

July 23, 2021

VIA ELECTRONIC FILING

Mark Johnson
Executive Director and Secretary
Washington Utilities and Transportation Commission
1300 South Evergreen Park Drive, SW
Olympia, WA 98504-7250

Received
Records Management
07/23/21 08:22
State Of WASH.
UTIL. AND TRANSP.
COMMISSION

Re: *Notice of Indirect Change of Control of Mobilitie, LLC*

Dear Mr. Johnson:

The Gary Jabara Revocable Trust (“Transferor”) and BAI Communications US Holdings II LLC (“US Holdings II” or “Transferee”), through their undersigned counsel, hereby notify the Washington Utilities and Transportation Commission that they plan to consummate a transaction (“Transaction”) that will result in an indirect change of control of Mobilitie, LLC (“Mobilitie”). It is the parties’ understanding that Commission approval is not required to complete the Transaction described herein. Accordingly, the parties submit this letter for informational purposes only to ensure the continuing accuracy of the Commission’s records.

Mobilitie holds a Registration from the Commission to operate as a Competitive Telecommunications Company.¹ It is indirectly owned and controlled by Transferor. As a result of the Transaction, Mobilitie will become an indirect, wholly owned subsidiary of Transferee, which is ultimately controlled by Frequency Infrastructure Australia Holdings Pty Ltd (“FIAHPL”), the holding company for the BAI Communications Group of companies (“BAI Communications Group”).

The planned indirect transfer of control will occur at the parent level, will not affect the day-to-day management or operations of Mobilitie, and does not involve an assignment of operating authority, assets, or customers. In addition, consummation of the Transaction will serve the public interest by providing additional capital and managerial resources to Mobilitie and its affiliates, which will enhance their ability to maintain and improve their network facilities and services to enable Mobilitie to better compete in the communications marketplace.

I. DESCRIPTION OF THE PARTIES

A. Mobilitie, LLC

Mobilitie, LLC is a Nevada limited liability company headquartered at 660 Newport

¹ Registration of Mobilitie, LLC as a Competitive Telecommunications Company, Docket No. UT-070510 (April 13, 2007).

Center Drive, Suite 200, Newport Beach, California 92660.² As depicted in Exhibit A hereto, Mobilitie currently is 99.9% owned by Mobilitie Holdings, L.P. (“Mobilitie Holdings”), a Delaware limited partnership, and 0.1% owned by Mobilitie Holdings, Inc. (“Mobilitie Inc.”), a Delaware corporation and general partner of Mobilitie Holdings. Each of Mobilitie Holdings and Mobilitie Inc. are, in turn, owned and controlled by the Transferor, a trust established under California law for estate planning purposes.

Mobilitie is a leading provider of innovative infrastructure solutions designed to improve wireless service at the largest and most complex venues across all major industries, including sports and entertainment, real estate, hospitality, education, healthcare, government, and transportation. Through its team of experienced engineers and professionals, and in conjunction with its affiliates, Mobilitie designs, builds, manages, and maintains wireless and wireline infrastructure solutions, including neutral host distributed antenna systems, small cell systems, and WiFi networks.

B. BAI Communications US Holdings II LLC and Frequency Infrastructure Australia Holdings Pty Ltd

Transferee US Holdings II, a Delaware limited liability company headquartered at 1400 Broadway, New York, New York 10018, is a holding company created for the purposes of the Transaction. Transferee is 100% owned indirectly by Frequency Infrastructure Australia Holdings Pty Ltd, a proprietary limited liability company incorporated in the State of Victoria, Australia on March 28, 2009. FIAHPL is the holding company for the BAI Communications Group and its registered office is Level 10, Tower A, 799 Pacific Highway, Chatswood, NSW 2067, Australia.

The BAI Communications Group designs, builds, and operates communications infrastructure including cellular, Wi-Fi, broadcast, radio, and IP networks. The BAI Communications Group builds and/or operates communications networks deployed in the transit subways in New York (through its majority-owned subsidiary Transit Wireless, LLC), Toronto, and Hong Kong, and operates in Australia one of the most extensive broadcast transmission networks in the world. In the United Kingdom, the BAI Communications Group was recently awarded a concession from Transport for London to deploy wireless coverage in the London Underground and small cell and other wireless network infrastructure throughout London.

