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June 7, 2021

DATE OF DEPOSIT

**VIA FEDERAL EXPRESS**

Rosemary Chiavetta, Secretary  
PA Public Utility Commission  
Commonwealth Keystone Building  
2<sup>nd</sup> Floor North, Room-N201  
400 North Street  
Harrisburg, PA 17120

JUN 7 - 2021

PA PUBLIC UTILITY COMMISSION  
SECRETARY'S BUREAU

RE: **Joint Application of MTN Infrastructure TopCo LP and Cox Communications, Inc. for Authority to Transfer Indirect Control of Lumos Networks of West Virginia Inc. and Fibernet Telecommunications of Pennsylvania, LLC**  
**Docket No. A-2021-XXXXXXX**

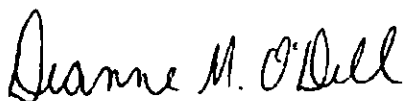
Dear Secretary Chiavetta:

Enclosed for filing please find the Joint Application of MTN Infrastructure TopCo LP and Cox Communications, Inc. for Approval of a General Rule Transaction. Also enclosed is a \$350 check to cover the filing fee for the Application.

Please be advised that **confidential** Exhibit E to the Application is being provided to the Commission under seal and it is requested that it be maintained in a non-public folder. Copies of the public version of the filing will be served in accordance with the attached Certificate of Service.

If you have any questions regarding this filing, please contact us.

Sincerely,



Deanne M. O'Dell

Enclosures

**Before the  
Pennsylvania Public Utility Commission**

Joint Application of )  
 )  
MTN Infrastructure TopCo LP )  
    *Transferor* )  
 )  
and )  
 )  
Cox Communications, Inc. )  
    *Transferee* )  
 )  
For Authority to Transfer Indirect Control of )  
 )  
Lumos Networks of West Virginia Inc. and )  
Fibernet Telecommunications of Pennsylvania, )  
LLC )  
    *Licensees* )

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

DATE OF DEPOSIT

JUN 7 2021

PA PUBLIC UTILITY COMMISSION  
SECRETARY'S BUREAU

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

Pursuant to 66 Pa. C.S. §§ 1102-1103, the Commission’s Policy Statement at 52 Pa. Code § 69.901, and 52 Pa. Code §§ 63.321-63.325, MTN Infrastructure TopCo LP (“MTN Infrastructure” or “Transferor”) and Cox Communications, Inc. (“Cox,” and together with MTN Infrastructure, the “Applicants”) hereby respectfully request the approval of the Pennsylvania Public Utility Commission (“Commission”) to consummate a transaction that will result in a change of control of the indirect, wholly-owned subsidiaries of MTN Infrastructure (the “Segra Commercial Licensees”), which in Pennsylvania include Lumos Networks of West Virginia Inc. (“Lumos WV”) and FiberNet Telecommunications of Pennsylvania, LLC (“FiberNet”, and together with Lumos WV, the “Licensees”), from MTN Infrastructure to Cox.

As discussed in more detail below, MTN Infrastructure is separating the residential and commercial service segments of its business that currently operate under the brand name

“Segra.” Cox proposes to acquire control only of the Segra Commercial Licensees, including the Licensees identified above.<sup>1</sup> The Licensees provide commercial services in Pennsylvania, and do not provide any residential services in Pennsylvania.<sup>2</sup> There will be no substantive change in the ownership or control of the Segra entities that will continue to provide residential service in other states.

In support of this Joint Application, the Applicants respectfully submit the following information:

## **I. DESCRIPTION OF THE APPLICANTS**

### **A. Transferor – MTN Infrastructure TopCo LP**

MTN Infrastructure is a Delaware limited partnership headquartered at One Lumos Plaza, Waynesboro, Virginia 22980. The company was created to aggregate the ownership of various investment funds ultimately managed by an affiliate of EQT AB (“EQT”) in connection with the investment of the EQT Infrastructure III Fund (including co-investors) in Segra through its acquisitions of Lumos Networks Corp. in 2017,<sup>3</sup> Spirit Communications in 2018,<sup>4</sup> and North State Telecommunications Corporation in 2020.<sup>5</sup>

EQT, founded in Sweden in 1994, is a leading alternative investments firm with approximately EUR 67 billion in assets under management across 26 active funds. EQT and its affiliates acting as the manager or advisers to such funds are committed to the growth and development of the portfolio companies under the funds’ ownership, and seek to develop and

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<sup>1</sup> Other than the Licensees, none of the Segra Commercial Licensees hold certificates issued by the Commission.

<sup>2</sup> Segra’s residential business is limited to North Carolina and Virginia.

<sup>3</sup> See *Joint Application of MTN Infrastructure TopCo, Inc., FiberNet Telecommunications of Pennsylvania, LLC and Lumos Networks of West Virginia, Inc., and Lumos Networks Corp for approval of an Indirect Transfer of Control*, Docket Nos. A-2017-2596478 and A-2017-2596901, Order (June 14, 2017). ).

<sup>4</sup> See generally *Domestic Section 214 Application Granted for the Transfer of Control of SCTG, LLC DBA Spirit Communications to Clemson BidCo, Inc.*, Public Notice, 33 FCC Rcd 2825 (2018).

<sup>5</sup> See generally *Domestic Section 214 Application Granted for Transfer of Control of North State Telecommunications Corporation to MTN Infrastructure Topco, Inc.*, Public Notice, 35 FCC Rcd 3528 (2020).

grow the core strengths of such portfolio companies. EQT funds have portfolio companies in the United States, Europe, and Asia, with total annual sales of approximately EUR 29 billion and approximately 175,000 employees.<sup>6</sup>

**B. Transferee – Cox Communications, Inc.**

Cox is a division of Cox Enterprises, Inc., a family-owned business founded over 120 years ago. It is a Delaware corporation headquartered at 6205-A Peachtree Dunwoody Road, Atlanta, Georgia 30328. Cox and its affiliates provide domestic and international telecommunications services, broadband service, and video service to more than six million customers in the residential, small and medium business, and enterprise markets. Cox operates cable systems in eighteen states: Arizona, Arkansas, California, Connecticut, Florida, Georgia, Idaho, Iowa, Kansas, Louisiana, Massachusetts, Nebraska, Nevada, North Carolina, Ohio, Oklahoma, Rhode Island, and Virginia.<sup>7</sup> Cox is a nondominant carrier in both the domestic and international service markets across its footprint, and is not affiliated with any dominant carrier. Cox does not currently have customers, and is not authorized to provide service, in Pennsylvania.

Over the last 10 years, Cox has invested more than \$15 billion in its communities through infrastructure upgrades to deliver video, phone, and high-speed internet service to homes and businesses in the company's service area.<sup>8</sup> Cox has made significant investments in the construction of fiber facilities, with more than 38,000 route miles of fiber in place today. Cox's network infrastructure investments have included EasyTel, EdgeConneX, InSite Wireless,

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<sup>6</sup> For more information about EQT, visit <http://www.eqtgroup.com>.

<sup>7</sup> Cox provides video service, but not telecommunications service, in Massachusetts and North Carolina. In addition, Cox provides certain transport services on a very limited basis in Colorado, Maryland, and Missouri.

<sup>8</sup> Cox Communications Fact Sheet, <https://newsroom.cox.com/company-overview>.

StackPath, Unite Private Networks (“UPN”), and ViaWest. Cox plans to invest another \$10 billion in the next five years.<sup>9</sup>

Cox’s commercial division, Cox Business, provides voice, data, and video services for more than 355,000 small and regional businesses nationwide, including health care providers; K–12 and higher education; financial institutions; and federal, state, and local government organizations. Cox Business also serves most of the top-tier wireless and wireline telecommunications carriers in the U.S. through its wholesale division.<sup>10</sup>

### **C. Licensees**

The Licensees, along with the other Segra Commercial Licensees that operate in other states, operate under the brand name “Segra.” Segra owns and operates an advanced fiber infrastructure network of more than 26,000 miles that connects more than 9,000 on-net locations and six data centers throughout nine Mid-Atlantic and Southeastern states. Segra provides Ethernet, MPLS, dark fiber, advanced data center services, IP and managed services, voice and cloud solutions. Customers include carriers, enterprises, governments, and healthcare organizations.<sup>11</sup>

Lumos WV is a Virginia corporation that is authorized in Pennsylvania 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-

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<sup>9</sup> Cox Communications Fact Sheet, <https://newsroom.cox.com/company-overview>.

<sup>10</sup> Cox Business, <https://www.cox.com/business/home.html>.

<sup>11</sup> In addition to commercial services, Segra delivers high-speed, fiber-based integrated telecommunications services to residential and small business customers in rural Virginia and North Carolina. The residential segment of Segra, operating under the Lumos Networks and North State brands, operates in Virginia (Lumos) and North Carolina (North State), where it provides broadband, voice, and video, mostly via its fiber network, to nearly 200,000 residential and small-to-medium-sized business (“SMB”) locations. For more information about Segra’s technology and commitment to customer care, visit <http://www.segra.com>.

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>12</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 that is authorized in Pennsylvania 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.

## **II. DESCRIPTION OF THE TRANSACTION**

Pursuant to an Agreement and Plan of Merger dated April 26, 2021 (“Merger Agreement”), and as set forth in more detail below, Cox will indirectly acquire ownership and control of the Segra Commercial Licensees, which include the Licensees, from MTN Infrastructure through its purchase of 100% of the outstanding stock of MTN Infrastructure TopCo Blocker, Inc. (“MTN Parent”), a direct, wholly-owned subsidiary of MTN Infrastructure and the indirect parent of the Segra Commercial Licensees. Upon consummation of the transactions described herein, MTN Parent will become a direct, wholly-owned subsidiary of Cox, and Cox will indirectly own and control the Segra Commercial Licensees.

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<sup>12</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.

Segra's residential business segments will continue to be ultimately owned and controlled by various investment funds ultimately managed by an affiliate of EQT.<sup>13</sup>

The Merger Agreement contemplates that, through a series of steps, MTN Infrastructure will separate Segra's commercial business segments from its residential business segments (the "Pre-Merger Separation"), after which, Cox will acquire the Segra Commercial Licensees pursuant to the merger transaction described below (the "Merger"). Details regarding the Merger and the Pre-Merger Separation are as follows:

The Merger. In connection with the Merger Agreement, Cox has formed a new wholly-owned subsidiary, Gridiron Merger Sub, Inc., a Delaware corporation ("Merger Sub"). At the effective time of the Merger, Merger Sub will merge with and into MTN Parent. Merger Sub will cease to exist, and MTN Parent will be the surviving corporation. Accordingly, upon consummation of the Merger, Cox will hold directly 100% of the issued and outstanding stock of MTN Parent. The Licensees and the other Segra Commercial Licensees will, in turn, be indirect, wholly-owned subsidiaries of Cox. The Merger is subject to consummation of the Pre-Merger Separation, and other customary closing conditions, including the receipt of this Commission's approval.

The Pre-Merger Separation. Shortly before the closing of the Merger, Transferor will engage in a series of *pro forma* transactions in order to facilitate the separation of Segra into distinct commercial and residential groups. Control of the Segra Commercial Licensees will then be transferred to Cox through the Merger between MTN Parent and Merger Sub, as

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<sup>13</sup> This Joint Application seeks Commission consent only to the transfer of control of the Licensees. The information presented here regarding Segra's residential segment is intended solely to provide context for the substantive transfer of control of the Segra Commercial Licensees.

described above. Segra's residential group will continue serving residential and small business customers in Virginia and North Carolina without interruption.<sup>14</sup>

The Pre-Merger Separation will take a number of steps which will involve *pro forma* transfers of control of the Segra entities that provide residential service to a newly formed subsidiary of MTN Infrastructure – Gridiron Fiber Holdings.

