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November 4, 2020

VIA Electronic Filing

Rosemary Chiavetta, Secretary
Pennsylvania Public Utility Commission
Commonwealth Keystone Building
P.O. Box 3265
Harrisburg, PA 17105-3265

**Re: Joint Application of PEG Bandwidth PA, LLC and Southern Light, LLC,
Sellers, and Everstream Solutions LLC, Purchaser, for Approval for
Sellers to Transfer Certain Assets to Purchaser**

Dear Secretary Chiavetta:

On behalf of PEG Bandwidth PA, LLC, Southern Light, LLC d/b/a Uniti Fiber PA, and Everstream Solutions LLC, attached for filing is the above-referenced Joint Application. As required by the Commission's rules, the filing fee in the amount of \$350.00 is being paid by credit card through the Commission's eFiling system.

If you have any questions, please do not hesitate to contact us or our colleagues, Ronald W. Del Sesto, Jr. (ronald.delsesto@morganlewis.com, 202-739-6023) and Danielle Burt (danielle.burt@morganlewis.com, 202-373-6039).

Respectfully submitted,

/s/ Anthony C. DeCusatis

Anthony C. DeCusatis
Catherine G. Vasudevan

Counsel for the Applicants

Morgan, Lewis & Bockius LLP

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**BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

Joint Application of :
 :
 :
PEG Bandwidth PA, LLC and :
Southern Light, LLC, Sellers, :
 :
 :
Docket No. _____
and :
 :
 :
Everstream Solutions LLC, Purchaser, :
 :
 :
For Approval for Sellers to Transfer Certain :
Assets to Purchaser :
 :

JOINT APPLICATION FOR APPROVAL OF A *PRO FORMA* TRANSACTION

TO THE HONORABLE PENNSYLVANIA PUBLIC UTILITY COMMISSION:

THIS JOINT APPLICATION (“Application”) is filed as a *Pro Forma* Transaction pursuant to 52 Pa. Code § 63.325 by PEG Bandwidth PA, LLC (“PEG PA”) and Southern Light, LLC d/b/a Uniti Fiber PA (“Southern Light”) (together, “Sellers”) and Everstream Solutions LLC (“Purchaser”) (collectively with Sellers, “Applicants”). Applicants respectfully request approval by the Pennsylvania Public Utility Commission (“Commission”), to the extent required, for Sellers to transfer to Purchaser certain customer contracts and the telecommunications assets used to provision the services or facilities to the affected customers (the “Transaction”).

Sellers and Purchaser entered into an Asset Purchase Agreement on October 20, 2020 (the “Agreement”). Pursuant to the Agreement, Purchaser will acquire from Sellers discrete customer contracts and the telecommunications equipment associated with such customer contracts in a number of states including Pennsylvania. Upon consummation of the Transaction,

Everstream will hold the customer contracts and the associated telecommunications equipment used to serve customers in Pennsylvania. Everstream currently has a Petition for a Certificate of Public Convenience and Necessity (“Certificate”) pending before the Commission.¹

In support of this filing, Applicants provide the following information:

I. DESCRIPTION OF APPLICANTS

A. Sellers

PEG PA and Southern Light are affiliates of Uniti National, which in turn is a subsidiary of Uniti Group Inc. (“Uniti Group” and together with its subsidiaries, “Uniti”), a Maryland corporation headquartered at 10802 Executive Center Drive, Suite 300, Little Rock, Arkansas 72211. Uniti Group is a publicly traded real estate investment trust (NASDAQ: UNIT) that engages in the acquisition and construction of infrastructure utilized by the communications industry. Uniti Group does not provide telecommunications services in its own right. It owns and operates a number of licensed telecommunications providers in the District of Columbia and a number of states. In Pennsylvania, PEG PA is authorized to operate as a competitive access provider pursuant to a CPC granted in Docket No. A-2012-2301870; and Southern Light is authorized to operate as (i) a competitive local exchange carrier, (ii) a detariffed IXC Reseller, (iii) a detariffed facilities-based IXC, and (iv) a competitive access provider pursuant to CPCs granted respectively in Docket Nos. A-2018-3001076, A-2018-3001077, A-2018-3001078 and A-2018-3001079.

B. Purchaser

Everstream is an Ohio Limited Liability Company headquartered at 1228 Euclid Ave, #250, Cleveland, OH 44115. Everstream holds domestic and international Section 214

¹ See Docket No. A-2020-3022566, Everstream Solutions, LLC Application for Authority to Provide Telecommunications Services in the Commonwealth of Pennsylvania.

authorization as well as certificates to provide intrastate telecommunications services in Ohio and Missouri and has applications pending for authorization to provide intrastate telecommunications services in Delaware, Maryland, New Jersey, New York, Pennsylvania, and West Virginia. Everstream is affiliated with (i) Everstream GLC Holding Company LLC (“Everstream GLC”), which holds domestic and international Section 214 authorizations (File Nos. ITC-214-19970116-00027 as assigned in IB File No. ITC-ASG-20160426-00157) and holds certificates to provide intrastate telecommunications services in Illinois, Indiana, Michigan, and Wisconsin, (ii) Lynx Network Group, Inc. (“Lynx”), which holds domestic Section 214 authority and holds a certificate to provide intrastate telecommunications services in Michigan, and (iii) HRS Internet, LLC (“HRS Internet”), which holds domestic and international Section 214 authorizations (File No. ITC-214-20080612-00268) and holds a certificate to provide intrastate telecommunications services in Indiana.

Everstream Solutions is a wholly owned subsidiary of Midwest Fiber Acquisition LLC (“Midwest”), a Delaware limited liability company. Midwest, through Everstream Solutions and its affiliates, is a super-regional network service provider bringing fiber-based Ethernet, internet and data center solutions to businesses throughout the Midwest. The company has more than 10,000 route miles and comprehensive data center connectivity at 100 Gbps. Its network allows businesses to operate a converged IP network capable of delivering robust voice and data services at speeds from 10 Mbps to 100 Gbps.

Midwest is owned by Midwest Fiber Holdings LP, and is ultimately indirectly owned by four limited partnerships organized in Luxembourg (AMP Capital Global Infrastructure Fund II A LP, AMP Capital Global Infrastructure Fund II B LP, AMP Capital Global Infrastructure Fund II C LP, and AMP Capital Global Infrastructure Fund II E LP), collectively referred to as GIF II. Between Midwest Fiber Holdings LP and GIF II, there are a number of intervening entities in the

ownership chain (Midwest Fiber Intermediate US LP, Midwest Fiber Midco LP and GIF II US Aggregator LP). For each of the limited partnership entities in this chain, as well as for the four Luxembourg limited partnerships referenced above, the general partner is AMP Capital Investors (GIF II GP) S.à.r.l., a Luxembourg company.

AMP Capital Investors (GIF II GP) S.à.r.l. is indirectly owned by AMP Capital Holdings Limited (“AMP Capital”) which is a global investment manager headquartered in Australia, with a growing international presence, including in North America. AMP Capital has a heritage and strength in infrastructure and real estate, and specialist expertise in fixed income, equities and multi-asset solutions. AMP Capital is a downstream subsidiary of AMP Limited, one of Australia’s largest retail and corporate pension providers.

II. BACKGROUND AND DESCRIPTION OF THE TRANSACTION

Seller and Purchaser entered into the Agreement whereby Purchaser will acquire, along with other things, certain customer contracts and the associated telecommunications equipment used to provision the services or facilities to the affected customers (the “Acquired Assets”). The Acquired Assets include certain customers and assets of Sellers located in Pennsylvania. None of the affected customers are residential end users; instead, all customers are either other carriers or enterprises. The Acquired Assets also include certain unregulated assets that Purchaser will acquire from Sellers.

The Transaction will not interfere with the ability of PEG PA and Southern Light to continue to provide services to its other customers Pennsylvania. PEG PA and Southern Light will retain significant assets including those used to provide communications services to other customers in Pennsylvania. Further, the Transaction will allow Uniti to realize operational and other efficiencies and to obtain additional capital in support of its remaining operations further strengthening PEG PA and Southern Light’s position in the marketplace.

As referenced above, all of the transferring customer contracts are either other carriers or enterprises that currently receive services from PEG PA and Southern Light. These carrier and enterprise customers are sophisticated consumers of high-capacity telecommunications services with contracts that dictate the assignment or transfer of services to other telecommunications service providers. Customers will be advised (and in some cases consent will be requested) prior to the transfer of services from Seller to Everstream. All customers will continue to receive their services over the same facilities as they do today, and will not suffer any adverse consequences as a result of the Transaction.

III. PUBLIC INTEREST CONSIDERATIONS

Applicants respectfully submit that the proposed Transaction serves the public interest. PEG PA, Southern Light, Uniti Group, and Uniti will gain important operational efficiencies and enhance their capital position as a result of the Transaction. Everstream will obtain valuable assets in Pennsylvania allowing it to provide robust, facilities-based services on a competitive basis to Pennsylvania consumers enhancing consumer welfare. Customers affected by the Transaction will continue to receive services over the same facilities as they do today. Thus, the Transaction will enhance, and not diminish, customers' welfare.

IV. INFORMATION REQUIRED BY 52 PA. CODE § 63.325

Pursuant to 52 PA. Code § 63.325(d), the Applicants provide the following information:

1. Name, address and telephone number of each party or applicant to the transaction:

Sellers:

PEG Bandwidth PA, LLC
Southern Light, LLC d/b/a Uniti Fiber PA
107 St. Francis Street, Suite 1800
Mobile, AL 36602
727-471-5600

Purchaser:

Everstream Solutions LLC
1228 Euclid Ave #250
Cleveland, OH 44115
216-242-2874

2. Government, state or territory under the laws of which each corporate or partnership applicant to the transaction is organized:

Sellers:

PEG PA is a limited liability company organized under the laws of the State of Delaware.

Southern Light is a limited liability company organized under the laws of the State of Alabama.

Purchaser:

Everstream Solutions LLC is organized under the laws of the State of Ohio.

