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June 16, 2025

Via E-Filing

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

**Re: Docket No. A-2025-3055320
In the Matter of Joint Application of Crown Castle Operating Company,
Crown Castle Fiber LLC, and Small Cell HoldCo Inc. for Approval of a
General Rule Transaction Involving a Transfer of Control of a
Telecommunications Public Utility**

PUBLIC Response to Staff Inquiries

Dear Secretary Homsher:

On behalf of Small Cells HoldCo Inc., Crown Castle Operating Company, and Crown Castle Fiber LLC (collectively, the "Applicants"), enclosed for filing with the Pennsylvania Public Utility Commission is the **PUBLIC** Response of the Applicants to the Staff Inquiries for Review of Transactions issued on June 6, 2025.

Please note that a portion of the Response has been redacted from the public electronic filing as it contains confidential information. Specifically, a portion of the Response has been redacted from Confidential Attachment to Staff Inquiry 2 and Confidential Attachment to Staff Inquiry 11 as they contain confidential jurisdictional revenue and customer information (the "Confidential Information").

Applicants are providing under seal a confidential paper copy of the Response via overnight courier with the Confidential Information unredacted. Applicants respectfully request that access to the Confidential Information be limited to the Commissioners and Commission Staff who are involved in the consideration of the Application and that the non-public, confidential version of the responses not be posted to any public website or maintained in any public file or public filing room.

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

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Respectfully submitted,

/s/ Catherine G. Vasudevan

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Counsel for Applicants

cc: Marissa Boyle, Bureau of Technical Utility Services (via email)
Certificate of Service

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- 1. Identify the ultimate parent of each party to the transaction and the valuation of each.**

RESPONSE: The ultimate parent of Crown Castle Fiber LLC (“CCF” or “Licensee”) and Crown Castle Operating Company (“CCOC” or “Transferor”) is Crown Castle Inc. (“CCI”), a publicly traded corporation (NYSE: CCI) incorporated under the laws of the State of Delaware (CCI and its subsidiaries are collectively referred to as “Crown Castle”). According to Yahoo Finance, as of June 6, 2025, the market capitalization of CCI is \$43.09 billion and the enterprise value is \$72.70 billion. CCOC, CCF, and Small Cells HoldCo Inc. (“Small Cells HoldCo” or “Transferee”) (collectively, the “Applicants”) estimate that the total enterprise value of the small cell business segment and its operating entities, including CCF, is the purchase price associated with the Small Cell Transaction (as defined in the Application), which is approximately \$4.25 billion, subject to customary purchase price adjustments.

Small Cells HoldCo is a Delaware corporation created to aggregate the indirect ownership of the EQT Active Core Infrastructure Fund (“EQT Fund”), ultimately managed by affiliates of EQT AB (“EQT”), in connection with the indirect investment of the EQT Fund (and co-investors) in Small Cells HoldCo. EQT, founded in Sweden in 1994, is a leading alternative investments firm. As of December 31, 2024, EQT has more than EUR 269 billion (approximately \$305 billion) in total assets under management (including EUR 136 billion (approximately \$154 billion) in fee-generating assets under management) across more than 40 active funds.

- 2. Identify the Pennsylvania jurisdictional revenue of each party to the transaction and its Pennsylvania proportion of total revenue.**

RESPONSE: For jurisdictional revenues of CCF, please see Confidential Attachment to Staff Inquiry 2, Attachment 1. CCOC and Small Cells HoldCo do not have any Pennsylvania revenue.

- 3. Affirm that the transaction has not already taken place (i.e. is not Nunc Pro Tunc in nature) and that the transaction will not be consummated prior to receiving Commission approval. If not included in the filing, provide the known or anticipated transaction closing date.**

RESPONSE: The Small Cell Transaction has not yet been consummated and will not be consummated prior to receiving Commission approval. Applicants expect to close the Small Cell Transaction in the first half of 2026, or as soon as reasonably practicable following receipt of all required regulatory approvals.

- 4. Identify all jurisdictions where this or a related transaction has been filed and where approval is being sought. Provide the status of each filing. While pending in**

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Pennsylvania, identify any jurisdiction that acts on the transaction and describe the action taken. Provide updates as necessary.

