

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

| | | |
|--|---|--------------------------------|
| In the Matter of the Joint Application of |) | |
| |) | |
| Wyverd Group Holdings, LLC, Transferee, |) | WC Docket No. 21-_____ |
| |) | |
| ESU Zona LLC, Transferor, |) | IB File Nos. ITC-T/C-2021_____ |
| |) | |
| and |) | |
| |) | |
| Accipiter Communications, Inc. d/b/a Zona |) | |
| Communications, Section 214 Holder |) | |
| |) | |
| 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 Indirect Con- |) | |
| trol of Section 214 Holder, a Holder of Domes- |) | |
| tic and International Section 214 Authorizations |) | |
| to Transferee. |) | |
| |) | |

JOINT APPLICATION

Wyverd Group Holdings, LLC (“Transferee”), ESU Zona LLC (“Transferor”), and Accipiter Communications, Inc. d/b/a Zona Communications (“Zona” or the “Section 214 Holder”), (collectively, “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 for Transferee to acquire indirect ownership and control of the Section 214 Holder.

Applicants’ request for approval also applies to the direct, wholly owned subsidiaries of Transferor that may begin providing common carrier interstate telecommunications service after this Application is filed but before completion of the Transaction, including Wyverd Connect, LLC (a Delaware limited liability company) and AFN Wyverd Connect, LLC (a Georgia limited liability company), which hold or have sought authorization to provide intrastate telecommunications

services as described below but which currently do not provide intrastate, interstate or international telecommunications services.

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

I. DESCRIPTION OF THE APPLICANTS

A. Wyyerd Group Holdings, LLC –

Transferee is a newly formed Delaware limited liability company created for the purposes of the Transaction. Transferee is a holding company that will be majority owned and controlled by CGI Zoom Holdings, L.P. (“Zoom Holdings”), a Delaware limited partnership wholly owned by Carlyle CGI Zoom Aggregator, L.P. (“Zoom Aggregator”), a Delaware limited partnership. Aggregator is owned and controlled by private equity funds and entities associated with Carlyle Investment Management, L.L.C., which is a private equity firm based in the United States but certain of whose funds and entities are organized in the Cayman Islands. Additional details regarding the ownership of Transferee are provided in Section III, below, and the charts provided as **Exhibit A**.

B. Accipiter Communications, Inc. d/b/a Zona Communications

Zona is a corporation formed under the laws of Nevada and a direct, wholly owned subsidiary of Wyyerd Group, LLC (“Wyyerd Group”). Wyyerd Group is majority owned by Transferor. Wyyerd Group’s business is acquiring and owning telecommunications networks and providers of telecommunications services. A chart depicting the current ownership of Zona is included in **Exhibit A**. Please see **Exhibit B** for a narrative description of the current 10 percent or greater owners of Zona and Wyyerd Group.

Through its subsidiaries, including Zona, Wyyerd Group provides low-cost, high-quality fiber-based internet services to residential, business and government customers. Wyyerd Group’s

goal is to become the cornerstone partner for internet connectivity, fiber and facilities interconnection, smart community enablement, and sustainable community growth one community at a time across the United States and Canada.

Founded in 1995, Zona is an incumbent local exchange carrier that exclusively serves the Phoenix, Arizona metropolitan area. Zona provides state-of-the-art high-speed internet, telephone and digital television services to residents and businesses within a 1,100 square mile area of north Phoenix. Zona's service area includes 700 square miles surrounding Lake Pleasant and Castle Hot Springs as well as a 400 square mile area northwest of White Tank Mountains along the Sun Valley Parkway corridor. Zona's fiber-to-the-home network offers download speeds of up to 1,000 Mbps in Arizona.

C. ESU Zona LLC – Transferor

Transferor is a Delaware limited liability company and investment company that is directly, wholly owned and controlled by John Scarano, a U.S. citizen. Transferor holds a majority ownership and control interest in Wyverd Group. Transferor does not provide telecommunications services.

II. DESCRIPTION OF THE TRANSACTION

Pursuant to an Agreement and Plan of Merger, dated January 22, 2021 (the "Agreement"), and following certain contributions and distributions, Wyverd Group Merger Sub, LLC ("Merger Sub")¹ will merge with and into Wyverd Group with Wyverd Group continuing as the surviving entity (the "Transaction"). As a result of the Transaction, Wyverd Group will be a direct, wholly owned subsidiary of Transferee; Section 214 Holder will be an indirect, wholly owned subsidiary of Transferee.

¹ Merger Sub is a Delaware limited liability company created for purposes of the Transaction and a direct, wholly owned subsidiary of Transferee.

Diagrams depicting the pre- and post-Transaction corporate ownership structures of the Section 214 Holder 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, among other matters, assesses “whether the proposed transaction complies with the specific provisions of the Act, other applicable statutes, and the Commission’s rules”³ and then, if a proposed transaction would not violate the Act, any other applicable statute, or any of the Commission’s rules, the Commission considers whether a proposed transaction “could result in public interest

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 (2013) (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 (2011) (citation omitted) (“*Qwest-CenturyLink Order*”).

harms by substantially frustrating or impairing the objectives or implementation of the [Communications] Act or related statutes.”⁴ The Applicants respectfully submit that they are not aware of any such public interest harms that should arise from the Commission’s approval of the 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 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

The proposed Transaction will serve the public interest. The financial, technical, and managerial resources that Transferee will bring to the Section 214 Holder are expected to enhance the ability of the Section 214 Holder to compete in the communications marketplace. Significantly, the Transaction will bring substantial equity capital needed for Section 214 Holder and its affiliates to improve or expand their network.

The Applicants respectfully submit that the Transaction will have no adverse impact on the customers or operations of the Section 214 Holder. Upon consummation of the Transaction, the Section 214 Holder will continue to provide its services at the same rates, terms, and conditions,

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.

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 Section 214 Holder will be maintained. Thus, under the Transaction, the only change immediately following the consummation of the Transaction from a customer's perspective will be the new upstream ownership of the Section 214 Holder.

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

The proposed Transaction will create no new combinations that would adversely affect competition in any domestic market or on any U.S.-international route. There are no overlapping or adjacent local exchange service territories between the Section 214 Holder and Transferee (or any of its Affiliates that provide regulated telecommunications services). In addition, Transferee is not a, does not currently control any, 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)

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:

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

Transferee:

Wyverd Group Holdings, LLC
c/o Carlyle Investment Management L.L.C.
1001 Pennsylvania Ave., N.W.
Washington, DC 20004-2505
Tel: 202-729-4950

FRN: 0030463814

Transferor:

ESU Zona LLC
9460 Owl Lane
Boulder, CO 80301
Tel: 303-829-0727

FRN: 0028774107

Section 214 Holder:

Accipiter Communications, Inc. d/b/a Zona Communications FRN: 0004269833
c/o Wyyred Group LLC
5600 Arapahoe Avenue
Suite 200
Boulder, CO 80303
Tel: 720-262-3863

(b) Jurisdiction of Organizations:

Transferee: Transferee is a limited liability company formed under the laws of Delaware.

Transferor: Transferor is a limited liability company formed under the laws of Delaware.

Section 214 Holder: Zona is a corporation formed under the laws of Nevada.

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

sent to:

For Transferor and Section 214 Holder:

Tamar E. Finn
Brett P. Ferenchak
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
brett.ferenchak@morganlewis.com
patricia.cave@morganlewis.com

With copies for Transferor and Section 214
Holder to:

Scott Beer
Chief Legal Officer
Wyyerd Group, LLC
5600 Arapahoe Avenue
Suite 200
Boulder, CO 80303
scott.beer@wyyerd.com

For Transferee:

Michael P. Donahue
The CommLaw Group
1430 Spring Hill Road, Suite 310
Tysons, Virginia 22102
703-714-1319 (tel)
703-563-6222 (fax)
mpd@commlawgroup.com

With copies for Transferee to:

Allison Wisniewski
Vice President, Infrastructure
Carlyle Investment Management, LLC
1001 Pennsylvania Ave., N.W.
Washington, DC 20004-2505
Allison.Wisniewski@carlyle.com

(d) Section 214 Authorizations

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

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

Section 214 Holder:

Zona holds international Section 214 authority to provide global or limited global facilities-based and resale services granted in IB File No. ITC-214-20061026-00491. Zona also is authorized to provide interstate service by virtue of blanket domestic Section 214 authority. 47 C.F.R. § 63.01.