II. DESCRIPTION OF THE TRANSACTION

Pursuant to an Investment Agreement dated June 25, 2021 (“Agreement”), Transferee will indirectly acquire ownership and control of Mobilitie and its subsidiaries from Transferor. Specifically, Transferee will acquire 100% of the partnership interests of Mobilitie Holdings, which currently holds 99.9% of the membership interests of Mobilitie. Transferee also will acquire from Mobilitie Inc. the remaining 0.1% membership interest in Mobilitie.³ As a result,

² See Mobilitie: Intelligent Infrastructure, <http://www.mobilitie.com/>.

³ As reflected in the structure chart attached as Exhibit A, BAI Communications US Holdings III LLC will be created post-closing and inserted for structuring purposes. US Holdings II will hold approximately 97% of the membership interests of BAI Communications US Holdings III LLC. BAI

upon consummation of the Transaction, Mobilitie Holdings will become an indirect, wholly owned subsidiary of Transferee, and Transferee – and ultimately FIAHPL – will indirectly wholly own and control Mobilitie and its licensee subsidiaries. Exhibit A includes pre-closing and post-closing organizational diagrams illustrating the current and proposed post-Transaction ownership of Mobilitie.

III. PUBLIC INTEREST CONSIDERATIONS

The planned Transaction will serve the public interest. The indirect change in ultimate control of Mobilitie will occur at the parent level only, and it will not involve any assignment of operating authority, assets, or customers. Mobilitie’s current highly experienced and well-qualified management, technical, and operational teams will continue to be responsible for the day-to-day operation of Mobilitie’s business following completion of the Transaction. As a result of the Transaction, however, Mobilitie will, under the ownership and control of FIAHPL, newly be able to draw upon the expertise and decades of experience of FIAHPL with respect to communications infrastructure and management. The Transaction will also strengthen the financial position of Mobilitie, which will have increased access to financial resources resulting from FIAHPL’s ownership of Mobilitie through its subsidiary, the Transferee.

The financial, management, and other resources made available to Mobilitie will enhance its networks and services to the benefit of its customers. Further, the Transaction will not result in any discontinuance of service or adversely affect competition. The Transaction will not result in a change of provider for any customers or any assignment of existing Commission authorizations. Therefore, the Transaction will be seamless to customers, who will continue to receive the same services at the same rates, terms, and conditions and in the same geographic areas as today. It also will not affect Mobilitie’s vendors or vendor contracts. In addition, the proposed Transaction will not adversely affect competition because it will not result in any reduction in the number of competitors serving the market. Indeed, customers will continue to have access to the same competitive alternatives that they have today. Moreover, the Transaction will have no negative effect on the capitalization or financial condition of Mobilitie.

IV. DESIGNATED CONTACTS

All correspondence and communications with respect to this Notice should be addressed or directed as follows:

For the Transferor:

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Communications US Holdings III LLC is not a party to the Agreement.

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For the Transferee:

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V. CONCLUSION

For the reasons stated above, the Transaction serves the public interest, and the parties respectfully advise the Commission of their participation in the proposed Transaction as described above.

Respectfully submitted,

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*Counsel for BAI Communications US
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July 23, 2021

