

	)	
In the Matter of Application of	)	
	)	WC Docket No. 21-_____
Dean Rogers, Transferor	)	ITC-214-20200325-00044
	)	
DID Central, LLC, Licensee	)	
	)	
and DIDCentral Pty Ltd., Transferee	)	
	)	
For Consent to a Transaction That Will Result in	)	
a Change of Control of a Limited Liability Company	)	
Holding Domestic and International Authority	)	
Pursuant to Section 214 of the Communications Act	)	
of 1934, as Amended	)	
	)	

Dean Rogers (“Transferor”), DID Central, LLC (“DIDCentral” or “Licensee”) and DIDCentral Pty Ltd. (“DIDCentral Pty” or “Transferee” and, collectively with Mr. Rogers and DIDCentral, the “Applicants”), pursuant to Section 214 of the Communications Act, as amended (the “Act”)¹ and §§ 63.04, 63.18 and 63.24 of the rules of the Federal Communications Commission (the “Commission”),² respectfully request Commission approval for a Transaction in which Mr. Rogers will transfer control of Licensee DIDCentral to DIDCentral Pty through the sale of his membership interest in DIDCentral to DIDCentral Pty (the “Transaction”).³

³ Applicants are filing this as a combined domestic and international Section 214 application pursuant to Section 63.04(b) of the Commission's rules. The additional information required by § 63.04(b) of the Commission's rules is provided in Attachment 1.

DIDCentral provides wholesale telecommunications services to telecommunications carriers, including competitive and incumbent local exchange carriers, throughout the United States and to the world. DIDCentral focuses on providing voice termination services. Mr. Rogers is the President and sole member of DIDCentral. The Transaction will diversify the ownership of DIDCentral by assigning Mr. Rogers's membership interest in DIDCentral to DIDCentral Pty, which is owned by three investment trusts. This Transaction will not change the operations or management of DIDCentral and will be completely transparent to DIDCentral's customers. The Transaction holds no adverse consequences either for consumers or for any telecommunications services markets. Consequently, grant of this Application by the Commission will serve the public interest.

The Applicants respectfully request streamlined treatment for both the domestic and international portions of this Application. The Transaction qualifies for such treatment for the reasons discussed below, in Section IV.

I. THE PARTIES

A. DIDCentral

DIDCentral is a Wyoming limited liability company, located at 1309 Coffeen Avenue, Suite 1409, Sheridan, WY 82801. DIDCentral holds domestic Section 214 authority by operation of law⁴ and holds Section 214 authority to provide facilities-based and resold international telecommunications services.⁵

⁴ See 47 C.F.R. § 63.01.

⁵ See File No. ITC-214-20200325-00044, granted December 9, 2020.

B. Dean Rogers

Dean Rogers is the President and sole member of DIDCentral. He holds the only outstanding membership interest in DIDCentral. Mr. Rogers is a citizen of Australia.

C. DIDCentral Pty

DIDCentral Pty is a proprietary limited company organized under the laws of the State of Queensland, Australia. DIDCentral Pty is an investment holding company and does not operate as a telecommunications service provider. DIDCentral Pty does not hold interests of ten percent or more in any other domestic telecommunications companies. Clarity Networks Holdings Pty Ltd. (“Clarity Networks”), a proprietary limited company organized under the laws of the State of Queensland, Australia, is the sole member of DIDCentral Pty. Clarity Networks is an investment holding company and does not operate as a telecommunications service provider. The membership interests in Clarity Networks are held by Aman Trust (45%), Dean Rogers Family Trust (45%) and Robinson Family Trust (10%).

II. DESCRIPTION OF THE TRANSACTION

On December 3, 2021, Mr. Rogers executed an Agreement and Assignment of Membership Interest in DID Central, LLC (the “Agreement”) with DIDCentral Pty. Pursuant to the Agreement, DIDCentral Pty will acquire Mr. Rogers’s membership interest in DIDCentral. At closing, DIDCentral will remain intact and continue to operate pursuant to its Commission-granted authority. The Transaction does not involve the assignment of any telecommunications authorizations, and will be transparent to all customers of DIDCentral.

Charts illustrating the pre-closing and post-closing ownership structure of DIDCentral are provided as Attachment 2.

III. PUBLIC INTEREST STATEMENT

The Transaction will benefit the public interest. Consummation of the Transaction will provide DIDCentral with access to the financial resources of DIDCentral Pty thus strengthening the operations of DIDCentral in the wholesale telecommunications services market. Even as these benefits are generated, the Transaction will have no adverse effects upon the operations of DIDCentral, its customers, or the telecommunications markets in the United States. Following consummation of the Transaction, DIDCentral will continue to provide the full range of services it does today, without diminishment or interruption. Consequently, the Transaction will not reduce the range or quality of service options available to DIDCentral's customers.

