

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

In the Matter of the Joint Application of)
)
)
GORES AC HOLDINGS, LLC, Transferor)
ALPHEUS COMMUNICATIONS, LLC, Licensee)
ALPHEUS DATA SERVICES, L.L.C., Licensee) WC Docket No. 17-_____
)
and)
)
LOGIX ACQUISITION COMPANY, LLC, Transferee)
) IB File No. ITC-T/C-
For Grant of Authority pursuant to Section 214 of the) 2017_____
Communications Act of 1934, as amended, to Transfer)
Indirect Control of Domestic and International Section)
214 Authorization Holders to LOGIX Acquisition Com-)
pany, LLC)
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JOINT APPLICATION

Pursuant to Section 214 of the Communications Act of 1934, as amended (“the Act”),¹ and Sections 63.04, 63.18 and 63.24 of the Federal Communications Commission’s (“FCC” or “Commission”) rules,² LOGIX Acquisition Company, LLC (“LAC” or “Transferee”), Gores AC Holdings, LLC (“Gores AC” or “Transferor”), Alpheus Communications, LLC (“Alpheus Communications”) and Alpheus Data Services, L.L.C. (“ADS”), (Alpheus Communications and ADS, together, the “Licensees” and collectively with LAC and Gores AC, the “Applicants”) respectfully submit this application to request Commission approval for the indirect transfer of

¹ 47 U.S.C. § 214.

² 47 C.F.R. §§ 63.04, 63.18 and 63.24.

control of Licensees to LAC. Licensees hold domestic and/or international Section 214 authorizations. LAC will acquire control of Alpheus Communications and ADS by indirectly acquiring all of the equity interest in Alpheus Holdings, LLC, (“Alpheus Parent”) an intermediate holding company that directly or indirectly controls Licensees, pursuant to a Membership Interest Purchase Agreement by and among Alpheus Parent, Gores AC and Logix Holding Company (“HoldCo”, a wholly-owned subsidiary of LAC) dated May 26, 2017 (the “Agreement”). The proposed transaction will result in a change in the ultimate control of the Licensees, although no assignment of authorizations, assets, or customers will occur as an immediate consequence of the proposed transaction. Immediately upon closing, Licensees will continue to provide service to their existing customers pursuant to their authorizations under the same rates, terms and conditions as they currently do. Accordingly, these transactions will be transparent to the customers of Licensees.³

Pursuant to Section 63.04(b) of the Commission’s rules, 47 C.F.R. § 63.04(b), the Applicants are filing a combined application for the proposed transfer of control of Licensees, including domestic and international authorizations. The Applicants provide below the information required by Sections 63.24(e)(2) and 63.04(a)(6) through (a)(12) of the Commission’s Rules, 47 C.F.R. §§ 63.24(e)(2), 63.04(a)(6)-(12).

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

I. DESCRIPTION OF THE APPLICANTS

A. Transferee – LOGIX Acquisition Company, LLC

LAC is a Delaware limited liability company. LAC was formed for the purpose of indirectly owning and acquiring Logix Communications, LP (“Logix Communications”), a transac-

³ See Public Interest Statement, *infra* Section IV.

tion approved by the Commission in May 2016.⁴ LAC provides no telecommunications services itself and holds no FCC authorizations.

B. Transferor – Gores AC Holdings, LLC

Gores AC is a Delaware limited liability company with its principal office located at 9800 Wilshire Blvd, Beverly Hills, California 90212. Gores AC is ultimately managed by The Gores Group, LLC ("The Gores Group") and its manager, Alec E. Gores. The Gores Group is a private investment firm whose investment focus includes opportunities in the technology and telecommunications sectors. The Gores Group has investment and oversight authority for the entities it manages, including Gores AC.

C. Licensees – Alpheus Communications, LLC and Alpheus Data Services, LLC

Alpheus Communications, a Delaware limited liability company, and ADS, also a Delaware limited liability company and wholly-owned direct subsidiary of Alpheus Communications, have their principal place of business located at 1301 Fannin St., 20th Floor, Houston, TX 77002.

Together, Alpheus Communications and ADS are providers of telecommunications and data center services for enterprises and carriers throughout Texas. Alpheus has approximately 2,800 route miles of intercity fiber backbone interconnecting Dallas, Austin, San Antonio and Houston as well as approximately 3,200 route miles of metro fiber within these markets reaching over 11,000 on-net or near-net enterprise buildings, data centers and telecommunication carrier facilities.

Alpheus Communications delivers metro transport to end-user buildings, cell sites, carrier hotels, microwave relay points, and Wi-Fi hotspots under its blanket domestic Section 214

⁴ See, e.g., IBFS File No. ITC-T/C-20151112-00261 (granted May 26, 2016).

authorization and international Section 214. ADS provides information and communications solutions for enterprises, including those in the healthcare, energy, banking, IT and legal fields, operating pursuant to Alpheus Communications' international Section 214 license, under Section 63.21(h) of the Commission's Rules, as detailed through a notification filed with the FCC on June 8, 2007.⁵ Additional information on Licensees, including type of service provider, FCC registration numbers ("FRNs") and the states in which Licensees' services are provided is set forth in Sections III and IV.

II. DESCRIPTION OF THE TRANSACTION (ANSWER TO QUESTION 13)

Pursuant to the Agreement, HoldCo will acquire all of the outstanding equity interests in Alpheus Parent (the "Transaction"). As a result of the Transaction, Licensees will become indirect subsidiaries of LAC. For the Commission's convenience, pre- and post-transaction illustrative charts are provided as **Exhibit A**.

Immediately following the consummation of the proposed transaction, Licensees will continue to offer service with no change in the name of the companies, or their rates, terms or conditions of service. Therefore, the transfer of control of Licensees will be seamless and virtually transparent to customers of Licensees. If in the future LAC seeks to change the names of Licensees, it will do so in accordance with the Commission's requirements applicable to such changes.

III. INFORMATION REQUIRED BY SECTION 63.24(e)

Pursuant to Section 63.24(e)(2) of the Commission's Rules, the Applicants submit the following information requested in Section 63.18(a)-(d) and (h)-(p) in support of this Application:

⁵ See Section III(d) *infra*.

