

# Morgan Lewis

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March 30, 2017

**VIA ELECTRONIC FILING**

Rosemary Chiavetta, Secretary  
Pennsylvania Public Utility Commission  
Commonwealth Keystone Building  
P.O. Box 3265  
Harrisburg, PA 17105-3265

Re: Application for Approval of an Indirect Transfer of Control of FiberNet Telecommunications of Pennsylvania, LLC and Lumos Networks of West Virginia Inc.

**Docket No.** \_\_\_\_\_

Dear Ms. Chiavetta:

On behalf of MTN Infrastructure TopCo, Inc. ("MTN Infrastructure"), FiberNet Telecommunications of Pennsylvania, LLC ("FiberNet") and Lumos Networks of West Virginia Inc. ("Lumos WV") and Lumos Networks Corp. ("Lumos Parent") (collectively, "Applicants"), enclosed for filing is an Application for the Approval to transfer indirect control of FiberNet and Lumos WV to MTN Infrastructure. This filing is being electronically submitted using the Commission's eFiling System without the inclusion of **Confidential Exhibit D**. A paper copy of the filing is being transmitted to the Commission with **Confidential Exhibit D**. Copies of the application are being served in accordance with the attached Certificate of Service.

I would appreciate acknowledgement of receipt and acceptance of this electronic filing. If you have any questions, please do not hesitate to contact me or my colleague, Joshua Bobeck (joshua.bobek@morganlewis.com; 202-739-3000).

Respectfully submitted,



*/s/ Anthony C. DeCusatis*

Anthony C. DeCusatis  
Catherine G. Vasudevan

Counsel for MTN Infrastructure TopCo, Inc.

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Enclosure

cc: Certificate of Service  
Erin Laudenslager, Bureau of Fixed Utility Services (via email)

**BEFORE THE  
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

Joint Application of

**MTN Infrastructure TopCo, Inc.  
FiberNet Telecommunications of Pennsylvania,  
LLC, Lumos Networks of West Virginia Inc., and  
Lumos Networks Corp.**

for Approval to Transfer Indirect Control of FiberNet  
Telecommunications of Pennsylvania, LLC and  
Lumos Networks of West Virginia Inc. to MTN  
Infrastructure TopCo, Inc.

Docket No. \_\_\_\_\_

**JOINT APPLICATION FOR APPROVAL OF A GENERAL RULE TRANSACTION**

**TO THE HONORABLE PENNSYLVANIA PUBLIC UTILITY COMMISSION:**

THIS APPLICATION (“Application”) is filed, as a General Rule Transaction pursuant to 52 Pa. Code § 63.324, by MTN Infrastructure TopCo, Inc. (“MTN Infrastructure” or “Transfer-ee”); FiberNet Telecommunications of Pennsylvania, LLC (“FiberNet”); and Lumos Networks of West Virginia Inc. (“Lumos WV”) (FiberNet and Lumos WV, together, “Licensees”);<sup>1</sup> and Lumos Networks Corp. (“Lumos Parent”) (collectively, “Applicants”). To the extent necessary pursuant to Section 1102(a) of the Public Utility Code, 66 Pa.C.S. § 1102(a), the Pennsylvania Public Utility Commission’s (“Commission”) Policy Statement on Utility Stock Transfers, 52 Pa. Code § 69.901, and the Commission’s regulations on Abbreviated Procedures for Review of Transfer of Control of Telecommunications Public Utilities, 52 Pa. Code §§ 63.321-63.325, the Applicants seek Commission approval to transfer indirect control of FiberNet and Lumos WV to MTN Infrastructure.

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<sup>1</sup> Licensees are directly owned by intermediate subsidiaries of Lumos Parent, but Lumos Parent has ultimate ownership and control of Licensees.

Applicants submit that the approvals requested in this Application are in the public interest and should be granted on an expedited basis. The parties are targeting completion of the corporate steps resulting in the transfer of control sometime in the third quarter of 2017. Applicants therefore request that the Commission consider this Application no later than the Commission's public meeting scheduled for May 4, 2017, so that the parties can take the corporate steps necessary to complete the transaction within that timeframe.

In support of this Application, Applicants provide the following information:

**I. DESCRIPTION OF THE APPLICANTS**

**A. Transferee – MTN Infrastructure TopCo, Inc.**

MTN Infrastructure, a Delaware corporation, is a holding company created to aggregate the ownership of various investment funds ultimately managed by an affiliate of EQT AB ("EQT") in connection with the Transaction. EQT, founded in Sweden in 1994, is a leading alternative investments firm with approximately EUR 35 billion in raised capital across 22 funds. EQT funds have portfolio companies in Europe, Asia and the United States with total sales of more than EUR 15 billion and approximately 100,000 employees. Investment funds managed by affiliates of EQT have successfully invested in several fiber-based companies abroad, including Tampnet (Norway, United Kingdom, United States); BroadNet (Norway); IslaLink (France, Spain); IP-Only (Sweden, Denmark, Finland, Norway); Adamo Telecom Iberia SA (Spain); Global Connect (Denmark, Germany); Delta Comfort (Netherlands); and Bjørvika IKT AS (Norway). Currently, each of these companies operates independently of each other, and following the transaction, although each will become affiliated with Lumos Parent, each company and Lumos Parent will continue to operate independently. A brief description of each of these portfolio companies is attached as **Exhibit A**.

As stated above, MTN Infrastructure has been created as a holding company to aggregate the ownership of various investment funds ultimately managed by an affiliate of EQT and is well qualified to own Lumos as the company continues to transform into a Competitive Fiber Provider. Lumos is investing significant capital to build a high-quality, redundant fiber network that allows Lumos to control the customer experience end-to-end. EQT and its affiliates acting as the manager or advisers to such funds are committed to the growth and development of companies under such funds' ownership, and seek to develop and grow the core strengths of such portfolio companies. The track record of infrastructure investment funds advised or managed by members of the EQT group is impressive, with nearly all of the value created in such funds' portfolio companies (over 95%) coming from growth. The portfolio companies advised or managed by members of the EQT group have consistently achieved increases in revenues, employees, and earnings.

**B. Lumos Networks Corp. and Licensees**

Lumos Parent is a publicly-traded Delaware corporation (NASDAQ: LMOS), with its principal offices located at One Lumos Plaza, Waynesboro, VA 22980. Through its subsidiaries (collectively with Lumos Parent, "Lumos"), Lumos provides fiber-based services in the mid-Atlantic region to carrier, enterprise and data center customers.

Founded in 1897 as the Clifton Forge-Waynesboro Telephone Company, Lumos has a long history of providing exceptional telecommunications services. In its CLEC business, Lumos offers local voice lines (including VOIP), primary rate interface ("PRI"), long distance, DSL, and integrated access (SIP trunking). Lumos is now focused on providing fiber bandwidth infrastructure to serve carrier and enterprise customers. It offers end-to-end connectivity in 25 markets in Virginia, West Virginia, North Carolina, Pennsylvania, Maryland, Ohio and Kentucky. The company's enterprise customers include healthcare providers, local government

agencies, financial institutions and educational institutions. These customers purchase multiprotocol label switching (“MPLS”)-based Ether-net, metro Ethernet (“Metro E”), data transport services, wavelength transport services and IP services. Lumos’ carrier customers utilize these same services but also purchase fiber-to-the-cell site (“FTTC”) and wireless backhaul. In 2016 Lumos generated over \$123 million in data revenue from its fiber network, representing approximately 60% of the company’s total revenue.

Lumos WV is a Virginia corporation and an indirect, wholly-owned subsidiary of Lumos Parent. In Pennsylvania, Lumos WV is authorized to operate as (1) a Competitive Local Exchange Carrier pursuant to Certificates issued in Docket Nos. A-2009-2148183, A-2009-2148184, A-2009-2148185, A-2011-2242109, A-2014-2400418, A-2014-2400419, A-2014-2400422, A-2014-2400424, A-2014-2400425, A-2014-2400426 and A-2014-2400427; (2) an Interexchange Carrier pursuant to a Certificate issued in Docket No. A-2009-2141817; (3) a Toll Reseller pursuant to a Certificate issued in Docket No. A-2009-2148186; and (4) a Competitive Access Provider pursuant to a Certificate issued in Docket No. A-2009-2148188.<sup>2</sup> Lumos WV is also authorized by the Federal Communications Commission to provide domestic and international telecommunications service.

FiberNet is a Pennsylvania limited liability company, and an indirect, wholly-owned subsidiary of Lumos Parent. In Pennsylvania, FiberNet is authorized to operate as (1) a Toll Reseller pursuant to a Certificate granted in Docket No. A-310828; (2) a Competitive Local Exchange Carrier pursuant to a Certificate granted in Docket No. A-310828F0002; and (3) a Competitive Access Provider pursuant to a Certificate granted in Docket No. A-310828F0003.

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<sup>2</sup> Certain of these Certificates were originally issued under the name NTELOS of West Virginia, LLC. The change in the company’s name to Lumos Networks of West Virginia Inc. was confirmed and approved by the Commission by Secretarial Letter issued on December 26, 2012 in Docket No. R-2012-2322852.

Additional information regarding Lumos Parent, including its most recent SEC Forms 10-K and 10-Q, as filed with the Securities and Exchange Commission, is available at [www.Lumosnetworks.com](http://www.Lumosnetworks.com).

### **III. DESCRIPTION OF THE TRANSACTION**

Pursuant to the Agreement and Plan of Merger (the “Agreement”), dated February 18, 2017, by and among MTN Infrastructure; MTN Infrastructure BidCo, Inc. (“Merger Sub”);<sup>3</sup> and Lumos Parent, MTN Infrastructure will acquire all of the outstanding common stock of Lumos Parent (the “Transaction”) for \$18.00 per share in cash, resulting in an expected enterprise value of Lumos Parent of approximately \$950 million. Specifically, Merger Sub will merge with and into Lumos Parent, whereupon the separate existence of Merger Sub will cease and Lumos Parent will be the surviving corporation.

The Transaction will be transparent to Licensees’ customers. All existing customers of Licensees in Pennsylvania will continue to be served under their existing authorizations, as well as under existing tariffs and contracts. The combined company will retain the Lumos name and will remain headquartered in Waynesboro, VA. Moreover, the Applicants intend that Lumos Parent’s existing management team and personnel will remain in place, ensuring that Lumos Parent’s managerial, technical and operational standards will be maintained. The only change resulting from the Transaction will be that Lumos Parent will ultimately be owned by MTN Infrastructure rather than the current shareholders of Lumos Parent. Following closing, Lumos Parent will enjoy access to the financial resources of MTN Infrastructure and the broader expertise of the advisers to the investment funds that own MTN Infrastructure. Further, MTN Infrastructure is financially well-qualified to become the new owner of Lumos Parent, which will be

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<sup>3</sup> Merger Sub is a Delaware corporation formed for the purposes of the Transaction. Merger Sub is a direct, wholly owned subsidiary of MTN Infrastructure.

able to maintain and advance its state-of-the-art infrastructure and bring even more innovative service offerings to its customers.

As a result of Transaction, the Licensees will become indirect subsidiaries of MTN Infrastructure. Diagrams depicting the pre-and post-Transaction corporate ownership structures are appended hereto as **Exhibit B**.

**IV. Information Required by 52 PA. CODE § 63.324**

This Application is filed as a General Rule Transaction pursuant to 52 Pa. Code § 63.324.

