

Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, DC 20554

| | | |
|---|---|---------------------|
| In the Matter of |) | |
| |) | |
| Lightbound, LLC |) | |
| <i>Transferor</i> |) | |
| |) | |
| and |) | Docket No. 18-_____ |
| |) | |
| DataBank Holdings Ltd. |) | |
| <i>Transferee</i> |) | |
| |) | |
| Joint Application for Consent to Transfer |) | |
| Control of Domestic and International |) | |
| Authorizations Pursuant to Section 214 of the |) | |
| Communications Act of 1934, As Amended |) | |

**JOINT APPLICATION TO TRANSFER CONTROL OF DOMESTIC AND
INTERNATIONAL SECTION 214 AUTHORIZATIONS**

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 Commission’s rules,² Lightbound, LLC (“Lightbound” or “Transferor”) and DataBank Holdings Ltd. (“DataBank” or “Transferee”) request Commission consent to transfer control of the domestic and international Section 214 authorizations of Lightbound’s wholly-owned subsidiary, HRS Internet, LLC (“HRS Internet”) (together with Lightbound and DataBank, “Applicants”) from Lightbound to DataBank.

In accordance with the requirements of Section 63.04(b) of the Commission’s Rules, the Applicants submit the following information:

¹ 47 U.S.C. § 214.

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

Section 63.04(6) Description of the Transaction.

With this application, the parties are seeking Commission consent to the transfer of control of HRS Internet to DataBank. The transaction will be carried out through the merger of HRS Internet's direct parent entity, LightBound, with a direct subsidiary of DataBank that has been created under Indiana law specifically for this transaction. LightBound will be the surviving entity of this merger, resulting in it becoming a wholly-owned direct subsidiary of DataBank. A depiction of the structure of the transaction is provided at the end of this Application. As consideration for the transaction, cash payment will be made to the current owners of LightBound.

Section 63.04(7) Description of the geographic areas in which the transferor and transferee (and their affiliates) offer domestic telecommunications services, and what services are provided in each area.

HRS Internet provides facilities-based local exchange and competitive access telecommunications services throughout the state of Indiana. In addition to traditional legacy voice services, HRS Internet provides co-location services and IP-based services including VoIP, cloud (including hosted PBX), broadband Internet access, and network services. HRS Internet also provides non-facilities-based international telecommunications services pursuant to authorization by the Commission in File No. ITC-214-20080612-00268. HRS Internet is not affiliated with any other entity that offers telecommunications services.

Neither the transferee nor any of its affiliates is a provider of telecommunications services.

Section 63.04(8) A statement as to how the application fits into one or more of the presumptive streamlined categories in this section or why it is otherwise appropriate for streamlined treatment.

Applicants respectfully submit that this application presumptively qualifies for streamlined treatment because (1) neither the transferee nor any of its affiliates are providers of

telecommunications services and (2) no party to this application is dominant with respect to any telecommunications service.

Section 63.04(9) Identification of all other Commission applications related to the same transaction.

No other applications are being submitted to the Commission in relation to this proposed transaction.

Section 63.04(10) A statement of whether the applicants are requesting special consideration because either party to the transaction is facing imminent business failure.

No party to this application is facing imminent business failure.

Section 63.04(11) Identification of any separately filed waiver requests being sought in conjunction with the transaction.

No waiver requests are being sought in conjunction with the proposed transaction.

Section 63.04(12) A statement showing how grant of the application will serve the public interest, convenience and necessity, including any additional information that may be necessary to show the effect of the proposed transaction on competition in domestic markets.

The grant of the proposed transaction will serve the public interest. HRS Internet provides telecommunications services on a competitive basis primarily to enterprise customers in Indiana. The proposed transaction will increase the financial resources of HRS Internet, better ensuring its ability to continue to provide innovative and diversified telecommunications services to its customers. At the same time, the proposed transaction will have no unfavorable effects to competition in the telecommunications industry because the proposed transferee is not a provider of telecommunications services and would not have begun providing telecommunications services absent this transaction. Further, no carrier is being eliminated as a result of the transaction. HRS Internet will continue to provide quality service to its customers.

**Attachment for
International Transfer of Control Application**

Answer to Question 10

Contact information for application:

For Transferor:

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For Transferee:

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Legal Counsel
Jones Day
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Washington, DC 20001-2113
Office 202.879.3630
Mobile 703.216.3910
bolcott@jonesday.com

HRS Internet, LLC holds a 214 authorization, File Number ITC-214-20080612-00268 authorizing it to provide non-facilities-based global resale services.

