

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

*In the Matter of*

**Postco, Inc,**  
*Transferor,*

**ITS Fiber, LLC, and  
ITS Telecommunications Systems, Inc.**  
*Licensees,*

and

**Blue Stream Communications LLC,**  
*Transferee,*

Application for Consent to Transfer Control  
of Domestic and International Section 214 Authorities  
Under the Communications Act of 1934, as Amended

WC Docket No. 20-\_\_\_\_\_

File No. ITC-T/C-2020-\_\_\_\_\_

**JOINT APPLICATION**

Pursuant to Section 214 of the Communications Act of 1934, as amended (“the Act”),<sup>1</sup> and Sections 63.04, 63.18, and 63.24 of the Commission’s Rules,<sup>2</sup> Postco, Inc. (“Transferor”), ITS Fiber, LLC (“ITS Fiber”), ITS Telecommunications Systems, Inc. (“ITS Telecommunications” and, together, with ITS Fiber, the “Licensees”), and Blue Stream Communications LLC (“Transferee”) (collectively the “Applicants”), by their undersigned representatives, request Commission consent to transfer indirect control of the Licensees, each of which holds domestic and/or international Section 214 authorization(s). Such authority is necessary to complete the Transaction (as defined below).

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<sup>1</sup> 47 U.S.C. § 214.

<sup>2</sup> 47 C.F.R. §§ 63.04, 63.18 and 63.24.

The Section 214 authorizations currently held by the Licensees will continue to be held by those same entities following consummation of the proposed Transaction. As discussed in more detail below, the Applicants have entered into an agreement whereby Transferee will indirectly acquire all of the ownership interests in Licensees. The Transaction will not result in any loss or impairment of service for any of Licensees' customers and will have no adverse effects upon competition in any areas where Licensees provide telecommunications service. Indeed, as a result of the proposed Transaction, Licensees will enjoy access to the financial resources and management expertise of Transferee. Consequently, the Commission should find that the change in the ownership of Licensees will serve the public interest.

Pursuant to Section 63.04(b) of the Commission's rules,<sup>3</sup> Applicants are filing a combined application for the proposed transfer of control of Licensees, including domestic and international authorizations. The Applicants provide below the information required by Sections 63.24(e)(2) and 63.04(a)(6) through (a)(12) of the Commission's Rules.<sup>4</sup> In support of this Application, Applicants provide the following information:

**I. DESCRIPTION OF THE APPLICANTS**

**A. Transferor (Postco, Inc.) and Licensees (ITS Fiber, LLC and ITS Telecommunications Systems, Inc.)**

Postco, Inc. is a holding company that owns subsidiary companies operating in a number of fields, including telecommunications, water and wastewater management. ITS Telecommunications Systems, Inc., a wholly-owned subsidiary of Postco, Inc. is an incumbent local exchange

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<sup>3</sup> 47 C.F.R. § 63.04(b).

<sup>4</sup> 47 C.F.R. §§ 63.24(e)(2), 63.04(a)(6)-(12).

carrier, which provides local exchange and interexchange services to customers in and around the community of the Village of Indiantown in Martin County in southeastern Florida.

ITS Fiber, LLC, another wholly-owned subsidiary of Postco, Inc., is a competitive local exchange carrier and offers voice, broadband and other unregulated services primarily in Martin County, Florida.

**B. Transferee – Blue Stream Communications LLC**

Transferee is a Delaware limited liability company with principal offices at 12409 NW 35th Street, Coral Springs, FL 33065. Transferee provides communications, cable television, video and broadband services in south Florida. Transferee is a direct, wholly owned subsidiary of TPC ACC Acquisition, LLC, a Delaware limited liability company, and an indirect, wholly owned subsidiary of TPC Broadband Holdings, LLC (“Holdings”), also a Delaware limited liability company. Holdings is wholly owned by GI DI Zebra Acquisition LLC, which is indirectly owned by private equity funds GI Partners Data Infrastructure Fund LP and GI Partners Data Infrastructure Fund-A LP. GI Partners Data Infrastructure Fund LP and GI Partners Data Infrastructure Fund-A LP’s investments focus on data centers, data transport, wireless access and tech-enabled infrastructure, predominantly in North America.

