



PUBLIC NOTICE

Federal Communications Commission
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DA 18-1052
October 15, 2018

DOMESTIC SECTION 214 APPLICATION FILED FOR THE TRANSFER OF CONTROL OF TAMPNET INC. TO COLOMBO TOPCO LIMITED

NON-STREAMLINED PLEADING CYCLE ESTABLISHED

WC Docket No. 18-255

Comments Due: October 29, 2018
Reply Comments Due: November 5, 2018

By this Public Notice, the Wireline Competition Bureau seeks comment from interested parties on an application filed by Brent Infrastructure I B.V. (Brent Infrastructure), Tampnet Inc., (Tampnet), and Colombo Topco Limited (Colombo) (collectively, Applicants), pursuant to section 214 of the Communications Act of 1934, as amended, and sections 63.03-04 of the Commission's rules to transfer control of Tampnet from Brent Infrastructure to Colombo.¹

Tampnet, a Delaware corporation, provides competitive telecommunications services to the oil and gas industry and other entities in the Gulf of Mexico and in Louisiana, Mississippi, and Texas. It is a wholly owned subsidiary of Tampnet AS, a Norwegian limited liability company that provides communication services to the oil and gas industry in Denmark, Norway, and the United Kingdom. Tampnet AS is an indirect subsidiary of Brent Infrastructure, a European private equity entity.

Colombo wholly owns and controls Colombo Holdco Limited (Colombo Holdco), which, in turn, wholly owns and controls Colombo Bidco Limited. All are limited liability companies organized under the laws of the United Kingdom and were formed for purposes of the proposed transaction. Colombo, is ultimately and indirectly controlled by 3i Group plc (3i Group), a publicly traded holding and investment entity organized under the laws of the United Kingdom with no 10 percent or greater voting or equity interest holders. Applicants state that neither Colombo nor any of its affiliates provide domestic telecommunications services.

¹ See 47 U.S.C. § 214; 47 CFR §§ 63.03-04. Applicants also filed applications for the transfer of authorizations associated with international and wireless services. Any action on the domestic section 214 applications is without prejudice to Commission action on other related, pending applications. Brent Infrastructure I B.V. and Colombo Topco Limited, Joint Application to Transfer Control of Domestic Section 214 Authorizations, WC Docket No. 18-255 (filed Aug. 24, 2018) (Application).

Pursuant to the terms of the proposed transaction, Brent Infrastructure and Colombo Bidco Limited entered into a share purchase agreement on July 27, 2018 pursuant to which Colombo will acquire control of Tampnet and certain of its affiliates. The Applicants state that following consummation of the proposed transaction, 3i Infrastructure plc (3i Infrastructure, Jersey, Channel Islands citizenship) and Arbejdsmarkedets Tillægspension (ATP, Denmark citizenship) each are expected to ultimately hold a 38.5-40 percent voting interest and a 42.5-45 percent equity interest in Colombo.² The remaining approximately 20-25 percent voting and approximately 10-15 percent equity interest in Colombo will be issued to certain managers and executives of Tampnet shortly after the consummation of the proposed transaction.³

In light of the multiple applications pending before the Commission with respect to this transaction and the public interest review associated with them, the application is not subject streamlined treatment.⁴

Domestic Section 214 Application Filed for the Transfer of Control of Tampnet Inc. to Colombo Topco Limited, WC Docket No. 18-255 (filed Aug. 24, 2018).

GENERAL INFORMATION

The application identified herein has been found, upon initial review, to be acceptable for filing. The Commission reserves the right to return any application if, upon further examination, it is determined to be defective and not in conformance with the Commission's rules and policies.

Interested parties may file comments **on or before October 29, 2018**, and reply comments **on or before November 5, 2018**. Comments may be filed using the Commission's Electronic Comment Filing System (ECFS) or by paper. All filings must be addressed to the Commission's Secretary, Office of the Secretary, Federal Communications Commission.

