

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

In the Matter of the Joint Application of)
)
Virginia Everywhere, LLC, Transferor,)
)
and)
)
Searchlight TYP Holdco, LLC, Transferee,)
)
For Consent to Transfer of Control of)
All Points Northern Neck, LLC Pursuant)
to Section 214 of the Communications Act)
of 1934, as Amended)

WC Docket No. 21-_____

JOINT APPLICATION

Pursuant to Section 214 of the Communications Act of 1934, as amended (“the Act”),¹ and Sections 63.03 and 63.04 of the rules of the Federal Communication Commission (“Commission”),² Virginia Everywhere, LLC d/b/a All Points Broadband (“APB” or “Transferor”) and Searchlight TYP Holdco, LLC (“SCP Holdco” or “Transferee” and, together with APB, “Applicants”), by their undersigned representatives, hereby jointly request Commission consent for the transfer of control of All Points Northern Neck, LLC (“All Points Northern Neck”), a wholly owned subsidiary of APB that has been designated by the Commission as an eligible telecommunications carrier (“ETC”), to SCP Holdco (the “Proposed Transaction”).

¹ 47 U.S.C. § 214.

² 47 C.F.R. §§ 63.03, 63.04.

As described herein, the Proposed Transaction will promote the public interest by providing APB with additional financial resources and management expertise that will allow the company to accelerate its efforts to deploy fiber-based broadband services in unserved areas and thereby help bridge the digital divide.

I. DESCRIPTION OF THE APPLICANTS

A. Virginia Everywhere, LLC d/b/a All Points Broadband

APB is a limited liability company organized under the laws of Delaware. Founded in 2014, APB is a rural Internet service provider that serves approximately 25,000 end users in Virginia, Kentucky, Maryland, and West Virginia using a combination of fiber-to-the-home (“FTTH”) and fixed wireless technologies. Through innovative partnerships with electric utilities and local governments in rural areas with substantial numbers of homes without broadband connectivity, APB is actively expanding its FTTH platform to help bridge the digital divide.

Central to these efforts is All Points Northern Neck, a direct wholly owned subsidiary of APB. As part of a bidding consortium, All Points Northern Neck was preliminarily awarded more than \$11.8 million in Phase I of the Rural Digital Opportunity Fund (“RDOF”) program to support deployment of fiber-based broadband and interconnected Voice-over-Internet-Protocol (“VoIP”) services to 7,670 locations in the Northern Neck area of Virginia. All Points Northern Neck’s long-form RDOF application, which was filed on January 29, 2021 and has since been supplemented as required by RDOF procedures and at the direction of Commission staff, remains pending. On June 8, 2021, the Commission designated All Points Northern Neck as an

ETC for purposes of receiving RDOF support.³ APB understands that, as a consequence of this designation, All Points Northern Neck may be deemed by the Commission to hold blanket domestic Section 214 authority pursuant to Section 63.01 of the Commission’s rules.⁴ (APB does not hold international Section 214 authority.) Accordingly, APB and SCP Holdco are seeking Commission approval for the transfer of control of All Points Northern Neck.

B. Searchlight TYP Holdco, LLC

SCP Holdco is a limited liability company organized under the laws of the state of Delaware. SCP Holdco will be predominantly owned and controlled by entities affiliated with Searchlight Capital Partners, L.P., a limited partnership organized under the laws of the state of Delaware (collectively, “Searchlight”).⁵ Searchlight is a leading private equity investment firm that has worked successfully in partnership with businesses across the Americas and Europe, including those in the communications sector.⁶ Searchlight is ultimately controlled by its three

³ *Telecommunications Carriers Eligible for Universal Service Support et al.*, WC Docket No. 09-197 et al., Order, DA 21-663 (rel. June 8, 2021) (“*RDOF ETC Order*”).

⁴ 47 C.F.R. § 63.01; *see also RDOF ETC Order* ¶ 30.

⁵ Although SCP Holdco has never held domestic or international Section 214 authority, the Commission has approved the transfer of control of entities holding such authority to other affiliates of Searchlight. *See, e.g., Applications Filed for the Transfer of Control of Certain Subsidiaries of Frontier Communications Corporation to Northwest Fiber, LLC*, Memorandum Opinion and Order and Declaratory Ruling, 34 FCC Rcd 12344 (2019).