**II. DESCRIPTION OF THE TRANSACTION**

Pursuant to the Equity Purchase Agreement (the “Agreement”), dated August 7, 2020, by and among Transferor, Licensees, Transferee, and Jeffrey S. Leslie (“Leslie”), Transferee will acquire all of the outstanding equity interests of Licensees (the “Transaction”). As a result, Licensees will become direct subsidiaries of Transferee. Diagrams depicting the pre- and post-Transaction corporate ownership structures are provided as **Exhibit A**.

The Transaction will be transparent to Licensees' customers. All existing customers of Licensees will continue to be served under their existing authorizations, as well as under existing tariffs and contracts. The Transaction will not result in service disruption, termination, or customer confusion. The expected change resulting from the Transaction will be that Licensees will be owned by Transferee rather than their current shareholder. Transferee and its ultimate owners are financially well-qualified to become the new owners of Licensees, and following closing, Licensees will enjoy access to the financial resources and broader management expertise of Transferee and its ultimate owners.

### **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.<sup>5</sup> In making such a determination, the Commission, among other matters, assesses “whether the proposed transaction complies with the specific provisions of the Act, other applicable statutes, and the Commission's rules”<sup>6</sup> and then, second, if a

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<sup>5</sup> 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*”).

<sup>6</sup> 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*”).

proposed transaction would not violate 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.”<sup>7</sup> The Applicants respectfully submit that they are not aware of any such public interest harms that should arise from the Commission’s approval of this Transaction.

Applicants respectfully submit that they do not believe that approval of the instant requests would substantially frustrate or impair the Commission’s implementation or enforcement of the Communications Act of 1934, as amended (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 substantial public interest benefits without any material countervailing harms. In the absence of any such harms, the Applicants believe that transaction-specific conditions are unnecessary.

#### **B. The Proposed Transaction Will Serve the Public Interest**

Consummation of the proposed Transaction will serve the public interest, convenience, and necessity by providing Licensees with access to Transferee’s financial and operational expertise, permitting Licensees to continue to provide robust communications solutions to their customers and to better compete in the international telecommunications marketplace. Transferee has sub-

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<sup>7</sup> 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); *Soft-Bank-Sprint-Clearwire Order*, 28 FCC Rcd. at 9651 ¶ 23 (citation omitted); *Qwest-CenturyLink Order*, 26 FCC Rcd. at 4199 ¶ 7.

stantial experience investing in communications companies. Under Transferee's ownership, Licensees will seek to build on their existing assets, support investment in new infrastructure, and continue to offer innovative and high-quality services to existing customers.

The proposed Transaction will have no adverse impact on customers and will not alter the manner of service delivery or billing. Transferee further expects that the managerial, technical and operational standards of the Licensees will be maintained. Licensees will continue to comply with existing contracts and tariffs, as applicable, subject to change in the ordinary course of business and in accordance with applicable law.

**C. The Proposed Transaction Will Not Create Any Anti-Competitive Effects**

The Transaction would not create a new combination that would adversely affect competition 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.

**IV. INFORMATION REQUIRED BY SECTION 63.24(e)**

Applicants submit the information below in support of the following requests for consent to the following transfers of control:

- Transfer of indirect control of the international Section 214 authorities held by ITS Telecommunications to Transferee. Authorization File No. ITC-214-19940114-00001; and
- Transfer of indirect control of domestic Section 214 authorizations held by Licensees to Transferee.

**V. INFORMATION REQUIRED BY 47 C.F.R. § 63.18**

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

**Responses to Section 63.18(a)-(d)**

**(a)** Name, address, and telephone number of each applicant

Transferee:

**Blue Stream Communications LLC**  
FRN: 0000017640  
12409 NW 35th Street  
Coral Springs, FL 33065  
(954) 752-7244

Transferor:

**Postco, Inc.**  
FRN: 0019789189  
15925 SW Warfield Blvd.  
Indiantown, FL 34956  
(772) 597-2104

Licensees:

**ITS Telecommunications Systems Inc.**  
FRNs: 0003731734; 0018528893; 0021105762  
**ITS Fiber, LLC**  
FRN: 0022953814  
15925 SW Warfield Blvd.  
Indiantown, FL 34956  
(772) 597-2104

**(b) Place of organization**

Transferee: Transferee is a Delaware limited liability company.

Transferor: Transferor is a Florida corporation.

Licensees: ITS Telecommunications is a Florida corporation.  
ITS Fiber is a Florida limited liability company.

