



PUBLIC NOTICE

Federal Communications Commission
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Released: March 18, 2022

WINDSTREAM HOLDINGS II, LLC FILES A PETITION FOR DECLARATORY RULING

PLEADING CYCLE ESTABLISHED

IB Docket No. 22-129; File No. ISP-PDR-20201021-00010

Comments/Petitions Due: April 18, 2022

Reply Comments/Oppositions to Petitions Due: May 3, 2022

Windstream Holdings II, LLC (Windstream), its members, and its common carrier licensee subsidiaries (together, Petitioners) have filed a petition for a declaratory ruling (Restated Petition)¹ pursuant to section 310(b)(4) of the Communications Act of 1934, as amended, 47 U.S.C. § 310(b)(4), and section 1.5000(a)(1) of the Commission's rules, 47 CFR § 1.5000(a)(1), to permit foreign ownership of the proposed controlling U.S. parent, Windstream, to exceed the 25% benchmarks specified in section 310(b)(4) of the Act. Petitioners assert that the proposed foreign ownership of the controlling U.S. parent, Windstream, would serve the public interest.²

Windstream, a Delaware limited liability company that is the successor in interest to Windstream Holdings, Inc., Debtor-in-Possession,³ through its operating subsidiaries, provides voice, data, and transport services on a local and long-haul fiber network currently spanning approximately 150,000 route miles.⁴ Petitioners state that Windstream's consumer and small business segment includes approximately 1.6 million residential and small business customers.⁵ In addition, Windstream provides 100 Gbps

¹ See Restated Petition for Declaratory Ruling, File No. ISP-PDR-20201021-00010 (filed Oct. 26, 2021) (Restated Petition). Petitioners filed a supplement to the Restated Petition on February 10, 2022 (February 2022 Supplement). Petitioners also filed a Petition for Declaratory Ruling (File No. ISP-PDR-20201021-00010) on Oct. 21, 2020 (October 21, 2020 Petition). Petitioners filed a supplement on January 15, 2021 providing additional ownership information. Letter from Jeffrey J. Carlisle and David S. Keir, Counsel to Windstream Holdings II, LLC, to Marlene H. Dortch, Secretary, FCC, IBFS File No. ISP-PDR-20201021-00010 (filed Jan. 15, 2021) (January 2021 Supplement). Petitioners also filed a letter responding to questions and request for the production of certifications from the Commission about interests to be held in Windstream through four investment funds managed by Oaktree WIN Management, LLC, a newly formed entity. Letter from Bruce Karsh, Member of Oaktree WIN to Marlene H. Dortch, Secretary, FCC, IBFS File No. ISP-PDR-20201021-00010 (filed Oct. 25, 2021) (October 2021 Supplement). Any action on this petition for declaratory ruling is without prejudice to Commission action on other related pending applications.

² Restated Petition at 16-19.

³ *Id.* at 2. See also Findings of Fact, Conclusions of Law, and Order Confirming the First Amended Joint Chapter 11 Plan of Reorganization of Windstream Holdings, Inc. et al., Pursuant to Chapter 11 of the Bankruptcy Code, Case No. 19-22312 (Bankr. S.D.N.Y. entered June 26, 2020).

⁴ Restated Petition at 2.

⁵ *Id.*

bandwidth and transport services to wholesale customers, including telecommunications companies, content providers, and cable and other network operators.⁶ The Restated Petition states that Windstream's incumbent local exchange carrier subsidiaries (LECs) serve customers in 18 states, while Windstream's competitive LEC subsidiaries serve primarily enterprise and government customers in all 50 states and the District of Columbia.⁷

On February 25, 2019, Windstream's predecessor in interest, Windstream Holdings, Inc. (Holdings), filed voluntary petitions for relief for itself and its subsidiaries, and other subsidiaries under Chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the Southern District of New York.⁸ On April 1, 2020, Holdings filed a plan of organization proposing a restructuring, through a two-step transaction, that would allow Holdings and its subsidiaries to emerge from bankruptcy "with a deleveraged capital structure and sufficient liquidity to fund the post-emergence business plan."⁹