⁶ Searchlight has extensive expertise investing in the global communications sector, with relevant experience investing in and partnering with fixed and wireless broadband service providers. Recent examples of such partnership-focused investments include: (i) Consolidated Communications, a residential broadband provider in the Northeast and Midwest, as well as in California and Texas; (ii) Zply Fiber, a residential broadband provider in the Pacific Northwest that was recently carved out of Frontier Communications; (iii) Bezeq, an Israeli provider of broadband, video, and voice services; (iv) Liberty Latin America, one of the largest communications operators in the Caribbean and Latin America; (v) Uniti Group, a U.S.-listed real estate investment trust that owns and manages fiber and tower infrastructure on behalf of Windstream and other carriers; (vi) Eolo, an Italian fixed wireless broadband services provider; (vii) GCI, the largest communications provider in Alaska (subsequently sold to Liberty

founding partners, Eric Zinterhofer (a U.S. citizen), Erol Uzumeri (a Canadian citizen), and Oliver Haarmann (a German citizen).

Alongside Searchlight, Simple Broadband, LLC (“Simple Broadband”) will be a minority investor in APB.⁷ Simple Broadband is a platform established by Simple Networks LLC and Armavir Partners LLC to invest in broadband-related opportunities. Simple Broadband’s principals have decades of experience investing in and operating broadband businesses in the Americas and Europe, with a particular focus on growing small operators to scale.

II. DESCRIPTION OF THE PROPOSED TRANSACTION

On July 2, 2021, APB; SCP Holdco; Searchlight TYP Merger Sub, LLC, a Delaware limited liability company and a direct wholly owned subsidiary of SCP Holdco (“SCP Merger Sub”); and Shareholder Representative Services LLC (as the securityholder representative) entered into an agreement pursuant to which SCP Merger Sub will merge with and into APB, with APB surviving the merger as the wholly owned subsidiary of SCP Holdco.

The Proposed Transaction is expected to be completed in the third or fourth quarter of 2021, subject to the Commission’s approval of All Points Northern Neck’s pending long-form RDOF application and this application. In addition to this Joint Application, Applicants are also filing applications with the Wireless Telecommunications Bureau for the transfer of control of microwave licenses held by APB and with the Virginia State Corporation Commission for the transfer of control of APB’s certificate of public convenience and necessity, and will file

Broadband); and (viii) Electric Lightwave, a fiber-based competitive communications provider in the Pacific Northwest (currently owned by Zayo).

⁷ Searchlight and Simple Broadband have not yet determined the precise allocation of their respective equity interests in SCP Holdco, but Simple Broadband’s interest will not exceed 15 percent. In light of the potential for Simple Broadband’s interest in SCP Holdco to exceed 10 percent, the Applicants request that the Commission evaluate this Joint Application as if that will be the case.

appropriate notices with other state commissions as and when appropriate. Applicants seek to consummate the Proposed Transaction promptly after All Points Northern Neck is authorized by the Commission to receive RDOF support, which authorization is a condition to closing the Proposed Transaction.

Diagrams of the pre- and post-Proposed Transaction corporate structure of Applicants are attached hereto as Exhibits A and B, respectively.

III. PUBLIC INTEREST STATEMENT

Pursuant to Section 214 of the Act, the Commission will approve a transfer of control of an authorization if it concludes that, after balancing the potential benefits and harms, doing so would serve the public interest, convenience, and necessity.⁸ The Proposed Transaction easily satisfies this legal standard. Consistent with Commission standards and requirements, Applicants respectfully request that the Commission find that the Proposed Transaction is in the public interest and grant this Joint Application.

