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

In the Matter of **Ziply Fiber Pacific, LLC,** Assignee, and **PriorityONE Telecommunications, Inc.**, Assignors, Joint Application for Consent to Assign Assets and Customers of PriorityONE Telecommunications, Inc., Pursuant to Section 214 of the Communications Act of 1934, As Amended	)))))))))))))))	WC Docket No. __________ IB File No. _____________

JOINT APPLICATION

Pursuant to Section 214 of the Communications Act of 1934, as amended ("the Act"),[1] and Sections 63.04, 63.18, and 63.24 of the rules of the Federal Communications Commission ("FCC" or "Commission"),[2] Ziply Fiber Pacific, LLC ("Ziply Fiber Pacific" or "Assignee") and PriorityONE Telecommunications, Inc. ("PriorityONE" or "Assignor") (together, the "Applicants") request Commission authorization to assign from PriorityONE to Ziply Fiber Pacific the customer base and other assets associated with the telecommunications services provided by PriorityONE (the "Proposed Transaction"). Ziply Fiber Pacific will service PriorityONE's customers through the domestic and international Section 214 authorizations of its parent,

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[1] 47 U.S.C. § 214.

[2] 47 C.F.R. §§ 63.04, 63.18, and 63.24.

Northwest Fiber, LLC ("Northwest Fiber"),[3] such that Ziply Fiber Pacific is not requesting authorization to assign PriorityONE's international and domestic Section 214 authorizations.

As discussed further herein, the Proposed Transaction is in the public interest because it will result in PriorityONE's customers being served going forward by a financially secure company and management team with significant experience in the telecommunications marketplace. The Proposed Transaction also will not result in a reduction or impairment of voice service to PriorityONE's customers and will be virtually transparent to the PriorityONE customers with respect to the telecommunications services that they currently receive.

Pursuant to Section 63.04(b), this Joint Application is being filed concurrently with the Wireline Competition Bureau and International Bureau.

I. DESCRIPTION OF THE PARTIES

A. Ziply Fiber Pacific, LLC (Assignee)

Ziply Fiber Pacific is a Delaware limited liability company with its principal place of business located at 135 Lake Street South, Suite 155, Kirkland, Washington 98033, and was created for the purpose of the Proposed Transaction. Following the Proposed Transaction's close, Ziply Fiber Pacific will operate under the management of parent company Northwest Fiber, and in conjunction with existing Northwest Fiber subsidiaries (the "Ziply Affiliates"), who currently provide telecommunications and broadband services to residential and business subscribers in Idaho, Montana, Oregon, and Washington under the "Ziply Fiber" trade name.

Northwest Fiber and the Ziply Affiliates entered the Pacific Northwest telecommunications and broadband services market as a result of a 2020 transaction with Frontier Communications

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[3] *See Applications Filed for the Transfer of Control of Certain Subsidiaries of Frontier Communications Corp. to Northwest Fiber, LLC*, Mem. Opinion and Order and Declaratory Ruling, 34 FCC Rcd. 12344 (WCB/IB/WTB 2019) ("*Frontier Transaction Order*"); IBFS File Nos. ITC-ASG-20190628-00129; ITC-ASG-20190628-00130.

Corporation ("Frontier") (the "Frontier Transaction"), pursuant to which Northwest Fiber acquired certain domestic and international Section 214 authorizations held by several of Frontier's wholly owned subsidiaries as well as Frontier's entire operations across Idaho, Montana, Oregon, and Washington.[4] Upon approval of that transaction, the Commission concluded that Northwest Fiber was qualified to hold domestic and international Section 214 authorizations and provide telecommunications services and that the Frontier Transaction would "result in public interest benefits through the availability of improved services" in the Pacific Northwest region.[5] Since consummation of that transaction these conclusions have been proven true, with Northwest Fiber's experienced management team making significant investments in and upgrades to the Frontier network and bringing competitively priced, high-quality services to more business and residential consumers across the Pacific Northwest every year.

Like Northwest Fiber and the Ziply Affiliates, Ziply Fiber Pacific will provide telecommunications and broadband services – initially to the PriorityONE customers and then to other future customers in Oregon for which it will compete. As noted above, Ziply Fiber Pacific will not provide its services to subscribers pursuant to its own domestic and international Section 214 authorization; rather, it will rely on the domestic and international Section 214 authorizations of its parent, Northwest Fiber, to serve its customers.

B. PriorityONE Telecommunications, Inc. (Assignor and Licensee)

PriorityONE is an Oregon corporation with its principal place of business located at 216 Chestnut Street, La Grande, Oregon 97850, and is a wholly-owned subsidiary of Eastern Oregon Net, Inc. ("EONI"). It is certificated by the Oregon Public Utility Commission as a competitive

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[4] *See generally Frontier Transaction Order*, 34 FCC Rcd. 12344.

[5] *Id.* ¶ 22.

provider of telecommunications services and operates as a competitive local exchange carrier in the Oregon counties of Baker, Union, and Wallowa, providing telecommunications and broadband services to residential and business customers in these markets predominantly as a reseller the copper-based networks of local Incumbent Local Exchange Carriers ("ILECs") in the region.

