

*The Public Utilities Commission of Ohio*  
**TELECOMMUNICATIONS FILING FORM**

(Effective: 01/20/2011)

This form is intended to be used with most types of required filings. It provides check boxes with rule references for the most common types of filings. It does not replace or supersede Commission rules in any way.

In the Matter of the Application for Approval of the ) TRF Docket No.  
Proposed Transfer of Indirect Control of Sunesys, LLC to ) Case No. **15-1027-TP-CIO**  
Crown Castle Operating Company ) NOTE: Unless you have reserved a Case #, leave the "Case No" fields  
 ) BLANK.

Name of Registrant(s) Sunesys, LLC  
DBA(s) of Registrant(s) \_\_\_\_\_  
Address of Registrant(s) 185 Titus Avenue, Warrington, PA 19876  
Company Web Address www.sunesys.com  
Regulatory Contact Person(s) Paul Bradshaw, Senior Counsel Phone 267-927-2000 Fax 267-927-2099  
Regulatory Contact Person's Email Address pbradshaw@sunesys.com  
Contact Person for Annual Report Paul Bradshaw, Senior Counsel Phone 267-927-2000  
Address (if different from above) 185 Titus Avenue, Warrington, PA 19876  
Consumer Contact Information Paul Bradshaw, Senior Counsel Phone 267-927-2000  
Address (if different from above) 185 Titus Avenue, Warrington, PA 19876  
Motion for protective order included with filing? ☐ Yes ☒ No  
Motion for waiver(s) filed affecting this case? ☐ Yes ☒ No [Note: Waivers may toll any automatic timeframe.]

**Notes:**

Section I and II are Pursuant to Chapter [4901:1-6](#) OAC.

Section III – Carrier to Carrier is Pursuant to [4901:1-7](#) OAC, and Wireless is Pursuant to [4901:1-6-24](#) OAC.

Section IV – Attestation.

- (1) Indicate the Carrier Type and the reason for submitting this form by checking the boxes below.
- (2) For requirements for various applications, see the identified section of Ohio Administrative Code Section 4901 and/or the supplemental application form noted.
- (3) Information regarding the number of copies required by the Commission may be obtained from the Commission's web site at [www.puco.ohio.gov](http://www.puco.ohio.gov) under the docketing information system section, by calling the docketing division at 614-466-4095, or by visiting the docketing division at the offices of the Commission.
- (4) An Incumbent Local Exchange Carrier (ILEC) offering basic local exchange service (BLES) outside its traditional service area should choose CLEC designation when proposing to offer BLES outside its traditional service area or when proposing to make changes to that service.

**All Filings that result in a change to one or more tariff pages require, at a minimum, the following exhibits.**

Exhibit	Description:
A	The tariff pages subject to the proposed change(s) as they exist before the change(s) <b>Not Applicable. No tariff changes are anticipated</b>
B	The Tariff pages subject to the proposed change(s), reflecting the change, with the change(s) marked in the right margin. <b>Not Applicable.</b>
C	A short description of the nature of the change(s), the intent of the change(s), and the customers affected. <b>See Exhibit A for a description of the Transaction.</b>
D	A copy of the notice provided to customers, along with an affidavit that the notice was provided according to the applicable rule(s). <b>Not Applicable. Applicant will continue to provide service without change to rates, terms or conditions.</b>

## Section I – Part I - Common Filings

<b>Carrier Type</b> <input type="checkbox"/> <b>Other</b> (explain below)	<input type="checkbox"/> <b>For Profit ILEC</b>	<input type="checkbox"/> <b>Not For Profit ILEC</b>	<input type="checkbox"/> <b>CLEC</b>
Change terms & conditions of existing BLES	<input type="checkbox"/> ATA <a href="#">1-6-14(H)</a> (Auto 30 days)	<input type="checkbox"/> ATA <a href="#">1-6-14(H)</a> (Auto 30 days)	<input type="checkbox"/> ATA <a href="#">1-6-14(H)</a> (Auto 30 days)
Introduce non-recurring charge, surcharge, or fee to BLES			<input type="checkbox"/> ATA <a href="#">1-6-14(H)</a> (Auto 30 days)
Introduce or Increase Late Payment	<input type="checkbox"/> ATA <a href="#">1-6-14(I)</a> (Auto 30 days)	<input type="checkbox"/> ATA <a href="#">1-6-14(I)</a> (Auto 30 days)	<input type="checkbox"/> ATA <a href="#">1-6-14(I)</a> (Auto 30 days)
Revisions to BLES Cap.	<input type="checkbox"/> ZTA <a href="#">1-6-14(F)</a> (0 day Notice)		
Introduce BLES or expand local service area (calling area)	<input type="checkbox"/> ZTA <a href="#">1-6-14(H)</a> (0 day Notice)	<input type="checkbox"/> ZTA <a href="#">1-6-14(H)</a> (0 day Notice)	<input type="checkbox"/> ZTA <a href="#">1-6-14(H)</a> (0 day Notice)
Notice of no obligation to construct facilities and provide BLES	<input type="checkbox"/> ZTA <a href="#">1-6-27(C)</a> (0 day Notice)	<input type="checkbox"/> ZTA <a href="#">1-6-27(C)</a> (0 day Notice)	
Change BLES Rates	<input type="checkbox"/> TRF <a href="#">1-6-14(F)</a> (0 day Notice)	<input type="checkbox"/> TRF <a href="#">1-6-14(F)(4)</a> (0 day Notice)	<input type="checkbox"/> TRF <a href="#">1-6-14(G)</a> (0 day Notice)
To obtain BLES pricing flexibility	<input type="checkbox"/> BLS <a href="#">1-6-14(C)(1)(c)</a> (Auto 30 days)		
Change in boundary	<input type="checkbox"/> ACB <a href="#">1-6-32</a> (Auto 14 days)	<input type="checkbox"/> ACB <a href="#">1-6-32</a> (Auto 14 days)	
Expand service operation area			<input type="checkbox"/> TRF <a href="#">1-6-08(G)</a> (0 day)
BLES withdrawal			<input type="checkbox"/> ZTA <a href="#">1-6-25(B)</a> (0 day Notice)
<b>Other*</b> (explain) <b>Name Change</b>			

