

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

In the Matter of the Application of	)	
	)	
<b>Everstream Holding Company LLC</b>	)	WC Docket No. 18-_____
Transferor,	)	
	)	File No. ITC-T/C-2018_____
<b>Everstream Solutions LLC,</b>	)	File No. ITC-T/C-2018_____
<b>Everstream GLC Holding Company LLC,</b>	)	
<b>Lynx Network Group, Inc.</b>	)	
Licensees,	)	
	)	
and	)	
	)	
<b>Midwest Fiber Acquisition LLC,</b>	)	
Transferee,	)	
	)	
for Authority Pursuant to Section 214 of the	)	
Communications Act of 1934, as Amended, and	)	
Sections 63.04 and 63.24 of the Commission’s	)	
Rules to Transfer Control of Domestic and	)	
International Section 214 Carriers	)	

**JOINT APPLICATION**

**I. INTRODUCTION**

**A. Summary of Transaction**

Everstream Holdings Company LLC (“Parent” or “Transferor”), Everstream Solutions LLC (“Solutions”), Everstream GLC Holding Company LLC (“GLC”), Lynx Network Group, Inc. (“Lynx” and collectively with Solutions and GLC, “Licensees”), and Midwest Fiber Acquisition LLC (“Midwest” or “Transferee”) (collectively, “Applicants”) respectfully request authority pursuant to Section 214 of the Communications Act of 1934, as amended, 47 U.S.C. § 214 (the “Act”), and Sections 63.04 and 63.24 of the Rules of the Federal Communications Commission (“Commission” or “FCC”), 47 C.F.R. §§ 63.04, 63.24, to transfer ownership and control of Licensees,

entities that hold authority under Section 214 to provide domestic and international telecommunications services on a competitive basis, from Transferor to Transferee (the “Transaction”). The Transaction will result in a change in the ownership of Licensees but no assignment of licenses, assets, or customers will occur as a consequence of the proposed Transaction. Immediately following the Transaction, Licensees will continue to provide service to their existing customers under the same rates, terms, and conditions and without interruption.

**B. Request for Streamlined Processing**

Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Sections 63.03 and 63.12 of the Commission’s Rules, 47 C.F.R. §§ 63.03 & 63.12. With respect to domestic authority, this Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) because, immediately following the Transaction:

1. Applicants (including their Affiliates, as that term is defined in Section 3(1) of the Act) combined will hold less than a ten percent (10%) share of the interstate, interexchange market;
2. Applicants and their Affiliates will provide competitive telephone exchange services or exchange access services exclusively in geographic areas served by dominant local exchange carriers (none of which is a party to the proposed Transaction); and
3. Neither the Applicants nor any of their Affiliates are regulated as dominant with respect to any service.

With respect to international authority, this Application is eligible for streamlined processing pursuant to Section 63.12(a)-(b) of the Commission’s Rules, 47 C.F.R. § 63.12(a)-(b). In particular, none of the exclusionary criteria set forth in Section 63.12(c) applies as described more fully in Section V below. Moreover, Applicants are not affiliated with any dominant foreign carrier.

## **II. DESCRIPTION OF THE APPLICANTS**

### **A. Transferor and Licensees**

Parent, a Delaware limited liability company, is headquartered at 1228 Euclid Ave, #250, Cleveland, OH 44115. Solutions, an Ohio limited liability company, and GLC, a Delaware limited liability company, are wholly owned subsidiaries of Parent.<sup>1</sup> Lynx, a Michigan corporation, is a wholly owned subsidiary of GLC.

Solutions holds domestic and international Section 214 authorization<sup>2</sup> as well as a certificate from the Public Utilities Commission of Ohio. GLC holds domestic and international Section 214 authorization<sup>3</sup> and holds certificates to provide telecommunications services from the commissions in Illinois, Indiana, Michigan, and Wisconsin. Lynx holds domestic Section 214 authorization and holds a certificate to provide telecommunications services from the Michigan Public Service Commission.

Parent, through Licensees, is a super-regional network service provider bringing fiber-based Ethernet, internet and data center solutions to businesses throughout the Midwest. 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.

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<sup>1</sup> To the extent necessary, Licensees clarify that GLC is and has been a direct, wholly owned subsidiary of Parent since its formation. *See* Application and Supplement to Application, WC Docket 16-398.

<sup>2</sup> *See* IB File No. ITC-ASG-20180320-00061 (assigning the international Section 214 authorization held by Parent to Solutions).

<sup>3</sup> GLC acquired its assets from Great Lakes Comnet, Inc.-Debtor in Possession. *See* WC Docket 16-156 and IB File No. ITC-ASG-2016-0426-00157.

M/C Partners VII, L.P., a Delaware limited partnership, is the majority owner of Parent. M/C Partners is a Boston-based private equity firm focused exclusively on the communications, media, and information technology sectors.