RESPONSE: Applicants have filed requests for approval of the Small Cell Transaction with the FCC and certain state commissions, which are listed below along with the status of each approval request:

- Federal Communications Commission (“FCC”) – Pending (Domestic Section 214 Application);
- California Public Utilities Commission – Pending
- Connecticut Public Utilities Regulatory Authority – Pending, expect approval July 2, 2025
- District of Columbia Public Service Commission – Approved
- Georgia Public Service Commission – Approved
- Indiana Utility Regulatory Commission – Pending
- Louisiana Public Service Commission – Pending
- Maryland Public Service Commission – Pending
- Minnesota Public Utilities Commission – Pending
- Mississippi Public Service Commission – Pending
- Nebraska Public Service Commission – Pending
- New Jersey Board of Public Utilities – Pending
- New York Public Service Commission – Pending
- Ohio Public Utilities Commission – Deemed approved upon filing
- Texas Public Utility Commission – Pending
- Virginia State Corporation Commission – Pending
- West Virginia Public Service Commission – Pending, expect approval June 17, 2025

Applicants confirm that they will update the Commission of any jurisdiction that acts on the Small Cell Transaction and describe the action taken.

5. If any conditions are under consideration, imposed, or agreed to in any jurisdiction in which this or a related transaction is pending, please update the filing to include that information as it occurs.

RESPONSE: No conditions for the Small Cell Transaction are under consideration, imposed, or agreed to, other than to file consummation notice. Applicants agree to update the Commission if any conditions are imposed or agreed to in the future.

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- 6. Identify all Pennsylvania-specific impacts known, anticipated, or considered that will or may result in any fashion from the transaction.**

RESPONSE: As further described in the Application, Small Cells Holdco will continue to provide services to existing small cell 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 Small Cell Transaction will be implemented seamlessly and will not cause customer confusion or service interruptions. Further, the proposed Small Cell Transaction does not raise competition concerns as Small Cells HoldCo will operate as an independent provider of small cell services following closing, competing (as it does today) with a large number of outsourced small cell providers as well as the mobile network operators' first-party small cell infrastructure. The small cells business will continue to face vigorous competition in each of the markets it serves.

- 7. If synergies as to scope or scale, or merger savings, are posed as a substantial public benefit overall, identify each anticipated synergy and/or savings. Identify the financial or other value of those synergies and/or savings and explain how such value was calculated.**

RESPONSE: As further described in the Application, the proposed Small Cell Transaction serves the public interest by facilitating the reorganization of Crown Castle's network business into discrete fiber network and small cell segments, resulting in more efficient, streamlined operations that focus on serving customers in their respective sectors. Small Cells HoldCo will call upon EQT's financial and management expertise as it acquires ownership of Crown Castle's small cell business, in addition to the experienced employees that have operated the small cells business under Crown Castle's ownership, ensuring that CCF's managerial, technical, and operational standards will be maintained.

- 8. Identify whether any of the anticipated benefits of the transaction are expected to arise from the loss or potential loss of Pennsylvania jobs, tax revenues, facilities, or downsizing, or consolidation that affects Pennsylvania, or any other impact in Pennsylvania.**

RESPONSE: Applicants do not expect the Small Cell Transaction to result in the loss of Pennsylvania-based jobs, tax revenues, facilities, downsizing, or consolidation.

- 9. Identify the location and number of any employees, offices, or facilities of each party to the transaction that are located in Pennsylvania.**

RESPONSE:

Transferor and License Response: Below are the office locations in Pennsylvania where employees are located that support small cell operations. At this time, it has not yet been determined which locations may be owned post-transaction by the respective fiber and small cell businesses, although the office locations marked with an asterisk (*) will remain

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with CCI and CCI may lease space to the fiber and small cell businesses at the location marked with a hashtag (#).

