

RECEIVED

JUL 25 2022

PUBLIC SERVICE  
COMMISSION

July 25, 2022

**VIA ELECTRONIC FILING**

Linda Bridwell, Executive Director  
Kentucky Public Service Commission  
211 Sower Boulevard  
Frankfort, KY 40602-8294  
PSCED@ky.gov

**Re: Notification Regarding the Transfer of Indirect Control of Everstream Solutions LLC from AMP Capital Investors International Holdings Ltd. to DB Puma GIF II GP HoldCo, LLC**

Dear Ms. Bridwell:

By this letter, AMP Capital Investors International Holdings Ltd. ("Transferor"), Everstream Solutions LLC ("Licensee"), and DB Puma GIF II GP HoldCo, LLC ("Transferee") (collectively with Transferor and Licensee, the "Parties"), by their undersigned representatives, advise the Kentucky Public Service Commission (the "Commission") of a transfer of indirect control of Licensee from Transferor to Transferee. Specifically, Transferor is selling its 100% ownership interest in AMP Capital Investors (GIF II GP) S.à.r.l., a Luxembourg company, to Transferee, resulting in a change in the voting control of Licensee (the "Transaction"). Following the Transaction, Licensee will continue to be an indirect, wholly owned subsidiary of Midwest Fiber Holdings LP, which will remain indirectly owned by four limited partnerships organized in Luxembourg (AMP Capital Global Infrastructure Fund II A LP SCSp, AMP Capital Global Infrastructure Fund II B LP SCSp, AMP Capital Global Infrastructure Fund II C LP SCSp, and AMP Capital Global Infrastructure Fund II E LP SCSp), collectively referred to as "GIF II," with a 1.5% ownership interest held by management-owned vehicle (Midwest Fiber Management LP, a Delaware limited partnership (the "Management-Owned Vehicle")).<sup>1</sup> AMP Capital Investors (GIF II GP) S.à.r.l. is the general partner of Midwest Fiber Holdings LP, the Management-Owned Vehicle, and the four Luxembourg limited partnerships.

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

**Description of the Parties**

**A. Transferor and Licensee**

Transferor is headquartered in Australia and owns a global infrastructure equity investment management business. Transferor is wholly owned by Collimate Capital Limited ("Collimate Capital")<sup>2</sup> which is a global investment manager headquartered in Australia.

---

<sup>1</sup> The Parties expect that each fund of GIF II will change their names to no longer use "AMP Capital."

<sup>2</sup> In February 2022, AMP Capital Holdings Limited changed its name to Collimate Capital Ltd.

Collimate Capital is a downstream subsidiary of AMP Limited, one of Australia's largest retail and corporate pension providers.

Transferor currently owns 100% of AMP Capital Investors (GIF II GP) S.à.r.l., the general partner of four Luxembourg limited partnerships referred to as GIF II. AMP Capital Investors (GIF II GP) S.à.r.l. is also the general partner of the following Delaware limited partnerships that are indirect owners of Licensee: GIF II US Aggregator LP, Midwest Fiber Midco LP, Midwest Fiber Intermediate US LP, the Management-Owned Vehicle, and Midwest Fiber Holdings LP. In turn, Midwest Fiber Holdings LP is the owner of the following Delaware limited liability companies: Midwest Fiber Acquisition Topco LLC, Midwest Fiber Acquisition Midco1 LLC, and Midwest Fiber Acquisition LLC ("Midwest").

Midwest, through Licensee and its affiliates, is a super-regional network service provider bringing fiber-based Ethernet, internet and data center solutions to businesses throughout the Midwest and Mid-Atlantic. 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.

Licensee is an Ohio limited liability company headquartered at 1228 Euclid Ave., #250, Cleveland, OH 44115. Licensee holds domestic and international Section 214 authorization from the Federal Communications Commission ("FCC") as well as certificates to provide intrastate telecommunications services in Delaware, Kentucky, Maryland, Missouri, New Jersey, New York, Ohio, Pennsylvania, and West Virginia. In Kentucky, Licensee is authorized to provide competitive local exchange services, Utility ID 5058090, effective July 2, 2020.

