



COMMONWEALTH OF PENNSYLVANIA
PENNSYLVANIA PUBLIC UTILITY COMMISSION
COMMONWEALTH KEYSTONE BUILDING
400 NORTH STREET
HARRISBURG, PENNSYLVANIA 17120

Docket Nos. A-2026-3060254
A-2026-3060255

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RE: Joint Application of WANRack Holdings LLC, CBRE Infra Fiber LLC, WANRack, LLC, and GW Operating, LLC for Approval of a General Rule Transfer of Control

Dear Attorney Vasudevan:

On February 3, 2026, WANRack, LLC (“WANRack” or the “Company”), WANRack Holdings LLC (WANRack Holdings), CBRE Infra Fiber LLC (CBRE Infra), and GW Operating, LLC (GW Operating) (collectively, the “Joint Applicants”) filed a joint application pursuant to the Pennsylvania Public Utility Code (Code), 66 Pa.C.S. §§ 1102-1103, the Commission’s Statement of Policy regarding Utility Stock Transfers at 52 Pa. Code § 69.901, and its Abbreviated Procedures for Review of Transfer of Control of Telecommunications Public Utilities at 52 Pa. Code §§ 63.321 – 63.325. The Joint Applicants are seeking approval of a transfer of direct control of WANRack to CBRE Infra (the “Transaction”).¹ The joint application was filed as a general rule transaction under 52 Pa. Code § 63.324(a)(1)(2) because it involves the transfer of more than 20% of the assets, and direct control of the Company.

Pursuant to 52 Pa. Code § 5.14, the Commission published notice of the Transaction in the *Pennsylvania Bulletin* on February 14, 2026, at 56 *Pa.B.* 988, with a protest period ending March 2, 2026. Additionally, the Joint Applicants served copies of the joint application upon the Office of Small Business Advocate, the Office of Consumer Advocate, the Office of Attorney General, and the Commission’s Bureau of Investigation and Enforcement. Further notice was not required, and no protests or comments have been received.

¹ Additionally, the Joint Applicants filed an abbreviated securities certificate to participate in certain financial arrangements in conjunction with the Transaction, which was registered by the Commission on February 24, 2026, at Docket No. S-2026-3060398.

WANRack, utility code 3122001, is a Delaware limited liability company with its principal place of business located at 4550 West 109th Street, Suite 115, Overland Park, Kansas 66211. The Company is authorized to provide telecommunications service in the Commonwealth of Pennsylvania as an Interexchange Reseller (IXC-R), a Competitive Local Exchange Carrier (CLEC), and a Competitive Access Provider (CAP) pursuant to certificates of public convenience granted at Docket Nos. A-2019-3008733, A-2019-3008734, and A-2019-3008735, respectively. WANRack owns and operates private fiber wide area networks built for school districts across 23 states and provides services to certain other customers.

WANRack Holdings, a Delaware limited liability company with principal offices co-located alongside WANRack, is a holding company that does not provide telecommunications services. WANRack Holdings' direct parent is CBRE Caledon WR Holdings, LP (CBRE Caledon), a Delaware limited partnership with a principal office located in the care of CBRE Investment Management Infrastructure Inc. (CBRE IM), which resides at 120 Bremner Blvd., Suite 1100, Toronto, Ontario M5J 0A8.

CBRE Infra is a Delaware limited liability company with a principal office located in the care of CBRE IM. CBRE Infra does not, and will not, provide telecommunications services. The Commission previously approved a change in indirect ownership of WANRack, with no change to ultimate owners, that inserted holding companies CBRE Infra Fiber Holdings LLC (CBRE Infra Holdings) and CBRE Infra above CBRE Caledon in WANRack's indirect ownership structure on March 24, 2025, at Docket No. A-2024-3052673.

CBRE Infra and CBRE Caledon are affiliates of CBRE IM, an infrastructure solutions provider that seeks to create long-term value by accessing and managing investment opportunities and building customized infrastructure portfolios. CBRE IM is ultimately controlled by CBRE Group, Inc (NYSE: CBRE).

GW Operating, utility code 3128472, is a Delaware limited liability company formed on October 7, 2025, with a principal office located at 2342 Technology Dr., Suite 103, O'Fallon, Missouri 63368. GW Operating is a wholly owned, indirect subsidiary of CBRE Infra and is an affiliate of WANRack.

In Pennsylvania, GW Operating has an application pending before the Commission for authority to provide facilities-based interexchange (IXC), IXC-R, and CAP services at Docket Nos. A-2025-3059047, A-2025-3059045, and A-2025-3059048.² While GW Operating currently does not provide intrastate telecommunications services in any state, GW Operating is authorized to provide intrastate telecommunications

² On December 11, 2025, the Commission issued a Secretarial Letter granting GW Operating provisional authority to provide IXC, IXC-R and CAP services in Pennsylvania.

services in five different states. Furthermore, GW Operating has pending, or plans to file, applications or registrations to provide intrastate telecommunications services in 22 states in addition to Pennsylvania, including all states in which WANRack holds similar authority, except Louisiana.

