

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

In the Matter of )  
)  
**Brent Infrastructure I B.V.** )  
*Transferor* )  
)  
and )  
)  
**Colombo Topco Limited** )  
*Transferee* )  
)  
Joint Application for Consent to Transfer )  
Control of Domestic and International )  
Authorizations Pursuant to Section 214 of the )  
Communications Act of 1934, As Amended )

**JOINT APPLICATION TO TRANSFER CONTROL OF DOMESTIC AND  
INTERNATIONAL SECTION 214 AUTHORIZATIONS**

Pursuant to Section 214 of the Communications Act of 1934, as amended (“the Act”),<sup>1</sup> and Sections 63.04, 63.18, and 63.24 of the Commission’s rules,<sup>2</sup> Brent Infrastructure I B.V. (“Brent” or “Transferor”) and Colombo Topco Limited (“Colombo” or “Transferee”) request Commission consent to transfer control of the domestic and international Section 214 authorizations of Tampnet Inc. (“Tampnet”) (together with Brent and Colombo, “Applicants”) from Brent to Colombo, which is ultimately and indirectly controlled by 3i Group plc (“3i Group”), a publicly traded company listed on the London Stock Exchange. Brent and a wholly

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<sup>1</sup> 47 U.S.C. § 214.

<sup>2</sup> 47 C.F.R. §§ 63.04, 63.18, and 63.24.

owned, indirect subsidiary of the Transferee, Colombo Bidco Limited,<sup>3</sup> entered into a share purchase agreement on July 27, 2018 pursuant to which Colombo will acquire control of Tampnet and certain of its affiliates (the “Transaction”). The Transaction specifically involves the transfer of control of (1) Tampnet, which holds domestic and international Section 214 authorizations, wireless licenses, and earth station licenses; (2) Tampnet USA LLC (formerly known as Broadpoint Newco, LLC) (“Tampnet USA”), which holds wireless licenses and earth station licenses; and (3) Tampnet Licensee LLC (“Tampnet Licensee”), which holds wireless licenses and leases.

The Applicants are submitting the following applications and petition in connection with obtaining the Commission’s approval for the Transaction:<sup>4</sup>

1. A joint application to transfer control of the blanket domestic Section 214 operating authority and international Section 214 authorizations of Tampnet.
2. Applications to transfer control of wireless licenses and leases held by Tampnet, Tampnet USA, and Tampnet Licensee.
3. Applications to transfer control of earth station licenses held by Tampnet.<sup>5</sup>
4. A petition for declaratory ruling that it would serve the public interest to permit the indirect foreign ownership of the common carrier wireless and earth station licenses held by Tampnet, Tampnet USA, and Tampnet Licensee in excess of the 25 percent benchmark set forth in Section 310(b)(4) of the Act.

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<sup>3</sup> Colombo Bidco Limited (“Colombo Bidco”) is indirectly, wholly owned by the Transferee. Colombo wholly owns and controls Colombo Holdco Limited (“Colombo Holdco”), and Colombo Holdco wholly owns and controls Colombo Bidco.

<sup>4</sup> A list of the FCC authorizations and licenses subject to these applications is provided in Attachment A to Exhibit 1.

<sup>5</sup> Several of the earth station licenses are held by Tampnet USA, but remain licensed under the name of Tampnet USA’s predecessor in interest, Broadpoint Newco, LLC. The Applicants intend to file an administrative update with the Commission to reflect this non-substantive change.

This narrative provides the information required by the International Section 214 Main Form and Sections 63.04, 63.12, and 63.18 of the Commission's rules. Attached as Exhibit 1 is a statement providing a more detailed description of the Applicants and the Transaction and demonstrating that the Transaction will serve the public interest.

**I. RESPONSE TO ITEMS ON INTERNATIONAL SECTION 214 MAIN FORM**

**A. Answer to Question 10 – Section 63.18(c)-(d)**

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Neither Colombo nor any of its affiliates hold any international Section 214 authorizations.

Tampnet holds one international Section 214 authorization to provide global facilities-based and global resale services (File No. ITC-214-20150901-00218).

**B. Answer to Question 11 – Section 63.18(h)**

The following entities will hold a 10 percent or greater direct or indirect equity interest in

Tampnet post-closing:

Name: Tampnet AS  
Address: Hinna Park, Stadionblokk C, Jattavagavein 7  
N-4020 Stavanger, Norway  
Citizenship: Norway  
Principal Business: Telecommunications  
Ownership interest: Tampnet AS holds a 100 percent voting and equity interest in Tampnet.

Name: Brent Invest AS  
Address: Hinna Park, Stadionblokk C, Jattavagavein 7  
N-4020 Stavanger, Norway  
Citizenship: Norway  
Principal Business: Holding company  
Ownership interest: Brent Invest AS Invest holds an approximately 95 percent voting and equity interest in Tampnet AS.<sup>6</sup>

Name: Brent Holding AS  
Address: Hinna Park, Stadion blokk C Jåttåvågveien 7  
4020 Stavanger, Norway  
Citizenship: Norway  
Principal Business: Holding company  
Ownership interest: Brent Holding AS holds a 100 percent voting and equity interest in Brent Invest AS.

Name: Colombo Bidco Limited  
Address: 16 Palace Street  
London, SW1E 5JD, United Kingdom  
Citizenship: United Kingdom  
Principal Business: Holding company  
Ownership interest: Colombo Bidco Limited will hold a 100 percent voting and equity interest in Brent Holding AS following the consummation of the Transaction.

Name: Colombo Holdco Limited

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<sup>6</sup> The remaining five percent of Brent Holding is held by individual shareholders (the “Brent Minority Shareholders”), none of which individually hold more than a five percent interest in Brent Holding. Brent has entered into agreements with the Brent Minority Shareholders to acquire all of their shares immediately prior to the closing of the Transaction.