Pursuant to 52 Pa. Code § 63.324(d), the Applicants provide the following:

- (1) Name, address and telephone number of each party or applicant to the transaction:

Transferee:

MTN Infrastructure TopCo, Inc.  
c/o EQT Partners Inc.  
1114 Avenue of the Americas, 45th Floor  
New York, NY 10036  
(917) 281-0850

Licensees:

FiberNet Telecommunications of Pennsylvania, LLC  
One Lumos Plaza, P.O. Box 1068  
Waynesboro, VA 22980  
(540) 946-2000

Lumos Networks of West Virginia Inc.  
One Lumos Plaza, P.O. Box 1068  
Waynesboro, VA 22980  
(540) 946-2000

Transferor:

Lumos Networks Corp.  
One Lumos Plaza, P.O. Box 1068  
Waynesboro, VA 22980  
(540) 946-2000

- (2) Government, state or territory under the laws of which each corporate or partnership applicant to the transaction is organized:

Please see Section I above.

- (3) The name, title, post office address and telephone number of the officer or contact point, including legal counsel in this Commonwealth, to whom correspondence concerning the transaction is to be addressed:

For MTN Infrastructure TopCo, Inc.:

Anthony C. DeCusatis  
PA I.D. No. 25700  
Catherine G. Vasudevan  
PA I.D. No. 210254  
Morgan, Lewis & Bockius LLP  
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[catherine.vasudevan@morganlewis.com](mailto:catherine.vasudevan@morganlewis.com)

For Lumos Parent and Licensees:

Michael Gruin  
PA I.D. No. 78625  
STEVENS AND LEE  
17 N. 2nd Street, 16th Fl.  
Harrisburg, PA 17101  
Tel: 717-255-7365  
Fax: 202-777-7763  
[mag@stevenslee.com](mailto:mag@stevenslee.com)

With a copy to:

Andrew D. Lipman  
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With a copy to:

Mary McDermott  
Senior Vice President and  
General Counsel  
Lumos Networks Corp.  
One Lumos Plaza, P.O. Box 1068  
Waynesboro, VA 22980  
Tel: 540-946-8677  
[mcdermottm@lumosnet.com](mailto:mcdermottm@lumosnet.com)

- (4) The name, address, citizenship and principal place of business of any person, party or entity that directly or indirectly owns more than 20% of the equity of the applicant, and the percentage of equity owned by each of those entities (to the nearest 1%):

Upon completion of the transaction, the following entities will directly wholly own

**FiberNet Telecommunications of Pennsylvania, LLC:**

|              |  |
|--------------|--|
| Name:        | Lumos Networks of West Virginia, Inc.                  |
| Address:     | One Lumos Plaza, P.O. Box 1068<br>Waynesboro, VA 22980 |
| Citizenship: | U.S. (Virginia)  |
| % Interest:  | 100%   |

Upon completion of the transaction, the following entities will directly or indirectly wholly own **Lumos Networks of West Virginia Inc.:**

Name: Lumos Networks Operating Company  
Address: One Lumos Plaza, P.O. Box 1068  
Waynesboro, VA 22980  
Citizenship: U.S. (Delaware)  
% Interest: 100%

Name: Lumos Networks Corp.  
Address: One Lumos Plaza, P.O. Box 1068  
Waynesboro, VA 22980  
Citizenship: U.S. (Delaware)  
% Interest: 100% (indirectly, as 100% direct owner of Lumos Networks Operating Company)

Upon completion of the Transaction, the following entities will own or control a 20 percent or greater indirect interest in FiberNet and Lumos WV through **Lumos Parent:**

Name: MTN Infrastructure TopCo, Inc.  
Address: c/o EQT Partners Inc.  
1114 Avenue of the Americas, 45th Floor  
New York, NY 10036  
Citizenship: United States (DE)  
% Interest: 100% (directly)

Name: MTN Infrastructure Intermediate, LP  
Address: c/o EQT Partners Inc.  
1114 Avenue of the Americas, 45th Floor  
New York, NY 10036  
Citizenship: United States (DE)  
% Interest: 100% (indirectly as 100% direct owner of MTN Infrastructure TopCo, Inc.)

Name: MTN Infrastructure Intermediate GP, Inc.  
Address: c/o EQT Partners Inc.  
1114 Avenue of the Americas, 45th Floor  
New York, NY 10036  
Citizenship: United States (DE)  
% Interest: 100% (indirectly as General Partner of MTN Infrastructure Intermediate, LP)

Name: MTN Infrastructure TopCo Blocker, Inc.  
Address: c/o EQT Partners Inc.  
1114 Avenue of the Americas, 45th Floor

|              |  |
|--------------|--|
|              | New York, NY 10036   |
| Citizenship: | United States (DE)   |
| % Interest:  | 100% (as sole Limited Partner of MTN Infrastructure Intermediate LP and 100% direct owner of MTN Infrastructure Intermediate GP, Inc.) |
| Name:        | MTN Infrastructure TopCo, LP   |
| Address:     | c/o EQT Partners Inc.<br>1114 Avenue of the Americas, 45th Floor<br>New York, NY 10036   |
| Citizenship: | United States (DE)   |
| % Interest:  | 100% (indirectly as 100% owner of MTN TopCo Blocker, Inc.)   |
| Name:        | MTN Infrastructure TopCo GP, LLC   |
| Address:     | c/o EQT Partners Inc.<br>1114 Avenue of the Americas, 45th Floor<br>New York, NY 10036   |
| Citizenship: | United States (DE)   |
| % Interest:  | 100% (indirectly as sole General Partner of MTN Infrastructure TopCo, LP)  |

Upon completion of the proposed Transaction, the following entities will each be a limited partner of MTN Infrastructure TopCo, LP and one or more of them may hold a 20% or greater indirect interest in Lumos Parent. Applicants anticipate that none of these limited partners will hold a greater than 50% equity interest in MTN Infrastructure TopCo, LP. The precise equity interests of investors in these entities have not been finalized. The immediate controlling owner of each of these limited partners, however, is EQT Infrastructure III (GP) SCS,<sup>4</sup> and that entity's owners are the ultimate owners of Lumos Parent, which are identified below.

MTN Infrastructure Lux II S.à r.l.<sup>5</sup>  
 MTN Infrastructure Lux III S.à r.l.  
 MTN Infrastructure Co-invest 1 SCS<sup>6</sup>

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<sup>4</sup> None of these other members or limited partners will have a 20% indirect ownership interest in Lumos Parent. If any investment causes an entity or individual not already disclosed herein to obtain a 20% or greater interest in Transferee, Applicants will update the information in this Application.

<sup>5</sup> A Luxembourg Société à responsabilité limitée ("S.à r.l.") is most similar to a U.S. limited liability company.

MTN Infrastructure Co-invest 2 SCSp  
MTN Infrastructure Sidecar 2 SCSp  
23, rue Aldringen  
L-1118 Luxembourg  
Citizenship: Luxembourg  
Principal Business: Holding Companies  
Ownership Percentage: Indirect intermediate interest as limited partners of MTN Infrastructure TopCo, LP

MTN Infrastructure Sidecar 1 SCSp  
23, rue Aldringen  
L-1118 Luxembourg  
Citizenship: Luxembourg  
Principal Business: Holding Company  
Ownership Percentage: Indirect intermediate interest as owner of 96% of the equity in MTN Infrastructure Lux II S.à r.l. and 96% of the equity of MTN Infrastructure Lux III S.à r.l.

Upon completion of the proposed Transaction, the following entities will hold a 20% or greater interest in MTN Infrastructure TopCo GP, LLC and thus an indirect 20% or greater interest in Lumos Parent:

EQT Infrastructure III (GP) SCS<sup>7</sup>  
23, rue Aldringen  
L-1118 Luxembourg  
Citizenship: Luxembourg  
Principal Business: General Partner  
Ownership Percentage: 100% (indirectly as 100% owner of MTN Infrastructure TopCo GP, LLC and General Partner of the following entities: MTN Infrastructure Co-invest 1 SCSp; MTN Infrastructure Co-invest 2 SCSp; MTN Infrastructure Sidecar 1 SCSp; and MTN Infrastructure Sidecar 2 SCSp)

EQT Fund Management S.à r.l.  
23, rue Aldringen  
L-1118 Luxembourg  
Citizenship: Luxembourg  
Principal Business: General Partner  
Ownership Percentage: 100% (indirectly by exercising management control of EQT Infrastructure III (GP) SCS)

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<sup>6</sup> A Luxembourg Société en Commandite Simple Spéciale (“SCSp”) is most similar to a U.S. limited partnership.

<sup>7</sup> A Luxembourg Société en Commandite Simple (“SCS”) is most similar to a U.S. limited partnership.

EQT Infrastructure III General Partner S.à r.l.<sup>8</sup>  
23, rue Aldringen  
L-1118 Luxembourg  
Citizenship: Luxembourg  
Principal Business: General Partner  
Ownership Percentage: 100% (indirectly as General Partner of EQT Infrastructure III (GP) SCS)

EQT Holdings Infrastructure III B.V.<sup>9</sup>  
World Trade Center Schiphol, H-Tower  
Floor 4, Schiphol Boulevard 355 1118  
BJ Schiphol, The Netherlands  
Citizenship: Netherlands  
Principal Business: Limited Partner  
Ownership Percentage: 94.9% (indirectly as Limited Partner of EQT Infrastructure III (GP) SCS)

EQT Holdings B.V.  
World Trade Center Schiphol, H-Tower  
Floor 4, Schiphol Boulevard 355 1118  
BJ Schiphol, The Netherlands  
Citizenship: Netherlands  
Principal Business: Limited Partner  
Ownership Percentage: 94.9% (indirectly as 100% direct owner of EQT Holdings Infrastructure III B.V.)

EQT AB<sup>10</sup>  
Hovslagargatan 3, 103 27  
Stockholm, Sweden  
Citizenship: Sweden  
Principal Business: Investments/Holding Company  
Ownership Percentage: 100% (indirectly as 100% direct owner of EQT Holdings BV and 100% direct owner of EQT Infrastructure III General Partner S.à r.l.)

EQT International Holdings B.V.  
World Trade Center Schiphol, H-Tower  
Floor 4, Schiphol Boulevard 355 1118  
BJ Schiphol, The Netherlands  
Citizenship: Netherlands  
Principal Business: Holding Company

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<sup>8</sup> See note 5 *supra*.

<sup>9</sup> A Dutch Besloten Vennootschap (“BV”) is most similar to a U.S. limited liability company.

<sup>10</sup> A Swedish Aktiebolag (“AB”) is most similar to a U.S. corporation or limited liability company.

Ownership Percentage: 81% (indirectly as 81% equity owner of EQT AB)

EQT Holdings Coöperatief W.A.<sup>11</sup>  
World Trade Center Schiphol, H-Tower  
Floor 4, Schiphol Boulevard 355 1118  
BJ Schiphol, The Netherlands

Citizenship: Netherlands

Principal Business: Members Association

Ownership Percentage: 81% (indirectly as 100% equity owner of EQT International Holdings B.V.)

(5) A summary description of the transaction:

Please see Section II above.

(6) A summary of the services and the service territories in this Commonwealth that will be affected by the transaction:

No service territories will likely be affected by the Transaction. Licensees expect to provide services in the same territories before and after the proposed transaction.

(7) A verified statement as to how the transaction fits into one or more of the categories subject to the general rule:

The Applicants verify that the Transaction involves a change in the Licensees' controlling interest greater than 20%. *See* 52 Pa. Code § 63.324(a)(2).

(8) Identification of other transactions related to the transaction

There are no jurisdictional transactions, other than the Transaction described in this Application and the financing arrangements (the "Financing") described in the Securities Certificate that will also be filed by Applicants.

(9) A verified statement whether the transaction warrants special consideration because either party to the transaction is facing imminent business failure:

No party to the transaction is facing imminent business failure. However, Applicants submit that this Application should be granted on an expedited basis. The parties are targeting completion of the corporate steps resulting in the transfer of control sometime in the third quarter of 2017.

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<sup>11</sup> A W.A. entity is a Dutch cooperative association of members.