The Transaction consists of an internal restructuring of the intermediate ownership chain of WANRack for tax and business purposes, whereby certain direct and intermediate entities will be eliminated. Specifically, both WANRack Holdings and CBRE Caledon will be removed from the ownership structure of WANRack, resulting in WANRack becoming a direct, wholly owned subsidiary of CBRE Infra. Additionally, certain assets will be transferred from WANRack to GW Operating, including communications optical fiber, certain customer contracts, rights in third party fibers, and associated telecommunication equipment used to provision services or facilities to the affected customers. The Transaction will not result in any changes to the ultimate ownership or control of WANRack and the Company will continue to provide telecommunications services to existing customers who are not assigned to GW Operating, as well as future customers.³

The Joint Applicants submit that the proposed Transaction serves the public interest because it involves only the removal of intermediate holding entities and will not result in any changes in WANRack's management, services or operations, with the Company continuing to have the same requisite managerial, technical, and financial capabilities to provide telecommunications services. Moreover, it will result in the assignment of customers, assets, and infrastructure between affiliated companies that will continue to provide telecommunications services to such assigned customers without interruption.

The Joint Applicants further submit that the Transaction will have no adverse impact on the Company's customers and will appear entirely transparent, as WANRack and GW Operating will continue to provide service to customers at the same rates, terms, and conditions as prior to the Transaction.

The Joint Applicants expect the Transaction to increase WANRack's overall efficiency and make it more attractive to potential investors and lenders, thereby improving the Company's access to debt and equity capital that can be used to maintain and develop services and aid in future expansion. The Transaction is not expected to result in any specific synergies or savings other than potential savings from the more favorable capital and financing arrangements that the Joint Applicants' parent companies may obtain than would otherwise be available.⁴

³ See Exhibit A of the joint application for pre- and post-Transaction ownership charts that more clearly illustrate the effects of the Transaction.

⁴ Response to Data Request at questions 6-7.

In addition to Pennsylvania, approval of the Transaction was sought in Oklahoma, Virginia, Indiana, Texas, and Virginia. Approval was granted in Indiana but remains pending in the other jurisdictions.⁵ The Joint Applicants aver that no conditions have been imposed or agreed to regarding approval of the Transaction in any jurisdiction.⁶ The Joint Applicants maintain that the Transaction does not require approval from, the U.S. Department of Justice, the Federal Communications Commission, or any other federal agency, nor does it involve a foreign interest.⁷

The Joint Applicants indicate that no service territories will be affected by the Transaction, as the Company will continue to provide the same services in the same locations in Pennsylvania before and after the Transaction.

The Joint Applicants confirm that the Company is in compliance with all Commission obligations and filings and that none of the Joint Applicants have been a party to any state or federal proceedings over the last three years involving allegations of violations of State or Federal Requirements.

The Joint Applicants verify that there will be no negative effect on their capital structures as a result of the Transaction, nor will it have an immediate effect on its affiliated interest agreements, if any.

The Joint Applicants further submit that WANRack does not have eligible telecommunications carrier status under federal and state law, is not subject to any broadband deployment commitments under federal or state law, and that the Transaction complies with the prohibition against cross-subsidization imposed under federal and state law.

The Joint Applicants claim that the Transaction is not expected to result in loss or potential loss of Pennsylvania jobs, tax revenues, facilities, downsizing, consolidation, or any other net negative effect in Pennsylvania, nor will it negatively impact any functions, operations, employment, or activities of any nature currently performed in or affecting Pennsylvania.⁸

The Commission has determined that WANRack is current with the filing of its annual financial and annual Security Planning and Readiness Self-Certification reports. There are no payments owed to the Pennsylvania USF, and there are no outstanding Commission fines, fees, or fiscal assessments due.

As required by 66 Pa.C.S. §§ 1102(a) and 1103 and the Commission's regulations at 52 Pa. Code § 63.324(k)(1), we find that the record sufficiently supports the Joint

⁵ See Supplement to Joint Application filed on March 17, 2026, at Docket No. A-2026-3060254.

⁶ Response to Data Request at questions 4-5.

⁷ Response to Data Request at questions 15-17.

⁸ Response to Data Request at questions 8 & 10.