3. The name, title, post office address and telephone number of the officer or contact point, including legal counsel in this Commonwealth, to whom correspondence concerning the transaction is to be addressed:

For Sellers:

Anthony C. DeCusatis
PA I.D. No. 25700
Catherine G. Vasudevan
PA I.D. No. 210254
Morgan, Lewis & Bockius LLP
1701 Market Street
Philadelphia, PA 19103-2921
215-963-5000 (tel)
215-963-5001 (fax)
anthony.decusatis@morganlewis.com
catherine.vasudevan@morganlewis.com

With a copy for Applicants to:

Ronald W. Del Sesto, Jr.
Danielle Burt
Stephany Fan
Morgan Lewis & Bockius LLP
1111 Pennsylvania Ave., N.W.
Washington, DC 20004
202-739-3000 (tel)
202-739-3001 (fax)
ronald.delsesto@morganlewis.com
danielle.burt@morganlewis.com
stephany.fan@morganlewis.com

and:

Jeffrey R. Strenkowski
Vice President, Deputy General
Counsel of Governmental Affairs
Uniti Group Inc.
10802 Executive Center Drive,
Benton Building, Suite 300,
Little Rock, Arkansas 72211
301-774-0461 (tel)
jeffrey.strenkowski@uniti.com

For Purchaser:

Brett Lindsey
Everstream Solutions LLC
1228 Euclid Ave #250
Cleveland, OH 44115
brett.lindsey@everstream.net
216-242-2874

4. The name, address, citizenship and principal place of business of any person, party or entity that directly or indirectly owns more than 20% of the equity of the applicant, and the percentage of equity owned by each of those entities (to the nearest 1%):

Sellers:

The ownership of Sellers will not change as a result of the proposed Transaction. The following persons, directly or indirectly, own or control 20% or greater of PEG-PA:

Name:	Uniti Fiber LLC
Address:	10802 Executive Center Drive Benton Building, Suite 300 Little Rock, Arkansas 72211
Interest:	Approx. 100% (directly, as the approximately 100% owner of PEG PA)
Citizenship:	Delaware

The following persons, directly or indirectly, own or control 20% or greater of Southern Light and Uniti Fiber LLC:

Name: Uniti Fiber Holdings Inc. ("Fiber Holdings")
Address: 10802 Executive Center Drive
Benton Building, Suite 300
Little Rock, Arkansas 72211
Interest: Approx. 100% (directly, as the approximately 100%
owner of Southern Light and Uniti Fiber LLC)
Citizenship: Delaware

Name: Uniti Group Finance Inc.
Address: 10802 Executive Center Drive
Benton Building, Suite 300
Little Rock, Arkansas 72211
Interest: Approx. 100% (directly, as the approximately 100%
owner of Fiber Holdings)
Citizenship: Delaware

Name: CSL Capital, LLC ("CSL Capital")
Address: 10802 Executive Center Drive
Benton Building, Suite 300
Little Rock, Arkansas 72211
Interest: Approx. 100% (directly, as the approximately 100%
owner of Uniti Group Finance)
Citizenship: Delaware

Name: Uniti Group LP
Address: 10802 Executive Center Drive
Benton Building, Suite 300
Little Rock, Arkansas 72211
Interest: Approx. 100% (indirectly, 100% direct owner of CSL
Capital and 100% owner of Fiber Holdings)
Citizenship: Delaware

Name: Uniti Group Inc.
Address: 10802 Executive Center Drive
Benton Building, Suite 300
Little Rock, Arkansas 72211
Interest: Approx. 99% (indirectly, as 99% General Partner of Uniti Group LP and sole member of Uniti Group LP LLC, which has a less than 1% limited partner interest in Uniti Group LP)
Citizenship: Maryland

Uniti Group Inc. is a widely held publicly traded company (NASDAQ: UNIT). To Purchaser's knowledge, no other person or entity, directly or indirectly, owns or controls a 20% or greater interest in Uniti Group Inc.

Purchaser:

The ownership of Purchaser will not change as a result of the Transaction. Charts depicting the current ownership structure of Purchaser are provided as **Exhibit C**.

1. Everstream Solutions LLC is wholly-owned by:

Name: **Midwest Fiber Acquisition LLC ("Midwest")**
Address: c/o AMP Capital Investors (US) Limited
1114 Avenue of the Americas, 16th floor
New York, NY 10036
Ownership: 100%
Citizenship: United States (Delaware)
Principal Business: Holding Company

2. Midwest is wholly-owned by:

Name: **Midwest Fiber Holdings LP**
Address: c/o AMP Capital Investors (US) Limited
1114 Avenue of the Americas, 16th floor
New York, NY 10036
Ownership: 100%
Citizenship: United States (Delaware)
Principal Business: Holding Company

3. Midwest Fiber Holdings LP is owned by:

Name: **Midwest Fiber Intermediate US LP**
Address: c/o AMP Capital Investors (US) Limited
1114 Avenue of the Americas, 16th floor

Ownership: New York, NY 10036
98.5440% (a separate entity, Midwest Fiber Management LP holds 1.4560% interest in Midwest Fiber Holdings LP)
Citizenship: United States (Delaware)
Principal Business: Holding Company

4. Midwest Fiber Intermediate US, LP is wholly-owned by:

Name: **Midwest Fiber Midco LP**
Address: c/o AMP Capital Investors (US) Limited
1114 Avenue of the Americas, 16th floor
New York, NY 10036
Ownership: 92.6370%
Citizenship: United States (Delaware)
Principal Business: Holding Company

Name: **AMP Capital Global Infrastructure Fund II A LP**
Address: 14 rue Edward Steichen
Luxembourg L-2540
Grand Duchy of Luxembourg
Ownership: 7.3630%
Citizenship: Luxembourg
Principal Business: Investment Fund

5. Midwest Fiber Midco LP is wholly-owned by:

Name: **GIF II US Aggregator LP**
Address: c/o AMP Capital Investors (US) Limited
1114 Avenue of the Americas, 16th floor
New York, NY 10036
Ownership: 100%
Citizenship: United States (Delaware)
Principal Business: Holding Company

6. GIF II US Aggregator LP is wholly-owned by:

Name: **AMP Capital Global Infrastructure Funds II B LP**
Address: 14 rue Edward Steichen
Luxembourg L-2540
Grand Duchy of Luxembourg
Ownership: 49.4289%
Citizenship: Luxembourg
Principal Business: Investment Fund

Name: **AMP Capital Global Infrastructure Funds II C LP**
Address: 14 rue Edward Steichen
Luxembourg L-2540
Grand Duchy of Luxembourg
Ownership: 28.6092%
Citizenship: Luxembourg
Principal Business: Investment Fund

Name: **AMP Capital Global Infrastructure Funds II E LP**
Address: 14 rue Edward Steichen
Luxembourg L-2540
Grand Duchy of Luxembourg
Ownership: 14.5989%
Citizenship: Luxembourg
Principal Business: Investment Fund

7. The following entities have a 10% or greater direct or indirect interest in AMP Capital Global Infrastructure Fund II A LP, AMP Capital Global Infrastructure Funds II B LP, AMP Capital Global Infrastructure Funds II C LP, and AMP Capital Global Infrastructure Funds II E LP (collectively, “GIF II”):

Name: **AMP Capital Investors (GIF II GP) S.à.r.l (“GIF II GP”)**
Address: 14 rue Edward Steichen
Luxembourg L-2540
Grand Duchy of Luxembourg
Ownership: General Partner of each of AMP Capital Global Infrastructure Fund II A LP, AMP Capital Global Infrastructure Fund II B LP, AMP Capital Global Infrastructure Fund II C LP and AMP Capital Global Infrastructure Fund II E LP (collectively, “GIF II”)
Citizenship: Luxembourg
Principal Business: Investment

8. GIF II GP is wholly owned by:

Name: **AMP Capital Investors International Holdings Ltd.**
Address: 33 Alfred Street, Sydney NSW 2000 (Australia)
Ownership: 100%
Citizenship: Australia
Principal Business: Investment

9. AMP Capital Investors International Holdings Ltd. is wholly owned by:

Name: **AMP Capital Holdings Ltd.**
Address: 33 Alfred Street, Sydney NSW 2000 (Australia)
Ownership: 100%
Citizenship: Australia
Principal Business: Investment

10. The following entities have a 10% or greater interest in AMP Capital Holdings Ltd.:

Name: **AMP Holdings Ltd.**
Address: 33 Alfred Street, Sydney NSW 2000 (Australia)
Ownership: 100%
Citizenship: Australia
Principal Business: Investment

11. AMP Holdings Ltd. is wholly owned by:

Name: **AMP Group Holdings Ltd.**
Address: 33 Alfred Street, Sydney NSW 2000 (Australia)
Ownership: 100%
Citizenship: Australia
Principal Business: Investment

12. AMP Group Holdings Ltd. is wholly owned by:

Name: **AMP Limited**
Address: 33 Alfred Street, Sydney NSW 2000 (Australia)
Ownership: 100%
Citizenship: Australia
Principal Business: Public Company

No person or entity owns a 10% or greater interest in AMP Limited. A list of the directors and key officers of AMP Limited, with their respective nationalities, is provided below.

AMP Limited Directors:

Francesco Alexander De Ferrari – Chief Executive Officer (Swiss - Italia)
Rahoul Chowdry – Company Director (Australia)
Debra Anne Hazelton – Company Director (Australia)
John Kevin O’Sullivan – Company Director (Australia)
Michael Craig Sammells – Company Director (Australia)

Andrea Elisabeth Slattery – Company Director (Australia)

AMP Limited Officers:

Marissa Bendyk – Company Secretary (Australia)

Brendan John O'Brien – Director of Tax (Australia)

No other person or entity is expected to hold a 10% or greater ownership interest in the Purchaser pursuant to the Commission's attribution rules.

5. A summary description of the transaction:

Please see Section II, above.

6. A summary of the services and the service territories in this Commonwealth that will be affected by the transaction:

No service territories will be affected by the Transaction. Immediately following the Transaction, PEG PA and Southern Light will continue to provide service to existing customers at the same rates, terms, and conditions, as governed by existing contracts.