## Section I – Part II – Customer Notification Offerings Pursuant to Chapter [4901:1-6-7 OAC](#)

Type of Notice	Direct Mail	Bill Insert	Bill Notation	Electronic Mail
<input type="checkbox"/> 15-day Notice	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/> 30-day Notice	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Date Notice Sent: N/A</b>				

## Section I – Part III –IOS Offerings Pursuant to Chapter [4901:1-6-22 OAC](#)

IOS	Introduce New	Tariff Change	Price Change	Withdraw
<input type="checkbox"/> IOS	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

## Section II – Part I – Carrier Certification - Pursuant to Chapter [4901:1-6-08, 09 & 10 OAC](#)

Certification	ILEC (Out of Territory)	CLEC	Telecommunication s Service Provider Not Offering Local	CESTC	CETC
* See Supplemental form	<input type="checkbox"/> ACE <a href="#">1-6-08</a> * (Auto 30- day)	<input type="checkbox"/> ACE <a href="#">1-6-08</a> *(Auto 30 day)	<input type="checkbox"/> ACE <a href="#">1-6-08</a> *(Auto 30 day)	<input type="checkbox"/> ACE <a href="#">1-6-10</a> (Auto 30 day)	<input type="checkbox"/> UNC <a href="#">1-6-09</a> *(Non-Auto)

\*Supplemental Certification forms can be found on the Commission Web Page.

## Section II – Part II – Certificate Status & Procedural

Certificate Status	ILEC	CLEC	Telecommunications Service Provider Not Offering Local
Abandon all Services		<input type="checkbox"/> ABN <a href="#">1-6-26</a> (Auto 30 days)	<input type="checkbox"/> ABN <a href="#">1-6-26</a> (Auto 30 days)
Change of Official Name *	<input type="checkbox"/> ACN <a href="#">1-6-29(B)</a> (Auto 30 days)	<input type="checkbox"/> ACN <a href="#">1-6-29(B)</a> (Auto 30 days)	<input type="checkbox"/> CIO <a href="#">1-6-29(C)</a> (0 day Notice)
Change in Ownership *	<input type="checkbox"/> ACO <a href="#">1-6-29(E)</a> (Auto 30 days)	<input type="checkbox"/> ACO <a href="#">1-6-29(E)</a> (Auto 30 days)	<input checked="" type="checkbox"/> CIO <a href="#">1-6-29(C)</a> (0 day Notice)
Merger *	<input type="checkbox"/> AMT <a href="#">1-6-29(E)</a> (Auto 30 days)	<input type="checkbox"/> AMT <a href="#">1-6-29(E)</a> (Auto 30 days)	<input type="checkbox"/> CIO <a href="#">1-6-29(C)</a> (0 day Notice)
Transfer a Certificate *	<input type="checkbox"/> ATC <a href="#">1-6-29(B)</a> (Auto 30 days)	<input type="checkbox"/> ATC <a href="#">1-6-29(B)</a> (Auto 30 days)	<input type="checkbox"/> CIO <a href="#">1-6-29(C)</a> (0 day Notice)
Transaction for transfer or lease of property, plant or business *	<input type="checkbox"/> ATR <a href="#">1-6-29(B)</a> (Auto 30 days)	<input type="checkbox"/> ATR <a href="#">1-6-29(B)</a> (Auto 30 days)	<input type="checkbox"/> CIO <a href="#">1-6-29(C)</a> (0 day Notice)

\* Other exhibits may be required under the applicable rule(s). ACN, ACO, AMT, ATC, ATR and CIO applications see [the 4901:1-6-29 Filing Requirements on the Commission's Web Page](#) for a complete list of exhibits.

## Section III – Carrier to Carrier (Pursuant to [4901:1-7](#)), and Wireless (Pursuant to [4901:1-6-24](#))

Carrier to Carrier	ILEC	CLEC
Interconnection agreement, or amendment to an approved agreement	<input type="checkbox"/> NAG <a href="#">1-7-07</a> (Auto 90 day)	<input type="checkbox"/> NAG <a href="#">1-7-07</a> (Auto 90 day)
Request for Arbitration	<input type="checkbox"/> ARB <a href="#">1-7-09</a> (Non-Auto)	<input type="checkbox"/> ARB <a href="#">1-7-09</a> (Non-Auto)
Introduce or change c-t-c service tariffs,	<input type="checkbox"/> ATA <a href="#">1-7-14</a> (Auto 30 day)	<input type="checkbox"/> ATA <a href="#">1-7-14</a> (Auto 30 day)
Request rural carrier exemption, rural carrier suspension or modification	<input type="checkbox"/> UNC <a href="#">1-7-04</a> or 05 (Non-Auto)	
Changes in rates, terms & conditions to Pole Attachment, Conduit Occupancy and Rights- of-Way.	<input type="checkbox"/> UNC <a href="#">1-7-23(B)</a> (Non-Auto)	
<b>Wireless Providers</b> See <a href="#">4901:1-6-24</a>	<input type="checkbox"/> RCC [Registration & Change in Operations]	<input type="checkbox"/> NAG [Interconnection Agreement or

#### Section IV. – Attestation

Registrant hereby attests to its compliance with pertinent entries and orders issued by the Commission.

