited 1114 Avenue of the Americas, 16th floor New York, NY 10036
Ownership:	100% (indirectly, 100% equity and voting of Everstream Solutions)
Citizenship:	United States (Delaware)
Principal Business:	Holding Company

5. The following entities own or control a 10% or greater interest in Midwest Fiber Holdings LP:

Name:	**AMP Capital Investors (GIF II GP) S.à.r.l ("GIF II GP")**
Address:	16 rue Eugène Ruppert Luxembourg L-2453 Grand Duchy of Luxembourg
Ownership:	General Partner; 0% equity
Citizenship:	Luxembourg
Principal Business:	Investment

Name:	**Midwest Fiber Intermediate US LP**
Address:	c/o AMP Capital Investors (US) Limited 1114 Avenue of the Americas, 16th floor New York, NY 10036
Ownership:	98.50% equity (indirectly, 98.50% equity of Everstream Solutions) (a separate entity, Midwest Fiber Management LP holds 1.5% equity interest in Midwest Fiber Holdings LP)
Citizenship:	United States (Delaware)
Principal Business:	Holding Company

6. The following entities own or control a 10% or greater interest in Midwest Fiber Intermediate US LP:[13]

Name:	**AMP Capital Investors (GIF II GP) S.à.r.l ("GIF II GP")**
Address:	16 rue Eugène Ruppert Luxembourg L-2453 Grand Duchy of Luxembourg
Ownership:	General Partner; 0% equity
Citizenship:	Luxembourg
Principal Business:	Investment

Name:	**Midwest Fiber Midco LP**
Address:	c/o AMP Capital Investors (US) Limited 1114 Avenue of the Americas, 16th floor New York, NY 10036
Ownership:	92.64% equity (indirectly, 91.25% equity of Everstream Solutions)
Citizenship:	United States (Delaware)
Principal Business:	Holding Company

Name:	**AMP Capital Global Infrastructure Fund II A LP SCSp**[14]
Address:	16 rue Eugène Rupper Luxembourg L-2453 Grand Duchy of Luxembourg
Ownership:	7.36% equity (indirectly, 7.25% equity and voting of Everstream Solutions)[15]
Citizenship:	Luxembourg
Principal Business:	Investment Fund

7. The following entities own or control a 10% or greater interest in Midwest Fiber Midco LP:

Name:	**AMP Capital Investors (GIF II GP) S.à.r.l ("GIF II GP")**
Address:	16 rue Eugène Rupper Luxembourg L-2453

[13] The limited partners of Midwest Fiber Intermediate US LP are insulated based on the insulation criteria specified in 47 C.F.R. § 1.5003.

[14] The limited partners of AMP Capital Global Infrastructure Fund II A LP SCSp are insulated based on the insulation criteria specified in 47 C.F.R. § 1.5003.

[15] Pursuant to 47 C.F.R. § 1.5002(b)(2)(ii)(B), an insulated partner and shall be deemed to hold a voting interest in the partnership that is equal to the partner's equity interest.

	Grand Duchy of Luxembourg
Ownership:	General Partner; 0% equity
Citizenship:	Luxembourg
Principal Business:	Investment

Name:	**GIF II US Aggregator LP**
Address:	c/o AMP Capital Investors (US) Limited 1114 Avenue of the Americas, 16th floor New York, NY 10036
Ownership:	100% equity (indirectly, 91.25% equity and voting of Everstream Solutions)
Citizenship:	United States (Delaware)
Principal Business:	Holding Company

8. The following entities own or control a 10% or greater interest in GIF II US Aggregator LP:[16]

Name:	**AMP Capital Investors (GIF II GP) S.à.r.l ("GIF II GP")**
Address:	16 rue Eugène Rupper Luxembourg L-2453 Grand Duchy of Luxembourg
Ownership:	General Partner; 0% equity
Citizenship:	Luxembourg
Principal Business:	Investment

Name:	**AMP Capital Global Infrastructure Funds II B LP SCSp[17]**
Address:	16 rue Eugène Rupper Luxembourg L-2453 Grand Duchy of Luxembourg
Ownership:	53.36% equity (indirectly, 48.69% equity and voting of Everstream Solutions)[18]
Citizenship:	Luxembourg

[16] The limited partners of GIF II US Aggregator LP are insulated based on the insulation criteria specified in 47 C.F.R. § 1.5003.

[17] The limited partners of AMP Capital Global Infrastructure Fund II B LP SCSp are insulated based on the insulation criteria specified in 47 C.F.R. § 1.5003.

[18] The *2021 Midwest Ruling* authorized AMP Capital Global Infrastructure Funds II B LP SCSp to indirectly hold 45.12% equity and voting in Midwest. Petitioner seeks authorization to increase this to 48.69%. Due to an inadvertent error, the GIF II US Aggregator LP equity interests were divided between four funds (including AMP Capital Global Infrastructure Fund II A LP SCSp) but should have only been divided between three funds, resulting in the slight increased percentage.