7. A verified statement as to how the transaction fits into one or more of the categories subject to the general rule for notification:

The Applicants verify that the Transaction falls into the *Pro Forma* Transaction category under § 52 Pa. Code § 63.325(a)(1). Sellers will transfer to Purchasers less than 20% of the assets of the Sellers located in Pennsylvania. Applicants also note that the customer transfer “does not involve a change in conditions of service or rates.”

8. Identification of other transactions related to the transaction:

As referenced in footnote 1, Everstream Solutions, LLC has sought Commission approval to provide telecommunications services in the Commonwealth of Pennsylvania.

9. A verified statement whether the transaction warrants special consideration because either party to the transaction is facing imminent business failure:

No Applicant currently is facing imminent business failure.

10. Identification of a separately filed waiver request sought in conjunction with the transaction:

No waiver request is being made with respect to the Transaction.

11. A verified statement containing facts and allegations establishing:

(i) For a merger or similar transaction, how the transaction will affirmatively promote the service, accommodation, convenience, or safety of the public in some substantial way as required by State law.

(ii) Findings that approval for a transaction subject to 66 Pa.C.S. 1103(a) (relating to procedure to obtain certificates of public convenience) is necessary or proper for the service, accommodation, convenience, or safety of the public.

(iii) The impact of the transaction on competition.

The Applicants verify the facts and averments set forth in Section III above, demonstrating the impact of the Transaction on the promotion of service, competition, and the public interest.

12. A verified statement affirming that the applicant is in compliance with Commission obligations and filings and a listing of all State and Federal proceedings when:

(i) Within the 3-year period prior to filing the application, the applicant was found to have violated either State or Federal requirements.

(ii) Within the 3-year period prior to filing the application, the applicant is alleged to have violated either State or Federal requirements.

The Applicants verify that, to their knowledge and except as stated below, Applicants are in compliance with all Commission obligations and filings and have not been party to any such state or federal proceedings as described above.

On July 11, 2019, the Commission entered a Tentative Order cancelling the certificates of authority held by PEG Bandwidth PA, LLC and other telecommunication utilities that have reported zero intrastate revenue for the past three years. *See Cancellation of Certificates of Public Convenience for Telecommunications Public Utilities; Reporting Zero Intrastate Operating Revenue*, Docket No. M-2019-3010251 (Tentative Order entered July 11, 2019). The Tentative Order directed PEG PA that they had 20 days from the date of publication in the *Pennsylvania Bulletin* to challenge the cancellation by submitting comments. 49 Pa.B. 5388, 5390. The Tentative Order was published in the *Pennsylvania Bulletin* on September 14, 2019. 49 Pa.B. 5388. On October 4, 2019, PEG PA submitted comments objecting to the cancellation, resulting in referral of the challenge to the Commission's Bureau of Investigation and Enforcement pursuant to the process outlined in the Tentative Order. On May 18, 2020, the Secretary of the Commission issued letters to PEG PA advising them that they will retain their CPCs pending further proceedings as determined by the Commission and that their matters are referred to the Bureau of Investigation and Enforcement for investigation into whether PEG PA should retain their CPCs. The matters remain pending.

13. A verified statement affirming that customers received prior notice. Notice shall be accomplished using a notice approved by the Commission's Bureau of Consumer Services (BCS). Any disagreement between the applicant and BCS shall be addressed by an appeal from an action of staff mirroring the process in 5.44 (relating to petitions for appeal from actions of the staff) of the Commission's rules of practice and procedure.

All of the transferring customer contracts are either other carriers or enterprises that currently receive services from PEG PA and Southern Light. These carrier and enterprise customers are sophisticated consumers of high-capacity telecommunications services with contracts that dictate the assignment or transfer of services to other telecommunications service providers. Customers will be advised (and in some cases consent will be requested) prior to the transfer of services from Seller to Everstream. All customers will continue to receive their services over the same facilities as they do today, and will not suffer any adverse consequences as a result of the Transaction. The Applicants emphasize that none of the affected customers are residential consumers, and none of the services involve traditional telephone services. As such, there is no single "form of notice" that would be appropriate or sufficient for all customers given the varying assignment provisions under each of the contracts involved with the proposed transfer.

14. A verified statement containing a copy of any Commonwealth utility certificates held by the applicant:

Sellers verify the CPC(s) held in Pennsylvania by PEG PA and Southern Light as described in Section I. Evidence of such CPC(s) is provided as **Exhibit A**. Purchaser verify that they do not hold any CPCs from the Commission.

15. A verified statement on the effect of the transaction on existing Commonwealth tariffs. If applicable or in response to a request from staff, an applicant shall provide a red-line document identifying changes in existing Commonwealth tariffs before and after the transaction for which the applicant seeks approval from the Commission:

Sellers verify that the Transaction will not require any changes to the existing rates, terms and conditions of service in PEG PA and Southern Light's current tariffs on file with the Commission.

16. A verified statement on the transaction's effect on the existing affiliate interest agreements of the applicant:

The Applicants verify the Transaction will have no effect on the Applicants' respective affiliated interest agreements, if any.

17. A verified statement establishing that no State or Federal regulatory agency is expected to undertake an informal or formal investigation, complaint or proceeding relating to the transaction:

The Applicants verify the Transaction will not require an informal or formal investigation, complaint or proceeding except for public utility commission and FCC reviews typically required for such transactions. Specifically, Applicants or their affiliates are seeking approval for the Transaction from the FCC and the public utility commissions in the states of Delaware, Maryland, New Jersey, New York, and West Virginia.

18. Organizational charts showing the effect on the applicant's organization before and after the transaction:

Please see **Exhibit B** for a current organization chart for Sellers, which will not change as a result of the Transaction. Please see **Exhibit C** for a current organization charts for Purchaser, which will not change as a result of the Transaction.

19. A copy of the application filed at the FCC or a notice filed with the U.S. DOJ, if any, including the electronic location on the agency's web site:

The Applicants filed with the FCC an application with respect to the Transaction. See WC Docket No. 20-359. A copy of the FCC application is attached as **Exhibit D**.

20. A verified statement setting forth the expected public effect of the transaction on the capital structure of the applicant over the next 5 years:

Please see Section III, which the Applicants verify provides a description of the public benefits of the Transaction. Sellers further verify that consummation of the Transaction will not have a negative impact on the capital structure of PEG PA and Southern Light over the next five years.

21. For an applicant subject to a broadband deployment commitment under Federal or State law, a verified statement affirming that the applicant follows that commitment:

The Applicants verify that no Applicant is under a Federal or State broadband deployment obligation in Pennsylvania.

22. For an applicant with eligible telecommunications carrier status under Federal and State law, a verified statement affirming that the applicant is in compliance with the law and that the applicant will continue to be in compliance with the law:

The Applicants verify they are not “eligible telecommunications carriers.”

23. A verified statement affirming that the transaction complies with the prohibition against cross-subsidization imposed under Federal and State law:

Sellers verify the Transaction does not violate Federal or State cross-subsidization rules. Purchaser verify that they are not subject to any prohibition against cross-subsidization imposed under Federal and State law.

VII. CONCLUSION

WHEREFORE, for the reasons set forth above, Applicants request the Commission grant all authority necessary for Sellers to transfer certain fiber optic assets to Purchaser.

Respectfully submitted,

/s/ Anthony C. DeCusatis

Anthony C. DeCusatis

PA I.D. No. 25700

Catherine G. Vasudevan

PA I.D. No. 210254

Morgan, Lewis & Bockius LLP

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anthony.decusatis@morganlewis.com

catherine.vasudevan@morganlewis.com

Counsel for the Applicants

Dated: November 4, 2020

LIST OF EXHIBITS

Exhibit A	Pennsylvania Authorizations
Exhibit B	Sellers' Organizational Chart
Exhibit C	Purchaser' Organization Chart
Exhibit D	FCC Application
Verification	

EXHIBIT A

Pennsylvania Authorizations

PENNSYLVANIA PUBLIC UTILITY COMMISSION

IN THE MATTER OF THE APPLICATION OF DOCKET NO: A-2012-2301870

Application of PEG Bandwidth PA, LLC for approval to offer, render, furnish or supply telecommunication services as a Competitive Access Provider (CAP) to the public in the Commonwealth of Pennsylvania.

Effective Date: October 11, 2012

The Pennsylvania Public Utility Commission hereby certifies that after an investigation and/or hearing, it has, by its report and order made and entered, found and determined that the granting of the application is necessary or proper for the service, accommodation, convenience and safety of the public and hereby issues to the applicant this **CERTIFICATE OF PUBLIC CONVENIENCE** evidencing the Commission's approval.

In Witness Whereof, The PENNSYLVANIA PUBLIC UTILITY COMMISSION has caused these presents to be signed and sealed, and duly attested by its secretary at its office in the city of Harrisburg this 11th day of October 2012.



Secretary

PENNSYLVANIA PUBLIC UTILITY COMMISSION

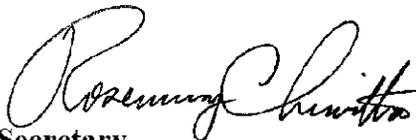
IN THE MATTER OF THE APPLICATION OF: A-2018-3001079

Application of Southern Light, LLC for Approval to Offer, Render, Furnish or Supply Telecommunications Services to the Public as a Competitive Access Provider in the Commonwealth of Pennsylvania

EFFECTIVE DATE: October 23, 2018

The Pennsylvania Public Utility Commission hereby certifies that after an investigation and/or hearing, it has, by its report and order made and entered, found and determined that the granting of the application is necessary or proper for the service, accommodation, convenience and safety of the public and hereby issues to the applicant this **CERTIFICATE OF PUBLIC CONVENIENCE** evidencing the Commission's approval.

In Witness Whereof, The PENNSYLVANIA PUBLIC UTILITY COMMISSION has caused these presents to be signed and sealed, and duly attested by its Secretary at its office in the city of Harrisburg this 19th day, of November, 2018.