II. DESCRIPTION OF THE PROPOSED TRANSACTION

On May 20, 2022, EONI and PriorityONE (the "Sellers") and their controlling shareholders and principals (collectively with the Sellers, the "Selling Parties") and Ziply Fiber Pacific entered into an Asset Purchase Agreement (the "Agreement"). Pursuant to the Agreement, and subject to all necessary Commission and state commission approvals, Ziply Fiber Pacific agreed to purchase, and the Selling Parties agreed to sell, various rights, property, and assets (including all customer contracts and customer relationships) used in or necessary for the business of providing, for consumer and commercial use, broadband and voice services, including high-speed internet, transport, transit, voice, data, and other telecommunications services, throughout PriorityONE's service territory over a fiber-based network infrastructure, together with services resold off of copper-based networks of local ILECs.[6]

As a result of the Proposed Transaction, Ziply Fiber Pacific will become the telecommunications service provider of PriorityONE's existing customers, and PriorityONE's customers will receive notice of this change at least 30 days before consummation of the Proposed Transaction. PriorityONE's customers will continue to receive their services over the same

[6] Separately, and also on May 20, 2022, EONI and its controlling shareholders and principals and Ziply Wireless, LLC ("Ziply Wireless") entered into an Asset Purchase Agreement (the "Ziply Wireless APA"), pursuant to which Ziply Wireless agreed to purchase, and EONI and its controlling shareholders and principals agreed to sell and assign, the wireless licenses and other assets, including customers, associated with EONI's fixed wireless business. EONI and Ziply Wireless have separately filed with the Commission's Wireless Bureau an application for consent to assign EONI's wireless licenses to Ziply Wireless. *See* ULF File No. 0010100145.

network and under the same terms and conditions after the Proposed Transaction is complete, and any future changes to the rates, terms, and conditions of service will be undertaken pursuant to customers' contracts, tariffs, and applicable law. No carrier change charges will result from the Proposed Transaction, and no customer service or billing contact information will immediately change as a result of the Proposed Transaction.[7] Given this, and the fact that there will be no disruption to the services PriorityONE's customers currently receive, the Proposed Transaction will be transparent to PriorityONE's customers.

III. PUBLIC INTEREST STATEMENT

As explained further below, the Proposed Transaction will generate substantial public interest benefits in Oregon and for PriorityONE's existing customer base with no countervailing harms, such that the Commission should promptly approve the Proposed Transaction.

First, PriorityONE's customers will continue to enjoy high quality telecommunications and broadband service following the Proposed Transaction's consummation. The assignment of PriorityONE's customer base and assets to Ziply Fiber Pacific will be conducted in a manner that is seamless and transparent, with customers continuing to receive their services over the same network. Because existing customers' rates, terms, and conditions of service will not change absent compliance with customers' contracts, tariffs, and applicable law, the Proposed Transaction should not cause PriorityONE's customers any confusion. Applicants will also be providing

[7] While customer service and billing contact information will not immediately change following the Proposed Transaction's consummation, over time Ziply Fiber Pacific plans to move PriorityONE's customers to the same customer care platform currently used by customers of the other Ziply Affiliates. This transition will be transparent to PriorityONE's consumers and help ensure they receive the same high quality level of service that all other Ziply Affiliate customers receive today.

advance written notice of the Proposed Transaction to PriorityONE's customers, as required under Section 64.1120(e) of the Commission's rules[8] and applicable state customer notice requirements.

Second, Ziply Fiber Pacific's operations will be overseen and directed by the Northwest Fiber management team, which together have extensive technical, organizational, regulatory, and management experience in building and operating residential and business next-generation fiber networks. This team, backed by the financial support of Northwest Fiber and its investors, will ensure that the PriorityONE network and customer base is managed and served using the same proven strategies that Northwest Fiber and the Ziply Affiliates have successfully deployed since the Frontier Transaction's consummation – strategies that have resulted in significant past investment in and upgrades to the Frontier network and will result in the continued expansion of PriorityONE's fiber-based service to more business and residential customers across the state of Oregon.

Finally, Ziply Fiber Pacific and its parent Northwest Fiber believe in maintaining strong local ties in the communities served under the "Ziply Fiber" trade name. Thus, PriorityONE's customers will continue to be served by a truly local company, with management and leadership that grew up, and currently live and work, in the Pacific Northwest. Having successfully grown the Kirkland, Washington-based Ziply Fiber brand following the Frontier Transaction, the leadership team of Northwest Fiber has a deep understanding of the region's markets and the unique challenges presented by providing services to the Oregon communities that PriorityONE currently serves.

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[8] 47 C.F.R. § 64.1120(e).

IV. INFORMATION REQUIRED BY COMMISSION RULES

The Applicants submit the following information, pursuant to 47 C.F.R. §§ 63.04, 63.18, 63.24, and Commission regulations, in support of their request for consent regarding the assignments of PriorityONE's assets and customers to Ziply Fiber Pacific:

A. Name, Address, and Telephone Number of Each Applicant (Section 63.18(a))

Assignee:

Ziply Fiber Pacific, LLC (FRN: 0031764285)
135 Lake Street South
Suite 155
Kirkland, Washington 98033
(425) 250-8155

Assignor & Licensee:

PriorityONE Telecommunications, Inc. (FRN: 0004272373)
216 Chestnut Street
La Grande, Oregon 97850
(541) 975-5600

B. Jurisdiction of Organizations (Section 63.18(b))

Ziply Fiber Pacific is a limited liability company organized under the laws of Delaware and PriorityONE is a corporation organized under the laws of Delaware.

C. Contact Information (Answer to Question 10 – Section 63.18(c)-(d))

Correspondence concerning this Joint Application should be directed to the following:

For the Assignee:

K.C. Halm
John C. Nelson, Jr.
Davis Wright Tremaine LLP
1301 K Street, N.W., Suite 500 East
Washington, D.C. 20005
202-973-4287 (tel.)
202-973-4487 (fax)
kchalm@dwt.com
johnnelson@dwt.com

For the Assignor and Licensee:

Wyatt Baum
Baum Smith, LLC
808 Adams Avenue
La Grande, Oregon 97850
(541) 963-3104 (tel.)
(541) 963-9254 (fax)
wyatt@baumsmith.com

With a copy to:

Byron Springer, Jr.
135 Lake Street South
Suite 155
Kirkland, Washington 98033
(425) 250-8155 (ext. 107)
byron@ziply.com

With a copy to:

Jeff Crews
216 Chestnut Street
La Grande, Oregon 97850
(541) 963-2625
jeff@eoni.com
preseoni@eoni.com

