In the Matter of the Application of

11:11 Systems, Inc., Licensee

and

11:11 Holdco LP, Transferee

For Authorization to Transfer Control Pursuant to Section 214 of the Communications Act of 1934, as Amended, and Sections 63.03 and 63.04 of the Commission’s Rules

APPLICATION


In support, the Applicants state as follows:

I. DESCRIPTION OF APPLICANTS

A. 11:11 Systems, Inc.

11:11 Systems is a privately-held corporation organized under the laws of the State of Delaware and has a principal place of business located at 695 Route 46, Suite 301, Fairfield, New Jersey 07004. 11:11 Systems holds blanket domestic Section 214 authorization to provide
interstate telecommunications services and holds authorization to provide competitive local exchange and intrastate telecommunications services within the State of New Jersey.

Founded in 2020, 11:11 Systems provides services solely to commercial subscribers within the State of New Jersey. Its service offerings include fiber-based ring and point-to-point dedicated (private line) transport services and alternative broadband solutions. 11:11 Systems’ current ownership is depicted in the organizational chart contained in Exhibit A.

B. 11:11 Holdco LP

11:11 Holdco LP is a limited partnership organized under the laws of Delaware, with a principal place of business at 695 Route 46, Suite 301, Fairfield, New Jersey 07004. Upon completion of the Transaction described herein, 11:11 Holdco will acquire all of the existing stock of 11:11 Systems, such that 11:11 Systems will become a wholly-owned subsidiary of 11:11 Holdco. Formed for purposes of the Transaction, 11:11 Holdco’s equity will be majority-owned by TIP 1111 Investments LP (“TIP 1111”), and minority-owned by other shareholders that include the current shareholders of 11:11 Systems, as depicted in Exhibit B.

TIP 1111 is a limited partnership organized under the laws of Delaware, with a principal place of business at 717 Fifth Avenue, New York, New York 10022. As detailed below, TIP 1111 is a vehicle formed for the purposes of investing in 11:11 Holdco, and is owned by affiliated investment vehicles managed by Tiger Infrastructure Partners LP (“Tiger”), a middle-market private equity firm based in New York and London. Tiger invests in energy transition, transportation, and communications infrastructure businesses and related sectors.¹

II. DESCRIPTION OF THE TRANSACTION


The Transaction will provide 11:11 Systems and its subsidiaries with access to capital from new funding sources by bringing in new equity investors who will provide capital infusion to enhance and expand the combined company’s businesses and service offerings. Indeed, the Transaction is contingent upon 11:11 Systems’ successful acquisition of a non-telecom and thus non-FCC licensed third-party entity. The combined company will provide a variety of network connectivity, cloud and security services to enterprise customers. Regulated services will continue to be provided by 11:11 Systems.

III. PUBLIC INTEREST CONSIDERATIONS

The proposed Transaction described herein is consistent with and will serve the public interest. The financial, technical, and managerial resources of Tiger are expected to enhance 11:11 Systems’ ability to compete in the communications marketplace. The proposed Transaction will provide 11:11 Systems with access to capital from new funding sources by bringing in new equity investors. As a result of this infusion of capital, 11:11 Systems will be positioned to accelerate deployment of its service offerings, enabling the company to become a stronger competitor in the communications marketplace.

The Transaction will not have any adverse impact on 11:11 Systems’ existing customers.
11:11 Systems will continue to offer competitive and innovative products following the Transaction at the same rates and on the same terms and conditions as currently provided (subject to future changes pursuant to applicable law and contract provisions). The Transaction is expected to be transparent to 11:11 Systems’ customers and is not expected to result in the discontinuance, reduction, loss or impairment of service to any customer.

IV. INFORMATION REQUIRED BY SECTION 63.04

In support of their request for consent to transfer control of the domestic Section 214 authorization held by 11:11 Systems, Applicants submit the following information pursuant to Section 63.04 of the Commission’s Rules, 47 C.F.R. § 63.04:

(a)(1) Name, address, and telephone number of Applicants:

**Applicant:**

11:11 Systems, Inc.
695 Route 46, Suite 301
Fairfield, NJ 07004
Tel: 732-620-5662

**Transferee:**

11:11 Holdco LP
695 Route 46, Suite 301
Fairfield, NJ 07004
Tel: 732-620-5662

(a)(2) Jurisdiction under which Applicants are organized:

**Licensee:** 11:11 Systems is a corporation organized under the laws of Delaware.

**Transferee:** 11:11 Holdco is a limited partnership organized under the laws of Delaware.
(a)(3) Correspondence concerning this Application should be addressed to:

Andrew M. Klein  
**KLEIN LAW GROUP PLLC**  
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202-289-6955 (tel)  
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*Counsel for Applicants*

With copies to:

Adam Emmert  
Tiger Infrastructure Partners LP  
717 Fifth Avenue, Suite 12A  
New York, NY 10022  
aemmert@tigerinfrastructurepartners.com