Principal Business: Investment Fund

Name: **AMP Capital Global Infrastructure Funds II C LP SCSp**[19]
Address: 16 rue Eugène Rupper
Luxembourg L-2453
Grand Duchy of Luxembourg
Ownership: 30.88% equity (indirectly, 28.18% equity and voting of Everstream Solutions)[20]
Citizenship: Luxembourg
Principal Business: Investment Fund

Name: **AMP Capital Global Infrastructure Funds II E LP SCSP**[21]
Address: 16 rue Eugène Rupper
Luxembourg L-2453
Grand Duchy of Luxembourg
Ownership: 15.76% equity (indirectly, 14.38% equity and voting of Everstream Solutions)[22]
Citizenship: Luxembourg
Principal Business: Investment Fund

9. The following entities have a 10% or greater direct or indirect interest in AMP Capital Global Infrastructure Fund II A LP SCSp, AMP Capital Global Infrastructure Funds II B LP SCSp, AMP Capital Global Infrastructure Funds II C LP SCSp, and AMP Capital Global Infrastructure Funds II E LP SCSp (collectively, "GIF II"):

[19] The limited partners of AMP Capital Global Infrastructure Fund II C LP SCSp are insulated based on the insulation criteria specified in 47 C.F.R. § 1.5003.

[20] The *2021 Midwest Ruling* authorized AMP Capital Global Infrastructure Funds II C LP SCSp to indirectly hold 26.12% equity and voting in Midwest. Petitioner seeks authorization to increase this to 28.18%. Due to an inadvertent error, the GIF II US Aggregator LP equity interests were divided between four funds (including AMP Capital Global Infrastructure Fund II A LP SCSp) but should have only been divided between three funds, resulting in the slight increased percentage.

[21] The limited partners of AMP Capital Global Infrastructure Fund II E LP SCSp are insulated based on the insulation criteria specified in 47 C.F.R. § 1.5003.

[22] The *2021 Midwest Ruling* authorized AMP Capital Global Infrastructure Funds II E LP SCSp to indirectly hold 13.33% equity and voting in Midwest. Petitioner seeks authorization to increase this to 14.38%. Due to an inadvertent error, the GIF II US Aggregator LP equity interests were divided between four funds (including AMP Capital Global Infrastructure Fund II A LP SCSp) but should have only been divided between three funds, resulting in the slight increased percentage.

Name:	**AMP Capital Investors (GIF II GP) S.à.r.l ("GIF II GP")**
Address:	16 rue Eugène Rupper Luxembourg L-2453 Grand Duchy of Luxembourg
Ownership:	General Partner of each of AMP Capital Global Infrastructure Fund II A LP SCSp, AMP Capital Global Infrastructure Fund II B LP SCSp, AMP Capital Global Infrastructure Fund II C LP SCSp, and AMP Capital Global Infrastructure Fund II E LP SCSp (collectively, "GIF II"); 0% equity (indirectly, 100% voting and 0% equity of Everstream Solutions)
Citizenship:	Luxembourg
Principal Business:	Investment

10. Upon completion of the Transaction, GIF II GP will be wholly owned by:

Name:	**DB Puma GIF II GP Holdco, LLC**
Address:	750 Park of Commerce Drive, Suite 210 Boca Raton, Florida 33487
Ownership:	100% (indirectly, 0% equity and 100% voting of Everstream Solutions)
Citizenship:	Delaware
Principal Business:	Holding Company

11. DB Puma GIF II GP Holdco, LLC is wholly owned by:

Name:	**DB Puma GP Holdings, LLC**
Address:	750 Park of Commerce Drive, Suite 210 Boca Raton, Florida 33487
Ownership:	100% (indirectly, 0% equity and 100% voting of Everstream Solutions)
Citizenship:	Delaware
Principal Business:	Holding Company

12. DB Puma GP Holdings, LLC is wholly owned by:

Name:	**DB Puma Master Holdco, LLC**
Address:	750 Park of Commerce Drive, Suite 210 Boca Raton, Florida 33487
Ownership:	100% (indirectly, 2.77% equity through other wholly-owned subsidiaries of DB Puma Master Holdco, LLC and 100% voting of Everstream Solutions through ownership of DB Puma GP Holdings, LLC)
Citizenship:	Delaware

Principal Business: Holding Company

13. DB Puma Master Holdco, LLC is wholly owned by:

Name:	**DigitalBridge Operating Company, LLC ("DBOC")**
Address:	750 Park of Commerce Drive, Suite 210 Boca Raton, Florida 33487
Ownership:	100% (indirectly, 2.77% equity and 100% voting of Everstream Solutions)
Citizenship:	Delaware
Principal Business:	Investment

14. DigitalBridge Operating Company, LLC is owned or controlled by:

Name:	**DigitalBridge Group, Inc. ("DigitalBridge Group")**
Address:	750 Park of Commerce Drive, Suite 210 Boca Raton, Florida 33487
Ownership:	92% (indirectly, 2.55% equity and 100% voting of Everstream Solutions)
Citizenship:	Maryland
Principal Business:	Public Company

15. The following entities own or control a 10% or greater interest in DigitalBridge Group, Inc.:

Name:	**Vanguard Group, Inc**.
Address:	100 Vanguard Blvd. Malvern, PA 19355
Ownership:	11.2% equity, 10.8% voting (indirectly, 0.29% equity and 10.8% voting of Everstream Solutions)
Citizenship:	Pennsylvania
Principal Business:	Investments

A list of DigitalBridge Group's directors, with their respective nationalities, is provided below.