While Ziply Fiber Pacific does not hold any domestic or international Section 214 authorizations, its parent, Northwest Fiber, holds a blanket domestic Section 214 authorization pursuant to 47 C.F.R. § 63.01 and an international Section 214 authorization to provide global resold and facilities-based telecommunications services between the United States and international points (ITC-214-19971202-00753; ITC-214-20001121-00680; ITC-214-20090528-00565),[9] through which Ziply Fiber Pacific will operate and provide domestic and international telecommunications service, consistent with procedures set forth under 47 C.F.R. § 63.21(h).[10] PriorityONE holds a blanket domestic Section 214 authorization pursuant to 47 C.F.R. § 63.01 and the Commission's 1999 order granting existing telecommunications carriers blanket authority to provide domestic interstate service.[11] PriorityONE also holds an international Section 214 authorization to provide global resold and facilities-based telecommunications services between the United States and international points (File No. ITC-214-20101208-00473).[12] As explained

[9] *See supra* note 3.

[10] Specifically, upon approval and consummation of this transaction, Northwest Fiber will file with the Commission a notification required by 63.21(h) providing the required information concerning the authorized carrier's name and FCC authorization file, and identifying its subsidiary's (Ziply Fiber Pacific) name and place of legal organization.

[11] *See In re Implementation of Section 502(b)(2)(A)of the Telecommunications Act of 1996; Petition of Forbearance of the Independent Telephone & Telecommunications Alliance*, Report and Order, Second Mem. Opinion and Order, 14 FCC Rcd. 11364 (1999).

[12] *See International Authorizations Granted*, Public Notice, 26 FCC Rcd. 5131 (2011).

both above and below, the domestic and international Section 214 authorizations held by PriorityONE ***will not*** be assigned to Ziply Fiber Pacific through the Proposed Transaction.

D. Post-Closing Ownership (Answer to Question 11 – Section 63.18(h))

The following entities will hold a direct or indirect 10 percent or greater ownership interest (voting and/or equity) in Ziply Fiber Pacific, which will own PriorityONE's assets and customers post-closing:

Name:	Northwest Fiber, LLC
Address:	135 Lake Street South Suite 155 Kirkland, Washington 98033
Citizenship:	Delaware
Principal Business:	Holding Company
Ownership Interest:	100% Voting and Equity Interest in Ziply Fiber Pacific

Name:	Northwest Fiber Intermediate, LLC
Address:	135 Lake Street South Suite 155 Kirkland, Washington 98033
Citizenship:	Delaware
Principal Business:	Holding Company
Ownership Interest:	100% Voting and Equity Interest in Northwest Fiber, LLC

Name:	Northwest Fiber Parent, LLC
Address:	135 Lake Street South Suite 155 Kirkland, Washington 98033
Citizenship:	Delaware
Principal Business:	Holding Company
Ownership Interest:	100% Voting and Equity Interest in Northwest Fiber Intermediate, LLC

Name:	Northwest Fiber Holdco, LLC
Address:	135 Lake Street South Suite 155 Kirkland, Washington 98033
Citizenship:	Delaware
Principal Business:	Holding Company
Ownership Interest:	100% Voting and Equity Interest in Northwest Fiber Parent, LLC

The following entities each hold, directly or indirectly, a 10 percent or greater voting and/or equity interest, or a controller interest, in Northwest Fiber Holdco, LLC, and, therefore, in Ziply Fiber Pacific:[13]

Name:	Searchlight II OPT, L.P. ("Searchlight Aggregator LP")
Address:	745 Fifth Avenue 27th Floor New York, New York 10151
Citizenship:	Delaware
Principal Business:	Investment Activities
Ownership Interest:	100% Voting and Equity Interest

Name:	SC II OPT, G.P., LLC ("Searchlight Aggregator GP")
Address:	745 Fifth Avenue 27th Floor New York, New York 10151
Citizenship:	Delaware
Principal Business:	Investment Activities
Ownership Interest:	100% Voting and Equity Interest

WaveDivision Capital VII, LLC, ("WDC VII") and WaveDivision Capital IX, LLC ("WDC IX") each have one member, Steve Weed, and are managed by WDC Management, LLC, which is in turn managed by Mr. Weed and has Mr. Weed as its sole member. Together, WDC VII and WDC IX own approximately 10% of Northwest Fiber. WDC Management, LLC, does not hold any direct or indirect voting or equity interest in Ziply Fiber Pacific. Necessary information for Mr. Weed is provided below:

Name:	Steve Weed
Address:	c/o WDC Management, LLC 135 Lake Street South Suite 1000 Kirkland, Washington 98033
Citizenship:	United States
Principal Business:	Investor
Ownership Interest:	10% Voting and Equity Interest

[13] SC III OPT, L.P.; Searchlight Capital III (FC) AIV, L.P.; and SC III PV OPT, L.P. each hold direct insulated interests in Northwest Fiber Holdco, LLC; however, none of these entities hold a 10 percent or greater direct or indirect voting or equity interest in Ziply Fiber Pacific.

