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July 22, 2025

VIA ELECTRONIC FILING

Matthew Homsher, Secretary
Pennsylvania Public Utility Commission:
Commonwealth Keystone Building
400 North Street
Harrisburg, PA 17210

**Re: Joint Application of Cablevision Lightpath LLC and United Federal Data of Pennsylvania, LLC for Approval of a General Rule Transaction Resulting in a of Control
Docket No. A-2025-_____**

Dear Secretary Homsher:

Enclosed for filing please find the above-referenced Joint Application of Cablevision Lightpath LLC (“Lightpath”) and United Federal Data of Pennsylvania, LLC (“UFD-PA”, and collectively with Lightpath, “Applicants”) seeking Commission approval for general rule transaction resulting in a change of control of UFD-PA.

The fee for this filing is being remitted through the Commission’s electronic filing system. Copies of this filing have been served in accordance with the attached Certificate of Service. If you have any questions, please do not hesitate to contact me. Thank you.

Respectfully submitted,

/s/ Michael A. Gruin

Michael A. Gruin

*Counsel for Cablevision Lightpath LLC
and United Federal Data of
Pennsylvania, LLC*

Enc.

Cc: Phil Marchesiello
Karen Milne

**BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

Joint Application of)
)
Cablevision Lightpath LLC)
United Federal Data of Pennsylvania, LLC) Docket No. A-2025-_____
)
)
For Approval of a General Rule Transaction)
Resulting in a Change of Control)

**JOINT APPLICATION FOR
APPROVAL OF A GENERAL RULE TRANSACTION
RESULTING IN A CHANGE OF CONTROL**

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*Counsel for Cablevision Lightpath
LLC and United Federal Data of
Pennsylvania, LLC*

Date: July 22, 2025

**BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

Joint Application of)
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Cablevision Lightpath LLC)
United Federal Data of Pennsylvania, LLC) Docket No. A-2025-_____
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**JOINT APPLICATION FOR
APPROVAL OF A GENERAL RULE TRANSACTION
RESULTING IN A CHANGE OF CONTROL**

Pursuant to 66 Pa. C.S. §§ 1102-1103 and the Pennsylvania Public Utility Commission (“Commission”) regulations on Abbreviated Procedures for Review of Transfer of Control of Telecommunications Public Utilities at 52 Pa. Code § 63.321-63.325, Cablevision Lightpath LLC (“Lightpath”) and United Federal Data of Pennsylvania, LLC (“UFD-PA” or “Licensee”) (collectively, the “Applicants”), by their undersigned counsel, respectfully request approval from this Commission for an internal restructuring that will result in a change of direct control of Licensee. Specifically, the Applicants seek approval to insert two newly formed holding companies, Lightpath Guarantor LLC (“Lightpath Guarantor”) and Lightpath Issuer LLC (“Lightpath Issuer”), into the controlling chain of ownership of Licensee (“Transaction”). Ultimate ownership and control of Licensee, which will continue to be an indirect subsidiary of Lightpath, will not change as a result of the Transaction.

The Transaction will have no impact on the day-to-day operations or control of Applicants and is being effectuated merely to facilitate Applicants’ participation in certain financing arrangements that will enhance Licensee’s operations by providing capital necessary to enable Lightpath to pay off existing debt and fund future growth and expansion, all of which will improve

Applicants' collective fiber broadband networks and operations.¹ However, as the proposed Transaction will result in the transfer of more than 20% of the indirect control of UFD-PA, the Applicants respectfully request that the Commission expeditiously approve this Joint Application as a General Rule Transaction pursuant to 52 Pa. Code § 63.324(a)(2).

