

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

In the Matter of	)	
	)	
UBIQUITY DFW, LP,	)	
<i>Transferor,</i>	)	
	)	WB Docket No. -
<i>And</i>	)	
	)	
GENERATE-UBIQUITY HOLDINGS, LLC	)	
<i>Transferee,</i>	)	
	)	
<i>And</i>	)	
	)	
MILLENNIUM TELCOM, L.L.C.,	)	
<i>Authorization Holder.</i>	)	
	)	
Application for Consent to the Transfer of	)	
Control of Company Holding International	)	File No. ITC-T/C -
Authorization and Blanket Domestic	)	
Authorization Pursuant to Section 214 of the	)	
Communications Act of 1934, as Amended	)	

JOINT APPLICATION

Ubiquity DFW, LP, a Delaware Limited Partnership (“**Ubiquity**”), Generate-Ubiquity Holdings, LLC, a Delaware limited liability company (“**AssetCo**”), and Millennium Telcom, L.L.C., d/b/a OneSource Communications (“**Millennium**” or “**Authorization Holder**”) (Ubiquity, AssetCo, and Millennium are collectively referred to herein as the “**Parties**”), by their undersigned counsel, hereby request Commission consent, pursuant to Section 214 of the Communications Act of 1934, as amended, 47 U.S.C. 214 (the “**Act**”), and Sections 63.04, 63.18, and 63.24 of the Commission’s Rules, 47 C.F.R. 63.04, 63.18, and 63.24(e), to (i) the transfer of control of Millennium, which holds domestic and international authority and an International Section 214 authorization,

from Ubiquity DFW Aggregator, LP, a Delaware limited partnership (“**Parent**”) to AssetCo; and (ii) the conversion of the organizational form of Ubiquity from a Delaware limited partnership to a Delaware limited liability company.

This transfer of control will be achieved pursuant to an Equity Purchase Agreement and related documentation, by and among Parent, Ubiquity, and AssetCo, Prior to filing this application, AssetCo has purchased 24% of the outstanding equity interests of Ubiquity from Parent, and Ubiquity issued to AssetCo a convertible promissory note (the “**Note**”).

The Petitioners are seeking approval for the following remaining steps: (1) conversion of the Note into 73.5% of the issued and outstanding equity interests of Ubiquity; (2) the cancellation of all the equity interests in Ubiquity then held by Parent for no additional consideration, which will occur simultaneously with the conversion of the Note; and (3) the conversion of Ubiquity from a Delaware limited partnership to a Delaware limited liability company by AssetCo, which will take place after the conversion of the Note and cancellation of the equity interest in Ubiquity then held by Parent. These steps will not occur until receipt of all necessary state and federal approvals and consents (the foregoing, collectively, the “**Transaction**”).

Consent of the Commission is necessary for AssetCo to become the indirect ultimate parent of Millennium and to convert Ubiquity from a Delaware limited partnership to a Delaware limited liability company pursuant to the Transaction. The Section 214 authorization will continue to be held by Millennium after the closing of the Transaction. A description of how the Transaction will operate and serve the public interest is provided in Section III of this Joint Application.

Millennium is a provider of voice, data, and video services to residences and businesses in Fort Worth, Texas and the surrounding communities of Haslet, Keller, Southlake, Watauga and Westlake. AssetCo is ultimately controlled by Generate Capital, PBC, a Delaware public benefit corporation (“**Generate**”), which is a leading sustainable infrastructure company that builds, owns, operates and finances solutions for digital infrastructure, clean energy, water, waste and transportation. Pursuant to Section 63.04(b) of the Commission’s Rules, 47 C.F.R. 63.04(b), the Parties are filing a combined application for Commission consent to the proposed transfer of control of Millennium, from Parent to AssetCo and to convert Ubiquity from a Delaware limited partnership to a Delaware limited liability company. The Parties provide below the information required by Section 63.24(e)(2) of the Commission’s Rules, 47 C.F.R. 63.24(e)(2). **Exhibit A** provides the additional information requested by Sections 63.04(a)(6) through (a)(12) of the Commission’s Rules, 47 C.F.R. 63.04(a)(6)-(12).