Address: 16 Palace Street  
London, SW1E 5JD, United Kingdom  
Citizenship: United Kingdom  
Principal Business: Holding company  
Ownership interest: Colombo Holdco Limited holds a 100 percent voting and equity interest in Colombo Bidco Limited.

Name: Colombo Topco Limited  
Address: 16 Palace Street  
London, SW1E 5JD, United Kingdom  
Citizenship: United Kingdom  
Principal Business: Holding company  
Ownership interest: Colombo Topco Limited holds a 100 percent voting and equity interest in Colombo Holdco Limited.

Name: Arbejdsmarkedets Tillaegspension (“ATP”)  
Address: Kongens Vænge 8  
3400 Hillerød, Denmark  
Citizenship: Denmark  
Principal Business: Pension fund  
Ownership interest: ATP is expected hold a direct 38.5-40 percent voting interest and a 42.5-45 percent equity interest in Colombo Topco Limited.<sup>7</sup>

Name: 3i Infrastructure plc (“3i Infrastructure”)  
Address: 12 Castle Street  
Saint Helier, Jersey JE2 3RT  
Citizenship: Jersey (Channel Islands). 3i Infrastructure is publicly listed on the London Stock Exchange (Ticker: 3IN).  
Principal Business: Investment company  
Ownership interest: 3i Infrastructure is expected to hold a direct 38.5-40 percent voting interest and a 42.5-45 percent equity interest in Colombo Topco Limited.<sup>7</sup>

Name: 3i Investments plc (“3i Investments”)  
Address: 16 Palace Street  
London, SW1E 5JD, United Kingdom  
Citizenship: United Kingdom  
Principal Business: Investment management company

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<sup>7</sup> The remaining approximately 20-25 percent voting and approximately 10-15 percent equity interest in Colombo that is not held by ATP or 3i Infrastructure will be issued to certain managers and executives of Tampnet shortly after the consummation of the Transaction. None of these persons individually is expected to hold a direct or indirect equity or voting interest in Colombo of 5 percent or more.

Ownership interest: 3i Investments currently is the exclusive investment advisor to 3i Infrastructure. It is intended that 3i Investments will enter into separate arrangements with both 3i Infrastructure and ATP prior to the consummation of the Transaction pursuant to which 3i Investments will act as the sole investment manager to 3i Infrastructure and ATP with respect to their respective indirect investments in Tampnet. As a result of these arrangements, 3i Investments will have sole, indirect control over the day-to-day management of Tampnet.

Name: 3i plc  
Address: 16 Palace Street  
London, SW1E 5JD, United Kingdom  
Citizenship: United Kingdom  
Principal Business: Holding company  
Ownership interest: 3i plc holds a 100 percent voting and equity interest in 3i Investments.

Name: 3i Holdings plc  
Address: 16 Palace Street  
London, SW1E 5JD, United Kingdom  
Citizenship: United Kingdom  
Principal Business: Holding company  
Ownership interest: 3i Holdings plc holds a 100 percent voting and equity interest in 3i Investments.

Name: 3i Group plc  
Address: 16 Palace Street  
London, SW1E 5JD, United Kingdom  
Citizenship: United Kingdom. 3i Group plc is publicly listed on the London Stock Exchange (Ticker: III).  
Principal Business: Investment company  
Ownership interest: 3i Group plc holds an approximate 34 percent equity interest in 3i Infrastructure plc.<sup>8</sup> In addition, as the ultimate parent company of 3i Investments, which is expected to be the investment manager for 3i Infrastructure and ATP in connection with their respective,

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<sup>8</sup> Other than 3i Group, no other individual or entity holds a direct or indirect voting or equity interest in 3i Infrastructure of ten percent or more. The remaining shares of 3i Infrastructure are publicly held and widely dispersed. Artemis Investment Management, LLP (“Artemis”), a privately held limited liability partnership organized under the laws of the United Kingdom, holds a 5.4% voting and equity interest in 3i Group. The address of Artemis is Cassini House, 57 St. James’s Street, London SW1A 1LD, United Kingdom.

indirect investments in Tampnet, 3i Group will hold indirect control of Tampnet.

No other person or entity will hold a direct or indirect 10 percent or greater ownership interest in Tampnet post-closing. Attachment B of Exhibit 1 includes charts depicting the pre- and post-closing ownership structure of Tampnet.

**C. Answer to Question 13 – Narrative of Transfer of Control and Public Interest Statement**

A description of the Transaction and demonstration of how it will serve the public interest is attached as Exhibit 1.

**D. Answers to Questions 14-17 – Foreign Carrier Affiliates**

Tampnet is not a foreign carrier, but its parent company, Tampnet AS, provides communications services to offshore installations in parts of the North Sea adjacent to Denmark, Norway, and the United Kingdom.<sup>9</sup> In addition, Tampnet is affiliated with the following companies, which hold licenses to provide telecommunications services in the following countries (together with Tampnet AS, the “Foreign Carrier Affiliates”):

<b>Foreign Carrier Affiliate</b>	<b>Country</b>
Tampnet Oceania Pty Ltd	Australia
Tampnet Servicios de Telecomunicacao Ltda	Brazil
Tampnet UK Ltd	United Kingdom
Central North Sea Fibre Telecommunications Company Ltd. <sup>10</sup>	United Kingdom

Australia, Brazil, Denmark, Norway, and the United Kingdom are World Trade Organization member countries. Neither Colombo nor its affiliates are foreign carriers or are affiliated with

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<sup>9</sup> Tampnet has applied for a license to sell telecommunications service in Brazil, but the license has not yet been issued.

<sup>10</sup> Central North Sea Fibre Telecommunications Company Ltd. is in the process of being discontinued.

foreign carriers. Furthermore, two or more foreign carriers (or parties that control foreign carriers) will not own, in the aggregate, more than 25 percent of Tampnet post-closing who also are parties to, or the beneficiaries of, a contractual relationship (e.g., a joint venture or market alliance) affecting the provision or marketing of international basic telecommunications services in the United States.

