

# Morgan Lewis

**Catherine Wang**  
**Danielle Burt**

catherine.wang@morganlewis.com  
danielle.burt@morganlewis.com

March 20, 2018

## **VIA IBFS**

Marlene Dortch, Secretary  
Federal Communications Commission  
Office of the Secretary  
445 12th Street, S.W.  
Room TW-A325  
Washington, DC 20554  
Attn: International Bureau

**Re: Notice of *Pro Forma* Assignment of International Section 214 Authorization**

Dear Ms. Dortch:

Everstream Holding Company LLC ("Parent") and Everstream Solutions LLC ("Solutions") (together, the "Parties"), pursuant to 47 C.F.R. § 63.24(f), hereby notify the Commission of the *pro forma* assignment, effective on March 16, 2018, of the international Section 214 authorization ("Authorization") issued to Parent, IB File No. ITC-214-20160120-00027, to its wholly owned subsidiary Solutions (the "*Pro Forma Assignment*").

### **Information Required by Section 63.24(f)(2)**

As required by Section 63.24(f)(2), the Parties provide the following information required by Sections 63.18(a) through (d) and (h):

Section 63.18(a): Name, address and telephone number of the Parties:

Everstream Holding Company LLC  
Everstream Solutions LLC  
1228 Euclid Ave #250  
Cleveland, OH 44115  
Tel: 216-242-2874

**FRN 0025058454**  
**FRN 0027345693**

Section 63.18(b): Organization of the Parties:

Parent is a Delaware limited liability company.

Solutions is an Ohio limited liability company.

**Morgan, Lewis & Bockius LLP**

1111 Pennsylvania Avenue, NW  
Washington, DC 20004-2541  
United States

**T** +1.202.739.3000  
**F** +1.202.739.3001

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Section 63.18(c): Correspondence concerning this filing should be sent to counsel for the Parties:

Catherine Wang  
Danielle Burt  
Morgan, Lewis & Bockius LLP  
1111 Pennsylvania Avenue, N.W.  
Washington, DC 20004-2541  
202-739-3000 (Tel)  
202-739-3001 (Fax)  
[catherine.wang@morganlewis.com](mailto:catherine.wang@morganlewis.com)  
[danielle.burt@morganlewis.com](mailto:danielle.burt@morganlewis.com)

Section 63.18(d): The Parties hold the following international Section 214 authorities:

Solutions, as a result of the *Pro Forma Assignment*, holds international Section 214 authority to provide global facilities-based and resale services granted in IB File No. ITC-214-20160120-00027, which had previously been held by Parent.

Parent does not hold an international Section 214 authority. It remains the parent company of Solutions (as noted above) and of Everstream GLC Holding Company, LLC, which holds international Section 214 authority to provide global facilities-based and resale services granted in IB File No. ITC-214-19970116-00027 as assigned in IB File No. ITC-ASG-20160426-00157.

Sections 63.18(h): See **Attachment 1** for an ownership description of the Parties. See **Attachment 2** for a chart depicting the Parties, their FCC-licensed affiliates and the entities with disclosable ownership interests in the Parties pursuant to the FCC rules.

Parent and Solutions certify that the *Pro Forma Assignment* described herein was *pro forma* and that, together with all previous *pro forma* transactions, did not result in a change in the actual controlling party of the Parties or Authorization.

\* \* \* \*

This notification letter is being filed electronically via MyIBFS. Please direct any questions to the undersigned.

Respectfully submitted,

*/s/ Danielle C. Burt*

Catherine Wang  
Danielle Burt

Counsel for Everstream Holding Company LLC  
and Everstream Solutions LLC

## **ATTACHMENT 1**

### **Answer to Question 11 - Section 63.18(h) Ownership Information**

The following person and entities currently hold, directly or indirectly, a 10% or greater interest<sup>1</sup> in Solutions as calculated pursuant to the Commission ownership attribution rules for international telecommunications carriers:

Name: Everstream Holding Company LLC ("Parent")  
Address: 1228 Euclid Ave #250  
Cleveland, OH 44115  
Citizenship: U.S. (Delaware)  
Principal Business: Holding Company  
% Interest: 100% (directly in Solutions)

Name: M/C Partners VII, L.P.  
Address: 75 State Street, Suite 2500  
Boston, MA 02109  
Citizenship: U.S.  
Principal Business: Investment  
% Interest: Approx. 50.8% non-voting interest<sup>2</sup> directly in Parent and authority to designate four of seven managers for Parent's Board of Managers

Name: M/CP VII, L.P.  
Address: 75 State Street, Suite 2500  
Boston, MA 02109  
Citizenship: U.S.  
Principal Business: Investment  
% Interest: General Partner of M/C Partners VII, L.P.