Ownership Information. Upon consummation of the transaction, Cox will be the direct parent company of the Segra Commercial Licenses and will hold a greater than 20 percent equity interest in the Segra Commercial Licenses and thus in the Licensees.

Name:	Cox Communications, Inc.
Address:	6205-B Peachtree Dunwoody Road Atlanta, GA 30328
Citizenship:	Delaware
Interest:	100% equity
Principal Business:	Communications

Cox is wholly owned and controlled by Cox Enterprises, Inc. via a 95% direct interest.

Name:	Cox Enterprises, Inc.
Address:	6205-A Peachtree Dunwoody Road Atlanta, GA 30328
Citizenship:	Delaware
Interest:	95.4% equity
Principal Business:	Conglomerate

The following are the 20 percent or greater owners of the equity of Cox Enterprises, Inc.:

Name:	Trailsend Ventures, LLC
Address:	6205-A Peachtree Dunwoody Road Atlanta, GA 30328
Citizenship:	Delaware
Interest:	29.5% equity
Principal Business:	Investments

The following are the owners of 20 percent or more of Trailsend Ventures, LLC:

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<sup>14</sup> For more information about the Segra residential business, please visit <https://www.lumosnetworks.com>.

**Name:** Barbara Cox Descendants  
Continuation Trust f/b/o  
Blair Parry-Okeden  
**Address:** 6205-A Peachtree Dunwoody Road  
Atlanta, GA 30328  
**Citizenship:** U.S.  
**Interest:** 21.5% equity  
**Principal Business:** Trust

The following are the trustees of the trusts listed above:

**Name:** James C. Kennedy  
**Address:** 6205-A Peachtree Dunwoody Road  
Atlanta, GA 30328  
**Citizenship:** U.S.  
**Principal Business:** Communications

**Name:** James C. Kennedy, Jr.  
**Address:** 6205-A Peachtree Dunwoody Road  
Atlanta, GA 30328  
**Citizenship:** U.S.  
**Principal Business:** Investing

**Name:** Daniel L. Mosley  
**Address:** BDT Capital  
450 Park Avenue, Suite 2200  
New York, NY 10022  
**Citizenship:** U.S.  
**Principal Business:** Investing

Other than their interests in Cox Communications, Inc., none of the entities or individuals listed above holds an attributable interest in any entity that provides interstate telecommunications services.

No other individual or entity will own or control a 20 percent or greater direct or indirect ownership interest in the Segra Commercial Licensees.

Please see the attached Exhibit A depicting the current structure of the entire Segra business, including both the commercial and residential groups, and also identifying the post-closing ownership of the Licensees after consummation of the Merger with Cox.

### **III. PUBLIC INTEREST ANALYSIS**

The Commission should grant the Joint Application expeditiously, because the Merger will generate substantial public interest benefits with no countervailing harms. The terms and conditions of the Merger are reasonable and do not adversely affect the public in Pennsylvania, and no party has had an undue advantage over another.

*Presence of Public Interest Benefits.* The Merger will strengthen the Licensees by affiliating companies with Cox. Cox is a well-established company with stable management and significant capital resources. It has a record of investment in the deployment of advanced telecommunications facilities and a commitment to continuing to invest for the long-term. Cox's history as a pioneer in advanced and innovative services is undeniable. It was the first company to provide voice, video, and high-speed data services simultaneously over a cable platform. And as noted above, Cox has invested billions (with more to come) in its communities and infrastructure – including through the acquisition and successful integration of several other providers dedicated to serving commercial customers, such as EasyTel and UPN.

The Merger demonstrates Cox's continued commitment to the enterprise services market. Through this transaction, the Licensees will gain access to Cox's expert resources, capabilities, and strategic insights, which will enable them to scale up operations and position themselves as aggressive and expanding providers of differentiated fiber infrastructure solutions. The Licensees' affiliation with Cox will assist the companies in pursuing long-term strategic growth opportunities in new markets, as well as expanding and densifying its fiber network throughout its existing geographic footprint and adjacent areas. Similarly, the Merger will provide the Licensees with the ability to leverage Cox's strategic capabilities in serving their customers, including advanced data products and related managed services. Thus, while the Licensees will continue to operate independently under their current brand, the Merger will enable the

companies to become stronger and more strategic as a result of their integration into the Cox family of businesses.

Segra customers will benefit from this transaction as a result of the expanded footprint Segra can serve with access to Cox's network in adjacent territory where Segra does not have its own fiber network; Cox's customers will similarly benefit from Cox having access to the expanded reach of Segra's network into areas not served by Cox's own facilities. The Segra Commercial Licensees operate differentiated metro fiber assets across a broad service footprint in nine states in the Mid-Atlantic and Southeast that complements Cox's existing fiber footprint. Their combination will allow Cox and the Segra Commercial Licensees to reach customers they cannot serve today, with on-net facilities across a broader geographic area.

Thus, the Merger will significantly strengthen Cox's and the Licensees' ability to compete with the ubiquitous services offered by numerous well-capitalized, facilities-based competitors (including ILECs, CLECs, and other cable operators, as well as infrastructure-focused providers) in Pennsylvania. In particular, the combined company will be better able to compete for and serve multi-location and other business customers across the combined company's expanded footprint. The Merger also will provide the opportunity for significant savings and improvements in service quality through the reduction in reliance on third parties. These outcomes are routinely cited by regulators as important public interest benefits justifying consent to transfers of control such as this transaction.<sup>15</sup>

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<sup>15</sup> See, e.g., *Applications of Level 3 Communications, Inc. and CenturyLink, Inc. for Consent to Transfer Control of Licenses and Authorizations*, Memorandum Opinion and Order, 32 FCC Rcd 9581 ¶¶ 52, 57 (2017); *Applications of XO Holdings and Verizon Communications Inc. For Consent to Transfer Control of Licenses and Authorizations*, Memorandum Opinion and Order, 31 FCC Rcd 12504 ¶¶ 60-63 (2016); *Applications Filed for the Transfer of Control of tw telecom inc. to Level 3 Communications, Inc.*, Memorandum Opinion and Order, 29 FCC Rcd 12842 ¶ 14 (2014); *Applications Filed for the Transfer of Control of Insight Communications Company, Inc. to Time Warner Cable Inc.*, Memorandum Opinion and Order, 27 FCC Rcd 497 ¶¶ 18-19 (2012).

*Absence of Public Interest Harms.* There is little risk of competitive harm from the Merger. Cox does not currently operate or provide service in Pennsylvania. On both a Pennsylvania-wide and a nationwide basis, Cox and the Licensees are nondominant carriers that operate largely complementary networks and compete with a significant number of nondominant carriers in their markets as well as incumbent LECs, which remain the dominant providers of business services in all of their markets. Further, the Merger will be seamless to the Licensees' current customers, who will continue to be served by those companies. And as noted above, the Merger will have no impact on any residential services or customers.

#### **IV. CONTACT INFORMATION**

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

For the Transferor:

Michael A. Gruin  
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*With a copy to:*

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Tel.: (540) 946-8677  
mary.mcdermott@segra.com

*With a copy to:*

Joiava Philpott  
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Cox Communications, Inc.  
6205-B Peachtree Dunwoody Road  
Atlanta, Georgia 30328  
Tel.: (404) 269-0983  
joiava.philpott@cox.com

**V. INFORMATION REQUIRED BY 52 PA. CODE § 63.324(d)**

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

- (1) Description of Applicants: Please see Sections I and II, *supra*.
- (2) Jurisdiction of Applicants: Please see Sections I and II, *supra*.
- (3) Points of Contact: Please see Section IV, *supra*.
- (4) Ownership Information: Please see Sections I and II, *supra*.
- (5) Description of the Transaction: Please see Section II, *supra*.
- (6) Services and Territories Affected: No service or service territories subject to the Commission's jurisdiction will be affected by the proposed transaction. The Licensees will continue to provide the same services in the same locations in Pennsylvania before and after the proposed transaction.
- (7) Categorization of Transaction: This transaction involves a transfer of more than 20 percent of the indirect control of the Licensees and therefore qualifies as a General Rules Transaction per 52 Pa. Code § 63.32(a)(2).
- (8) Identification of Related Transactions: There are no other jurisdictional transactions related to this transaction.
- (9) Special Considerations: No party to this transaction is facing imminent business failure.

- (10) Waivers Sought: None.
- (11) Promotion of Public Interest Impacts on Competition: The Applicants verify the facts and allegations set forth in Section III, *supra*, demonstrating that the transaction will affirmatively promote the service, accommodation, convenience, and safety of the public in several substantive ways, as required by state law; that approval is necessary or proper for the service, accommodation, convenience, or safety of the public; and that the proposed transaction will benefit and not adversely impact competition in Pennsylvania because it will result in a reduction of competitors. The Licensees will retain their current expert management and capital access, and customers will continue to have access to the same competitive alternatives they have today.
- (12) Compliance: It is verified that the Licensees are in compliance with Commission obligations and filings, and that the Licensees have not been found to, or alleged to, have violated either State or Federal requirements during the three-year period prior to filing this application.
- (13) Customer Notice: The Applicants verify that, per 52 Pa. Code § 63.324(g), customer notice is not required or needed in this instance because this transaction will be entirely transparent to customers. The same entities will continue providing service to customers, and there will be no change in rates, terms, or conditions of service as a result of the Transaction.
- (14) Utility Certificates: The Applicants verify the information in Section I, in which the Applicants verify the authority held by the Licensees in

Pennsylvania. A copy of the Licensees' Certificate of Public Convenience is provided in Exhibit C.

- (15) *Tariffs*: Insofar as any of the Applicants' services are subject to tariffs, the Applicants verify that the proposed transaction will have no effect on those tariffs. Any tariff changes sought by the Applicants in the future will be made pursuant to normal Commission procedures.
- (16) *Affiliate Interest Agreements*: Pursuant to 66 Pa. C.S. § 3019, telecommunications carriers are required to provide notice to the Commission of affiliated interest and affiliated transaction agreements only when they involve services declared to be competitive. The Applicants verify that the proposed transaction will not have any immediate effect on their affiliated interest agreements, if any, involving non-competitive services, and further verify that the proposed transaction will not violate the cross-subsidization prohibition set forth in 66 Pa. C.S. § 3016(f)(1).
- (17) *Federal and State Proceedings*: The Applicants verify that in addition to Pennsylvania, the Applicants and/or their affiliates are seeking approval for this transaction from various state public utility commissions and the FCC. Specifically, the Applicants are either seeking approval from six state utilities regulators.<sup>16</sup> The Applicants anticipate that all applications will be reviewed and approved by these agencies through their normal processes.

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<sup>16</sup> These states are Georgia, Maryland, Ohio, Pennsylvania, West Virginia, and Virginia.

