



PUBLIC NOTICE

Federal Communications Commission
45 L Street NE
Washington, DC 20554

News Media Information 202-418-0500
Internet: www.fcc.gov
TTY: 888-835-5322

DA 22-1250

Released: December 2, 2022

DOMESTIC SECTION 214 APPLICATION FILED FOR THE TRANSFER OF CONTROL OF MILLENNIUM TELCOM, L.L.C. D/B/A ONESOURCE COMMUNICATIONS

NON-STREAMLINED PLEADING CYCLE ESTABLISHED

WC Docket No. 22-31

Comments Due: December 16, 2022

Reply Comment Due: December 23, 2022

By this Public Notice, the Wireline Competition Bureau seeks comment from interested parties on an application filed by Ubiquity DFW, LP, (Ubiquity DFW), Generate-Ubiquity Holdings, LLC (AssetCo), and Millennium Telcom, L.L.C., d/b/a OneSource Communications (Millennium) (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 for the transfer of control of Millennium from Ubiquity DFW Aggregator, LP (Parent) to AssetCo.¹

Millennium, a Texas limited liability company, provides competitive telecommunications services and other services in Fort Worth, Texas and the surrounding communities of Haslet, Keller, Southlake, Watauga, and Westlake.² Millennium is owned and controlled by Ubiquity DFW, a Delaware limited partnership.³

AssetCo, a Delaware limited liability company, is ultimately controlled by Generate Capital, PBC (Generate), a Delaware public benefit corporation.⁴ Applicants state that AssetCo and its affiliates do not hold a 10% or greater interest in any telecommunications provider.⁵ The 10% or greater interest holders

¹ See 47 U.S.C. § 214; 47 CFR §§ 63.03-04. Application for Consent to the Transfer of Control of Millennium Telcom, L.L.C. to Generate-Ubiquity Holdings, LLC, WC Docket No. 22-31 (filed Jan. 21, 2022) (Application). Applicants filed supplements to the Application on February 8, 2022, February 16, 2022, and November 15, 2022. Letter from Barry A. Friedman, Counsel to Ubiquity DFW, LP, and Kemal Hawa, Counsel to Generate-Ubiquity Holdings, LLC, WC Docket No. 22-31 (filed Feb. 8, 2022) (Feb. 8 Supplement); Letter from Barry A. Friedman, Counsel to Ubiquity DFW, LP, and Kemal Hawa, Counsel to Generate-Ubiquity Holdings, LLC, WC Docket No. 22-31 (filed Feb. 16, 2022) (Feb. 16 Supplement); Letter from Barry A. Friedman, Counsel to Ubiquity DFW, LP, and Kemal Hawa, Counsel to Generate-Ubiquity Holdings, LLC, WC Docket No. 22-31 (filed Nov. 15, 2022) (Nov. 15 Supplement). Applicants also filed an application for the transfer of international and wireless authorizations and a petition for declaratory ruling to permit foreign ownership of the proposed controlling U.S. parent, Generate-Ubiquity Holdings, LLC, to exceed the 25% benchmarks in section 310(b)(4) of the Act, 47 U.S.C. § 310(b)(4). Any action on this domestic section 214 application is without prejudice to Commission action on other related, pending applications.

² Application at 3.

³ *Id.* at 8.

⁴ *Id.* at 3.

of Generate are AustralianSuper Pty Ltd as Trustee of AustralianSuper (26%), an Australian pension fund, and QIC Limited (24%), an Australian investment firm.⁶ QIC Limited is wholly-owned by the Queensland, Australia state government.⁷

Pursuant to the terms of an equity purchase agreement by and among Parent, Ubiquity DFW, and AssetCo, prior to filing the Application, AssetCo purchased 24% of the outstanding equity interests of Ubiquity DFW from Parent, and Ubiquity DFW issued to AssetCo a convertible promissory note (Note).⁸ The Applicants are seeking approval for the conversion of the Note into 73.5% of the issued and outstanding equity interests of Ubiquity DFW, and the cancellation of all the equity interests in Ubiquity DFW then held by Parent for no additional consideration, which would occur simultaneously with the conversion of the Note.⁹ AssetCo will thereby hold “97.5% of the limited partnership interests and a 100% of the general partnership interests, of Ubiquity DFW.”¹⁰ As a result of the transaction, Millennium would become an indirect subsidiary of AssetCo.¹¹

Applicants request streamlined treatment of the transaction and assert that a grant of the Application would serve the public interest, convenience, and necessity.¹² 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.¹³

Referral to Executive Branch Agencies. Pursuant to Commission practice, the Application and the associated international application, ITC-T/C-20220121-00015, and petition for declaratory ruling, ISP-PDR-2022019-00002, are being referred to the relevant Executive Branch agencies for their views on any national security, law enforcement, foreign policy, or trade policy concerns related to the foreign ownership of the Applicants.¹⁴

Domestic Section 214 Application Filed for the Transfer of Control of
Millennium Telcom, L.L.C., d/b/a OneSource Communications, WC Docket No. 22-31
(filed Jan. 21, 2022).

