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

In the Matter of the Application of	)	
	)	
AMP Capital Investors International	)	
Holdings Ltd.	)	WC Docket No. 22-_______
Transferor,	)	
	)	File No. ITC-T/C-2022__________
Everstream Solutions LLC,	)	File No. ITC-T/C-2022__________
Everstream GLC Holding Company LLC,	)	File No. ITC-T/C-2022__________
HRS Internet LLC,	)	
Lynx Network Group, Inc.	)	
Licensees,	)	
	)	
and	)	
	)	
DB Puma GIF II GP HoldCo, LLC	)	
Transferee,	)	
	)	
for Authority Pursuant to Section 214 of the	)	
Communications Act of 1934, as Amended, and	)	
Sections 63.04 and 63.24 of the Commission's	)	
Rules to Transfer Control of Domestic and	)	
International Section 214 Carriers	)	

JOINT APPLICATION

I. INTRODUCTION

A. Summary of Transaction

AMP Capital Investors International Holdings Ltd. ("Transferor"), Everstream Solutions LLC ("Solutions"), Everstream GLC Holding Company LLC ("GLC"), HRS Internet LLC ("HRS Internet"), and Lynx Network Group, Inc. ("Lynx" and collectively with Solutions, GLC, and HRS Internet, "Licensees"), and DB Puma GIF II GP HoldCo, LLC ("Transferee") (collectively, "Applicants") respectfully request authority pursuant to Section 214 of the Communications Act of 1934, as amended, 47 U.S.C. § 214 (the "Act"), and Sections 63.04 and 63.24 of the Rules of the Commission, 47 C.F.R. §§ 63.04, 63.24, to transfer control of Licensees, entities that hold authority under Section 214 to provide domestic and international telecommunications services on a competitive basis, from Transferor to Transferee. Specifically, Transferor is selling its 100% ownership interest in AMP Capital Investors (GIF II GP) S.à.r.l., a Luxembourg company, to Transferee, resulting in a change in the voting control of Licensees (the "Transaction"). Following the Transaction, Licensees will continue to be indirect, wholly owned subsidiaries of Midwest Fiber Holdings LP, which will remain indirectly owned by four limited partnerships organized in Luxembourg (AMP Capital Global Infrastructure Fund II A LP, AMP Capital Global Infrastructure Fund II B LP, AMP Capital Global Infrastructure Fund II C LP, and AMP Capital Global Infrastructure Fund II E LP), collectively referred to as "GIF II," with a 1.5% ownership interest held by management-owned vehicle (Midwest Fiber Management LP, a Delaware limited partnership (the "Management-Owned Vehicle")).[1] AMP Capital Investors (GIF II GP) S.à.r.l. is the general partner of Midwest Fiber Holdings LP, the Management-Owned Vehicle, and the four Luxembourg limited partnerships.

Immediately following the Transaction, Licensees will continue to provide service to their existing customers under the same rates, terms, and conditions and without interruption. No assignment of licenses, assets, or customers will occur as a consequence of the proposed Transaction.

B. Request for Streamlined Processing

Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Sections 63.03 and 63.12 of the Commission's Rules, 47 C.F.R. §§ 63.03 & 63.12.

[1] Applicants expect that each fund of GIF II will change their names to no longer use "AMP Capital."

With respect to domestic authority, this Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) because, immediately following the Transaction:

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

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

II. DESCRIPTION OF THE APPLICANTS

A. Transferor and Licensees

Transferor is headquartered in Australia and owns a global infrastructure equity investment management business. Transferor is wholly owned by Collimate Capital Limited ("Collimate Capital")[2] which is a global investment manager headquartered in Australia. Collimate Capital is a downstream subsidiary of AMP Limited, one of Australia's largest retail and corporate pension providers.

[2] In February 2022, AMP Capital Holdings Limited changed its name to Collimate Capital Ltd.

Transferor currently owns 100% of AMP Capital Investors (GIF II GP) S.à.r.l., the general partner of four Luxembourg limited partnerships referred to as GIF II. AMP Capital Investors (GIF II GP) S.à.r.l. is also the general partner of the following Delaware limited partnerships that are indirect owners of Licensees: GIF II US Aggregator LP, Midwest Fiber Midco LP, Midwest Fiber Intermediate US LP, the Management-Owned Vehicle, and Midwest Fiber Holdings LP. In turn, Midwest Fiber Holdings LP is the owner of the following Delaware limited liability companies: Midwest Fiber Acquisition Topco LLC, Midwest Fiber Acquisition Midco1 LLC, and Midwest Fiber Acquisition LLC ("Midwest").

HRS Internet is a direct subsidiary of Solutions, Lynx is a direct subsidiary of GLC, and Solutions and GLC are direct subsidiaries of Midwest. Midwest, through the Licensees, is a super-regional network service provider bringing fiber-based Ethernet, internet and data center solutions to businesses throughout the Midwest and Mid-Atlantic. The company has more than 10,000 route miles and comprehensive data center connectivity at 100 Gbps. Its network allows businesses to operate a converged IP network capable of delivering robust voice and data services at speeds from 10 Mbps to 100 Gbps. Below are descriptions of the Licensees' authorizations and states of operation:

- Solutions, an Ohio limited liability company, holds domestic and international Section 214 authorization as well as certificates to provide intrastate telecommunications services in Delaware, Kentucky, Maryland, Missouri, New Jersey, New York, Ohio, Pennsylvania, and West Virginia.
- GLC, a Delaware limited liability company, holds domestic and international Section 214 authorization as well as certificates to provide intrastate telecommunications services in Illinois, Indiana, Michigan, and Wisconsin.
- HRS Internet, an Indiana limited liability company, holds domestic and international Section 214 authorization as well as a certificate provide intrastate telecommunications services in Indiana.

- Lynx, a Michigan corporation, holds domestic Section 214 authorization and holds a certificate to provide intrastate telecommunications services in Michigan.

B. Transferee

For purposes of the Transaction, DigitalBridge Operating Company, LLC ("DBOC"), a Delaware limited liability company, formed the following Delaware limited liability companies as its subsidiaries: Transferee, DB Puma GP Holdings, LLC and DB Puma Master HoldCo, LLC, each a Delaware limited liability company. DBOC is a 92% owned subsidiary of DigitalBridge Group, Inc., a Maryland corporation, ("DigitalBridge") (NYSE: DBRG). DigitalBridge is a leading global digital infrastructure firm. With a heritage of over 25 years investing in and operating businesses across the digital ecosystem including cell towers, data centers, fiber, small cells, and edge infrastructure, the DigitalBridge team manages a $47 billion portfolio of digital infrastructure assets on behalf of its limited partners and shareholders.

