

leThe Public Utilities Commission of Ohio
TELECOMMUNICATIONS FILING FORM

(Effective: 9-2-2015)

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 a *Pro Forma* Change in Intermediate Ownership and Control of Uniti Fiber LLC)
)
)
)

TRF Docket No. 90-

Case No. **19-1122-TP-CIO**

NOTE: Unless you have reserved a Case #, leave the "Case No" fields BLANK.

Name of Registrant(s) Uniti Fiber LLC

DBA(s) of Registrant(s) _____

Address of Registrant(s) 10802 Executive Center Drive, Suite 300, Little Rock, AR 72211

Company Web Address www.uniti.com

Regulatory Contact Person(s) Jeffrey R. Strenkowski

Phone 301-774-0461

Fax _____

Regulatory Contact Person's Email Address jeffrey.strenkowski@uniti.com

Contact Person for Annual Report Same as above

Phone 301-774-0461

Address (if different from above) Same as above

Consumer Contact Information Uniti Fiber Customer Support

Phone 888-734-8100

Address (if different from above) Same as above

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.]

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 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) N/A No tariff changes are anticipated.
B	The Tariff pages subject to the proposed change(s), reflecting the change, with the change(s) marked in the right margin. N/A No tariff changes are anticipated.
C	A short description of the nature of the change(s), the intent of the change(s), and the customers affected. See Exhibit C for a description of the transaction.
D	A copy of the notice provided to customers, along with an affidavit that the notice was provided according to the applicable rule(s). N/A Applicant will continue to provide service without immediate change in rates, terms or conditions.

Section I – Part I - Common Filings

Carrier Type <input type="checkbox"/> Other (explain below)	<input type="checkbox"/> For Profit ILEC	<input type="checkbox"/> Not For Profit ILEC	<input type="checkbox"/> 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	Telecommunication s 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 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 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 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 checked="" 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 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 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.	<input type="checkbox"/> ATA 1-3-04 (Auto 30 days)	
Wireless Providers See 4901:1-6-24	<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.

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) _____

*(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, Jeffrey R. Strenkowski, 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/ Jeffrey R. Strenkowski, Vice President – Deputy General Counsel of (Date) Mat 16, 2019p
Governmental Affairs

**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.*

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

VERIFICATION

I, Jeffrey R. Strenkowski, state that I am the Vice President and Deputy General Counsel of Governmental Affairs of Uniti Group Inc. ("Uniti"); that I am authorized to make this Verification on behalf of Uniti and its subsidiaries (collectively, the "Company"); that the foregoing filing was prepared under my direction and supervision; and that the contents with respect to the Company are true and correct to the best of my knowledge, information, and belief.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 19 day of April, 2019.



Jeffrey R. Strenkowski
Vice President, Deputy General Counsel of
Governmental Affairs
Uniti Group Inc.

LIST OF EXHIBITS

Exhibit A	Not Applicable
Exhibit B	Not Applicable
Exhibit C	Description of Transaction
Exhibit D	Not Applicable

LIST OF ATTACHMENTS

Attachment 1	Corporate Organizational Structure of the Parties Before and After the <i>Pro Forma</i> Change
Attachment 2	Uniti Fiber LLC Certificate of Good Standing from Ohio Secretary of State
Attachment 3	List of Officers and Directors

EXHIBIT C

Description of *Pro Forma* Change

Uniti Fiber LLC (“Uniti Fiber” or “Applicant”) notifies of a proposed *pro forma* change in indirect ownership that will result in a change in its intermediate ownership and control structure with no change to its ultimate owner (the “*Pro Forma* Change”).¹ Uniti Fiber emphasizes that its customers will not be impacted by these changes.

In support of this filing, Uniti Fiber provides the following information:

Description of Applicant

Uniti Fiber LLC is a Delaware limited liability company. Uniti Fiber is a wholly owned, direct subsidiary of Uniti Fiber Holdings Inc. (“Fiber Holdings”), a Delaware corporation. Fiber Holdings and Applicant are indirect subsidiaries of Uniti Group Inc. (“Parent” and together with its subsidiaries, “Uniti”), a publicly traded company Maryland corporation (NASDAQ: UNIT). Applicant’s principal office is located at 107 St. Francis Street, Suite 1800, Mobile, AL 36602. In Ohio, Uniti Fiber is authorized to provide toll services pursuant to Revised Certificate No. 90-9408 issued in Case No. 17-0851-TP-ACN. Uniti Fiber is also authorized by the Federal Communications Commission to provide interstate telecommunications services.