DigitalBridge Group, Inc. Directors:
Nancy A. Curtin – Chairperson (U.S.)
Marc C. Ganzi – Chief Executive Officer (U.S.)
J. Braxton Carter (U.S.)
Jeannie H. Diefenderfer (U.S.)
Jon A. Fosheim (U.S.)
Gregory J. McCray (U.S.)
Shaka Rasheed (U.S.)
Dale Anne Reiss (U.S.)
John L. Steffens (U.S.)

16. Out of an abundance of caution, the following information is provided about a 5% or greater interest holder in DigitalBridge Group, Inc.:

Name:	**Wafra Strategic Holdings LP**
Address:	345 Park Avenue 41st New York, New York 10154-0101
Ownership:	8.8% equity, 8.5% voting[23]
Citizenship:	Bermuda
Principal Business:	Holding Company

Name:	**WSH GP LLC**
Address:	345 Park Avenue 41st New York, New York 10154-0101
Ownership:	General Partner of Wafra Strategic Holdings LP
Citizenship:	U.S. (Delaware)
Principal Business:	Investment

Name:	**Wafra Funds GP Inc.**
Address:	345 Park Avenue 41st New York, New York 10154-0101
Ownership:	Managing Member of WSH GP LLC
Citizenship:	U.S. (Delaware)
Principal Business:	Investment

Name:	**Wafra Inc.**
Address:	345 Park Avenue 41st New York, New York 10154-0101
Ownership:	100% of Wafra Funds GP Inc.
Citizenship:	U.S. (Delaware)
Principal Business:	Investment

Name:	**The Public Institution for Social Security**
Address:	Al Murqab, Al Soor Street Ta'aminat Building Kuwait City, Kuwait
Ownership:	100% of Wafra Inc.
Citizenship:	Kuwait
Principal Business:	Investment

To the best of Petitioner's knowledge, except as set forth above, no other person or entity, directly or indirectly, holds a ten percent (10%) or greater ownership interest in Petitioner pursuant to the Commission's rules.

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[23] *See supra* note 6. Wafra thus also will hold a 0.22% indirect equity interest in Everstream Solutions.

EXHIBIT B

Estimate of Aggregate Foreign Ownership

This Exhibit is prepared in response to 47 C.F.R. § 1.5001(h)(1). This Exhibit provides an estimate of the aggregate foreign ownership in Petitioner's controlling U.S. parent, Midwest Fiber Acquisition LLC, and explains how the estimate was calculated.

A. Percentage Estimate of Controlling U.S. Parent's Aggregate Direct and/or Indirect Foreign Equity Interests and Aggregate Direct and/or Indirect Foreign Voting Interests

1. Equity

The following is the estimated direct and indirect foreign equity interests in Midwest Fiber Acquisition LLC, the "Controlling U.S. Parent of Licensee." These equity interests are calculated pursuant to the standards and criteria set forth in Section 1.5002 of the Commission's rules and includes equity interests held by entities that are otherwise not required to be disclosed in this Petition under the Commission's rules.

Midwest Fiber Acquisition LLC: Total Direct Foreign Equity Ownership: 0%
Total Indirect Foreign Equity Ownership: 100%

2. Voting

The following is the estimated direct and indirect foreign voting interests in Midwest Fiber Acquisition LLC, the "Controlling U.S. Parent of Licensee." These voting interests are calculated pursuant to the standards and criteria set forth in Section 1.5002 of the Commission's rules and includes voting interests held by entities that are otherwise not required to be disclosed in this Petition under the Commission's rules.

Midwest Fiber Acquisition LLC: Total Direct Foreign Voting Ownership: 0%
Total Indirect Foreign Voting Ownership: 100%

B. General Methods Used to Determine Aggregated Direct and/or Indirect Equity and Voting Interests

The aggregated direct and/or indirect equity and voting interests presented above are calculated pursuant to the standards and criteria set forth in Sections 1.5001 and 1.5002 of the Commission's rules.

C. Circumstances that Prompted this Filing

This filing made pursuant to Section 310(b)(4) of the Communications Act, as amended, was prompted by the proposed transfer of control Transaction described in Section I of the Petition.

D. The Foreign Investments are in the Public Interest

In its implementation of 47 U.S.C. §310(b)(4), the Commission has determined that allowing indirect foreign investment in common carrier radio licenses beyond the 25-percent benchmark, regardless of whether the entity or entities holding that interest are from WTO member or non-WTO member countries, could promote competition in the U.S. market, thereby promoting the U.S. public interest.[24] 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 benchmarks are consistent with national security, law enforcement, foreign policy and trade policy concerns.[25]

This approach benefits U.S. consumers by encouraging additional competition in the U.S. market, allowing the Commission to prevent anti-competitive conduct in the provision of international services and facilities more effectively, and promoting further opening to U.S. carriers in

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[24] *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 and Order, 28 FCC Rcd. 5741 (2013).

[25] *Id.*, ¶¶ 1, 5, 26, 30-37.

foreign markets.[26] 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."[27]

The Transaction, which involves Petitioner and its common carrier fixed point-to-point licenses, poses no significant foreign ownership or control issues that would be of interest to the U.S. government with respect to U.S. national security, law enforcement, foreign policy, or trade policy concerns, and is in the public interest. In addition, the Commission has previously approved similar levels of foreign ownership in Everstream, including all of the Luxembourg entities, just last year. Moreover, this Petition meets all of the requirements of Section 310(b)(4) and the Commission's rules and policies. Therefore, Petitioner respectfully requests that the Commission grant this Petition and find the indirect foreign ownership of Petitioner, as described herein, to be in the public interest.