Similarly, the Transaction presents no anti-competitive concerns and will have no adverse impact on the U.S. domestic or international telecommunications markets. DIDCentral has less than a ten percent (10%) share of the interstate telecommunications market, and the Transaction will not have any effect on its market share given that DIDCentral Pty is not a telecommunications provider. Moreover, the presence of numerous other wholesale telecommunications carriers operating nationwide will ensure the continued competitiveness of this service sector.

Finally, given the absence of foreign carrier affiliates of any of the Applicants, the Transaction will not raise any foreign affiliation issues with potential for anti-competitive effects upon the international telecommunications markets.

IV. REQUEST FOR STREAMLINED TREATMENT OF THE APPLICATION

Applicants respectfully request streamlined treatment of both components of the Application pursuant to Section 63.03 (domestic) and Section 63.12 (international) of the Commission's rules.⁶ The domestic component of the Application qualifies for streamlined

⁶ 47 C.F.R. §§ 63.03, 63.12.

treatment because DIDCentral Pty, the Transferee, is not a telecommunications provider.⁷ The international component of the Application qualifies for streamlined treatment because DIDCentral Pty is not affiliated with a foreign carrier or with a dominant U.S. carrier.⁸

V. INFORMATION REQUIRED BY SECTION 63.24(E) OF THE COMMISSION'S RULES

Pursuant to Section 63.24(e) of the Commission's rules, the Applicants provide the following responses to, and certifications for, paragraphs (a)-(d) and (h)-(p) of Section 63.18 of the Commission's Rules.

(a) Name, address, telephone number

DID Central, LLC (FRN: 0029335494)
1309 Coffeen Avenue, Suite 1409
Sheridan, WY 82801
Tel: (888) 676-5994

Dean Rogers (FRN: 0031662000)
20 Charles Street
Brassall
Queensland, Australia 4305
Tel: 61 468 484 448

DIDCentral Pty Ltd. (FRN: 0031661390)
Unit 2, 9 Dudley Street
Highgate Hill
Brisbane
Queensland, Australia 4101
Tel: 61 1300 898 949

(b) Citizenship

DIDCentral is a Wyoming limited liability company. Dean Rogers is a citizen of Australia. DIDCentral Pty is a proprietary limited company organized under the laws of the State of Queensland, Australia.

⁷ 47 C.F.R. § 63.03(b)(1)(ii).

⁸ 47 C.F.R. § 63.12(c)(1) and (2).

(c) Contact information for Correspondence

Correspondence concerning this Application for all Applicants should be sent to:

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333 West Wacker Drive, Suite 2600
Chicago, IL 60606
Telephone: (312) 857-2350
Email: hkelly@kelleydrye.com

Debra Mercer McGuire
KELLEY DRYE & WARREN, LLP
Washington Harbour, Suite 400
3050 K Street, NW
Washington, DC 20007
Telephone: (202) 342-8639
Email: dmercerc@kelleydrye.com

With an electronic copy to:

Alan Graham
DIDCentral Pty Ltd.
Email: alan@didcentral.io

Shane Robinson
DIDCentral Pty Ltd.
Email: shane.robinson@johnwestlogistics.com.au

(d) International 214 Authorizations:

DIDCentral holds blanket domestic Section 214 authority by operation of law and. and holds Section 214 authority to provide facilities-based and resold international telecommunications services, granted on December 9, 2020 in File No. ITC-214-20200325-00044, granted December 9, 2020. DIDCentral Pty is not a carrier and does not hold any Section 214 authority.

(h) Ten Percent or Greater Interest Holders/Interlocking Directorates

After consummation of the Transaction, the following entities and/or individuals will own a ten percent (10%) or greater direct or indirect ownership interest in DIDCentral. These ownership interests are reflected on the organizational charts provided in Attachment 2.

Name: DID Central Pty Ltd.
Address: Unit 2, 9 Dudley St., Highgate Hill, Queensland, Australia 4101
Citizenship: Australia
Percentage Interest: 100% direct equity in DIDCentral
Principal Business: Holding Company

Name: Clarity Networks Holdings Pty Ltd.
Address: Unit 2, 9 Dudley St., Highgate Hill, Queensland, Australia 4101
Citizenship: Australia
Percentage Interest: 100% indirect equity – interest held through DIDCentral Pty
Principal Business: Holding company

Name: Aman Trust
Address: Unit 2, 9 Dudley St., Highgate Hill, Queensland, Australia 4101
Citizenship: Australia
Percentage Interest: 45% indirect equity – interest held through Clarity Networks
Principal Business: Investor

Name: Dean Rogers Family Trust
Address: 20 Charles St., Brassall, Queensland, Australia 4305
Citizenship: Australia
Percentage Interest: 45% indirect equity – interest held through Clarity Networks
Principal Business: Investor

Name: Robinson Family Trust
Address: Unit 1002, 35 Tondara Lane, West End, Queensland, Australia 4101
Citizenship: Australia
Percentage Interest: 10% indirect equity – interest held through Clarity Networks
Principal Business: Investor

Upon closing, no other entity or individual will own a ten percent (10%) or greater direct or indirect equity or voting interest in DIDCentral. There are no interlocking directorates with foreign carriers.

