

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 Uniti Fiber LLC) TRF Docket No. 90 -
) Case No. **20-0047- TP - CIO**
 to Complete a Pro Forma Change in Intermediate Ownership and Control)
) **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 _____
 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.]

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 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 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 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 _____ at (Location) _____
(Date)

*Signature and _____ Date _____
Title

**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 _____ Date _____
Title /s/ Jeffrey R. Strenkowski, VP - Deputy General Counsel of _____
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.*

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

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	Current and Post-2020 <i>Pro Forma Change</i> Entity Ownership Structure
Attachment 2	Certificate of Good Standing for Unifi Fiber LLC
Attachment 3	List of Officers
Verification	

EXHIBIT C

Description of Transaction

Uniti Fiber LLC (“Uniti Fiber” or “Applicant”) notifies the Public Utilities Commission of Ohio (the “Commission”) of a *pro forma* change in Applicant’s indirect ownership and control structure with no change to its direct or ultimate owners (the “2020 Pro Forma Change”). Applicant emphasizes that its customers will not be impacted by these changes.

In Docket No. 19-1122-TP-CIO, the Commission granted an application requesting approval for a proposed *pro forma* change in indirect ownership of Uniti Fiber (the “May 2019 Application”). The proposed *pro forma* change described in the *May 2019 Application* (the “2019 Pro Forma Change”) was completed effective December 31, 2019. The *2020 Pro Forma Change* described in this application is in addition to the *2019 Pro Forma Change*. Subject to receipt of necessary regulatory approvals, the *2020 Pro Forma Change* will occur as soon as possible.

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

Description of the Applicant

Applicant 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 Maryland corporation (NASDAQ: UNIT). Applicant’s principal office is located at 107 St. Francis Street, Suite 1800, Mobile, Alabama 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 communications concerning this filing should be directed to:

For Applicant to:

Ron Del Sesto, Jr.
Brett P. Ferenchak
Stephany Fan
MORGAN, LEWIS & BOCKIUS LLP
1111 Pennsylvania Ave., N.W.
Washington, DC 20004-2541
Tel: 202-739-3000
Fax: 202-739-3001
ron.delsesto@morganlewis.com
brett.ferenchak@morganlewis.com
stephany.fan@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 2020 Pro Forma Change

Through a series of intracorporate transactions, the proposed 2020 *Pro Forma Change* will involve the removal of two intermediate companies (*i.e.*, CSL National, LP¹ and CSL National GP, LLC²) from Applicant's ownership and control chain. Upon completion of the 2020 *Pro Forma Change*, Uniti Group LP will directly and indirectly through CSL Capital, LLC and Uniti Group Finance Holdco Inc., own Fiber Holdings and thus Applicant. Since Applicant will remain a direct, wholly owned subsidiary of Fiber Holdings and a nearly wholly owned, indirect subsidiary of Uniti Group LP and Parent, the 2020 *Pro Forma Change* will be *pro forma* in nature. Appended hereto as **Attachment 1** is a chart illustrating the post-2019 *Pro Forma Change* and post-2020 *Pro Forma Change* corporate ownership structure of Applicant.

Thus, the 2020 *Pro Forma Change* will not result in any changes to the direct or ultimate ownership of Applicant. Rather, Applicant will have fewer intermediary entities between it and

¹ CSL National, LP is a Delaware limited partnership.

² CSL National GP, LLC is a Delaware limited liability company.

Parent. After the *2020 Pro Forma Change* is undertaken, Applicant will continue to conduct all of its operations as they are currently conducted.

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 *2020 Pro Forma Change* only involves the reorganization of entities within Uniti's corporate structure, it is purely *pro forma* in nature, it will not result in any new owners of Applicant other than those in existence immediately before the *2020 Pro Forma Change* takes place and it will not directly involve Applicant or its operations.

The net effect of the *2020 Pro Forma Change* will be simply to change entities in Applicant's intermediate ownership and control chain. There will be no change in actual working control of Applicant. Applicant will remain well-qualified to provide service to customers, and its operations will continue to be overseen by existing management teams. The telecommunications services provided Applicant and the rates, terms and conditions of those services will not change as a result of the *2020 Pro Forma Change*, and Applicant's Ohio customers will not be affected in any way by the *2020 Pro Forma Change*.

In sum, the *2020 Pro Forma Change* will provide Uniti additional flexibility under its REIT status. Applicant will continue to have the same requisite managerial, technical and financial capabilities to provide quality communications services. Applicant's Ohio customers will receive the same full range of products and services that they received prior to the *2020 Pro Forma Change* at the same prices and under the same terms and conditions. All of the above facts demonstrate that the *2020 Pro Forma Change* is in the public interest.