## **B. Transferee**

For purposes of the Transaction, DigitalBridge Operating Company, LLC ("DBOC"), a Delaware limited liability company, formed the following Delaware limited liability companies as its subsidiaries: Transferee, DB Puma GP Holdings, LLC and DB Puma Master HoldCo, LLC, each a Delaware limited liability company. DBOC is a 92% owned subsidiary of DigitalBridge Group, Inc., a Maryland corporation, ("DigitalBridge") (NYSE: DBRG). DigitalBridge is a leading global digital infrastructure firm. With a heritage of over 25 years investing in and operating businesses across the digital ecosystem including cell towers, data centers, fiber, small cells, and edge infrastructure, the DigitalBridge team manages a \$47 billion portfolio of digital infrastructure assets on behalf of its limited partners and shareholders.

### **Designated Contacts**

Inquiries or copies of any correspondence, orders, or other materials pertaining to this filing should be directed to:

For Transferor and Licensee:

Russell Blau  
Danielle Burt  
Leetal Weiss  
Morgan, Lewis & Bockius LLP  
1111 Pennsylvania Ave., N.W.  
Washington, DC 20004  
202-739-3000 (tel)  
202-739-3001 (fax)  
russell.blau@morganlewis.com  
danielle.burt@morganelewis.com  
leetal.weiss@morganlewis.com

For Transferee:

F. William LeBeau  
Peter M. Connolly  
Holland & Knight LLP  
800 17th Street NW  
Washington, D.C. 20006  
202-955-3000 (tel)  
202-955-5564 (fax)  
Bill.LeBeau@hklaw.com  
Peter.Connolly@hklaw.com

With copies for Transferor and Licensee to:

Joanne McKnight  
AMP Capital  
6th Floor, Berkeley Square House,  
Berkeley Square, London, W1J 6BZ, UK  
+44 (0) 20 7659 9236 (tel)  
joanne.mcknight@ampcapital.com

With copies for Transferee to:

Ronald M. Sanders  
DigitalBridge Group, Inc.,  
590 Madison Avenue, 34th Floor  
New York, New York 10022  
212-230-3306 (tel)  
Ron.Sanders@DigitalBridge.com

and

Dereck Wischmeyer  
Everstream  
1228 Euclid Ave #250  
Cleveland, OH 44115  
(216) 923-2333  
dwischmeyer@everstream.net

### **Description of the Transaction**

On April 27, 2022, DigitalBridge, through DBOC and DigitalBridge Investment Holdco, LLC, a Delaware LLC ("DBIH") and a 100% owned subsidiary of DBOC, entered into an Equity Purchase Agreement ("Agreement") with AMP Group Holdings Limited and Transferor, pursuant to which DBOC will acquire certain interests comprising Transferor's global infrastructure equity investment management business. Prior to completion of the Transaction, in accordance with this Agreement, DBIH will assign its right to directly acquire a 100% ownership interest in AMP Capital Investors (GIF II GP) S.à.r.l. to Transferee. Accordingly, pursuant to this Agreement, Transferee will acquire from Transferor a 100% ownership interest in AMP Capital Investors

(GIF II GP) S.à.r.l. Upon completion, Transferee will have ownership and control of AMP Capital Investors (GIF II GP) S.à.r.l. and will therefore have voting control of Licensee.<sup>3</sup> Following the Transaction, Licensee will remain under the indirect voting control of AMP Capital Investors (GIF II GP) S.à.r.l., the general partner of Midwest Fiber Holdings LP, the Management-Owned Vehicle, and GIF II, and will continue to be indirect, wholly owned subsidiaries of Midwest Fiber Holdings LP which has its equity interests 100% owned by GIF II and the Management-Owned Vehicle. No assignment of licenses, assets, or customers will occur as a consequence of the Transaction.

Diagrams depicting the pre- and post-Transaction structures are appended hereto as Exhibit A.