On May 21, 2020, Holdings and its first lien debtholders (together, Applicants) jointly filed applications for consent to transfer and assign licenses and authorizations held by Windstream Services, LLC (Windstream Services) with the Commission,¹⁰ seeking approval for the proposed two-step process.¹¹ As part of Step One of the process, Applicants requested the Commission to approve the following transaction pursuant to temporary and limited waivers of sections 1.948, 1.2112, 1.5000(a)(1), 63.03, 63.04, 63.18, and 63.24 of the Commission's rules,¹² and 1.2105(b)(2), 1.2107(c), or 1.927(h) of the Commission's rules:¹³ the interests held by the existing stockholders of Holdings would be canceled; the company would be reorganized as a Delaware limited liability company; and the creditors who held the first lien debt of Windstream Services, which was the subsidiary of Holdings, would equitize a portion of their debt claims against Holdings and Windstream Services,¹⁴ acquiring 100% of the equity of Windstream with non-U.S. entities and U.S. entities with foreign ownership obtaining rights to acquire additional Common Units, which according to the Restated Petition are voting and uninsulated equity interests,¹⁵ at the completion of Step Two of the process.¹⁶

⁶ *Id.*

⁷ *Id.*

⁸ *Id.*

⁹ *Id.* at 2-3.

¹⁰ *Id.* at 3; 47 U.S.C. §§ 214, 310(d); 47 CFR §§ 1.948, 63.03, 63.04, 63.18, 63.24; *See* Application of Windstream Holdings, Inc., Debtor-in-Possession, Transferor, and Windstream Holdings, Inc., Transferee, for Consent to Transfer of Licenses and Authorizations, WC Docket No. 20-151 (filed May 21, 2020) (Step One Application).

¹¹ Restated Petition at 3.

¹² 47 CFR §§ 1.2105(b), 1.2107(c), 1.927(h); *See* Application of Windstream Holdings, Inc., Debtor-in-Possession, Transferor, and Windstream Holdings, Inc., Transferee, for Consent to Transfer of Licenses and Authorizations, Petition for Temporary and Limited Waiver, WC Docket No. 20-151, File Nos. ISP-WAV-20200611-00004, ITC-WAV-20200611-00091, et al. (filed June 11, 2020) (Waiver Request).

¹³ Petition of Windstream Services, LLC, Debtor-In-Possession for Waiver of Section 1.2105(b)(2) of the Commission's Rules, AU Docket No. 19-244 (July 22, 2020) (Auction 105 Major Modification Waiver Petition); Amendment to Pending Waiver Petition (filed August 27, 2020).

¹⁴ *See Applications Granted for the Transfer of Control of Windstream Holdings, Inc., Debtor-in-Possession, and Subsidiaries*, WC Docket No. 20.151 (Aug. 28, 2020) (2020 Grant PN) at 3.

¹⁵ Restated Petition at 5-6.

¹⁶ *Id.* at 4-5.

The Bankruptcy Court approved the plan of reorganization on June 26, 2020.¹⁷ On August 28, 2020, the Commission granted the Applicants' request to waive sections 1.948, 1.5000(a)(1), 63.03, 63.04, 63.18, and 63.24 of the Commission's rules, subject to conditions, to facilitate Windstream Services' prompt emergence from the bankruptcy process consistent with the Commission's longstanding practice to accommodate federal bankruptcy law when doing so will not unduly interfere with the Commission's public interest obligation under the Act.¹⁸ More specifically, waiver of section 1.5000(a)(1) as part of Step One of the process was granted to enable Windstream Services' prompt emergence from bankruptcy while preserving the Commission's ability to review and rule on its proposed foreign ownership upon emergence from bankruptcy.¹⁹ Therefore, the grants were conditioned upon the filing, no later than 30 days after closing the transaction authorized by the grant as part of Step One, of a petition for declaratory ruling to exceed the aggregate foreign ownership benchmarks set forth in section 310(b)(4) of the Act.²⁰ The Commission also granted a waiver of sections 1.2105(c)(2), 1.1207(c), or 1.927(h), as needed, with conditions to facilitate the participation of Windstream Services in the post-auction application process for any Priority Access Licenses won by Windstream Services in Auction 105.²¹

At Step One, Holdings emerged from bankruptcy on September 21, 2020.²² With the completion of Step One, the former holders of first lien debt of Holdings, as a group, acquired 100% of the equity of Windstream with foreign entities and U.S. entities with foreign ownership obtaining rights to acquire additional Common Units at the completion of Step Two.²³

Petitioners also state that Windstream issued Special Warrants²⁴ and no foreign investor holds 10% or more of its stock at Step One.²⁵ According to the Restated Petition, foreign holders may only exercise the Special Warrants after receiving a declaratory ruling for all appropriate requests for specific approval and allowing aggregate foreign ownership of the proposed controlling U.S. parent, Windstream,

¹⁷ See Bankr. S.D.N.Y. entered June 26, 2020.

