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

In the Matter of the Joint Application of **SDC Atlas AcquisitionCo, LLC**, *Transferee*, **Atlas Connectivity, LLC**, *Transferor*, and **Nicholville Telco LLC**, and **SLIC Network Solutions, Inc.**, *Licensees*, for Grant of 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 the Licensees	)	WC Docket No. 22-____ IB File Nos. ITC-T/C-2022_________ ITC-T/C-2022_________

JOINT APPLICATION

SDC Atlas AcquisitionCo, LLC ("SDC Acquisition" or "Transferee"); Atlas Connectivity, LLC ("Atlas" or "Transferor"); Nicholville Telco LLC ("Nicholville") and SLIC Network Solutions, Inc. ("SLIC") (Nicholville and SLIC together, the "Licensees") (Transferee, Transferor and the Licensees collectively, the "Applicants"), pursuant to Section 214 of the Communications Act of 1934, as amended (the "Act"), 47 U.S.C. § 214, and Sections 63.04 and 63.24 of the Commission's Rules, 47 C.F.R. §§ 63.04 & 63.24, request Commission approval to transfer ownership and control of the Licensees to Transferee.

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

I. DESCRIPTION OF THE APPLICANTS

A. Transferee

SDC Acquisition is a newly formed Delaware limited liability company created for the purpose of this transaction. SDC Acquisition is indirectly, wholly owned by SDC Digital Infrastructure Opportunity Fund III, L.P. (the "SDC III Fund"), an investment fund ultimately controlled by an affiliate of SDC Capital Partners, LLC ("SDC").

SDC is a New York City-based digital infrastructure investment firm investing in a range of digital infrastructure, including data centers, fiber networks, wireless infrastructure and associated businesses, with a focus on opportunities to leverage its deep operational expertise in partnership with portfolio company management teams. SDC currently has approximately $3.7 billion in assets under management as of March 31, 2022.

The SDC III Fund is a digital infrastructure investment fund domiciled in the U.S., managed and controlled by general partners that, in turn, are indirectly owned and controlled by SDC's managing partners, each of whom is a U.S. citizen. The SDC III Fund is comprised of approximately $1.5 billion in capital commitments from approximately 95 pension funds, banks, insurance companies, university endowments, high net worth investors and funds-of-funds. The SDC III Fund's investors are passive limited partners who provide capital upon request (up to their maximum committed capital) for the SDC III Fund's investments, including the investment in Atlas. Limited partners in SDC's funds (including the SDC III Fund) generally have standard minority shareholder protections, but have no control over the SDC III Fund, and no involvement in day-to-day operations or decision-making of the portfolio companies in which the Fund will invest.

Although this is the first investment of the SDC III Fund, other SDC funds have invested in other digital infrastructure portfolio companies including Fatbeam (a fiber provider), Tilson (a fiber and wireless network design and management company), ALLO (a fiber provider based in the Midwest United States), BandwidthIG (a metro dark fiber provider operating throughout Northern California and the Greater Atlanta area), IQ Fiber (a fiber provider in Jacksonville, Florida), and SummitIG (a leading dense dark fiber platform in Northern Virginia), among others.

SDC and its affiliated funds and entities, including SDC Acquisition, have a principal place of business at 817 Broadway, 10th Floor, New York, New York 10003.

B. Transferor and the Licensees

Atlas is a Delaware limited liability company that operates as a holding company for multiple Commission-regulated entities, including Nicholville, a New York limited liability company, and SLIC, a New York corporation, and their affiliates.

Nicholville operates as a rural local exchange carrier ("RLEC") and also is classified as a rural telephone company as defined in Section 3(44) of the Act, 47 U.S.C. § 153(44), serving areas in upstate New York. Nicholville is located in Nicholville, New York (St. Lawrence County, New York), and serves the Nicholville and Winthrop exchanges in New York. Nicholville provides local exchange, long distance, and DSL-based and fiber-based broadband services. Nicholville holds authority to provide intrastate telecommunications services, and eligible telecommunications carrier ("ETC") designation, in New York. Nicholville receives Revised Alternative Connect America Cost Model ("Revised ACAM-I") and Connect America Fund Intercarrier Compensation ("ICC") support in New York.

SLIC is organized as a competitive local exchange carrier ("CLEC") and holds ETC designation in the North Country of the State of New York, providing telephone, broadband, and television services over a fiber optic network. SLIC has been awarded Connect America Fund Phase II Auction ("CAF-II Auction") and Rural Digital Opportunity Fund Phase I ("RDOF") funding by the Commission.[1]

The Licensees and their affiliates provide telecommunications and non-telecommunications services, including cable television services, cable modem internet services, and fiber optic broadband internet access services, in certain portions of New York.

II. DESCRIPTION OF THE TRANSACTION

Pursuant to the Equity Interests Purchase Agreement (the "Agreement"), dated as of July 26, 2022, by and among SDC Acquisition, Atlas, certain members of Atlas (the "Sellers"), 5LOOP, LLC ("5LOOP"), in its capacity as representative of the Sellers, and other parties thereto, a series of transactions is contemplated whereby SDC Acquisition will acquire Atlas and, indirectly, the Licensees (the "Transaction"). In order to immediately provide Atlas and its subsidiaries, including the Licensees, with an infusion of capital for ongoing operations, including planned fiber deployments, and upon signing of the Agreement, Atlas issued to SDC Acquisition, and SDC Acquisition purchased from Atlas, 100,000 non-voting Series D Preferred Units of Atlas accompanied by certain limited minority investor protections pending receipt of required regulatory approvals (the "Initial Preferred Unit Purchase"). During the period between signing and closing, Atlas may issue, and SDC Acquisition may purchase from Atlas, an additional 300,000 non-voting Series D Preferred Units (the "Subsequent Preferred Unit Purchases", together

[1] *See Connect America Fund Phase II Support Authorized for Five New York Winning Bidders*, WC Docket No. 10-90. Public Notice, 34 FCC Rcd 6094 (2019); *Connect America Fund Phase II Auction Support Authorized for a New York Winning Bidd*er, WC Docket No. 10-90, Public Notice, 36 FCC Rcd 236 (2021); *see also Rural Digital Opportunity Fund Phase I Auction (Auction 904) Closes, Winning Bidders Announced, FCC Form 683 Due January 29, 2021*, AU Docket No. 20-34, WC Docket No. 19-126, WC Docket No. 10-90, Public Notice, DA No. 20-1422 (rel. Dec. 7, 2020) (Attach. A).

with the Initial Preferred Unit Purchase, the "Preferred Unit Purchase"), for a total of up to 400,000 non-voting Series D Preferred Units.

Following receipt of the required regulatory approvals, including the Commission's approval, SDC Acquisition will acquire all of the outstanding equity interests in Atlas and the Series D Preferred Units will convert into common units of Atlas. Upon completion of the Transaction, Atlas will become a direct, wholly-owned subsidiary of SDC Acquisition, and the Licensees will become indirect, wholly-owned subsidiaries of SDC Acquisition.

Diagrams depicting the current, post-Preferred Unit Purchase, and post-Transaction corporate ownership structure of the Licensees are provided as **Exhibit A**.

