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April 5, 2016

By Electronic Filing

Ms. Marlene H. Dortch
Secretary
Federal Communications Commission
445 12th Street, S.W.
Washington, D.C. 20554

Re: Joint Application for Authorization Pursuant to Section 214 of the Communications Act of 1934, As Amended, for Transfer of Control of Axia NGNetworks USA, Inc., an authorized Domestic Section 214 Carrier to Digital Connection (Canada) Corp.

Dear Ms. Dortch:

Transmitted herewith is a Joint Application for the transfer of control of the domestic Section 214 authorization of Axia NGNetworks USA, Inc. from Axia NetMedia Corporation to Digital Connection (Canada) Corp. The filing and applicable credit card payment are being submitted electronically through ECFS.

Should any questions arise with regard to this matter, please communicate directly with this office as attorneys for Axia NGNetworks USA, Inc. and Axia NetMedia Corporation and with Robert Seidel or Sydney White as attorneys for Digital Connection (Canada) Corp.

Respectfully submitted,



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***Attorneys for Axia NetMedia Corporation and
Axia NGNetworks USA, Inc.***

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Ms. Marlene H. Dortch
April 5, 2016
Page 2

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cc: Jodie May, FCC Wireline Competition Bureau
Adrienne McNeil, FCC International Bureau
Arthur Price, Chairman and CEO, Axia NetMedia Corporation
Esther Peiner, Digital Connection (Canada) Corp.

**BEFORE THE
FEDERAL COMMUNICATIONS COMMISSION
WASHINGTON, DC 20554**

In the Matter of the Joint Application of)
)
Axia NetMedia Corporation, Transferor)
Axia NGNetworks USA, Inc., Licensee)
)
and)
)
Digital Connection (Canada) Corp.,)
Transferee) WC Docket No _____
)
Application for Authorization Pursuant to)
Section 214 of the Communications Act of 1934,)
As Amended, for Transfer of Control of)
Axia NGNetworks USA, Inc., an authorized)
Domestic Section 214 Carrier, to Digital)
Connection (Canada) Corp.)

JOINT APPLICATION FOR DOMESTIC TRANSFER OF CONTROL

I. Introduction

Axia NetMedia Corporation (“Axia Canada” or “Transferor”), Axia NGNetworks USA, Inc.¹ (“Axia U.S.” or “Licensee”), and Digital Connection (Canada) Corp. (“DCC” or “Transferee”) (collectively “Applicants”) through their undersigned counsel and pursuant to Section 214 of the Communications Act of 1934, as amended, 47 U.S.C. § 214, and Section 63.04 of the rules of the Federal Communications Commission (“FCC” or the “Commission”), 47 C.F.R. §63.04, hereby respectfully request Commission approval or such authority as may be necessary or required to enable the parties to consummate a transaction where DCC will acquire control of Axia U.S., a non-dominant carrier holding blanket domestic Section 214 authority from the Commission to provide interstate telecommunications services.

Axia U.S. is a Delaware based corporation whose ultimate parent, Axia Canada, is a Canadian publicly listed company. In the proposed transaction, DCC will purchase the shares of Axia Canada and take control of all Axia Canada-related subsidiaries, including Axia U.S. As a result, the proposed transaction will result in a change of the ultimate ownership of the Licensee, Axia U.S. No transfer of authorizations, assets, or customers will occur as an immediate consequence of the proposed transaction. Instead, Axia U.S. will continue to provide uninterrupted

¹ Axia NGNetworks USA, Inc.’s FCC Federal Registration Number is 002-255-8662.

service to existing customers pursuant to its authorizations under the same rates, terms, and conditions as currently apply.

II. Information Required for Filing a Domestic Transfer of Control Application

Pursuant to 47 C.F.R. § 63.04(a) and in support of this Application, Applicants provide the following information:

1. Name, Address, and Telephone Number of Each Applicant, 47 C.F.R. § 63.04(a)(1).

Transferor

Axia NetMedia Corporation
450 1st Street S.W., Suite 3300
Calgary, Alberta T2P 5H1
Telephone: +1-403-538-4000

Licensee

Axia NGNetworks USA, Inc.
One International Place
100 Oliver Street, Suite 1400
Boston, MA 02110
Telephone: +1-617-535-7530

Transferee

Digital Connection (Canada) Corp.
c/o Partners Group
Zugerstrasse 57
6341 Baar-Zug
Switzerland
Telephone: +41 41 784 67 20

2. Government, State, or Territory under the Laws of Which Each Corporate Applicant is Organized, 47 C.F.R. § 63.04(a)(2)

Transferor: Axia Canada is a publicly traded corporation existing under the laws of the Province of Alberta, Canada.