**(c) Name, title, post office address, and telephone number of official and any other contact point (Answer to Question 10)**

Correspondence concerning these applications should be directed to:

For Transferee:

Russell M. Blau  
Stephany Fan  
Morgan, Lewis & Bockius LLP  
1111 Pennsylvania Ave., N.W.  
Washington, DC 20004-2541  
Tel: 202-739-3000  
Fax: 202-739-3001  
russell.blau@morganlewis.com  
stephany.fan@morganlewis.com

For Transferor and Licensees:

Benjamin H. Dickens  
Salvatore Taillefer, Jr.  
Blooston, Mordkofsky, Dickens, Duffy &  
Prendergast, LLP  
2120 L Street, NW Suite 300  
Washington, DC 20037  
Tel: (202) 828-5562  
Fax: (202) 828-5568  
bhd@bloostonlaw.com  
sta@bloostonlaw.com

with a copy to:

David A. Smolen  
Marco Morra  
188 The Embarcadero, Suite 700  
San Francisco, CA 94105  
415-688-4800 (tel)  
David.Smolen@gipartners.com  
mmorra@gipartners.com

with a copy to:

Jeffrey S. Leslie  
15925 SW Warfield Blvd.  
P.O. Box 397\*  
Indiantown, FL 34956  
Phone: (772) 597-2104  
jeffl@itsfiber.com

\*if by USPS

**(d) Statement as to whether applicants have previously received authority under Section 214**

Transferee: Transferee does not hold domestic or international Section 214 authorization.

Transferor: Transferor does not hold domestic or international Section 214 authorization.

Licensees: ITS Telecommunications and ITS Fiber hold blanket domestic Section 214 authority to provide interstate telecommunications services. ITS Telecommunications also holds international Section 214 authorizations to provide facilities-based and global resold international services, granted in IB File No. ITC-214-19940114-00001.

**Responses to Section 63.18(h)-(p)**

**(h) Post-Transaction Ownership of Licensees (Answer to Questions 11 & 12)**

Upon consummation of the Transaction, Licensees will become direct, wholly owned subsidiaries of Transferee, and indirectly owned by Holdings. Holdings is ultimately controlled by GI Partners DI Fund LP and GI Partners DI Fund-A LP, which exercise management control of the



Holdings pursuant to governance, management and advisory agreements. Information about the entities that are expected to hold or control a 10% or greater direct or indirect ownership interest in the Licensees upon completion of the Transaction is set forth in **Exhibit C**.

Applicants do not have any interlocking directorates with a foreign carrier.

**(i) Foreign Carrier Affiliates (Answer to Question 14)**

Applicants certify that they are not foreign carriers, nor are they affiliated with foreign carriers, nor will they become affiliated with foreign carriers as a result of this Transaction.

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

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. Upon completion of the Transaction, Transferee certifies it will not be affiliated with a foreign carrier in any country. Applicants certify that the remaining provisions of Section 63.18(j) will not apply.

**(k) Foreign Carrier Certification**

Not applicable.

**(m) Presumption of Non-Dominance**

Not applicable.

**(n) No Special Concessions**

Applicants certify that they have not agreed to accept special concessions directly or indirectly from a foreign carrier with respect to any U.S. international route where the foreign carrier

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

**(o) Anti-Drug Abuse Act Certification**

Applicants certify that no party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862, because of a conviction for possession or distribution of a controlled substance.

**(p) Eligibility for Streamlined Processing**

Applicants respectfully request streamlined processing of this Application 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)(1) is inapplicable because none of the Applicants is or is affiliated with any foreign carriers and none of the scenarios outlined in Section 62.12(c) of the Commission's Rules, 47 C.F.R. § 63.12(c), applies.

**VI. INFORMATION REQUIRED BY SECTION 63.04 OF THE COMMISSION'S RULES IN RELATION TO TRANSFER OF DOMESTIC 214 AUTHORIZATION**

In support of the Applicants' request for consent to transfer control to Transferee of the domestic Section 214 authorization held by the Licensees, the following information is submitted pursuant to Section 63.04 of the Commission's Rules.

**A. Section 63.04(a)(6) – Description of the transaction**

A description of the Transaction is set forth at Section II above and demonstration of how the transaction will serve the public interest is provided in Section III, above.

**B. Section 63.04(a)(7) – Description of the geographic area in which the transferor and transferee (and affiliates) offer domestic telecommunications services, and what services are provided in each area**

Transferee does not itself provide telecommunications services.