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**AFFIDAVIT**  
***Compliance with Commission Rules***

I am an officer/agent of the applicant corporation \_\_\_\_\_, and am authorized to make this statement on its behalf.

\_\_\_\_\_  
(Name)

Please Check ALL that apply:

☐ I attest that these tariffs comply with all applicable rules for the state of Ohio. I understand that tariff notification filings do not imply Commission approval and that the Commission's rules as modified and clarified from time to time, supersede any contradictory provisions in our tariff. We will fully comply with the rules of the state of Ohio and understand that noncompliance can result in various penalties, including the suspension of our certificate to operate within the state of Ohio.

☐ I attest that customer notices accompanying this filing form were sent to affected customers, as specified in Section II, in accordance with Rule 4901:1-6-7, Ohio Administrative Code.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on (Date) \_\_\_\_\_ at (Location) Washington, DC

\*(Signature and Title) \_\_\_\_\_ (Date)

- *This affidavit is required for every tariff-affecting filing. It may be signed by counsel or an officer of the applicant, or an authorized agent of the applicant.*

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**VERIFICATION**

I, Brett P. Ferenchak verify that I have utilized the Telecommunications Filing Form for most proceedings provided by the Commission and that all of the information submitted here, and all additional information submitted in connection with this case, is true and correct to the best of my knowledge.

\*(Signature and Title) /s/ Brett P. Ferenchak., Counsel to Transferee

(Date) May 28, 2015

*\*Verification is required for every filing. It may be signed by counsel or an officer of the applicant, or an authorized agent of the applicant.*

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***Send your completed Application Form, including all required attachments as well as the required number of copies, to:***

**Public Utilities Commission of Ohio  
Attention: Docketing Division  
180 East Broad Street, Columbus, OH 43215-3793**

***Or***

***Make such filing electronically as directed in Case No 06-900-AU-WVR***

STATE OF TEXAS

§  
§  
§

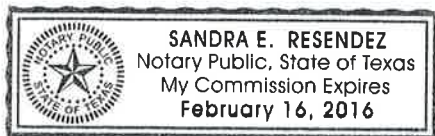
COUNTY OF HARRIS

**VERIFICATION**

I, E. Blake Hawk state that I am the Executive Vice President and General Counsel of Crown Castle International Corp., and the Executive Vice President of Crown Castle Operating Company and CC SCN Fiber LLC (collectively, 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; and that the contents are true and correct to my knowledge, information, and belief.

E. Blake Hawk  
Executive Vice President and General Counsel of:  
Crown Castle International Corp.  
Executive Vice President of:  
Crown Castle Operating Company  
CC SCN Fiber LLC

Sworn and subscribed before me this 22<sup>nd</sup> day of May, 2015.

  
\_\_\_\_\_  
Notary Public

My commission expires 2/16/2016

STATE OF TEXAS

§  
§  
§

COUNTY OF HARRIS

### VERIFICATION

I, Nicholas M. Grindstaff, state that I am the Treasurer of Sunesys, LLC, InfraSource FI, LLC and Quanta Fiber Networks, Inc. and Vice President-Finance of Quanta Services, Inc. (collectively, 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; and that the contents are true and correct to my knowledge, information, and belief.



Nicholas M. Grindstaff

Treasurer of:

Sunesys, LLC

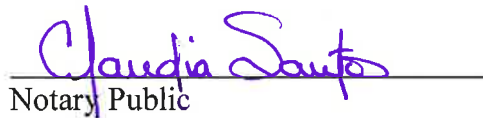
InfraSource FI, LLC

Quanta Fiber Networks, Inc.

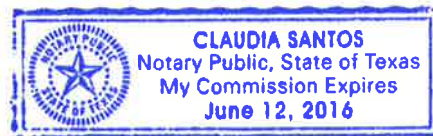
Vice President-Finance of:

Quanta Services, Inc.

Sworn and subscribed before me this 27<sup>th</sup> day of May, 2015.

  
Notary Public

My commission expires June 12, 2016



## **LIST OF EXHIBITS AND ATTACHMENTS**

Exhibit A	Existing Tariff Title Page - <b>Not Applicable</b>
Exhibit B	Replacement Tariff Page - <b>Not Applicable</b>
Exhibit C	Description of Transaction
Exhibit C-1	Current, Post-Closing and Post-Intracompany Changes Entity Structure
Exhibit D	Customer Notice and Customer Notice Affidavit - <b>Not Applicable</b>
Attachment A	Certificate of Good Standing
Attachment B	List of Officers and Directors

## **EXHIBIT C**

### **DESCRIPTION OF TRANSACTION**

Crown Castle Operating Company (“CCOC” or “Transferee”) and Sunesys, LLC (“Sunesys” or “Registrant”) (together, “Applicants”) hereby notify the Commission of the transfer of indirect control of Sunesys to CCOC (the “Sunesys Transaction”) and related post-closing transactions.<sup>1</sup>