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

Transferee:

LOGIX Acquisition Company LLC
1725 I Street NW
Suite 900
Washington, DC 20006

FRN: 0025038738

Transferor:

Gores AC Holdings, LLC
c/o The Gores Group, LLC
9800 Wilshire Boulevard
Beverly Hills, CA 90212

FRN: 0021183561

Licensees:

Alpheus Communications, LLC
Alpheus Data Services, L.L.C.
1301 Fannin St., 20th Floor
Houston, TX 77002
(877) 257-4387

FRN: 0005004361

FRN: 0016137937

(b) Jurisdiction of Organizations:

Transferee: LAC is a limited liability company formed under the laws of Delaware.

Transferor: Gores AC is a limited liability company formed under the laws of Delaware.

Licensees: Alpheus Communications and ADS are both limited liability companies formed under the laws of Delaware.

(c) (Answer to Question 10) Correspondence concerning this Application should

be sent to:

For Transferor and Licensees:

Andrew D. Lipman
Joshua M. Bobeck
Stephany Fan
MORGAN, LEWIS & BOCKIUS LLP
1111 Pennsylvania Avenue, NW
Washington, DC 20004-2541
Tel: 202-739-3000
Fax: 202-739-3001
andrew.lipman@morganlewis.com
joshua.bobeck@morganlewis.com
stephany.fan@morganlewis.com

For Transferee:

Brian D. Weimer
W. Ray Rutngamlug
Douglas A. Svor
SHEPPARD MULLIN RICHTER & HAMPTON
LLP
2099 Pennsylvania Avenue, NW
Suite 100
Washington, DC 20006-6801
Tel: 202-747-1900
Fax: 202-747-1901
BWeimer@sheppardmullin.com
RRutngamlug@sheppardmullin.com
DSvor@sheppardmullin.com

With a copy to:

Richard Martin
Patricia M. Hogue
Alpheus Communications, LLC
1301 Fannin St. 20th Floor
Houston, TX 77002
Rich.Martin@alpheus.net
patti@alpheus.net

With a copy to:

Matthew M. Murphy
Vice President
LOGIX Intermediate Holding Corporation
1725 I Street NW Suite 900
Washington, DC 20006
Murphy@astracapitalmgmt.com

(d) (Answer to Question 10 Continued) Section 214 Authorizations

Transferee: LAC's indirect subsidiary Logix Communications holds international Section 214 authority to provide global or limited global facilities-based and resale services granted in IB File No. ITC-214-19970409-00200 (Old File No. ITC-97-209). Logix Communications is also authorized to provide interstate service by virtue of blanket domestic Section 214 authority under 47 C.F.R. § 63.01.

Transferor: Gores AC Holdings, LLC (**FRN: 0021183561**) is a holding company that provides no telecommunications services.

Licensees: Each Licensee is authorized to provide interstate service by virtue of blanket domestic Section 214 authority. 47 C.F.R. § 63.01. Alpheus Communications, LLC (**FRN:**

0005004361), a direct wholly owned subsidiary of Alpheus Parent, holds international Section 214 authorization for global or limited global facilities-based and resale service, granted in IB File No. ITC-214-20070420-00148. Alpheus Data Services, L.L.C., (**FRN: 0016137937**), a direct wholly owned subsidiary of Alpheus Communications, LLC operates pursuant to this international Section 214 authority, consistent with 47 C.F.R. § 63.21(h). *See* Public Notice, DA No. 07-3505, released August 2, 2007.

(h) (*Answer to Questions 11 & 12*) The Licensees are direct or indirect, wholly owned subsidiaries of Alpheus Parent. (*See **Exhibit A** for a complete corporate structure.*)

Pre-Transaction Ownership of Alpheus Parent and Licensees:

- (1) The following entity owns a ten percent or greater direct equity interest, or controlling interest, in **Alpheus Data Services, L.L.C.:**

Name: Alpheus Communications, LLC
Address: 1301 Fannin St., 20th Floor
Houston, TX 77002
Citizenship: U.S.
Percentage Owned: 100%
Principal Business: Telecommunications

- (2) The following entity owns a ten percent or greater direct equity interest, or controlling interest, in **Alpheus Communications, LLC:**

Name: Alpheus Holdings, LLC
Address: c/o The Gores Group, LLC
9800 Wilshire Boulevard
Beverly Hills, CA 90212
Citizenship: U.S.
Percentage Owned: 100%
Principal Business: Holding Company

- (3) The following entity owns a ten percent or greater direct equity interest, or controlling interest, in **Alpheus Holdings, LLC:**

Name: Gores AC Holdings, LLC
Address: 9800 Wilshire Boulevard
Beverly Hills, CA 90212
Citizenship: U.S.

Percentage Owned: 100%
Principal Business: Holding Company

- (4) The following entity owns a ten percent or greater direct equity interest, or controlling interest, in **Gores AC Holdings, LLC:**

Name: Gores Capital Partners III, LP
Address: 9800 Wilshire Boulevard
Beverly Hills, CA 90212
Citizenship: U.S.
Ownership: 93.98%
Principal Business: Investment Fund

- (5) The following entities own a ten percent or greater direct equity interest, or controlling interest, in **Gores Capital Partners III, LP:**

Name: Gores Capital Advisors III, LP
Address: 9800 Wilshire Boulevard
Beverly Hills, CA 90212
Citizenship: U.S.
Ownership: General Partner
Principal Business: Investment Fund

Name: Teacher Retirement System of Texas
Address: 1000 Red River St.
Austin, TX 78701-2627
Citizenship: U.S.
Ownership: 12.65% Limited Partner
Principal Business: Retirement Fund

Name: Ohio Public Employees Retirement System
Address: 277 East Town Street
Columbus, Ohio 43215-4642
Citizenship: U.S.
Ownership: 10.12% Limited Partner
Principal Business: Retirement Fund

- (6) The following entity owns a ten percent or greater direct equity interest, or controlling interest, in **Gores Capital Advisors III, LP:**

Name: GCA III, LLC
Address: 9800 Wilshire Boulevard
Beverly Hills, CA 90212
Citizenship: U.S.
Ownership: General Partner
Principal Business: Investment Fund

- (7) The following entities own a ten percent or greater direct equity interest, or controlling interest, in **GCA III, LLC**:

Name: AEG Holdings, LLC
Address: 9800 Wilshire Boulevard
Beverly Hills, CA 90212
Citizenship: U.S.
Ownership: 100%
Principal Business: Private Equity/Merger & Acquisitions

Name: The Gores Group, LLC
Address: 9800 Wilshire Boulevard
Beverly Hills, CA 90212
Citizenship: U.S.
Ownership: Manager of GCA III, LLC (and Investment Manager of Gores Capital Partners III, L.P.)
Principal Business: Private Equity/Merger & Acquisitions

- (8) The following individual owns a ten percent or greater direct equity interest, or controlling interest, in **AEG Holdings, LLC**:

Name: Alec E. Gores
Address: c/o The Gores Group, LLC
9800 Wilshire Boulevard
Beverly Hills, CA 90212
Citizenship: U.S.
Ownership: 100%
Principal Business: Individual

Except as stated above, to the Applicants' knowledge, no other person or entity directly or indirectly owns or controls a ten percent (10%) or more interest in Alpheus Parent through Gores AC Holdings.

