

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

In the Matter of)
)
Lumen Technologies, Inc., *Transferor*)
)
 and)
)
Connect Holding, LLC, *Transferee*)
)
Application for Consent to Transfer Control of)
Domestic and International Section 214)
Authorizations)

**CONSOLIDATED APPLICATION FOR CONSENT TO TRANSFER CONTROL OF
DOMESTIC AND INTERNATIONAL SECTION 214 AUTHORIZATIONS**

Pursuant to Section 214 of the Communications Act, as amended (the “Act”), and Sections 63.04, 63.18, and 63.24 of the Rules of the Federal Communications Commission (the “Commission”), Connect Holding, LLC (“Connect Holding”) and Lumen Technologies, Inc. (“Lumen,” and together with Connect Holding, the “Applicants”) seek the following approvals from the Commission.¹ First, Applicants seek approval for the transfer of control over each of the domestic Section 214 telecommunications authorizations held by the subsidiaries of Lumen identified below. Second, Applicants seek approval to transfer control over one international Section 214 license.

Consummation of this transaction will also result in the transfer of control of certain of Lumen’s subsidiaries that have been designated as winning bidders in the Rural Digital Opportunity Fund (“RDOF”) Phase I Auction and the associated rights and obligations.

¹ 47 C.F.R. §§ 63.04, 63.18, 63.24.

Applicants will provide such additional information regarding the transfer of RDOF rights and obligations as the Commission may reasonably require. If the relevant subsidiaries have not yet been authorized to receive RDOF support at the time of closing, Applicants request a waiver of the Commission’s rules prohibiting major modifications of a winning bidder’s applications.²

I. DESCRIPTION OF THE PARTIES

See Section II of Attachment 1, “Description of Proposed Transaction and Public Interest Statement.”

II. DESCRIPTION OF THE TRANSACTION

See Section II.C of Attachment 1, “Description of Proposed Transaction and Public Interest Statement.” As described therein, under the terms of the proposed transaction, Connect Holding, an affiliate of Apollo Global Management, Inc. (“AGM”), will acquire all of Lumen’s incumbent local exchange carrier (“ILEC”) subsidiaries and their assets in 20 states (the “Acquired ILECs”).³ Connect Holding will also acquire control of CenturyTel Broadband Services, LLC (“CTBS” and, together with the Acquired ILECs, the “Acquired Companies”), which, at close, will principally resell international and domestic interexchange services to customers of the Acquired ILECs, and will serve as an ETC in non-ILEC territories where the Acquired Companies have deployment obligations pursuant to RDOF.⁴

² 47 C.F.R. § 54.804(b)(6)(iv).

³ Alabama, Arkansas, Georgia, Illinois, Indiana, Kansas, Louisiana, Michigan, Mississippi, Missouri, New Jersey, North Carolina, Ohio, Oklahoma, Pennsylvania, South Carolina, Tennessee, Texas, Virginia, and Wisconsin.

⁴ At present, Acquired ILEC customers that also purchase international and domestic interexchange services from Lumen receive such services from a separate Lumen affiliate. Following closing, CTBS will obtain international and domestic interexchange services from Lumen for resale to those Acquired ILEC customers. Connect Holding will also acquire certain unregulated subsidiaries of Lumen.

III. APPROVAL OF THE REQUESTED TRANSFER OF CONTROL WILL PROVIDE SUBSTANTIAL PUBLIC INTEREST BENEFITS WITH NO COMPETITIVE OR OTHER HARMS

See Section II of Attachment 1, “Description of Proposed Transaction and Public Interest Statement.”

IV. OTHER INFORMATION REQUIRED UNDER SECTIONS 63.24(e)(2) AND 63.18 OF THE COMMISSION’S RULES RELATING TO THE TRANSFER OF CONTROL

a) Name, Address, and Telephone Number of Each Applicant

Transferor: Lumen Technologies, Inc.
100 CenturyLink Drive
Monroe, LA 71203
Tel: (800) 871-9244

Transferee: Connect Holding, LLC
1 Manhattanville Road, Suite 201
Purchase, NY 10577
Tel: (212) 515-3200

b) Jurisdictions Under Which Applicants Are Organized

Connect Holding is a limited liability company organized under the laws of Delaware.