First, the Proposed Transaction will provide APB and its subsidiaries, including All Points Northern Neck, access to capital from new funding sources by bringing in new equity investors. These private equity investors' substantial financial resources will enable APB to continue to provide high-quality broadband services to its customers, who will suffer no loss or impairment of service as a result of the Proposed Transaction. Moreover, the strong financial position of SCP Holdco's owners will strengthen APB's ability to enhance and expand its infrastructure, geographical reach, and service offerings. In particular, as a result of this infusion of capital, APB will be well positioned to accelerate the network construction and deployment of FTTH and VoIP services that All Points Northern Neck has described in its long-form RDOF

⁸ 47 U.S.C. § 214.

application. In all other respects, however, APB's deployment plans will remain unchanged as a result of the Proposed Transaction. The Proposed Transaction therefore will serve the public interest because it will not result in any harms to APB's existing customers and will enhance the company's ongoing efforts to bridge the digital divide.

Second, although APB's existing management team will not change as a result of the Proposed Transaction, its expertise will be supplemented with the managerial capabilities and resources of SCP Holdco and its owners, which have extensive experience in the communications industry. This additional support will help steer APB's service enhancements and expansion, including in connection with All Points Northern Neck's deployment of FTTH and VoIP services. Notably, All Points Northern Neck has, and following the consummation of the Proposed Transaction will continue to have, the necessary managerial and operational expertise to meet the company's RDOF buildout and performance obligations.

Third, while the Proposed Transaction will enhance APB's capabilities, it will not adversely affect competition in any geographic market. In particular, the Proposed Transaction will not eliminate any telecommunications service provider. Moreover, neither SCP Holdco nor its owners provide, or hold an attributable interest in any entity that provides, any telecommunications services in the markets where APB operates. Accordingly, the Proposed Transaction does not pose a threat of anticompetitive effects in connection with any telecommunications service. To the contrary, by enabling APB to enhance and expand its service offerings and therefore better compete with other service providers, the Proposed Transaction will be pro-competitive.

Fourth, because the proposed change in ownership will occur at the investor level, the Proposed Transaction will be seamless with respect to APB's existing customers. APB will

continue to provide high-quality broadband services to its customers, and, apart from gradually replacing APB's fixed wireless network with FTTH connectivity, SCP Holdco has no plans to discontinue any existing services or otherwise implement any changes in rates, terms, or conditions in connection with the Proposed Transaction.

For these reasons, the Proposed Transaction will serve the public interest, convenience, and necessity, and the Commission therefore should grant this Joint Application.

IV. INFORMATION REQUIRED BY 47 C.F.R. § 63.04

In support of their request for consent to transfer control of the domestic Section 214 authorization held by Licensee, Applicants submit the following information pursuant to Section 63.04 of the Commission's rules:

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

Transferor

Virginia Everywhere, LLC
Attn: FCC Notices
1021 E. Cary Street
Suite 1150
Richmond, Virginia 23219
Tel: (703) 554-6600

Transferee

Searchlight TYP Holdco, LLC
c/o Searchlight Capital Partners, L.P.
Attn: Darren Glatt, Nadir Nurmohamed
745 Fifth Avenue
26th Floor
New York, NY 10151
Tel: (212) 293-3730
dglatt@searchlightcap.com
nurmohamed@searchlightcap.com

(a)(2) Jurisdiction under which each Applicant is organized:

APB is a limited liability company organized under the laws of the state of Delaware.

SCP Holdco is a limited liability company organized under the laws of the state of Delaware.

(a)(3) Correspondence concerning this Joint Application should be addressed to:

Transferor

James Carr
CEO
Virginia Everywhere, LLC
1021 E. Cary Street
Suite 1150
Richmond, VA 23219
Tel: (703) 554-6600
legal@allpointsbroadband.com

Transferee

Nadir Nurmohamed
General Counsel & CCO
Searchlight Capital Partners, L.P.
745 Fifth Avenue
26th Floor
New York, NY 10151
Tel: (212) 293-3730
nnurmohamed@searchlightcap.com

with a copy to

Stephen E. Coran
Lerman Senter PLLC
2001 L Street NW
Suite 400
Washington, DC 20036
Tel: (202) 416-6744
scoran@lermansenter.com

with a copy to

Matthew A. Brill
Michael H. Herman
Latham & Watkins LLP
555 Eleventh Street NW
Suite 1000
Washington, DC 20004
Tel: (202) 637-2200
matthew.brill@lw.com
michael.herman@lw.com

