

**BEFORE
THE PUBLIC UTILITIES COMMISSION OF OHIO**

In the Matter of the Application for Approval) Case No. 19-1122-TP-CIO
of a Pro Forma Change in Indirect Ownership)
of Uniti Fiber, LLC.)

**REVIEW AND RECOMMENDATION
SUBMITTED ON BEHALF OF THE STAFF OF
THE PUBLIC UTILITIES COMMISSION OF OHIO**

On May 16, 2019, Uniti Fiber LLC (Uniti Fiber) filed an application notifying the Commission of a pro forma change in its intermediate ownership and control structure with no change to its ultimate owner. The pro forma change will involve the removal of two intermediate companies (Uniti Holdings LP and Uniti Holdings GP LLC) from the ownership and control chain between Unity group LP and Fiber Holdings and the insertion of four intermediate companies (CSL Capital, LLC, CSL National GP, LLC, CSL National, LP and Unity Group Finance Holdco Inc.). Upon completion of the Pro Forma Change, Uniti Group LP will directly own 50% of Uniti Fiber Holdings and indirectly own 50% of Uniti Fiber Holdings through the four new intermediate companies. Thus, Unity group will continue to own Uniti Fiber. As such the pro forma change will not result in any changes to the ultimate ownership of Uniti Fiber, which will remain with parent Uniti Group Inc. After the changes, applicant states that Uniti Fiber will continue to offer the same services under the same rates, terms and conditions as currently offered. This application is being filed pursuant to Section 4901:1-6-29(C) as adopted in Case No. 12-922-TP-ORD.

Section 4905.402, Revised Code, as amended in H.B. 402, went into effect on March 20, 2019, limiting the Commission's authority over changes in control of a domestic telephone company or a holding company controlling a domestic telephone company if an application is filed and pending with the Federal Communications Commission (FCC). In this case, Uniti Fiber has not filed an application with the FCC as FCC approval is not required for such a transaction. O.A.C. 4901:1-6-29 requires the filing of a CIO application to conduct a transaction involving one or more telephone companies not providing BLES for any change in ownership which is transparent to customers. Section 4901:1-6-29(C) O.A.C. allows for a zero day notice filing for changes in ownership transparent to customers. As the transaction is transparent to customers, no customer notice is required.

The Staff has reviewed all documents filed with the application and has determined that the application has satisfied the requirements set forth in the rule. As such, Staff recommends that the application be approved.

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Summary: Staff Review and Recommendation electronically filed by Jason Well on behalf of PUCO Staff