Post-Transaction Ownership of Licensees:

- (1) Upon completion of the proposed Transaction, the following entities will hold a 10% or greater, direct or indirect interest⁶ in **Alpheus Parent**:

⁶ Unless otherwise indicated, the ownership interests provided herein represent both equity and voting interests.

Name: LOGIX Holding Company
Address: 2950 N Loop West, 8th Floor
Houston, TX 77092
Citizenship: U.S. (Delaware)
Ownership: 100%
Principal Business: Holding Company

Post-Transaction Ownership of HoldCo:

- (1) The following entity will hold a ten percent (10%) or greater direct interest in **LOGIX Holding Company:**

Name: LOGIX Acquisition Company, LLC
Address: 1725 I Street NW
Suite 900
Washington, DC 20006

Citizenship: U.S. (Delaware)
Ownership: 100%
Principal Business: Holding Company

- (2) The following entity will hold a ten percent (10%) or greater direct interest in **LOGIX Acquisition Company, LLC:**

Name: LOGIX Intermediate Holding Corporation (“Sub-Parent”)
Address: 1725 I Street NW
Suite 900
Washington, DC 20006

Citizenship: U.S. (Delaware)
Ownership: 100%
Principal Business: Holding Company

Sub-Parent is the sole member and manager of Transferee. As described below, Astra Capital Management (“ACM”) will exercise day-to-day operational control of Transferee. ACM is a Washington, D.C.-based private equity firm that focuses on investments in scalable telecommunications and technology companies. Mark J. Johnson, a U.S. citizen, holds more than 50% of the equity of ACM and exercises control over the entity.

- (3) The following entity will hold a ten percent (10%) or greater direct interest in **LOGIX Intermediate Holding Corporation:**

Name: LOGIX Parent Corporation (“Logix Parent”)
Address: 1725 I Street NW
Suite 900
Washington, DC 20006

Citizenship: U.S. (Delaware)
Ownership: 100%
Principal Business: Holding Company

(4) The following entity will hold a ten percent (10%) or greater direct interest or a controlling interest in **LOGIX Parent Corporation**⁷:

Name: Astra-LOGIX Holdings, LLC (“Astra Holdings”)
Address: 1725 I Street NW
Suite 900
Washington, DC 20006

Citizenship: U.S. (Delaware)
Ownership: 4%
Principal Business: Holding Company

Name: Astra-LOGIX Co-Invest I, LLC (“Co-Invest”)
Address: 1725 I Street NW
Suite 900
Washington, DC 20006

Citizenship: U.S. (Delaware)
Ownership: 33%
Principal Business: Holding Company

Name: WRA-Astra Logix Investors LLC
Address: 850 New Burton Road
Suite 201

⁷ As noted above, the three entities that will be equity holders in LOGIX Parent at consummation of the Transaction are Astra Holdings, Astra-LOGIX Co-Invest I, LLC, and WRA-Astra Logix Investors LLC (collectively, the “Co-Investors”). Prior to the consummation of the Transaction, Astra Holdings may increase its equity position in LOGIX Parent by reducing the equity commitment of Astra-LOGIX Co-Invest I, LLC. As a result, the relative amount of the equity contributions of these three entities could change prior to the consummation of the Transaction. In the event that Astra Holdings increases its equity position, the Applicants shall promptly notify the Commission and will provide appropriately updated ownership information. Moreover, Astra Holdings (like ACM) is controlled by Mark J. Johnson. Thus, any change in ownership of LOGIX Parent will only result in increased indirect ownership by Mark J. Johnson, a U.S. citizen, and will not affect control of Licensee. Regardless of the level of the equity contributions among the Co-Investors at consummation of the Transaction, ACM will continue to manage the day-to-day operations of Astra Holdings and thus retain operational control of the Licensees.

Citizenship: Dover, DE 19904
Ownership: U.S. (Delaware)
Principal Business: 54%
Investment Holding Company

(5) The following individuals will hold a ten percent (10%) or greater direct interest in **Astra-Logix Holdings, LLC:**

Name: Mark J. Johnson
Address: 1725 I Street NW
Suite 900
Washington, DC 20006

Citizenship: U.S.
Ownership: 50%
Principal Business: LLC Member

Name: Matthew M. Murphy
Address: 1725 I Street NW
Suite 900
Washington, DC 20006

Citizenship: U.S.
Ownership: 25%
Principal Business: LLC Member

Name: Kevin L. Beebe
Address: 1725 I Street NW
Suite 900
Washington, DC 20006

Citizenship: U.S.
Ownership: 25%
Principal Business: LLC Member

ACM is the Manager of Astra Holdings.

(6) The following entity will hold a ten percent (10%) or greater direct interest in **Astra-LOGIX Co-Invest I, LLC:**

Name: Secondary Opportunities Fund III LP (“SOF III”)
Address: Deutsche Bank (Cayman) Limited
Boundary Hall
Cricket Square
P.O. Box 1984
Grand Cayman KY1-1104

Citizenship: Cayman Islands
Ownership: U.K.
Principal Business: 100%
Investment Fund

Although SOF III will be the sole member of Co-Invest, the Manager of Co-Invest will be Astra-LOGIX Manager, LLC (“Astra Manager”). The manager of Astra Manager is ACM.

(7) The following entity will hold a ten percent (10%) or greater direct interest in **Secondary Opportunities Fund III, LLP:**

Name: Leonardo Secondary Opportunities Fund III (GP) Limited
 (“Leonardo SOF III”)
Address: Deutsche Bank (Cayman) Limited
Boundary Hall
Cricket Square
P.O. Box 1984
Grand Cayman KY1-1104
Cayman Islands
Citizenship: Cayman Islands
Ownership: less than .01% (as General Partner of SOF III)
Principal Business: Investment Fund

Name: Leonardo Secondary Opportunities Fund III (Alternate
GP), LP (“Leonardo SOF III-Alt-GP”)
Address: 1209 Orange Street
Wilmington, DE 19801
Citizenship: U.S. (Delaware)
Ownership: less than .01% (as the second General Partner of SOF III)
Principal Business: Investment Fund

Leonardo SOF III-Alt-GP is the second GP of SOF III, and is wholly-owned by Leonardo SOF III.

