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June 10, 2016

By Electronic Filing

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

**Re: WC Docket No. 16-110
Amendment to Joint Application for Domestic Transfer of Control**

Dear Ms. Dortch:

Transmitted herewith is an Amendment to Joint Application for Domestic Transfer of Control filed with the Federal Communications Commission (“FCC” or “Commission”) by Axia NetMedia Corporation (“Axia Canada” or “Transferor”), Axia NGNetworks USA, Inc. (“Axia U.S.” or “Licensee”), and Digital Connection (Canada) Corp. (“DCC” or “Transferee”) (collectively “Applicants”) on June 10, 2016.

Should any questions arise with regard to this matter, please contact this office as attorneys for Axia U.S. and Axia Canada and Robert Seidel or Sydney White as attorneys for Digital Connection (Canada) Corp.

Respectfully submitted,



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cc: Dennis Johnson, FCC Wireline Competition Bureau
Jodie May, FCC Wireline Competition 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 16-110
)
)
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.)

**AMENDMENT TO 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, filed an application on April 5, 2016 for approval to transfer control of Axia U.S., a non-dominant carrier holding blanket domestic Section 214 authority from the Commission to provide interstate telecommunications services (the “Application”). The Applicants subsequently realized that the Application contained several factual errors and omissions. Consequently the Applicants are filing this amendment to the Application.

II. Services Provided by Axia U.S.

Through a Master Agreement for Network Services, Axia U.S. operates a next generation network (“MTC Network”) on behalf of the Massachusetts Technology Park Corporation² in

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

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”).

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, sales, billing, staffing, monitoring, operations, customer support, and maintenance of the MTC Network. As such, Axia U.S. provides “middle mile” broadband, meaning the connection between the large broadband backbone providers and the carriers that serve the end users (the end users being the anchor institutions such as hospitals, local government facilities, etc. served by the MTC Network).

The Application inaccurately described Axia as serving end user customers. However, it does not serve the end users itself. Further, the Application identified Axia U.S. as providing 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. However, Axia U.S. is not a provider of wireline broadband Internet access and it does not serve end user customers including business customers.

III. Additional Owners of DC Luxembourg

As outlined in the Application, 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 funds indirectly controlled by Partners Group Holding AG (“PG Holding”), a Swiss private investment firm. PG Holding is traded publicly on the SIX Swiss Exchange. Approximately 45% of PG Holding's shares are owned by its employees and partners. As of December 31, 2015, PG Holding has three owners that hold a 10-percent or-greater direct or indirect interest in DC Luxembourg.

- Dr. Marcel Erni: 10.0%: founder, CIO, and board member
- Alfred Gantner: 10.0%: founder, and board member
- Urs Wietlisbach: 10.0%: founder, and board member

The Parties inadvertently failed to disclose these three 10 percent owners in the Application. Post-transaction, the ownership of these three 10 percent owners will remain the same.

IV. Post-Transaction Restructuring

The Applicants also inadvertently failed to disclose the planned restructuring that will take place immediately after closing. A corporate structure chart depicting the post-closing amalgamation reorganization of Digital Connection (Canada) Corp. with Axia NetMedia Corporation and Axia NGNetworks Canada Ltd. resulting in Axia NetMedia Corporation is attached as Exhibit A.

In conclusion, the Applicants respectfully request that the Commission promptly grant this Application, without delay resulting from this amendment.