I. DESCRIPTION OF APPLICANTS

Cablevision Lightpath LLC (Transferor). Lightpath is a Delaware limited liability company with its headquarters located at 1111 Stewart Avenue, Bethpage, New York 11714. Launched in the late 1980s, Lightpath has grown to become an industry leader in the provision of competitive, high-quality, fiber optic-based communications services to business customers. Lightpath's service offerings include ethernet, data transport, IP-based virtual private networks, Internet access, and telephony services, including session-initiated protocol trunking and voice over internet protocol services. Lightpath also provides managed services to businesses, including hosted telephony services, managed WiFi, managed desktop and server backup, and managed collaboration services, including audio and web conferencing. In addition, the company offers fiber-to-the-tower services to wireless carriers. As of December 31, 2024, approximately 16,800 locations were connected to Lightpath's fiber network, which is composed of approximately 11,300 unique route miles of fiber,² including owned route miles and route miles utilized pursuant to indefeasible rights of use.

Lightpath is a direct, wholly owned subsidiary of Lightpath Holdings LLC and is indirectly ultimately controlled by Altice USA, Inc., which owns 50.01% of the voting and equity of

¹ Applicants, together with Lightpath Guarantor and Lightpath Issuer, are separately filing submitting a Joint Abbreviated Securities Certificate regarding the financing arrangements ("Financing Arrangements" and, with the Transaction, the "Transactions").

² "Unique route miles" reflect the total aggregate distance measured in miles of all routes contained within the network and does not include multiple overlapping sheaths on similar routes.

Lightpath. NHIP III Lantern Holding LLC, which is owned and controlled by funds advised and managed by Morgan Stanley Infrastructure Inc., indirectly hold or have the right to vote a 49.71% minority, non-controlling interest in Lightpath.³

Lightpath or its subsidiaries hold state-level certificates of public convenience and necessity (“CPCNs”) and telecommunications registrations in 14 states.⁴ In addition, Lightpath holds an international Section 214 authorization and several private microwave wireless licenses issued by the Federal Communications Commission (“FCC”).⁵

United Federal Data of Pennsylvania, LLC (Utility Code 3115379). UFD-PA is a Pennsylvania limited liability company with its headquarters located at 210 York Street, York, Pennsylvania 17403. UFD-PA is a wholly owned subsidiary of Lightpath. UFD-PA holds a Certificate of Public Convenience granted by the Commission effective April 4, 2013, to provide telecommunication services as a Competitive Access Provider (Docket No. A-2012-2340487).⁶

³ See *Morgan Stanley Infrastructure Partners*, MORGAN STANLEY, <https://www.morganstanley.com/im/en-us/individual-investor/about-us/people-and-teams/investment-teams/infrastructure-team.html> (last visited July 11, 2025).

⁴ These states are Arizona, Connecticut, Florida, Georgia, Massachusetts, Maryland, Minnesota, New Jersey, New York, Ohio, Pennsylvania, Utah, Tennessee, and Virginia. Only Connecticut, Florida, Massachusetts, Maryland, New Jersey, New York, Pennsylvania, and Virginia are participating in the Transactions. To the extent required under applicable state law, Petitioners will file any applications or notifications required by state public service commissions in connection with Lightpath’s CPCNs in these states.

⁵ Applicants will file with the FCC all applications and notifications for the Transaction required by the FCC’s rules.

⁶ *In re the Application of United Federal Data of Pennsylvania, LLC for approval to offer, render, furnish, or supply telecommunications services as a Competitive Access Provider to the Public in the Commonwealth of Pennsylvania*, Docket No. A-2012-2340487, Order (Feb. 28, 2013). Lightpath acquired UFD-PA after receipt of the requisite regulatory approvals, including approval of the Commission. See *In re Joint Application of United Fiber & Data LLC and Cablevision Lightpath LLC for Authority to Transfer of Indirect Control of United Federal Data of Pennsylvania, LLC*, Docket No. A-2024-3049630, Letter (Jan. 10, 2025).

Lightpath Issuer LLC. Lightpath Issuer is a newly formed Delaware holding company created solely for purposes of the transactions described herein. Following consummation of the Transaction, Lightpath Issuer will be (i) an indirect, wholly owned subsidiary of Lightpath, and (ii) the direct parent of UFD-PA.⁷ Its formation does not in any manner affect the existing ultimate ownership of the Applicants or in any way affect their services or operations.