### **Public Interest Considerations**

Consummation of the Transaction will serve the public interest. Transferee, through DBOC and DigitalBridge, will bring substantial experience investing in communications infrastructure companies to its ownership of AMP Capital Investors (GIF II GP) S.à.r.l., the general partner of Midwest Fiber Holdings LP and GIF II. At the same time, the Transaction will have no adverse impact on Licensee's customers and will not alter the manner of service delivery or billing. Immediately following the Transaction, Licensee will continue to provide service to its customers at the same rates, terms, and conditions and without interruption.

### **Conclusion**

Should you have any questions, please do not hesitate to contact us.

Respectfully submitted,

*/s/ F. William LeBeau*

---

F. William LeBeau  
Peter M. Connolly  
Holland & Knight LLP  
800 17th Street NW  
Washington, D.C. 20006  
202-955-3000 (tel)  
202-955-5564 (fax)  
Bill.LeBeau@hklaw.com  
Peter.Connolly@hklaw.com

*Counsel for Transferee*

*/s/ Danielle Burt*

---

Russell Blau  
Danielle Burt  
Leetal Weiss  
Morgan, Lewis & Bockius LLP  
1111 Pennsylvania Ave., N.W.  
Washington, DC 20004  
202-739-3000 (tel)  
202-739-3001 (fax)  
russell.blau@morganlewis.com  
danielle.burt@morganelewis.com  
leetal.weiss@morganlewis.com

*Counsel for Transferor and Licensee*

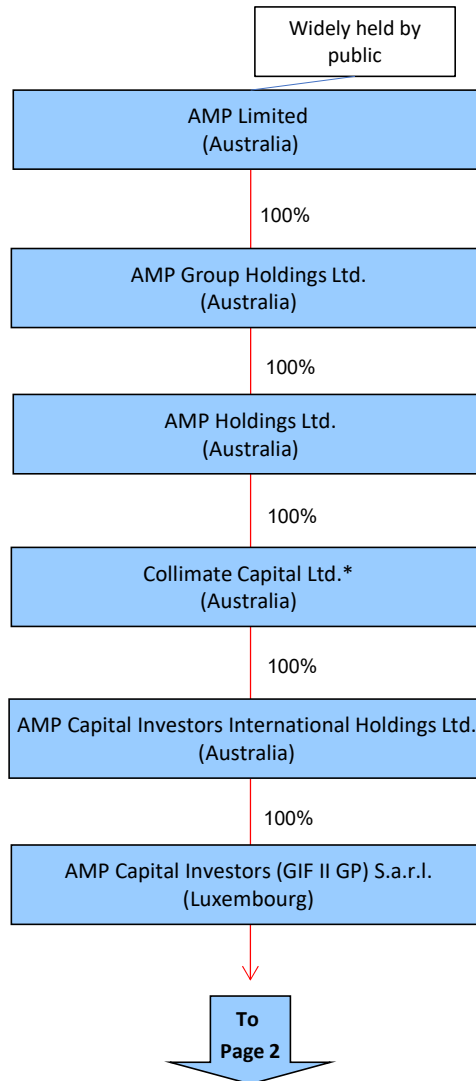
---

<sup>3</sup> Upon completion of the Transaction, DBOC, through its wholly owned entity, DB Puma Master HoldCo, LLC, and other wholly owned entities, also will acquire an indirect 5.69% equity interest in AMP Capital Global Infrastructure Fund II B LP SCSp. As noted above, DBOC is a 92% owned subsidiary of DigitalBridge.

