

June 9, 2023

UT-230468

Via Electronic Filing

Amanda Maxwell, Executive Director and Secretary
Washington Utilities and Transportation Commission
621 Woodland Square Loop SE
Lacey, WA 98503

Received
Records Management
Jun 9, 2023

Re: Notification Regarding the Transfer of Indirect Control of Fatbeam, LLC

Dear Director Maxwell:

Fatbeam, LLC ("Fatbeam" or "Licensee"), Fatbeam Holdings, LLC ("FB Holdings"), SDC FB Holdings, LLC ("SDC FB" or "Transferor") and Project Lighthouse AIV Feeder LP ("AIV Feeder" or "Transferee") (collectively, the "Parties"), by their undersigned representatives, notify the Washington Utilities and Transportation Commission (the "Commission") of the transfer of indirect control of Licensee from SDC FB to AIV Feeder effective May 31, 2023. Fatbeam is registered as a competitive telecommunications company pursuant to authority granted in Docket No. UT-101551 on October 16, 2010 within the State of Washington. Since Commission approval was not required for the Transaction, the Parties submit this letter for informational purposes.

In support of this filing, the Parties provide the following information:

Description of the Parties

A. Licensee (Fatbeam, LLC)

Fatbeam, founded in 2010, is a limited liability company organized under the laws of Washington. Fatbeam is the direct, wholly owned subsidiary of FB Holdings, a Delaware limited liability company. Fatbeam and FB Holdings have corporate headquarters at 2605 W. Riverstone Drive, Suite 202, Coeur d'Alene, Idaho, 83814.

Fatbeam is a provider of fiber-based network solutions to rural and mid-sized markets in the Western United States. Fatbeam connects over 40 cities across eight states with a fiber network spanning 1,252 route miles across 13 metro markets and comprising over 128,000 strand miles and offers services including wide area network and dedicated Internet access. In Washington, Fatbeam is registered as a competitive telecommunications company pursuant to authority granted in Docket No. UT-101551 on October 16, 2010.

B. Transferor (SDC FB Holdings, LLC)

Fatbeam and FB Holdings are subsidiaries of SDC FB. SDC FB, a Delaware limited liability company, is owned by investment funds controlled by an affiliate of SDC Capital Partners, LLC ("SDC"). SDC, a Delaware limited liability company, is a New York City-based digital infrastructure investment firm investing in a range of digital infrastructure, including data centers, fiber networks, wireless infrastructure, and associated businesses, with a focus on opportunities to

leverage its deep operational expertise in partnership with portfolio company management teams. SDC currently has approximately \$4.0 billion in assets under management as of September 30, 2022 (including net asset value of existing portfolio and remaining unfunded commitments).

Fatbeam, FB Holdings, and SDC FB are ultimately controlled through SDC's \$400 million investment fund, SDC Digital Infrastructure Opportunity Fund I, L.P., a Delaware limited partnership. SDC and the funds and entities that it manages or controls have principal offices at 817 Broadway, 10th Floor, New York, New York 10003.

SDC funds have invested in other digital infrastructure portfolio companies, including Tilson (a fiber and wireless network design and management company), ALLO (a fiber provider based in the Midwest United States), BandwidthIG (a metro dark fiber provider operating throughout Northern California and the Greater Atlanta area), IQ Fiber (a fiber provider in Jacksonville, Florida), and SummitIG (a leading dense dark fiber platform in Northern Virginia), among others.

C. Transferee (Project Lighthouse AIV Feeder LP)

AIV Feeder, a Delaware limited partnership, is a special purpose entity created for purposes of the Transaction. The general partner of AIV Feeder is Basalt Infrastructure Partners IV GP Limited, a Guernsey limited company, which also manages the investment fund vehicles that own the equity of AIV Feeder. Basalt Infrastructure Partners IV GP Limited is owned by Basalt Infrastructure Partners LLP ("Basalt"), a United Kingdom limited liability partnership. Basalt is majority owned by an indirect subsidiary of Colliers International Group Inc. (NASDAQ: CIGI), a Canadian corporation.¹

Basalt is the investment advisor to the Basalt funds and, together with its advisory affiliates and their subsidiaries in aggregate, manages approximately \$7 billion in equity capital. The Basalt funds are infrastructure equity investment funds focusing on mid-market investments in utilities, power, transport, and communications infrastructure in North America and Europe. Basalt is an experienced investor in the digital infrastructure sector, including in businesses that currently are building out a number of fiber networks across the United Kingdom and Germany.

¹ Basalt's senior leadership team holds 25 percent of the equity in the business and leads and directs its operations under Colliers's partnership model.

