



PUBLIC NOTICE

Federal Communications Commission
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DA 19-29
January 30, 2019

DOMESTIC SECTION 214 APPLICATION FILED FOR THE TRANSFER OF CONTROL OF HRS INTERNET, LLC TO DATABANK HOLDINGS LTD.

STREAMLINED PLEADING CYCLE ESTABLISHED

WC Docket No. 18-382

Comments Due: February 13, 2019

Reply Comments Due: February 20, 2019

By this Public Notice, the Wireline Competition Bureau seeks comment from interested parties on an application filed by Lightbound, LLC (Lightbound) and DataBank Holdings Ltd. (DataBank) (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 the transfer of control of Lightbound's wholly owned subsidiary, HRS Internet, LLC (HRS Internet), to DataBank.¹

HRS Internet, an Indiana limited liability company, provides competitive facilities-based local exchange and competitive access telecommunications services throughout the state of Indiana. Lightbound is also an Indiana limited liability company.

DataBank, a Texas limited partnership, is a wholly owned indirect subsidiary of Data Bridge Holdings, LLC (Data Bridge), a Delaware limited liability and holding company that does not currently provide telecommunications services.² Applicants state that, following the consummation of the proposed transaction, four entities will hold a 10 percent or greater interest in Data Bridge: Teachers Insurance and Annuity Association of America (TIAA), a New York corporation (33 percent);³ Allstate Corporation (Allstate), a Delaware corporation (an aggregate 14 percent);⁴ EW

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 December 21, 2018 and January 2, 2019, Applicants filed supplements to their domestic section 214 application. Any action on the domestic section 214 applications is without prejudice to Commission action on other related, pending applications.

² Applicants state that DataBank is owned by Data Bridge through five intervening subsidiaries, all of which are Delaware incorporated entities.

³ Applicants state that the Board of Overseers of TIAA are all U.S. citizens.

Data Bridge Holdings, LLC (EW Data Bridge), a Delaware limited liability company (13 percent);⁵ and DB US Data Center Holdings, LLC (DB USDCH), a Delaware limited liability corporation (38 percent).⁶ Applicants state that none of these entities, nor any of their subsidiaries, hold a 10 percent or greater interest in any other telecommunications provider.

Pursuant to the terms of the proposed transaction, HRS Internet's direct parent, Lightbound, will be merged with a direct subsidiary of DataBank created under Indiana law for the purposes of this transaction. Lightbound will be the surviving entity and, as a result, a wholly owned direct subsidiary of DataBank. Applicants assert the proposed transaction is entitled to presumptive streamlined treatment under section 63.03(b)(1)(ii) and that a grant of the application will serve the public interest, convenience, and necessity.⁷

Domestic Section 214 Application Filed for the Transfer of Control of
HRS Internet, LLC to Databank Holdings Ltd., WC Docket No. 18-382
(filed Dec. 17, 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 February 13, 2019**, and reply comments **on or before February 20, 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.

⁴ Applicants state that no single individual or entity holds a 10 percent or greater interest in Allstate. Applicants state that all of the Allstate directors are U.S. citizens.

⁵ Applicants state that no single individual or entity holds a 10 percent or greater interest in EW Data Bridge and that it has two general partners, both Delaware entities: Edgewater Growth Capital Management SMA, L.P. (manages 77 percent) and Edgewater Growth Capital Management IV, L.P. (manages 23 percent). Applicants further state that management for both general partners rests with a Limited Partner Committee, made up of U.S. citizens.

⁶ Applicants state that CBRE Caledon Capital Management Inc. (CBRE Caledon), an investment fund manager incorporated in Ontario, indirectly manages an approximately 12 percent interest in Data Bridge through intervening subsidiaries. Specifically, 38 percent of the equity interests in Data Bridge are held by DB USDCH and 33 percent of the equity interests in DB USDCH are held by Caledon Databank Aggregator, L.P. (CDB Aggregator), a Delaware limited partnership of which no party holds a partnership interest of 10 percent or more. CBRE Caledon manages CDB Aggregator through Caledon Capital Investments Inc., an Ontario corporation, which is the General Partner of CDB Aggregator. Applicants further state that the following are the directors and board members of CBRE Caledon, each citizens of Canada: David Rogers, Robert Chen, Dennis Pellarin, Martin Day, Stephen Dowd (Canadian and U.S. citizen), Asif Hussain, Justin Kusinskis, Jeff Deblock, Andreas Koettering, and Robert Shaw.

⁷ 47 CFR § 63.03(b)(1)(ii).

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) 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 Myrva Charles at (202) 418-1506 or Gregory Kwan at (202) 418-1191.

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