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

Transferor

The following individuals and entities currently hold a 10% or greater direct or indirect equity or voting interest in APB:

Name:	James G. Carr
Address:	1021 E. Cary Street, Suite 1150
City, State, Zip:	Richmond, VA 23219
Citizenship:	United States
Principal Business:	CEO of Virginia Everywhere, LLC
Percentage of Ownership:	11.96%

Name: Braddock Partners, LP
Address: 2 West Marshall Street, P.O. Box 998
City, State, Zip: Middleburg, VA 20118
Citizenship: United States (Delaware limited partnership)
Principal Business: Investment
Percentage of Ownership: 32.9%

Name: Plains Acquisition Group LLC
Address: 251 Little Falls Drive
City, State, Zip: Wilmington, DE 19808
Citizenship: United States (Delaware limited liability company)
Principal Business: Investment
Percentage of Ownership: 22.6%

No owner of either Braddock Partners, LP or Plains Acquisition Group LLC has an ownership interest that would constitute an indirect ownership interest of 10% or more in Virginia Everywhere, LLC.

Transferee

Upon closing of the Proposed Transaction, the following individuals and entities will hold a 10% or greater direct or indirect equity or voting interest in SCP Holdco⁹:

Name: Searchlight TYP, L.P.
Address: 745 Fifth Avenue
26th Floor
City, State, Zip: New York, NY 10151
Citizenship: Delaware
Principal Business: Holding Company
Percentage of Ownership: ≥ 85% (equity, directly in SCP Holdco); 100% (voting, directly in SCP Holdco)

Name: Searchlight TYP GP, LLC
Address: 745 Fifth Avenue
26th Floor
City, State, Zip: New York, NY 10151
Citizenship: Delaware
Principal Business: Holding Company

⁹ Additional investors in SCP Holdco are being contemplated. To the extent that any such additional investment represents a 10% or greater direct or indirect equity or voting interest in SCP Holdco, Applicants will supplement this Joint Application.

Percentage of Ownership: 0% (equity); 100% (voting, as sole general partner of Searchlight TYP, L.P.)

Searchlight TYP GP, LLC is controlled by its three members, Eric Zinterhofer (a U.S. citizen), Erol Uzumeri (a Canadian citizen), and Oliver Haarmann (a German citizen), who are the three founding partners of Searchlight Capital Partners, L.P.

Name: Searchlight Fiber Alliance, L.P.
Address: 745 Fifth Avenue
26th Floor
City, State, Zip: New York, NY 10151
Citizenship: Delaware
Principal Business: Investment Activities
Percentage of Ownership: \geq 85% (equity, through interest in Searchlight TYP, L.P.); 0% (voting)

Name: Searchlight Fiber Alliance GP, L.P.
Address: 745 Fifth Avenue
26th Floor
City, State, Zip: New York, NY 10151
Citizenship: Delaware
Principal Business: Investment Activities
Percentage of Ownership: \geq 85% (equity, as sole general partner of Searchlight Fiber Alliance, L.P.); 0% (voting)

Name: Searchlight Fiber Alliance GP, LLC
Address: 745 Fifth Avenue
26th Floor
City, State, Zip: New York, NY 10151
Citizenship: Delaware
Principal Business: Investment Activities
Percentage of Ownership: \geq 85% (equity, as sole general partner of Searchlight Fiber Alliance GP, L.P.); 0% (voting)

Searchlight Fiber Alliance GP, LLC is ultimately owned by Eric Zinterhofer (a U.S. citizen), Erol Uzumeri (a Canadian citizen), and Oliver Haarmann (a German citizen), who are the three founding partners of Searchlight Capital Partners, L.P.

