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October 28, 2021

Via Electronic Filing

21-00127

Tory Lawless, Docket Manager
Tennessee Public Utilities Commission
502 Deaderick Street, 4th Floor
Nashville, Tennessee 37243

Re: *Notice of Indirect Change of TN Backhaul Networks, LLC*

Dear Ms. Lawless:

Mobilitie, LLC (“Mobilitie”) hereby notifies the Tennessee Public Utilities Commission (“Commission”) of the indirect transfer of control of Mobilitie, LLC (“Mobilitie”) and its indirect subsidiaries, including TN Backhaul Networks, LLC (“Licensee”), from The Gary Jabara Revocable Trust (“Transferor”) and BAI Communications US Holdings II LLC (“US Holdings II” or “Transferee”), which was completed on September 30, 2021 (“Transaction”).

Licensee is a Competitive Local Exchange Carrier. Prior to the consummation of the Transaction, Mobilitie and its subsidiaries, including Licensee, were indirectly owned and controlled by Transferor. As a result of the Transaction, Mobilitie and its subsidiaries, including Licensee, became indirect, wholly owned subsidiaries of Transferee, which is wholly indirectly owned and controlled by Frequency Infrastructure Australia Holdings Pty Ltd (“FIAHPL”), the holding company for the BAI Communications Group of companies (“BAI Communications Group”).¹

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

¹ In turn, FIAHPL is ultimately majority owned and controlled by the Canada Pension Plan Investment Board (“CPPIB”).

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I. DESCRIPTION OF THE PARTIES

A. Mobilitie, LLC

Mobilitie is a Nevada limited liability company headquartered at 660 Newport Center Drive, Suite 200, Newport Beach, California 92660.² 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 wholly indirectly owned and controlled by FIAHPL, 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

On September 30, 2021, Transferee indirectly acquired ownership and control of Mobilitie and its subsidiaries, including Licensee, from Transferor. Specifically, pursuant an Investment Agreement dated June 25, 2021 and upon consummation of the Transaction, Mobilitie became an indirect, wholly owned subsidiary of Transferee, and Transferee – and FIAHPL – indirectly wholly owns and controls Mobilitie and its licensee subsidiaries. Exhibit A includes organizational diagrams illustrating the pre- and post-Transaction ownership of Mobilitie and Licensee.

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

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III. PUBLIC INTEREST CONSIDERATIONS

The Transaction serves the public interest. The indirect change in ultimate control of Mobilitie and its subsidiaries, including Licensee, occurred at the parent level only, and it did not involve any assignment of operating authority, assets, or customers. Mobilitie's current highly experienced and well-qualified management, technical, and operational teams 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, Mobilitie is, under the ownership and control of FIAHPL, now able to draw upon the expertise and decades of experience of FIAHPL with respect to communications infrastructure and management. The Transaction also strengthens the financial position of Mobilitie, which has 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 does not result in any discontinuance of service or adversely affect competition. The Transaction does not result in a change of provider for any customers or any assignment of existing Commission authorizations. Therefore, the Transaction is seamless to customers, who continue to receive the same services at the same rates, terms, and conditions and in the same geographic areas as today. It also does not affect Mobilitie's vendors or vendor contracts. In addition, the proposed Transaction does not adversely affect competition because it does not result in any reduction in the number of competitors serving the market. Indeed, customers continue to have access to the same competitive alternatives that they have today. Moreover, the Transaction has no negative effect on the capitalization or financial condition of Mobilitie.

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IV. DESIGNATED CONTACTS

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

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If you have any questions regarding this notification, please contact the undersigned.

Respectfully submitted,

/s/ Matthew A. Brill

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EXHIBIT A

PRE-TRANSACTION OWNERSHIP STRUCTURE

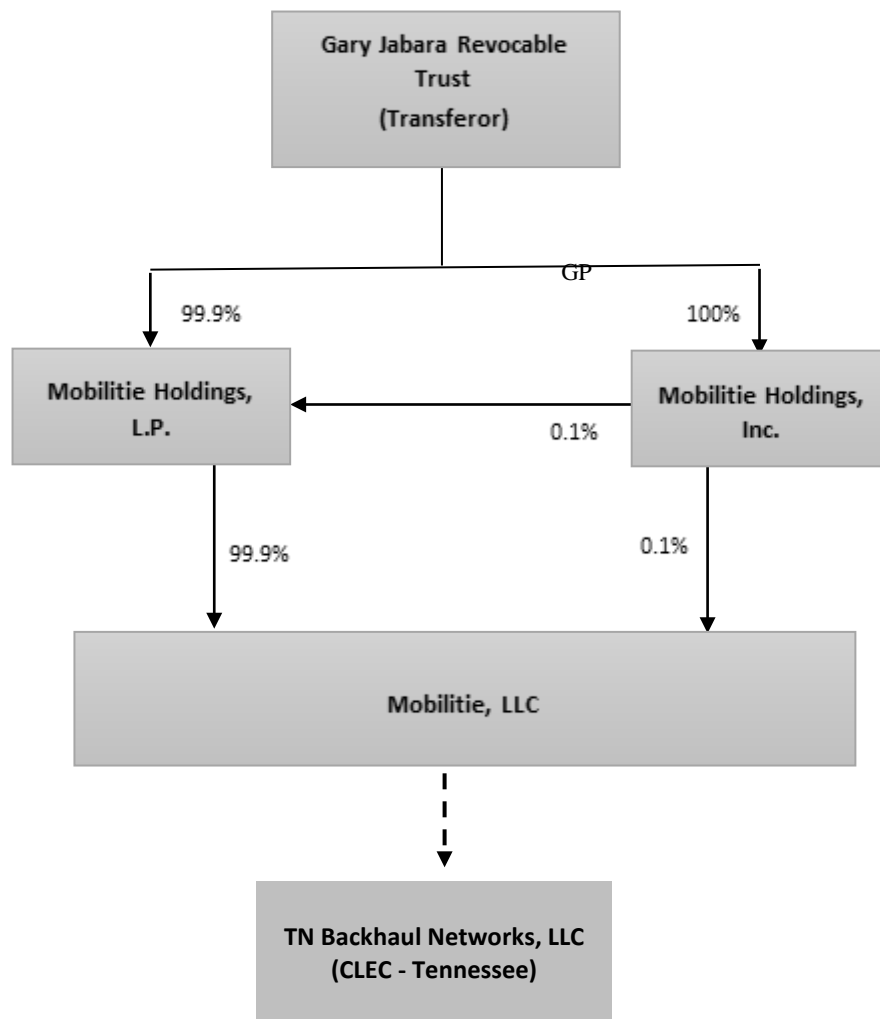


EXHIBIT A (cont.)

POST-TRANSACTION OWNERSHIP STRUCTURE