Secretary

PENNSYLVANIA PUBLIC UTILITY COMMISSION

IN THE MATTER OF THE APPLICATION OF A-2018-3001078

Application of Southern Light, LLC for Approval to Offer, Render, Furnish or Supply Telecommunications Services to the Public as a Detariffed Facilities-based Interexchange Carrier in the Commonwealth of Pennsylvania

EFFECTIVE DATE: September 20, 2018

The Pennsylvania Public Utility Commission hereby certifies that after an investigation and/or hearing, it has, by its report and order made and entered, found and determined that the granting of the application is necessary or proper for the service, accommodation, convenience and safety of the public and hereby issues to the applicant this **CERTIFICATE OF PUBLIC CONVENIENCE** evidencing the Commission's approval.

In Witness Whereof, The PENNSYLVANIA PUBLIC UTILITY COMMISSION has caused these presents to be signed and sealed, and duly attested by its Secretary at its office in the city of Harrisburg this 20th day, of September, 2018.


Secretary

PENNSYLVANIA PUBLIC UTILITY COMMISSION

IN THE MATTER OF THE APPLICATION OF A-2018-3001077

Application of Southern Light, LLC for Approval to Offer, Render, Furnish or Supply Telecommunications Services to the Public as a Detariffed Interexchange Carrier Reseller in the Commonwealth of Pennsylvania

EFFECTIVE DATE: September 20, 2018

The Pennsylvania Public Utility Commission hereby certifies that after an investigation and/or hearing, it has, by its report and order made and entered, found and determined that the granting of the application is necessary or proper for the service, accommodation, convenience and safety of the public and hereby issues to the applicant this **CERTIFICATE OF PUBLIC CONVENIENCE** evidencing the Commission's approval.

In Witness Whereof, The PENNSYLVANIA PUBLIC UTILITY COMMISSION has caused these presents to be signed and sealed, and duly attested by its Secretary at its office in the city of Harrisburg this 20th day, of September, 2018.



Secretary

EXHIBIT B

Sellers' Organizational Charts

Corporate Structure of Sellers*

* The entities listed herein only include Applicant and its affiliates that (1) hold (or have an application pending to hold) one or more authorization or license to provide intrastate, interstate, international, or wireless telecommunications services or (2) are in the chain of ownership of those entities. The chart excludes subsidiaries of Parent that do not hold an authorization or license to provide intrastate, interstate, international or wireless telecommunications services.

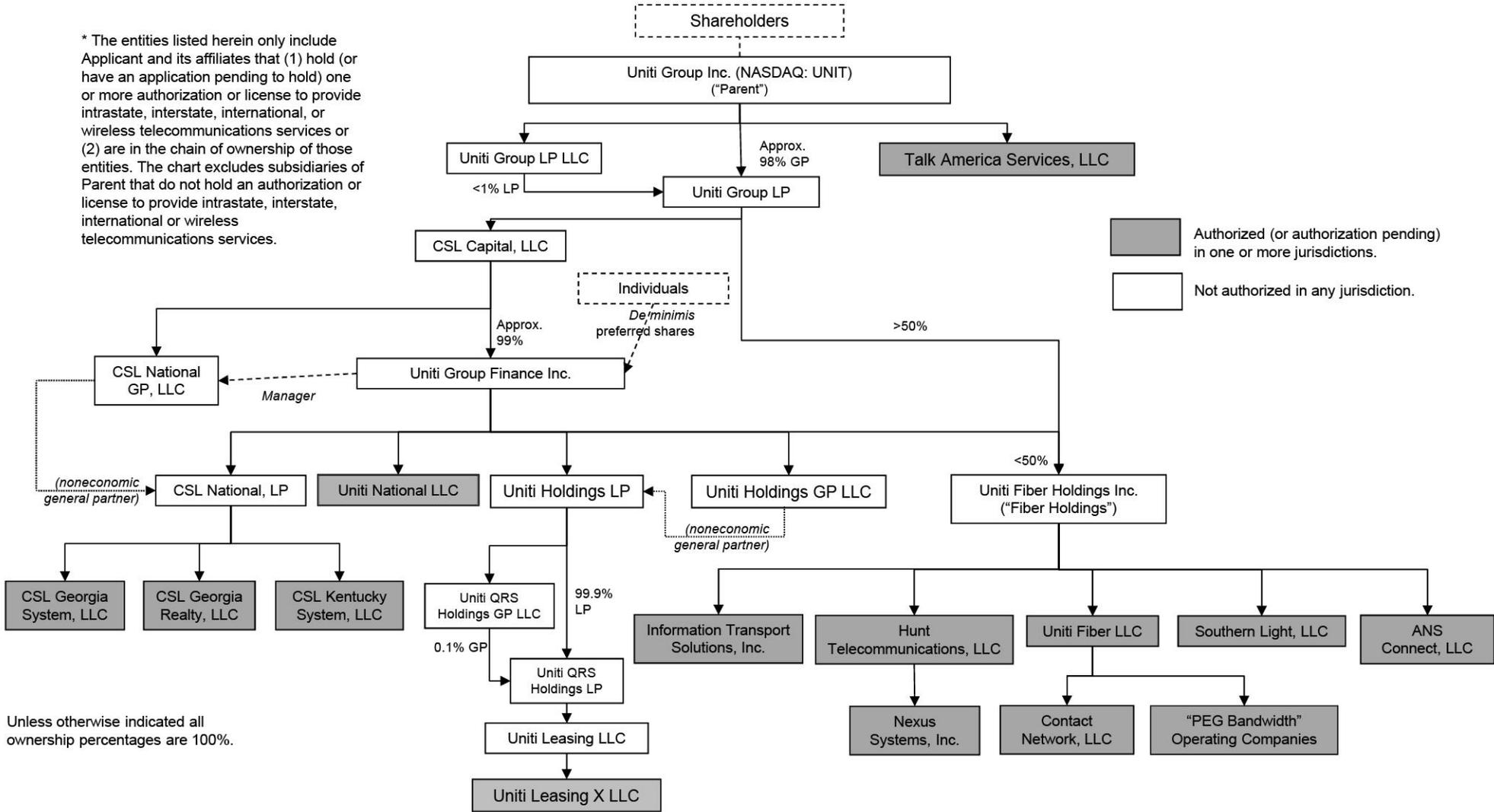
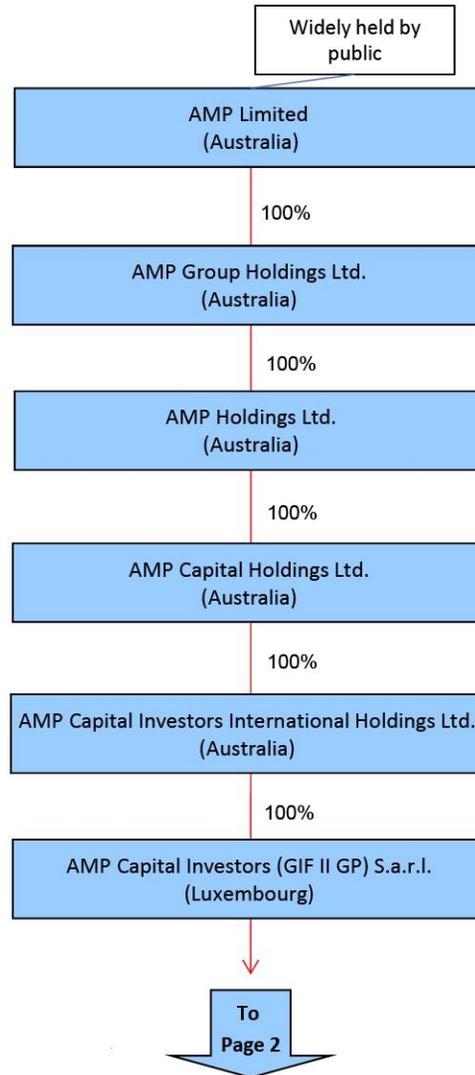


EXHIBIT C

Purchaser's Organizational Charts

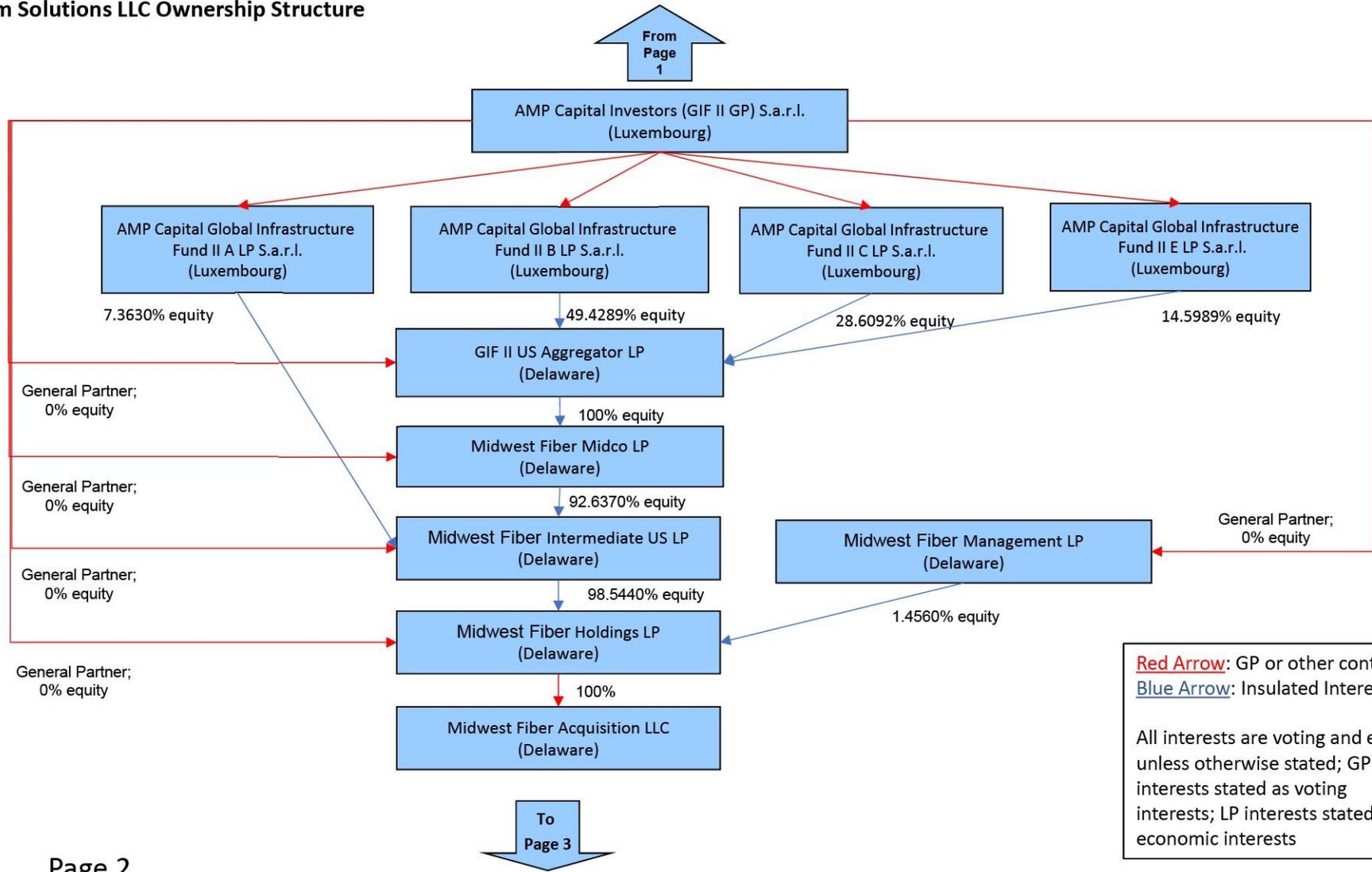
Everstream Solutions LLC Ownership Structure