Transferor does not itself provide telecommunications services.

Licensees provide telecommunications services in Florida. ITS Telecommunications offers and provides exchange and exchange access services to a single exchange (approximately 1,623 access lines (242 broadband only)) serving the area in and about the communities of Indiantown (2010 census population: 6,083) in Martin County in southeastern Florida. Its local exchange service offerings include custom calling features such as call waiting, caller identification, call forwarding, speed calling and three-way calling. ITS Telecommunications also offers long distance and international calling. In addition to its ILEC certification from the State of Florida, ITS Telecommunications also holds a competitive local exchange carrier ("CLEC") certificate but is not presently offering any CLEC services. ITS Telecommunications is authorized to provide local exchange telecommunication services pursuant to incumbent local exchange telecommunications company (ILEC) Certificate No. 30 and competitive local exchange (CLEC) Certificate No. 4873, and is a registered intrastate interexchange telecommunications company (IXC) Registration No. TK162.

ITS Fiber offers unregulated services primarily in Martin County, Florida. These services include cloud voice service; broadband internet access; IT Services (i.e., Support, Managed and Infrastructure); and cloud and data center services. ITS Fiber also resells smart home devices and security systems. Like ITS Telecommunications, ITS Fiber also holds a CLEC certificate from the State of Florida. ITS Fiber is authorized to provide telecommunications services pursuant to Certificate of Authority No. 8864 issued in Docket No. 140178-TX.

Licensees do not operate or hold authorization to provide intrastate telecommunications services in any other state.

There are no overlapping or adjacent local exchange service territories between the Licensees and Transferee (or any of its Affiliates).

**C. Section 63.04(a)(8) – Statement as to how the Application qualifies for streamlined treatment**

Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Sections 63.03 of the Commission’s Rules.<sup>8</sup> With respect to domestic authority, this Application is eligible for streamlined processing because, immediately following the transaction,

- Applicants (and their Affiliates) will have a market share in the interstate, interexchange market of less than ten percent.
- Transferee does not provide telecommunications services and thus there is no risk of anti-competitive concentration in the Florida telecommunications markets.

**D. Section 63.04(a)(9) – Identification of all other Commission applications related to this transaction**

Other than its Section 214 authorizations described in this Application, Licensees do not hold any other authorizations or licenses from the Commission. As such, no other applications related to this Transaction will be filed with the Commission.

**E. Section 63.04(a)(10) – Statement of whether the Applicants request special consideration because either party is facing imminent business failure**

The Applicants are not requesting special consideration because no parties to this transaction are facing imminent business failure.

**F. Section 63.04(a)(11) – Identification of any separately filed waiver requests being sought in conjunction with this Application**

No separately filed waiver requests are sought in conjunction with this application.

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<sup>8</sup> 47 C.F.R. §63.03.

**G. Section 63.04(a)(12) – Statement showing how grant of the Application will serve the public interest, convenience and necessity**

A demonstration of how the Transaction will serve the public interest, convenience, and necessity is provided in Section III, above.

**VI. CONCLUSION**

For the reasons stated above, the Applicants respectfully request that the Commission grant these applications for consent to transfer direct control of international and domestic Section 214 authorizations of Licensees from Transferor to Transferee.

Respectfully submitted,

/s/ Salvatore Taillefer, Jr.

Benjamin H. Dickens  
Salvatore Taillefer, Jr.  
Blooston, Mordkofsky, Dickens, Duffy &  
Prendergast, LLP  
2120 L Street, NW Suite 300  
Washington, DC 20037  
Tel: (202) 828-5562  
Fax: (202) 828-5568  
sta@bloostonlaw.com  
bhd@bloostonlaw.com