(h) (Answer to Questions 11 & 12) Upon completion of the Transaction, the Section 214 Holder will remain a direct, wholly-owned subsidiary of Wyverd Group. As a result of the Transaction, the following entities will hold, directly or indirectly, a ten percent (10%) or greater interest⁵ in Wyverd Group as calculated pursuant to the Commission’s ownership attribution rules for wireline and international telecommunications carriers:

1. 100% Owner of Wyverd Group: Upon completion of the Transaction, the following entity will directly, wholly own **Wyverd Group**:

| | |
|----------------------|---|
| Name: | Wyverd Group Holdings LLC (“Wyverd Holdings”) |
| Address: | c/o Carlyle Investment Management, LLC 1001 Pennsylvania Ave., N.W. Washington, DC 20004-2505 |
| Citizenship: | Delaware |
| Principal Business: | Holding company |
| Attributed Interest: | 100% |

⁵ 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.

2. Direct Ownership and Control of Wyverd Holdings: Upon completion of the Transaction, the following members of Wyverd Holdings will indirectly own or control a ten percent (10%) or greater interest in the Section 214 Holder:

Name: CGI Zoom Holdings, L.P. (“Zoom Holdings”)
Address: c/o Carlyle Investment Management, LLC
1001 Pennsylvania Ave., N.W.
Washington, DC 20004-2505
Citizenship: Delaware
Principal Business: Holding company
Attributed Interest: 100% (through its 66.47% membership interests in Wyverd Holdings)

See paragraph 3 below for the persons and entities that will indirectly own or control a ten percent (10%) or greater interest in the Section 214 Holder through Zoom Holdings. The general partner of Zoom Holdings is CGIOF General Partner S1, L.P., whose information is provided below.

Name: Columbia Capital Equity Partners VI (QP), L.P. (“ColCap VI QP”)
Address: c/o Columbia Capital
204 South Union Street
Alexandria, VA 22314
Citizenship: Delaware
Principal Business: Investments
Attributed Interest: Approx. 10.79% (through its 10.79% membership interest in Wyverd Holdings)

No limited partner of ColCap VI QP will be attributed a 10% or greater interest in Wyverd Holdings through ColCap VI QP. See paragraph 4 below for the persons and entities that will indirectly own or control a ten percent (10%) or greater interest in the Section 214 Holder through ColCap VI QP and its affiliate.

Name: ESU Investments, LLC
Address: 9460 Owl Lane
Boulder, CO 80301
Citizenship: U.S. (Delaware)
Principal Business: Investments
Attributed Interest: Approx. 15.3% (directly and indirectly, through (i) an approximately 6.8% membership interest in Wyverd Holdings and (ii) a majority membership interest in a Delaware limited liability company that will have an approximately 8.5% membership interest in Wyverd Holdings)

John Scarano is the sole member of ESU Investments, LLC. Mr. Scarano is a U.S. citizen whose business address is the same as ESU Investments, LLC.

No other member of Wyverd Holdings will indirectly own or control a ten percent (10%) or greater interest in the Section 214 Holder. However, as described in paragraphs 3 and 4 below, certain persons and entities will own or control a ten percent (10%) or greater interest in the Section 214 Holder through members of Wyverd Holdings.

3. Ownership and Control of Zoom Holdings: Upon completion of the Transaction, the following entities and persons will indirectly own or control a ten percent (10%) or greater interest in Wyverd Holdings through **Zoom Holdings**:

Name: Carlyle CGI Zoom Aggregator, L.P. (“Zoom Aggregator”)
Address: c/o Carlyle Investment Management, LLC
1001 Pennsylvania Ave., N.W.
Washington, DC 20004-2505
Citizenship: Delaware
Principal Business: Holding company
Attributed Interest: 100% (as the 100% limited partner of Zoom Holdings)

The general partner of Zoom Aggregator is CGIOF General Partner S1, L.P., whose information is provided below.

Name: Carlyle CGI AIV, L.P. (“CGI AIV”)
Address: c/o Carlyle Investment Management, LLC
1001 Pennsylvania Ave., N.W.
Washington, DC 20004-2505
Citizenship: Cayman Islands
Principal Business: Investments
Attributed Interest: 100% (as a 59% limited partner of Zoom Aggregator)

Except as stated below, no individual limited partner of CGI AIV will be attributed a ten percent (10%) or greater interest in the Section 214 Holder. The general partner (1.1% equity) of CGI AIV is CGIOF General Partner S1, L.P., whose information is provided below.

Name: Carlyle Global Infrastructure Opportunity Fund Access, L.P. (“CGIOFA”)
Address: c/o Carlyle Investment Management, LLC
1001 Pennsylvania Ave., N.W.
Washington, DC 20004-2505
Citizenship: U.S. (Delaware)
Principal Business: Investments
Attributed Interest: 30% (as a 30% limited partner of CGI AIV)

No individual limited partner of CGIOFA will be attributed a ten percent (10%) or greater interest in the Section 214 Holder. The general partner of CGIOFA is CGIOF General Partner, L.P., whose information is below.

Name: CGIOF General Partner, L.P.
Address: c/o Carlyle Investment Management, LLC
1001 Pennsylvania Ave., N.W.
Washington, DC 20004-2505
Citizenship: Cayman Islands
Principal Business: Investments
Attributed Interest: 30% (as the general partner of CGIOFA)

No limited partner of CGIOF General Partner, L.P. will be attributed a ten percent (10%) or greater interest in the Section 214 Holder. The general partner of CGIOF General Partner, L.P. is CGIOF GP, L.L.C., whose information is below.

Name: CGIOF GP, L.L.C.
Address: c/o Carlyle Investment Management, LLC
1001 Pennsylvania Ave., N.W.
Washington, DC 20004-2505
Citizenship: Cayman Islands
Principal Business: Investments
Attributed Interest: 30% (as the general partner of CGIOF General Partner, L.P.)

Name: TC Group Investment Holdings Sub L.P.
("TC GIH Sub")
Address: c/o Carlyle Investment Management, LLC
1001 Pennsylvania Ave., N.W.
Washington, DC 20004-2505
Citizenship: Delaware
Principal Business: Investments
Attributed Interest: 30% (as the sole member of CGIOF GP, L.L.C.)

No limited partner of TC GIH Sub will be attributed a ten percent (10%) or greater interest in the Section 214 Holder. The general partner of TC GIH Sub is TC Group Investment Holdings L.P., whose information is below.

Name: TC Group Investment Holdings L.P.
("TC GIH")
Address: c/o Carlyle Investment Management, LLC
1001 Pennsylvania Ave., N.W.
Washington, DC 20004-2505
Citizenship: Delaware
Principal Business: Investments
Attributed Interest: 30% (as the general partner of TC GIH Sub)

The sole limited partner of TC GIH is TC Group Investment Holdings Limited Partner L.L.C., whose information is below. The general partner of TC GIH is CG Subsidiary Holdings L.L.C., whose information is provided below.

Name: TC Group Investment Holdings Limited Partner L.L.C. ("TC GIH LimPar")
Address: c/o Carlyle Investment Management, LLC
1001 Pennsylvania Ave., N.W.
Washington, DC 20004-2505
Citizenship: Delaware
Principal Business: Investments
Attributed Interest: 30% (as the sole limited partner of TC GIH)

The sole member of TC GIH LimPar is CG Subsidiary Holdings L.L.C., whose information is provided below.