III. DESCRIPTION OF THE TRANSACTION

On April 27, 2022, DigitalBridge, through DBOC and DigitalBridge Investment Holdco, LLC, a Delaware LLC ("DBIH") and a 100% owned subsidiary of DBOC, entered into an Equity Purchase Agreement ("Agreement") with AMP Group Holdings Limited and Transferor, pursuant to which DBOC will acquire certain interests comprising Transferor's global infrastructure equity investment management business. Prior to completion of the Transaction, in accordance with this Agreement, DBIH will assign its right to directly acquire a 100% ownership interest in AMP Capital Investors (GIF II GP) S.à.r.l. to Transferee. Accordingly, pursuant to this Agreement, Transferee will acquire from Transferor a 100% ownership interest in AMP Capital Investors (GIF II GP) S.à.r.l. Upon completion, Transferee will have ownership and control of AMP Capital

Investors (GIF II GP) S.à.r.l. and will therefore have voting control of Licensees.[3] Following the Transaction, Licensees will remain under the indirect voting control of AMP Capital Investors (GIF II GP) S.à.r.l., the general partner of Midwest Fiber Holdings LP, the Management-Owned Vehicle, and GIF II, and will continue to be indirect, wholly owned subsidiaries of Midwest Fiber Holdings LP which has its equity interests 100% owned by GIF II and the Management-Owned Vehicle.

For the Commission's reference, charts depicting the Applicants' current ownership structure, as well as the expected ownership structure post-closing, are provided as Exhibit A.

IV. PUBLIC INTEREST STATEMENT

Consummation of the Transaction will serve the public interest. Transferee, through DBOC and DigitalBridge, will bring substantial experience investing in communications infrastructure companies to its ownership of AMP Capital Investors (GIF II GP) S.à.r.l., the general partner of Midwest Fiber Holdings LP and GIF II. At the same time, the Transaction will have no adverse impact on Licensees' customers and will not alter the manner of service delivery or billing. Immediately following the Transaction, Licensees will continue to provide service to their customers at the same rates, terms, and conditions and without interruption.

As will be discussed below, the Transaction also will not create any new combinations that would adversely affect competition in any domestic market or on any U.S.-international route. In addition, Transferee does not currently control, and is not affiliated with, any foreign carrier regulated as dominant on any U.S.-international route.

[3] Upon completion of the Transaction, DBOC, through its wholly owned entity, DB Puma Master HoldCo, LLC, and other wholly owned entities, also will acquire an indirect 5.69% equity interest in AMP Capital Global Infrastructure Fund II B LP SCSp. As noted above, DBOC is a 92% owned subsidiary of DigitalBridge.

V. INFORMATION REQUIRED BY SECTION 63.24(e)

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

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

Licensees

Everstream Solutions LLC **FRN 0027345693**
1228 Euclid Ave #250
Cleveland, OH 44115
Tel: 216-242-2874

Everstream GLC Holding Company LLC **FRN 0025511759**
1228 Euclid Ave #250
Cleveland, OH 44115
Tel: 216-242-2874

HRS Internet LLC **FRN 0013208244**
1228 Euclid Ave #250
Cleveland, OH 44115
Tel: 216-242-2874

Lynx Network Group, Inc. **FRN 0019434166**
1228 Euclid Ave #250
Cleveland, OH 44115
Tel: 216-242-2874

Transferor

AMP Capital Investors International Holdings Ltd. **FRN 0030945844**
Level 30
50 Bridge Street
Sydney NSW 2000
Australia

Transferee

DB Puma GIF II GP HoldCo, LLC **FRN 0032454308**
750 Park of Commerce Drive, Suite 210
Boca Raton, Florida 33487
Tel: 561-570-4644

63.18 (b) Jurisdiction of Organizations:

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

Transferor: AMP Capital Investors International Holdings Ltd. is an Australian limited company.

Transferee: DB Puma GIF II GP HoldCo, LLC is a Delaware limited liability company.

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

For Transferor and Licenses:

Russell Blau
Danielle Burt
Leetal Weiss
Morgan, Lewis & Bockius LLP
1111 Pennsylvania Ave., N.W.
Washington, DC 20004
202-739-3000 (tel)
202-739-3001 (fax)
russell.blau@morganlewis.com
danielle.burt@morganelewis.com
leetal.weiss@morganlewis.com

with a copy to:

Joanne McKnight
AMP Capital
6th Floor, Berkeley Square House,
Berkeley Square, London, W1J 6BZ, UK
+44 (0) 20 7659 9236 (tel)
joanne.mcknight@ampcapital.com

and

Dereck Wischmeyer
Everstream
1228 Euclid Ave #250
Cleveland, OH 44115
(216) 923-2333
dwischmeyer@everstream.net

For Transferee:

F. William LeBeau
Peter M. Connolly
Holland & Knight LLP
800 17th Street NW
Washington, D.C. 20006
202-955-3000 (tel)
202-955-5564 (fax)
Bill.LeBeau@hklaw.com
Peter.Connolly@hklaw.com

with a copy to:

Ronald M. Sanders
DigitalBridge Group, Inc.,
590 Madison Avenue, 34th Floor
New York, New York 10022
212-230-3306 (tel)
Ron.Sanders@DigitalBridge.com

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

Transferor: Transferor does not hold Section 214 authority.

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

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

HRS Internet holds domestic Section 214 authority and holds international Section 214 authority granted in File No. ITS-214-20080612-00268

Lynx holds blanket domestic Section 214 authority.

Transferee: Transferee does not hold Section 214 authority.

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

The following persons or entities hold or will hold, directly or indirectly, a 10% or greater interest in Licensees:[4]

Pre-Transaction Ownership

Name: Everstream Solutions LLC ("Solutions")
Address: 1228 Euclid Ave #250
Cleveland, OH 44115
Interest: 100% directly in HRS Internet LLC
Citizenship: Ohio

Name: Everstream GLC Holding Company, LLC ("GLC")
Address: 1228 Euclid Ave #250
Cleveland, OH 44115
Interest: 100% directly in Lynx Network Group, Inc.
Citizenship: Delaware

Name: Midwest Fiber Acquisition LLC ("Midwest")
Address: c/o AMP Capital Investors (US) Limited
1114 Avenue of the Americas, 16th floor
New York, NY 10036
Interest: 100% directly in Solutions and GLC
Citizenship: Delaware

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

Name: Midwest Fiber Acquisition Midco1 LLC
Address: c/o AMP Capital Investors (US) Limited
1114 Avenue of the Americas, 16th floor
New York, NY 10036
Interest: 100% indirectly in Licensees through Midwest
Citizenship: Delaware

Name: Midwest Fiber Acquisition Topco LLC
Address: c/o AMP Capital Investors (US) Limited
1114 Avenue of the Americas, 16th floor
New York, NY 10036
Interest: 100% indirectly in Licensees through Midwest Fiber Acquisition Midco1 LLC
Citizenship: Delaware

Name: Midwest Fiber Holdings LP
Address: c/o AMP Capital Investors (US) Limited
1114 Avenue of the Americas, 16th floor
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, 16th floor
New York, NY 10036
Ownership: 98.50% equity indirectly in Licensees through Midwest Fiber Holdings LP
Citizenship: Delaware

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: 91.25% equity indirectly in Licensees through Midwest Fiber Intermediate US LP
Citizenship: Delaware

Name: AMP Capital Global Infrastructure Fund II A LP SCSp
Address: 16, rue Eugène Ruppert
Luxembourg L-2453
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: 91.25% equity indirectly in Licensees through Midwest Fiber Midco LP
Citizenship: Delaware