Licensee: Axia U.S. is a corporation formed under the laws of Delaware.

Transferee: DCC is a corporation existing under the laws of the Province of Alberta, Canada.

3. Name, Title, Address, and Telephone Number of Officer or Contact Point to whom Correspondence Regarding the Application should be Addressed, 47 C.F.R. § 63.04(a)(3)

For Transferor and Licensee:

Notice to: Arthur Price, Chairman and Chief Executive Officer
Axia NetMedia Corporation
450 1st Street S.W., Suite 3300
Calgary, Alberta T2P 5H1
Email: art.price@axia.com
Telephone: +1 403-538-4001

With Copy to: George M. Foote
Dorsey & Whitney LLP
1801 K Street, NW, Suite 750
Washington, D.C. 20006
Email: foote.george@dorsey.com
Telephone: +1 202-442-3518

For Transferee:

Notice to: Esther Peiner
Digital Connection (Canada) Corp.
Zugerstrasse 57
66341 Baar-Zug
Switzerland
Email: esther.peiner@partnersgroup.com
Telephone: +41 41 784 67 20

With Copy to: Robert Seidel, QC
DLA Piper (Canada) LLP
1000, 250 – 2nd Street S.W.
Calgary, Alberta T2P 0C1
Email: robert.seidel@dlapiper.com
Telephone: +1 403-296-4470

4. The Name, Address, Citizenship, and Principal Businesses of any Person or Entity that Directly or Indirectly owns at least 10% of the Equity of the Applicant, and the Percentage of Equity Owned by each of those Entities (to the nearest 1%), 47 C.F.R. § 63.04(a)(4)

• **Pre- and Post-Transaction Ownership of Transferor:**

- The following entities currently hold a ten percent (10%) or greater direct or indirect interest in Axia Canada:

Ancora Advisors LLC ("Ancora")
6060 Parkland Boulevard, Suite 200
Cleveland, Ohio 44124 USA

Ancora is a registered investment advisory firm formed under the laws of Nevada. Investment funds managed by Ancora own in aggregate approximately 11% of the issued and outstanding shares of Axia Canada. In its capacity as investment manager of these funds, Ancora exercises control or direction over such shares.

Based on information obtained from Canadian public regulatory filings, the remaining approximately 89% of the issued and outstanding shares of Axia Canada are publicly held, with no entity holding a 10% or greater direct or indirect interest.

- The following entities will hold a ten percent (10%) or greater direct or indirect interest in Axia Canada upon completion of the transaction:

Upon completion of the transaction, Axia Canada will be wholly owned by DCC, which in turn is wholly owned by Digital Connection (Luxembourg) S.a.r.l. ("DC Luxembourg"), which in turn is owned by fifteen (15) entities. Partners Group Holding AG ("PG Holding"), a Swiss private investment firm, will indirectly hold control of DCC through DC Luxembourg. PG Holding is traded publicly on the SIX Swiss Exchange. Approximately 45% of PG Holding's shares are owned by its employees and partners, and no owners would have a ten percent or greater interest in DCC. PG Holding controls the fifteen (15) entities that own DC Luxembourg. Only three of the entities hold a ten percent (10%) or greater indirect interest in DCC, and in turn, will hold a ten percent (10%) or greater indirect interest in Axia Canada, as follows:

Name of Entity and Percentage of Interest Held in DC Luxembourg

Partners Group Direct Infrastructure 2015 (USD), LP Inc.	20.80%
BVK Direct Infrastructure 2014, LP Inc.	16.30%
Partners Group Global Infrastructure 2012, LP Inc.	13.10%

Pre- and Post-Transaction Ownership of Licensee:

- The following entities currently hold a ten percent (10%) or greater direct or indirect interest in Axia U.S.:

Axia Canada owns 100% of the issued and outstanding common stock of Axia U.S.