Red Arrow: GP or other control
Blue Arrow: Insulated Interests

All interests are voting and equity unless otherwise stated; GP interests stated as voting interests; LP interests stated as economic interests

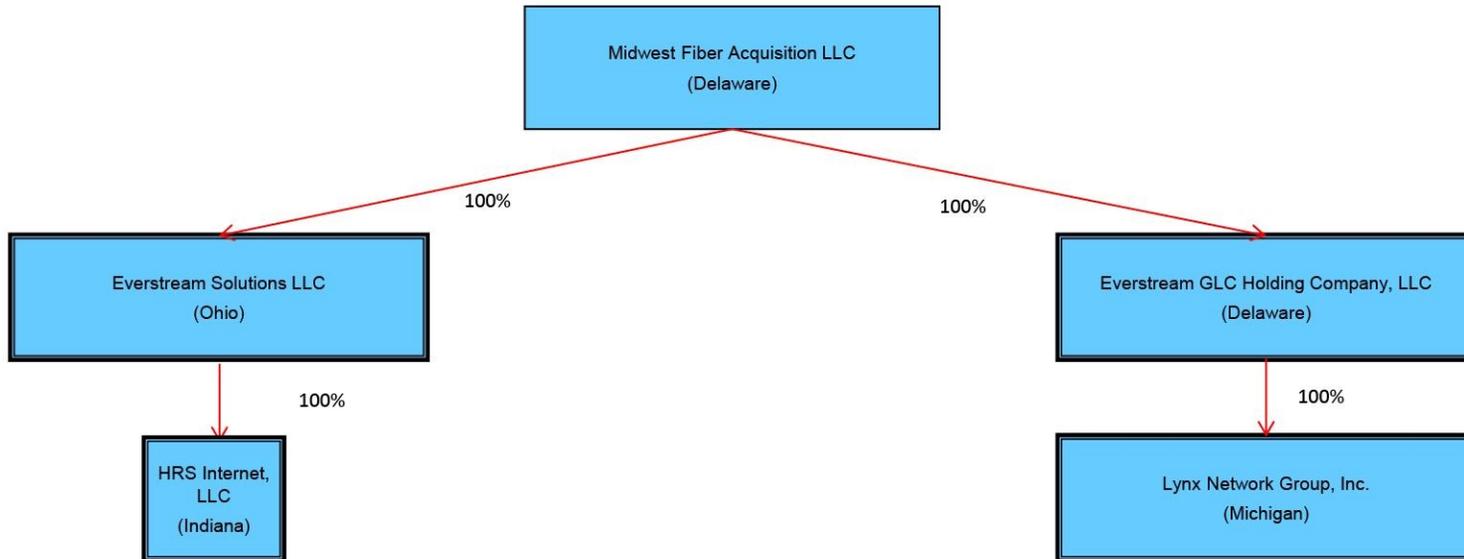
Everstream Solutions LLC Ownership Structure



Everstream Solutions LLC Ownership Structure

From Page 2

All entities in bolded boxes are FCC Licenses



Red Arrow: GP or other control
Blue Arrow: Insulated Interests

All interests are voting and equity unless otherwise stated; GP interests stated as voting interests; LP interests stated as economic interests

EXHIBIT D

FCC Application

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554**

In the Matter of the Application of)
)
) **PEG Bandwidth DE, LLC,**) WC Docket No. 20-_____
) **PEG Bandwidth MD, LLC,**)
) **PEG Bandwidth NJ, LLC,**)
) **PEG Bandwidth NY Telephone Corp.,**)
) **PEG Bandwidth PA, LLC,**)
) **PEG Bandwidth TX, LLC,**)
) **PEG Bandwidth VA, LLC**)
) **Southern Light, LLC, and**)
) **Uniti Fiber LLC,**)
) Sellers,)
)
) **Everstream Solutions LLC,**)
) Purchaser,)
)
)
) for Grant of Authority Pursuant to)
) Section 214 of the Communications Act of 1934,)
) as Amended, and Sections 63.04 of the)
) Commission’s Rules to Transfer)
) Certain Assets of Domestic Section 214 Carriers)

JOINT APPLICATION

PEG Bandwidth DE, LLC, PEG Bandwidth MD, LLC, PEG Bandwidth NJ, LLC, PEG Bandwidth NY Telephone Corp., PEG Bandwidth PA, LLC, PEG Bandwidth TX, LLC, PEG Bandwidth VA, LLC, Southern Light, LLC and Uniti Fiber LLC (collectively, “Sellers”) and Everstream Solutions LLC (“Purchaser” or “Everstream Solutions”) (Purchaser and Sellers collectively, “Applicants”) respectfully request authority pursuant to Section 214 of the Communications Act of 1934, as amended, 47 U.S.C. § 214 (the “Act”), and Sections 63.04 of the Rules of the Federal Communications Commission (“Commission” or “FCC”), 47 C.F.R. §§ 63.04, for Sellers to assign to Purchaser certain customer contracts and telecommunications assets used

to provision telecommunications services to the transferring customer contracts (the “Transaction”).

In support of this filing, Applicants provide the following information:

I. REQUEST FOR STREAMLINED PROCESSING

Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Sections 63.03 of the Commission’s Rules, 47 C.F.R. §§ 63.03. This Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) because, immediately following the Transaction:

1. Applicants (including their Affiliates, as that term is defined in Section 3(1) of the Act) combined will hold less than a ten percent (10%) share of the interstate, interexchange market;
2. Applicants and their Affiliates will provide competitive telephone exchange services or exchange access services exclusively in geographic areas served by dominant local exchange carriers (none of which is a party to the proposed Transaction); and
3. Neither the Applicants nor any of their Affiliates are regulated as dominant with respect to any service.

II. DESCRIPTION OF THE APPLICANTS

A. Sellers

All of Sellers are headquartered 107 St. Francis Street, Suite 1800, Mobile, Alabama 36602, and each is a subsidiary of Uniti Group Inc. (“Uniti Group” and together with its subsidiaries, “Uniti”), a Maryland corporation headquartered at 10802 Executive Center Drive, Suite 300, Little Rock, Arkansas 72211. Uniti Group is a publicly traded real estate investment trust that engages in the acquisition and construction of infrastructure utilized by the communications industry. Uniti

Group does not provide telecommunications services in its own right. It owns and operates a number of licensed telecommunications providers offering services in the District of Columbia and a number of states.

B. Purchaser

Everstream Solutions, an Ohio limited liability company, is headquartered at 1228 Euclid Ave, #250, Cleveland, OH 44115. Everstream Solutions holds domestic and international Section 214 authorization as well as certificates to provide intrastate telecommunications services in Ohio and Missouri and has applications pending for authorization to provide intrastate telecommunications services in Delaware, Maryland, New Jersey, New York, Pennsylvania, and West Virginia. Everstream Solutions is affiliated with (i) Everstream GLC Holding Company LLC (“Everstream GLC”), which holds domestic and international Section 214 authorizations (File Nos. ITC-214-19970116-00027 as assigned in IB File No. ITC-ASG-20160426-00157) and holds certificates to provide intrastate telecommunications services in Illinois, Indiana, Michigan, and Wisconsin, (ii) Lynx Network Group, Inc. (“Lynx”), which holds domestic Section 214 authority and holds a certificate to provide intrastate telecommunications services in Michigan, and (iii) HRS Internet, LLC (“HRS Internet”), which holds domestic and international Section 214 authorizations (File No. ITC-214-20080612-00268) and holds a certificate to provide intrastate telecommunications services in Indiana.

Everstream Solutions is a wholly owned subsidiary of Midwest Fiber Acquisition LLC (“Midwest”), a Delaware limited liability company. Midwest, through Everstream Solutions and its affiliates, is a super-regional network service provider bringing fiber-based Ethernet, internet and data center solutions to businesses throughout the Midwest. The company has more than 10,000 route miles and comprehensive data center connectivity at 100 Gbps. Its network allows

businesses to operate a converged IP network capable of delivering robust voice and data services at speeds from 10 Mbps to 100 Gbps.

Midwest is owned by Midwest Fiber Holdings LP, and is ultimately indirectly owned by four limited partnerships organized in Luxembourg (AMP Capital Global Infrastructure Fund II A LP, AMP Capital Global Infrastructure Fund II B LP, AMP Capital Global Infrastructure Fund II C LP, and AMP Capital Global Infrastructure Fund II E LP), collectively referred to as “GIF II.” Between Midwest Fiber Holdings LP and GIF II, there are a number of intervening entities in the ownership chain (Midwest Fiber Intermediate US LP, Midwest Fiber Midco LP and GIF II US Aggregator LP). For each of the limited partnership entities in this chain, as well as for the four Luxembourg limited partnerships referenced above, the general partner is AMP Capital Investors (GIF II GP) S.à.r.l., a Luxembourg company.

