

Morgan Lewis

Catherine G. Vasudevan
catherine.vasudevan@morganlewis.com

December 5, 2025

PUBLIC VERSION

Via E-Filing

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

**Re: Docket Nos. A-2025-3058227 & A-2025-3058229
Joint Application of FirstLight Fiber, Inc. and FirstLight Networks, LLC for
Approval of a *Pro Forma* Assignment of Certain Assets from FirstLight
Fiber, Inc. to FirstLight Networks, LLC**

RESPONSES TO STAFF INQUIRIES

Dear Secretary Homsher:

On behalf of FirstLight Fiber, Inc. and FirstLight Networks, LLC ("Applicants"), attached for filing with the Commission is the public version of Applicants' Responses to the Staff Inquiries for Review of Transactions issued on November 25, 2025.

Please note that portions of the Responses have been redacted from the public electronic filing as they contain confidential information. Specifically, portions of the Responses have been redacted from Question 2, as it contains confidential revenue figures, Question 9, as it contains confidential information regarding employees, Question 11, as it contains confidential customer count information, and **Confidential Attachment A**, as it contains a confidential network map (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.

Morgan, Lewis & Bockius LLP

2222 Market Street
Philadelphia, PA 19103-3007
United States

T +1.215.963.5000
F +1.215.963.5001

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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 my colleague Patricia Cave at patricia.cave@morganlewis.com.

Respectfully submitted,

/s/ Catherine G. Vasudevan

Catherine G. Vasudevan

PA I.D. No. 210254

Counsel to the Applicants

cc: Certificate of Service

**Responses of the Applicants to
Staff Inquiries for Review of Transactions
Under 52 Pa. Code §§ 63.321-63.325
Docket Nos. A-2025-3058227 & A-2025-3058229**

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

Response: FirstLight Networks, LLC (“FirstLight Networks”) is a wholly owned indirect subsidiary of FirstLight Fiber, Inc. (“FLF” and together with FirstLight Networks, the “Applicants”). Applicants are each indirect, wholly owned subsidiaries of Flight Group Holdings, LP (“Flight Holdings”).

Flight Holdings is owned by the private equity funds Antin Infrastructure Partners III FPCI (“Antin III France”), Antin Infrastructure Partners III LP (“Antin III UK”), Antin Infrastructure Partners III-B SCSp (“Antin III-B”) and Flight Co-Invest LP (“Flight Co-Invest”). Antin III France is a fund managed and controlled by Antin Infrastructure Partners S.A.S. (“Antin SAS”). Antin III UK is a fund managed and controlled by Antin Infrastructure Partners UK Limited (“Antin UK”, and together with Antin SAS, “Antin Infrastructure Partners”) and Flight Co-Invest and Antin III-B are funds managed by Antin Infrastructure Partners III Luxembourg GP Sarl (“Antin GP”). Antin GP is owned and controlled by Antin UK.

Antin SAS is publicly traded on the Euronext Paris stock exchange under the ticker symbol ANTIN. As of October 29, 2025, Antin SAS has a market capitalization of approximately EUR 1.98 billion (approximately \$2.31 billion).

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

Response: FirstLight Networks is a newly formed entity that has not commenced operations and therefore has no jurisdictional revenue in Pennsylvania. Upon completion of the *Pro Forma* Asset Transfer, FirstLight Networks will have the revenue associated with the operations of the Pennsylvania assets assigned to it by its indirect parent, FLF.

FLF’s Pennsylvania jurisdictional intrastate revenue for calendar year 2024 was [BEGIN CONFIDENTIAL] [REDACTED] [END CONFIDENTIAL], representing approximately [BEGIN CONFIDENTIAL] [REDACTED] [END CONFIDENTIAL] of FLF’s total revenue for calendar year 2024.

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 *Pro Forma* Asset Transfer has not yet taken place and will not be consummated prior to receiving Commission approval. Subject to receipt of all required regulatory approvals, Applicants expect that the *Pro Forma* Asset Transfer will be completed by the end of second quarter 2026.

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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: In addition to Pennsylvania, Applicants are seeking approval for the *Pro Forma* Asset Transfer from the applicable state commissions in New Jersey, New York, and Rhode Island. All applications remain pending.

On October 14, 2025, Applicants filed with the National Telecommunications and Information Administration (“NTIA”) and the National Oceanic and Atmospheric Association (“NOAA”) requests to transfer title of FLF’s Broadband Technology Opportunity Fund (“BTOP”) funded assets to FirstLight Networks. The review by NTIA and NOAA is ongoing.