- The following entities will hold a ten percent (10%) or greater direct or indirect interest in Axia U.S. upon completion of the transaction:

Axia U.S. will be wholly owned by DCC, which in turn is wholly owned by DC Luxembourg, which in turn is owned by fifteen (15) entities. Three of the entities hold a ten percent (10%) or greater indirect interest in DCC, and in turn, will hold a ten percent (10%) or greater indirect interest in Axia U.S. as follows:

Name of Entity and Percentage of Interest Held in DC Luxembourg

Partners Group Direct Infrastructure 2015 (USD), LP Inc.	20.80%
BVK Direct Infrastructure 2014, LP Inc.	16.30%
Partners Group Global Infrastructure 2012, LP Inc.	13.10%

Pre- and Post-Transaction Ownership of Transferee:

- The following entities currently hold a ten percent (10%) or greater direct interest in DCC:

- DCC is wholly owned by DC Luxembourg

- The following entities will hold a ten percent (10%) or greater direct or indirect interest in DCC upon completion of the transaction:

- Upon completion of the transaction, DCC will be wholly owned by DC Luxembourg, which in turn is owned by funds indirectly controlled by the Swiss investment firm PG Holding. Only the funds listed below hold a 10-percent or greater direct or indirect economic interest in DC Luxembourg. Although the equity of those funds is held by third parties none of which hold a 10 percent or greater direct or indirect interest, PG Holdings holds voting control for any shares or member interests held by each of the funds comprising 100% voting interest in DC Luxembourg. The funds include:

1. **BVK Direct Infrastructure 2014, L.P.**

Address: c/o P.O. Box 477, Tudor House, Le Bordage, St Peter Port, Guernsey GY1

Citizenship: Guernsey

Principal business: investments in infrastructure globally

Relationship: client of Partners Group Holding AG; direct ownership interest of 16.3% in DC Luxembourg.

2. Partners Group Infrastructure 2012, L.P. Inc.

Address: c/o P.O. Box 477, Tudor House, Le Bordage, St Peter Port, Guernsey GY1

Citizenship: Guernsey

Principal business: investments in infrastructure globally

Relationship: fund pooling clients of Partners Group Holding AG; direct ownership interest of 13.1% in DC Luxembourg.

3. Partners Group Direct Infrastructure 2015 (USD), L.P. Inc.

Address: c/o P.O. Box 477, Tudor House, Le Bordage, St Peter Port, Guernsey GY1

Citizenship: Guernsey

Principal business: investments in infrastructure globally

Relationship: fund pooling clients of Partners Group Holding AG; direct ownership interest of 20.8% in DC Luxembourg.

4. Axia Netmedia Corporation Canada

Address: 450 1st Street S.W., Suite 3300, Calgary, Alberta T2P 5H1

Citizenship: Canada

Principal business: design, build and operating fiber networks

Relationship: this entity will be delisted from the Toronto Stock Exchange and coming under new ownership of DCC as part of this Transaction. It controls 100% of Axia NGNetworks USA INC.

5. Partners Group Management XII Limited (PG Management XII)

Address: P.O. Box 477, Tudor House, Le Bordage, St Peter Port, Guernsey GY1

Citizenship: Guernsey

Principal business: investments

Relationship: PG Management XII is the general partner of BVK Direct Infrastructure 2014, L.P. Inc., giving it a 16.3% indirect voting interest in DC Luxembourg.

6. Partners Group Management IX Limited (PG Management IX)

Address: P.O. Box 477, Tudor House, Le Bordage, St Peter Port, Guernsey GY1

Citizenship: Guernsey

Relationship: PG Management IX is the general partner of Partners Group Infrastructure 2012, L.P. Inc., giving it a 13.1% indirect voting interest in DC Luxembourg.

7. Partners Group Management VII Limited (PG Management VII)

Address: P.O. Box 477, Tudor House, Le Bordage, St Peter Port, Guernsey GY1

Citizenship: Guernsey

Principal business: investments

Relationship: PG Management VII is the general partner of Partners Group Direct Infrastructure 2015 (USD), L.P. Inc., giving it a 20.8% indirect voting interest in DC Luxembourg.