AMP Capital Investors (GIF II GP) S.à.r.l. is indirectly owned by AMP Capital Holdings Limited (“AMP Capital”) which is a global investment manager headquartered in Australia, with a growing international presence, including in North America. AMP Capital has a heritage and strength in infrastructure and real estate, and specialist expertise in fixed income, equities and multi-asset solutions. AMP Capital is a downstream subsidiary of AMP Limited, one of Australia’s largest retail and corporate pension providers.

III. DESCRIPTION OF THE TRANSACTION

Sellers and the Purchaser entered into an Asset Purchase Agreement on October 20, 2020 (the “Agreement”). Pursuant to the Agreement, Purchaser will acquire from Sellers discrete customer contracts and the telecommunications equipment associated with such customer contracts in a number of states, including certain microwave assets and domestic fiber optic assets. Purchaser will also acquire certain unregulated assets from Sellers under the terms of the Agreement.

None of the transferring customers are retail end users; instead, all customers are either other carriers or enterprises. These carrier and enterprise customers are sophisticated consumers of high-capacity telecommunications services with contracts that dictate the assignment or transfer of services to other telecommunications service providers. Customers will be advised (and in some cases consent will be requested) prior to the transfer of services from Seller to Everstream Solutions. All customers will continue to receive their services over the same facilities as they do today, and will not suffer and adverse consequence as a result of the Transaction. Upon consummation of the Transaction, Everstream Solutions will offer domestic interstate services to such customers pursuant to its blanket 214 authority. All of the Sellers identified herein will retain their Section 214 and state authorizations and will continue to offer services to other customers pursuant to those authorities.

Immediately following the Transaction, the customers will receive service from Everstream Solutions at the same rates, terms and conditions as they currently receive. Future changes in the rates, terms and conditions of service for customers will be undertaken pursuant to applicable federal and state notice requirements and customer contracts.

The fitness of Everstream Solutions and its parent Midwest to own these assets has been confirmed by the Commission in connection with the 2018 acquisition of Everstream Solutions by Midwest and the 2020 acquisition of HRS Internet by Everstream Solutions. *See e.g.*, WC Docket No. 18-93, IB File Nos. ITC-T/C-20180323-00064 and ITC-T/C-20180323-00065; and WC Docket No. 19-302, IB File No. ITC-T/C-20191018-00171. In those transactions, Everstream Solutions disclosed that certain foreign investors hold a greater than 10 percent indirect interest in Midwest and those foreign investors have not materially changed and are disclosed below. On September 20, 2018, the U.S. Department of Justice, with the concurrence of the U.S. Department

of Homeland Security and the U.S. Department of Defense (collectively, “the Agencies”) notified the Commission that they had no objection to the application for the transfer of control of Everstream Solutions and its affiliates Everstream GLC and Lynx to Midwest based on the information provided to the Agencies and analysis by the Agencies of potential national security, law enforcement, and public safety issues. *See* WC Docket No. 18-93, IB File Nos. ITC-T/C-20180323-00064 and ITC-T/C-20180323-00065.

The proposed Transaction will not change the fitness of Everstream Solutions and its parent Midwest to acquire the assets from Sellers. The foreign investors of Everstream Solutions and Midwest as previously disclosed to the Commission have not materially changed and are disclosed below.

Accordingly, Applicants respectfully request that the Commission process, consider, and approve this Application as expeditiously as possible.

IV. PUBLIC INTEREST STATEMENT

The Transaction will serve the public interest. Sellers, Uniti Group and Uniti will gain important operational efficiencies and enhance their capital position as a result of the Transaction. Everstream Solutions will obtain valuable assets allowing it to provide robust, facilities-based services on a competitive basis to consumers in several states enhancing consumer welfare. Customers affected by the Transaction will continue to receive services over the same facilities as they do today. Thus, the Transaction will enhance, and not diminish, customers’ welfare.

V. INFORMATION REQUIRED BY SECTION 63.04

Pursuant to Section 63.04 of the Commission’s Rules, the Applicants submit the following information:

63.04(a)(1) - Name, address and telephone number of each Applicant:

Sellers

PEG Bandwidth DE, LLC	FRN: 0025355561
PEG Bandwidth MD, LLC	FRN: 0025355298
PEG Bandwidth NJ, LLC	FRN: 0025355116
PEG Bandwidth NY Telephone Corp.	FRN: 0028599769
PEG Bandwidth PA, LLC	FRN: 0025355108
PEG Bandwidth TX, LLC	FRN: 0025355058
PEG Bandwidth VA, LLC	FRN: 0025355223
Southern Light, LLC	FRN: 0006694111
Uniti Fiber LLC	FRN: 0020169025

107 St. Francis Street, Suite 1800
Mobile, AL 36602
Tel: 501-458-4397

Purchaser

Everstream Solutions LLC	FRN: 0027345693
--------------------------	-----------------

1228 Euclid Ave #250
Cleveland, OH 44115
Tel: 216-242-2874

63.04(a)(2) - Jurisdiction of Organizations:

Sellers:

Southern Light, LLC is a limited liability company organized under the laws of Alabama.

PEG Bandwidth NY Telephone Corp. is a corporation organized under the laws of New York.

All of the following entities are limited liability companies organized under the laws of Delaware:

PEG Bandwidth DE, LLC
PEG Bandwidth MD, LLC
PEG Bandwidth NJ, LLC
PEG Bandwidth PA, LLC
PEG Bandwidth TX, LLC
PEG Bandwidth VA, LLC
Uniti Fiber LLC

Transferee: Everstream Solutions is an Ohio limited liability company.

63.04(a)(3) - Correspondence concerning this Application should be sent to:

For Applicants:

Ronanld W. Del Sesto, Jr.
Danielle Burt
Morgan, Lewis & Bockius LLP
1111 Pennsylvania Ave., N.W.
Washington, DC 20004
202-739-3000 (tel)
202-739-3001 (fax)
ronald.delsesto@morganlewis.com
danielle.burt@morganelewis.com

with a copy for Sellers to:

Jeffrey R. Strenkowski
Vice President, Deputy General
Counsel of Governmental Affairs
Uniti Group Inc.
10802 Executive Center Drive,
Benton Building, Suite 300,
Little Rock, Arkansas 72211
501-458-4397 (tel)
jeffrey.strenkowski@uniti.com

and with a copy for Purchaser to:

Brett Lindsey
Everstream Solutions LLC
1228 Euclid Ave #250
Cleveland, OH 44115
brett.lindsey@everstream.net

63.04(a)(4) - Ownership

Uniti Group Inc. is a widely held publicly traded company (NASDAQ: UNIT) whose ownership constantly changes. Therefore, the ownership information provided below is based on publicly filed documents including SEC Forms 13G and market surveillance that the company undertakes. To its knowledge, therefore, there is one entity that may be attributed a 10% or greater ownership interest in Uniti Group: BlackRock, Inc. According to the documents reviewed by Uniti, BlackRock, Inc.'s ownership in Uniti Group is through multiple subsidiaries none of which individually is attributed a 10% or greater ownership interest. The ownership of the Sellers will not change as a result of the Transaction.

The following persons or entities hold, directly or indirectly, a 10% or greater interest in Purchaser as calculated pursuant to the Commission's ownership attribution rules for wireline telecommunications carriers. The ownership of Purchaser will not change as a result of the Transaction. Charts depicting the current ownership structure of Purchaser are provided as Exhibit A.

1. Everstream Solutions LLC is wholly-owned by:

Name: **Midwest Fiber Acquisition LLC ("Midwest")**
Address: c/o AMP Capital Investors (US) Limited
1114 Avenue of the Americas, 16th floor
New York, NY 10036
Ownership: 100%
Citizenship: United States (Delaware)
Principal Business: Holding Company

2. Midwest is wholly-owned by:

Name: **Midwest Fiber Holdings LP**
Address: c/o AMP Capital Investors (US) Limited
1114 Avenue of the Americas, 16th floor
New York, NY 10036
Ownership: 100%
Citizenship: United States (Delaware)
Principal Business: Holding Company

3. The following entities own or control a 10% or greater interest in Midwest Fiber Holdings LP:

Name: **AMP Capital Investors (GIF II GP) S.à.r.l ("GIF II GP")**
Address: 14 rue Edward Steichen
Luxembourg L-2540
Grand Duchy of Luxembourg
Ownership: General Partner; 0% equity
Citizenship: Luxembourg
Principal Business: Investment

Name: **Midwest Fiber Intermediate US LP**
Address: c/o AMP Capital Investors (US) Limited
1114 Avenue of the Americas, 16th floor
New York, NY 10036

Ownership: 98.5440% equity (a separate entity, Midwest Fiber Management LP holds 1.4560% equity interest in Midwest Fiber Holdings LP)
Citizenship: United States (Delaware)
Principal Business: Holding Company

4. The following entities own or control a 10% or greater interest in Midwest Fiber Intermediate US, LP:

Name: **AMP Capital Investors (GIF II GP) S.à.r.l (“GIF II GP”)**
Address: 14 rue Edward Steichen
Luxembourg L-2540
Grand Duchy of Luxembourg
Ownership: General Partner; 0% equity
Citizenship: Luxembourg
Principal Business: Investment

Name: **Midwest Fiber Midco LP**
Address: c/o AMP Capital Investors (US) Limited
1114 Avenue of the Americas, 16th floor
New York, NY 10036
Ownership: 92.6370% equity
Citizenship: United States (Delaware)
Principal Business: Holding Company

Name: **AMP Capital Global Infrastructure Fund II A LP**
Address: 14 rue Edward Steichen
Luxembourg L-2540
Grand Duchy of Luxembourg
Ownership: 7.3630% equity
Citizenship: Luxembourg
Principal Business: Investment Fund