The Parties respectfully request streamlined treatment of this Joint Application pursuant to Sections 63.03 and 63.12 of the Commission’s Rules, 47 C.F.R. 63.03 and 63.12. This Joint Application is eligible for streamlined processing pursuant to Section 63.03(b)(2) of the Commission’s Rules, 47 C.F.R. 63.03(b)(2), because: (1) the proposed Transaction will result in AssetCo (including its affiliates, as that term is defined in Section 3(1) of the Act) having a market share in the interstate, interexchange market of less than 10 percent; (2) Millennium is currently providing 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 Transaction; and (3)

neither Ubiquity, AssetCo, nor Millennium, nor any of their respective affiliates, are regulated as dominant with respect to any telecommunications service.

This Joint Application also qualifies for streamlined treatment under Section 63.12 because post-closing: (1) AssetCo will not be affiliated with any dominant U.S. carrier whose services AssetCo may resell; (2) AssetCo will not be affiliated with any foreign carriers; and (3) none of the other provisions contained in Section 63.12(c) of the Commission's Rules, 47 C.F.R. 63.12(c), will apply.

In support of this Joint Application, Applicants provide the following descriptive information:

I. PARTIES TO THIS JOINT APPLICATION

A. Ubiquity DFW, LP (FRN 0029641065)

Ubiquity is a Delaware limited partnership with an address of Suite 500, 5700 West 112th Street, Overland Park, Kansas 66211. Ubiquity's telephone number is (919) 368-6446.

B. Millennium Telcom, L.L.C. (FRN 0004341541)

Millennium is a Texas limited liability company with an address of 101 Bourland Road, Suite C, Keller, Texas 76248. Millennium's telephone number is (817) 745-3000. Millennium was authorized by the Commission under Section 214 of the Act, to provide international resale service, in File No. ITC-214-19981005-00686.

C. Generate-Ubiquity Holdings, LLC (FRN 0031597826)

AssetCo is a Delaware limited liability company with its corporate headquarters located at 560 Davis Street, Suite 250, San Francisco, CA 94111. AssetCo's telephone number is 415-360-3063.

II. DESCRIPTION OF THE TRANSACTION

As requested by this Joint Application, the Parties seek the Commission's consent to the proposed transfer of control of Millennium, a telecommunications carrier, from Parent to AssetCo. This transfer of control will be achieved pursuant to an Equity Purchase Agreement and related documentation, by and among Parent, Ubiquity, and AssetCo. Prior to filing this application, AssetCo purchased 24% of the outstanding equity interests of Ubiquity from Parent, and Ubiquity issued the Note to AssetCo.

The Petitioners are seeking approval for the following remaining steps: (1) conversion of the Note into 73.5% of the issued and outstanding equity interests of Ubiquity; (2) the cancellation of all the equity interests in Ubiquity then held by Parent for no additional consideration, which will occur simultaneously with the conversion of the Note; and (3) the conversion of Ubiquity from a Delaware limited partnership to a Delaware limited liability company by AssetCo, which will take place after the conversion of the Note and cancellation of the equity interest in Ubiquity then held by Parent. These steps will not occur until receipt of all necessary state and federal approvals and consents. Upon closing of the Transaction, Authorization Holder will continue operations and provide its current telecommunications services to Authorization Holder's customers and service areas. The Parties anticipate no interruption of services.

III. PUBLIC INTEREST STATEMENT

The proposed transfer of control described herein will serve the public interest and meets the Commission's public interest test. AssetCo is ultimately controlled by Generate, which is a leading sustainable infrastructure company driving the infrastructure revolution. Generate builds, owns, operates, and finances solutions for digital

infrastructure, clean energy, water, waste and transportation. Founded in 2014, Generate partners with over 35 technology and project developers and owns and operates more than 2,000 assets globally serving business, communities, school districts, and universities. Through the acquisition of the equity interests of Millennium by AssetCo, the customers of Millennium will continue receiving the high-quality, uninterrupted telecommunications services they currently are provided. At the same time, the proposed Transaction does not present any anti-competitive issues. Post-closing, the bulk of Millennium's management team and workforce are expected to be retained by Millennium. It is further expected that Millennium will continue to provide its present communications services to its customers without interruption. Furthermore, the proposed Transaction will not have a negative impact on competition as Millennium is not a dominant service provider in its service areas.