On October 28, 2025, FirstLight Networks filed an Abbreviated Securities Certificate with the Commission in Docket No. S-2025-3058221, in connection with FirstLight Networks’ planned participation certain financing arrangements relating to the *Pro Forma* Asset Transfer. In addition to Pennsylvania, Applicants are seeking approval for FirstLight Networks to participate in the financing arrangements in New Jersey and New York. All applications remain pending.

As noted in the Joint Application, to facilitate the *Pro Forma* Asset Transfer and financing arrangements, FirstLight Network has sought authority to provide intrastate telecommunications services in the following jurisdictions where it will be assigned facilities and customers by FLF:

Jurisdiction	Status
Connecticut	Pending
Maine	Granted on November 18, 2025
Massachusetts	Pending
New Hampshire	Granted on October 23, 2025
New Jersey	Pending
New York	Granted on November 19, 2025
Pennsylvania	Provisional authority granted in Docket Nos. A-2025-3058053, A-2025-3058050, A-2025-3058048, and A-2025-3058052 on October 27, 2025
Rhode Island	Pending
Vermont	Granted on November 14, 2025

As the *Pro Forma* Asset Transfer is considered a *pro forma* change by the Federal Communication Commission (“FCC”), no prior FCC approval is required with respect to

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any domestic (interstate) Section 214 authorizations or international Section 214 authorizations.

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: To Applicants' knowledge, there are currently no conditions under consideration, imposed, or agreed to regarding the *Pro Forma* Asset Transfer 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: Because the *Pro Forma* Asset Transfer is a multi-state intra-corporate transaction, Applicants have not prepared a Pennsylvania-specific cost/benefit analysis, merger savings analysis, market power study, or similar report. Applicants expect that these corporate structure changes will increase the overall company's efficiency and make it more attractive to potential investors and lenders, thereby improving its access to debt and equity capital that can be used to maintain and develop high quality services and for future expansion.

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: The *Pro Forma* Asset Transfer is part of FLF's plan to execute an internal restructuring that will better organize its network and operations being assigned in connection with certain financing arrangements of FirstLight Networks' parent companies. Applicants have not quantified the financial or other value of such efficiencies but expect them to be *de minimis* in the context of Applicants' business as a whole. The *Pro Forma* Asset Transfer is not expected to result in specific synergy or savings other than potential savings from the more favorable capital and financing arrangements that FirstLight Networks' parent companies may obtain than would otherwise be available.

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: Because the *Pro Forma* Asset Transfer involves purely intra-corporate transactions, Applicants do not expect anticipated synergies and/or savings to arise from the loss or potential loss of Pennsylvania jobs, tax revenues, facilities or any other impact in Pennsylvania.

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

Response: FirstLight Networks is a newly formed entity that has not commenced operations and therefore has no employees, offices, or facilities in Pennsylvania. FLF does not maintain any offices in Pennsylvania but has [BEGIN CONFIDENTIAL] [REDACTED] [END CONFIDENTIAL] employees 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: Applicants do not expect that the *Pro Forma* Asset Transfer 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: FLF currently serves approximately [BEGIN CONFIDENTIAL] [REDACTED] [END CONFIDENTIAL] customers in Pennsylvania, which customers may receive jurisdictional (intrastate) services or non-regulated services.

FirstLight Networks is a newly formed entity that has not commenced operations and therefore currently does not have any customers in Pennsylvania. Upon completion of the *Pro Forma* Asset Transfer, FirstLight Networks expects to provide services to the customers assigned to it by FLF 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: FLF primarily participates in the competitive access services market but is also authorized in Pennsylvania to provide competitive local exchange, facilities-based interexchange, and resold interexchange telecommunications services. *See* Docket Nos. A-2018-2641973, A-2018-3004320, A-2018-2641954, A-2018-2641935, and A-2018-2641937.¹

In Docket Nos. A-2025-3058053, A-2025-3058050, A-2025-3058048, and A-2025-3058052 on October 27, 2025, FirstLight Networks was granted provisional authority to

¹ The authorizations were originally granted in the name of TVC Albany, Inc. Subsequently, in Docket No. R-2019-3010041 on May 14, 2019, the Commission reissued the authorizations to reflect the name change to FirstLight Fiber, Inc.

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provide competitive local exchange, facilities-based interexchange, resold interexchange, and competitive access 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.*

Response: FirstLight Networks is a newly formed entity that has not commenced operations and therefore does not yet offer services in any geographic area in Pennsylvania.

Provided as **Confidential Attachment A** is a geographical map depicting the network that FLF currently utilizes to offer service 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: Applicants' competitors include but are not limited to: Allied Fiber, AT&T, Charter Communications, Cogent Communications, Comcast, Consolidated Communications, Crown Castle Fiber, DQE, GTT, Lumen, Verizon/XO/Frontier, Uniti, Windstream, and Zayo Group.

