

The Public Utilities Commission of Ohio
TELECOMMUNICATIONS FILING FORM

(Effective: 10-11-2017)

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 of **Middle Mile Infrastructure, LLC**) TRF Docket No. 90 -
) Case No. 19 - 0578- **TP** - ACE
to **Provide Telecommunications Services in the State of Ohio**) **NOTE: Unless you have reserved a Case #, leave the**
) **"Case No" fields BLANK.**

Name of Registrant(s) Middle Mile Infrastructure, LLC
DBA(s) of Registrant(s) _____
Address of Registrant(s) 1601 Willow Road, Menlo Park, CA 94025
Company Web Address _____
Regulatory Contact Person(s) Andrew Guhr Phone (650) 804-3710 Fax _____
Regulatory Contact Person's Email Address legal@mmiatlantic.com
Contact Person for Annual Report Andrew Guhr Phone (650) 804-3710
Address (if different from above) 575 7th St. NW, Suite 800, Washington DC, 20004
Consumer Contact Information Andrew Guhr Phone (650) 804-3710
Address (if different from above) 575 7th St. NW, Suite 800, Washington DC, 20004

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 Ohio Administrative Code [4901:1-6](#).

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

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 Adm.Code Chapter 4901 and/or the supplemental application form noted.

(3) Information regarding the number of copies required by the PUCO may be obtained from the PUCO's website at 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 PUCO.

(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	The tariff pages subject to the proposed change(s), reflecting the change, with the change(s) marked in the right margin.
C	A short description of the nature of the change(s), the intent of the change(s), and the customers affected.
D	A copy of the notice provided to customers, along with an affidavit that the notice was provided according to the applicable rule(s).

Section I – Part I - Common Filings

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

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"/>
Date Notice Sent:				

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	Telecommunications Service Provider Not Offering Local	CESTC	CETC
* See Supplemental form	<input type="checkbox"/> ACE 1-6-08 * (Auto 30- day)	<input type="checkbox"/> ACE 1-6-08 *(Auto 30 day)	<input checked="" type="checkbox"/> ACE 1-6-08 *(Auto 30 day)	<input type="checkbox"/> ACE 1-6-10 (Auto 30 day)	<input type="checkbox"/> UNC 1-6-09 *(Non-Auto)

*Supplemental Certification forms can be found on the PUCO webpage.

Section II – Part II – Certificate Status & Procedural

Certificate Status	ILEC	CLEC	Telecommunications Service Provider Not Offering Local
Abandon all Services		<input type="checkbox"/> ABN 1-6-26 (Auto 30 days)	<input type="checkbox"/> ABN 1-6-26 (Auto 30 days)
Change of Official Name *	<input type="checkbox"/> ACN 1-6-29(B) (Auto 30 days)	<input type="checkbox"/> ACN 1-6-29(B) (Auto 30 days)	<input type="checkbox"/> CIO 1-6-29(C) (0 day Notice)
Change in Ownership *	<input type="checkbox"/> ACO 1-6-29(E) (Auto 30 days)	<input type="checkbox"/> ACO 1-6-29(E) (Auto 30 days)	<input type="checkbox"/> CIO 1-6-29(C) (0 day Notice)
Merger *	<input type="checkbox"/> AMT 1-6-29(E) (Auto 30 days)	<input type="checkbox"/> AMT 1-6-29(E) (Auto 30 days)	<input type="checkbox"/> CIO 1-6-29(C) (0 day Notice)
Transfer a Certificate *	<input type="checkbox"/> ATC 1-6-29(B) (Auto 30 days)	<input type="checkbox"/> ATC 1-6-29(B) (Auto 30 days)	<input type="checkbox"/> CIO 1-6-29(C) (0 day Notice)
Transaction for transfer or lease of property, plant or business *	<input type="checkbox"/> ATR 1-6-29(B) (Auto 30 days)	<input type="checkbox"/> ATR 1-6-29(B) (Auto 30 days)	<input type="checkbox"/> CIO 1-6-29(C) (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 PUCO's webpage](#) 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 1-7-07 (Auto 90 day)	<input type="checkbox"/> NAG 1-7-07 (Auto 90 day)
Request for Arbitration	<input type="checkbox"/> ARB 1-7-09 (Non-Auto)	<input type="checkbox"/> ARB 1-7-09 (Non-Auto)
Introduce or change c-t-c service tariffs	<input type="checkbox"/> ATA 1-7-14 (Auto 30 days)	<input type="checkbox"/> ATA 1-7-14 (Auto 30 days)
Request rural carrier exemption, rural carrier suspension or modification	<input type="checkbox"/> UNC 1-7-04 or 05 (Non-Auto)	
Changes in rates, terms & conditions to Pole Attachment, Conduit Occupancy and Rights- of-Way. (13-579-AU-ORD 11/30/16 Entry)	<input type="checkbox"/> ATA 1-3-04 (Auto 60 days)	
Wireless Providers See 4901:1-6-24	<input type="checkbox"/> RCC [Registration & Change in Operations] (0 day)	<input type="checkbox"/> NAG [Interconnection Agreement or Amendment] (Auto 90 days)

