

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

In the Matter of the Joint Application of)
)
Great Lakes Comnet, Inc.-*Debtor in Possession*,)
)
Transferor)
)
and)
)
)
Everstream GLC Holding Company, LLC)
)
)
Transferee.)
)
)
Pursuant to Section 214 of the)
Communications Act of 1934, as amended,)
for Approval of the Transfer of the domestic)
and international Section 214 licenses of)
Great Lakes Comnet, Inc.-*Debtor in Possession*,)
To Everstream GLC Holding Company LLC)
_____)
)

WC Docket No. 16-156

IB File No. ITC-214-1997-011600027

JOINT APPLICATION

Great Lakes Comnet, Inc.-*Debtor in Possession* (“GLC”) and Everstream GLC Holding Company LLC (“Everstream”)(collectively “Joint Applicants”), pursuant to § 214 of the Communications Act of 1934, as amended, 47 USC 214, and §§ 63.04 and 63.24 of the Federal Communications Commission’s (“Commission”) Rules, 47 CFR 63.04 and 63.24, hereby request approval of domestic and international § 214 authorization for the transfer of the Section 214 licenses held by GLC and its subsidiary, Comlink, L.L.C. ("Comlink") to Everstream. Information

addressing the requirements of Commission Rule 63.04(a)(6) through (12) (47 CFR 63.04(a)(6) through (12)), is set forth in Attachment 1 to this Joint Application.

I. INTRODUCTION AND SUMMARY OF TRANSACTION

A. The Joint Applicants

Great Lakes Comnet, Inc.-Debtor in Possession

Great Lakes Comnet, Inc.-*Debtor in Possession* (“GLC”) (FRN: 0003726270) is a privately-held Michigan corporation located at 1515 Turf Lane, Suite 100, East Lansing, Michigan, 48823. GLC has 16 shareholders, most of which are independent telecommunications providers that operate primarily in Michigan. Comlink, L.L.C. (“Comlink”), a wholly-owned subsidiary of GLC, is a Michigan Limited Liability Company located at 1515 Turf Lane, Suite 100, East Lansing, Michigan, 48823. A summary of the services provided by GLC and Comlink is set forth in **Attachment 1**.

Everstream GLC Holding Company LLC

Everstream GLC Holding Company LLC (FRN: 0025511759) is a Delaware Limited Liability Company that was formed on January 25, 2016, is a wholly-owned subsidiary of Everstream Solutions, LLC, and an indirect subsidiary of Everstream Holding Company, LLC. A summary of the services provided by Everstream is set forth in **Attachment 1**.

B. Summary of Transaction

On January 25, 2016, GLC and Comlink filed Voluntary Petitions for Reorganization under Chapter 11 of the Bankruptcy Code, *Re Great Lakes Comnet, Inc. and Comlink, LLC*, Case Nos. 16-00290 and 16-00292 (Bankruptcy Court, WD Mich)¹. On January 29, 2016, Everstream GLC Holding Company LLC entered into an Asset Purchase Agreement with GLC and Comlink to

¹ <https://www.kccllc.net/glc>

acquire certain assets of both entities², and GLC and Comlink requested approval of the Bankruptcy Court for the sale. The Bankruptcy Court approved the sale at a hearing on May 10, 2016, and the Order was issued May 18, 2016.³ A copy of the Court's order approving the sale is set forth in **Attachment 2**.

Pursuant to the terms and conditions of the Asset Purchase Agreement, the closing of the purchase and sale is contingent on obtaining all required regulatory approvals, including the approval by the FCC of the transfer of GLC's licenses, which are among the assets being purchased. The parties are targeting closing the purchase and sale on May 27, 2016, subject to obtaining such approval.

On February 10, 2016, Great Lakes Comnet, Inc. filed an application for a *pro forma* assignment of its domestic and international authorization to Great Lakes Comnet, Inc.-*Debtor in Possession*, File No. ITC-ASG-20160219-00105. On May 11, 2016, the Commission granted approval of the assignment.

Pursuant to 47 CFR 63.24, Joint Applicants are seeking approval from the Commission for the transfer of the Section 214 licenses held by GLC and Comlink to Everstream GLC Holding Company LLC. If approved, Everstream represents that it will continue to provide high quality, affordable services that are uniquely tailored to the needs of existing and prospective customers. If this Joint Application is approved, Everstream represents that there will be no adverse effect on Everstream's ability to serve existing customers of GLC and Comlink. Joint Applicants submit that granting this Joint Application is in the public interest.

