

Morgan Lewis

Andrew D. Lipman
Danielle Burt
Leetal Weiss

andrew.lipman@morganlewis.com
danielle.burt@morganlewis.com
leetal.weiss@morganlewis.com

April 28, 2022

VIA IBFS

Marlene Dortch, Secretary
Federal Communications Commission
Office of the Secretary
45 L Street, NE
Washington, DC 20554
Attn: International Bureau

Re: Notification Regarding the *Pro Forma* Transfer of Control of Everstream Solutions LLC, Everstream GLC Holding Company, LLC and HRS Internet, LLC

Dear Secretary Dortch:

Everstream Solutions LLC ("Everstream"), Everstream GLC Holding Company, LLC ("Everstream GLC"), and HRS Internet, LLC ("HRS Internet") (together the "Licensees") pursuant to 47 C.F.R. § 63.24(f), notify the Commission of a *pro forma* change completed on April 1, 2022 that resulted in a change in Licensees' indirect ownership, with no change to their ultimate ownership (the "*Pro Forma* Change").¹ As detailed herein, HRS Internet is directly owned by Everstream and both Everstream and Everstream GLC are directly owned by Midwest Fiber Acquisition LLC ("Midwest"). The *Pro Forma* Change involved the insertion of two intermediate holding companies between, Midwest and Everstream and Everstream GLC's intermediate parent, Midwest Fiber Holdings LP. Licensees emphasize that their customers were not impacted by these changes. Since the ultimate control and ownership of Licensees did not change, the *Pro Forma* Change was *pro forma* in nature.

¹ Everstream has concurrently filed notice of the *Pro Forma* Change with the FCC's Wireless Telecommunications Bureau in connection with its common carrier fixed point-to-point licenses.

Morgan, Lewis & Bockius LLP

1111 Pennsylvania Ave., NW
Washington, DC 20004-2541
United States

T +1.202.739.3000
F +1.202.739.3001

Information Required by Section 63.24(f)(2)

As required by Section 63.24(f)(2), the Licensees provide the following information required by 63.18(a) through (d) and (h):

Sections 63.18(a): Name, address and telephone number of the Licensees:

Everstream Solutions LLC
1228 Euclid Ave, #250
Cleveland, OH 44115
+1 (844) 733-4700

Everstream GLC Holding Company, LLC
1228 Euclid Ave, #250
Cleveland, OH 44115
+1 (844) 733-4700

HRS Internet, LLC
731 W Henry St Ste 201
Indianapolis, IN, 46225-1116
+1 (317) 726-6767

Sections 63.18(b): Organization of the Parties:

Everstream Solutions LLC is an Ohio limited liability company.

Everstream GLC Holding Company, LLC is a Delaware limited liability company.

HRS Internet, LLC is an Indiana limited liability company.

Section 63.18(c): Correspondence concerning this filing should be sent to the Licensees' counsel:

Andrew D. Lipman
Danielle Burt
Leetal Weiss
Morgan, Lewis & Bockius LLP
1111 Pennsylvania Ave., N.W.
Washington, DC 20004
202-739-3000 (Tel)
202-739-3001 (Fax)
andrew.lipman@morganlewis.com
danielle.burt@morganlewis.com
leetal.weiss@morganlewis.com

Marlene Dortch, Secretary
April 28, 2022
Page 3

Section 63.18(d): The Licensees' hold the following international Section 214 authorizations:

Everstream holds international Section 214 authorization granted in IB File No. ITC-214-20160120-00027 as assigned on March 16, 2018 in IB File No. ITC-ASG-20180320-00061.

Everstream GLC holds international Section 214 authorization granted in IB File No. ITC-214-19970116-00027 as assigned in IB File No. ITC-ASG-20160426-00157 on July 15, 2016.

HRS Internet holds international Section 214 authorization granted in IB File No. ITC-214-20080612-00268.

Sections 63.18(h): See **Attachment 1** for the ownership of Everstream, Everstream GLC, and HRS Internet.

The Licensees certify that the *Pro Forma* Change was *pro forma*, and did not result in a change in the actual controlling party of the Licensees, or the authorizations held by the Licensees.