Lumen is a corporation incorporated under the laws of Louisiana. A complete list of the Acquired Companies that are the subject of this Consolidated Application and the jurisdictions under which they are organized accompanies this application as Exhibit A.

**c) Correspondence Concerning this Application Should Be Sent to
(Answer to Question 10):**

For Connect Holding:

Howard J. Symons
John L. Flynn
Jenner & Block LLP
1099 New York Avenue, NW
Suite 900
Washington, DC 20001
Tel.: (202) 639-6000
Fax: (202) 639-6066
hsymons@jenner.com
jflynn@jenner.com

For Lumen and the Acquired Companies:

Nicholas G. Alexander
Brian W. Murray
Wilkinson Barker Knauer, LLP
1800 M Street, NW
Suite 800N
Washington, DC 20036
Tel.: (202) 783-4141
Fax: (202) 783-5851
nalexander@wbklaw.com
bmurray@wbklaw.com

**d) Section 214 Authorizations
(Answer to Question 10)**

Transferor: The entities listed in Exhibit A below hold domestic Section 214 authorizations that will be transferred to Connect Holding under the proposed transaction. Through its subsidiary Madison River Communications Corp., Lumen also presently holds an international Section 214 authorization (File No. ITC-214-20000706-00385, ITC-T/C-20090330-00141) for global resale authority.

Transferee: Neither Connect Holding nor any of its wholly owned subsidiaries hold any domestic or international Section 214 authorizations.

Sections e) through g) are reserved for clarity.

h) Post-Consummation Ownership and Interlocking Directorates

**Ten Percent or Greater Interest Holders
(Answer to Question 11)**

After consummation of the proposed transaction, each of the Acquired Companies, as well as other assets not regulated by the Commission, will be 100% directly or indirectly owned by

Connect Holding II, LLC, with one exception.⁵ Connect Holding II, LLC will be 100% owned by Connect Holding. Connect Holding will be indirectly controlled by AP IX Connect Holdings, L.P. (“AP IX Connect Holdings”), a Delaware limited partnership, which expects to hold approximately 95% to 99% of the stock of Connect Parent Corporation and thus will control Connect Parent Corporation, which, in turn, will control Connect Intermediate LLC, which, in turn, will control Connect Midco LLC, which will control Connect Holding and Connect Holding II. AP IX Connect Holdings and the other intermediate holding companies engage in investment activities and are headquartered at One Manhattanville Road, Suite 201, Purchase, NY 10577, as are the individuals and companies identified below.

The general partner of AP IX Connect Holdings—AP IX Connect Holdings GP, LLC—is a Delaware limited liability company, the sole member of which is AP (Connect) VoteCo, LLC (“VoteCo”). AP IX Connect Holdings has a single limited partner—AIF IX (Connect Equity AIV), L.P. (“AIF IX”)—a Delaware limited partnership holding 100% of AP IX Connect Holdings’ equity. AIF IX has one general partner, VoteCo, and any limited partners are insulated and individually hold less than a 10% interest in AIF IX. VoteCo has three members: Scott Kleinman, John Suydam, and David Sambur, each of whom will vote a one-third interest in VoteCo, and each of whom is a natural person and a citizen of the United States. VoteCo is wholly owned and controlled by its three members.

No other entity or individual will own a ten percent (10%) or greater direct or indirect equity or voting interest in Connect Holding.

⁵ TelUSA Holdings, LLC, is the direct, 100% owner of Telephone USA of Wisconsin, LLC, and is in turn owned 90% by Lumen Technologies, Inc. and 10% by Telephone USA Investments, Inc. Telephone USA Investments, Inc. is a Delaware corporation with an address of 18600 S. Oak Park Ave., Tinley Park, Illinois 60477. The proposed transaction involves only the Lumen interest.

**Interlocking Directorates
(Answer to Question 12)**

Connect Holding certifies that it has no interlocking directorates with any foreign carriers. The Acquired Companies will not have interlocking directorates with any foreign carriers post-closing.