Applicants therefore request that the Commission consider this Application no later than the Commission's public meeting scheduled for May 4, 2017, so that the parties can take the corporate steps necessary to complete the Transaction within that timeframe.

- (10) Identification of a separately filed waiver request sought in conjunction with the transaction:

No waiver request is being made with respect to the Transaction or the Financing.

- (11) A verified statement containing facts and allegations establishing:

(i) For a merger or similar transaction, how the transaction will affirmatively promote the service, accommodation, convenience, or safety of the public in some substantial way as required by State law.

(ii) Findings that approval for a transaction subject to 66 Pa.C.S. 1103(a) (relating to procedure to obtain certificates of public convenience) is necessary or proper for the service, accommodation, convenience, or safety of the public.

(iii) The impact of the transaction on competition.

Section 1103(a) of the Public Utility Code, 66 Pa.C.S. § 1103(a), authorizes the Commission to issue a certificate of public convenience approving a merger or transfer of control upon a finding that "the granting of such certificate is necessary or proper for the service, accommodation, convenience or safety of the public." In issuing the certificate, the Commission must determine that the Transaction will "affirmatively promote the service, accommodation, convenience, or safety of the public in some substantial way." *City of York v. Pennsylvania Public Utility Commission*, 449 Pa. 136, 151, 295 A.2d 825, 828 (1972). This standard is satisfied by a simple preponderance of the evidence of benefits, and such burden can be met by showing a likelihood or probability of public benefits that need not be quantified or guaranteed. *Popowsky v. Pennsylvania Public Utility Commission*, 594 Pa. 583, 611, 937 A.2d 1040, 1057 (2007). As explained below, the Transaction will affirmatively promote the service, accommodation and convenience of the public in a substantial

way. Therefore, a certificate of public convenience should be issued by the Commission pursuant to Section 1103.

As an initial matter, the Transaction will not reduce competition in Pennsylvania because MTN Infrastructure does not own any other telecommunications providers that provide or are authorized to provide intrastate telecommunications services in Pennsylvania and, following completion of the Transaction, Licensees will continue to provide the same telecommunications services in Pennsylvania as they provide now. The Transaction also may add to the competitive landscape in Pennsylvania as the Applicants anticipate that the Transaction will advance Lumos' state-of-the-art infrastructure and permit Lumos to bring even more innovative service offerings to even more customers. Following closing, Lumos Parent will enjoy access to the financial resources of MTN Infrastructure and the broader expertise of the advisers to the investment funds that own MTN Infrastructure. further benefiting customers.

In 2011, NTELOS separated its wireline and wireless businesses into two stand-alone companies, with Lumos Parent emerging as the wireline company. . Since that time, Lumos has become a leading fiber-based service provider in the Mid-Atlantic region serving carrier, enterprise and data center customers. Lumos offers end-to-end connectivity in 25 markets in Virginia, Pennsylvania, West Virginia, Maryland, Ohio, and Kentucky. With a fiber network of 10,112 fiber route miles and 491,276 total fiber strand miles, Lumos connects 1,304 unique FTTC sites, 1,659 total FTTC connections, 36 data centers (including 7 company owned co-location facilities), 2,031 on-net buildings and nearly 3,400 total on-net locations. In 2016 Lumos generated over \$123 million in data revenue from its fiber network, representing approximately 60% of the company's total revenue.

The Transaction will be seamless to customers. Given that the Transaction is only a change of ownership at the holding company level, it will not affect any of the operations or legal identities of the Licensees. After the Transaction, Licensees will continue to provide high-quality communications services under the Lumos brand name on reasonable terms and conditions to existing customers, and there will be no interruption of service. Specifically, the Transaction will not cause customers to experience any changes in services, or rates, terms and conditions of service. The Licensees' existing tariffs will not be affected by the Transaction, and will remain in effect (subject to change in the ordinary course of business). Future changes, if any, in rates, terms and conditions of service will be made in accordance with applicable rules and notice requirements. The Applicants further intend that Lumos Parent's existing management team and personnel will remain in place, ensuring that Lumos Parent's managerial, technical and operational standards will be maintained.

- (12) A verified statement affirming that the applicant is in compliance with Commission obligations and filings and a listing of all State and Federal proceedings when:
- (i) Within the 3-year period prior to filing the application, the applicant was found to have violated either State or Federal requirements.
  - (ii) Within the 3-year period prior to filing the application, the applicant is alleged to have violated either State or Federal requirements.

The Applicants verify that, to their knowledge, Applicants are in compliance with all Commission obligations and filings. The Applicants have not been found to have violated either State or Federal requirements over the last three years, and Applicants have not been alleged by any Pennsylvania or federal regulatory agency to have materially violated either state or federal requirements over the last three years. Out of an abundance of caution, Applicants provide the following information regarding allegations in a 911 fee case brought in Washington County, Pennsylvania.

Fibernet Telecommunications of Pennsylvania is one of 38 telecommunications carrier defendants in County of Washington, Pennsylvania vs. Verizon Pennsylvania, Inc. et al., Docket No. 2015-4706 one of numerous cases in the state brought by county governments claiming local telecommunications carriers did not properly collect and remit 911 fees. The parties have reached an agreement to stay this matter until the Commonwealth Court issues its ruling in Butler County's appeal of the Court of Common Pleas' dismissal of its complaint in *County of Butler, Pennsylvania v. CenturyLink Communications, LLC, Inc., et. al.*, A.D. 15-11007, Court of Common Pleas of Butler County, Commonwealth of Pennsylvania). (Complaint Dismissed Aug. 11, 2016, appeal pending).

- (13) A verified statement affirming that customers received prior notice. Notice shall be accomplished using a notice approved by the Commission's Bureau of Consumer Services (BCS). Any disagreement between the applicant and BCS shall be addressed by an appeal from an action of staff mirroring the process in 5.44 (relating to petitions for appeal from actions of the staff) of the Commission's rules of practice and procedure.

Not applicable. The Transaction will not result in any changes to the services received by customers, including rates, terms and conditions of service. Therefore, Applicants do not intend to provide customers notice of the Transaction.

- (14) A verified statement containing a copy of any Commonwealth utility certificates held by the applicant:

Please see Section I, in which the Applicants verify the authority held by Licensees in Pennsylvania.

- (15) A verified statement on the effect of the transaction on existing Commonwealth tariffs. If applicable or in response to a request from staff, an applicant shall provide a red-line document identifying changes in existing Commonwealth tariffs before and after the transaction for which the applicant seeks approval from the Commission:

The Applicants verify the Transaction will have no effect on the Pennsylvania tariff(s) of Licensees.

- (16) A verified statement on the transaction's effect on the existing affiliate interest agreements of the applicant:

The Applicants verify the Transaction will have no effect on the Applicants' affiliated interest agreements, if any.

- (17) A verified statement establishing that no State or Federal regulatory agency is expected to undertake an informal or formal investigation, complaint or proceeding relating to the transaction:

The Applicants verify the Transaction will not require an informal or formal investigation, complaint or proceeding into the transaction except for public utility commission reviews typically required for such transactions. The Applicants are also seeking advance approval from the FCC.

- (18) Organizational charts showing the effect on the applicant's organization before and after the transaction:

Please see **Exhibit B**.

- (19) A copy of the application filed at the FCC or a notice filed with the U.S. DOJ, if any, including the electronic location on the agency's web site:

Applications have been filed with the FCC with respect to the Transaction. A copy of the FCC Domestic Section 214 Application is attached as **Exhibit C**. A copy of the Hart-Scott-Rodino forms (excluding attachments) submitted to the U.S. DOJ is provided under seal as **Confidential Exhibit D**.

- (20) A verified statement setting forth the expected public effect of the transaction on the capital structure of the applicant over the next 5 years:

Please see the response to item (11) above, which the Applicants verify and which provides a description of the public benefits of the Transaction. The Applicants further verify that consummation of the Transaction will not have a negative impact on the capital structure of Licensees over the next five years.

- (21) For an applicant subject to a broadband deployment commitment under Federal or State law, a verified statement affirming that the applicant is in compliance with that commitment:

The Applicants verify that they are under no federal or state broadband deployment obligation in Pennsylvania.

- (22) For an applicant with eligible telecommunications carrier status under Federal and State law, a verified statement affirming that the applicant is in compliance with the law and that the applicant will continue to be in compliance with the law:

Applicants verify that they are not “eligible telecommunications carriers.”

- (23) A verified statement affirming that the transaction complies with the prohibition against cross-subsidization imposed under Federal and State law:

The Applicants verify that the Transaction does not violate federal or state cross-subsidization rules.

**V. CONCLUSION**

WHEREFORE, for the reasons set forth above, Applicants request the Commission grant all authority necessary to complete the Transaction discussed herein.

Respectfully submitted,

*/s/ Anthony C. DeCusatis*

*/s/ Michael Gruin*

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*Counsel for Lumos Networks Corp., Lumos  
Networks of West Virginia Inc. and FiberNet  
Telecommunications of Pennsylvania, LLC*

Dated: March 30, 2017

## **EXHIBIT A**

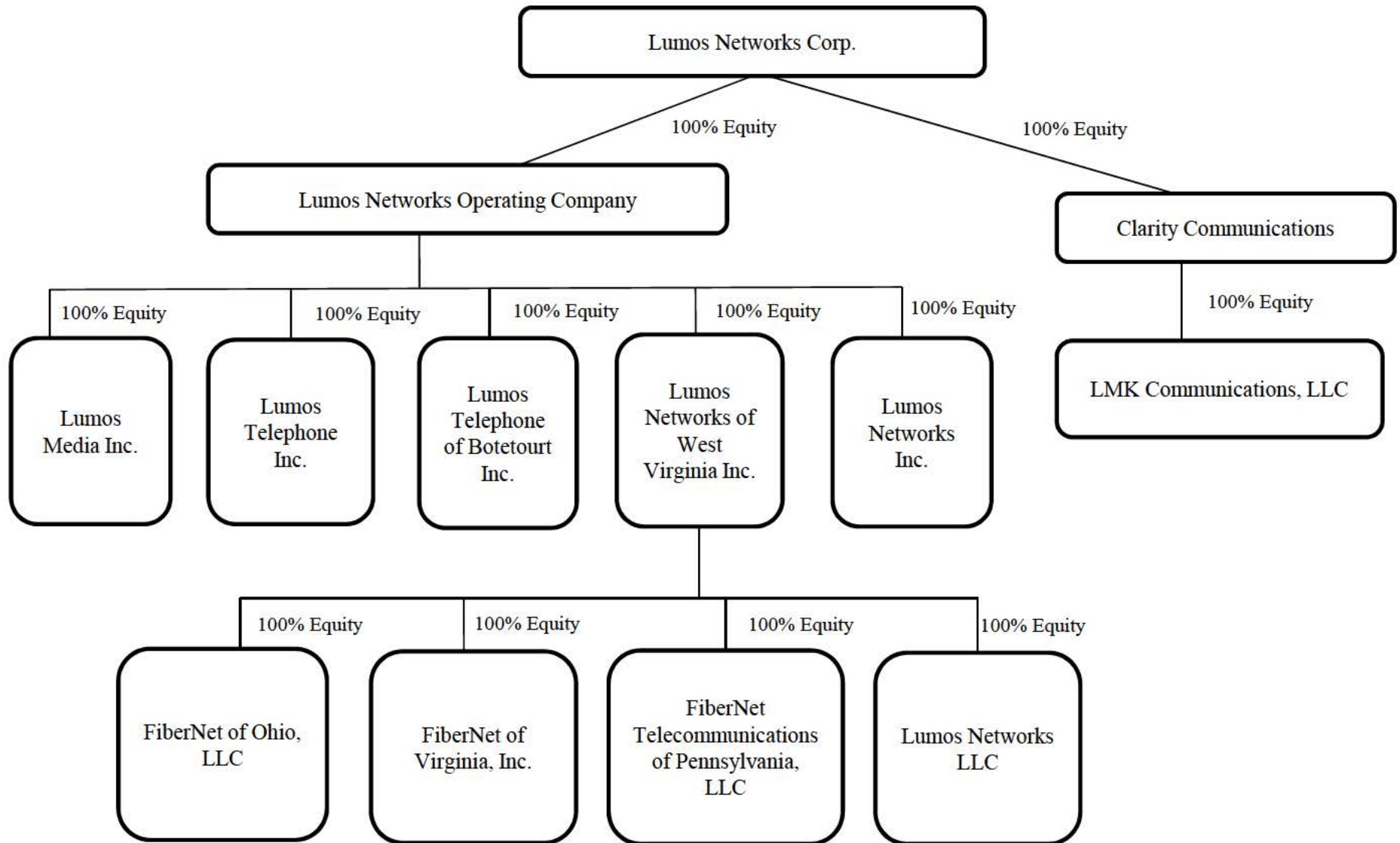
### **Brief Descriptions of EQT Investment Funds Fiber-Based Company Investments**