Tampnet will continue to be affiliated with the Foreign Carrier Affiliates upon consummation of the Transaction. Pursuant to Section 63.10 of the Commission's rules, the Applicants therefore request non-dominant status for Tampnet on the U.S.-Australia, U.S.-Brazil, U.S.-Denmark, U.S.-Norway, and U.S.-United Kingdom routes. The Foreign Carrier Affiliates are not dominant telecommunications providers in Australia, Brazil, Denmark, Norway, or the United Kingdom. No Foreign Carrier Affiliate holds a 50 percent market share in the international transport and local access markets in its respective country. Accordingly, the Foreign Carrier Affiliates lack sufficient market power on the foreign end of these international routes to affect competition adversely in the U.S. market.

**E. Answer to Question 20 – Section 63.12**

This application qualifies for streamlined processing pursuant to Section 63.12 of the Commission's rules. As noted above, Tampnet's Foreign Carrier Affiliates are non-dominant in Australia, Brazil, Denmark, Norway, and the United Kingdom. Tampnet therefore qualifies for a presumption of non-dominance under Section 63.10 of the Commission's rules on all U.S.-international routes.



**II. INFORMATION REQUIRED BY SECTION 63.04 OF THE COMMISSION'S RULES IN RELATION TO THE TRANSFER OF BLANKET DOMESTIC 214 AUTHORITY**

In support of their request for consent to transfer control of Tampnet from Brent to Colombo, the Applicants submit the following information pursuant to Section 63.04(a)(6) through (a)(12) of the Commission's rules.<sup>11</sup>

**Section 63.04(a)(6) – Description of the transaction:**

A description of the Transaction and demonstration of how it will serve the public interest is attached as Exhibit 1.

**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 described in Exhibit 1, Tampnet offers domestic telecommunications services in the Gulf of Mexico and adjacent coastal areas in Louisiana, Mississippi, and Texas. Neither Colombo nor any of its affiliates provide domestic telecommunications services in the United States.

**Section 63.04(a)(8) – Statement as to how the application qualifies for streamlined treatment:**

The domestic Section 214 component of this application qualifies for presumptive streamlined processing pursuant to Section 63.03(b)(1)(ii) because neither Colombo nor its affiliates are telecommunications providers in the United States.

**Section 63.04(a)(9) – Identification of all other Commission applications related to this transaction:**

The FCC applications that are being filed in connection with this transaction are identified on page 2 of this narrative.

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<sup>11</sup> 47 C.F.R. § 63.04.

**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 no party to the Transaction is facing imminent business failure.

**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 application.

**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 Transaction will serve the public interest is attached as Exhibit 1.

### III. CONCLUSION

For the reasons stated above and in Exhibit 1, the Applicants respectfully request that the Commission approve the transfer control of Tampnet's domestic and international Section 214 authorizations.

Respectfully submitted,

**By: Brent Infrastructure I B.V.**

/s/ Nathalie Brabers

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August 24, 2018

**EXHIBIT 1**

**DESCRIPTION OF THE APPLICANTS AND PROPOSED TRANSACTION, PUBLIC  
INTEREST STATEMENT, AND ADMINISTRATIVE MATTERS**

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**ATTACHMENTS**

ATTACHMENT A: FCC LICENSES AND LEASES AND FRNs OF APPLICANTS AND RELATED PARTIES

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## **EXHIBIT 1**

### **DESCRIPTION OF THE APPLICANTS AND PROPOSED TRANSACTION, PUBLIC INTEREST STATEMENT, AND ADMINISTRATIVE MATTERS**

#### **I. INTRODUCTION**

Brent Infrastructure I B.V. (“Brent” or “Transferor”) and Colombo Topco Limited (“Colombo” or “Transferee”) request Commission consent under Sections 214 and 310 of the Communications Act of 1934, as amended (the “Act”),<sup>1</sup> for the transfer of control of Tampnet Inc. (“Tampnet”) and its subsidiaries Tampnet USA LLC (formerly known as Broadpoint Newco, LLC) (“Tampnet USA”) and Tampnet Licensee, LLC (“Tampnet Licensee”) (together with Brent, Colombo, Tampnet, and Tampnet USA, the “Applicants”) from Brent to Colombo (the “Transaction”). As set forth herein, Colombo is ultimately controlled by 3i Group plc, a publicly traded company listed on the London Stock Exchange.

The proposed Transaction involves the transfer of control of domestic and international Section 214 authorizations, Commercial Mobile Radio Service (“CMRS”) licenses and leases, common carrier and private microwave licenses, and common carrier and non-common carrier earth station licenses held by Tampnet, Tampnet USA, and/or Tampnet Licensee (the “Tampnet Companies”) pursuant to a July 27, 2018 share purchase agreement between Brent and Colombo Bido Limited (“Colombo Bidco”), an indirect, wholly owned direct subsidiary of Colombo. The FCC licenses and authorizations implicated by this Transaction and the FCC Registration Numbers for the Applicants and related parties are listed in Attachments A hereto.

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<sup>1</sup> 47 U.S.C. §§ 214, 310.