**B. Transferee**

Midwest, a Delaware limited liability company, is headquartered at One Bryant Park, 1111 Avenue of the Americas, New York, NY 10036. Midwest was created for the purpose of the Transaction. Midwest is owned by Midwest Fiber Holdings LP, and is ultimately indirectly owned by three limited partnerships organized in Luxembourg (AMP Capital Global Infrastructure Fund IIA, AMP Capital Infrastructure Fund IIB and AMP Capital Infrastructure Fund IIC), collectively referred to as GIF II. Between Midwest Fiber Holdings LP and GIF II, there are a number of intervening entities in the ownership chain (Co-Investor Holdco, Midwest Fiber Intermediate US LP, Midwest Fiber Midco LP and GIF Aggregator LP). For each of the limited partnership entities in this chain, as well as for the three Luxembourg limited partnerships referenced above, the general partner is AMP Capital Investors (GIF II GP) S.à.r.l., a Luxembourg company.

AMP Capital Investors (GIF II GP) S.à.r.l. is indirectly owned by AMP Capital Holdings Limited (“AMP Capital”) which is a global investment manager headquartered in Australia, with a growing international presence, including in North America. AMP Capital has a heritage and strength in infrastructure and real estate, and specialist expertise in fixed income, equities and multi-asset solutions. AMP Capital is a downstream subsidiary of AMP Limited, one of Australia’s largest retail and corporate pension providers. A 15% interest in AMP Capital is also held by Mitsubishi UFJ Trust and Banking, which in turn is owned by Mitsubishi UFJ Financial Group, a publicly listed company in Japan.

### **III. DESCRIPTION OF THE TRANSACTION**

On March 9, 2018, Parent, Solutions, GLC, and Midwest entered into Unit Purchase Agreement (“Agreement”) whereby Midwest will acquire all of the limited liability units of Solutions and GLC from Parent. As a result, at closing of the Transaction, Licensees will become wholly owned subsidiaries of Midwest. For the Commission’s reference, charts depicting the Applicants’ current ownership structure, as well as the expected ownership structure post-closing, are provided as **Exhibit A**.

### **IV. PUBLIC INTEREST STATEMENT**

The Transaction will serve the public interest. Midwest and AMP Capital will bring their broad infrastructure experience to Licensees and will provide Licensees with a new infusion of capital that will allow Licensees to become stronger competitors. At the same time, the proposed Transaction will have no adverse impact on either Licensees’ customers or competition in the telecommunications services market more generally. The Transaction will be transparent to Licensees’ customers. Immediately following the Transaction, Licensees will continue to provide service to their customers at the same rates, terms, and conditions and without interruption. In addition, the intrastate and interstate markets for telecommunications services will not lose a competitor because Midwest and AMP Capital do not currently provide telecommunications services or own a telecommunications services provider in the U.S. market.

### **V. INFORMATION REQUIRED BY SECTION 63.24(e)**

Pursuant to Section 63.24(e)(2) of the Commission’s Rules, the Applicants submit the following information requested in Section 63.18 (a)-(d) and (h)-(p) in support of this Application:

**63.18 (a) Name, address and telephone number of each Applicant:**

Licensees

Everstream Solutions LLC	<b>FRN 0027345693</b>
Everstream GLC Holding Company LLC	<b>FRN 0025511759</b>
Lynx Network Group, Inc. 1228 Euclid Ave #250 Cleveland, OH 44115 Tel: 216-242-2874	<b>FRN 0019434166</b>

Transferor

Everstream Holding Company LLC 1228 Euclid Ave #250 Cleveland, OH 44115 Tel: 216-242-2874	<b>FRN 0025058454</b>
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Transferee

Midwest Fiber Acquisition LLC c/o AMP Capital Investors (US) Limited One Bryant Park 1111 Avenue of the Americas New York, NY 10036 Tel: 212-223-7600	<b>FRN 0027366475</b>
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**63.18 (b) Jurisdiction of Organizations:**

Transferor: Parent is a Delaware limited liability company.

Licensees: Solutions is an Ohio limited liability company.  
GLC is a Delaware limited liability company.  
Lynx is a Michigan corporation.

Transferee: Midwest is a Delaware limited liability company.

**63.18 (c) (Answer to Question 10) Correspondence concerning this Application should be sent to:**

For Transferor and Licenses:

Catherine Wang  
Danielle Burt  
Morgan, Lewis & Bockius LLP  
1111 Pennsylvania Ave., N.W.  
Washington, DC 20004  
202-739-3000 (tel)  
202-739-3001 (fax)

For Transferee:

Farhad Jalinous  
Karalyn Mildorf  
White & Case LLP  
701 13<sup>th</sup> Street, N.W.  
Washington, DC 20005  
202-626-3600 (tel)  
202-639-9355 (fax)

[catherine.wang@morganlewis.com](mailto:catherine.wang@morganlewis.com)  
[danielle.burt@morganelewis.com](mailto:danielle.burt@morganelewis.com)

[farhad.jalinous@whitecase.com](mailto:farhad.jalinous@whitecase.com)  
[karalyn.mildorf@whitecase.com](mailto:karalyn.mildorf@whitecase.com)

with a copy to:

Brett Linsey  
Everstream Holding Company LLC  
1228 Euclid Ave #250  
Cleveland, OH 44115  
[brett.lindsey@everstream.net](mailto:brett.lindsey@everstream.net)

with a copy to:

Elise O'Connell  
Senior Legal Counsel  
AMP Capital Investors (US) Limited  
1 Bryant Park  
1111 Avenue of the Americas, 40th Floor  
New York, NY 10036  
[elise.o'connell@ampcapital.com](mailto:elise.o'connell@ampcapital.com)

**63.18 (d) (Answer to Question 10) Section 214 Authorizations**

Transferor: Parent does not hold any Section 214 authority.<sup>4</sup>

Licensees: Solutions holds blanket domestic Section 214 authority and holds international Section 214 authority granted in File No. ITC-214-20160120-00027.

