

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

(Effective: 04-01-2020)

Per the Commission's 5/29/2019 "Implementation Order" in Case No. 19-0173-TP-ORD

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

In the Matter of the Filing of Wyverd Connect, LLC, ESU Zona,	)	TRF Docket No. 90-	-TP-TRF
LLC and Wyverd Group Holdings, LLC to Notify the	)	Case No. -	-TP-
Commission of Changes in Control Pursuant to Ohio Revised	)	NOTE: Unless you have reserved a Case #, leave	
Code Sections 4905.402(G) and (H)(1).	)	the "Case No." field BLANK.	

Name of Registrant(s) Wyverd Connect, LLC

DBA(s) of Registrant(s) N/A

Address of Registrant(s) 5600 Arapahoe Avenue, Suite 200, Boulder, CO 80303

Company Web Address <https://www.wyverd.com>

Regulatory Contact Person(s) Scott Beer

Phone (303)725-8815

Fax N/A

Regulatory Person's Email Address [scott.beer@wyverd.com](mailto:scott.beer@wyverd.com)

Contact Person for Annual Report Scott Beer

Phone (303)725-8815

Consumer Contact Information Customer Support

Phone 623-455-4555 or 888-700-0169

Address (if different from above) N/A

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:**

Sections I and II are pursuant to Ohio Administrative Code (OAC) [4901:1-6](#).

Section III – Part I - Carrier to Carrier is pursuant to OAC [4901:1-7](#) and Pole Attachment to OAC [4901:1-3](#)

Section III – Part II - Wireless is pursuant to OAC [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 identified section of the Ohio Administrative 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](http://www.PUCO.ohio.gov) under the docketing information system section (Procedural filing requirements), 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:

<b>Carrier Type:</b> <input type="checkbox"/> Other (Explain below)	<b>For Profit ILEC</b>	<b>Not for Profit ILEC</b>	<b>CLEC</b>
Change terms & conditions of existing BLES.	<input type="checkbox"/> ATA <a href="#">1-6-14(I)(2)</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)
Introduce non-recurring charge, surcharge or fee to BLES	<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)
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(E)</a> (0 day notice )		
Introduce BLES or expand local service area (calling area)	<input type="checkbox"/> ZTA <a href="#">1-6-14(E)</a> (0 day notice)	<input type="checkbox"/> ZTA <a href="#">1-6-14(E)</a> (0 day notice )	<input type="checkbox"/> ZTA <a href="#">1-6-14(E)</a> (0 day notice )
Change BLES Rates	<input type="checkbox"/> TRF <a href="#">1-6-14(E) &amp; (G)</a> (0 day notice)	<input type="checkbox"/> TRF <a href="#">1-6-14(E)</a> (0 day notice)	<input type="checkbox"/> TRF <a href="#">1-6-14(H)</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)		
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 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 notice)
BLES withdrawal	<input type="checkbox"/> WBL <a href="#">4927.10</a> (120 day notice)		<input type="checkbox"/> ZTA <a href="#">1-6-25(B)</a> (0 day notice)
<b>Other</b> (explain):			

\*Other exhibits may be required under the applicable rule, see the 4901:106-14(E) Filing Requirements on the PUCO's webpage for a complete list of exhibits.

## Section I – Part II – Customer Notification Offerings Pursuant to Chapter 4901:1-6-07 OAC

<b>Type of Notice</b>	<b>Direct Mail</b>	<b>Bill Insert</b>	<b>Bill Notation</b>	<b>Electronic Mail</b>
<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:</b>				

## Section I – Part III – Inmate Operator Service Pursuant to Chapter 4901:1-6-22 OAC

<b>Introduce New</b>	<b>Tariff Change</b>	<b>Price Change</b>	<b>Withdraw</b>
<input type="checkbox"/> TRF (0 day notice)	<input type="checkbox"/> ATA (Auto 30 days)	<input type="checkbox"/> TRF (0 day notice)	<input type="checkbox"/> UNC (Non-Auto)

**Section II – Part I – Carrier Certification – Pursuant to Chapter 4901:1-6-08 & 10 OAC and Competitive Eligible Telecommunications Carrier Designation (CETC) – Pursuant to Chapter 4901:1-6-09 OAC**

ILEC (Out of territory)	CLEC	Telecommunications Service Provider Not Offering Local Service	CESTC	CETC
<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 1-6-10 (Auto 30-day)	<input type="checkbox"/> UNC 1-6-09 (Non-Auto)*

\*Supplemental forms can be found on the PUCO webpage – [Telecommunications application forms](#).

**Section II – Part II – Change in Operation or Ownership**

Change in Operation or Ownership	ILEC	CLEC	Telecommunications Service Provider Not Offering Local Service
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)(1)</a> (Auto 30 days)	<input type="checkbox"/> ACO <a href="#">1-6-29(E)(1)</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)(1)</a> (Auto 30 days)	<input type="checkbox"/> AMT <a href="#">1-6-29(E)(1)</a> (Auto 30 days)	<input type="checkbox"/> CIO <a href="#">1-6-29(C)</a> (0-day notice)
Transfer 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"/> 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)
FCC Authorized Change in Ownership or Merger	<input type="checkbox"/> CIO <a href="#">1-6-29 (E)(2)</a> (0-day notice)	<input type="checkbox"/> CIO <a href="#">1-6-29 (E)(2)</a> (0-day notice)	<input type="checkbox"/> CIO <a href="#">1-6-29 (E)(2)</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 PUCO webpage for a complete list of exhibits.

**Section III – Part I - Carrier to Carrier (Pursuant to 4901:1-7) & Attachments to Utility Equipment or Rights of Way (Pursuant to 4901:1-3)**

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 days)	<input type="checkbox"/> NAG <a href="#">1-7-07</a> (Auto 90 days)
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 carrier to carrier tariffs	<input type="checkbox"/> ATA <a href="#">1-7-14</a> (Auto 30 days)	<input type="checkbox"/> ATA <a href="#">1-7-14</a> (Auto 30 days)
Request rural carrier exemption, rural carrier suspension or modification	<input type="checkbox"/> UNC <a href="#">1-7-04 or 05</a> (Auto 30 days)	
Changes in rates, terms & conditions to pole attachments, conduit occupancy and rights of way. (13-579-AU-ORD 11/30/16 Entry)	<input type="checkbox"/> ATA <a href="#">1-3-04</a> (Auto 60 days)	

### Section III – Part II – Facilities-based Wireless Service Providers (Pursuant to 4901:1-6-24)

Registration and Change in Operations*	<input type="checkbox"/> RCC <a href="#">1-6-24(B)</a> (0 day notice)
Interconnection Agreement or amendment to an approved Agreement.	<input type="checkbox"/> NAG <a href="#">1-7-07</a> (0 day notice)

\*Change in Operations filing must be filed in the original RCC case designation code established during the registration process.

### Section IV. – Attestation

Registrant hereby attests to its compliance with the 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.

Not Applicable

(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 [Click here to enter text.](#) at [Click here to enter text.](#)

\_\_\_\_\_  
\*Signature and Title

\_\_\_\_\_  
Date

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

**VERIFICATION**

I, [Click here to enter text.](#), verify I have utilized the Telecommunications Filing Form for the most proceedings provided by the Commission and that all of the information submitted here and all additional information in connection with this case, is true and correct to the best of my knowledge.

See Attached

See Attached

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\*Signature and Title

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Date

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

*Send your completed Filing 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**

## **NOTICE FILING**

**This filing is filed by Wyverd Connect, LLC, ESU Zona LLC, and Wyverd Group Holdings, LLC as a zero-day notice pursuant to Ohio Revised Code Sections 4905.402(G) and (H)(1), which state:**

(G) A domestic telephone company or a holding company controlling a domestic telephone company that files an application with the Federal Communications Commission seeking authority for a merger or transfer of control shall file notice of the application with the public utilities commission. The notice shall include an internet link to the application.

(H)(1) Divisions (B)(1) and (2) of this section do not apply to the acquisition of control of a domestic telephone company or a holding company controlling a domestic telephone company if there is a pending application with the Federal Communications Commission regarding the acquisition. If the federal communications commission waives the exercise of its authority regarding the acquisition or otherwise chooses not to exercise its authority regarding the acquisition, then divisions (B)(1) and (2) of this section apply.

**As of the date of this filing, the Federal Communications Commission has not waived the exercise of its authority regarding the acquisition.**

## **LIST OF EXHIBITS**

Exhibit A	Description of Transaction
Exhibit B	Management of Transferee and Licensee
Exhibit C	Current and Post-Transaction Control Structure of Licensee
Exhibit D	Superseded Tariff Sheets – Not applicable
Exhibit E	Revised Tariff Sheets – Not applicable
Exhibit F	Customer Notice – Not applicable
Exhibit G	Certificates of Good Standing for Licensee
Exhibit H	Copy of the 214 Application filed with the FCC
Exhibit I	Verifications

## **EXHIBIT A**

### **Description of Transaction**

Wyverd Connect, LLC (“Licensee”), ESU Zona LLC (“Transferor”), and Wyverd Group Holdings, LLC (“Transferee”) (Licensee, Transferor and Transferee, collectively the “Parties”) notify the Public Utilities Commission of Ohio (the “Commission”) of the proposed transfer of indirect control of Licensee to Transferee. Upon closing of the transaction, Licensee will be an indirect, wholly owned subsidiary of Transferee. Under Ohio Revised Code § 4905.402, Commission approval is not required for a transaction that is also under review by the Federal Communications Commission (“FCC”). The Parties submitted their Joint Application to the FCC on January 25, 2021.<sup>1</sup> A copy of the Joint Application is provided as **Exhibit H**.<sup>2</sup>

### **Description of the Parties**

#### **A. Wyverd Group Holdings, LLC (Transferee)**

Transferee is a newly formed Delaware limited liability company created for the purposes of the Transaction (as defined below). Transferee’s principal office is at c/o Carlyle Investment Management, LLC, 1001 Pennsylvania Ave., N.W., Washington, DC 20004-2505. Transferee is a holding company that will be majority owned and controlled by CGI Zoom Holdings, L.P. (“Zoom Holdings”), a Delaware limited partnership that is controlled by private equity funds and entities associated with Carlyle Investment Management, L.L.C., which is a private equity firm based in the United States.

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<sup>1</sup> See WC Docket No. 21-25; IB File No. ITC-T/C-20210125-00025.

<sup>2</sup> The FCC applications also are available at: [https://ecfsapi.fcc.gov/file/1012504698217/Wyverd\\_ESU%20Zona%20FCC%20Transfer%20Application\\_FINAL.pdf](https://ecfsapi.fcc.gov/file/1012504698217/Wyverd_ESU%20Zona%20FCC%20Transfer%20Application_FINAL.pdf); [https://licensing.fcc.gov/myibfs/download.do?attachment\\_key=3742226](https://licensing.fcc.gov/myibfs/download.do?attachment_key=3742226); [https://licensing.fcc.gov/myibfs/download.do?attachment\\_key=3741383](https://licensing.fcc.gov/myibfs/download.do?attachment_key=3741383).

## **B. Wyverd Connect, LLC (Licensee)**

Licensee is a Delaware limited liability company with principle offices located at c/o Wyverd Group LLC, 5600 Arapahoe Avenue, Suite 200, Boulder, CO 80303. Licensee is a direct, wholly owned subsidiary of Wyverd Group, LLC (“Wyverd Group”). Wyverd Group is majority owned by Transferor. Wyverd Group’s business is acquiring and owning telecommunications networks and providers of telecommunications services.

Through its subsidiaries, including Licensee, Wyverd Group provides low-cost, high-quality fiber-based internet services to residential, business and government customers. Wyverd Group’s goal is to become the cornerstone partner for internet connectivity, fiber and facilities interconnection, smart community enablement, and sustainable community growth one community at a time across the United States and Canada. Licensee is authorized by the Commission to provide competitive local exchange service (“CLEC”) pursuant to Certificate No. 90-9439-TP-TRF granted in Case No. 19-1583-TP-ACE. Licensee also is authorized to operate in the state of Indiana but does not hold authority from the Federal Communications Commission.