- (18) *Organizational Charts*: The Applicants' organizational charts before and after the transaction are attached as Exhibit A.
- (19) *Federal Applications*: The Applicants' application to the FCC is attached as Exhibit D.<sup>17</sup> A link to the FCC application is available at [https://www.fcc.gov/ecfs/search/filings?proceedings\\_name=21-224&sort=date\\_disseminated,DESC](https://www.fcc.gov/ecfs/search/filings?proceedings_name=21-224&sort=date_disseminated,DESC). A copy of the Hart-Scott-Rodino Notice (excluding attachments) submitted to the U.S. DOJ is provided under seal as Confidential Exhibit E.
- (20) *Effect of Transaction on Capital Structure*: The Applicants verify that the public effect of the transaction on the capital structures of the Applicants is, and over the next five years is expected to be, non-negative.
- (21) *Broadband Commitment Compliance*: The Applicants verify that this item is not applicable.
- (22) *Not Eligible Telecommunications Carriers ("ETCs")*: The Applicants verify that they are not ETCs in Pennsylvania.
- (23) *Cross-Subsidization*: The Applicants verify that this item is not applicable. Nevertheless, the proposed transaction described in the Application complies with any applicable prohibition against cross-subsidization imposed under federal or state law.

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<sup>17</sup> The FCC has accepted the application for filing and will consider it on a streamlined basis. See Public Notice, *Domestic Section 214 Application Filed for the Transfer of Control of Certain Subsidiaries of MTN Infrastructure TopCo LP to Cox Communications, Inc.: Streamlined Pleading Cycle Established*, DA 21-658, WC Docket No. 21-224 (rel. June 4, 2021), available at <https://ecfsapi.fcc.gov/file/06040296909407/DA-21-658A1.pdf>.

**VI. CONCLUSION**

For the foregoing reasons, the Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by the expeditious grant of this Joint Application for the transfer of indirect ownership and control of the Licensees to Cox.

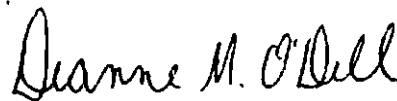
Respectfully submitted,



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*Counsel for MTN Infrastructure TopCo LP*



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*Counsel for Cox Communications, Inc.*

June 7, 2021

**LIST OF EXHIBITS**

<b>Exhibit A</b>	<b>Pre- and Post-Closing Organizational Charts</b>
<b>Exhibit B</b>	<b>Verifications</b>
<b>Exhibit C</b>	<b>Certificate of Public Convenience</b>
<b>Exhibit D</b>	<b>Federal Communications Commission Application</b>
<b>Confidential Exhibit E</b>	<b>Hart-Scott-Rodino Notice (excluding attachments)</b>

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PA PUBLIC UTILITY COMMISSION  
SECRETARY'S BUREAU

**EXHIBIT A**

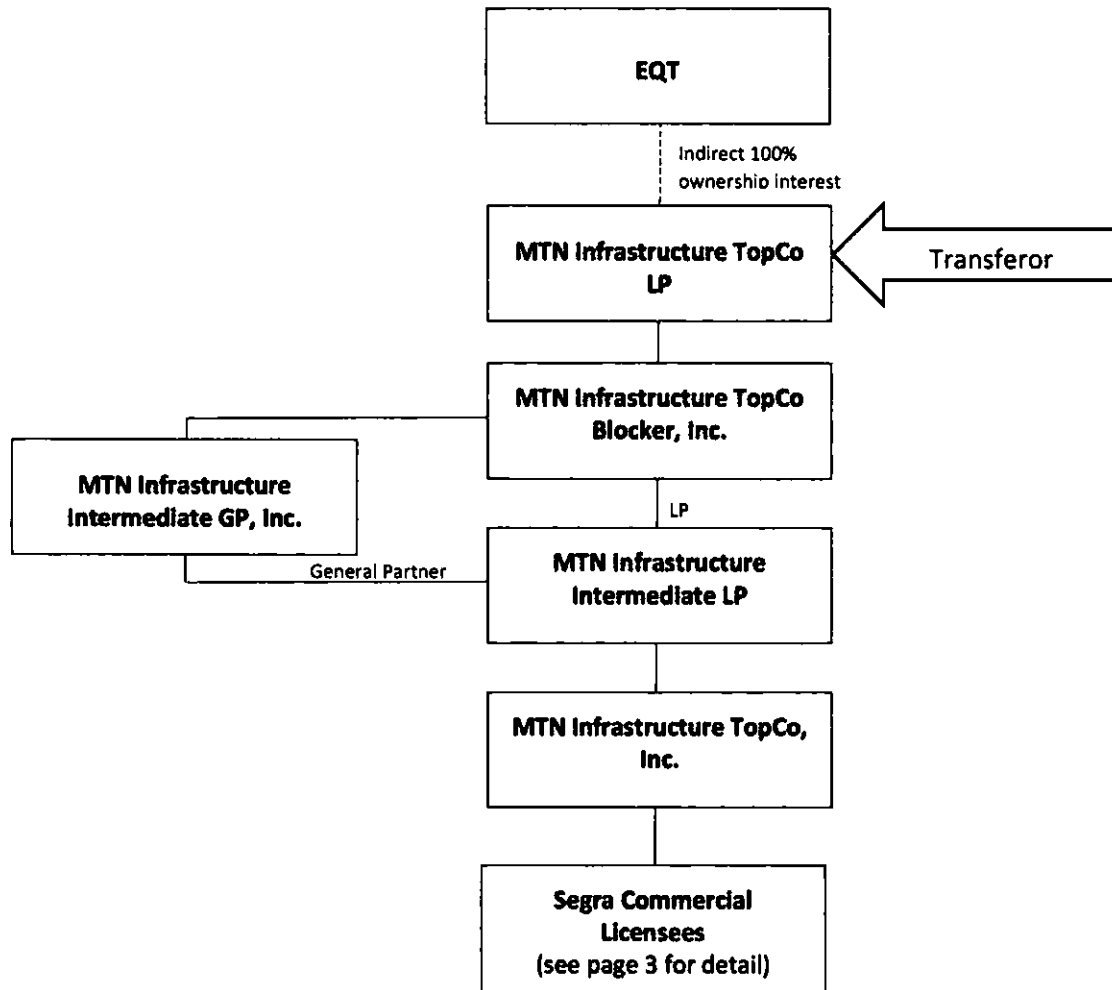
**Pre- and Post-Closing Organizational Charts**

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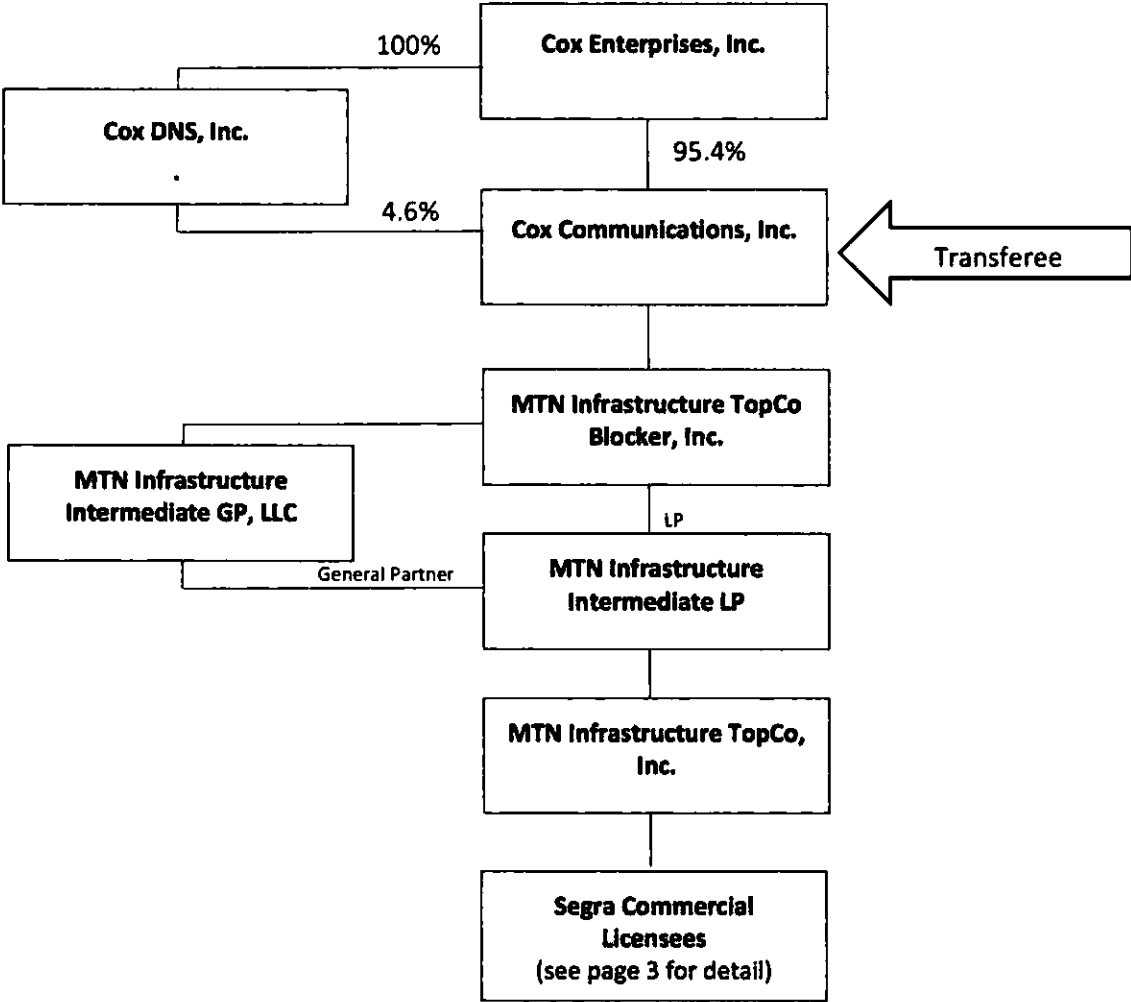
PA PUBLIC UTILITY COMMISSION  
SECRETARY'S BUREAU

