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March 24, 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 a *Pro Forma* Change in Indirect Ownership

Dear Ms. Bridwell:

By this letter, Everstream Solutions LLC ("Everstream" or "Licensee") advises the Kentucky Public Service Commission (the "Commission") of a *pro forma* change to its indirect ownership with no change to its ultimate owner (the "*Pro Forma* Change"). Since Commission approval is not required for the *Pro Forma* Change,¹ Licensee submits this letter for informational purposes.

In support of this filing, Licensee provides the following information:

Description of the Licensee

Everstream is an Ohio limited liability company headquartered at 1228 Euclid Ave., #250, Cleveland, OH 44115. Everstream 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, Everstream is authorized to provide competitive local exchange services, Utility ID 5058090, effective July 2, 2020.

Everstream is affiliated with (i) Everstream GLC Holding Company LLC ("Everstream GLC"), (ii) Lynx Network Group, Inc. ("Lynx"), and (iii) HRS Internet, LLC ("HRS Internet"). Everstream is a wholly owned subsidiary of Midwest Fiber Acquisition LLC ("Midwest"), a Delaware limited liability company. Midwest, through Everstream 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

¹ Pursuant to the Orders issued in Admin. Case No. 359 on June 21, 1996 and Admin. Case No. 370 on January 8, 1998 and 807 KAR 5:011, Section 11, prior action by the Commission is not required for the *Pro Forma* Change.

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 under the laws of 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. 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 Collimate Capital Holdings Ltd. ("Collimate")² which is a global investment manager headquartered in Australia, with a growing international presence, including in North America. Collimate has a heritage and strength in infrastructure and real estate, and specialist expertise in fixed income, equities and multi-asset solutions. Collimate is a downstream subsidiary of AMP Limited, one of Australia's largest retail and corporate pension providers.

Designated Contacts

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

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With a copy to:

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Description of the *Pro Forma* Change

The *Pro Forma* Change will involve the insertion of two intermediate holding companies between Everstream's direct parent, Midwest, and Midwest Fiber Holding LP, a Delaware limited partnership. Specifically, Midwest Fiber Acquisition Midco1 LLC, a Delaware limited liability company, will become the sole manager of Midwest, and Midwest Fiber Acquisition TopCo LLC, a Delaware limited liability company, will become the sole manager of Midwest Fiber Acquisition Midco1 LLC. The entity above Midwest Fiber Acquisition TopCo LLC will remain Midwest Fiber

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

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Holding LP. Accordingly, the *Pro Forma* Change will not result in any changes in the ultimate ownership of Everstream, which will remain under the ownership of Midwest Fiber Holding LP and its owners. Appended hereto as **Exhibit A** is a chart illustrating the pre- and post-*Pro Forma* Change structure of Everstream.

Everstream emphasizes that the only change is having new intermediary holding companies inserted. Everstream and its customers will not be impacted by these changes as Everstream will continue to conduct all of its operations as currently conducted.

Public Interest Considerations

The *Pro Forma* Change only involves inserting additional entities into Everstream's corporate structure and will not directly involve Everstream or its operations. The *Pro Forma* Change will not change actual working control of Everstream, which will continue to be overseen by its existing management team. The telecommunications services provided by Everstream and the rates, terms and conditions of those services will not change as a result of the *Pro Forma* Change, and Everstream's Kentucky customers will not be affected in any way by the *Pro Forma* Change. Thus, the change is purely *pro forma* in nature.

The *Pro Forma* Change improves access to debt and equity capital, which provides flexibility to enable Midwest and its operating subsidiaries including Everstream to keep their cost of capital low. Everstream will continue to have the same requisite managerial, technical and financial capabilities to provide quality communications services. Everstream's Kentucky customers will receive the same full range of products and services that they received prior to the *Pro Forma* Change at the same prices and under the same terms and conditions. All of the above facts demonstrate that the *Pro Forma* Change is in the public interest.

Conclusion

This notice is being submitted electronically. Should you have any questions, please do not hesitate to contact us.