IV. INFORMATION REQUIRED BY SECTIONS 63.24(e) AND 63.18 OF THE COMMISSION'S RULES

In support of this Joint Application, the Parties submit the following information pursuant to Section 63.24(e) of the Commission's Rules, including the information requested in Section 63.18 (a)-(d) and (h)-(p):

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

Ubiquity:

Ubiquity DFW, LP
5700 W. 112th Street Suite 500
Overland Park, Kansas 66211
Phone Number: (919) 368-6446

Generate:

Generate-Ubiquity Holdings, LLC
560 Davis Street
Suite 250
San Francisco, California 94111
Phone Number: (415) 360-3063

Authority Holder:

Millennium Telcom, L.L.C.
101 Bourland Road
Suite C
Keller, Texas 76248
Phone Number: (817) 745-3000

- (b) Ubiquity DFW, LP is a limited partnership organized under the laws of the State of Delaware.

Generate-Ubiquity Holdings, LLC is a limited liability company organized under the laws of the State of Delaware.

Authority Holder: Millennium Telcom, L.L.C. is a Texas limited liability company. Millennium holds domestic authority and international authority pursuant to Section 214 of the Act. International Authority was granted in File No. ITC-214-19981005-00686.

- (c) Correspondence concerning this Joint Application should be sent to:

For Ubiquity and Millennium:

Barry A. Friedman, Esq.
Thompson Hine LLP
Suite 700
1919 M Street, NW
Washington, D.C. 20036
(202) 973-2789
barry.friedman@thompsonhine.com

For Generate-Ubiquity Holdings, LLC:

Kemal Hawa, Esq.
Greenberg Traurig, LLP
2101 L St. NW, Suite 1000
Washington, DC 20037
(202) 331-3119

hawak@gtlaw.com

- (d) Millennium is authorized by the Commission, in File No. ITC-214-19981005-00686, to provide international telecommunications services on a global resale basis.

Response items (e) through (g) are not applicable to the parties to this Joint Application.

(h) **Pre-Closing Ownership Information:**

A. Millennium Telcom, L.L.C., a limited liability company, the carrier, is owned and controlled by Ubiquity DFW, LP, a limited partnership:

Name:	Ubiquity DFW, LP
Address:	Suite 500 5700 W. 112 th Street Overland Park, Kansas 66211
Citizenship:	Delaware limited partnership
Principal Business:	Single purpose entity created to own and operate telecommunications carriers and service providers
Ownership:	100% direct ownership interest in Millennium. Owned by general and limited partners of Ubiquity DFW LP.

B. Ubiquity Holdings UGP, LLC, a limited liability company, is the General Partner of Ubiquity DFW, LP.

Name:	Ubiquity Holdings UGP, LLC
Address:	Suite 500 5700 W. 112 th Street Overland Park, Kansas 66211
Citizenship:	Delaware limited liability company
Principal Business:	Management entity.
Ownership:	100% of the general partner interests in Ubiquity DFW, LP

C. The members of Ubiquity Holdings UGP, LLC who hold a ten percent (10%) or greater interest in Ubiquity Holdings UGP, LLC are:

Name: Jamie Earp
Address: 3332 Fielding Avenue
Charlotte, NC 28211
Citizenship: United States
Principal Business: Business management
Ownership: 15%

Name: Ajay Ghanekar
Address: 15605 Linden Street
Overland Park, KS 66224
Citizenship: United States
Principal Business: Business management
Ownership: 15%

Name: Montage Investments LLC
Address: Suite 500
5700 W. 112th Street
Overland Park, Kansas 66211
Citizenship: Delaware limited liability company
Principal Business: Investment Firm.
Ownership: 60%

D. Montage Investments LLC has a single member, 1248 Holdings, LLC, holding all of Montage Investments LLC's membership interests.

Name: 1248 Holdings, LLC
Address: Suite 500
5700 W. 112th Street
Overland Park, Kansas 66211

Citizenship: Delaware limited liability company

Principal Business: Investment Firm.

Ownership: 100% of Montage Investments, LLC

E. Bicknell Family Management Company, LLC is the only voting member of 1248 Holdings, LLC.

Name: Bicknell Family Management Company, LLC

Address: Suite 500
5700 W. 112th Street
Overland Park, Kansas 66211

Citizenship: Delaware limited liability company

Principal Business: Investment Firm.