III. PUBLIC INTEREST CONSIDERATIONS

A. The Transaction Satisfies the Commission's Public Interest Test

Under 47 U.S.C. § 214(a), the Commission must determine whether a proposed transfer of control of a provider of interstate or international telecommunications services is consistent with the public interest, convenience and necessity.[2] In making such a determination, the Commission, assesses "whether the proposed transaction complies with the specific provisions of the Act, other applicable statutes, and the Commission's rules"[3] and, if a proposed transaction would not violate

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[2] *See, e.g., Applications of Level 3 Communications, Inc. and CenturyLink, Inc. for Consent to Transfer Control of Licenses and Authorizations*, Memorandum Opinion and Order, 32 FCC Rcd. 9581, 9585 ¶ 8 (2017) ("*Level 3-CenturyLink Order*"); *Applications of AT&T Inc. and DIRECTV For Consent to Assign or Transfer Control of Licenses and Authorizations*, Memorandum Opinion and Order, 30 FCC Rcd. 9131, 9139-40 ¶ 18 (2015) ("*AT&T-DIRECTV Order*"); *Applications of XO Holdings and Verizon Communications Inc. For Consent to Transfer Control of Licenses and Authorizations*, Memorandum Opinion and Order, 31 FCC Rcd. 12,501, 12,504-05 ¶ 7 (Wireline Comp., Int'l, and Wireless Tel. Burs. 2016) ("*Verizon-XO Order*").

[3] *See Level 3-CenturyLink Order*, 32 FCC Rcd. at 9585 ¶ 8; *AT&T-DIRECTV Order*, 30 FCC Rcd. at 9139-40 ¶ 18 (citations omitted); *Verizon-XO Order*, 31 FCC Rcd. at 12,504-05 ¶ 7 (citations omitted); *Applications of SoftBank Corp., Starburst II, Inc., Sprint Nextel Corp., and Clearwire Corp.*, Memorandum Opinion and Order, Declaratory Ruling, and Order on Reconsideration, 28 FCC Rcd. 9642, 9650 ¶ 23 (citations omitted) ("*Softbank-Sprint-Clearwire Order*"); *Applications Filed by Qwest Communications International Inc. and CenturyTel, Inc. d/b/a CenturyLink For Consent to Transfer Control*, Memorandum Opinion and Order, 26 FCC Rcd. 4194, 4198-99 ¶ 7 (citation omitted) ("*Qwest-CenturyLink Order*").

the Act, any other applicable statute, or any of the Commission's rules, the Commission then considers whether a proposed transaction "could result in public interest harms by substantially frustrating or impairing the objectives or implementation of the [Communications] Act or related statutes."[4]

Applicants respectfully submit that approval of this Application is in the public interest and would not frustrate or impair the Commission's implementation or enforcement of the Act or interfere with the objectives of the Act or other statutes. To the contrary, as detailed below, the Applicants believe that the proposed Transaction will offer public interest benefits without any material countervailing harms. In the absence of any such harms, transaction-specific conditions are unnecessary.

B. The Proposed Transaction Will Serve the Public Interest

The proposed Transaction will serve the public interest. The Transaction will provide the Licensees and their affiliates with access to the financial and operational expertise and resources of SDC. SDC has substantial experience investing in communications infrastructure companies. The Licensees will benefit from this financial and operational experience and expertise. Transferee will build on the Licensees' existing assets and support investment in new infrastructure, while Licensees will continue to offer high-quality services to customers.

The proposed transaction described in this Application will benefit the customers of the Licensees by providing Atlas with additional capital to invest in fiber deployment for the provision of advanced high-speed communications services. SDC is a reputable infrastructure investor that invests in companies with growth opportunities; this investment by SDC will benefit customers in

[4] *See Level 3-CenturyLink Order*, 32 FCC Rcd. at 9585 ¶ 9; *AT&T-DIRECTV Order*, 30 FCC Rcd. at 9140 ¶ 18 (citation omitted); *Verizon-XO Order*, 31 FCC Rcd. at 12,504-05 ¶ 7 (citation omitted); *SoftBank-Sprint-Clearwire Order*, 28 FCC Rcd. at 9651 ¶ 23 (citation omitted); *Qwest-CenturyLink Order*, 26 FCC Rcd. at 4199 ¶ 7.

the territories of the Licensees by bringing more robust fiber-based services to more customers and will bring new jobs to the region as the Licensees will add jobs to support such deployment.

At the same time, the Transaction will have no adverse impact on the customers or operations of the Licensees. Upon consummation of the Transaction, the Licensees will continue to provide their services at the same rates, terms and conditions, as governed by existing contracts, as applicable. The Transaction, therefore, is intended to be transparent to customers and should not cause customer confusion or disruption. Further, the managerial, technical and operational standards of the Licensees will be maintained or enhanced by the Transaction. SDC expects that Atlas' current management team will largely remain in place post-closing and will be supplemented with additional experienced industry veterans to execute on the growth plans.

In addition, the Transaction will enhance, and not compromise, the ability of the Licensees to meet their respective obligations with respect to the Revised ACAM-I, ICC, CAF-II Auction, RDOF, Emergency Broadband Benefit ("EBB") Program, Affordable Connectivity Program ("ACP") and Lifeline program.

Moreover, Transferee's acquisition of the Licensees will not diminish competition. Transferee currently does not own any telecommunications service providers in the areas in which the Licensees operate. The Transaction will not eliminate any telecommunications service provider in any geographic area. There are no overlapping network facilities or adjacent service territories between the Licensees and any telecommunications service provider currently affiliated with Transferee, or that will be affiliated with the Licensees post-Transaction. Finally, there are competitors in each of the counties served by the Licensees.

IV. INFORMATION REQUIRED BY SECTION 63.24(e)

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

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

Licensees:	Nicholville Telco LLC SLIC Network Solutions, Inc. 3330 SH 11 B Nicholville, NY 12965 (315) 244-7738	FRN: 0027271485 0011412129
Transferor:	Atlas Connectivity, LLC 3330 SH 11 B Nicholville, NY 12965 (315) 244-7738	FRN: 0027271436
Transferee:	SDC Atlas AcquisitionCo, LLC 817 Broadway, 10th Floor New York, NY 10003 212-813-6700	FRN: 0032744872

(b) Jurisdictions of Organization:

Licensees:	Nicholville is a limited liability company formed under the laws of New York. SLIC is a corporation formed under the laws of New York.
Transferor:	Atlas is a limited liability company formed under the laws of Delaware.
Transferee:	SDC Acquisition is a limited liability company formed under the laws of Delaware.

