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August 10, 2021

Via Electronic Filing

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

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 Numbers: A-2021-3026551 and A-2021-3026552

Dear Secretary Chiavetta:

On behalf of MTN Infrastructure TopCo LP, Cox Communications, Inc., Lumos Networks of West Virginia Inc. and Fibernet Telecommunications of Pennsylvania, LLC (collectively, "Joint Applicants"), below please find a status update regarding the West Virginia requests for approval of the transaction. **With this action from West Virginia, no other state approvals or actions are pending.**

Jurisdiction	Status
West Virginia	Administrative Law Judge Recommended Decision ("ALJ RD") recommending approval of the transfer of control entered 7/29/21; Commission Order entered 8/2/21 Waiving Exception Period; ALJ RD Final effective 8/9/21 See Enclosed ALJ RD and Commission Order Waiving Exception Period

Copies of this filing is being served in accordance with the attached Certificate of Service.

Sincerely,



Deanne M. O'Dell, Esq.

DMO/lww
Enclosure

cc: Marie Intriери, Bureau of Technical Utility Services, PUC (via maintrieri@pa.gov)
Certificate of Service w/enc.

CERTIFICATE OF SERVICE

I hereby certify that this day I served a copy of the Joint Applicants' Status Update Letter upon the persons listed below in the manner indicated in accordance with the requirements of 52 Pa. Code Section 1.54.

Via Email Only

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Deanne M. O'Dell, Esq.

Dated: August 10, 2021

**PUBLIC SERVICE COMMISSION
OF WEST VIRGINIA
CHARLESTON**

Entered: July 29, 2021

CASE NO. 21-0458-T-PC

MTN INFRASTRUCTURE TOPCO LP,
COX COMMUNICATIONS, INC., LUMOS
NETWORKS OF WEST VIRGINIA, INC.,
DBA SEGRA AND LUMOS NETWORKS LLC,

Joint Petition for consent and approval to transfer indirect
Control of Lumos Networks of West Virginia, Inc., and
Lumos Networks LLC, which are indirect wholly-owned
Subsidiaries of MTN Infrastructure, to Cox.

RECOMMENDED DECISION

This Recommended Decision consents to a transfer of control subject to certain conditions.

BACKGROUND

On June 7, 2021, MTN Infrastructure TopCo, LP (MTN); Cox Communications, Inc. (Cox); Lumos Networks of West Virginia, Inc., dba Segra (Segra) and Lumos Networks LLC (Networks) (together Joint Petitioners) applied for Commission consent to indirectly transfer control of Networks and Segra from MTN to Cox. MTN is currently in the process of separating its current residential and commercial operations. It intends to sell its commercial operations including Segra and Networks to Cox as part of that reorganization. The Joint Petitioners initially represented that Segra and Networks do not provide residential service in West Virginia. The Joint Petitioners also attached diagrams of the current and proposed ownership structures.

MTN is a holding company created to aggregate the investments controlled by EQT, AB, a European investment firm. This Commission consented to MTN acquiring Segra and Networks along with the associated financing in Lumos Networks of West Virginia, Inc., and Lumos Networks LLC, Case No. 17-0397-T-PC (Recommended Decision Entered May 25, 2017, Final June 14, 2017). Segra and Networks currently hold authority from this Commission to provide competitive local and interexchange telecommunications services in this State.¹ Networks is also designated as an Eligible Telecommunications Carrier (ETC).²

¹ FiberNet, LLC, Case No. 98-0431-T-CN (Recommended Decision Entered July 6, 1998, Final July 26, 1998), FiberNet, LLC, Case No. 99-0850-T-CN (Recommended Decision Entered August 3, 1999, Final August 23, 1999), CFW Wireless, Inc., dba INTELLOS, Case No. 98-0768-T-CN (Recommended Decision Entered December 2, 1998, Final December 22, 1998).

² FiberNet, LLC, Case No. 01-0488-T-PC (Recommended Decision Entered November 14, 2001, Final November 20, 2001).

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Cox provides video, internet and telecommunications services to more than six million customers nationwide, but does not currently operate in West Virginia. The Joint Petitioners noted that Cox is a non-dominant carrier in the markets it serves. Cox intends to invest ten billion dollars across its footprint over the next five years.

