

Morgan Lewis

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May 11, 2017

VIA IBFS

Marlene Dortch, Secretary
Federal Communications Commission
Office of the Secretary
445 12th Street, S.W.
Washington, DC 20554
Attn: International Bureau

Re: Notification Regarding the Proposed *Pro Forma* Changes in Indirect Ownership of Talk America Services, LLC and Uniti Fiber LLC

Dear Ms. Dortch:

Pursuant to Section 63.24(f) of the Commission's Rules, 47 C.F.R. § 63.24(f), Talk America Services, LLC ("TAS") and Uniti Fiber LLC ("Uniti Fiber") (collectively, "Licensees") and Uniti Group Inc. f/k/a Communications Sales & Leasing, Inc.¹ ("Uniti Group") (Uniti Group and Licensees collectively, the "Parties") advise the Commission of a *pro forma* change in indirect ownership resulting in a change in the intermediate holding company structure between Licensees and Uniti Group, with no change in the ultimate owners of the companies, and the movement of TAS within the corporate structure to be a direct, rather than an indirect, subsidiary of Uniti Group (the "Pro Forma Changes").

Information Required by Section 63.24(f)(2)

As required by Section 63.24(f)(2), the Parties provide the following information required by 63.18(a) through (d) and (h):

¹ Communications Sales and Leasing, Inc. changed its name to Uniti Group Inc. in order to align with the name brand of its principal business units: Uniti Towers, Uniti Fiber, and Uniti Leasing. The name change did not affect the rights of the company's stockholders, did not represent a transfer of control, and no action was or is required by stockholders with respect to the name change.

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Sections 63.18(a): Name, address and telephone number of the Parties:

Uniti Group Inc.
10802 Executive Center Drive
Benton Building, Suite 300
Little Rock, Arkansas 72211
501-850-0820

Uniti Fiber LLC
9501 International Court North
St. Petersburg, FL 33716
727-471-5600

Talk America Services, LLC
10802 Executive Center Drive
Benton Building, Suite 300
Little Rock, Arkansas 72211
855-546-5000

Sections 63.18(b): Organization of the Parties:

Uniti Group is a Maryland corporation.

Uniti Fiber is a Delaware limited liability company.

TAS is a Delaware limited liability company.

Section 63.18(c): Correspondence concerning this filing should be sent to the Parties' counsel:

Ronald W. Del Sesto, Jr.
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Morgan, Lewis & Bockius LLP
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Washington, DC 20004-2541
202-739-3000 (Tel)
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with a copy to:

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

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Section 63.18(d): Uniti Fiber holds international Section 214 authority for global and limited global resale and facilities-based services pursuant to authority granted in IB File No. ITC-214-20160509-00152. TAS holds international Section 214 authority for global and limited global resale and facilities-based services pursuant to authority granted in IB File No. ITC-214-20141022-00280.

Sections 63.18(h): See **Attachment 1** for the ownership of Licensees. See **Attachment 2** for pre-Pro Forma Changes and current corporate structure of Uniti Group and its subsidiaries.

The Parties certify that the intra-company transaction described herein was *pro forma* and did not result in a change in the actual controlling party of the Licensees, which remains with Uniti Group.

* * * *

This notification letter is being filed electronically via MyIBFS. Please direct any questions to the undersigned.

Respectfully submitted,

/s/ Ronald W. Del Sesto, Jr.

Ronald W. Del Sesto, Jr.
Stephany Fan

Counsel to the Parties

ATTACHMENT 1

Answer to Question 11 - Section 63.18(h) Ownership Information

Upon completion of the Pro Forma Changes the following entities will directly or indirectly own more than 10% of the equity of Licensees:

Name: Uniti Fiber Holdings Inc.
Address: 10802 Executive Center Drive, Benton Building, Suite 300
Little Rock, Arkansas 72211
Ownership: 100% directly in Uniti Fiber LLC
Citizenship: Delaware
Principal Business: Holding Company

Name: Uniti Holdings LP
Address: 10802 Executive Center Drive, Benton Building, Suite 300
Little Rock, Arkansas 72211
Ownership: 100% directly in Uniti-Fiber-PEG LLC (100% indirectly in Uniti Fiber LLC)
Citizenship: Delaware
Principal Business: Holding Company