Ownership: .5% and sole voting member of 1248 Holdings, LLC

F. Bicknell Family Management Company Trust is the only voting member of Bicknell Family Management Company, LLC. The Bicknell Family Management Company Trust is a Missouri trust and the equity owned by the Trust is voted solely by the appointed Trustee, 1248 Trust Company, Inc.

Name: 1248 Trust Company, Inc.

Address: Suite 500
5700 W. 112th Street
Overland Park, Kansas 66211

Citizenship: Nevada corporation

Principal Business: Trust management

G. Martin C. Bicknell is the sole owner of 1248 Trust Company, Inc.

Name: Martin C. Bicknell

Address: Suite 500
5700 W. 112th Street
Overland Park, Kansas 66211

Citizenship: United States

Principal Business: Trust management

Ownership: 100%

H. The limited partners who hold a ten percent (10%) or greater interest in Ubiquity DFW, LP are:

Name: Ubiquity DFW Aggregator, LP

Address: Suite 500
5700 W. 112th Street
Overland Park, Kansas 66211

Citizenship: Delaware limited partnership

Principal Business: Investment Firm.

Ownership: 73.5% of the limited partner interest in Ubiquity DFW, LP

Name: Generate-Ubiquity Holdings, LLC

Address: 560 Davis Street, Suite 250
San Francisco, CA 94111

Citizenship: Delaware limited liability company

Principal Business: Investment Firm.

Ownership: 24% of the limited partner interest in Ubiquity DFW, LP

I. Ubiquity Holdings UGP, LLC, a limited liability company, is the General Partner of Ubiquity DFW Aggregator, LP. See Sections B to G above for information regarding the ownership of Ubiquity Holdings UGP, LLC. The limited partnership interests of Ubiquity DFW Aggregator, LP are fully insulated in accordance with the Commission's rules.

J. The members who hold a ten percent (10%) or greater interest in Generate-Ubiquity Holdings, LLC, or who control Generate-Ubiquity Holdings, LLC, are:

Name: Generate-Ubiquity Smart Cities I, LLC

Address: 560 Davis Street, Suite 250
San Francisco, CA 94111

Citizenship:	Delaware limited liability company
Principal Business:	Ownership of membership interests in Generate-Ubiquity Holdings, LLC, and Generate-Ubiquity Management, LLC.
Ownership:	80% of the Class A membership interests in Generate-Ubiquity Holdings, LLC.
Name:	Montage-Ubiquity SPV, LP
Address:	Suite 500 5700 W. 112 th Street Overland Park, Kansas 66211
Citizenship:	Delaware limited partnership
Principal Business:	Investment Firm.
Ownership:	20% of the Class A membership interests in Generate-Ubiquity Holdings, LLC
Name:	Generate-Ubiquity Management, LLC
Address:	560 Davis Street, Suite 250 San Francisco, CA 94111
Citizenship:	Delaware limited liability company
Principal Business:	Investment Firm.
Ownership:	100% of the Class B membership interests in Generate-Ubiquity Holdings, LLC and managing member of Generate-Ubiquity Holdings, LLC.

K. See Post-Closing Ownership Information - Section D to I below for information regarding the ownership of Generate-Ubiquity Smart Cities I, LLC.

L. The partner holding 100% of the general partner interests in Montage-Ubiquity SPV, LP is Ubiquity SPV GP, LP. The limited partnership interests of Montage-Ubiquity SPV, LP are fully insulated in accordance with the Commission's rules.

Name:	Ubiquity SPV GP, LP
Address:	Suite 500 5700 W. 112 th Street

Overland Park, Kansas 66211

Citizenship: Delaware limited partnership

Principal Business: Investment Firm.

Ownership: 100% of the general partnership interests in Montage-Ubiquity SPV, LP

M. The partner holding 100% of the general partner interests in Ubiquity SPV GP, LP is Ubiquity SPV UGP, LLC. The limited partnership interests of Ubiquity SPV GP, LP are fully insulated in accordance with the Commission's rules.

Name: Ubiquity SPV UGP, LLC

Address: Suite 500
5700 W. 112th Street
Overland Park, Kansas 66211

Citizenship: Delaware limited liability company

Principal Business: Investment Firm.

Ownership: 100% of the general partnership interests in Ubiquity SPV GP, LP.