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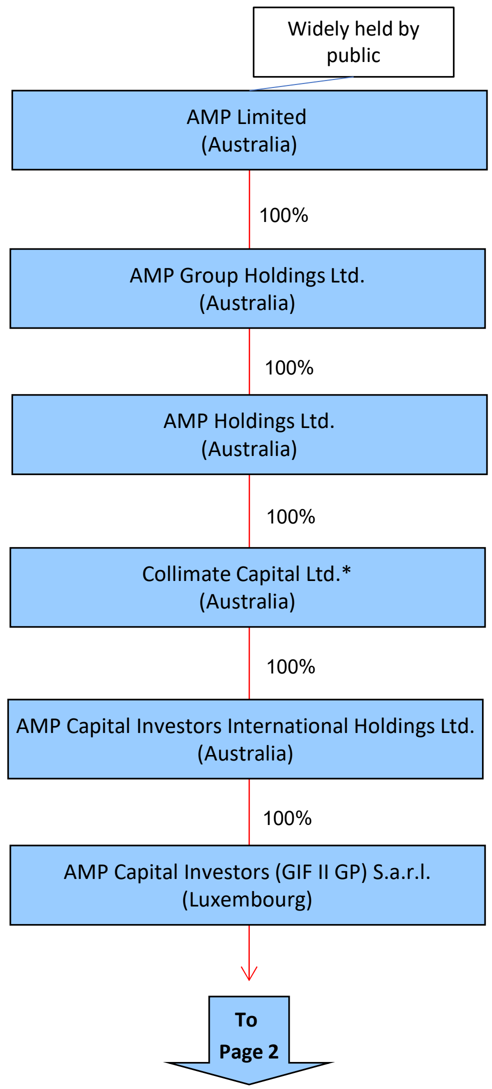
[26] *Rules and Policies on Foreign Participation in the U.S. Telecommunications Market*, 12 FCC Rcd 23891, FCC 97-398, ¶¶ 10-11 (1997) ("*Foreign Participation Order*").

[27] *Id.*, ¶ 11.

EXHIBIT C

Ownership and Control Chart

Pre-Closing Ownership Structure

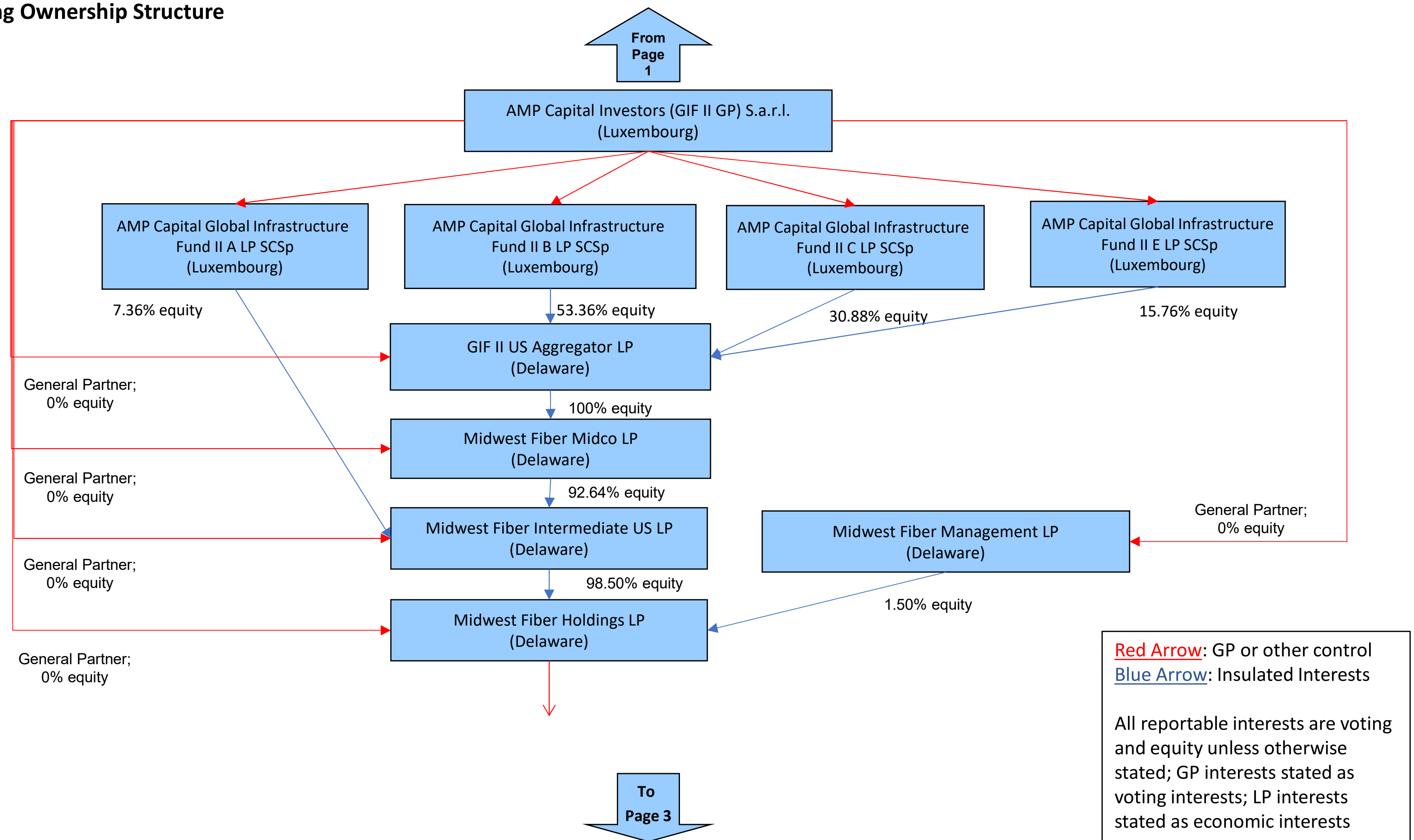


*In February 2022, AMP Capital Holdings Limited changed its name to Collimate Capital Ltd.