Name: Uniti Holdings GP LLC
Address: 10802 Executive Center Drive, Benton Building, Suite 300
Little Rock, Arkansas 72211
Ownership: Non-economic General Partner in Uniti Holdings LP (100% indirectly in Uniti Fiber LLC)
Citizenship: Delaware
Principal Business: Holding Company

Name: CSL Capital LLC
Address: 10802 Executive Center Drive, Benton Building, Suite 300
Little Rock, Arkansas 72211
Ownership: 100% directly in TAS
Citizenship: Delaware
Principal Business: Holding Company

Name: Uniti Group LP
Address: 10802 Executive Center Drive, Benton Building, Suite 300
Little Rock, Arkansas 72211

Ownership:	99% directly in CSL Capital LLC, and Uniti Holdings GP, LLC, and 99% directly and indirectly in Uniti Holdings LP (through ownership in Uniti Holdings GP, LLC)
Citizenship:	Delaware
Principal Business:	Holding Company
Name:	Uniti Group LP LLC
Address:	10802 Executive Center Drive, Benton Building, Suite 300 Little Rock, Arkansas 72211
Ownership:	1% directly in Uniti Group, LP
Citizenship:	Delaware
Principal Business:	Holding Company
Name:	Uniti Group Inc.
Address:	10802 Executive Center Drive, Benton Building, Suite 300 Little Rock, Arkansas 72211
Ownership:	100% direct in TAS, and General Partner and 99% ownership directly in Uniti Group LP, and 100% in Uniti Group LP LLC (thus, 100% indirectly in Uniti Fiber)
Citizenship:	Maryland
Principal Business:	Holding Company

No other person or entity, directly or indirectly, owns or controls a 10% or greater interest in Licensees.

Answer to Question 12 - Section 63.18(h) Interlocking Directorates

Neither of the Parties have any interlocking directorates with a foreign carrier.

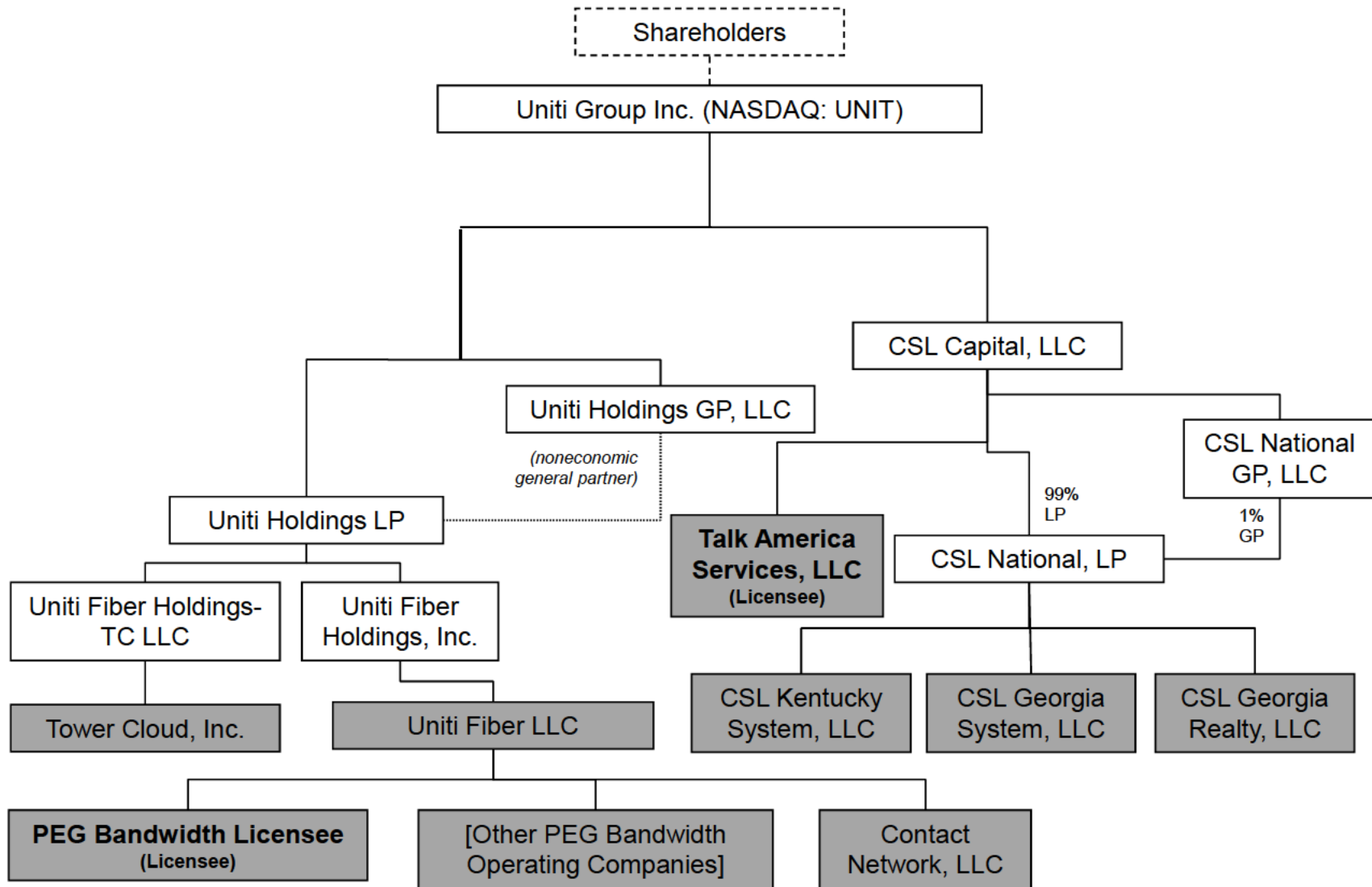
Answer to Question 13 - Description of Transfer of Control