The following entities are each a direct limited partner of Searchlight Aggregator LP:[14]

Name:	SC II OPT, L.P. ("Main Fund Splitter")
Address:	745 Fifth Avenue 27th Floor New York, New York 10151
Citizenship:	Delaware
Principal Business:	Investment Activities
Ownership Interest:	11% Voting and Equity Interest

Name:	SC II PV OPT, L.P. ("PV Fund Splitter")
Address:	745 Fifth Avenue 27th Floor New York, New York 10151
Citizenship:	Delaware
Principal Business:	Investment Activities
Ownership Interest:	15% Voting and Equity Interest

Name:	SC II OPT Co-Invest Holdings, LLC ("Co-Invest Blocker")
Address:	745 Fifth Avenue 27th Floor New York, New York 10151
Citizenship:	Delaware
Principal Business:	Investment Activities
Ownership Interest:	100% Voting and Equity Interest

The following entity is a direct and indirect (through a blocker) limited partner of Main Fund Splitter:[15]

Name:	Searchlight Capital II, L.P. ("Main Fund)
Address:	745 Fifth Avenue 27th Floor New York, New York 10151
Citizenship:	Cayman Islands
Principal Business:	Investment Activities
Ownership Interest:	11% Voting and Equity Interest

[14] Searchlight Capital II (FC) AIV, L.P. ("FC AIV") and Searchlight Capital II OPT Co-Invest Partners U.S., L.P. ("Co-Invest U.S.") are also direct limited partners of Searchlight Aggregator LP; however, neither entity holds 10 percent or greater direct or indirect voting or equity interest in Ziply Fiber Pacific.

[15] SC II Outpost Holdings, LLC ("Main Fund Blocker") is also a direct limited partner of Main Fund Splitter; however, it does not hold a 10 percent or greater direct or indirect voting or equity interest in Ziply Fiber Pacific.

Main Fund is controlled by its general partner Searchlight Capital Partners II, GP, L.P. ("General Partner"), which, in turn, is controlled by its general partner Searchlight Capital Partners II GP, LLC ("Upper GP").[16] Main Fund Splitter and FC AIV are each controlled by General Partner.

Name:	Searchlight Capital Partners II GP, L.P. ("General Partner")
Address:	745 Fifth Avenue 27th Floor New York, New York 10151
Citizenship:	Cayman Islands
Principal Business:	Holding Company
Ownership Interest:	100% Voting and Equity Interest

Name:	Searchlight Capital Partners II GP, LLC ("Upper GP")
Address:	745 Fifth Avenue 27th Floor New York, New York 10151
Citizenship:	Delaware
Principal Business:	Investment Activities
Ownership Interest:	100% Voting and Equity Interest

General Partner controls PV Fund Splitter, of which SC II PV Outpost Holdings, LLC ("PV Fund Blocker") is the sole limited partner. PV Fund Blocker is in turn 100-percent owned and controlled by Searchlight Capital II OPT PV, L.P. ("PV Fund AIV"), of which Searchlight Capital II OPT Feeder, LP ("Cayman Blocker") is a limited partner. General Partner also controls both PV Fund AIV and Cayman Blocker.[17]

Name:	SC II PV Outpost Holdings, LLC ("PV Fund Blocker")
Address:	745 Fifth Avenue 27th Floor New York, New York 10151
Citizenship:	Delaware
Principal Business:	Investment Activities
Ownership Interest:	15% Voting and Equity Interest

[16] Main Fund is managed by Searchlight Capital Partners, L.P. ("Manager"), a Delaware limited partnership. Manager is controlled by Searchlight Capital Partners, LLC ("Manager GP"), a Delaware limited liability company. Manager GP and Manager, which are fund managers, have no direct or indirect voting or equity interest in Ziply Fiber Pacific.

[17] PV Fund AIV is also managed by Manager.

Name:	Searchlight Capital II OPT PV, L.P. (“PV Fund AIV”)
Address:	745 Fifth Avenue 27th Floor New York, New York 10151
Citizenship:	Delaware
Principal Business:	Investment Activities
Ownership Interest:	15% Voting and Equity Interest

Name:	Searchlight Capital II OPT Feeder, L.P. (“Cayman Blocker”)
Address:	745 Fifth Avenue 27th Floor New York, New York 10151
Citizenship:	Cayman Islands
Principal Business:	Holding Company
Ownership Interest:	15% Voting and Equity Interest

Co-Invest Blocker is directly controlled by Searchlight Capital II OPT Co-Invest Partners, L.P. (“Co-Invest LP”). Co-Invest LP is controlled by its general partner SC II OPT Co-Invest GP, LLC (“Co-Invest GP”), which in turn is directly owned and controlled by General Partner. Co-Invest GP also controls Co-Invest U.S. as its general partner.

Name:	Searchlight Capital II OPT Co-Invest Partners, L.P. (“Co-Invest LP”)
Address:	745 Fifth Avenue 27th Floor New York, New York 10151
Citizenship:	Delaware
Principal Business:	Investment Activities
Ownership Interest:	100% Voting and Equity Interest

Name:	SC II OPT Co-Invest GP, LLC (“Co-Invest GP”)
Address:	745 Fifth Avenue 27th Floor New York, New York 10151
Citizenship:	Delaware
Principal Business:	Investment Activities
Ownership Interest:	100% Voting and Equity Interest

The following individuals have a 10 percent or greater voting and/or equity interest in Northwest Fiber by virtue of their membership interests in Upper GP, which is the ultimate controlling entity for the Searchlight funds:

Name:	Eric Zinterhofer
Address:	745 Fifth Avenue 27th Floor New York, New York 10151
Citizenship:	United States
Principal Business:	Investor
Ownership Interest:	33.33% Voting and Equity Interest

Name:	Erol Uzumeri
Address:	22 Adelaide Street West 35th Floor Toronto, Ontario M5H 4E3, Canada
Citizenship:	Canada
Principal Business:	Investor
Ownership Interest:	33.33% Voting and Equity Interest

Name:	Oliver Haarmann
Address:	56 Conduit Street 4th Floor Mayfair, London W1S 2YZ, England
Citizenship:	Germany
Principal Business:	Investor
Ownership Interest:	33.33% Voting and Equity Interest

The following non-Searchlight, non-U.S. entities have a 10 percent or greater indirect voting and/or equity interest in Northwest Fiber by virtue of their limited partnership interests principally in Co-Invest LP:

Name:	Public Sector Pension Investment Board
Address:	1250 René-Lévesque Boulevard West Suite 1400 Montréal, Québec H3B 5E9, Canada
Citizenship:	Canada
Principal Business:	Public Pension Plan
Ownership Interest:	47.9% Voting and Equity Interest