**i) Foreign Carrier Affiliates
(Answer to Question 14)**

Connect Holding certifies that it is not a foreign carrier. Upon consummation of the proposed transaction, Connect Holding will be affiliated with Intrado Corporation, several subsidiaries of which (Intrado Communications, LLC, Intrado Canada, Inc., and Intrado Digital Media Canada Inc.) are foreign carriers that hold a Basic International Telecommunication Services license to operate in Canada.⁶

**j) Foreign Carrier Control in Destination Countries
(Answer to Question 15)**

As discussed above, Connect Holding will continue to be affiliated with Intrado Corporation and its subsidiaries upon consummation of the proposed transaction. In addition, pursuant to Applicants' agreement, Connect Holding will acquire control of CTBS. CTBS will resell international interexchange services, including to Canada.

**k) Non-Dominant Carrier Status for Service to Non-U.S. Markets
(Answer to Question 16)**

Connect Holding will qualify for non-dominant status under Section 63.10 of the Commission's rules on each U.S.-destination route listed above. Specifically, none of the foreign carrier affiliates listed above will have a market share of 50 percent or more in the international transport or local access markets of Canada, a World Trade Organization member country.

⁶ Intrado Corporation and its various operating subsidiaries also provide domestic CLEC-based tandem, VoIP, E911 and related solutions.

Moreover, none of the identified foreign carriers appears on the Commission's list of foreign carriers presumed to have market power in a foreign telecommunications market.

Sections l) and m) are reserved for clarity

n) Special Concessions Certification

Connect Holding 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 they will not enter into such agreements in the future.

o) Certification with Respect to Section 5301 of the Anti-Drug Abuse Act of 1988

Applicants hereby certify, pursuant to 47 C.F.R. §§ 1.2001-1.2003, that to the best of their knowledge, information, and belief, no party to this Consolidated Application is subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 583.

p) Streamlined Processing

Applicants do not seek streamlined processing for the proposed transaction.

V. INFORMATION REQUIRED BY SECTION 63.04(b)

Pursuant to Section 63.04(b) of the Commission's Rules,⁷ Applicants are filing a combined domestic and international application for the proposed transfer of control of the Acquired Companies; the additional information required for the domestic Section 214 transfer of control applications is provided in Attachment 2.

VI. CONCLUSION

For the foregoing reasons, Applicants submit that the proposed transaction complies with all applicable Commission rules and will result in public interest benefits without causing any

⁷ 47 C.F.R. § 63.04(b).

public interest harms. Applicants therefore request that the Commission expeditiously grant this Consolidated Application.

Respectfully submitted,

/s/ William J. Sacks
William J. Sacks
President
Connect Holding, LLC

/s/ Stacey W. Goff
Stacey W. Goff
Executive Vice President, General Counsel &
Secretary
Lumen Technologies, Inc.

ATTACHMENT 1
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**DESCRIPTION OF PROPOSED TRANSACTION AND PUBLIC INTEREST
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**DESCRIPTION OF PROPOSED TRANSACTION AND PUBLIC INTEREST
STATEMENT**

Pursuant to Section 214 of the Communications Act, as amended (the “Act”), and Sections 63.04, 63.18, and 63.24 of the Rules of the Federal Communications Commission (the “Commission”), Connect Holding, LLC (“Connect Holding”) and Lumen Technologies, Inc. (“Lumen,” and together with Connect Holding, the “Applicants”) seek the following approvals from the Commission.¹ First, Applicants seek approval for the transfer of control over each of the domestic Section 214 telecommunications authorizations and wireless licenses held by the subsidiaries of Lumen identified below. Second, Applicants seek approval to transfer control over one international Section 214 license.

Consummation of this transaction will also result in the transfer of control of certain of Lumen’s subsidiaries that have been designated as winning bidders in the Rural Digital

¹ 47 C.F.R. §§ 63.04, 63.18, 63.24.

Opportunity Fund (“RDOF”) Phase I Auction and the associated rights and obligations. Applicants will provide such additional information regarding the transfer of RDOF rights and obligations as the Commission may reasonably require. If the relevant subsidiaries have not yet been authorized to receive RDOF support at the time of closing, Applicants request a waiver of the Commission’s rules prohibiting major modifications of a winning bidder’s applications.²

Because the proposed transaction will result in substantial public interest benefits and will not result in any harms to the public interest, it is in the public interest. The Commission should therefore grant the Consolidated Application.