II. DESIGNATED CONTACTS

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

Christopher Yost
General Counsel
Cablevision Lightpath LLC
1111 Stewart Avenue, Bethpage, NY 11714
Christopher.yost@lightpathfiber.com

With copies to:

Michael A. Gruin
Stevens & Lee
17 North Second Street, 16th Floor
Harrisburg, PA 17101
Tel: (717) 255-7365
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Phillip Marchesiello
Karen Milne
Wilkinson Barker Knauer, LLP
1800 M Street, NW, Suite 800N
Washington, DC 20036
Tel: (202) 383-3343

⁷ Upon consummation of the proposed Transaction, Lightpath Issuer will be a direct subsidiary of Lightpath Guarantor, a newly formed Delaware holding company created solely for purposes of the Transactions. Lightpath Guarantor, in turn, will be a direct, wholly owned subsidiary of Lightpath and the indirect parent of the Licensee. Its formation does not in any manner affect the existing ultimate ownership of the Applicants or in any way affect their services or operations.

Email: pmarchesiello@wbklaw.com
kmilne@wbklaw.com

III. DESCRIPTION OF THE TRANSACTION

Applicants seek approval from the Commission for the Transaction, which supports the public interest as further described below.

As set forth in Exhibit A, the Licensee is currently owned and controlled by Lightpath and, upon consummation of the Transaction, will continue to be owned and controlled by Lightpath. The Transaction simply involves the insertion of two newly created holding companies, Lightpath Issuer and Lightpath Guarantor, into the chain of ownership of the Licensee. Specifically, in order to facilitate the financing arrangements, following Commission approval, Lightpath Issuer will hold 100 percent of the voting and equity interests of, and will be the parent of, the Licensee.⁸ Lightpath Guarantor will hold 100 percent of the voting and equity interests of Lightpath Issuer, and will be 100 percent owned and controlled by Lightpath. Therefore, the Transaction will have no effect on the ultimate ownership or control of the Licensee. Nor will it have any impact on Lightpath, which will remain a direct, wholly owned subsidiary of Lightpath Holdings LLC, and will continue to be indirectly, ultimately controlled by Altice USA, Inc.

IV. PUBLIC INTEREST CONSIDERATIONS

The Transaction will unleash significant public interest benefits to Pennsylvania consumers without posing any risks of consumer harm. The Transaction will be imperceptible and transparent to the Applicants' customers and will not affect the rates, terms and conditions of the regulated services that Applicants provide to customers in Pennsylvania. It will not result in the assignment of the Applicants' licenses, assets, or customers, and it will have no impact on the day-to-day

⁸ Lightpath Issuer will be the direct parent of UFD-PA.

operations of the Applicants. The Transaction also will not adversely affect the employment markets in the areas served by the Applicants and will not reduce competition in the Applicants' markets in any way. Rather, the Transaction will place the Applicants in a stronger competitive position by enhancing their business operations and service capabilities to better satisfy evolving marketplace demands. Because the Transaction is an essential component of the Financing Arrangements, which will serve the public interest, and the Transaction cannot pose any adverse effect on the Applicants' customers or the markets that the Applicants serve, the Commission should approve the Transaction pursuant to 52 Pa. Code § 63.324(a)(2).⁹

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

Pursuant to 52 Pa. Code § 63.324(d), Applicants provide the following information:

1. *Description of Applicants*: Please see Sections I and III.
2. *Jurisdiction of Applicants*: Please see Sections I and III.
3. *Points of Contact*: Please see Section II.
4. *Ownership Information*: Please see Section I.
5. *Description of the Transaction*: Please see Sections I and III, and Exhibit A.
6. *Services and Service Territories Affected*: No services or service territories subject to the Commission's jurisdiction will be adversely affected by the Transaction. The Transaction merely involves the insertion of two newly created holding companies, Lightpath Issuer and Lightpath Guarantor, into the chain of ownership of the Licensee. The Applicants will continue to provide the same services in the same locations in Pennsylvania before and after the proposed Transaction.
7. *Categorization of Transaction*: The Transaction involves a transfer of more than 20 percent of the indirect control of the Licensee and therefore qualifies as a General Rule Transaction per 52 Pa. Code § 63.324(a)(2).
8. *Identification of Related Transactions*: As explained above, the Transaction is being undertaken to facilitate Applicants' participation in the Financing Arrangements. The Financing Arrangements will enhance Applicants' operations by providing capital

⁹ 52 Pa. Code § 63.324(a)(2).

necessary to pay off existing debt and fund future growth and expansion, all of which will improve Applicants' collective fiber broadband networks and operations. Applicants, together with Lightpath Guarantor and Lightpath Issuer, are separately filing with the Commission a Joint Abbreviated Securities Certificate regarding the Financing Arrangements.