GLC holds blanket domestic Section 214 authority and holds international Section 214 authority granted in File No. ITC-214-19970116-00027 as assigned in IB File No. ITC-ASG-20160426-00157.

Lynx holds blanket domestic Section 214 authority.

Transferee: Midwest does not hold any Section 214 authority.

**63.18 (h) (Answer to Questions 11 and 12) Ownership**

The following persons or entities hold or will hold, directly or indirectly, a 10% or greater interest in Licensees as calculated pursuant to the Commission's ownership attribution rules for wireline and international telecommunications carriers:<sup>5</sup>

**Pre-Transaction Ownership**

1. Lynx Network Group, Inc. is wholly-owned by:

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<sup>4</sup> See IB File No. ITC-ASG-20180320-00061 (assigning the international section 214 authorization held by Parent to Solutions).

<sup>5</sup> While the Commission's rules for combined domestic and international applications requires this information only for the transferee, see 47 C.F.R. §§ 63.04(b), 63.24(e)(2), Applicants are providing ownership information for all parties.

Name: **Everstream GLC Holding Company LLC**  
Address: 1228 Euclid Ave #250  
Cleveland, OH 44115  
Ownership: 100%  
Citizenship: United States (Delaware)  
Principal Business: Communications services

2. Everstream Solutions LLC and Everstream GLC Holdings Company are wholly-owned by:

Name: **Everstream Holding Company LLC**  
Address: 1228 Euclid Ave #250  
Cleveland, OH 44115  
Ownership: 100%  
Citizenship: United States (Delaware)  
Principal Business: Holding Company

3. The following entities have a 10% or greater equity interest in Everstream Holding Company LLC:

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>6</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.

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<sup>6</sup> This non-voting interest is an aggregation of units across all unit classes excluding the employee incentive pool.



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.

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.

### **Post-Transaction Ownership**

1. Upon consummation of the Transaction, Everstream Solutions LLC and Everstream GLC Holdings Company will be wholly-owned by:

Name: **Midwest Fiber Acquisition LLC (“Midwest”)**  
Address: c/o AMP Capital Investors (US) Limited  
One Bryant Park  
1111 Avenue of the Americas  
New York, NY 10036  
Ownership: 100%  
Citizenship: United States (Delaware)  
Principal Business: Holding Company

2. Midwest will be wholly-owned by:

Name: **Midwest Fiber Holdings LP**  
Address: c/o AMP Capital Investors (US) Limited  
One Bryant Park  
1111 Avenue of the Americas  
New York, NY 10036  
Ownership: 100%  
Citizenship: United States (Delaware)  
Principal Business: Holding Company

3. Midwest Fiber Holdings LP will be owned by:

Name: **Co-Investor Holdco**  
Address: c/o AMP Capital Investors (US) Limited  
One Bryant Park  
1111 Avenue of the Americas  
New York, NY 10036  
Ownership: 90%+ (a separate entity, Management (DE) LP will hold less than 10% interest in Co-Investor HoldCo)  
Citizenship: United States (Delaware)  
Principal Business: Holding Company

4. Co-Investor Holdco will be wholly-owned by:

Name: **Midwest Fiber Intermediate US LP**  
Address: c/o AMP Capital Investors (US) Limited  
One Bryant Park  
1111 Avenue of the Americas  
New York, NY 10036  
Ownership: 100%  
Citizenship: United States (Delaware)  
Principal Business: Holding Company

5. Midwest Fiber Intermediate US, LP is wholly-owned by:

Name: **Midwest Fiber Midco LP and AMP Capital Global Infrastructure Fund IIA LP (GIF II)**  
Address: c/o AMP Capital Investors (US) Limited  
One Bryant Park  
1111 Avenue of the Americas  
New York, NY 10036  
Ownership: 100%  
Citizenship: United States (Delaware) (note that AMP Capital Global Infrastructure Fund IIA LP (GIF II) is a Luxembourg limited partnership)  
Principal Business: Holding Company

6. Midwest Fiber Midco LP will be wholly-owned by:

Name: **GIF Aggregator LP (DE)**  
Address: c/o AMP Capital Investors (US) Limited  
One Bryant Park

1111 Avenue of the Americas  
New York, NY 10036  
Ownership: 100%  
Citizenship: United States (Delaware)  
Principal Business: Holding Company

7. GIF Aggregator LP will be wholly-owned by:

Name: **AMP Capital Global Infrastructure Funds IIB LP and IIC LP (GIF II)**  
Address: c/o AMP Capital Investors (US) Limited  
One Bryant Park  
1111 Avenue of the Americas  
New York, NY 10036  
Ownership: 100%  
Citizenship: Luxembourg  
Principal Business: Investment Funds