Name: AMP Capital Global Infrastructure Fund II B LP SCSp
Address: 16, rue Eugène Ruppert
Luxembourg L-2453
Grand Duchy of Luxembourg
Ownership: 48.69% equity indirectly in Licensees through GIF II US Aggregator LP
Citizenship: Luxembourg

Name: AMP Capital Global Infrastructure Fund II C LP SCSp.
Address: 16, rue Eugène Ruppert
Luxembourg L-2453
Grand Duchy of Luxembourg
Ownership: 28.18% equity indirectly in Licensees through GIF II US Aggregator LP
Citizenship: Luxembourg

Name: AMP Capital Global Infrastructure Fund II E LP SCSp
Address: 16, rue Eugène Ruppert
Luxembourg L-2453
Grand Duchy of Luxembourg
Ownership: 14.38% equity indirectly in Licensees through GIF II US Aggregator LP
Citizenship: Luxembourg

Name: AMP Capital Investors (GIF II GP) S.à.r.l.
Address: 16, rue Eugène Ruppert
Luxembourg L-2453
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 E LP SCSp, Midwest Fiber Management, LP
Citizenship: Luxembourg

Name: AMP Capital Investors International Holdings Ltd.
Address: Level 30 50 Bridge Street Sydney NSW 2000 (Australia)
Ownership: 100% voting indirectly in Licensees through GIF II GP
Citizenship: Australia

Name: Collimate Capital Ltd.
Address: Level 30 50 Bridge 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: Level 29 50 Bridge Street, Sydney NSW 2000 (Australia)
Ownership: 100% voting indirectly in Licensees through Collimate Capital Ltd.
Citizenship: Australia

Name: AMP Group Holdings Ltd.
Address: Level 29 50 Bridge Street, Sydney NSW 2000 (Australia)
Ownership: 100% voting indirectly in Licensees through AMP Holdings Ltd.
Citizenship: Australia

Name: AMP Limited
Address: Level 29 50 Bridge Street, Sydney NSW 2000 (Australia)
Ownership: 100% voting indirectly in Licensees through AMP Group Holdings Ltd.
Citizenship: Australia

Post-Transaction Ownership

All of the above information up to and including AMP Capital Investors (GIF II GP) S.à.r.l. will remain post-closing. Below is the information about the post-closing owners of AMP Capital Investors (GIF II GP) S.à.r.l.

Name: DB Puma GIF II GP HoldCo, LLC
Address: 750 Park of Commerce Drive, Suite 210
Boca Raton, Florida 33487
Ownership: 100% voting indirectly in Licensees through 100% ownership of AMP Capital Investors (GIF II GP) S.à.r.l.
Citizenship: Delaware

Name: DB Puma GP Holdings, LLC
Address: 750 Park of Commerce Drive, Suite 210
Boca Raton, Florida 33487

Ownership: 100% voting indirectly in Licensees through 100% ownership of DB Puma GIF II GP HoldCo, LLC
Citizenship: Delaware

Name: DB Puma Master Holdco, LLC
Address: 750 Park of Commerce Drive, Suite 210
Boca Raton, Florida 33487
Ownership: 100% voting indirectly in Licensees through 100% ownership of DB Puma GP Holdings, LLC (as well as 2.77% equity indirectly in Licensees through other wholly owned subsidiaries of DB Puma Master Holdco, LLC)
Citizenship: Delaware

Name: DigitalBridge Operating Company, LLC ("DBOC")
Address: 750 Park of Commerce Drive, Suite 210, Boca Raton, Florida 33487
Ownership: 100% voting (and 2.77% equity) indirectly in Licensees through 100% ownership of DB Puma Master Holdco, LLC
Citizenship: Delaware

Name: DigitalBridge Group, Inc. ("DigitalBridge")
Address: 750 Park of Commerce Drive, Suite 210
Boca Raton, Florida 33487
Ownership: 100% voting (and 2.55% equity) indirectly in Licensees through 92% ownership of DBOC and as Managing Member of DBOC
Citizenship: Maryland

Name: Vanguard Group, Inc.
Address: 100 Vanguard Blvd.
Malvern, PA 19355
Ownership: 10.8% voting (and 0.29% equity) indirectly in Licensees through holding 11.2% of DigitalBridge's issued and outstanding Class A common stock[5]

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[5] DigitalBridge's Class A common stock has one vote per share and the issued and outstanding Class A common stock represents 96.4% of the voting power in DigitalBridge. DigitalBridge's Class B common stock has 36.5 votes per share and the issued and outstanding Class B common stock represents the remaining 3.6% of the voting power in DigitalBridge. Except with respect to said voting rights, Class A Common Stock and Class B Common Stock have the same rights and privileges. In addition to Vanguard Group, Inc., other entities have been reported to the Securities and Exchange Commission ("SEC") as owning a 5% or greater interest in DigitalBridge's issued and outstanding Class A common stock. One of these owners is Wafra Strategic Holdings LP ("Wafra"), a Bermuda entity that holds 8.8% of the issued and outstanding Class A Common Stock (representing 8.5% of the voting power) in DigitalBridge Group, Inc. Wafra's upstream owners includes three Delaware companies: WSH GP LLC (general partner of Wafra), Wafra Funds GP Inc. (managing member of WSH GP LLC), and Wafra Inc. (100% of

Citizenship: Pennsylvania

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

None of Licensees, Transferor, or Transferee has any interlocking directorates with a foreign carrier.

63.18 (i) (Answer to Question 14) Foreign Carrier Affiliation

Transferor and Licensees certify none of them is a foreign carrier and none of them are currently affiliated with a foreign carrier within the meaning of Section 63.09(d) of the Commission's Rules.

Transferee certifies it is not a foreign carrier and is affiliated with the following non-dominant foreign carriers within the meaning of Section 63.09(d) of the Commission's Rules:

1. Zayo Canada Inc.
2. Allstream Business Inc.
3. Zayo Group EU Limited
4. Zayo Group UK Limited
5. Emerald Bride Fibres Limited
6. Zayo France SAS
7. Zayo Infrastructure Belgium NV
8. Zayo Infrastructure Deutschland GmbH
9. Zayo Infrastructure France SA
10. Zayo Infrastructure Ireland Ltd.
11. Zayo Infrastructure Nederland B.V.
12. Zayo Infrastructure Switzerland AG
13. Zayo Infrastructure (UK) Ltd.
14. Zayo Singapore Pte. Ltd.
15. Zayo Group (HK) Limited
16. Zayo Group Australia Pty. Ltd.

Wafra Funds GP Inc.). Wafra Inc. is 100% owned by The Public Institution for Social Security, a Kuwait entity. Pursuant to Wafra's SEC filings, Wafra's holdings in DigitalBridge constitute passive investments.

A separate filing is being submitted to Commission, pursuant to 47 U.S.C. § 310(b)(4) and 47 C.F.R. §1.500 et seq., to obtain authority, if necessary, for Wafra and The Public Institution for Social Security to hold a greater than 5% indirect voting interest in Licensees' U.S. parent, Midwest, upon completion of the Transaction. The Commission previously granted authority for Midwest to have aggregate indirect foreign equity and voting interests of 100% and granted specific approval for certain non-U.S. entities to indirectly hold 5% or more of Midwest. *See* Section 214 Application Granted to the Acquisition of certain Assets of the PEG Bandwidth Entities, Southern Light, LLC, and Uniti Fiber LLC by Everstream Solutions, LLC, *Public Notice*, Petition for Declaratory Ruling Granted, DA 21-576 (dated May 14, 2021).