I. INTRODUCTION

Lumen currently provides broadband and other communications services to residential and enterprise customers, including ILEC services through its operating subsidiaries in 37 states. Under the terms of the proposed transaction, Connect Holding, an affiliate of Apollo Global Management, Inc. (“AGM”), will acquire all of Lumen’s incumbent local exchange carrier (“ILEC”) subsidiaries in 20 of these states (the “Acquired ILECs”).³ Connect Holding will also acquire CenturyTel Broadband Services, LLC (“CTBS” and, together with the Acquired ILECs, the “Acquired Companies”), which, at close, will principally resell international and domestic interexchange services to customers of the Acquired ILECs, and will serve as an ETC in non-ILEC territories where the Acquired Companies have deployment obligations pursuant to RDOF.⁴

² 47 C.F.R. § 54.804(b)(6)(iv).

³ The states are Alabama, Arkansas, Georgia, Illinois, Indiana, Kansas, Louisiana, Michigan, Mississippi, Missouri, New Jersey, North Carolina, Ohio, Oklahoma, Pennsylvania, South Carolina, Tennessee, Texas, Virginia, and Wisconsin.

⁴ At present, Acquired ILEC customers that also purchase international and domestic interexchange services from Lumen receive such services from a separate Lumen affiliate. Following closing, CTBS will obtain international and domestic interexchange services from Lumen for resale to those Acquired ILEC customers. Connect Holding will also acquire certain unregulated subsidiaries of Lumen.

The proposed transaction will serve the public interest. Apollo believes that expanding the availability of fiber in the Acquired Companies' footprint will revitalize these assets, which have been losing ground to other broadband providers. The Acquired Companies currently offer broadband service using fiber-to-the-premises ("FTTP") to only 3% of residential households and 6% of business locations in their 20-state footprint. Consummation of the proposed transaction will provide substantial capital and managerial resources to expand availability of symmetrical gigabit FTTP broadband in that service area. The percentage of households in the Acquired ILECs' footprint that are rural is more than double the distribution in the U.S. as a whole, and the planned fiber upgrade will include a substantial number of these rural areas. Better, faster service will lead to a better customer experience and increased value for consumers.

Principals of AGM and its subsidiaries (collectively, "Apollo") have planned carefully to ensure the transaction will achieve these public interest benefits. The significant FTTP upgrades will be managed by the highly experienced team of executives responsible for Verizon's successful fiber buildouts, relying on the existing service and technical personnel of the Acquired Companies with no planned reductions in force to maintain continuity of operations. The transaction will be seamless for existing customers of the Acquired Companies, who will continue to enjoy uninterrupted service. The Acquired Companies will also continue to honor their ILEC obligations and contractual commitments. At the same time, the transaction will provide Lumen with substantial new capital that will allow the company to accelerate investments in its remaining Quantum Fiber markets, as well as to focus on growing its core enterprise business and strengthen its fiber network.

The proposed transaction will not result in any public interest harms. It would not diminish competition in any significant way or give Apollo the ability or incentive to unfairly advantage its

other communications assets. The transaction therefore poses no risk of reducing competition or other public interest harms. On the contrary, the proposed transaction will increase competition.

Given these considerable public interest benefits and the lack of countervailing harm, the Commission should expeditiously approve this Consolidated Application.

II. BACKGROUND

A. Lumen Technologies, Inc.

Lumen is a publicly traded Louisiana corporation with its headquarters at 100 CenturyLink Drive, Monroe, Louisiana, with stock traded under the symbol “LUMN.” Formerly known as “CenturyLink, Inc.,” Lumen is an international facilities-based technology and communications company focused on providing business and residential customers with a broad array of integrated services and solutions necessary to fully participate in our rapidly evolving digital world. Through its various operating subsidiaries, Lumen provides broadband, voice and other services including IP and Data Services (VPN, Ethernet, IP and Content Delivery Networks), Transport and Infrastructure (Wavelength, Dark Fiber, Private Line, Colocation and Data Center Services, and Professional Services), Voice and Collaboration Services (Voice, VoIP), and IT and Managed Services. Lumen operates as a CLEC in all 50 states and as an ILEC in 37 states. In addition, Lumen currently serves customers in more than 60 countries around the globe.