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

For Transferee:

Tamar E. Finn
Joshua M. Bobeck
Patricia Cave
Morgan, Lewis & Bockius LLP
1111 Pennsylvania Ave, N.W.
Washington, DC 20004-2541
202-739-3000 (tel)
202-739-3001 (fax)
tamar.finn@morganlewis.com
joshua.bobeck@morganlewis.com
patricia.cave@morganlewis.com

For Transferor and Licensees:

Todd B. Lantor
Lukas, LaFuria, Lantor & Sachs, LLP
8350 Broad Street, Suite 1450
Tysons, VA 22102
(703) 584-8671 (tel)
(703) 584-8696 (fax)
tlantor@fcclaw.com

With copies for Transferee to:

Clinton Karcher
Pei Zhou
SDC Capital Partners
817 Broadway, 10th Floor
New York, NY 10003
ckarcher@sdccapitalpartners.com
pzhou@sdccapitalpartners.com

With copies for Transferor and Licensees to:

Bradley G. Pattelli
Chief Executive Officer
3330 State Highway 11-B
Nicholville, NY 12965
(315) 274-9050 (tel)
bpattelli@slicfiber.com
legal@slicfiber.com

(d) Section 214 Authorizations

Licensees: Nicholville is authorized to provide domestic interstate telecommunications service by virtue of blanket Section 214 authority. *See* 47 C.F.R. § 63.01. Nicholville also holds international section 214 authority to provide global or limited global resold telecommunications service. *See* IB File No. ITC-214-20171229-00234.[5]

SLIC is authorized to provide domestic interstate telecommunications service by virtue of blanket Section 214 authority. *See* 47 C.F.R. § 63.01. SLIC also holds international section 214 authority to provide global or limited global resold telecommunications service. *See* IB File No. ITC-214-20171229-00233.

Transferors: Atlas is a holding company that does not provide any telecommunications services and does not hold any Section 214 authorizations.

[5] This authorization was assigned from Nicholville Telephone Company, Inc. to Nicholville in IB File No. ITC-ASG-20180226-00040.

Transferee: SDC Acquisition is a holding company that does not provide any telecommunications services and does not hold any Section 214 authorizations.

(h) (***Answer to Questions 11 & 12***) Following completion of the Transaction, the Licensees will remain direct, wholly-owned subsidiaries of Atlas, and Atlas will become a direct, wholly-owned subsidiary of SDC Acquisition. As a result of the Transaction, the Licensees will become subsidiaries of Transferee and indirectly owned and controlled by SDC or one of its affiliates. Information about the entities that are expected to hold or control a ten percent (10%) or greater direct or indirect ownership interest in the Licensees upon completion of the Transaction as calculated pursuant to the Commission's ownership attribution rules for wireline and international telecommunications carriers is set forth in **Exhibit B**.

SDC Acquisition does not have any interlocking directorates with a foreign carrier.

Upon or following completion of the Transaction, none of the Licensees are expected to have an interlocking directorate with a foreign carrier.

(i) (***Answer to Question 14***) SDC Acquisition certifies that it is not a foreign carrier or affiliated (as defined in 47 C.F.R. § 63.09) with any foreign carriers. Currently, none of Atlas nor the Licensees are a foreign carrier or affiliated with any foreign carrier(s).

(j) (***Answer to Question 15***) Applicants certify that they do not seek to provide international telecommunications services to any destination country where (1) an Applicant is a foreign carrier in that country, (2) an Applicant controls a foreign carrier in that country, (3) any entity that owns more than 25 percent of an Applicant, or that controls an Applicant, 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 25 percent of an Applicant and are parties to, or the beneficiaries of, a contractual relation affecting the provision or marketing or international basic telecommunications services in the United States.

(k) Not applicable.

(m) Not applicable.

(n) 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.

(o) Applicants certify that they are not subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998. *See* 21 U.S.C. § 853a; *see also* 47 C.F.R. §§ 1.2001-1.2003.

(p) 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). In particular, Section 63.12(c) is inapplicable because none of the Applicants is or is affiliated with any foreign carriers, and none of the scenarios outlined in Section 63.12(c) of the Commission's Rules applies.

V. INFORMATION REQUIRED BY SECTION 63.04

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 transfer indirect control of the Licensees to SDC Acquisition to address the requirements set forth in Section 63.04(a)(6)-(12) of the Commission's Rules:

(a)(6) Description of the Transaction

See Section II above.

(a)(7) Geographic Serving Areas of the Applicants

(i) The Licensees provide incumbent local exchange telecommunications services or competitive local exchange or interexchange telecommunications services in certain areas of New York.

a. Nicholville is an RLEC and an ETC in the State of New York assigned Study Area Code ("SAC") 150108. Nicholville is located in Nicholville, New York (St. Lawrence County), and serves the Nicholville and Winthrop exchanges in New York. Nicholville receives fixed high-cost universal service fund ("USF") support through the Revised ACAM-I mechanism, as well as ICC support. Nicholville does not receive USF support from the CAF-II Auction, RDOF, or Rural Broadband Experiment ("RBE") mechanisms. Nicholville was a participating provider in the EBB Program and is a participating provider in the ACP. Nicholville also provides Lifeline services.

b. SLIC is organized as a CLEC and is an ETC in the State of New York and has SAC 159038. SLIC receives fixed high-cost USF support through the CAF-II Auction[6] and RDOF mechanisms.[7] SLIC does not receive USF support through any other high-cost programs. SLIC was a participating provider in the EBB Program and is a participating provider in the ACP. SLIC also provides Lifeline services.

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[6] SLIC receives CAF-II Auction support pursuant to a waiver granted by the Commission to permit use of CAF-II Auction support in CAF-eligible areas in New York in coordination with the New NY Broadband Program. *See In the Matter of Connect America Fund; ETC Annual Reports and Certifications*, WC Docket Nos. 10-90 & 14-58, Order, 32 FCC Rcd 968 (2017). Support was awarded through the New NY Broadband Program rather than the CAF-II Auction. The Commission authorized SLIC's CAF-II Auction funding by Public Notice on July 15, 2019, and January 14, 2021. *See Connect America Fund Phase II Support Authorized for Five New York Winning Bidders*, WC Docket No. 10-90, Public Notice, 34 FCC Rcd 6094 (2019); *Connect America Fund Phase II Auction Support Authorized for a New York Winning Bidder,* WC Docket No. 10-90, Public Notice, 36 FCC Rcd 236 (2021).

[7] On April 15, 2022, the Commission issued a Public Notice formally authorizing SLIC to receive RDOF support. *See Rural Digital Opportunity Fund Support Authorized for 1,345 Winning Bids*, AU Docket No. 20-34, WC Docket No. 19-126, WC Docket No. 10-90, Public Notice, DA 22-402 (rel. Apr. 15, 2022).

As discussed in Section III above, the proposed Transaction will enhance, not compromise, the ability of the Licensees to meet their respective obligations with respect to the Revised ACAM-I, ICC, CAF-II Auction, RDOF, EBB/ACP, and Lifeline programs.

The Licensees also are affiliated with: (a) Keene Valley Video, Inc. ("KVVI"), a small cable operator and cable modem internet services provider holding a cable franchise from the Town of Keene in northern New York and (b) HCCI, LLC ("HCCI"), a fiber optic broadband and cable operator holding cable franchises from multiple localities in the Wells, Lake Pleasant and Speculator areas of Hamilton County in northern New York. Neither KVVI nor HCCI provide FCC-regulated telecommunications services.

Transferor currently is engaged in a pending transaction (the "Westelcom Acquisition") whereby it will indirectly acquire ownership and control of Westelcom Communications, Inc., a non-regulated holding company with no operations that holds no authorizations from the Commission or any state, and its subsidiaries, Westelcom Network, Inc. ("Westelcom Network"), Westelcom Internet, Inc. ("Westelcom Internet") and TEO Communications, Inc. ("TEO"):[8]

a. Westelcom Network is a CLEC in the State of New York which holds domestic and international Section 214 authorizations.[9] Westelcom has no SAC, is not an ETC, and does not receive any high-cost USF support. Nor does Westelcom participate in the EBB Program, ACP, or Lifeline program.