¹⁸ 2020 Grant PN at 7-8.

¹⁹ *Id.* at 6.

²⁰ *Id.* at 7-8.

²¹ *Id.* at 6-7.

²² February 2022 Supplement at 3. Windstream filed pro forma assignment notices notifying the Commission of the assignment of its authorizations, wireless licenses and receive-only earth stations to Windstream's post-bankruptcy structure. See Pro Forma Assignment Notice, Windstream Services, LLC, File No. ITC-ASG-20211220-00202 (filed Dec. 20, 2021); Pro Forma Assignment Notice, Windstream Services LLC, File No. 0009266664 (filed Oct. 20, 2020); Pro Forma Assignment Notice, Valor Telecommunications of Texas, LLC, File No. 0009266650 (filed Oct. 20, 2020); Pro Forma Assignment Notice, Windstream NTI, LLC, File No. 0009266661 (filed Oct. 20, 2020); Pro Forma Assignment Notice, Oklahoma Windstream, LLC, File No. 0009266647 (filed Oct. 20, 2020); Pro Forma Assignment Notice, MPX, Inc., File No. 0009266638 (filed Oct. 20, 2020); Pro Forma Assignment Notice, Business Only Broadband, File No. 0009265519 (filed Oct. 20, 2020); Pro Forma Assignment Notice, Windstream D&E Systems, Inc., File No. SES-T/C-20201016-01136 (filed Oct. 16, 2020). See also February 2022 Supplement at 3, n.5.

²³ Restated Petition at 4; Step One Application, Description of Proposed Transaction and Public Interest Statement (Public Interest Statement), at 4-5.

²⁴ Restated Petition at 5. According to the Restated Petition, "Windstream has two classes of equity interest: Common Units, which are voting and uninsulated under the FCC's rules; and Limited Rights Common Units, which are insulated under Section 11.1(b) of the Windstream LLC Agreement. *Id.* Holders of Special Warrants are permitted to elect to exercise for Common Units or Limited Rights Common Units. *Id.* at 5-6. To the extent that any holder of Special Warrants is unable to acquire Common Units and fails to elect to acquire Limited Rights Common Units, it will continue to hold Special Warrants." *Id.* at 6.

²⁵ *Id.* at 4-5.

to exceed the 25% statutory benchmark.²⁶

Petitioners state that, upon completion of the proposed Step Two of the transaction, Windstream would have an aggregate indirect foreign equity interest of 66.29%.²⁷ According to the Petition, Nexus Aggregator would hold a 49.36% equity interest in Windstream upon closing.²⁸ Elliott International, L.P. (Elliott International), a Cayman Islands entity, would hold a 69.57% equity interest, as an insulated limited partner, in Nexus Aggregator.²⁹ Elliott International Limited, a Cayman Islands entity, holds a 99.90% equity interest in Elliott International,³⁰ and Elliott International Limited is ultimately held by insulated entities, none of which hold a disclosable interest.³¹

According to the Restated Petition,³² Pacific Investment Management Company LLC (PIMCO), which ultimately is owned and controlled by Allianz SE,³³ would exclusively control the voting in Windstream on behalf of a series of U.S. and foreign funds that would collectively hold a 21.17% direct equity interest in Windstream upon closing.³⁴ In addition, Oaktree WIN Management, LLC, a Delaware entity³⁵ would exclusively control the voting in Windstream on behalf of a number of U.S. and foreign entities that would collectively hold a 13.78% direct equity interest in Windstream upon closing through four Delaware LLCs: OCM Opps WIN Holdings, LLC; OCM SC WIN Holdings, LLC; OCM GC WIN Holdings, LLC; and Oaktree Senior Loan Fund WIN Holdings, LLC.³⁶ Petitioners state that the remaining 15.69% of equity interest in Windstream would be held by various U.S. and foreign entities,³⁷ all of which would hold less than 10% equity interest in Windstream.³⁸

Petitioners note that there have been changes in the ownership during the pendency of the petition.³⁹ Additionally, Petitioners state that Windstream has placed limits on post-filing trades by

²⁶ *Id.* at 5.