## **C. ESU Zona LLC (Transferor)**

Transferor is a Delaware limited liability company and investment company with its principle place of business at 9460 Owl Lane, Boulder, CO 80301. Transferor is directly wholly owned and controlled by John Scarano, a U.S. citizen. Transferor holds a majority ownership and control interest in Wyverd Group. Transferor does not provide telecommunications services.

## **Description of the Transaction**

Pursuant to the Agreement and Plan of Merger, dated January 22, 2021 (the “Agreement”), and following certain contributions and distributions, Wyverd Group Merger Sub, LLC (“Merger



Sub”),<sup>3</sup> will merge with and into Wyverd Group with Wyverd Group continuing as the surviving entity (the “Transaction”). As a result of the Transaction, Wyverd Group will be a direct, wholly owned subsidiary of Transferee; Licensee will be an indirect, wholly owned subsidiary of Transferee.

For the Commission’s reference, diagrams depicting the pre- and post-Transaction corporate ownership structures are provided in **Exhibit C**.

### **Public Interest Considerations**

The Parties submit that the Transaction will serve the public interest. The proposed Transaction will have no adverse impact on consumers (Licensee does not yet provide service in Ohio) and will not alter the planned manner of service delivery or billing. The Transaction will not result in an assignment of Licensee’s Certificate. Licensee’s current management will continue to manage Licensee after the Transaction. Thus, under the Transaction, the only change immediately following the consummation of the Transaction from a consumer’s perspective will be the new upstream ownership of Licensee.

The financial, technical, and managerial resources that Transferee will bring to Licensee are expected to enhance the ability of Licensee to compete in the communications marketplace. Significantly, the Transaction is expected to bring substantial equity capital needed for Licensee and its affiliates to improve or expand their network. Further, the proposed Transaction will not adversely affect competition because it will not result in a reduction of competitors.

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<sup>3</sup> Merger Sub is a Delaware limited liability company created for purposes of the Transaction and a direct, wholly-owned subsidiary of Transferee.

## **EXHIBIT B**

### **Management of Transferee and Licensee**

#### **Transferee**

Transferee currently does not have any officers.

#### **Licensee**

John Scarano, CEO and President

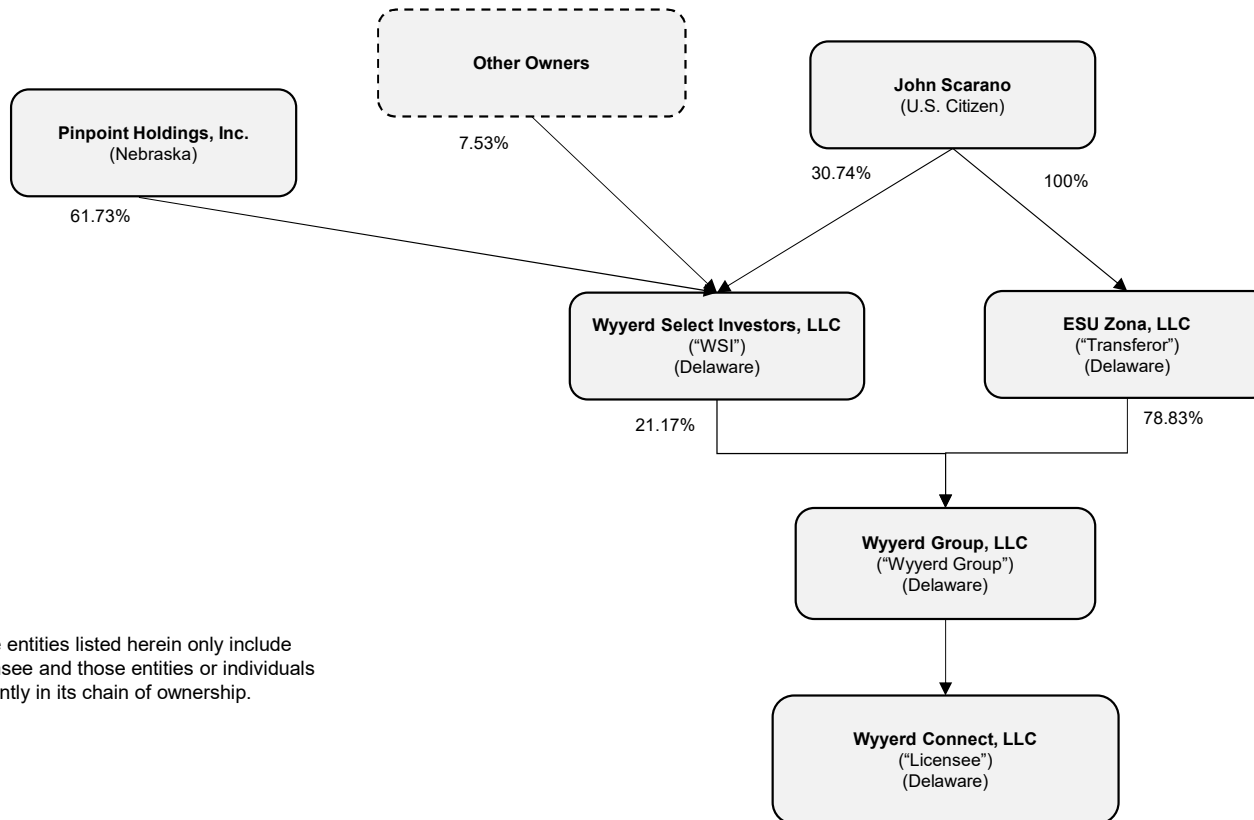
Tim Gentry, SVP and Treasurer

Scott Beer, Chief Legal Officer and Secretary

**EXHIBIT C**

**Current and Post-Transaction Ownership Structures of Licensee**

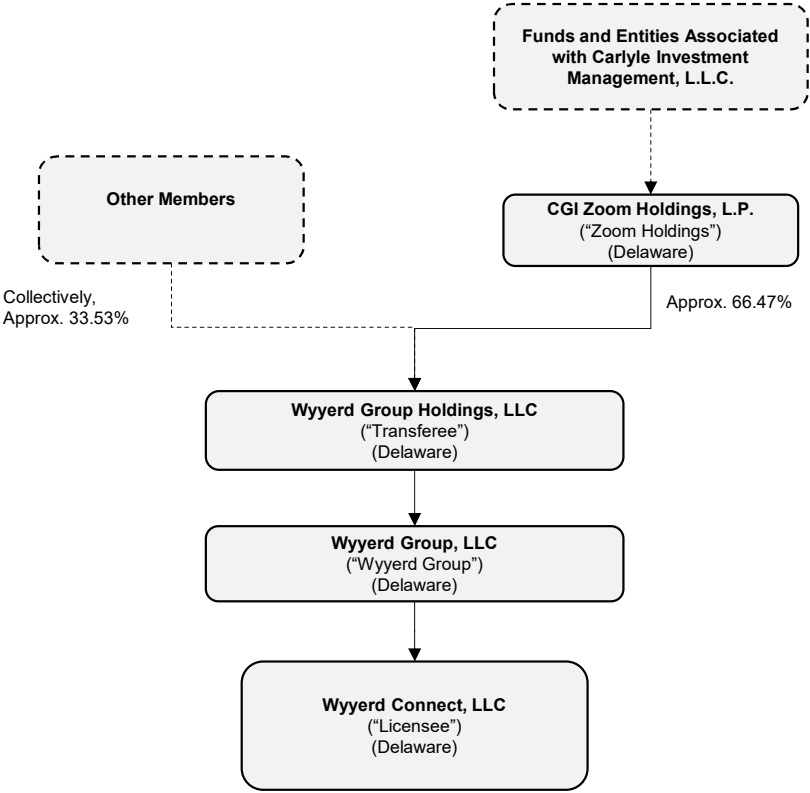
### Current Ownership Structure of Wyverd Connect, LLC



\* The entities listed herein only include Licensee and those entities or individuals currently in its chain of ownership.

Unless otherwise indicated, all ownership/control percentages are 100%.

**Post-Transaction Ownership Structure of Wyverd Connect, LLC**



\* The entities listed herein only include Licensee and those entities or individuals currently in its chain of ownership.

**EXHIBIT D**

**Suspended Tariff Sheet**

Not applicable. The Transaction does not require any changes to the Ohio tariff(s) of Licensee.

**EXHIBIT E**

**Revised Tariff Sheets**

Not applicable. The Transaction does not require any changes to the Ohio tariff(s) of Licensee.

## **EXHIBIT F**

### **Customer Notice**

Not applicable. The Transaction is structured only as a change of ownership at the holding company level and will not affect any of the operations or legal identity of Licensee. The Transaction also will not result in any changes to the services received by customers (if any) of Licensee including rates, terms, and conditions of service. As further explained in Exhibit A, the Transaction will not impact consumers; rather, it will be seamless and transparent. Therefore, the Parties do not intend to provide customers notice of the Transaction.



**EXHIBIT G**

**Certificates of Good Standing for Licensee**

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 WYYERD CONNECT LLC, a Delaware For Profit Limited Liability Company, Registration Number 4370054, filed on August 16, 2019, 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 8th day of February, A.D. 2021.*

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

**Ohio Secretary of State**

**Validation Number: 202103903290**

**EXHIBIT H**

**Copy of the 214 Application Filed with the FCC**

**Before the  
FEDERAL COMMUNICATIONS COMMISSION  
Washington, D.C. 20554**

In the Matter of the Joint Application of	)	
	)	
<b>Wyverd Group Holdings, LLC, <i>Transferee</i>,</b>	)	WC Docket No. 21-_____
	)	
<b>ESU Zona LLC, <i>Transferor</i>,</b>	)	IB File Nos. ITC-T/C-2021_____
	)	
and	)	
	)	
<b>Accipiter Communications, Inc. d/b/a Zona</b>	)	
<b>Communications, <i>Section 214 Holder</i></b>	)	
	)	
For Grant of Authority Pursuant to Section 214	)	
of the Communications Act of 1934, as	)	
amended, and Sections 63.04 and 63.24 of the	)	
Commission's Rules to Transfer Indirect Con-	)	
trol of Section 214 Holder, a Holder of Domes-	)	
tic and International Section 214 Authorizations	)	
to Transferee.	)	
	)	

**JOINT APPLICATION**

Wyverd Group Holdings, LLC (“Transferee”), ESU Zona LLC (“Transferor”), and Accipiter Communications, Inc. d/b/a Zona Communications (“Zona” or the “Section 214 Holder”), (collectively, “Applicants”), pursuant to Section 214 of the Communications Act of 1934, as amended (the “Act”), 47 U.S.C. § 214, and Sections 63.04 and 63.24 of the Commission’s Rules, 47 C.F.R. §§ 63.04 & 63.24, request Commission approval for Transferee to acquire indirect ownership and control of the Section 214 Holder.

Applicants’ request for approval also applies to the direct, wholly owned subsidiaries of Transferor that may begin providing common carrier interstate telecommunications service after this Application is filed but before completion of the Transaction, including Wyverd Connect, LLC (a Delaware limited liability company) and AFN Wyverd Connect, LLC (a Georgia limited liability company), which hold or have sought authorization to provide intrastate telecommunications

services as described below but which currently do not provide intrastate, interstate or international telecommunications services.

In support of this Application, Applicants provide the following information:

**I. DESCRIPTION OF THE APPLICANTS**

**A. Wyverd Group Holdings, LLC –**

Transferee is a newly formed Delaware limited liability company created for the purposes of the Transaction. Transferee is a holding company that will be majority owned and controlled by CGI Zoom Holdings, L.P. (“Zoom Holdings”), a Delaware limited partnership wholly owned by Carlyle CGI Zoom Aggregator, L.P. (“Zoom Aggregator”), a Delaware limited partnership. Aggregator is owned and controlled by private equity funds and entities associated with Carlyle Investment Management, L.L.C., which is a private equity firm based in the United States but certain of whose funds and entities are organized in the Cayman Islands. Additional details regarding the ownership of Transferee are provided in Section III, below, and the charts provided as **Exhibit A**.

**B. Accipiter Communications, Inc. d/b/a Zona Communications**

Zona is a corporation formed under the laws of Nevada and a direct, wholly owned subsidiary of Wyverd Group, LLC (“Wyverd Group”). Wyverd Group is majority owned by Transferor. Wyverd Group’s business is acquiring and owning telecommunications networks and providers of telecommunications services. A chart depicting the current ownership of Zona is included in **Exhibit A**. Please see **Exhibit B** for a narrative description of the current 10 percent or greater owners of Zona and Wyverd Group.