8. The following entities have a 10% or greater direct or indirect interest in GIF II:

Name: **AMP Capital Global Investors Limited**  
Address: 33 Alfred Street, Sydney NSW 2000 (Australia)  
Ownership: 12%  
Citizenship: Australia  
Principal Business: Investment Trust

Name: **AMP Life Limited**  
Address: 33 Alfred Street, Sydney NSW 2000 (Australia)  
Ownership: 12%  
Citizenship: Australia  
Principal Business: Life Insurance

Name: **PensionDanmark**  
Address: Langelinie Alle 43, DK-2100, Copenhagen, Denmark  
Ownership: 16%  
Citizenship: Denmark  
Principal Business: Pension Fund

Name: **Pantheon G Infrastructure Opportunities LP**  
Address: Maples Corporate Services Ltd,  
PO Box 309, Ugland House,  
Grand Cayman, KYI-1104,

Ownership: Cayman Islands  
25%  
Citizenship: Cayman Islands  
Principal Business: Investment Trust

Name: **Government Pension Investment Fund**  
Address: 1-4-1 Kasumigaseki  
Chiyoda-ku  
Tokyo, Japan  
Ownership: 25%  
Citizenship: Cayman Islands  
Principal Business: Government Pension Fund

Name: **AMP Capital Investors (GIF II GP) S.à.r.l (“GIF II GP”)**  
Address: c/o AMP Capital Investors (US) Limited  
One Bryant Park  
1111 Avenue of the Americas  
New York, NY 10036  
Ownership: General Partner of GIF II  
Citizenship: Luxembourg  
Principal Business: Investment

9. GIF II GP is wholly owned by:

Name: **AMP Capital Investors International Holdings Ltd.**  
Address: 33 Alfred Street, Sydney NSW 2000 (Australia)  
Ownership: 100%  
Citizenship: Australia  
Principal Business: Investment

10. AMP Capital Investors International Holdings Ltd is wholly owned by:

Name: **AMP Capital Holdings Ltd.**  
Address: 33 Alfred Street, Sydney NSW 2000 (Australia)  
Ownership: 100%  
Citizenship: Australia  
Principal Business: Investment

11. The following entities have a 10% or greater interest in AMP Capital Holdings Ltd.:

Name: **AMP Holdings Ltd.**  
Address: 33 Alfred Street, Sydney NSW 2000 (Australia)  
Ownership: 85%  
Citizenship: Australia  
Principal Business: Investment

Name: **Mitsubishi UFJ Trust and Banking Corporation**  
Address: 4-5, Marunouchi 1-Chome, Chiyoda-ku, Tokyo 100-8212,  
Japan  
Ownership: 15%  
Citizenship: Japan  
Principal Business: Investment

Name: **Mitsubishi UFJ Financial Group, Inc.**  
Address: 2-7-1, Marunouchi, Chiyoda-ku, Tokyo 100-8330, Japan  
Ownership: 15%  
Citizenship: Japan  
Principal Business: Public Company

12. AMP Holdings Ltd. is wholly owned by:

Name: **AMP Group Holdings Ltd.**  
Address: 33 Alfred Street, Sydney NSW 2000 (Australia)  
Ownership: 100%  
Citizenship: Australia  
Principal Business: Investment

13. AMP Group Holdings Ltd. is wholly owned by:

Name: **AMP Limited**  
Address: 33 Alfred Street, Sydney NSW 2000 (Australia)  
Ownership: 100%  
Citizenship: Australia  
Principal Business: Public Company

No person or entity owns a 10% or greater interest in AMP Limited.

No other person or entity is expected to hold a 10% or greater ownership interest in the Licensees pursuant to the Commission's attribution rules as a result of the consummation of the Transaction.

Applicants do not have any interlocking directorates with a foreign carrier.

- 63.18 (i)** (Answer to Question 14) Applicants certify that none is a foreign carrier. Parent and Licenses also certify that they are not currently affiliated with any foreign carrier. Midwest is affiliated with the following non-dominant foreign carriers within the meaning of Section 63.09(d) of the Commission’s Rules: (1) GMC-D OH (Ireland) Intermediate Holdings Limited, which is a foreign carrier in Ireland and (2) Axion Infraestructuras de Telecomunicaciones, S.A.U., which is a foreign carrier in Spain. Each of Ireland and Spain are member countries of the World Trade Organization (“WTO”).
- 63.18 (j)** (Answer to Question 15) Applicants certify that they do not seek to provide international telecommunications services to any destination country where:
- (1) any Applicant is a foreign carrier in that country;
  - (2) any Applicant controls a foreign carrier in that country;
  - (3) any entity that owns more than 25 percent of an Applicant, or that controls an Applicant, controls a foreign carrier in that country; and
  - (4) two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate, more than 25 percent of an Applicant and are parties to, or the beneficiaries of, a contractual relation affecting the provision or marketing of international basic telecommunications services in the United States.
- 63.18 (k)** As noted above, each of Ireland and Spain are WTO-member countries. In addition, each of Midwest’s affiliates is a competitive carrier and lacks market power in the applicable foreign markets.
- 63.18 (l)** Not applicable.
- 63.18 (m)** Applicants presumptively qualify for non-dominant treatment pursuant to Section 63.10(a)(3) of the Commission’s Rules. Each of Midwest’s affiliates in Ireland and Spain do not have more than a 50% market share in the relevant foreign market. Accordingly, Applicants are presumptively considered to be a non-dominant service provider in each of Ireland and Spain.
- 63.18 (n)** As evidenced by the signature of each Applicant to this Application, Applicants certify that they have 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.
- 63.18 (o)** As evidenced by the signature of each Applicant to this Application, Applicants certify that they are not subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988. *See* 21 U.S.C. § 853a; *see also* 47 C.F.R. §§ 1.2001-1.2003.