* * * *

This notification letter is being filed electronically via MyIBFS. Please direct any questions to the undersigned.

Respectfully submitted,

/s/

Andrew D. Lipman
Danielle Burt
Leetal Weiss

Counsel for the Licensees

ATTACHMENT 1

Answer to Question 11 - Section 63.18(h) Ownership Information

The following entities currently hold, directly or indirectly, a 10% or greater interest² in Everstream, Everstream GLC, and HRS Internet:

Name:	Midwest Fiber Acquisition LLC
Address:	One Bryant Park 1111 Avenue of the Americas New York, NY 10036
Interest:	100% directly in Everstream Solutions and Everstream GLC
Citizenship:	Delaware
Name:	Midwest Fiber Acquisition Midco1 LLC
Address:	One Bryant Park 1111 Avenue of the Americas New York, NY 10036
Interest:	100% indirectly in Licensees through Midwest Fiber Acquisition LLC
Citizenship:	Delaware
Name:	Midwest Fiber Acquisition Topco LLC
Address:	One Bryant Park 1111 Avenue of the Americas New York, NY 10036
Interest:	100% indirectly in Licensees through Midwest Fiber Acquisition Midco1 LLC
Citizenship:	Delaware
Name:	Midwest Fiber Holdings LP
Address:	One Bryant Park 1111 Avenue of the Americas New York, NY 10036
Interest:	100% indirectly in Licensees through Midwest Fiber Acquisition Topco LLC
Citizenship:	Delaware
Name:	Midwest Fiber Intermediate US LP
Address:	c/o AMP Capital Investors (US) Limited 1114 Avenue of the Americas, 16 th floor New York, NY 10036
Ownership:	98.64% equity indirectly in Licensees through Midwest Fiber Holdings LP
Citizenship:	Delaware

² Unless otherwise indicated, the ownership interests provided herein represent both equity and voting interests.

Name: Midwest Fiber Midco LP
Address: c/o AMP Capital Investors (US) Limited
1114 Avenue of the Americas, 16th floor
New York, NY 10036
Ownership: 91.38% equity indirectly in Licensees through Midwest Fiber Intermediate US LP
Citizenship: Delaware

Name: AMP Capital Global Infrastructure Fund II A LP SCSp
Address: 14 rue Edward Steichen
Luxembourg L-2540
Grand Duchy of Luxembourg
Ownership: 7.25% equity indirectly in Licensees through Midwest Fiber Intermediate US LP
Citizenship: Luxembourg

Name: GIF II US Aggregator LP
Address: c/o AMP Capital Investors (US) Limited
1114 Avenue of the Americas, 16th floor
New York, NY 10036
Ownership: 91.38% equity indirectly in Licensees through Midwest Fiber Midco LP
Citizenship: Delaware

Name: AMP Capital Global Infrastructure Fund II B LP SCSp
Address: 14 rue Edward Steichen
Luxembourg L-2540
Grand Duchy of Luxembourg
Ownership: 48.76% equity indirectly in Licensees through GIF II US Aggregator LP
Citizenship: Luxembourg

Name: AMP Capital Global Infrastructure Fund II C LP SCSp.
Address: 14 rue Edward Steichen
Luxembourg L-2540
Grand Duchy of Luxembourg
Ownership: 28.21% equity indirectly in Licensees through GIF II US Aggregator LP
Citizenship: Luxembourg

Name: AMP Capital Global Infrastructure Fund II E LP SCSp
Address: 14 rue Edward Steichen
Luxembourg L-2540
Grand Duchy of Luxembourg
Ownership: 14.39% equity indirectly in Licensees through GIF II US Aggregator LP
Citizenship: Luxembourg

Name: AMP Capital Investors (GIF II GP) S.à.r.l. ("GIF II GP")
Address: 14 rue Edward Steichen
Luxembourg L-2540
Grand Duchy of Luxembourg