## **II. DESCRIPTION OF THE PARTIES AND THE PROPOSED TRANSACTION**

### **A. The Tampnet Companies**

Tampnet (FRN 0023627375), a corporation organized under the laws of Delaware, is the 100 percent direct parent company of Tampnet USA (FRN 0024781916) and Tampnet Licensee (FRN 0024556581), both of which are Delaware limited liability companies. The Tampnet Companies operate a high-speed 4G LTE wireless broadband network and a deep-water fiber broadband network in the Gulf of Mexico and adjacent coastal areas along the Gulf coast. These networks serve as a platform for the provision of communications services to customers in the oil and gas exploration and production segments of the energy industry, other entities in the maritime industry, and the customers of mobile telecommunications providers in the Gulf service area through roaming agreements with those providers. Tampnet was the first company to deploy operational offshore 4G LTE base stations in the Gulf of Mexico, bringing critical broadband services to offshore platforms. It is currently expanding its network to cover more than 95,000 square miles and 98 percent of all manned offshore assets in the Gulf with 4G LTE service. This expansion includes the deep-water region in the Gulf and provides overlapping coverage for increased redundancy. As a result of Tampnet's recent network investment in additional infrastructure, Tampnet now operates the largest high-speed, 4G LTE multi-point broadband network in the Gulf.

Tampnet is a wholly owned subsidiary of Tampnet AS ("Tampnet AS"), a Norwegian limited liability company that provides low-latency, high-capacity communication services to offshore installations in the North Sea adjacent to Denmark, Norway, and the United Kingdom. Tampnet AS provides service to oil and gas platforms, floating production storage and offloading units, and exploration rigs utilizing fiber backbone cables, radio links, and 4G LTE technology.

**B. Brent Infrastructure I B.V. (Transferor)**

Brent (FRN 0024574972), a limited liability company organized under the laws of the Netherlands, is a 50-50 joint venture of Brent Infrastructure I S.a.r.l. and Brent Infrastructure II SA, which in turn are owned and controlled indirectly by private equity investors through two investment funds, EQT Infrastructure I and EQT Infrastructure II, which are affiliated with the European private equity firm EQT AB. Brent owns an approximate 95 percent ownership interest in Brent Holding AS (“Brent Holding”), a limited liability company organized under the laws of the Netherlands. The remaining five percent of Brent Holding is held by individual shareholders (the “Brent Minority Shareholders”), none of which individually hold more than a five percent interest in Brent Holding. Brent Holding is the 100 percent direct parent company of Brent Invest AS (“Brent Invest”), which is a corporation organized under the laws of Norway. Tampnet AS currently is a wholly owned direct subsidiary of Brent Invest.

**C. Colombo Topco Limited (Transferee)**

Colombo. Colombo (FRN 0027767904) wholly owns and controls Colombo Holdco Limited (“Colombo Holdco”), which, in turn, wholly owns and controls Colombo Bidco. As set forth above, Colombo Bidco entered into a share purchase agreement with Brent, the ultimate parent company of the Tampnet Companies. Colombo, Colombo Holdco, and Colombo Bidco are limited liability companies organized under the laws of the United Kingdom and were formed for purposes of the Transaction. Following consummation of the Transaction, 3i Infrastructure plc (“3i Infrastructure”) and Arbejdsmarkedets Tillaegspension (“ATP”) each are expected to hold a 38.5-40 percent voting interest and a 42.5-45 percent equity interest in Colombo. The remaining approximately 20-25 percent voting and approximately 10-15 percent equity interest in Colombo that is not held by 3i Infrastructure or ATP will be issued to certain managers and executives of Tampnet shortly after the consummation of the Transaction. These

interests are expected to be held by the managers and executives through personal investment vehicles. None of these persons (or their personal investment vehicles) individually are expected to hold a direct or indirect equity or voting interest in Colombo of 5 percent or more.

ATP. ATP is a self-governing, mandatory pension scheme in Denmark established in 1964 under the Danish Act on Labour Market Supplementary Pension (the “ATP Act”).<sup>2</sup> The purpose of ATP is to distribute supplementary pension payments to more than five million members in Denmark in accordance with the ATP Act. ATP maintains a diverse portfolio and invests in a variety of industries with the goal of maximizing pensions for its members. ATP is managed by a Board of Representatives, a Supervisory Board, an Executive Committee,<sup>3</sup> and a Chief Executive Officer.<sup>4</sup> The members of the Board of Representatives are appointed by various organizations that represent Danish employers and employees and are approved by the Danish Ministry of Labour.<sup>5</sup> The Supervisory Board is composed of a subset of members of the Board of Representatives.<sup>6</sup> The address for ATP is Kongens Vænge 8, 3400 Hillerød, Denmark.

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<sup>2</sup> The governing bodies of ATP do not represent state functions; they represent labor market organizations including employers and unions. While the overall framework of ATP is set out in primary and secondary legislation, the day-to-day operations (including investment management) are run in accordance with the plans set out and agreed by the governing bodies. ATP operations as an investment manager are not influenced by state functions directly nor indirectly through ATPs governing bodies. As set forth below, four of 31 members of the Board of Representatives and 2 of 13 members of the Supervisory Board of ATP are appointed by government or quasi-government entities of the Danish government, in their capacity as employers of large numbers of individuals covered by the pension fund.

<sup>3</sup> ATP's Supervisory Board appoints an Executive Committee, which consists of three members of the Supervisory Board.

<sup>4</sup> ATP's Chief Executive Office and certain other leading employees are hired by the Supervisory Board.

<sup>5</sup> The Board of Representatives comprises 15 employer representatives that are elected by the Confederation of Danish Employers (10 members), the Minister of Finance (1 member), Danish Regions (1 member), the National Association of Local Authorities in Denmark (2 members) and the Danish Employers' Association for the Financial Sector (1 member) and 15 employee



3i Infrastructure. 3i Infrastructure is a public limited company organized under the laws of Jersey in the Channel Islands. It is an investment company that focuses on mid-market economic infrastructure and greenfield projects in developed markets. Its diverse portfolio focuses on businesses that provide essential services, have high barriers to entry, and maintain significant asset bases or long-term concessions that generate stable, long-term cash flows. 3i Infrastructure has access to a team of 30 advisors who have significant experience investing in and managing infrastructure assets. It is listed on the London Stock Exchange (Ticker: 3IN). Approximately 34 percent of 3i Infrastructure is owned by 3i Group plc (“3i Group”), and no other individuals or entities hold a direct or indirect voting or equity interest in 3i Infrastructure of ten percent or more. As further set forth below, it is intended that 3i Infrastructure will enter into an investment management agreement with 3i Investments plc (“3i Investments”), which is 3i Infrastructure’s current investment advisor. Under this arrangement, 3i Investments will have sole, indirect control over the day-to-day management of 3i Infrastructure’s indirect interest in Tampnet. The address for 3i Infrastructure is 12 Castle Street, St Helier, Jersey JE2 3RT.