Section IV. – Attestation

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

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 Ohio Adm.Code 4901:1-6-7.

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

Executed on
(Date) _____

at (Location) _____

*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.*

VERIFICATION

I, , 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 _____

Michael Johnson, VP and Assistant Secretary

Date _____

March 4, 2019

**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.*

File document electronically as directed in case number 06-900-AU-WVR

or

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

The Public Utilities Commission of Ohio
TELECOMMUNICATIONS SUPPLEMENTAL APPLICATION FORM
for CARRIER CERTIFICATION
(Effective: 01/20/2011)

(Pursuant to Case No. 10-1010-TP-ORD)

NOTE: This SUPPLEMENTAL form must be used WITH the
TELECOMMUNICATIONS FILING FORM for ROUTINE PROCEEDINGS.

In the Matter of the Application of Middle Mile Infrastructure, LLC)
to Provide Telecommunications Services in the State of Ohio)
)
)

Case No. 19 - 0578 - **TP** - ACE

Name of Registrant(s) Middle Mile Infrastructure, LLC
DBA(s) of Registrant(s) N/A
Address of Registrant(s) 1601 Willow Road, Menlo Park, CA 94025

Motion for protective order included with filing? ☐ Yes ☒ No

Motion for waiver(s) filed affecting this case? ☐ Yes ☒ No [Note: waiver(s) tolls any automatic timeframe]

List of Required Exhibits

Tariffs: (Include all that apply)

☐ Interexchange Tariff

☐ Local Tariff

☐ CESTC Tariff

☐ Carrier-to-Carrier (Access) Tariff

Description of Services

NOTE: All Facilities-Based carriers must file an Access Tariff

☐ Service provisioned via Resale

☒ Service provisioned via Facilities

☐ Both Resold and Facilities-based

☒ Description of Proposed Services

☒ Statement about the provision of
CTS services

☒ Description of the general
geographic area served

☒ Explanation of how the proposed
services in the proposed market
area are in the public interest.

☒ Description of the class of customers (e.g., residence, business) that the
applicant intends to serve

Business Requirements

Evidence of Registration with:

☒ Ohio Department of Taxation

☒ Ohio Secretary of State¹ &
Certificate of Good Standing

Documentation attesting to the applicant's financial viability, including the following:

- ☒ An executive Summary describing the applicant's current financial condition, liquidity, and capital resources. Describe internally generated sources of cash and external funds available to support the applicant's operations that are the subject of this certification application.
- ☒ Copy of financial statements (actual and pro forma income statement and a balance sheet). Indicate if financial statements are based on a certain geographical area(s) or information in other jurisdictions
- ☒ Documentation to support the applicant's cash and funding sources.

Documentation attesting to the applicant's managerial ability and corporate structure, including the following:

- ☒ Documentation attesting to the applicant's technical and managerial expertise relative to the proposed service offering(s) and proposed service area
- ☒ List of names, addresses, and phone numbers of officers and directors, or partners.
- ☒ Documentation indicating the applicant's corporate structure and ownership
- ☒ Information regarding any similar operations in other states.

If this company has been previously certified in the State of Ohio, include that certification number _____

- ☒ Verification that the applicant will follow federal communications commission (FCC) accounting requirements, if applicable.