Red Arrow: GP or other control
Blue Arrow: Insulated Interests

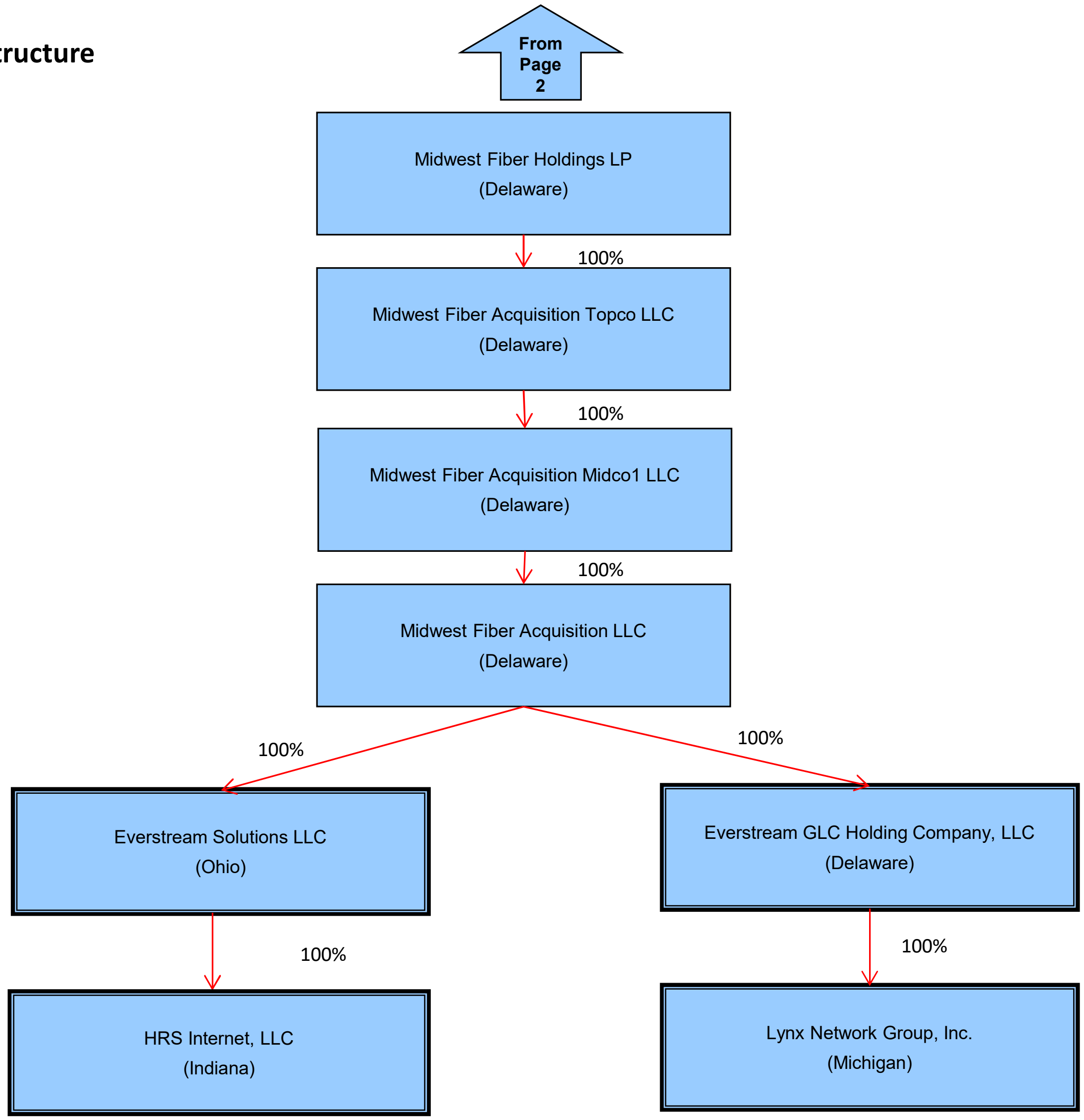
All reportable interests are voting and equity unless otherwise stated; GP interests stated as voting interests; LP interests stated as economic interests