**63.18 (p)** Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Section 63.12(a)-(b) of the Commission's Rules, 47 C.F.R. § 63.12(a)-(b). Although Midwest is affiliated with foreign carriers in Ireland and Spain, it qualifies for a presumption of non-dominance under Section 63.10(a)(3) because each of its affiliates lacks a 50% market share in the relevant service market on the foreign end of the route. Applicants are not affiliated with any dominant U.S. carrier whose international switched or private line services Applicants seek authority to resell, and Applicants will not be so affiliated post-close. None of the other exclusions described in Section 63.12(c) applies.

## **VI. INFORMATION REQUIRED BY SECTION 63.04**

In lieu of an attachment, pursuant to Commission Rule 63.04(b), 47 C.F.R. § 63.04(b), Applicants submit the following information in support of their request for domestic Section 214 authority in order to address the requirements set forth in Commission Rule 63.04(a)(6)-(12), 47 C.F.R. § 63.04(a)(6)-(12):

### **63.04(a)(6): Description of the Transaction**

A description of the proposed Transaction is set forth in **Section III** above.

### **63.04(a)(7): Geographic Areas Served**

The Applicants and their affiliates offer domestic telecommunications services in the U.S. as follows:

Transferor: Transferor is not authorized to provide domestic telecommunications services and is not affiliated with any company that provides domestic telecommunications services other than Licensees.

Licensees: Solutions does not currently provide intrastate telecommunications services. GLC currently provides intrastate telecommunications services in Illinois, Indiana, Michigan, and Wisconsin. Lynx currently provides intrastate telecommunications services in Michigan.

Transferee: Transferee is not authorized to provide domestic telecommunications services and is not affiliated with any company that provides domestic telecommunications services.

### **63.04(a)(8): Streamlining Categorization**

This Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) of the Commission's Rules because, immediately following the Transaction, (1) Applicants (including their Affiliates, as that term is defined in Section 3(1) of the Act) combined will

hold less than a ten percent (10%) share of the interstate, interexchange market; (2) Applicants and their Affiliates will provide competitive telephone exchange services or exchange access services exclusively in geographic areas served by dominant local exchange carriers (none of which is a party to the proposed Transaction); and (3) neither the Applicants nor any of their Affiliates are regulated as dominant with respect to any service.

**63.04(a)(9): Additional FCC Applications**

By this Application, Applicants seek authority with respect to both international and domestic Section 214 authorizations (this Application is being separately and concurrently filed with respect to both types of authorities in compliance with Commission Rule 63.04(b), 47 C.F.R. § 63.04(b)).

**63.04(a)(10): Special Consideration Requests**

Although neither party to the Transaction is facing imminent business failure, prompt completion of the proposed Transaction is important to ensure that Applicants can obtain the benefits described in this Application. Accordingly, Applicants respectfully request that the Commission approve this Application expeditiously.

**63.04(a)(11): Waiver Requests**

No waiver requests are being filed in conjunction with the Transaction.

**63.04(a)(12): Public Interest Statement**

A statement showing how grant of the Application will serve the public interest, convenience, and necessity is provided in **Section IV** above.



## VII. CONCLUSION

Based on the foregoing, the Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by grant of this Application.

Respectfully submitted,

/s/ Farhad Jalinous

Farhad Jalinous  
Karalyn Mildorf  
White & Case LLP  
701 13<sup>th</sup> Street, N.W.  
Washington, DC 20005  
202-626-3600 (tel)  
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[farhad.jalinous@whitecase.com](mailto:farhad.jalinous@whitecase.com)  
[karalyn.mildorf@whitecase.com](mailto:karalyn.mildorf@whitecase.com)