(i) Foreign Carrier Affiliation Certification

DIDCentral will not acquire any foreign carrier affiliates as a result of the Transaction.

(j) Foreign Carrier and Destination Countries

The Applicants certify that, upon consummation of the Transaction, DIDCentral will not provide international telecommunications services to any destination country in which: (1) it is a foreign carrier in the destination market; (2) it controls a foreign carrier in the destination market; (3) any entity that owns more than twenty five percent (25%) of, or that controls, DIDCentral, controls a foreign carrier in that country; or (4) two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate, more than twenty-five percent (25%) of DIDCentral and are parties to, or the beneficiaries of, a contractual relationship affecting the provision or marketing of international basic telecommunications services in the United States.

(k) WTO Membership of Destination Countries

Not applicable.

(l) Reserved

(m) Regulatory Classification of International Telecommunications Services

This section is not applicable because DIDCentral Pty does not operate as a telecommunications service provider and DIDCentral does not have any foreign carrier affiliates. However, in the event that the Commission classifies DIDCentral as dominant on a foreign route, which it should not, DIDCentral agrees that it will not resell the international switched services of an affiliated, facilities-based U.S. carrier to such foreign point except in accordance with the Commission's rules.

(n) Special Concessions Certification

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 sufficient market power on the foreign end of the route to adversely affect competition in the U.S. market and, further, that they will not enter into such agreements in the future.

(o) Federal Benefits/Anti-Drug Act of 1988 Certification

The Applicants certify, pursuant to Sections 1.2001 through 1.2003 of the Commission's rules, that they are not subject to a denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862.

(p) Eligibility for Streamlined Processing

The Applicants request streamlined processing of this Application pursuant to Section 63.12 of the Commission's rules, 47 C.F.R. § 63.12, for the reasons set forth in Section IV of this Application.

WHEREFORE, for the foregoing reasons, the Applicants respectfully request that the Commission expeditiously act to approve the Transaction described herein.

Respectfully submitted,

DID Central, LLC
DIDCentral Pty Ltd.
Dean Rogers



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The Parties' Attorneys

January 31, 2022

LIST OF ATTACHMENTS

Attachment 1	Information required by 47 C.F.R. § 63.04
Attachment 2	Pre-Transaction and Post-Transaction Organizational Charts

Attachment 1

INFORMATION REQUIRED BY 47 C.F.R. § 63.04(b)

In accordance with the requirements of Section 63.04(b) of the Commission's rules, Applicants provide the following information:

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

The Transaction is described in Section II of the Application.

63.04(a)(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 Section I of the Application.

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

This Application is eligible for streamlined processing for the reasons described in Section IV of the Application.

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

There are no other pending Commission applications concerning the proposed Transaction.

63.04(a)(10): Special Considerations

Not Applicable.

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

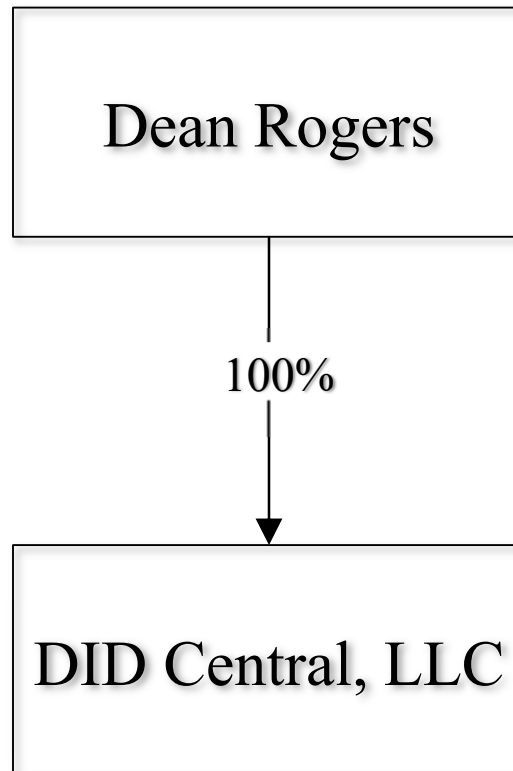
None.

63.04(a)(12): Public Interest Statement

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

Attachment 2

DID Central Pre-Close Ownership Chart



DID Central Post-Close Ownership Chart