Designated Contacts

Inquiries or copies of any correspondence, orders, or other materials pertaining to this Application should be directed to:

¹ In Case No. 18-0751-TP-CIO, Applicant filed an Application regarding a different proposed *pro forma* change in indirect ownership of Petitioners (the “*2018 Application*”). However, the proposed *pro forma* change described in the *2018 Application* has not been completed and the proposed *Pro Forma* Change described in this Application is expected to replace it. Upon completion of the proposed *Pro Forma* Change described in this Application, Applicant will notify the Commission that *pro forma* change described in the *2018 Application* will not be completed.

Ronald W. Del Sesto, Jr.
Brett P. Ferenchak
Morgan, Lewis & Bockius LLP
1111 Pennsylvania Avenue, N.W.
Washington, DC 20004-2541
202-739-3000 (Tel)
202-739-3001 (Fax)
ronald.delsesto@morganlewis.com
brett.ferenchak@morganlewis.com

with a copy to:

Jeffrey R. Strenkowski
Vice President, Deputy General Counsel of
Governmental Affairs
Uniti Group Inc.
10802 Executive Center Drive, Suite 300
Little Rock, AR 72211
301-774-0461 (Tel)
jeffrey.strenkowski@uniti.com

Description of the *Pro Forma* Change

The proposed *Pro Forma* Change will involve the removal of two intermediate companies (*i.e.*, Uniti Holdings LP² and Uniti Holdings GP LLC³) from the ownership and control chain between Uniti Group LP and Fiber Holdings and the insertion of four intermediate companies (*i.e.*, CSL Capital, LLC,⁴ CSL National GP, LLC,⁵ CSL National, LP⁶ and a new entity, Uniti Group Finance Holdco Inc. (“NewCo”),⁷ which is wholly owned by Uniti Group LP, and was formed for the purposes of completing the *Pro Forma* Change. Upon completion of the *Pro Forma* Change, except for a limited number of individuals that will hold a *de minimis* amount of preferred shares in NewCo (necessary to meet certain real estate investment trust tax requirements), Uniti Group LP will directly and indirectly through CSL Capital, LLC, CSL National GP, LLC, CSL National, LP and NewCo, own Fiber Holdings and thus Uniti Fiber. Since Uniti Fiber will remain a nearly wholly owned, indirect subsidiary of Uniti Group LP and Parent, the *Pro Forma* Change is *pro*

² Uniti Holdings LP is a Delaware limited partnership.

³ Uniti Holdings GP LLC is a Delaware limited liability company.

⁴ CSL Capital, LLC is a Delaware limited liability company.

⁵ CSL National GP, LLC is a Delaware limited liability company.

⁶ CSL National, LP is a Delaware limited partnership.

⁷ NewCo is a Delaware corporation.

forma in nature. Appended hereto as **Attachment 1** is a chart illustrating the current and post-*Pro Forma* Change entity ownership structure of Applicant.

Thus, aside from the *de minimis* number of preferred shares issued by NewCo as noted above, the *Pro Forma* Change will not result in any changes to the ultimate ownership of Uniti Fiber, which will remain with Parent and its shareholders. Rather, Uniti Fiber will have different intermediary entities between it and Parent. After the *Pro Forma Change* is undertaken, Uniti Fiber will continue to conduct all of its operations as they are currently conducted.

IV. PUBLIC INTEREST CONSIDERATIONS

The proposed changes in Uniti's entity ownership and control structure will provide Uniti additional financial flexibility with respect to its status as a real estate investment trust ("REIT"). Given that the *Pro Forma* Change only involves the reorganization of entities from Uniti's corporate structure, it is purely *pro forma* in nature, it will not result in any new owners of Uniti Fiber other than those in existence immediately before the *Pro Forma* Change takes place (aside from the *de minimis* number of preferred share owners of NewCo), and it will not directly involve Uniti Fiber or its operations.