Counsel for Transferee

Date: March 23, 2018

/s/ Danielle Burt

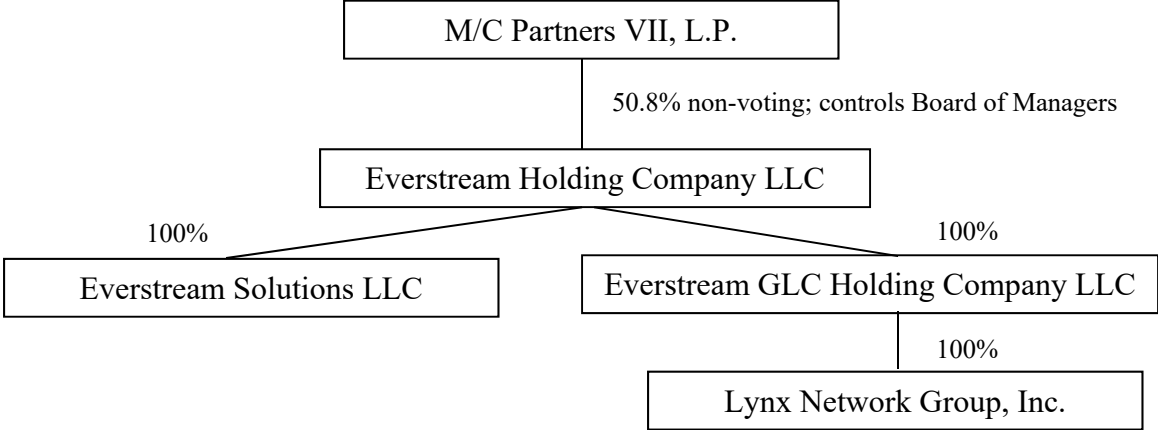
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Counsel for Transferor and Licensees