17. Zayo infrastructure Spain, S.L.
18. Zayo Italy S.r.l.
19. Zayo Enterprise France SASU
20. Zayo Group South Africa (PTY) Ltd.
21. Zayo Infraestructura Brazil LTDA.
22. Zayo Infrastructure Mexico, S. de R.L. de C.V.

Beyond these affiliated entities, neither DigitalBridge nor Zayo Group share officers or directors with any foreign carrier.

63.18 (j) (Answer to Question 15) Operations to Foreign Destinations

Transferee certifies that, through its acquisition of control of Licensees, Transferee does not seek to provide international telecommunications services to any destination country where two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate, more than 25 percent of Transferee and are parties to, or the beneficiaries of, a contractual relation affecting the provision or marketing of international basic telecommunications services in the United States. As certified in (i) above, Transferee is affiliated with multiple non-dominant foreign carriers.

63.18 (k) Foreign Carrier Certification

Transferee certifies that each country listed in (i) above is a Member of the World Trade Organization ("WTO"). None of the foreign carriers listed in (i) above is on the Commission's List of Foreign Carriers that are Presumed to Possess Market Power in Foreign Telecommunications Markets, released on January 26, 2007. In addition, each of these foreign carriers offers services in competition with dominant foreign carriers and others.

63.18 (m) (Answer to Question 16) Presumption of Non-Dominance

Transferee qualifies for a presumption of non-dominance pursuant to Section 63.10(a)(1) and (3) of the Commission's Rules, 47 C.F.R. § 63.10(a)(1, 3), because Transferee is not a foreign carrier itself and is affiliated only with foreign carriers that do not have more than a 50% market share in the international transport and local access markets in the countries they serve. Upon completion of the Transaction, the Licensees will qualify for a presumption of non-dominance or the same reasons.

63.18 (n) No Special Concessions

Applicants certify that they have not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route and will not enter into such agreements in the future.

63.18 (o) Anti-Drug Abuse Act Certification

Applicants certify that they are not subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988. *See* 21 U.S.C. § 853a; *see also* 47 C.F.R. §§ 1.2001-1.2003.

63.18 (p) Eligibility for Streamlined Processing

Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Section 63.12(a)-(b) of the Commission's Rules, 47 C.F.R. § 63.12(a)-(b). Although Transferee is affiliated with foreign carriers, it qualifies for a presumption of non-dominance under Section 63.10(a)(1) and (3) because it is not a foreign carrier itself and each of its affiliates lacks a 50% market share in the relevant service market on the foreign end of the route. Applicants are not affiliated with any dominant U.S. carrier whose international switched or private line services Applicants seek authority to resell, and Applicants will not be so affiliated post-close. None of the other exclusions described in Section 63.12(c) applies.

VI. INFORMATION REQUIRED BY SECTION 63.04

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

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

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

63.04(a)(7): Description of Geographic Areas in which the transferor and transferee (and affiliates) offer domestic telecommunications services and what services are provided in each area

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

Transferor: Transferor is not authorized and does not itself provide domestic telecommunications services.

Licensees: Solutions provides intrastate telecommunications services in Delaware, Maryland, Missouri, New Jersey, New York, Ohio, Pennsylvania, and West Virginia. GLC provides intrastate telecommunications services in Illinois, Indiana, Michigan, and Wisconsin. HRS Internet provides intrastate services in Indiana. Lynx provides intrastate telecommunications services in Michigan.

Transferee: Transferee is not authorized to provide domestic telecommunications services but is affiliated with the following companies that provide competitive domestic telecommunications services:

Licensee	**Type**	**States Served**
Zayo Group, LLC	CLEC, CAP, IXC	District of Columbia and every state except Alaska
Electric Lightwave, LLC	CLEC, IXC	AL, AR, AZ, CA, CO, DE, FL, GA, HI, ID, IL, IN, IA, KS, KY, LA, MN, MT, ME, MD, MA, MI, MS, MO, NV, ND, NJ, NM, NY, NC, OR, OH, OK, PA, SC, TX, UT, VT, VA, WA, WI and WY

Funds affiliated with DigitalBridge have a 45.2% interest in Zayo Group, LLC ("Zayo Group") in the following way. Zayo Group is a Delaware limited liability company and wholly-owned subsidiary of Zayo Group Holdings, Inc. ("Holdings"), a Delaware corporation. Holdings is directly wholly-owned by Front Range JV LP, a Delaware limited partnership, which is 45.2 percent owned by funds affiliated with DigitalBridge.

Zayo Group holds blanket domestic Section 214 authority to provide interstate telecommunications services and holds international Section 214 authority to provide facilities-based or resold international services pursuant to FCC File No. ITC-214-20091106-00475. Zayo Group is authorized to provide competitive local exchange, competitive access, and/or interexchange in the District of Columbia and every state except Alaska. The primary telecommunications service offerings of Zayo Group include high-capacity bandwidth services such as private line, Ethernet, wavelength, and higher services as well as wireless backhaul services. Zayo Group provides wireless backhaul services in the following states: Alaska, Alabama, Arizona, California, Colorado, the District of Columbia, Florida, Georgia, Idaho, Illinois, Indiana, Kansas, Kentucky, Missouri, Minnesota, Michigan, Mississippi, Montana, North Carolina, New Jersey, New Mexico, Nevada, New York, Ohio, Oregon, Pennsylvania, Tennessee, Texas, Utah, Virginia, Washington, Wisconsin, and Wyoming.

Zayo Group's direct subsidiary Allstream Business US, LLC ("Allstream US"), an Oregon limited liability company, holds international Section 214 authority to provide public switched and resold international services pursuant to FCC File No. ITC-214-19970820-00500. In turn, Allstream US owns 100% of Electric Lightwave, LLC ("Electric Lightwave"), a Delaware LLC.

Electric Lightwave, LLC ("Electric Lightwave"), a wholly owned direct subsidiary of Allstream US, and an indirect subsidiary of Zayo Group, provides business and carrier customers a suite of integrated telecommunications products and services (including competitive local exchange, interexchange data, Internet access, and broadband transport services) primarily in metropolitan areas in Arizona, California, Colorado, Idaho, Minnesota, Montana, Nevada, North Dakota, Oregon, Utah, and Washington. Electric Lightwave is also authorized to provide intrastate interexchange services in Alabama, Arkansas, Delaware, Florida, Georgia, Hawaii, Illinois (and competitive local exchange), Indiana, Iowa, Kansas, Kentucky, Louisiana, Maine, Maryland, Massachusetts, Michigan, Mississippi, Missouri, New Jersey, New Mexico, New York (also authorized to provide local exchange services), North Carolina, Ohio (and competitive local exchange), Oklahoma, Pennsylvania, South Carolina, Texas (and competitive local exchange services), Vermont, Virginia, Wisconsin, and Wyoming. Electric Lightwave holds blanket domestic Section 214 authority to provide interstate telecommunications services and holds international Section 214 authority to provide public switched and resold international services pursuant to FCC File Nos. ITC-214-19940415-00137, ITC-214-19980619-00425, ITC-214-20051011-00431, & ITC-214-19990729-00490.