The net effect of the *Pro Forma* Change will be simply to change entities in Uniti Fiber's intermediate ownership and control chain. There will be no change in actual working control of Uniti Fiber. Uniti Fiber will remain well-qualified to provide service to customers, and their operations will continue to be overseen by their existing management teams. The telecommunications services provided by Uniti Fiber and the rates, terms and conditions of those services will not change as a result of the *Pro Forma* Change, and Uniti Fiber's Ohio customers will not be affected in any way by the *Pro Forma* Change.

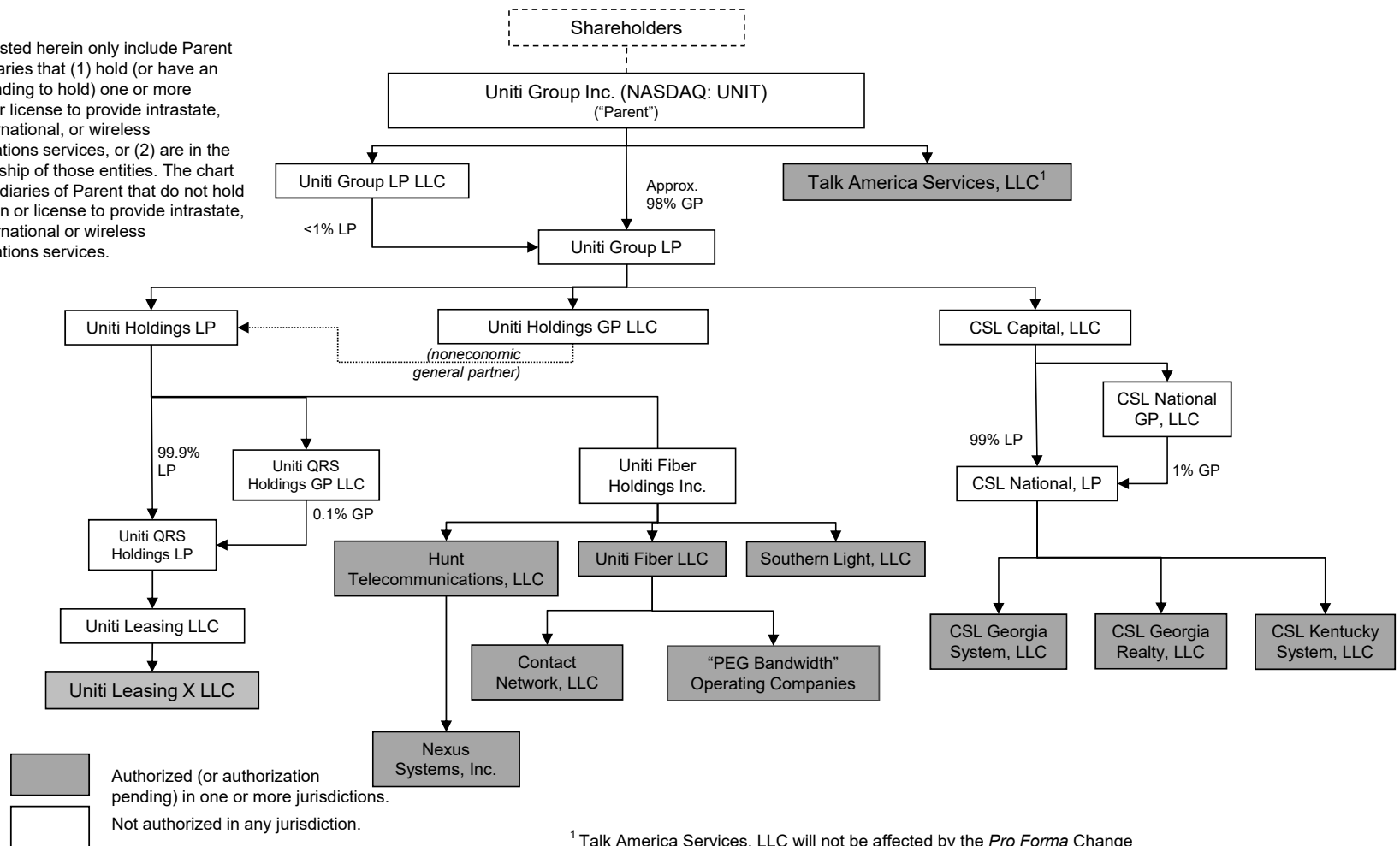
In sum, the *Pro Forma* Change will provide Uniti additional flexibility under its REIT status. Uniti Fiber will continue to have the same requisite managerial, technical and financial capabilities to provide quality communications services. Uniti Fiber's Ohio customers will receive the same full range of products and services that they received prior to the *Pro Forma* Change at the same prices and under the same terms and conditions. All of the above facts demonstrate that the *Pro Forma* Change is in the public interest.