In the 20 states covered by this Consolidated Application, the Acquired Companies offer broadband service to approximately 6.7 million homes and 600,000 enterprise buildings and provide broadband services to approximately 1.3 million subscribers. The overwhelming majority of these broadband subscribers are served via copper-based DSL. The Acquired Companies offer fiber-connected broadband service to only about 3% of homes and 6% of enterprise buildings in their 20-state footprint.

Lumen has also been designated as a winning bidder in the RDOF Phase I Auction (Auction 904).⁵ Relevant here, Lumen has assigned winning bids to nine of the Acquired Companies⁶ for the deployment of broadband service to 32,580 unserved locations in Alabama, Arkansas, Louisiana, Michigan, Missouri, North Carolina, Pennsylvania, Virginia, and Wisconsin. As of the date of this filing, Lumen's RDOF long forms are under normal review by Commission staff pending approval.

B. Connect Holding, LLC

Connect Holding, the transferee, is a Delaware limited liability company with its headquarters at 1 Manhattanville Road, Suite 201, Purchase, New York 10577. Connect Holding is a subsidiary of Connect Parent Corporation, a Delaware corporation that is in turn controlled by AP IX Connect Holdings, L.P., a Delaware limited partnership. Connect Holding, Connect Parent, and AP IX Connect Holdings are each holding companies created for the purposes of facilitating the proposed transaction, and each of these entities is ultimately controlled by Apollo Investment Fund IX, L.P., a Delaware limited partnership that is affiliated with AGM.

Founded in 1990, AGM is a publicly traded U.S. company and one of the largest alternative asset managers in the world, with over 1,000 employees, managing money for some of the largest endowments, educational institutions, and pension funds in the country. As of December 31, 2020, AGM managed \$455 billion in credit, private equity, and real assets funds. Apollo manages

⁵ See *Rural Digital Opportunity Fund Phase I Auction (Auction 904) Closes; Winning Bidders Announced*, Public Notice, 35 FCC Rcd 13888, Attachment A at 5-6 (2021).

⁶ The relevant Acquired ILECs are CenturyTel of Alabama, LLC; CenturyTel of Northwest Arkansas, LLC; CenturyLink of Louisiana, LLC; CenturyTel of Michigan, Inc.; Spectra Communications Group, LLC; Carolina Telephone and Telegraph Company, LLC; United Telephone Company of Pennsylvania LLC; Central Telephone Company of Virginia; and CenturyTel of the Midwest-Wisconsin, LLC.

various funds, including the funds involved in this transaction, and provides strategic and financing advice to the Apollo funds' portfolio companies.

Apollo is an experienced investor in Commission-regulated communications companies. Apollo and its managed investment funds have a long, proven track record of successful investments in telecommunications companies stretching back nearly 15 years, including CableCom, Unitymedia, and Intelsat. Its current communications holdings under the Commission's jurisdiction consist of Intrado Corporation and its various operating subsidiaries ("Intrado"), a provider of CLEC-based tandem, VoIP, E911 and related solutions, and international telecommunications services; and Cox Media Group, which owns and operates television and radio stations in 20 markets across the United States.

C. Description of the Transaction

On August 4, 2021, Apollo and Lumen entered into a Purchase Agreement under which Apollo will acquire all of the issued and outstanding equity interests in the Acquired Companies for a purchase price of \$7.5 billion.⁷ As a result of the transaction, Apollo will acquire the Acquired Companies' assets, operations, and customers, including: local fiber and copper networks (including connectivity to enabled buildings), broadband and voice customers (consumer, enterprise, and wholesale), connectivity to tower sites, central offices, and the operations and back-office support to meet the accelerating demand for high-bandwidth connectivity and fiber technology.⁸ The proposed transaction will also involve the transfer of

⁷ Lumen, *Lumen to sell local incumbent carrier operations in 20 states to Apollo Funds for \$7.5 billion* (Aug. 3, 2021), <https://news.lumen.com/2021-08-03-Lumen-to-sell-local-incumbent-carrier-operations-in-20-states-to-Apollo-Funds-for-7-5-billion>.

