

**BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

Joint Application of :
 :
Crown Castle Fiber LLC :
 :
and : Docket No. _____
 :
Fiber AssetCo LLC :
 :
for Approval of a *Pro Forma* Assignment of :
Certain Assets of Crown Castle Fiber LLC :

JOINT APPLICATION FOR APPROVAL OF A GENERAL RULE TRANSACTION

TO THE HONORABLE PENNSYLVANIA PUBLIC UTILITY COMMISSION:

THIS JOINT APPLICATION (“Application”) is filed as a General Rule Transaction pursuant to 52 Pa. Code § 63.324 by Crown Castle Fiber LLC (“CCF”) and Fiber AssetCo LLC (“Fiber AssetCo”) (together, the “Applicants”) for approval from the Pennsylvania Public Utility Commission (the “Commission”), pursuant to 66 Pa. Cons. Stat. §§ 1102(a)(3), of an intracompany *pro forma* assignment of certain fiber assets of CCF to its indirect subsidiary Fiber AssetCo (the “*Pro Forma* Transaction”). As described below, the *Pro Forma* Transaction will transfer CCF’s fiber network and customers to Fiber AssetCo, a newly-formed entity that is concurrently filing an application with the Commission for a certificate of public convenience and necessity (“CPCN”) to provide competitive access provider services in Pennsylvania (“Certificate Application”).¹ The *Pro Forma* Transaction will be undertaken to separate CCF’s fiber and small cells businesses in connection with a larger transaction whereby a subsidiary of

¹ To the extent the Commission determines it needs to act on the Certificate Application prior to acting on this *Pro Forma* Transaction Application, Applicants respectfully request that the Commission promptly act on the Certificate Application.

Front Range Intermediate, Inc. will acquire Fiber AssetCo and a subsidiary of EQT Active Core Infrastructure Fund (“EQT Fund”) will acquire CCF.²

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

I. DESCRIPTION OF THE APPLICANTS

A. Crown Castle Fiber LLC

CCF is a New York limited liability company headquartered at 8020 Katy Freeway, Houston, Texas 77024-1908. CCF is an indirect, wholly owned subsidiary of Crown Castle Inc. (“CCI”), a publicly traded Delaware corporation (NYSE: CCI). In Pennsylvania, CCF is a competitive access provider pursuant to a Certificate of Public Convenience (“Certificate”) issued in Docket No. A-311029.³

B. FIBER ASSETCO LLC

Fiber AssetCo is a newly-formed Delaware limited liability company. Its sole member is Fiber NewCo LLC, a Delaware limited liability company with its sole member being CCF. Fiber AssetCo has concurrently filed a Certificate Application to provide competitive access services in Pennsylvania.

² A separate application will be filed for the proposed transfer of control transactions.

³ The Certificate was originally granted to Consolidated Edison Communication, Inc. (“CECI”). CECI subsequently merged with and into its affiliate Con Edison Communications, LLC (“CEC”), with CEC surviving the merger. The company then undertook multiple name changes to RCN New York Communications, LLC, Sidera Networks, LLC, Lightower Fiber Networks II, LLC, and Crown Castle Fiber LLC. The current name of Crown Castle Fiber LLC was approved by the Commission on August 3, 2018. *See* Docket No. R-2018-3003271.

II. DESIGNATED CONTACTS

Questions or any correspondence, orders, or other materials pertaining to this filing should be directed to the following.

Catherine G. Vasudevan
PA I.D. No. 210254
MORGAN, LEWIS & BOCKIUS LLP
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With a copy to:
Russell M. Blau
Danielle Burt
Leetal Weiss
1111 Pennsylvania Avenue N.W.
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202-739-3001 (fax)
russell.blau@morganlewis.com
danielle.burt@morganlewis.com
leetal.weiss@morganlewis.com

and

Edward B. Adams, Jr.
Executive Vice President and General
Counsel
Crown Castle Fiber LLC
8020 Katy Freeway
Houston, Texas 77024-1908
Teddy.Adams@crowncastle.com

III. DESCRIPTION OF THE PRO FORMA TRANSACTION

The *Pro Forma* Transaction will result in CCF transferring certain fiber network assets and customers to Fiber AssetCo. The *Pro Forma* Transaction is necessary to separate CCF's fiber and small cells businesses in connection with a larger transaction whereby a subsidiary Front Range Intermediate, Inc. will acquire Fiber AssetCo and a subsidiary of EQT Fund will acquire CCF.