**EXHIBIT A**

**Diagrams of the Pre- and Post-Transaction Structures**

## Pre-Closing Ownership Structure

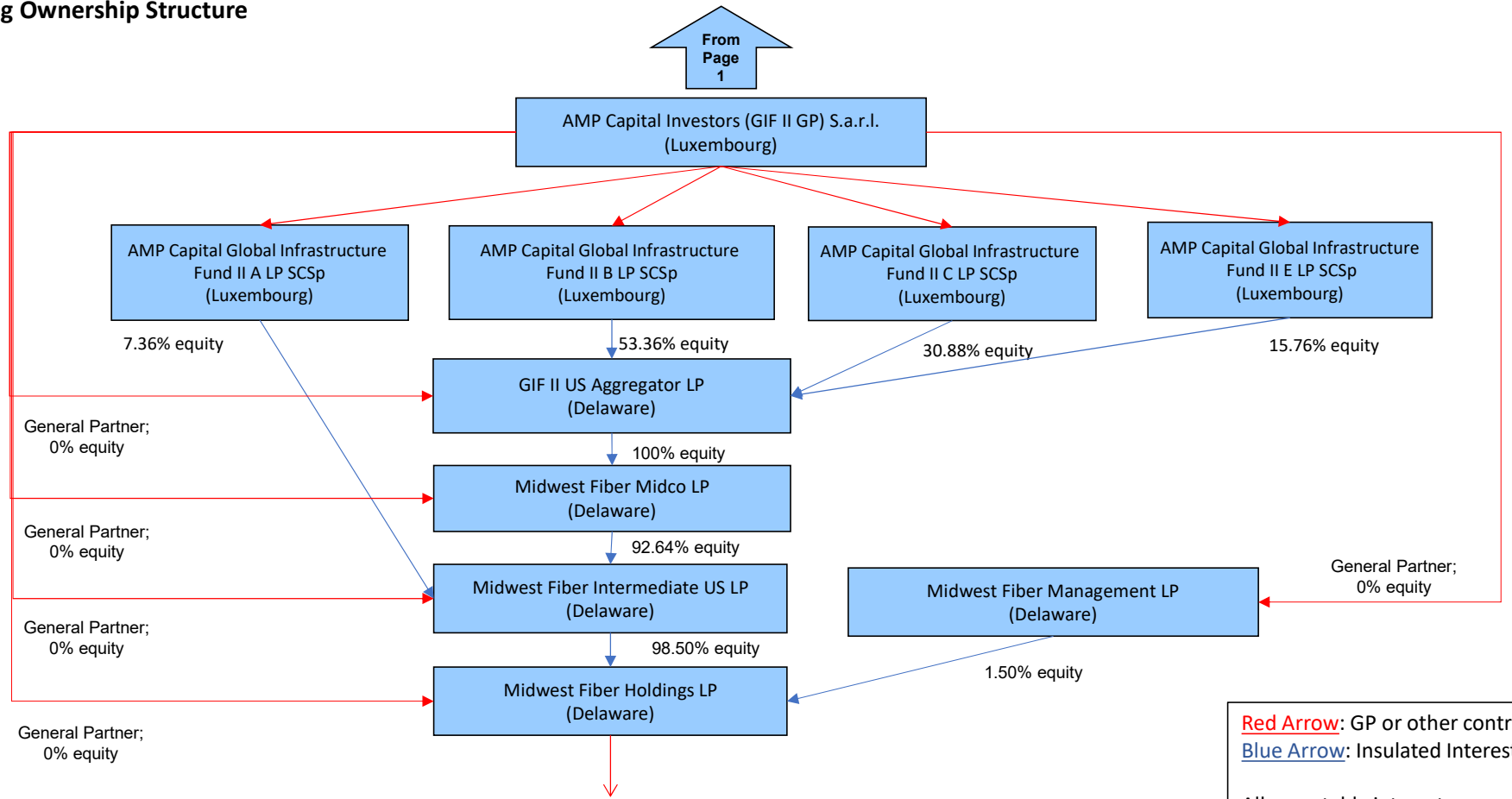


\*In February 2022, AMP Capital Holdings Limited changed its name to Collimate Capital Ltd.