5. The following entities own or control a 10% or greater interest in Midwest Fiber Midco LP:

Name: **AMP Capital Investors (GIF II GP) S.à.r.l (“GIF II GP”)**
Address: 14 rue Edward Steichen
Luxembourg L-2540
Grand Duchy of Luxembourg
Ownership: General Partner; 0% equity
Citizenship: Luxembourg

Principal Business: Investment

Name: **GIF II US Aggregator LP**

Address: c/o AMP Capital Investors (US) Limited
1114 Avenue of the Americas, 16th floor
New York, NY 10036

Ownership: 100% equity

Citizenship: United States (Delaware)

Principal Business: Holding Company

6. The following entities own or control a 10% or greater interest in GIF II US Aggregator LP:

Name: **AMP Capital Investors (GIF II GP) S.à.r.l (“GIF II GP”)**

Address: 14 rue Edward Steichen
Luxembourg L-2540
Grand Duchy of Luxembourg

Ownership: General Partner; 0% equity

Citizenship: Luxembourg

Principal Business: Investment

Name: **AMP Capital Global Infrastructure Funds II B LP**

Address: 14 rue Edward Steichen
Luxembourg L-2540
Grand Duchy of Luxembourg

Ownership: 49.4289% equity

Citizenship: Luxembourg

Principal Business: Investment Fund

Name: **AMP Capital Global Infrastructure Funds II C LP**

Address: 14 rue Edward Steichen
Luxembourg L-2540
Grand Duchy of Luxembourg

Ownership: 28.6092% equity

Citizenship: Luxembourg

Principal Business: Investment Fund

Name: **AMP Capital Global Infrastructure Funds II E LP**

Address: 14 rue Edward Steichen
Luxembourg L-2540
Grand Duchy of Luxembourg

Ownership: 14.5989% equity

Citizenship: Luxembourg
Principal Business: Investment Fund

7. The following entities have a 10% or greater direct or indirect interest in AMP Capital Global Infrastructure Fund II A LP, AMP Capital Global Infrastructure Funds II B LP, AMP Capital Global Infrastructure Funds II C LP, and AMP Capital Global Infrastructure Funds II E LP (collectively, “GIF II”):

Name: **AMP Capital Investors (GIF II GP) S.à.r.l (“GIF II GP”)**
Address: 14 rue Edward Steichen
Luxembourg L-2540
Grand Duchy of Luxembourg
Ownership: General Partner of each of AMP Capital Global Infrastructure Fund II A LP, AMP Capital Global Infrastructure Fund II B LP, AMP Capital Global Infrastructure Fund II C LP and AMP Capital Global Infrastructure Fund II E LP (collectively, “GIF II”); 0% equity
Citizenship: Luxembourg
Principal Business: Investment

8. GIF II GP is wholly owned by:

Name: **AMP Capital Investors International Holdings Ltd.**
Address: 33 Alfred Street, Sydney NSW 2000 (Australia)
Ownership: 100% equity and voting
Citizenship: Australia
Principal Business: Investment

9. AMP Capital Investors International Holdings Ltd. is wholly owned by:

Name: **AMP Capital Holdings Ltd.**
Address: 33 Alfred Street, Sydney NSW 2000 (Australia)
Ownership: 100% equity and voting
Citizenship: Australia
Principal Business: Investment

10. AMP Capital Holdings Ltd. is wholly owned by:

Name: **AMP Holdings Ltd.**
Address: 33 Alfred Street, Sydney NSW 2000 (Australia)
Ownership: 100% equity and voting

Citizenship: Australia
Principal Business: Investment

11. AMP Holdings Ltd. is wholly owned by:

Name: **AMP Group Holdings Ltd.**
Address: 33 Alfred Street, Sydney NSW 2000 (Australia)
Ownership: 100% equity and voting
Citizenship: Australia
Principal Business: Investment

12. AMP Group Holdings Ltd. is wholly owned by:

Name: **AMP Limited**
Address: 33 Alfred Street, Sydney NSW 2000 (Australia)
Ownership: 100% equity and voting
Citizenship: Australia
Principal Business: Public Company

No person or entity owns a 10% or greater interest in AMP Limited. A list of the directors and key officers of AMP Limited, with their respective nationalities, is provided below.

AMP Limited Directors:

Francesco Alexander De Ferrari – Chief Executive Officer (Swiss - Italia)
Rahoul Chowdry – Company Director (Australia)
Debra Anne Hazelton – Company Director (Australia)
John Kevin O’Sullivan – Company Director (Australia)
Michael Craig Sammells – Company Director (Australia)
Andrea Elisabeth Slattery – Company Director (Australia)

AMP Limited Officers:

Marissa Bendyk – Company Secretary (Australia)
Brendan John O’Brien – Director of Tax (Australia)

To the best of Everstream Solutions’ knowledge, no other person or entity holds a 10% or greater ownership interest in the Purchaser pursuant to the Commission’s attribution rules.

63.04(a)(5) – Anti-Drug Abuse Act Certification

As evidenced by the signature of each Applicant to this Application, Applicants certify that they are not subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988. *See* 21 U.S.C. § 853a; *see also* 47 C.F.R. §§ 1.2001-1.2003.

63.04(a)(6) - Description of the Transaction:

A description of the proposed Transaction is set forth in **Section III** above.

63.04(a)(7) - Geographic Areas Served:

The assets of Sellers that are subject to the Transaction are located in the following states: Delaware, Maryland, Michigan, New Jersey, New York, Ohio, Pennsylvania, and West Virginia. Sellers and their affiliates collectively provide or are authorized to provide telecommunications services in the following additional states: Alabama, Arkansas, Arizona, California, the District of Columbia, Florida, Georgia, Illinois, Indiana, Iowa, Kentucky, Louisiana, Massachusetts, Michigan, Minnesota, Mississippi, Missouri, Nebraska, New Mexico, North Carolina, North Dakota, Oklahoma, South Carolina, South Dakota, Tennessee, Texas, Utah, Virginia, Washington, Wisconsin and Wyoming.

Everstream Solutions currently provides intrastate telecommunications services in Ohio and Missouri. Everstream Solutions is affiliated with (i) Everstream GLC, which currently provides intrastate telecommunications services in Illinois, Indiana, Michigan, and Wisconsin, (ii) Lynx, which currently provides intrastate telecommunications services in Michigan, and (iii) HRS Internet, which currently provides facilities-based local exchange and competitive access telecommunications services throughout the state of Indiana.

63.04(a)(8) - Streamlining Categorization:

This Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) of the Commission's Rules because, immediately following the Transaction, (1) Applicants (including their Affiliates, as that term is defined in Section 3(1) of the Act) combined will hold

less than a ten percent (10%) share of the interstate, interexchange market; (2) Applicants and their Affiliates will provide competitive telephone exchange services or exchange access services exclusively in geographic areas served by dominant local exchange carriers (none of which is a party to the proposed Transaction); and (3) neither the Applicants nor any of their Affiliates are regulated as dominant with respect to any service.

63.04(a)(9) - Additional FCC Applications:

Applicants are seeking authority, pursuant to a Form 603 application, for Sellers to assign to Purchaser certain FCC microwave licenses. See File No. 0009280198. In connection with the acquisition of the FCC microwave licenses, Everstream Solutions is also filing a petition for declaratory ruling for its indirect foreign ownership to exceed the 25 percent benchmark in 47 U.S.C. § 310(b)(4).

63.04(a)(10) - Special Consideration Requests:

Prompt completion of the Transaction is important to ensure that Applicants can obtain the benefits described in this Application. Accordingly, Applicants respectfully request that the Commission approve this Application expeditiously.

63.04(a)(11) - Waiver Requests:

No waiver requests are being filed in conjunction with the Transaction.

63.04(a)(12) - Public Interest Statement:

A statement showing how grant of the Application will serve the public interest, convenience, and necessity is provided in **Section IV** above.

VI. CONCLUSION

Based on the foregoing, the Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by grant of this Application.

Respectfully submitted,

/s/ Danielle Burt

Ronald W. Del Sesto, Jr.
Danielle Burt
Morgan, Lewis & Bockius LLP
1111 Pennsylvania, Ave., N.W.
Washington, DC 20004
Tel: 202-739-3000
Fax: 202-739-3001
ronald.delsesto@morganlewis.com
danielle.burt@morganlewis.com