Name: Teacher Retirement System of Texas ("TRS-TX")
Address: 1000 Red River Street
Austin, TX 78701
Citizenship: U.S. (Texas)
Principal Business: Public Pension Fund
Attributed Interest: 19% (as a 19% limited partner of CGI AIV)

To Transferee's knowledge, no person or entity will be attributed a 10 percent or greater interest in the Section 214 Holder through TRS-TX.

Name: Teachers' Retirement System of the State of Illinois ("TRS-IL")
Address: 2815 West Washington Street
Springfield, Illinois 62702
Citizenship: U.S (Illinois)
Principal Business: Public Pension Fund
Attributed Interest: 16% (as a 16% limited partner of CGI AIV)

To Transferee's knowledge, no person or entity will be attributed a 10 percent or greater interest in the Section 214 Holder through TRS-IL.

Name: Carlyle Electing LL, L.P. (“Carlyle LL”)
Address: c/o Carlyle Investment Management, LLC
1001 Pennsylvania Ave., N.W.
Washington, DC 20004-2505
Citizenship: Delaware
Principal Business: Investments
Attributed Interest: 40% (as a 40% limited partner of Zoom Aggregator)

The general partner (1.1% equity) of Carlyle LL is CGIOF General Partner S1, L.P., whose information is provided below.

Name: Carlyle Zoom Electing-A, L.L.C. (“Carlyle Electing-A”)
Address: c/o Carlyle Investment Management, LLC
1001 Pennsylvania Ave., N.W.
Washington, DC 20004-2505
Citizenship: Delaware
Principal Business: Investments
Attributed Interest: 40% (as a 98.99% limited partner of Carlyle LL)

Name: Carlyle CGI Electing-B, L.P. (“CGI Electing-B”)
Address: c/o Carlyle Investment Management, LLC
1001 Pennsylvania Ave., N.W.
Washington, DC 20004-2505
Citizenship: Cayman Islands
Principal Business: Investments
Attributed Interest: 18.4% (as a 46% owner of Carlyle Electing-A)

The general partner of CGI Electing-B is CGIOF General Partner S1, L.P., whose information is provided below.

Name: Carlyle CGI Electing Investors B, L.P. (“CGI Investors-B”)
Address: c/o Carlyle Investment Management, LLC
1001 Pennsylvania Ave., N.W.
Washington, DC 20004-2505
Citizenship: Cayman Islands
Principal Business: Investments
Attributed Interest: 18.4% (as a 100% limited partner of CGI Electing-B)

No individual limited partner of CGI Investors-B is attributed a ten percent (10%) or greater interest in the Section 214 Holder. The general partner of CGI Investors-B is CGIOF General Partner S1, L.P., whose information is provided below.

Name: Carlyle CGI Electing Investors A, L.P. (“CGI Investors-A”)
Address: c/o Carlyle Investment Management, LLC
1001 Pennsylvania Ave., N.W.
Washington, DC 20004-2505
Citizenship: Cayman Islands
Principal Business: Investments
Attributed Interest: 40% (as a 54% owner of Carlyle Electing-A)

No individual limited partner of CGI Investors-A is attributed a ten percent (10%) or greater interest in the Section 214 Holder. The general partner of CGI Investors-A is CGIOF General Partner S1, L.P., whose information is provided below.

Name: CGIOF General Partner S1, L.P. (“CGIOF GenPar S1”)
Address: c/o Carlyle Investment Management, LLC
1001 Pennsylvania Ave., N.W.
Washington, DC 20004-2505
Citizenship: Cayman Islands
Principal Business: Investments
Attributed Interest: 100% (as general partner of (i) Zoom Holdings, (ii) Zoom Aggregator, (iii) CGI AIV (1.1% equity), (iv) Carlyle LL (1.1% equity), (v) CGI Electing-B, (vi) CGI Investors-B and (vii) CGI Investors-A)

No individual limited partner of CGIOF GenPar S1 is attributed a ten percent (10%) or greater interest in the Section 214 Holder. The general partner of CGIOF GenPar S1 is CGIOF GP S1, L.L.C., whose information is provided below.

Name: CGIOF GP S1, L.L.C. (“CGIOF GP S1”)
Address: c/o Carlyle Investment Management, LLC
1001 Pennsylvania Ave., N.W.
Washington, DC 20004-2505
Citizenship: Delaware
Principal Business: Investments
Attributed Interest: 100% (as general partner of GCI OF GenPar S1)

The sole member of CGIOF GP S1 is TC Group Sub L.P.

Name: TC Group Sub L.P.
Address: c/o Carlyle Investment Management, LLC
1001 Pennsylvania Ave., N.W.
Washington, DC 20004-2505
Citizenship: Delaware
Principal Business: Investments
Attributed Interest: 100% (as the sole member of GCI OF GenPar S1)

No individual limited partner of TC Group Sub L.P. will be attributed a ten percent (10%) or greater interest in the Section 214 Holder. The general partner of TC Group Sub L.P. is TC Group, L.L.C., whose information is provided below.

Name: TC Group, L.L.C.
Address: c/o Carlyle Investment Management, LLC
1001 Pennsylvania Ave., N.W.
Washington, DC 20004-2505
Citizenship: Delaware
Principal Business: Investments
Attributed Interest: 100% (as the general partner of TC Group Sub L.P.)

The sole member of TC Group, L.L.C. is CG Subsidiary Holdings L.L.C.

Name: CG Subsidiary Holdings L.L.C.
Address: c/o Carlyle Investment Management, LLC
1001 Pennsylvania Ave., N.W.
Washington, DC 20004-2505
Citizenship: Delaware
Principal Business: Investments
Attributed Interest: 100% (as the sole member of (i) TC Group Sub L.L.C., and (ii) TC GIH LimPar)

The members of CG Subsidiary Holdings L.L.C. are Carlyle Holdings I L.P. and Carlyle Holdings II, L.L.C., whose information is provided below.

Name: Carlyle Holdings I L.P.
Address: c/o Carlyle Investment Management, LLC
1001 Pennsylvania Ave., N.W.
Washington, DC 20004-2505
Citizenship: Delaware
Principal Business: Investments
Attributed Interest: 100% (through its 62.13% membership interest in CG Subsidiary Holdings L.L.C.)

The only limited partner of Carlyle Holdings I L.P. that will be attributed a ten percent (10%) or greater interest in the Section 214 Holder is Carlyle Holdings II L.L.C., whose information is provided below. The general partner of Carlyle Holdings I L.P. is Carlyle Holdings I GP Sub L.L.C., whose information is provided below.

Name: Carlyle Holdings I GP Sub L.L.C.
Address: c/o Carlyle Investment Management, LLC
1001 Pennsylvania Ave., N.W.
Washington, DC 20004-2505
Citizenship: Delaware
Principal Business: Investments
Attributed Interest: 100% (as the general partner of Carlyle Holdings I L.P.)

The sole member of Carlyle Holdings I GP Sub L.L.C. is Carlyle Holdings I GP Inc., whose information is provided below.

Name: Carlyle Holdings II L.L.C.
Address: c/o Carlyle Investment Management, LLC
1001 Pennsylvania Ave., N.W.
Washington, DC 20004-2505
Citizenship: Delaware
Principal Business: Investments
Attributed Interest: 100% (through its (i) 33.87% membership interest in CG Subsidiary Holdings L.L.C. and (ii) 99% limited partner interest in Carlyle holdings I L.P.)

The managing member of Carlyle Holdings II L.L.C. is Carlyle Holdings II GP L.L.C., whose information is provided below. The only other member of Carlyle Holdings II L.L.C. that will be attributed a (10%) or greater interest in the Section 214 Holder is Carlyle Holdings I GP Inc., whose information is provided below.