Through its subsidiaries, including Zona, Wyverd Group provides low-cost, high-quality fiber-based internet services to residential, business and government customers. Wyverd Group’s

goal is to become the cornerstone partner for internet connectivity, fiber and facilities interconnection, smart community enablement, and sustainable community growth one community at a time across the United States and Canada.

Founded in 1995, Zona is an incumbent local exchange carrier that exclusively serves the Phoenix, Arizona metropolitan area. Zona provides state-of-the-art high-speed internet, telephone and digital television services to residents and businesses within a 1,100 square mile area of north Phoenix. Zona's service area includes 700 square miles surrounding Lake Pleasant and Castle Hot Springs as well as a 400 square mile area northwest of White Tank Mountains along the Sun Valley Parkway corridor. Zona's fiber-to-the-home network offers download speeds of up to 1,000 Mbps in Arizona.

#### **C. ESU Zona LLC – Transferor**

Transferor is a Delaware limited liability company and investment company that is directly, wholly owned and controlled by John Scarano, a U.S. citizen. Transferor holds a majority ownership and control interest in Wyverd Group. Transferor does not provide telecommunications services.

## **II. DESCRIPTION OF THE TRANSACTION**

Pursuant to an Agreement and Plan of Merger, dated January 22, 2021 (the "Agreement"), and following certain contributions and distributions, Wyverd Group Merger Sub, LLC ("Merger Sub")<sup>1</sup> will merge with and into Wyverd Group with Wyverd Group continuing as the surviving entity (the "Transaction"). As a result of the Transaction, Wyverd Group will be a direct, wholly owned subsidiary of Transferee; Section 214 Holder will be an indirect, wholly owned subsidiary of Transferee.

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<sup>1</sup> Merger Sub is a Delaware limited liability company created for purposes of the Transaction and a direct, wholly owned subsidiary of Transferee.

Diagrams depicting the pre- and post-Transaction corporate ownership structures of the Section 214 Holder are provided as Exhibit A.

### **III. PUBLIC INTEREST CONSIDERATIONS**

#### **A. The Transaction Satisfies the Commission’s Public Interest Test**

Under 47 U.S.C. § 214(a), the Commission must determine whether a proposed transfer of control of a provider of interstate or international telecommunications services is consistent with the public interest, convenience, and necessity.<sup>2</sup> In making such a determination, the Commission, among other matters, assesses “whether the proposed transaction complies with the specific provisions of the Act, other applicable statutes, and the Commission’s rules”<sup>3</sup> and then, if a proposed transaction would not violate the Act, any other applicable statute, or any of the Commission’s rules, the Commission considers whether a proposed transaction “could result in public interest

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<sup>2</sup> See, e.g., *Applications of Level 3 Communications, Inc. and CenturyLink, Inc. for Consent to Transfer Control of Licenses and Authorizations*, Memorandum Opinion and Order, 32 FCC Rcd. 9581, 9585 ¶ 8 (2017) (“*Level 3-CenturyLink Order*”); *Applications of AT&T Inc. and DIRECTV For Consent to Assign or Transfer Control of Licenses and Authorizations*, Memorandum Opinion and Order, 30 FCC Rcd. 9131, 9139-40 ¶ 18 (2015) (“*AT&T-DIRECTV Order*”); *Applications of XO Holdings and Verizon Communications Inc. For Consent to Transfer Control of Licenses and Authorizations*, Memorandum Opinion and Order, 31 FCC Rcd. 12,501, 12,504-05 ¶ 7 (Wireline Comp., Int’l, and Wireless Tel. Burs. 2016) (“*Verizon-XO Order*”).

<sup>3</sup> See *Level 3-CenturyLink Order*, 32 FCC Rcd. at 9585 ¶ 8; *AT&T-DIRECTV Order*, 30 FCC Rcd. at 9139-40 ¶ 18 (citations omitted); *Verizon-XO Order*, 31 FCC Rcd. at 12,504-05 ¶ 7 (citations omitted); *Applications of SoftBank Corp., Starburst II, Inc., Sprint Nextel Corp., and Clearwire Corp.*, Memorandum Opinion and Order, Declaratory Ruling, and Order on Reconsideration, 28 FCC Rcd. 9642, 9650 ¶ 23 (2013) (citations omitted) (“*Softbank-Sprint-Clearwire Order*”); *Applications Filed by Qwest Communications International Inc. and CenturyTel, Inc. d/b/a CenturyLink For Consent to Transfer Control*, Memorandum Opinion and Order, 26 FCC Rcd. 4194, 4198-99 ¶ 7 (2011) (citation omitted) (“*Qwest-CenturyLink Order*”).

harms by substantially frustrating or impairing the objectives or implementation of the [Communications] Act or related statutes.”<sup>4</sup> The Applicants respectfully submit that they are not aware of any such public interest harms that should arise from the Commission’s approval of the Transaction.

Applicants respectfully submit that they do not believe that approval of the instant requests would substantially frustrate or impair the Commission’s implementation or enforcement of the Communications Act of 1934, as amended (the “Act”) or interfere with the objectives of the Act or other statutes. To the contrary, as detailed below, the Applicants believe that the proposed Transaction will offer public interest benefits without any material countervailing harms. In the absence of any such harms, the Applicants believe that transaction-specific conditions are unnecessary.

#### **B. The Proposed Transaction Will Serve the Public Interest**

The proposed Transaction will serve the public interest. The financial, technical, and managerial resources that Transferee will bring to the Section 214 Holder are expected to enhance the ability of the Section 214 Holder to compete in the communications marketplace. Significantly, the Transaction will bring substantial equity capital needed for Section 214 Holder and its affiliates to improve or expand their network.

The Applicants respectfully submit that the Transaction will have no adverse impact on the customers or operations of the Section 214 Holder. Upon consummation of the Transaction, the Section 214 Holder will continue to provide its services at the same rates, terms, and conditions,

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<sup>4</sup> See *Level 3-CenturyLink Order*, 32 FCC Rcd. at 9585 ¶ 9; *AT&T-DIRECTV Order*, 30 FCC Rcd. at 9140 ¶ 18 (citation omitted); *Verizon-XO Order*, 31 FCC Rcd. at 12,504-05 ¶ 7 (citation omitted); *SoftBank-Sprint-Clearwire Order*, 28 FCC Rcd. at 9651 ¶ 23 (citation omitted); *Qwest-CenturyLink Order*, 26 FCC Rcd. at 4199 ¶ 7.



as governed by existing contracts, as applicable. The Transaction, therefore, is intended to be transparent to customers and should not cause customer confusion or disruption. Further, the managerial, technical and operational standards of the Section 214 Holder will be maintained. Thus, under the Transaction, the only change immediately following the consummation of the Transaction from a customer's perspective will be the new upstream ownership of the Section 214 Holder.

**C. The Proposed Transaction Will Not Create Any Anti-Competitive Effects**

The proposed Transaction will create no new combinations that would adversely affect competition in any domestic market or on any U.S.-international route. There are no overlapping or adjacent local exchange service territories between the Section 214 Holder and Transferee (or any of its Affiliates that provide regulated telecommunications services). In addition, Transferee is not a, does not currently control any, and is not affiliated with any, foreign carrier regulated as dominant on any U.S.-international route.

**IV. INFORMATION REQUIRED BY SECTION 63.24(e)**

Pursuant to Section 63.24(e)(2) of the Commission's Rules, the Applicants submit the following information requested in Section 63.18 (a)-(d) and (h)-(p) in support of this Application:

**(a) Name, address and telephone number of each Applicant:**

Transferee:

Wyverd Group Holdings, LLC  
c/o Carlyle Investment Management L.L.C.  
1001 Pennsylvania Ave., N.W.  
Washington, DC 20004-2505  
Tel: 202-729-4950

**FRN: 0030463814**

Transferor:

ESU Zona LLC  
9460 Owl Lane  
Boulder, CO 80301  
Tel: 303-829-0727

**FRN: 0028774107**

Section 214 Holder:

Accipiter Communications, Inc. d/b/a Zona Communications    **FRN: 0004269833**  
c/o Wyyred Group LLC  
5600 Arapahoe Avenue  
Suite 200  
Boulder, CO 80303  
Tel: 720-262-3863

**(b) Jurisdiction of Organizations:**

Transferee: Transferee is a limited liability company formed under the laws of Delaware.

Transferor: Transferor is a limited liability company formed under the laws of Delaware.

Section 214 Holder: Zona is a corporation formed under the laws of Nevada.

**(c) (Answer to Question 10)** Correspondence concerning this Application should be sent to:

For Transferor and Section 214 Holder:

Tamar E. Finn  
Brett P. Ferenczak  
Patricia Cave  
Morgan, Lewis & Bockius LLP  
1111 Pennsylvania Ave, N.W.  
Washington, DC 20004-2541  
202-739-3000 (tel)  
202-739-3001 (fax)  
[tamar.finn@morganlewis.com](mailto:tamar.finn@morganlewis.com)  
[brett.ferenczak@morganlewis.com](mailto:brett.ferenczak@morganlewis.com)  
[patricia.cave@morganlewis.com](mailto:patricia.cave@morganlewis.com)

With copies for Transferor and Section 214 Holder to:

Scott Beer  
Chief Legal Officer  
Wyyerd Group, LLC  
5600 Arapahoe Avenue  
Suite 200  
Boulder, CO 80303  
[scott.beer@wyyerd.com](mailto:scott.beer@wyyerd.com)

For Transferee:

Michael P. Donahue  
The CommLaw Group  
1430 Spring Hill Road, Suite 310  
Tysons, Virginia 22102  
703-714-1319 (tel)  
703-563-6222 (fax)  
[mpd@commlawgroup.com](mailto:mpd@commlawgroup.com)

With copies for Transferee to:

Allison Wisniewski  
Vice President, Infrastructure  
Carlyle Investment Management, LLC  
1001 Pennsylvania Ave., N.W.  
Washington, DC 20004-2505  
[Allison.Wisniewski@carlyle.com](mailto:Allison.Wisniewski@carlyle.com)

**(d) Section 214 Authorizations**

Transferee: Transferee does not hold international or domestic (interstate) Section 214 authorization.

Transferor: Transferor does not hold international or domestic (interstate) Section 214 authorization.

Section 214 Holder:

Zona holds international Section 214 authority to provide global or limited global facilities-based and resale services granted in IB File No. ITC-214-20061026-00491. Zona also is authorized to provide interstate service by virtue of blanket domestic Section 214 authority. 47 C.F.R. § 63.01.

**(h) (*Answer to Questions 11 & 12*)** Upon completion of the Transaction, the Section 214 Holder will remain a direct, wholly-owned subsidiary of Wyverd Group. As a result of the Transaction, the following entities will hold, directly or indirectly, a ten percent (10%) or greater interest<sup>5</sup> in Wyverd Group as calculated pursuant to the Commission's ownership attribution rules for wireline and international telecommunications carriers:

**1. 100% Owner of Wyverd Group:** Upon completion of the Transaction, the following entity will directly, wholly own **Wyverd Group**:

Name:	Wyverd Group Holdings LLC ("Wyverd Holdings")
Address:	c/o Carlyle Investment Management, LLC 1001 Pennsylvania Ave., N.W. Washington, DC 20004-2505
Citizenship:	Delaware
Principal Business:	Holding company
Attributed Interest:	100%

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<sup>5</sup> The ownership interests provided herein represent both equity and voting interests unless otherwise indicated or if the entity is a limited partner. Limited partners only have equity interests and do not have voting interests in the limited partnership unless otherwise indicated.

**2. Direct Ownership and Control of Wyverd Holdings:** Upon completion of the Transaction, the following members of Wyverd Holdings will indirectly own or control a ten percent (10%) or greater interest in the Section 214 Holder:

Name: CGI Zoom Holdings, L.P. (“Zoom Holdings”)  
Address: c/o Carlyle Investment Management, LLC  
1001 Pennsylvania Ave., N.W.  
Washington, DC 20004-2505  
Citizenship: Delaware  
Principal Business: Holding company  
Attributed Interest: 100% (through its 66.47% membership interests in Wyverd Holdings)

See paragraph 3 below for the persons and entities that will indirectly own or control a ten percent (10%) or greater interest in the Section 214 Holder through Zoom Holdings. The general partner of Zoom Holdings is CGIOF General Partner S1, L.P., whose information is provided below.