Brett Diamond  
11:11 Systems, Inc.  
695 Route 46, Suite 301  
Fairfield, NJ 07004  
bdiamond@1111systems.com

(a)(4) Name, address, citizenship, and principal place of business of owners with 10% or greater direct or indirect ownership interest:

**Licensee**

The following entities currently hold a 10% or greater direct equity or voting interest in Applicant 11:11 Systems:

- **Name**: CSP Investment Group I, LLC  
  **Address**: 10 Rising Ridge Rd.  
  Upper Saddle River, NJ 07458  
  **% Interest**: 70%  
  **Citizenship**: United States (Delaware limited liability company)  
  **Principal Business**: Investments

- **Name**: JoeMax Telecom, LLC  
  **Address**: 695 Route 46, Suite 301  
  Fairfield, NJ 07004  
  **% Interest**: 14%  
  **Citizenship**: United States (New Jersey limited liability company)  
  **Principal Business**: Engineering and Project Management for Telecom Industry

Other than the foregoing, no entity owns or controls a ten percent (10%) or greater direct or indirect interest in 11:11 Systems.
Transferee

Upon closing of the proposed Transaction, the following entities are expected to hold a 10% or greater direct equity or voting interest in Transferee 11:11 Holdco:

Name: TIP 1111 Investments LP
Address: 717 Fifth Avenue, Suite 12A
New York, NY 10022
% Interest: 73% (equity)
Citizenship: United States (Delaware limited partnership)
Principal Business: Investments/Private equity fund

Name: CSP Investment Group I, LLC (current majority owner of Licensee)
Address: 10 Rising Ridge Rd.
Upper Saddle River, NJ 07458
% Interest: 18% (equity)
Citizenship: United States (Delaware limited liability company)
Principal Business: Investments

The following entities are expected to hold a 10% or greater indirect equity interest in Transferee 11:11 Holdco:

Name: Tiger Infrastructure Partners Fund III LP
Address: 717 Fifth Avenue, Suite 12A
New York, NY 10022
% Interest: 73% (100% owner of TIP 1111 Investments LP)
Citizenship: United States (Delaware limited partnership)
Principal Business: Investments/Private equity fund

Name: BAE Systems Pension Funds Trustees Limited, as trustee of the BAE Systems Pension Scheme
Address: Burwood House, 14-16 Caxton Street
London, SW1H0QT, United Kingdom
% Interest: 10% (investor in Tiger Infrastructure Partners Fund III LP)
Citizenship: United Kingdom
Principal Business: Pension fund

Other than the foregoing, no entity is expected to own or control a ten percent (10%) or greater direct or indirect equity interest in Transferee.
Working control of Transferee 11:11 Holdco LP is held by:

Name: 11:11 Holdco GP LLC
Address: 695 Route 46, Suite 301
        Fairfield, NJ 07004
Interest: Sole general partner of 11:11 Holdco LP
Citizenship: United States (Delaware limited liability company)
Principal Business: Investments

Working control of TIP 1111 Investments LP and Tiger Infrastructure Partners Fund III LP is held by:

Name: Tiger Infrastructure Associates GP III LP
Address: 717 Fifth Avenue, Suite 12A
        New York, NY 10022
Interest: Sole general partner of Tiger Fund III
Citizenship: United States (Delaware limited partnership)
Principal Business: Investments

Working control of 11:11 Holdco GP LLC and Tiger Infrastructure Associates GP III LP is held by:

Name: Henry Tiger Holdings IV LLC
Address: 717 Fifth Avenue, Suite 12A
        New York, NY 10022
Interest: Sole member of 11:11 Holdco GP LLC
        General partner of Tiger Infrastructure Associates GP III LP
Citizenship: United States (Delaware limited liability company)
Principal Business: Investments

Henry Tiger Holdings IV LLC is held by:

Name: Emil Henry LLC
Address: 717 Fifth Avenue, Suite 12A
        New York, NY 10022
Interest: Sole managing member of Henry Tiger Holdings IV LLC
Citizenship: United States (Delaware limited liability company)
Principal Business: Investments

Emil Henry LLC is held by:

Name: Emil W. Henry, Jr.
Address: 717 Fifth Avenue, Suite 12A
New York, NY 10022
Interest: Sole managing member of Emil Henry LLC
Citizenship: United States
Principal Business: Investments

(a)(5) Anti-Drug Abuse Act certification:

All parties to this application certify that no such party is subject to a denial of federal benefits under Section 5301 of the Anti-Drug Abuse Act of 1988, as amended.

(a)(6) Description of the proposed Transaction:

The proposed Transaction is described in Section II above.

(a)(7) Description of the geographic areas in which transferor and transferee (and their affiliates) offer domestic telecommunications services, and what services are provided in each area:

Licensee provides fiber-based ring and point-to-point dedicated (private line) transport services and alternative broadband solutions to commercial subscribers within the State of New Jersey.