(8) The following entity will hold a ten percent (10%) or greater direct interest in **Leonardo Secondary Opportunities Fund III (GP) Limited:**

Name: Intertrust Fund Services Limited
Address: 190 Elgin Avenue
George Town
Grand Cayman KY1-9005
Cayman Islands
Citizenship: Cayman Islands
Ownership: 100%
Principal Business: Specialized financial and administrative services

The direct parent of Intertrust Fund Services Limited is Intertrust NV, a publicly traded company (ENXTAM: INTER). To Transferee's knowledge, no other person or entity indirectly holds a cognizable interest in Transferee through ownership of Intertrust NV.

- (9) The following entity will hold a ten percent (10%) or greater direct interest in **WRA-Astra Logix Investors LLC:**

Name: WRA-Logix Investors LLC
Address: 850 New Burton Road
Suite 201
Dover, DE 19904
Citizenship: U.S. (Delaware)
Ownership: 100%
Principal Business: Investment Holding Company

WRA-Logix Investors LLC is the Sole Member of WRA-Astra Logix Investors LLC.

- (10) The following entity will hold a ten percent (10%) or greater direct interest in **WRA-Logix Investors LLC:**

Name: WRA-Logix Holdings Ltd.
Address: Ideation House
94 Pitts Bay Road, 1st Floor
Pembroke HM08
Bermuda
Citizenship: Bermuda
Ownership: 100%
Principal Business: Investment Holding Company

WRA-Logix Holdings Ltd. is the Sole Member of WRA-Logix Investors LLC.

- (10) The following entity will hold a ten percent (10%) or greater direct interest in **WRA-Logix Holdings Ltd.:**

Name: Wafra Real Assets & Infrastructure Fund I L.P.
Address: Landmark Square, 1st Floor, 64 Earth Close
West Bay Beach South
Grand Cayman KY1-1107
Cayman Islands
Citizenship: Cayman Islands
Ownership: 100%
Principal Business: Closed-ended Investment Fund

Wafra Real Assets & Infrastructure Fund I L.P. is the Sole Shareholder of WRA-Logix Holdings Ltd.

(10) The following entity will hold a ten percent (10%) or greater direct interest in **Wafra Real Assets & Infrastructure Fund I L.P.:**

Name: WRAIF I GP L.P.
Address: Landmark Square, 1st Floor, 64 Earth Close
West Bay Beach South
Grand Cayman KY1-1107
Cayman Islands
Citizenship: Cayman Islands
Ownership: less than .01% (as General Partner of Wafra Real Assets & Infrastructure Fund I L.P.)
Principal Business: General Partner of Wafra Real Assets & Infrastructure Fund I L.P.

WRAIF I GP Ltd. is the ultimate General Partner of WRAIF I GP L.P.

Name: WRAIF I GP Ltd.
Address: Landmark Square, 1st Floor, 64 Earth Close
West Bay Beach South
Grand Cayman KY1-1107
Cayman Islands
Citizenship: Cayman Islands
Ownership: less than .01% (as General Partner of WRAIF I GP L.P.)
Principal Business: General Partner of WRAIF I GP L.P.

WRAIF I GP Ltd. is a holding company that is ultimately owned by three U.S. persons who are employees of Wafra Investment Advisory Group, Inc.

Name: Public Institution for Social Security
Address: Al Sour Street, Safat
13104 Kuwait
Citizenship: Kuwait
Ownership: 95.24% (Limited Partnership interest in Wafra Real Assets & Infrastructure Fund I L.P.)
Principal Business: Autonomous agency of the Government of Kuwait

As explained in Footnote 7, *supra*, despite the 54% equity investment of WRA-Astra Logix Investors, LLC in LOGIX Parent, day-to-day control of Licensees will be exercised by ACM through its indirect control of Astra-Logix Holdings LLC. Upon completion of the proposed Transaction, no other entities will hold a 10% or greater direct or indirect interest in Alpheus Parent.

None of the equity and/or controlling interest holders in LAC reported above have a ten percent or greater direct or indirect interest in any FCC regulated businesses other than Logix Communications.

To the best of the Applicant's knowledge, there are no officers or directors of Applicants who also serve as an officer or director of a foreign carrier as defined in Section 63.09(d).

(i) **(Answer to Question 14)** The Applicants certify that following consummation of the Transaction: (i) Transferee will not be a foreign carrier within the meaning of Section 63.09(d) of the Commission's Rules, 47 C.F.R. § 63.09(d); and (ii) Transferee will not become affiliated with a foreign carrier.

(j) **(Answer to Question 15)** Applicants certify that following consummation of the Transaction they do not seek to provide international telecommunications services to any destination country where:

- (1) An Applicant is a foreign carrier in that country; or
- (2) An Applicant controls a foreign carrier in that country; or
- (3) Any entity that owns more than 25 percent of an Applicant, or that controls an Applicant, controls a foreign carrier in that country; or
- (4) Two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate more than 25 percent of an Applicant and are parties to, or the beneficiaries of, a contractual relation affecting the provision or marketing of international basic telecommunications services in the United States.

(k) Not Applicable.

(l) Not Applicable.

(m) **(Answer to Question 16)** Not Applicable.

(n) Applicants certify that they have not agreed to accept special concessions, directly or indirectly, from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route and will not enter into such agreements in the future.

(o) Applicants certify that they are not subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998. *See* 21 U.S.C. § 853a; *see also* 47 C.F.R. §§ 1.2001-1.2003.

(p) Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Sections 63.12(a)-(b) of the Commission's Rules, 47 C.F.R. §§ 63.12(a)-(b). In particular, Section 63.12(c)(1) is inapplicable because none of the Applicants are or are affiliated with any foreign carriers and none of the scenarios outlined in Section 63.12(c) of the Commission's Rules, 47 C.F.R. § 63.12(c), apply. Accordingly, this Joint Application qualifies for streamlined processing pursuant to Section 63.12 of the Commission's Rules.