Name:	Port-aux-Choix Private Investments Inc.
Address:	c/o Public Sector Pension Investment Board 1250 René-Lévesque Boulevard West Suite 1400 Montréal, Québec H3B 5E9, Canada
Citizenship:	Canada
Principal Business:	Investment Activities
Ownership Interest:	47.9% Voting and Equity Interest

Name:	Canada Pension Plan Investment Board
Address:	One Queen Street East Suite 2500 Toronto, Ontario M5C 2W5, Canada
Citizenship:	Canada
Principal Business:	Public Pension Plan
Ownership Interest:	30% Voting and Equity Interest

Name:	CPP Investment Board Private Holdings (4) Inc.
Address:	c/o Canada Pension Plan Investment Board One Queen Street East Suite 2500 Toronto, Ontario M5C 2W5, Canada
Citizenship:	Canada
Principal Business:	Investment Activities
Ownership Interest:	30% Voting and Equity Interest

Name:	British Columbia Investment Management Corporation
Address:	750 Pandora Avenue Victoria, British Columbia V8W 0E4, Canada
Citizenship:	British Columbia
Principal Business:	Public Pension Plan
Ownership Interest:	29% Voting and Equity Interest

Name:	IMCPE 2019 Inc.
Address:	c/o British Columbia Investment Management Corporation 750 Pandora Avenue Victoria, British Columbia V8W 0E4, Canada
Citizenship:	Canada
Principal Business:	Investment Activities
Ownership Interest:	29% Voting and Equity Interest

No other person or entity will hold a direct or indirect 10 percent or greater voting or equity interest in Ziply Fiber Pacific (and thus PriorityONE's assets and customers) post-closing. **Exhibit A** provides charts depicting the ownership structure of Ziply Fiber Pacific.

E. Narrative of Transfer of Control and Public Interest Statement (Answer to Question 13)

A description of the Proposed Transaction and demonstration of how it will serve the public interest are set forth in Sections II and III, *supra*.

F. Foreign Carrier Affiliates (Answer to Questions 14-17)

Neither Applicants nor any of their affiliates are foreign carriers, and they will continue to have no such affiliates following the consummation of the Proposed Transaction. Accordingly, Applicants qualify for a presumption of non-dominance under Section 63.10 of the Commission's rules on all U.S. international routes.

G. Certifications Required By Sections 63.18(n) and 63.18(o)

Ziply Fiber Pacific certifies that it 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.

Applicants certify pursuant to Sections 1.2001 through 1.2003 of the Commission's Rules[18] that no party to the Joint Application is subject to a denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988.[19]

H. Streamlined Processing (Answer to Question 20 – Section 63.12)

This Joint Application qualifies for streamlined processing pursuant to Section 63.12 of the Commission's rules.[20] As noted above, neither Applicants nor any of their affiliates are foreign carriers, and they will continue to have no such affiliates following the consummation of the Proposed Transaction. The Applicants therefore qualify for a presumption of non-dominance under Section 63.10 of the Commission's rules[21] on all U.S.-international routes.

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[18] 47 U.S.C. §§ 1.2001-1.2003.

[19] 21 U.S.C. § 853(a).

[20] 47 C.F.R. § 63.12.

[21] *Id.* § 63.10.

V. INFORMATION REQUIRED BY SECTION 63.04 OF THE COMMISSION'S RULES REGARDING THE TRANSFER OF BLANKET DOMESTIC 214 AUTHORITY

In support of their request for consent to assign to Ziply Fiber Pacific the customer base and other assets associated with the telecommunications services provided by PriorityONE, the Applicants submit the following information pursuant to Section 63.04(a)(6) through (a)(12) of the Commission's rules.[22]

A. Section 63.04(a)(6) – Description of the Proposed Transaction

A description of the Proposed Transaction is set forth in Section II, *supra*.

B. Section 63.04(a)(7) – Description of the Geographic Area in Which the Transferor and Transferee Offer Domestic Telecommunications Services and What Services Are Provided in Each Area

As further discussed in Sections II and III, *supra*, as a result of the Proposed Transaction, Ziply Fiber Pacific will provide telecommunications and broadband services throughout the state of Oregon. Applicants and/or their affiliates currently provide copper- and fiber-based services and/or fixed wireless services in the Oregon counties of Baker, Union, and Wallowa.

In Baker County, PriorityONE provides both copper- and fiber-based services. PriorityONE's known overlapping competitor in the Baker County copper-based services market is Lumen Technologies, Inc. d/b/a CenturyLink ("CenturyLink"). In the Baker County fiber-based services market, Applicants are aware of the following overlapping competitors: Cascade Utilities, Inc. d/b/a Reliance Connects, CenturyLink, Charter Communications, Inc., Eagle Telephone System, Inc., Hughes Network Systems, LLC, LightSpeed Networks, Inc. d/b/a LS Networks, Oregon Telephone Corp., TDS Telecommunications LLC, Viasat, Inc., VSAT, and Windwave Technologies, Inc. d/b/a Windwave Communications. Additionally, Applicants understand that

[22] *Id.* § 63.04.

Greater Eastern Oregon Network, LLC, and Oregon Wireless, Inc., provide fixed wireless services in Baker County and that these providers actively compete against Baker County's existing copper- and fiber-based service providers for customers.

In Union County, both PriorityONE and Ziply Fiber Pacific's affiliate Ziply Fiber Northwest, LLC ("Ziply Fiber Northwest") provide copper- and fiber-based services. Applicants are aware of competitive services provided in Union County by Cascade Utilities, Inc. d/b/a Reliance Connects, Charter Communications, Inc., Hughes Network Systems, LLC, and Viasat, Inc. PriorityONE also provides fixed wireless services in Union County, where it competes with Freedom Wifi, Oregon Wireless, Inc., T-Mobile USA, Inc., and Telephone and Data Systems, Inc.