²⁷ *Id.* at 9-10, Exh. D.

²⁸ *Id.*, Exh. B at 2.

²⁹ *Id.*, Exh. E at 2.

³⁰ *Id.*, Exh. E at 3.

³¹ *Id.*, Exh. E at 3.

³² Disclosable interest holders that have direct interest in Windstream are listed in Exhibit F. Restated Petition, Exh. F. The note to the PIMCO Ownership Structure Chart in Exh.F states that M Unit holders should be treated as insulated members of PIMCO LLC and be considered to have a voting interest in Windstream equal to their equity interest. Thus, Petitioners state that none of the foreign holders of M Units require specific approval. Restated Petition at Exh. F (*citing iHeartMedia, Inc. Petition for Declaratory Ruling under Section 310(b)(4) of the Communications Act of 1934, as Amended*, Declaratory Ruling, 35 FCC Rcd 12770, 12772, n.15, 12776 (2020)).

³³ Restated Petition, Exh. F.

³⁴ Restated Petition, Exh. B at 2.

³⁵ Restated Petition, Exh. B at 2 and Exh. G at 7.

³⁶ Restated Petition, Exh. B at 2. Disclosable interest holders that have direct interest in Windstream are listed in Exh. G of the Petition. Petition, Exh. G at 1-6. *See also* February 2022 Supplement at 3 and attached chart depicting Brookfield indirect equity interest in Windstream.

³⁷ Restated Petition, Exh. B at 2. Disclosable interest holders that have direct interest in Windstream are listed in Exhibits E, F, G,H, I, J, K, L, M, N, O, P, Q, R, S, T, U, V, W, X, Y, Z, AA, BB, CC, DD, EE, FF, GG, HH, II, JJ, and KK of the Petition.

³⁸ Restated Petition, Exh. B at 2.

³⁹ February 2022 Supplement at 1-2. According to Petitioners, during the pendency of the Petition, investors traded both Common Units and Special Warrants with existing and new investors which resulted “in equity changes of less
(continued....)

prohibiting foreign investors from acquiring uninsulated Common Units until the investor receives specific approval from the Commission, and requiring new foreign investors that are not already disclosed in the Restated Petition to agree that Special Warrants can be purchased only if they will be exercised in exchange for insulated Limited Rights Common Units.⁴⁰

Pursuant to section 1.5001(i) of the rules, Petitioners request that the Commission specifically approve the equity and/or voting interests that would be held in Windstream upon completion of the proposed transaction by foreign-organized entities and foreign individuals, categorized below based on their investment management entities, at the percentages specified below. All of these entities and individuals, except for Elliott International, L.P. and Elliott International Limited, hold voting Common Units in Windstream and, therefore, hold uninsulated membership interest in Windstream. Although these uninsulated entities and individuals hold minority equity and voting interests in Windstream, their voting interests have been calculated in accordance with section 1.5002(b)(iii)(A) of the rules to be deemed to hold a 100% voting interest in Windstream.⁴¹

Elliott Investment Management L.P.

Elliott International, L.P. (33.34% equity, 33.34% voting) (Cayman Islands); and
Elliott International Limited (34.31% equity, 34.31 voting) (Cayman Islands).