IV. PUBLIC INTEREST CONSIDERATIONS

The Applicants respectfully submit that the proposed *Pro Forma* Transaction serves the public interest. The *Pro Forma* Transaction is between affiliated companies that will continue to

provide telecommunications services to customers without interruption. Fiber AssetCo will provide services at the same rates and on the same terms and conditions as provided by CCF (subject to future changes in the ordinary course of business pursuant to applicable law and contract provisions). Given that the Applicants share the same management team, customers will continue to benefit from that team's knowledge and experience in the Pennsylvania market.

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

Pursuant to 52 PA. CODE § 63.324, the Applicants provide the following information:

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

The contact information for Applicants is:

8020 Katy Freeway
Houston, Texas 77024-1908
(877) 486-9377

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

CCF is a New York limited liability company.

Fiber AssetCo is a Delaware limited liability company

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

Contact information for whom correspondence concerning this Application should be addressed to is provided in Section II of this Application.

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

The following entities hold twenty (20%) or greater, direct or indirect ownership interest in Fiber AssetCo:

| | |
|---------------------|--|
| Name: | Fiber NewCo LLC |
| Address: | 8020 Katy Freeway Houston, Texas 77024-1908 |
| Citizenship: | U.S. (Delaware) |
| Principal Business: | Holding company |

Interest Held: 100% (directly)

Name: Crown Castle Fiber LLC (“CCF”)
Address: 8020 Katy Freeway
Houston, Texas 77024-1908
Citizenship: U.S. (New York)
Principal Business: Operating company
Interest Held: 100% (indirectly through Fiber NewCo LLC)

Name: Crown Castle Fiber Holdings Corp.
Address: 8020 Katy Freeway
Houston, Texas 77024-1908
Citizenship: U.S. (Delaware)
Principal Business: Holding company
Interest Held: 100% (indirectly through CCF)

Name: Crown Castle Operating Company
Address: 8020 Katy Freeway
Houston, Texas 77024-1908
Citizenship: U.S. (Delaware)
Principal Business: Holding company
Interest Held: 100% (indirectly through Crown Castle Fiber Holdings Corp.)

Name: Crown Castle Inc.
Address: 8020 Katy Freeway
Houston, TX 77024
Citizenship: U.S. (Delaware)
Principal Business: Holding Company
Interest Held: 100% (indirectly through Crown Castle Operating Company)

CCI is a publicly traded company (NYSE: CCI) whose stock ownership varies on a daily basis. Based on information filed with the SEC with respect to CCI and other information provided to CCI, to Applicants’ knowledge, no other person or entity currently holds a 20% or greater direct or indirect interest in CCI. Additional information regarding CCI’s ownership is available at: <https://investor.crowncastle.com/financial-information/sec-filings>.

5. A summary description of the transaction:

A summary description of the *Pro Forma* Transaction is provided in Section III of this Application.

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

No service territories will be affected by the *Pro Forma* Transaction, as Fiber AssetCo will continue to provide services in the same areas as CCF currently does.

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

The Applicants verify that the *Pro Forma* Transaction falls into the General Rule Transaction category under 52 Pa. Code § 63.324(a)(1) because CCF will transfer more than 20% of its assets located in Pennsylvania to its affiliate, Fiber AssetCo.

8. Identification of other transactions related to the transaction:

In connection with the *Pro Forma* Transaction, Fiber AssetCo is contemporaneously filing a Certificate Application to provide competitive access provider services. In addition, a separate application is being filed to transfer control of CCF.

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

The *Pro Forma* Transaction does not warrant special consideration because neither party is facing imminent business failure.

10. Identification of a separately filed waiver request sought in conjunction with the transaction:

No waiver request is being made with respect to the *Pro Forma* Transaction, except to the extent a waiver is required of any applicable migration rules associated with the transfer of customers described above.

11. A verified statement containing facts and allegations establishing:

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

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

(iii) The impact of the transaction on competition.

The Applicants verify the facts and allegations set forth in Section IV above, demonstrating the impact of the *Pro Forma* Transaction on the promotion of service, competition, and the public interest.

12. A verified statement affirming that the applicant is in compliance with Commission obligations and filings and a listing of all State and Federal proceedings when:

(i) Within the 3-year period prior to filing the application, the applicant was found to have violated either State or Federal requirements.