Respectfully submitted,

/s/ Danielle Burt

Andrew D. Lipman
Danielle Burt
Leetal Weiss

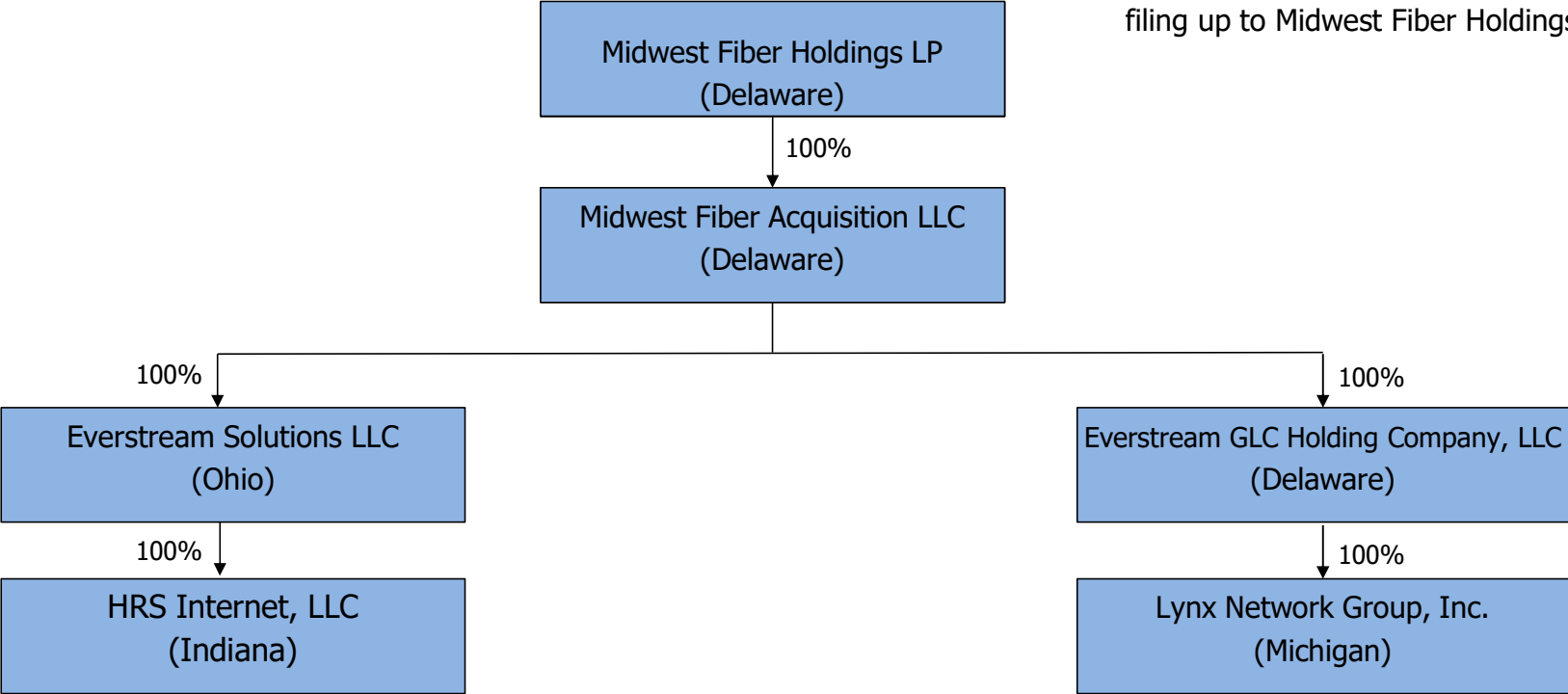
Counsel to Everstream Solutions LLC

EXHIBIT A

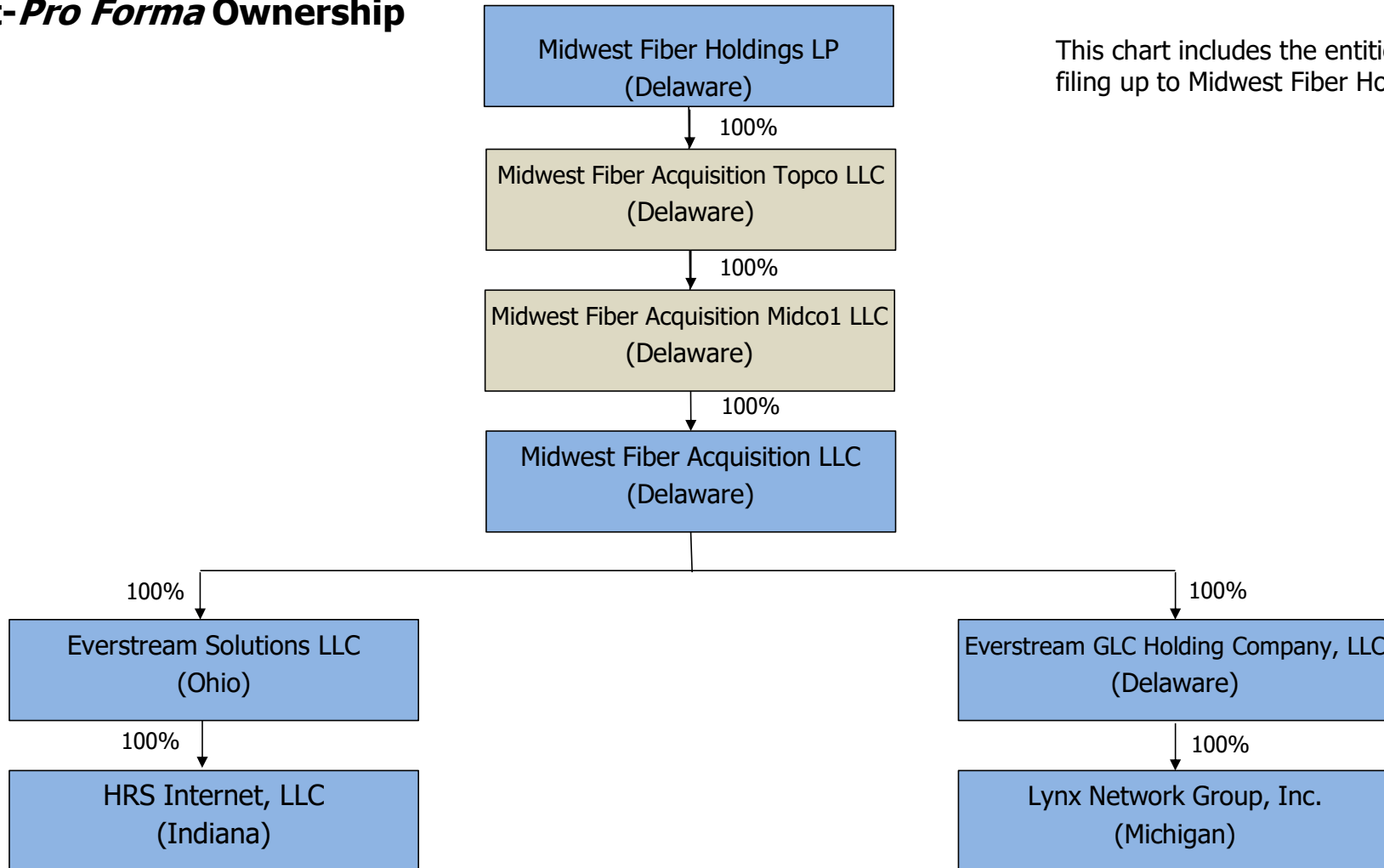
Pre- and Post-*Pro Forma* Change Structure

Pre-Pro Forma Ownership

This chart includes the entities identified in the filing up to Midwest Fiber Holdings LP.



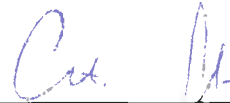
Post-*Pro Forma* Ownership



This chart includes the entities identified in the filing up to Midwest Fiber Holdings LP.

VERIFICATION

I, Christian Gartner, state that I am the Chief Financial Officer of Everstream Solutions LLC (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 with respect to the Company are true and correct to the best of my knowledge, information, and belief.



Christian Gartner
Chief Financial Officer
Everstream Solutions LLC