3i Investments. 3i Investments currently is the exclusive investment advisor to 3i Infrastructure. It is intended, however, that 3i Investments will enter into separate arrangements

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representatives that are elected by the Danish Confederation of Trade Unions (10 members), the Confederation of Professionals in Denmark (3 members), the Danish Association of Managers (1 member) and the Danish Confederation of Professional Associations (1 member). Accordingly, the majority of the representatives are appointed by private organizations. The Chair of the Board of Representatives is elected by the 30 members bringing the total number of members up to 31. The Chair must be independent of the employer and the employee organizations.

<sup>6</sup> ATP's Supervisory Board comprises the Chair of the Board of Representatives, and 12 other members of the Board of Representatives which are appointed by the Confederation of Danish Employers (4 members), the Danish Regions and the National Association of Local Authorities in Denmark (1 member jointly), the Minister of Finance (1 member), the Danish Confederation of Trade Unions (3 members), the members in the Board of Representatives that are representing the salaried workers employed in the state or local governments, and the Confederation of Professionals in Denmark and the Danish Association of Managers (1 member jointly).

with both 3i Infrastructure and ATP prior to the consummation of the Transaction pursuant to which 3i Investments will act as the sole investment manager to 3i Infrastructure and ATP with respect to their respective indirect investments in Tampnet. As a result of these arrangements, 3i Investments will have sole, indirect control over the day-to-day management of Tampnet. 3i Investments is a wholly owned direct subsidiary of 3i plc (“3i plc”), which in turn is a wholly owned subsidiary of 3i Holdings plc (“3i Holdings”). 3i Holdings is a wholly owned direct subsidiary of 3i Group. 3i Investments, 3i plc, and 3i Holdings are public limited companies organized under the laws of the United Kingdom and their address is 16 Palace Street, London SW1E 5JD, United Kingdom.

3i Group. 3i Group is a public limited company that is listed on the London Stock Exchange (Ticker: III). It is organized under the laws of the United Kingdom and based in London. It is a leading multinational investment company focused on infrastructure and private equity. 3i Group executives have substantial managerial and financial expertise in the communications industry. The address of 3i Group is 16 Palace Street, London SW1E 5JD, United Kingdom.

3i Group indirectly wholly owns and controls 3i Investments and also holds a direct 34 percent voting and equity interest in 3i Infrastructure. Through these interests, 3i Group will hold ultimate control of the Transferee and therefore also of Tampnet. No individual or entity holds a sufficient interest in 3i Group to constitute a 5 percent or greater indirect equity or voting interest in Tampnet.<sup>7</sup>

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<sup>7</sup> However, Artemis Investment Management, LLP (“Artemis”), a privately held limited liability partnership organized under the laws of the United Kingdom, holds a 5.4% voting and equity interest in 3i Group. The address of Artemis is Cassini House, 57 St. James’s Street, London SW1A 1LD, United Kingdom.

#### **D. Description of the Proposed Transaction**

On July 27, 2018, Brent and Colombo Bidco entered into a Share Purchase Agreement (“Agreement”). Brent also has separately entered into agreements with the Brent Minority Shareholders to acquire all of their shares immediately prior to the closing of the Transaction. Pursuant to the Agreement, Brent will sell to Colombo Bidco and Colombo Bidco will buy from Brent all of the issued and outstanding shares of Brent Holding. As a result of the Transaction, Brent Holding will become a wholly owned direct subsidiary of Colombo Bidco, and, as a result, the Tampnet Companies will become wholly owned indirect subsidiaries of Colombo. Organizational diagrams of the current ownership structure of the Tampnet Companies and the post-consummation ownership structure are set forth in Attachment B.

#### **III. STANDARD OF REVIEW**

Under Section 310(d) of the Act, a license may be transferred or assigned where the Commission finds “that the public interest, convenience and necessity will be served thereby.”<sup>8</sup> This standard involves a balancing process that weighs the potential public interest benefits of

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<sup>8</sup> 47 U.S.C. § 310(d); see *Applications of AT&T Inc. and Dobson Communications Corporation For Consent to Transfer Control of Licenses and Authorizations*, Memorandum Opinion and Order, 22 FCC Rcd 20295, at ¶ 2 (2007) (“AT&T-Dobson Order”); *Applications of Midwest Wireless Holdings, L.L.C. and Alltel Communications, Inc. For Consent to Transfer Control of Licenses and Authorizations*, Memorandum Opinion and Order, 21 FCC Rcd 11526, 11535 (2006) (“Alltel-Midwest Order”); *Applications of Nextel Communications, Inc. and Sprint Corporation For Consent to Transfer Control of Licenses and Authorizations*, Memorandum Opinion and Order, 20 FCC Rcd 13967, 13976 (2005). (“Sprint-Nextel Order”); *Applications of Western Wireless Corporation and Alltel Corporation For Consent to Transfer Control of Licenses and Authorizations*, Memorandum Opinion and Order, 20 FCC Rcd 13053, 13062 (2005) (“Alltel-Western Order”); *Applications of AT&T Wireless Services, Inc. and Cingular Wireless Corp. For Consent to Transfer Control of Licenses and Authorizations*, Memorandum Opinion and Order, 19 FCC Rcd 21522, 21542 (2004) (“Cingular-AT&T Wireless Order”); *Applications for Consent to the Assignment of Licenses Pursuant to Section 310(d) of the Communications Act from NextWave Personal Communications, Inc., Debtor-in-Possession, to Subsidiaries of Cingular Wireless LLC*, Memorandum Opinion and Order, 19 FCC Rcd 2570, 2580 (“Cingular-NextWave Order”).