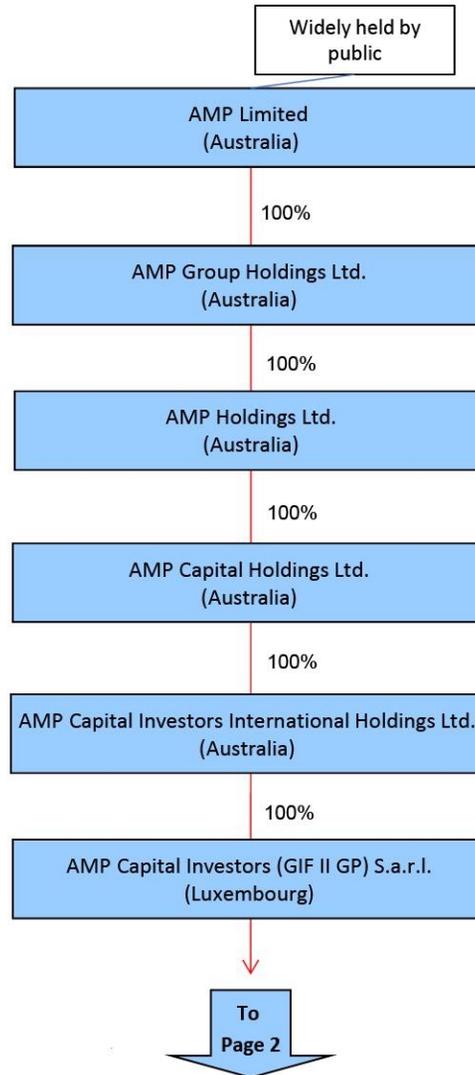
Counsel for Applicants

Date: November 2, 2020

EXHIBIT A

Purchaser Ownership Charts

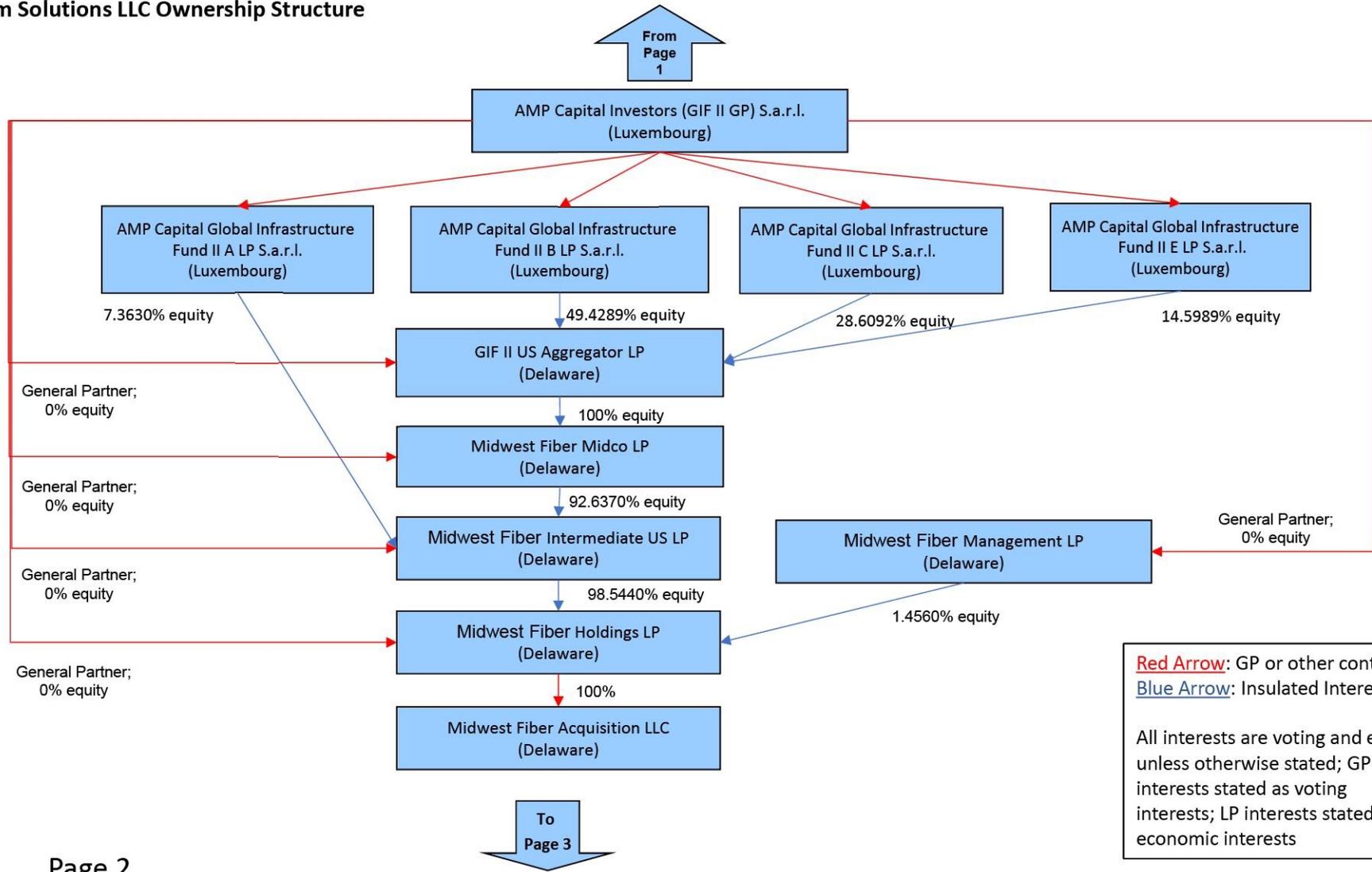
Everstream Solutions LLC Ownership Structure



Red Arrow: GP or other control
Blue Arrow: Insulated Interests

All interests are voting and equity unless otherwise stated; GP interests stated as voting interests; LP interests stated as economic interests

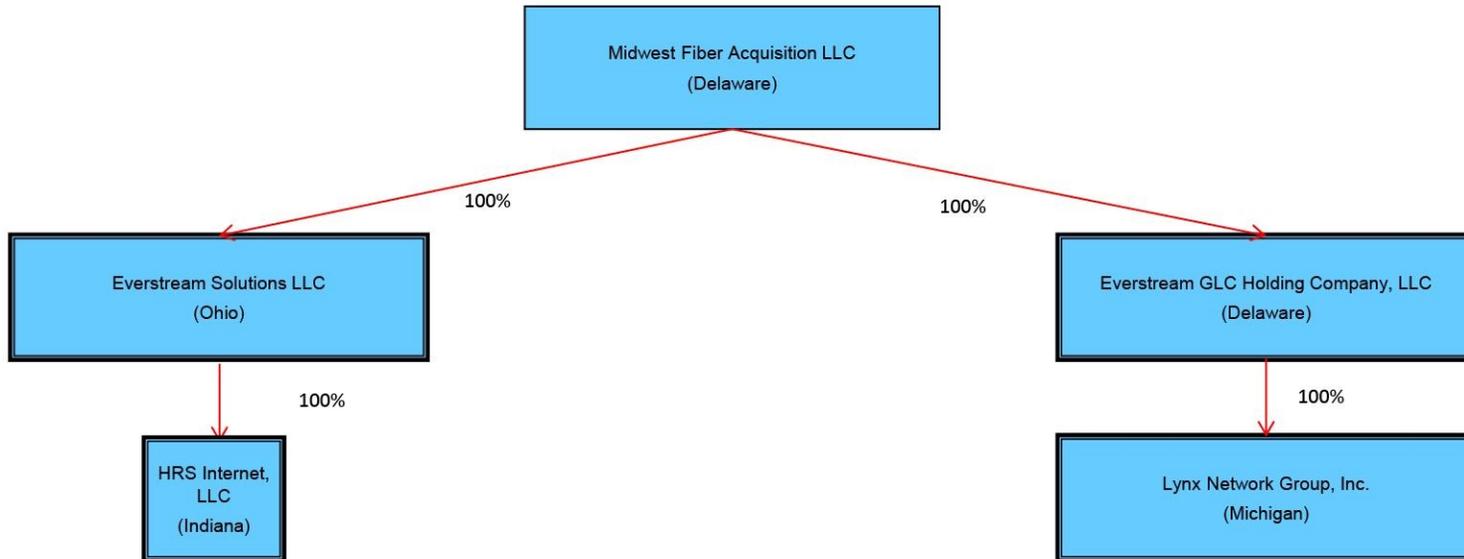
Everstream Solutions LLC Ownership Structure



Everstream Solutions LLC Ownership Structure

From
Page
2

All entities in bolded boxes are
FCC Licenses



Red Arrow: GP or other control
Blue Arrow: Insulated Interests

All interests are voting and equity unless otherwise stated; GP interests stated as voting interests; LP interests stated as economic interests

VERIFICATION

I, Brett Lindsey, state that I am Chief Executive Officer of Everstream Solutions LLC; that I am authorized to make this Verification on behalf of Everstream Solutions LLC; that the foregoing filing was prepared under my direction and supervision; and that the contents thereof and the certifications contained therein with respect to Everstream Solutions LLC are true and correct to the best of my knowledge, information, and belief.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 30 day of October 2020.


Brett Lindsey
Chief Executive Officer
Everstream Solutions LLC

STATE OF MARYLAND
COUNTY OF MONTGOMERY

§
§
§

VERIFICATION

I, Jeffrey R. Strenkowski, hereby declare that I am the Vice President, Deputy General Counsel of Governmental Affairs of Uniti Group, Inc.; that I am authorized to make this Verification on behalf of Uniti Group, Inc. and its subsidiaries; that the foregoing filing was prepared under my direction and supervision; and that the contents are true and correct to the best of my knowledge, information, and belief.



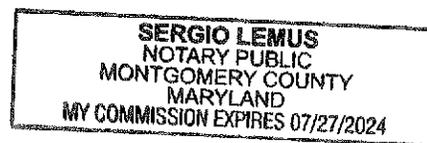
Jeffrey R. Strenkowski
Vice President, Deputy General Counsel of
Governmental Affairs
Uniti Group, Inc.

Sworn and subscribed before me this 26th day of October, 2020.



Notary Public

My commission expires 07/27/2024



VERIFICATIONS

VERIFICATION

I, Jeffrey R. Strenkowski, hereby declare that I am the Vice President, Deputy General Counsel of Governmental Affairs of Uniti Group, Inc.; that I am authorized to make this Verification on behalf of Uniti Group, Inc. and its subsidiaries, including PEG Bandwidth PA, LLC and Southern Light, LLC; that the facts set forth in the foregoing filing with respect to the Company are true and correct to the best of my knowledge, information and belief; and that I expect to be able to prove the same at any hearing held in this matter. I understand that the statements herein are made subject to the penalties of 18 Pa.C.S. § 4904 (relating to unsworn falsification to authorities).

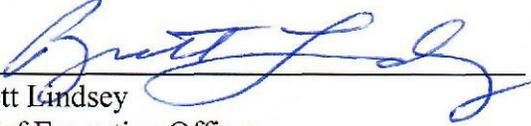


Jeffrey R. Strenkowski
Vice President, Deputy General Counsel of
Governmental Affairs
Uniti Group, Inc.

VERIFICATION

I, Brett Lindsey, state that I am the Chief Executive Officer of Everstream Solutions LLC (“Everstream”); that I am authorized to make this Verification on behalf of Everstream; that the facts above set forth with respect to Everstream are true and correct to the best of my knowledge, information and belief; and that I expect to be able to prove the same at a hearing held in this matter. I understand that the statements herein are made subject to the penalties of 18 Pa.C.S. § 4904 (relating to unsworn falsification to authorities).

Dated: October 30, 2020


Brett Lindsey
Chief Executive Officer
Everstream Solutions LLC