(ii) Within the 3-year period prior to filing the application, the applicant is alleged to have violated either State or Federal requirements.

Fiber AssetCo is a newly formed company that has not yet commenced operations. The Applicants verify that, to their knowledge, they are in compliance with all Commission obligations and filings.

Like other companies of a similar size as CCI (and together with its subsidiaries, including Applicants, “Crown Castle”), and given the nature and scope of its business, Crown Castle is a party to formal and informal disputes, regulatory investigations and litigation from time to time. For additional information on any pending material matters, please refer to CCI’s most recent Forms 10-K and 10-Q available at <https://investor.crowncastle.com/financial-information/sec-filings>.

To the best of Applicants’ knowledge, no formal complaints have been decided against CCF or any of its affiliates before the any state public utility commission or the FCC for any violation of either State or Federal requirements for the provision of telecommunications services in the last five (5) years. Out of an abundance of caution, Applicants are disclosing the following violations that occurred within the last five (5) years:

- In California, Crown Castle Fiber LLC was issued a \$1,000 citation for non-compliance of Annual Performance Bond non-compliance on July 15, 2024. This matter was resolved with compliance of filing the bond and the \$1,000 citation was paid.
- In Maryland, Crown Castle Fiber LLC settled in March 2025 a complaint filed by the State of Maryland, Maryland Department of the Environment alleging that a Crown Castle Fiber LLC predecessor in interest was responsible for the release of petroleum products that seeped into the groundwater through its fiber conduit system in Fallston, Maryland. The settlement resulted in Crown Castle Fiber LLC paying \$15,000 to the Maryland Oil Disaster Clean-up and Contingency Fund.
- In Massachusetts, Crown Castle Fiber LLC has had five violations of the Dig Safe Law from the Massachusetts Department of Public Utilities in 2023 and 2024 and is in the process of paying nominal amounts ranging between \$1,000 and \$2,000.
- In Nebraska, Crown Castle Fiber LLC received a complaint from the Director of the Communications Department of the Nebraska Public Service Commission on May 13, 2025, alleging its annual report was not timely filed. Crown Castle Fiber LLC is working to resolve this matter.
- In Pennsylvania, Crown Castle Fiber LLC has had one alleged violation of the Underground Utility Line Protection Law, known as Pennsylvania One Call Law, referred to the Bureau of Investigation and Enforcement

(I&E) for a default judgement. Crown Castle Fiber LLC is working to resolve this matter.

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

The *Pro Forma* Transaction will not result in any changes to the services received by customers, including rates, terms and conditions of service. Each of the affected customers will be notified of the *Pro Forma* Transaction pursuant to their contracts and consistent with the sample notice attached as **Exhibit A**.

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

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

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

Applicants verify that the *Pro Forma* Transaction will have no impact on existing Commonwealth tariffs. Fiber AssetCo as part of its Certificate Application submitted its proposed tariff that mirrors CCF's tariff.

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

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

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

The Applicants verify that the *Pro Forma* Transaction will not require an informal or formal investigation, complaint or proceeding except for the regulatory reviews typically required for such transactions. Specifically, filings for the *Pro Forma* Transaction (not including applications seeking authorization for Fiber AssetCo to provide intrastate telecommunications services) are expected to be submitted to state commissions in the following jurisdictions in addition to Pennsylvania: Alabama, California, Colorado, Connecticut, District of Columbia, Georgia, Hawaii, Indiana, Kentucky, Louisiana, Massachusetts, Maryland, Minnesota, Mississippi, Nebraska,

Nevada, New Mexico, New Jersey, New York, North Carolina, North Dakota, Ohio, South Carolina, South Dakota, Utah, Virginia, and West Virginia. See response to question 19 about Federal regulatory agency review.

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

Included in **Exhibit B** are diagrams depicting Applicants' ownership structure.

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

As explained above, the *Pro Forma* Transaction is necessary to separate CCF's fiber and small cells businesses in connection with a larger transaction whereby a subsidiary of Front Range Intermediate, Inc. will acquire Fiber AssetCo and a subsidiary of EQT Fund will acquire CCF. The filings submitted to the FCC and U.S. DOJ under the Hart-Scott-Rodino Act for the larger transaction will be submitted to this Commission with the separate transfer of control application.

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

Please see Section IV, in which the Applicants provide a verified description of the public benefits of the *Pro Forma* Transaction. Applicants also verify that the *Pro Forma* Transaction will not have a negative impact on Applicants' capital structure over the next 5 years.