*Counsel for Transferor and Licensees*

Date: August 10, 2020

/s/ Stephany Fan

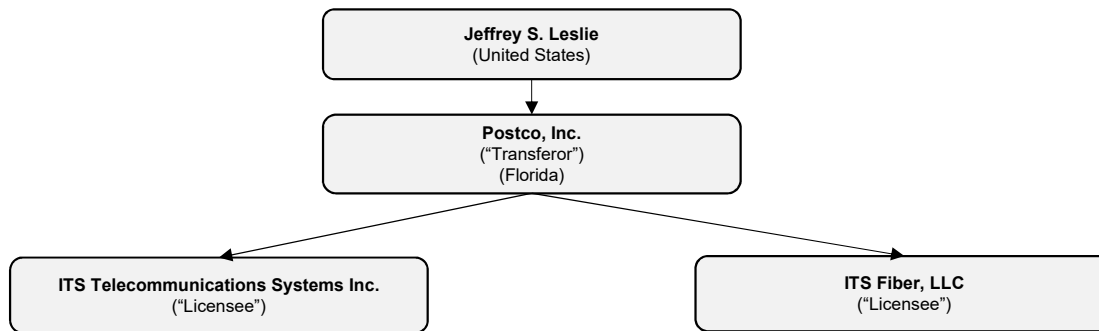
Russell M. Blau  
Stephany Fan  
Morgan, Lewis & Bockius LLP  
1111 Pennsylvania Ave., N.W.  
Washington, DC 20004-2541  
Tel: 202-739-3000  
Fax: 202-739-3001  
russell.blau@morganlewis.com  
stephany.fan@morganlewis.com

*Counsel for Transferee*

**EXHIBIT A**

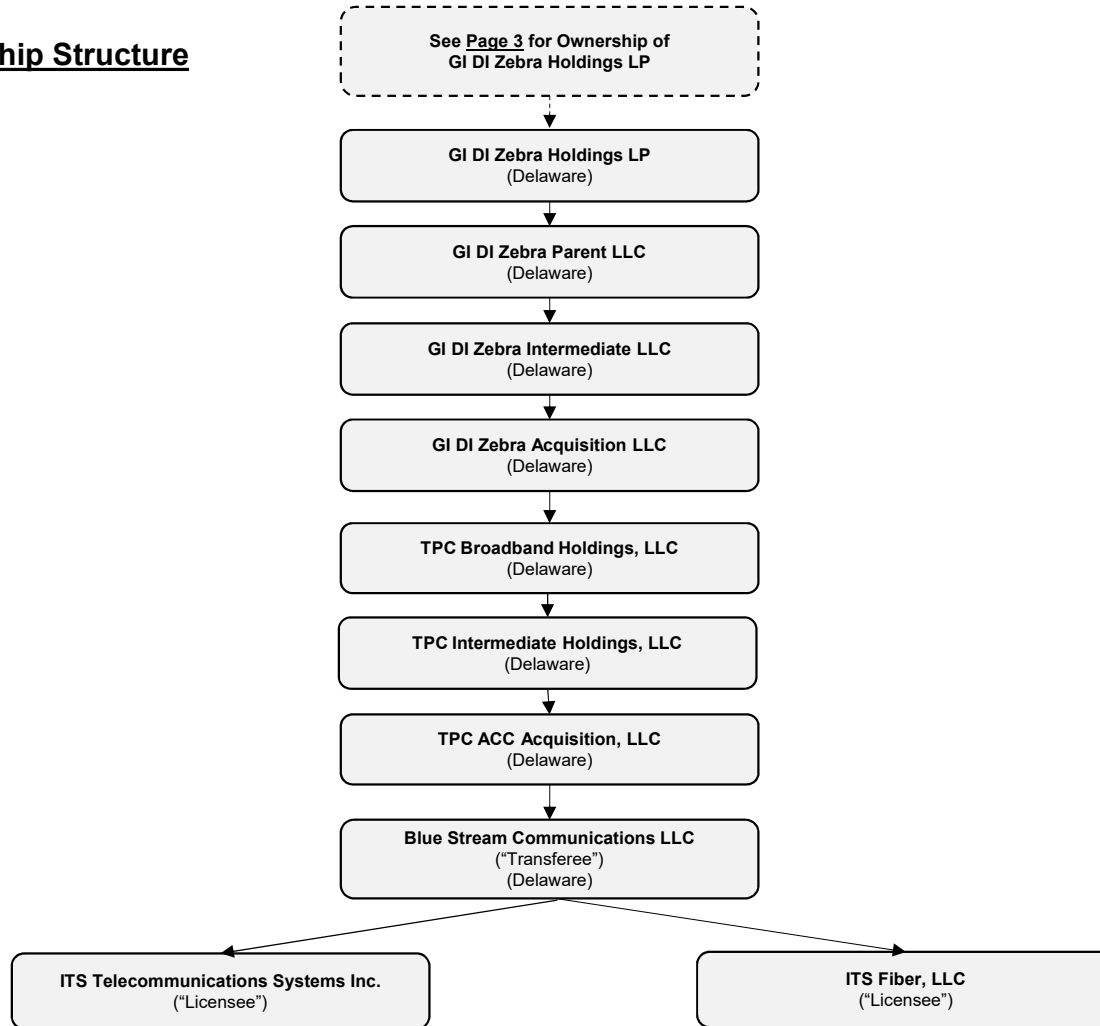
**Current and Post-Transaction Corporate Ownership Structure Charts**