- 2000 Corporate Drive, Canonsburg, PA 15317*
- 1500 Corporate Drive, Canonsburg, PA 15317*#

- 401 N Broad Street, Philadelphia, PA 19108
- 100 South Commons, Suite 142, Pittsburgh, PA 15212
- 5470 Allentown Pike, Temple, PA 19560
- 202 Titus Avenue, Warrington Township, PA 18976

Number of Employees in Pennsylvania: 376. It is not yet certain the number of PA employees that will be held by each of the respective fiber and small cell businesses post-transaction.

Small Cells HoldCo does not have any locations or employees in Pennsylvania.

10. Identify any functions, operations, or activities of any nature currently performed in or affecting Pennsylvania that may be impacted as a result of the transaction. Specifically, identify any operations that will be eliminated and any impact on Pennsylvania employment.

RESPONSE: Applicants do not expect that any functions, operations, or activities currently performed in or affecting Pennsylvania will be impacted as a result of the Small Cell Transaction. There are no plans to eliminate operations or reduce Pennsylvania employment in connection with the Small Cell Transaction.

11. Identify the number of Pennsylvania customers served by each party to the transaction.

RESPONSE: Please see Confidential Attachment to Staff Inquiry 11, Attachment 1 that identifies the number of Pennsylvania customers served by CCF. CCOC and Small Cells HoldCo do not have Pennsylvania customers.

12. Identify all service markets (e.g., local exchange market, special access market) in Pennsylvania in which each party to the transaction or any affiliates participate.

RESPONSE: CCF participates in the Competitive Access Provider (“CAP”) market in Pennsylvania. Small Cells HoldCo’s affiliate Zayo Group, LLC (“Zayo Group”) participates in the competitive access services market, competitive local exchange market, and facilities-based and resold interexchange markets, and its affiliate Zayo Northeast, LLC (“Zayo NE”) participates in the competitive access services market.

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13. Identify all geographic areas in Pennsylvania in which the Applicant(s), affiliates, or any other entities affected by the transaction offer services.

RESPONSE: CCF offers its CAP services in Pennsylvania on a statewide basis. CCOC does not offer services in Pennsylvania.

Transferee's affiliates Zayo Group and Zayo NE offer services on a statewide basis.

14. Identify any and all unaffiliated providers offering the same or competitive services as those of the Applicant(s) in the same geographic locales within Pennsylvania. Reference to all certificated carriers on file at the Commission will not be considered an acceptable or complete response.

RESPONSE: The competitors of CCF's small cell operations include but are not limited to the following: Verizon, AT&T, T-Mobile, and Extenet.

15. If the transaction is pending before the Federal Communications Commission (FCC), the U.S. Department of Justice (DOJ), or any other federal agency, please provide unexpurgated copies of responses provided to the FCC, DOJ, or other staff inquiries and data requests.

RESPONSE: The FCC Section 214 application, supplemented as Exhibit C to the Application, remains pending at the FCC. Applicants are actively discussing their filing of a Hart-Scott-Rodino ("HSR") Act pre-merger notification with the Department of Justice.

16. While the transaction remains pending before the Commission, provide updates to the status of the transaction or of any changes to the application at the federal level as soon as they occur.

RESPONSE: Applicants confirm that they will provide updates to the status of the Small Cell Transaction or of any changes to the Application at the federal level as soon as they occur.

17. If the proposed transaction involves a foreign interest, describe in detail why state regulatory action on the proposed transaction would not be adverse to national security while DOJ approval remains pending.

RESPONSE: CCOC and Small Cells HoldCo have filed an application seeking FCC approval for the transfer of control of CCF's domestic Section 214 authorization in connection with the Small Cell Transaction. A copy of this filing was provided as a supplement to the Application in this docket. The FCC's *Executive Branch Foreign Ownership Review Order*¹ identifies categories of applications that the FCC generally excludes from referral

¹ 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*").