Name: Columbia Capital Equity Partners VI (QP), L.P. (“ColCap VI QP”)  
Address: c/o Columbia Capital  
204 South Union Street  
Alexandria, VA 22314  
Citizenship: Delaware  
Principal Business: Investments  
Attributed Interest: Approx. 10.79% (through its 10.79% membership interest in Wyverd Holdings)

No limited partner of ColCap VI QP will be attributed a 10% or greater interest in Wyverd Holdings through ColCap VI QP. See paragraph 4 below for the persons and entities that will indirectly own or control a ten percent (10%) or greater interest in the Section 214 Holder through ColCap VI QP and its affiliate.

Name: ESU Investments, LLC  
Address: 9460 Owl Lane  
Boulder, CO 80301  
Citizenship: U.S. (Delaware)  
Principal Business: Investments  
Attributed Interest: Approx. 15.3% (directly and indirectly, through (i) an approximately 6.8% membership interest in Wyverd Holdings and (ii) a majority membership interest in a Delaware limited liability company that will have an approximately 8.5% membership interest in Wyverd Holdings)

John Scarano is the sole member of ESU Investments, LLC. Mr. Scarano is a U.S. citizen whose business address is the same as ESU Investments, LLC.

No other member of Wyverd Holdings will indirectly own or control a ten percent (10%) or greater interest in the Section 214 Holder. However, as described in paragraphs 3 and 4 below, certain persons and entities will own or control a ten percent (10%) or greater interest in the Section 214 Holder through members of Wyverd Holdings.

**3. Ownership and Control of Zoom Holdings:** Upon completion of the Transaction, the following entities and persons will indirectly own or control a ten percent (10%) or greater interest in Wyverd Holdings through **Zoom Holdings**:

Name:	Carlyle CGI Zoom Aggregator, L.P. (“Zoom Aggregator”)
Address:	c/o Carlyle Investment Management, LLC 1001 Pennsylvania Ave., N.W. Washington, DC 20004-2505
Citizenship:	Delaware
Principal Business:	Holding company
Attributed Interest:	100% (as the 100% limited partner of Zoom Holdings)

The general partner of Zoom Aggregator is CGIOF General Partner S1, L.P., whose information is provided below.

Name:	Carlyle CGI AIV, L.P. (“CGI AIV”)
Address:	c/o Carlyle Investment Management, LLC 1001 Pennsylvania Ave., N.W. Washington, DC 20004-2505
Citizenship:	Cayman Islands
Principal Business:	Investments
Attributed Interest:	100% (as a 59% limited partner of Zoom Aggregator)

Except as stated below, no individual limited partner of CGI AIV will be attributed a ten percent (10%) or greater interest in the Section 214 Holder. The general partner (1.1% equity) of CGI AIV is CGIOF General Partner S1, L.P., whose information is provided below.

Name:	Carlyle Global Infrastructure Opportunity Fund Access, L.P. (“CGIOFA”)
Address:	c/o Carlyle Investment Management, LLC 1001 Pennsylvania Ave., N.W. Washington, DC 20004-2505
Citizenship:	U.S. (Delaware)
Principal Business:	Investments
Attributed Interest:	30% (as a 30% limited partner of CGI AIV)

No individual limited partner of CGIOFA will be attributed a ten percent (10%) or greater interest in the Section 214 Holder. The general partner of CGIOFA is CGIOF General Partner, L.P., whose information is below.

Name: CGIOF General Partner, L.P.  
Address: c/o Carlyle Investment Management, LLC  
1001 Pennsylvania Ave., N.W.  
Washington, DC 20004-2505  
Citizenship: Cayman Islands  
Principal Business: Investments  
Attributed Interest: 30% (as the general partner of CGIOFA)

No limited partner of CGIOF General Partner, L.P. will be attributed a ten percent (10%) or greater interest in the Section 214 Holder. The general partner of CGIOF General Partner, L.P. is CGIOF GP, L.L.C., whose information is below.

Name: CGIOF GP, L.L.C.  
Address: c/o Carlyle Investment Management, LLC  
1001 Pennsylvania Ave., N.W.  
Washington, DC 20004-2505  
Citizenship: Cayman Islands  
Principal Business: Investments  
Attributed Interest: 30% (as the general partner of CGIOF General Partner, L.P.)

Name: TC Group Investment Holdings Sub L.P.  
("TC GIH Sub")  
Address: c/o Carlyle Investment Management, LLC  
1001 Pennsylvania Ave., N.W.  
Washington, DC 20004-2505  
Citizenship: Delaware  
Principal Business: Investments  
Attributed Interest: 30% (as the sole member of CGIOF GP, L.L.C.)

No limited partner of TC GIH Sub will be attributed a ten percent (10%) or greater interest in the Section 214 Holder. The general partner of TC GIH Sub is TC Group Investment Holdings L.P., whose information is below.

Name: TC Group Investment Holdings L.P.  
("TC GIH")  
Address: c/o Carlyle Investment Management, LLC  
1001 Pennsylvania Ave., N.W.  
Washington, DC 20004-2505  
Citizenship: Delaware  
Principal Business: Investments  
Attributed Interest: 30% (as the general partner of TC GIH Sub)

The sole limited partner of TC GIH is TC Group Investment Holdings Limited Partner L.L.C., whose information is below. The general partner of TC GIH is CG Subsidiary Holdings L.L.C., whose information is provided below.

Name: TC Group Investment Holdings Limited  
Partner L.L.C. ("TC GIH LimPar")  
Address: c/o Carlyle Investment Management, LLC  
1001 Pennsylvania Ave., N.W.  
Washington, DC 20004-2505  
Citizenship: Delaware  
Principal Business: Investments  
Attributed Interest: 30% (as the sole limited partner of TC GIH)

The sole member of TC GIH LimPar is CG Subsidiary Holdings L.L.C., whose information is provided below.

Name: Teacher Retirement System of Texas ("TRS-TX")  
Address: 1000 Red River Street  
Austin, TX 78701  
Citizenship: U.S. (Texas)  
Principal Business: Public Pension Fund  
Attributed Interest: 19% (as a 19% limited partner of CGI AIV)

To Transferee's knowledge, no person or entity will be attributed a 10 percent or greater interest in the Section 214 Holder through TRS-TX.

Name: Teachers' Retirement System of the State of Illinois  
("TRS-IL")  
Address: 2815 West Washington Street  
Springfield, Illinois 62702  
Citizenship: U.S (Illinois)  
Principal Business: Public Pension Fund  
Attributed Interest: 16% (as a 16% limited partner of CGI AIV)

To Transferee's knowledge, no person or entity will be attributed a 10 percent or greater interest in the Section 214 Holder through TRS-IL.

Name: Carlyle Electing LL, L.P. (“Carlyle LL”)  
Address: c/o Carlyle Investment Management, LLC  
1001 Pennsylvania Ave., N.W.  
Washington, DC 20004-2505  
Citizenship: Delaware  
Principal Business: Investments  
Attributed Interest: 40% (as a 40% limited partner of Zoom Aggregator)

The general partner (1.1% equity) of Carlyle LL is CGIOF General Partner S1, L.P., whose information is provided below.

Name: Carlyle Zoom Electing-A, L.L.C. (“Carlyle Electing-A”)  
Address: c/o Carlyle Investment Management, LLC  
1001 Pennsylvania Ave., N.W.  
Washington, DC 20004-2505  
Citizenship: Delaware  
Principal Business: Investments  
Attributed Interest: 40% (as a 98.99% limited partner of Carlyle LL)

Name: Carlyle CGI Electing-B, L.P. (“CGI Electing-B”)  
Address: c/o Carlyle Investment Management, LLC  
1001 Pennsylvania Ave., N.W.  
Washington, DC 20004-2505  
Citizenship: Cayman Islands  
Principal Business: Investments  
Attributed Interest: 18.4% (as a 46% owner of Carlyle Electing-A)

The general partner of CGI Electing-B is CGIOF General Partner S1, L.P., whose information is provided below.

Name: Carlyle CGI Electing Investors B, L.P. (“CGI Investors-B”)  
Address: c/o Carlyle Investment Management, LLC  
1001 Pennsylvania Ave., N.W.  
Washington, DC 20004-2505  
Citizenship: Cayman Islands  
Principal Business: Investments  
Attributed Interest: 18.4% (as a 100% limited partner of CGI Electing-B)

No individual limited partner of CGI Investors-B is attributed a ten percent (10%) or greater interest in the Section 214 Holder. The general partner of CGI Investors-B is CGIOF General Partner S1, L.P., whose information is provided below.



Name: Carlyle CGI Electing Investors A, L.P. (“CGI Investors-A”)  
Address: c/o Carlyle Investment Management, LLC  
1001 Pennsylvania Ave., N.W.  
Washington, DC 20004-2505  
Citizenship: Cayman Islands  
Principal Business: Investments  
Attributed Interest: 40% (as a 54% owner of Carlyle Electing-A)

No individual limited partner of CGI Investors-A is attributed a ten percent (10%) or greater interest in the Section 214 Holder. The general partner of CGI Investors-A is CGIOF General Partner S1, L.P., whose information is provided below.

Name: CGIOF General Partner S1, L.P. (“CGIOF GenPar S1”)  
Address: c/o Carlyle Investment Management, LLC  
1001 Pennsylvania Ave., N.W.  
Washington, DC 20004-2505  
Citizenship: Cayman Islands  
Principal Business: Investments  
Attributed Interest: 100% (as general partner of (i) Zoom Holdings, (ii) Zoom Aggregator, (iii) CGI AIV (1.1% equity), (iv) Carlyle LL (1.1% equity), (v) CGI Electing-B, (vi) CGI Investors-B and (vii) CGI Investors-A)

No individual limited partner of CGIOF GenPar S1 is attributed a ten percent (10%) or greater interest in the Section 214 Holder. The general partner of CGIOF GenPar S1 is CGIOF GP S1, L.L.C., whose information is provided below.

Name: CGIOF GP S1, L.L.C. (“CGIOF GP S1”)  
Address: c/o Carlyle Investment Management, LLC  
1001 Pennsylvania Ave., N.W.  
Washington, DC 20004-2505  
Citizenship: Delaware  
Principal Business: Investments  
Attributed Interest: 100% (as general partner of GCIOF GenPar S1)

The sole member of CGIOF GP S1 is TC Group Sub L.P.

Name: TC Group Sub L.P.  
Address: c/o Carlyle Investment Management, LLC  
1001 Pennsylvania Ave., N.W.  
Washington, DC 20004-2505  
Citizenship: Delaware  
Principal Business: Investments  
Attributed Interest: 100% (as the sole member of GCIOF GenPar S1)

No individual limited partner of TC Group Sub L.P. will be attributed a ten percent (10%) or greater interest in the Section 214 Holder. The general partner of TC Group Sub L.P. is TC Group, L.L.C., whose information is provided below.

Name: TC Group, L.L.C.  
Address: c/o Carlyle Investment Management, LLC  
1001 Pennsylvania Ave., N.W.  
Washington, DC 20004-2505  
Citizenship: Delaware  
Principal Business: Investments  
Attributed Interest: 100% (as the general partner of TC Group Sub L.P.)

The sole member of TC Group, L.L.C. is CG Subsidiary Holdings L.L.C.

Name: CG Subsidiary Holdings L.L.C.  
Address: c/o Carlyle Investment Management, LLC  
1001 Pennsylvania Ave., N.W.  
Washington, DC 20004-2505  
Citizenship: Delaware  
Principal Business: Investments  
Attributed Interest: 100% (as the sole member of (i) TC Group Sub L.L.C., and (ii) TC GIH LimPar)

The members of CG Subsidiary Holdings L.L.C. are Carlyle Holdings I L.P. and Carlyle Holdings II, L.L.C., whose information is provided below.

Name: Carlyle Holdings I L.P.  
Address: c/o Carlyle Investment Management, LLC  
1001 Pennsylvania Ave., N.W.  
Washington, DC 20004-2505  
Citizenship: Delaware  
Principal Business: Investments  
Attributed Interest: 100% (through its 62.13% membership interest in CG Subsidiary Holdings L.L.C.)