Applicants' claim that the proposed Transaction is in the public interest.⁹ Specifically, the Transaction should have no adverse impacts on the quality of service received by WANRack's customers, as CBRE Infra will continue to be technically, managerially, and financially well-qualified to be the direct owner of WANRack. WANRack and GW Operating will continue to provide telecommunications services to consumers in Pennsylvania at the same rates, terms, and conditions as prior to the Transaction. The Transaction will thus be seamless and transparent for WANRack's customers and accords with the public interest. Therefore, for the reasons provided by the Joint Applicants, we conclude that the record provides substantial evidence of positive public benefits necessary to justify approval of the proposed Transaction.

Additionally, based upon the Commission's analysis of the information provided in the joint application, we find that the Transaction will benefit and does not harm competition. Furthermore, there are a number of unaffiliated providers offering similar services as WANRack in the same geographic locales within Pennsylvania, including but not limited to Xfinity, Verizon, and Adams Cable Service.¹⁰ The Commission's approval will enhance the Company's ability to compete in Pennsylvania without harm to consumers or Pennsylvania markets as required by the Public Utility Code at 66 Pa.C.S. §§ 1102(a) and 1103 and the Commission's regulations at 52 Pa. Code § 63.324(k)(3).

For these reasons, we agree with the assertions advanced by the Joint Applicants and conclude that the Transaction is in the public interest, as it is necessary or proper for the service accommodation, convenience, or safety of the public. We also conclude that the Company is fit financially, managerially, and technically. Thus, the Commission will issue a certificate of public convenience authorizing this Transaction as required by the Public Utility Code at 66 Pa.C.S. §§ 1102(a) and 1103 and the Commission's regulations at 52 Pa. Code § 63.324(k)(2).

In summary, we find that the joint application should be approved as a general rule transaction under Section 63.324 of the Commission regulations and that a certificate of public convenience be issued to WANRack, LLC evidencing our approval of the general rule transfer of control of WANRack, LLC to CBRE Infra Fiber LLC and the transfer of assets from WANRack, LLC to GW Operating, LLC.

However, there is risk to Pennsylvania in approving this general rule transaction in advance of the remaining jurisdictions, which may impose conditions that could

⁹ We believe the record shows that the transaction satisfies the necessary or proper standard under Section 1103 of the Code and provides affirmative public benefits consistent with *City of York v. Pa. PUC*, 295 A.2d 825 (Pa. 1972) (*City of York*), and *Irwin A. Popowsky v. Pa. PUC*, 937 A.2d 1040 (Pa. 2007) (*Popowsky*). The Commission retains general authority to impose conditions upon approval of a transaction as codified in the Public Utility Code at 66 Pa.C.S. § 1103. "[E]ven where the [Commission] finds benefit in the first instance, Section 1103(a) also confers discretion upon the agency to impose conditions which it deems to be just and reasonable." *Popowsky*, 937 A.2d at 1057, n.21. This includes authority to impose conditions upon approval of a general rule or pro forma transaction in accordance with Sections 63.324(h)(4) and 63.325(h)(4) of our regulations at Title 52 of the Pennsylvania Code.

¹⁰ Response to Data Request at question 14.

jeopardize the Joint Applicants' averments to Pennsylvania upon which this approval is based. For this reason, in the event the Joint Applicants and/or their non-Pennsylvania subsidiaries and affiliates agree to or accept resolution of this or a related pending transaction from another jurisdiction in which that jurisdiction obtains or imposes any condition(s) on or commitment regarding this and/or a related pending transaction, the Joint Applicants shall, within 10 days of such agreement or acceptance, provide notice of the condition(s), including a copy of the relevant jurisdictional action, to Pennsylvania by letter to the Secretary with a copy to the Commission's Director, Bureau of Technical Utility Services (TUS). In the notice, the Joint Applicants shall offer to Pennsylvania their agreement to or acceptance of the same condition(s), or reasonably comparable condition(s) for Pennsylvania, as appropriate. The Commission will act upon the notice as expeditiously as possible. If the Joint Applicants do not agree with this provision, they shall immediately notify the Commission in writing by letter to the Secretary with a copy to TUS. Upon such notice, the Joint Applicants are advised pursuant to Sections 703(g) and 1103 of the Code, 66 Pa.C.S. §§ 703(g), 1103, that this Secretarial Letter approving the Transaction shall be immediately rescinded and of no effect; and, in accordance with the Code and our regulation at 52 Pa. Code § 63.324(k)(5), Commission review of the Transaction shall be extended for a further opportunity for the Joint Applicants to be heard and for further consideration by the Commission as necessary and appropriate to protect the public interest.

Therefore, the Commission directs the Joint Applicants to file notice with the Commission within 30 days of the consummation of the general rule transaction detailing the final corporate structure resulting from the Transaction. If the Joint Applicants determine that the transaction will not occur, they shall promptly so notify this Commission.

BY THE COMMISSION,



Matthew L. Homsher
Secretary

cc: Parties of Record