

# Morgan Lewis

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September 22, 2025

**Via E-Filing**

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

**Re: Docket No. A-2025-3056888  
Joint Application of SDC GP Manager, LLC, SDC Capital Partners GP LLC,  
and SQF, LLC for Approval of a General Rule Transaction Involving a  
Corporate Restructuring**

**PUBLIC Response to Staff Inquiries**

Dear Secretary Homsher:

On behalf of SDC GP Manager, LLC, SDC Capital Partners GP LLC, and SQF, LLC (collectively, the "Applicants"), enclosed for filing with the Pennsylvania Public Utility Commission are the PUBLIC Responses of the Applicants to the Staff Inquiries for Review of Transactions issued on September 10, 2025.

Please note that portions of the Responses have been redacted from the public electronic filing as they contain confidential information. Specifically, the Responses have been redacted from Question 2, as it contains confidential revenue figures, and Question 11, as it contains confidential customer count information (the "Confidential Responses").

Applicants are providing under seal a confidential paper copy of the Responses via overnight courier with the Confidential Responses unredacted. Applicants respectfully request that access to the Confidential Responses be limited to the Commissioners and Commission Staff who are involved in the consideration of the Joint 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.

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We would appreciate acknowledgment of receipt and acceptance of this filing. Should you have any questions concerning this submission, please contact Joshua M. Bobeck ([joshua.bobek@morganlewis.com](mailto:joshua.bobek@morganlewis.com)).

Respectfully submitted,

/s/ Catherine G. Vasudevan

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*Counsel for Applicants*

cc: Certificate of Service

**Data Request TUS 1:  
Responses of the Applicants to  
Staff Inquiries for Review of Transactions  
Under 52 Pa. Code §§ 63.321-63.325  
Docket No. A-2025-3056888**

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

**Response:** The ultimate controlling party of each of SDC GP Manager, LLC (“SDC GP Manager”), SDC Capital Partners GP LLC (“Manager GP”) and SQF, LLC (“SQF”) (collectively, the “Applicants”) is Todd Aaron. All entities involved in the Restructuring (as described in the present Application) share 50% or greater common ownership, and the Restructuring merely establishes new intermediate parents between SQF and ultimate control by Todd Aaron. Applicants separately will supplement this response to provide the estimated value of SDC Digital Infrastructure Opportunity Fund I, LP (“SDC Fund I”), the investment fund that indirectly holds a majority (70%) of the equity interests in SQF.

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

**Response:** In 2024, SQF’s jurisdictional revenue in Pennsylvania was [BEGIN CONFIDENTIAL] [REDACTED] [END CONFIDENTIAL].

SDC GP Manager and SDC GP do not, and will not, provide telecommunications services in any state and therefore do not have jurisdictional revenue in Pennsylvania.

**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:** Applicants affirm that the Restructuring has not yet taken place and will not be consummated prior to receiving approval from the Pennsylvania Public Utility Commission (“Commission”). The Restructuring is expected to be consummated by the end of 2025, 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 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 with the following state commissions, which are listed below along with the status of each approval request:

- California Public Utilities Commission — Approved on September 11, 2025
- Indiana Utility Regulatory Commission — Approved on September 18, 2025

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- Louisiana Public Service Commission — Pending
- Maryland Public Service Commission — Pending
- Nebraska Public Service Commission — Pending
- New Jersey Board of Public Utilities — Pending
- New York Public Service Commission — Pending
- Texas Public Utility Commission — Pending
- Virginia State Corporation Commission — Pending

Applicants confirm that they will update the Commission of any action taken by the above-referenced jurisdictions.

- 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:** There are currently no conditions under consideration, imposed, or agreed to regarding the Restructuring in any jurisdiction. Applicants agree to update the filing if any such conditions are imposed or agreed to in the future.

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

**Response:** As described above and in the Application, the only change anticipated as a result of the Restructuring is the insertion of new intermediate holding entities in the ownership chain of SQF and the general partner of the investment fund that holds a majority of the ownership of SQF. There are no Pennsylvania-specific impacts known, anticipated, or considered that will or may result from the Restructuring.

- 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:** Applicants are not expecting any synergies from the restructuring and the Application does not present any synergies as a public benefit.

- 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.**

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**Response:** Since the Restructuring involves purely intra-corporate transactions, Applicants do not expect anticipated benefits to arise from the loss or potential loss of Pennsylvania jobs, tax revenues, facilities, or downsizing, or consolidation or any other impact in Pennsylvania.

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

**Response:** Applicants do not have any offices 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 the Restructuring will eliminate any functions, operations, or activity of any nature currently performed in or affecting Pennsylvania.

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

**Response:** SQF has [BEGIN CONFIDENTIAL] [REDACTED]

[REDACTED] [END CONFIDENTIAL]

SDC GP Manager and SDC GP do not, and will not, provide telecommunications services to any 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:** SQF participates in the Competitive Access Provider (“CAP”) market in Pennsylvania. Neither SDC GP Manager and SDC GP, nor any of their affiliates besides SQF, provide telecommunications services in Pennsylvania.

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

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**Response:** SQF offers its CAP services in Pennsylvania on a statewide basis. Neither SDC GP Manager and SDC GP, nor any of their affiliates besides SQF, provide telecommunications services in Pennsylvania.

- 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 SQF's CAP operations include but are not limited to the following: Verizon, AT&T, T-Mobile, Consolidated Communications, Crown Castle Fiber, Lumen, Uniti, Segra, Zayo, 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:** Not applicable. The Restructuring is not pending before any federal agency.

- 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 Restructuring 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:** The Restructuring does not involve any foreign interest.

**CERTIFICATE OF SERVICE**

I, M. Renee Britt, hereby certify that on September 22, 2025, a copy of the foregoing Application was served by first class, prepaid postage mail delivery upon the following:

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

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

Office of Attorney General  
Bureau of Consumer Protection  
15th Floor, Strawberry Square  
Harrisburg, PA 17120

Pennsylvania Public Utility Commission  
Bureau of Investigation and Enforcement  
Commonwealth Keystone Building  
400 North Street  
Harrisburg, PA 17120

/s/M. Renee Britt

M. Renee Britt