EXHIBIT A

PRE- AND POST-CLOSING ORGANIZATIONAL CHARTS

PRE-CLOSING OWNERSHIP STRUCTURE

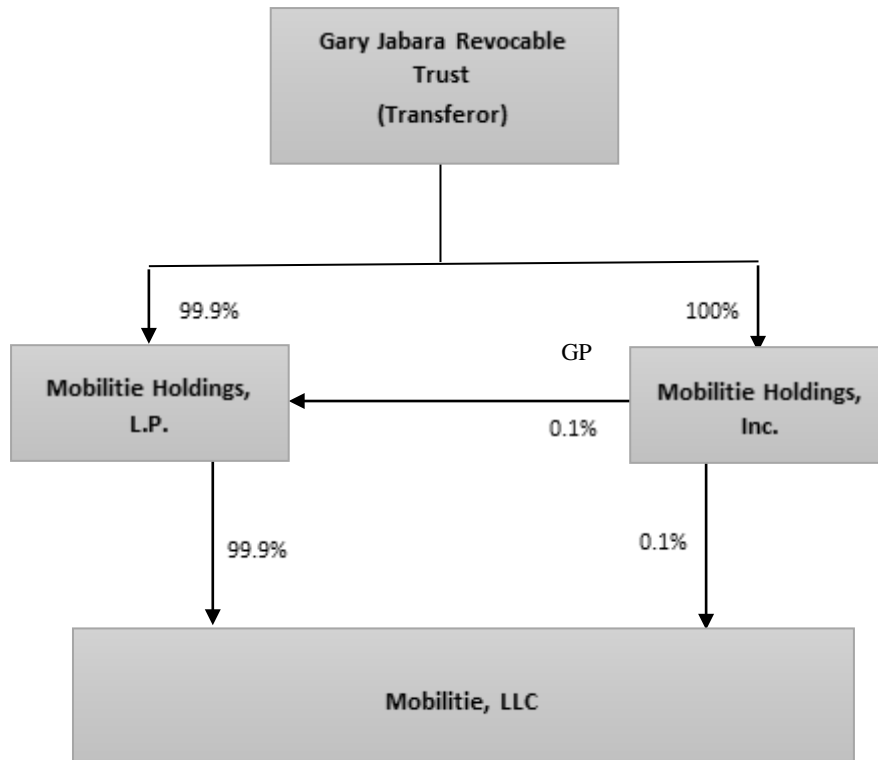
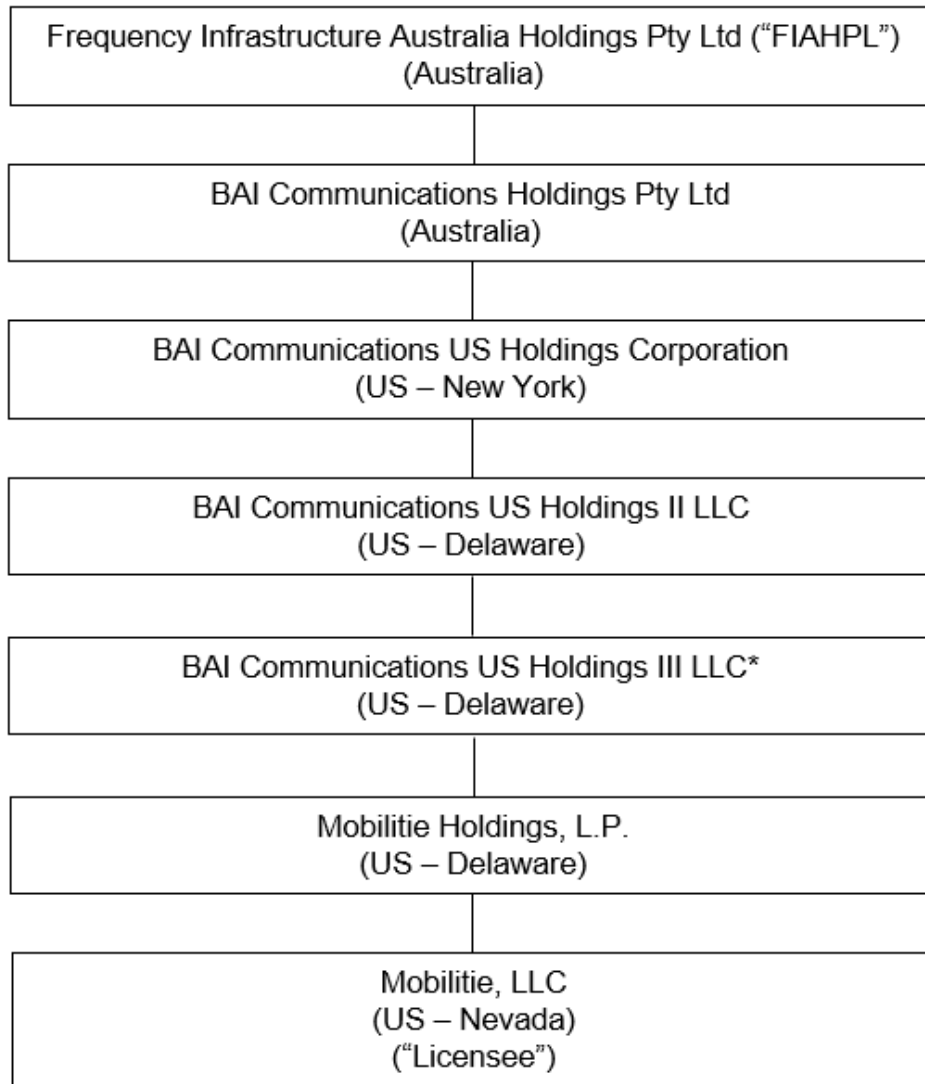


EXHIBIT A (cont.)

PRE- AND POST-CLOSING ORGANIZATIONAL CHARTS

POST-CLOSING OWNERSHIP



**To be formed after closing*