

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 Application of <u>CBRE Caledon WR Holdings LP, WANRack Holdings LLC, and WANRack, LLC to Approve an Indirect Transfer of Control of WANRack, LLC to CBRE Caledon WR Holdings LP</u>)	TRF Docket No. 90- -TP-TRF Case No. - -TP- NOTE: Unless you have reserved a Case #, leave the "Case No." field BLANK.
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)	
)	

Name of Registrant(s) WANRack, LLC

DBA(s) of Registrant(s) Not applicable

Address of Registrant(s) 15700 College Blvd., Suite 200, Lenexa, Kansas 66219

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

Regulatory Contact Person(s) Michael L. Brigman

Phone (913) 359-7988

Fax () -

Regulatory Person's Email Address mike.brigman@wanrack.com

Contact Person for Annual Report Michael L. Brigman

Phone (913) 359-7988

Consumer Contact Information Michael L. Brigman

Phone (913) 359-7988

Address (if different from above) [Click here to enter text.](#)

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 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).

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(I)(2) (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)
Introduce non-recurring charge, surcharge or fee to BLES	<input type="checkbox"/> ATA 1-6-14(I) (Auto 30 days)		<input type="checkbox"/> ATA 1-6-14(I) (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(E) (0 day notice)		
Introduce BLES or expand local service area (calling area)	<input type="checkbox"/> ZTA 1-6-14(E) (0 day notice)	<input type="checkbox"/> ZTA 1-6-14(E) (0 day notice)	<input type="checkbox"/> ZTA 1-6-14(E) (0 day notice)
Change BLES Rates	<input type="checkbox"/> TRF 1-6-14(E) & (G) (0 day notice)	<input type="checkbox"/> TRF 1-6-14(E) (0 day notice)	<input type="checkbox"/> TRF 1-6-14(H) (0 day notice)
To obtain BLES pricing flexibility	<input type="checkbox"/> BLS 1-6-14(C)(1)(c) (Auto 30 days)		
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 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 notice)
BLES withdrawal	<input type="checkbox"/> WBL 4927.10 (120 day notice)		<input type="checkbox"/> ZTA 1-6-25(B) (0 day notice)
Other (explain):			

Section I – Part I - Common Filings:

*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

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 – Inmate Operator Service Pursuant to Chapter 4901:1-6-22 OAC

Introduce New	Tariff Change	Price Change	Withdraw
<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 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 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 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)(1) (Auto 30 days)	<input type="checkbox"/> ACO 1-6-29(E)(1) (Auto 30 days)	<input checked="" type="checkbox"/> CIO 1-6-29(C) (0-day notice)
Merger *	<input type="checkbox"/> AMT 1-6-29(E)(1) (Auto 30 days)	<input type="checkbox"/> AMT 1-6-29(E)(1) (Auto 30 days)	<input type="checkbox"/> CIO 1-6-29(C) (0-day notice)
Transfer 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)
FCC Authorized Change in Ownership or Merger	<input type="checkbox"/> CIO 1-6-29 (E)(2) (0-day notice)	<input type="checkbox"/> CIO 1-6-29 (E)(2) (0-day notice)	<input type="checkbox"/> CIO 1-6-29 (E)(2) (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 1-7-07 (Auto 90 days)	<input type="checkbox"/> NAG 1-7-07 (Auto 90 days)
Request for arbitration	<input type="checkbox"/> ARB 1-7-09 (Non-Auto)	<input type="checkbox"/> ARB 1-7-09 (Non-Auto)
Introduce or change carrier to carrier 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 (Auto 30 days)	
Changes in rates, terms & conditions to pole attachments, conduit occupancy and rights of	<input type="checkbox"/> ATA 1-3-04 (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 1-6-24(B) (0 day notice)
Interconnection Agreement or amendment to an approved Agreement.	<input type="checkbox"/> NAG 1-7-07 (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.

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.

*Signature and Title

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.*

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

LIST OF EXHIBITS

EXHIBIT A:	Description of Transaction
EXHIBIT B:	Management of Transferee and Licensee
EXHIBIT C:	Current and Post-Transaction Corporate 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:	Ohio Secretary of State Certificate of Good Standing for Licensee
EXHIBIT H:	Verifications

EXHIBIT A

Description of Transaction

CBRE Caledon WR Holdings LP (“Transferee” or “CBRE”), WANRack Holdings LLC (“Holdings” or “Transferor”), and WANRack, LLC (“Licensee” or “WANRack”) (collectively, the “Parties”), request Commission approval for the proposed transfer of indirect control of WANRack, LLC to CBRE. Upon closing of the transaction, Licensee will be an indirect, wholly owned subsidiary of Transferee.