**Exhibit A: Pre-Merger Ownership Structure of Segra Commercial Licensees**

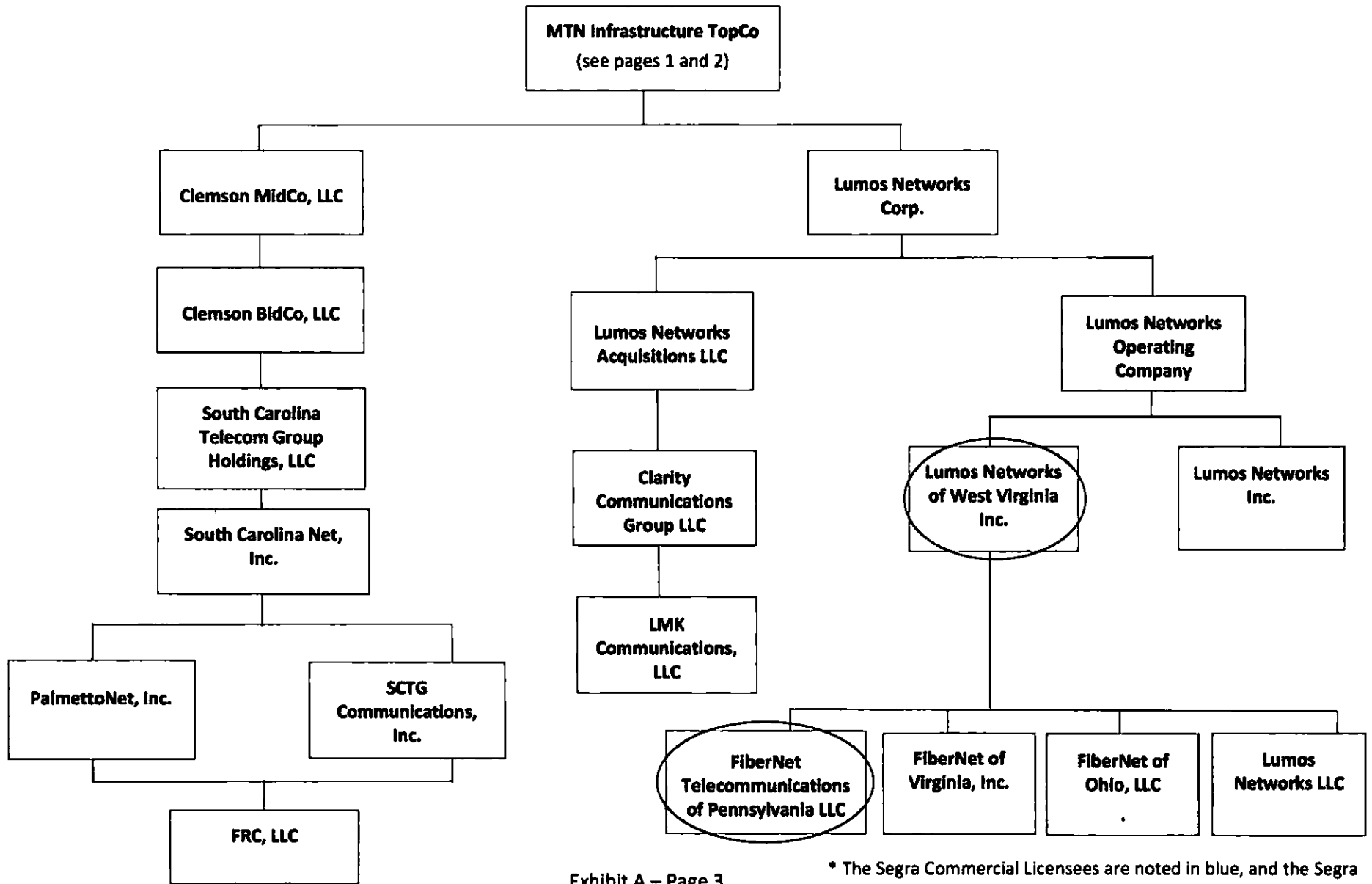


\* The relevant ownership structure of EQT is a matter of record before the Commission and is not included on this chart because EQT will not hold an ownership interest in the Segra Commercial Licensees after the Merger is consummated.

**Exhibit A: Post-Merger Ownership Structure of Segra Commercial Licensees**



**Exhibit A: Pre- and Post- Merger Ownership Structure of Segra Commercial Licensees\***



\* The Segra Commercial Licensees are noted in blue, and the Segra Commercial Licensee(s) that hold authorizations issued by this Commission are circled in red. The Merger is not anticipated to result in any material changes to the ownership structure of the Segra Commercial Licensees as depicted

**EXHIBIT B**

**Verifications**

DATE OF DEPOSIT

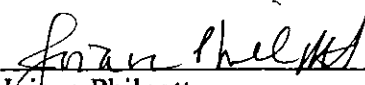
JUN 7 2021

PA PUBLIC UTILITY COMMISSION  
SECRETARY'S BUREAU

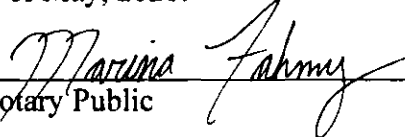
**VERIFICATION**

I, Joiava Philpott, Senior Vice President and General Counsel of Cox Communications, Inc., hereby state that all facts pertaining to Cox Communications, Inc. set forth above 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 any hearing held in this matter. I specifically state that all statements pertaining to the foregoing entities required to be verified under 52 Pa. Code § 63.324(d) 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 any 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).

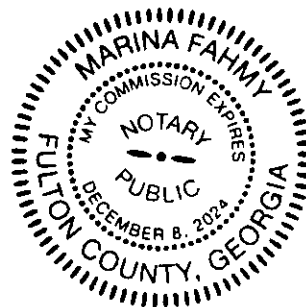
Executed this 26<sup>th</sup> day of May, 2021.

  
\_\_\_\_\_  
Joiava Philpott  
Senior Vice President and General Counsel  
Cox Communications, Inc.

Sworn and subscribed before me this 26<sup>th</sup> day of May, 2021.

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

My commission expires 12/08/2024.



**DATE OF DEPOSIT**

JUN 7 - 2021

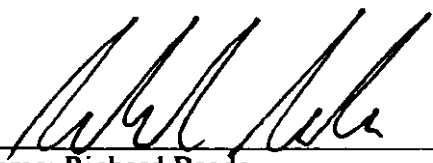
PA PUBLIC UTILITY COMMISSION  
SECRETARY'S BUREAU

## VERIFICATION

I, Richard Brode, state that I am Treasurer of MTN Infrastructure TopCo GP LLC the General Partner of Transferor MTN Infrastructure TopCo LP, (the "Company"); that I am authorized to make the Verification on behalf of the Company and its subsidiaries; that the foregoing filing was prepared under my direction and supervision; and that the contents thereof and the certifications contained therein regarding the Company and its subsidiaries 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 un-sworn falsification to authorities).

I declare under penalty of perjury that the foregoing is true and correct.

Executed: June 1, 2021



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Name: Richard Brode  
Title: Treasurer, MTN Infrastructure TopCo  
GP LLC

On behalf of MTN Infrastructure TopCo LP  
by its General Partner, MTN Infrastructure  
TopCo GP LLC

DATE OF DEPOSIT

JUN 7 - 2021

PA PUBLIC UTILITY COMMISSION  
SECRETARY'S BUREAU

## VERIFICATION

I, Mary McDermott, state that I am Senior Vice President, General Counsel and Secretary of FiberNet Telecommunications of Pennsylvania, LLC and Lumos Networks of West Virginia Inc. (collectively the "Company"); that I am authorized to make this Verification on behalf of the Company; that the foregoing filing was prepared under my direction and supervision; and that the contents thereof and the certifications contained therein regarding the Company 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 un-sworn falsification to authorities).

I declare under penalty of perjury that the foregoing is true and correct.

Executed: May 25, 2021



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Name: Mary McDermott  
Title: Senior Vice President, General Counsel and Secretary  
FiberNet Telecommunications of Pennsylvania, LLC  
Lumos Networks of West Virginia Inc.

**EXHIBIT C**

**Certificate of Public Convenience**

DATE OF DEPOSIT

JUN 7 2021

PA PUBLIC UTILITY COMMISSION  
SECRETARY'S BUREAU

# PENNSYLVANIA PUBLIC UTILITY COMMISSION

IN THE MATTER OF THE APPLICATION OF DOCKET NO: A-2017-2596901

**Joint Application of FiberNet Telecommunications of Pennsylvania, LLC and Lumos Networks of West Virginia, Inc. for approval of the proposed indirect transfer of control.**

**Effective Date: June 14, 2017**

**The Pennsylvania Public Utility Commission hereby certifies that after an investigation and/or hearing, it has, by its report and order made and entered, found and determined that the granting of the application is necessary or proper for the service, accommodation, convenience and safety of the public and hereby issues to the applicant this **CERTIFICATE OF PUBLIC CONVENIENCE** evidencing the Commission's approval.**

**In Witness Whereof, The PENNSYLVANIA PUBLIC UTILITY COMMISSION has caused these presents to be signed and sealed, and duly attested by its secretary at its office in the city of Harrisburg this 14<sup>th</sup> day, of June, 2017.**

  
Secretary

**EXHIBIT D**

**Federal Communications Commission Application**

DATE OF DEPOSIT

JUN 7 2021

PA PUBLIC UTILITY COMMISSION  
SECRETARY'S BUREAU

**Before the  
FEDERAL COMMUNICATIONS COMMISSION  
Washington, DC 20554**

In the Matter of	)	
	)	
MTN Infrastructure TopCo LP	)	
	)	
<i>Transferor</i>	)	
	)	
and	)	WC Docket No. 21-_____
	)	
Cox Communications, Inc.	)	File No. _____
	)	
<i>Transferee</i>	)	
	)	
Joint Application for Consent to Transfer	)	
Indirect Control of Domestic and International	)	
Authorizations Pursuant to Section 214 of the	)	
Communications Act of 1934, as amended	)	

**JOINT APPLICATION**

Pursuant to Section 214 of the Communications Act of 1934, as amended, 47 U.S.C. § 214, and Sections 63.03, 63.04, and 63.24 of the Commission’s rules, 47 C.F.R. §§ 63.03, 63.04, 63.24, MTN Infrastructure TopCo LP (“MTN Infrastructure” or “Transferor”) and Cox Communications, Inc. (“Cox,” and together with MTN Infrastructure, the “Applicants”) hereby request Commission consent to the transfer of control of the indirect, wholly-owned subsidiaries of MTN Infrastructure listed in Exhibit A (the “Segra Commercial Licensees”) from MTN Infrastructure to Cox. The Segra Commercial Licensees hold domestic and/or international Section 214 authorizations and provide services only to enterprise customers.

As discussed in more detail below, MTN Infrastructure is separating the residential and commercial service segments of its subsidiaries that currently operate under the brand name “Segra.” Cox proposes to acquire control only of the Segra Commercial Licensees. There will

be no substantive change in the ownership or control of the Segra entities that will continue to provide residential service, and no residential services or customers will be impacted by the proposed transaction.

Pursuant to Section 63.04(b) of the Commission's rules,<sup>1</sup> the Applicants are filing a combined application for the proposed transfer of control of the Segra Commercial Licensees, including domestic and international authorizations. In support of this Joint Application, the Applicants respectfully submit the following information:

## **I. DESCRIPTION OF THE APPLICANTS**

### **A. Transferor – MTN Infrastructure TopCo LP**

MTN Infrastructure is a Delaware limited partnership created to aggregate the ownership of various investment funds ultimately managed by an affiliate of EQT AB ("EQT") in connection with the investment of the EQT Infrastructure III Fund (including co-investors) in Segra through its acquisitions of Lumos Networks Corp. in 2017,<sup>2</sup> Spirit Communications in 2018,<sup>3</sup> and North State Telecommunications Corporation in 2020.<sup>4</sup>

EQT, founded in Sweden in 1994, is a leading alternative investments firm with approximately EUR 67 billion in assets under management across 26 active funds. EQT and its affiliates acting as the manager or advisers to such funds are committed to the growth and development of the portfolio companies under the funds' ownership, and seek to develop and grow the core strengths of such portfolio companies. EQT funds have portfolio companies in the

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<sup>1</sup> 47 C.F.R. § 63.04(b).

<sup>2</sup> See *Domestic Section 214 Application Granted for the Transfer of Control of Lumos Networks Corp. to MTN Infrastructure TopCo, Inc.*, Public Notice, 32 FCC Rcd 9343 (2017).

<sup>3</sup> See *Domestic Section 214 Application Granted for the Transfer of Control of SCTG, LLC DBA Spirit Communications to Clemson BidCo, Inc.*, Public Notice, 33 FCC Rcd 2825 (2018).