The Joint Petitioners asserted that the transaction is consistent with the public interest. The regulated companies will continue to provide services under their existing brands, but also offer access to resources from their new affiliates. The transaction will be essentially transparent from the viewpoint of existing customers. This transaction, however, will provide additional financial and technical resources to the regulated entities. Thus, the Applicants asserted that the transfer is consistent with W.Va. Code §24-2-12.

Also on June 7, 2021, the Commission referred this matter to its Division of Administrative Law Judges for a Recommended Decision on or before March 3, 2022.

On July 6, 2021, Commission Staff reported that it was investigating this matter and seeking clarification of the impact of the proposed transaction on residential customers listed in recent Annual Reports.

On July 9, 2021, the Joint Petitioners filed a letter reporting on their discussions with Staff. The Joint Petitioners clarified that they will continue to serve all customers under the existing terms and conditions including a limited number of residential customers.

On July 20, 2021, Staff recommended that the Commission consent to the proposed transaction. Staff noted that the Joint Petitioners will continue to serve existing customers, but intend to drop the ETC designation. Staff also concluded that further public notice of this matter is unnecessary. Networks currently operates approximately 10,000 business lines and 189 residential lines in this State. Segra operates over 4,000 business lines and two residential lines.

On July 23, 2021, the Joint Petitioners filed a letter concurring with the Staff recommendation to consent to the proposed transfer.

DISCUSSION

W.Va. Code §24-2-12 requires public utilities to obtain consent from the Commission before entering into certain transactions including a transfer of control, utility asset purchase or affiliated agreements. Under the statute, the Commission is authorized to consent to the proposed transaction without approving the terms and conditions, if the proposal is reasonable, does not adversely affect the public and no party is given an undue advantage. The Commission may also determine if a hearing is necessary. Here, the Joint Petitioners have shown that the proposed transfer as set forth in the June 7, 2021 Filing meets the statutory test. Subject to the conditions set forth in this Order and the Joint Petitioners obtaining all other necessary consents and approvals, it is reasonable to consent to the transaction as requested without hearing or further notice. Finally, the Joint Petitioners will file a letter informing the Commission once the transaction is consummated.

The Joint Petitioners are reminded that prior consent and approval from the Commission pursuant to W.Va. Code §24-2-12 is required before regulated utility assets may be transferred further or any direct or indirect change of ownership of a majority of the common stock of any public utility organized and doing business in this State may be consummated. Commission approval of a transfer of control of a regulated telephone company does not in any way authorize a change in the services provided to the public or the rates charged for those services. Separate prior consent from the Commission is required before any such regulated changes are made.

Commission consent pursuant to W.Va. Code §24-2-12 is limited to the changes described in the June 7, 2021 Filing. This grant of consent does not affect Commission authority to review the operations of the regulated entities and nothing in this approval should be deemed to affect its jurisdiction. If any change in the ownership of regulated entities, their subsidiaries or any underlying West Virginia assets is necessary as a result of a secured lien facility, revolving facility, pledges of the Joint Petitioners, any other security instrument or any protections assumed incident to any financing arrangements, the Commission retains jurisdiction to examine any such conveyance prior to any change of ownership or disposition of assets. It expects additional filings to be promptly made regarding a proposed change in the operations, ownership or disposition of those assets.

FINDINGS OF FACT

1. The Joint Petitioners requested Commission consent to a transfer of control of Networks and Segra to Cox. (June 7, 2021 Filing.)
2. Networks and Segra have a limited number of residential customers in West Virginia and operate approximately 14,000 business lines here. (July 20, 2021 Staff Memorandum.)
3. Networks and Segra will obtain access to additional financial resources through the proposed transaction without the need for changes to their existing terms or conditions of service. (June 7, 2021 Filing, July 9, 2021 Filing.)
4. Staff recommended approval of the proposed transfer. (July 20, 2021 Staff Memorandum.)

CONCLUSIONS OF LAW

1. It is reasonable to consent to the proposed transfer of control because the terms of the transaction are reasonable, do not adversely affect the public and no party is given an undue advantage. (W.Va. Code §24-2-12.)
2. The Joint Petitioners should inform the Commission once the transaction is consummated.

3. The Commission retains jurisdiction to examine any change in the ownership of the regulated entities, their subsidiaries or underlying West Virginia assets. Additional filings with the Commission shall be made in sufficient time for the Commission to review any proposed transfers prior to any change in the operations of the regulated utilities, their ownership or the disposition of any West Virginia assets.