N. The member holding 100% of the membership interests in Ubiquity SPV UGP, LLC is Montage Investments LLC. See Sections D to G above for information regarding the ownership of Montage Investments, LLC.

O. See Post-Closing Ownership Information – Section L to O below for information regarding the ownership of Generate-Ubiquity Management, LLC.

Post-Closing Ownership Information:

A. Millennium Telcom, L.L.C., a limited liability company, the carrier, is owned by Ubiquity DFW, LP, a limited partnership:

Name: Ubiquity DFW, LP

Address: Suite 500
5700 W. 112th Street
Overland Park, Kansas 66211

Citizenship: Delaware limited partnership

Principal Business: Single purpose entity created to own and operate telecommunications carriers and service providers.

Ownership: 100% direct ownership interest in Millennium. Owned by general and limited partners of Ubiquity DFW, LP.

B. Generate-Ubiquity Holdings, LLC, a limited liability company, is the General Partner of Ubiquity DFW, LP and is also a limited partner of Ubiquity DFW, LP.

Name: Generate-Ubiquity Holdings, LLC

Address: 560 Davis Street
Suite 250
San Francisco, California 94111

Citizenship: Delaware limited liability company

Principal Business: Management entity

Ownership: 100% of the general partner interest in Ubiquity DFW, LP and, 97.5% of the limited partner interest in Ubiquity DFW, LP.

C. Generate-Ubiquity Holdings, LLC has two classes of equity, Class A membership interests (the “Class A Units”) and Class B membership interests (the “Class B Units”) the ownership structure of the Class A Units and the Class B Units are as follows:

Class A Units

- Name: Generate-Ubiquity Smart Cities I, LLC
- Address: 560 Davis Street
Suite 250
San Francisco, California 94111
- Citizenship: Delaware limited liability company
- Principal Business: Investment Firm
- Ownership: 80% of Class A Units in Generate-Ubiquity Holdings, LLC.
- Name: Montage-Ubiquity SPV, LP

Address: 5700 W. 112th Street
Suite 500
Overland Park, Kansas 66211

Citizenship: Delaware limited partnership

Principal Business: Investment Firm.

Ownership: 20% of Class A Units in Generate-Ubiquity Holdings, LLC

Class B Units

- Name: Generate-Ubiquity Management, LLC
- Address: 560 Davis Street
Suite 250
San Francisco, California 94111
- Citizenship: Delaware limited liability company
- Principal Business: Investment firm and managing member of Generate-Ubiquity Holdings, LLC.
- Ownership: 100% of Class B Units in Generate-Ubiquity Holdings, LLC

D. GU Smart Cities, LLC, a limited liability company, is the sole member of Generate-Ubiquity Smart Cities I, LLC.

Name: GU Smart Cities, LLC

Address: 560 Davis Street
Suite 250
San Francisco, California 94111

Citizenship: Delaware limited liability company

Principal Business: To hold 100% of membership interests in Generate-Ubiquity Smart Cities I, LLC.

Ownership: 100% of the membership interest in Generate-Ubiquity Smart Cities I, LLC

E. Generate Fiber HoldCo, LLC, a limited liability company, is the sole member of GU Smart Cities, LLC.

Name:	Generate Fiber HoldCo, LLC
Address:	560 Davis Street Suite 250 San Francisco, California 94111
Citizenship:	Delaware limited liability company
Principal Business:	To hold membership interests in digital infrastructure project companies.
Ownership:	100% of the membership interest in GU Smart Cities, LLC

F. GC Portfolio Holdings I LLC, a limited liability company, is the sole member of Generate Fiber HoldCo, LLC.

Name:	GC Portfolio Holdings I LLC
Address:	560 Davis Street Suite 250 San Francisco, California 94111
Citizenship:	Delaware limited liability company
Principal Business:	To own membership interests in various Generate Capital project company entities.
Ownership:	100% of the membership interest in Generate Fiber HoldCo, LLC

G. Generate Capital, PBC, a Delaware public benefit corporation, is the sole member of GC Portfolio Holdings I LLC.

Name:	Generate Capital, PBC
Address:	560 Davis Street Suite 250 San Francisco, California 94111
Citizenship:	Delaware public benefit corporation

Principal Business: To own, operate and finance solutions for digital infrastructure, clean energy, water, waste and transportation.