IV. INFORMATION REQUIRED BY SECTION 63.04

Pursuant to Commission Rule 63.04(b), 47 C.F.R. § 63.04(b), Applicants submit the following information in support of their request for domestic Section 214 authority to transfer indirect control of Licensees to LAC as specified in Commission Rule 63.04(a)(6)-(12).

(a)(6) A description of the proposed Transaction is set forth in **Section II** above.

(a)(7) Alpheus Parent does not provide telecommunications services. Both Alpheus Communications and ADS are Competitive Local Exchange Carriers authorized to provide telecommunications services in Texas.

LAC is a holding company that does not provide telecommunications services. LAC's indirect subsidiary, Logix Communications, provides telecommunications services as a Competitive Local Exchange Carrier primarily in Texas and Oklahoma. Logix Communications also has limited resold local exchange operations in Kansas and Missouri and is authorized to provide competitive local exchange and/or interexchange telecommunications services in Kansas and Missouri in addition to Oklahoma and Texas.

(a)(8) Applicants request streamlined processing pursuant to Sections 63.03 of the Commission's Rules, 47 C.F.R. §63.03. Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) because, immediately following the transactions, Transferee (and its Affiliates) will have a market share in the interstate, interexchange market of less than 10 percent, and the Transferee (and its Affiliates) will provide competitive telephone exchange services or exchange access services (if at all) exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the transactions, and none of the Applicants (or their Affiliates) are dominant with respect to any service.

(a)(9) Through this Application, Applicants seek authority with respect to both international and domestic Section 214 authorizations in compliance with Section 63.04(b) of the Commission's rules.

(a)(10) No party is requesting special consideration because it is facing imminent business failure.

(a)(11) Not applicable.

(a)(12) Public Interest Statement

Applicants submit that the proposed Transaction is consistent with the public interest. Alpheus Parent, through Licensees, has a long history of providing wireline telecommunications services in Texas and providing competitive high bandwidth services to enterprise and carrier customers via its owned fiber network. Following consummation of the proposed transactions, Licensees will have access to the expanded managerial and financial support of Logix Communications and its affiliates. Such support will strengthen the competitive position of Licensees to allow them to compete with much larger telecommunications providers in the region.

In addition, the Transaction will be conducted in a manner that is seamless to customers of the Licensees. The transfer of control of the Licensees will not result in a change of carrier for customers or any assignment of authorizations. In addition, the Licensees will continue to provide high-quality communications services to their customers without interruption and without immediate change in rates, terms or conditions. Accordingly, the transactions will be virtually transparent to customers, and in no event will they result in the discontinuance, reduction, loss, or impairment of service to customers.

The Transaction also presents no competitive concerns with respect to the retail and wholesale enterprise services provided by the Applicants. As an initial matter, the “Wireline Competition Bureau has consistently found that, in transactions in which competitive local exchange carriers (LECs) combine to form a stronger competitor to the incumbent LEC, the transaction will enhance competition.”⁸ This is precisely what will occur upon consummation of the Transaction. Logix Communications currently is a competitive, non-dominant provider of telecommunications that primarily serves business and enterprise customers in Texas. Licensees are also competitive, non-dominant providers serving only enterprise and wholesale customers in Texas.

Combining these two complementary networks under the same ownership will allow the Applicants to pair Logix Communications’ strong sales team and substantial experience providing voice and data services to enterprise customers with the Licensees’ extensive fiber footprint and wholesale carrier focus. This combination serves the public interest, necessity, and convenience by strengthening the ability of both companies to vigorously and effectively compete with

more highly-capitalized entities such as the established incumbents, cable companies, and larger competitive providers present in the Applicants’ market today. For example, upon consummation of the Transaction the Applicants anticipate being able to move many existing customers of Logix Communications from “off-net” facilities – last-mile connectivity purchased from another provider, typically the incumbent – to Licensees’ owned facilities. This will achieve significant operational and cost efficiencies, resulting in improved customer-facing benefits such as greater service control and provisioning, the offering of more tailored services, and decreased costs for the Applicants’ customers.⁹

Upon consummation of the transaction, the Applicants will serve approximately 1,368 on-net buildings. Of these on-net buildings, the Applicants estimate that only a tiny fraction (approximately eighteen) are buildings currently served by both Logix Communications and the Licensees; this amounts to 1.3% of the total on-net buildings served by the Applicants. However, the Applicants’ data indicates that *all* of these buildings will continue to be served by *two or more* other providers upon consummation of the Transaction. In addition, the Applicants’ in-building penetration rate in these buildings is often quite low. For example, in most of these

⁸ *Applications Filed for the Transfer of Control of tw telecom inc. to Level 3 Communications, Inc.*, Memorandum Opinion and Order, 29 FCC Rcd. 12842, 12846 ¶ 13 (Wireline Comp. Bur. & Int’l Bur. 2014) (internal citations omitted).

⁹ The Commission has consistently recognized the benefits that accrue to providers utilizing owned facilities. *See, e.g., Applications of XO Holdings and Verizon Communications Inc. for Consent to Transfer Control of Licenses and Authorizations*, Memorandum Opinion and Order, 31 FCC Rcd 12501, 12509 n. 52 (Wireline Comp. Bur., Wireless Bur., and Int’l Bur. 2016) (“The Commission has previously found that many purchasers of wholesale special access services view Type I services as substantially superior to Type II services that are provided over a combination of the carrier's own facilities and the BDS of another carrier, because of differences in performance, reliability, security, and price – differences that are sufficiently large that Type I special access services fall into a separate relevant product market than BDS that are not provisioned wholly over a carrier's own facilities.”).

buildings, Logix Communications serves no more than 10% of the available customers. In short, the Transaction will enhance the Applicants' ability to compete with more established, well-financed providers while not negatively impacting the otherwise vibrant and competitive market for wholesale and retail enterprise services.

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 for the transfer of indirect ownership and control of Licensees to Transferee.