Pacific Investment Management Company, LLC

PIMCO Funds: Global Investors Series plc, Income Fund (2.25% equity, 100% voting) (Ireland);
PIMCO Tactical Opportunities Master Fund Ltd. (0.96% equity, 100% voting) (Cayman Islands);
PIMCO Monthly Income Fund (1.11% equity, 100% voting) (Canada);
PIMCO DISCO Fund III LP (0.39% equity, 100% voting) (Cayman Islands);
PIMCO Global Income Opportunities Fund (0.28% equity, 100% voting) (Canada);
PIMCO Bermuda Trust II: PIMCO Bermuda Income Fund (M) (0.25% equity, 100% voting) (Bermuda);
BMO Global Strategic Bond Fund (0.08% equity, 100% voting) (Canada);
Desjardins Global Tactical Bond Fund (0.07% equity, 100% voting) (Canada);
PIMCO Bermuda Trust II: PIMCO Bermuda Low Duration Income Fund (0.06% equity, 100% voting) (Bermuda);
Desjardins Floating Rate income Fund (0.02% equity, 100% voting) (Canada);
PIMCO Funds: Global Investors Series plc, Strategic Income Fund (<0.01% equity, 100% voting) (Ireland);
PIMCO Funds: Global Investors Series plc, Low Duration Income Fund (<0.01% equity, 100% voting) (Ireland);
PIMCO Tactical Opportunities Offshore Fund, L.P. (0.96% equity, 100% voting) (Cayman Islands);
PIMCO Distressed Senior Credit Opportunities Fund II Offshore Feeder, L.P. (0.24% equity, 0.24% voting) (Cayman Islands);

than 1% for the largest two investors (Elliott and PIMCO), equity changes of less than three-tenths of a percent for a few smaller holders, and in most cases equity changes of only a few hundredths of a percent.” Additionally, the February 2022 Supplement notes other changes including that, one investor no longer holds an interest in Windstream while the Restated Petition lists 11 new investors.

⁴⁰ *Id.* at 2-3. According to the February 2022 Supplement, existing U.S. and foreign investors disclosed in the Restated Petition are permitted to trade Common Units and Special Warrants among themselves and may sell Common Units and Special Warrants to new U.S. investors that would not require specific approval. The February 2022 Supplement also states that substantial changes to the ownership percentages provided in the Restated Petition are not anticipated.

⁴¹ See 47 C.F.R. § 1.5002(b)(iii)(A); see also Restated Petition at 12-15 (requests for specific approval).

Allianz Asset Management GmbH (0% equity, 100% voting) (Germany);
Allianz Finanzbeteiligungs GmbH (0% equity, 100% voting) (Germany);
Allianz Europe B.V. (0% equity, 100% voting) (Netherlands); and
Allianz SE (0% equity, 100% voting) (Germany).

Oaktree WIN Management, LLC

Energy Super (0.0014% equity, 100% voting) (Australia); and
Renaissance investment Holdings Ltd. (0.0012% equity, 100% voting) (Bermuda).

Brigade Capital Management

Mediolanum Best Brands (0.12% equity, 100% voting) (Ireland).

Arena Capital Advisors

HP XIV (0.18% equity, 100% voting) (Germany);
INKA for account of beTurn (0.12% equity, 100% voting) (Germany);
T&D Fund – Arena Short Duration High Yield Fund (0.04% equity, 100% voting)
(Luxembourg); and
BUMA-Universal-Fonds CTA (0.01% equity, 100% voting) (Germany).

Deutsche Bank AG

Nomura Global Manager Select Bank Loan Fund (<0.01% equity, 100% voting) (Cayman Islands);
DWS Group GMBH & Co. KGaA (0% equity, 100% voting) (Germany);
DB Beteiligungs-Holding (0% equity, 100% voting) (Germany); and
Deutsche Bank AG (1.11% equity, 100% voting) (Germany).

HSBC Bank

HSBC Bank plc (0.45% equity, 100% voting) (United Kingdom); and
HSBC Holdings plc (0.45% equity, 100% voting) (United Kingdom).

Bracebridge Capital LLC

FFI Fund Ltd. (0.16% equity, 100% voting) (Cayman Islands);
FYI Ltd. (0.03% equity, 100% voting) (Cayman Islands); and
Olifant Fund, Ltd. (0.03% equity, 100% voting) (Cayman Islands).

Columbia Management Investment Advisors

Cent CLO 21 Limited (0.08% equity, 100% voting) (Cayman Islands);
Columbia Cent CLO 27 Limited (0.05% equity, 100% voting) (Cayman Islands); and
Columbia Cent CLO 28 Limited (0.03% equity, 100% voting) (Cayman Islands).

Siemens Financial Services Inc.

Siemens AG (0.36% equity, 100% voting) (Germany).

Symphony Asset Management LLC

PensionDanmark Pensionsforsikringsaktieselskab (0.02% equity, 100% voting) (Denmark); BayCity Alternative Investment Funds SICAV-SIF – BayCity US Senior Loan Fund (<0.01% equity, 100% voting) (Luxembourg); Symphony Floating Rate Senior Loan Fund (<0.01% equity, 100% voting) (Canada); and Nomura Multi Managers Fund (<0.01% equity, 100% voting) (Cayman Islands).

