

# Stevens & Lee

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July 18, 2025

## VIA HAND DELIVERY

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

**Re: Joint Application of Archtop Fiber LLC, Hancock Telephone Company, Inc.,  
and Hancock Long Distance, Inc. for Approval of a General Rule  
Transaction Resulting in a Change of Control  
Responses to Data Request TUS 1  
Docket Nos.: A-2025-3055628; A-2025-3055629; A-2025-3055630**

Dear Secretary Homsher:

Enclosed please find the verified responses of Archtop Fiber LLC, Hancock Telephone Company, Inc., and Hancock Long Distance, Inc. (collectively, the "Applicants") to the TUS Set I Data Request issued in the above-referenced matter.

Please note that the response to Request No. 1 includes confidential information which is being submitted separately in a Confidential Attachment for filing under seal. Due to the non-public nature of the information contained in the Confidential Attachment, the Applicants respectfully request that the Confidential Attachment be accorded full confidential treatment.

Should you have any questions regarding the responses, please contact us.

Respectfully submitted,  
STEVENS & LEE



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Michael A. Gruin  
*Counsel for Applicants*

## Enclosures

cc: Bambi Reese, TUS (bamreese@pa.gov)  
Phil Marchesiello  
Karen Milne  
Keith Taub  
Kevin Culver

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**Responses of Archtop Fiber LLC (“Archtop”), Hancock Telephone Company, Inc. (“HTC”), and Hancock Long Distance, Inc. (“HLD”) to Data Request TUS 1**

**Docket Nos.: A-2025-3055628; A-2025-3055629; A-2025-3055630**

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

**RESPONSE:** Archtop Fiber Holdings LLC is the ultimate parent of Archtop Fiber LLC (“Archtop”), Hancock Telephone Company, Inc. (“HTC”), and Hancock Long Distance, Inc. (“HLD”). *See confidential attachment* for information regarding valuation of HTC and its subsidiaries.

The ultimate owner (controlling party) of Archtop Fiber Holdings LLC is Post Road Group GP LLC (“Post Road Group”), a Delaware limited liability company with its principal office located at 2 Landmark Square, Stamford, CT 06901, owned by Kevin Davis (through his ownership of Seventh Avenue Capital Group LLC) and Michael Bogdan (through his ownership of Birch Hill Capital LLC). Post Road Group (together with its affiliates) has invested and committed more than \$3.8 billion since it was founded in 2015.

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

**RESPONSE:** HTC’s Pennsylvania jurisdictional revenue in 2024 was \$38,248. HLD’s Pennsylvania jurisdictional revenue in 2024 was \$76,722. Archtop did not have any Pennsylvania jurisdictional revenue in 2024. The total Pennsylvania revenues of the Applicants represent less than 5% of the total revenues of the Applicants.

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 Internal Structuring Transaction (as defined in the Joint Application) has not already taken place, and is subject to regulatory approvals in New York and New Jersey. The Parties anticipate closing the Internal Structuring Transaction in the fall of 2025 following receipt of the last of these 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 Pennsylvania, identify any jurisdiction that acts on the transaction and describe the action taken. Provide updates as necessary.*

**RESPONSE:** The parties to this transaction have filed applications for approval in New York, New Jersey, and Pennsylvania, and all such applications remain pending as of the

date hereof.<sup>1</sup> The Parties will provide updates to the Commission as additional states approve the Internal Restructuring Transaction.

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:** The parties will promptly notify the Commission if any conditions are under consideration, imposed, or agreed to in connection with the transaction in any other jurisdiction.

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

**RESPONSE:** Other than the public interests benefits set forth in the Joint Application, no Pennsylvania-additional specific impacts are known, anticipated, or considered.

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:** Synergies arising from this transaction are marginal because the transaction simply involves the insertion of a newly formed, pass-through holding company, Archtop Fiber Parent LLC, into the chain of ownership of the Parties. As a result, ultimate ownership and control of the Parties will be the same both before and after consummation of the Internal Restructuring Transaction, as will its day-to-day management.

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:** The Internal Restructuring Transaction simply involves the insertion of a newly formed, pass-through holding company, Archtop Fiber Parent LLC, into the chain of ownership of the Parties. As a result, no loss or potential loss of Pennsylvania jobs, tax revenues, facilities, or downsizing, or consolidation that affects Pennsylvania, or any other impact in Pennsylvania, will occur in connection with the Internal Restructuring Transaction.