9. Special Considerations: No party to the proposed Transaction is facing imminent business failure.
10. Waivers Sought: None.
11. Promotion of Public Interest and Impacts on Competition: Applicants verify the facts and allegations set forth in Section IV above demonstrate that the Transaction will affirmatively promote the service, accommodation, convenience, and safety of the public in several substantial ways, as required by state law; that approval is necessary or proper for the service, accommodation, convenience, or safety of the public; and that the proposed Transaction will benefit and not adversely affect competition in Pennsylvania because it will not result in a reduction of competitors, additional sources of capital and managerial resources will be available to Licensee as a result of the Transaction, and customers will continue to have access to the same competitive alternatives they have today.
12. Compliance: Upon information and belief, it is verified that Licensee, UFD-PA, is in compliance with Commission obligations and filings. Applicants verify that no Applicant has been party to any state or federal proceedings over the last three years involving allegations of violations of state or federal requirements.
13. Customer Notice: Applicants verify that, per 52 Pa. Code § 63.324(g), customer notice is not required or needed in this instance because the Transaction will not involve a "change in conditions of service or rates."
14. Utility Certificate: Applicants verify the information in Section I of this application listing the Licensee's utility certificate, a copy of which is attached in Appendix B.
15. Tariffs: Insofar as any of Applicants' services are subject to tariffs, Applicants verify that the proposed Transaction will have no effect on those tariffs. Any tariff changes sought by Applicants in the future will be made pursuant to normal Commission procedures.
16. Affiliate Interest Agreements: Each Applicant verifies that the Transaction will have no effect on any affiliated interest agreements of Applicant, if any.
17. Federal and State Proceedings: Applicants verify that no state or federal regulatory agency is expected to undertake an informal or formal investigation, complaint, or proceeding relating to the proposed Transaction, except for public utility commission reviews typically required for such transactions or financing arrangements. Applicants anticipate that all applications relating to the Transaction and the financing arrangements will be reviewed and approved by the foregoing jurisdictions pursuant to their normal processes.

18. Organizational Charts: Charts depicting Applicants' ownership structure before and after the proposed Transaction are attached as Exhibit A.
19. Federal Applications: Lightpath holds several private microwave industrial/business pool licenses issued by the FCC and will file the required applications seeking FCC approval for the Transaction as related to these licenses. In addition, Lightpath holds an international Section 214 authorization granted by the FCC. *See* FCC File No. ITC-214-19940218-00025. Pursuant to Section 63.24(d) of the FCC's rules, 47 C.F.R. § 63.24(d), a transfer of control of an international Section 214 authorization that does "not result in a change in the actual controlling party" is considered non-substantial or *pro forma*, and not subject to FCC approval. Instead, Section 63.24(f)(2) of the FCC's rules, 47 C.F.R. § 63.24(f)(2), requires only that a notice filing be made to the FCC within 30 days *after* a *pro forma* transfer of international Section 214 authority is consummated. Accordingly, because the Transaction is a *pro forma* transaction for purposes of the FCC's rules, Applicant will file the required notice with the FCC after the transaction is consummated.
20. Effect of Transaction on Capital Structure: Each Applicant verifies that the public effect of the proposed Transaction on the capital structure of the applicable Applicant is, and over the next five years is expected to be, non-negative.
21. Broadband Commitment Compliance: Applicants verify that this item is not applicable.
22. Not Eligible Telecommunications Carriers ("ETCs"): Applicants verify that they are not ETCs in Pennsylvania.
23. Cross-Subsidization: Applicants verify that this item is not applicable. Nevertheless, the proposed Transaction described in this application complies with any applicable prohibition against cross-subsidization imposed under Federal or State law.