Name: Simple Broadband, LLC
Address: 1225 Park Avenue
Apt. 17D
City, State, Zip: New York, NY 10128
Citizenship: Delaware

Principal Business: Investment Activities
Percentage of Ownership: ≤ 15% (equity, directly in SCP Holdco); ≤ 15% (voting, directly in SCP Holdco)

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

Applicants certify that no party to this Joint Application 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 area in which Transferor and Transferee (and their affiliates) offer domestic telecommunications services, and what services are provided in each area:

APB, pursuant to All Points Northern Neck's ETC designation, will provide interconnected VoIP service on a common carrier basis to 7,670 locations (comprising 1,299 census blocks) in the Northern Neck area of Virginia.¹⁰

(a)(8) Statement as to this Joint Application's eligibility for streamlined treatment:

This Joint Application is eligible for streamlined processing pursuant to Section 63.03 of the Commission's rules.¹¹ In particular, it is eligible for streamlined processing under Section 63.03(b)(1)(ii) because SCP Holdco is not a telecommunications provider,¹² and under Section 63.03(b)(2)(i) because (i) SCP Holdco and its affiliates would have a market share in the interstate, interexchange market of less than 10 percent, (ii) SCP Holdco and its affiliates would

¹⁰ The particular census blocks in which All Points Northern Neck has been designated as an ETC are listed in Exhibit A of the company's ETC designation petition. *See* All Points Northern Neck Petition for Designation as an Eligible Telecommunications Carrier Pursuant to Section 214(e)(6) of the Communications Act of 1934, as Amended, WC Docket No. 09-197 (filed Dec. 23, 2020).

¹¹ *See* 47 C.F.R. § 63.03.

¹² *See id.* § 63.03(b)(1)(ii).

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 Proposed Transaction, and (iii) neither of the Applicants is dominant with respect to any service.¹³ Applicants understand, however, that the Wireline Competition Bureau may elect not to apply streamlined treatment to this Joint Application because of the pendency of All Points Northern Neck's long-form RDOF application. Nevertheless, Applicants submit that expeditious approval of this Joint Application would serve the public interest.

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

In addition to requesting consent to transfer control of the domestic Section 214 authorization held by Licensee, Applicants will seek consent to transfer control of microwave licenses held by APB.

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

Applicants are not requesting special consideration because no parties to the Proposed Transaction are facing imminent business failure.

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

No separately filed waivers are currently being sought in conjunction with the Proposed Transaction.

(a)(12) Statement showing how grant of this Joint Application will service the public interest, convenience, and necessity:

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

¹³ See *id.* § 63.03(b)(2)(i).

V. CONCLUSION

For the foregoing reasons, the Commission's grant of this Joint Application will serve the public interest, convenience, and necessity. Accordingly, Applicants respectfully request that the Commission grant this Joint Application.

Respectfully submitted,

/s/ Stephen E. Coran

/s/ Matthew A. Brill

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Suite 400
Washington, DC 20036
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scoran@lermansenter.com