[8] For the avoidance of doubt, the Transaction described herein is a wholly separate transaction that is independent of, and not contingent on, the Westelcom Acquisition. The parties to the Westelcom Acquisition have sought Commission approval for that transfer of control. *See* WC Docket No. 22-291; IB File Nos. ITC-T/C-20220801-00094 & ITC-T/C-20220801-00095. Applicants respectfully request that the Commission consider this Application independently from the application submitted in connection with the Westelcom Acquisition.

[9] *See* IB File No. ITC-214-20000721-00475.

b. TEO holds domestic and international Section 214 authorizations[10] and is a CLEC in Arizona. TEO also is authorized to provide VoIP services in California. TEO provides interconnected VoIP and other non-telecommunications services in Arizona, California, Florida, Maryland, New Jersey, Ohio, Oregon, Texas, Vermont, Washington, and New York. TEO has no SAC, is not an ETC, and does not receive any high-cost USF support. Nor does TEO participate in the EBB Program, ACP, or Lifeline program.

c. Westelcom Internet does not provide domestic telecommunications services and holds no authorizations from the Commission or any state.

(ii) None of the persons or entities that own or control 10% or more of Transferor owns or controls a 10% or greater, direct or indirect interest in another domestic interstate telecommunications carrier.

(iii) Transferee is a holding company with no operations. Through common control with other funds ultimately controlled by SDC, Transferee is affiliated with the following entities that provide domestic telecommunications services:

a. ALLO Communications LLC ("ALLO"), a CLEC offering local telephone, long distance, broadband, Internet, and television services to homes and businesses in Nebraska and Colorado. ALLO has SACs 379010, 846030, and 837033 but currently does not receive any high-cost USF support. ALLO is a participating provider in the EBB/ACP and provides Lifeline services. ALLO's affiliate ALLO Arizona, LLC is authorized to provide intrastate telecommunications services in Arizona.

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[10] *See* IB File No. ITC-214-20200813-00155.

b. Fatbeam, LLC ("Fatbeam") is a CLEC in Arizona, Nevada, New Mexico, Oregon, Washington and Idaho. Fatbeam provides unregulated services in Montana and Wyoming. Fatbeam does not have a SAC and does not receive any high-cost USF support.

(iv) Except as described above, no person or entity that directly or indirectly, owns or controls 10% or more of SDC Acquisition also directly or indirectly owns or controls 10% or more of another telecommunications provider in the United States.

(a)(8) Streamlined Treatment

Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Sections 63.03 of the Commission's Rules, 47 C.F.R. §63.03. In particular, with respect to domestic authority, this Application is eligible for streamlined processing pursuant to Section 63.03(b)(1)(ii) because Transferee is not a telecommunications provider, and pursuant to Section 63.03(b)(2)(iii) the applicants are ILECs that have, in combination, fewer than two percent of the nation's subscriber lines installed in the aggregate nationwide, and no overlapping or adjacent service areas.

(a)(9) Other Related Applications Before the Commission

Not applicable.

(a)(10) Statement of Imminent Business Failure

No party is requesting special consideration because it is facing imminent business failure.

(a)(11) Separately-Filed Waiver Requests

None.

(a)(12) Public Interest Statement

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

VI. CONCLUSION

For the foregoing reasons, the Applicants respectfully request that the Commission promptly grant this Joint Application.

Respectfully Submitted,

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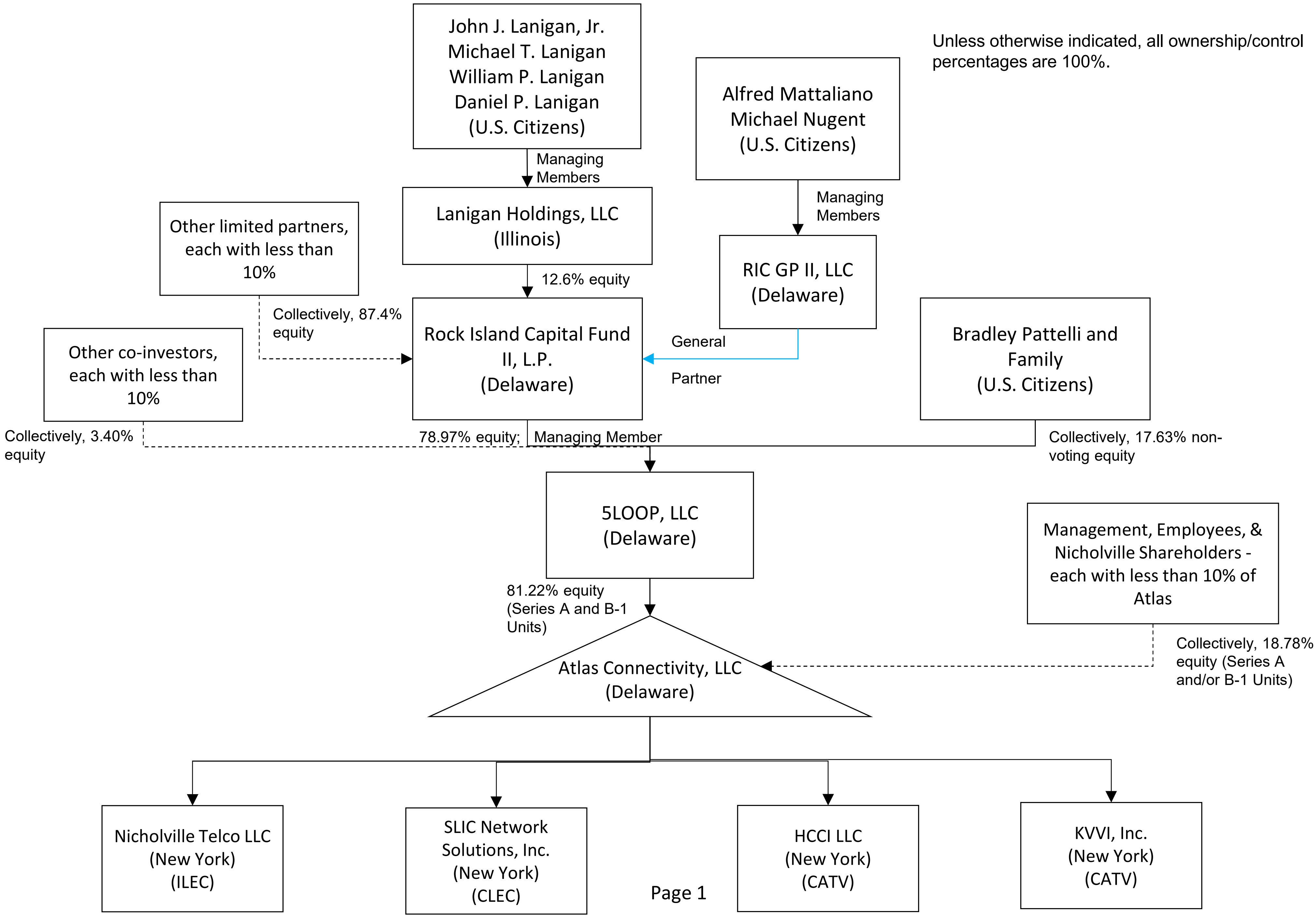
Counsel for Transferee