VI. CONCLUSION

For the reasons stated above, Applicants respectfully submit that the public interest, convenience, and necessity would be served by expeditious grant of this Application to permit Applicants to participate in the Transaction described above. Applicants further request that the Commission approve this application as a General Rule Transaction pursuant to 52 Pa. Code § 63.324.

Respectfully submitted,

/s/ Michael A. Gruin
Michael A. Gruin

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*Counsel for Cablevision Lightpath LLC and
United Federal Data of Pennsylvania, LLC*

Date: July 22, 2025

List of Exhibits

Exhibit A	Structure Charts Before and After Consummation of Transaction
Exhibit B	Utility Certificate of United Federal Data of Pennsylvania, LLC
Exhibit C	Verification of Christopher Yost, Secretary, Cablevision Lightpath LLC

EXHIBIT A
OWNERSHIP STRUCTURE OF THE APPLICANTS PRIOR TO TRANSACTION

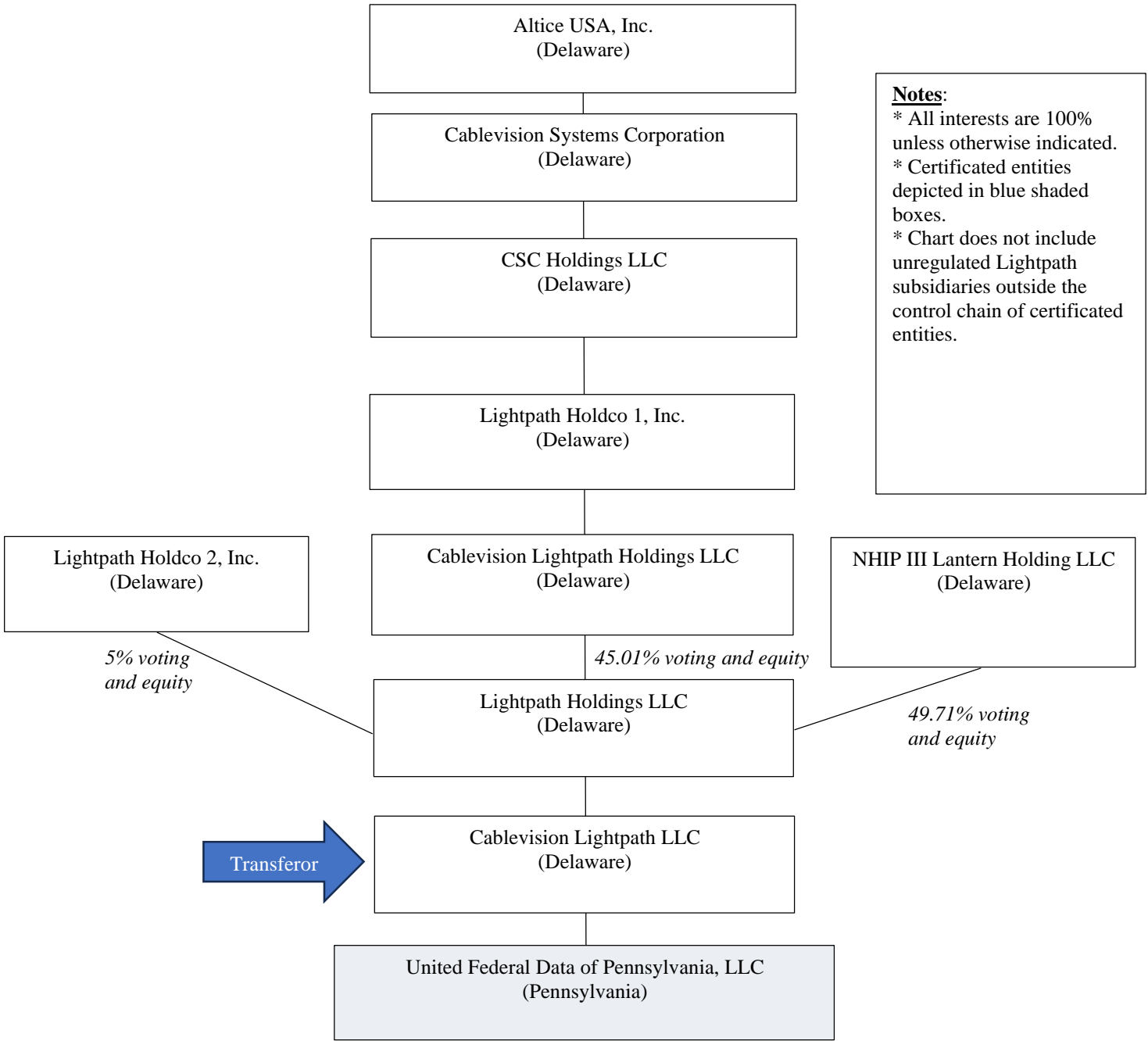


EXHIBIT A
OWNERSHIP STRUCTURE OF THE APPLICANTS AFTER TRANSACTION

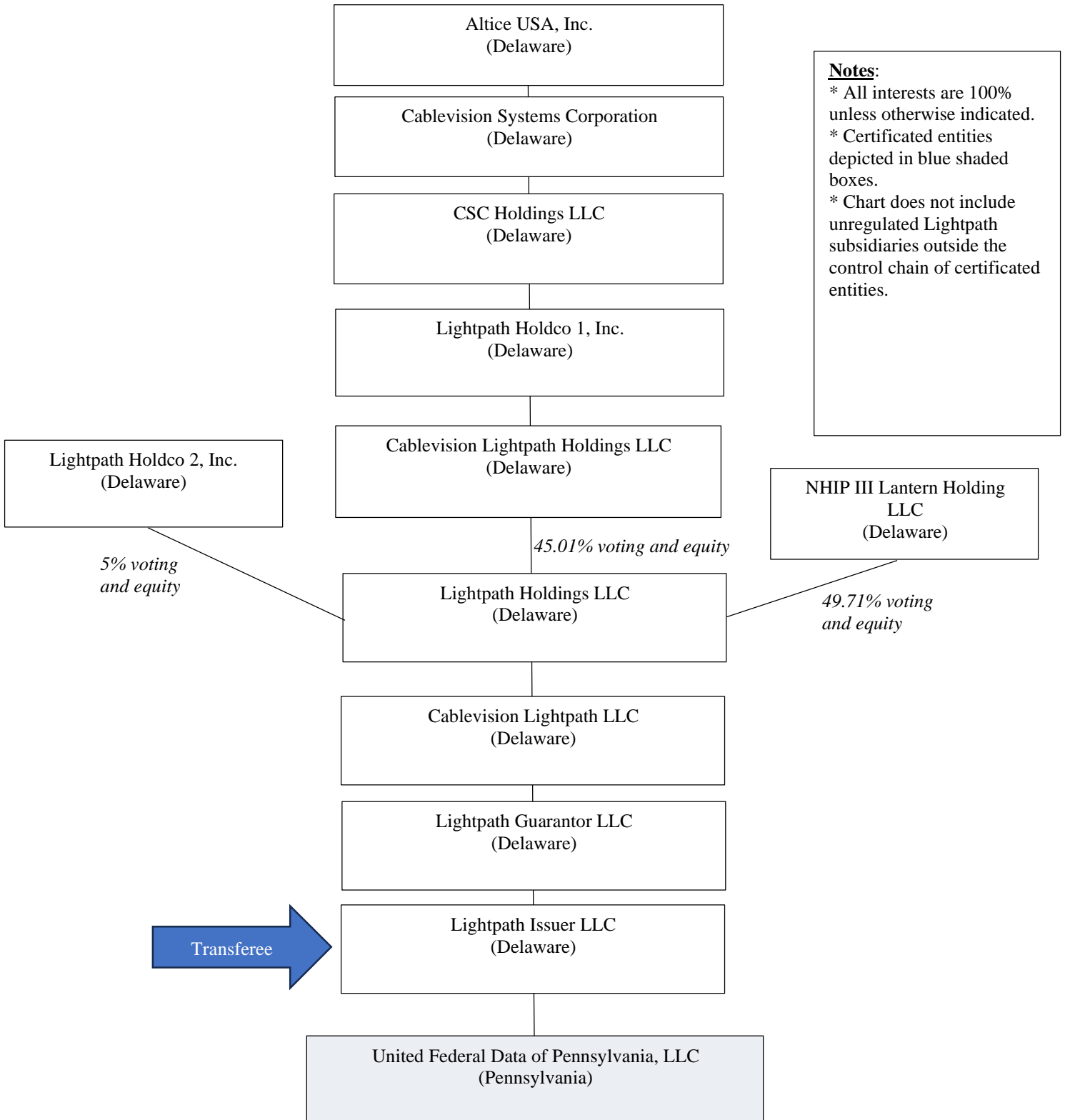


EXHIBIT B
INITIAL GRANT OF UTILITY CERTIFICATE

PENNSYLVANIA
PUBLIC UTILITY COMMISSION

IN THE MATTER OF THE APPLICATION OF DOCKET NO: A-2013-2340487

Application of United Federal Data of Pennsylvania, LLC for approval to offer, render, furnish or supply telecommunication services as a Competitive Access Provider to the public the Commonwealth of Pennsylvania.