#### **Description of the Applicants**

##### **A. Crown Castle Operating Company**

CCOC is a Delaware corporation and direct wholly owned subsidiary of Crown Castle International Corp. (“CCIC”) (CCIC and its subsidiaries, are collectively referred to as “Crown Castle”). CCIC is a publicly traded (NYSE: CCI) Delaware corporation that, to its knowledge, does not have any 10% or greater owners. Since January 1, 2014, CCIC has operated as a real estate investment trust (“REIT”) for U.S. federal income tax purposes. Crown Castle has executive offices at 1220 Augusta Drive, Suite 600, Houston, Texas 77057-2261. CCIC, through certain of its indirect subsidiaries, owns, operates, leases, and manages over 39,600 towers and rooftop sites for wireless communications equipment with a significant presence in the top 100 U.S. markets. Subsidiaries of Crown Castle Solutions Corp. (“Solutions”), a wholly owned direct subsidiary of CCOC, have deployed approximately 14,000 distributed antenna system (“DAS”) small cell nodes supported by approximately 7,000 miles of fiber in the United States. Wholly owned subsidiaries of Solutions hold authorizations to provide intrastate telecommunications services in the District of Columbia and every state except Alaska, Maine, Montana, Vermont, and Wyoming. In Ohio, Solutions has one wholly owned subsidiaries that is authorized to provide intrastate telecommunications services: Crown Castle NG East LLC (“CCNG-East”), which is authorized to provide competitive telecommunications services pursuant to Certificate No. 90-6225 granted in Case No. 05-240-TP-ACE.<sup>2</sup> CCNG-East also provides domestic

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<sup>1</sup> CCOC includes in this Application a request, to the extent necessary, for authority to implement certain intracompany changes that will occur shortly following the closing of the Sunesys Transaction. (The Sunesys Transaction and related post-closing intracompany changes are herein collectively referred to as the “Transaction”).

<sup>2</sup> The Certificate was granted in the name NextG Networks of New York, Inc.



interstate telecommunications services as competitive carriers pursuant to Federal Communications Commission (“FCC”) regulations.

Additional information concerning the legal, technical, managerial and financial qualifications of Crown Castle has been submitted to the Commission with various prior filings with respect to various transactions and is therefore already a matter of public record. Petitioners request that the Commission take official notice of these existing descriptions of Crown Castle’s qualifications and incorporate them by reference herein. In support of the financial qualifications of CCOC, the financial statements from CCIC’s most recent SEC Forms 10-K and 10-Q are available at <http://investor.crowncastle.com/phoenix.zhtml?c=107530&p=irol-sec>. Biographies of CCIC’s management team can be found at <http://www.crowncastle.com/leadership.aspx>.

## **B. Sunesys, LLC**

Sunesys is a single-member Delaware limited liability company with its principal office located at 185 Titus Avenue, Warrington, Pennsylvania 19876. Sunesys is a wholly owned indirect subsidiary of Quanta Fiber Networks, Inc. (“QFN”), a Delaware corporation and wholly owned direct subsidiary of Quanta Services, Inc. (“Seller”), a publicly traded Delaware corporation (NYSE: PWR). Seller’s principal office is located at 2800 Post Oak Blvd., Suite 2600, Houston, Texas 77056-6175.

Sunesys provides dedicated point-to-point telecommunications services to commercial, governmental and non-profit customers in Ohio, as well as in California, Delaware, Florida, Georgia, Illinois, Maryland, New Jersey, and Pennsylvania.<sup>3</sup> In addition, Sunesys of Virginia, Inc., a wholly owned subsidiary of Sunesys, provides dedicated point-to-point telecommunications services to commercial, governmental and non-profit customers in Virginia. In Ohio, Sunesys is authorized to provide competitive telecommunications services pursuant to Revised Certificate No. 09-6177 granted in Case No. 06-1243-TP-CIO. Sunesys also provides interstate telecommunications services as a competitive carrier pursuant to FCC regulations.

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<sup>3</sup> Sunesys is also authorized to provide intrastate telecommunications services in the District of Columbia, Massachusetts, New York, and North Carolina, but does not currently provide service in those jurisdictions.

## **Contacts**

Questions, correspondence or other communications concerning this filing should be directed to:

For Crown Castle:

Catherine Wang, Esq.  
Brett P. Ferenchak, Esq.  
Morgan, Lewis & Bockius LLP  
2020 K Street, N.W., Suite 1100  
Washington, DC 20006-1806  
202-373-6000 (tel)  
202-373-6001 (fax)  
[catherine.wang@morganlewis.com](mailto:catherine.wang@morganlewis.com)  
[brett.ferenchak@morganlewis.com](mailto:brett.ferenchak@morganlewis.com)

For Sunesys and Seller:

Phillip R. Marchesiello, Esq.  
Wilkinson Barker Knauer, LLP  
2300 N Street, N.W.  
Suite 700  
Washington, DC 20037  
202-783-4141 (tel)  
202-783-5851 (fax)  
[pmarchesiello@wbklaw.com](mailto:pmarchesiello@wbklaw.com)

with a copy to:

Robert Millar, Esq.  
Associate General Counsel  
Crown Castle  
ATTN: Michelle Salisbury, Legal Dept.  
2000 Corporate Drive  
Canonsburg, PA 15317  
510-290-3086 (tel)  
[robert.millar@crowncastle.com](mailto:robert.millar@crowncastle.com)

with a copy to:

Brett A. Schrader, Esq.  
Deputy General Counsel  
Quanta Services, Inc.  
2800 Post Oak Blvd., Ste. 2600  
Houston, TX 77056-6175  
713-629-7600 (tel)  
[bschrader@quantaservices.com](mailto:bschrader@quantaservices.com)

## **Description of the Transaction**

Pursuant to the terms of a Stock Purchase Agreement (the “Agreement”) dated as of April 29, 2015, by and among Seller, CC SCN Fiber LLC (“Purchaser”),<sup>4</sup> and CCIC, Purchaser will acquire all of the issued and outstanding stock of QFN from Seller. As a result, at closing of the Sunesys Transaction, Sunesys will become an indirect wholly owned subsidiary of CCOC and, ultimately, CCIC.