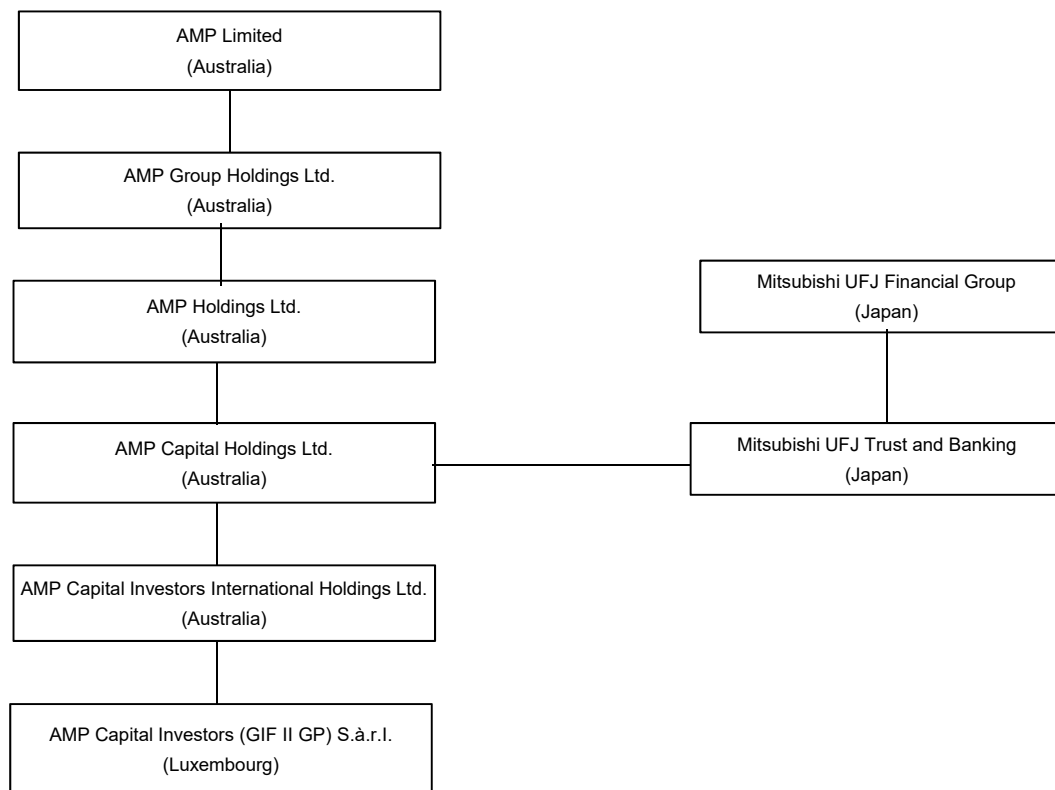
**EXHIBIT A**

**Pre- and Post-Transaction Ownership Charts**

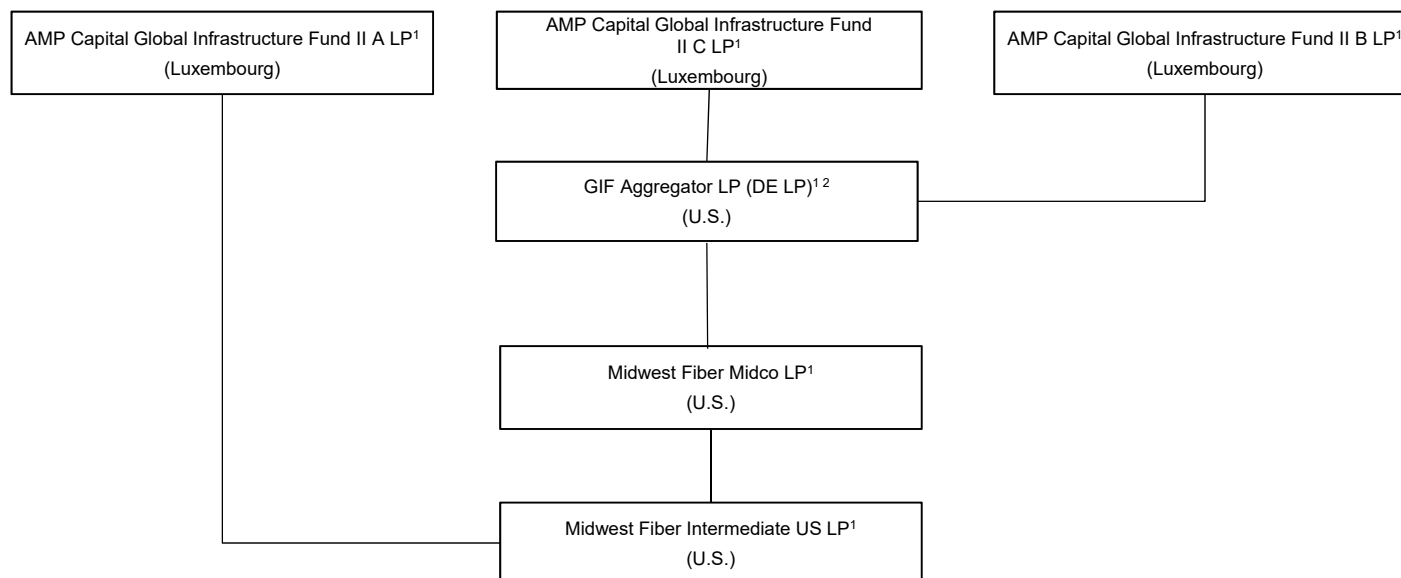
**Pre-Transaction Chart**



## Anticipated Closing Structure (1 of 4)

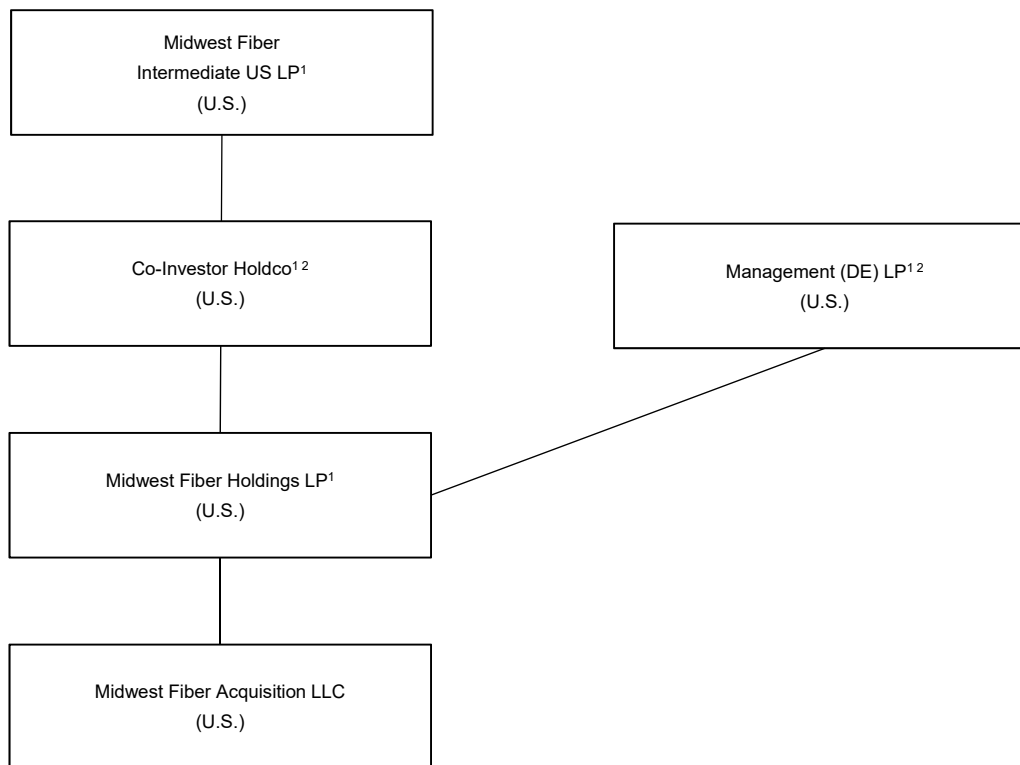


## Anticipated Closing Structure (2 of 4)



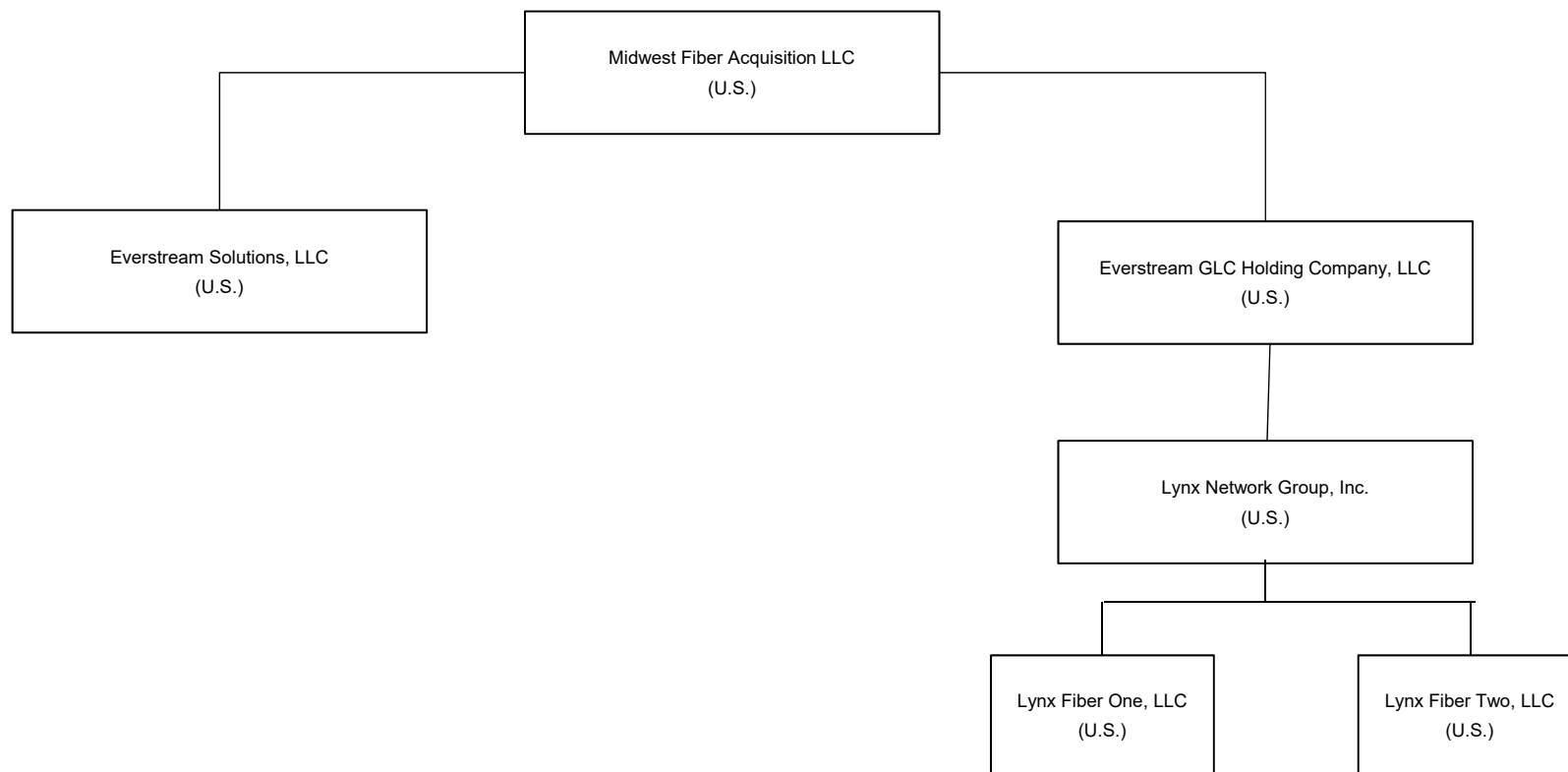
1. AMP Capital Investors (GIF II GP) S.à.r.l. is or will be the general partner of this entity.
2. This entity has not yet been formed and it is anticipated that it will be formed prior to the Closing.

## Anticipated Closing Structure (3 of 4)



1. AMP Capital Investors (GIF II GP) S.à.r.l. is or will be the general partner of this entity.
2. These entities have not yet been formed and it is anticipated that they will be formed prior to the Closing. With respect to the Management (DE) LP, this entity will have less than a 10% ownership stake and therefor is not otherwise a disclosable interest for FCC purposes.


## Anticipated Closing Structure (4 of 4)



## VERIFICATION

I, Christian Gartner, state that I am Chief Financial Officer of Everstream Holding Company LLC, Everstream Solutions LLC, Everstream GLC Holding Company LLC, and Lynx Network Group, Inc. (the "Company"); that I am authorized to make this Verification on behalf of the Company; that the foregoing filing was prepared under my direction and supervision; and that the contents thereof and the certifications contained therein 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 23rd day of March 2018.



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Christian Gartner  
Chief Financial Officer  
Everstream Holding Company LLC, Everstream Solutions LLC,  
Everstream GLC Holding Company LLC, and Lynx Network  
Group, Inc.

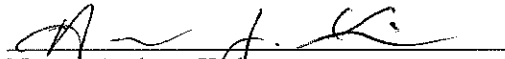


**VERIFICATION**

I, Andrew Kirby, state that I am a Vice President of Midwest Fiber Acquisition LLC; that I am authorized to make this Verification on behalf of Midwest Fiber Acquisition LLC; that the foregoing filing was prepared under my direction and supervision; and that the contents thereof and the certifications contained therein 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 22 day of March 2018.

MIDWEST FIBER ACQUISITION LLC

  
Name: Andrew Kirby  
Title: Vice President