Pre-Closing Ownership Structure



Page 2

Pre-Closing Ownership Structure

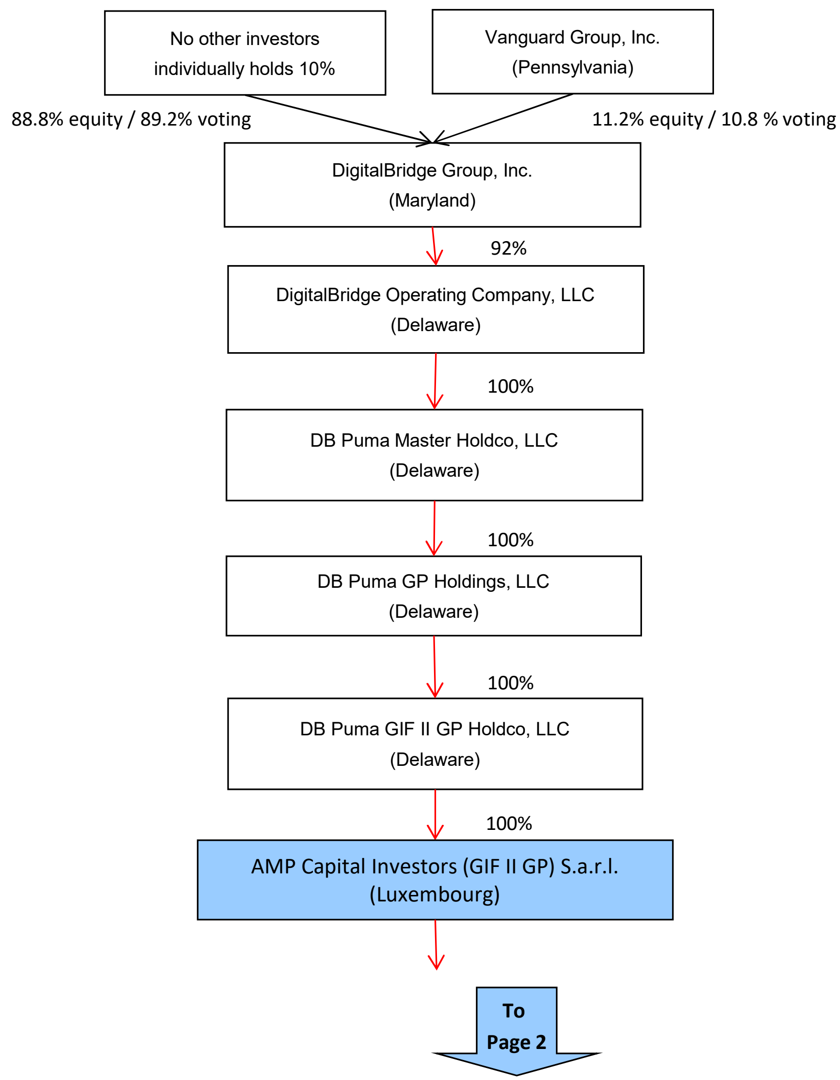


All entities in bolded boxes are FCC Licenses

Red Arrow: GP or other control
Blue Arrow: Insulated Interests

All reportable interests are voting and equity unless otherwise stated; GP interests stated as voting interests; LP interests stated as economic interests