8. Partners Group Holding AG

Address: Zugerstrasse 57, 6341 Baar, Switzerland

Citizenship: Switzerland

Principal business: investments

Relationship: owns 100% of PG Management XII; owns 99.9% of PG Management IX; owns 99% of PG Management VII.

- A pre and post transaction DCC corporate structure chart is attached as **Exhibit B**.
- PG Holding's shares trade publicly on the SIX Swiss Exchange. As there is an active market in PG Holding's shares, PG Holding's share ownership is always fluid. Moreover, PG Holding can ascertain its significant shareholders only on the basis of its records and may not know of possibly related or affiliated shareholders that are not disclosed to it. Recognizing these limitations, as of December 31, 2015, PG Holding has no owners that would hold a 10-percent or-greater direct or indirect interest in DC Luxembourg. Approximately 45 percent of PG Holding's shares are owned by its employees and partners.

5. Certification that no Party to the Application is Subject to a Denial of Federal Benefits Pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 853, 47 C.F.R. § 63.04(a)(5)

None of the parties are subject to a denial of federal benefits under Section 5301 of the Anti-Drug Abuse Act of 1988. *See* 21 U.S.C. § 853a; 47 C.F.R. §§ 1.2001-1.2003.

6. Description of the Transaction, 47 C.F.R. § 63.04(a)(6)

Pursuant to an Arrangement Agreement dated March 9, 2016 and executed between DCC and Axia Canada, DCC will acquire all of the issued and outstanding common shares of the authorized share capital of Axia Canada. As a result of the transaction, DCC will directly own and control Axia Canada, will become Axia Canada's ultimate owner, and will take control of Axia Canada's subsidiaries, including Axia U.S. For the Commission's convenience, a chart of the pre- and post-transaction corporate structures of the Applicants are attached as **Exhibits A and B**. Upon completion of the transaction, Axia U.S. will be indirectly wholly owned by DCC.

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, 47 C.F.R. § 63.04 (a)(7)

Transferor/Licensee:

Through a Master Agreement for Network Services ("Master Agreement") Axia U.S., a wholly owned subsidiary of Axia Canada, operates a next generation network ("MTC Network") on behalf of the Massachusetts Technology Park Corporation² in Western Massachusetts under the name of MassBroadband 123 ("MB123"). MB123 includes about 2,200 km of fiber backhaul infrastructure and electronics connecting more than 120 communities. In its role as Network Operator, and subject to MTC oversight, Axia is responsible for all aspects of the management,

² Massachusetts Technology Park Corporation is an independent public instrumentality of the Commonwealth of Massachusetts established, organized, and existing pursuant to Chapter 40J of the Massachusetts General Laws and doing business as the Massachusetts Technology Collaborative, together with its successors and assigns, ("MTC").

sales, billing, staffing, monitoring, operations, customer support, and maintenance of the MTC Network. Axia U.S. offers wholesale broadband services, including the transmission component of wireline broadband Internet access services, over the MB123 network to broadband service providers, government, and small and medium-sized businesses in Western Massachusetts. Axia U.S. also offers lit and dark fiber services over the MB123 network. Although Axia U.S. has the ability to establish and publish a pricing schedule for wholesale and other services, it is subject to contractual price caps and other restrictions imposed by MTC, and all pricing is subject to MTC approval. Any customer contracts or written MTC Network policies and procedures also require MTC approval. In exchange for its services as a Network Operator, Axia U.S. receives revenue from the sales, provisioning, support, and fees paid for use of the MTC Network. Axia U.S. operates under blanket domestic Section 214 authority pursuant to 47 C.F.R. § 63.01.

Pursuant to the Master Agreement, Axia U.S. has the right to fund and own its own network extensions serving its own independent customers. However, to date, Axia U.S. has not created, funded, or provided telecommunications services over its own independent network extensions.