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<sup>1</sup> The applications seek approval for the Internal Restructuring Transaction and the Financing Transaction (as defined in the Joint Application). On June 27, 2025, this Commission approved the Financing Transaction through its grant of a Joint Abbreviated Securities Certificate. See Letter to Michael A. Gruin re Joint Abbreviated Securities Certificate of Archtop Fiber LLC, Hancock Telephone Company, Inc., and Hancock Long Distance, Inc., Docket Nos. S-2025-3055613; S-2025-3055653; S-2025-3055657 (dated June 27, 2025). Approval of the Financing Transaction in New York and New Jersey remains pending.

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

**RESPONSE:** Archtop does not have any offices or facilities located in Pennsylvania. While it has certain employees who work remotely from their homes and reside in Pennsylvania, these employees pay income taxes in New York. No HTC or HLD employees are located 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:** The Internal Restructuring Transaction simply involves the insertion of a newly formed, pass-through holding company, Archtop Fiber Parent LLC, into the chain of ownership of the Parties. As a result, the Internal Restructuring Transaction will not affect the day-to-day operations or management of the Parties.

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

**RESPONSE:** As of December 31, 2024, HTC had 66 customers in Pennsylvania, and HLD had 49 customers in Pennsylvania. Archtop does not currently serve customers in Pennsylvania.

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:** HTC is certificated by the Commission as an incumbent local exchange carrier in the County of Wayne and is a rural telecommunications carrier. HTC provides local exchange and other services to customers in Winterdale, PA, located in the County of Wayne.

HLD is certificated by the Commission as an interexchange reseller and provides services in effectively the same areas as HTC.

Archtop is certificated by the Commission as a competitive local exchange carrier in certain territories within the Commonwealth of Pennsylvania, where it offers competitive local exchange services as set forth in its Pennsylvania Tariff No. 1.<sup>2</sup> Archtop is also certificated by the Commission as a detariffed facilities-based interexchange carrier and a detariffed interexchange reseller throughout the Commonwealth of Pennsylvania. However, Archtop does not currently serve any customers in Pennsylvania.

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<sup>2</sup> See Barr Tell Pennsylvania Local Tariff Revised 6-12.docx (00055337-3).DOCX.

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

**RESPONSE:** See response to Question 11.

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:** Upon information and belief, the following unaffiliated providers offer similar or competing services in the same geographic locales within Pennsylvania as the Applicants:

PA County	Fiber/Cable Competitors	Fixed Wireless Competitors	Satellite Competitors
Wayne	Blue Ridge Nep LHTC Adams Cable Spectrum/XML	T-Mobile AT&T	ViaSat Hughes

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:** No prior approval of the transaction is required from the FCC, DOJ, or any other federal agency in connection with the Internal Restructuring Transaction, and therefore the Parties have not made filings with any federal agencies in connection with the transaction. The Parties will file a post-closing notice with the FCC to update the FCC's records for certain authorizations held by HLD. See Joint Application, Section V, Item 19.

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:** The Parties will provide the Commission with updates regarding the status of the transaction as developments 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:** There is no pending DOJ approval for the transaction. See response to Question 15. Although certain Canadian and Caribbean pension and investment vehicles

hold passive investments in the Applicant's ultimate controlling parent company, Post Road Group, these pose no risk to national security, and they previously have been disclosed to the Commission.<sup>3</sup>


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<sup>3</sup> See Response to Request TUS-I-17, Letter to Rosemary Chiavetta, Secretary, Pennsylvania Public Utilities Commission, from Sarah C. Stoner, Docket Nos. A-2023-3037647, A-2023-3037658 and A-2023-3037659 (Mar. 3, 2023) ("The foreign ownership interests in the Post Road Group are Canadian and Caribbean pension and investment vehicles that pose no risk to national security."). See also, Letter to Ethan Lucarelli, Chief, Office of International Affairs, FCC from Stephanie Weiner, Chief Counsel, NTIA, WC Docket 23-29 and ITC-T/C-202303113-00002 (dated Aug. 1, 2023) (informing the FCC that Team Telecom reviewed Archtop's application to acquire Hancock Telephone Company, Inc., and Hancock Long Distance, Inc. for national security and law enforcement concerns, and had no objection to FCC grant of the application).

## VERIFICATION STATEMENT

I, Kevin Culver, hereby state that (i) I am the Vice President Finance of Archtop Fiber LLC ("Archtop"); (ii) I am authorized to make this verification on behalf of Archtop, Hancock Telephone Company, Inc., and Hancock Long Distance, Inc. (collectively "Applicants"); (iii) the facts set forth in the Applicants' attached response to the Commission's Data Request TUSA 1 are true and correct to the best of my knowledge, information, and belief; and (iv) 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).

Executed this 17th day of July, 2025.

  
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Kevin Culver  
Vice President Finance  
Archtop Fiber, LLC

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