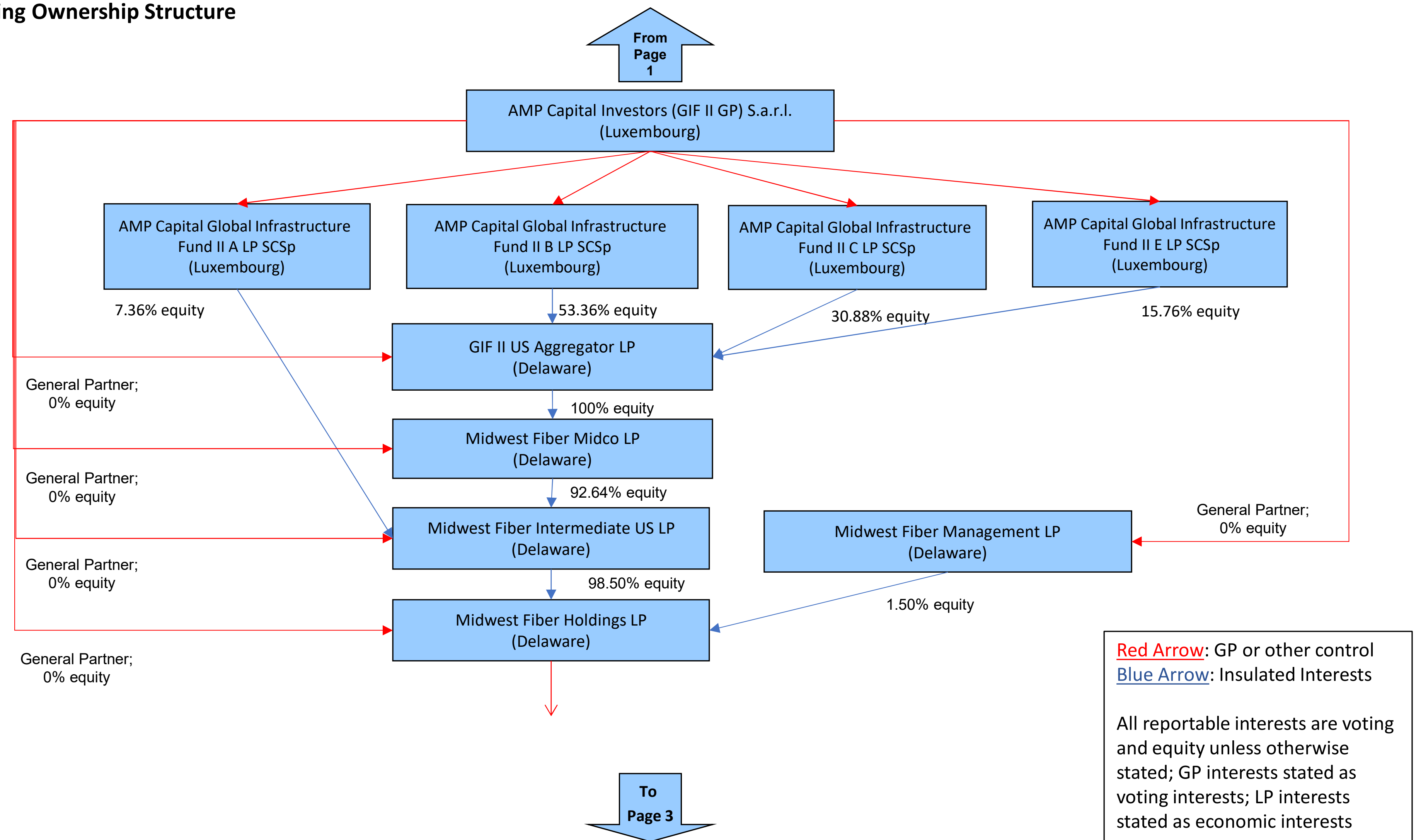
Post-Closing Ownership Structure



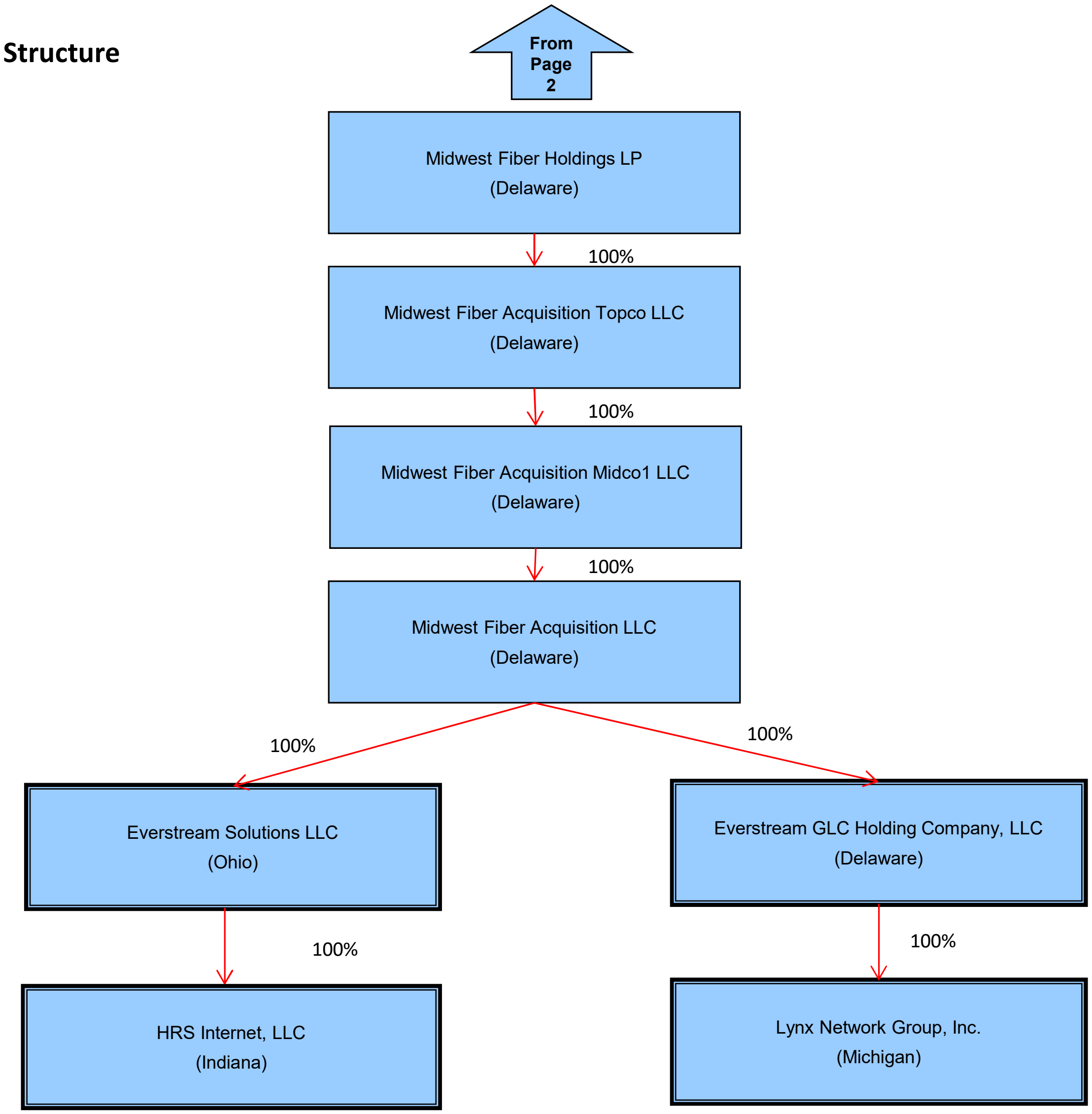
Red Arrow: GP or other control
Blue Arrow: Insulated Interests