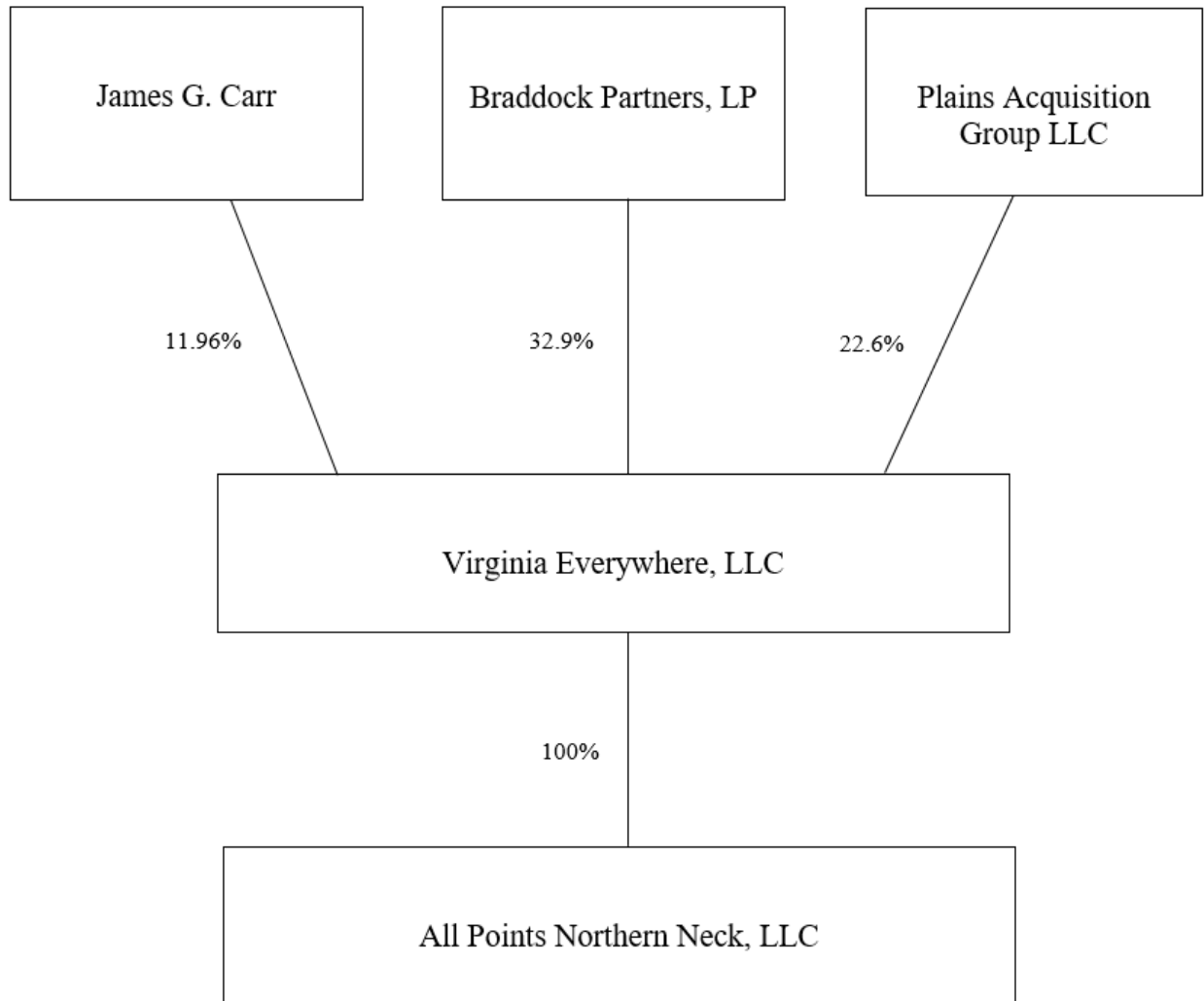
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michael.herman@lw.com