In Wallowa County, both PriorityONE and Ziply Fiber Northwest provide copper- and fiber-based services. Applicants are aware of competitive services provided in Wallowa County by Charter Communications, Inc., Crystal Broadband Networks, Inc., Hughes Network Systems, LLC, and Viasat, Inc. PriorityONE also provides fixed wireless services in Wallowa County, where it competes with T-Mobile USA, Inc., Telephone and Data Systems, Inc., and Wallowa Valley Networks, LLC.

C. Section 63.04(a)(8) – Statement as to How the Application Qualifies for Streamlined Treatment

The domestic Section 214 component of this Joint Application qualifies for presumptive streamlined processing pursuant to Section 63.03(b) of the Commission's rules.[23] In particular, the Joint Application is eligible for presumptive streamlined processing under Section 63.03(b)(2)(i) because: (i) Ziply Fiber Pacific has, and will continue to have as a result of the Proposed Transaction, a market share in the interstate, interexchange market of less than 10

[23] *Id.* § 63.03(b).

percent; (ii) Ziply Fiber Pacific and its affiliates provide, and will continue to provide as a result of the Proposed Transaction, competitive telephone exchange services or exchange access services (if at all) exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the Proposed Transaction; and (iii) neither Ziply Fiber Pacific nor PriorityONE are dominant with respect to any service.[24]

D. Section 63.04(a)(9) – Identification of All Other Commission Applications Related to this Proposed Transaction

As noted above, Ziply Fiber Pacific's affiliate, Ziply Wireless, entered into an Asset Purchase Agreement with PriorityONE's parent, EONI, and its controlling shareholders and principals, pursuant to which Ziply Wireless has agreed to purchase, and EONI and its controlling shareholders and principals have agreed to sell and assign, the wireless licenses and other assets, including customers, associates with EONI's fixed wireless business. EONI and Ziply Wireless have separately filed with the Commission's Wireless Bureau an application for consent to assign EONI's wireless licenses to Ziply Wireless.[25]

E. Section 63.04(a)(10) – Statement of Whether the Applicants Request Special Consideration Because Either Party is Facing Imminent Business Failure

The Applicants do not request special consideration because they are not currently facing imminent business failure.

F. Section 63.04(a)(11) – Identification of any Separately Filed Waiver Requests Being Sought in Conjunction With this Application

No separately filed waiver requests are being sought in conjunction with this Joint Application.

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[24] *See Id.* § 63.03(b)(2)(i).

[25] *See* ULS File No. 0010100145.

G. Section 63.04(a)(12) – Statement Showing How Grant of the Application Will Serve the Public Interest, Convenience, and Necessity

A demonstration of how the Proposed Transaction will serve the public interest is set forth in Section III, *supra*.

VI. NATIONAL SECURITY REVIEW

Applicants respectfully request that the Commission exercise its discretion and exempt this Joint Application from national security review by the Committee for the Assessment of Foreign Participation in the United States Telecommunications Services Sector ("Committee").

In its *Executive Branch Process Reform Order*[26] the Commission generally excluded from referral to the Committee for national security review several categories of applications. Among those categories are "section 214 applications where the applicant has an existing mitigation agreement, there are no new reportable foreign owners of the applicant since the effective date of the mitigation agreement, and the applicant agrees to continue to comply with the terms of that mitigation agreement."[27] Where these circumstances are present, the Commission concluded that referral to the Committee is not necessary because the transaction has already undergone the Committee's review process for national security and law enforcement concerns, and referral of such applications "introduces unnecessary delays and may result in the waste of time and resources by both the applicant and the government."[28] Further, the Commission also concluded that applications which meet these conditions present a "low or minimal risk to national security, law enforcement, foreign policy, and trade policy concerns."[29]

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

[27] *Id*. at ¶ 30.

[28] *Id*. at ¶ 33.

[29] *Id.*

The Proposed Transaction meets all of the exemption conditions identified in the *Executive Branch Process Reform Order*, and should be exempt from referral to the Executive Branch. First, the Committee recently reviewed Ziply Fiber Pacific's parent, Northwest Fiber, in relation to the transfer of control of the domestic and international Section 214 authorizations involved in the Frontier Transaction.[30] The Committee cleared the Frontier Transaction after executing a signed mitigation agreement with Northwest Fiber (the "Northwest Fiber LOA").[31] The Commission then approved the transfers of control subject to the conditions imposed in the Northwest Fiber LOA.[32] The Northwest Fiber LOA remains in place at this time. Second, there are no new reportable foreign owners of Northwest Fiber since the Committee's review and endorsement of the Frontier Transaction. And third, Ziply Fiber Pacific and Northwest Fiber agree to continue to comply with the obligations imposed by the Northwest Fiber LOA following consummation of the Proposed Transaction. Specifically, Ziply Fiber Pacific and Northwest Fiber will comply with the terms of the Northwest Fiber LOA with respect to all of the acquired assets and operations arising from the Proposed Transaction.

Accordingly, because the Proposed Transaction qualifies for exemption from review by the Committee and presents no new risks to national security, law enforcement, foreign policy, or trade policy concerns, Applicants request that the Commission exercise its discretion and condition grant of this Joint Application on Ziply Fiber Pacific's and Northwest Fiber's continued

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[30] *See Frontier Transaction Order*, 34 FCC Rcd. 12344 ¶ 2.

[31] *See id. See also* National Telecommunications and Information Administration, *Petitions to Adopt Conditions to Authorizations and Licenses*, WC Docket No. 19-188, ITC-T/C-20190628-00128, ITC-ASG-20190628-00129, ITC-ASG-20190628-00130, ULS0008706469, ULS 0008706476, ULS 0008706478, ISP-PDR-20190708-00006 (Nov. 22, 2019) (citing Letter of Agreement from Timothy B. Austin, Vice President and Secretary, Northwest Fiber, LLC, to Assistant Attorney General for National Security, United States Department of Justice (Nov. 21, 2019)).