¹ Certification from Ohio Secretary of State (domestic or foreign corporation, authorized use of fictitious name, etc.), and Certificate of Good Standing is required.

Documentation attesting to the applicant's proposed interactions with other Carriers

☒ Explanation as to whether rates are derived through (check all applicable):

☐ interconnection agreement

☐ retail tariffs

☐ resale tariffs

☒ Explanation as to which service areas company currently has an approved interconnection or resale agreement.

☐ A notarized affidavit accompanied by bona fide letters requesting negotiation pursuant to Sections 251 and 252 of the Telecommunications Act of 1996 and a proposed timeline for construction, interconnection, and offering of services to end users.

Documentation attesting to the applicant's proposed interactions with Customers

☐ A sample copy of the customer bill and disconnection notice the applicant plans to utilize.

☐ Provide a copy of any customer application form required in order to establish residential service, if applicable.

☐ For CLECs, List of Ohio ILEC Exchanges the applicant intends to serve
(Use spreadsheet from: http://www.puc.state.oh.us/puco/forms/form.cfm?doc_id=357)

☐ If Mirroring the entire ILEC local service areas, tariffs may incorporate by reference. If not mirroring the entire ILEC local exchange areas, the CLEC shall specifically define its local service areas in the tariff.


Affidavit

I am an authorized representative of the applicant corporation Middle Mile Infrastructure, LLC
(Name)

and I am authorized to make this statement on its behalf. I attest that I have utilized the Telecommunications Supplemental Application Form for Carrier Certification 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.

Executed on March 4, 2019

at Menlo Park, CA

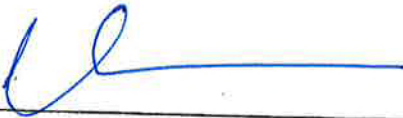

Michael Johnson, VP and Assistant Secretary
(Signature and Title)

March 4, 2019
(Date)

CALIFORNIA JURAT WITH AFFIANT STATEMENT

GOVERNMENT CODE § 8202

- ☒ See Attached Document (Notary to cross out lines 1-6 below)
☐ See Statement Below (Lines 1-6 to be completed only by document signer[s], *not* Notary)



Signature of Document Signer No. 1



Signature of Document Signer No. 2 (if any)

A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

State of California

County of San Mateo

Subscribed and sworn to (or affirmed) before me

on this 4th day of March, 2019

by Michael L. Johnson

(1) Michael L. Johnson

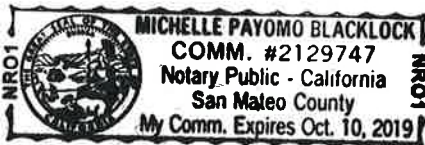
(and (2) _____),

Name(s) of Signer(s)

proved to me on the basis of satisfactory evidence to be the person(s) who appeared before me.

Signature Michelle Payomo Blacklock

Signature of Notary Public



Seal
Place Notary Seal Above

OPTIONAL

Though this section is optional, completing this information can deter alteration of the document or fraudulent reattachment of this form to an unintended document.

Description of Attached Document

Title or Type of Document: _____ Document Date: _____

Number of Pages: _____ Signer(s) Other Than Named Above: _____

LIST OF EXHIBITS

- Exhibit A Description of Proposed Services
 - Exhibit A-1 Telecommunications Retail Service Offering Form
- Exhibit B Statement about the provision of CTS Services
- Exhibit C Description of the general geographic area served
- Exhibit D Explanation of how the proposed services in the proposed market area are in the public interest
- Exhibit E Description of class of customers
- Exhibit F Registration with Ohio Department of Taxation
- Exhibit G Registration with Ohio Secretary of State & Certificate of Good Standing
- Exhibit H Financial Viability
- Exhibit I Managerial and Technical Ability and Corporate Structure
 - Exhibit I-1 Managerial Expertise
 - Exhibit I-2 Officers
 - Exhibit I-3 Corporate Structure
 - Exhibit I-4 Operations in other states
 - Exhibit I-5 Verification of compliance with FCC rules
- Exhibit J Explanation of Rates
- Exhibit K Interconnection and Resale
- Exhibit L Sample copy of customer bill
- Exhibit M Sample copy of disconnection notice