Ownership: 100% of the membership interest in GC Portfolio Holdings I LLC

H. The shareholders holding a ten percent (10%) interest or greater in Generate Capital, PBC are:

- Name: AustralianSuper Pty Ltd as trustee of AustralianSuper
Address: Level 30, 130 Lonsdale Street, Melbourne / Victoria / 3000, Australia
Citizenship: Australia
Principal Business: Australian superannuation (pension) fund
Ownership: 26% interest in Generate Capital, PBC
- Name: QIC Limited
Address: 12 East 49th Street, 36th Floor New York, NY 10017
Citizenship: Australia
Principal Business: Investment Firm
Ownership: Through one or more investment vehicles owned or managed by QIC, QIC has a 24% ownership interest in Generate Capital, PBC

I. QIC Limited is wholly owned by the Queensland, Australia state government.

J. The limited partnership interests of Montage-Ubiquity SPV, LP are fully insulated in accordance with the Commission's rules.

K. Ubiquity SPV GP, LP, a limited partnership, is the General Partner of Montage-Ubiquity SPV, LP.

Name: Ubiquity SPV GP, LP

Address: 5700 W. 112th Street
Overland Park, Kansas 66211

Citizenship: Delaware limited partnership

Principal Business: Investment Firm.

Ownership: 100% of the general partner interest in
Montage-Ubiquity SPV, LP.

L. The members holding a ten percent (10%) or greater interest in
Generate-Ubiquity Management, LLC are:

- Name: Generate-Ubiquity Smart Cities I, LLC

Address: 560 Davis Street
Suite 250
San Francisco, California 94111

Citizenship: Delaware limited liability company

Principal Business: Investment Firm.

Ownership: 51% membership interest in Generate-
Ubiquity Management, LLC
- Name: BoxTurtle Holdings, LLC

Address: 3021 Bank Street, Suite 110
Charlotte, North Carolina 28203

Citizenship: United States

Principal Business: Business management

Ownership: 30% membership interest in
Generate-Ubiquity Management, LLC
- Name: Montage Investments, LLC

Address: Suite 500
5700 W. 112th Street
Overland Park, Kansas 66211

Citizenship: Delaware limited liability company.

Principal Business: Investment Firm.

Ownership: 16.28% membership interest in
Generate-Ubiquity Management, LLC

M. See Sections D to I above for information regarding the ownership of Generate-Ubiquity Smart Cities I, LLC.

N. The members holding a ten percent (10%) or greater interest in BoxTurtle Holdings, LLC are:

- Name: Ajay Ghanekar
Address: 15605 Linden Street
Overland Park, KS 66224
Citizenship: United States
Principal Business: Business Management
Ownership: 50% membership interest in BoxTurtle Holdings, LLC
- Name: Jamie Earp
Address: 3332 Fielding Avenue
Charlotte, NC 28211
Citizenship: United States
Principal Business: Business Management
Ownership: 50% membership interest in BoxTurtle Holdings, LLC

O. See Pre-Closing Ownership Information – Sections D to G above for information regarding the ownership of Montage Investments, LLC.

P. The limited partners holding a ten (10%) or greater interest in Ubiquity SPV GP, LP are:

- Generate-Ubiquity Management, LLC
Address: 560 Davis Street
Suite 250

	San Francisco, California 94111
Citizenship:	Delaware limited liability company
Principal Business:	Management of Generate-Ubiquity Holdings, LLC.
Ownership:	30% of the limited partner interest in Ubiquity SPV GP, LP
• Name:	Jamie Earp
Address:	3332 Fielding Avenue Charlotte, NC 28211
Citizenship:	United States
Principal Business:	Business management
Ownership:	10.5% of the limited partner interest in Ubiquity SPV GP, LP
• Name:	Ajay Ghanekar
Address:	15605 Linden Street Overland Park, KS 66224
Citizenship:	United States
Principal Business:	Business Management
Ownership:	10.5% of the limited partner interest in Ubiquity SPV GP, LP
• Name:	Montage Investments, LLC
Address:	Suite 500 5700 W. 112 th Street Overland Park, Kansas 66211
Citizenship:	Delaware limited liability company
Principal Business:	Investment Firm.
Ownership:	42% of the limited partner interest in Ubiquity SPV GP, LP

Q. The partner holding 100% of the general partner interests in Ubiquity SPV GP, LP is Ubiquity SPV UGP, LLC.

Name: Ubiquity SPV UGP, LLC

Address: Suite 500
5700 W. 112th Street
Overland Park, Kansas 66211

Citizenship: Delaware limited liability company

Principal Business: Investment Firm.