Respectfully submitted,

/s/ Brian D. Weimer

/s/ Joshua M. Bobeck

Brian D. Weimer
W. Ray Rutngamlug
Douglas A. Svor
SHEPPARD MULLIN RICHTER &
HAMPTON LLP
2099 Pennsylvania Avenue, NW
Suite 100
Washington, DC 20006-6801
Tel: 202-747-1900
Fax: 202-747-1901
BWeimer@sheppardmullin.com
RRutngamlug@sheppardmullin.com
DSvor@sheppardmullin.com

Andrew D. Lipman
Joshua M. Bobeck
Stephany Fan
MORGAN, LEWIS & BOCKIUS LLP
1111 Pennsylvania Avenue, NW
Washington, DC 20004-2541
Tel: 202-739-3000
Fax: 202-739-3001
andrew.lipman@morganlewis.com
joshua.bobek@morganlewis.com
stephany.fan@morganlewis.com

Counsel for LOGIX Acquisition Company, LLC

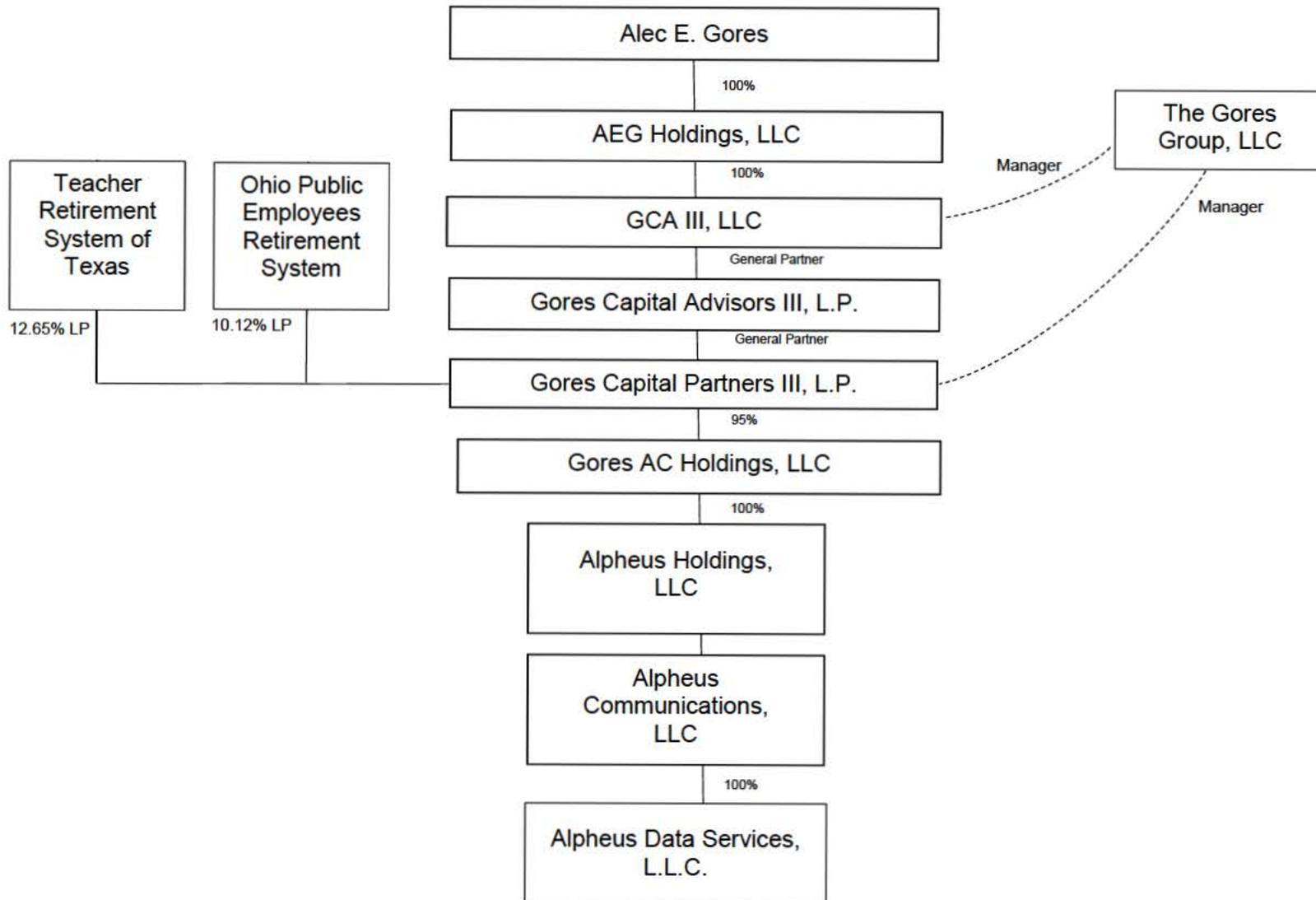
*Counsel for Alpheus Communications, LLC,
Alpheus Data Services, L.L.C. and Gores
AC Holdings, LLC*

Dated: June 12, 2017

EXHIBIT A

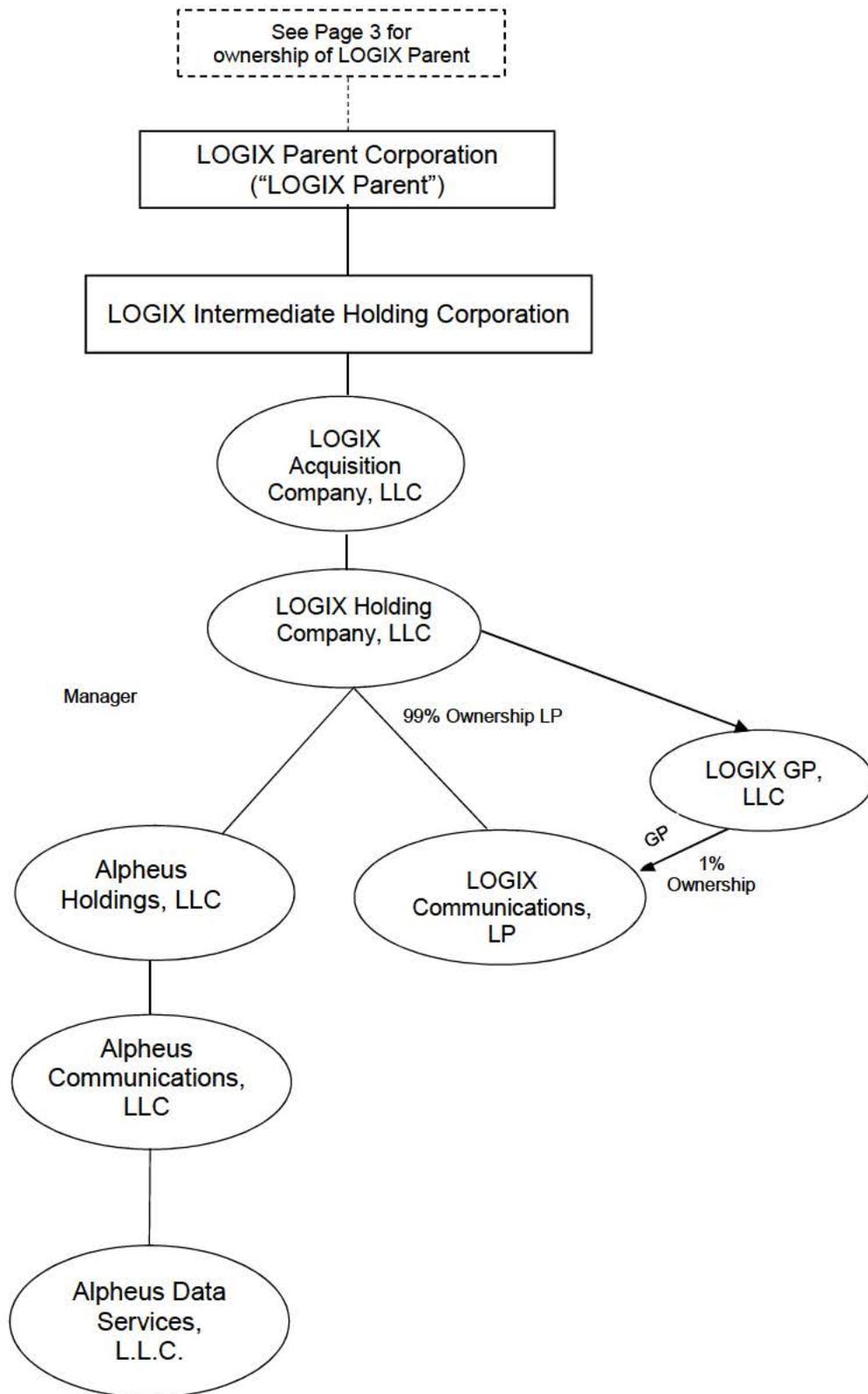
Diagrams of the Pre- and Post-Transaction Corporate Ownership Structures