**Current Ownership Structure**



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

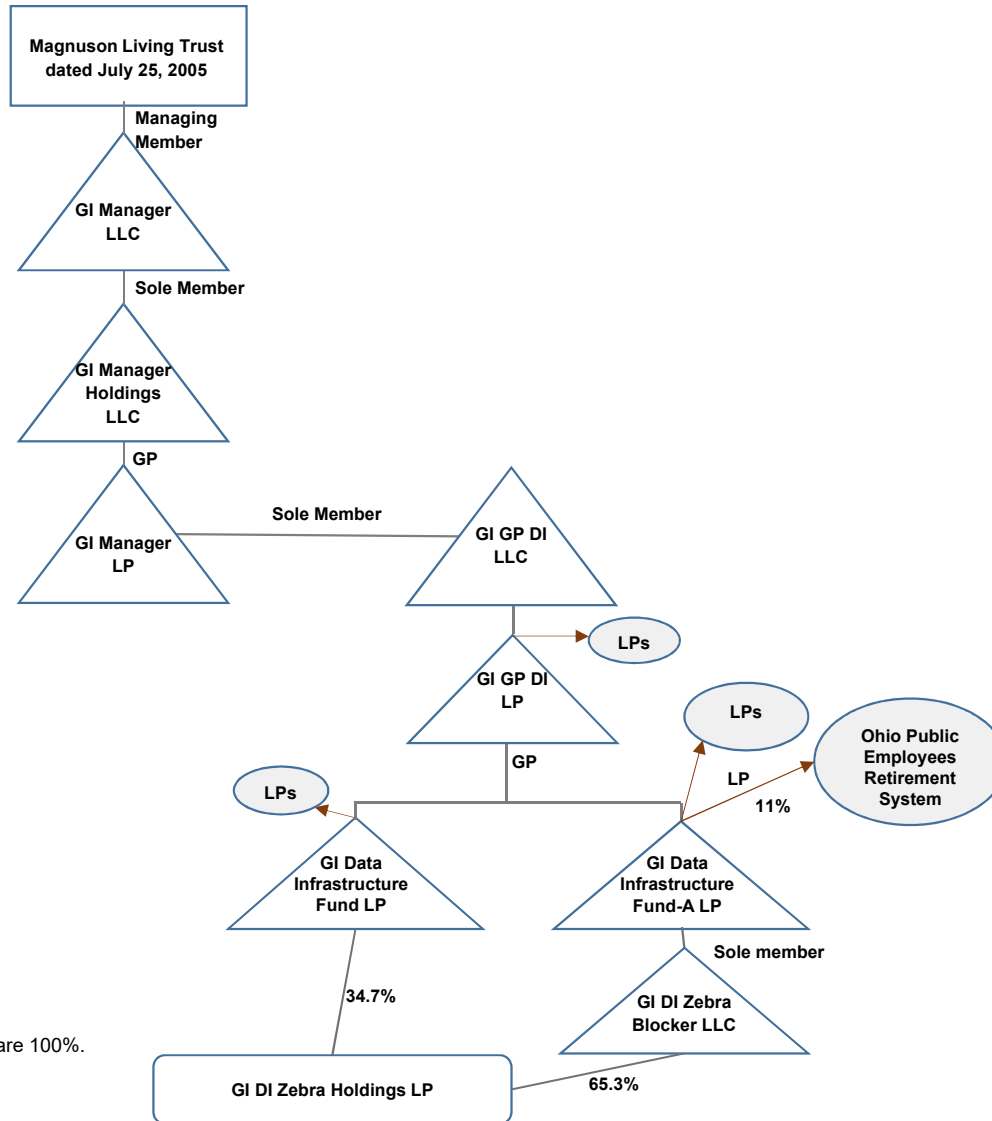
**Post-Transaction Ownership Structure**



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



**Ownership Structure of  
GI DI Zebra Holdings LP**



Unless otherwise indicated, all ownership/control percentages are 100%.  
 Unless otherwise indicated, no LP has 10% or greater interest.