<sup>4</sup> See *Domestic Section 214 Application Granted for Transfer of Control of North State Telecommunications Corporation o MTN Infrastructure Topco, Inc.*, Public Notice, 35 FCC Rcd 3528 (2020).

United States, Europe, and Asia, with total annual sales of approximately EUR 29 billion and approximately 175,000 employees.<sup>5</sup>

**B. Transferee – Cox Communications, Inc.**

Cox is a division of Cox Enterprises, Inc., a family-owned business founded over 120 years ago. Cox and its affiliates provide domestic and international telecommunications services, broadband service, and video service to more than six million customers in the residential, small and medium business, and enterprise markets. Cox operates cable systems in eighteen states: Arizona, Arkansas, California, Connecticut, Florida, Georgia, Idaho, Iowa, Kansas, Louisiana, Massachusetts, Nebraska, Nevada, North Carolina, Ohio, Oklahoma, Rhode Island, and Virginia.<sup>6</sup> Cox is a nondominant carrier in both the domestic and international service markets across its footprint, and is not affiliated with any dominant carrier. Cox is authorized by the Commission to provide domestic and international common carrier services.<sup>7</sup>

Over the last 10 years, Cox has invested more than \$15 billion in its communities through infrastructure upgrades to deliver video, phone, and high-speed internet service to homes and businesses in the company's service area.<sup>8</sup> Cox has made significant investments in the construction of fiber facilities, with more than 38,000 route miles of fiber in place today. Cox's network infrastructure investments have included EasyTel, EdgeConneX, InSite Wireless, StackPath, Unite Private Networks ("UPN"), and ViaWest. Several of these acquisitions were subject to Commission approval, which were obtained without opposition. Cox plans to invest another \$10 billion in the next five years.<sup>9</sup>

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<sup>5</sup> For more information about EQT, visit <http://www.eqtgroup.com>.

<sup>6</sup> Cox provides video service, but not telecommunications service, in Massachusetts and North Carolina.

<sup>7</sup> See *infra* at 14.

<sup>8</sup> Cox Communications Fact Sheet, <https://newsroom.cox.com/company-overview>.

<sup>9</sup> Cox Communications Fact Sheet, <https://newsroom.cox.com/company-overview>.

Cox's commercial division, Cox Business, provides voice, data, and video services for more than 355,000 small and regional businesses nationwide, including health care providers; K-12 and higher education; financial institutions; and federal, state, and local government organizations. Cox Business also serves most of the top-tier wireless and wireline telecommunications carriers in the U.S. through its wholesale division.<sup>10</sup>

### **C. The Segra Commercial Licensees**

The Commission-licensed subsidiaries of the Transferor that are addressed by this Joint Application operate under the brand name "Segra." Segra owns and operates an advanced fiber infrastructure network of more than 26,000 miles that connects more than 9,000 on-net locations and six data centers throughout nine Mid-Atlantic and Southeastern states. Segra provides Ethernet, MPLS, dark fiber, advanced data center services, IP and managed services, voice and cloud solutions. Customers include carriers, enterprises, governments, and healthcare organizations.<sup>11</sup> Additional information regarding the Segra Commercial 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 below.

#### **1. Lumos Networks Operating Company ("Lumos Networks OpCo")**

Lumos Networks OpCo is a Delaware holding company.

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<sup>10</sup> Cox Business, <https://www.cox.com/business/home.html>.

<sup>11</sup> In addition to commercial services, Segra delivers high-speed, fiber-based integrated telecommunications services to residential and small business customers in rural Virginia and North Carolina. The residential segment of Segra, operating under the Lumos Networks and North State brands, operates in Virginia (Lumos) and North Carolina (North State), where it provides broadband, voice, and video, mostly via its fiber network, to nearly 200,000 residential and small-to-medium-sized business ("SMB") locations. For more information about Segra's technology and commitment to customer care, visit <http://www.segra.com>.

**2. Lumos Networks LLC**

Lumos Networks LLC, a West Virginia limited liability company, provides competitive local exchange carrier (“CLEC”) services in Kentucky, Maryland, and West Virginia.

**3. Lumos Networks Inc.**

Lumos Networks Inc., a Virginia corporation, provides CLEC and interexchange (“IXC”) services in Virginia.

**4. Lumos Networks of West Virginia Inc. (“Lumos WV”)**

Lumos WV, a Virginia Corporation, provides CLEC and IXC services in West Virginia, Pennsylvania, and Maryland.

**5. FiberNet Telecommunications of Pennsylvania, LLC (“Fibernet PA”)**

FiberNet PA is a Pennsylvania limited liability company, providing competitive services in Pennsylvania, including access, local exchange, and IXC services

**6. FiberNet of Ohio, LLC (“FiberNet OH”)**

FiberNet OH, an Ohio limited liability company, operates as a CLEC and IXC in Ohio.

**7. FiberNet of Virginia, Inc. (“FiberNet VA”)**

FiberNet VA, a Virginia corporation, operates as a CLEC and IXC in Virginia.

**8. LMK Communications, LLC (“LMK”)**

LMK, a North Carolina limited liability company, provides CLEC services in Alabama, Georgia, North Carolina, South Carolina, Tennessee, and Virginia.

**9. South Carolina Telecommunications Group Holdings, LLC (“SCTG”)**

SCTG, a South Carolina limited liability company, provides CLEC and IXC services in North Carolina and South Carolina.

**10. South Carolina Net, Inc. d/b/a Spirit Telecom (“SCNet”)**

SCNet, a South Carolina corporation, provides CLEC and IXC services in Georgia, South Carolina, and North Carolina.

**11. FRC, LLC (“FRC”)**

FRC, a South Carolina limited liability company, provides CLEC services in South Carolina and North Carolina.

**12. PalmettoNet Inc. (“PalmettoNet”)**

PalmettoNet, a South Carolina corporation, provides IXC services in Georgia, South Carolina, and North Carolina.

**II. DESCRIPTION OF THE TRANSACTION**

Pursuant to an Agreement and Plan of Merger dated April 26, 2021 (“Merger Agreement”), and as set forth in more detail below, Cox will indirectly acquire ownership and control of the Segra Commercial Licensees from MTN Infrastructure through its purchase of 100% of the outstanding stock of MTN Infrastructure TopCo Blocker, Inc. (“MTN Parent”), a direct, wholly-owned subsidiary of MTN Infrastructure and the indirect parent of the Segra Commercial Licensees. Upon consummation of the transactions described herein, MTN Parent will become a direct, wholly-owned subsidiary of Cox, and Cox will indirectly own and control the Segra Commercial Licensees. Segra’s residential business segments will continue to be ultimately owned and controlled by various investment funds ultimately managed by an affiliate of EQT.<sup>12</sup>

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<sup>12</sup> This Joint Application seeks Commission consent only to the transfer of control of the Segra Commercial Licensees. Separate filings will be made in connection with Segra’s residential segment, which will continue to include Segra’s incumbent local exchange carrier assets. The information presented here regarding Segra’s residential segment is intended solely to provide context for the substantive transfer of control of the Segra Commercial Licensees.

The Merger Agreement contemplates that, through a series of steps, MTN Infrastructure will separate Segra's commercial business segments from its residential business segments (the "Pre-Merger Separation"), after which, Cox will acquire the Segra Commercial Licensees pursuant to the merger transaction described below (the "Merger"). Details regarding the Merger and the Pre-Merger Separation are as follows:

The Merger. In connection with the Merger Agreement, Cox has formed a new wholly-owned subsidiary, Gridiron Merger Sub, Inc., a Delaware corporation ("Merger Sub"). At the effective time of the Merger, Merger Sub will merge with and into MTN Parent. Merger Sub will cease to exist, and MTN Parent will be the surviving corporation. Accordingly, upon consummation of the Merger, Cox will hold directly 100% of the issued and outstanding stock of MTN Parent.<sup>13</sup> The Segra Commercial Licensees will, in turn, be indirect, wholly-owned subsidiaries of Cox. The Merger is subject to consummation of the Pre-Merger Separation, and other customary closing conditions, including the receipt of this Commission's approval.

The Pre-Merger Separation. Shortly before the closing of the Merger, Transferor will engage in a series of *pro forma* transactions in order to facilitate the separation of Segra into distinct commercial and residential groups. Control of the Segra Commercial Licensees will then be transferred to Cox through the Merger between MTN Parent and Merger Sub, as described above. Segra's residential group, the Lumos Residential and North State companies, will continue serving residential and small business customers in Virginia and North Carolina

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<sup>13</sup> Also at the effective time of the Merger, each share of MTN Infrastructure common stock, par value \$0.01 per share ("MTN Common Stock") that was issued and outstanding immediately prior to the Merger (other than the Cancelled Company Shares, as such term is defined in the Merger Agreement) will be converted into the right to receive cash in an amount based upon a formula set forth in the Merger Agreement. All MTN Common Stock issued and outstanding immediately prior to giving effect to the Merger (other than the Cancelled Company Shares) will be automatically cancelled.

without interruption and without any change to the rates, terms, or conditions of such service or to the name of the carrier providing the service.<sup>14</sup>

The Pre-Merger Separation will take a number of steps which will involve *pro forma* assignments of Commission authorizations, as well as *pro forma* transfers of control of the Segra entities that provide residential service to a newly formed subsidiary of MTN Infrastructure – Gridiron Fiber Holdings. The Pre-Merger Separation will be transparent to Segra’s residential customers, and will have no impact on the Lumos Residential and North State companies’ access to the financial resources and broader management expertise of the EQT Infrastructure III Fund, which remains financially well-qualified to own and operate the Lumos Residential and North State companies, maintain and advance their state-of-the-art infrastructure, and bring even more innovative service offerings to their customers.

Please see the attached Exhibit B depicting the current structure of the entire Segra business including both the commercial and residential groups, and also identifying the post-closing ownership of the Segra Commercial Licensees after consummation of the Merger with Cox.

### **III. PUBLIC INTEREST BENEFITS**

The Commission should grant the Joint Application expeditiously, because the Merger will generate substantial public interest benefits with no countervailing harms.

In reviewing this Joint Application, the Commission must determine whether a proposed transfer of control is consistent with the public interest, convenience, and necessity. The Commission interprets this standard by assessing whether the transaction: (1) complies with the Communications Act of 1934, as amended (the “Act”), and any other applicable statutory

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<sup>14</sup> For more information about the Segra residential business, please visit <https://www.lumosnetworks.com/>.

provisions; (2) complies with the Commission’s rules; (3) could result in public interest harms by substantially frustrating or impairing the objectives or implementation of the Act or related statutes; and (4) will yield affirmative public interest benefits.<sup>15</sup> In undertaking this review, the Commission “has long recognized the clear public interest benefits in a license or authorization holder being able to assign or transfer control of its license or authorization freely.”<sup>16</sup> The Merger proposed here readily satisfies these standards. Because the Merger clearly complies with the Act and with Commission’s rules, the Applicants focus on the third and fourth prongs.

*Presence of Public Interest Benefits.* The combined company’s increased network assets, expanded geographical presence, greater network capacity, and broader array of services will be an immediate benefit for current customers of Cox and the Segra Commercial Licensees.