Following the closing of the Sunesys Transaction, CCOC expects to undertake certain intracompany transactions to meet tax and other business requirements. First, CCOC expects that Purchaser and QFN will consolidate. The consolidation is expected to result from either (1) the merger of QFN with and into Purchaser, whereupon the separate existence of QFN will cease and Purchaser will be the surviving entity or (2) the merger of Purchaser with and into QFN,

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<sup>4</sup> Purchaser, a Delaware limited liability company, is a direct wholly owned subsidiary of CCOC created for the purposes of the Sunesys Transaction.

whereupon the separate existence of Purchaser will cease and QFN will be the surviving entity, will change its name and may convert to a limited liability company (“New-QFN”).<sup>5</sup> Further, certain assets and non-telecommunications service functions of Sunesys are expected to be assigned to a newly formed subsidiary of Sunesys (“New-Sub”). New-Sub will lease certain assets to and perform certain non-telecommunications functions for Sunesys.<sup>6</sup> To the extent necessary, CCOC seeks approval for the post-closing intracompany transactions along with the Sunesys Transaction. For the Commission’s reference, charts depicting the current, post-closing and post-intracompany transactions entity ownership structure of Applicants are provided as Exhibit C-1.

### **Public Interest Considerations**

Applicants submit that the Transaction is in the public interest. The financial, technical, and managerial resources that CCOC will bring to Sunesys are expected to enhance the ability of Sunesys to compete in the telecommunications marketplace. Further, the existing network of Sunesys will enhance the ability of Solutions’ subsidiaries, including CCNG-East, to serve their customers. At the same time, the proposed Transaction will have no adverse impact on the customers of Sunesys. Immediately following the Transaction, Sunesys will continue to provide its services at the same rates and on the same terms and conditions. The Transaction will be transparent to consumers since the change upon closing from a consumer’s perspective is that CCOC, and ultimately CCIC, will be the new indirect owners of Sunesys.

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<sup>5</sup> Applicants will notify the Commission of the final structure and specific consolidation steps ultimately adopted to implement that structure.

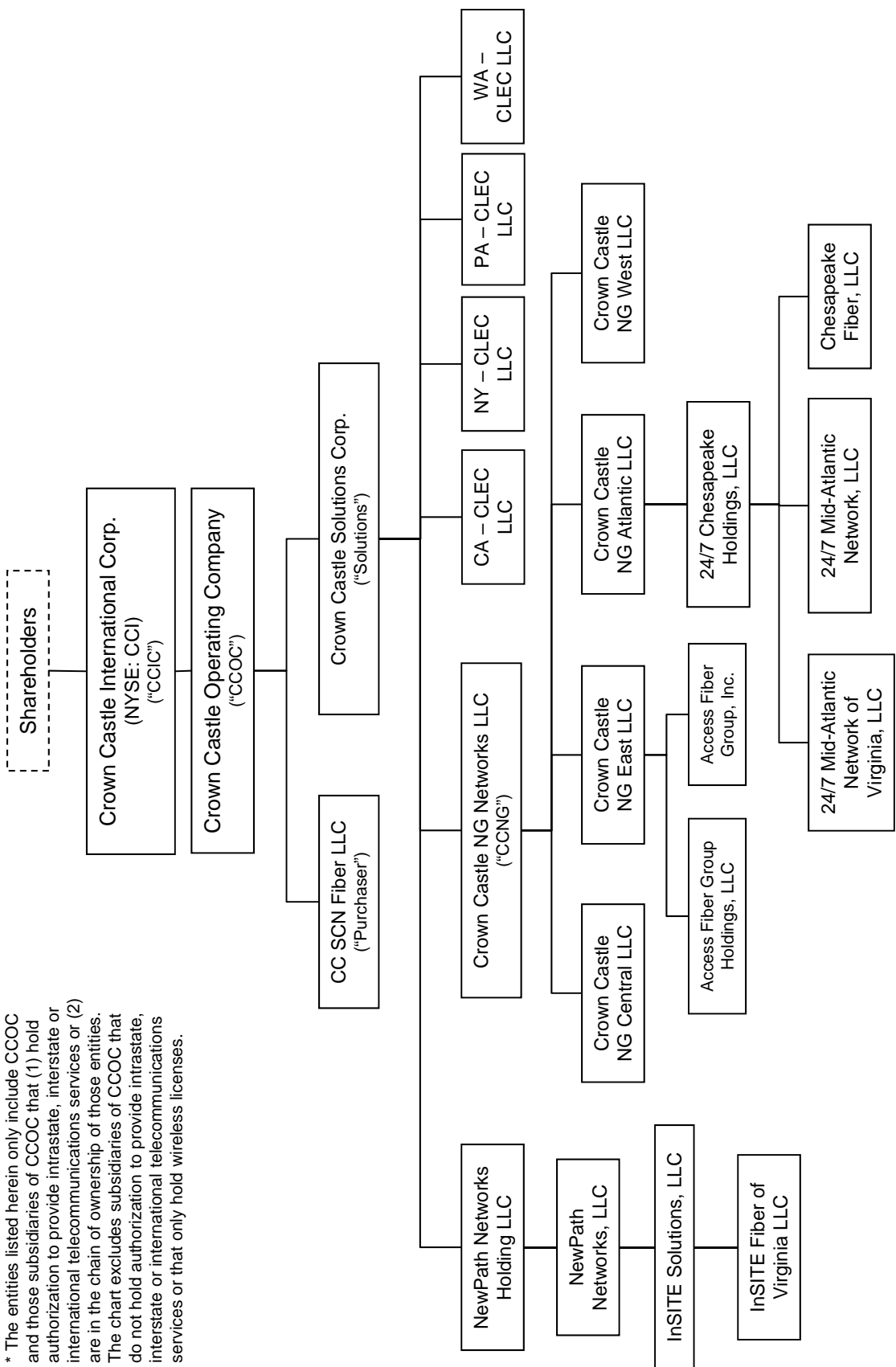
<sup>6</sup> The assets are expected to include certain telecommunications equipment, but will not include fiber assets. The functions assigned may include maintenance and repair functions. Sunesys’s telecommunications services will not be affected by the assignment and New-Sub will not provide telecommunications services as a result of owning and leasing the assets or performing the functions assigned to it. If New-Sub provides regulated telecommunications services in the future, it will first obtain any necessary authorizations from the Commission.