All reportable interests are voting and equity unless otherwise stated; GP interests stated as voting interests; LP interests stated as economic interests

Post-Closing Ownership Structure



Post-Closing Ownership Structure



All entities in bolded boxes are FCC Licenses

Red Arrow: GP or other control
Blue Arrow: Insulated Interests

All reportable interests are voting and equity unless otherwise stated; GP interests stated as voting interests; LP interests stated as economic interests

EXHIBIT D

Request Relating to Foreign Owners With 5 Percent or More

Although the FCC already approved the reportable foreign stakeholders pursuant to the *2021 Midwest Ruling* and such foreign stakeholders should not require further FCC approval, if the Commission determines a further declaratory ruling is necessary, this **Exhibit D** identifies the foreign individuals/entities for whom Petitioner seeks approval pursuant to 47 C.F.R. § 1.5001(i). In addition, as noted herein, *see supra* note 6, Wafra Strategic Holdings LP and its affiliate with passive exempt interests of less than 10% in DigitalBridge also should not require approval, but have been listed on this **Exhibit D** with asterisks in a further abundance of caution. Subject to the above, Petitioner seeks approval for the following foreign entities to hold the identified percentages of equity and/or voting interests directly and/or indirectly in Petitioner:

Name	Reference # in Exhibit A	Jurisdiction of Formation	Principal Business	Voting Interest Held	Equity Interest Held
AMP Capital Global Infrastructure Fund II A LP SCSp	6	Luxembourg	Investment Fund	7.25%	7.25%
AMP Capital Global Infrastructure Fund II B LP SCSp	8	Luxembourg	Investment Fund	48.69%	48.69%
AMP Capital Global Infrastructure Fund II C LP SCSp	8	Luxembourg	Investment Fund	28.18%	28.18%
AMP Capital Global Infrastructure Fund II E LP SCSp	8	Luxembourg	Investment Fund	14.38%	14.38%
AMP Capital Investors (GIF II GP) S.à.r.l	9	Luxembourg	Investment	100%	0%
Wafra Strategic Holdings LP *	16	Bermuda	Holding Company	8.5%	0.22%
The Public Institution for Social Security *	16	Kuwait	Investment	8.5%	0.22%

* As noted herein, these passive entities currently have an exempt interest of less than 10 percent in the proposed new ultimate parent, and thus should not require prior FCC approval, but have been listed here out of an abundance of caution.

EXHIBIT E

FCC Common Carrier Fixed Point-to-Point Licenses

The FCC microwave Communications Licenses held by the Sellers are set forth below:

WQQY259	WQSD458	WQSM296
WQQY260	WQSD460	WQSM298
WQRM847	WQSD472	WQSM299
WQRM848	WQSD478	WQSM301
WQRT851	WQSD481	WQSM303
WQRT852	WQSD482	WQSM304
WQRT857	WQSD483	WQSM518
WQRV741	WQSD484	WQSM519
WQRW808	WQSI265	WQSM520
WQRX709	WQSI266	WQSM522
WQRX711	WQSI269	WQSM523
WQRX713	WQSI270	WQSM524
WQRX716	WQSI271	WQSM525
WQRX739	WQSI273	WQSM530
WQRX740	WQSI274	WQSM535
WQRX742	WQSI284	WQSM538
WQRX743	WQSI285	WQSM542
WQRX744	WQSK908	WQSR611
WQRX745	WQSK909	WQSR637
WQRX746	WQSK912	WQSR951
WQRX747	WQSK914	WQSR952
WQSD310	WQSK915	WQSR954
WQSD311	WQSK916	WQSS511
WQSD312	WQSL614	WQSS512
WQSD317	WQSL880	WQSS518
WQSD318	WQSL881	WQSS519
WQSD320	WQSL886	WQSS531
WQSD357	WQSL889	WQSS533
WQSD359	WQSL890	WQSS534
WQSD378	WQSL891	WQSS537
WQSD380	WQSL896	WQSS538
WQSD385	WQSL897	WQSS804
WQSD390	WQSM282	WQSS807
WQSD394	WQSM284	WQSS808
WQSD398	WQSM286	WQSS811
WQSD455	WQSM290	WQSS902

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WQVZ361
WQVZ362
WQXG679
WQXN474
WQXN691
WQXN692
WQXY844
WQXY848
WQXY849

Declaration of Brett Lindsey

I, Brett Lindsey, state that I am the Chief Executive Officer of Everstream Solutions LLC ("Everstream"); that I am authorized to make this Verification on behalf of Everstream; that the foregoing filing was prepared under my direction and supervision; that (i) the contents thereof and the certifications contained therein regarding Everstream and its current owners 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 21 day of July 2022.

Brett Lindsey
Chief Executive Officer
Everstream Solutions LLC

Declaration of Ronald M. Sanders

I, Ronald M. Sanders, state that I am the Executive Vice President, Chief Legal Officer, and Secretary of DigitalBridge Group Inc. of ("DigitalBridge"); that I am authorized to make this Verification on behalf of DigitalBridge; that the foregoing filing was prepared under my direction and supervision; that (i) the contents thereof and the certifications contained therein regarding DigitalBridge and its owners 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 25 day of July 2022.

Ronald M. Sanders

Ronald M. Sanders
Executive Vice President, Chief Legal Officer,
and Secretary
DigitalBridge Group, Inc.