EXHIBIT A

Description of Proposed Services

Middle Mile Infrastructure, LLC (“MMI” or “Applicant”) plans to build a fiber-based, broadband telecommunications network in Ohio, both to provide telecommunications services to third-party customers and for its own use. MMI will primarily provide Private Line services, including Wavelength services, and other broadband transport offerings to other carriers. MMI could also provide Dark Fiber and Collocation services to such customers should the market warrant such services. Applicant intends to provide services primarily, if not exclusively, using its own facilities. Applicant will use existing infrastructure, including poles, conduits, ducts and other access methods, where appropriate.

MMI does not seek authority to provide basic local exchange services.

The Commission does not require tariffs for any of the proposed services. Further, the Applicant will not be providing retail services. However, Applicant provides the Telecommunications Retail Service Offering Form attached as Exhibit A-1, as required by the Commission’s procedures.

EXHIBIT A-1

Telecommunications Retail Service Offering Form

The Applicant will not be providing retail services, but the Applicant submits this form in order to comply with the Commission's requirements.

The Public Utilities Commission of Ohio
TELECOMMUNICATIONS RETAIL SERVICE OFFERING FORM
For Non-BLES Carriers

Per the Commission's 01/19/2011 "Implementation Order" in Case No. 10-1010-TP-ORD
(Effective: 01/20/2011)

Company Name Middle Mile Infrastructure, LLC

Company Address 1601 Willow Road, Menlo Park, CA 94025

Company Web Address _____

Regulatory Contact Person Andrew Guhr Phone (650) 804-3710 Fax _____

Regulatory Contact Person's Email Address legal@mmiatlantic.com

Contact Person for Annual Report Andrew Guhr Phone (650) 804-3710 Fax _____

Consumer Contact Information Andrew Guhr Phone (650) 804-3710 Fax _____

TRF Docket No. -TP-TRF

I. Company Type (Check all applicable):

☐ Non-BLES CLEC ☐ IXC ☒ Other (explain) Point to Point, Private Line telecommunications provider

II. Services offered (Check all applicable):

- ☐ Toll services (intrastate)
- ☐ Local Exchange Service (i.e., residential or business bundles)
- ☐ Other (explain) _____

III. Tariffed Provisions/Services (To the extent offered, check all applicable and attach tariff pages):

- ☐ Toll Presubscription
- ☐ Intrastate Special and Switched Access Services to Carriers (facilities-based local carriers only)*
- ☐ N-1-1 Service
- ☐ Pole Attachment and Conduit Occupancy
- ☐ Pay Telephone Access Lines
- ☐ Inmate Operator Service
- ☐ Telephone Relay Service

*Access service tariffs shall be maintained separately and are subject to the Commission's carrier-to-carrier rules found in Chapter 4901:1-7, Ohio Administrative Code.

Part IV. – Attestation

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

I am an officer/agent of the carrier/telephone company, Middle Mile Infrastructure, LLC, and am authorized to make statements on it behalf.
(Name)

I understand that Telephone companies have certain responsibilities to its customers under the Telecommunications Rules (Ohio Adm. Code 4901:1-6). These responsibilities include: warm line service; not committing unfair or deceptive acts and practices; truth in billing requirements; and slamming and preferred carrier freeze requirements. We will comply with the rules of the state of Ohio and understand that non-compliance can result in various penalties, including the suspension of our certificate to operate within the state of Ohio.

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


Michael Johnson, VP and Assistant Secretary
(Signature and Title)

March 4, 2019
(Date)

EXHIBIT B

Statement about the provision of CTS Services

As described in this Application, Applicant will provide competitive telecommunications services only. Applicant does not seek to provide basic local exchange services or competitive emergency telecommunications carrier services. The Applicant will not provide retail services.

EXHIBIT C

Description of the general geographic area served

MMI intends to provide competitive telecommunications services to various points throughout the state of Ohio.