**EXHIBIT C-1**

**Current, Post-Closing and Post-Intracompany Changes Entity Structure**

# Current Entity Structure of CCOC\*

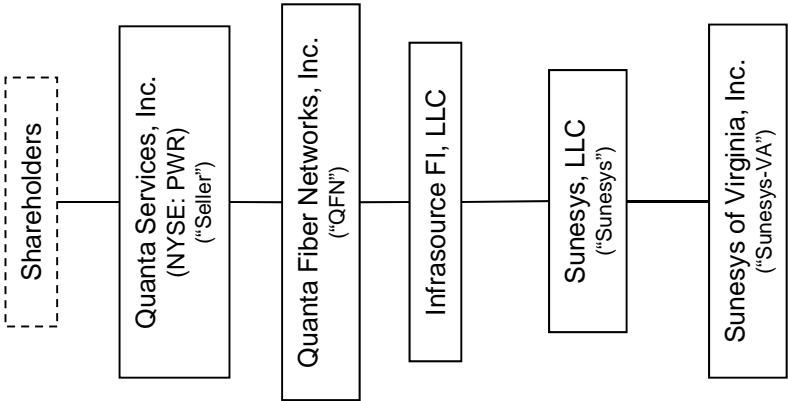
\* The entities listed herein only include CCOC and those subsidiaries of CCOC that (1) hold authorization to provide intrastate, interstate or international telecommunications services or (2) are in the chain of ownership of those entities. The chart excludes subsidiaries of CCOC that do not hold authorization to provide intrastate, interstate or international telecommunications services or that only hold wireless licenses.



All ownership percentages are 100%.