I. DESCRIPTION OF THE PARTIES

A. WANRack, LLC (Licensee) and WANRack Holdings, LLC (Transferor)

WANRack is a privately held Delaware limited liability company and a wholly-owned, direct subsidiary of Holdings. WANRack is headquartered at 15700 College Blvd., Suite 200, Lenexa, Kansas 66219. WANRack, founded in 2013, owns and operates private fiber wide area networks built for school districts across 22 states and provides services to certain other customers.

In Ohio, WANRack is authorized by the Commission to provide local exchange and toll services pursuant to Certificate No. 90-9428-TP-TRF granted in Case No. 17-0647-TP-ACE on April 10, 2017. WANRack also is authorized to provide intrastate telecommunications services in the following states in addition to Ohio: Alabama, Arizona, Arkansas, California,¹ Colorado, Connecticut, Florida, Georgia, Idaho, Illinois, Indiana, Kansas, Kentucky, Missouri, Montana, Nevada, Oklahoma, Pennsylvania, Texas, Virginia, Washington, Wisconsin, and Wyoming.

¹ WANRack intends to relinquish its authority to provide telecommunications services in the State of California prior to completion of this Transaction.

B. CBRE Caledon WR Holdings LP (Transferee)

CBRE is a Delaware limited partnership with principal offices at c/o CBRE Caledon Capital Management, 141 Adelaide Street West, Suite 1500, Toronto, Ontario M5H 3L5. CBRE is an affiliate of CBRE Caledon Capital Management Inc. (“CBRE Capital”), a leading infrastructure and private equity solutions provider that seeks to create long-term value by accessing and managing high-quality investment opportunities and building comprehensive and customized infrastructure and private equity portfolios. CBRE Capital is ultimately controlled by CBRE Group, Inc. (NYSE: CBRE).

CBRE does not itself provide telecommunications, rather CBRE is a holding company formed solely for the purpose of acquiring Holdings, and indirectly WANRack. For the purpose of accomplishing the Transaction, CBRE has created a merger subsidiary, CCWR Merger Sub LLC (“Merger Sub”), a Delaware limited liability company and direct, wholly owned subsidiary of CBRE.

II. DESCRIPTION OF THE TRANSACTION

CBRE, Merger Sub, Holdings, and Grain Communications Opportunity Fund, L.P. (solely in its capacity as the Unitholder Representative) entered into an Agreement and Plan of Merger on February 23, 2021 (the “Agreement”). Pursuant to and subject to the terms and conditions in the Agreement, Merger Sub will be merged with and into Holdings, with Holdings surviving the merger, at which time Merger Sub will cease to exist. Upon consummation of the Transaction, Holdings will be a direct, wholly owned subsidiary of CBRE and WANRack will be an indirect, wholly owned subsidiary of CBRE. The Parties therefore request Commission approval of the transfer of control of WANRack to CBRE.

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

III. PUBLIC INTEREST CONSIDERATIONS

The proposed Transaction will serve the public interest, convenience, and necessity by providing WANRack with access to CBRE's financial and operational expertise, permitting WANRack to continue to provide robust communications solutions to their customers and to better compete in the Ohio telecommunications marketplace. The Transaction is expected to enhance the financial condition and prospects of WANRack, increase its liquidity and accelerate the introduction of new communications technologies, products and services to its customers. These enhancements, together with the operational and financial expertise of CBRE's affiliates, are expected to allow WANRack to strengthen its competitive positions to the benefit of its customers and the telecommunications marketplace. The Transaction would allow WANRack to pursue growth strategies and to expand its operations both in terms of service area coverage and through the ability of WANRack to offer customers an expanded line of products and services. As a result of the Transaction, the Parties believe WANRack will be able to compete more effectively against incumbent carriers and larger competitive carriers.

At the same time, the Transaction will have no adverse impact on the customers of WANRack. Immediately following the Transaction, WANRack will continue to provide service at the same rates, terms, and conditions and without any interruption of service. The only change immediately following the closing from a customer's perspective will be the new ownership of WANRack. CBRE and its owners further expect that existing management will continue to oversee WANRack on a day-to-day basis.