21. For an applicant subject to a broadband deployment commitment under Federal or State law, a verified statement affirming that the applicant follows that commitment:

The Applicants verify that they are not subject to Federal or State broadband deployment commitments in Pennsylvania.

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

The Applicants verify that they are not eligible telecommunications carriers.

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

The Applicants verify that the *Pro Forma* Transaction does not violate Federal or State cross-subsidization rules.

VII. CONCLUSION

WHEREFORE, for the reasons set forth above, Applicants request the Commission grant all authority necessary for CCF to transfer certain assets to Fiber AssetCo, as described herein.

Respectfully submitted,

/s/Catherine G. Vasudevan

Catherine G. Vasudevan

PA I.D. No. 210254

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215-963-5001 (fax)

catherine.vasudevan@morganlewis.com

Counsel for Applicants

Dated: May 15, 2025

LIST OF EXHIBITS

- Exhibit A** Sample Customer Notice
- Exhibit B** Ownership Structures Charts
- Verification**

EXHIBIT A

Sample Customer Noticee



[DATE]

[NAME & ADDRESS]

Dear **Valued Customer**:

As a result of an intracompany transaction, Fiber AssetCo LLC will provide you the services currently provided to you by its affiliate Crown Castle Fiber LLC (“CCF”). The intracompany transaction is part of an effort to separate fiber services. Your existing service contract(s) remain unchanged, the separation will have no impact on your services or your rates, and all rights and obligations under the agreements between you and CCF will continue unaffected. We will notify you of any changes to your billing or payment address.

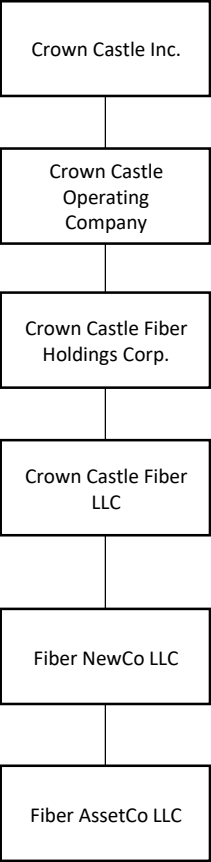
If you have any questions, please contact Legal-CustomerTeam@crowncastle.com.

Sincerely,
Crown Castle Fiber LLC
Fiber AssetCo LLC

EXHIBIT B

Ownership Structure Charts

Ownership Structure

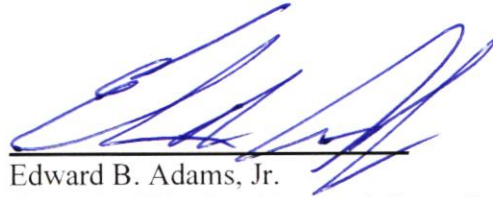


Unless otherwise indicated, all percentages are 100%.

VERIFICATION

I, Edward B. Adams, Jr., state that I am Executive Vice President and General Counsel of Crown Castle, Inc., that I am authorized to make this Verification on behalf of the Crown Castle Inc.'s subsidiaries, including Crown Castle Fiber LLC and Fiber AssetCo LLC (collectively, the "Company"); that the foregoing filing was prepared under my direction and supervision; that the contents with respect to 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 this 15 day of May 2025.



Edward B. Adams, Jr.
Executive Vice President and General
Counsel
Crown Castle Inc.

CERTIFICATE OF SERVICE

I, Leetal Weiss, hereby certify that on this 15th day of May 2025, a copy of the foregoing Application was served by first class, prepaid postage mail or email delivery upon the following:

Office of Consumer Advocate
555 Walnut Street
5th Floor, Forum Place
Harrisburg, PA 17101
ra-oca@paoca.org

Office of Small Business Advocate
Commerce Building, Suite 1102
555 Walnut Street
1st Floor, Forum Place
Harrisburg, PA 17101
ra-oca@paoca.org

Office of Attorney General
Bureau of Consumer Protection
15th Floor, Strawberry Square
Harrisburg, PA 17120
info@attorneygeneral.gov

Alliston Kaster, Esq
Bureau of Investigation and Enforcement
Pennsylvania Public Utility Commission
Commonwealth Keystone Building
400 North Street, 2nd floor
Harrisburg, PA 17120
akaster@state.pa.us

/s/ Leetal Weiss

Leetal Weiss