the proposed transaction against any potential harm.<sup>9</sup> Indeed, many transfer or assignment applications on their face show that a transaction will yield affirmative public interest benefits and will not violate the Act or Commission rules, nor frustrate or undermine the policies and enforcement of the Communications Act by reducing competition or otherwise.<sup>10</sup> The Commission has determined that such applications<sup>11</sup> do not require extensive review and expenditure of considerable resources by the Commission and interested parties.<sup>12</sup>

As demonstrated below, this Transaction promotes the objectives of the Act and enhances the Commission's ability to implement the competition enhancing objectives of the Act. It will

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<sup>9</sup> *AT&T-Dobson Order* at ¶ 10; *Alltel-Midwest Order*, 21 FCC Rcd at 11535; *Sprint-Nextel Order*, 20 FCC Rcd at 13976; *Alltel-Western Order*, 20 FCC Rcd at 13062-63; *Cingular-AT&T Wireless Order*, 19 FCC Rcd at 21543; *Cingular-NextWave Order*, 19 FCC Rcd at 2580-81.

<sup>10</sup> *In re Application of GTE Corp. and Bell Atlantic Corp. for Consent to Transfer Control of Domestic and Int'l Section 214 and 310 Authorizations and Application to Transfer Control of a Submarine Cable Landing License*, Memorandum Opinion and Order, 15 FCC Rcd 14,032, 14,048, ¶ 25 (2000) (“*GTE/Bell Atlantic Merger Order*”); *In re Applications for Consent to the Transfer of Control of Licenses and Section 214 Authorizations from MediaOne Group, Inc. to AT&T Corp.*, Memorandum Opinion and Order, 15 FCC Rcd 9816, 9822, ¶ 13 (2000) (“*MediaOne/AT&T Merger Order*”); *In re Applications for Consent to the Transfer of Control of Licenses and Section 214 Authorizations from Tele-Comm's, Inc. to AT&T Corp.*, Memorandum Opinion and Order, 14 FCC Rcd 3160, 3170, ¶ 16 (1999) (citing *In re Applications of Bourbeuse Tel. Co. and Fidelity Tel. Co.*, Memorandum Opinion and Order, 14 FCC Rcd. 803 (1998)); *SBC/Ameritech Merger Order*, 14 FCC Rcd at 14740-41, ¶ 54.

<sup>11</sup> *See Applications for Consent to the Transfer of Control of Licenses and Section 214 Authorizations from Telecommunications, Inc., Transferor to AT&T Corp., Transferee*, Memorandum Opinion and Order, 14 FCC Rcd 3160, 3170 (1999); *Ameritech Corp., Transferor, and SBC Communications Inc., Transferee, For Consent to Transfer Control of Corporations Holding Commission Licenses and Lines Pursuant to Sections 214 and 310(d) of the Communications Act and Parts 5, 22, 24, 25, 63, 90, 95 and 101 of the Commission's Rules*, Memorandum Opinion and Order, 14 FCC Rcd 14712, 14740-42 (1999) (“*Ameritech/SBC*”).

<sup>12</sup> *See Ameritech/SBC*, 14 FCC Rcd at 14740-42; *In re Applications for Consent to the Transfer of Control of Licenses and Section 214 Authorizations by Time Warner Inc. and Am. Online, Inc. to AOL Time Warner Inc.*, Order, 16 FCC Rcd 6547, 6557, ¶ 26 (2001); *GTE/Bell Atlantic Merger Order*, 15 FCC Rcd at 14048, ¶ 25; *MediaOne/AT&T Merger Order*, 15 FCC Rcd. at 9822, ¶ 13; *SBC/Ameritech Merger Order*, 14 FCC Rcd at 14740-41, ¶ 54; *see also In re Petition for Forbearance of the Indep. Tel. & Telecomms. Alliance*, Third Memorandum Opinion and Order, 14 FCC Rcd 10816, 10830-31, ¶ 20 (1999).

enhance competition, increase investment, and strengthen the diversity of competitive providers in the affected markets. The Transaction does not harm competition, or otherwise violate any statute or rule. Accordingly, the Commission should expeditiously approve the Transaction.

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

The Transaction offers significant public interest benefits without any countervailing public interest harms and should therefore be approved. The change in ultimate control of the Tampnet Companies will occur at the parent level and will not involve the assignment of operating authority, assets, or customers. Moreover, the Tampnet Companies will be able to draw upon the extensive managerial and communications experience of 3i Group and its affiliates. The management, operational, and customer-facing teams of the Tampnet Companies will continue to manage their day-to-day businesses following completion of the Transaction. The Tampnet Companies thus will continue to be operated by highly experienced, well-qualified personnel.

As the Commission recently recognized, “[a]s a body of water with no permanent residents, and with varied weather conditions, the Gulf of Mexico presents particular operating challenges for mobile networks.”<sup>13</sup> Notwithstanding the challenging operating environment in the Gulf of Mexico, Tampnet has already expanded network infrastructure in the Gulf through the deployment of more than 33 4G LTE base stations. With this expansion, Tampnet’s network helps meet the increasing demand for critical high-capacity and low-latency data and voice services, and it delivers services that improve the health, safety, quality, and operational

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<sup>13</sup> *Applications of AT&T Mobility Spectrum LLC, Tampnet Inc., Tampnet Licensee LLC, Broadpoint License Co., LLC, and Broadpoint Wireless License Co., LLC for Consent to Assign Licenses and Approval of Long-Term De Facto Transfer Spectrum Leasing Arrangements*, Memorandum Opinion and Order and Declaratory Ruling, 31 FCC Rcd 7890, ¶ 23 (2016) (“*AT&T-Tampnet-Broadpoint Order*”).

efficiency of persons involved in offshore oil and gas exploration and production operations. Through the Transaction, the Tampnet Companies will benefit from improved access to capital, enhancing their competitive position in the communications services space and their ability to provide a variety of innovative wireless products and services in the Gulf of Mexico to serve the unique needs of customers in this difficult operating environment.