Licensee’s affiliate (through common ownership by current shareholders), Engine Communications Infrastructure, Inc. (a Delaware corporation), holds a CPCN from the New Jersey Board of Public Utilities to operate as a competitive local exchange carrier, but to date has not provided telecommunications services under that authorization. No other affiliate of Licensee or CSP Investment Group I, LLC provides telecommunications services or holds authorization to do so.

To Transferee’s knowledge, no entity that owns or controls 10% or more of Transferee either (a) themselves hold authorization from the FCC to provide domestic telecommunications services or (b) owns 10% or more of an entity that holds an authorization from the FCC to provide domestic telecommunications services.
(a)(8) Statement as to eligibility for streamlined treatment:

The parties respectfully submit that the Application is eligible for streamlined processing pursuant to Sections 63.03 of the Commission’s Rules, 47 C.F.R. § 63.03. In particular, the Application is eligible for streamlined processing pursuant to Section 63.03(b)(1)(ii), because Transferee (including its affiliates) is not a telecommunications provider. Additionally, the Application is eligible for streamlined processing pursuant to Section 63.03(b)(2), because immediately following the Transaction, (i) Transferee (including affiliates) will have a market share in the interstate, interexchange market of less than ten percent (10%), (ii) any competitive telephone exchange services or exchange access services provided by Transferee (including affiliates), if provided at all, would be provided exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the Transaction, and (iii) no party to this Application (including affiliates) are regulated as dominant with respect to any service.

(a)(9) Identification of all other Commission applications related to the proposed Transaction:

There are no other Commission applications related to the proposed Transaction.

(a)(10) Statement of whether Applicants are requesting special consideration because either party is facing imminent business failure:

No party is requesting special consideration because it is facing imminent business failure. However, the parties to the Transaction target completion of the corporate steps resulting in the transfer of control in late November, 2021. Therefore, Applicants respectfully request expedited processing of the review and approval of this application in order to allow the parties to meet this objective.

(a)(11) Identification of any separately filed waiver requests being sought in conjunction with the proposed Transaction:

Not applicable.
(a)(12) Statement showing how grant of this Joint Application will service the public interest, convenience, and necessity:

The Commission’s grant of the Application will serve the public interest, convenience and necessity for the reasons detailed in Section III, above.

V. CONCLUSION

For the reasons stated above, Applicants respectfully submit that the public interest, convenience and necessity would be furthered by a grant of this Application to transfer ownership and control of Licensee to Transferee.

Dated: September 30, 2021

Respectfully submitted,

/s/ Andrew M. Klein
Andrew M. Klein
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Counsel for Applicants
EXHIBIT A

11:11 Systems, Inc. Pre-Close Ownership Chart
11:11 Systems, Inc. – Current Ownership Structure

JoeMax Telecom, LLC 14% → CSP Investment Group I, LLC 70% → 11:11 Systems, Inc.

CSP Investment Group I, LLC 70% → Other Shareholders <10% each
EXHIBIT B
Post-Close Ownership Chart
Post-Transaction Ownership Structure

*All limited partner investors of Tiger Infrastructure Partners Fund III LP will indirectly own less than 10% of 11:11 Systems, Inc., except for BAE Systems Pensions Funds Trustees Limited.

**Working control of 11:11 Holdco LP, TIP 1111 Investments LP and Tiger Infrastructure Partners Fund III LP is held as detailed in Section IV(a)(4) of the Application.
VERIFICATION

I, Brett Diamond, state that I am Chief Executive Officer of 11:11 Systems, Inc., that I am authorized to make this Verification on behalf of 11:11 Systems, Inc. and its affiliates; that the foregoing filing was prepared under my direction and supervision; and that the contents thereof and the certifications contained therein regarding 11:11 Systems, Inc. and its affiliates 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 29th day of September 2021.

[Signature]

Brett Diamond
VERIFICATION

I, Adam Emmert, state that I am Manager of 11:11 Holdco GP LLC, the general partner of Transferee 11:11 Holdco LP, that I am authorized to make this Verification on behalf of 11:11 Holdco LP and its affiliates; that the foregoing filing was prepared under my direction and supervision; and that the contents thereof and the certifications contained therein regarding 11:11 Holdco LP and its affiliates 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 30th day of September 2021.

__________________________
Adam Emmert
VERIFICATION

I, Brett Diamond, state that I am Manager of CSP Investment Group I, LLC, current controlling shareholder of Licensee, that I am authorized to make this Verification on behalf of CSP Investment Group I, LLC and its affiliates; that the foregoing filing was prepared under my direction and supervision; and that the contents thereof and the certifications contained therein regarding CSP Investment Group I, LLC and its affiliates 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 30th day of September 2021.

[Signature]
Brett Diamond