Respectfully submitted,



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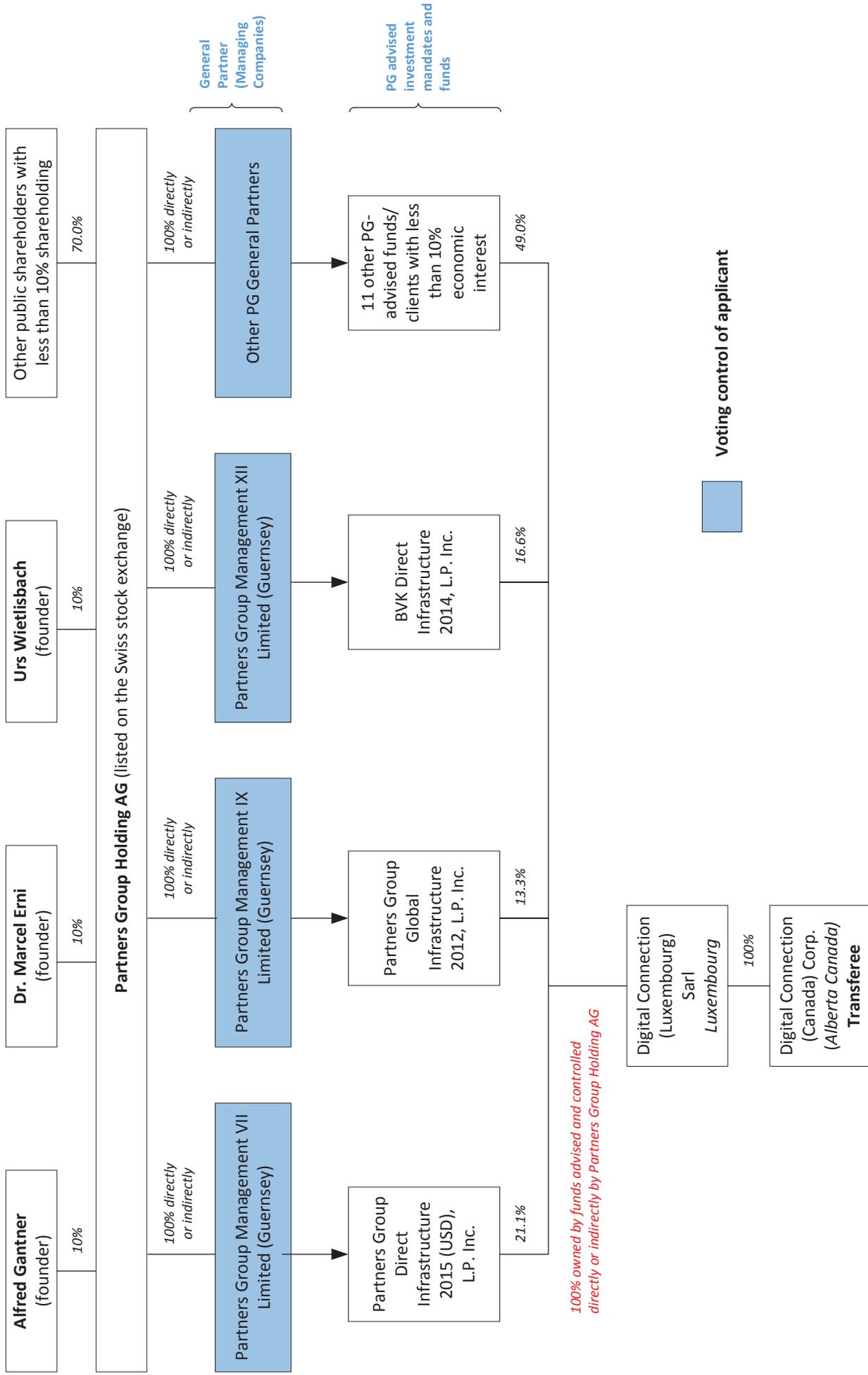
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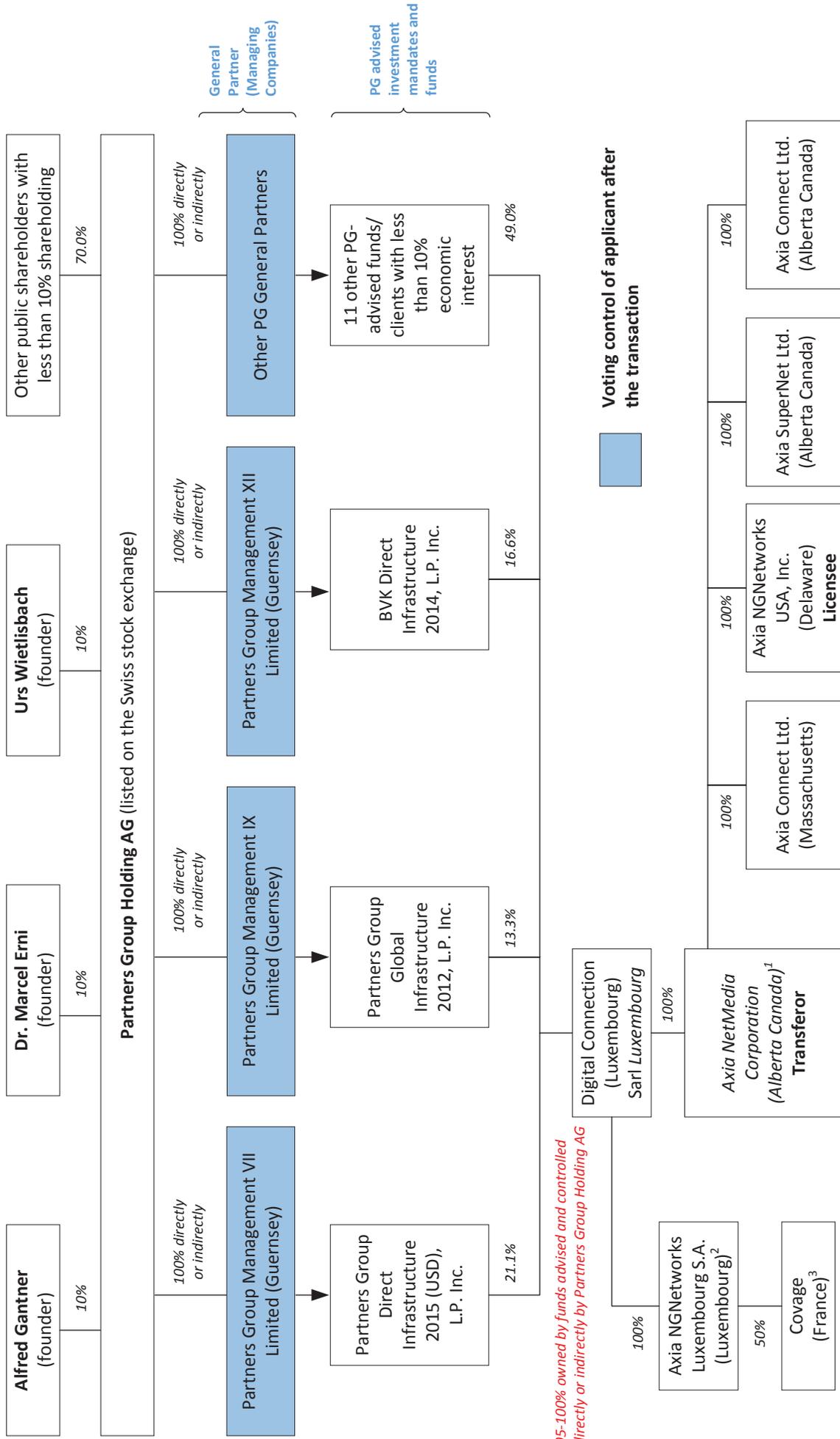
Attorneys for Digital Connection (Canada) Corp.

Dated: June 10, 2016

Digital Connection (Canada) Corp.: Pre-Transaction



Digital Connection (Canada) Corp.: Post-Transaction



95-100% owned by funds advised and controlled directly or indirectly by Partners Group Holding AG

Voting control of applicant after the transaction

1 Axia NetMedia Corporation is the corporation resulting from the amalgamation of Axia NetMedia Corporation, Digital Connection (Canada) Corp. and Axia NGNetworks Canada Ltd.
 2 A restructuring will take place immediately after closing, amalgamating DCC and Axia Canada and bringing Axia NGNetworks Luxembourg S.A. and Covage SA directly underneath DC Lux.
 3 Axia Canada indirectly holds 50% ownership in privately held Covage SA (Covage) in France, a company that designs, builds and operates fiber networks under mid to long term concession agreements under telecom regulation in France. Covage is in a 50% joint-venture (JV) with Cube Infrastructure Fund ("CIF"), a French private equity fund, managed by Cube Infrastructure Managers S.A., ("Cube Managers") a CSSF regulated Alternative Investment Fund Manager.