Effective Date: April 4, 2013

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

In Witness Whereof, The PENNSYLVANIA PUBLIC UTILITY COMMISSION has caused these presents to be signed and sealed, and duly attested by its secretary at its office in the city of Harrisburg this 4TH DAY OF APRIL 2013.


Secretary

EXHIBIT B
TRANSFER OF CONTROL OF UTILITY CERTIFICATE

PENNSYLVANIA
PUBLIC UTILITY COMMISSION

IN THE MATTER OF THE APPLICATION OF DOCKET NO: A-2024-3049630

Joint application of United Fiber & Data, LLC and Cablevision Lightpath LLC for authority to transfer indirect control of United Federal Data of Pennsylvania, LLC.

Effective Date: January 10, 2025

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

In Witness Whereof, The PENNSYLVANIA PUBLIC UTILITY COMMISSION has caused these presents to be signed and sealed, and duly attested by its secretary at its office in the city of Harrisburg this 10th day of January, 2025.


Secretary

**EXHIBIT C
VERIFICATION**

See attached

VERIFICATION

I, Christopher Yost, state that I am the General Counsel and Secretary of Cablevision Lightpath LLC (“Lightpath”). I am authorized to make this verification on behalf of Lightpath, Lightpath Guarantor, Lightpath Issuer, and United Federal Data of Pennsylvania, LLC. I hereby state that all facts pertaining to the foregoing entities set forth above are true and correct to the best of my