Current Entity Structure of Sunesys\*

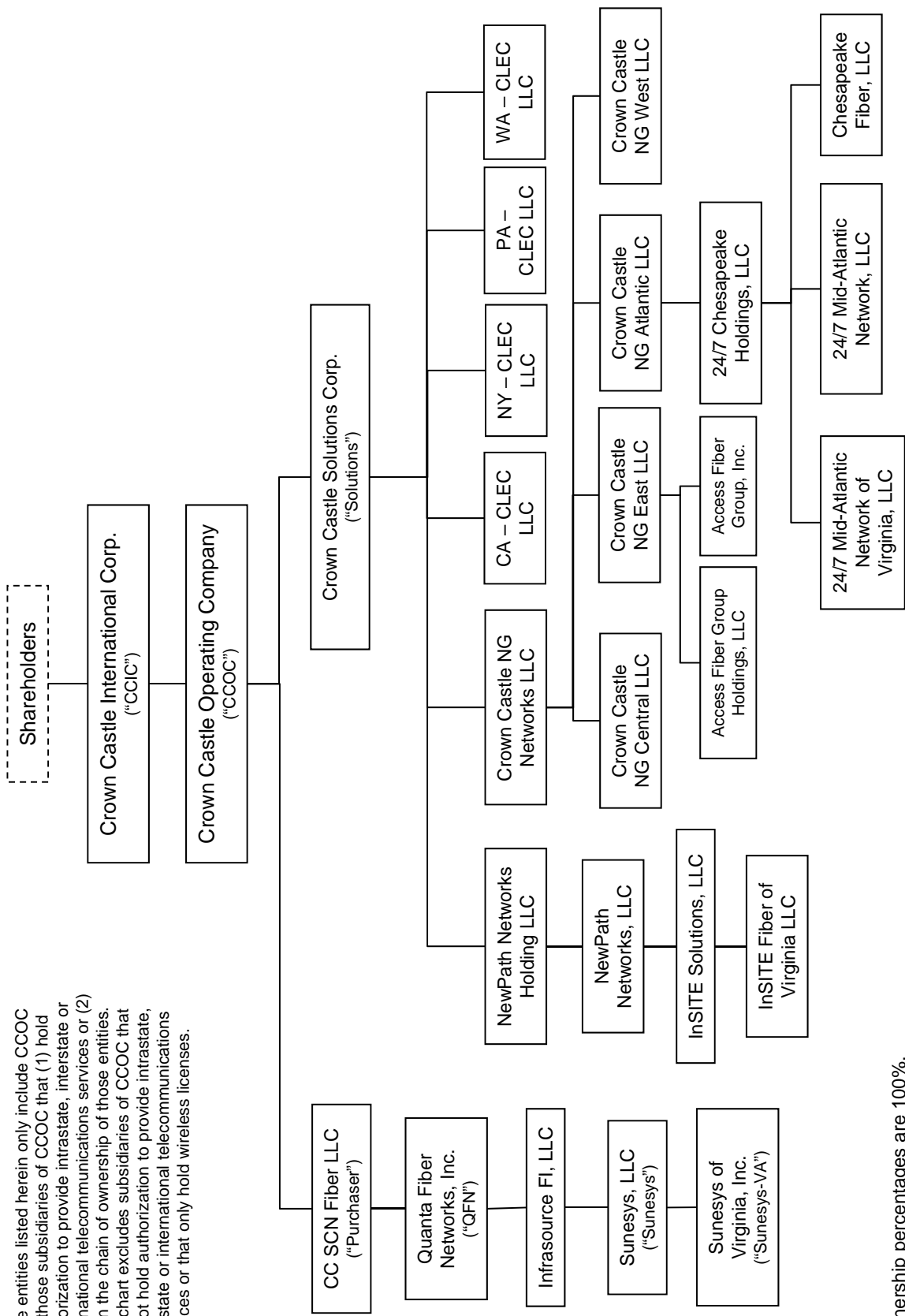
\* The entities listed herein only include Seller and those subsidiaries of Seller that (1) hold authorization to provide intrastate, interstate or international telecommunications services or (2) are in the chain of ownership of those entities. The chart excludes subsidiaries of Seller that do not hold authorization to provide intrastate, interstate or international telecommunications services or that only hold wireless licenses.



All ownership percentages are 100%.

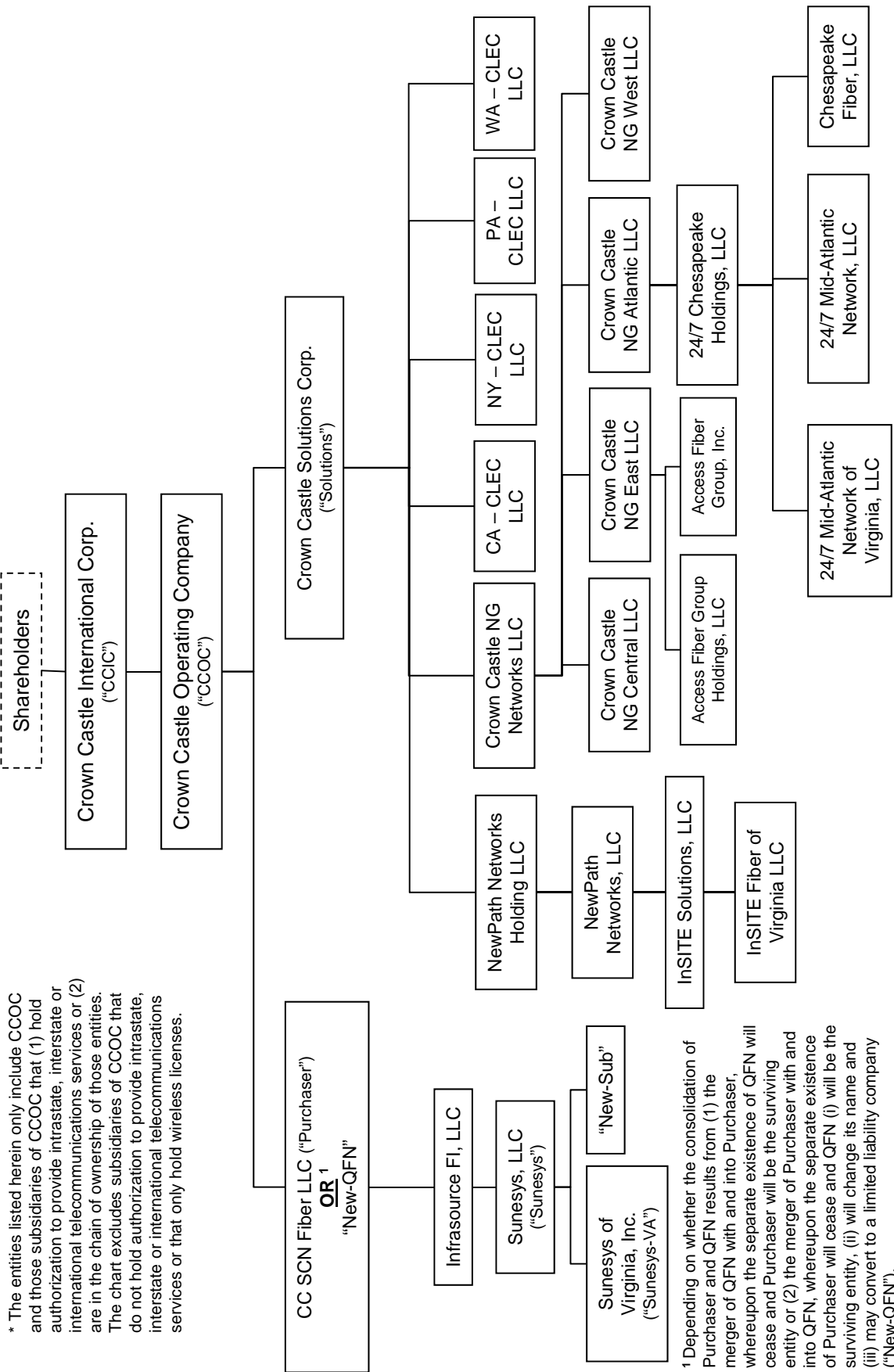
Post-Closing Entity Structure of CCOC and Sunesys\*