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 *Pro Forma* Asset Transfer does not require prior approval from the FCC, Department of Justice ("DOJ"), or any other federal agency. As required by FCC rules, Applicants will file a post-closing notice of the *Pro Forma* Asset Transfer with the FCC.

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: Not applicable. As stated above, Applicants do not currently intend to file any application at the federal level.

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.*

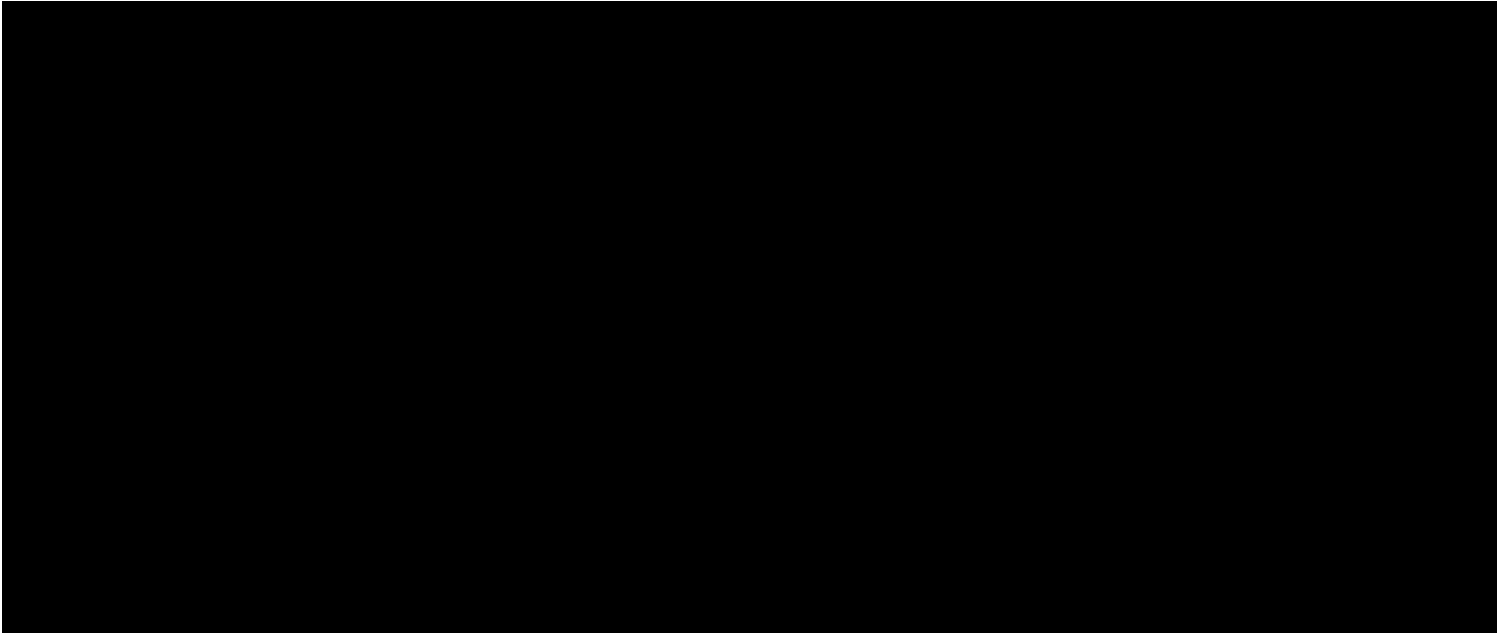
Response: Not applicable. As stated above, the *Pro Forma* Asset Transfer does not require approval from the DOJ.

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CONFIDENTIAL ATTACHMENT A

Network Map

[CONFIDENTIAL – REDACTED FROM PUBLIC VERSION]



VERIFICATION

I, Jill Sandford, hereby declare that I am Chief Legal Officer of FirstLight Fiber, Inc. and FirstLight Networks, LLC (together, 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; 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 unsworn falsification to authorities).

Dated: December 5, 2025



Jill Sandford
Chief Legal Officer
FirstLight Fiber, Inc.
FirstLight Networks, LLC

CERTIFICATE OF SERVICE

I, Micah A. Leval, hereby certify that on this 5th day of December 2025, a true copy of the foregoing public version of the Responses to Staff Inquiries was served by first class, prepaid postage mail upon the persons listed below in accordance with the requirements of 52 Pa. Code § 1.54 (relating to service by a party):

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

Office of Small Business Advocate
Commerce Building, Suite 1102
555 Walnut Street, 1st Floor – Forum Place
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, 2nd Floor West
Harrisburg, PA 17120

Dated this 5th day of December 2025.

/s/ Micah A. Leval
Micah A. Leval