[32] *See Frontier Transaction Order*, 34 FCC Rcd. 12344 ¶ 38.

compliance with the obligations under the Northwest Fiber LOA without referral to the Committee.

VII. UNIVERSAL SERVICE INFORMATION

Pursuant to the Wireline Competition Bureau's recently released Public Notice regarding best practices for addressing Universal Service Fund information,[33] Applicants state that PriorityONE is not an ILEC; does not receive any high-cost Universal Service support through the Connect America Fund, Rural Digital Opportunity Fund, or Rural Broadband Experiments Programs; and does not participate in the Commission's Lifeline, Emergency Broadband Benefit, or Affordable Connectivity Programs. Neither PriorityONE nor its affiliates have any study area codes ("SACs") because they are not designated as eligible telecommunications carriers and do not receive high-cost or low-income Universal Service Fund support. These entities do, however, participate in the Commission's E-rate and Rural Health Care Programs.

Applicants further state that, while certain of the Ziply Affiliates receive certain Universal Service support, as a result of the Proposed Transaction there is no risk of cost-shifting similar to that which has occurred in recent transactions involving entities controlling incumbent local exchange carriers.

VIII. CONCLUSION

For the reasons stated above, the Applicants respectfully request that the Commission promptly grant this Joint Application.

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[33] *See Wireline Competition Bureau Lists Best Practices for Addressing Universal Service Fund Information in Section 214 Transfer of Control Applications*, Public Notice, DA 22-436, 2022 WL 1184545 (Apr. 19, 2022).

Respectfully submitted,

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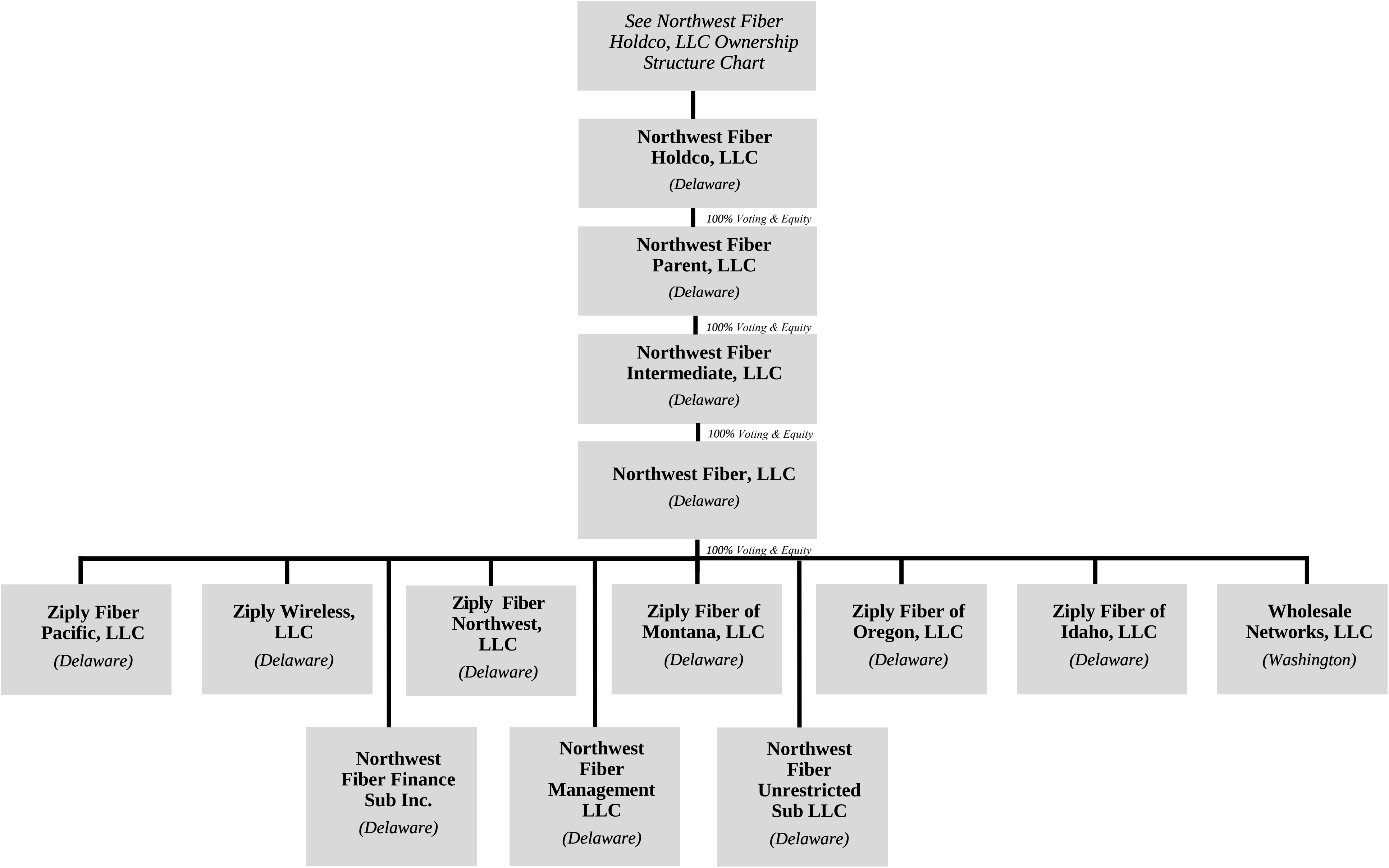
August 16, 2022

