



PUBLIC NOTICE

Federal Communications Commission
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DA 18-355
April 10, 2018

**DOMESTIC SECTION 214 APPLICATION FILED FOR THE TRANSFER OF
CONTROL OF EVERSTREAM SOLUTIONS LLC,
EVERSTREAM GLC HOLDING COMPANY LLC, AND
LYNX NETWORK GROUP, INC. TO MIDWEST FIBER ACQUISITION LLC**

STREAMLINED PLEADING CYCLE ESTABLISHED

WC Docket No. 18-93

Comments Due: April 24, 2018
Reply Comments Due: May 1, 2018

By this Public Notice, the Wireline Competition Bureau seeks comment from interested parties on an application filed by Everstream Holdings Company LLC (Everstream Parent), Everstream Solutions LLC (Everstream Solutions), Everstream GLC Holding Company LLC (Everstream GLC), Lynx Network Group, Inc. (Lynx, and collectively with Everstream Solutions and Everstream GLC, Licensees), and Midwest Fiber Acquisition LLC (Midwest) (collectively, Applicants), pursuant to section 214 of the Communications Act of 1934, as amended, and sections 63.03-04 of the Commission's rules, requesting consent to transfer control of Licensees to Midwest.¹

Everstream Parent, a Delaware limited liability company, does not provide telecommunications services but wholly owns Everstream Solutions and Everstream GLC. Everstream Solutions, an Ohio limited liability company, holds domestic section 214 authority but does not currently provide telecommunications services. Everstream GLC, a Delaware limited liability company, provides competitive telecommunications services in Illinois, Indiana, Michigan, and Wisconsin. Everstream GLC wholly owns Lynx, a Michigan corporation, that provides competitive telecommunications services in Michigan.

Midwest, a Delaware limited liability company, does not provide telecommunications services but was created for the purposes of the proposed transaction. According to the Applicants, Midwest is owned by Midwest Fiber Holdings LP, a Delaware limited partnership, and is ultimately

¹ See 47 U.S.C. § 214; 47 CFR §§ 63.03-04. Applicants also filed applications for the transfer of authorizations associated with international services. On April 6, 2018, Applicants filed a supplement to their domestic section 214 application. Any action on the domestic section 214 application is without prejudice to Commission action on other related, pending applications.

indirectly owned by three limited partnerships organized in Luxembourg (AMP Capital Global Infrastructure Fund II A LP, an approximate 25.2 percent interest), AMP Capital Global Infrastructure Fund II B LP (an approximate 49.9 percent interest), and AMP Capital Global Infrastructure Fund II C LP (an approximate 24.9 percent) (collectively, GIF II). The general partner for GIF II is AMP Capital Investors (GIF II GP) S.à.r.l (GIF II GP), a Luxembourg company, which is indirectly owned by AMP Capital Holdings Limited (AMP Capital), a global investment manager with Australian citizenship.² Applicants further state that Mitsubishi UFJ Trust and Banking which, in turn, is owned by Mitsubishi UFJ Financial Group, a publicly traded company with Japanese citizenship, holds a 15 percent interest in AMP Capital.³ Applicants state that neither Midwest nor AMP Capital hold interests in any other telecommunications provider in the United States.

Pursuant to the terms of the proposed transaction, Midwest will acquire all the interests in Evergreen Solutions and Evergreen GLC from Evergreen Parent. As a result, Licensees will become wholly owned subsidiaries of Midwest. Applicants assert that the proposed transaction is entitled to presumptive streamlined treatment under section 63.03(b)(2)(i) of the Commission's rules and that a grant of the application will serve the public interest, convenience, and necessity.⁴

Domestic Section 214 Application Filed for the Transfer of Control of Everstream Solutions LLC, Everstream GLC Holding Company LLC, and Lynx Network Group, Inc. to Midwest Fiber Acquisition LLC, WC Docket No. 18-93 (filed Mar. 26, 2018).

GENERAL INFORMATION

The transfer of control identified herein has been found, upon initial review, to be acceptable for filing as a streamlined application. The Commission reserves the right to return any transfer application if, upon further examination, it is determined to be defective and not in conformance with the Commission's rules and policies. Pursuant to section 63.03(a) of the Commission's rules, 47 CFR § 63.03(a), interested parties may file comments **on or before April 24, 2018**, and reply comments **on or before May 4, 2018**. Pursuant to section 63.52 of the Commission's rules, 47 CFR § 63.52, commenters must serve a copy of comments on the Applicants no later than the above comment filing date. Unless otherwise notified by the Commission, the Applicants may transfer control on the 31st day after the date of this notice.

² Applicants state that between Midwest Fiber Holdings LP and GIF II there are a number of intervening limited partnership entities in the ownership chain (Co-Investor Holdco, Midwest Fiber Intermediate US LP, Midwest Fiber Midco LP, and GIF Aggregator LP, all Delaware entities). For each of these limited partnerships, GIF II GP is the general partner (in addition to being the general partner for GIF II). Applicants further state that the following entities have a 10 percent or greater direct or indirect interest in GIF II: AMP Capital Global Investors Limited (12 percent, Australia), AMP Life Limited (12 percent, Australia), PensionDanmark (16 percent, Denmark), Pantheon G Infrastructure Opportunities LP (25 percent, Cayman Islands), Government Pension Investment Fund (25 percent, Cayman Islands). Applicants also provide charts depicting the pre- and post-consummation ownership structure of the proposed transaction.

³ AMP Capital is a subsidiary of AMP Limited, a publicly traded retail and corporate pension provider with Australian citizenship. Applicants state that AMP Limited exercises ultimate indirect control of Midwest as the ultimate parent of GIF II GP. Applicants state that no person or entity holds a 10 percent or greater interest in AMP Limited and provide, in their supplement filed on April 6, 2018, the names of the directors and officers, along with each of their respective citizenships, of AMP Limited.

⁴ 47 CFR § 63.03(b)(2)(i).

Pursuant to section 63.03 of the Commission's rules, 47 CFR § 63.03, parties to this proceeding should file any documents using the Commission's Electronic Comment Filing System (ECFS): <http://apps.fcc.gov/ecfs/>.

In addition, e-mail one copy of each pleading to each of the following:

- 1) Tracey Wilson, Competition Policy Division, Wireline Competition Bureau, tracey.wilson@fcc.gov;
- 2) Gregory Kwan, Competition Policy Division, Wireline Competition Bureau, gregory.kwan@fcc.gov
- 3) David Krech, International Bureau, david.krech@fcc.gov;
- 4) Sumita Mukhoty, International Bureau, Sumita.mukhoty@fcc.gov; and
- 5) Jim Bird, Office of General Counsel, jim.bird@fcc.gov.

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 & Governmental Affairs Bureau at (202) 418-0530 (voice), 1-888-835-5322 (tty).

The proceeding in this Notice shall be treated as a "permit-but-disclose" proceeding in accordance with the Commission's *ex parte* rules. 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 the presentation of data or arguments already reflected in the presenter's written comments, memoranda or other filings in the proceeding, 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.

For further information, please contact Tracey Wilson at (202) 418-1394 or Gregory Kwan at (202) 418-1191.

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