Counsel to Virginia Everywhere, LLC

*Counsel to Searchlight TYP Holdco,
LLC*

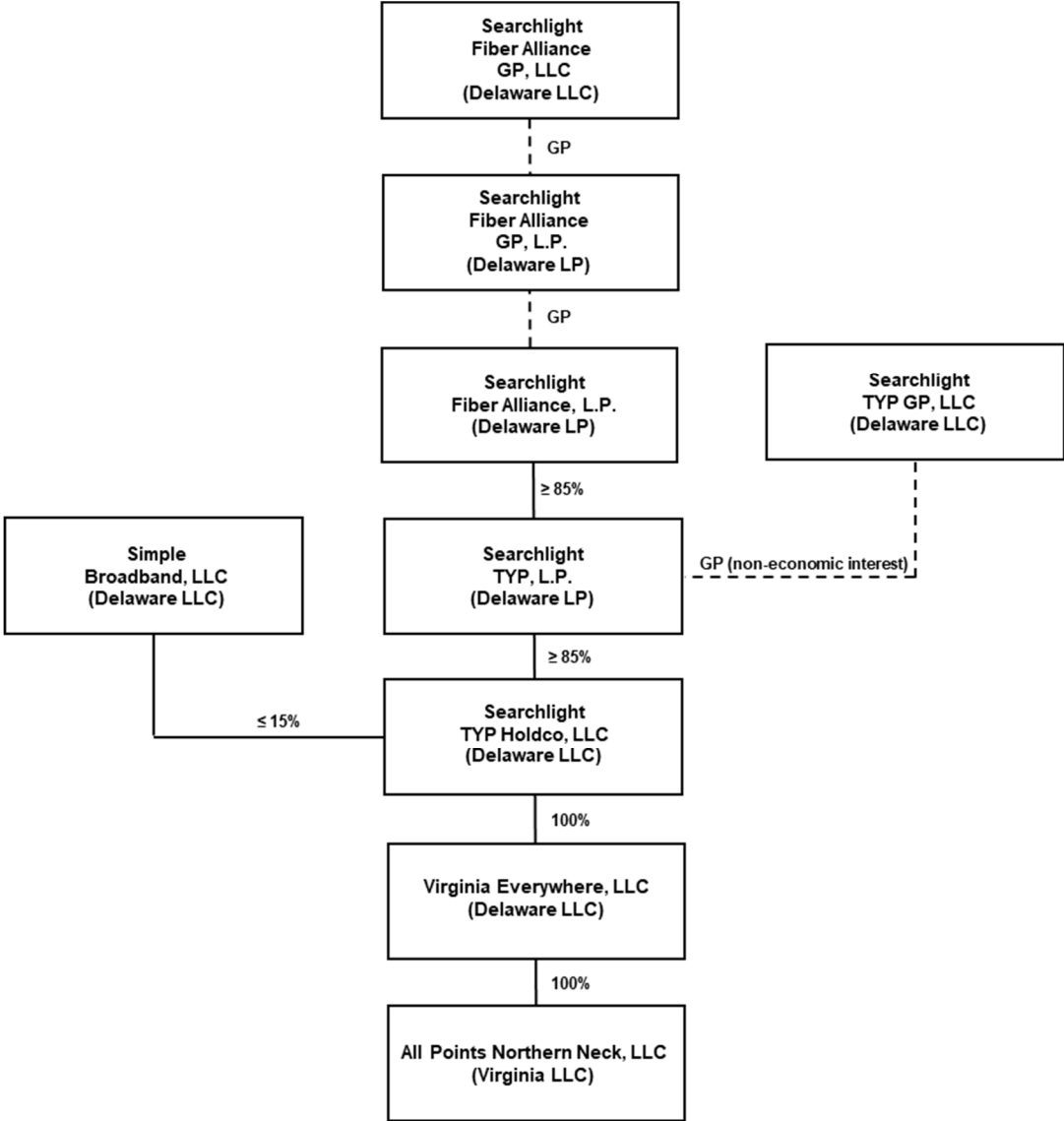
Date: August 18, 2021

EXHIBIT A
PRE-PROPOSED TRANSACTION CORPORATE STRUCTURE¹⁴



¹⁴ Shows only owners of 10% or more in Virginia Everywhere, LLC and All Points Northern Neck, LLC.

**EXHIBIT B
POST-PROPOSED TRANSACTION CORPORATE STRUCTURE**



VERIFICATION

I, Nadir Nurmohamed, state that I am General Counsel and Chief Compliance Officer of Searchlight Capital Partners, L.P.; that, at the closing of the Proposed Transaction, Searchlight TYP Holdco, LLC will be predominantly owned and controlled by entities affiliated with Searchlight Capital Partners, L.P.; that I am authorized to make this Verification on behalf of Searchlight TYP Holdco, 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 Searchlight TYP Holdco, 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 17th day of August 2021.



Nadir Nurmohamed
General Counsel & CCO
Searchlight Capital Partners, L.P.

VERIFICATION

I, Evan Grayer, state that I am Co-Founder of Simple Broadband, LLC, which, at the closing of the Proposed Transaction, will be a minority investor in Searchlight TYP Holdco, LLC; that I am authorized to make this Verification on behalf of Simple Broadband, 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 Simple Broadband, 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 18th day of August 2021.



Evan Grayer
Co-Founder
Simple Broadband, LLC

VERIFICATION

I, James G. Carr, state that I am the CEO of Virginia Everywhere, LLC; that, at the closing of the Proposed Transaction, Virginia Everywhere, LLC will be predominantly owned and controlled by Searchlight TYP Holdco, LLC, which in turn will be predominantly owned and controlled by entities affiliated with Searchlight Capital Partners, L.P.; that I am authorized to make this Verification on behalf of Virginia Everywhere, 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 Virginia Everywhere, 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 18th day of August 2021.

DocuSigned by:
James Gerrit Carr
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James G. Carr
CEO
Virginia Everywhere, LLC