Dated: August 22, 2022

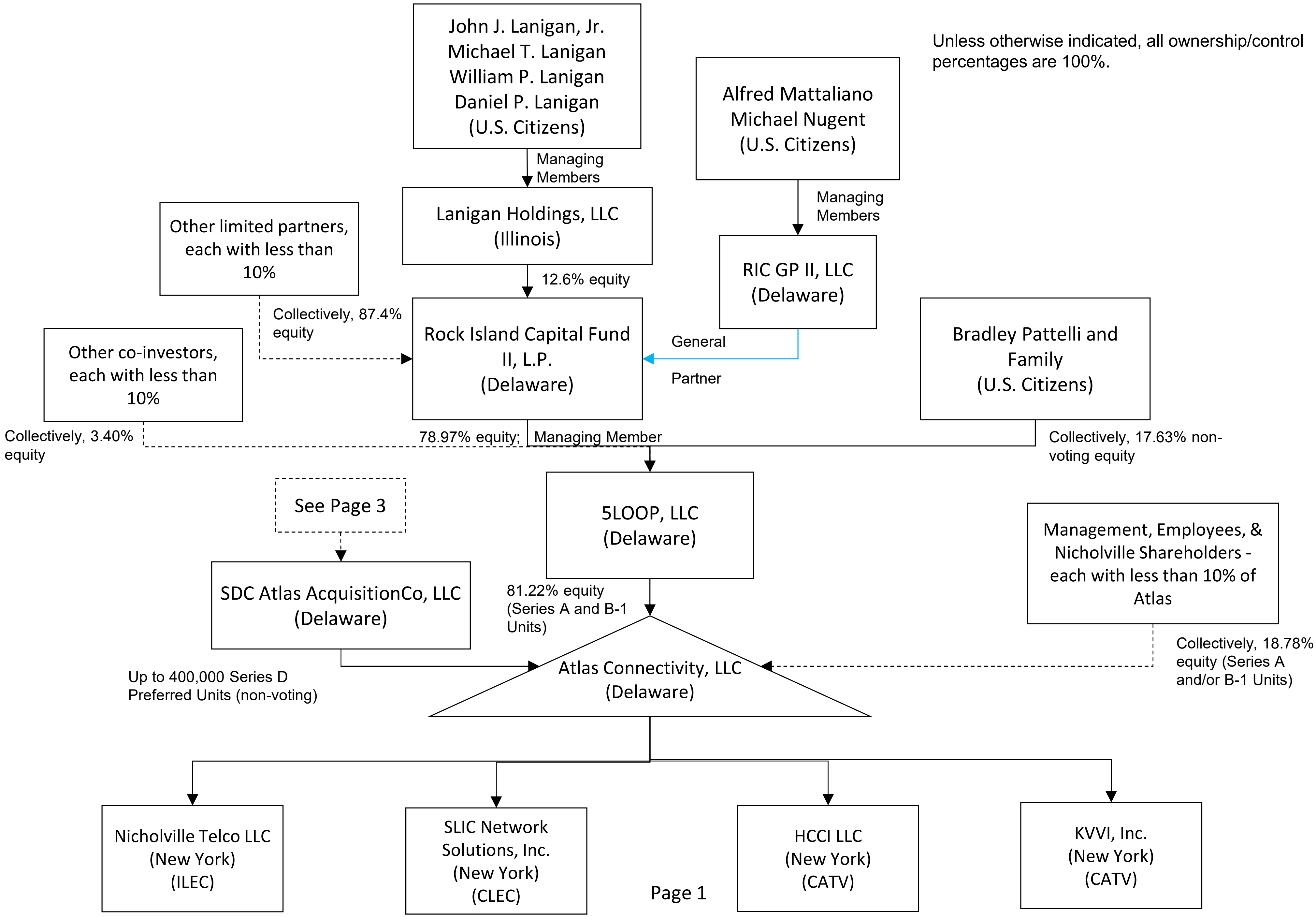
EXHIBIT A

Current, Post-Preferred Unit Purchase, and Post-Transaction Corporate Ownership Structure Charts