ORDER

IT IS THEREFORE ORDERED that, without approving the underlying terms and conditions thereof and subject to the Joint Petitioners obtaining all other necessary consents and approvals, consent for the Joint Petitioners to complete the transfer of control more fully described in the June 7, 2021 Filing is granted.

IT IS FURTHER ORDERED that the Joint Petitioners inform the Commission of the consummation of the transaction within five days thereof.

IT IS FURTHER ORDERED that prior Commission consent and approval is required before any utility assets may be transferred further or any direct or indirect change of ownership of a majority of the common stock of any public utility organized and doing business in this State may be consummated.

IT IS FURTHER ORDERED that if any change in the ownership of any regulated entities, their subsidiaries or any underlying West Virginia assets is necessary as a result of any secured lien facility, revolving facility, pledges of the Petitioners, any other security instrument or any other protections assumed incident to the financing arrangements, prior Commission consent and approval must first be obtained before any such change may be consummated.

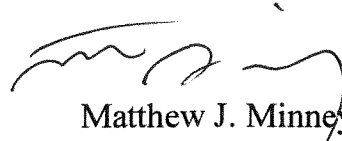
IT IS FURTHER ORDERED that this case shall be removed from the Commission docket of open cases once this Recommended Decision becomes a final Commission Order.

The Executive Secretary is ordered to serve this Order upon the Commission and its Staff by hand delivery, upon all parties of record who have filed an e-service agreement with the Commission by electronic service and upon all other parties by United States Certified Mail, return receipt requested.

Leave is granted to the parties to file written exceptions supported by a brief with the Executive Secretary of the Commission within fifteen days of the date of this Order. If exceptions are filed, the parties filing exceptions shall certify that all parties of record have been served the exceptions.

If no exceptions are filed, this Order shall become the Order of the Commission, without further action or order, five days following the expiration of the fifteen day time period, unless it is ordered stayed by the Commission.

Any party may request waiver of the right to file exceptions by filing an appropriate petition in writing with the Executive Secretary. No such waiver, however, will be effective until approved by order of the Commission.



Matthew J. Minney
Deputy Chief Administrative Law Judge

MJM:s:lc
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**PUBLIC SERVICE COMMISSION
OF WEST VIRGINIA
CHARLESTON**

At a session of the PUBLIC SERVICE COMMISSION OF WEST VIRGINIA in the City of Charleston on the 2nd day of August 2021.

CASE NO. 21-0458-T-PC

MTN INFRASTRUCTURE TOPCO LP,
COX COMMUNICATIONS, INC., LUMOS
NETWORKS OF WEST VIRGINIA, INC.,
DBA SEGRA AND LUMOS NETWORKS LLC,

Joint Petition for consent and approval to transfer indirect Control of Lumos Networks of West Virginia, Inc., and Lumos Networks LLC, which are indirect wholly-owned Subsidiaries of MTN Infrastructure, to Cox.

COMMISSION ORDER
WAIVING EXCEPTION PERIOD

On July 29, 2021, the Administrative Law Judge entered a Recommended Decision that approved the transfer of control.

On July 30, 2021, MTN Infrastructure TopCp, LP, Lumos Networks of West Virginia Inc., Lumos Networks LLC, and Cox Communications filed a petition to waive the fifteen-day period of time in which a party may file exceptions to the Recommended Decision in this proceeding, as provided in W. Va. Code §24-1-9.

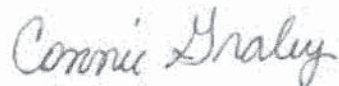
Commission Staff has indicated it does not intend to file exceptions in this case. There are no other parties in this case.

IT IS THEREFORE ORDERED that the requested waiver is granted.

IT IS FURTHER ORDERED that the Administrative Law Judge July 29, 2021 Recommended Decision in these matters becomes final five days after the date of this order, absent further action by the Commission.

IT IS FURTHER ORDERED that the Executive Secretary of the Commission serve a copy of this order by electronic service on all parties of record who have filed an e-service agreement, and by United States First Class Mail on all parties of record who have not filed an e-service agreement, and Commission Staff by hand delivery.

A True Copy, Teste,

A handwritten signature in cursive script that reads "Connie Graley".

Connie Graley, Executive Secretary

CG/jt
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