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

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

Pre-Closing Ownership Structure



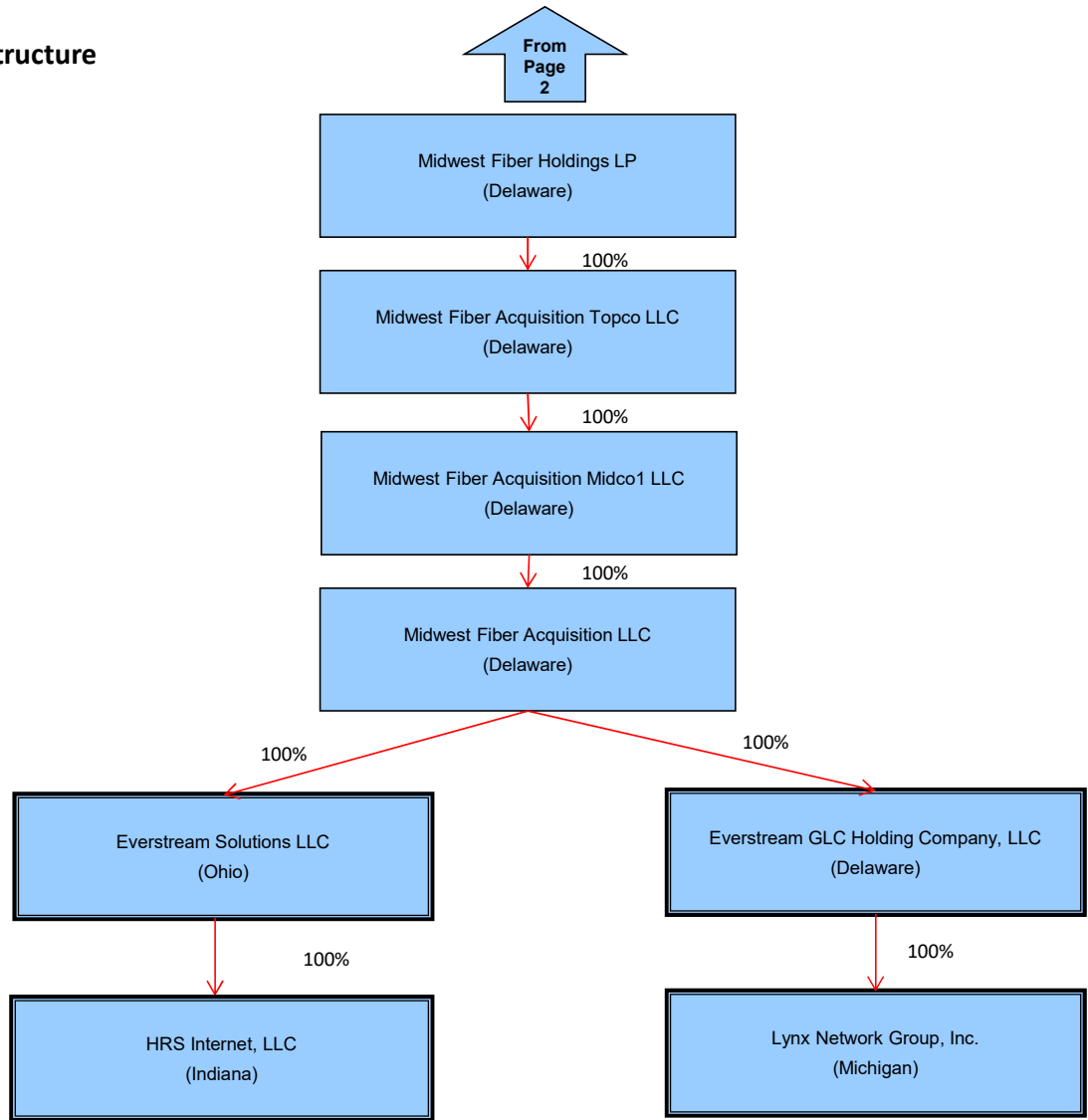
From  
Page  
1

To  
Page  
3