The only limited partner of Carlyle Holdings I L.P. that will be attributed a ten percent (10%) or greater interest in the Section 214 Holder is Carlyle Holdings II L.L.C., whose information is provided below. The general partner of Carlyle Holdings I L.P. is Carlyle Holdings I GP Sub L.L.C., whose information is provided below.

Name: Carlyle Holdings I GP Sub L.L.C.  
Address: c/o Carlyle Investment Management, LLC  
1001 Pennsylvania Ave., N.W.  
Washington, DC 20004-2505  
Citizenship: Delaware  
Principal Business: Investments  
Attributed Interest: 100% (as the general partner of Carlyle Holdings I L.P.)

The sole member of Carlyle Holdings I GP Sub L.L.C. is Carlyle Holdings I GP Inc., whose information is provided below.

Name: Carlyle Holdings II L.L.C.  
Address: c/o Carlyle Investment Management, LLC  
1001 Pennsylvania Ave., N.W.  
Washington, DC 20004-2505  
Citizenship: Delaware  
Principal Business: Investments  
Attributed Interest: 100% (through its (i) 33.87% membership interest in CG Subsidiary Holdings L.L.C. and (ii) 99% limited partner interest in Carlyle holdings I L.P.)

The managing member of Carlyle Holdings II L.L.C. is Carlyle Holdings II GP L.L.C., whose information is provided below. The only other member of Carlyle Holdings II L.L.C. that will be attributed a (10%) or greater interest in the Section 214 Holder is Carlyle Holdings I GP Inc., whose information is provided below.

Name: Carlyle Holdings I GP Inc.  
Address: c/o Carlyle Investment Management, LLC  
1001 Pennsylvania Ave., N.W.  
Washington, DC 20004-2505  
Citizenship: Delaware  
Principal Business: Investments  
Attributed Interest: 100% (as (i) the sole member of Carlyle Holdings I GP Sub L.L.C. and (ii) a member of Carlyle Holdings II L.L.C.)

The sole shareholder of Carlyle Holdings I GP Inc. is The Carlyle Group Inc., whose information is provided below.

Name: Carlyle Holdings II GP L.L.C.  
Address: c/o Carlyle Investment Management, LLC  
1001 Pennsylvania Ave., N.W.  
Washington, DC 20004-2505  
Citizenship: Delaware  
Principal Business: Investments  
Attributed Interest: 100% (as managing member of Carlyle Holdings II L.L.C.)

The sole member of Carlyle Holdings II GP L.L.C. is The Carlyle Group Inc., whose information is provided below.

Name: The Carlyle Group Inc.  
Address: c/o Carlyle Investment Management, LLC  
1001 Pennsylvania Ave., N.W.  
Washington, DC 20004-2505  
Citizenship: Delaware  
Principal Business: Investments  
Attributed Interest: 100% (as (i) the sole shareholder of Carlyle Holdings I GP Inc, (ii) the sole member Carlyle Holdings II GP L.L.C., and (iii) the controlling entity of various other funds that will not be attributed a 10% or greater interest in the Section 214 Holder)

The Carlyle Group Inc.'s common stock is publicly traded with no individual common unit holder, to Transferee's knowledge, attributed an indirect 10% or greater ownership interest in the Section 214 Holder. Carlyle Group Management L.L.C., a Delaware limited liability company holds a proxy to vote approximately 57.8% of the issued and outstanding shares of The Carlyle Group Inc. Each of Carlyle's three (3) founders (Daniel D'Aniello, Bill Conway and David Rubenstein) hold more than 10% of the ownership interests in Carlyle Group Management L.L.C. Each of these individuals is a U.S. citizen.

To Applicant's knowledge, no other person or entity will own or control 10% or more of Transferee through Zoom Holdings.

**4. Columbia Capital VI Entities:** Upon completion of the Transaction, the following persons and entities will indirectly own or control a ten percent (10%) or greater interest in Transferee through ColCap VI QP and its affiliates:

Name: Columbia Capital Equity Partners VI, L.P.  
("ColCap VI GP")  
Address: c/o Columbia Capital  
204 South Union Street  
Alexandria, VA 22314  
Citizenship: Delaware  
Principal Business: Investments  
Interest Held: Approx. 12.6% (indirectly, as the general partner of (i) Col-Cap VI QP and (ii) Columbia Capital Equity Partners VI (NON-US), L.P. ("ColCap VI NON-US"), which indirectly

will hold an approximately 1.81% interest in Wyverd Holdings<sup>6</sup>)

No limited partner of ColCap GP will be attributed a 10% or greater interest in Wyverd Holdings through ColCap GP. As described below, the general partner of ColCap GP is Columbia Capital VI, LLC.

Name:	Columbia Capital VI, LLC (“ColCap VI”)
Address:	c/o Columbia Capital 204 South Union Street Alexandria, VA 22314
Citizenship:	Delaware
Principal Business:	Investments
Interest Held:	Approx. 12.6% (indirectly, as the general partner of ColCap GP)

ColCap VI is controlled by its two managing members, James B. Fleming, Jr. and John T. Siegel, Jr., both of whom are U.S. citizens. No other member of ColCap VI will be attributed a 10% or greater interest in Wyverd Holdings through ColCap VI.

5. To the Transferee’s knowledge, no other person or entity, directly or indirectly, will own or control a ten percent (10%) or greater interest in the Section 214 Holder through Transferee.

6. Transferee does not have and will not have any interlocking directorates with a foreign carrier.

(i) **(Answer to Question 14)** Transferee is affiliated with two entities that may qualify as “foreign carriers” under the FCC’s rules (depending on how the services provided by those entities are classified under applicable regulations). These entities are as follows:

Asia Satellite Telecom Holding Company Limited – AsiaSat is a regional satellite operator with a fleet of seven operational satellites, including two new satellites launched in the

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<sup>6</sup> ColCap VI NON-US is a Delaware limited partnership, whose principal business is investments and whose address is the same as ColCap VI GP. ColCap VI NON-US will hold its interests in Wyverd Holdings indirectly as the 100% owner of Columbia Wyverd, LLC, which will directly hold an approximately 1.81% interest in Wyverd Holdings. Columbia Wyverd, LLC is a Delaware limited liability company whose principal business is holding company and whose address is the same as ColCap VI GP.

second half of 2014, one launched in the second half of 2017 and one additional retired satellite used to generate squatting revenues. AsiaSat controls its satellite fleet via its state-of-the-art satellite control facility in Tai Po, Hong Kong. Headquartered in Hong Kong, AsiaSat leases wholesale satellite capacity to corporate customers for video broadcast, telecommunications, broadband and mobility services throughout the Asia region.

CMC Networks – Headquartered in Johannesburg, South Africa, CMC Networks provides managed connectivity solutions, including Ethernet, Carrier Services, MPLS and Internet access, to telecommunications carriers and large companies throughout Africa and the Middle East.

As explained below, neither of these entities possesses market power in any destination market or along any U.S.-foreign route in any relevant service.

Transferee certifies that it is not a foreign carrier or affiliated (as defined in 47 C.F.R. § 63.09) with any dominant foreign carriers. Currently, Section 214 Holder is not a foreign carrier or affiliated with any foreign carrier(s).

**(j)**     **(Answer to Question 15)** Transferee and Zona certify that they do not seek to provide international telecommunications services to any destination country where (1) an Applicant is a foreign carrier in that country, (2) an Applicant controls a foreign carrier in that country, (3) except as stated in paragraph (i) above, any entity that owns more than 25 percent of an Applicant, or that controls an Applicant, controls a foreign carrier in that country; or (4) two or more foreign carriers (or parties that control foreign carriers) own in the aggregate more than 25 percent of an Applicant and are parties to, or the beneficiaries of, a contractual relation affecting the provision or marketing of international basic telecommunications services in the United States.

**(k)**     Asia Satellite Telecom Holding Company Limited and CMC Networks lack 50 percent market share in the international transport and the local access markets on the foreign end of any relevant route.

**(m)**     Applicants request that the Commission classify Section 214 Holder and Transferee as a “non-dominant” carrier between the United States and all countries. Such classification is

appropriate under Section 63.10 of the Commission's rules because Asia Satellite Telecom Holding Company Limited and CMC Networks each lacks 50 percent market share in the international transport and the local access markets on the foreign end of any relevant route..

**(n)** Each Applicant certifies that it has not agreed to accept special concessions, directly or indirectly, from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route and will not enter into such agreements in the future.

**(o)** Each Applicant certifies that it is not subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998. *See* 21 U.S.C. § 853a; *see also* 47 C.F.R. §§ 1.2001-1.2003.

**(p)** Each Applicant respectfully submits that this Application is eligible for streamlined processing pursuant to Section 63.12(a)-(c) of the Commission's Rules, 47 C.F.R. § 63.12(a)-(c). The Applicants qualify for streamlined processing because, although Transferee may be affiliated with one or more foreign carriers as described above: (1) Transferee qualifies for a presumption of non-dominance under Section 63.10(a)(3) because Asia Satellite Telecom Holding Company Limited and CMC Networks lack 50 percent market share in the international transport and the local access markets on the foreign end of any relevant route; (2) the Applicants are not affiliated with any dominant U.S. carriers whose international switched or private line services the Applicants seek authority to resell; and (3) the Applicants do not seek authority to provide switched basic services over private lines to a country for which the Commission has not previously authorized the provision of switched services over private lines.

**V. INFORMATION REQUIRED BY SECTION 63.04**

Pursuant to Commission Rule 63.04(b), 47 C.F.R. § 63.04(b), Applicants submit the following information in support of their request for domestic Section 214 authority to transfer control of the Section 214 Holder to Transferee in order to address the requirements set forth in Commission Rule 63.04(a)(6)-(12):

**(a)(6)** A description of the proposed Transaction is set forth in **Section II** above.

**(a)(7) (i)** As indicated above in **Section I.B** above, Transferor is an investment company that does not provide telecommunications services.

Through its subsidiaries, Wyverd Group provides fiber-based internet services to residential, business and government customers. Specifically, Zona operates as an incumbent local exchange carrier in portions of Maricopa County, Arizona and Yavapai County, Arizona, pursuant to a Certificate of Convenience and Necessity granted by the Arizona Corporation Commission in 1995. In these areas, Zona provides local exchange and long distance telephone services. In addition to regulated telephone services, Zona also provides other communications services, including broadband Internet access and DirecTV® television services in the aforementioned geographic areas.

In addition, Wyverd Group's direct, wholly owned subsidiary AFN Wyverd, LLC is authorized to provide local exchange telecommunications services in the state of Georgia and provides dark fiber, internet access and VoIP services but does not provide telecommunications services. Wyverd Group's direct, wholly owned subsidiary Wyverd Connect, LLC currently does not provide services but is authorized to provide intrastate telecommunications services to customers in Indiana and Ohio and has applied for authorization to provide resold local exchange telecommunications services and facilities-based and resold long distance telecommunications services in Arizona.



Wyverd Group's other subsidiaries Atlantic Fiber Networks, LLC,<sup>7</sup> Wyverd Intuition, LLC, Rapidity Networks, Inc. and Wyverd Infrastructure, LLC do not provide regulated telecommunications services or hold authorization(s) to provide telecommunications services in any state.

(ii) Transferee is a holding company that does not itself offer any domestic telecommunications services. Transferee currently does not own or control a 10% or greater, direct or indirect interest in any other domestic telecommunications carrier. To Transferee's knowledge and as except as described in paragraphs (iii), (iv) and (v), Transferee currently is not affiliated with any domestic telecommunications carriers through the persons or entities that own or control a 10% or greater, direct or indirect interest in Transferee.

(iii) ESU Investments, LLC and John Scarano do not directly or indirectly own or control 10% or more of any domestic telecommunications carrier other than Wyverd Group and its subsidiaries.

(iv) Except as described below, to Transferee's knowledge, none of the entities or persons that indirectly own or control 10% of Transferee through Zoom Holdings own or control 10% or more of another domestic telecommunications carrier. The Carlyle Group, Inc., through various funds and entities, indirectly controls a 10% or greater interest in Syniverse Technologies, LLC, a Delaware limited liability company whose principal business is the provision of technology and communications services. Syniverse Technologies holds international section 214 authorization (IB File No. ITC-214-20050420-00154), but currently does not provide service on a common carrier basis.