Name: M/CP VII, GP, L.P.  
Address: 75 State Street, Suite 2500  
Boston, MA 02109  
Citizenship: U.S.  
Principal Business: Investment  
% Interest: General Partner of M/CP VII, L.P.

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<sup>1</sup> Unless otherwise indicated, the ownership interests provided herein represent both equity and voting interests.

<sup>2</sup> This non-voting interest is an aggregation of units across all unit classes excluding the employee incentive pool.

Name: M/CP VII, LLC  
Address: 75 State Street, Suite 2500  
Boston, MA 02109  
Citizenship: U.S.  
Principal Business: Investment  
% Interest: General Partner of M/CP VII, GP, L.P.

The following U.S. citizens are the managing partners of M/CP VII, LLC: Gillis S. Cashman, Brian M. Clark, David D. Croll, James F. Wade, and John W. Watkins. Each of these individuals can be contacted at: c/o M/C Partners VII, L.P., 75 State Street, Suite 2500, Boston, MA 02109.

To the Parties' knowledge, no other person or entities currently owns or controls a 10 percent or greater, direct or indirect ownership interest in Parent or Solutions.

**Answer to Question 12 - Section 63.18(h) Interlocking Directorates**

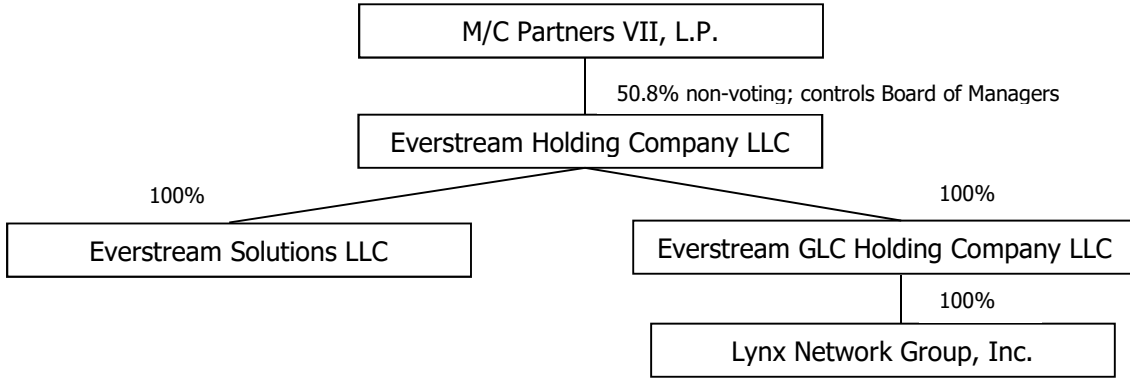
The Parties do not have any interlocking directorates with a foreign carrier.

**Answer to Question 13 - Description of Assignment**

Effective March 16, 2018, Parent assigned its international Section 214 authorization (“Authorization”) to Solutions. Since Solutions is a wholly owned subsidiary of Parent Fidelity, the *Pro Forma Assignment* was *pro forma* in nature.

**ATTACHMENT 2**

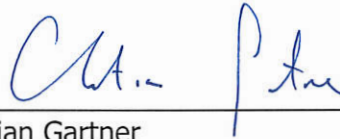
**Chart  
Depicting Parties, their FCC-licensed affiliates and  
Entities with disclosable ownership interests in the Parties**



## VERIFICATION

I, Christian Gartner, am Chief Financial Officer of Everstream Holding Company LLC and Everstream Solutions, LLC (together, the "Parties"); that I am authorized to make this Verification on behalf of the Parties; that the foregoing filing was prepared under my direction and supervision; and that the contents with respect to the Parties are true and correct to the best of my knowledge, information, and belief.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 16 day of March 2018.



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Christian Gartner  
Chief Financial Officer  
Everstream Holding Company LLC  
and Everstream Solutions, LLC