² The Asset Purchase Agreement excludes from the assets to be purchased GLC's ownership interest in Clinton County Telephone Company ("CCTC") and Westphalia Telephone Company ("WTC"). Authorization is *not* being sought to transfer any licenses held by CCTC or by WTC.

³ <https://www.kccllc.net/glc/document/1600290160201000000000004>

II. INFORMATION REQUIRED BY § 63.18 OF THE COMMISSION'S RULES (SECTION 63.24(e) INFORMATION)

As required by 47 CFR § 63.24(e)(2), this Joint Application provides the information required under 47 CFR § 63.18(a) through (d) for both the transferor and the transferees, and the information required in 47 CFR § 63.18(h) through (p) only for the transferees (for international transfer of control). Pursuant to 47 CFR § 63.04(b), additional information required by 47 CFR § 63.04(a)(6) through (12) of the Commission's Rules (for domestic transfer of control) is contained in **Attachment 1**, hereto.

(a) Name, address, and telephone number of each applicant:

Transferor and Transferor's Subsidiary

Great Lakes Comnet, Inc.-*Debtor in Possession*
1515 Turf Lane, Suite 100
East Lansing, Michigan 48823
Phone: (517) 664-1600

Transferee

Everstream GLC Holding Company LLC
800 W. St. Clair Avenue
Cleveland, Ohio 44113
Phone: (844) 387-7876

(b) Government, state, or territory under the laws of which each corporate or partnership applicant is organized:

GLC and its subsidiary Comlink are organized under the laws of the state of Michigan.

Everstream GLC Holding Company LLC is organized under the laws of the state of Delaware.

(c) The name, title, post office address, and telephone number of the officer or contact point, such as legal counsel, to whom correspondence concerning the Application is to be addressed:

For Transferor:

John Summersett (CEO of GLC and General Manager of Comlink)
1515 Turf Lane, Suite 100
East Lansing, Michigan 48823
Phone: (517) 664-1600

For Transferee:

Brett Lindsey (President and CEO of Everstream GLC Holding Company LLC)
800 W. St. Clair Avenue
Cleveland, Ohio 44113
(216) 923-2236

Legal Counsel for Joint Applicants:

Michael G. Oliva (Michigan Bar No. P 29038)
Loomis, Ewert, Parsley, Davis & Gotting, P.C.
124 W. Allegan, Suite 700
Lansing, Michigan 48933
(517) 482-2400

- (d) A statement as to whether the applicant has previously received authority under Section 214 of the Act and, if so, a general description of the categories of facilities and services authorized (i.e. authorized to provide international switched services on a facilities basis)**

GLC (ITC-214-19970116-00027; ITC-97-042)⁴ holds domestic and international § 214 authorization for global re-sale service. GLC's wholly-owned subsidiary, Comlink, provides international toll service pursuant to GLC's § 214 authority.

Everstream Holding Company, LLC (ITC-214-20160120-00027) holds international § 214 authorization for global re-sale services.

⁴ At the time it received its international § 214 authorization, GLC was known as Michigan Independent Network, Inc. In a letter dated March 17, 1998, Michigan Independent Network, Inc. advised the FCC that it had changed its name to Great Lakes Comnet, Inc. See Public Notice, issued March 26, 1998, 13 FCC Rcd 6496, 1998 WL 133230.

Everstream GLC Holding Company was granted Special Temporary Authority by the Wireline Competition Bureau on May 23, 2016, and by the International Bureau on May 26, 2016.

- (h) The name, address, citizenship and principal business of any person or entity that directly or indirectly owns at least 10% percent of the equity of the transferee, and the percentage of equity owned by each of those entities to the nearest 1%.**

M/C Partners VII, L.P., a Delaware limited partnership, 75 State Street, Suite 2500, Boston, MA, is a domestic investment fund partnership and has an 80% direct equity ownership of Everstream Holding Company, LLC. Everstream GLC Holding Company LLC is an indirect subsidiary of Everstream Holding Company, LLC.

No person or entity owns a 10% or greater equity interest in M/C Partners VII, L.P., all of its managers are U.S. citizens, and it does not own more than a 10% interest in any other telecommunications carrier. The name and address of the managing partners of M/C Partners VII, L.P. are as follows:

Gillis S. Cashman
75 State St., Ste. 2500
Boston, MA 02109

Brian M. Clark
75 State St., Ste. 2500
Boston, MA 02109

David D. Croll
75 State St., Ste. 2500
Boston, MA 02109

Robert Savignol
75 State St., Ste. 2500
Boston, MA 02109

James F. Wade
75 State St., Ste. 2500
Boston, MA 02109

John W. Watkins
75 State St., Ste. 2500
Boston, MA 02109

- (i) **A certification as to whether or not the transferee is, or is affiliated with, a foreign carrier. The certification shall state with specificity each foreign country in which the applicant is, or is affiliated with, a foreign carrier.**

As evidenced by the certification attached to this Application, Brett Lindsey certifies that neither Everstream Holding Company, LLC, Everstream Solutions, LLC, nor Everstream GLC Holding Company LLC has any affiliation with a foreign carrier. Everstream GLC Holding Company LLC will not become affiliated with any foreign carrier as a result of the transfer of ownership/control.