- **Tampnet AS** - Tampnet is an independent supplier of high capacity communication to offshore oil and gas installations in the North Sea and in the Gulf of Mexico. The company owns and operates an offshore high capacity communication network, consisting of an infrastructure of fibers, radio links, WiMAX technology and LTE base stations, and leases capacity in additional fiber. Tampnet operates in Norway, the United Kingdom and the United States (as Tampnet Inc.). For further information, *see* [www.tampnet.com](http://www.tampnet.com).
- **BroadNet** - BroadNet is a Norwegian provider of data and telecom solutions offering VPN, Internet, Ethernet and dedicated capacity to both end-user and wholesale customers. The company controls an optical fiber backbone network as well as regional and local networks in Norway. The company provides access to its fiber optic network to telecommunication service providers, mobile and fixed telephone operators, governmental institutions and digital and multimedia distributors who enter into contracts in order to deliver content to their end-user customers. For further information, *see* [www.broadnet.no](http://www.broadnet.no).
- **IslaLink** - IslaLink deploys and operates submarine cables in underserved routes to provide telecom operators with the managed bandwidth services required for their retail operations. The company owns and operates one of the fiber optic cables connecting the Balearic Islands to mainland Spain and manages international IP traffic in Marseilles (France). For more information, *see* [www.islalink.com](http://www.islalink.com).
- **IP-Only** - IP-Only is an established, niche provider of powerful telecommunications and data communications services to business customers in the Nordics. The company owns a fiber network, linking the Nordic capitals of Sweden, Denmark, Finland and Norway, which is one of the most powerful on the market in terms of installed capacity. IP-Only also owns a Metro Area Network in Uppsala, Sweden, and several data centers offering co-location and cloud-based products to corporate clients. IP-Only combines its fiber network and other assets with a strong focus on personalized customer service for its business customers. For further information, *see* [www.ip-only.se](http://www.ip-only.se).
- **Adamo Telecom Iberia SA** - Adamo Telecom provides high speed Internet and voice services in Spain over its own fiber-based access network which covers over 100,000 households. Adamo has offices in Barcelona and Madrid and employs 58 employees. For further information, *see* [www.adamo.es](http://www.adamo.es).
- **GlobalConnect** - GlobalConnect is a Danish alternative provider of business data communication services, owning and operating 12,500 km of fiber. The Company's fiber infrastructure passes more than 30,000 companies in Denmark and 9,000 companies in Germany. GlobalConnect is also a data center provider with a capacity of approximately 13,000 sqm of secure co-location space.
- **Delta Comfort** - Delta Comfort is a telecom infrastructure owner and operator, provider of multi-media services (broadband, TV, telephony) and supplier of energy, serving over 140,000 households and businesses, mainly in the Dutch province of Zeeland. Delta Comfort's hybrid fiber-coaxial network of over 6,000 km passes 192,000 homes, which corresponds to approximately 90% of the total number of homes in Zeeland.
- **Bjørsvika IKT AS** - Bjørsvika ICT AS develops, manages and allocates Information Communication Technology (ICT) infrastructure in Bjørsvika Bispevika in Oslo and related areas of Norway.

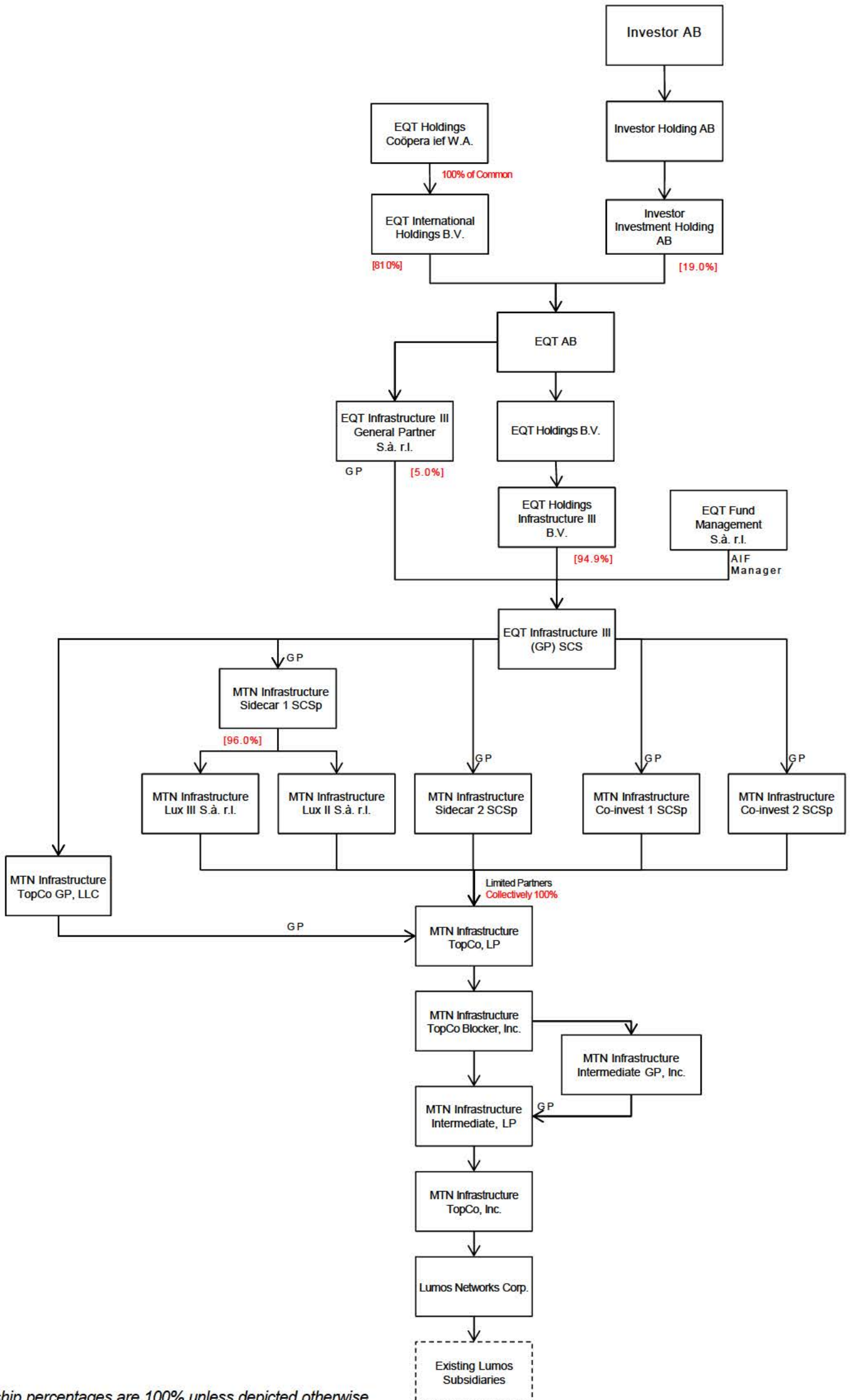
**EXHIBIT B**

**Diagrams of the Pre- and Post-Transaction Corporate Ownership Structures**

# LUMOS PARENT PRE-TRANSACTION CORPORATE OWNERSHIP STRUCTURE



# LUMOS PARENT POST-TRANSACTION CORPORATE OWNERSHIP STRUCTURE



All ownership percentages are 100% unless depicted otherwise

**EXHIBIT C**

**FCC Domestic 214 Application**

**Before the  
FEDERAL COMMUNICATIONS COMMISSION  
Washington, D.C. 20554**

In the Matter of the Joint Application of )  
 )  
**MTN INFRASTRUCTURE TOPCO, INC.** )  
 )  
and )  
 ) WC Docket No. 17-\_\_\_\_\_  
**LUMOS NETWORKS CORP.** )  
 ) IB File No. ITC-T/C-2017\_\_\_\_\_  
for authority pursuant to Section 214 of the )  
Communications Act of 1934, as amended, )  
to Transfer Indirect Control of Domestic and )  
International Section 214 Authorization Holders to )  
MTN Infrastructure TopCo, Inc. )

**JOINT APPLICATION**

Pursuant to Section 214 of the Communications Act of 1934, as amended (“the Act”),<sup>1</sup> and Sections 63.04, 63.18 and 63.24 of the Federal Communications Commission’s (“FCC’s” or “Commission’s”) rules,<sup>2</sup> MTN Infrastructure TopCo, Inc. (“MTN Infrastructure”) and Lumos Networks Corp. (“Lumos Parent”) (collectively, “Applicants”) request Commission consent to transfer indirect control of the wholly owned subsidiaries of Lumos Parent listed in **Exhibit A** that hold domestic and/or international Section 214 authorizations (collectively, the “Licensees,” and together with Lumos Parent, “Lumos”) to MTN Infrastructure. Such authority is necessary to complete the Transaction (as defined below) between Applicants. The Section 214 authorizations

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<sup>1</sup> 47 U.S.C. § 214.

<sup>2</sup> 47 C.F.R. §§ 63.04, 63.18 and 63.24.

currently held by the Licensees will continue to be held by those same entities following consummation of the proposed Transaction.<sup>3</sup>

As discussed in more detail below, the Applicants have entered into an agreement whereby MTN Infrastructure will acquire all of the ownership interests in Lumos Parent and, indirectly, in Licensees. The Transaction will not result in any loss or impairment of service for any Lumos customers and will have no adverse effects upon competition in any areas where Lumos provides telecommunications service, the rest of the United States, or abroad. Indeed, as a result of the proposed Transaction, Lumos Parent will enjoy access to the financial resources and management expertise of MTN Infrastructure. Consequently, the Commission should find that the change in the ownership of Licensees will serve the public interest.

Pursuant to Section 63.04(b) of the Commission's rules, 47 C.F.R. § 63.04(b), the Applicants are filing a combined application for the proposed transfer of control of Licensees, including domestic and international authorizations. The Applicants provide below the information required by Sections 63.24(e)(2) and 63.04(a)(6) through (a)(12) of the Commission's Rules, 47 C.F.R. §§ 63.24(e)(2), 63.04(a)(6)-(12). In support of this Application, Applicants provide the following information:

**I. DESCRIPTION OF THE APPLICANTS**

**A. Transferee – MTN Infrastructure TopCo, Inc.**

MTN Infrastructure ("Transferee"), a Delaware corporation, is a holding company created to aggregate the ownership of various investment funds ultimately managed by an affiliate of EQT AB ("EQT") in connection with the Transaction. EQT, founded in Sweden in 1994, is a leading alternative investments firm with approximately EUR 35 billion in raised capital across

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<sup>3</sup> See Public Interest Statement, *infra* Section IV.