The proposed Pro Forma Changes involve the insertion of two new entities, Uniti Group LP LLC and Uniti Group LP, in the ownership chain between Uniti Group Inc. and its current direct subsidiaries, CSL Capital, LLC, Uniti Holdings LP and Uniti Holdings GP, LLC (the "Current Subs"). Upon completion of the Pro Forma Change, Uniti Group LP will wholly own the Current Subs. Uniti Group Inc. will be general partner of Uniti Group LP, with a 99% equity interest, while Uniti Group LP LLC will be a limited partner of Uniti Group LP, with initially a 1% equity interest. Uniti Group LP LLC will be wholly owned by Uniti Group Inc. The Pro Forma Changes also involve the movement of Talk America Services, LLC within the ownership chain to be a direct subsidiary of Uniti Group Inc. Thus, the Pro Forma Changes will not result in any changes to the ultimate ownership of the Licensees, which will remain with Uniti Group Inc. and its shareholders. Following the Pro Forma Changes the Licensees will continue to conduct all of operations as they are currently conducted.

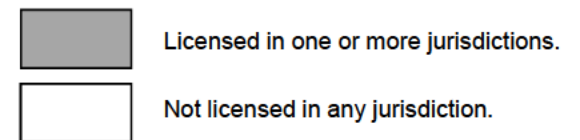
ATTACHMENT 2

Pre- and Post-Pro Forma Change Corporate Ownership Charts

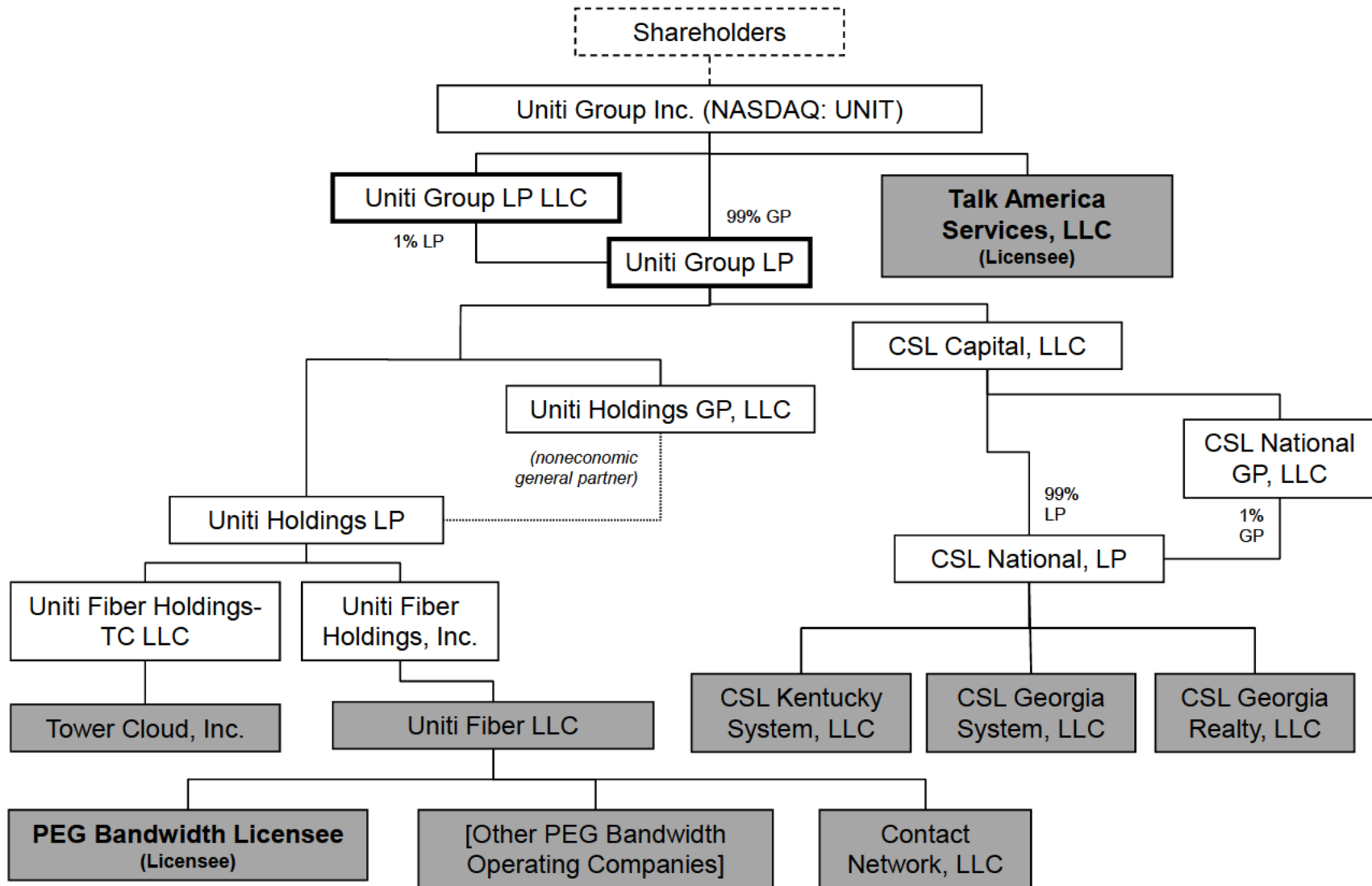
Pre-Pro Forma Transaction Organizational Structure



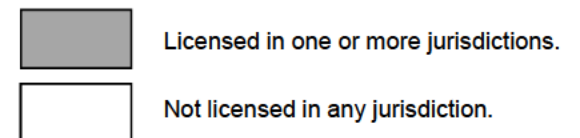
Unless otherwise indicated all ownership percentages are 100%.



Final Post-Pro Forma Transaction Organizational Structure



Unless otherwise indicated all ownership percentages are 100%.




Verification

DISTRICT OF COLUMBIA §
 §
 §
CITY OF WASHINGTON, D.C. §


VERIFICATION

I, Jeffrey Strenkowski, hereby declare that I am Vice President, Deputy General Counsel of Governmental Affairs of Uniti Group Inc. (the “Company”); headquartered at 10802 Executive Center Drive, Benton Building Suite 300, Little Rock, AR 72211, and that I am authorized to make this Verification on behalf of the Company and its subsidiaries; that the foregoing filing was prepared under my direction and supervision; that I am familiar with the facts set forth in the foregoing filing; and that, with respect to the Company and its subsidiaries, the contents of that filing are true and correct to the best of my knowledge, information, and belief.

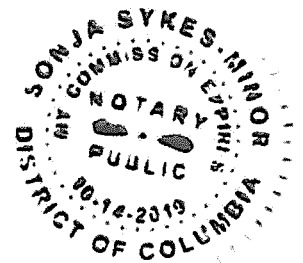


Jeffrey Strenkowski
Vice President, Deputy General Counsel of Governmental
Affairs
Uniti Group Inc.

Subscribed and sworn to me this 11th day of May, 2017.



Notary Public



**My Commission Expires
October 14, 2019**