knowledge, information and belief and that I expect to be able to prove the same at any hearing held in this matter. I specifically state that all statements pertaining to the foregoing entities required to be verified under 52 Pa. Code § 63.324(d) are true and correct to the best of my knowledge, information and belief and that I expect to be able to prove the same at any hearing held in this matter. I understand that the statements herein are made subject to the penalties of 18 Pa. C.S. § 4904 (relating to unsworn falsification to authorities). I declare under the penalty of perjury under the laws of the State of Pennsylvania that the foregoing is true and correct.

Signed by:



Christopher Yost

General Counsel and Secretary
Cablevision Lightpath LLC

Executed this 2nd day of July 2025

CERTIFICATE OF SERVICE

I, Michael A. Gruin, hereby certify that on the 22nd day of July 2025, a copy of the foregoing Joint Application was served upon the persons listed below in the manner indicated in accordance with the requirements of 52 Pa. Code Section 1.54:

Office of Consumer Advocate
555 Walnut Street
5th Floor, Forum Place
Harrisburg, PA 17101-1923

Office of Small Business Advocate
555 Walnut Street
1st Floor, Forum Place
Harrisburg, PA 17101

Office of Attorney General
Bureau of Consumer Protection
16th Floor, Strawberry Square
Harrisburg, PA 17120

/s/ Michael A. Gruin

Michael A. Gruin

Dated: July 22, 2025