Name: Carlyle Holdings I GP Inc.
Address: c/o Carlyle Investment Management, LLC
1001 Pennsylvania Ave., N.W.
Washington, DC 20004-2505
Citizenship: Delaware
Principal Business: Investments
Attributed Interest: 100% (as (i) the sole member of Carlyle Holdings I GP Sub L.L.C. and (ii) a member of Carlyle Holdings II L.L.C.)

The sole shareholder of Carlyle Holdings I GP Inc. is The Carlyle Group Inc., whose information is provided below.

Name: Carlyle Holdings II GP L.L.C.
Address: c/o Carlyle Investment Management, LLC
1001 Pennsylvania Ave., N.W.
Washington, DC 20004-2505
Citizenship: Delaware
Principal Business: Investments
Attributed Interest: 100% (as managing member of Carlyle Holdings II L.L.C.)

The sole member of Carlyle Holdings II GP L.L.C. is The Carlyle Group Inc., whose information is provided below.

Name: The Carlyle Group Inc.
Address: c/o Carlyle Investment Management, LLC
1001 Pennsylvania Ave., N.W.
Washington, DC 20004-2505
Citizenship: Delaware
Principal Business: Investments
Attributed Interest: 100% (as (i) the sole shareholder of Carlyle Holdings I GP Inc, (ii) the sole member Carlyle Holdings II GP L.L.C., and (iii) the controlling entity of various other funds that will not be attributed a 10% or greater interest in the Section 214 Holder)

The Carlyle Group Inc.'s common stock is publicly traded with no individual common unit holder, to Transferee's knowledge, attributed an indirect 10% or greater ownership interest in the Section 214 Holder. Carlyle Group Management L.L.C., a Delaware limited liability company holds a proxy to vote approximately 57.8% of the issued and outstanding shares of The Carlyle Group Inc. Each of Carlyle's three (3) founders (Daniel D'Aniello, Bill Conway and David Rubenstein) hold more than 10% of the ownership interests in Carlyle Group Management L.L.C. Each of these individuals is a U.S. citizen.

To Applicant's knowledge, no other person or entity will own or control 10% or more of Transferee through Zoom Holdings.

4. Columbia Capital VI Entities: Upon completion of the Transaction, the following persons and entities will indirectly own or control a ten percent (10%) or greater interest in Transferee through ColCap VI QP and its affiliates:

Name: Columbia Capital Equity Partners VI, L.P.
("ColCap VI GP")
Address: c/o Columbia Capital
204 South Union Street
Alexandria, VA 22314
Citizenship: Delaware
Principal Business: Investments
Interest Held: Approx. 12.6% (indirectly, as the general partner of (i) Col-Cap VI QP and (ii) Columbia Capital Equity Partners VI (NON-US), L.P. ("ColCap VI NON-US"), which indirectly

will hold an approximately 1.81% interest in Wyverd Holdings⁶)

No limited partner of ColCap GP will be attributed a 10% or greater interest in Wyverd Holdings through ColCap GP. As described below, the general partner of ColCap GP is Columbia Capital VI, LLC.

| | |
|---------------------|--|
| Name: | Columbia Capital VI, LLC (“ColCap VI”) |
| Address: | c/o Columbia Capital 204 South Union Street Alexandria, VA 22314 |
| Citizenship: | Delaware |
| Principal Business: | Investments |
| Interest Held: | Approx. 12.6% (indirectly, as the general partner of ColCap GP) |

ColCap VI is controlled by its two managing members, James B. Fleming, Jr. and John T. Siegel, Jr., both of whom are U.S. citizens. No other member of ColCap VI will be attributed a 10% or greater interest in Wyverd Holdings through ColCap VI.

5. To the Transferee’s knowledge, no other person or entity, directly or indirectly, will own or control a ten percent (10%) or greater interest in the Section 214 Holder through Transferee.

6. Transferee does not have and will not have any interlocking directorates with a foreign carrier.

(i) **(Answer to Question 14)** Transferee is affiliated with two entities that may qualify as “foreign carriers” under the FCC’s rules (depending on how the services provided by those entities are classified under applicable regulations). These entities are as follows:

Asia Satellite Telecom Holding Company Limited – AsiaSat is a regional satellite operator with a fleet of seven operational satellites, including two new satellites launched in the

⁶ ColCap VI NON-US is a Delaware limited partnership, whose principal business is investments and whose address is the same as ColCap VI GP. ColCap VI NON-US will hold its interests in Wyverd Holdings indirectly as the 100% owner of Columbia Wyverd, LLC, which will directly hold an approximately 1.81% interest in Wyverd Holdings. Columbia Wyverd, LLC is a Delaware limited liability company whose principal business is holding company and whose address is the same as ColCap VI GP.

second half of 2014, one launched in the second half of 2017 and one additional retired satellite used to generate squatting revenues. AsiaSat controls its satellite fleet via its state-of-the-art satellite control facility in Tai Po, Hong Kong. Headquartered in Hong Kong, AsiaSat leases wholesale satellite capacity to corporate customers for video broadcast, telecommunications, broadband and mobility services throughout the Asia region.

CMC Networks – Headquartered in Johannesburg, South Africa, CMC Networks provides managed connectivity solutions, including Ethernet, Carrier Services, MPLS and Internet access, to telecommunications carriers and large companies throughout Africa and the Middle East.

As explained below, neither of these entities possesses market power in any destination market or along any U.S.-foreign route in any relevant service.

Transferee certifies that it is not a foreign carrier or affiliated (as defined in 47 C.F.R. § 63.09) with any dominant foreign carriers. Currently, Section 214 Holder is not a foreign carrier or affiliated with any foreign carrier(s).

(j) *(Answer to Question 15)* Transferee and Zona 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) except as stated in paragraph (i) above, 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 of international basic telecommunications services in the United States.

(k) Asia Satellite Telecom Holding Company Limited and CMC Networks lack 50 percent market share in the international transport and the local access markets on the foreign end of any relevant route.

(m) Applicants request that the Commission classify Section 214 Holder and Transferee as a “non-dominant” carrier between the United States and all countries. Such classification is

appropriate under Section 63.10 of the Commission's rules because Asia Satellite Telecom Holding Company Limited and CMC Networks each lacks 50 percent market share in the international transport and the local access markets on the foreign end of any relevant route..

(n) Each Applicant certifies that it has 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) Each Applicant certifies that it is 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) Each Applicant respectfully submits that this Application is eligible for streamlined processing pursuant to Section 63.12(a)-(c) of the Commission's Rules, 47 C.F.R. § 63.12(a)-(c). The Applicants qualify for streamlined processing because, although Transferee may be affiliated with one or more foreign carriers as described above: (1) Transferee qualifies for a presumption of non-dominance under Section 63.10(a)(3) because Asia Satellite Telecom Holding Company Limited and CMC Networks lack 50 percent market share in the international transport and the local access markets on the foreign end of any relevant route; (2) the Applicants are not affiliated with any dominant U.S. carriers whose international switched or private line services the Applicants seek authority to resell; and (3) the Applicants do not seek authority to provide switched basic services over private lines to a country for which the Commission has not previously authorized the provision of switched services over private lines.

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 control of the Section 214 Holder to Transferee in order to address the requirements set forth in Commission Rule 63.04(a)(6)-(12):

(a)(6) A description of the proposed Transaction is set forth in **Section II** above.

(a)(7) (i) As indicated above in **Section I.B** above, Transferor is an investment company that does not provide telecommunications services.

Through its subsidiaries, Wyverd Group provides fiber-based internet services to residential, business and government customers. Specifically, Zona operates as an incumbent local exchange carrier in portions of Maricopa County, Arizona and Yavapai County, Arizona, pursuant to a Certificate of Convenience and Necessity granted by the Arizona Corporation Commission in 1995. In these areas, Zona provides local exchange and long distance telephone services. In addition to regulated telephone services, Zona also provides other communications services, including broadband Internet access and DirecTV® television services in the aforementioned geographic areas.