22 funds. EQT funds have portfolio companies in Europe, Asia and the United States with total sales of more than EUR 15 billion and approximately 100,000 employees. EQT has successfully invested in several fiber-based companies abroad, including Tampnet, Inc. (Norway, United Kingdom, United States); BroadNet (Norway); IslaLink (France, Spain); IP-Only (Sweden, Denmark, Finland, Norway); Adamo Telecom Iberia SA (Spain); GlobalConnect (Denmark, Germany); Delta Comfort (Netherlands); and Bjørvika IKT AS (Norway).<sup>4</sup>

#### **B. Transferor – Lumos Networks Corp. and Licensees**

Lumos Parent (“Transferor”) is a publicly-traded Delaware corporation (NASDAQ: LMOS), with its principal offices located at One Lumos Plaza, Waynesboro, VA 22980. Through its Licensees, Lumos acts as a fiber-based service provider in the mid-Atlantic region with carrier, enterprise and data center customers. In particular, Lumos offers end-to-end connectivity in Virginia, West Virginia, western Maryland, central and western Pennsylvania, Alabama, Georgia, Kentucky, North Carolina, Ohio, South Carolina and Tennessee.

Founded in 1897 as the Clifton Forge-Waynesboro Telephone Company, Lumos has a long history of providing exceptional telecommunications services in rural Virginia. As of September 30, 2016, Lumos’ incumbent local exchange carrier (“ILEC”) subsidiaries served approximately 24,299 telephone lines. With the passage of the Telecommunications Act of 1996, the company entered the competitive local exchange carrier (“CLEC”) business and still operates over 67,000 competitive voice lines, primarily in Virginia and West Virginia. Lumos also provides over 19,000 broadband connections to consumers and small businesses. Lumos is now focused on its transformation into a fiber bandwidth infrastructure company, serving carrier and enterprise customers, including healthcare providers, local government agencies, financial

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<sup>4</sup> More detailed descriptions of these entities are set forth below in Section III(j).

institutions, educational institutions, and other enterprises with end-to-end connections on Lumos' fiber network. These carrier and enterprise customers purchase multiprotocol label switching based Ethernet, metro Ethernet, fiber-to-the-cell site ("FTTC") wireless backhaul and data transport services, wavelength transport services and IP services. Additional information on Licensees, including jurisdiction of formation, type of service provider, FCC registration numbers ("FRNs") and the states in which services are provided, is set forth in **Exhibit A** and in Sections III and IV.

## **II. DESCRIPTION OF THE TRANSACTION (ANSWER TO QUESTION 13)**

Pursuant to the Agreement and Plan of Merger (the "Agreement"), dated February 18, 2017, by and among MTN Infrastructure; MTN Infrastructure BidCo, Inc. ("Merger Sub");<sup>5</sup> and Lumos Parent, MTN Infrastructure will acquire all of the outstanding common stock of Lumos Parent (the "Transaction") for \$18.00 per share in cash, resulting in an enterprise value of Lumos Parent of approximately \$950 million. Specifically, Merger Sub will merge with and into Lumos Parent, whereupon the separate existence of Merger Sub will cease and Lumos Parent will be the surviving corporation.

The Transaction will be transparent to Licensees' customers. All existing customers of Licensees will continue to be served under their existing authorizations, as well as under existing tariffs and contracts. The combined company will retain the name Lumos Networks Corp. and will remain headquartered in Waynesboro, VA. Moreover, the Applicants intend that Lumos Parent's existing management team and personnel will remain in place, ensuring that Lumos Parent's managerial, technical and operational standards will be maintained. The only change

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<sup>5</sup> Merger Sub is a Delaware corporation formed for the purposes of the Transaction. Merger Sub is a direct, wholly owned subsidiary of MTN Infrastructure.

resulting from the Transaction will be that Lumos Parent will be owned by MTN Infrastructure rather than the current shareholders of Lumos Parent. Following closing, Lumos Parent will enjoy access to the financial resources and broader management expertise of MTN Infrastructure and its ultimate owners. MTN Infrastructure and its parent entities are financially well-qualified to become the new owner of Lumos Parent, which will be able to maintain and advance its state-of-the-art infrastructure and bring even more innovative service offerings to its customers.

As a result of Transaction, the Licensees will become indirect subsidiaries of MTN Infrastructure. Diagrams depicting the pre-and post-Transaction corporate ownership structures are appended hereto as **Exhibit B**.

### **III. INFORMATION REQUIRED BY SECTION 63.24(e)**

Pursuant to Section 63.24(e)(2) of the Commission's Rules, the Applicants submit the following information requested in Section 63.18(a)-(d) and (h)-(p) in support of this Application:

**(a) Name, address and telephone number of each Applicant:**

Transferee:

MTN Infrastructure TopCo, Inc.  
c/o EQT Partners Inc.  
1114 Avenue of the Americas, 45th Floor  
New York, NY 10036  
(917) 281-0850

FRN: 0026273219

Transferor:

Lumos Networks Corp.  
One Lumos Plaza, P.O. Box 1068  
Waynesboro, VA 22980  
(540) 946-2000

FRN: 0020975710

Licensees:

A list of authorized carriers and their FRNs is attached as **Exhibit A**. The address and telephone number for each Licensee is the same as that for Lumos Parent.

**(b) Jurisdiction of Organizations:**

Transferee: MTN Infrastructure TopCo, Inc. is a corporation formed under the laws of Delaware.

Transferor: Lumos Networks Corp. is a corporation formed under the laws of Delaware.

Licensees: The jurisdiction of organization for each Licensee is included in **Exhibit A**.

**(c) (Answer to Question 10) Correspondence concerning this Application should**

**be sent to:**

For Transferee:

Andrew D. Lipman  
Russell M. Blau  
Joshua M. Bobeck  
MORGAN, LEWIS & BOCKIUS LLP  
1111 Pennsylvania Ave. NW  
Washington, DC 20004  
Tel: 202-739-3000  
Fax: 202-739-3001  
[andrew.lipman@morganlewis.com](mailto:andrew.lipman@morganlewis.com)  
[russell.blau@morganlewis.com](mailto:russell.blau@morganlewis.com)  
[joshua.bobek@morganlewis.com](mailto:joshua.bobek@morganlewis.com)

For Transferor and Licensees:

Regina M. Keeney  
Emily J.H. Daniels  
LAWLER, METZGER, KEENEY & LOGAN,  
LLC  
1717 K Street, NW, Suite 1075  
Washington, DC 20006  
Tel: 202-777-7700  
Fax: 202-777-7763  
[gkeeney@lawlernetzger.com](mailto:gkeeney@lawlernetzger.com)  
[edaniels@lawlernetzger.com](mailto:edaniels@lawlernetzger.com)

With a copy to:

Mary McDermott  
Senior Vice President  
General Counsel  
Lumos Networks Corp.  
One Lumos Plaza, P.O. Box 1068  
Waynesboro, VA 22980  
Tel: (540) 946-8677  
[mcdermott@lumosnet.com](mailto:mcdermott@lumosnet.com)

**(d) (Answer to Question 10 Continued) Section 214 Authorizations**

Transferee: MTN Infrastructure holds no international Section 214 authority. Its affiliate, Tampnet, Inc., holds international Section 214 authority to provide global or limited global facilities-based service and global or limited global resale service, granted in IB File No. ITC-214-20150901-00218.

Transferor: Lumos Parent functions as a holding company and does not hold authority to provide telecommunications services in its own right.

Licensees: Each Licensee is authorized to provide interstate service by virtue of blanket domestic Section 214 authority. 47 C.F.R. § 63.01.

Lumos Networks Operating Company (FRN: 0020975116), which acts as a holding company, holds an international Section 214 authorization for Global or Limited Global Resale Service, ITC-214-19970418-00215, granted in IB File No. ITC-ASG-20111101-00330, which was originally issued to Lumos Networks Operating Company's predecessor, R&B Network, Inc., in IB File No. ITC-214-19970418-00215 and previously held by NTELOS Network, Inc.

The following Licensees operate pursuant to this international Section 214 authority, consistent with 47 C.F.R. § 63.21(h):

| <b>Name</b>                                      | <b>FRN</b> |
|--|------------|
| Lumos Telephone of Botetourt Inc.                | 0003775244 |
| FiberNet of Virginia, Inc.                       | 0014710487 |
| Lumos Networks LLC                               | 0003771011 |
| FiberNet Telecommunications of Pennsylvania, LLC | 0003771045 |
| FiberNet of Ohio, LLC                            | 0003784147 |
| Lumos Telephone Inc.                             | 0002073138 |
| Lumos Networks Inc.                              | 0003742442 |
| Lumos Networks of West Virginia Inc.             | 0004342762 |

(h) (Answer to Questions 11 & 12) The Licensees are direct or indirect, wholly owned subsidiaries of Lumos Parent. (See Exhibit B for a complete corporate structure.) Upon completion of the proposed Transaction, the following entities will hold a 10% or greater, direct or indirect interest<sup>6</sup> in Lumos Parent:

MTN Infrastructure TopCo, Inc.  
c/o EQT Partners Inc.  
1114 Avenue of the Americas, 45th Floor  
New York, NY 10036  
Citizenship: United States (DE)  
Principal Business: Holding Corporation  
Ownership Percentage: 100% (directly)

MTN Infrastructure Intermediate, LP  
c/o EQT Partners Inc.  
1114 Avenue of the Americas, 45th Floor  
New York, NY 10036  
Citizenship: United States (DE)  
Principal Business: Holding Partnership  
Ownership Percentage: 100% (indirectly as 100% owner of MTN Infrastructure TopCo, Inc.)

MTN Infrastructure Intermediate GP, Inc.  
c/o EQT Partners Inc.  
1114 Avenue of the Americas, 45th Floor  
New York, NY 10036  
Citizenship: United States (DE)  
Principal Business: Holding Company  
Ownership Percentage: 100% (indirectly as sole General Partner of MTN Infrastructure Intermediate, LP.)

MTN Infrastructure TopCo Blocker, Inc.  
c/o EQT Partners Inc.  
1114 Avenue of the Americas, 45th Floor  
New York, NY 10036  
Citizenship: United States (DE)  
Principal Business: Holding Corporation  
Ownership Percentage: 100% (as sole Limited Partner of MTN Infrastructure Intermediate LP and 100% owner of MTN Infrastructure Intermediate GP, Inc.)

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<sup>6</sup> Unless otherwise indicated, the ownership interests provided herein represent both equity and voting interests.

MTN Infrastructure TopCo, LP  
c/o EQT Partners Inc.  
1114 Avenue of the Americas, 45th Floor  
New York, NY 10036  
Citizenship: United States (DE)  
Principal Business: Holding Company  
Ownership Percentage: 100% (indirectly as 100% owner of MTN Infrastructure TopCo Blocker, Inc.)

MTN Infrastructure TopCo GP, LLC  
c/o EQT Partners Inc.  
1114 Avenue of the Americas, 45th Floor  
New York, NY 10036  
Citizenship: United States (DE)  
Principal Business: Holding Company  
Ownership Percentage: 100% (indirectly as sole General Partner of MTN Infrastructure TopCo, LP)

Upon completion of the proposed Transaction, the following entities will each be a limited partner of MTN Infrastructure TopCo, LP and as a result may hold a 10% or greater indirect interest in Lumos Parent. Applicants anticipate that none of these limited partners will hold a greater than 50% equity interest in MTN Infrastructure TopCo, LP. While all of the investors are reflected in this filing, the precise equity interests of investors in these entities have not been finalized. Thus, the precise allocation of ownership of MTN Infrastructure TopCo, LP among its limited partners is uncertain at this time. The immediate controlling owner of each of these limited partners, however, is EQT Infrastructure III (GP) SCS,<sup>7</sup> and that entity's owners are the ultimate owners of Lumos Parent. Information regarding each of these entities is set forth below, which are identified below consistent with the Commission's rules.