Current Simplified Ownership Structure of Alpheus



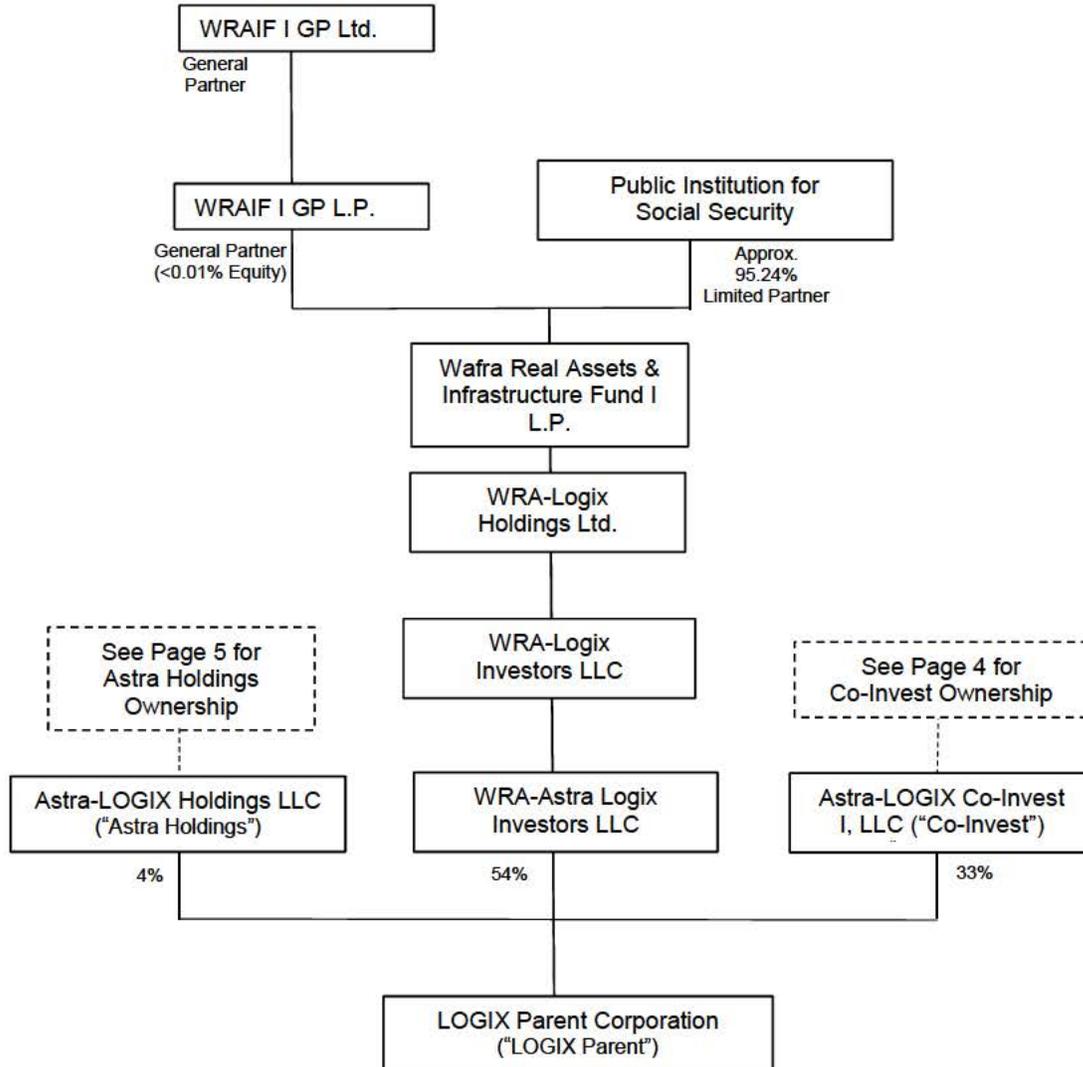
Unless otherwise indicated all ownership percentages are 100%.