Further, the Transaction does not present any anti-competitive issues in Ohio and will not harm the public interest. Significantly, there will be no diminution of competition in the Ohio market as a result of the Transaction. The Transaction will not result in the elimination or addition of competitors to the marketplace in Ohio. Because CBRE is neither itself a provider of

telecommunications nor affiliated with any providers there will be no reduction in competition.

Indeed, the purchase by CBRE will provide fresh capital for WANRack to continue and expand its operations to the benefit of competition and consumers.

EXHIBIT B

Management of Transferee and Licensee

Transferee:

The directors and officers of Transferee's general partner CBRE Caledon WR GP Inc. are:

David Rogers, Director/President
Dennis Pellarin, Director/Vice President
Martin Day, Director/Vice President
Stephen Dowd, Vice President
Asif Hussain, Vice President
Justin Kusinskis, Vice President
Jeff DeBlock, Vice President
Andreas Koettering, Vice President
Alkinoi (Noi) Spyratos, Vice President
Robert Shaw, Secretary

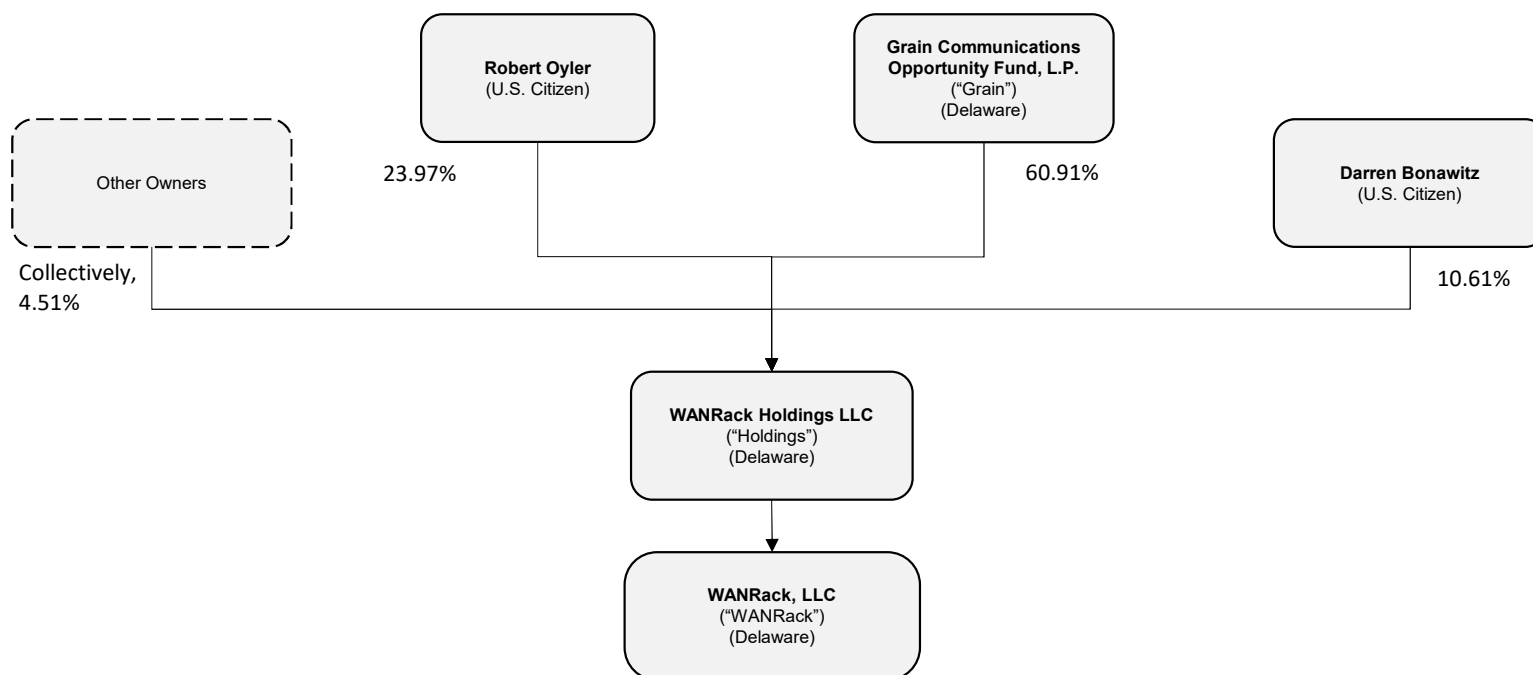
Licensee:

Rob Oyler, Chief Executive Officer
Michael Brigman, President, Chief Operating Officer and Secretary

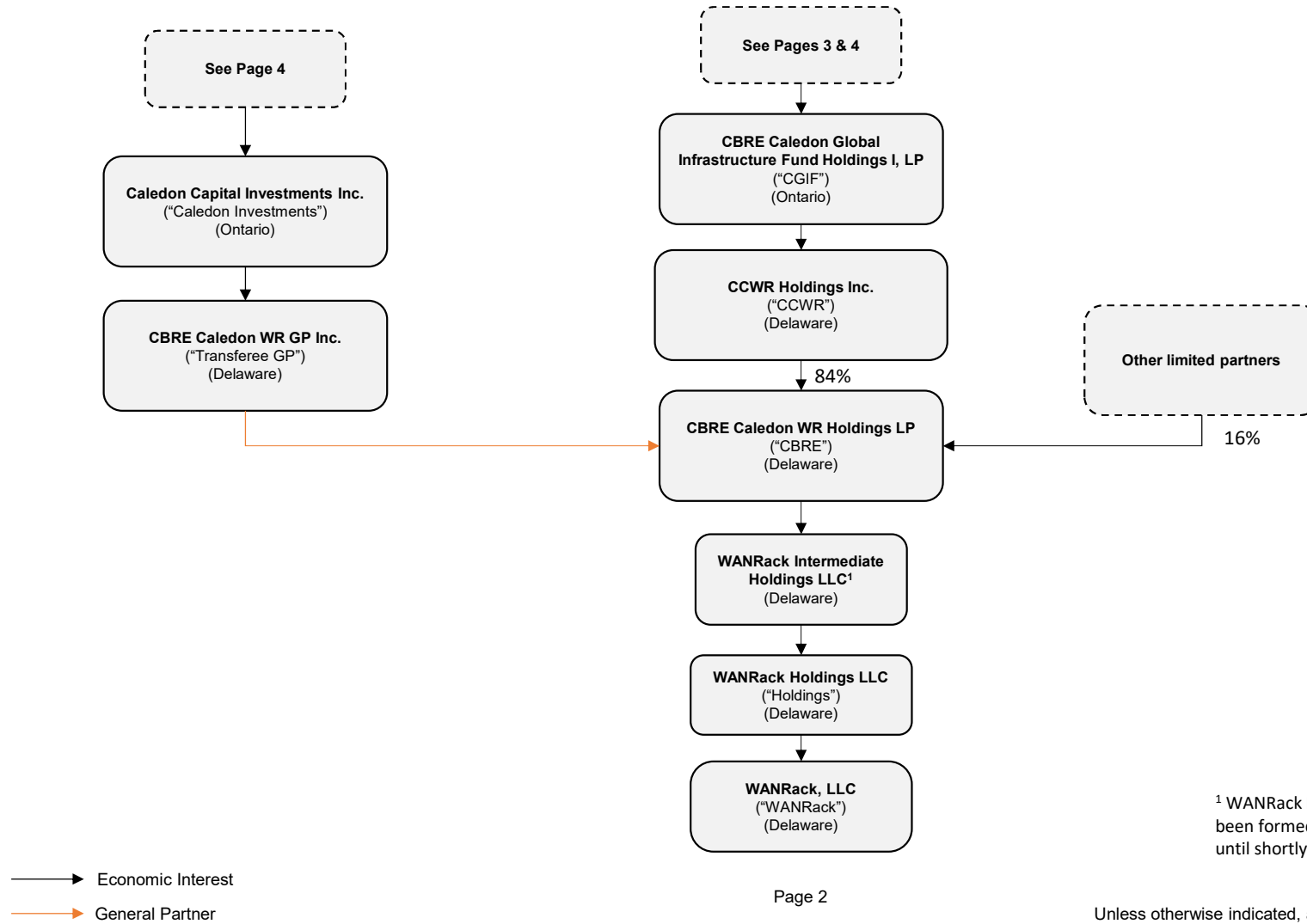
EXHIBIT C

Current and Post-Transaction Corporate Structure of Licensee

Current Ownership Structure of WANRack, LLC