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<sup>7</sup> Each of the entities listed in this section is itself a limited partnership or limited liability company, which will have certain other members that are insulated in accordance with Commission rules and will not exercise any control over the entity. None of these other members will have a 10% indirect ownership interest in Lumos Parent. If any investment causes an entity or individual not already disclosed herein to obtain a 10% or greater interest in Transferee, Applicants will update the information in this Application.

MTN Infrastructure Lux II S.à r.l.<sup>8</sup>

23, rue Aldringen

L-1118 Luxembourg

Citizenship: Luxembourg

Principal Business: Holding Company

Ownership Percentage: Indirect intermediate interest as limited partner of MTN Infrastructure TopCo, LP

MTN Infrastructure Lux III S.à r.l.

23, rue Aldringen

L-1118 Luxembourg

Citizenship: Luxembourg

Principal Business: Holding Company

Ownership Percentage: Indirect intermediate interest as limited partner of MTN Infrastructure TopCo, LP

MTN Infrastructure Co-invest 1 SCSp<sup>9</sup>

23, rue Aldringen

L-1118 Luxembourg

Citizenship: Luxembourg

Principal Business: Holding Company

Ownership Percentage: Indirect intermediate interest as limited partner of MTN Infrastructure TopCo, LP

MTN Infrastructure Co-invest 2 SCSp

23, rue Aldringen

L-1118 Luxembourg

Citizenship: Luxembourg

Principal Business: Holding Company

Ownership Percentage: Indirect intermediate interest as limited partner of MTN Infrastructure TopCo, LP

MTN Infrastructure Sidecar 1 SCSp

23, rue Aldringen

L-1118 Luxembourg

Citizenship: Luxembourg

Principal Business: Holding Company

Ownership Percentage: Indirect intermediate interest as owner of 96% of the equity in MTN Infrastructure Lux II S.à r.l. and 96% of the equity of MTN Infrastructure Lux III S.à r.l.

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<sup>8</sup> A Luxembourg Société à responsabilité limitée (“S.à.r.l.”) is most similar to a U.S. limited liability company.

<sup>9</sup> A Luxembourg Société en Commandite Simple Spéciale (“SCSp”) is most similar to a U.S. limited partnership.

MTN Infrastructure Sidecar 2 SCSp  
23, rue Aldringen  
L-1118 Luxembourg  
Citizenship: Luxembourg  
Principal Business: Holding Company  
Ownership Percentage: Indirect intermediate interest as limited partner of MTN Infrastructure TopCo, LP

Upon completion of the proposed Transaction, the following entities will hold a 10% or greater interest in MTN Infrastructure TopCo GP, LLC and thus an indirect 10% or greater interest in Lumos Parent:

EQT Infrastructure III (GP) SCS<sup>10</sup>  
23, rue Aldringen  
L-1118 Luxembourg  
Citizenship: Luxembourg  
Principal Business: General Partner  
Ownership Percentage: 100% (indirectly as 100% owner of MTN Infrastructure TopCo GP, LLC and General Partner of the following entities: MTN Infrastructure Co-invest 1 SCSp, MTN Infrastructure Co-invest 2 SCSp, MTN Infrastructure Sidecar 1 SCSp, and MTN Infrastructure Sidecar 2 SCSp)

EQT Fund Management S.à r.l.  
23, rue Aldringen  
L-1118 Luxembourg  
Citizenship: Luxembourg  
Principal Business: General Partner  
Ownership Percentage: 100% (indirectly by exercising management control of EQT Infrastructure III (GP) SCS)

EQT Infrastructure III General Partner S.à r.l.<sup>11</sup>  
23, rue Aldringen  
L-1118 Luxembourg  
Citizenship: Luxembourg  
Principal Business: General Partner  
Ownership Percentage: 100% (indirectly as 5% equity holder and General Partner of EQT Infrastructure III (GP) SCS)

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<sup>10</sup> A Luxembourg Société en Commandite Simple (“SCS”) is most similar to a U.S. limited partnership.

<sup>11</sup> See note 8 *supra*.

EQT Holdings Infrastructure III B.V.<sup>12</sup>  
World Trade Center Schiphol, H-Tower  
Floor 4, Schiphol Boulevard 355 1118  
BJ Schiphol, The Netherlands  
Citizenship: Netherlands  
Principal Business: Limited Partner  
Ownership Percentage: 94.9% (indirectly as Limited Partner of EQT Infrastructure III (GP) SCS)

EQT Holdings B.V.  
World Trade Center Schiphol, H-Tower  
Floor 4, Schiphol Boulevard 355 1118  
BJ Schiphol, The Netherlands  
Citizenship: Netherlands  
Principal Business: Limited Partner  
Ownership Percentage: 94.9% (indirectly as 100% direct owner of EQT Holdings Infrastructure III B.V.)

EQT AB<sup>13</sup>  
Hovslagargatan 3, 103 27  
Stockholm, Sweden  
Citizenship: Sweden  
Principal Business: Investments/Holding Company  
Ownership Percentage: 100% (indirectly as 100% direct owner of EQT Holdings BV and 100% direct owner of EQT Infrastructure III General Partner S.à r.l)

EQT International Holdings B.V.  
World Trade Center Schiphol, H-Tower  
Floor 4, Schiphol Boulevard 355 1118  
BJ Schiphol, The Netherlands  
Citizenship: Netherlands  
Principal Business: Holding Company  
Ownership Percentage: 100% (indirectly as 81% equity owner of EQT AB)

EQT Holdings Coöperatief W.A.<sup>14</sup>  
World Trade Center Schiphol, H-Tower  
Floor 4, Schiphol Boulevard 355 1118  
BJ Schiphol, The Netherlands

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<sup>12</sup> A Dutch Besloten Vennootschap (“BV”) is most similar to a U.S. limited liability company.

<sup>13</sup> A Swedish Aktiebolag (“AB”) is most similar to a U.S. corporation or limited liability company.

<sup>14</sup> A W.A. entity is a Dutch cooperative association of members.

Citizenship: Netherlands

Principal Business: Members Association

Ownership Percentage: 100% (indirectly as 100% equity owner of EQT International Holdings B.V.)

Investor Investment Holding AB

Arsenalgatan 8C, 103 32

Stockholm, Sweden

Citizenship: Sweden

Principal Business: Holding Company

Ownership Percentage: 19% (indirectly as 19% owner of EQT AB)

Investor Holding AB

Arsenalgatan 8C, 103 32

Stockholm, Sweden

Citizenship: Sweden

Principal Business: Holding Company

Ownership Percentage: 19% (indirectly as 100% owner of Investor Investment Holding AB)

Investor AB

Arsenalgatan 8C, 103 32

Stockholm, Sweden

Citizenship: Sweden

Principal Business: Holding Company

Ownership Percentage: 19% (indirectly as 100% owner of Investor Holding AB)

The only interlocking directorate of which Applicants are aware is Mr. Douglas Gilstrap, a United States citizen, a Director of BroadNet (*see* response in subsection (j) below) who, after closing, will be a member of the Board of Directors of Lumos Parent.

(i) (**Answer to Question 14**) Applicants certify that they are not foreign carriers within the meaning of Section 63.09(d) of the Commission's Rules, 47 C.F.R. § 63.09(d). Post-closing, Licensees will be affiliated with the foreign carriers identified in subsection (j) below.

(j) (**Answer to Question 15**) Post-closing, Applicants certify that Licensees intend to provide international telecommunications services to destination countries in which entities that, post-transaction, will both control and own more than 25% of Applicants, will also either: (i) control foreign carriers; and/or (ii) own more than 25% of the foreign carriers listed below:

- Tampnet AS - Tampnet is an independent supplier of high capacity communication to offshore oil and gas installations in the North Sea and in the Gulf of Mexico. The company owns and operates an offshore high capacity communication network, consisting of an infrastructure of fibers, radio links, WiMAX technology and LTE base stations, and leases capacity in additional fiber. Tampnet operates in Norway, the United Kingdom and the United States (as Tampnet, Inc.). For further information, see [www.tampnet.com](http://www.tampnet.com).
- BroadNet - BroadNet is a Norwegian provider of data and telecom solutions offering VPN, Internet, Ethernet and dedicated capacity to both end user and wholesale customers. The company controls an optical fiber backbone network as well as regional and local networks in Norway. The company provides access to its fiber optic network to telecommunication service providers, mobile and fixed telephone operators, governmental institutions and digital and multimedia distributors who enter into contracts in order to deliver content to their end-user customers. For further information, see [www.broadnet.no](http://www.broadnet.no).
- IslaLink - IslaLink deploys and operates submarine cables in underserved routes to provide telecom operators with the managed bandwidth services required for their retail operations. The company owns and operates one of the fiber optic cables connecting the Balearic Islands to mainland Spain and manages international IP traffic in Marseilles (France). For more information, see [www.islalink.com](http://www.islalink.com).
- IP-Only - IP-Only is an established, niche provider of powerful telecommunications and data communications services to business customers in the Nordics. The company owns its own fiber network, linking the Nordic capitals of Sweden, Denmark, Finland and Norway, which is one of the most powerful on the market in terms of installed capacity. IP-Only also owns a Metro Area Network in Uppsala, Sweden, and several data centers offering co-location and cloud-based products to corporate clients. IP-Only combines its fiber network and other assets with a strong focus on personalized customer service for its business customers. For further information, see [www.ip-only.se](http://www.ip-only.se).
- Adamo Telecom Iberia SA.- Adamo Telecom provides high speed Internet and voice services in Spain over its own fiber-based access network which covers over 100,000 households. Adamo has offices in Barcelona and Madrid and employs 58 employees. For further information, see [www.adamo.es](http://www.adamo.es).
- GlobalConnect - GlobalConnect is a Danish alternative provider of business data communication services, owning and operating 12,500 km of fiber. The Company's fiber infrastructure passes more than 30,000 companies in Denmark and 9,000 companies in Germany. GlobalConnect is also a data center provider with a capacity of approximately 13,000 sqm of secure co-location space.
- Delta Comfort - Delta Comfort is a telecom infrastructure owner and operator, provider of multimedia services (broadband, TV, telephony) and supplier of energy,

serving over 140,000 households and businesses, mainly in the Dutch province of Zeeland. Delta Comfort's hybrid fiber-coaxial network of over 6,000 km passes 192,000 homes, which corresponds to approximately 90% of the total number of homes in Zeeland.

- Bjørsvika IKT AS - Bjørsvika IKT AS develops, manages and allocates Information Communication Technology infrastructure in Bjørsvika Bispevika in Oslo and related areas of Norway.

Applicants certify that the remaining provisions of Section 63.18(j) will not apply.

**(k)** Transferee certifies that each country referenced in (i) and listed in (j) above is a Member of the World Trade Organization ("WTO"). None of the foreign carriers listed in (j) above is on the Commission's List of Foreign Telecommunications Carriers that are Presumed to Possess Market Power in Foreign Telecommunications Markets, released on January 26, 2007. In addition, each of these foreign carriers offers services in competition with dominant foreign carriers and others.

**(m)** (*Answer to Question 16*) Transferee qualifies for a presumption of non-dominance under Section 63.10(a)(1) and (3) of the Commission's rules, 47 C.F.R. § 63.10(a)(1, 3), because Transferee is not a foreign carrier itself and is affiliated only with foreign carriers that do not have more than a 50% market share in the international transport and local access markets in the countries they serve. Post-closing, Lumos will qualify for a presumption of non-dominance for the same reasons.