The Transaction raises no competitive issues in any domestic market. Licensees will remain separate companies from DigitalBridge's affiliates, managed by separate officers and an independent Board of Directors. Further, any overlapping lit fiber service territories between Licensees and DigitalBridge's affiliates are primarily in metropolitan areas of Chicago and East St. Louis, Illinois; Indianapolis and South Bend, Indiana; Grand Rapids, Lansing and Southfield, Michigan; St. Louis, Missouri; and Akron, Cleveland, Columbus, Garfield Heights, and Youngstown, Ohio. Licensees and DigitalBridge's affiliates face robust competition in these metropolitan areas from an array of competitive fiber suppliers including the incumbent LEC, AT&T; cable operators, Charter and Comcast; and other competitive fiber suppliers such as Crown Castle, Bluebird Network, Windstream, Frontier, and123.Net, Inc.

63.04(a)(8): Streamlining Categorization

This Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) of the Commission's Rules because, immediately following the Transaction, (1) Applicants (including their Affiliates, as that term is defined in Section 3(1) of the Act) combined will hold less than a ten percent (10%) share of the interstate, interexchange market; (2) Applicants and their Affiliates will provide competitive telephone exchange services or exchange access services exclusively in geographic areas served by dominant local exchange carriers (none of which is a party to the proposed Transaction); and (3) neither the Applicants nor any of their Affiliates are regulated as dominant with respect to any service.

63.04(a)(9): Additional FCC Applications

By this Application, Applicants seek authority with respect to both international and domestic Section 214 authorizations (this Application is being separately and concurrently filed with respect to both types of authorities in compliance with Commission Rule 63.04(b), 47 C.F.R. § 63.04(b)). Applicants are also filing a Form 603 with respect to the Common Carrier Fixed Point to Point Microwave wireless licenses held by Solutions.

In addition, a request is being submitted, pursuant to 47 U.S.C. § 310(b)(4) and 47 C.F.R. §1.500 et seq., to obtain authority, if necessary, for additional non-U.S. entities to indirectly hold a greater than 5% voting in Licensees. Such request will update the Petition for Declaratory Ruling previously granted by the Commission. *See* Section 214 Application Granted to the Acquisition of certain Assets of the PEG Bandwidth Entities, Southern Light, LLC, and Uniti Fiber LLC by Everstream Solutions, LLC, *Public Notice*, Petition for Declaratory Ruling Granted, DA 21-576 (dated May 14, 2021).

63.04(a)(10): Special Consideration Requests

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

63.04(a)(11): Waiver Requests

No waiver requests are being filed in conjunction with this Application. However, as noted above, a request is being submitted in connection with the previously granted Petition for Declaratory Ruling pursuant to 47 U.S.C. § 310(b)(4) and 47 C.F.R. §1.500 et seq.

63.04(a)(12): Public Interest Statement

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

Universal Service Fund Information

Pursuant to the Commission's Public Notice, DA 22-436 (rel. April 19, 2022), Applicants provide the following Universal Service Fund ("USF") information:

- None of Licensees receive USF high cost support.
- None of Licensees are Eligible Telecommunications Carriers under section 214(e) of the Act.
- None of the Licensees has been awarded funding under Connect America Fund (CAF) Phase II or the Rural Digital Opportunity Fund.
- There are no study area codes (SACs) for Licensees.
- None of the Licensees participate in the Lifeline program, Emergency Broadband Benefit program, or the Affordable Connectivity Program.

With respect to the Transferee, neither the Transferee nor any DigitalBridge or Zayo Group entity has a study area code or participates in the Lifeline program, Emergency Broadband Benefit Program, or Affordable Connectivity Program. Neither the Transferee nor any of the Transferee's affiliates, as identified above, receive USF high cost support or is an Eligible Telecommunications Carrier under Section 214(e) of the Communications Act or have been awarded funding under the

Connect America Fund ("CAF") Phase II or the Rural Digital Opportunity Fund. However, some of the Transferee's affiliates do participate indirectly in universal service programs as further explained below.

Zayo Group owns 100% of Commodore Holdco, LLC ("Commodore") and its indirect wholly-owned subsidiaries, ENA Healthcare Services, LLC ("ENA-H") and ENA-S (collectively with ENA-H, the "ENA Subsidiaries") are direct, wholly-owned subsidiaries of Education Networks of America, Inc. ("ENA" and together with the ENA Subsidiaries, "ENA" OpCos"). ENA is a Delaware corporation and direct, wholly-owned subsidiary of ENA Holding Corporation ("ENA Holding"), a Georgia corporation. ENA Holding is a holding company that does not provide any services. ENA Holding is a direct, wholly-owned subsidiary of Commodore Holdco, LLC ("Holdco").

The ENA OpCos provide Infrastructure-as-a-Service ("IaaS") and managed communications services to K-12 schools, libraries, and rural healthcare facilities, including broadband, Wi-Fi/LAN, IP Voice, and video. Their managed networks also include information solutions, instructional and productivity tools, and third-party applications that are used in tandem with their proprietary products. The ENA OpCos currently provide services primarily to school districts and libraries that participate in the Schools and Libraries "E-Rate" program and rural healthcare providers that participate in the Rural Health Care ("RHC") Program.

One or both of the ENA Subsidiaries provides one or more of their services to schools, libraries, of rural health care providers in the following states: Arizona, Arkansas, California, Colorado, Florida, Georgia, Indiana, Kansas, Minnesota, Missouri, New Mexico, Oklahoma, Oregon, Tennessee, Texas, Utah, Washington, and West Virginia. Each of the ENA Subsidiaries holds blanket domestic Section 214 authority but neither holds international Section 214 authorization.

VII. CONCLUSION

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

Respectfully submitted,

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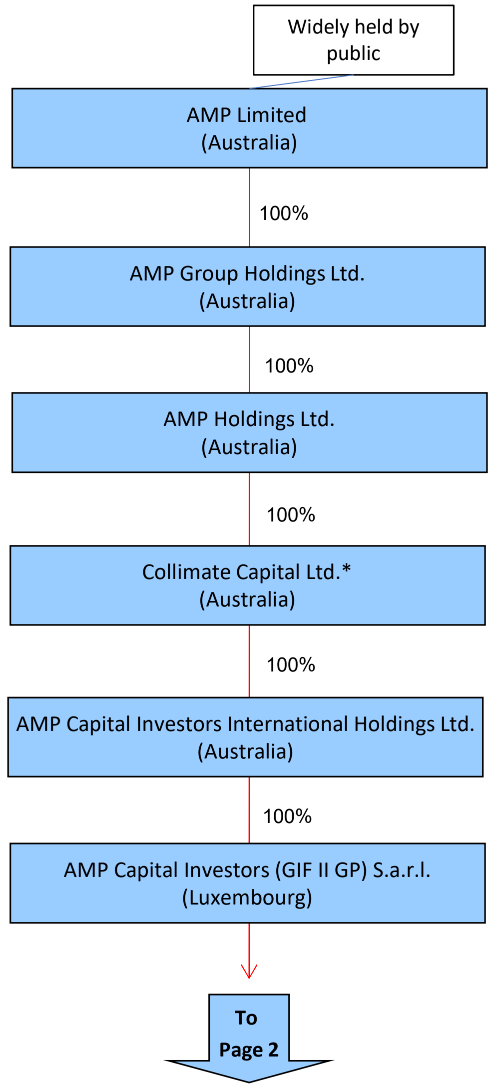
Counsel for Transferor and Licensees