ATTACHMENT 1

Current and Post-*Pro Forma* Change Entuty Ownership Structure

Current Uniti Corporate Structure*

* The entities listed herein only include Parent and its subsidiaries that (1) hold (or have an application pending to hold) one or more authorization or license to provide intrastate, interstate, international, or wireless telecommunications services, or (2) are in the chain of ownership of those entities. The chart excludes subsidiaries of Parent that do not hold an authorization or license to provide intrastate, interstate, international or wireless telecommunications services.



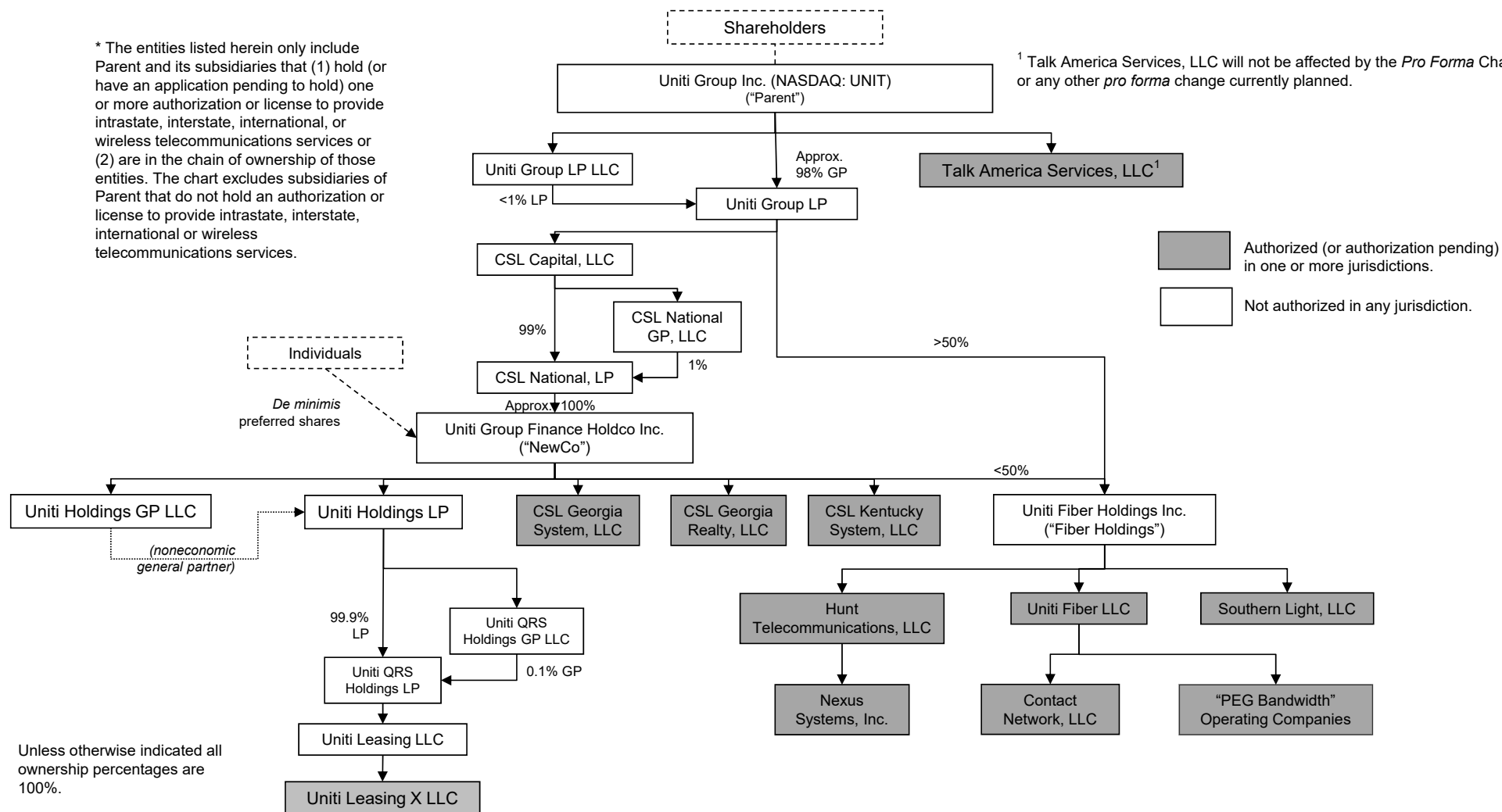
Unless otherwise indicated all ownership percentages are 100%.