**(n)** Applicants certify that they have not agreed to accept special concessions, directly or indirectly, from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route and will not enter into such agreements in the future.

(o) Applicants certify that they are not subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998. *See* 21 U.S.C. § 853a; *see also* 47 C.F.R. §§ 1.2001-1.2003.

(p) No party is requesting streamlined processing pursuant to Section 63.12(a)-(b) of the Commission's rules, 47 C.F.R. § 63.12(a)-(b).

#### **IV. INFORMATION REQUIRED BY SECTION 63.04**

Pursuant to Commission Rule 63.04(b), 47 C.F.R. § 63.04(b), Applicants submit the following information in support of their request for domestic Section 214 authority to transfer indirect control of Licensees to MTN Infrastructure as specified in Commission Rule 63.04(a)(4) and 63.04(a)(6)-(12):

(a)(4) The following entities, as of their latest SEC filings, hold 10% or more of the equity in Lumos Parent, although they will not hold such interests following the Transaction:

FMR LLC (Fidelity Investments)<sup>15</sup>  
82 Devonshire Street  
Boston, MA 02109  
Citizenship: United States (DE)  
Principal Business: Investment Management  
Ownership Percentage: 13.4%

The Vanguard Group<sup>16</sup>  
455 Devon Park Drive  
Wayne, PA 19087  
Citizenship: United States (PA)  
Principal Business: Investment Management  
Ownership Percentage: 11.4%

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<sup>15</sup> FMR was founded and is predominantly owned by members of the Johnson family (American), whether directly or through trusts. Abigail P. Johnson is the Chief Executive Officer and President of FMR LLC and her father, Edward C. Johnson III, serves as the Chairman.

<sup>16</sup> The Vanguard Group's shares in Lumos Parent are held through funds that the Vanguard Group owns and/or manages.

BlackRock, Inc.<sup>17</sup>  
 40 East 52nd Street  
 New York, NY 10022  
Citizenship: United States (DE)  
Principal Business: Investment Management  
Ownership Percentage: 11.6%

(a)(6) A description of the proposed Transaction is set forth in Section II above.

(a)(7) Lumos Parent does not provide telecommunications services. The Licensees provide telecommunications services domestically as follows:

| Licensee   | Type | States Served   |
|--|------|---|
| Lumos Telephone of Botetourt Inc.                | ILEC | Virginia  |
| Lumos Telephone Inc.                             | ILEC | Virginia  |
| Lumos Networks Inc.                              | CLEC | Virginia  |
| Lumos Networks of West Virginia Inc.             | CLEC | Maryland, Pennsylvania, West Virginia                                 |
| Lumos Networks LLC                               | CLEC | Kentucky, Maryland, West Virginia                                     |
| FiberNet of Ohio, LLC                            | CLEC | Ohio  |
| FiberNet Telecommunications of Pennsylvania, LLC | CLEC | Pennsylvania  |
| FiberNet of Virginia, Inc.                       | CLEC | Virginia  |
| LMK Communications, LLC                          | CLEC | Alabama, Georgia, North Carolina, South Carolina, Tennessee, Virginia |

MTN Infrastructure does not provide telecommunications services. MTN Infrastructure's affiliate, Tampnet, Inc., supplies high capacity communication to offshore oil and gas installations in the Gulf of Mexico. The company owns and operates an offshore high capacity communication network, consisting of an infrastructure of fibers, radio links, WiMAX technology and

<sup>17</sup> BlackRock, Inc. is a publicly-traded Delaware-incorporated investment management firm with one known 10 percent-or-greater shareholder, PNC Financial Services Group, Inc. See BlackRock, Inc., Registration Statement (Form S-3/A) (Feb. 1, 2017).

LTE base stations, and leases capacity in additional fiber. For further information, *see* [www.tampnet.com](http://www.tampnet.com).

**(a)(8)** No party is requesting streamlined processing pursuant to Sections 63.03 of the Commission's Rules, 47 C.F.R. §63.03.

**(a)(9)** Through this Application, Applicants seek authority with respect to both international and domestic Section 214 authorizations in compliance with Section 63.04(b) of the Commission's rules. In addition, Lumos Media Inc. holds Commission authorization for a receive-only earth station – E060217 – which will be the subject of a separate filing consistent with the applicable FCC rules.

**(a)(10)** No party is requesting special consideration because it is facing imminent business failure.

**(a)(11)** Not applicable.

**(a)(12) Public Interest Statement**

Approval of this Application and the proposed Transaction is consistent with the public interest. Lumos Parent, through Licensees, has a long history of providing wireline telecommunications services in rural portions of the mid-Atlantic, growing over time into a regional provider of competitive high bandwidth services to enterprise and carrier customers via its owned fiber network.

Lumos was created in 2011 following its spin-off from NTELOS Wireless. Since that time, Lumos has become a leading fiber-based service provider in the mid-Atlantic region serving carrier, enterprise and data center customers. Lumos offers end-to-end connectivity in 24 markets in Virginia, Pennsylvania, West Virginia, Maryland, Ohio, and Kentucky. With a fiber network of 9,204 fiber route miles and 475,507 total fiber strand miles, Lumos connects 1,297

unique FTTC sites, 1,642 total FTTC connections, 36 data centers (including 7 company owned co-location facilities), 1,984 on-net buildings and approximately 3,300 total on-net locations.

Lumos continues to advance its network expansion efforts. In 2016, Lumos completed an 822-mile network expansion into the “Tidewater” area of Virginia. Earlier this year, Lumos acquired two companies in North Carolina, further extending its fiber network and data center reach. Applicants also intend to continue expanding the availability of robust broadband services to consumers in its ILEC service areas going forward. For example, Lumos has accepted the Commission’s award of Alternative Connect America Model-based support for census blocks in its two ILEC study areas. The Transaction will not disrupt Lumos’s commitments as a recipient of such support, including its compliance with the applicable build out requirements.

The Applicants anticipate that the Transaction will advance Lumos’ state-of-the-art infrastructure and permit Lumos to bring even more innovative service offerings to even more customers. Following closing, Lumos Parent will enjoy access to the financial resources and broader management expertise of MTN Infrastructure and its ultimate owners. MTN Infrastructure is well-qualified to become the new owner of Lumos Parent. As noted, MTN Infrastructure is an indirect subsidiary of EQT. Founded in Sweden in 1994, EQT is a leading alternative investments firm with approximately EUR 35 billion in raised capital across 22 funds. EQT funds have portfolio companies in Europe, Asia and the United States with total sales of more than EUR 15 billion and approximately 100,000 employees. EQT has successfully invested in several fiber-based companies abroad.

In addition, the Transaction will be seamless to customers. Given that the Transaction is only a change of ownership at the holding company level, it will not affect any of the operations or legal identities of the Licensees. After the transfer of control, Licensees will continue to

provide high-quality communications services under the Lumos brand name on reasonable terms and conditions to existing customers, and there will be no interruption of service.

Specifically, the Transaction will not cause customers to experience any changes in services, or rates, terms and conditions of service. The Licensees' existing tariffs will not be affected by the Transaction, and will remain in effect (subject to change in the ordinary course of business). Future changes, if any, in rates, terms and conditions of service will be made in accordance with applicable rules and notice requirements.<sup>18</sup> The Applicants further intend that Lumos Parent's existing management team and personnel will remain in place, ensuring that Lumos Parent's managerial, technical and operational standards will be maintained.

## **V. CONCLUSION**

For the reasons stated above, Applicants respectfully submit that the public interest, convenience and necessity would be furthered by a grant of this Application for the transfer of indirect ownership and control of Licensees to Transferee.

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<sup>18</sup> The Transaction does not raise any slamming concerns or necessitate compliance with procedures to notify customers prior to a carrier-to-carrier sale or transfer of subscribers as it does not involve a change in any customer's existing service provider. The customers of each Licensee will remain with their carrier and will continue to be served under such Licensee's existing authorizations. Accordingly, there are no changes in customers' preferred carrier, and no further filings or authorizations are required under the FCC's carrier selection rules, 47 C.F.R. §64.1120 *et seq.*, or under analogous state rules.

Respectfully submitted,

/s/Emily J.H. Daniels

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*Counsel for Lumos Networks Corp.*

Dated: March 2, 2017

/s/Joshua M. Bobeck

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*Counsel for MTN Infrastructure TopCo, Inc.*

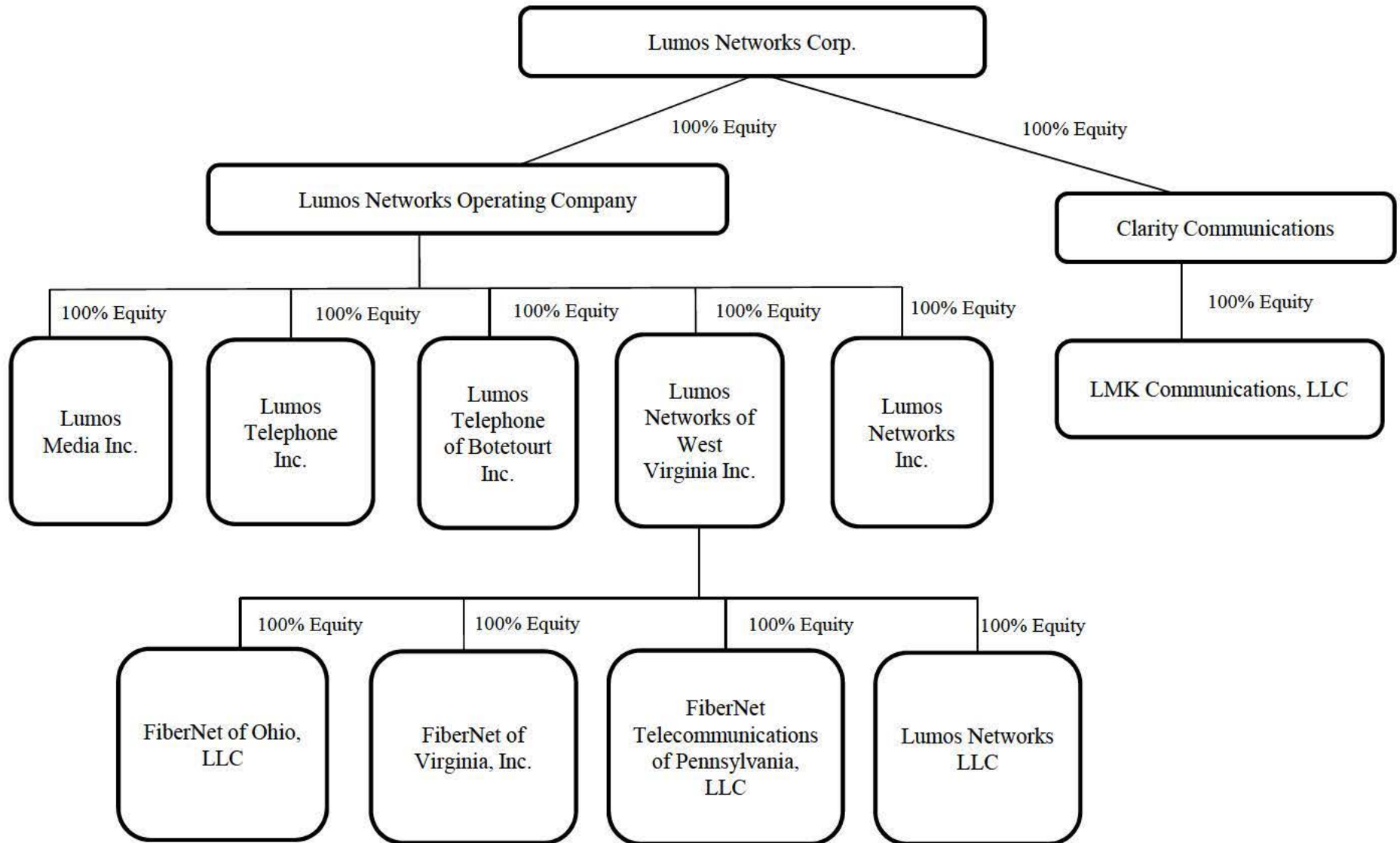
**EXHIBIT A**

| <b>Licensee Name</b>                             | <b>Jurisdiction of Organization</b> | <b>Provider Type</b> | <b>FRN</b> |
|--|-------------------------------------|----------------------|------------|
| FiberNet of Ohio, LLC                            | Ohio                                | CLEC                 | 0003784147 |
| FiberNet of Virginia, Inc.                       | Virginia                            | CLEC                 | 0014710487 |
| FiberNet Telecommunications of Pennsylvania, LLC | Pennsylvania                        | CLEC                 | 0003771045 |
| LMK Communications, LLC                          | North Carolina                      | CLEC                 | 0005051891 |
| Lumos Networks Inc.                              | Virginia                            | CLEC                 | 0003742442 |
| Lumos Networks LLC                               | West Virginia                       | CLEC                 | 0003771011 |
| Lumos Networks Operating Company                 | Delaware                            | Holding Company      | 0020975116 |
| Lumos Networks of West Virginia Inc.             | Virginia                            | CLEC                 | 0004342762 |
| Lumos Telephone Inc.                             | Virginia                            | ILEC                 | 0002073138 |
| Lumos Telephone of Botetourt Inc.                | Virginia                            | ILEC                 | 0003775244 |
|  |                                     |                      |            |