In addition, Wyverd Group's direct, wholly owned subsidiary AFN Wyverd, LLC is authorized to provide local exchange telecommunications services in the state of Georgia and provides dark fiber, internet access and VoIP services but does not provide telecommunications services. Wyverd Group's direct, wholly owned subsidiary Wyverd Connect, LLC currently does not provide services but is authorized to provide intrastate telecommunications services to customers in Indiana and Ohio and has applied for authorization to provide resold local exchange telecommunications services and facilities-based and resold long distance telecommunications services in Arizona.

Wyyerd Group's other subsidiaries Atlantic Fiber Networks, LLC,⁷ Wyyerd Intuition, LLC, Rapidity Networks, Inc. and Wyyerd Infrastructure, LLC do not provide regulated telecommunications services or hold authorization(s) to provide telecommunications services in any state.

(ii) Transferee is a holding company that does not itself offer any domestic telecommunications services. Transferee currently does not own or control a 10% or greater, direct or indirect interest in any other domestic telecommunications carrier. To Transferee's knowledge and as except as described in paragraphs (iii), (iv) and (v), Transferee currently is not affiliated with any domestic telecommunications carriers through the persons or entities that own or control a 10% or greater, direct or indirect interest in Transferee.

(iii) ESU Investments, LLC and John Scarano do not directly or indirectly own or control 10% or more of any domestic telecommunications carrier other than Wyyerd Group and its subsidiaries.

(iv) Except as described below, to Transferee's knowledge, none of the entities or persons that indirectly own or control 10% of Transferee through Zoom Holdings own or control 10% or more of another domestic telecommunications carrier. The Carlyle Group, Inc., through various funds and entities, indirectly controls a 10% or greater interest in Syniverse Technologies, LLC, a Delaware limited liability company whose principal business is the provision of technology and communications services. Syniverse Technologies holds international section 214 authorization (IB File No. ITC-214-20050420-00154), but currently does not provide service on a common carrier basis.

Based on publicly available information (including ownership information on record with the Commission through section 214 transfer of control applications and Form 602 ownership

⁷ Although Atlantic Fiber Networks, LLC is has obtained FRN 0024438236, it does not provide regulated telecommunications services.

filings) the following limited partners of CGI AIV may be attributed a greater than 10% direct or indirect interest in the Section 214 Holder currently is affiliated with any other domestic telecommunications carriers:

- To Transferee' knowledge, TRS-TX may be attributed a 10% or greater, direct or indirect interest in: (1) Zayo Group, LLC and its subsidiaries Allstream Business US, LLC and Electric Lightwave, LLC; (2) Great Plains Communications, Inc. and its wholly-owned subsidiaries Great Plains Broadband, Inc. and Great Plains Communications Long Distance, Inc.; and (3) ExteNet Systems, Inc. and its subsidiaries, including ExteNet Systems (New York), Inc., ExteNet Systems (Virginia) LLC, ExteNet Systems (California) LLC, ESI Advanced Wireless Networks, LLC, and Hudson Fiber Network Inc.
- To Transferee's knowledge, based upon ownership disclosures on record with the Commission,⁸ TRS-IL may be attributed a 10% or greater direct or indirect interest in NewLevel, LLC.

(v) Columbia Capital, and the Columbia Capital VI Entities, is U.S.-based venture capital fund that invests in communications, media, and enterprise information technology industries but does not itself offer any domestic telecommunications services.

Through his interests in various Columbia Capital funds, James B. Fleming, Jr. currently is attributed a 10% or greater, direct or indirect interest in High Band License Co, LLC ("High-Band"),⁹ NextNav LLC ("NextNav"), and Progeny LMS, LLC ("Progeny"). Through his interests

⁸ See ULS File No. 0008142955.

⁹ High Band was a winning bidder in the Commission's Spectrum Frontiers – Upper 37 GHz, 39 GHz, and 47 GHz auction (Auction 103). See *Incentive Auction of Upper Microwave Flexible Use Service Licenses in the Upper 37 GHz, 39 GHz, and 47 GHz Bands for Next-Generation Wireless Services Closes; Winning Bidders Announced for Auction 103*, Public Notice, 35 FCC

in various Columbia Capital funds, John T. Siegel, Jr. currently is attributed a 10% or greater, direct or indirect interest in High Band. None of HighBand, NextNav or Progeny currently provide domestic wireline telecommunications services. To Transferee's knowledge, Columbia Capital, James B. Fleming, Jr. and John T. Siegel, Jr. currently are not affiliated with any other domestic telecommunications carriers.

(a)(8) 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)(2)(ii) because, immediately following the Transaction, (i) Transferee (and its affiliates) will have a market share in the interstate, interexchange market of less than ten percent (10%), (ii) the Transferee (and its affiliates) will provide competitive telephone exchange services or exchange access services (if at all) exclusively in geographic areas served by a dominant local exchange carrier (other than Zona) that is not a party to the transaction; and (iii) Transferee does not provide telecommunications services in Arizona (where Zona is an incumbent local exchange carrier) or Georgia, Indiana or Ohio where Transferor's subsidiaries are authorized to provide telecommunications services. Moreover, the Section 214 Holder has fewer than two (2) percent of the nation's subscriber lines, and there will be no overlapping or adjacent service areas following completion of the Transaction.

(a)(9) Other than its Section 214 authorizations described in this Application, the Section 214 Holder does 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.

Rcd 2015, 2032 (OEA/WTB 2020) (identifying High Band as the winner of 52 licenses in 22 Partial Economic Areas).

(a)(10) No party is requesting special consideration because it is facing imminent business failure.

(a)(11) Not applicable.

(a)(12) A statement showing how grant of the application will serve the public interest, convenience and necessity is provided in **Section III**, above.

VI. FOREIGN OWNERSHIP CONSIDERATIONS

As described in Section IV(h), certain of the entities that, upon completion of the Transaction, will be attributed a 10% or greater indirect interest in the Section 214 Holder through Zoom Holdings are formed in the Cayman Islands (the “Carlyle Cayman Entities”).¹⁰ The Carlyle Cayman Entities are passive investment funds or holding companies whose ultimate control lies with U.S. entities and individuals that are U.S. citizens. No other foreign person or entity will be attributed a 10% or greater indirect interest in the Section 214 Holder through Transferee.

In the Commission’s recent Report and Order,¹¹ the Commission identified categories of applications that the Commission would not refer to the Executive Branch.¹² One of those categories is international section 214 applications (including joint domestic and international section 214 application) “where the only reportable foreign ownership is through wholly owned intermediate holding companies and the ultimate ownership and control is held by U.S. citizens or entities.”¹³ The Commission further explained that “where the only foreign ownership is through

¹⁰ The “Carlyle Cayman Entities” are: CGI AIV, Carlyle LL, CGI Investors-A, Carlyle Electing-B, Carlyle Investors-B, CGIOF GenPar S1, and CGIOF General Partner, L.P.

¹¹ *In re Process Reform for Executive Branch Review of Certain FCC Application and Petitions Involving Foreign Ownership*, IB Docket No. 16-155, Report and Order (rel. Oct. 1, 2020) (“*Executive Branch Foreign Ownership Review Order*”).

¹² *Id.* at ¶¶ 29-39.

¹³ *Id.* at ¶ 29.

passive, offshore intermediary holding companies and 100% of the ultimate control is held by U.S. citizens or entities present a minimal risk and generally should not be referred to the Executive Branch.”¹⁴

As described above, the Transferee respectfully submits that its ownership and control structure meets the requirements of this exclusion. Further, to the knowledge of Transferee, there are no national security, law enforcement, foreign policy, and trade policy concerns that require a referral to the Executive Branch. Therefore, Applicants request that the Commission not refer this Application to the Executive Branch consistent with the exclusion in the *Executive Branch Foreign Ownership Review Order*. Applicants understand that the Commission will notify the Executive Branch of this Application even if it does not refer the Application.¹⁵

¹⁴ *Id.* at ¶ 32.