- Electronic Filers: Comments may be filed electronically by accessing ECFS at <http://apps.fcc.gov/ecfs/>.
- Paper Filers: Parties who choose to file by paper must file an original and one copy of each filing. Paper filings can be sent by hand or messenger delivery, by commercial overnight courier, or by first-class or overnight U.S. Postal Service mail.
 - All hand-delivered or messenger-delivered paper filings for the Commission's Secretary must be delivered to FCC Headquarters at 445 12th St., SW, Room TW-A325, Washington, DC, 20554. The filing hours are 8:00 a.m. to 7:00 p.m. All hand deliveries must be held together with rubber bands or fasteners. All envelopes

² Applicants state that 3i Group owns 34 percent of 3i Infrastructure and that no other individuals or entities own a voting or equity interest of 10 percent or more of 3i Infrastructure. They further state that ATP is a pension entity organized under the laws of Denmark and managed by a Board of Representatives. The Board's members are appointed by organizations that represent Danish employers and employees and are approved by the Danish Ministry of Labour.

³ These interests are expected to be held by the managers and executives through personal investment vehicles. None of these persons (or their personal investment vehicles) individually are expected to hold a direct or indirect equity or voting interest in Colombo of five percent or more. The Application includes a detailed description the post-consummation ownership of Tampnet. Application at 4-7.

⁴ 47 CFR § 63.03.

and boxes must be disposed of before entering the building.

- Commercial overnight mail (other than U.S. Postal Service Express Mail and Priority Mail) must be sent to 9050 Junction Drive, Annapolis Junction, MD, 20701.
- U.S. Postal Service first-class, Express, and Priority mail must be addressed to 445 12th Street, SW, Washington DC, 20554.

People with Disabilities: To request materials in accessible formats for people with disabilities (braille, large print, electronic files, audio format), send an e-mail to fcc504@fcc.gov or call the Consumer and Governmental Affairs Bureau at 202-418-0530 (voice), 1-888-835-5322 (tty).

In addition, please provide one copy of each pleading to each of the following:

- 1) Tracey Wilson, Competition Policy Division, Wireline Competition Bureau, tracey.wilson@fcc.gov;
- 2) Dennis Johnson, Competition Policy Division, Wireline Competition Bureau, dennis.johnson@fcc.gov;
- 3) David Krech and Sumita Mukhoty, International Bureau; david.krech@fcc.gov; sumita.mukhoty@fcc.gov;
- 4) Clay DeCell, International Bureau; clay.decell@fcc.gov;
- 5) Jim Bird, Office of General Counsel, jim.bird@fcc.gov; and
- 6) Linda Ray, Wireless Bureau, linda.ray@fcc.gov.

The proceeding in this Notice shall be treated as a permit-but-disclose proceeding in accordance with the Commission's *ex parte* rules.⁵ Persons making *ex parte* presentations must file a copy of any written presentation or a memorandum summarizing any oral presentation within two business days after the presentation (unless a different deadline applicable to the Sunshine period applies). Persons making oral *ex parte* presentations are reminded that memoranda summarizing the presentation must (1) list all persons attending or otherwise participating in the meeting at which the *ex parte* presentation was made, and (2) summarize all data presented and arguments made during the presentation. If the presentation consisted in whole or in part of data or arguments already reflected in the presenter's written comments, memoranda, or other filings in the proceeding, then the presenter may provide citations to such data or arguments in his or her prior comments, memoranda, or other filings (specifying the relevant page and/or paragraph numbers where such data or arguments can be found) in lieu of summarizing them in the memorandum. Documents shown or given to Commission staff during *ex parte* meetings are deemed to be written *ex parte* presentations and must be filed consistent with rule 1.1206(b), 47 CFR § 1.1206(b). Participants in this proceeding should familiarize themselves with the Commission's *ex parte* rules.

To allow the Commission to consider fully all substantive issues regarding the Applications in as timely and efficient a manner as possible, petitioners and commenters should raise all issues in

⁵ 47 CFR § 1.1200 *et seq.*

their initial filings. New issues may not be raised in responses or replies.⁶ A party or interested person seeking to raise a new issue after the pleading cycle has closed must show good cause why it was not possible for it to have raised the issue previously. Submissions after the pleading cycle has closed that seek to raise new issues based on new facts or newly discovered facts should be filed within 15 days after such facts are discovered. Absent such a showing of good cause, any issues not timely raised may be disregarded by the Commission.

For further information, please contact Tracey Wilson at (202) 418-1394 or Dennis Johnson at (202) 418-0809.

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⁶ See 47 CFR § 1.45(c).