EXHIBIT D

Explanation of how the proposed services in the proposed market area are in the public interest

Grant of this Application will promote the public interest by increasing competition in the provision of telecommunications services in Ohio. MMI will deploy a competitive telecommunications infrastructure in the State, which will increase the supply of such services, thereby driving prices closer to costs and ensuring just and reasonable rates in addition to promoting efficiency in the delivery of services and in the development of new services. MMI will provide customers high quality, cost effective telecommunications services, with an emphasis on customer service. MMI's operations will be overseen by a well-qualified management team with substantial telecommunications experience and technical expertise. These benefits work to maximize the public interest by providing continuing incentives for carriers to reduce costs while simultaneously promoting the availability of potentially desirable services.

EXHIBIT E

Description of class of customers

MMI's customers will primarily be other telecommunications service providers.

EXHIBIT F

Registration with Ohio Department of Taxation

Attached is evidence of MMI's registration with the Ohio Department of Taxation through its Ohio Business Gateway. MMI recently changed its name (as reflected in the certificate of formation information attached as well). MMI has notified the Ohio Department of Taxation of its name change, and should soon be reflected in the Ohio Business Gateway information.



Search...

Welcome Elena!

<https://business.gateway.ohio.gov/secur/logout.jsp>

CAT Maintain Corporate Structure

Company Name
FACEBOOK, INC.

Company ID
****-*5019**

CAT : 96223401

Request Date : 3/1/2019 11:16 AM

Effective Date : 2019-01-01

Type of Ownership : Limited Liability Company

Country of Organization : USA

State of Organization : DE

FEIN/SSN : **-*5041

Legal Name : MMI Atlantic, LLC

Trade Name :

Street Address 1 : 103 Foulk Rd Ste 202

Street Address 2 :

City : Wilmington

State : DE

Postal/Zip : 19803-3742

Country : USA

NAICS : 51 - Information

NAICS Subtype : 517919 - All Other Telecommunications

Account Updated as above: Friday March 01, 2019 11:16 AM EST :

You may print this screen as a confirmation of your Update Sub/Member request :

Next

Exit

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Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "MMI ATLANTIC, LLC", CHANGING ITS NAME FROM "MMI ATLANTIC, LLC" TO "MIDDLE MILE INFRASTRUCTURE, LLC", FILED IN THIS OFFICE ON THE FIFTEENTH DAY OF FEBRUARY, A.D. 2019, AT 4:47 O`CLOCK P.M.




Jeffrey W. Bullock, Secretary of State

6492635 8100
SR# 20191065646

You may verify this certificate online at corp.delaware.gov/authver.shtml

Authentication: 202270724
Date: 02-15-19

State of Delaware
Secretary of State
Division of Corporations
Delivered 04:47 PM 02/15/2019
FILED 04:47 PM 02/15/2019
SR 20191065646 - File Number 6492635

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF FORMATION
OF
MMI ATLANTIC, LLC**

MMI Atlantic, LLC, a Delaware Limited Liability Company (the "**Company**"), does hereby certify that the following amendment to the Company's Certificate of Formation has been duly adopted in accordance with the provisions of the Delaware Limited Liability Company Act.

1. Article First of the Certificate of Formation of the Company is hereby amended to read as follows:

"The name of the limited liability company is Middle Mile Infrastructure, LLC."

IN WITNESS WHEREOF, the undersigned has executed this Certificate on the 15th day of February, 2019.

By: /s/Patricia Bresnan
Patricia Bresnan
Its: President and Chief Executive Officer

EXHIBIT G

Registration with Ohio Secretary of State & Certificate of Good Standing

Attached are MMI's certificate to operate and certificate of good standing issued by the Ohio Secretary of State.



DATE	DOCUMENT ID	DESCRIPTION	FILING	EXPED	CERT	COPY
03/01/2019	201906003026	FOREIGN LLC - REGISTRATION CORRECTION (LFC)	50.00	300.00	0.00	0.00

Receipt

This is not a bill. Please do not remit payment.

CORPORATION SERVICE COMPANY
MONIQUE WEAVER
50 W. BROAD STREET
COLUMBUS, OH 43215

**STATE OF OHIO
CERTIFICATE**

Ohio Secretary of State, Frank LaRose
4213121

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

MIDDLE MILE INFRASTRUCTURE, LLC

and, that said business records show the filing and recording of:

Document(s)

FOREIGN LLC - REGISTRATION CORRECTION

Effective Date: 03/01/2019

Document No(s):

201906003026



United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of the
Secretary of State at Columbus, Ohio this
1st day of March, A.D. 2019.