Ownership: 100% voting indirectly in Licensees as General Partner of Midwest Fiber Holdings LP, Midwest Fiber Intermediate US LP, Midwest Fiber Midco LP, GIF II US Aggregator LP, AMP Capital Global Infrastructure Fund II A LP SCSp, AMP Capital Global Infrastructure Fund II B LP SCSp, AMP Capital Global Infrastructure Fund II C LP SCSp, AMP Capital Global Infrastructure Fund II D LP SCSp, AMP Capital Global Infrastructure Fund II E LP SCSp
 Citizenship: Luxembourg

Name: AMP Capital Investors International Holdings Ltd.
 Address: 33 Alfred Street, Sydney NSW 2000 (Australia)
 Ownership: 100% voting indirectly in Licensees through GIF II GP
 Citizenship: Australia

Name: Collimate Capital Holdings Ltd.³
 Address: 33 Alfred Street, Sydney NSW 2000 (Australia)
 Ownership: 100% voting indirectly in Licensees through AMP Capital Investors International Holdings Ltd.
 Citizenship: Australia

Name: AMP Holdings Ltd.
 Address: 33 Alfred Street, Sydney NSW 2000 (Australia)
 Ownership: 100% voting indirectly in Licensees through Collimate Capital Holdings Ltd.
 Citizenship: Australia

Name: AMP Group Holdings Ltd.
 Address: 33 Alfred Street, Sydney NSW 2000 (Australia)
 Ownership: 100% voting indirectly in Licensees through AMP Holdings Ltd.
 Citizenship: Australia

Name: AMP Limited
 Address: 33 Alfred Street, Sydney NSW 2000 (Australia)
 Ownership: 100% voting indirectly in Licensees through AMP Group Holdings Ltd.
 Citizenship: Australia

Collimate Capital Holdings Ltd. ("Collimate") is a global investment manager headquartered in Australia, with a growing international presence, including in North America. Collimate has a heritage and strength in infrastructure and real estate, and specialist expertise in fixed income, equities and

³ In February 2022, AMP Capital Holdings Limited changed its name to Collimate Capital Holdings Ltd.

multi-asset solutions. Collimate is currently owned by AMP Holdings Ltd., an Australian company owned by AMP Group Holdings Ltd., an Australian company owned by AMP Limited, one of Australia's largest retail and corporate pension providers.

Answer to Question 12 - Section 63.18(h) Interlocking Directorates

None of the Licensees have any interlocking directorates with a foreign carrier. The Licensees certify that they are not foreign carriers or affiliated (as defined in 47 C.F.R. § 63.09) with any foreign carriers.

Answer to Question 13 - Description of the *Pro Forma* Change

The *Pro Forma* Change involved the insertion of two intermediate holding companies between Everstream and Everstream GLC's direct parent, Midwest, and indirect parent Midwest Fiber Holdings LP, a Delaware limited partnership. Specifically, Midwest Fiber Acquisition Midco1 LLC, a Delaware limited liability company, is now the sole manager of Midwest, and Midwest Fiber Acquisition TopCo LLC, a Delaware limited liability company, is now sole manager of Midwest Fiber Acquisition Midco1 LLC. The entity above Midwest Fiber Acquisition TopCo LLC is Midwest Fiber Holdings LP. Accordingly, the *Pro Forma* Change did not result in any changes in the ultimate ownership of the Licensees, which remain under the ownership of Midwest Fiber Holdings LP and its owners.

Licensees emphasize that the only change is having new intermediary holding companies inserted. Licensees and their customers were not impacted by the changes as the Licensees are continuing to conduct all of their operations as previously conducted.

VERIFICATION

I, Brett Lindsey, state that I am the Authorized Representative of Midwest Fiber Acquisition LLC, the parent of Everstream Solutions LLC, Everstream GLC Holding Company, LLC, and HRS Internet, LLC (the “Companies”); that I am authorized to make this Verification on behalf of the Companies; that the foregoing filing was prepared under my direction and supervision; and that the contents with respect to the Companies are true and correct to the best of my knowledge, information, and belief.

Dated: April 28, 2022

DocuSigned by:

Brett Lindsey

D048522170484E8...

Brett Lindsey
Authorized Representative
Midwest Fiber Acquisition LLC
Everstream Solutions LLC
Everstream GLC Holding Company, LLC
HRS Internet, LLC