The Merger will strengthen the Segra Commercial Licensees by affiliating them with Cox. Cox is a well-established company with stable management and significant capital resources. It has a record of investment in the deployment of advanced telecommunications facilities and a commitment to continuing to invest for the long-term. Cox’s history as a pioneer in advanced and innovative services is undeniable. It was the first company to provide voice, video, and high-speed data services simultaneously over a cable platform. And as noted above, Cox has invested billions (with more to come) in its communities and infrastructure – including through the acquisition and successful integration of several other providers dedicated to serving commercial customers, such as EasyTel and UPN.

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<sup>15</sup> See, e.g., *Applications of XO Holdings and Verizon Communications Inc. For Consent to Transfer Control of Licenses and Authorizations*, Memorandum Opinion and Order, 31 FCC Rcd 12504 ¶ 7 (2016) (“*Verizon-XO Order*”).

<sup>16</sup> *Applications of Level 3 Communications, Inc. and CenturyLink, Inc. for Consent to Transfer Control of Licenses and Authorizations*, Memorandum Opinion and Order, 32 FCC Rcd 9581 ¶ 10 (2017) (“*CenturyLink-Level 3 Order*”).

The Merger demonstrates Cox's continued commitment to the enterprise services market. Through this transaction, the Segra Commercial Licensees will gain access to Cox's expert resources, capabilities, and strategic insights, which will enable them to scale up operations and position themselves as aggressive and expanding providers of differentiated fiber infrastructure solutions. The Segra Commercial Licensees' affiliation with Cox will assist them in pursuing long-term strategic growth opportunities in new markets, as well as expanding and densifying its fiber network throughout its existing geographic footprint and adjacent areas. Similarly, the Merger will provide the Segra Commercial Licensees with the ability to leverage Cox's strategic capabilities in serving their customers, including advanced data products and related managed services. Thus, while the Segra Commercial Licensees will continue to operate independently under their current brand, the Merger will enable them to become stronger and more strategic as a result of their integration into the Cox family of businesses.

Segra customers will benefit from this transaction as a result of the expanded footprint Segra can serve with access to Cox's network in adjacent territory where Segra does not have its own fiber network; Cox's customers will similarly benefit from Cox having access to the expanded reach of Segra's network into areas not served by Cox's own facilities. The Segra Commercial Licensees operate differentiated metro fiber assets across a broad service footprint in nine states in the Mid-Atlantic and Southeast that complements Cox's existing fiber footprint. Their combination will allow Cox and the Segra Commercial Licensees to reach customers they cannot serve today, with on-net facilities across a broader geographic area.

Thus, the Merger will significantly strengthen Cox's and the Segra Commercial Licensees' ability to compete with the ubiquitous services offered by numerous well-capitalized, facilities-based competitors (including ILECs, CLECs, and other cable operators, as well as

infrastructure-focused providers) in local markets and regionally, throughout the existing Cox and Segra footprints. In particular, the combined company will be better able to compete for and serve multi-location and other business customers across the combined company's expanded footprint. The Merger also will provide the opportunity for significant savings and improvements in service quality through the reduction in reliance on third parties.

The Commission has consistently cited these outcomes as important public interest benefits justifying its consent to other transactions.<sup>17</sup> In fact, in approving Cox's acquisition of UPN, the Commission observed: "The Commission and the Bureau have consistently found that, in transactions in which competitive local exchange carriers (LECs) combine to form a stronger competitor to the incumbent LEC, the transaction will enhance competition, including in locations in which the incumbent LEC would otherwise be the primary provider."<sup>18</sup> Consistent with that extensive precedent, the Commission went on to find that "the combination of [Cox's and UPN's] facilities in these markets will result in a stronger competitive LEC and enhance the merged company's ability to compete against the incumbent LEC."<sup>19</sup> The same will be true following the Merger.

*Absence of Public Interest Harms.* There is little risk of competitive harm from the Merger. Cox and the Segra Commercial Licensees are nondominant carriers that operate largely complementary networks and compete with a significant number of nondominant carriers in their markets as well as incumbent LECs, which remain the dominant providers of business services

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<sup>17</sup> See, e.g., *Verizon-XO Order* ¶¶ 60-63; *CenturyLink-Level 3 Order* ¶¶ 52, 57; *Applications Filed by Qwest Communications and CenturyTel, Inc. d/b/a CenturyLink for Consent to Transfer Control*, Memorandum Opinion and Order, 26 FCC Rcd 4194 ¶ 151 (2011); *Applications Filed for the Transfer of Control of tw telecom inc. to Level 3 Communications, Inc.*, Memorandum Opinion and Order, 29 FCC Rcd 12842 ¶ 14 (2014); *Applications Filed for the Transfer of Control of Insight Communications Company, Inc. to Time Warner Cable Inc.*, Memorandum Opinion and Order, 27 FCC Rcd 497 ¶¶ 18-19 (2012).

<sup>18</sup> *Application Granted for the Transfer of Control of Unite Private Networks, LLC and Unite Private Networks-Illinois, LLC to Cox Communications, Inc.*, Public Notice, 31 FCC Rcd 11758, 11759-60 & n.14 (2016).

<sup>19</sup> *Id.* at 11760.

in all of their markets. Further, the Merger will be seamless to the Segra Commercial Licensees' current customers, who will continue to be served by those companies.

Nor is there any risk to the continued provision of residential service by the Lumos Residential and North State companies. As noted above, the Merger will have no impact on their access to the financial resources and broader management expertise of its ownership by affiliates of the EQT Infrastructure III Fund (including its co-investors). Under the terms of the Merger Agreement, the Lumos Residential and North State companies will retain the network infrastructure and management expertise necessary to provide seamless service to customers in their footprint, including ownership and control of fiber constructed through the receipt of universal service support. Neither the Merger with Cox nor the *pro forma* Pre-Merger Separation will disrupt these companies' commitments as a recipient of such support, including their compliance with applicable build-out requirements.

#### **IV. INFORMATION REQUIRED BY 47 C.F.R. § 63.18 AND THE IBFS SECTION 214 MAIN FORM**

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) and the IBFS Section 214 Main Form in support of this Joint Application.

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

###### Transferor:

MTN Infrastructure TopCo LP  
One Lumos Plaza  
Waynesboro, VA 22980  
Tel.: (504) 946-6850

Transferee:

Cox Communications, Inc.  
6205-A Peachtree Dunwoody Road  
Atlanta, Georgia 30328  
Tel.: (404) 269-0983

**(b) Jurisdiction of Organizations:**

Transferor: MTN Infrastructure TopCo LP is a limited partnership formed under the laws of Delaware.

Transferee: Cox Communications, Inc. is a Delaware corporation.

**(c) Name, title, post office address, and telephone number of official and any other contact point (Answer to Question 10):**

For the Transferor:

Andrew D. Lipman  
Ulises R. Pin  
Joshua M. Bobeck  
Morgan, Lewis & Bockius LLP  
1111 Pennsylvania Avenue, NW  
Washington, DC 20004  
Tel.: (202) 739-3000  
Fax: (202) 739-3001  
andrew.lipman@morganlewis.com  
ulises.pin@morganlewis.com  
joshua.bobek@morganlewis.com

With a copy to:

Mary McDermott  
Senior Vice President and General Counsel  
Segra  
One Lumos Plaza  
Waynesboro, VA 22980  
Tel.: (540) 946-8677  
mary.mcdermott@segra.com

**For the Transferee:**

Brian W. Murray  
Nicholas G. Alexander  
Karen L. Milne  
Wilkinson Barker Knauer, LLP  
1800 M Street, NW  
Suite 800N  
Washington, DC 20036  
Tel.: (202) 783-4141  
Fax: (202) 783-5851  
bmurray@wbklaw.com  
nalexander@wbklaw.com  
kmilne@wbklaw.com

With a copy to:

Joiava Philpott  
Senior Vice President and General Counsel  
Cox Communications, Inc.  
6205-B Peachtree Dunwoody Road  
Atlanta, Georgia 30328  
Tel.: (404) 269-0983  
joiava.philpott@cox.com

**(d) Statement as to whether applicants have previously received authority under Section 214 (Answer to Question 10 Continued):**

**Transferor:** MTN Infrastructure holds no international Section 214 authority.

**Transferee:** Cox holds two international Section 214 authorizations, one to provide global resold service between the United States and international points (File No. ITC-214-19970815-00496) and one to provide facilities-based services between the United States and Mexico (File No. ITC-214-19991207-00764). Cox also controls the following subsidiaries that hold international Section 214 authorizations to provide global resold and facilities-based services: CoxCom, LLC (File No. ITC-214-20020509-00245) and Unite Private Networks, LLC (File No. ITC-214-20180126-00021).

Segra Commercial Licensees: South Carolina Telecommunications Group Holdings, LLC holds international Section 214 authority under File No. ITC-214-19930512-00081, control of which is being transferred to Cox.

Although Lumos Networks Operating Company currently holds international Section 214 authority under File No. ITC-214-19970418-00215, that authorization will be assigned as part of the Pre-Merger Separation and on a *pro forma* basis, to an affiliate prior to closing, and thus is not part of the Merger.

**(h) Post-Consummation Ownership and Interlocking Directorates (47 C.F.R. § 63.18(h), Answer to IBFS Main Form Questions 11 and 12)**

The Segra Commercial Licensees will be indirect, wholly-owned subsidiaries of Cox, which in turn is wholly-owned by Cox Enterprises, Inc. (“CEI”) via a 95.4% direct interest and a 4.6% indirect interest by virtue of its 100% ownership of minority owner Cox DNS, Inc. The following is the information concerning these companies:

<u>Name and Address</u>	<u>Citizenship</u>	<u>Principal Business</u>
Cox Communications, Inc. 6205-B Peachtree Dunwoody Road Atlanta, GA 30328	Delaware	Communications
Cox Enterprises, Inc. 6205-A Peachtree Dunwoody Road Atlanta, GA 30328	Delaware	Conglomerate
Cox DNS, Inc. 6205-A Peachtree Dunwoody Road Atlanta, GA 30328	Delaware	Holding company

Voting control of CEI is vested in the Cox Family Voting Trust, which holds 100% of the voting stock of CEI. The trustees of the Cox Family Voting Trust are as follows:

<u>Name and Address</u>	<u>Citizenship</u>	<u>Principal Business</u>
James C. Kennedy 6205-A Peachtree Dunwoody Road Atlanta, GA 30328	U.S.	Communications
Alexander Taylor 6205-A Peachtree Dunwoody Road Atlanta, GA 30328	U.S.	Communications
John M. Dyer 6205-A Peachtree Dunwoody Road Atlanta, GA 30328	U.S.	Communications

The following are the 10 percent or greater owners of the equity of Cox Enterprises, Inc.:

<u>Name and Address</u>	<u>Ownership</u>	<u>Citizenship</u>	<u>Principal Business</u>
Trailsend Ventures, LLC 6205-A Peachtree Dunwoody Road Atlanta, GA 30328	29.49%	Delaware	Investments

The following are the owners of 10 percent or more of Trailsend Ventures, LLC:

<u>Name and Address</u>	<u>Ownership</u>	<u>Citizenship</u>	<u>Principal Business</u>
Barbara Cox G-4 Trust f/b/o Andrew Parry-Okeden 6205-A Peachtree Dunwoody Road Atlanta, GA 30328	11.25%	U.S.	Trust
Henry Parry-Okeden 6205-A Peachtree Dunwoody Road Atlanta, GA 30328	11.25%	U.S.	Investing

Barbara Cox Descendants Continuation Trust f/b/o James C. Kennedy 6205-A Peachtree Dunwoody Road Atlanta, GA 30328	16.67%	U.S.	Trust
Barbara Cox Descendants Continuation Trust f/b/o Blair Parry-Okeden 6205-A Peachtree Dunwoody Road Atlanta, GA 30328	21.50%	U.S.	Trust

The following are the trustees of the trusts listed above:

<u>Name and Address</u>	<u>Citizenship</u>	<u>Principal Business</u>
James C. Kennedy 6205-A Peachtree Dunwoody Road Atlanta, GA 30328	U.S.	Communications
James C. Kennedy, Jr. 6205-A Peachtree Dunwoody Road Atlanta, GA 30328	U.S.	Investing
Daniel L. Mosley BDT Capital 450 Park Avenue, Suite 2200 New York, NY 10022	U.S.	Investing

Other than their interests in Cox Communications, Inc., none of the entities or individuals listed above holds an attributable interest in any entity that provides interstate telecommunications services.