Ohio Secretary of State

JON HUSTED
Ohio Secretary of State



Toll Free: (877) SOS-FILE (877-767-3453)

Central Ohio: (614) 466-3910

www.OhioSecretaryofState.govBusserv@OhioSecretaryofState.gov

File online or for more information:

www.OHBusinessCentral.com

Mail this form to one of the following:

Regular Filing (non expedite)

P.O. Box 1329

Columbus, OH 43216

Expedite Filing (Two business day processing time.

P.O. Box 1390 Requires an additional \$100.00.)

Columbus, OH 43216

For screen readers, follow instructions located at this path.

Foreign Limited Liability Company Certificate of Correction

Filing Fee: \$50

(135-LFC)

Form Must Be Typed

The undersigned authorized representative of:

MMI Atlantic, LLC

Name of limited liability company in jurisdiction of formation

Name of limited liability company in Ohio, if different than above

4213121

Ohio Registration Number

Delaware

Jurisdiction of Formation

RECEIVED
SECRETARY OF STATE
2019 MAR -1 AM 11:58
CLIENT SERVICE CENTER

Only complete sections that apply. (sections to be corrected)

Middle Mile Infrastructure, LLC

Name of limited liability company in jurisdiction of formation

Name of limited liability company in Ohio

Middle Mile Infrastructure, LLC

Name of limited liability company in Ohio must include one of the following words or abbreviations: "limited liability company," "limited," "LLC," "L.L.C.," "ltd." or "Ltd"

Jurisdiction of Formation

The address to which interested persons may direct requests for copies of any operating agreement,
or any bylaws, or other charter documents of the company is:

Mailing Address

City

State

ZIP Code

Complete the information in this section if the limited liability company wants to correct the statutory agent information.

The limited liability company hereby appoints the following as its agent upon whom process against the limited liability company may be served in the state of Ohio. The name and complete address of the agent is:

Name of Statutory Agent

Mailing Address

City

OH

State

ZIP Code

The limited liability company irrevocably consents to service of process on the agent listed above as long as the authority of the agent continues, and to service of process upon the Ohio Secretary of State if:

- a. an agent is not appointed, or
- b. an agent is appointed but the authority of that agent has been revoked, or
- c. the agent cannot be found or served after the exercise of reasonable diligence.

By signing and submitting this form to the Ohio Secretary of State, the undersigned hereby certifies that he or she has the requisite authority to execute this document.

Required

Must be signed by an authorized representative.

If authorized representative is an individual, then they must sign in the "signature" box and print their name in the "Print Name" box.

If authorized representative is a business entity, not an individual, then please print the business name in the "signature" box, an authorized representative of the business entity must sign in the "By" box and print their name in the "Print Name" box.

Signature

By (if applicable)

Catherine C. Brady

Print Name

Signature

By (if applicable)

Print Name

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

I, Frank LaRose, 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 MIDDLE MILE INFRASTRUCTURE, LLC, a Delaware For Profit Limited Liability Company, Registration Number 4213121, filed on July 25, 2018, 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 1st day of March, A.D. 2019.*

A handwritten signature in red ink, appearing to read "Frank LaRose", written in a cursive style.

Ohio Secretary of State

Validation Number: 201906005136

EXHIBIT H

Financial Viability

MMI possesses the requisite financial resources to provide telecommunications services in Ohio. MMI does not maintain financial statements separate from the consolidated financial statements of its ultimate parent company, Facebook, Inc. (“Facebook”) a publicly-traded Delaware corporation (NASDAQ: FB). For purposes of this Application, MMI will rely on the financial statements of Facebook to demonstrate its financial qualification to operate within Ohio. The most recent annual consolidated financial statements of Facebook, excluding the notes, from Facebook’s most recent SEC Form 10-K is available at:

<http://d18rn0p25nwr6d.cloudfront.net/CIK-0001326801/a109a501-ed16-4962-a3af-9cd16521806a.pdf>.

As shown in the financial statement, through Facebook, Applicant has sufficient capital resources and is financially qualified to operate within the State of Ohio.