Based on publicly available information (including ownership information on record with the Commission through section 214 transfer of control applications and Form 602 ownership

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<sup>7</sup> Although Atlantic Fiber Networks, LLC is has obtained FRN 0024438236, it does not provide regulated telecommunications services.

filings) the following limited partners of CGI AIV may be attributed a greater than 10% direct or indirect interest in the Section 214 Holder currently is affiliated with any other domestic telecommunications carriers:

- To Transferee's knowledge, TRS-TX may be attributed a 10% or greater, direct or indirect interest in: (1) Zayo Group, LLC and its subsidiaries Allstream Business US, LLC and Electric Lightwave, LLC; (2) Great Plains Communications, Inc. and its wholly-owned subsidiaries Great Plains Broadband, Inc. and Great Plains Communications Long Distance, Inc.; and (3) ExteNet Systems, Inc. and its subsidiaries, including ExteNet Systems (New York), Inc., ExteNet Systems (Virginia) LLC, ExteNet Systems (California) LLC, ESI Advanced Wireless Networks, LLC, and Hudson Fiber Network Inc.
- To Transferee's knowledge, based upon ownership disclosures on record with the Commission,<sup>8</sup> TRS-IL may be attributed a 10% or greater direct or indirect interest in NewLevel, LLC.

(v) Columbia Capital, and the Columbia Capital VI Entities, is U.S.-based venture capital fund that invests in communications, media, and enterprise information technology industries but does not itself offer any domestic telecommunications services.

Through his interests in various Columbia Capital funds, James B. Fleming, Jr. currently is attributed a 10% or greater, direct or indirect interest in High Band License Co, LLC ("High-Band"),<sup>9</sup> NextNav LLC ("NextNav"), and Progeny LMS, LLC ("Progeny"). Through his interests

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<sup>8</sup> See ULS File No. 0008142955.

<sup>9</sup> High Band was a winning bidder in the Commission's Spectrum Frontiers – Upper 37 GHz, 39 GHz, and 47 GHz auction (Auction 103). See *Incentive Auction of Upper Microwave Flexible Use Service Licenses in the Upper 37 GHz, 39 GHz, and 47 GHz Bands for Next-Generation Wireless Services Closes; Winning Bidders Announced for Auction 103*, Public Notice, 35 FCC

in various Columbia Capital funds, John T. Siegel, Jr. currently is attributed a 10% or greater, direct or indirect interest in High Band. None of HighBand, NextNav or Progeny currently provide domestic wireline telecommunications services. To Transferee's knowledge, Columbia Capital, James B. Fleming, Jr. and John T. Siegel, Jr. currently are not affiliated with any other domestic telecommunications carriers.

**(a)(8)** Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Sections 63.03 of the Commission's Rules, 47 C.F.R. §63.03. In particular, with respect to domestic authority, this Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(ii) because, immediately following the Transaction, (i) Transferee (and its affiliates) will have a market share in the interstate, interexchange market of less than ten percent (10%), (ii) the Transferee (and its affiliates) will provide competitive telephone exchange services or exchange access services (if at all) exclusively in geographic areas served by a dominant local exchange carrier (other than Zona) that is not a party to the transaction; and (iii) Transferee does not provide telecommunications services in Arizona (where Zona is an incumbent local exchange carrier) or Georgia, Indiana or Ohio where Transferor's subsidiaries are authorized to provide telecommunications services. Moreover, the Section 214 Holder has fewer than two (2) percent of the nation's subscriber lines, and there will be no overlapping or adjacent service areas following completion of the Transaction.

**(a)(9)** Other than its Section 214 authorizations described in this Application, the Section 214 Holder does not hold any other authorizations or licenses from the Commission. As such, no other applications related to this Transaction will be filed with the Commission.

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Red 2015, 2032 (OEA/WTB 2020) (identifying High Band as the winner of 52 licenses in 22 Partial Economic Areas).

(a)(10) No party is requesting special consideration because it is facing imminent business failure.

(a)(11) Not applicable.

(a)(12) A statement showing how grant of the application will serve the public interest, convenience and necessity is provided in **Section III**, above.

## **VI. FOREIGN OWNERSHIP CONSIDERATIONS**

As described in Section IV(h), certain of the entities that, upon completion of the Transaction, will be attributed a 10% or greater indirect interest in the Section 214 Holder through Zoom Holdings are formed in the Cayman Islands (the “Carlyle Cayman Entities”).<sup>10</sup> The Carlyle Cayman Entities are passive investment funds or holding companies whose ultimate control lies with U.S. entities and individuals that are U.S. citizens. No other foreign person or entity will be attributed a 10% or greater indirect interest in the Section 214 Holder through Transferee.

In the Commission’s recent Report and Order,<sup>11</sup> the Commission identified categories of applications that the Commission would not refer to the Executive Branch.<sup>12</sup> One of those categories is international section 214 applications (including joint domestic and international section 214 application) “where the only reportable foreign ownership is through wholly owned intermediate holding companies and the ultimate ownership and control is held by U.S. citizens or entities.”<sup>13</sup> The Commission further explained that “where the only foreign ownership is through

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<sup>10</sup> The “Carlyle Cayman Entities” are: CGI AIV, Carlyle LL, CGI Investors-A, Carlyle Electing-B, Carlyle Investors-B, CGIOF GenPar S1, and CGIOF General Partner, L.P.

<sup>11</sup> *In re Process Reform for Executive Branch Review of Certain FCC Application and Petitions Involving Foreign Ownership*, IB Docket No. 16-155, Report and Order (rel. Oct. 1, 2020) (“*Executive Branch Foreign Ownership Review Order*”).

<sup>12</sup> *Id.* at ¶¶ 29-39.

<sup>13</sup> *Id.* at ¶ 29.

passive, offshore intermediary holding companies and 100% of the ultimate control is held by U.S. citizens or entities present a minimal risk and generally should not be referred to the Executive Branch.”<sup>14</sup>

As described above, the Transferee respectfully submits that its ownership and control structure meets the requirements of this exclusion. Further, to the knowledge of Transferee, there are no national security, law enforcement, foreign policy, and trade policy concerns that require a referral to the Executive Branch. Therefore, Applicants request that the Commission not refer this Application to the Executive Branch consistent with the exclusion in the *Executive Branch Foreign Ownership Review Order*. Applicants understand that the Commission will notify the Executive Branch of this Application even if it does not refer the Application.<sup>15</sup>

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<sup>14</sup> *Id.* at ¶ 32.

<sup>15</sup> *Id.* at ¶ 30.

## VII. CONCLUSION

For the reasons stated above, Applicants respectfully submit that the public interest, convenience and necessity would be furthered by a grant of this Application to transfer indirect ownership and control of the Section 214 Holder to Transferee.

Respectfully submitted,

/s/ Michael P. Donahue

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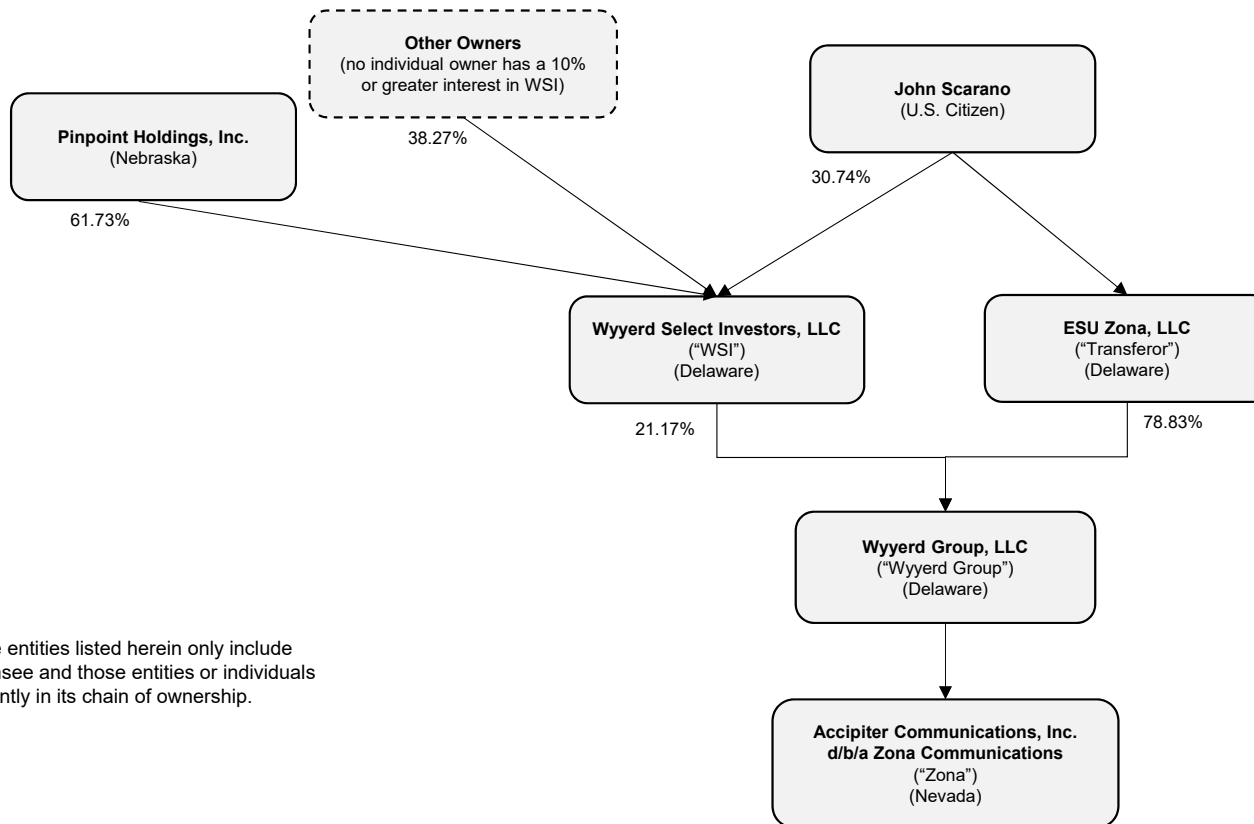
*Counsel for Transferee and the Section 214 Holder*

