



PUBLIC NOTICE

Federal Communications Commission
445 12th St., S.W.
Washington, D.C. 20554

News Media Information 202 / 418-0500
Internet: <http://www.fcc.gov>
TTY: 1-888-835-5322

DA 19-1147
November 6, 2019

DOMESTIC SECTION 214 APPLICATION FILED FOR THE TRANSFER OF CONTROL OF HRS INTERNET, LLC TO EVERSTREAM SOLUTIONS LLC

STREAMLINED PLEADING CYCLE ESTABLISHED

WC Docket No. 19-302

Comments Due: November 20, 2019
Reply Comments Due: November 27, 2019

By this Public Notice, the Wireline Competition Bureau seeks comment from interested parties on an application filed by DataBank Holdings Ltd. (DataBank), HRS Internet, LLC (HRS Internet), and Everstream Solutions LLC (Everstream Solutions) (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 HRS Internet from DataBank to Everstream Solutions.¹

DataBank, a Texas limited partnership that does not provide telecommunications services, is the parent company of HRS Internet, an Indiana limited liability company. HRS Internet provides competitive voice and other telecommunications services throughout Indiana.

Everstream Solutions, an Ohio limited liability company, is wholly owned by Midwest Fiber Acquisition LLC (Midwest), a Delaware limited liability company, which provides competitive telecommunications through its wholly owned subsidiaries.² Midwest is wholly owned by Midwest Fiber Holdings LP, a Delaware limited partnership, and is ultimately indirectly owned by three limited partnerships organized in Luxembourg: AMP Capital Global Infrastructure Fund II A LP (AMP IIA) (11.1% indirect interest in Everstream Solutions), AMP Capital Global

¹ See 47 U.S.C. § 214; 47 CFR §§ 63.03-04. Applicants are also filing an application for the transfer of control of international services. On October 28, 2019 and November 5, 2019, Applicants filed supplements to their domestic section 214 application. Any action on this domestic section 214 application is without prejudice to Commission action on other related, pending applications.

² Everstream Solutions holds authority, and is certified to provide, competitive telecommunications services in Ohio and Missouri. Midwest also wholly owns two other providers of competitive telecommunications services: Everstream GLC Holding Company LLC, providing services in Illinois, Indiana, Michigan, and Wisconsin, and Lynx Network Group, Inc., providing services in Michigan.

Infrastructure Fund II B LP (AMP IIB) (68.08% indirect interest in Everstream Solutions), and AMP Capital Global Infrastructure Fund II C LP (AMP IIC) (20.8% indirect interest in Everstream Solutions) (AMP IIA, AMP IIB, AMP IIC, collectively, GIF II).³ 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 Ltd. (AMP Capital), a global investment manager with Australian citizenship.⁴ Applicants further state that Mitsubishi UFJ Trust and Banking Corporation, which, in turn, is owned by Mitsubishi UFJ Financial Group, Inc., a publicly traded company with Japanese citizenship, holds a 15% interest in AMP Capital.⁵ 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, Everstream Solutions will acquire all of the membership interests of HRS Internet from DataBank. Applicants assert that the proposed transaction is entitled to streamlined treatment under the Commission's rules and that a grant of the application would serve the public interest, convenience, and necessity. We accept this application for filing under section 63.03(b)(2)(i) of the Commission's rules.⁶

Domestic Section 214 Application Filed for the Transfer of Control of
HRS Internet, LLC to Everstream Solutions LLC, WC Docket No. 19-302
(filed Oct. 18, 2019).

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 November 20, 2019**, and reply comments **on or before November 27, 2019**. 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.

³ Applicants state that Pantheon G Infrastructure Opportunities LP, a Cayman Islands entity, holds a 47.62% interest in AMP IIC and, thus, a 9.9% interest in Everstream Solutions. Applicants provide charts depicting the pre- and post-consummation ownership structure of the proposed transaction in their application and supplements.

⁴ There are three intervening limited partnerships between Midwest Fiber Holdings LP and GIF II: Midwest Fiber Intermediate US LP (Midwest Intermediate), Midwest Fiber Midco LP (Midwest Midco), and GIF II US Aggregator LP (GIF Aggregator), all Delaware entities. GIF II GP is the general partner for each of these limited partnerships and for GIF II. Midwest Intermediate is owned by AMP IIA (11.1%) and Midwest Midco (88.9%). GIF Aggregator is owned by AMP IIB (76.59%) and AMP IIC (23.41%).

⁵ AMP Capital is a subsidiary of AMP Limited, an Australian publicly traded pension provider for which no person or entity holds a 10% or greater interest. AMP Limited exercises ultimate indirect control of Everstream Solutions as the ultimate parent of GIF II GP. In their application, Applicants provide the names of the directors and officers, along with each of their respective citizenships, of AMP Limited.

⁶ 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) Myrva Charles, Competition Policy Division, Wireline Competition Bureau, myrva.charles@fcc.gov;
- 2) Gregory Kwan, Competition Policy Division, Wireline Competition Bureau, gregory.kwan@fcc.gov;
- 3) Sumita Mukhoty, Policy Division, International Bureau, smita.mukhoty@fcc.gov;
- 4) David Krech, Policy Division, International Bureau, david.krech@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 Myrva Charles at (202) 418-1394 or Gregory Kwan at (202) 418-1191.

FCC