¹⁵ *Id.* at ¶ 30.

VII. CONCLUSION

For the reasons stated above, Applicants respectfully submit that the public interest, convenience and necessity would be furthered by a grant of this Application to transfer indirect ownership and control of the Section 214 Holder to Transferee.

Respectfully submitted,

/s/ Michael P. Donahue

Michael P. Donahue
The CommLaw Group
1430 Spring Hill Road, Suite 310
Tysons, Virginia 22102
703-714-1319 (tel)
703-563-6222 (fax)
mpd@commlawgroup.com

Counsel for Transferee

/s/ Brett P. Ferenchak

Tamar E. Finn
Brett P. Ferenchak
Patricia Cave
MORGAN, LEWIS & BOCKIUS LLP
1111 Pennsylvania Avenue, N.W.
Washington, DC 20004
202-739-3000 (tel)
202-739-3001 (fax)
tamar.finn@morganlewis.com
brett.ferenchak@morganlewis.com
patricia.cave@morganlewis.com

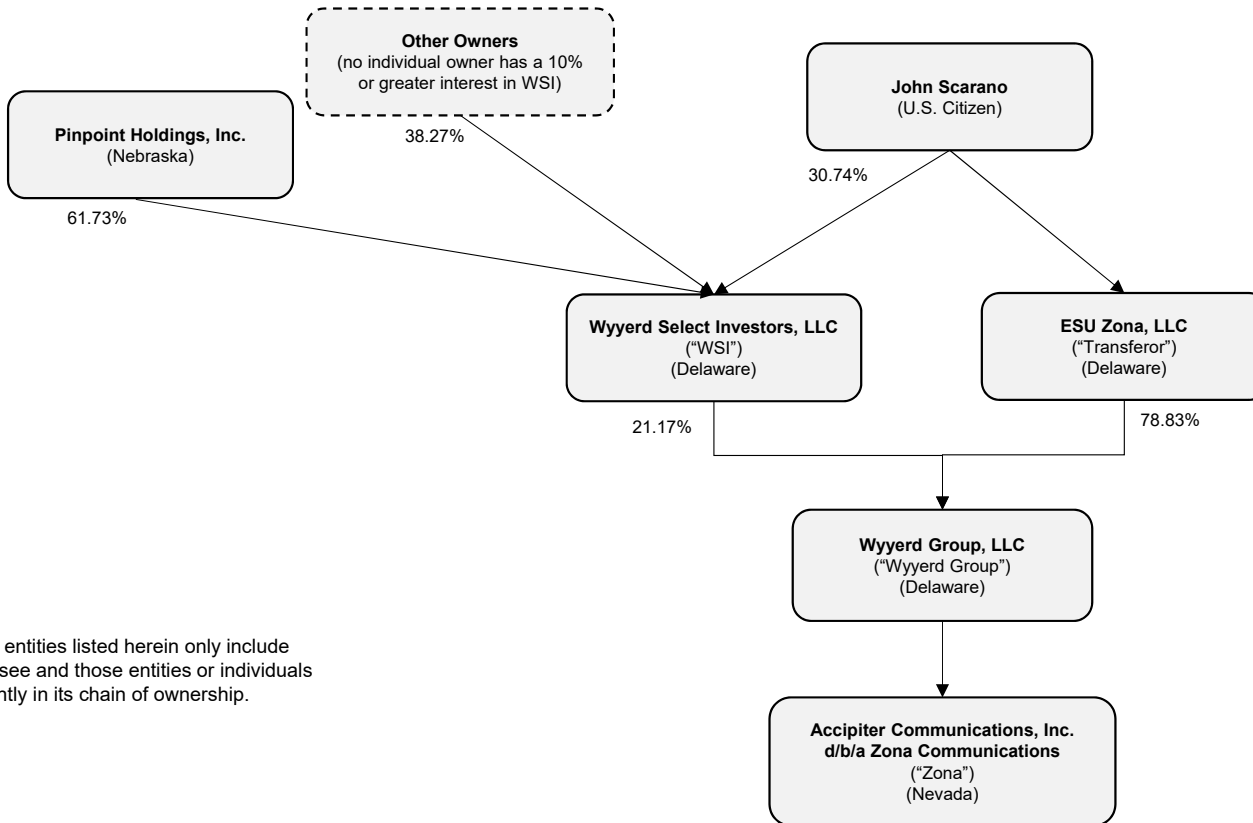
Counsel for Transferee and the Section 214 Holder

Dated: January 25, 2021

EXHIBIT A

Current and Post-Transaction Corporate Ownership Structure Charts

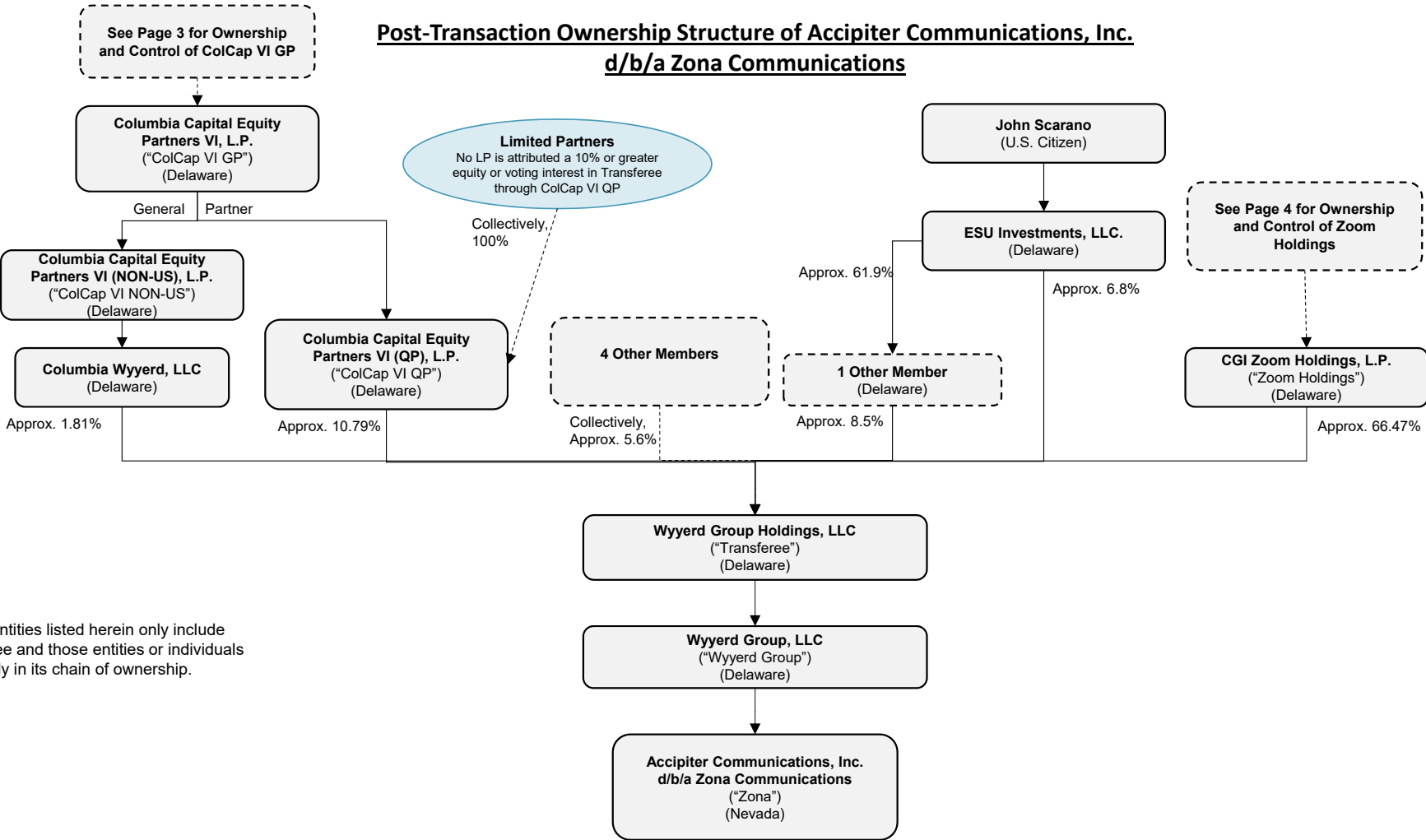
**Current Ownership Structure of Accipiter Communications, Inc.
d/b/a Zona Communications**



* The entities listed herein only include Licensee and those entities or individuals currently in its chain of ownership.