No other individual or entity will own or control a 10% or greater direct or indirect ownership interest in the Segra Commercial Licensees.

*Interlocking Directorates.* The Transferee and the Segra Commercial Licensees have no interlocking directorates with a foreign carrier.

**(i) Foreign Carrier Affiliates (47 C.F.R. § 63.18(i), Answer to IBFS Main Form Question 14)**

None of the Transferor, the Transferee, or the Segra Commercial Licensees is a foreign carrier. Post-closing, the Transferee and the Segra Commercial Licensees will not be affiliated with any foreign carriers.

**(j) Certifications Regarding Destination Markets (47 C.F.R. § 63.18(j), Answer to IBFS Main Form Question 15)**

The Transferee certifies that, upon consummation of the Merger, the Segra Commercial Licensees will not be authorized to provide service to any destination country where: (1) the Transferee or Segra Commercial Licensees are a foreign carrier in that country; (2) the Transferee or Segra Commercial Licensees control a foreign carrier in that country; (3) an entity that owns more than 25 percent of the Transferee or Segra Commercial Licensees, or that controls the Transferee or Segra Commercial Licensees, controls a foreign carrier in that country; and (4) two or more foreign carriers (or parties that control foreign carriers) own, or will own as a result of the Merger, in the aggregate, more than 25 percent of any Segra Commercial Licensee and are parties to, or the beneficiaries of, a contractual relation (*e.g.*, a joint venture or market alliance) affecting the provision or marketing of international basic telecommunications services in the United States.

**(m) Non-Dominant Status (47 C.F.R. § 63.18(m), Answer to IBFS Main Form Question 16)**

The Transferee qualifies for a presumption of non-dominance under Section 63.10(a)(1) and (3) of the Commission's rules because, upon completion of the Merger, the Transferee will not be a foreign carrier itself and will not be affiliated with any foreign carrier. Upon completion of the Merger, the Segra Commercial Licensees will qualify for a presumption of non-dominance for the same reasons.

**(n) Special Concessions (47 C.F.R. § 63.18(n))**

The Applicants certify that they have not agreed to accept special concessions directly or indirectly from a foreign carrier with respect to any U.S. international route where the foreign carrier possesses sufficient market power on the foreign end of the route to affect competition adversely in the U.S. market and will not enter into any such agreements in the future.

**(o) Anti-Drug Abuse Act Certification (47 C.F.R. § 63.18(o))**

The Applicants certify that no party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862, because of a conviction for possession or distribution of a controlled substance.

**(p) Eligibility for Streamlined Processing (47 C.F.R. §§ 63.12, 63.18(p), Answer to IBFS Main Form Question 20)**

The Joint Application qualifies for streamlined processing pursuant to Section 63.12 of the Commission's rules. Neither the Transferee nor the Segra Commercial Licensees have any foreign carrier affiliates and none will have such affiliates upon closing of the Merger. They therefore qualify for a presumption of non-dominance under Section 63.10 of the Commission's rules on all U.S.-international routes.

**V. INFORMATION REQUIRED BY SECTION 63.04 OF THE COMMISSION'S RULES**

In support of their request for consent to transfer control of the Segra Commercial Licensees to Cox, the Applicants submit the following information pursuant to Section 63.04(a)(6) through (a)(12) of the Commission's rules.

**A. Description of the Proposed Transaction (47 C.F.R. § 63.04(a)(6))**

See Section II of this Joint Application, above.

**B. Description of Geographic Service Areas (47 C.F.R. § 63.04(a)(7))**

See Section I of this Joint Application, above.

**C. Eligibility for Streamlining (47 C.F.R. § 63.04(a)(8); 47 C.F.R. § 63.03(b))**

The Merger qualifies for streamlined treatment under Section 63.03(b)(2)(i) of the Commission's rules, 47 C.F.R. § 63.03(b)(2)(i), because, immediately following the Merger, (a) the Transferee will have a combined share of the interstate, interexchange market of less than 10 percent; (b) the Transferee and the Segra Commercial Licensees will provide local exchange service only in areas also served by a dominant local exchange carrier not a party to the Merger; and (c) none of the Transferee or the Segra Commercial Licensees is dominant with respect to any service. Consequently, the Joint Application should be granted streamlined processing.

**D. Related Applications (47 C.F.R. § 63.04(a)(9))**

No other applications are required to be filed with the Commission in connection with the Merger.<sup>20</sup>

**E. Special Consideration (47 C.F.R. § 63.04(a)(10))**

There is no imminent business failure at this time and the parties do not request special considerations.

**F. Waiver Requests (47 C.F.R. § 63.04(a)(11))**

The Applicants do not seek any waivers in connection with this Joint Application.

**G. Public Interest Statement (47 C.F.R. § 63.04(a)(12))**

See Section III of this Joint Application, above.

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<sup>20</sup> As noted above, a notice regarding the *pro forma* transactions involved in the Pre-Merger Separation will be filed with the Commission.

**VI. CONCLUSION**

For the foregoing reasons, the Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by the expeditious grant of this Joint Application for the transfer of indirect ownership and control of the Segra Commercial Licensees to Cox.

Respectfully submitted,

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(202) 783-4141  
  
*Counsel for Cox Communications, Inc.*

May 17, 2021

## EXHIBIT A

### List of FCC Authorizations Subject to the Merger

#### Segra Commercial Licensees with Domestic Section 214 Authority:

<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
South Carolina Telecommunications Group Holdings, LLC	South Carolina	CLEC/IXC	0022464648
South Carolina Net, Inc. d/b/a Spirit Telecom	South Carolina	CLEX/IXC	0003735040
FRC, LLC	South Carolina	CLEC	0016289258
PalmettoNet Inc.	South Carolina	IXC	0016195646

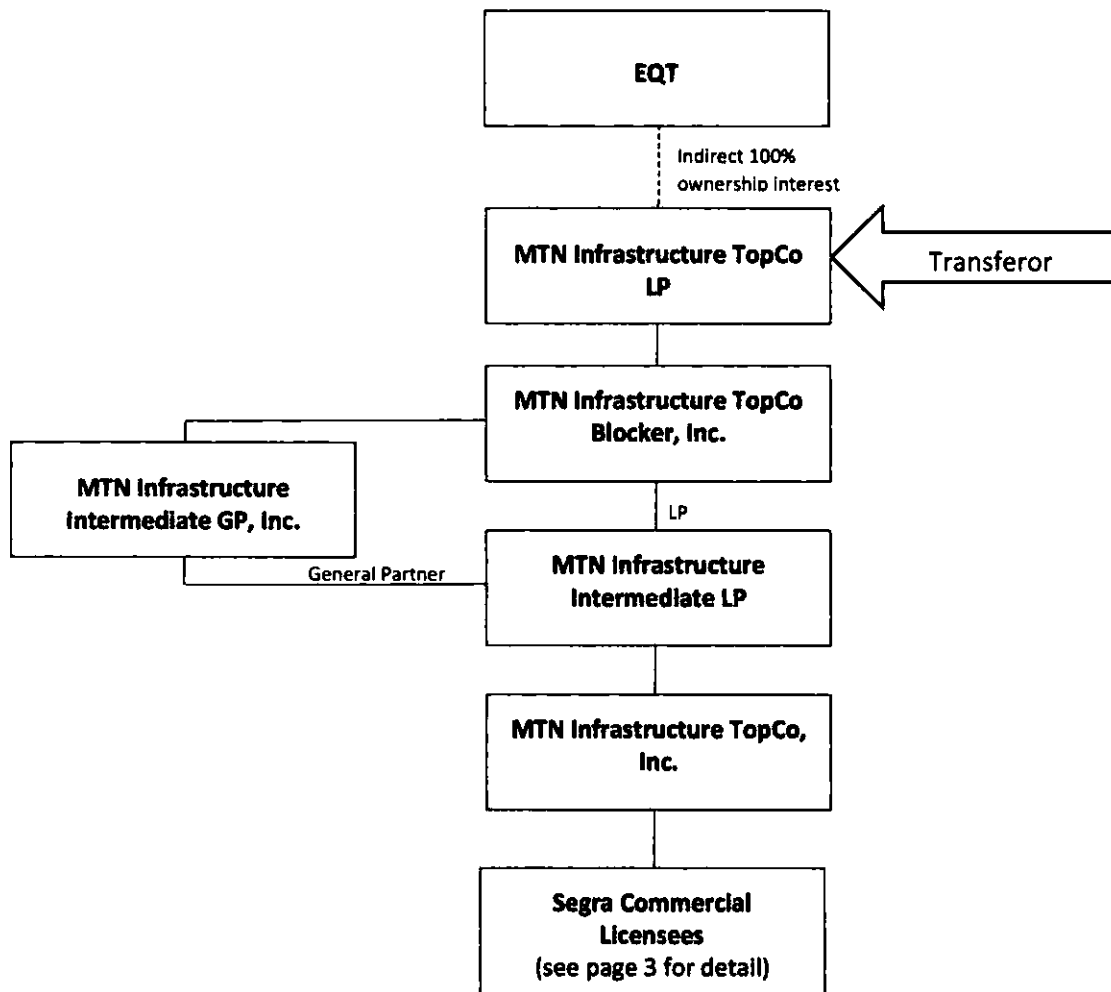
#### Segra Commercial Licensees with International Section 214 Authorizations:

South Carolina Telecommunications Group Holdings, LLC File No. ITC-214-19930512-00081

