

April 18, 2024

Electronically Filed in TPUC Docket  
Room on April 18, 2024 at 10:01 a.m.

**VIA EMAIL TO [TPUC.DOCKETROOM@TN.GOV](mailto:TPUC.DOCKETROOM@TN.GOV)**

**24-00023**

Tennessee Public Utility Commission  
c/o Tory Lawless, Dockets and Records Manager  
502 Deaderick Street  
4th Floor  
Nashville, TN 37243

**Re: Informational Notification Regarding a Pro Forma Restructuring of Missouri Network Alliance, LLC and Illinois Network Alliance, LLC**

Dear Ms. Lawless:

By this letter, Missouri Network Alliance (“MNA”) and Illinois Network Alliance, LLC (“INA” and together with MNA, the “Licensees”) notify the Tennessee Public Utility Commission (the “Commission”) of a *pro forma* change in the upstream corporate structure of Bluebird Network, LLC (“Bluebird”) that occurred on April 4, 2024 with no change to the Licensees’ ultimate owner (the “Transaction” or the “Pro Forma Restructuring”).

#### **Description of the Parties**

MNA, a Missouri limited liability company, and INA, an Illinois limited liability company, are wholly owned direct subsidiaries of Bluebird, a Missouri limited liability company. Bluebird is a regional fiber network provider.

MNA provides transport and Internet services as a “carrier’s carrier” to wholesale and enterprise customers in Illinois, Iowa, Kansas, Kentucky, Missouri, Nebraska, Oklahoma, and Tennessee and also provides tandem switching and transport services for interexchange carriers. In Tennessee, MNA holds a Certificate of Public Convenience and Necessity to provide competing local and interexchange telecommunications services and operates as a reseller and/or facilities-based carrier of telecommunications services granted by an Order issued in Docket 19-00069 on December 18, 2019.

INA is a fiber network operator, providing transport and Internet services as a “carriers carrier” to wholesale customers in Illinois, Kentucky and Tennessee. In Tennessee, INA holds a Certificate of Public Convenience and Necessity to provide competing local and interexchange telecommunications services and operates as a reseller and/or facilities-based carrier of telecommunications services granted by an Order issued in Docket 14-00060 on October 31, 2014.

MIP IV MidWest Fiber, LLC (“MIP IV Midwest”), a Delaware limited liability company, directly wholly owns and controls Bluebird and its subsidiaries, including MNA and INA. MIP IV MidWest is wholly owned (through direct and indirect interests) by MIP IV (FCC) AIV, L.P. (“MIP IV FCC”), a Delaware limited partnership. MIP IV FCC is managed by Macquarie Infrastructure Partners Inc., a Delaware corporation, pursuant to an agreement with MIP IV Midwest’s general partner, MIP IV (ECI) GP, LLC, a Delaware limited liability company, which is controlled by Macquarie Infrastructure and Real Assets Inc (“MIRA”), a Delaware corporation. MIRA is indirectly wholly owned and controlled by Macquarie Group Limited (“MGL”), a publicly traded Australian company that provides banking and investment services.

### **Contacts**

Questions, correspondence or other communications concerning this filing should be directed to:

with a copy to

Jason Adkins  
Bluebird Network, LLC  
4215 Philips Farm Road  
Suite 103  
Columbia, MO 65201  
1.573.777.4200  
Jason.adkins@bluebirdnetwork.com

Elizabeth R. Park  
Latham & Watkins LLP  
555 Eleventh Street, N.W.  
Suite 1000  
Washington, D.C. 20004-1304  
1.202.637.2200 (tel)  
1.202.637.2201 (fax)  
elizabeth.park@lw.com

### **Description of the Pro Forma Restructuring**

MGL undertook an internal restructuring that became effective on April 4, 2024 that was intended to simplify the Macquarie corporate structure and achieve improved alignment of its various business units. Through this restructuring, MGL holds MIRA through different holding companies, all of which are wholly owned by MGL and are organized in the U.S. or Australia. The Pro Forma Restructuring has resulted in the ownership of MIRA being transferred within the broader Macquarie organization such that it is situated within Macquarie’s sub-group of entities that also engage in asset management businesses. The Pro Forma Restructuring has not resulted in any change in the equity ownership or ultimate control of Bluebird or the Licensees. The only change is the replacement of certain intermediate holding companies between MIRA and its ultimate owner, MGL. Thus, the change is purely *pro forma* in nature.

Diagrams depicting the pre- and post-Transaction corporate ownership of Bluebird, MNA and INA are included in Exhibit A.