Axia Canada, through subsidiaries and other investment vehicles, sells fiber optic communications network services to government, commercial, and retail service provider customers in Alberta, Canada, and France. Neither Axia Canada, nor its subsidiaries and other investment vehicles, provide international telecommunications services (i.e., services that originate in the U.S. and terminate in a foreign point; terminate in the U.S. and originate in a foreign point; or originate and terminate in a foreign point but transit the United States). As a result, no International Section 214 authorization is needed.

Transferee:

The Transferee does not provide telecommunications services in the United States. However, funds controlled by subsidiaries of Partners Group Holding AG in aggregate have majority control in Seabras 1 USA, LLC (“Seabras 1 USA,” FRN 0025202300). Seabras 1 USA has filed an Application for License to Land and Operate a Private Fiber-Optic Submarine Cable System Connecting Brazil to New Jersey (File No. SCL-LIC-20160115-00002). Seabras 1 USA intends to commence commercial operation of the cable system in the second calendar quarter of 2017.

8. A Statement Regarding how the Application fits into one or more Presumptive Streamlined Categories, 47 C.F.R. § 63.04(a)(8)

The Applicants do not request streamlined treatment.

9. Identification of all other Commission Applications related to the same Transaction, 47 C.F.R. § 63.04(a)(9)

There are no other applications related to this transaction pending with the Commission. However, as discussed under Question 7 above, Seabras 1 USA has filed an Application for License to Land and Operate a Private Fiber-Optic Submarine Cable System Connecting Brazil to New Jersey (File No. SCL-LIC-20160115-00002).

10. A Statement of Whether the Applicants are Requesting Special Consideration because Either Party to the Transaction is Facing Imminent Business Failure, 47 C.F.R. § 63.04(a)(10)

The Applicants do not request special consideration and neither of the Applicants is facing imminent business failure.

11. Identification of any Separately Filed Waiver Requests Being Sought in Conjunction with the Transaction, 47 C.F.R. § 63.04(a)(11)

There are no separately filed waiver requests being sought in conjunction with the transaction.

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, 47 C.F.R. § 63.04(a)(12)

Partners Group has broad in-house knowledge and expertise in the telecommunications sector and insight into the entire telecommunications value chain through its infrastructure and private equity business, as well as its in-house dedicated TMT value creation team. Over the past 15 years, Partners Group has made approximately 20 investments in telecom, cable, and satellite sectors. Some examples of equity investment made by Partners Group during this period include Ziggo (cable provider in Netherlands), Sunrise (Switzerland telecom company) and Lightower (metro fiber network in the US). Beside equity investment, Partners Group also provides debt financing in these sectors such as Kabel Baden-Wuerttemberg (German cable company, prior to merger with Unitymedia), Numericable (cable operator and telecom services company in France) and Vizada (global satellite communications services provider). Recently, Partners Group invested in Atria Convergence Technologies (triple play service provider in India) and Seabras 1 (a new subsea fiber optic cable system directly connecting New York and Sao Paulo).

Under its new ownership Axia U.S. will benefit from Partners Group's experience investing in the communications sector, its global platform and its commitment to provide Axia U.S. with the expansion capital it needs to pursue its growth and continue improving the quality of its services. A grant of the instant Application will serve the public interest because, under the new ownership, Axia U.S. will continue to provide high quality telecommunications services, to its already existing customer base, which includes 120 communities, and enterprise, government, and small and medium-sized businesses in Western Massachusetts, and further expand its offerings to new customers. Granting this request for transfer of control of domestic Section 214 Authority will ensure continuity, allowing Axia U.S.'s customers to continue to receive reliable telecommunications services.

For the foregoing reasons, Applicants respectfully request the Commission promptly grant this Application.

Respectfully submitted,



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Attorneys for Digital Connection (Canada) Corp.