Post-Closing Ownership Structure of Alpheus Communications and ADS



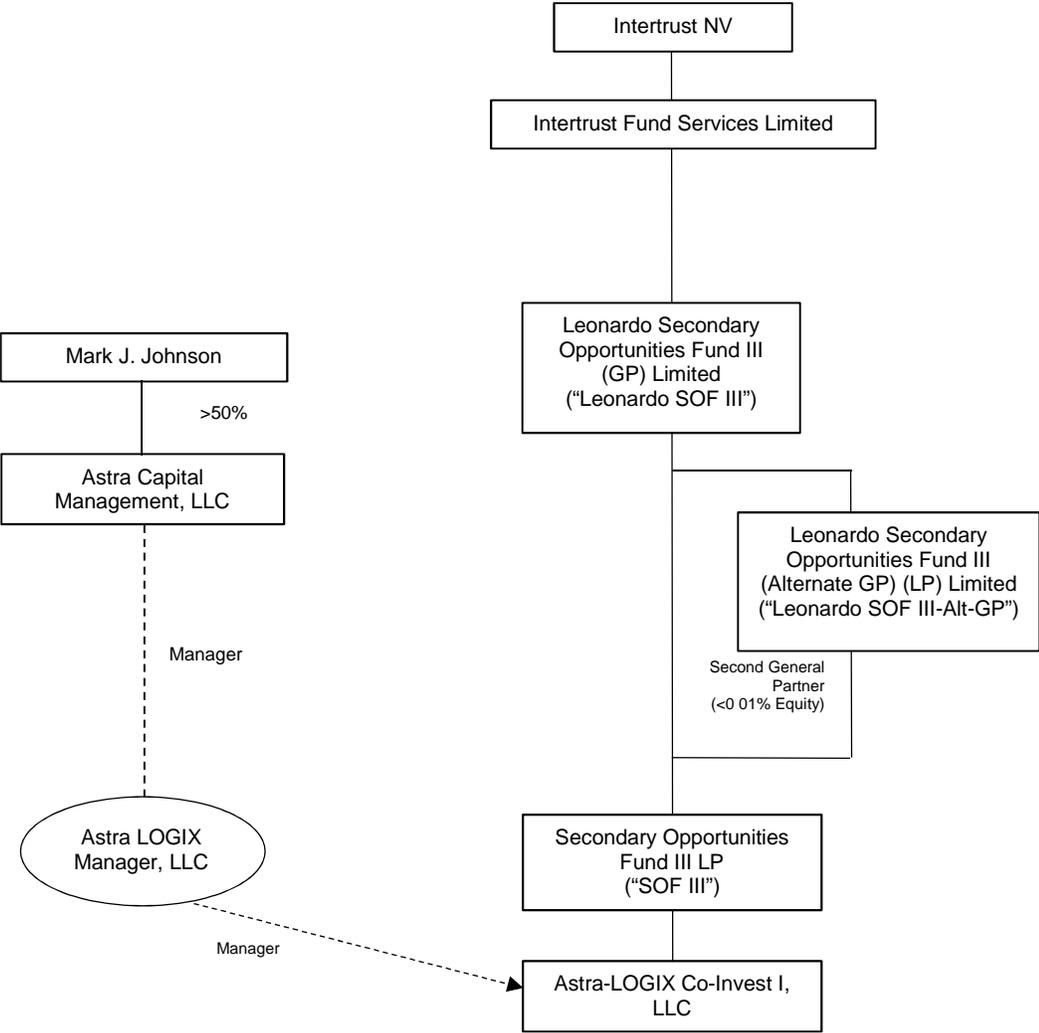
Unless otherwise indicated all ownership percentages are 100%.

Post-Closing Ownership Structure of LOGIX Parent



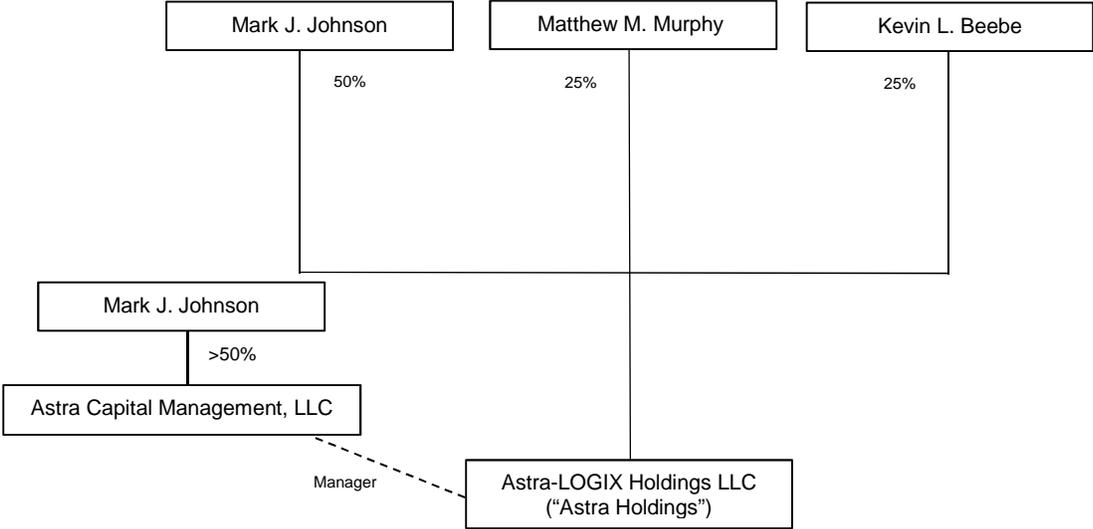
Unless otherwise indicated all ownership percentages are 100%.

Post-Closing Ownership Structure of Co-Invest



Unless otherwise indicated all ownership percentages are 100%.

Post-Closing Ownership Structure of Astra Holdings



Unless otherwise indicated all ownership percentages are 100%.

VERIFICATIONS

VERIFICATION

I, Scott Widham, state that I am the Chief Executive Officer of Alpheus Communications, LLC and Alpheus Data Services, L.L.C., and that I am Vice President of Gores AC Holdings, LLC; that I am authorized to make this Verification on behalf of Alpheus Communications, LLC, Alpheus Data Services, L.L.C. and Gores AC Holdings, LLC; 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.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 8 day of June, 2017.



Scott Widham
CEO, Alpheus Communications, LLC and
Alpheus Data Services, L.L.C.
Vice President, Gores AC Holdings, LLC

VERIFICATION

I, Mark J. Johnson, state that I am the President and CEO of LOGIX Intermediate Holding Corporation, the sole member and manager of LOGIX Acquisition Company, LLC ("LAC"); that I am authorized to make this Verification on behalf of LAC; that the foregoing filing was prepared under my direction and supervision; and that the contents are true and correct to my knowledge, information, and belief. I declare under penalty of perjury that the foregoing is true and correct. Executed this 8th day of June, 2017.

A handwritten signature in black ink, appearing to read 'Mark J. Johnson', is written over a horizontal line.

Mark J. Johnson
President & CEO
LOGIX Intermediate Holding Corporation