EXHIBIT I

Managerial and Technical Ability and Corporate Structure

TECHNICAL AND MANAGERIAL EXPERTISE

MMI is technically and managerially qualified to provide telecommunications services in Ohio. MMI's operations will be directed by management, technical, and operations staffs with considerable experience in the telecommunications industry. The key officers and managers of MMI are as follows:

I-1: Management Expertise and I-2: Officers

David Kling President, CEO, and Secretary

Susan Taylor Vice President and Treasurer

Michael Johnson Vice President and Assistant Secretary

David Kling and Susan Taylor: Managers

All officers and directors can be reached through Applicant's corporate headquarters at 1601 Willow Road, Menlo Park, CA 94025 or by telephone at (650) 804-3710. Neither MMI nor any of its officers or directors have been or are currently the subject of any civil or criminal proceedings pending before any state or federal regulatory commission, administrative agency, or law enforcement agency that could adversely affect MMI's ability to provide telecommunications services in Ohio.

MMI has the requisite technical and managerial qualifications to provide telecommunications services in the State of Ohio. The Applicant's technical team is comprised of individuals with substantive experience in successfully managing and operating telecommunications businesses, including Michael Johnson, who will serve as a manager, and Keith Osborn, who will serve an important role in the company's operations. Short biographies of Mr. Johnson and Mr. Osborn are provided below:

Michael Johnson is the Deputy General Counsel, Corporate/Securities/M&A at Facebook, where he has served since 2010. Previously, he served as Senior Director of Corporate Legal Affairs and Associate General Counsel at Juniper Networks. Mr. Johnson began his legal career at Cooley Godward LLP in Palo Alto, focusing on representation of emerging companies and venture capital funds. He holds a J.D. from the University of California, Hastings College of the Law and a B.A. in Political Science from UCLA.

Keith Osborn has over 20 years of experience in the telecommunications industry, including expertise related to building network infrastructure at companies such as Qwest Communications and Level 3 Communications. Immediately prior to joining MMI, Mr. Osborn served as Vice President of Network Development for Zayo Group. His experience includes developing strategic plans for expanding infrastructure and creating strategies to optimize use of the network through detailed infrastructure analysis. In his various roles, Mr. Osborn has actively managed operations and site development. Mr. Osborn is an engineer by training and obtained his Bachelor of Science from Mesa State College.

I-3: Corporate Structure

MMI is a wholly owned subsidiary of Facebook, Inc. MMI is a Delaware Limited Liability Company organized on July 26, 2017. The Company's corporate address is:

Middle Mile Infrastructure, LLC
1601 Willow Road, Menlo Park, CA 94025

An organizational chart depicting the company's ownership within its corporate parent is attached.

I-4: Operations in other states

MMI may apply for certification to provide telecommunications services in other states. However, at this time, MMI is not currently providing telecommunications services in other states.

I-5: Verification of compliance with FCC rules

The applicant will follow all applicable Federal Communications Commission (FCC) rules.

Facebook, Inc.
United States

100%
MMI Holding Corp.
United States

100%
Middle Mile Infrastructure, LLC
United States

EXHIBIT J

Explanation of Rates

MMI's rates will be developed based on market conditions through individually negotiated contracts with its customers.

EXHIBIT K

Interconnection and Resale Statement

Applicant does not intend to provide services that require interconnection or resale agreements under Section 251 of the Communications Act of 1934, as amended. Accordingly, Applicant has not entered into negotiations for such agreements. A notarized affidavit regarding interconnection negotiations is, therefore, unnecessary.

EXHIBIT L

Sample copy of customer bill

Sample bills have not yet been developed. Applicant's customers will consist primarily of other telecommunications carriers and the billing will likely be done on an individual case basis.

EXHIBIT M

Sample disconnection notice

Such notices have not been developed.

This foregoing document was electronically filed with the Public Utilities

Commission of Ohio Docketing Information System on

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in

Case No(s). 19-0578-TP-ACE

Summary: Application to Provide Telecommunications Services in the State of Ohio
electronically filed by Mrs. Gretchen L. Petrucci on behalf of Middle Mile Infrastructure, LLC