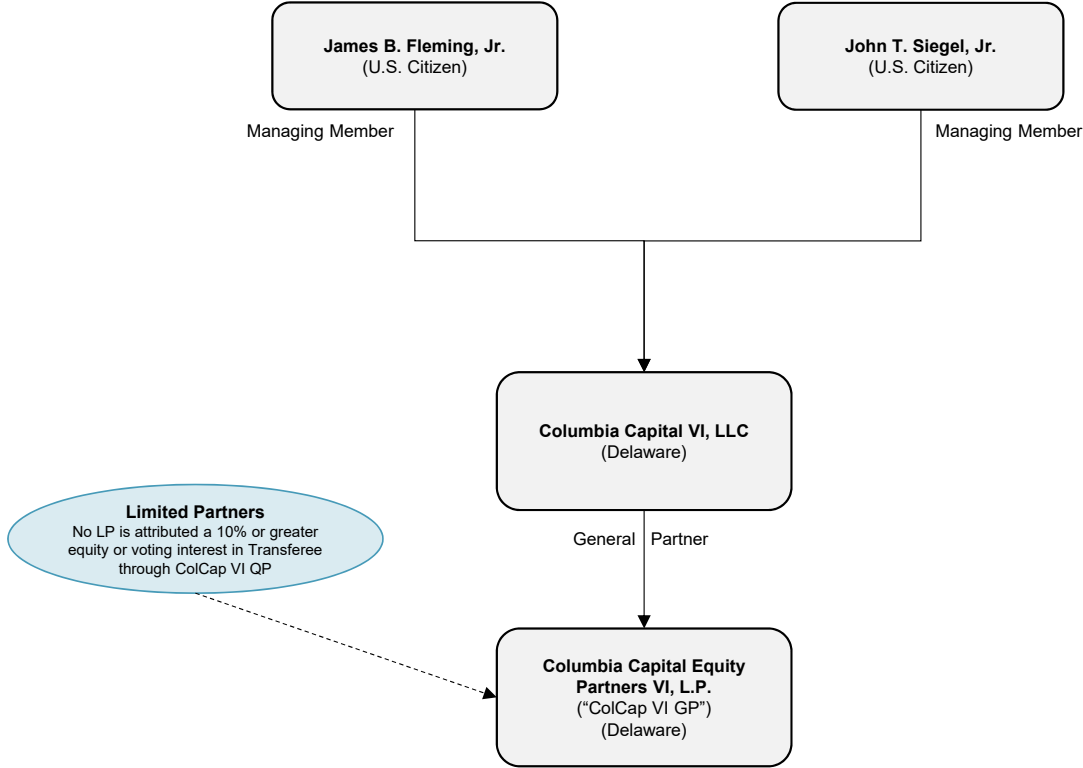
Unless otherwise indicated, all ownership/control percentages are 100%.

**Post-Transaction Ownership Structure of Accipiter Communications, Inc.
d/b/a Zona Communications**



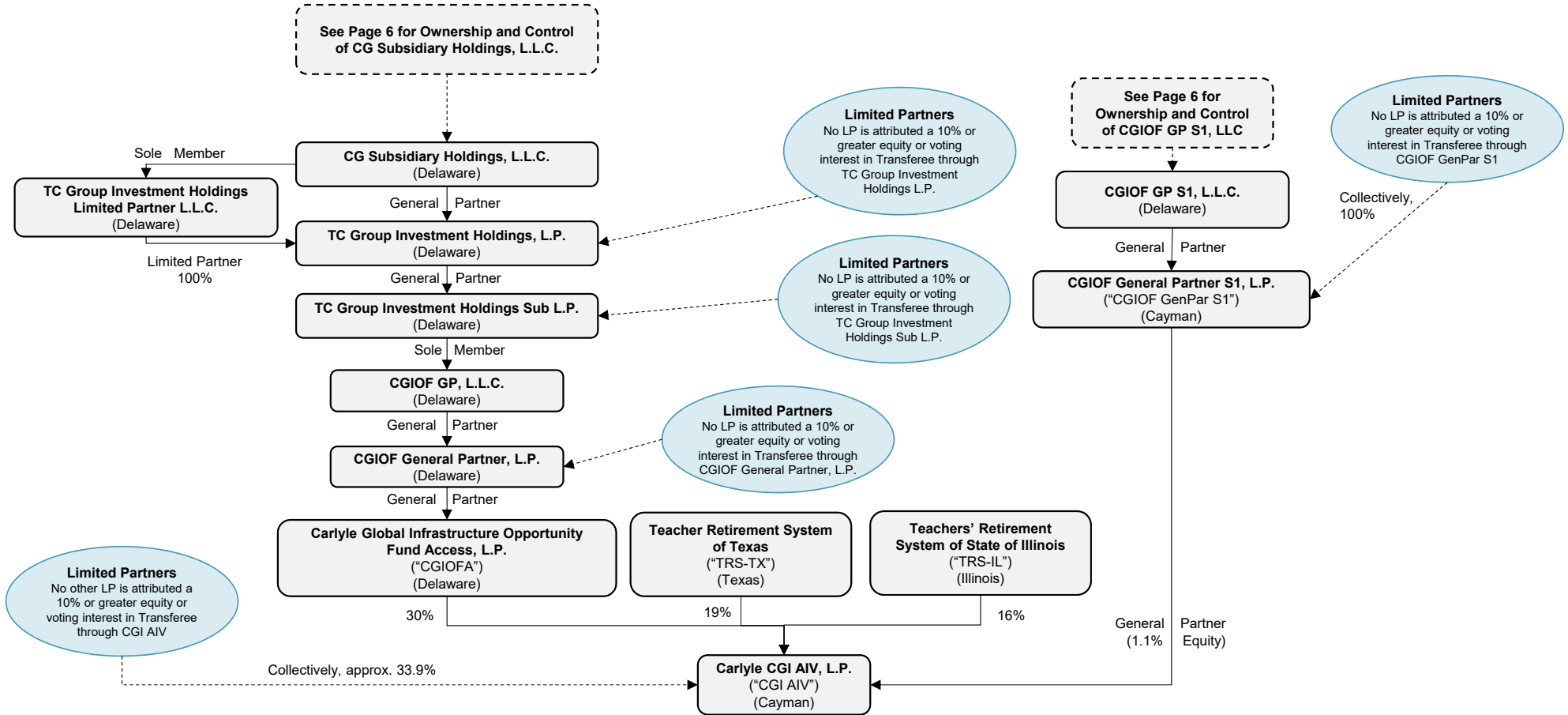
* The entities listed herein only include Licensee and those entities or individuals currently in its chain of ownership.

Post-Transaction Ownership Structure of ColCap VI GP



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

Post-Transaction Ownership Structure of CGI AIV



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

Post-Transaction Ownership Structure of CGIOF GP S1, L.L.C and CG Subsidiary Holdings L.L.C.