\* The entities listed herein only include CCOC and those subsidiaries of CCOC that (1) hold authorization to provide intrastate, interstate or international telecommunications services or (2) are in the chain of ownership of those entities. The chart excludes subsidiaries of CCOC that do not hold authorization to provide intrastate, interstate or international telecommunications services or that only hold wireless licenses.



All ownership percentages are 100%.

Post-Intracompany Changes Entity Structure of CCOC\*



\* The entities listed herein only include CCOC and those subsidiaries of CCOC that (1) hold authorization to provide intrastate, interstate or international telecommunications services or (2) are in the chain of ownership of those entities. The chart excludes subsidiaries of CCOC that do not hold authorization to provide intrastate, interstate or international telecommunications services or that only hold wireless licenses.

<sup>1</sup> Depending on whether the consolidation of Purchaser and QFN results from (1) the merger of QFN with and into Purchaser, whereupon the separate existence of QFN will cease and Purchaser will be the surviving entity or (2) the merger of Purchaser with and into QFN, whereupon the separate existence of Purchaser will cease and QFN (i) will be the surviving entity, (ii) will change its name and (iii) may convert to a limited liability company ("New-QFN").

All ownership percentages are 100%.



**ATTACHMENT A**

**Certificate of Good Standing**

UNITED STATES OF AMERICA  
STATE OF OHIO  
OFFICE OF THE SECRETARY OF STATE

*I, Jon Husted, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign business entities; that said records show SUNESYS, LLC, a Delaware Limited Liability Company, Registration Number 1652166, filed on October 5, 2006, is currently in FULL FORCE AND EFFECT upon the records of this office.*



*Witness my hand and the seal of the  
Secretary of State at Columbus, Ohio  
this 28th day of May, A.D. 2015.*

A handwritten signature in dark ink that reads "Jon Husted".

Ohio Secretary of State

Validation Number: **201514801056**

## **ATTACHMENT B**

### **List of Officers and Directors**

Each of the directors and officers of Crown Castle Operating Company listed below may be contacted at its principal office address at 1220 Augusta Drive, Suite 600, Houston, Texas 77057-2261:

#### **Board of Directors:**

E. Blake Hawk  
W. Benjamin Moreland

#### **Officers**

W. Benjamin Moreland, President and Chief Executive Officer  
E. Blake Hawk, Executive Vice President  
Jay A. Brown, Senior Vice President, Chief Financial Officer and Treasurer  
James D. Young, Senior Vice President and Chief Operating Officer  
Philip M. Kelley, Senior Vice President – Corporate Development and Strategy  
Patrick Slowey, Senior Vice President – Chief Commercial Officer

The current directors and officers of Sunesys, LLC are listed below and may be contacted at its principal office address at 185 Titus Avenue, Warrington, PA 19876:

#### **Board of Directors:**

As a limited liability company, Sunesys, LLC does not have a board of directors. Sunesys, LLC is member managed and its sole member and sole manager is InfraSource FI, LLC.

#### **Officers:**

Lawrence P. Coleman, President  
Alan N. Katz, Senior Vice President, Business Development  
William P. Coleman, Senior Vice President, Operations  
Brett A. Schrader, Vice President and Assistant Secretary  
Carolyn M. Campbell, Vice President and Secretary  
Daniel P. Govin, Vice President  
Derrick A. Jensen, Vice President and Assistant Secretary  
Dorothy C. Upperman, Vice President  
Gerald “BJ” Albert Ducey Jr., Vice President  
Jason Buchman, Vice President  
John P. Clark, Vice President, Chief Financial Officer and Assistant Treasurer  
Peter B. O’Brien, Vice President and Assistant Secretary  
Randall C. Wisenbaker, Vice President  
Steven J. Kemps, Vice President and Assistant Secretary  
Sean S. Sands, Vice President of Strategic Planning  
Nicholas M. Grindstaff, Treasurer  
Jefferson Walker III, Assistant Treasurer

Claudia G. Santos, Assistant Secretary  
Martin N. Fite III, Assistant Secretary  
Paul T. Bradshaw, Senior Counsel  
Regina A. McNamara, Assistant Treasurer  
Whitney A. Parsley, Assistant Secretary

Upon completion of the Sunesys Transaction, the officers of Sunesys will likely change to include current CCOC officers.

**This foregoing document was electronically filed with the Public Utilities**

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**in**

**Case No(s). 15-1027-TP-CIO**

Summary: Application Application for Approval of the Proposed Transfer of Indirect Control of Sunesys, LLC to Crown Castle Operating Company electronically filed by Mr. Brett P Ferenchak on behalf of Crown Castle Operating Company and Sunesys, LLC