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to the Executive Branch, including “standalone” applications to transfer control of domestic Section 214 authority.² As the FCC application involves the transfer of ownership of a licensee that will hold only domestic Section 214 authority following the closing of the Small Cell Transaction, CCOC and Small Cells HoldCo respectfully requested that the FCC application not be referred to the Executive Branch consistent with this exclusion. However, the Small Cell Transaction remains subject to potential referral to and review by the Committee for the Assessment of Foreign Participation in the United States Telecommunications Services Sector (“Team Telecom”), which may review the Small Cell Transaction for national security and law enforcement risks. The Small Cell Transaction is also subject to review by CFIUS, which reviews controlling and certain non-controlling, non-passive foreign investments in U.S. businesses to assess their potential impact on U.S. national security. Because FCC and CFIUS approvals are conditions to closing the Small Cell Transaction under the terms of the Stock Purchase Agreement, state regulatory action on the proposed Small Cell Transaction will not prejudice the ability of the federal government to fully consider, assess, and address the potential impact of any foreign interests in Small Cell HoldCo’s ownership structure as a result of the Small Cell Transaction.

Moreover, the existing upstream foreign ownership of Zayo Group Holdings, Inc. (together with its subsidiaries, “Zayo”), including EQT, has already been reviewed and approved as the FCC approved the foreign ownership of Zayo in 2020 (the “*Zayo/EQT Approval*”), including review and approval of a Section 310(b) Petition for Declaratory Ruling issued by the FCC’s International Bureau.³ As a result of the Executive Branch Review that occurred in connection with the *Zayo/EQT 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.⁴ As the LOA provides for ongoing Executive Branch oversight of EQT’s operations and will remain in effect while the instant Small Cell Transaction remains pending, this provides an additional reason why state regulatory action will not have any adverse impact on national security.

² *Id.* at 10936, ¶ 25.

³ 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 (Feb. 6, 2020).

⁴ See *Letter of Agreement by and between U.S. Department of Justice, U.S. Department of Homeland Security, and Zayo Group Holdings, Inc.*, p. 18, ¶ 46 (Jan. 21, 2020). The LOA was executed as a condition of the EQT/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).

VERIFICATIONS

VERIFICATION

I, Edward B. Adams, Jr., hereby declare that I am Executive Vice President and General Counsel of Crown Castle Inc.; that I am authorized to make this Verification on behalf of the Crown Castle Inc. and its subsidiaries, including Crown Castle Operating Company and Crown Castle Fiber LLC (collectively, the “Company”); that the foregoing filing was prepared under my direction and supervision; and that the contents with respect to the Company are true and correct to the best of my knowledge, information, and belief; and that I expect to be able to prove the same at a hearing held in this matter. I understand that the statements herein are made subject to the penalties of 18 Pa.C.S. § 4904 (relating to un-sworn falsification to authorities).

Dated: June 16, 2025




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

VERIFICATION

I, Joseph Turley, hereby declare that I am Director of Small Cells HoldCo Inc. (the “Company”); that I am authorized to make this Verification on behalf of the Company; that the foregoing filing was prepared under my direction and supervision; and that the contents with respect to the Company and its affiliates are true and correct to the best of my knowledge, information, and belief; and that I expect to be able to prove the same at a hearing held in this matter. I understand that the statements herein are made subject to the penalties of 18 Pa.C.S. § 4904 (relating to un-sworn falsification to authorities).

Dated: June 16 , 2025

DocuSigned by:

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Joseph Turley
Director
Small Cells HoldCo Inc.

VERIFICATION

I, Michal Augustyn, hereby declare that I am Secretary of Small Cells HoldCo Inc. (the “Company”); that I am authorized to make this Verification on behalf of the Company; that the foregoing filing was prepared under my direction and supervision; and that the contents with respect to the Company and its affiliates are true and correct to the best of my knowledge, information, and belief; and that I expect to be able to prove the same at a hearing held in this matter. I understand that the statements herein are made subject to the penalties of 18 Pa.C.S. § 4904 (relating to un-sworn falsification to authorities).

Dated: June 16, 2025

DocuSigned by:



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Michal Augustyn
Secretary
Small Cells HoldCo Inc.

CERTIFICATE OF SERVICE

I, Nicholas D. Paniagua, hereby certify that on this 16th day of June 2025, a copy of the foregoing Responses of the Applicants to Staff Inquiries for Review of Transactions was served on the parties listed below via email and United States First Class Mail:

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/s/ Nicholas D. Paniagua

Nicholas D. Paniagua