

## ATTACHMENT 1

### NOTIFICATION OF *PRO FORMA* ASSIGNMENT OF INTERNATIONAL SECTION 214 AUTHORIZATION

Pursuant to Section 63.24(f) of the Federal Communications Commission's ("Commission") rules,<sup>1</sup> Frontier Communications Northwest LLC ("Frontier Northwest") notifies the Commission of the *pro forma* assignment of international Section 214 authorization no. ITC-214-20080219-00079 from Frontier Communications Northwest Inc., Debtor-in-Possession ("Frontier Northwest DIP"), to Frontier Northwest. As described in greater detail below, the *pro forma* assignment occurred when Frontier Northwest DIP relinquished its debtor-in-possession status and was converted to a Delaware limited liability company in connection with the consummation of a previously approved transaction.

#### **Answer to Question 10**

Correspondence regarding this notification should be addressed to the following:

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Frontier Northwest holds international Section 214 authorization no. ITC-214-20080219-00079.<sup>2</sup>

#### **Answer to Question 11**

The following entities hold, directly or indirectly, a 10 percent or greater ownership interest in Frontier Northwest. Unless otherwise stated, each specified interest below is the ultimate direct or indirect interest held in Frontier Northwest, based upon application of the Commission's rules.

Frontier Northwest is a direct wholly owned subsidiary of Northwest Fiber, LLC ("Northwest Fiber"):

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<sup>1</sup> 47 C.F.R. § 63.24(f).

<sup>2</sup> See ITC-T/C-20190628-00128.

Name: **Northwest Fiber, LLC**  
("Northwest Fiber")  
Address: c/o Searchlight Capital Partners, L.P.  
745 Fifth Avenue, 27th Floor  
New York, NY 10151  
Citizenship: Delaware limited liability company  
Principal Business: Telecommunications services  
Interest Held: 100% interest

Northwest Fiber is a direct wholly owned subsidiary of Northwest Fiber Intermediate, LLC:

Name: **Northwest Fiber Intermediate, LLC**  
Address: c/o Searchlight Capital Partners, L.P.  
745 Fifth Avenue, 27th Floor  
New York, NY 10151  
Citizenship: Delaware limited liability company  
Principal Business: Investment activities  
Interest Held: 100% interest

Northwest Fiber Intermediate, LLC is a direct wholly owned subsidiary of Northwest Fiber Parent, LLC:

Name: **Northwest Fiber Parent, LLC**  
Address: c/o Searchlight Capital Partners, L.P.  
745 Fifth Avenue, 27th Floor  
New York, NY 10151  
Citizenship: Delaware limited liability company  
Principal Business: Investment activities  
Interest Held: 100% interest

Northwest Fiber Parent, LLC is a direct wholly owned subsidiary of Northwest Fiber Holdco, LLC:

Name: **Northwest Fiber Holdco, LLC**  
("Holdco")  
Address: c/o Searchlight Capital Partners, L.P.  
745 Fifth Avenue, 27th Floor  
New York, NY 10151  
Citizenship: Delaware limited liability company  
Principal Business: Investment activities  
Interest Held: 100% interest

The following entities each hold, directly or indirectly, a 10 percent or greater equity interest, or a controlling interest, in Holdco, and therefore, in Frontier Northwest:<sup>3</sup>

Name: **WaveDivision Capital VII, LLC**  
Address: c/o WDC Management, LLC  
135 Lake Street South, Suite 1000  
Kirkland, WA 98033  
Citizenship: Washington (U.S.) limited liability company  
Principal Business: Investment activities  
Interest Held: 10% interest

WaveDivision Capital VII, LLC has one member, Steve Weed, and is managed by WDC Management, LLC, which is in turn managed by Mr. Weed and has Mr. Weed as its sole member.

Name: **Searchlight II OPT, L.P.**  
("Searchlight Aggregator LP")  
Address: 745 Fifth Avenue, 27th Floor  
New York, NY 10151  
Citizenship: Delaware limited partnership  
Principal Business: Investment activities  
Interest Held: 80% interest

Name: **Searchlight II OPT G.P., LLC**  
("Searchlight Aggregator GP")  
Address: 745 Fifth Avenue, 27th Floor  
New York, NY 10151  
Citizenship: Delaware limited liability company  
Principal Business: Holding company general partner  
Interest Held: 80% interest

The following entities are each a direct limited partner of Searchlight Aggregator LP.<sup>4</sup>

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<sup>3</sup> The following entities also hold direct insulated interests in Holdco but do not hold a 10 percent or greater interest in Frontier Northwest: (1) SC III OPT, L.P. ("Main Fund Splitter III"), a Delaware limited partnership (4.9% interest); (2) Searchlight Capital III (FC) AIV, L.P. ("FC AIV III"), a Delaware limited partnership (0.7% interest); and (3) SC III PV OPT, L.P. ("PV Fund Splitter III"), a Delaware limited partnership (4.4% interest).

<sup>4</sup> The following entities are also direct limited partners of Searchlight Aggregator LP but hold an interest of less than 10 percent in Frontier Northwest: (1) Searchlight Capital II (FC) AIV, L.P. ("FC AIV"), a Delaware limited partnership (3% interest); and (2) Searchlight Capital II OPT Co-Invest Partners U.S., L.P. ("Co-Invest U.S."), a Delaware limited partnership (5% interest).

Name: **SC II OPT, L.P.**  
("Main Fund Splitter")  
Address: 745 Fifth Avenue, 27th Floor  
New York, NY 10151  
Citizenship: Delaware limited partnership  
Principal Business: Investment activities  
Interest Held: 11% interest

Name: **SC II PV OPT, L.P.**  
("PV Fund Splitter")  
Address: 745 Fifth Avenue, 27th Floor  
New York, NY 10151  
Citizenship: Delaware limited partnership  
Principal Business: Investment activities  
Interest Held: 14% interest

Name: **SC II OPT Co-Invest Holdings, L.L.C.**  
("Co-Invest Blocker")  
Address: 745 Fifth Avenue, 27th Floor  
New York, NY 10151  
Citizenship: Delaware limited liability company  
Principal Business: Investment activities  
Interest Held: 67% interest

The following entity is a direct and indirect (through a blocker) limited partner of Main Fund Splitter.<sup>5</sup>

Name: **Searchlight Capital II, L.P.**  
("Main Fund")  
Address: 745 Fifth Avenue, 27th Floor  
New York, NY 10151  
Citizenship: Cayman Islands exempted limited partnership  
Principal Business: Holding partnership  
Interest Held: 11% interest

Main Fund is controlled by its general partner Searchlight Capital Partners II GP, L.P. ("General Partner"), which, in turn, is controlled by its general partner Searchlight Capital Partners II GP, LLC ("Upper GP").<sup>6</sup> Main Fund Splitter and FC AIV are each controlled by General Partner.

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<sup>5</sup> The following entity is also a direct limited partner of Main Fund Splitter but holds an interest of less than 10 percent in Frontier Northwest: SC II Outpost Holdings, L.L.C. ("Main Fund Blocker"), a Delaware limited liability company (0.01% interest).

<sup>6</sup> Main Fund is managed by Searchlight Capital Partners, L.P. ("Manager"), a Delaware limited partnership. Manager is controlled by Searchlight Capital Partners, LLC ("Manager GP"), a

Name: **Searchlight Capital Partners II GP, L.P.**  
("General Partner")  
Address: 745 Fifth Avenue, 27th Floor  
New York, NY 10151  
Citizenship: Cayman Islands exempted limited partnership  
Principal Business: Holding partnership  
Interest Held: 80% interest

Name: **Searchlight Capital Partners II GP, LLC**  
("Upper GP")  
Address: 745 Fifth Avenue, 27th Floor  
New York, NY 10151  
Citizenship: Delaware limited liability company  
Principal Business: Investment activities  
Interest Held: 80% interest

General Partner controls PV Fund Splitter, of which SC II PV Outpost Holdings, LLC ("PV Fund Blocker") is the sole limited partner. PV Fund Blocker is in turn 100 percent owned and controlled by Searchlight Capital II OPT PV, L.P. ("PV Fund AIV"), of which Searchlight Capital II OPT Feeder, LP ("Cayman Blocker") is the sole limited partner. General Partner also controls both PV Fund AIV and Cayman Blocker.<sup>7</sup>

Name: **SC II PV Outpost Holdings, LLC**  
("PV Fund Blocker")  
Address: 745 Fifth Avenue, 27th Floor  
New York, NY 10151  
Citizenship: Delaware limited liability company  
Principal Business: Investment activities  
Interest Held: 14% interest

Name: **Searchlight Capital II OPT PV, L.P.**  
("PV Fund AIV")  
Address: 745 Fifth Avenue, 27th Floor  
New York, NY 10151  
Citizenship: Delaware limited partnership  
Principal Business: Investment activities  
Interest Held: 14% interest

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Delaware limited liability company. Manager GP and Manager, which are fund managers, have no equity or voting interests in Frontier Northwest.

<sup>7</sup> PV Fund AIV is also managed by Manager.

Name: **Searchlight Capital II OPT Feeder, L.P.**  
("Cayman Blocker")  
Address: 745 Fifth Avenue, 27th Floor  
New York, NY 10151  
Citizenship: Cayman Islands exempted limited partnership  
Principal Business: Holding partnership  
Interest Held: 14% interest

Co-Invest Blocker is directly controlled by Searchlight Capital II OPT Co-Invest Partners, L.P. ("Co-Invest LP"). Co-Invest LP is controlled by its general partner SC II OPT Co-Invest GP, LLC ("Co-Invest GP"), which in turn is directly owned and controlled by General Partner.

Name: **Searchlight Capital II OPT Co-Invest Partners, L.P.**  
("Co-Invest LP")  
Address: 745 Fifth Avenue, 27th Floor  
New York, NY 10151  
Citizenship: Delaware limited partnership  
Principal Business: Investment activities  
Interest Held: 67% interest

Name: **SC II OPT Co-Invest GP, LLC**  
("Co-Invest GP")  
Address: 745 Fifth Avenue, 27th Floor  
New York, NY 10151  
Citizenship: Delaware limited liability company  
Principal Business: Investment activities  
Interest Held: 72% interest

The following individuals have a 10 percent or greater interest in Frontier Northwest by virtue of their membership interests in Upper GP, which is the ultimate controlling entity for the Searchlight funds:

Name: Eric Zinterhofer  
Address: 745 Fifth Avenue, 27th Floor  
New York, NY 10151  
Citizenship: United States  
Principal Business: Individual  
Interest Held: 33.33% interest

Name: Erol Uzumeri  
Address: 22 Adelaide Street West, 35th Floor  
Toronto, ON M5H 4E3  
Canada  
Citizenship: Canada  
Principal Business: Individual  
Interest Held: 33.33% interest

Name: Oliver Haarmann  
Address: 56 Conduit Street, 4th Floor  
Mayfair, London W1S 2YZ  
England  
Citizenship: Germany  
Principal Business: Individual  
Interest Held: 33.33% interest

Finally, the following non-Searchlight, non-U.S. entities have a 10 percent or greater indirect equity interest in Frontier Northwest by virtue of their limited partnership interests principally in Co-Invest LP:

Name: **Public Sector Pension Investment Board**  
Address: 1250 René-Lévesque Boulevard West  
Suite 1400  
Montréal, Québec H3B 5E9  
Canada  
Citizenship: Canadian crown corporation  
Principal Business: Public pension plan  
Interest Held: 47% interest

Name: **Port-aux-Choix Private Investments Inc.**  
Address: c/o Public Sector Pension Investment Board  
1250 René-Lévesque Boulevard West  
Suite 1400  
Montréal, Québec H3B 5E9  
Canada  
Citizenship: Canadian corporation  
Principal Business: Investment activities  
Interest Held: 47% interest

Name: **Canada Pension Plan Investment Board**  
Address: One Queen Street East  
Suite 2500  
Toronto, ON M5C 2W5  
Canada  
Citizenship: Canadian crown corporation  
Principal Business: Public pension plan  
Interest Held: 30% interest

Name: **CPP Investment Board Private Holdings, Inc.**  
Address: c/o Canada Pension Plan Investment Board  
One Queen Street East  
Suite 2500  
Toronto, ON M5C 2W5  
Canada  
Citizenship: Canadian corporation  
Principal Business: Investment activities  
Interest Held: 30% interest

Name: **British Columbia Investment Management Corporation**  
Address: 750 Pandora Avenue  
Victoria, BC V8W 0E4  
Canada  
Citizenship: British Columbia statutory corporation  
Principal Business: Public pension plan  
Interest Held: 29% interest

Name: **IMCPE 2019 Inc.**  
Address: c/o British Columbia Investment Management Corporation  
750 Pandora Avenue  
Victoria, BC V8W 0E4  
Canada  
Citizenship: Canadian corporation  
Principal Business: Investment activities  
Interest Held: 29% interest

No other person or entity holds a direct or indirect 10 percent or greater ownership interest in Frontier Northwest.

**Answer to Question 13**

On December 19, 2019, the Commission approved a transaction among Northwest Fiber, Frontier Communications Corporation (“Frontier”), and certain Frontier subsidiaries that, among other things, authorized the transfer of control of Frontier Communications Northwest Inc., a Washington corporation, from Frontier to Northwest Fiber (the “Transaction”).<sup>8</sup> As part of the Transaction, the applicants noted that Frontier Communications Northwest Inc. and certain other Frontier subsidiaries would be converted to Delaware limited liability companies concurrently with the closing.<sup>9</sup>

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<sup>8</sup> See *Applications Filed for the Transfer of Control of Certain Subsidiaries of Frontier Communications Corporation to Northwest Fiber, LLC*, Memorandum Opinion and Order and Declaratory Ruling, WC Docket No. 19-188 (rel. Dec. 19, 2019).

<sup>9</sup> See, e.g., *Consolidated Application for the Partial Assignment and Transfer of Control of Domestic and International Section 214 Authorizations*, WC Docket No. 19-188, IBFS File Nos.



On April 14, 2020, Frontier and its affiliates, including Frontier Communications Northwest Inc., filed a petition under Chapter 11 of the United States Bankruptcy Code in the United States Bankruptcy Court for the Southern District of New York in case no. 20-22476. The filing of the petition served to convert the legal status of Frontier Communications Northwest Inc. to debtor-in-possession. On April 30, 2020, Frontier notified the Commission of the *pro forma* assignment of Frontier Communications Northwest Inc.'s international Section 214 authorization from Frontier Communications Northwest Inc. to Frontier Northwest DIP as a result of Frontier's Chapter 11 bankruptcy filing.<sup>10</sup>

The parties consummated the Transaction on May 1, 2020.<sup>11</sup> Immediately prior to consummation of the Transaction, Frontier Communications Northwest Inc. was dismissed from Frontier's bankruptcy proceeding and was deemed to no longer have debtor-in-possession status. Concurrently with the closing and in accordance with the terms of the Transaction, Northwest Fiber acquired control of Frontier Communications Northwest Inc., and Frontier Communications Northwest Inc. was converted to a Delaware limited liability company.

The applicants hereby certify that the assignment was *pro forma* and that, together with all previous *pro forma* transactions, does not result in a change in the actual controlling party of Frontier Northwest.

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ITC-T/C-20190628-00128, ITC-ASG-20190628-00129, and ITC-ASG-20190628-00130, at 6 n.9, 8, and Ex. 1 at 9 n.14.

<sup>10</sup> See *Frontier Communications Northwest Inc., Debtor-in-Possession*, IBFS File No. ITC-ASG-20200430-00066.

<sup>11</sup> See, e.g., Letter from W. Johnsen, Counsel to Northwest Fiber, to M. Dortch, Secretary, FCC, IBFS File No. ITC-T/C-20190628-00128 (May 4, 2020).