Ownership: 100% of the general partnership interests in Ubiquity SPV GP, LP.

R. See Sections L to O above for information regarding the ownership of Generate-Ubiquity Management, LLC.

S. See Pre-Closing Ownership Information – Sections D to G above for information regarding the ownership of Montage Investments, LLC

T. See Pre-Closing Ownership Information – Section N above for information regarding the ownership of Ubiquity SPV UGP, LLC.

- (i) The Parties certify that they are not, and following the proposed Transaction will not be, affiliated with any foreign carrier within the meaning of Sections 63.09(d) and (e).
- (j) The Parties certify that they do not seek authority to provide service to any country described in paragraphs (1) through (4) of Section 63.18(j).
- (k) Not applicable.
- (l) Not applicable.
- (m) Not applicable.
- (n) The Parties 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.
- (o) The Parties certify that no party to this Joint Application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug

Abuse Act of 1988.

- (p) This Section 214 Joint Application qualifies for streamlined International Bureau processing pursuant to Section 63.12 because the Parties are not affiliated with any foreign carriers; are not affiliated with any dominant U.S. carrier whose international switched or private line services Millennium intends to resell; and do not seek authority to provide switched basic services over private lines to a country for which the Commission has not previously authorized the provision of switched services over private lines. This Joint Application therefore should be granted, pursuant to Section 63.24.

V. INFORMATION REQUIRED BY SECTION 63.04(B) OF THE COMMISSION'S RULES

In accordance with the requirements of Section 63.04(b) of the Commission's Rules, the additional information required for the domestic Section 214 transfer control application is provided in *Exhibit A*.

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VII. CONCLUSION

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

Respectfully submitted,

**UBIQUITY DFW, LP AND
MILLENNIUM TELCOM, L.L.C.**

By: /s/ Barry A. Friedman
Barry A. Friedman
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Washington, D.C. 20036
(202) 331-8800
barry.friedman@thompsonhine.com

Counsel to Ubiquity DFW, LP and
Millennium Telcom, L.L.C.

**GENERATE-UBIQUITY HOLDINGS,
LLC**

By: /s/ Kemal Hawa
Kemal Hawa, Esq.
Greenberg Traurig, LLP
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(202) 331-3119
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Counsel to Generate-Ubiquity
Holdings, LLC

Dated: January 21, 2022

EXHIBIT A

DOMESTIC SECTION 214 TRANSFER OF CONTROL INFORMATION

In accordance with the requirements of Section 63.04(b) of the Commission's Rules, 47 C.F.R. 63.04, the Parties provide the following information in support of their request.

63.04(b)(6): Description of the Transaction

The proposed Transaction is described in Section II of this Joint Application.

63.04(b)(7): Description of Geographic Service Area and Services in Each Area

A description of the geographic service areas and services provided in each area is described in Sections I and IV of this Joint Application.

63.04(b)(8): Presumption of Non-Dominance and Qualification for Streamlining

This Joint Application is eligible for streamlined processing pursuant to Section 63.03(b)(2) of the Commission's Rules, 47 C.F.R. 63.03(b)(2), because: (1) the proposed Transaction will ratify that AssetCo (including its affiliates, as that term is defined in Section 3(1) of the Act) has a market share in the interstate, interexchange market of less than 10 percent; (2) Millennium will provide 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 Transaction; and (3) neither Ubiquity nor AssetCo, nor any of their respective affiliates, are regulated as dominant with respect to any service.

63.04(b)(9): Other Pending Commission Applications Concerning the Proposed Transaction

The Parties intend to file an application with the Wireless Telecommunications Bureau requesting consent to the transfer of control of certain business radio licenses granted by the Commission to Millennium, from Ubiquity to AssetCo.

63.04(b)(10): Special Considerations

None.

63.04(b)(11): Waiver Requests (If Any)

None.

63.04(b)(12): Public Interest Statement

The proposed Transaction is in the public interest for the reasons detailed in Section III of this Joint Application.