**EXHIBIT B**

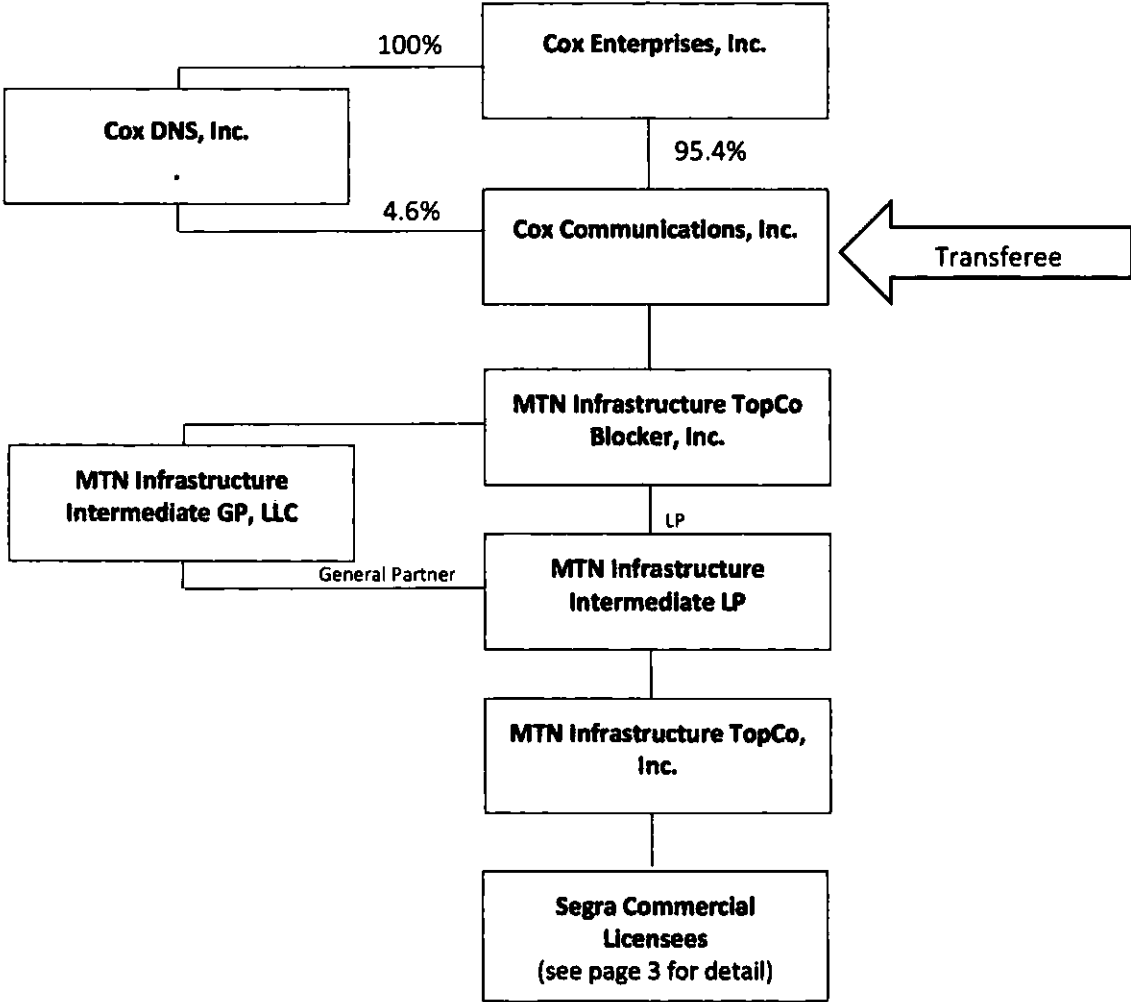
**Pre- and Post-Closing Organizational Charts**

**Exhibit B: Pre-Merger Ownership Structure of Segra Commercial Licensees**

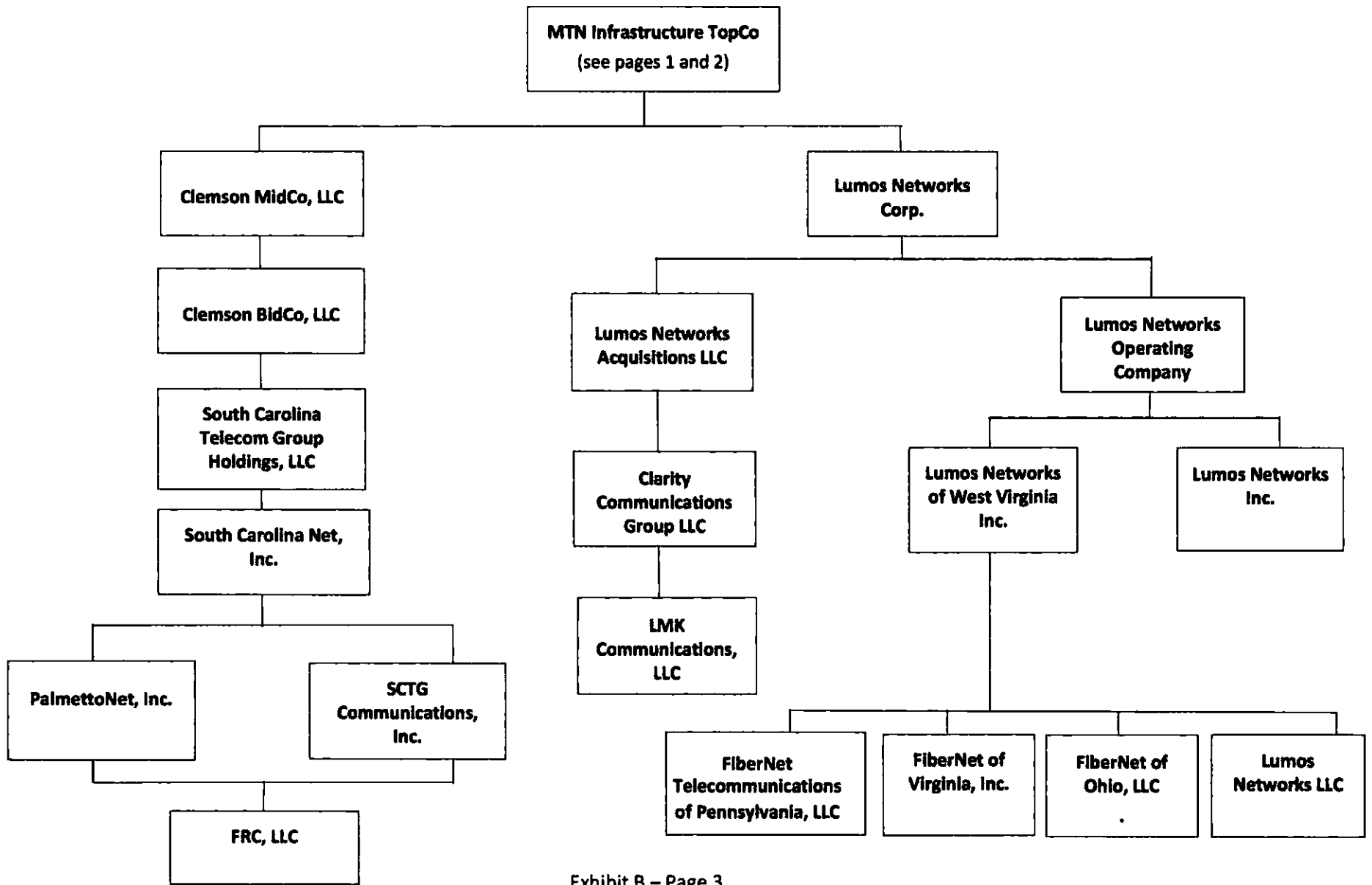


\* The relevant ownership structure of EQT is a matter of record before the Commission and is not included on this chart because EQT will not hold an ownership interest in the Segra Commercial Licensees after the Merger is consummated.

**Exhibit B: Post-Merger Ownership Structure of Segra Commercial Licensees**



**Exhibit B: Pre- and Post- Merger Ownership Structure of Segra Commercial Licensees\***



\* The Segra Commercial Licensees are noted in blue. The Merger is not anticipated to result in any material changes to the ownership structure of the Segra Commercial Licensees as depicted herein.

**EXHIBIT C**

**Verifications**

**VERIFICATION**

I, Richard Brode, state that I am Treasurer of MTN Infrastructure TopCo GP LLC the General Partner of MTN Infrastructure TopCo LP, (the "Company"); that I am authorized to make this Verification on behalf of the Company; that the foregoing filing was prepared under my direction and supervision; and that the contents thereof and the certifications contained therein regarding the Company and its subsidiaries 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: May 16, 2021



---

Name: Richard Brode  
Title: Treasurer, MTN Infrastructure  
TopCo GP LLC

On behalf of MTN Infrastructure  
TopCo LP by its General Partner,  
MTN Infrastructure TopCo GP LLC

DATE OF DEPOSIT

JUN 7 - 2021

PA PUBLIC UTILITY COMMISSION  
SECRETARY'S BUREAU

## VERIFICATION

I, Perley McBride, state that I am Executive Vice President and Chief Financial Officer of Cox Communications, Inc. ("Cox"); that I am authorized to make this Verification on behalf of Cox and its affiliates; that the foregoing filing was prepared under my direction and supervision; and that the contents thereof and the certifications contained therein regarding Cox and its affiliates 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 17th day of May 2021.



---

Name: Perley McBride  
Title: Executive Vice President and  
Chief Financial Officer  
Cox Communications, Inc.

DATE OF DEPOSIT

JUN 7 - 2021

PA PUBLIC UTILITY COMMISSION  
SECRETARY'S BUREAU

**CONFIDENTIAL EXHIBIT E**

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

**[SUBMITTED UNDER SEAL]**

DATE OF DEPOSIT

JUN 7 2021

PA PUBLIC UTILITY COMMISSION  
SECRETARY'S BUREAU

**CERTIFICATE OF SERVICE**

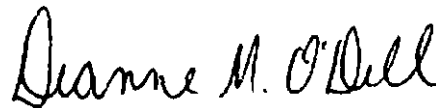
I hereby certify that this day I served a copy of the public version of the Joint Application for Approval of a General Rule Transaction upon the persons listed below in the manner indicated in accordance with the requirements of 52 Pa. Code Section 1.54.

**Via Email Only**

Christine Hoover, Esq.  
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PA Public Utility Commission  
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Harrisburg, PA 17105-3265  
[rkanaskie@pa.gov](mailto:rkanaskie@pa.gov)



Dated: June 7, 2021

---

Deanne M. O'Dell, Esq.

DATE OF DEPOSIT

JUN 7 - 2021

PA PUBLIC UTILITY COMMISSION  
SECRETARY'S BUREAU

ORIGIN ID:MDTA (717) 237-6000  
SARAH STONER ESQ.  
ECKERT SEAMANS CHERIN & MELLOTT  
213 MARKET ST  
8TH FLOOR  
HARRISBURG, PA 17101  
UNITED STATES US

SHIP DATE: 07 JUN21  
ACTWGT: 1.00 LB  
CAD: 103210876/NET4340

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PUC HARRISBURG

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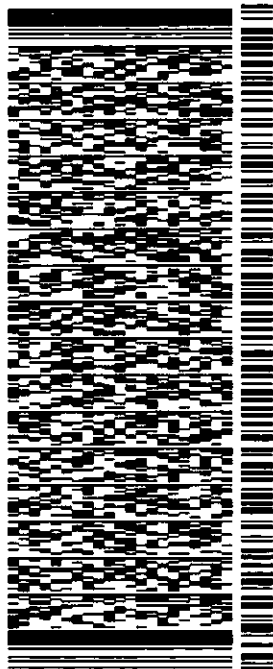
ROOM 201N

HARRISBURG PA 17120

(717) 772-7777

REF: 316618-00001

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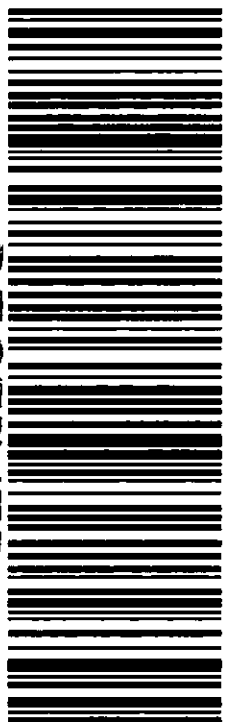
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