**EXHIBIT B**

**Current Ownership Structure of Licensees**

The following entities currently hold, directly or indirectly, a 10% or greater interest<sup>3</sup> in Licensees through Transferor:

<b>Name</b>	<b>Address</b>	<b>Citizenship</b>	<b>Principal Business</b>	<b>Ownership</b>
Jeffrey S. Leslie	15925 SW Warfield Blvd. Indiantown, FL 34956	United States	Telecommunications	100%

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<sup>3</sup> Unless otherwise indicated, the ownership interests provided herein represent voting interests.

## EXHIBIT C

### Post-Transaction Ownership Structure of Licensees

The following entities will hold, directly or indirectly, a 10% or greater interest in Licensees, as calculated pursuant to the Commission ownership attribution rules for international telecommunications carriers:

#### **Blue Stream Communications LLC (“Transferee”)**

*Address:* 12409 NW 35th St., Coral Springs, Florida 33065  
*Place of Organization:* Delaware  
*Principal Business:* Telecommunications  
*Attributed Interest Held:* 100% (directly, as 100% owner of Licensees)

#### **TPC ACC Acquisition, LLC (“TPC ACC”)**

*Address:* 12409 NW 35th St., Coral Springs, Florida 33065  
*Place of Organization:* Delaware  
*Principal Business:* Holding Company  
*Attributed Interest Held:* 100% (indirectly, as sole member of Transferee)

#### **TPC Intermediate Holdings, LLC (“TPC Intermediate”)**

*Address:* 12409 NW 35th St., Coral Springs, Florida 33065  
*Place of Organization:* Delaware  
*Principal Business:* Holding Company  
*Attributed Interest Held:* 100% (indirectly, as sole member of TPC ACC)

#### **TPC Broadband Holdings, LLC (“Holdings”)**

*Address:* 12409 NW 35th St., Coral Springs, Florida 33065  
*Place of Organization:* Delaware  
*Principal Business:* Holding Company  
*Attributed Interest Held:* 100% (indirectly, as sole member of TPC Intermediate)

#### **GI DI Zebra Acquisition LLC (“Zebra Acquisition”)**

*Address:* 188 The Embarcadero, Suite 700, San Francisco, CA 94105  
*Place of Organization:* Delaware  
*Principal Business:* Holding Company  
*Attributed Interest Held:* 100% (indirectly, as sole member of Holdings)

#### **GI DI Zebra Intermediate LLC (“Zebra Intermediate”)**

*Address:* 188 The Embarcadero, Suite 700, San Francisco, CA 94105  
*Place of Organization:* Delaware  
*Principal Business:* Holding Company  
*Attributed Interest Held:* 100% (indirectly, as sole member of Zebra Acquisition)

**GI DI Zebra Parent LLC (“Zebra Parent”)**

*Address:* 188 The Embarcadero, Suite 700, San Francisco, CA 94105  
*Place of Organization:* Delaware  
*Principal Business:* Holding Company  
*Attributed Interest Held:* 100% (indirectly, as sole member of Zebra Intermediate)

**GI DI Zebra Holdings LP (“Zebra Holdings”)**

*Address:* 188 The Embarcadero, Suite 700, San Francisco, CA 94105  
*Place of Organization:* Delaware  
*Principal Business:* Holding Company  
*Attributed Interest Held:* 100% (indirectly, as the 97.9% owner of Zebra Parent)

Ownership of Zebra Holdings – The following persons indirectly hold a 10% or greater interest in Transferee through ownership in Zebra Holdings:

**GI Partners Data Infrastructure Fund LP (“GI DI Fund”)**

*Address:* 188 The Embarcadero, Suite 700, San Francisco, CA 94105  
*Place of Organization:* Delaware  
*Principal Business:* Holding Company  
*Attributed Interest Held:* Approx. 34.0% (indirectly, as the 34.7% owner of Zebra Holdings)

One limited partner of GI DI Fund is expected to hold a 10% or greater indirect interest in Transferee:

**Ohio Public Employees Retirement System**

*Address:* 277 E. Town Street, Columbus, OH 43215  
*Place of Organization:* Ohio  
*Principal Business:* Public Pension Fund  
*Attributed Interest Held:* Approx. 11% (indirectly, as a Limited Partner of GI DI Fund)