Date: July 25, 2022

<u>EXHIBIT A</u>

Pre- and Post-Transaction Ownership Charts

Pre-Closing Ownership Structure

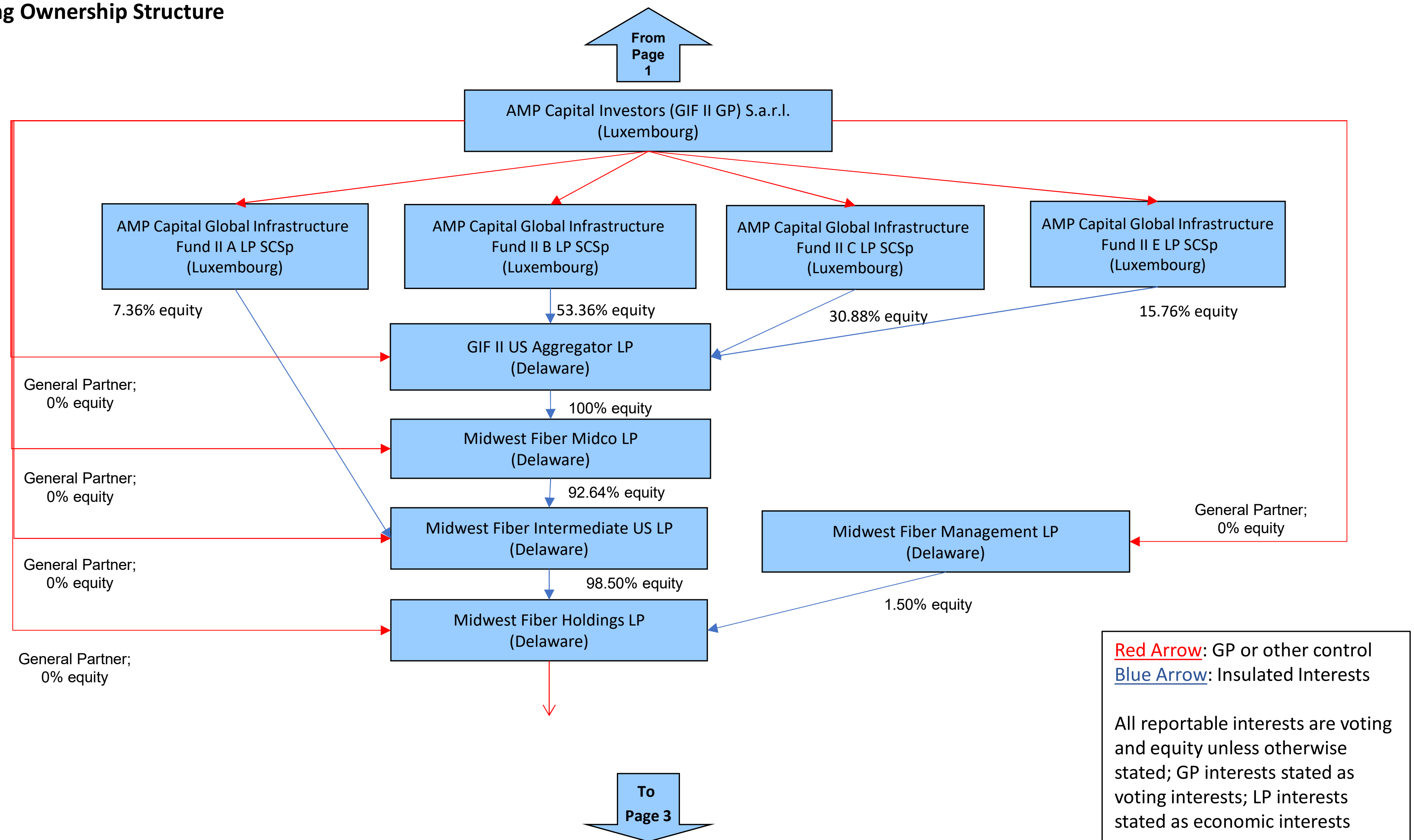


*In February 2022, AMP Capital Holdings Limited changed its name to Collimate Capital Ltd.

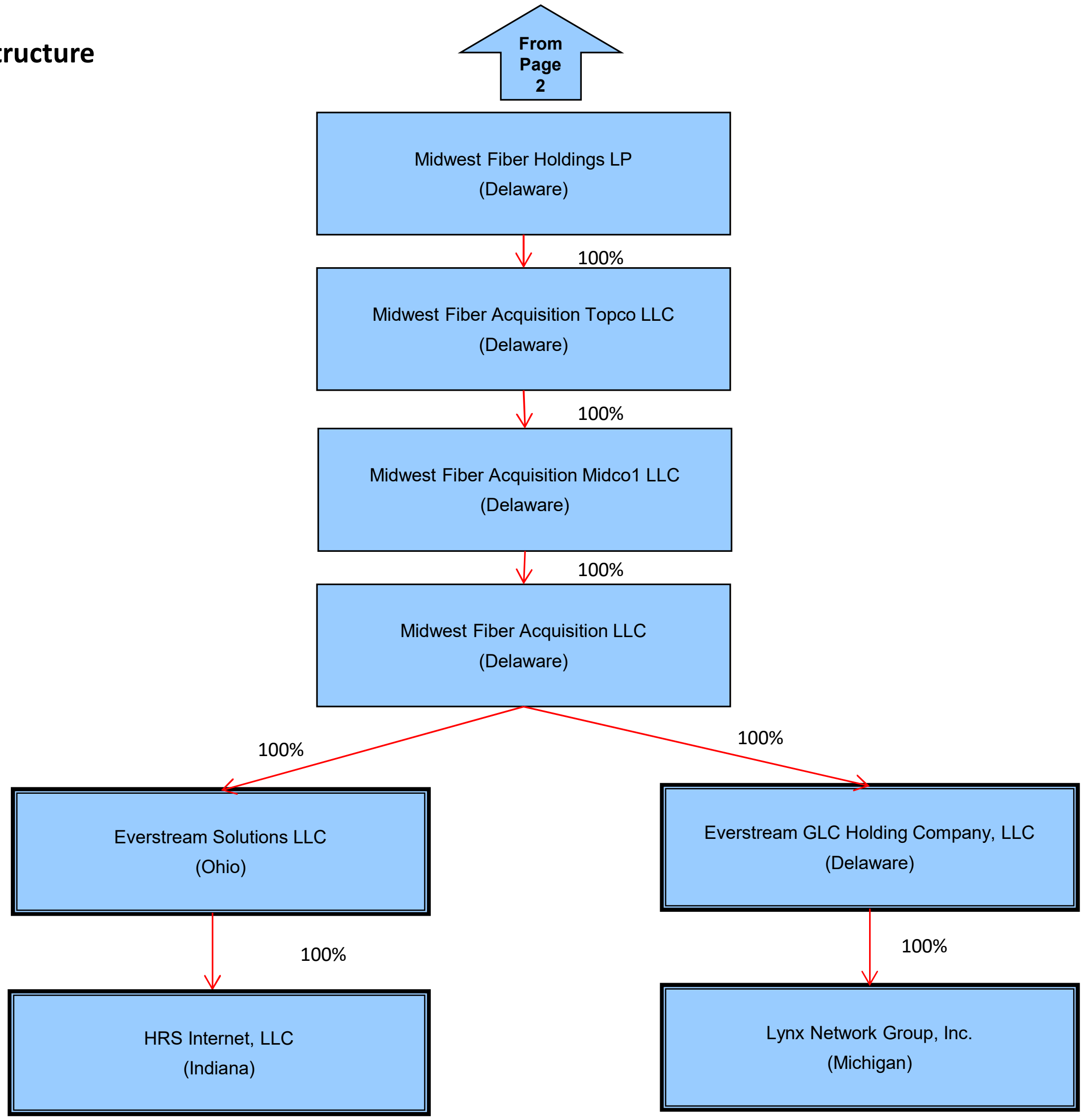
Red Arrow: GP or other control
Blue Arrow: Insulated Interests