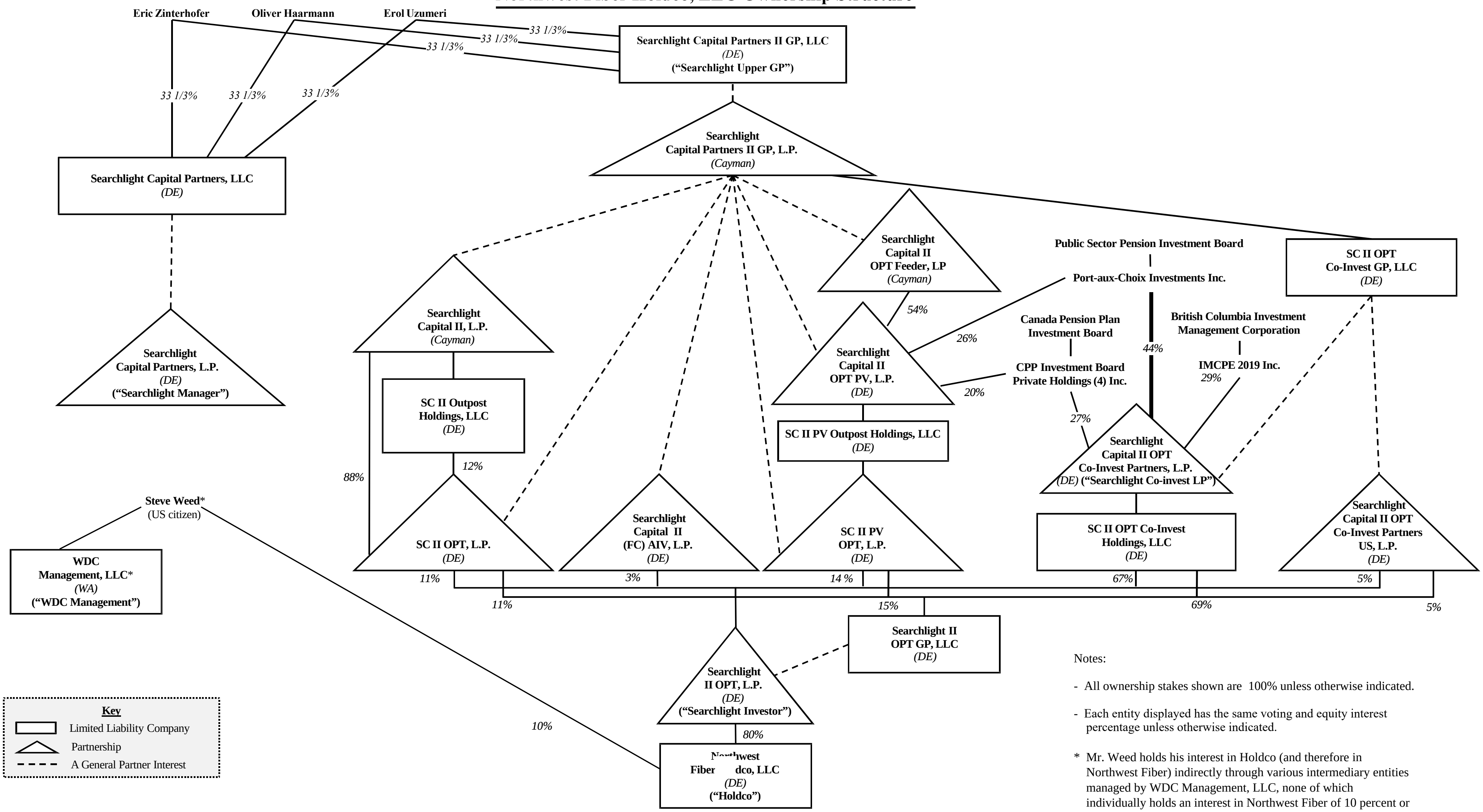
EXHIBIT A

OWNERSHIP ENTITY STRUCTURE DIAGRAMS FOR ZIPLY FIBER PACIFIC, LLC

Ziply Fiber Pacific, LLC Ownership Structure



Northwest Fiber Holdco, LLC Ownership Structure



Notes:

- All ownership stakes shown are 100% unless otherwise indicated.

- Each entity displayed has the same voting and equity interest percentage unless otherwise indicated.

* Mr. Weed holds his interest in Holdco (and therefore in Northwest Fiber) indirectly through various intermediary entities managed by WDC Management, LLC, none of which individually holds an interest in Northwest Fiber of 10 percent or more. WDC Management, LLC is in turn managed by Mr. Weed, and Mr. Weed owns all of the voting interests in WDC Management. WDC Management, LLC does not hold any voting or equity interests in Northwest Fiber.

VERIFICATION OF ZIPLY FIBER PACIFIC, LLC

On behalf of Ziply Fiber Pacific, LLC ("Ziply Fiber Pacific"), I, Byron E. Springer, hereby certify upon penalty of perjury that I am the Authorized Signatory of Ziply Fiber Pacific, that I am authorized to make this Verification on behalf of Ziply Fiber Pacific, and that the statements in the foregoing Joint Application related to Ziply Fiber Pacific and its affiliates are true, complete, and correct to the best of my knowledge, and that such statements are being made in good faith.

/s/ ______________________
Byron E. Springer, Jr.
Authorized Signatory
Ziply Fiber Pacific, LLC

Dated: August 16, 2022

VERIFICATION OF PRIORITYONE TELECOMMUNICATIONS, INC.

On behalf of PriorityONE Telecommunications, Inc. ("PriorityONE"), I, Jeffrey Lee Crews, hereby certify upon penalty of perjury that I am the Authorized Signatory of PriorityONE, that I am authorized to make this Verification on behalf of PriorityONE, and that the statements in the foregoing Joint Application with respect to PriorityONE and its affiliates are true, complete, and correct to the best of my knowledge, and that such statements are being made in good faith.

/s/

Jeffrey Lee Crews
Authorized Signatory
PriorityONE Telecommunications, Inc.

August 15, 2022