Dated: April 5, 2016

Exhibit A
Pre-Transaction Transferor and Licensee Corporate Structure

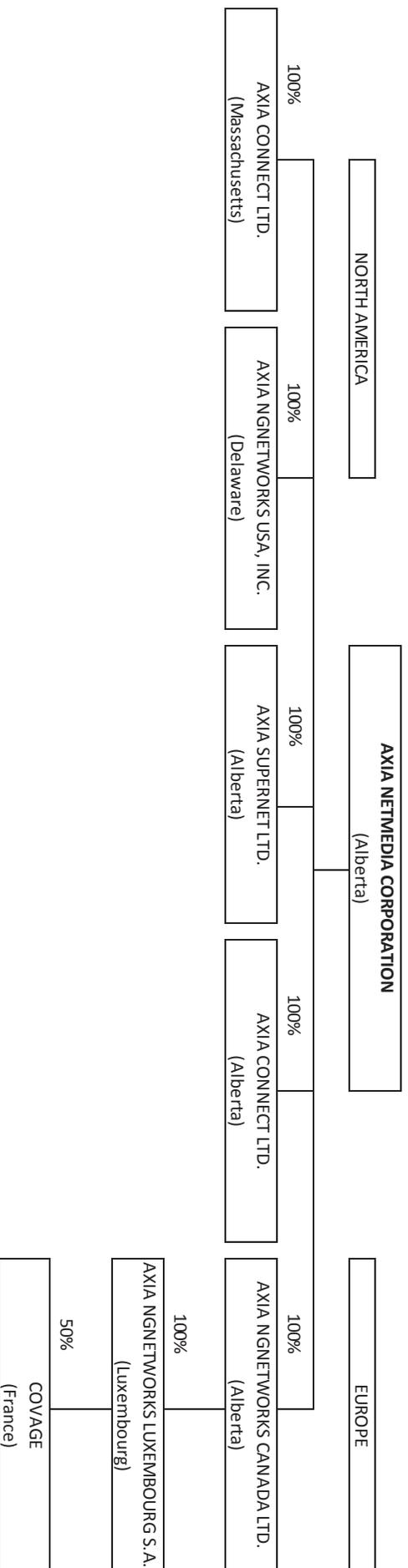
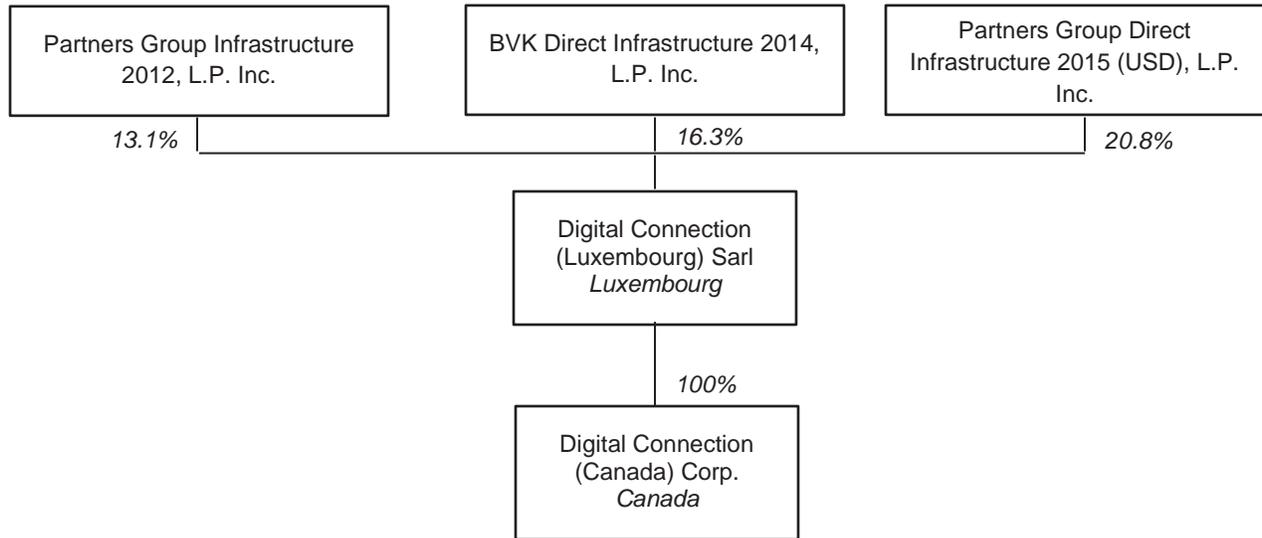


Exhibit B

Digital Connection (Canada) Corp.: Pre-transaction



Digital Connection (Canada) Corp.: Post-transaction

