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UT-220729

September 27, 2022

**VIA ELECTRONIC FILING**

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

Received  
Records Management  
09/27/22 11:12  
State Of WASH.  
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COMMISSION

**Re: Notice of a Pro Forma Change of Control of Mobilitie, LLC**

Dear Ms. Maxwell:

Mobilitie, LLC (“Mobilitie” or “Licensee”) hereby respectfully notifies the Washington Utilities and Transportation Commission (“Commission”) of the plan to undertake an internal restructuring of the BAI Communications Group (“Internal Restructuring”), of which Licensee is a part. It is Mobilitie’s understanding that Commission approval is not required to complete the Internal Restructuring. Accordingly, this letter is submitted for informational purposes only to ensure the continuing accuracy of the Commission’s records.

The Internal Restructuring will involve only changes to intermediate entities, and consequently there will be no change in the direct or ultimate ownership or control of Licensee. Nor will there be any impact on Licensee’s operations. The Internal Restructuring therefore constitutes only a pro forma change of control.

**I. DESCRIPTION OF LICENSEE**

Licensee Mobilitie is a Nevada limited liability company, which maintains its headquarters at 660 Newport Center Drive, Suite 200, Newport Beach, California 92660. Mobilitie is majority owned and controlled indirectly by Frequency Infrastructure Australia Holdings Pty Ltd (“FIAHPL”), the holding company for the BAI Communications Group. FIAHPL is a proprietary limited liability company incorporated in the State of Victoria, Australia, with its registered office at Level 10, Tower A, 799 Pacific Highway, Chatswood, NSW 2067, Australia. FIAHPL, in turn, is majority owned and controlled by the Canada Pension Plan Investment Board, a Canadian corporation.

Through Mobilitie, the BAI Communications Group designs, builds, manages, and maintains wireless and wireline infrastructure solutions in Washington, including neutral host distributed antenna systems, small cell systems, and Wi-Fi networks. Mobilitie holds a Registration from the Commission to operate as a Competitive Telecommunications Company in Washington.<sup>1</sup>

## **II. DESCRIPTION OF THE INTERNAL RESTRUCTURING**

Through the Internal Restructuring, certain existing intermediate entities' assets and equity interests between Canada Pension Plan Investment Board (as the ultimate majority owner and controller of the BAI Communications Group) and Licensee will be transferred to newly formed entities. The Internal Restructuring will involve only changes to intermediate entities—that is, those currently situated between Licensee's direct parent and ultimate parents. Consequently, it will not result in any change in the direct or ultimate ownership or control of Licensee. Exhibit A includes pre- and post-Internal Restructuring organizational charts detailing the existing and proposed ownership structure of Licensee.

## **III. PUBLIC INTEREST CONSIDERATIONS**

The planned Internal Restructuring, which the BAI Communications Group is undertaking to rationalize its international holdings, presents no public interest concerns. The Internal Restructuring will involve only changes to intermediate entities, and thus will result in no change to, or impact on, Licensee. Moreover, the Internal Restructuring will not result in any discontinuance of service or a change of provider for any customers. Accordingly, the Internal Restructuring will be seamless for Licensee's customers. In addition, because the Internal Restructuring will not result in any reduction in the number of competitors serving any relevant product market, it will not adversely affect competition, and customers will continue to have access to the same alternatives that are available today.

Because the direct and ultimate ownership and control of Licensee will remain the same, Licensee's current highly experienced and qualified management, technical, and operational teams will continue to be responsible for its day-to-day operations following the Internal Restructuring. For the same reason, the Internal Restructuring will not negatively impact the capitalization or financial condition of Licensee.

## **IV. DESIGNATED CONTACTS**

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

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<sup>1</sup> See *Registration of Mobilitie, LLC as a Competitive Telecommunications Company*, Docket No. UT-070510 (Apr. 13, 2007).

**LATHAM & WATKINS**<sup>LLP</sup>

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Please contact the undersigned with any questions regarding this submission.

Sincerely,

*/s/ Matthew A. Brill*

Matthew A. Brill

*Counsel for Mobilitie, LLC*

**EXHIBIT A**

**Pre-Internal Restructuring Ownership Chart**



**EXHIBIT A**

**Post-Internal Restructuring Ownership Chart**



\*Entity has yet to be formed, and name is temporary and may be modified upon formation.