\* \* \* \*

We would appreciate acknowledgement of receipt and acceptance of this filing, which is being filed by e-mail. Should you have any questions, please do not hesitate to contact the persons identified above.

Respectfully submitted,

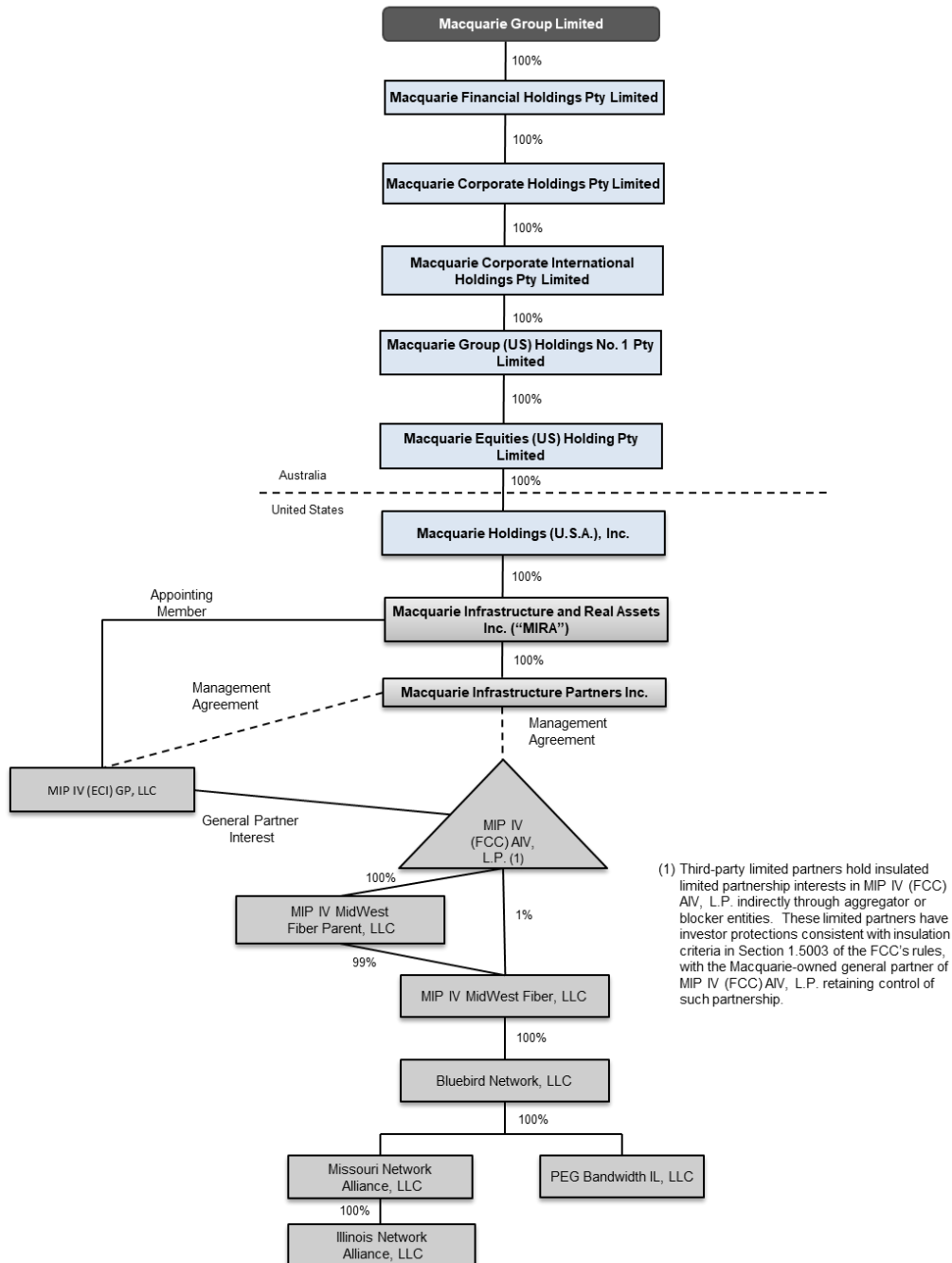
A handwritten signature in cursive script that reads "Carla Cooper".

Carla Cooper  
Bluebird Network, LLC

**EXHIBIT A**

**Pre- and Post-Transaction Corporate Ownership Structures**

# Pre-Transaction Organizational Chart



# Post-Transaction Organizational Chart