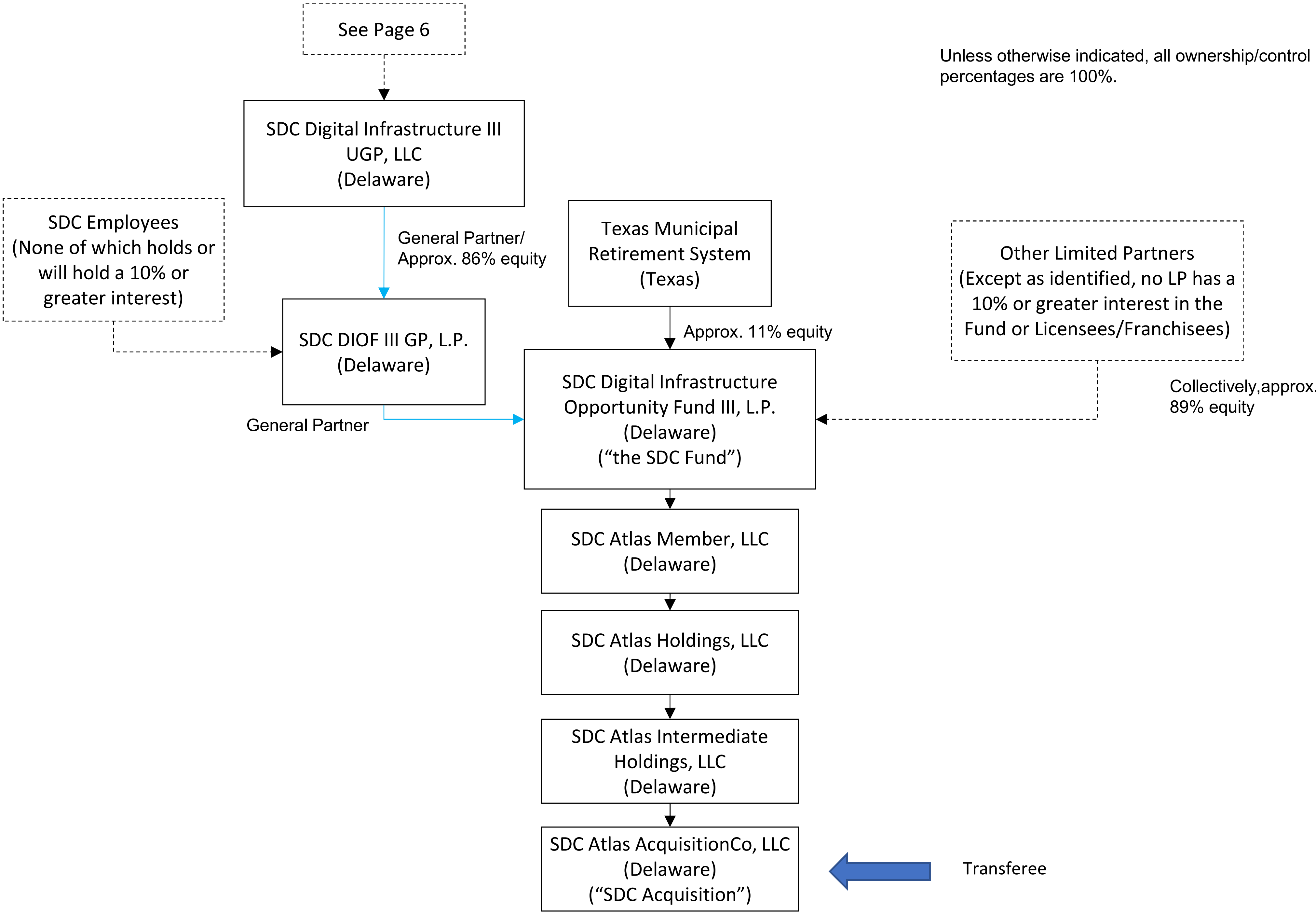
Pre-Transaction Ownership Structure



Post-Preferred Unit Purchase Ownership Structure

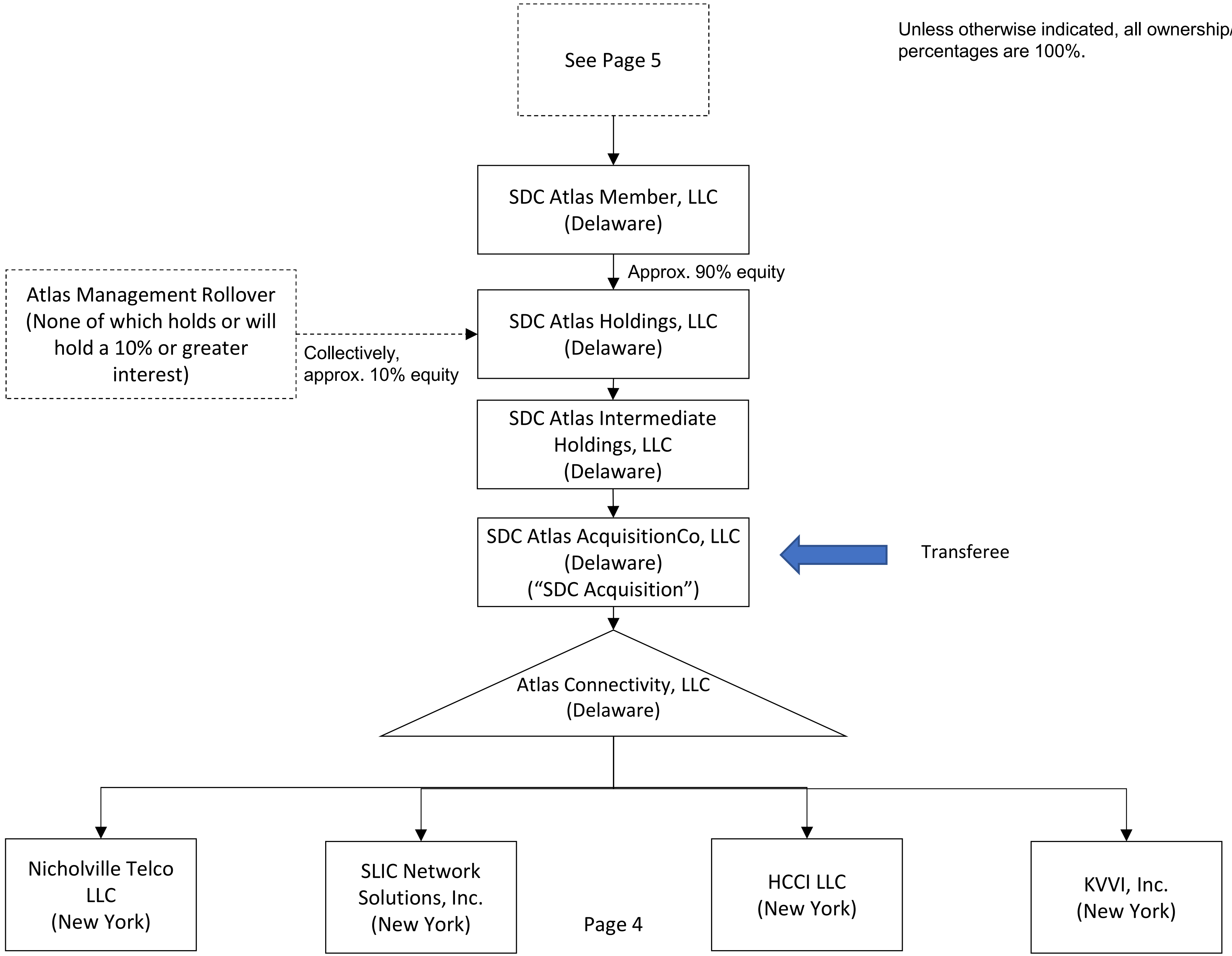


Ownership Structure of SDC Atlas AcquisitionCo, LLC



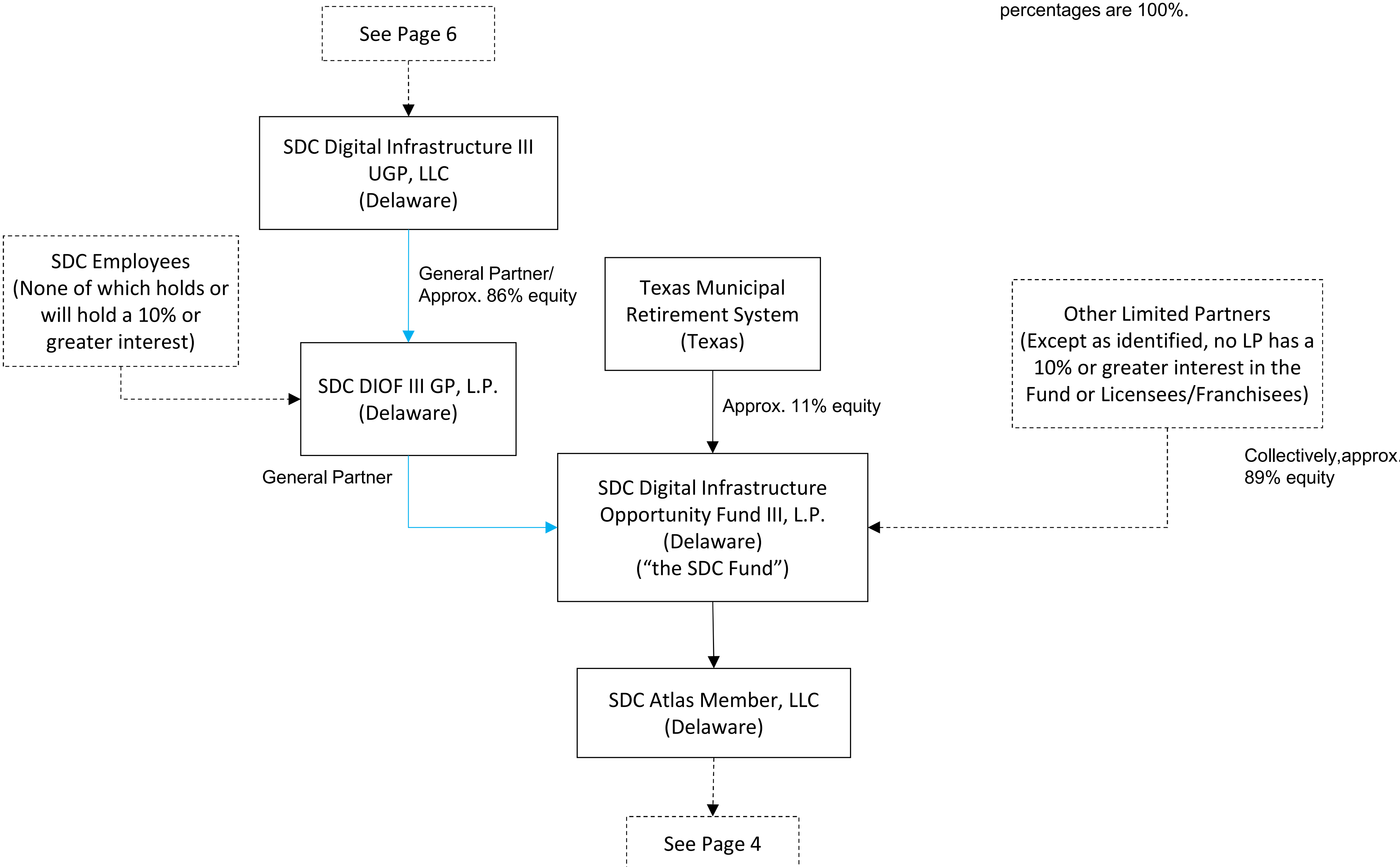
Post-Transaction Ownership Structure

Unless otherwise indicated, all ownership/control percentages are 100%.



Post-Transaction Ownership Structure of SDC Atlas Member, LLC

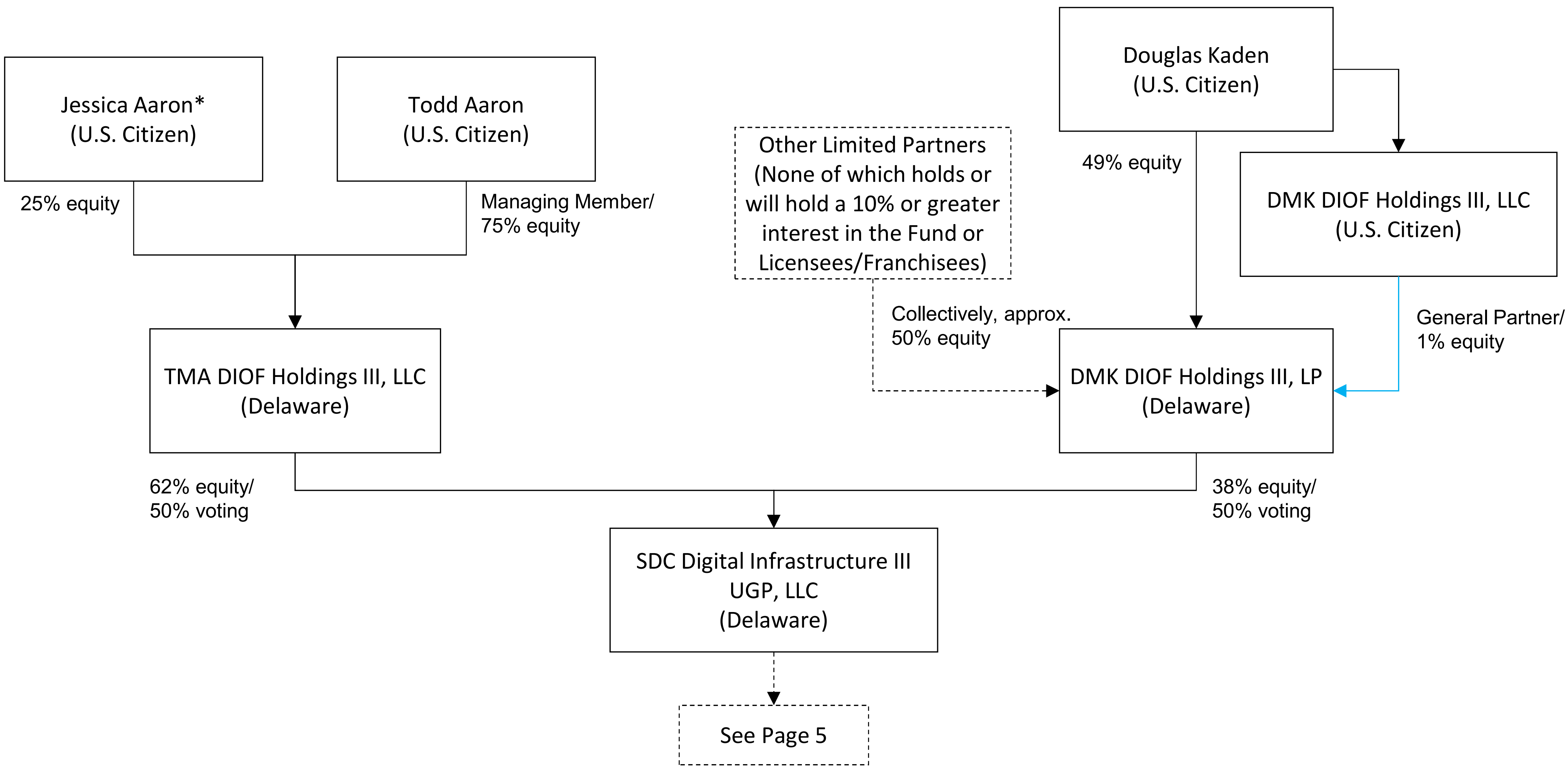
Unless otherwise indicated, all ownership/control percentages are 100%.



Ownership Structure of SDC Digital Infrastructure UGP, LLC

Unless otherwise indicated, all ownership/control percentages are 100%.

*Within 60-90 days, Jessica Aaron expects to transfer her interests in TMA DIOF Holdings III, LLC to a family trust (JBA Family 2022 Trust) for estate planning purposes.



<u>EXHIBIT B</u>

Post-Transaction Ownership of the Licensees

1. Upon completion of the Transaction, the following entity will directly, wholly own the Licensees:

Name:	Atlas Connectivity, LLC (“Atlas”)
Address:	3330 SH 11 B Nicholville, NY 12965
Citizenship:	U.S. (Delaware)
Principal Business:	Holding Company
Interest Held:	100% (directly)

2. Upon completion of the Transaction, the following entity will directly, wholly own Atlas:

Name:	SDC Atlas AcquisitionCo, LLC (“SDC Acquisition”)
Address:	c/o SDC Capital Partners 817 Broadway, 10th Floor New York, NY 10003
Citizenship:	U.S. (Delaware)
Principal Business:	Holding Company
Interest Held:	100% (indirectly, as sole owner of Atlas)

3. Upon completion of the Transaction, the following entity will directly, wholly own SDC Acquisition:

Name:	SDC Atlas Intermediate Holdings, LLC (“SDC-Intermediate”)
Address:	c/o SDC Capital Partners 817 Broadway, 10th Floor New York, NY 10003
Citizenship:	U.S. (Delaware)
Principal Business:	Holding Company
Interest Held:	100% (indirectly, as sole owner of SDC Acquisition)