Designated Contacts

Inquiries or copies of any correspondence, orders, or other materials pertaining to this filing should be directed to:

For Licensee and Transferor:

Tamar E. Finn
Joshua M. Bobeck
Leetal Weiss
Morgan, Lewis & Bockius LLP
1111 Pennsylvania Ave., N.W.
Washington, DC 20004-2541
Tel: 202-739-3000
Fax: 202-739-3001
tamar.finn@morganlewis.com
joshua.bobek@morganlewis.com
leetal.weiss@morganlewis.com

For Transferee:

James Barker
Elizabeth Park
Michael Herman
Latham & Watkins LLP
555 11th St., N.W.
Suite 1000
Washington, DC 20004-2541
Tel: 202-637-2200
Fax: 202-637-2201
james.barker@lw.com
elizabeth.park@lw.com
michael.herman@lw.com

With copies for Licensee and Transferor to:

Kim Devlin
Accounting Manager
Fatbeam, LLC
2065 W. Riverstone Drive Ste. 202
Coeur d'Alene, ID 83814
Tel: 509-344-1008
kim@fatbeam.com

With copies for Transferee to:

Wil Jones
Project Lighthouse AIV Feeder LP
c/o Basalt Infrastructure Partners
200 Park Avenue South, Suite 1501
New York, NY 10003
Tel: 646-661-3900
Wil.Jones@basaltinfra.com

And:

Clinton Karcher
SDC Capital Partners
817 Broadway, 10th Floor
New York, NY 10003
ckarcher@sdccapitalpartners.com

Description of the Transaction

Pursuant to a Securities Purchase Agreement, dated March 24, 2023 (the "Agreement"), by and among SDC FB and Transferee, on May 31, 2023, SDC FB sold to Transferee all issued and outstanding limited liability company interests of FB Holdings (the "Transaction"). FB Holdings owned all issued and outstanding limited liability company interests in Fatbeam. As a result of the Transaction, Fatbeam is now an indirect, wholly owned subsidiary of Transferee. Ultimately, Fatbeam is majority controlled by Basalt Infrastructure Partners LLP.

For the Commission's reference, diagrams depicting the pre- and post-Transaction ownership structure of Licensee are provided as **Exhibit A**.

Public Interest Considerations

The Transaction has furthered the public interest, convenience, and necessity. In particular, the Transaction has strengthened the market position of Fatbeam by providing access to additional funding and management expertise, which will enable accelerated investment in the company's network. As a result, Fatbeam is better able to meet the needs of existing customers by providing superior service, as well as by better competing for new customers by virtue of enhanced capabilities.

Moreover, because the Transaction occurred at the holding company level, it was entirely seamless to customers and had no impact on Fatbeam's day-to-day operations and service offerings. Fatbeam continues to provide high-quality communications offerings to its customers at the same rates, terms, and conditions without interruption. Further, the Transaction has not caused any diminution in competition as Basalt does not invest in and does not control any telecommunications carriers in any markets where Fatbeam operates. Finally, the Transaction has supplemented Fatbeam's existing management team with the additional managerial capabilities and resources of Basalt.

* * * *

If there are any questions concerning this filing, please feel free to contact the undersigned. This letter is being submitted electronically. Confirmation of receipt and acceptance of this letter would be appreciated.

Respectfully submitted,

/s/ Joshua M. Bobeck

/s/ Elizabeth Park

Tamar E. Finn
Joshua M. Bobeck
Leetal Weiss
Morgan, Lewis & Bockius LLP
1111 Pennsylvania Ave., N.W.
Washington, DC 20004-2541
Tel: 202-739-3000
Fax: 202-739-3001
tamar.finn@morganlewis.com
joshua.bobeck@morganlewis.com
leetal.weiss@morganlewis.com

James Barker
Elizabeth Park
Michael Herman
Latham & Watkins LLP
555 11th St N.W.
Washington, DC 20004-2541
Tel: 202-637-2200
james.barker@lw.com
elizabeth.park@lw.com
michael.herman@lw.com

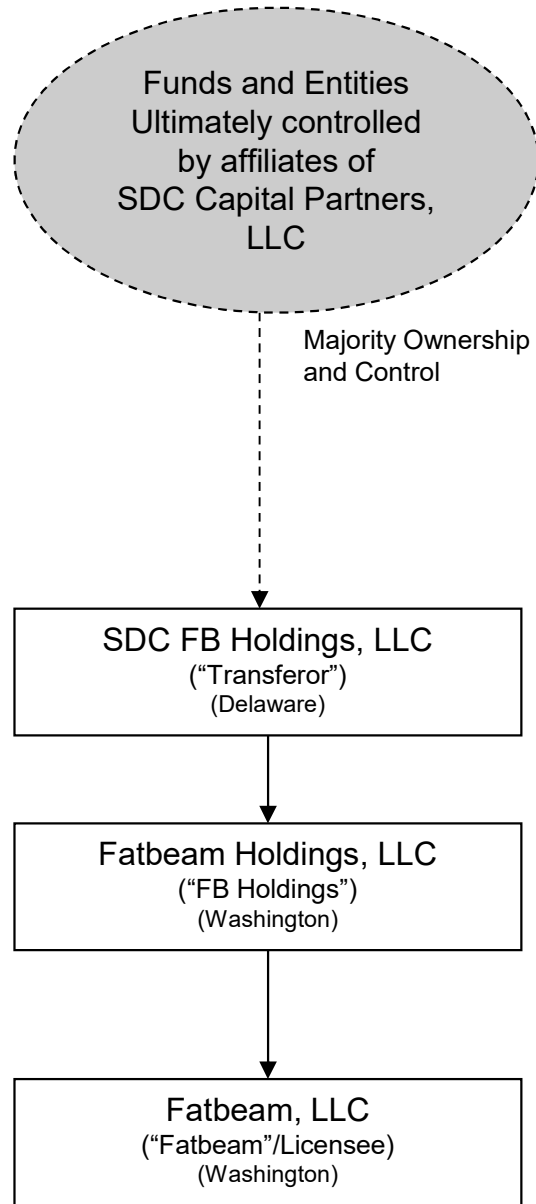
*Counsel for SDC FB Holdings, LLC and
Fatbeam, LLC*