**GI DI Zebra Blocker LLC (“Zebra Blocker”)**

*Address:* 188 The Embarcadero, Suite 700, San Francisco, CA 94105  
*Place of Organization:* Delaware  
*Principal Business:* Holding Company  
*Attributed Interest Held:* Approx. 63.9% (indirectly, as the 65.3% owner of Zebra Holdings)

Ownership of Zebra Blocker – The following person indirectly holds a 10% or greater interest in Transferee through ownership in Zebra Blocker:

**GI Partners Data Infrastructure Fund-A LP (“GI DI Fund-A”)**

*Address:* 188 The Embarcadero, Suite 700, San Francisco, CA 94105  
*Place of Organization:* Delaware  
*Principal Business:* Holding Company  
*Attributed Interest Held:* Approx. 63.9% (indirectly, as the sole member of Zebra Blocker)

The ownership percentages for GI DI Fund and GI DI Fund-A are based on good faith expectations of ownership allocation after closing. No other limited partner in either of these funds is expected to hold a 10% or greater indirect interest in Transferee. If any investment causes an entity or individual not already disclosed herein to obtain a 10% or greater interest in Transferee, Applicants will update the information in this Application.

The General Partner in GI DI Fund and GI DI Fund-A is:

**GI GP DI LP**

*Address:* 188 The Embarcadero, Suite 700, San Francisco, CA 94105  
*Place of Organization:* Delaware  
*Principal Business:* General Partner  
*Attributed Interest Held:* 100% (indirectly, as General Partner of GI DI Fund and GI DI Fund-A)

Ownership of GI GP DI LP – The following person indirectly holds a 10% or greater interest in Transferee through ownership in GI GP DI LP:

**GI GP DI LLC**

*Address:* 188 The Embarcadero, Suite 700, San Francisco, CA 94105  
*Place of Organization:* Delaware  
*Principal Business:* Holding Company  
*Attributed Interest Held:* 100% (indirectly, as General Partner of GI GP DI LP)

No limited partner in GI GP DI LP holds a 10% or greater indirect interest in Transferee.

The sole member of GI GP DI LLC is:

**GI Manager LP**

*Address:* 188 The Embarcadero, Suite 700, San Francisco, CA 94105  
*Place of Organization:* Delaware  
*Principal Business:* Sole Member  
*Attributed Interest Held:* Approx. 100% (indirectly, as the sole member of GI GP DI LLC)

The General Partner of GI Manager LP is:

**GI Manager Holdings LLC**

*Address:* 188 The Embarcadero, Suite 700, San Francisco,  
CA 94105  
*Place of Organization:* Delaware  
*Principal Business:* General Partner  
*Attributed Interest Held:* Approx. 100% (indirectly, as General Partner of GI  
Manager LP)

No limited partner of GI Manager LP holds a 10% or greater indirect interest in Transferee.

The sole member of GI Manager LLC is:

**GI Manager LLC**

*Address:* 188 The Embarcadero, Suite 700, San Francisco,  
CA 94105  
*Place of Organization:* Delaware  
*Principal Business:* Fund Manager  
*Attributed Interest Held:* Approx. 100% (indirectly, as the sole member of GI  
Manager LLC)

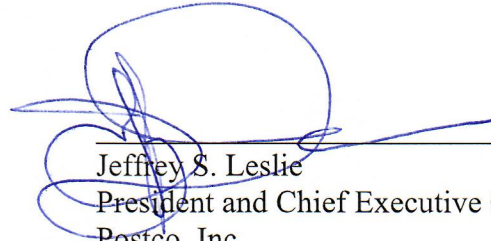
GI Manager LLC is controlled by Rick Magnuson, a U.S. citizen, as Trustee of the Magnuson Living Trust, a California trust that is the Managing Member of GI Manager LLC.

No other individual or entity has the ability to exercise affirmative or negative control over Transferee.

## VERIFICATION

I, Jeffrey S. Leslie, hereby declare that I am President and Chief Executive Officer of Postco, Inc. and its subsidiaries (collectively, 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 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 this 7th day of August, 2020.



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Jeffrey S. Leslie  
President and Chief Executive Officer  
Postco, Inc.

## VERIFICATION

I, David A. Smolen, hereby declare that I am Secretary of GI DI Zebra Acquisition LLC and its subsidiaries, including Blue Stream Communications LLC (collectively, 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 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 this 31st day of July, 2020.



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David A. Smolen  
Secretary  
GI DI Zebra Acquisition LLC