4. Upon completion of the Transaction, the following entity will directly, wholly own SDC-Intermediate:

Name:	SDC Atlas Holdings, LLC ("SDC-Holdings")
Address:	c/o SDC Capital Partners 817 Broadway, 10th Floor New York, NY 10003
Citizenship:	U.S. (Delaware)
Principal Business:	Holding Company
Interest Held:	100% (indirectly, as sole owner of SDC-Intermediate)

5. Upon completion of the Transaction, the following entity will own SDC-Holdings:

Name:	SDC Atlas Member, LLC ("SDC-Member")
Address:	c/o SDC Capital Partners 817 Broadway, 10th Floor New York, NY 10003
Citizenship:	U.S. (Delaware)
Principal Business:	Holding Company
Interest Held:	100% (indirectly, as approx. 90% owner of SDC-Holdings)[1]

6. Upon completion of the Transaction, the following persons or entities will own or control, directly or indirectly, a ten percent (10%) or greater interest[2] in the Licensees through SDC-Member:

Name:	SDC Digital Infrastructure Opportunity Fund III, L.P. ("SDC Fund III")
Address:	c/o SDC Capital Partners 817 Broadway, 10th Floor New York, NY 10003
Citizenship:	U.S. (Delaware)
Principal Business:	Investment Fund
Interest Held:	100% (indirectly, as sole owner of SDC-Member)

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[1] Existing Atlas management are expected to collectively hold approximately 10% of SDC-Holdings and no individual member of Atlas management is expected to hold a 10% or greater indirect interest in the Licensees.

[2] The ownership interests provided herein represent both equity and voting interests unless otherwise indicated or if the entity is a limited partner. Limited partners only have equity interests and do not have voting interests in the limited partnership unless otherwise indicated.

Except as described in Paragraph 8 below, no limited partner of SDC Fund III will be attributed a 10% or greater interest in the Licensees. The general partner of SDC Fund III is SDC DIOF III GP, L.P.

Name:	SDC DIOF III GP, L.P. ("SDC DIOF III GP")
Address:	c/o SDC Capital Partners 817 Broadway, 10th Floor New York, NY 10003
Citizenship:	U.S. (Delaware)
Principal Business:	Holding Company
Interest Held:	100% (indirectly, as the general partner (with nominal equity) of SDC Fund III)

Other than its general partner SDC Digital Infrastructure III UGP, LLC (described below), the remaining limited partnership interests in SDC DIOF III GP are held by SDC employees, none of whom will be attributed a 10% or greater interest in the Licensees.

Name:	SDC Digital Infrastructure III UGP, LLC ("SDC UGP")
Address:	c/o SDC Capital Partners 817 Broadway, 10th Floor New York, NY 10003
Citizenship:	Delaware
Principal Business:	Investment Activities
Interest Held:	100% (indirectly, as general partner (approx. 86% equity) of SDC DIOF III GP)

7. The members of SDC UGP are TMA DIOF Holdings III, LLC and DMK DIOF Holdings III, LP, which (as described below) ultimately are owned and controlled by Todd Aaron and Douglas Kaden, the Managing Partners of SDC Capital, each of whom is a U.S. citizen and co-manager of SDC UGP in their individual capacities:

Name:	TMA DIOF Holdings III, LLC ("TMA Holdings")
Address:	c/o SDC Capital Partners 817 Broadway, 10th Floor New York, NY 10003
Citizenship:	Delaware
Principal Business:	Investment Activities
Interest Held:	100% (indirectly, as 62% equity member of SDC UGP)

Name:	Todd Aaron
Address:	c/o SDC Capital Partners 817 Broadway, 10th Floor New York, NY 10003
Citizenship:	United States
Principal Business:	Individual
Interest Held:	100% (indirectly, as 75% managing member of TMA Holdings and co-manager of SDC UGP)

Name:	Jessica Aaron[3]
Address:	c/o SDC Capital Partners 817 Broadway, 10th Floor New York, NY 10003
Citizenship:	United States
Principal Business:	Individual
Interest Held:	25% (indirectly, as 25% member of TMA Holdings)

Name:	DMK DIOF Holdings III, LP ("DMK LP")
Address:	c/o SDC Capital Partners 817 Broadway, 10th Floor New York, NY 10003
Citizenship:	Delaware
Principal Business:	Investment Activities
Interest Held:	38% (indirectly, as 38% member of SDC UGP)

Name:	DMK DIOF Holdings III, LLC ("DMK LLC")
Address:	c/o SDC Capital Partners 817 Broadway, 10th Floor New York, NY 10003
Citizenship:	Delaware
Principal Business:	Investment Activities
Interest Held:	38% (indirectly, as general partner (1% equity) of DMK LP)

Name:	Douglas Kaden
Address:	c/o SDC Capital Partners 817 Broadway, 10th Floor New York, NY 10003
Citizenship:	United States
Principal Business:	Individual
Interest Held:	38% (indirectly, as 49% limited partner of DMK LP, sole member of DMK LLC and co-manager of SDC UGP)

[3] Within 60-90 days, Jessica Aaron expects to transfer her interests in TMA DIOF Holdings III, LLC to a family trust (JBA Family 2022 Trust) for estate planning purposes.

No other entity or individual will own or control a ten percent (10%) or greater interest in the Licensees through SDC UGP.

8. Upon completion of the Transaction, the following entity will be attributed, directly or indirectly, a ten percent (10%) or greater interest[4] in the Licensees through its limited partnership interest in SDC Fund III:

Name:	Texas Municipal Retirement System ("TMRS")
Address:	2717 Perseverance Drive, Suite 300 Austin, TX 78731
Citizenship:	U.S. (Texas)
Principal Business:	Retirement Fund
Interest Held:	Approx. 11% (indirectly, through its approx. 11% limited partnership interest in SDC Fund III)

To SDC Acquisition's knowledge, no person or entity will own or control a ten percent (10%) or greater interest in the Licensees through TMRS and no other person or entity, directly or indirectly, will own or control a ten percent (10%) or greater interest in the Licensees through SDC Acquisition.

[4] Limited partners only have equity interests and do not have voting interests in the limited partnership unless otherwise indicated.

VERIFICATIONS

VERIFICATION

I, Todd Aaron, state that I am an Authorized Person of SDC Atlas AcquisitionCo, LLC (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 with respect to the Company 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: August 10, 2022.

SDC Atlas AcquisitionCo, LLC

By: SDC Atlas Intermediate Holdings, LLC
Its: Sole Member

By: SDC Atlas Holdings, LLC
Its: Sole Member

By: SDC Atlas Member, LLC
Its: Sole Member

By: SDC Digital Infrastructure Opportunity Fund III, L.P.
Its: Sole Member

By: SDC DIOF III GP, L.P.
Its: General Partner

By: SDC Digital Infrastructure III UGP, LLC
Its: General Partner

By: DocuSigned by: Todd Aaron
Name: Todd Aaron
Title: Authorized Person

VERIFICATION

I, Bradley G Pattelli, state that I am the Chief Executive Officer of Atlas Connectivity, LLC (the “Company”); that I am authorized to make this Verification on behalf of the Company and its subsidiaries; that the foregoing filing was prepared under my direction and supervision; and that the contents thereof with respect to the Company and its subsidiaries 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: August 18, 2022.

Bradley G Pattelli
Chief Executive Officer
Atlas Connectivity, LLC