# **Morgan Lewis**

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March 29, 2017

## **VIA ELECTRONIC FILING**

Marlene H. Dortch Secretary Federal Communications Commission 445 12th Street, SW Washington, DC 20554

## Re: **SUPPLEMENT**

Joint Applications of Lumos Networks Corp. and MTN Infrastructure TopCo, Inc., to Transfer Indirect Control of Domestic and International Section 214 Authorization Holders, WC Docket No. 17-60; ITC-T/C-20170302-00027

Dear Ms. Dortch:

At the request of Commission staff, Lumos Networks Corp. ("Lumos Parent") and MTN Infrastructure TopCo, Inc. ("MTN Infrastructure" or "Transferee") (collectively, "Applicants") hereby supplement the pending Joint Applications to Transfer Indirect Control of Domestic and International Section 214 Authorization Holders ("Application") in the above-captioned proceedings.

<u>Nature of AB Entities:</u> The Application, at footnote 13, indicated that the "Swedish Aktiebolag ('AB') is most similar to a U.S. corporation or limited liability company." Applicants wish to clarify that the AB entities in the Application — EQT AB, Investor AB, Investor Investment Holding AB and Investor Holding AB — are most similar to U.S. corporations.

## Supplemental Information Regarding Investor AB

As indicated in the Application, the Transferee, MTN Infrastructure, is a holding company created to aggregate the ownership interests of private equity funds managed and controlled by the EQT family of investment funds ("EQT"). Pursuant to the Commission's rules, Applicants detailed the entities that would hold a 10% or greater interest in Lumos

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Parent following the proposed transaction.<sup>1</sup> As set forth in the Application, and by virtue of the Commission's rules regarding ownership disclosure, EQT AB will indirectly hold 100% of the ownership of MTN Infrastructure upon conclusion of the proposed transaction and thus will be the 100% indirect owner of Lumos Parent. Ownership of EQT AB in turn is shared between two entities: EQT Holdings Coöperatief W.A. ("EQT Coöperatief")<sup>2</sup> will indirectly own approximately 81% of Lumos Parent, and Investor AB will indirectly own approximately 19% of Lumos Parent.<sup>3</sup> By virtue of the Commission's "multiplier rule," EQT Coöperatief is listed as indirectly owning 100% of Lumos Parent through its 81% ownership of EQT AB.<sup>4</sup>

Investor AB is a publicly traded company listed on the Nasdaq Stockholm stock exchange (ticker symbol INVEB). The ownership of Investor AB is broadly held and no single individual or entity owns or controls 50% or more of Investor AB. Thus no individual or entity will have a 10% or greater interest in EQT AB or Lumos Parent at the close of the proposed transaction, either by virtue of voting rights or economic interests in Investor AB or by operation of the Commission's ownership disclosure rules.

Investor AB, consistent with Swedish corporate law (and similar to U.S. public corporations), selects its directors pursuant to a public meeting of the company's shareholders. These shareholders exercise their vote for members of the Board of Directors consistent with the voting rights to which they are entitled based on the number and class of shares they own. The elected Board of Directors of Investor AB is authorized to appoint a President, who then holds authority to appoint other executives to facilitate the effective operation of the company. The current corporate officers and directors of Investor AB (and their country of citizenship) are:

### Board of Directors<sup>5</sup>

Jacob Wallenberg, Sweden Marcus Wallenberg, Sweden Josef Ackerman, Switzerland Gunnar Brock, Sweden Johan Forsell, Sweden Magdalena Gerger, Sweden Tom Johnstone, Great Britain Grace Reksten Skaugen, Norway Hans Stråberg, Sweden

<sup>1</sup> Application at 8-13.

- <sup>2</sup> A W.A. entity is a Dutch cooperative association of members.
- <sup>3</sup> Application at 12-13.
- <sup>4</sup> 47 C.F.R. § 63.09 (Note 2).
- 5 <u>https://www.investorab.com/about-investor/organization/</u>

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> Lena Treschow Torell, Sweden Sara Öhrvall, Sweden

#### Officers

Johan Forsell, President and CEO, Sweden

Helena Saxon, CFO, Sweden

Petra Hedengran, General Counsel and Head of Corporate Governance and Compliance, Sweden

Daniel Nodhäll, Head of Listed Core Investments, Sweden

Stefan Stern, Head of Corporate Relations, Sustainability and Communications, Sweden

Christian Cederholm, Co-Head of Patricia Industries, Sweden

Noah Walley, Co-Head of Patricia Industries, United States and Great Britain

## Supplemental Information Regarding EQT Coöperatief

As stated in the Application at p. 12, EQT Coöperatief is not a corporation but is a Dutch cooperative association of its members. The members vote, based on their voting rights, to appoint managers of the organization. No single member of EQT Coöperatief owns 10% or more of the economic rights in the organization. Similarly, no member of EQT Coöperatief holds 10% or more of the voting rights under EQT Coöperatief's articles of formation. Instead, those articles provide for relatively equal voting rights for each member, and there are enough members so that no one member has 10% or more of the voting rights in EQT Coöperatief pursuant to such articles.

There is, however, a voting agreement among the members of EQT Coöperatief that allocates voting rights for operational issues differently. While these voting rights are also broadly dispersed among EQT Coöperatief's members, one member of EQT Coöperatief exercises 12.97% of the voting rights for operational issues under the agreement. The ownership information for this member is provided below.

Qarlbo Netherlands B.V. World Trade Center Schiphol, H-Tower Floor 4, Schiphol Boulevard 355 1118 BJ Schiphol, The Netherlands Citizenship: Netherlands

Principal Business: Holding Company

Ownership Percentage: 12.97% voting (indirectly as 12.97% owner of EQT Hold-

ings Coöperatief W.A.)

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Principal Business: Individual Investor

Ownership Percentage: 12.97% voting (indirectly as 100% owner of Qarlbo Neth-

erlands B.V.)

Under the voting agreement, no other owner of EQT Coöperatief controls 10% or more of the voting power.

The managers of EQT Coöperatief, appointed by majority vote of the members of EQT Coöperatief in accordance with the members' agreement, are Victor Alexander de Roo, a citizen of the Netherlands, and Martijn van der Schaaf, also a citizen of the Netherlands. Neither manager is a member of EQT Coöperatief.

<u>Incumbent Local Exchange Carrier Ownership:</u> Lastly, neither MTN Infrastructure nor any of the entities in the Transferee's chain of ownership currently owns or controls an incumbent local exchange carrier ("ILEC"), but upon closing of the proposed Transaction these entities will become the indirect owner of Lumos Parent's two ILEC subsidiaries in Virginia.

Respectfully submitted,

/s/ Joshua M. Bobeck

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