¹ Talk America Services, LLC will not be affected by the *Pro Forma* Change or any other *pro forma* change currently planned.

Post-Pro Forma Change Uniti Corporate Structure*

* The entities listed herein only include Parent and its subsidiaries that (1) hold (or have an application pending to hold) one or more authorization or license to provide intrastate, interstate, international, or wireless telecommunications services or (2) are in the chain of ownership of those entities. The chart excludes subsidiaries of Parent that do not hold an authorization or license to provide intrastate, interstate, international or wireless telecommunications services.

¹ Talk America Services, LLC will not be affected by the *Pro Forma* Change or any other *pro forma* change currently planned.



Unless otherwise indicated all ownership percentages are 100%.

ATTACHMENT 2

**Uniti Fiber LLC
Certificate of Good Standing from Ohio Secretary of State**

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 UNITI FIBER LLC, a Delaware For Profit Limited Liability Company, Registration Number 2177158, filed on February 27, 2013, 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 16th day of May, 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: 201913601114

ATTACHMENT 3

List of Officers and Directors

As a limited liability company, Applicant does not have directors. The officers of Applicant are:

Kenneth Gunderman	Chief Executive Officer
Mark Wallace	Executive Vice President – Chief Financial Officer and Treasurer
Daniel Heard	Executive Vice President – General Counsel and Secretary
Mike Friloux	Senior Vice President – Chief Technology Officer
Blake Schuhmacher	Senior Vice President – Chief Accounting Officer
Keith Harvey	Senior Vice President – Deputy General Counsel
Jeffrey Strenkowski	Vice President – Deputy General Counsel of Governmental Affairs
Julie Plowman	Vice President – Deputy General Counsel
Kelly McGriff	Vice President – Deputy General Counsel
Arnoud Krijt	Senior Vice President – Corporate Development
Allison Taylor	Vice President – Operations
Jennifer Ragsdale	Senior Vice President – Human Resources
Sasibeh Beyene	Vice President – Tax
Ricky Chura	Vice President – Chief Information Officer
Andy Newton	President – Uniti Fiber
Greg Ortyl	Sr. Vice President – Wholesale and Wireless Sales
Robert Leithman	Sr. Vice President – Sales and Customer Experience
Eric Daniels	Sr. Vice President – Operations
Paul Bullington	Sr. Vice President – Strategic Operations
Thomas Payne	Vice President – Carrier Relations
Greg Tapscott	Vice President – Controller
Jon Gifford	Vice President – Government Sales
Derrick Lindsay	Vice President – Broadband
Gary Tomeo	Vice President – Controller
Jack De La Garza	Vice President – Engineering
William Hanes	Vice President – Communications & Public Affairs
Christopher Jones	Vice President – Strategic Initiatives
Gavin O’Connell	Vice President – Strategic Analysis
Patricia Morrison	Vice President – Controller
Joseph Patton	Vice President – Enterprise Sales
Andru Bramlett	Vice President – OSP
Jason Wells	Vice President – ISP and Field Operations
Gabe Watson	Vice President – Operations
Wayne Curry	Vice President - Administration
Ryan Fitzgerald	Vice President – Financial Planning & Analysis
Stephen Smith	Vice President – Financial Operations

This foregoing document was electronically filed with the Public Utilities

Commission of Ohio Docketing Information System on

5/16/2019 10:18:31 AM

in

Case No(s). 19-1122-TP-CIO

Summary: Application Application for Approval of a Pro Forma Change in Intermediate Ownership and Control of Uniti Fiber LLC electronically filed by Mr. Brett P Ferencak on behalf of Uniti Fiber LLC