Millais Limited

Millais Limited (0.11% equity, 100% voting) (Cayman Islands); Robert Heaselgrave (0% equity, 100% voting) (United Kingdom); and Andrew Dodd (0% equity, 100% voting) (United Kingdom).

Credit Suisse Securities (USA) LLC

Credit Suisse AG (0.05% equity, 100% voting) (Switzerland); and Credit Suisse Group AG (0.05% equity, 100% voting) (Switzerland).

Jackson National Life Insurance Company

Prudential (US Holdco 1) Limited (<0.01% equity, 100% voting) (United Kingdom); Prudential Corporation Asia Limited (<0.01% equity, 100% voting) (Hong Kong); and Prudential plc (<0.01% equity, 100% voting) (United Kingdom).

ABRY Advanced Securities Fund III, L.P.

ABRY Advanced Securities Fund III, L.P. (<0.01% equity, 100% voting) (Cayman Islands); and ABRY ASF Investors III, L.P. (0.00% equity, 100% voting) (Cayman Islands).

Invesco Advisers, Inc.

Invesco Holding Company Limited United (0.00% equity, 100% voting) (United Kingdom); and Invesco Limited (0.00% equity, 100% voting) (Bermuda).

Saye Capital Management, L.P.

Spectrum Master Fund, Ltd. (<0.01% equity, 100% voting) (Cayman Islands).

Bowery Funding ULC

Bowery Funding ULC (<0.01% equity, 100% voting) (Canada); and Bank of Nova Scotia (<0.01% equity, 100% voting) (Canada).

Diaz

Manuel Antonio Rodriguez Diaz (<0.01% equity, 100% voting) (Spain).

Petitioners also seek advance approval for Windstream to be up to and including 100% foreign-owned in the aggregate.⁴² Therefore, Petitioners also request, pursuant to section 1.5001(k) of the rules, advance approval for the foregoing entities and individuals to increase their indirect equity and/or voting interests in Windstream up to a non-controlling 49.99%. Uninsulated individuals and entities that hold

⁴² Restated Petition at 5.

minority equity and voting interests in Windstream with a deemed 100% voting interest in Windstream in accordance with section 1.5002(b)(iii)(A) of the Commissioner's rules will continue to be deemed to hold a 100% voting interest in Windstream in accordance with section 1.5002(b)(iii)(A) of the Commissioner's rules.

Referral to Executive Branch Agencies. Through this Public Notice, pursuant to Commission practice, these applications, and the associated Petition for Declaratory Ruling, 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.⁴³

This Petition has been assigned File No. ISP-PDR-20201021-00010.

GENERAL INFORMATION

The petition identified herein has been found, upon initial review, to be acceptable for filing. The Commission reserves the right to return the petition 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 and petitions **on or before April 18, 2022**, and reply comments or oppositions to petitions **on or before May 3, 2022**. 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. If more than one docket or rulemaking number appears in the caption of this proceeding, filers must submit one additional copy 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.⁴⁴ 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, MD, 20701.

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, e-mail one copy of each pleading to Kimberly Cook, Telecommunications and

⁴³ See *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). See also *Process Reform for Executive Branch Review of Certain FCC Applications and Petitions Involving Foreign Ownership*, IB Docket 16-155, Report and Order, FCC 20-133 (rel. Oct 1, 2020).

⁴⁴ In response to the COVID-19 pandemic, the FCC has closed its current hand-delivery filing location at FCC Headquarters. We encourage outside parties to take full advantage of the Commission's electronic filing system. Any party that is unable to meet the filing deadline due to the building closure may request a waiver of the comment or reply comment deadline, to the extent permitted by law. FCC Announces Closure of FCC Headquarters Open Window and Change in Hand-Delivery Filing, Public Notice, DA 20-304 (rel. Mar. 19, 2020). <https://www.fcc.gov/document/fcc-closes-headquarters-open-window-and-changes-hand-delivery-policy>.

Analysis Division, International Bureau, at kimberly.cook@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 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.⁴⁵ 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 Kimberly Cook, International Bureau, (202) 418-7532.

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⁴⁵ See 47 CFR § 1.45(c).