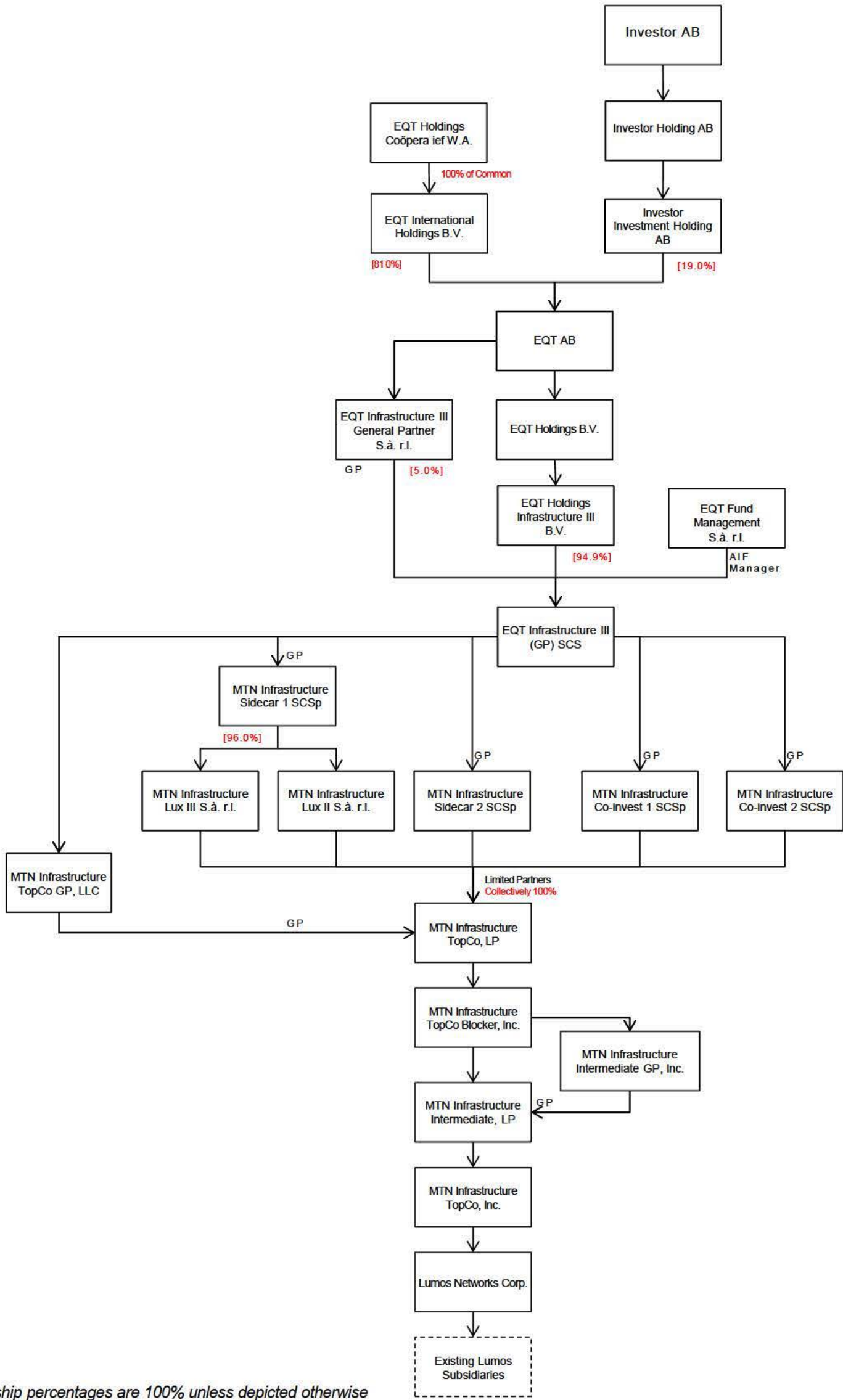
**EXHIBIT B**

**Diagrams of the Pre- and Post-Transaction Corporate Ownership Structures**

# LUMOS PARENT PRE-TRANSACTION CORPORATE OWNERSHIP STRUCTURE



**LUMOS PARENT POST-TRANSACTION CORPORATE OWNERSHIP STRUCTURE**



All ownership percentages are 100% unless depicted otherwise

## **VERIFICATIONS**

## VERIFICATION

I, Mary McDermott, am Senior Vice President and General Counsel of Lumos Networks Corp. ("Transferor"). I am authorized to make this Verification on behalf of Transferor and its subsidiaries including Licensees, in the foregoing Application; that the foregoing Application was prepared under my direction and supervision; and that the contents with respect to the Transferor and Licensees are true and correct to the best of my knowledge, information, and belief.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 27<sup>th</sup> day of February, 2017.

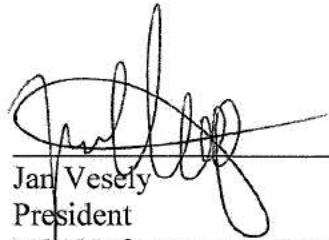
A handwritten signature in cursive script that reads "Mary McDermott". The signature is written in black ink and is positioned above a horizontal line.

Mary McDermott  
Senior Vice President and General Counsel  
Lumos Networks Corp.

## VERIFICATION

I, Jan Vesely, am President of MTN Infrastructure Topco, Inc. (“Transferee”); that I am authorized to make this Verification on behalf of Transferee and its subsidiaries, including MTN Infrastructure Bidco, Inc., in the foregoing Application; that the foregoing filing was prepared under my direction and supervision; and that the contents with respect to the Transferee and MTN Infrastructure Bidco, Inc. are true and correct to the best of my knowledge, information, and belief.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 23 day of February, 2017.



---

Jan Vesely  
President  
MTN Infrastructure Topco, Inc.

## **FCC IBFS - Electronic Filing**

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| (15) STREET ADDRESS LINE NO. 2<br><b>1114 Avenue of the Americas, 45th Floor</b>   |  |   |
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| <b>Submitted:</b>              | Mar 2, 2017 5:40:24 PM  |
| <b>Status:</b>                 | RECEIVED  |
| <b>Name(s) of Filer(s)</b>     | MTN Infrastructure TopCo, Inc., Lumos Networks Corp.                              |
| <b>Law Firm(s)</b>             | Morgan, Lewis & Bockius LLP, Lawler, Metzger, Keeney & Logan, LLC                 |
| <b>Attorney/Author Name(s)</b> | Joshua M. Bobeck, Emily J.H. Daniels  |
| <b>Primary Contact Email</b>   | renee.britt@morganlewis.com   |
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| <b>Address of</b>              | Law Firm  |
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**CONFIDENTIAL EXHIBIT D**


**Hart-Scott-Rodino forms (excluding attachments)**

**[SUBMITTED UNDER SEAL]**

## VERIFICATIONS

## VERIFICATION

I, Mary McDermott, being the holder of the office of Senior Vice President-Legal and Regulatory Affairs and Secretary of Lumos Networks, hereby state that I am authorized to make this Verification on behalf of Joint Applicants Lumos Networks of West Virginia Inc. and FiberNet Telecommunications of Pennsylvania, LLC and that the facts above set forth are true and correct to the best of my knowledge, information and belief and that I expect to be able to prove the same at a hearing held in this matter. I understand that the statements herein are made subject to the penalties of 18 Pa.C.S. § 4904 (relating to unsworn falsification to authorities).

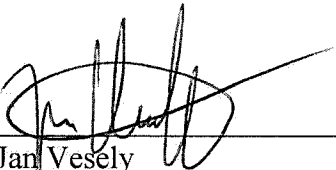
DATE: *March 30, 2017*   
Mary McDermott

STATE OF New York  
COUNTY OF New York

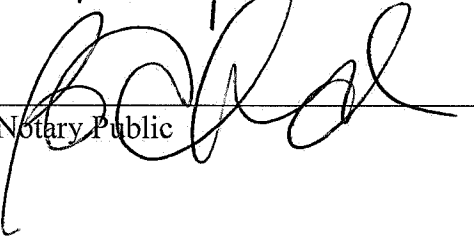
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**VERIFICATION**

I, Jan Vesely, am President of MTN Infrastructure Topco, Inc. ("Transferee"); that I am authorized to make this Verification on behalf of Transferee and its subsidiaries, including MTN Infrastructure Bidco, Inc., in the foregoing Application; that the foregoing filing was prepared under my direction and supervision; and that the contents with respect to the Transferee and MTN Infrastructure Bidco, Inc. are true and correct to the best of my knowledge, information, and belief.

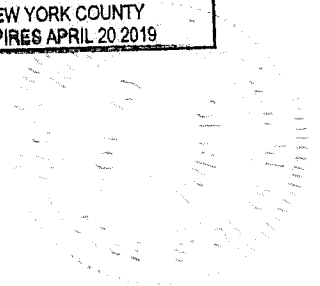
  
\_\_\_\_\_  
Jan Vesely  
President  
MTN Infrastructure Topco, Inc.

Sworn and subscribed before me this 23 day of February, 2017.

  
\_\_\_\_\_  
Notary Public

My commission expires 4/20/19

BROOKE CASEY ROSENFELD  
NOTARY PUBLIC, STATE OF NEW YORK  
NO. 01RO6323530  
QUALIFIED IN NEW YORK COUNTY  
COMMISSION EXPIRES APRIL 20 2019



## CERTIFICATE OF SERVICE

And now, this 30th day of March, 2017, I do hereby certify that I have served a true and correct copy of the foregoing documents upon the persons listed below at their respective address, via first-class mail, postage prepaid.

Office of the Attorney General  
Office of Consumer Protection  
Strawberry Square, 14th Floor  
Harrisburg, PA 17120

Office of Small Business Advocate  
Commerce Building, Suite 202  
300 North Second Street  
Harrisburg, PA 17101

Office of Consumer Advocate  
555 Walnut Street  
5th Floor, Forum Place  
Harrisburg, PA 17101-1923

Pennsylvania Public Utility Commission  
Bureau of Investigation & Enforcement  
Commonwealth Keystone Building  
P.O. Box 3265  
Harrisburg, PA 17105-3265

*/s/ Catherine G. Vasudevan*

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Catherine G. Vasudevan