All reportable interests are voting and equity unless otherwise stated; GP interests stated as voting interests; LP interests stated as economic interests

Pre-Closing Ownership Structure



Pre-Closing Ownership Structure

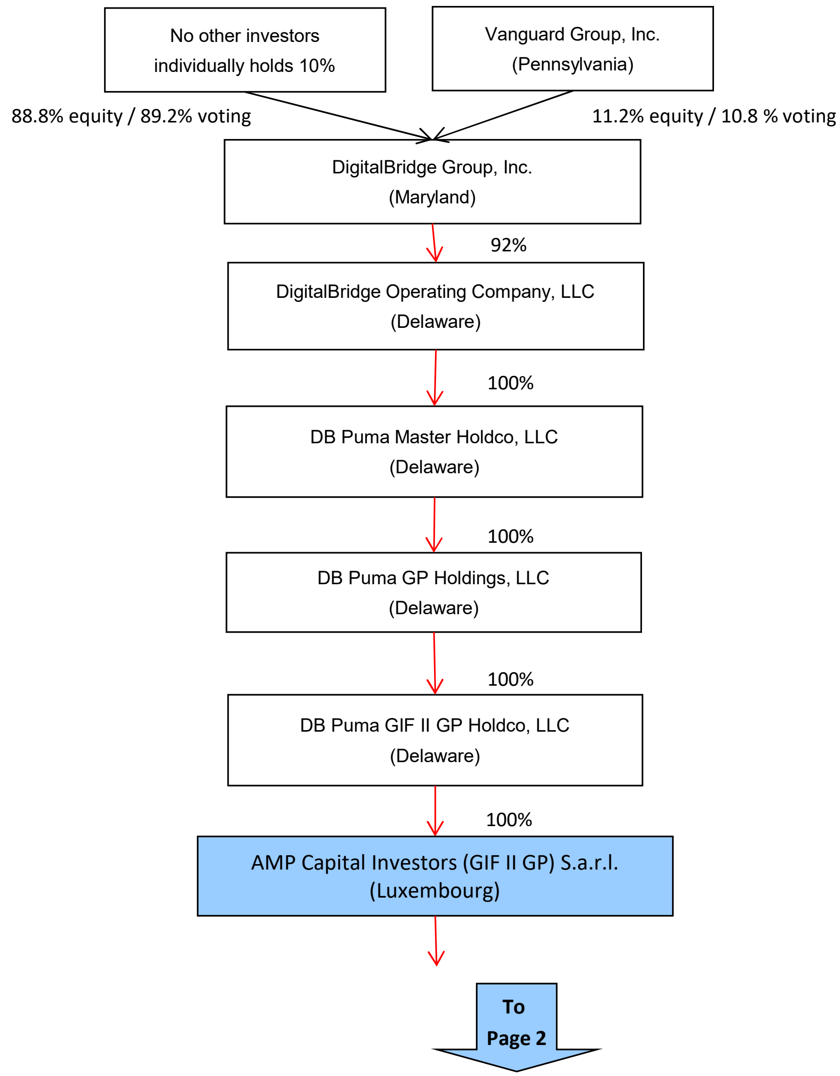


All entities in bolded boxes are FCC Licenses

Red Arrow: GP or other control
Blue Arrow: Insulated Interests

All reportable interests are voting and equity unless otherwise stated; GP interests stated as voting interests; LP interests stated as economic interests