- (j) **Foreign carrier and destination countries.**

As evidenced by the certification attached to this Joint Application, Brett Lindsey certifies that Everstream Solutions, LLC and Everstream GLC Holding Company LLC do not, directly or through any affiliate, seek to provide international telecommunications services to any destination where: (1) Everstream Solutions, LLC or Everstream GLC Holding Company LLC is a foreign carrier in that country; or (2) Everstream Solutions, LLC or Everstream GLC Holding Company LLC controls a foreign carrier in that country; or (3) any entity that owns more than 25% of Everstream Solutions, LLC or Everstream GLC Holding Company LLC, or that controls Everstream Solutions, LLC or Everstream GLC Holding Company LLC, controls a foreign carrier in that country; or (4) two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate, more than 25% of Everstream Solutions, LLC or Everstream GLC Holding Company LLC and are parties to, or the beneficiaries of, a contractual relation (i.e. a joint venture or market alliance) affecting the provision or marketing of international basic telecommunications services in the United States.

(k) Showing of WTO membership for destination countries.

Subpart (k) does not apply because Everstream GLC Holding Company LLC is not affiliated with or otherwise related to any foreign carrier.

(l),(m) Showing of non-dominance/regulatory classifications.

Subpart (l) and (m) do not apply because Everstream GLC Holding Company LLC is not affiliated with or otherwise related to any foreign carrier.

(n) Certification that the transferee has not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route and will not enter into such agreements in the future.

As evidenced by the certification attached to this Application, Brett Lindsey certifies that neither Everstream GLC Holding Company LLC nor any affiliate, has agreed, and will not agree in the future, to accept any direct or indirect special concessions, as defined in 47 CFR 63.14(b), from a foreign carrier or administration with regards to traffic or revenue flows between the United States and any foreign countries the companies are authorized to serve.

(o) Certification pursuant to 47 CFR 1.2001 through 1.2003 that no party to the Application is subject to a denial of Federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988.

As evidenced by the certification attached to this Application, Brett Lindsey certifies, pursuant to 47 CFR 1.2001 through 1.2003, that no party to the Joint Application or any affiliates thereof, is subject to a denial of Federal benefits pursuant to §5301 of the Anti-Drug Abuse Act of 1988.

(p) A statement as to how the Application fits into one or more of the presumptive streamlined categories in this section or why it is otherwise appropriate for streamlined treatment

This Application is eligible for streamlined processing under § 63.12 of the Commission's Rules, 47 CFR § 63.12, because none of the exceptions to streamlined processing specified in (1) through (3) of § 63.12(c) applies.

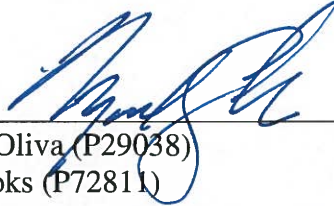
III. PUBLIC INTEREST STATEMENT

The transaction described herein serves the public interest, convenience and necessity. GLC and Comlink have used state-of-art technology to meet their customers' sophisticated communications needs. Everstream GLC Holding Company LLC will continue to provide high quality telecommunications services to both existing customers of GLC and Comlink and prospective customers. The transaction has no adverse impact on customers, and will not trigger any rate increases. As the Joint Applicants are relatively small entities, the transaction has not and should not lead to the concentration of any market share, nor will it present any anti-competitive issues, or eliminate a competitor. If this Application is granted, Everstream GLC Holding Company LLC will continue to provide services to GLC and Comlink's customers without change or interruption, and the transfer of control will have no impact on their customers. As such, Joint Applicants submit that granting this Joint Application is in the public interest.

V. CONCLUSION

As demonstrated in this Joint Application, Joint Applicants submit that the public interest, convenience, and necessity would be furthered by a grant of this Application.

EVERSTREAM GLC HOLDING COMPANY LLC,
GREAT LAKES COMNET, INC.-*DEBTOR IN POSSESSION*



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Attorneys for Joint Applicants

Dated: June 30, 2016