Dated: January 25, 2021

**EXHIBIT A**

**Current and Post-Transaction Corporate Ownership Structure Charts**

**Current Ownership Structure of Accipiter Communications, Inc.  
d/b/a Zona Communications**

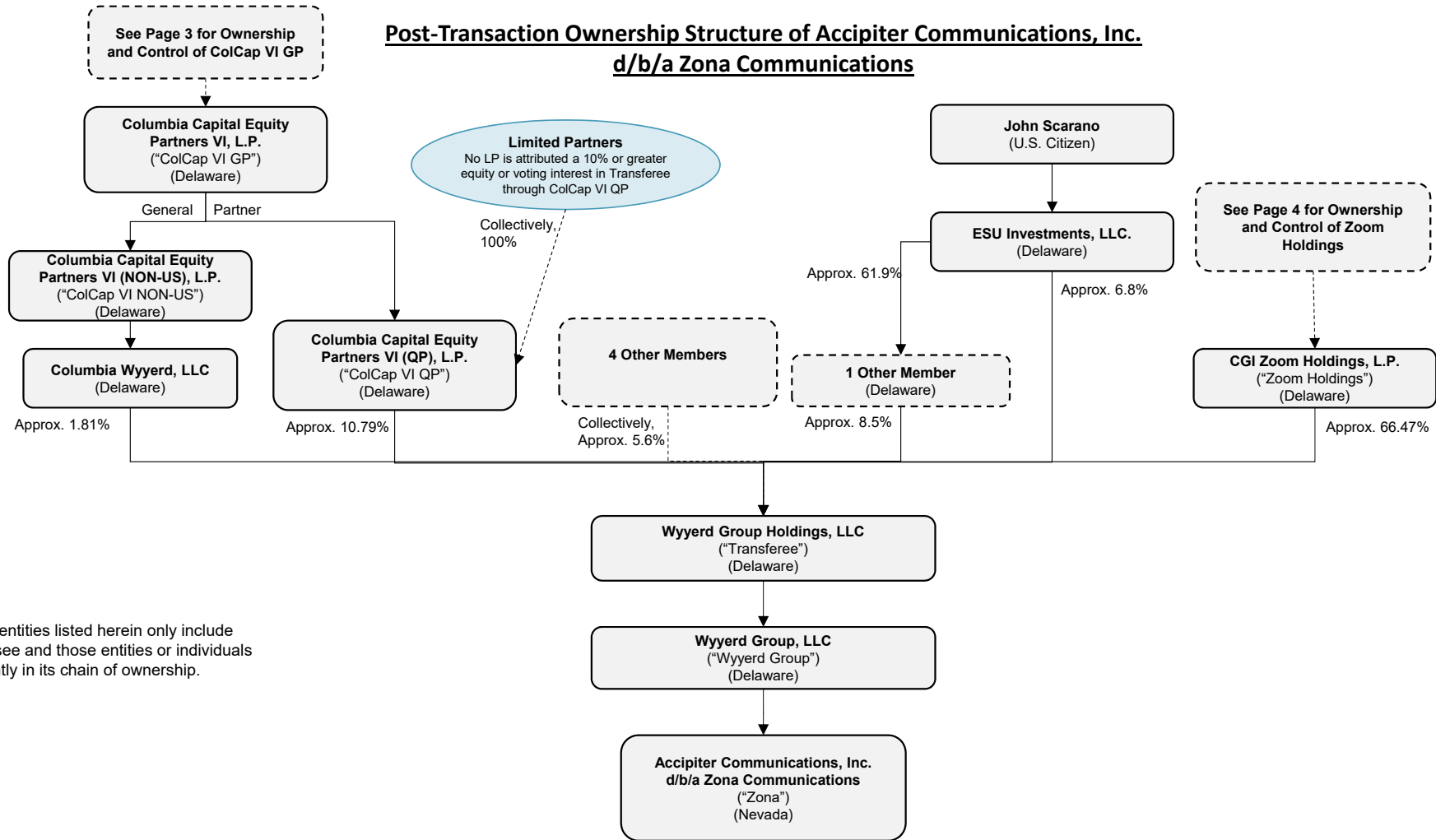


\* The entities listed herein only include Licensee and those entities or individuals currently in its chain of ownership.

Unless otherwise indicated, all ownership/control percentages are 100%.



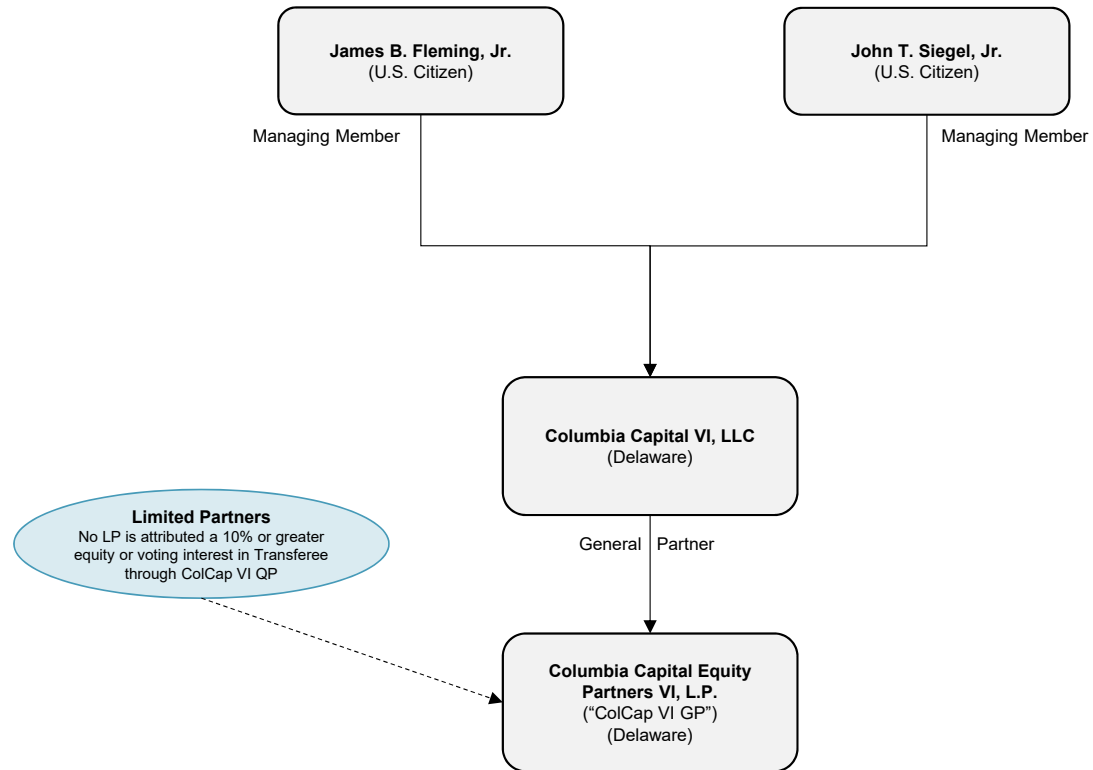
**Post-Transaction Ownership Structure of Accipiter Communications, Inc.  
d/b/a Zona Communications**



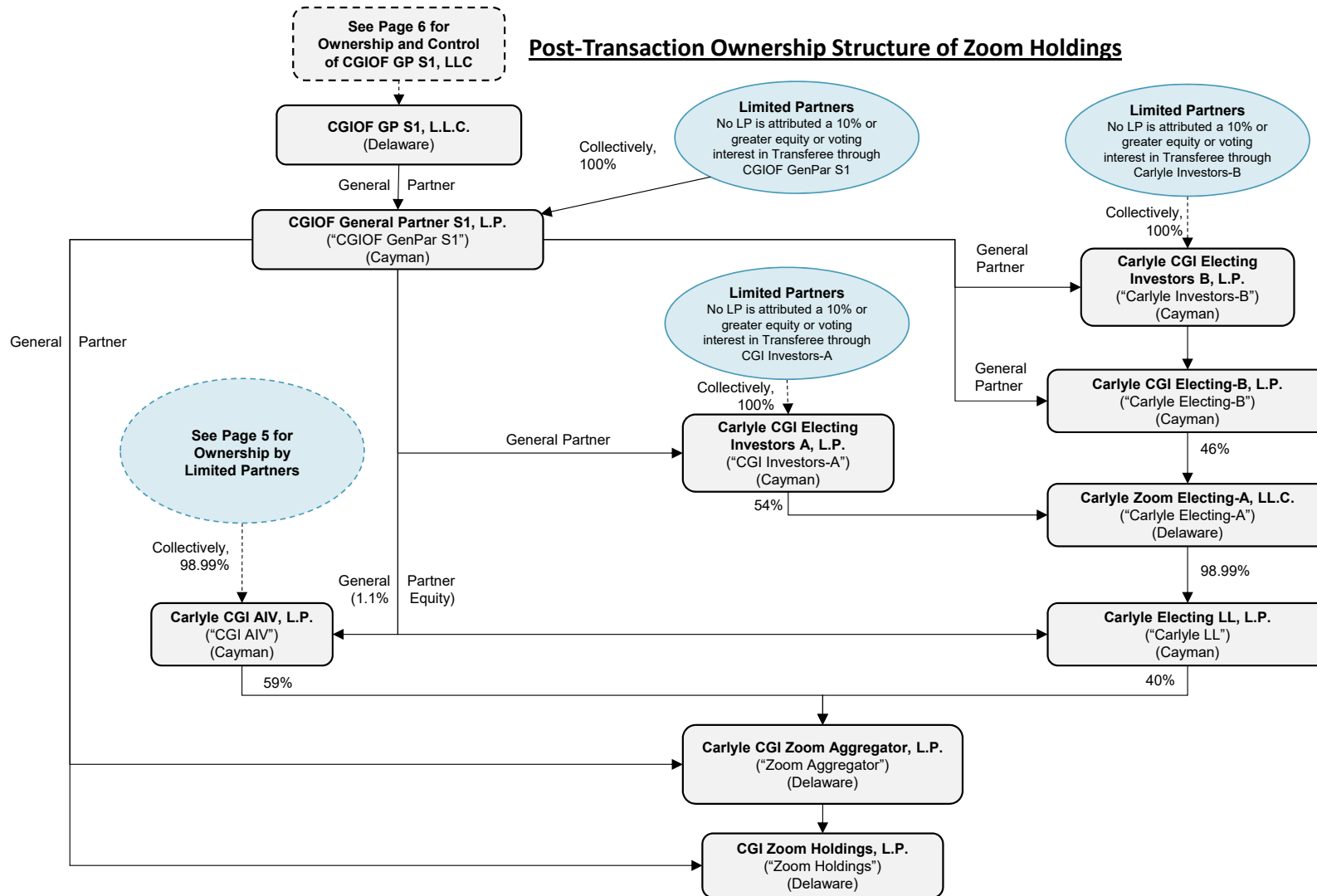
\* The entities listed herein only include Licensee and those entities or individuals currently in its chain of ownership.

Unless otherwise indicated, all ownership/control percentages are 100%.