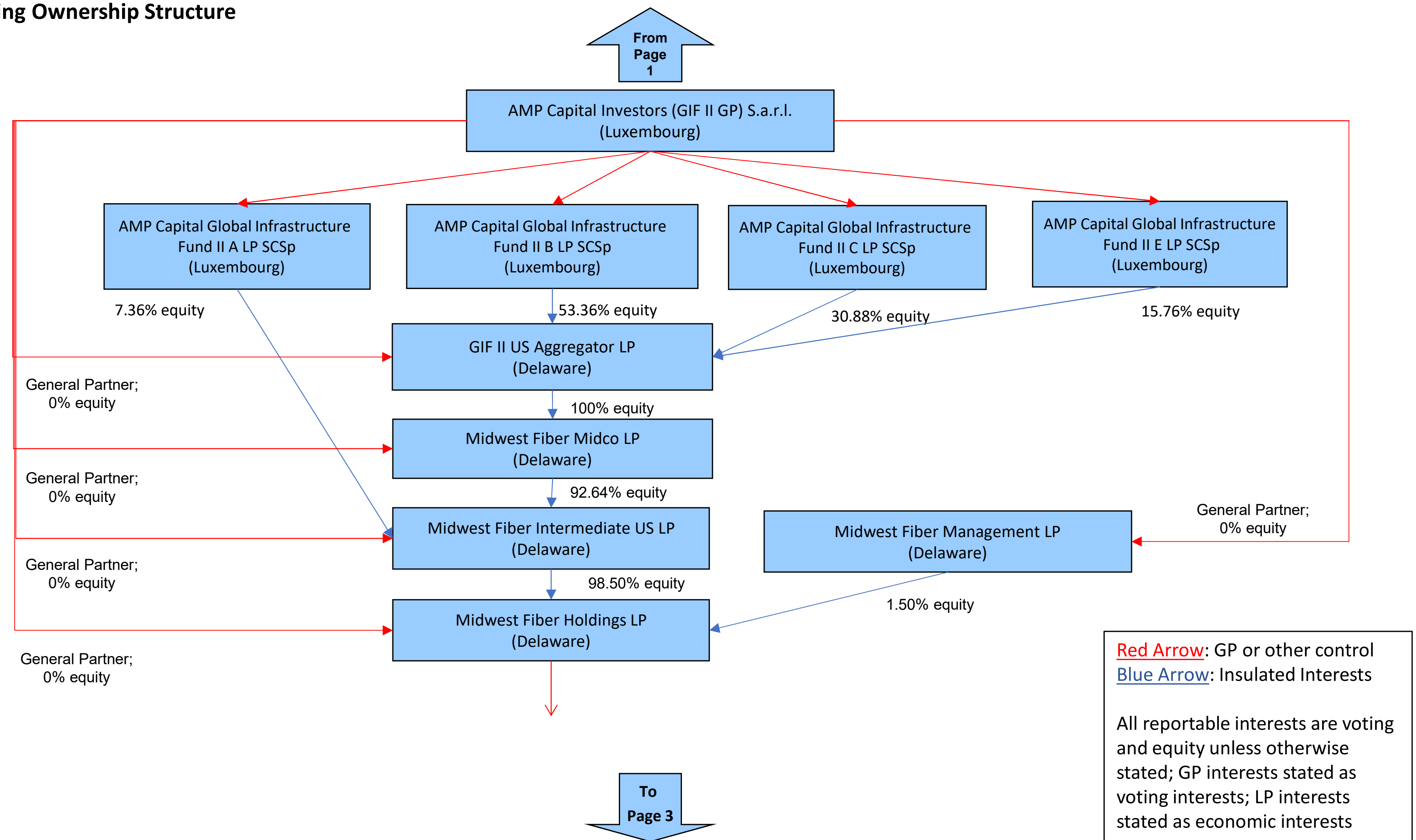
Post-Closing Ownership Structure



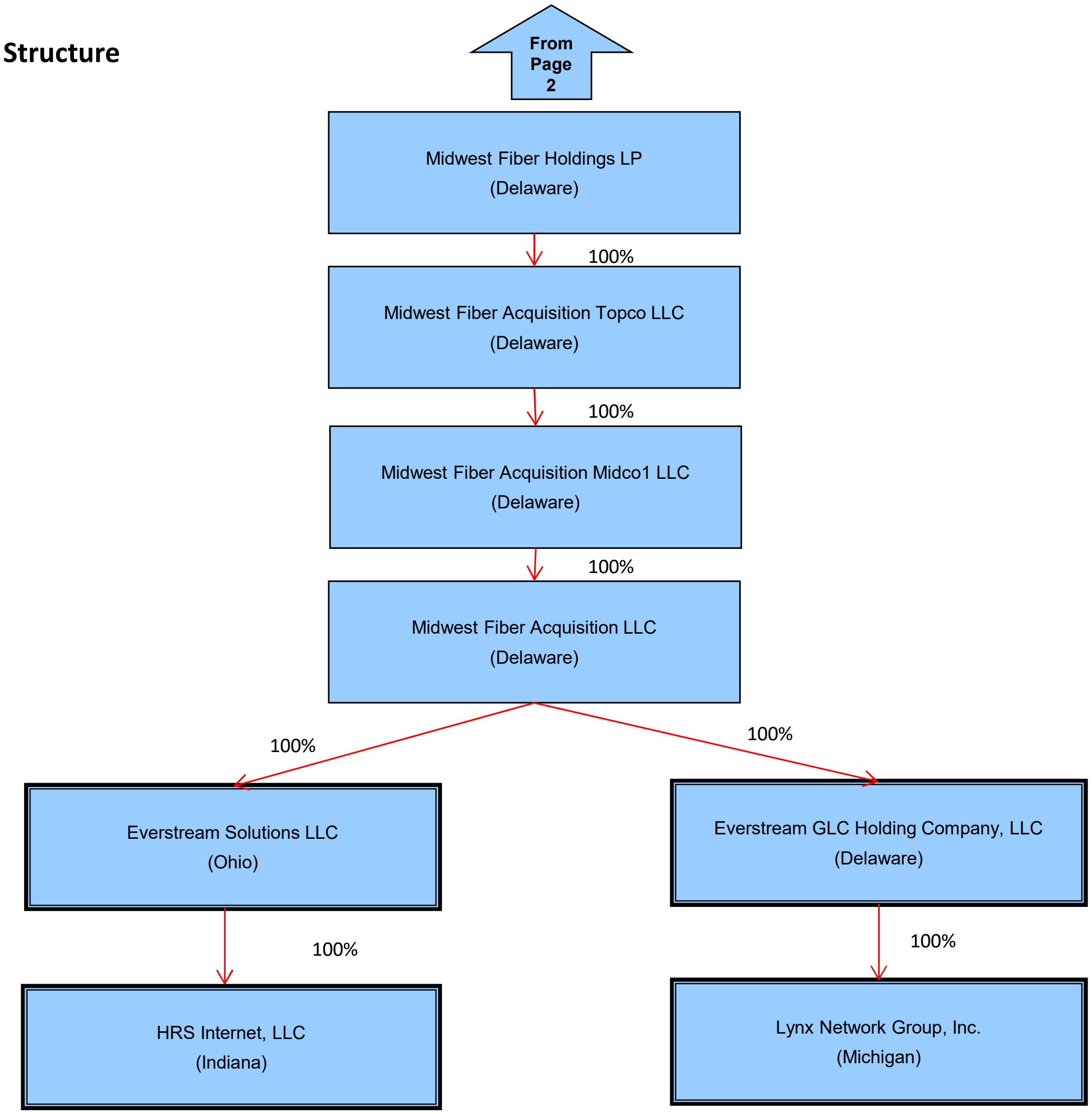
Red Arrow: GP or other control
Blue Arrow: Insulated Interests

All reportable interests are voting and equity unless otherwise stated; GP interests stated as voting interests; LP interests stated as economic interests

Post-Closing Ownership Structure



Post-Closing Ownership Structure



All entities in bolded boxes are FCC Licenses

Red Arrow: GP or other control
Blue Arrow: Insulated Interests

All reportable interests are voting and equity unless otherwise stated; GP interests stated as voting interests; LP interests stated as economic interests

VERIFICATION

I, Michael Bessell, state that I am a director of AMP Capital Investors International Holdings Ltd. (the "Company"); that I am authorized to make this Verification on behalf of the Company; that the foregoing filing was prepared under my direction and supervision; and that the contents thereof and the certifications contained therein are true and correct to the best of my knowledge, information, and belief.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 25 day of July 2022.

Name: Michael Bessell
Title: Director
Entity: AMP Capital Investors International Holdings Ltd.

VERIFICATION

I, Ronald M. Sanders, state that I am Executive President, Chief Legal Officer and Secretary of DigitalBridge Group, Inc. (the "Company"); that I am authorized to make this Verification on behalf of the Company; that the foregoing filing was prepared under my direction and supervision; and that the contents thereof and the certifications contained therein are true and correct to the best of my knowledge, information, and belief.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 25 day of July 2022.

Ronald M. Sanders

Name: Ronald M. Sanders
Title: Executive Vice President, Chief Legal Officer, Secretary
Entity: DigitalBridge Group, Inc.