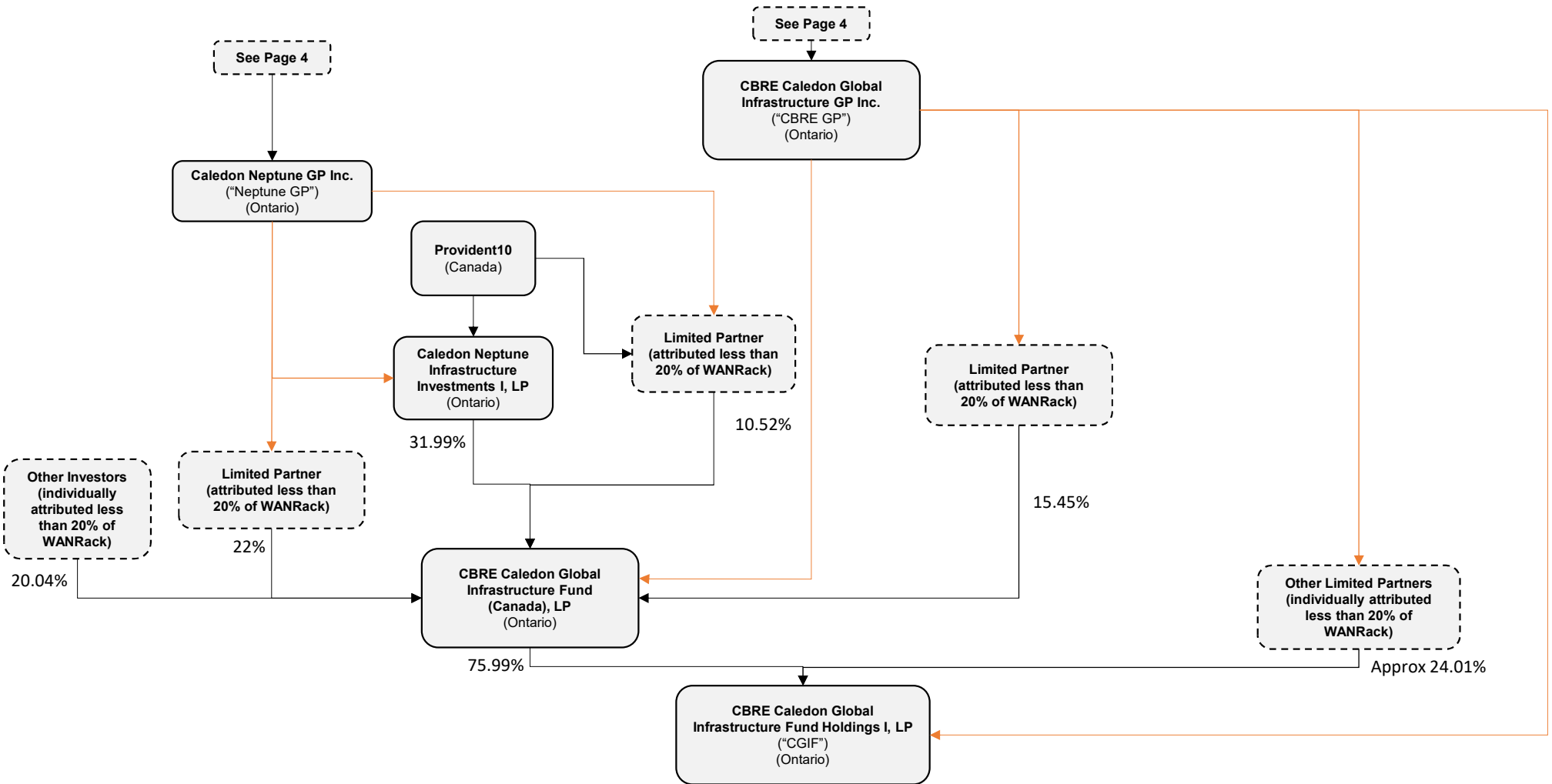


Post-Transaction Ownership Structure of WANRack, LLC



¹ WANRack Intermediate Holdings LLC has not yet been formed and is not expected to be formed until shortly before closing.