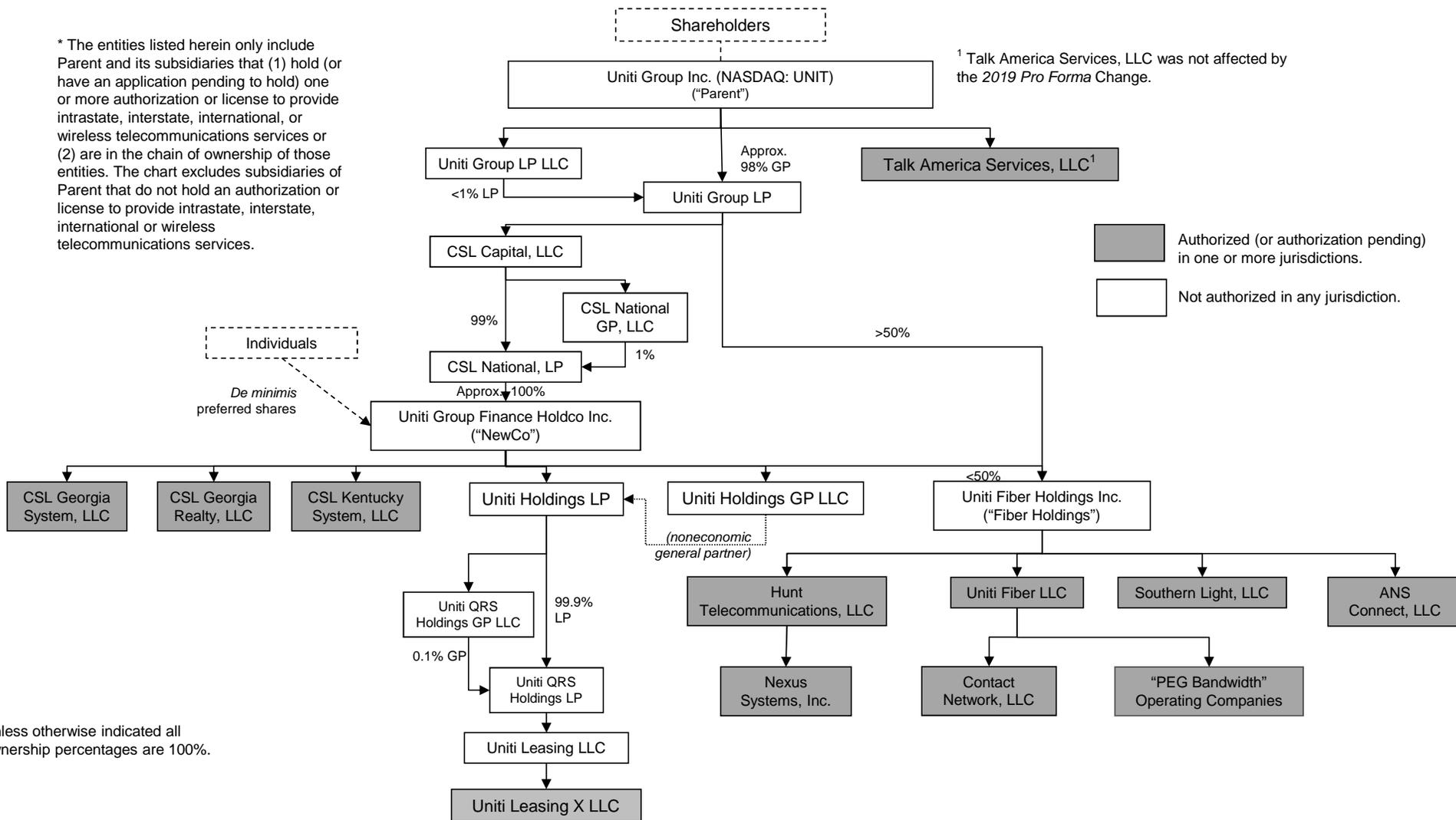
ATTACHMENT 1

**Current and Post-2020 *Pro Forma Change*
Entity 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.

¹ Talk America Services, LLC was not affected by the 2019 Pro Forma Change.



ATTACHMENT 2

Certificate of Good Standing for Uniti Fiber LLC

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 10th day of January, A.D. 2020.

A handwritten signature in blue ink that reads "Frank LaRose".

Ohio Secretary of State

Validation Number: 202001001904

ATTACHMENT 3

List of Officers

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

Kenneth Gundemrnan	Chief Executive Officer
Andy Newton	President - Uniti Fiber
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
Greg Ortyl	Senior Vice President - Wholesale and Wireless
Robert Leithman	Senior Vice President - Market Development
Eric Daniels	Senior Vice President - Network
Paul Bullington	Senior Vice President - Strategic Operations
Cathleen De La Garza	Senior Vice President - Order Management & Service Delivery
Joseph McCourt	Senior Vice President - Enterprise Operations
Blake Schuhmacher	Senior Vice President- Chief Accounting Officer
Keith Harvey	Senior Vice President - Deputy General Counsel
Jennifer Ragsdale	Senior Vice President- Human Resources
Arnaud Krijt	Senior Vice President - Corporate Development
Jeffrey Strenkowski	Vice President - Deputy General Counsel of Governmental Affairs
Julie Plowman	Vice President - Deputy General Counsel
Kelly McGriff	Vice President - Deputy General Counsel
Allison Taylor	Vice President - Operations
Sasibeh Beyene	Vice President- Tax
Rick Chura	Vice President - Chief Information Officer
Thomas Payne	Vice President -Carrier Relations
Greg Tapscott	Vice President -Controller
Jon Gifford	Vice President - Critical Infrastructures Special Projects
William Hanes	Vice President - Communications & Public Affairs
Christopher Jones	Vice President - Strategic Initiatives
Gavin O'Connell	Vice President - Strategic Analysis
Joseph Patton	Vice President - Enterprise Sales
David Dwyer	Vice President - OSP
Michael McCarty	Vice President - OSP
Wayne Curry	Vice President - Administration
Ryan Fitzgerald	Vice President - Financial Planning & Analysis
Stephen Smith	Vice President - Financial Operations
Thomas Barbier	Vice President- Voice and Managed Services
Robert Ward	Vice President - Operations
Kevin McCoy	Vice President - Operations
Gabriel Watson	Vice President - Public Utilities
Carrie French	Vice President - System Operations
David Loeffler	Vice President - Wholesale Sales

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 22nd day of November, 2019.



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

This foregoing document was electronically filed with the Public Utilities

Commission of Ohio Docketing Information System on

1/10/2020 12:16:05 PM

in

Case No(s). 20-0047-TP-CIO

Summary: Application of Uniti Fiber LLC to Complete a Pro Forma Change in Intermediate Ownership and Control electronically filed by Ms. Stephany Fan on behalf of Uniti Fiber LLC