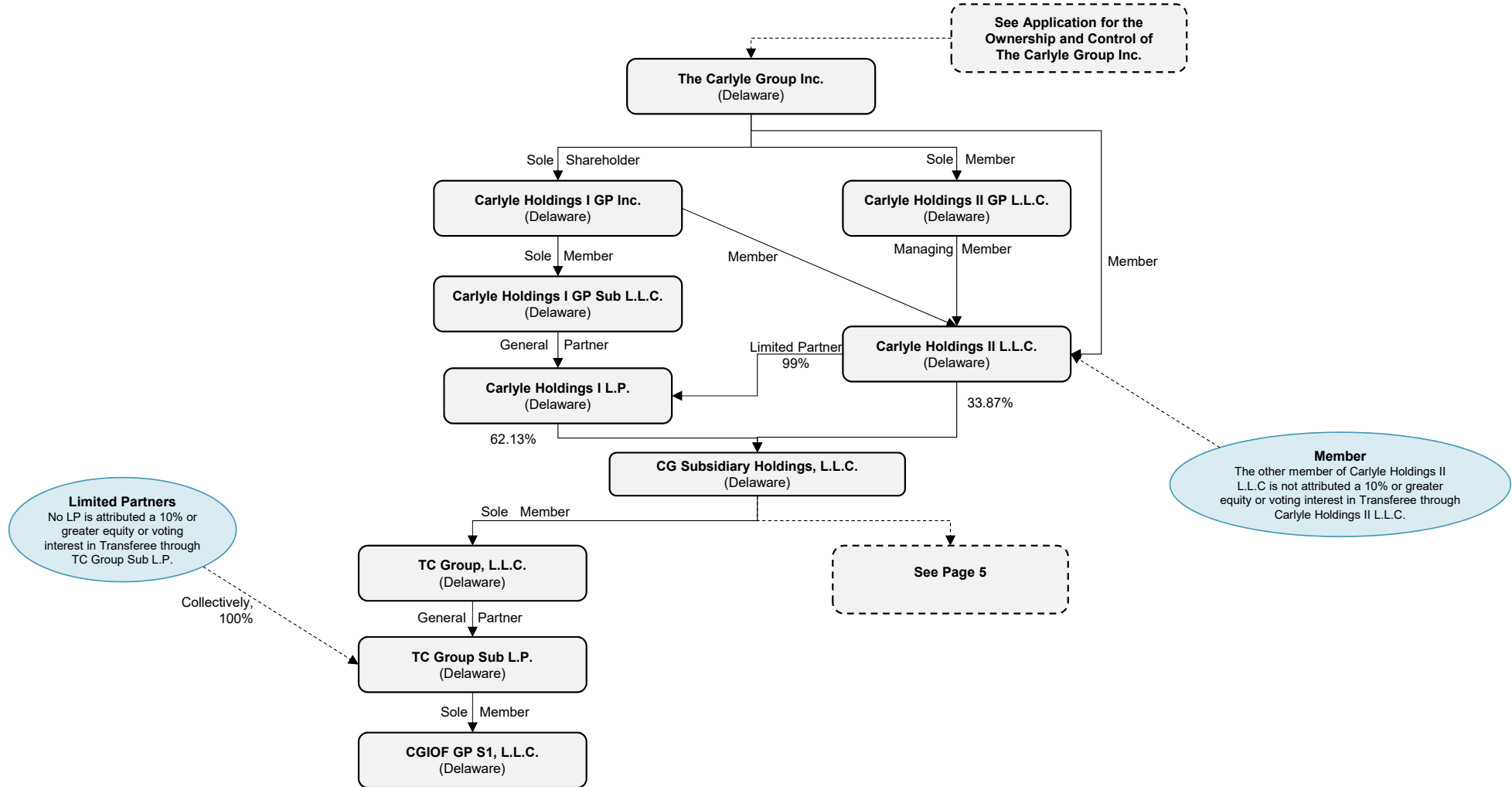


EXHIBIT B

Current Ownership Structure of the Section 214 Holder

The following persons and entities currently hold, directly or indirectly, a ten percent (10%) or greater interest in the Section 214 Holder as calculated pursuant to the Commission's ownership attribution rules for wireline carriers:

| | |
|----------------------|--|
| Name: | Wyverd Group LLC ("Wyverd Group") |
| Address: | 5600 Arapahoe Avenue Suite 200 Boulder, CO 80303 |
| Citizenship: | U.S. (Delaware) |
| Principal Business: | Investments |
| Attributed Interest: | Approx. 100% (directly) |

The following entities currently hold, directly or indirectly, a ten percent (10%) or greater interest in the Section 214 Holder through Wyverd Group:

| | |
|----------------------|--|
| Name: | Wyverd Select Investors LLC ("WSI") |
| Address: | 9460 Owl Lane Boulder, CO 80301 |
| Citizenship: | U.S. (Delaware) |
| Principal Business: | Investments |
| Attributed Interest: | Approx. 21.17% (indirectly, as 21.17% owner of Wyverd Group) |

| | |
|----------------------|--|
| Name: | ESU Zona LLC ("Transferor") |
| Address: | 9460 Owl Lane Boulder, CO 80301 |
| Citizenship: | U.S. (Delaware) |
| Principal Business: | Investments |
| Attributed Interest: | Approx. 100% (indirectly, as 78.83% owner of Wyverd Group) |

The following entity current holds a 10% or greater ownership interest in the Section 214 Holder through WSI:

| | |
|----------------------|---|
| Name: | Pinpoint Holdings, Inc. ("Pinpoint") |
| Address: | 611 Patterson St. Cambridge, NE 69022 |
| Citizenship: | U.S. (Nebraska) |
| Principal Business: | Investments |
| Attributed Interest: | Approx. 21.17% (indirectly, as 61.72% owner of WSI) |

No shareholder of Pinpoint is attributed a 10% or greater interest in Wyverd Group.

The following individual currently holds a 10% or greater interest in the Section 214

Holder through Transferor:

| | |
|----------------------|--|
| Name: | John Scarano |
| Address: | 9460 Owl Lane Boulder, CO 80301 |
| Citizenship: | U.S. |
| Principal Business: | Telecommunications |
| Attributed Interest: | 100% (directly, as 100% owner of Transferor and 30.74% owner of WSI) |

To Transferor's knowledge, other than the individuals and entities set forth above, no other person or entity, directly or indirectly, owns or controls a 10% or greater interest in the Section 214 Holder and Transferor.

VERIFICATIONS

VERIFICATION

I, Kevin Gasque, state that I am the Authorized Person of CGIOF GP S1, L.L.C.; that I am authorized to make this Verification on behalf of CGIOF GP S1, L.L.C., in its capacity as general partner of CGIOF General Partner S1, L.P., in its capacity as general partner of Carlyle CGI Zoom Aggregator, L.P., in its capacity as general partner of CGI Zoom Holdings, L.P., in its capacity as sole member of Wyverd Group Holdings, LLC (the “Company”); that the foregoing filing was prepared under my direction and supervision; and that the contents thereof and the certifications contained therein regarding the Company and its affiliates, 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 25th day of January 2021.

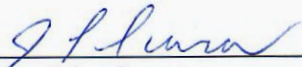


Name: Kevin Gasque
Title: Authorized Person
CGIOF GP S1, L.L.C

VERIFICATION

I, John Scarano, state that I am Managing Member of ESU Zona 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 and the certifications contained therein regarding the Company and its affiliates, 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 25th day of January 2021.



Name: John Scarano
Title: Managing Member
ESU Zona LLC

VERIFICATION

I, Scott Beer, state that I am Chief Legal Officer Wyverd Group, LLC and its subsidiaries, including Accipiter Communications, Inc. d/b/a Zona Communications (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 regarding the Company and its affiliates, 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 25th day of January 2021.



Name: Scott Beer
Title: Chief Legal Officer
Wyverd Group, LLC
Accipiter Communications, Inc. d/b/a Zona Communications