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

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

Pre-Closing Ownership Structure



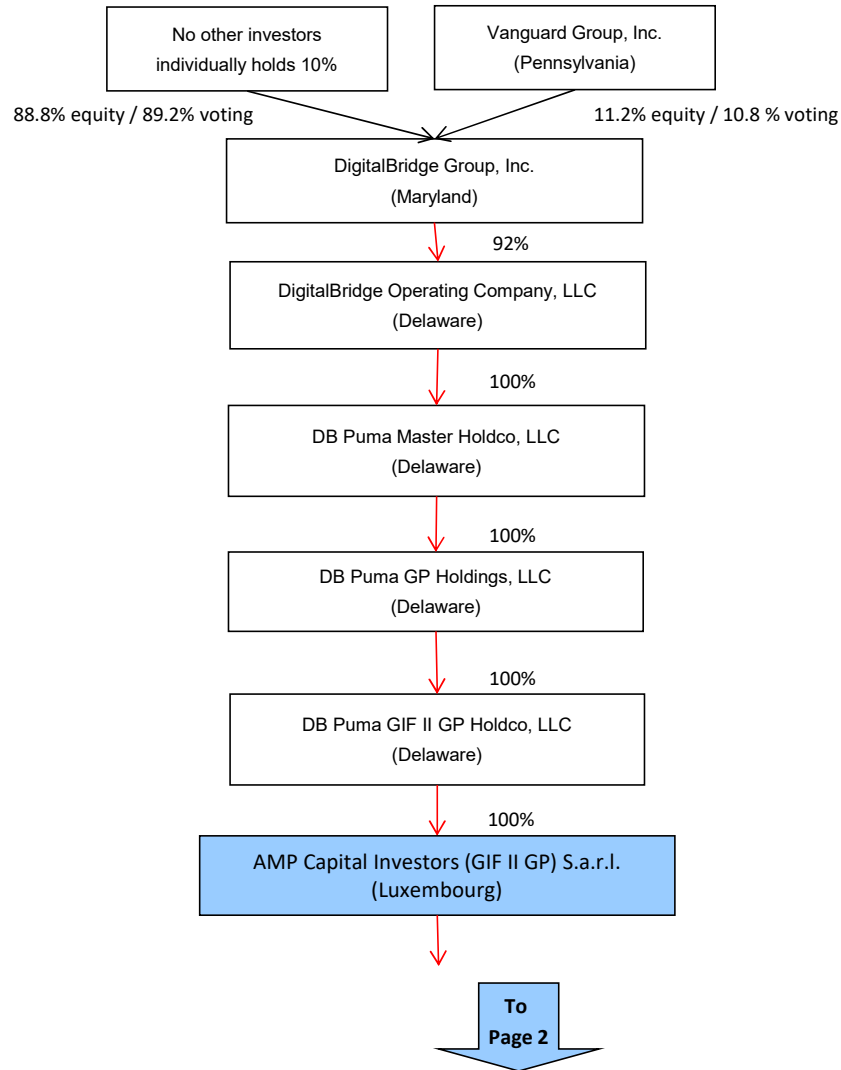
All entities in bolded boxes are FCC Licenses