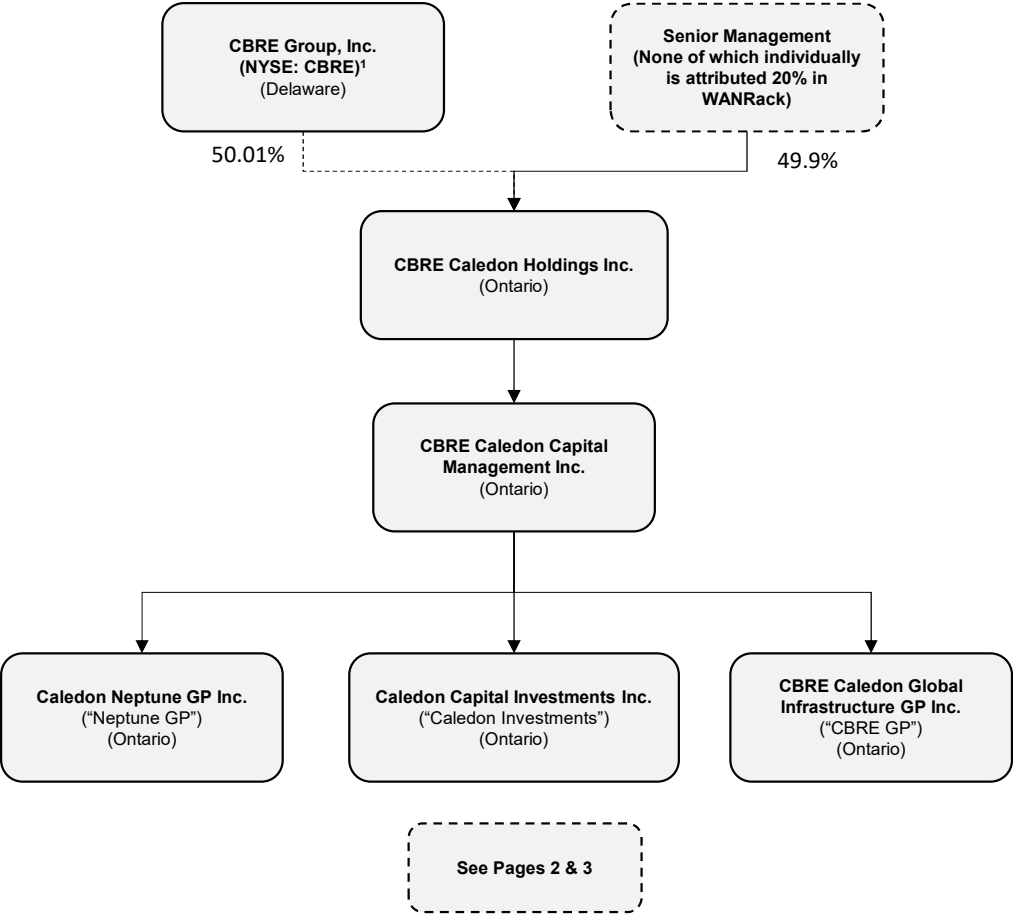
Ownership Structure of CGIF



Economic Interest
 General Partner

Ownership Structure of Caledon Investments, Neptune GP, and CBRE GP

¹ CBRE Group, Inc. holds 50.01% of CBRE Caledon Holdings Inc. through numerous intermediate entities.



—> Economic Interest
—> General Partner

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

Ohio Secretary of State Certificate 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 WANRACK, LLC, a Delaware For Profit Limited Liability Company, Registration Number 3993112, filed on February 21, 2017, is currently in FULL FORCE AND EFFECT upon the records of this office.



*Witness my hand and the seal of the
Secretary of State at Columbus, Ohio
this 16th day of March, 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: 202107503316

EXHIBIT H

Verifications

VERIFICATION

I, Robert Shaw, state that I am the Secretary of CBRE Caledon WR GP Inc., the general partner of CBRE Caledon WR Holdings LP ("CBRE"); 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 22nd day of March 2021.



Robert Shaw
Secretary
CBRE Caledon WR GP Inc., general partner
of CBRE Caledon WR Holdings LP

VERIFICATION

I, Michael L. Brigman, state that I am the President, Chief Operating Officer, and Secretary of WANRack Holdings LLC and its subsidiary WANRack, LLC (together, 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

17 day of March 2021.

A handwritten signature in blue ink, reading "Michael L. Brigman", written over a horizontal line.

Michael L. Brigman
President, Chief Operating Officer, and Secretary
WANRack Holdings LLC
WANRack, LLC

This foregoing document was electronically filed with the Public Utilities

Commission of Ohio Docketing Information System on

3/23/2021 11:11:54 AM

in

Case No(s). 21-0261-TP-CIO

Summary: Application In the Matter of the Application of CBRE Caledon WR Holdings LP, WANRack Holdings LLC, and WANRack, LLC to Approve an Indirect Transfer of Control of WANRack, LLC to CBRE Caledon WR Holdings LP electronically filed by Ms. Patricia C Cave on behalf of WANRack, LLC