Immediately after closing, the Tampnet Companies will continue to provide competitive and innovative services to existing customers at the same rates, terms, and conditions and in the same geographic areas as currently provided. Any future changes in the rates, terms, or conditions of service will be undertaken in response to market conditions and consistent with any applicable federal and state requirements. The Transaction will be transparent to customers and is not expected to result in the discontinuance, reduction, loss or impairment of service to any customer. In fact, there will not be any system cutover or network-based transition for existing customers.

Furthermore, the Transaction will not harm competition. Neither Colombo nor its affiliates (including ATP, 3i Infrastructure, and 3i Group) provide telecommunications services in the United States. Therefore, they do not currently compete with the Tampnet Companies. Consequently, the Transaction will not reduce the number of service providers in any market or result in any change in the Tampnet Companies' spectrum holdings.<sup>14</sup> Because neither Colombo

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<sup>14</sup> The Commission previously approved Tampnet's aggregation of between 55 MHz and 80 MHz of spectrum in its licensed areas, including up to 50 MHz of below 1-GHz spectrum in the Gulf of Mexico. The Commission's conclusion that customers would likely "benefit from access to improved performance and a more robust network ... resulting in a better customer experience" has been validated by Tampnet's expansion in the Gulf. *AT&T-Tampnet-Broadpoint Order* at ¶ 31. Because the Transaction will not result in the acquisition of any new spectrum, and because Tampnet has not acquired any additional below-1-GHz spectrum, the Commission's findings need not be revisited. Further, the Commission also determined that other service

nor any of its attributable owners holds any U.S. spectrum holdings, the Transaction poses no spectrum aggregation concerns.

## **V. ADMINISTRATIVE MATTERS**

### **A. Petition for Section 310(b)(4) Foreign Ownership Declaratory Ruling**

Tampnet and Colombo are concurrently filing a petition for a declaratory ruling seeking confirmation that it is in the public interest to permit a greater than 25 percent indirect foreign ownership interest in the Tampnet Companies, which hold multiple common carrier wireless licenses and common carrier satellite earth station authorizations.

### **B. Request for Approval of Additional Authorizations**

The authorizations identified in the associated applications are intended to be a complete list that includes all of the licenses, authorizations, and spectrum leases held by the Tampnet Companies that are subject to the Transaction. The Tampnet Companies, however, may now have on file, or may hereafter file, additional requests for authorizations for new or modified facilities related to the assets to be transferred to Colombo, which may be granted before the Commission acts on the transfer of control applications.

Accordingly, the Applicants request that any Commission consent of the Transaction include authority for Colombo to acquire control of the following:

- Any license or authorization issued to the Tampnet Companies during the Commission's consideration of the applications and the period required for consummation of the Transaction following approval;
- Any construction permits held by the Tampnet Companies that mature into licenses after closing; and

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providers, including Sprint, Verizon Wireless, Infrastructure Networks and Chevron, already hold significant amounts of spectrum that may be used to compete with Tampnet in the Gulf of Mexico. *Id.* at ¶ 23.

- Applications that are filed after the date of these applications and that are pending at the time of consummation.

Such authorization would be consistent with Commission precedent.<sup>15</sup> The Applicants also request that the Commission's approval of the Transaction include any facilities or authorizations that may have been inadvertently omitted.

### **C. Exemption from Cut-Off Rules**

Pursuant to Sections 1.927(h), 1.929(a)(2) and 1.933(b) of the Commission's rules, to the extent necessary,<sup>16</sup> the Applicants request a blanket exemption from any applicable cut-off rules in cases where the parties file amendments to pending applications to reflect consummation of the proposed transfer of control. This exemption is requested so that amendments to pending applications to report the change in ultimate ownership of these licenses would not be treated as major amendments. The Transaction's scope demonstrates that the ownership change would not be made for the acquisition of any particular pending application, but as part of a larger

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<sup>15</sup> See, e.g., *Applications filed by Qwest Communications Int'l Inc. and CenturyTel, Inc. d/b/a CenturyLink For Consent to Transfer of Control*, Memorandum Opinion and Order, 26 FCC Rcd 4194, 4214-15 ¶ 46 (2011); *Frontier Communications Corp. and Verizon Communications Inc. for Assignment or Transfer of Control*, Memorandum Opinion and Order, 25 FCC Rcd 5972, 5996 ¶ 64 (2010); *AT&T Wireless Services, Inc. and Cingular Wireless Corp. for Consent to Transfer Control of Licenses and Authorizations*, Memorandum Opinion and Order, 19 FCC Rcd 21522, 21626 ¶ 275 (2004) ("AT&T-Cingular Order").