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

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



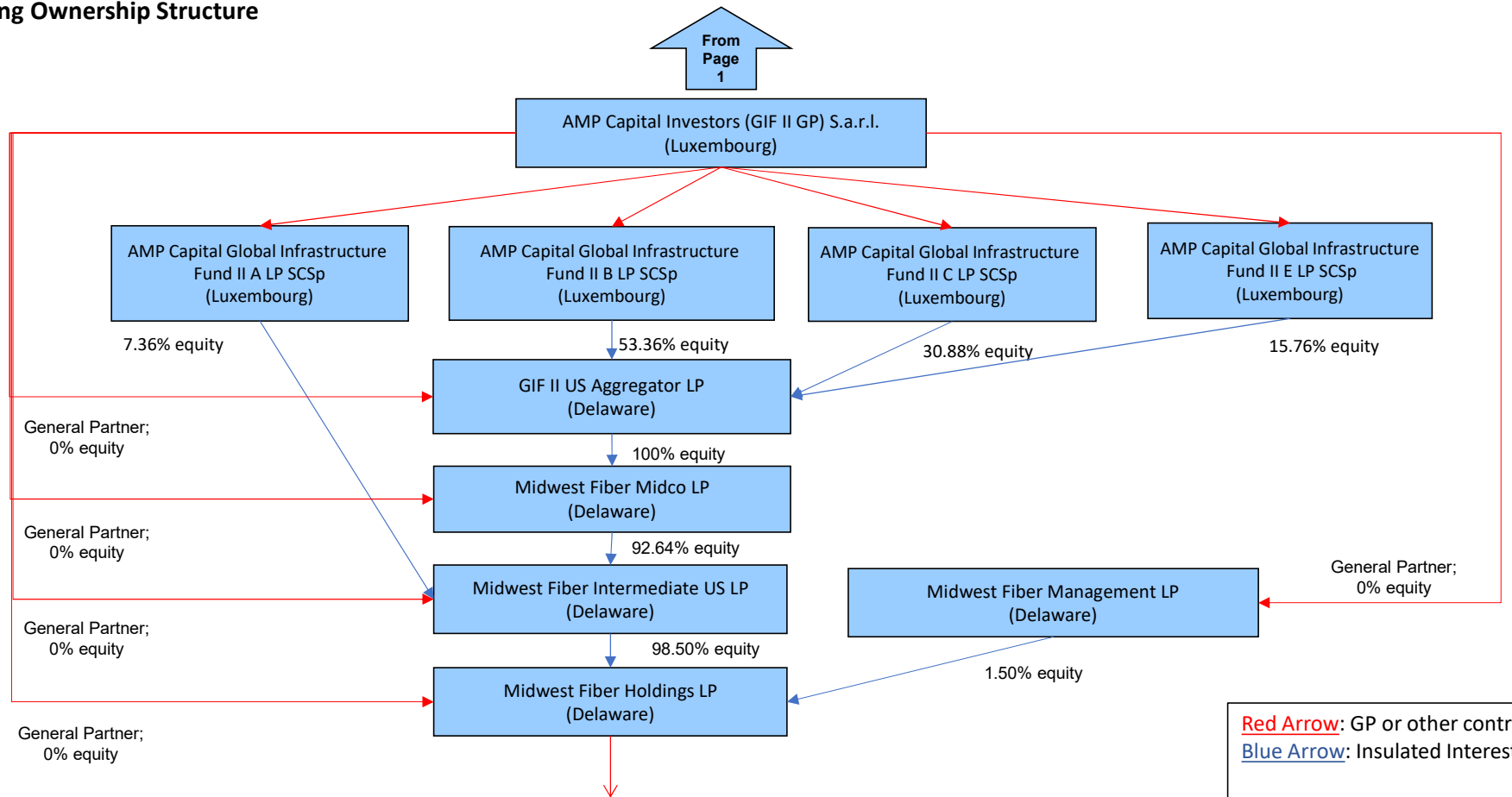
## Post-Closing Ownership Structure



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

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

**Post-Closing Ownership Structure**



General Partner;  
0% equity

General Partner;  
0% equity

General Partner;  
0% equity

General Partner;  
0% equity

General Partner;  
0% equity

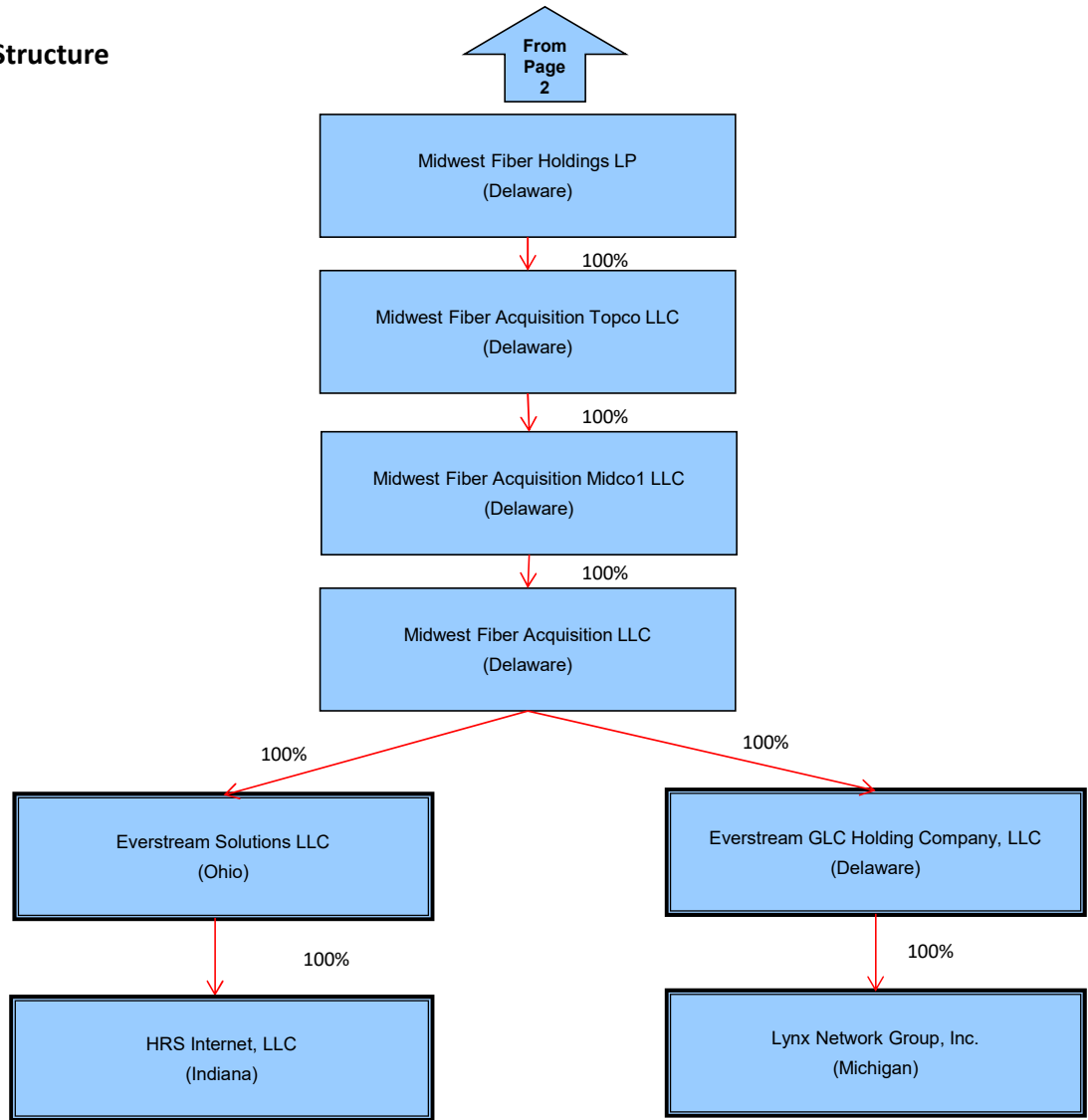
**Red Arrow:** GP or other control  
**Blue Arrow:** Insulated Interests

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

From  
Page  
1

To  
Page  
3

# Post-Closing Ownership Structure



All entities in bolded boxes are FCC Licenses

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

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