Answer to Question 11

DataBank Holdings Ltd. (“DataBank”) is a Texas incorporated entity that is a wholly-owned indirect subsidiary of Data Bridge Holdings, LLC (“Data Bridge”), which is a Delaware incorporated entity. DataBank is owned by Data Bridge through five intervening subsidiaries, all of which are Delaware incorporated entities that exist for various tax and organizational purposes. A depiction of this ownership structure is provided in the chart below.

Four entities hold indirect equity interests of 10% or more in Data Bridge and, correspondingly, in DataBank. They are the Teachers Insurance and Annuity Association of America, The Allstate Corporation, Edgewater Funds and CBRE Caledon Capital Management Inc.

Teachers Insurance and Annuity Association of America
730 Third Avenue
New York, NY 10017

Teachers Insurance and Annuity Association of America (“TIAA”) is a life insurance company that is incorporated in New York. TIAA indirectly holds a 33% equity interest in Data Bridge through its wholly-owned subsidiary, 730 Databridge, LLC, which is also incorporated in New York.

The Allstate Corporation
3075 Sanders Road
Northbrook, Illinois 60062

The Allstate Corporation (“Allstate”) is an insurance company incorporated under the laws of Delaware. Allstate, indirectly holds an aggregate 14% interest in Data Bridge through several intervening subsidiaries. Allstate, through a holding company, Allstate Insurance Holdings, LLC (a Delaware LLC), wholly owns Allstate Insurance Company (“Allstate Insurance”), which is an Illinois corporation that directly holds a 7% interest in Data Bridge. Allstate Insurance has a wholly-owned subsidiary, Allstate Life Insurance Company (“Allstate Life”), which is also an Illinois corporation that directly holds a 6% interest in Data Bridge. Allstate Life has a wholly-owned subsidiary, Allstate Life Insurance Company of New York, which is a New York corporation that directly holds a 1% interest in Data Bridge.

Edgewater Funds
900 North Michigan Avenue
Suite 1800
Chicago, Illinois 60611

Edgewater Funds is an investment funds manager. Edgewater, through two general partners, manages EW Data Bridge Holdings, LLC (“EW Data Bridge”), which is incorporated in Delaware and holds a 13% interest in Data Bridge. No individual or entity holds a membership interest of 10% or more in EW Data Bridge. The two general partners over EW Data Bridge are Edgewater Growth Capital Management SMA, L.P., which manages 77% of the membership interests in EW Data Bridge, and Edgewater Growth Capital Management IV, L.P., which manages 23% of the membership interests in EW Data Bridge. Both of these general partners are organized under the laws of Delaware.

CBRE Caledon Capital Management Inc.
141 Adelaide Street West
Suite 1500
Toronto, Ontario, M5H 3L5

CBRE Caledon Capital Management Inc. (“CBRE Caledon”) is an investment fund manager incorporated in Ontario. CBRE Caledon indirectly manages an approximately 12% interest in Data Bridge through intervening subsidiaries. Specifically, 38% of the equity interests in Data Bridge are held by DB US Data Center Holdings, LLC (“DB USDCH”), which is a Delaware limited liability corporation. 33% of the equity interests in DB USDCH are held by Caledon Databank Aggregator, L.P. (“CDB Aggregator”), which is a Delaware limited partnership. No party holds a partnership interest of 10% or more in CDB Aggregator. CBRE Caledon manages CDB Aggregator through Caledon Capital Investments Inc. (an Ontario corporation), which is the General Partner of CDB Aggregator.

Answer to Question 13

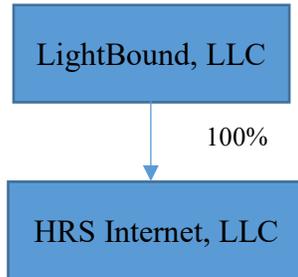
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Answer to Question 20

Applicants respectfully submit that this application qualifies for streamline processing under Section 63.12 of the Commission’s rules. Neither HRS Internet, the holder of the international Section 214 authorization, nor the proposed transferee is a foreign carrier or is affiliated with a foreign carrier in a destination market.

Transaction Structure

Before:



After:

