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May 23, 2025

VIA ELECTRONIC FILING

Matthew Homsher, Secretary
Pennsylvania Public Utility Commission
400 North Street
Harrisburg, PA 17120

**Re: Docket No. A-2025-3055301
In the Matter of Joint Application of Crown Castle Operating Company, Fiber
FinCo, LLC, and Fiber AssetCo LLC for Approval of a General Rule Transaction
Involving a Transfer of Control of a Telecommunications Public Utility**

SUPPLEMENT

Dear Secretary Homsher:

On behalf of Crown Castle Operating Company, Fiber FinCo, LLC, and Fiber AssetCo LLC (collectively, the "Applicants"), enclosed for filing with the Pennsylvania Public Utility Commission is a supplement to the above-referenced Joint Application. Specifically, as noted in the Joint Application, the Applicants concurrently filed a Section 214 Application with the FCC on May 15, 2025. This supplement therefore provides a copy of the FCC Section 214 Application, filed in WC Docket No. 25-174, as **Exhibit C** to the Joint Application.

Please acknowledge receipt and acceptance of this filing. Should you have any questions concerning this filing, please do not hesitate to contact the undersigned.

Respectfully submitted,

/s/ Catherine G. Vasudevan

Catherine G. Vasudevan (PA I.D. No. 210254)

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EXHIBIT C

FCC Section 214 Application

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

In the Matter of)	
)	
Crown Castle Operating Company)	
<i>Transferor</i>)	
)	
<i>and</i>)	WC Docket No. 25-_____
)	
Fiber FinCo, LLC)	ITC-T/C-2025-_____
<i>Transferee</i>)	
)	
Joint Application for Consent to Transfer)	
Control of International and Domestic Authority)	
Pursuant to Section 214 of the)	
Communications Act of 1934, as Amended)	

**JOINT APPLICATION FOR CONSENT TO TRANSFER CONTROL OF
DOMESTIC AND INTERNATIONAL AUTHORITY PURSUANT TO SECTION 214 OF
THE COMMUNICATIONS ACT OF 1934, AS AMENDED**

Pursuant to Section 214 of the Communications Act of 1934, as amended (the “Act”), 47 U.S.C. § 214, and Sections 63.04 and 63.24 of the Commission’s Rules, 47 C.F.R. §§ 63.04 and 63.24, Crown Castle Operating Company (“Transferor” or “CCOC”) and Fiber FinCo, LLC (“Transferee” or “Fiber FinCo” and together with Transferor, the “Applicants”) hereby request Commission consent to the transfer of control of the international Section 214 authority, which will be held by Fiber NewCo LLC (“Fiber NewCo”), and domestic Section 214 authority, which will be held by Fiber AssetCo LLC (“Fiber AssetCo”), from CCOC to Fiber FinCo (the “Transaction”). The Transaction that is the subject of this Joint Application entails the sale of CCOC’s fiber network business to Fiber FinCo, which is ultimately owned by Front Range Intermediate Inc., (“Zayo Parent”) a Delaware corporation and indirect intermediate parent of Zayo Group, LLC (“Zayo Group”). The proposed Transaction involves Fiber FinCo’s acquisition

of all the ownership interests in newly formed entities Fiber NewCo and its subsidiaries, including Fiber AssetCo and Fiber AssetCo-CA LLC (“Fiber AssetCo-CA”), which will at closing hold all of CCOC’s fiber network business, including both a domestic and international Section 214 authorization.¹

The Applicants respectfully submit the following information in support of this Joint Application.

I. Description of the Applicants

A. Transferor – Crown Castle Operating Company (“CCOC”) and FCC Licensees – Crown Castle Fiber LLC (“CCF”), Fiber NewCo LLC (“Fiber NewCo”) and Fiber AssetCo LLC (“Fiber AssetCo”)

CCOC is a Delaware corporation and a wholly owned subsidiary of Crown Castle Inc. (“CCI”), a publicly traded corporation (NYSE: CCI) incorporated under the laws of the State of Delaware. Since January 1, 2014, CCI has operated as a real estate investment trust (“REIT”) for U.S. federal income tax purposes. CCI, through certain of its indirect subsidiaries, owns, operates, leases, or manages approximately 40,000 towers and rooftop sites for wireless communications equipment with a significant presence in the top 100 U.S. markets. (CCI and its subsidiaries are collectively referred to as “Crown Castle”).

Crown Castle subsidiaries deploy approximately 105,000 small cell nodes and approximately 90,000 route miles of fiber in the United States. These Crown Castle subsidiaries

¹ In addition to the sale of CCOC’s fiber network business described herein for which Applicants seek Commission approval, CCOC also expects to sell its small cells business to Small Cells HoldCo Inc. (“Small Cell HoldCo”), which is ultimately owned by EQT Active Core Infrastructure Fund. This separate transaction involves Small Cells HoldCo’s purchase of all of the ownership interests in Crown Castle Fiber LLC (“CCF”), which at closing will hold its domestic Section 214 authorization and all of CCOC’s small cells business. A separate Section 214 application will be made to the Commission regarding the transfer of control of CCF to Small Cells HoldCo.

provide transport, backhaul, and small cell services as well as dedicated point-to-point telecommunications services. More information can be found on Crown Castle's website at www.crowncastle.com.

Crown Castle subsidiaries that are authorized to provide intrastate telecommunications services are: CCF, a New York limited liability company; Crown Castle NG East LLC, a Texas limited liability company; and Fibertech Facilities Corp., a New York corporation (collectively, the "OpCos"). The OpCos collectively hold authorizations to provide intrastate telecommunications services in the District of Columbia and every U.S. state except Alaska. CCF also holds domestic and international Section 214 authorization. Fiber NewCo and Fiber AssetCo, each Delaware limited liability companies newly formed for purposes of the Transaction, will at closing hold the CCOC fiber network business, including an international Section 214 authorization (held by Fiber NewCo) and a domestic Section 214 authorization (held by Fiber AssetCo). A list of domestic and international Section 214 authorization-holders subject to the Transaction is attached as **Exhibit A**.

B. Transferee – Fiber FinCo, LLC ("Fiber FinCo")

Fiber FinCo is a Delaware limited liability company with a principal office located at 1401 Wynkoop Street, Suite 500, Denver, Colorado 80202, which was created for the purpose of acquiring CCOC's fiber network business. Fiber FinCo is an indirect, wholly owned subsidiary of Zayo Parent, a Delaware corporation, which is an intermediate parent of Zayo Group, a Delaware limited liability company (together with Zayo Parent and its subsidiaries referred to herein as "Zayo"). Zayo is ultimately owned by investment funds affiliated with (1) DigitalBridge Group, Inc., a publicly traded Maryland corporation (NYSE: DBRG) and (2) EQT AB ("EQT"), a Swedish alternative investment firm.

Zayo is a leading U.S. provider of bandwidth infrastructure and interconnection services over regional and metropolitan fiber networks. These services enable customers to manage, operate, and scale their telecommunications and data networks. Zayo Group customers consist primarily of wireless service providers, national and regional communications service providers, media, Internet, and content companies, government agencies, banks, and other bandwidth-intensive enterprises. Zayo Parent does not provide any services and holds no Commission or state PUC authorizations to provide telecommunications services. Zayo Group is authorized to provide competitive local exchange, competitive access, and/or interexchange services in the District of Columbia and every U.S. state except Alaska. Zayo Group is also authorized by the Commission to provide domestic (interstate) and international telecommunications services in addition to certain point-to-point wireless services. More information can be found on Zayo's website at www.zayo.com.

II. Description of the Transaction

Pursuant to a Stock Purchase Agreement, dated March 13, 2025, Crown Castle will execute a series of intracompany, pre-closing restructuring steps such that the fiber network business segments of its operating subsidiaries will be transferred into Fiber NewCo and its subsidiaries Fiber AssetCo and Fiber AssetCo-CA,² which will include assigning CCF's international Section 214 authorization to Fiber NewCo and a portion of CCF's domestic Section 214 authorization to Fiber AssetCo. Prior to closing, Fiber NewCo, Fiber AssetCo, and Fiber AssetCo-CA will also register for FCC Form 499-A Filer IDs.³

² Fiber AssetCo-CA will own the CCOC Fiber Business in California.

³ As it relates to the sale of Crown Castle's small cell business, the pre-closing restructuring steps will result in the small cell business segments of Crown Castle's operating subsidiaries continuing to operate through CCF, including the remainder of its domestic Section

Crown Castle will then sell to Fiber FinCo, and Fiber FinCo will purchase from Crown Castle, all the ownership interests in Fiber NewCo (which at closing will hold the Crown Castle fiber network business).⁴ Thus, Fiber FinCo will obtain at closing control of Fiber NewCo and its subsidiaries, the fiber business, Fiber NewCo's and Fiber AssetCo's newly assigned FCC authorizations, and Fiber AssetCo's newly obtained state commission authorizations.⁵

As a result of the Transaction, after closing, Crown Castle's fiber network business—which was originally comingled among Crown Castle's operating subsidiaries—will instead be housed in Fiber NewCo and its subsidiaries, which will be owned and controlled by Fiber FinCo.⁶ The enterprise value of the fiber network business is approximately \$4.25 billion, subject to customary purchase price adjustments.⁷

Please see **Exhibit A** for a list of domestic and international Section 214 authorization-holders subject to the Transaction, which includes information regarding the entities that held the

214 authorization (but not its international Section 214 authorization, which as noted above, will be wholly assigned to Fiber NewCo for the fiber network business).

⁴ In connection with Crown Castle's internal transfer of fiber network assets to Fiber NewCo and its subsidiaries, Fiber AssetCo will apply for any necessary state telecommunications authorizations in the District of Columbia and every U.S. state except Alaska. Fiber FinCo will also obtain any necessary state public utility authorizations to acquire control of Fiber NewCo and its subsidiaries at closing. Applicants have further agreed that in the event the Arizona CPCN application is the last approval required to close, Zayo Group, LLC will acquire the relevant Fiber Business assets in Arizona instead of AssetCo.

⁵ As it relates to the sale of Crown Castle's small cell business, Crown Castle will also sell to Small Cells HoldCo, and Small Cells HoldCo will purchase from Crown Castle, all the ownership interests in CCF (which at closing will hold all of Crown Castle's small cells business including the remainder of CCF's domestic 214 authorization and CCF's state telecommunications authorizations in the District of Columbia and all U.S. states other than Alaska).

⁶ Similarly, Crown Castle's small cell business will be housed in CCF and its subsidiaries, which will be owned and controlled by Small Cells HoldCo.

⁷ The enterprise value of the small cells business is also approximately \$4.25 billion, for a total combined purchase price of Crown Castle's fiber network and small cells businesses of approximately \$8.5 billion, subject to customary purchase price adjustments.

authorizations both before and after Crown Castle’s pre-Transaction internal restructuring that assigned, or partially assigned, the authorizations to Fiber NewCo and Fiber AssetCo. Ownership structure charts depicting the Transaction are attached hereto as **Exhibit B**.

III. Public Interest Statement

Under Section 214(a) of the Act, the Commission assesses whether the proposed transfer of control of Commission licenses and authorizations is consistent with the public interest, convenience, and necessity based on: “(1) whether the transaction would result in the violation of the Act or any other applicable statutory provision; (2) whether the transaction would result in a violation of Commission rules; (3) whether the transaction would substantially frustrate or impair the Commission’s implementation or enforcement of the Act or interfere with the objectives of that and other statutes; and (4) whether the transaction promises to yield affirmative public interest benefits.”⁸

The Transaction satisfies all four elements of the Commission’s test. The Transaction satisfies the first two elements because it will not violate any provision of the Act or any Commission rule. Further, the Transaction will not “result in public interest harms by substantially frustrating or impairing the objectives or implementation of the Act or related statutes.”⁹ Instead,

⁸ *SBC Communications Inc. and BellSouth Corp. for Consent to Transfer of Control or Assignment of Licenses and Authorizations*, Memorandum Opinion and Order, 15 FCC Rcd 25459, 25464 ¶ 13 (WTB/IB 2000) (noting that the “Applicants bear the burden of demonstrating that...the predominant effect of the transaction will be to advance the public interest.”).

⁹ *Applications Filed by Frontier Communications Corporation and Verizon Communications Inc. for the Partial Assignment or Transfer of Control of Certain Assets in California, Florida, and Texas*, Memorandum Opinion and Order, 30 FCC Rcd 9812, 9815 ¶¶ 8, 9 (Wireline Comp. Bur. 2016) (explaining that the Commission’s public interest evaluation employs a balancing test to weigh potential harms of a transaction with a “preference to protect and promote competition in relevant markets, accelerate private-sector deployment of advanced services, ensure a diversity of license holdings, and generally manage spectrum in the public interest.”).

as discussed below, the Applicants expect the Transaction to yield substantial public interest benefits. Accordingly, the Commission should promptly approve this Joint Application.

Fiber FinCo's acquisition of Crown Castle's fiber network business will build upon Zayo's existing investments in critical fiber infrastructure to facilitate the artificial intelligence ("AI") revolution and drive economic acceleration, allowing enterprises to scale, compete and thrive in an increasingly digital world. The AI transformation reshaping U.S. industry requires reliable, low-latency, high-capacity fiber solutions that U.S. businesses need to scale in an increasingly data-driven world. Increased fiber connectivity will fuel AI adoption, enhance connectivity solutions, and accelerate technological progress in the U.S. economy.

In recent years, Zayo's strategic priority has been on investing in the critical fiber infrastructure that will support the growth of AI across the United States. Zayo has focused on the rapid deployment of wholesale fiber networks supporting AI for carriers and enterprises that require substantial capacity such as hyperscalers, data centers, and other bandwidth-intensive operations. Complementary to that focus, the addition of Crown Castle's metro-focused fiber network will extend Zayo's reach to strategically important geographies and more enterprise business locations. Crown Castle's complementary metro-focused fiber assets will work hand-in-hand with Zayo's existing long-haul networks to connect data centers across the country, enabling mission-critical connectivity in cities and rural communities nationwide. Indeed, the Transaction is expected to add approximately 90,000 route miles of fiber to Zayo's network and increase its overall reach to more than 70,000 on-net locations. By strengthening the United States' fiber foundation, this Transaction promotes efficiencies, unlocks opportunities in new and growing AI corridors, and facilitates deployment of the resilient digital infrastructure necessary for the nation's sustained economic and technological leadership.

The proposed Transaction also serves the public interest by facilitating the reorganization of Crown Castle’s fiber network business into Fiber NewCo and its subsidiaries, resulting in more efficient, streamlined operations that focus on serving fiber network customers. Fiber FinCo and its owners are managerially, technically, and financially well-qualified to complete the Transaction and assume ownership and control of the fiber network business. As demonstrated throughout this Joint Application, Zayo has decades of experience operating telecommunications infrastructure in a wide variety of jurisdictions across the United States. Thus, Fiber FinCo possesses substantial and valuable experience and will bring to bear its full managerial expertise and extensive industry relationships in directing the operations of Fiber NewCo’s fiber network business.

In addition, Fiber NewCo and Fiber AssetCo will continue to provide services to existing fiber customers without changes to the rates, terms and conditions of service (subject to future changes in the ordinary course of business pursuant to applicable law and contract provisions). The Transaction will be implemented seamlessly and will not cause customer confusion or service interruptions. Additionally, Fiber NewCo and Fiber AssetCo will continue to face vigorous competition in each of the markets they serve.

Grant of the Joint Application will not present any national security, law enforcement, foreign policy, or trade policy concerns. With respect to such considerations, “the Commission accords deference to the expertise of the relevant Executive Branch agencies.”¹⁰ Notably, Zayo and its management team—including EQT’s foreign ownership—is well known to the Commission and has already been vetted and approved by the Committee for the Assessment of

¹⁰ See *Hemisphere Media Group, Inc.*, Declaratory Ruling and Memorandum Opinion and Order, 34 FCC Rcd 10504, ¶ 7 (2019) (“*Hemisphere Declaratory Ruling*”); see also *Review of Foreign Ownership Policies for Broadcast, Common Carrier and Aeronautical Radio Licensees under Section 310(b)(4) of the Communications Act of 1934, as Amended*, Report and Order, 31 FCC Rcd 11271, 11277, para. 6 (2016), Pet. for recon. dismissed, 32 FCC Rcd 4780 (2017).

Foreign Participation in the United States Telecommunications Services Sector (“Committee”) in connection with its existing investments in Zayo and other communications companies.¹¹

Furthermore, the Zayo and Crown Castle networks are largely complementary such that the Transaction produces public interest benefits without any countervailing competitive harms. The Transaction is procompetitive and will not affect competition adversely in any U.S. market. Crown Castle’s dense, metro-focused fiber network is strategically complementary to Zayo’s long-haul fiber network. Zayo’s current focus is on utilizing its long-haul network for larger customers such as carriers, data centers, hyperscalers, and larger enterprises. In contrast, the Crown Castle network was optimized for connecting to its small cell business, meaning that it is relatively dense in metro areas (although not as dense as the networks of the incumbent LECs) and is therefore focused predominantly on metro fiber.

Combining Crown Castle’s metro-focused fiber network with Zayo’s long haul and data center connectivity will provide the combined company with the ability to bring high-bandwidth service to more customers and more locations. Because Zayo has historically focused on the highest-demand customers such as carriers, large enterprises and hyperscalers and thus lacks the metro network density and the pre-provisioned capacity needed to make fast installations, it has

¹¹ See *Zayo Group Holdings, Inc., Zayo Group, LLC, Electric Lightwave LLC, Allstream Business US, LLC, Front Range Topco, Inc. Joint Applications Pursuant to Section 214 and 310 of the Communications Act of 1934, as amended, and Sections 34-39 of the Cable Landing License Act 1921*, Petition to Adopt Conditions to Authorizations and Licenses, WC Docket No. 19-166, ICFS File Nos. ITC-T/C-20190614-00121, ITC-T/C-20190614-00122, ITC-T/C-20190617-00123; SCL-T/C-20190614-00018; ISP-PDR-20190620-00004, ULS File No. 0008686969 (Jan. 22, 2020); *In the Matter of Gridiron Fiber LLC, Trailblazer Holdco, LLC, and Gridiron Holdco Corp. Application for Consent to Transfer Control of International and Domestic Authorization Pursuant to Section 214 of the Communications Act, as Amended, and Sections 63.04 and 63.24 of the FCC’s Rules*, Petition to Adopt Conditions to Authorization and License, ICFS File Nos. ITC-T/C-20240515-00085 and ITC-ASG-20240515-00086, WC Docket No. 24-151 (Mar. 4, 2025).

not been able to compete as effectively for other enterprise customers with metro locations. Especially in those metro areas where Crown Castle has dense networks, Crown Castle's underutilized network immediately brings available and pre-provisioned metro capacity that Zayo can use for enterprise and other customers who will benefit from access to Zayo's existing long-haul network and data center connections.

The Commission has stated, "rather than harming competition,"¹² such transactions "result in a stronger competitor and provide a transaction-specific benefit to consumers."¹³ The Commission has also repeatedly recognized the public interest benefits of a combined company's ability to extend its fiber network to new locations, as compared to the abilities of either company on its own, thereby benefitting both existing and new customers.¹⁴ Indeed, rather than posing any competitive harms, the Transaction promotes the public interest by synergizing the Zayo and Crown Castle fiber networks to create a more effective competitor, allowing the combined company to meet the growing demand for far-reaching, high-capacity fiber solutions in both cities and rural communities nationwide.¹⁵

¹² *Applications of Level 3 Communications, Inc. and CenturyLink, Inc. for Consent to Transfer Control of Licenses and Authorizations*, Memorandum Opinion and Order, WC Docket No. 16-403, 32 FCC Rcd 9581, at ¶ 26 (2017) ("*Level 3-CenturyLink Order*").

¹³ *Applications of XO Holdings and Verizon Communications Inc. for Consent to Transfer Control of Licenses and Authorizations*, Memorandum Opinion and Order, WC Docket No. 16-70, 31 FCC Rcd 12501, at ¶ 61 (2016) ("*XO-Verizon Order*").

¹⁴ *See Level 3-CenturyLink Order* at ¶ 53 ("the larger, combined company will have greater incentives and ability to extend its fiber network to new buildings than either Applicant would have as stand-alone entity, thus benefitting existing and new customers in these locations"). *See also XO-Verizon Order* at ¶ 57 ("Verizon's ownership of XO's fiber facilities will better enable Verizon to control and manage critical fiber assets, not only for 5G deployment, but also to meet existing consumer demand").

¹⁵ Similarly, in approving the *Level 3-CenturyLink* transaction, the Commission found that the transaction would, "advance the public interest by expanding the reach and capacity of the newly-combined complementary fiber facilities and services to the benefit of enterprise

In prior transactions between fiber network operators, the Commission has evaluated competitive overlaps with respect to end-user fiber connections. In *Level 3-CenturyLink*, for example, the Commission evaluated the number of end-user fiber connections where the combination of Level 3 and CenturyLink resulted in an end user location served by only one fiber network.¹⁶ In contrast, Zayo has only a limited footprint serving end-user locations, and there are no markets in which Zayo and Crown Castle both have significant market shares and do not face robust competition from other fiber networks.

Zayo and Crown Castle face robust competition from a broad array of competitors. Indeed, both the Zayo and Crown Castle fiber networks, as competitive entrants, face competition at virtually every location from the incumbent LEC and the incumbent cable operator. Other fiber providers such as FirstLight, FiberLight, Uniti/Windstream, Cogent, Segra and others have pervasive and deep fiber networks. This robust fiber competition is partly due to the Commission's policies recognizing burgeoning fiber-based competition and fostering fiber deployment. In deregulating incumbent LEC Business Data Services in broad swaths of the country and eliminating various incumbent LEC unbundling obligations, the Commission has recognized the increasing presence of substantial fiber competition.¹⁷ Moreover, in the intervening years since *Level 3-CenturyLink*, there has been substantial fiber deployment by incumbent LECs, cable

customers...improv[ing] the combined company's ability to compete for and serve multi-location and other business customers." *Level 3-CenturyLink Order* at ¶ 54.

¹⁶ See *Level 3-CenturyLink Order* at ¶¶ 18-25.

¹⁷ See *Business Data Services in an Internet Protocol Environment et al., Report and Order*, WC Docket No. 16-143, 32 FCC Rcd. 3459 (2017) ("*BDS Order*"); *Modernizing Unbundling and Resale Requirements in an Era of Next-Generation Networks and Services*, Report and Order, WC Docket No. 19-308, 35 FCC Rcd. 12425 (2020) ("*UNE Order*").

operators, regional fiber providers, and others.¹⁸ Accordingly, in the minimal number of end-user locations where Crown Castle and Zayo both have fiber connections, there are numerous other fiber networks present or nearby sufficient to alleviate any competitive concerns.¹⁹

The Commission has also recognized the public interest benefit of transactions that result in operational and economic efficiencies that are likely to be passed on to end-users.²⁰ Although efficiencies were not a material driver of the Transaction, combining the Crown Castle and Zayo fiber businesses will also allow the combined company to operate the fiber network business more efficiently. Applicants presently estimate that the Transaction is expected to generate cost savings through synergies in operational expenditures related to the elimination of redundant costs. Additional marginal cost savings are expected as a result of greater purchasing power of the combined company's increased scale. Thus, not only would the Transaction promote the public interest by expanding the combined company's ability to serve more customers and locations without generating any competitive concerns, but also by creating operational and economic synergies that make the combined company more efficient, allowing for more efficient use of capital to deploy more fiber and thus providing a greater benefit to the public.

¹⁸ See *UNE Order* at ¶ 2 (“incumbent LECs are now one of many intermodal competitors, facing fierce competition from competitive LECs, cable providers, and wireless providers, among others”).

¹⁹ The Commission has recognized that “the presence of nearby competitive facilities tempers pricing as competitors are generally aware of competitive facilities that can be expanded to reach an additional customer with reasonable costs” and that “even a single competitor exerts competitive pressure which results in just and reasonable rates.” *BDS Order* at ¶¶ 14-15.

²⁰ See, e.g., *XO-Verizon Order* at ¶ 48 (finding that the transaction would “lead to operational and economic synergies that are likely to be passed on to end users and therefore are cognizable as a public interest benefit of the [t]ransaction”).

IV. Information Required by Section 63.24(E) of the Commission’s Rules in Relation to Transfer of Control of International Section 214 Authority

Pursuant to Section 63.24(e)(2) of the Commission’s Rules, 47 C.F.R. § 63.24(e)(2), CCOC and Fiber FinCo submit the following information requested in Section 63.18(a)-(d) and (h)-(p) in support of this Joint Application with respect to the transfer of control of CCF’s international Section 214 authorization (which at closing will be held by Fiber NewCo):

A. Name, Address, Telephone Number, and Jurisdiction of Formation, 47 C.F.R. § 63.18(a)-(b)

Transferor: Crown Castle Operating Company
8020 Katy Freeway
Houston, TX 77024
Tel: 724-416-2000
Jurisdiction of organization: Delaware
FRN: 0024585929

Transferee: Fiber FinCo, LLC
1401 Wynkoop Street, Suite 500
Denver, Colorado 80202
Tel: 303-381-3239
Jurisdiction of organization: Delaware
FRN: 0036822724

Pre-Transaction Licensee: Crown Castle Fiber LLC
8020 Katy Freeway
Houston, TX 77024
Tel: 724-416-2000
Jurisdiction of organization: Delaware
FRN: 0006254403

Post-Transaction Licensee: Fiber NewCo LLC
8020 Katy Freeway
Houston, TX 77024
Tel: 724-416-2000
Jurisdiction of organization: Delaware
FRN: 0037009354

B. Name, title, post office address, and telephone number of official and any other contact point (Answer to Question 10), 47 C.F.R. § 63.18(c)

For Applicants:

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With a copy for Crown Castle to:

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and for Fiber FinCo to:

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C. Statement as to whether applicants have previously received authority under Section 214, 47 C.F.R. § 63.18(d)

Transferor:

Transferor does not itself hold any international Section 214 authorizations.

Transferee:

Fiber FinCo does not itself hold any international Section 214 authorizations. However, Fiber FinCo's affiliate, Zayo Group, holds international Section 214 authorization to provide global or limited global-facilities based and resale service originally granted in ICFS File No. ITC-214-20091106-00475 on December 4, 2009.²¹

²¹ The Section 214 authorization was originally held by Zayo Bandwidth, LLC. Subsequently, in ICFS File No. ITC-ASG-20110729-00212 on June 30, 2011, the authorization was assigned to Zayo Group.

Licensees:

CCF currently holds international Section 214 authorization to provide global or limited global-facilities based and resale service granted in ICFS File No. ITC-214-20001128-00698 on December 20, 2000. Prior to closing of the Transaction, CCF is expected to assign the authorization to Fiber NewCo.

D. Name, Address, Citizenship and Principal Business of Disclosable Interest Holders, 47 C.F.R. § 63.18(h) – Answer to Question 11

Please see **Exhibit C** for information regarding the entities that, following the close of the proposed Transaction, will hold directly or indirectly a ten percent or greater equity and/or voting interest, or a controlling interest, in Fiber FinCo, and thus, Fiber NewCo, Fiber AssetCo, and Fiber AssetCo-CA.²²

E. Interlocking Directorates with Foreign Carriers, 47 C.F.R. § 63.18(h) – Answer to Question 12

The following directors and officers of Fiber FinCo are also directors or officers of a foreign carrier:

Steve Smith: Mr. Smith is a director of the following entities:

- NextDC

Robert Merkel: Mr. Merkel is a director and officer (Assistant Treasurer, unless otherwise noted) of the following entities:

- Zayo Canada Inc. (Treasurer)
- Zayo Global Reach UK Limited
- Zayo Group (HK) Limited
- Zayo Group France SAS
- Zayo Group South Africa (Pty) Ltd.
- Zayo Infrastructure Mexico S. de R.L. de C.V.
- Zayo Japan KK
- Zayo Singapore Pte. Limited

²² For purposes of calculating attributable interests, Applicants used the methodology set forth in 47 C.F.R. § 63.18(h).

Lauren Lantero: Ms. Lantero is an officer (Chief Legal Officer & Assistant Secretary) of the following entities:

- Zayo Canada Inc.

CCF is a non-dominant foreign carrier in Canada by virtue of its Reseller Registration and Basic International Telecommunication Services (“BITS”) License. As part of Crown Castle’s pre-closing restructuring steps to organize the fiber network and small cells businesses, CCF will transfer its Canada operations and authorizations to Fiber AssetCo. CCF, Fiber AssetCo, and Fiber NewCo have the following interlocking directorates:

Daniel K. Schlanger -Interim President and Chief Executive Officer
Sunit S. Patel - Executive Vice President and Chief Financial Officer
Christopher D. Levendos - Executive Vice President and Chief Operating Officer – Fiber
Edward B. Adams, Jr. - Executive Vice President and General Counsel
Donald J. Reid - Secretary
Scott Zahorchak - Vice President – Tax
Mike Manczka - Vice President – Operational Finance and Accounting
Robert S. Collins - Vice President and Corporate Controller
Kristoffer Hinson - Vice President – Corporate Finance and Treasurer
Inge Pasman - Assistant Secretary
Sophie Truong - Assistant Secretary
Deborah Kelly – Tax Officer

F. Narrative Description of Transaction and Public Interest Statement – Answer to Question 13

A description of the Transaction is provided in Section II, *supra*, and a public interest statement is provided in Section III, *supra*.

G. Foreign Carriers, 47 C.F.R. § 63.18(i) – Answer to Question 14

Please see **Exhibit D** for a list of foreign carriers affiliated with Fiber FinCo.

Please see Section IV(E), *supra*, regarding CCF being a foreign carrier in Canada.

H. Destination Countries and Foreign Carrier Affiliates, 47 C.F.R. § 63.18(j) – Answer to Question 15

Aside from the foreign carrier affiliates referenced in Section 0(G), *supra* (identified in **Exhibit D**), Fiber FinCo certifies that it does not seek to provide international telecommunications

services to any destination country where: (i) Fiber FinCo is a foreign carrier; (ii) Fiber FinCo controls a foreign carrier; (iii) any entity that owns more than 25 percent of Fiber FinCo, or that controls Fiber FinCo, controls a foreign carrier in that country; or (iv) two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate, more than 25 percent of Fiber FinCo and are parties to, or the beneficiaries of, a contractual relation affecting the provision or marketing of international basic telecommunications services in the United States.

I. WTO Status of Destination Countries, 47 C.F.R. § 63.18(k) – Answer to Question 18

All of the countries referenced in Section 0(G), *supra* (and as identified in **Exhibit D**) are members of the World Trade Organization (“WTO”).

J. Classification of Foreign Carrier Affiliates as Dominant or Non-Dominant, 47 C.F.R. §§ 63.18(m), 63.10 – Answer to Question 16

Zayo Group, an affiliate of Fiber FinCo, is a non-dominant foreign carrier in Canada by virtue of its Reseller Registration and Basic International Telecommunication Services (“BITS”) License. Additionally, Fiber FinCo will be affiliated at closing with Fiber AssetCo, which will be a non-dominant foreign carrier in Canada upon completion of the transfer of operations from CCF. Fiber FinCo is also affiliated with the foreign carriers identified in **Exhibit D**. None of these foreign carriers are monopoly providers in their respective countries of operation and lack a 50 percent market share in the international transport and local access markets on the foreign end of the route. Accordingly, these foreign carriers lack sufficient market power on the foreign end of the international route to affect competition adversely in the U.S. market.

K. Certification of Agreement Not to Accept Special Concessions, 47 C.F.R. § 63.18(n)

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.

L. Certification Pursuant to Anti-Drug Abuse Act of 1988, 47 C.F.R. § 63.18(o)

Applicants certify that no party to the Joint 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.

M. Streamlined Processing, 47 C.F.R. § 63.18(p)

Applicants are not seeking streamlined processing.

V. Information Required by Section 63.04 of the Commission's Rules in Relation to Transfer of Control of Domestic Section 214 Authority

In support of this Joint Application, the Applicants respectfully submit the following information pursuant to Section 63.04 of the Commission's rules with regard to Fiber FinCo's acquisition of control of CCF's fiber operations and domestic Section 214 authority (which prior to closing will be partially assigned to Fiber AssetCo):

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

A description of the proposed Transaction is provided in Section II, *supra*.

B. Description of the geographic areas in which the Transferor and Transferee (and their affiliates) offer domestic telecommunications service, and what service are provided in each area, 47 C.F.R. § 63.04(a)(7)

Transferor:

CCOC does not itself provide telecommunications services. Crown Castle's OpCos provide fiber-based services and small cells services in the District of Columbia and all U.S. states except Alaska. These subsidiaries, control of which is being transferred as a result of the proposed Transaction, are identified and further described in **Exhibit A**.

Transferee:

Fiber FinCo does not itself provide telecommunications services. Entities affiliated with Fiber FinCo that provide domestic telecommunications services include:²³

- Zayo Group, LLC is authorized to provide competitive local exchange, competitive access, and/or interexchange services in the District of Columbia and every U.S. state except Alaska.
- Zayo Northeast, LLC is authorized to provide competitive local exchange, competitive access, and/or interexchange services in the following jurisdictions: Colorado, Connecticut, Delaware, District of Columbia, Iowa, Indiana, Kentucky, Maine, Maryland, Massachusetts, Michigan, Missouri, New Jersey, New York, Ohio, Pennsylvania, Rhode Island, Vermont, Virginia, West Virginia, and Wisconsin.²⁴
- Zayo Midwest, LLC is authorized to provide competitive local exchange, competitive access, and/or interexchange services in the following jurisdictions: Illinois, Indiana, Michigan, Minnesota, and Wisconsin.
- Zayo Education Inc. (f/k/a Education Networks of America, Inc.) is authorized to provide interconnected Voice over Internet Protocol (VoIP) in California and competitive local exchange and interexchange services in South Dakota.

²³ In addition to the entities below, the following entities affiliated with Fiber FinCo have pending, or plan to file, applications to provide telecommunications services: Lumos Fiber of Maryland, LLC (in Maryland); Lumos Fiber of Missouri, LLC (in Missouri); Lumos Fiber of Tennessee, LLC (in Tennessee); and Lumos Fiber of West Virginia, LLC (in West Virginia).

²⁴ Zayo Northeast, LLC also has pending applications provide telecommunications services in Illinois, Minnesota, and Nebraska.

- Zayo Education, LLC (f/k/a ENA Services, LLC) is authorized to provide competitive local exchange, competitive access, and/or interexchange services in Florida, Indiana, and Tennessee.
- ENA Healthcare Services, LLC is authorized to provide competitive local exchange, competitive access, and/or interexchange services in the following jurisdictions: Arizona, Arkansas, California, Colorado, Georgia, Indiana, Kansas, Minnesota, Missouri, New Mexico, Oklahoma, Oregon, Texas, Utah, Washington, and West Virginia.
- Lumos Telephone LLC is authorized as an incumbent local exchange carrier in rural exchanges in Virginia.
- Lumos Telephone of Botetourt LLC is authorized as an incumbent local exchange carrier in rural exchanges in Virginia.
- North State Telephone, LLC is authorized as an incumbent local exchange carrier in North Carolina.
- North State Communications Long Distance, LLC is authorized as a competitive local exchange carrier in North Carolina.
- North State Communications Advanced Services, LLC is authorized as a competitive local exchange carrier and interexchange carrier in North Carolina.
- Lumos Fiber of South Carolina, LLC is authorized as a competitive local exchange carrier in South Carolina.
- Lumos Fiber of Kentucky, LLC is authorized as a competitive local exchange carrier in Kentucky.

- Lumos Fiber of Georgia, LLC is authorized as a competitive local exchange carrier in Georgia.
 - Lumos Fiber of Ohio, LLC is authorized as a competitive local exchange carrier in Ohio.
 - Lumos Fiber of Indiana, LLC is authorized as a competitive local exchange carrier in Indiana.
- C. Statement as to how the Joint Application fits into one or more of the presumptive streamlined categories in Section 63.03 of the Commission’s Rules or why it is otherwise appropriate for streamlined treatment, 47 C.F.R. § 63.04(a)(8)**

The Applicants are not seeking streamlined processing.

- D. Identification of all other Commission applications related to the same transaction, 47 C.F.R. § 63.04(a)(9)**

In addition to this Joint Application regarding domestic and international Section 214 authorizations, Applicants will submit the following applications related to the Transaction:

- Fiber FinCo and Crown Castle will submit a joint application to the Wireless Telecommunications Bureau to transfer control of CCF’s non-common carrier wireless licenses.
- Small Cells HoldCo and Crown Castle will submit a joint application for the transfer of control of CCF and its small cells operations.
- Consistent with the applicable Commission rules, Applicants will also submit post-closing notifications to the Commission regarding the transfer of certain Antenna Structure Registrations.

E. Statement of whether the Applicants are requesting special consideration because either party to the transaction is facing imminent business failure, 47 C.F.R. § 63.04 (a)(10)

Applicants are not requesting special consideration based on any imminent business failure.

F. Identification of any separately filed waiver requests being sought in conjunction with the transaction, 47 C.F.R. § 63.04 (a)(11)

No separately filed waiver requests are being sought in conjunction with the proposed Transaction.

A. Statement showing how grant of the Joint Application will serve the public interest, convenience and necessity, including any additional information that may be necessary to show the effect of the proposed transaction on competition in domestic markets, 47 C.F.R. § 63.04 (a)(12)

A public interest showing is provided in Section III, *supra*.

VI. Universal Service Fund Information

Pursuant to the Commission’s Public Notice, DA 22-436 (rel. April 19, 2022), Applicants provide the following Universal Service Fund (“USF”) information:

A. USF High-Cost Support participation by Licensee, Transferor, Transferee, and Affiliates:

- 1. Licensees:** CCF does not receive USF High-Cost Support; it is a recipient of E-Rate and Rural Health Care Support. As newly formed entities, none of Fiber NewCo, Fiber AssetCo, or Fiber AssetCo-CA receive USF High-Cost Support, E-Rate or Rural Health Care Support.
- 2. Transferor:** Nether CCOC nor any of its affiliates receive USF High-Cost Support.
- 3. Transferee:** Fiber FinCo does not itself receive USF High-Cost Support. However, the following affiliates of Fiber FinCo each receive High-Cost Support under A-CAM and CAF-ICC:²⁵

²⁵ In addition, Zayo Group is the recipient of three grants from the National Telecommunications and Information Administration’s Middle Mile Grant Program.

- Lumos Telephone of Botetourt, LLC
- Lumos Telephone LLC
- North State Telephone, LLC

B. Eligible Telecommunications Carrier (ETC) Status of Licensee, Transferor, Transferee, and Affiliates:

1. **Licensees:** CCF is not an ETC. As newly formed entities, none of Fiber NewCo, Fiber AssetCo, or Fiber AssetCo-CA are ETCs.
2. **Transferor:** Neither CCOC nor any of its affiliates are ETCs.
3. **Transferee:** Fiber FinCo is not itself an ETC. However, affiliates of Fiber FinCo that hold ETC status include:
 - Lumos Telephone of Botetourt, LLC is an ETC in Virginia, granted by the Virginia State Corporation Commission.
 - Lumos Telephone LLC is an ETC in Virginia, granted by the Virginia State Corporation Commission.
 - North State Telephone, LLC is an ETC in North Carolina, granted by the North Carolina Utilities Commission.

C. Study Area Codes of Licensee, Transferor, Transferee, and Affiliates

1. **Licensees:** Not applicable. None of CCF, Fiber NewCo, Fiber AssetCo, or Fiber AssetCo-CA are ETCs.
2. **Transferor:** Not applicable. Neither CCOC nor any of its affiliates are ETCs.
3. **Transferee:** Fiber FinCo is not an ETC and therefore does not hold any Study Area Codes. The Study Area Codes for the ETC affiliates of Fiber FinCo listed above are as follows:
 - Lumos Telephone of Botetourt, LLC – 190249
 - Lumos Telephone LLC – 190226
 - North State Telephone, LLC – 230491

D. Licensee, Transferor, Transferee, and Affiliates Participation in Lifeline

1. **Licensees:** CCF does not participate in the Lifeline program. As newly formed entities, none of Fiber NewCo, Fiber AssetCo, or Fiber AssetCo-CA participate in the Lifeline program.
2. **Transferor** Neither CCOC nor any of its affiliates participate in the Lifeline program.
3. **Transferee:** Fiber FinCo does not itself participate in the Lifeline program. However, the following affiliates of Fiber FinCo participate in the Lifeline program:
 - Lumos Telephone of Botetourt, LLC
 - Lumos Telephone LLC
 - North State Telephone, LLC

VII. Foreign Ownership Considerations

In the Commission’s *Executive Branch Foreign Ownership Review Order*,²⁶ the Commission identifies categories of applications that the Commission generally excludes from referral. Among those categories are international Section 214 applications (including joint domestic and international Section 214 applications) where the applicant “has an existing mitigation agreement, there are no new reportable foreign owners of the applicant since the effective date of the mitigation agreement, and the applicant agrees to continue to comply with the terms of that mitigation agreement.”²⁷ The Commission noted that, if needed, the applicant can request that the Commission replace the previous mitigation agreement with new terms agreed

²⁶ See *Process Reform for Executive Branch Review of Certain FCC Applications and Petitions Involving Foreign Ownership*, IB Docket No. 16-155, Report and Order, 35 FCC Rcd 10927 (2020) (“*Executive Branch Foreign Ownership Review Order*”).

²⁷ *Id.* at 10938, ¶ 30.

upon by the Committee and the applicant, or, alternatively, the Committee can unilaterally recommend that the Commission revise the agreement.²⁸

The circumstances underlying the Transaction support a discretionary exclusion from referral to the Executive Branch under the *Executive Branch Foreign Ownership Review Order*. The existing upstream foreign ownership of Zayo has already been reviewed and approved as the Commission approved the foreign ownership of Zayo in 2020 (the “*Front Range/Zayo Approval*”), including review and approval of a Section 310(b) Petition for Declaratory Ruling issued by the International Bureau.²⁹

As a result of the Executive Branch Review that occurred in connection with the *Front Range/Zayo Approval*, Zayo and all of its operating subsidiaries are now subject to the terms of an existing Letter of Agreement (“LOA”) involving ongoing Executive Branch oversight of Zayo’s operations and also requiring it to report any corporate structure changes and changes in ownership to the U.S. Department of Justice (“USDOJ”) and the U.S. Department of Homeland (“DHS”) Security no less than thirty days prior to such change.³⁰

²⁸ See *id.* at 10939-40, ¶ 33.

²⁹ See *Applications Granted for the Transfer of Control of Zayo Group, LLC, Electric Lightwave, LLC, and Allstream Business US, LLC from Zayo Group Holdings, Inc. to Front Range TopCo, Inc.*, Public Notice, DA-20-135, ISP-PDR-20190620-00004, 35 FCC Rcd 275 (2020).

³⁰ See Letter of Agreement by and between U.S. Department of Justice, U.S. Department of Homeland Security, and Zayo Group Holdings, Inc. at p. 18, ¶ 46 (Jan. 21, 2020). The LOA was executed as a condition of the *Front Range/Zayo Approval*. See *Zayo Group Holdings, Inc., Zayo Group, LLC, Electric Lightwave LLC, Allstream Business US, LLC, Front Range Topco, Inc. Joint Applications Pursuant to Section 214 and 310 of the Communications Act of 1934, as amended, and Sections 34-39 of the Cable Landing License Act 1921*, Petition to Adopt Conditions to Authorizations and Licenses, WC Docket No. 19-166, ICFS File Nos. ITC-T/C-20190614-00121, ITC-T/C-20190614-00122, ITC-T/C-20190617-00123; SCL-T/C-20190614-00018; ISP-PDR-20190620-00004, ULS File No. 0008686969 (Jan. 22, 2020).

Since the *Front Range/Zayo Approval*, there have been no new reportable foreign owners entering into Zayo's upstream ownership structure. Further, upon closing the Transaction, Fiber FinCo agrees to comply with the terms of the Zayo LOA including with respect to the fiber business acquired from Crown Castle in the proposed Transaction. For these reasons, excluding the proposed Transaction from additional Executive Branch review in this case is both reasonable and appropriate.

In accordance with the *Executive Branch Foreign Ownership Review Order*, Applicants hereby certify that they have submitted to the Committee responses to the Standard Questions.

VIII. Conclusion

For the foregoing reasons, the Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by a grant of this Joint Application.

Respectfully submitted,

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Counsel for the Applicants

Dated: May 15, 2025

EXHIBIT A

Domestic and International Section 214 Authorizations Holders

Listed here are the domestic and international Section 214 authorizations subject to the Transaction. The chart below includes information regarding the entities that held the authorizations both before and after Crown Castle's pre-Transaction internal restructuring that assigned, or partially assigned, the authorizations to Fiber NewCo and Fiber AssetCo.

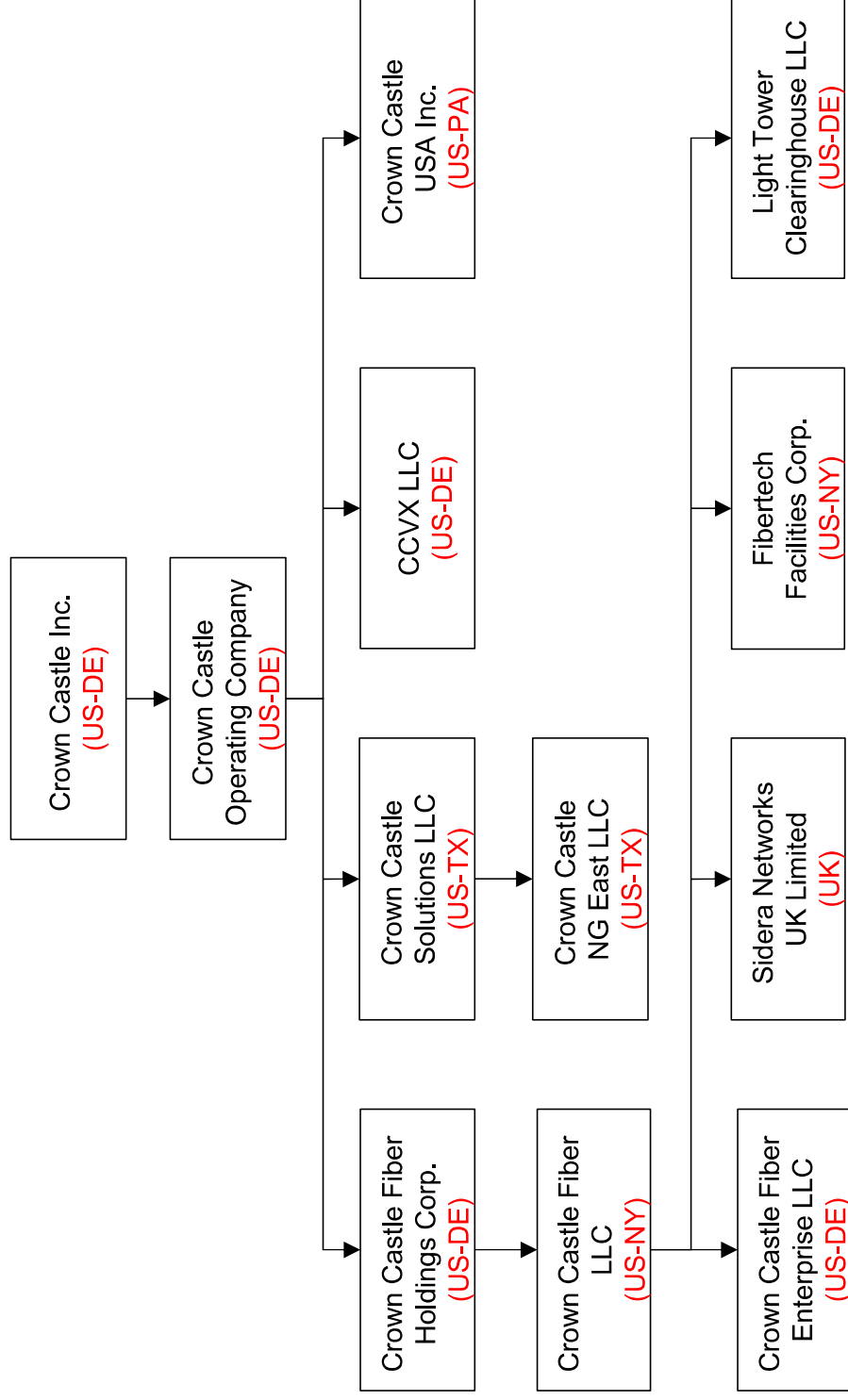
Pre-Transaction Licensee	Pre-Transaction Licensee FRN	Pre-Transaction Licensee Jurisdiction of Organization	Post-Restructuring Licensee	Post-Restructuring Licensee FRN	Post-Restructuring Licensee Jurisdiction of Organization	Authorization Type	Transferee
Domestic Section 214 Authorization Holder							
Crown Castle Fiber LLC	0006254403	New York	Fiber AssetCo LLC (partial assignment)	0037009362	Delaware	Domestic interstate telecommunications services	Fiber FinCo, LLC
International Section 214 Authorization Holder							
Crown Castle Fiber LLC	0006254403	New York	Fiber NewCo LLC	0037009354	Delaware	Global or Limited Global Facilities-Based and Resale Service	Fiber FinCo, LLC

EXHIBIT B

Pre- and Post Transaction Ownership Charts

Pre-Transaction Ownership Structure Charts

CHART 1
PRE-TRANSACTION OWNERSHIP STRUCTURE OF CROWN CASTLE FIBER LLC*

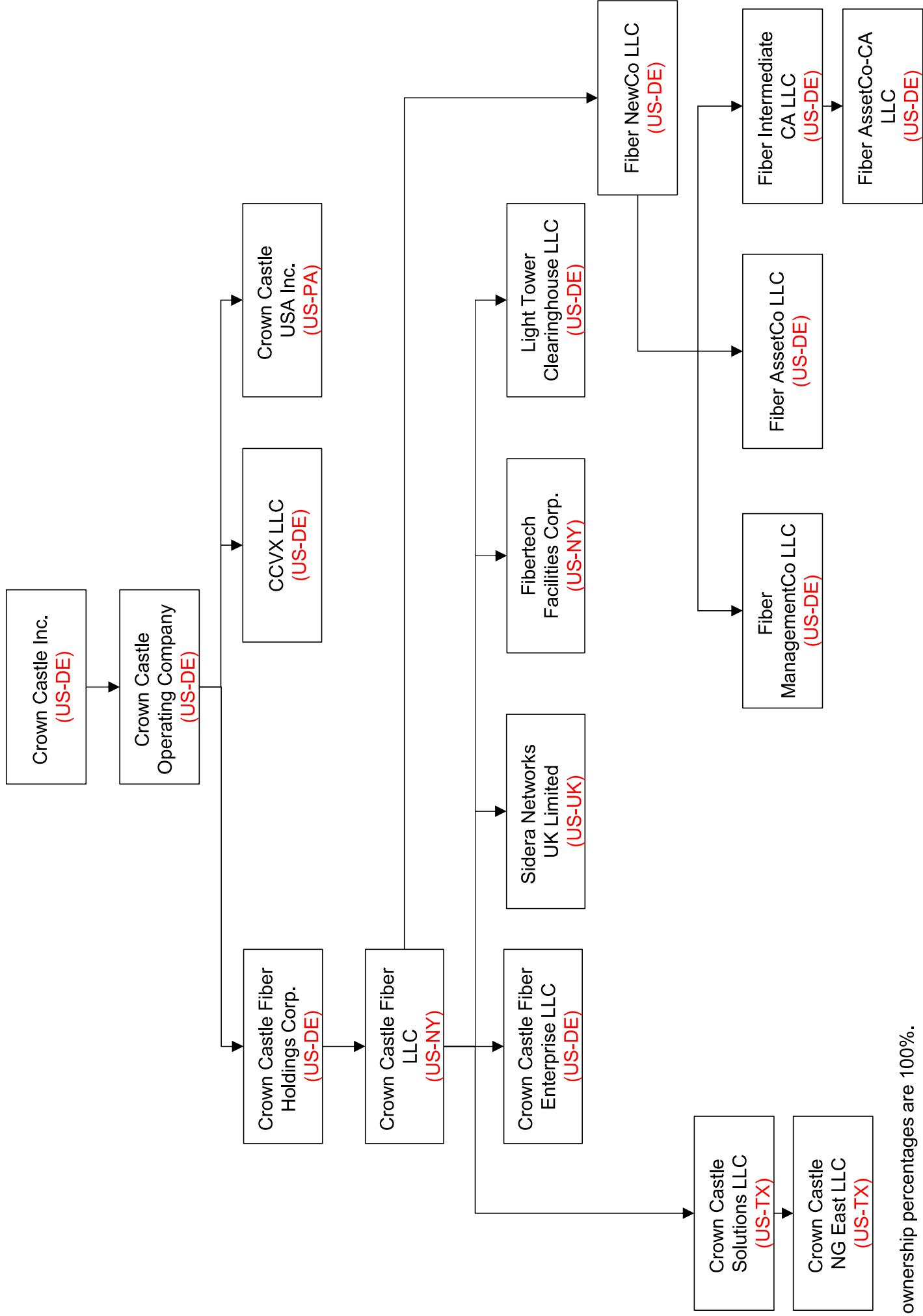


*All ownership percentages are 100%.

Post-Crown Castle Restructuring Ownership Structure Chart

CHART 2

POST-RESTRUCTURING OWNERSHIP STRUCTURE OF CROWN CASTLE FIBER LLC*



*All ownership percentages are 100%.

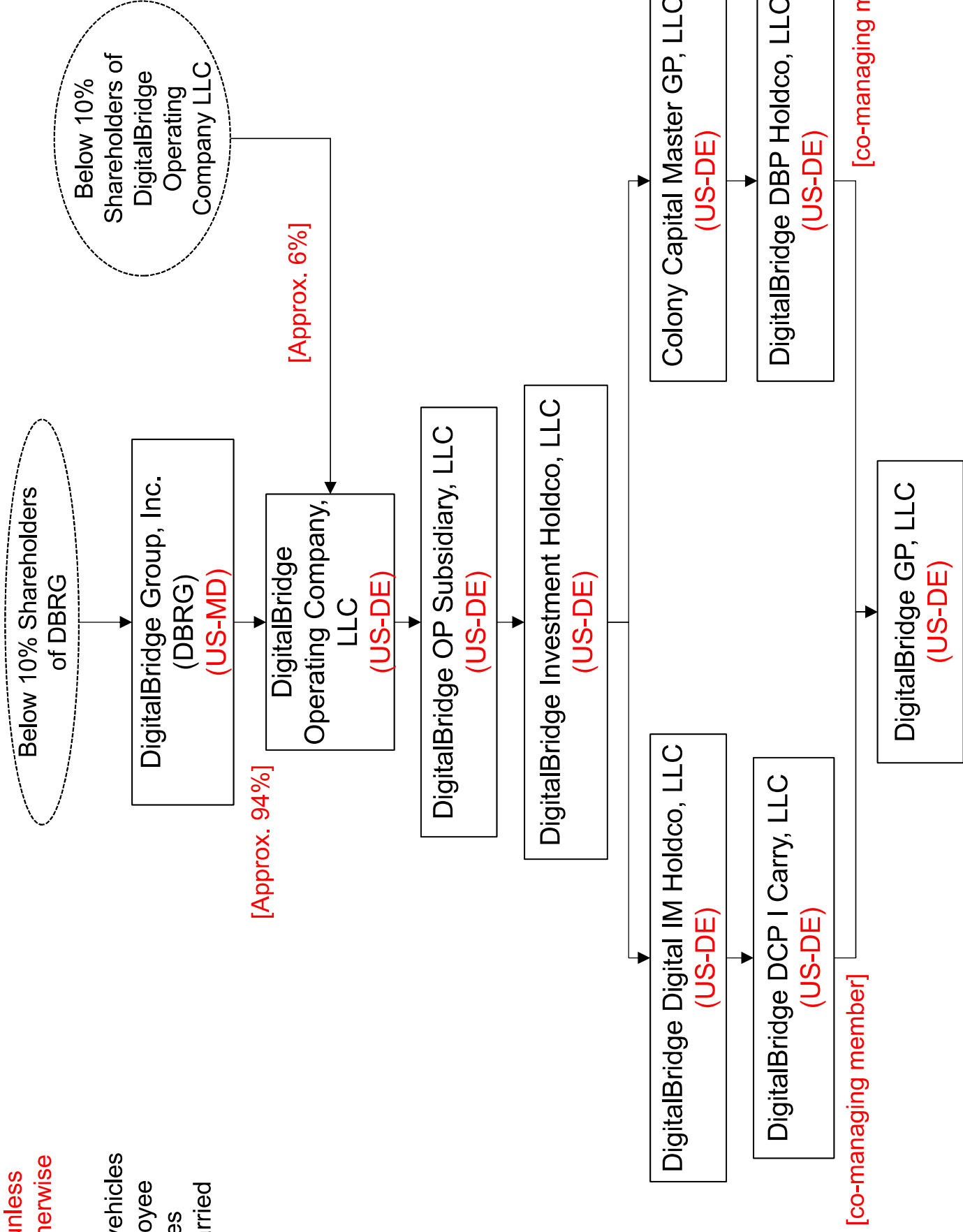
Post-Transaction Ownership Structure Charts

CHART 4

DIGITALBRIDGE STRUCTURE

All rights are 100% unless noted otherwise

*Omits vehicles for employee Incentives plans/carried Interest



(See Chart 5)

CHART 5

FRONT RANGE JV, LP OWNERSHIP STRUCTURE

- Limited Partner
- Economic Ownership
- Board Seat/Control
- General Partner
- Alternative Investment Fund Manager

All rights are 100% unless noted otherwise

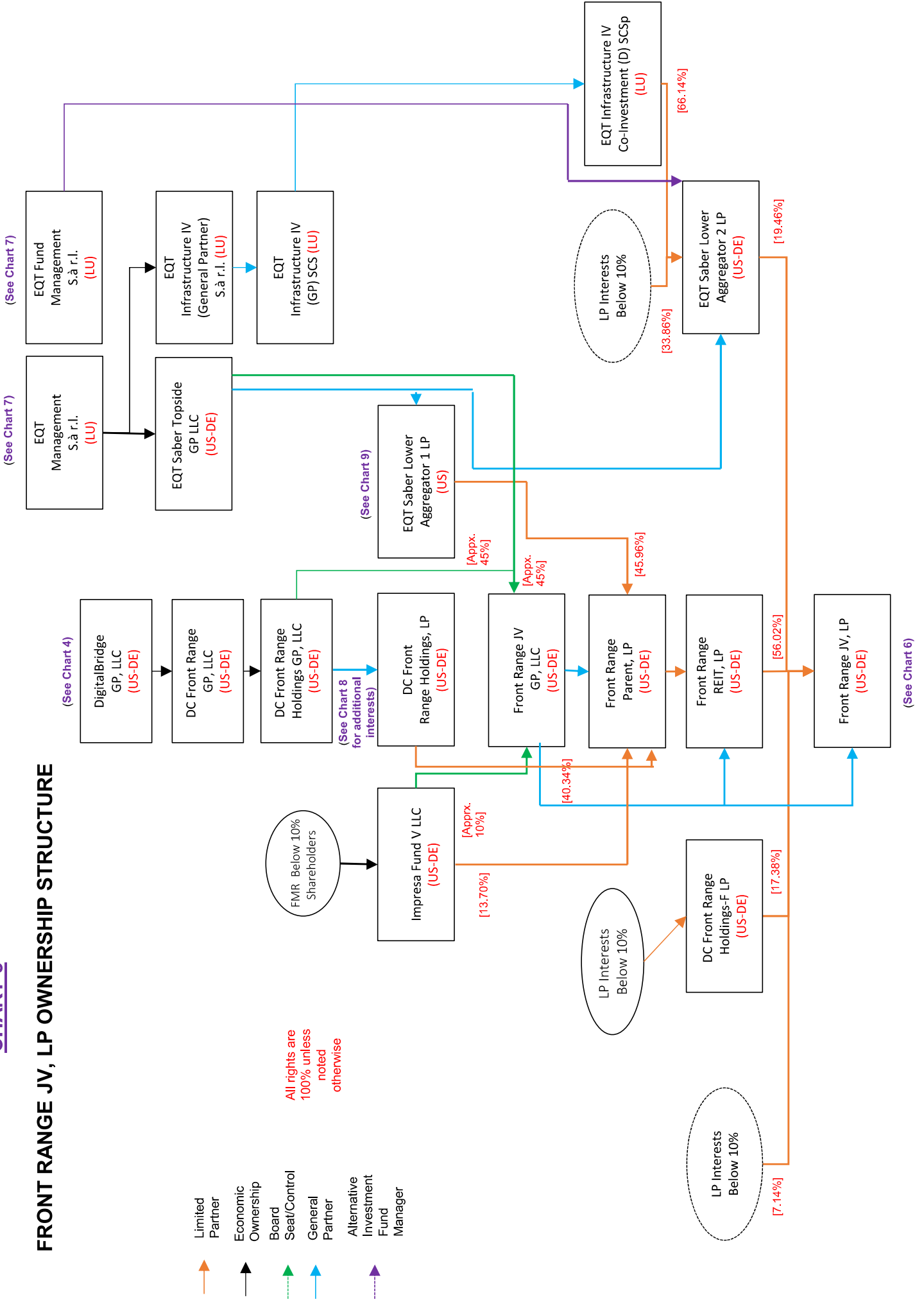
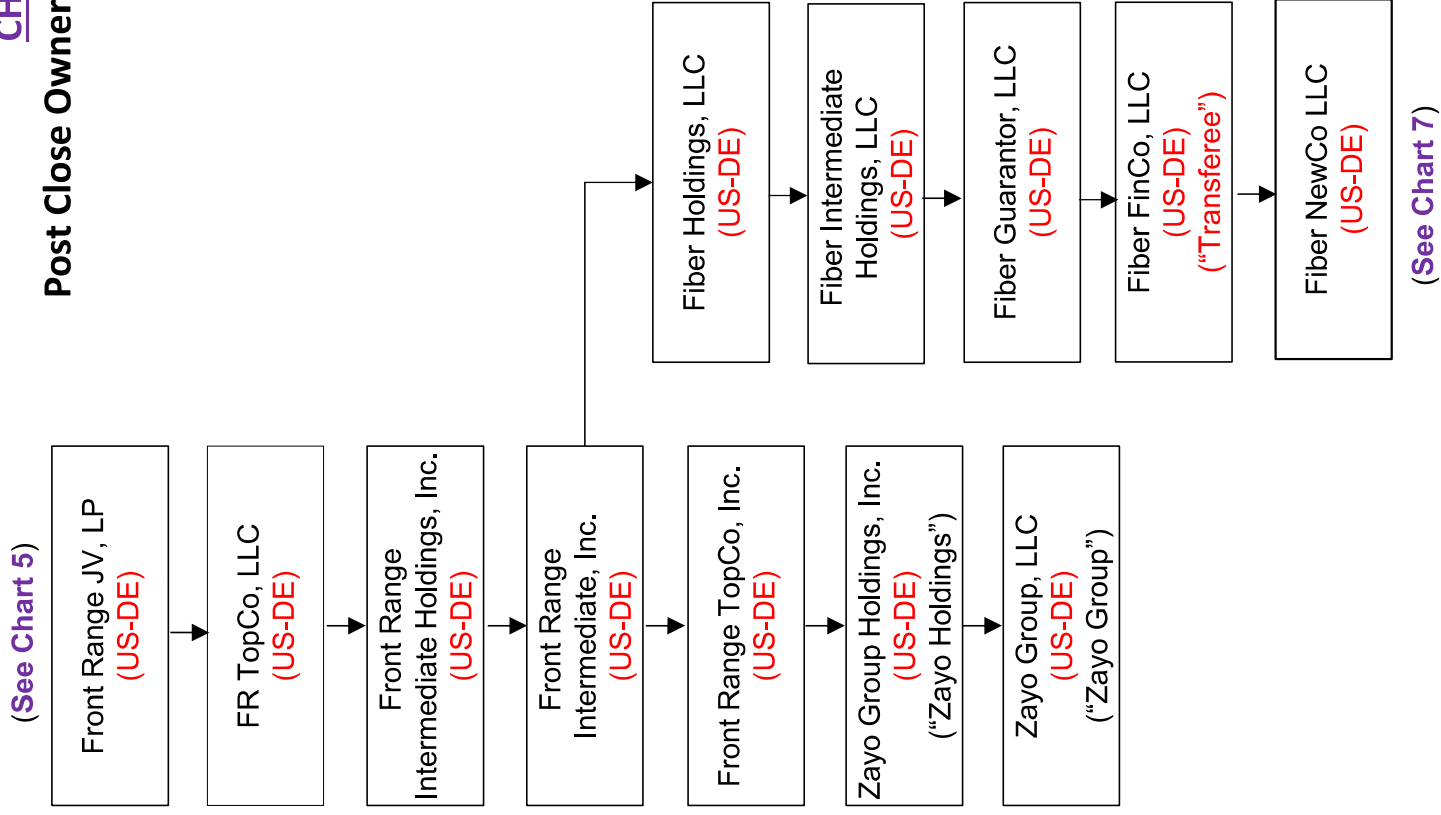


CHART 6
Post Close Ownership of Fiber NewCo*



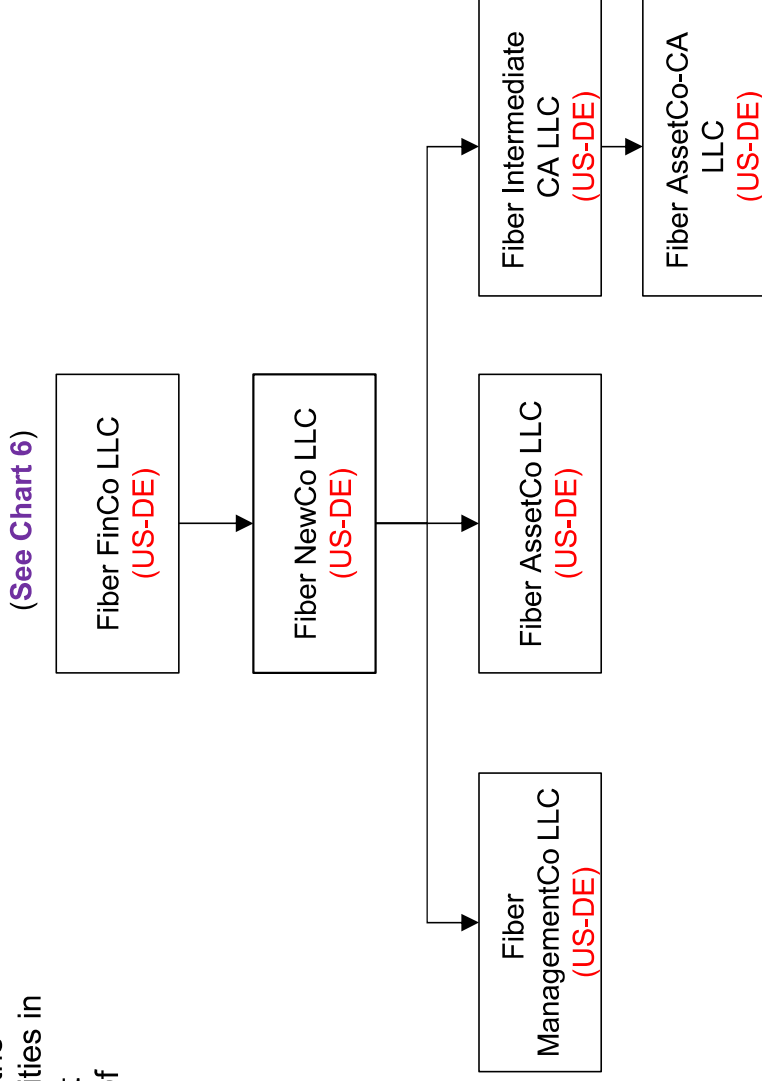
*The entities listed include (i) subsidiaries of Holdings that currently provide or may in the future provide intrastate, interstate or international telecommunications services in the United States, and (ii) those entities in their ownership chain. The chart excludes all other subsidiaries of Fiber Holdings.

*All ownership percentages are 100%.

(See Chart 7)

CHART 7
OWNERSHIP STRUCTURE OF FIBER NEWCO LLC.*

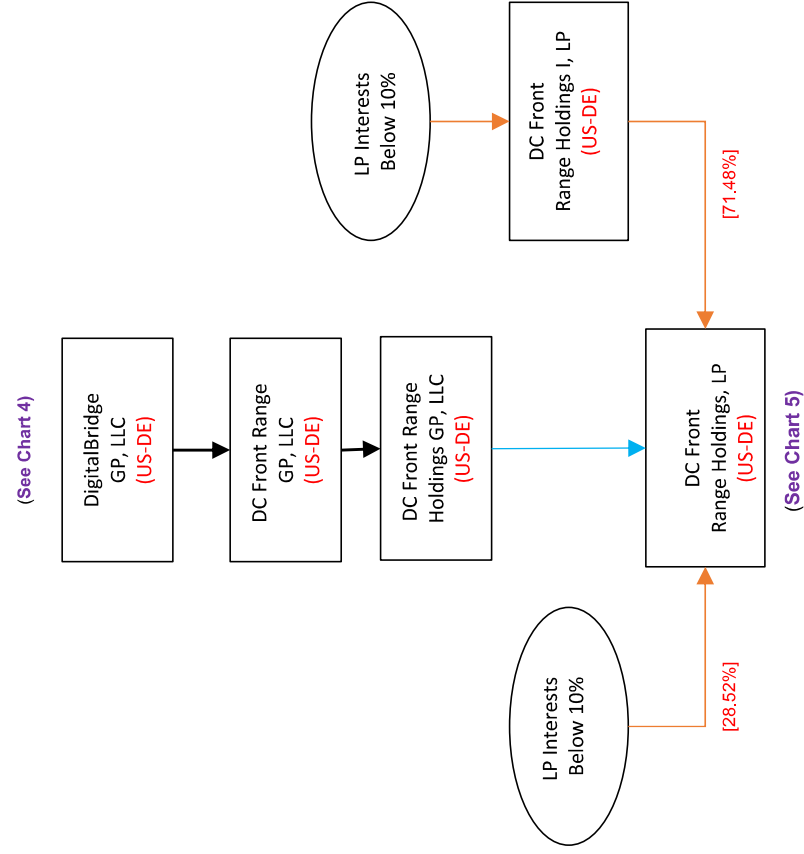
*The entities listed include (i) subsidiaries of Holdings that currently provide or may in the future provide intrastate, interstate or international telecommunications services in the United States, and (ii) those entities in their ownership chain. The chart excludes all other subsidiaries of Holdings.



**All ownership percentages are 100%.

CHART 8

DC FRONT RANGE HOLDINGS, LP STRUCTURE



All rights are 100% unless noted otherwise

- Economic Ownership
- Limited Partner
- General Partner
- Alternative Investment Fund Manager

CHART 9 EQT SABER LOWER AGGREGATOR 1 LP STRUCTURE

All rights are 100% unless noted otherwise

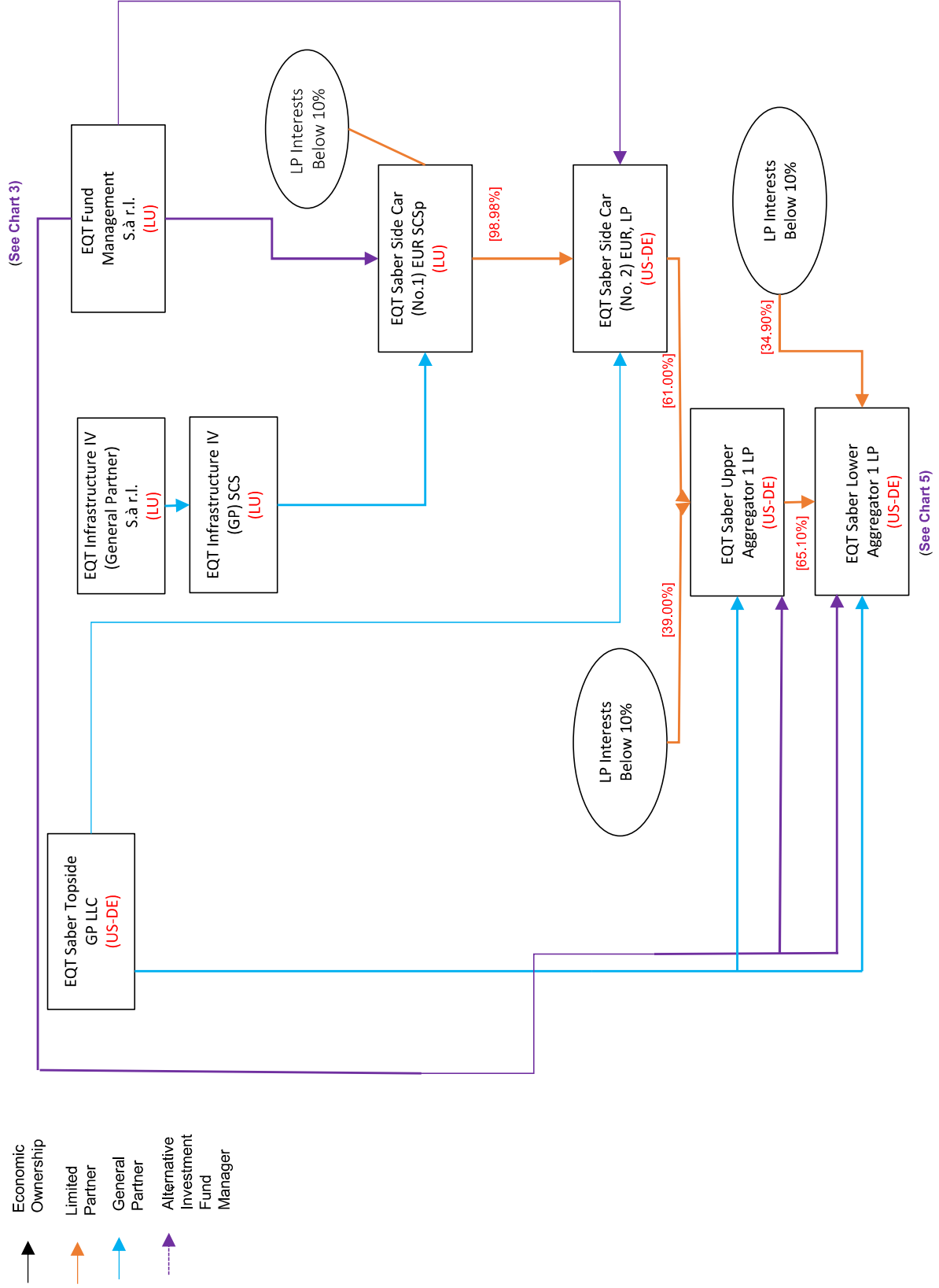


EXHIBIT C

Post-Close Ownership of Fiber FinCo

Details regarding the ownership information for Fiber FinCo, its parents, intermediate parents and ultimate owners are listed below. The entities disclosed below are those that hold or are expected to hold upon close of the Transaction, an interest (whether voting or equity) of ten percent (10%) or more of Fiber FinCo (and thus, Fiber NewCo and Fiber AssetCo) as calculated pursuant to the Commission's ownership and attribution rules for wireline and international telecommunications carriers.³¹

Upon closing the transaction, Fiber FinCo will be a direct, wholly owned subsidiary of Fiber Guarantor, LLC.

1. Fiber Guarantor, LLC

- a. Jurisdiction of Formation: Delaware
- b. Address: 1401 Wynkoop Street, Suite 500, Denver, CO 80202
- c. Principal business: Holding company
- d. Interest Held: 100% as sole member of Fiber FinCo.

Upon closing the Transaction, the following entity is expected to hold a 100% direct interest in Fiber Guarantor, LLC:

2. Fiber Intermediate Holdings, LLC

- a. Jurisdiction of Formation: Delaware
- b. Address: 1401 Wynkoop Street, Suite 500, Denver, CO 80202
- c. Principal business: Holding company
- d. Interest Held: 100% (as sole member of Fiber Guarantor, LLC (#1)).

Upon closing the Transaction, the following entity is expected to hold a 100% direct interest in Fiber Intermediate Holdings, LLC (#2):

3. Fiber Holdings, LLC

- a. Jurisdiction of Formation: Delaware
- b. Address: 1401 Wynkoop Street, Suite 500
Denver, CO 80202
- c. Principal business: Holding company
- d. Interest Held: 100% (as sole member of Fiber Intermediate Holdings, LLC (#2)).

³¹ For purposes of calculating attributable interests, Applicants used the methodology set forth in 47 C.F.R. § 63.18(h).

Upon closing the Transaction, the following entity is expected to hold a 100% direct interest in Fiber Holdings, LLC (#3):

4. Front Range Intermediate, Inc. (“Zayo Parent”)
 - a. Jurisdiction of Formation: Delaware
 - b. Address: c/o EQT Partners, Inc., 1114 Avenue of the Americas, 45th Floor, New York, NY 10036
 - c. Principal Business: Holding Company
 - d. Interest Held: 100% equity and voting (indirectly as 100% owner of Fiber Holdings, LLC (#3))

5. Front Range Intermediate Holdings, Inc.
 - a. Jurisdiction of Formation: Delaware
 - b. Address: c/o EQT Partners, Inc., 1114 Avenue of the Americas, 45th Floor, New York, NY 10036
 - c. Principal Business: Holding Company
 - d. Interest Held: 100% equity and voting (indirectly as 100% owner of Front Range Intermediate, Inc. (#4))

6. FR TopCo, LLC
 - a. Jurisdiction of Formation: Delaware
 - b. Address: c/o EQT Partners, Inc., 1114 Avenue of the Americas, 45th Floor, New York, NY 10036
 - c. Principal Business: Holding Company
 - d. Interest Held: 100% equity and voting (indirectly as 100% owner of Front Range Intermediate Holdings, Inc. (#5))

Details regarding the ownership information for Front Range Intermediate and its parents, intermediate parents and ultimate owners is listed below.³² Front Range Intermediate is indirectly jointly owned by EQT AB (“EQT”) and DigitalBridge Group, Inc. (“DigitalBridge”).³³ The EQT Infrastructure IV Fund (“the EQT Fund”) (including its coinvestors) and the DigitalBridge Partners, LP fund (the “DigitalBridge Fund”) (including its coinvestors) each have approximately 45.2% of Fiber FinCo’s equity and FMR, LLC (“FMR”) has approximately 7.6% of the equity.

³² Unless otherwise indicated, the ownership interests provided herein represent both equity and voting interests.

³³ Applicants recommend that this Exhibit be read side by side with the structure charts in **Exhibit B**. This exhibit is organized to first flow up the chain of DigitalBridge’s ownership in Section A, and then EQT’s ownership in Section B.

The remaining equity (approximately 1.8%) is held by current and former members of Zayo Holdings' management team.

The investors disclosed below are those that hold an interest (whether voting or equity) of ten percent (10%) or more of the entity immediate below in the chain of ownership.

7. Front Range JV, LP ("Front Range JV")

- a. Jurisdiction of Formation: Delaware
- b. Address: c/o EQT Partners, Inc., 1114 Avenue of the Americas, 45th Floor, New York, NY 10036
- c. Principal Business: Holding Company
- d. Interest Held: 100% equity and voting (indirectly as 100% owner of FR TopCo, LLC (#6))

The following entities identified in items 8, 12, and 26 below each are a limited partner ("LP") of Front Range JV, and as a result upon closing the transaction are expected to hold a 10% or greater indirect interest in Fiber FinCo.³⁴ These entities are intended to aggregate the investment capital that the LP investors (including co-investors) in the EQT Fund and DigitalBridge Fund, respectively, have contributed to the EQT Fund and/or DigitalBridge Fund.

EQT Fund

The EQT Fund, which closed in 2019, has received EUR 9 billion (approximately \$10.1 billion) in capital commitments from its LP investors, including pension funds, banks, insurance companies, sovereign wealth funds and funds-of-funds. The LPs provide capital upon request (up to their maximum committed capital) for the investments made by the EQT Fund. Under the terms of the relevant partnership agreements, investments of capital by these limited partners are passive investments and these limited partners have no control over the day-to-day activities of the EQT Fund or its portfolio companies, including Fiber FinCo.

Investments by the EQT Fund are typically made through one or more US or Luxembourg limited partnerships, which act as aggregator vehicles for the multiple LPs and other investment arrangements, including co-investors, comprising the EQT Fund, and such partnerships and arrangements are also managed by EQT Fund Management S.à r.l. Under the structure of the EQT Fund and consistent with European Union ("EU") regulations regarding investment fund management, day-to-day control and management of any portfolio acquisition would be indirectly exercised by the applicable fund manager, EQT Fund Management S.à r.l., through its position as the manager of the EQT Fund. EQT Fund Management S.à r.l. is ultimately controlled by EQT.

³⁴ Each of the entities listed in this section is itself a limited partnership or limited liability company, which has certain other members (the funds' respective LP investors and co-investors) that will not exercise any control over the entity. None of the LP investor and co-investor members have a 10% indirect ownership interest in Fiber FinCo.

Under this structure, EQT has the authority to appoint (and change) the board of EQT Fund Management S.à r.l.

The immediate controlling owners — the General Partners — of each of the limited partnerships comprising the EQT Fund (including co-investor vehicles) — EQT Infrastructure IV (GP) SCS (#33); EQT Infrastructure IV (General Partner) S.à r.l. (#34), EQT Saber Topside GP LLC (#32) and the Alternative Investment Fund Manager — EQT Fund Management S.à r.l. — are all directly or indirectly owned and controlled by EQT and its owners are identified below beginning with EQT Saber Topside GP LLC (#32) below. Information regarding each of these entities and their ownership are set forth below.

The DigitalBridge Fund

The DigitalBridge Fund is comprised of equity commitments from its passive LP investors, including co-investors. The DigitalBridge Fund has raised approximately \$4.05 billion in capital. The DigitalBridge Fund has also closed, which means there are no ongoing negotiations with prospective investors other than with respect to co-investors as described above. Investors in the DigitalBridge Fund as well as co-investors participate in the Fiber FinCo investment according to their respective interests in the DigitalBridge Fund as a whole (based on their commitment size). Similarly, under the terms of the relevant partnership agreements, investments of capital by these LPs are passive investments and these LP have no control over the day-to-day activities of the DigitalBridge Fund or its portfolio companies, including Fiber FinCo.

A series of parallel limited partnerships aggregating the equity from the DigitalBridge Fund and its coinvestors and the EQT Fund and its coinvestors indirectly hold the equity in Fiber FinCo. The entities that hold a 10% or greater interest in Fiber FinCo through Front Range JV are:

8. Front Range REIT, LP
 - a. Jurisdiction of Formation: Delaware
 - b. Address: c/o EQT Partners, Inc., 1114 Avenue of the Americas, 45th Floor, New York, NY 10036
 - c. Principal Business: Holding Company
 - d. Interest Held: 56.02% equity / 56.02% deemed voting (indirectly as 56.02% limited partner of Front Range JV (#7))
9. Front Range Parent, LP
 - a. Jurisdiction of Formation: Delaware
 - b. Address: c/o EQT Partners, Inc., 1114 Avenue of the Americas, 45th Floor, New York, NY 10036
 - c. Principal Business: Holding Company
 - d. Interest Held: 56.02% equity / 56.02% deemed voting (indirectly as sole limited partner of Front Range REIT, LP (#8))

The General Partner of Front Range JV (#7), Front Range REIT, LP (#8) and Front Range Parent, LP (#9) is:

10. Front Range JV GP, LLC
 - a. Jurisdiction of Formation: Delaware

- b. Address: c/o EQT Partners, Inc., 1114 Avenue of the Americas, 45th Floor, New York, NY 10036
- c. Principal Business: Holding Company
- d. Interest Held: 0% equity / 100% voting (indirectly as GP of Front Range JV (#7), Front Range REIT, LP (#8) and Front Range Parent, LP (#9))

Control over Front Range JV, and thus both Zayo and Fiber FinCo is exercised through the Board of Managers of Front Range JV GP, LLC (#10) which has thirteen members, with four members nominated each by EQT and DigitalBridge, one member nominated by FMR, LLC, one member, an independent non-executive Chairman, chosen by consensus between DigitalBridge and EQT, two members nominated jointly by EQT and DigitalBridge, and the thirteenth member is the Chief Executive Officer. The Board Chair has a casting vote in the event of a tie vote among the Board.

11. Impresa Fund V LLC

- a. Jurisdiction of Formation: Delaware
- b. Address of principal place of business: 255 State Street Boston, Massachusetts 02109
- c. Principal Business: Investments
- d. Interest Held: 7.67% equity (indirectly as 13.70% limited partner of Front Range Parent, LP (#9)) and less than 10% voting (as one member of 13-person Board of Managers of Front Range JV GP, LLC (#10))

Impresa Fund V LLC is a private equity investment fund established to benefit employees of FMR, LLC and affiliates. FMR LLC (which operates as Fidelity Investments®) is a United States financial services entity. Members of the Johnson family, including Abigail P. Johnson, are the predominant owners, directly or through trusts, of Series B voting common shares of FMR, LLC, representing 49% of the voting power of FMR, LLC. The Johnson family group and all other Series B shareholders have entered into a shareholders' voting agreement under which all Series B voting common shares will be voted in accordance with the majority vote of Series B voting common shares. Accordingly, through their ownership of voting common shares and the execution of the shareholders' voting agreement, members of the Johnson family may be deemed, under the Investment Company Act of 1940, to form a controlling group with respect to FMR, LLC.

A. DigitalBridge Fund Structure

The DigitalBridge Fund entities that are limited partners of Front Range JV (#7) and that upon closing the transaction are expected to hold a 10% or greater interest in Fiber FinCo are:

12. DC Front Range Holdings-F, LP

- a. Jurisdiction of Formation: Delaware
- b. Address: 750 Park of Commerce Drive, Suite 210, Boca Raton, FL 33487
- c. Principal Business: Investments
- d. Interest Held: 17.38% equity / 0% voting (indirectly as 17.38% limited partner of Front Range JV (#7))

The DigitalBridge Fund entity that is a limited partner of Front Range Parent, LP (#9) holding a 10% or greater interest in Fiber FinCo is:

13. DC Front Range Holdings, LP

- a. Jurisdiction of Formation: Delaware
- b. Address: 750 Park of Commerce Drive, Suite 210, Boca Raton, FL 33487
- c. Principal Business: Investments
- d. Interest Held: 22.60% equity / 0% voting (indirectly as 40.34% limited partner of Front Range Parent, LP (#9))

The DigitalBridge Fund entity that is a limited partner of DC Front Range Holdings, LP (#13) holding a 10% or greater interest in Fiber FinCo is:

14. DC Front Range Holdings I, LP

- a. Citizenship: Delaware
- b. Address: 750 Park of Commerce Drive, Suite 210, Boca Raton, FL 33487
- c. Principal business: Investments
- d. Interest Held: 16.15% equity / 0% voting (indirectly as 71.48% limited partner of DC Front Range Holdings, LP (#13))

No limited partner of DC Front Range Holdings I, LP (#14) holds a 10% or greater interest in Fiber FinCo.

The General Partner of DC Front Range Holdings, LP (#13) is:

15. DC Front Range Holdings GP, LLC

- a. Jurisdiction of Formation: Delaware
- b. Address: 750 Park of Commerce Drive, Suite 210, Boca Raton, FL 33487
- c. Principal Business: General Partner
- d. Interest Held: 0% equity / 45% voting (indirectly as the General Partner of DC Front Range Holdings, LP (#13))

The General Partner of DC Front Range Holdings-F, LP (#12) and DC Front Range Holdings I, LP (#14), and the sole member of DC Front Range Holdings GP, LLC (#15) is:

16. DC Front Range GP, LLC

- a. Jurisdiction of Formation: Delaware
- b. Address: 750 Park of Commerce Drive, Suite 210, Boca Raton, FL 33487
- c. Principal Business: General Partner
- d. Interest Held: 0% equity / 45% voting (as General Partner of DC Front Range Holdings-F, LP (#12), DC Front Range Holdings I, LP (#14) and sole member of DC Front Range Holdings GP, LLC (#15))

The managing member of DC Front Range GP, LLC (#16) is:

17. DigitalBridge GP, LLC

- a. Jurisdiction of Formation: Delaware
- b. Address: 750 Park of Commerce Drive, Suite 210 Boca Raton, FL 33487
- c. Principal Business: General Partner
- d. Interest Held: 0% equity / 45% voting (indirectly as 100% managing member of DC Front Range GP, LLC (#16))

The following entities control 10% or more of Fiber FinCo indirectly through their membership interest in DigitalBridge GP, LLC (#17):

18. Name: DigitalBridge DCP I Carry, LLC
 - a. Address: 750 Park of Commerce Drive, Suite 210 Boca Raton, FL 33487
 - b. Jurisdiction of Formation: Delaware
 - c. Principal Business: Investments
 - d. Interest Held: 0% equity / 45% voting (indirectly as co-managing member of DigitalBridge GP, LLC (#17))
19. Name: DigitalBridge DBP Holdco, LLC
 - a. Address: 750 Park of Commerce Drive, Suite 210 Boca Raton, FL 33487
 - b. Jurisdiction of Formation: Delaware
 - c. Principal Business: Investments
 - d. Interest Held: 0% equity / 45% voting (indirectly as co-managing member of DigitalBridge GP, LLC (#17))

The following entity controls 10% or more of Fiber FinCo indirectly through their membership interest in DigitalBridge DCP I Carry, LLC (#18):

20. Name: DigitalBridge Digital IM Holdco, LLC
 - a. Address: 750 Park of Commerce Drive, Suite 210 Boca Raton, FL 33487
 - b. Jurisdiction of Formation: Delaware
 - c. Principal Business: Investments
 - d. Interest Held: 0% equity / 45% voting (indirectly as sole voting member of DigitalBridge DCP I Carry, LLC (#18))

The following entity controls 10% or more of Fiber FinCo indirectly through their membership interest in DigitalBridge DBP Holdco, LLC (#19):

21. Name: Colony Capital Master GP, LLC
 - a. Address: 750 Park of Commerce Drive, Suite 210 Boca Raton, FL 33487
 - b. Jurisdiction of Formation: Delaware
 - c. Principal Business: Investments
 - d. Interest Held: 0% equity / 45% voting (indirectly as managing member of DigitalBridge DBP Holdco, LLC (#19))

The following entity controls 10% or more of Fiber FinCo indirectly through their membership interest in DigitalBridge Digital IM Holdco, LLC (#20) and Colony Capital Master GP, LLC (#21):

22. Name: DigitalBridge Investment Holdco, LLC
 - a. Address: 750 Park of Commerce Drive, Suite 210 Boca Raton, FL 33487
 - b. Jurisdiction of Formation: Delaware
 - c. Principal Business: Investments
 - d. Interest Held: 0% equity / 45% voting (indirectly as sole member of DigitalBridge Digital IM Holdco, LLC (#20) and Colony Capital Master GP, LLC (#21))

The following entity controls 10% or more of Fiber FinCo indirectly through their membership interest in DigitalBridge Investment Holdco, LLC (#22):

23. Name: DigitalBridge OP Subsidiary, LLC
- a. Address: 750 Park of Commerce Drive, Suite 210 Boca Raton, FL 33487
 - b. Jurisdiction of Formation: Delaware
 - c. Principal Business: Investments
 - d. Interest Held: 0% equity / 45% voting (indirectly as sole member of DigitalBridge Investment Holdco, LLC (#22))

The following entity controls 10% or more of Fiber FinCo indirectly through their membership interest in DigitalBridge OP Subsidiary, LLC (#23):

24. Name: DigitalBridge Operating Company, LLC
- a. Address: 750 Park of Commerce Drive, Suite 210 Boca Raton, FL 33487
 - b. Jurisdiction of Formation: Delaware
 - c. Principal Business: Investments
 - d. Interest Held: 0% equity / 45% voting (indirectly as 100% owner of DigitalBridge OP Subsidiary, LLC (#23))

The following entity controls 10% or more of Fiber FinCo indirectly through their membership interest in DigitalBridge Operating Company, LLC (#24):

25. Name: DigitalBridge Group, Inc.
- a. Address: 750 Park of Commerce Drive, Suite 210 Boca Raton, FL 33487
 - b. Jurisdiction of Formation: Maryland
 - c. Principal Business: Investments
 - d. Interest Held: 0% equity / 45% voting (indirectly as 94% owner of DigitalBridge Operating Company, LLC (#24))

DigitalBridge Group, Inc. is publicly traded (NYSE: DBRG). There are no 10% or higher owners of either equity or voting rights in DigitalBridge Group, Inc. that by virtue of such ownership, indirectly hold 10% or more of the voting or equity in Fiber FinCo. The remaining less 6% ownership of DigitalBridge Operating Company, LLC (#24) is held by current and former executives of DigitalBridge Group, Inc. none of whom hold a 10% or greater interest in Fiber FinCo.

B.EQT Fund Structure

The EQT Fund entities that are limited partners of Front Range JV (#7) and that hold a 10% or greater interest in Fiber FinCo are:

26. EQT Saber Lower Aggregator 2, LP
- a. Jurisdiction of Formation: Delaware
 - b. Address: c/o EQT Partners, Inc., 1114 Avenue of the Americas, 45th Floor, New York, NY 10036
 - c. Principal Business: Holding Company

- d. Interest Held: 19.46% equity / 19.46% deemed voting (indirectly as 19.46% limited partner of Front Range JV (#7))

The limited partner of EQT Saber Lower Aggregator 2, LP (#26) that holds a 10% or greater interest in Fiber FinCo is:

- 27. EQT Infrastructure IV Co-Investment (D) SCSp
 - a. Jurisdiction of Formation: Luxembourg
 - b. Address: 26A Boulevard Royal L-2449 Luxembourg, Grand Duchy of Luxembourg, Grand Duchy of Luxembourg
 - c. Principal Business: Holding Company
 - d. Interest Held: 12.87% equity / 12.87% deemed voting (indirectly as 66.14% limited partner of EQT Saber Lower Aggregator 2, LP (#26))

No limited partners of EQT Infrastructure IV Co-Investment (D) SCSp (#27) indirectly hold a 10% or greater interest in Fiber FinCo.

The EQT Fund entity that is a limited partner of Front Range Parent, LP (#9) and that holds a 10% or greater interest in Fiber FinCo is:

- 28. EQT Saber Lower Aggregator 1 LP
 - a. Jurisdiction of Formation: Delaware
 - b. Address: c/o EQT Partners, Inc., 1114 Avenue of the Americas, 45th Floor, New York, NY 10036
 - c. Principal Business: Holding Company
 - d. Interest Held: 25.75% equity / 25.75% deemed voting (indirectly as 45.96% limited partner of Front Range Parent, LP (#9))

The limited partner of EQT Saber Lower Aggregator 1 LP (#28) that holds a 10% or greater interest in Fiber FinCo is:

- 29. EQT Saber Upper Aggregator 1 LP
 - a. Jurisdiction of Formation: Delaware
 - b. Address: c/o EQT Partners, Inc., 1114 Avenue of the Americas, 45th Floor, New York, NY 10036
 - c. Principal Business: Holding Company
 - d. Interest Held: 16.76% equity / 16.76% deemed voting (indirectly as 65.10% limited partner of EQT Saber Lower Aggregator 1, LP (#28))

The limited partner of EQT Saber Upper Aggregator 1 LP (#29) that holds a 10% or greater interest in Fiber FinCo is:

- 30. EQT Saber Side Car (No. 2) EUR LP
 - a. Jurisdiction of Formation: Delaware
 - b. c/o EQT Partners, Inc., 1114 Avenue of the Americas, 45th Floor, New York, NY 10036
 - c. Principal Business: Holding Company

- d. Interest Held: 10.22% equity / 10.22% deemed voting (indirectly as 61.00% limited partner of EQT Saber Upper Aggregator 1, LP (#29))

The limited partner of EQT Saber Side Car (No. 2) EUR LP (#30) that holds a 10% or greater interest in Fiber FinCo is:

- 31. EQT Saber Side Car (No. 1) EUR SCS³⁵
 - a. Jurisdiction of Formation: Luxembourg
 - b. Address: 26A Boulevard Royal L-2449 Luxembourg, Grand Duchy of Luxembourg, Grand Duchy of Luxembourg
 - c. Principal Business: Holding Company
 - d. Interest Held: 10.12% equity / 10.12% deemed voting (indirectly as 98.98% limited partner of EQT Saber Side Car (No. 2) EUR LP (#30))

The General Partner of EQT Saber Lower Aggregator 2 LP (#26); EQT Saber Lower Aggregator 1 LP (#28); EQT Saber Upper Aggregator 1 LP (#29); and EQT Saber Side Car (No. 2) EUR LP (#30) is:

- 32. EQT Saber Topside GP LLC
 - a. Jurisdiction of Formation: Delaware
 - b. c/o EQT Partners, Inc., 1114 Avenue of the Americas, 45th Floor, New York, NY 10036
 - c. Principal Business: General Partner
 - d. Interest Held: 0% equity / 45% voting (indirectly as General Partner of EQT Saber Lower Aggregator 2 LP (#26); EQT Saber Lower Aggregator 1 LP (#28); EQT Saber Upper Aggregator 1 LP (#29); EQT Saber Side Car (No. 2) EUR LP (#30))

The General Partner of EQT Saber Side Car (No. 1) EUR SCS³⁵ (#31) is:

- 33. EQT Infrastructure IV (GP) SCS³⁶
 - a. Jurisdiction of Formation: Luxembourg
 - b. Address: 26A Boulevard Royal L-2449 Luxembourg, Grand Duchy of Luxembourg
 - c. Principal Business: General Partner
 - d. Interest Held: 0% equity / 45% voting (indirectly as General Partner of EQT Saber Side Car (No. 1) EUR SCS³⁵ (#31))

The General Partner of EQT Infrastructure IV (GP) SCS (#33) is:

- 34. EQT Infrastructure IV (General Partner), S.à r.l.
 - a. Jurisdiction of Formation: Luxembourg

³⁵ A Luxembourg Société Commandite Simple Speciale (“SCSp”) is most similar to a U.S. limited partnership.

³⁶ A Luxembourg Société en Commandite Simple (“SCS”) is most similar to a U.S. limited partnership.

- b. Address: 26A, Boulevard Royal, L-2449 Luxembourg, Grand Duchy of Luxembourg, Grand-Duchy of Luxembourg
- c. Principal Business: General Partner
- d. Interest Held: 0% equity / 45% voting (indirectly as General Partner of EQT Infrastructure IV (GP) SCS (#33))

The sole Limited Partner of EQT Infrastructure IV (GP) SCS (#33) is:

35. EQT Holdings Infrastructure IV Coöperatief U.A.³⁷

- a. Jurisdiction of Formation: Netherlands
- b. Address: Cornelis Schuytstraat 74; 1071JL Amsterdam; Netherlands
- c. Principal Business: Investment Holding Vehicle
- d. Interest Held: 0% equity / 45% voting (indirectly as limited partner of EQT Infrastructure IV (GP), SCS (#33)).

The Alternative Investment Fund Manager (“AIFM”) for the EQT Fund, and all of its investment vehicles is:

36. EQT Fund Management S.à r.l.³⁸

- a. Jurisdiction of Formation: Luxembourg
- b. Address: 26A, Boulevard Royal, L-2449 Luxembourg, Grand Duchy of Luxembourg, Grand-Duchy of Luxembourg
- c. Principal Business: Fund Manager
- d. Interest Held: AIFM of EQT Saber Lower Aggregator 2 LP (#26); EQT Saber Lower Aggregator 1 LP (#28); EQT Saber Upper Aggregator 1 LP (#29); EQT Saber Side Car (No. 2) EUR LP (#30); and EQT Saber Side Car (No. 1) EUR, SCSp (#31)

EQT Infrastructure IV (General Partner) S.à r.l. (#34) and EQT Saber Topside GP LLC (#32) are wholly owned by:

37. EQT Management S.à r.l.

- a. Jurisdiction of Formation: Luxembourg
- b. Address: 26A, Boulevard Royal, L-2449 Luxembourg, Grand Duchy of Luxembourg, Grand-Duchy of Luxembourg
- c. Principal Business: Fund Manager
- d. Interest Held: 0% equity / 45% voting (indirectly as 100% owner of EQT Infrastructure IV (General Partner), S.à r.l. (#34) and EQT Saber Topside GP LLC (#32))

³⁷ A U.A. entity is a Dutch cooperative association of members.

³⁸ A Luxembourg société à responsabilité limitée (“S.à r.l.”) is most similar to a U.S. limited liability company.

EQT Holdings Infrastructure IV Coöperatief U.A. (#35) is directly owned by:

38. EQT Holdings B.V.

- a. Jurisdiction of Formation: The Netherlands
- b. Address: Cornelis Schuytstraat 74; 1071JL Amsterdam, The Netherlands
- c. Principal Business: Investment Holding Vehicle
- d. Interest Held: 0% equity / 42.71% voting (indirectly as 94.92% limited partner of EQT Infrastructure IV Coöperatief U.A. (#35))

No other entity or person holding an ownership interest in EQT Holdings Infrastructure IV Coöperatief U.A. (#35) holds a 10% or higher ownership interest in Fiber FinCo.

EQT Holdings B.V. (#38), EQT Management S.à r.l. (#37) and EQT Fund Management S.à r.l. (#36) are 100% owned by:

39. EQT AB³⁹

- a. Jurisdiction of Formation: Sweden
- b. Address: BOX 16409, 103 27 Stockholm, Sweden
- c. Principal Business: Alternative Investments Group Holding Company
- d. Interest Held: 0% equity / 45% voting (indirectly as 100% direct owner of EQT Fund Management S.à r.l. (#36); EQT Management S.à r.l. (#37), and EQT Holdings B.V. (#38)).

EQT AB (#39) is publicly traded on the Stockholm, Nasdaq (ticker symbol: EQT) and is indirectly majority owned by its partners. No shareholders of EQT AB (#39) hold an indirect 10% or higher ownership interest in Fiber FinCo.

To Applicants' knowledge, no other person or entity, directly or indirectly, is expected to own or control a ten percent (10%) or greater interest in Fiber FinCo upon closing the transaction.

³⁹ A Swedish Aktiebolag ("AB") is most similar to a U.S. corporation.

EXHIBIT D

Foreign Carrier Affiliates of Fiber FinCo

Country(ies)	Affiliate Name	Description of the Company
Canada (WTO Member)	Zayo Canada Inc. ("Zayo Canada") A Canadian entity	Zayo Canada is a direct, wholly owned subsidiary of Zayo Group. Zayo Canada holds a BITS License and Registrations as a Competitive Local Exchange Carrier, Non-Dominant Carrier, Reseller of Telecommunications Services, Reseller of High Speed Internet Service, and Digital Subscriber Line Provider in Canada.
	Zayo Group UK Limited ("Zayo-UK") A UK entity	Zayo-UK is an indirect, wholly owned subsidiary of FR TopCo, LLC. Zayo-UK provides dedicated fiber networks primarily used for data services, lit services, and access to network facilities.
Germany (WTO Members)	Zayo Infrastructure Deutschland GmbH ("ZI-Deutschland") A German entity	ZI-Deutschland is an indirect, wholly owned subsidiary of FR TopCo, LLC. ZI-Deutschland provides dedicated fiber networks primarily used for data services, lit services, and access to network facilities.
	Deutsche Glasfaser	Deutsche Glasfaser deploys and operates fiber networks in Germany.
Ireland (WTO Member)	Emerald Bridge Fibres Limited ("Emerald Bridge") An Irish Entity	Zayo Group UK Limited, which is an indirectly, wholly owned subsidiary of FR TopCo, LLC, directly owns 50% of Emerald Bridge. Emerald Bridge is registered as an Authorized Undertaking with the Commission for Communications Regulation in Ireland and provides a subsea cable service between Dublin, Ireland and Anglesea, Wales, UK.

Country(ies)	Affiliate Name	Description of the Company
	<p>Zayo Infrastructure Ireland Ltd. ("ZI-Ireland")</p> <p>An Irish entity</p>	<p>ZI-Ireland is an indirect, wholly owned subsidiary of FR TopCo, LLC.</p> <p>ZI-Ireland provides dedicated fiber networks primarily used for data services, lit services, and access to network facilities.</p>
Belgium (WTO Member)	<p>Zayo Infrastructure Belgium NV ("ZI-Belgium")</p> <p>A Belgium entity</p>	<p>ZI-Belgium is an indirect, wholly owned subsidiary of FR TopCo, LLC.</p> <p>ZI-Belgium provides dedicated fiber networks primarily used for data services, lit services, and access to network facilities.</p>
	Fiberklaar	Fiberklaar deploys and operates fiber networks in Belgium.
France (WTO Member)	<p>Zayo Infrastructure France SA ("ZI-France")</p> <p>A French entity</p>	<p>ZI-France is an indirect, majority owned subsidiary of FR TopCo, LLC, with Allan Shaw and Sheldon Goldman each holding 1 share of the company. FR TopCo, LLC indirectly holds all the remaining shares in the company.</p> <p>ZI-France provides dedicated fiber networks primarily used for data services, lit services, and access to network facilities.</p>
Netherlands (WTO Member)	<p>Zayo Infrastructure Nederland B.V. ("ZI-Nederland")</p> <p>A Dutch entity</p>	<p>ZI-Nederland is an indirect, wholly owned subsidiary of FR TopCo, LLC.</p> <p>ZI-Nederland provides dedicated fiber networks primarily used for data services, lit services, and access to network facilities.</p>
	DeltaFiber	DELTA Fiber, an EQT portfolio company, provides competitive high-speed broadband, TV and fixed telephony to households and businesses in the Netherlands.
Switzerland (WTO Member)	<p>Zayo Infrastructure Switzerland AG ("ZI-Switzerland")</p> <p>A Swiss entity</p>	<p>ZI-Switzerland is an indirect, wholly owned subsidiary of FR TopCo, LLC.</p> <p>ZI-Switzerland provides dedicated fiber networks primarily used for data services, lit services, and access to network facilities.</p>

Country(ies)	Affiliate Name	Description of the Company
Singapore (WTO Member)	Zayo Singapore Pte. Ltd. ("Zayo-Singapore") A Singaporean entity	Zayo-Singapore is an indirect, wholly owned subsidiary of FR TopCo, LLC. Zayo-Singapore provides lit services, colocation and related services and holds a Service Based Operator (Individual) license.
Hong Kong (WTO Member)	Zayo Group (HK) Limited ("Zayo-HK") A Hong Kong entity	Zayo-HK is an indirect, wholly owned subsidiary of FR TopCo, LLC. Zayo-HK provides lit services, colocation and related services and holds a Service Based Operator (IVANS and Internet Access) license.
Australia (WTO Member)	Zayo Group Australia Pty. Ltd. ("Zayo-Au") An Australian entity	Zayo-Australia is an indirect, wholly owned subsidiary of FR TopCo, LLC. Zayo Australia provides lit services, colocation and related services.
Spain (WTO Member)	Zayo Infrastructure Spain, S.L. ("Zayo-Spain") A Spanish entity	Zayo-Spain is an indirect, wholly owned subsidiary of FR TopCo, LLC. Zayo-Spain holds a registration as an Electronic Communications Network Provider and Electronic Communications Service Provider with the "National Commission of Markets and Competition"
Italy (WTO Member)	Zayo Italy S.r.l. ("Zayo-Italy") An Italian entity	Zayo-Italy is an indirect, wholly owned subsidiary of FR TopCo, LLC. Zayo-Italy holds a registration as an Electronic Communications Network Provider and Electronic Communications Service Provider with the Italian Ministry of Economic Development.
South Africa (WTO Member)	Zayo Group South Africa (PTY) Ltd. ("Zayo-SA")	Zayo-SA is an indirect, wholly owned subsidiary of FR TopCo, LLC. Zayo-SA obtained an exemption from licensing requirements but provides resold lit services, colocation and related services.

Country(ies)	Affiliate Name	Description of the Company
Mexico (WTO Member)	Zayo Infrastructure Mexico, S. de R.L. de C.V. (“Zayo Mexico”)	<p>Zayo Mexico is a direct, majority owned (99.9%) subsidiary of Zayo Group.</p> <p>Zayo Mexico holds single Concession for Commercial Use (Concesión Única para Uso Comercial) to provide Public Telecommunications and Broadcasting Services in Mexico.</p>
United Kingdom (WTO Member)	Fibrespeed Limited (“Fibrespeed”)	<p>Fibrespeed is an indirect, wholly owned subsidiary of FR TopCo, LLC.</p> <p>Fibrespeed provides dedicated fiber networks primarily used for data services, lit services, and access to network facilities.</p>
	<p>Zayo Group UK Limited (“Zayo-UK”)</p> <p>A UK entity</p>	<p>Zayo-UK is an indirect, wholly owned subsidiary of FR TopCo, LLC.</p> <p>Zayo-UK provides dedicated fiber networks primarily used for data services, lit services, and access to network facilities.</p>
Japan (WTO Member)	Zayo Japan K.K. (“Zayo Japan”)	<p>Zayo Japan is an indirect, wholly owned subsidiary of FR TopCo, LLC.</p> <p>Zayo Japan provides internet access service, FTTH access service, IP-VPN service, wide area Ethernet service, domestic/international dedicated circuit service, and other internet-related services (e.g., DDOS protection) for domestic and international telecommunications services.</p>
Sweden (WTO Member)	Global Connect	<p>GlobalConnect, an EQT portfolio company, provides communication infrastructure across Sweden, Norway, Denmark, Finland and Northern Germany for enterprise customers, and under the brands of IP-Only in Sweden, Homenet in Norway and Onefiber in Denmark provides fiber network and services to urban and rural single family homes and multi-dwelling units in Sweden, Norway and Denmark.</p>

Country(ies)	Affiliate Name	Description of the Company
	Zayo Infrastructure Sweden AB (“Zayo-Sweden”) A Swedish entity	Zayo-Sweden is an indirect, wholly owned subsidiary of FR TopCo, LLC. Zayo-Sweden provides dedicated fiber networks primarily used for data services, lit services, and access to network facilities.
	Zayo Group UK Limited (“Zayo-UK”) A UK entity	Zayo-UK is an indirect, wholly owned subsidiary of FR TopCo, LLC. Zayo-UK provides dedicated fiber networks primarily used for data services, lit services, and access to network facilities.
Poland (WTO Member)	Zayo Group UK Limited (“Zayo-UK”) A UK entity	Zayo-UK is an indirect, wholly owned subsidiary of FR TopCo, LLC. Zayo-UK provides dedicated fiber networks primarily used for data services, lit services, and access to network facilities.
Romania (WTO Member)	Zayo Infrastructure France SA (“Zayo-France”) A French entity	Zayo-France is an indirect, wholly owned subsidiary of FR TopCo, LLC. Zayo-France provides dedicated fiber networks primarily used for data services, lit services, and access to network facilities.
Norway (WTO Member)	Zayo Group UK Limited (“Zayo-UK”) A UK entity	Zayo-UK is an indirect, wholly owned subsidiary of FR TopCo, LLC. Zayo-UK provides dedicated fiber networks primarily used for data services, lit services, and access to network facilities.
Malta (WTO Member)	Melita	Melita, an EQT portfolio company, provides high speed Internet, High-Definition Digital Television, Fixed Telephony and 5G Mobile to consumers and businesses in Malta

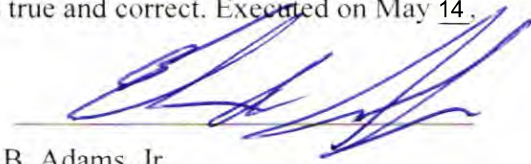
Certification

On behalf of Crown Castle Inc., Crown Castle Operating Company, Crown Castle Fiber LLC, Fiber NewCo LLC, Fiber AssetCo LLC, and Fiber AssetCo-CA LLC (collectively, the "Company"), I certify that all of the information contained in this Joint Application For Grant of Authority Pursuant to Section 214 of the Communications Act of 1934, as amended, and Sections 63.04 and 63.24 of the Commission's Rules to Transfer Control of a Company Holding Domestic and International Section 214 Authorizations and the Exhibits attached are true and correct to the best of my knowledge and belief.

Pursuant to 47 CFR § 63.18(q), I also certify that Company agrees:

1. To comply with all applicable Communications Assistance for Law Enforcement Act (CALEA) requirements and related rules and regulations, including any and all FCC orders and opinions governing the application of CALEA, pursuant to the Communications Assistance for Law Enforcement Act and the Commission's rules and regulations in Title 47, chapter I, part 1, subpart Z;
2. To make communications to, from, or within the United States, as well as records thereof, available in a form and location that permits them to be subject to a valid and lawful request or legal process in accordance with U.S. law, including but not limited to:
 - a. The Wiretap Act, 18 U.S.C. § 2510 et seq.;
 - b. The Stored Communications Act, 18 U.S.C. § 2701 et seq.;
 - c. The Pen Register and Trap and Trace Statute, 18 U.S.C. § 3121 et seq.; and
 - d. Other court orders, subpoenas or other legal process;
3. To designate a point of contact who is located in the United States and is a U.S. citizen or lawful U.S. permanent resident, for the execution of lawful requests and as an agent for legal service of process;
4. That Company is responsible for the continuing accuracy and completeness of all information submitted, whether at the time of submission of the application or subsequently in response to either the Commission or the Committee for the Assessment of Foreign Participation in the United States Telecommunications Services Sector's ("Committee") request, as required under section 1.65(a) of the Commission's rules, and to inform the Commission and the Committee of any substantial and significant changes while an application is pending;
5. That after the application is no longer pending for purposes of section 1.65 of the Commission's rules, Company will notify the Commission and the Committee of any changes in the authorization holder or licensee information and/or contact information promptly, and in any event within thirty (30) days; and
6. That Company understands that if it fails to fulfill any of the conditions and obligations set forth in the certifications set out in section 63.18(q) of the Commission's rules or in the grant of an application or authorization and/or that if the information provided to the United States Government is materially false, fictitious, or fraudulent, it may be subject to all remedies available to the United States Government, including but not limited to revocation and/or termination of the Commission's authorization or license, and criminal and civil penalties, including penalties under 18 U.S.C. § 1001.

I certify under penalty of perjury that the foregoing is true and correct. Executed on May 14, 2025.



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

Certification

On behalf of Fiber FinCo, LLC (the “Company”), I certify that all of the information contained in this Joint Application For Grant of Authority Pursuant to Section 214 of the Communications Act of 1934, as amended, and Sections 63.04 and 63.24 of the Commission’s Rules to Transfer Control of a Company Holding Domestic and International Section 214 Authorizations and the Exhibits attached are true and correct to the best of my knowledge and belief.

Pursuant to 47 CFR § 63.18(q), I also certify that the Company agrees:

1. To comply with all applicable Communications Assistance for Law Enforcement Act (CALEA) requirements and related rules and regulations, including any and all FCC orders and opinions governing the application of CALEA, pursuant to the Communications Assistance for Law Enforcement Act and the Commission’s rules and regulations in Title 47, chapter I, part 1, subpart Z;
2. To make communications to, from, or within the United States, as well as records thereof, available in a form and location that permits them to be subject to a valid and lawful request or legal process in accordance with U.S. law, including but not limited to:
 - a. The Wiretap Act, 18 U.S.C. § 2510 et seq.;
 - b. The Stored Communications Act, 18 U.S.C. § 2701 et seq.;
 - c. The Pen Register and Trap and Trace Statute, 18 U.S.C. § 3121 et seq.; and
 - d. Other court orders, subpoenas or other legal process;
3. To designate a point of contact who is located in the United States and is a U.S. citizen or lawful U.S. permanent resident, for the execution of lawful requests and as an agent for legal service of process;
4. That the Company is responsible for the continuing accuracy and completeness of all information submitted, whether at the time of submission of the application or subsequently in response to either the Commission or the Committee for the Assessment of Foreign Participation in the United States Telecommunications Services Sector’s (“Committee”) request, as required under section 1.65(a) of the Commission’s rules, and to inform the Commission and the Committee of any substantial and significant changes while an application is pending;
5. That after the application is no longer pending for purposes of section 1.65 of the Commission’s rules, the Company will notify the Commission and the Committee of any changes in the authorization holder or licensee information and/or contact information promptly, and in any event within thirty (30) days; and
6. That the Company understands that if it fails to fulfill any of the conditions and obligations set forth in the certifications set out in section 63.18(q) of the Commission’s rules or in the grant of an application or authorization and/or that if the information provided to the United States Government is materially false, fictitious, or fraudulent, it may be subject to all remedies available to the United States Government, including but not limited to revocation and/or termination of the Commission’s authorization or license, and criminal and civil penalties, including penalties under 18 U.S.C. § 1001.

CERTIFICATE OF SERVICE

I, Thomas J. Garrity, III, hereby certify that on this 23rd day of May 2025, a copy of the foregoing Supplement was served on the parties listed below via email and United States First Class Mail:

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/s/ Thomas J. Garrity, III
Thomas J. Garrity, III