## VERIFICATION

I, Michael Bessell, state that I am a director of AMP Capital Investors International Holdings Ltd. (the “Company”); that I am authorized to make this Verification on behalf of the Company; that the foregoing filing was prepared under my direction and supervision; and that the contents thereof and the certifications contained therein 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 25<sup>th</sup> day of July 2022.



---

Michael Bessell

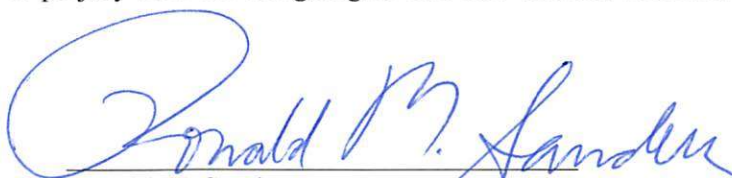
Director

AMP Capital Investors International Holdings Ltd.

## VERIFICATION

I, Ronald M. Sanders state that I am Executive President, Chief Legal Officer and Secretary of DigitalBridge Group, Inc. (the "Company"); that I am authorized to make this Verification on behalf of the Company; that the foregoing filing was prepared under my direction and supervision; and that the contents thereof and the certifications contained therein 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 25 day of July 2022.



Ronald M. Sanders  
Executive Vice President, Chief Legal Officer,  
Secretary  
DigitalBridge Group, Inc.