(Continued from previous page) _____

⁵ Feb. 8 Supplement at 1.

⁶ Application at 17. Applicants state that AssetCo is a member-managed entity and has two classes of equity, Class A membership interests and Class B membership interests described further in the Application and supplements. *Id.* at 14; Feb. 16 Supplement at 1; Nov. 15 Supplement at 2. Applicants provided additional information regarding AssetCo’s post-consummation ownership. Application at 13-21; Feb. 8 Supplement at Attach. (Post-Closing Structure Chart); Feb. 16 Supplement at 1; Nov. 15 Supplement at Attach. (Post-Closing Structure Chart).

⁷ Application at 17.

⁸ *Id.* at 2, 5.

⁹ *Id.* Applicants also state that a conversion of Ubiquity DFW from a Delaware limited partnership to a Delaware limited liability company by AssetCo will take place after the conversion of the Note and cancellation of the equity interest in Ubiquity then held by Parent. *Id.*

¹⁰ Nov. 15 Supplement at 8.

¹¹ Application at 1-2, 5; Feb. 8 Supplement at Attach. (Post-Closing Structure Chart).

¹² Application at 3-4, 5-6.

¹³ 47 CFR § 63.03.

¹⁴ 47 CFR § 1.40001. *See Process Reform for Executive Branch Review of Certain FCC Applications and Petitions Involving Foreign Ownership*, IB Docket 16-155, Report and Order, 35 FCC Rcd 10927 (2020), Erratum (Appendix B — Final Rules), DA 20-1404 (OMD/IB rel. Nov. 27, 2020). *See also Rules and Policies on Foreign Participation in the U.S. Telecommunications Market; Market Entry and Regulation of Foreign-Affiliated Entities*, IB Docket Nos. 97-142 and 95-22, Report and Order and Order on Reconsideration, 12 FCC Rcd 23891, 23918-19, paras. 61-63 (1997) (*Foreign Participation Order*), recon. denied, 15 FCC Rcd 18158 (2000).

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 December 16, 2022**, and reply comments **on or before December 23, 2022**. Comments may be filed using the Commission's Electronic Comment Filing System (ECFS) or by paper.

- **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. If more than one docket or rulemaking number appears in the caption of this proceeding, filers must submit two additional copies for each additional docket or rulemaking number.
 - Filings can be sent by commercial overnight courier or by first-class or overnight U.S. Postal Service mail.¹⁵ All filings must be addressed to the Commission's Secretary, Office of the Secretary, Federal Communications Commission.
 - 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 45 L Street, NE, Washington, DC 20554.

People with Disabilities: We ask that requests for accommodations be made as soon as possible in order to allow the agency to satisfy such requests whenever possible. Send an email to fcc504@fcc.gov or call the Consumer and Governmental Affairs Bureau at (202) 418-0530.

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) Dennis Johnson, Competition Policy Division, Wireline Competition Bureau, dennis.johnson@fcc.gov;
- 3) David Krech, Telecommunications and Analysis Division, International Bureau, david.krech@fcc.gov; and
- 4) Jim Bird, Office of General Counsel, jim.bird@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. 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

¹⁵ Effective March 19, 2020, and until further notice, the Commission no longer accepts any hand or messenger delivered filings. This is a temporary measure taken to help protect the health and safety of individuals, and to mitigate the transmission of COVID-19. See *FCC Announces Closure of FCC Headquarters Open Window and Change in Hand-Delivery Policy*, Public Notice, 35 FCC Rcd 2788 (OS 2020).

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 application in as timely and efficient a manner as possible, petitioners and commenters should raise all issues in their initial filings. New issues may not be raised in responses or replies.¹⁶ 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 Dennis Johnson at (202) 418-0809.

¹⁶ See 47 CFR § 1.45(c).