### Post-Transaction Ownership Structure of ColCap VI GP

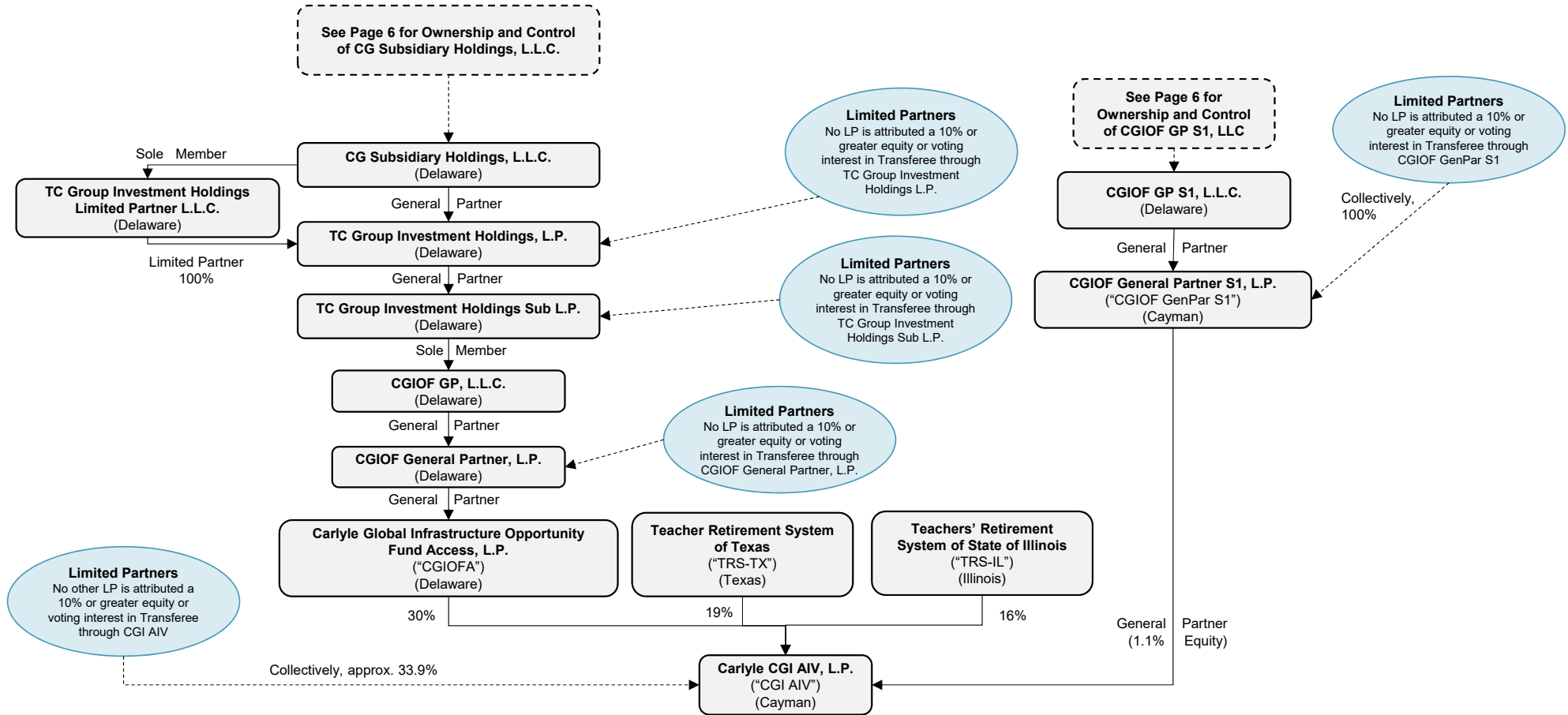


## Post-Transaction Ownership Structure of Zoom Holdings



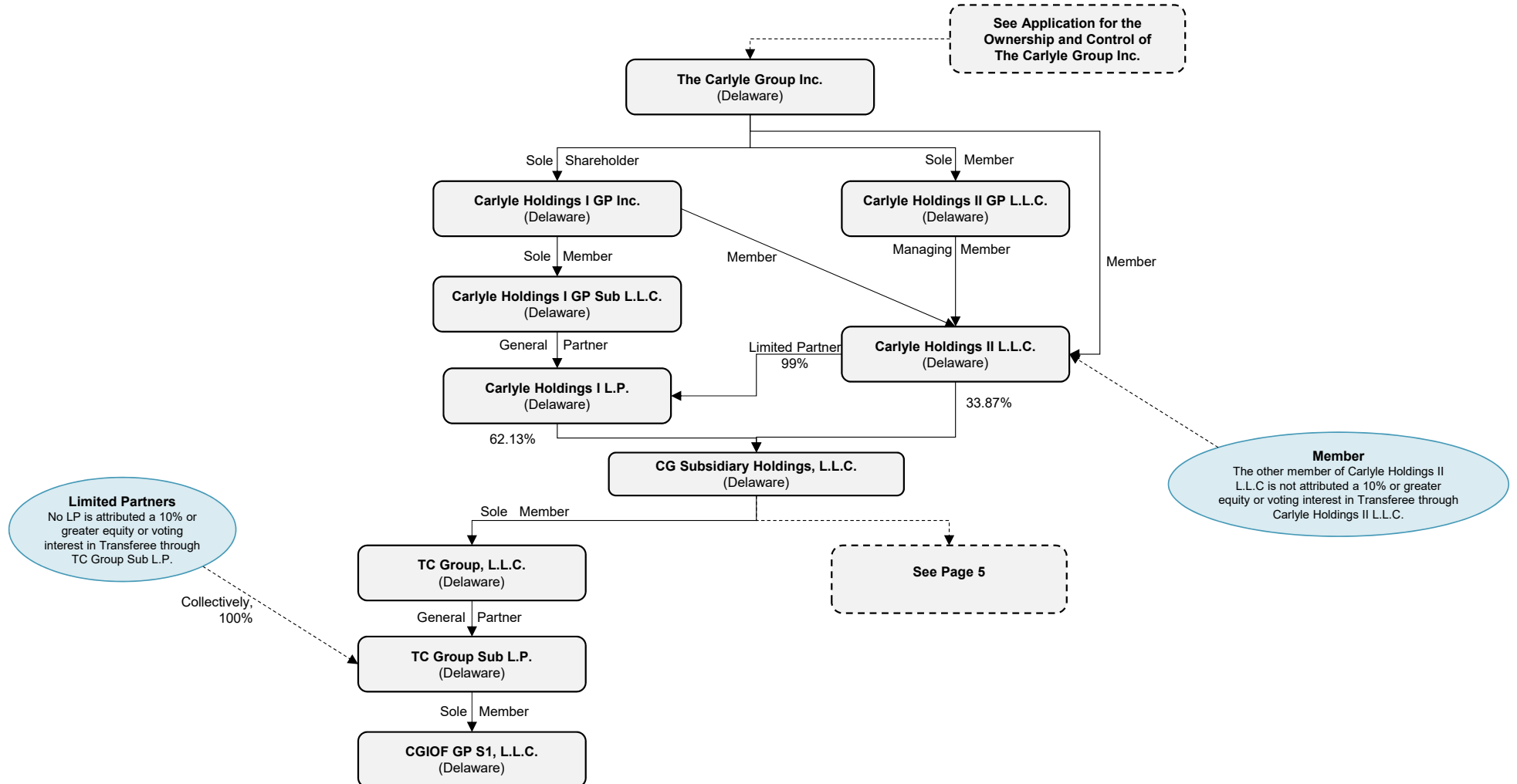
Unless otherwise indicated, all ownership/control percentages are 100%.

### **Post-Transaction Ownership Structure of CGI AIV**



Unless otherwise indicated, all ownership/control percentages are 100%.

**Post-Transaction Ownership Structure of CGIOF GP S1, L.L.C and CG Subsidiary Holdings L.L.C.**



## **EXHIBIT B**

### **Current Ownership Structure of the Section 214 Holder**

The following persons and entities currently hold, directly or indirectly, a ten percent (10%) or greater interest in the Section 214 Holder as calculated pursuant to the Commission's ownership attribution rules for wireline carriers:

Name:	Wyverd Group LLC ("Wyverd Group")
Address:	5600 Arapahoe Avenue Suite 200 Boulder, CO 80303
Citizenship:	U.S. (Delaware)
Principal Business:	Investments
Attributed Interest:	Approx. 100% (directly)

The following entities currently hold, directly or indirectly, a ten percent (10%) or greater interest in the Section 214 Holder through Wyverd Group:

Name:	Wyverd Select Investors LLC ("WSI")
Address:	9460 Owl Lane Boulder, CO 80301
Citizenship:	U.S. (Delaware)
Principal Business:	Investments
Attributed Interest:	Approx. 21.17% (indirectly, as 21.17% owner of Wyverd Group)

Name:	ESU Zona LLC ("Transferor")
Address:	9460 Owl Lane Boulder, CO 80301
Citizenship:	U.S. (Delaware)
Principal Business:	Investments
Attributed Interest:	Approx. 100% (indirectly, as 78.83% owner of Wyverd Group)

The following entity current holds a 10% or greater ownership interest in the Section 214 Holder through WSI:

Name:	Pinpoint Holdings, Inc. ("Pinpoint")
Address:	611 Patterson St. Cambridge, NE 69022
Citizenship:	U.S. (Nebraska)
Principal Business:	Investments
Attributed Interest:	Approx. 21.17% (indirectly, as 61.72% owner of WSI)

No shareholder of Pinpoint is attributed a 10% or greater interest in Wyverd Group.

The following individual currently holds a 10% or greater interest in the Section 214

Holder through Transferor:

Name:	John Scarano
Address:	9460 Owl Lane Boulder, CO 80301
Citizenship:	U.S.
Principal Business:	Telecommunications
Attributed Interest:	100% (directly, as 100% owner of Transferor and 30.74% owner of WSI)

To Transferor's knowledge, other than the individuals and entities set forth above, no other person or entity, directly or indirectly, owns or controls a 10% or greater interest in the Section 214 Holder and Transferor.

## **VERIFICATIONS**



## VERIFICATION

I, Kevin Gasque, state that I am the Authorized Person of CGIOF GP S1, L.L.C.; that I am authorized to make this Verification on behalf of CGIOF GP S1, L.L.C., in its capacity as general partner of CGIOF General Partner S1, L.P., in its capacity as general partner of Carlyle CGI Zoom Aggregator, L.P., in its capacity as general partner of CGI Zoom Holdings, L.P., in its capacity as sole member of Wyverd Group Holdings, LLC (the “Company”); that the foregoing filing was prepared under my direction and supervision; and that the contents thereof and the certifications contained therein regarding the Company and its affiliates, 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 25<sup>th</sup> day of January 2021.




---

Name: Kevin Gasque  
Title: Authorized Person  
CGIOF GP S1, L.L.C

## VERIFICATION

I, John Scarano, state that I am Managing Member of ESU Zona LLC (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 thereof and the certifications contained therein regarding the Company and its affiliates, are true and correct to the best of my knowledge, information, and belief.

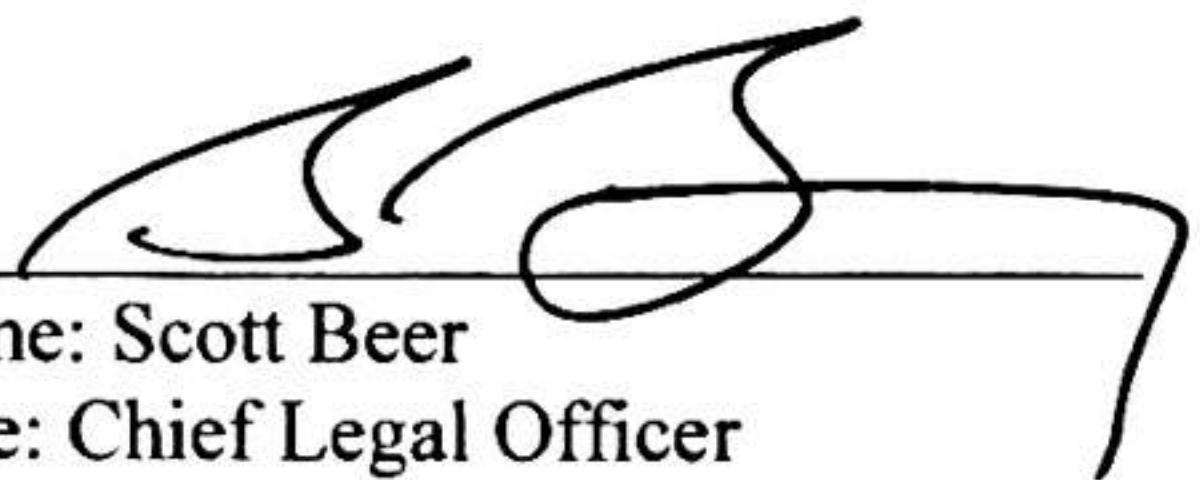
I declare under penalty of perjury that the foregoing is true and correct. Executed this 25th day of January 2021.

  
\_\_\_\_\_  
Name: John Scarano  
Title: Managing Member  
ESU Zona LLC

## VERIFICATION

I, Scott Beer, state that I am Chief Legal Officer Wyverd Group, LLC and its subsidiaries, including Accipiter Communications, Inc. d/b/a Zona Communications (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 thereof and the certifications contained therein regarding the Company and its affiliates, 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 25th day of January 2021.

A handwritten signature in black ink, appearing to be 'S Beer', written over a horizontal line.

Name: Scott Beer  
Title: Chief Legal Officer  
Wyverd Group, LLC  
Accipiter Communications, Inc. d/b/a Zona Communications

**EXHIBIT I**

**Verifications**

## VERIFICATION

I, Kevin Gasque, state that I am the Authorized Person of CGIOF GP S1, L.L.C.; that I am authorized to make this Verification on behalf of CGIOF GP S1, L.L.C., in its capacity as general partner of CGIOF General Partner S1, L.P., in its capacity as general partner of Carlyle CGI Zoom Aggregator, L.P., in its capacity as general partner of CGI Zoom Holdings, L.P., in its capacity as sole member of Wyverd Group Holdings, LLC (the “Company”); that the foregoing filing was prepared under my direction and supervision; and that the contents thereof and the certifications contained therein regarding the Company and its affiliates, 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 25<sup>th</sup> day of January 2021.




---

Name: Kevin Gasque  
Title: Authorized Person  
CGIOF GP S1, L.L.C

## VERIFICATION

I, John Scarano, state that I am Managing Member of ESU Zona LLC (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 thereof and the certifications contained therein regarding the Company and its affiliates, 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 25th day of January 2021.


  
\_\_\_\_\_  
Name: John Scarano  
Title: Managing Member  
ESU Zona LLC

## VERIFICATION

I, Scott Beer, state that I am the Chief Legal Officer of Wyverd Group, LLC and its subsidiaries (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 thereof and the certifications contained therein regarding the Company and its affiliates, 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

29th day of January 2021.



Name: Scott Beer  
Title: Chief Legal Officer  
Wyverd Group, LLC and its Subsidiaries

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

**Commission of Ohio Docketing Information System on**

**2/8/2021 1:45:27 PM**

**in**

**Case No(s). 21-0116-TP-CIO**

Summary: Notice Filing of Wyverd Connect, LLC, ESU Zona, LLC and Wyverd Group Holdings, LLC to Notify the Commission of Changes in Control Pursuant to Ohio Revised Code Sections 4905.402(G) and (H)(1). electronically filed by Ms. Patricia C Cave on behalf of Wyverd Connect, LLC