<sup>16</sup> See, e.g., *Sprint Nextel Corp. and Clearwire Corp. Applications for Consent to Transfer Control of Licenses, Leases, and Authorizations*, Memorandum Opinion and Order, 23 FCC Rcd 17570, 17611 ¶ 105 (2008) ("Sprint-Clearwire Order"). With respect to cut-off rules under Sections 1.927(h) and 1.929(a)(2), the Commission has previously found that the public notice announcing the transaction will provide adequate notice to the public with respect to the licenses involved, including for any license modifications pending. In such cases, it determined that a blanket exemption of the cut-off rules was unnecessary. See *Ameritech Corp. and GTE Consumer Services Inc. for Consent to Transfer Control of Licenses and Authorizations*, Memorandum Opinion and Order, 15 FCC Rcd 6667, 6668 ¶ 2 n.6 (WTB 1999); *Comcast Cellular Holdings, Co. and SBC Communications, Inc. for Consent to Transfer Control of Licenses and Authorizations*, Memorandum Opinion and Order, 14 FCC Rcd 10604, 10605 ¶ 2 n.3 (WTB 1999).



transaction undertaken for an independent and legitimate business purpose. Grant of such an exemption would be consistent with previous Commission decisions routinely granting a blanket exemption in cases involving similar transactions.<sup>17</sup>

#### **D. Unconstructed Facilities and Trafficking**

To the extent authorizations for unconstructed systems are implicated by the Transaction, these authorizations are merely incidental, with no separate payment being made for any individual authorization or facility. This transaction thus raises no trafficking issues, and there is no reason to review the transaction for trafficking.<sup>18</sup>

### **VI. CONCLUSION**

For the reasons set forth herein, the Applicants respectfully submit that the grant of these applications will serve the public interest, convenience, and necessity, and thus warrants Commission approval.

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<sup>17</sup> See, e.g., *Sprint-Clearwire Order*, 23 FCC Rcd at 17611 ¶ 105; *AT&T-Cingular Order*, 19 FCC Rcd at 21626 ¶ 275; *PacifiCorp Holdings, Inc. and Century Tel. Enterprises, Inc. for Consent to Transfer Control of Pacific Telecom, Inc., a Subsidiary of PacifiCorp Holdings, Inc.*, Memorandum Opinion and Order, 13 FCC Rcd 8891, 8915-16 ¶ 47 (WTB 1997).

<sup>18</sup> See *id.* § 1.948(i)(1) (authorizing the Commission to request additional information if the transaction appears to involve unconstructed authorizations obtained for the “principal purpose of speculation”).

**ATTACHMENT A TO EXHIBIT 1**

**FCC LICENSES AND LEASES**

<b>Licensee</b>	<b>License/Authorization</b>	<b>File Number/ Call Sign</b>
Tampnet Inc.	International Section 214 Authorization	ITC-214-20150901-00218
	Domestic Section 214 Authorization	n/a
	CF – Common Carrier Fixed Point-to-Point Microwave	WQKF558 WQKF559 WQKF561 WQKQ781 WQLX475 WQLX478 WQMN211 WQNN589 WQNQ770
	MG – Microwave Industrial/ Business Pool	WQXA470 WQXA471 WQXA474 WQXA476 WQXA477
	Non-Common Carrier Earth Station	E100138 E140042
Tampnet USA LLC	CL – Cellular	KNKA411 KNKA412
	AW – AWS	WQGD642 WQGD643
	Common Carrier Earth Station <sup>19</sup>	E850118 E850191 E940069 E940070 E940071

<sup>19</sup> These earth station licenses are held by Tampnet USA, but they remain licensed under the name of Tampnet USA's predecessor in interest, Broadpoint Newco, LLC. The Applicants intend to file an administrative update with the Commission to reflect this non-substantive change.

<b>Licensee</b>	<b>License/Authorization</b>	<b>File Number/ Call Sign</b>
		E980371
	Non-Common Carrier Earth Station <sup>20</sup>	E040350 E040351 E040354 E040356 E040357 E040358 E040359 E040360 E090017 E090019 E090038 E090051 E090052 E090067 E090110 E090162 E090184 E130128 E850119 E960472 E970089 E970201
Tampnet Licensee LLC	CL – Cellular Spectrum Leases	L000020229 L000020230
	NN – 3650-3700 MHz	WQHV537
	CF – Common Carrier Fixed Point-to-Point Microwave	WQKF526 WQKF547 WQKF562 WQKF568 WQKF569

<sup>20</sup> These earth station licenses are held by Tampnet USA, but they remain licensed under the name of Tampnet USA's predecessor in interest, Broadpoint Newco, LLC. The Applicants intend to file an administrative update with the Commission to reflect this non-substantive change.

Licensee	License/Authorization	File Number/ Call Sign
		WQKF570
		WQKF573
		WQKG307
		WQKQ778
		WQKQ779
		WQKQ780
		WQKQ783
		WQKQ785
		WQLX474
		WQLX476
		WQMN491
		WQNN591
		WQNN593
		WQNN596
		WQTJ933
		WQTJ947
		WQTK206
		WQTK213
		WQTK215
		WQTK234
		WQTK364
		WQTK366
		WQTK379
		WQUN938
		WQYU465
		WQYU467
		WQYU475
		WQYU478
		WQYW382
		WQYW383
		WQZH984
		WQZH985
		WQZH986
		WQZH987
		WQZH988
		WQZI421
		WQZP902

<b>Licensee</b>	<b>License/Authorization</b>	<b>File Number/ Call Sign</b>
		WQZP903 WQZW494 WQZW495 WQZW528 WQZW529 WQZW542 WQZW545 WQZW548 WQZW549 WQZW550 WQZX656 WRBN347 WRCB900

**FCC REGISTRATION NUMBERS (FRNs) OF APPLICANTS AND RELATED PARTIES**

<b>Entity</b>	<b>FRN</b>
Tampnet Licensee LLC	0024556581
Tampnet USA LLC	0024781916
Tampnet Inc.	0023627375
Colombo Bidco Limited	0027742469
Colombo Holdco Limited	0027767896
Colombo Topco Limited	0027767904
Arbejdsmarkedets Tillaegspension	0027767920
3i Infrastructure plc	0027767938
3i Group plc	0027767946
Brent Infrastructure I B.V.	0024574972



**ATTACHMENT B TO EXHIBIT 1 (cont.)**

**POST-CLOSING OWNERSHIP STRUCTURE**