*Counsel for Project Lighthouse AIV Feeder
LP*

EXHIBIT A

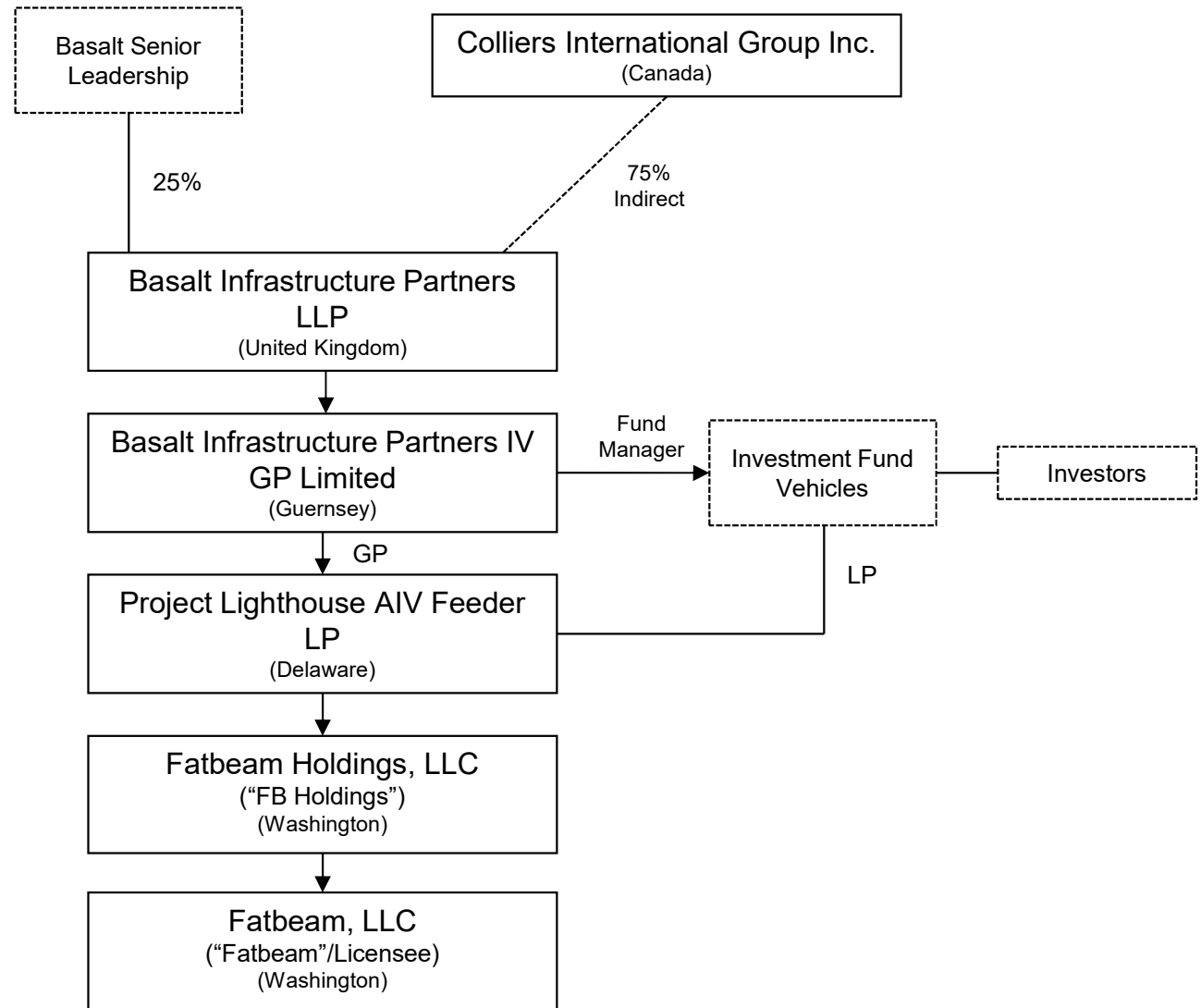
Pre- and Post-Transaction Ownership Structure

Pre-Transaction Corporate Ownership of Fatbeam



All ownership/control percentages are 100%, unless noted.

Post-Transaction Corporate Ownership of Fatbeam



All ownership/control percentages are 100%, unless noted.