⁸ *Id.*

control of the Acquired Companies' ETC designations and their related RDOF obligations and funding, subject to any necessary regulatory approvals.

In connection with the Purchase Agreement, Apollo has created Connect Holding, Connect Parent, and AP IX Connect Holdings. Under the terms of the agreement, Lumen will convey its equity interests in the Acquired Companies to Connect Holding. Lumen will retain its ILEC assets in the 17 other states in its footprint, as well as its national fiber routes and CLEC networks. Lumen will continue to provide interexchange and CLEC service in the 20 states at issue.⁹

At present, Acquired ILEC customers that also purchase international and domestic interexchange services from Lumen receive such services from a separate Lumen affiliate. Following closing, under the terms of Applicants' agreement, CTBS will obtain international and domestic interexchange services from Lumen for resale to those Acquired ILEC customers.¹⁰ CTBS will provide international resale services pursuant to an international Section 214 reseller authorization that is presently held by Lumen subsidiary Madison River Communications Corp. but which will be assigned to CTBS prior to closing.¹¹

D. Standard of Review

The Commission assesses transfers of control under Sections 214(a) and 310(d) of the Communications Act. In reviewing this Consolidated Application, the Commission must determine whether the proposed transfer of control and assignment are consistent with the public interest, convenience, and necessity. The Commission interprets this standard by assessing

⁹ *Id.* The chart in the cited news release lists the Acquired Companies' ILEC operations in 16 states, discounting a small ILEC presence in California which is served by Lumen's ILEC subsidiary in Oregon. Including California, Lumen has ILEC operations in 17 states.

¹⁰ The customer contracts will be assigned to CTBS prior to close.

¹¹ Applicants will file a notice pursuant to 47 C.F.R. § 63.24(f) at the appropriate time regarding this assignment.

whether the transaction: (1) complies with the Communications Act of 1934, as amended (the “Act”), and any other applicable statutory provisions; (2) complies with the Commission’s rules; (3) could result in public interest harms by substantially frustrating or impairing the objectives or implementation of the Act or related statutes; and (4) will yield affirmative public interest benefits.¹² In undertaking this review, the Commission “has long recognized the clear public interest benefits in a license or authorization holder being able to assign or transfer control of its license or authorization freely.”¹³ The transaction proposed here readily satisfies these standards.

III. THE PROPOSED TRANSACTION WILL RESULT IN SUBSTANTIAL PUBLIC INTEREST BENEFITS AND NO COMPETITIVE OR OTHER HARMS.

A. Apollo Possesses the Necessary Qualifications to Hold Commission Authorizations and Receive RDOF Support.

Apollo possesses the citizenship, character, financial, technical, and other qualifications to hold Commission authorizations under Section 310(d) of the Communications Act.¹⁴ Apollo also possesses the technical and financial qualifications to meet the public interest obligations established for RDOF support. Apollo is a publicly traded U.S. company that has \$455 billion under management. Its funds are long-term investors with a buy-and-build strategy that invest in businesses in collaboration with strong management teams. As noted above, Apollo and its managed investment funds have a long, proven track record of successful investments in

¹² See, e.g., *Applications of XO Holdings and Verizon Communications Inc. For Consent to Transfer Control of Licenses and Authorizations*, Memorandum Opinion and Order, 31 FCC Rcd 12504 ¶ 7 (2016) (“*Verizon-XO Order*”).

¹³ *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 ¶ 10 (2017) (“*CenturyLink-Level 3 Order*”).

¹⁴ 47 U.S.C. § 310(d).

communications companies, and the Commission has previously determined that Apollo possesses the necessary qualifications to control Commission licenses.¹⁵

To run the new company and supplement the Acquired Companies' existing expertise, Apollo has recruited an experienced management team that includes senior executives with extensive experience serving copper customers and who oversaw Verizon's wireline business, including FiOS's large-scale FTTP deployments. These executives collectively have about a century of overall telecom experience, each holding senior positions with Verizon since its creation, and Connect Holding will leverage this team's experience and expertise to oversee the planned substantial upgrades of the Acquired Companies' copper networks. Apollo's management team will rely on the existing service and technical personnel of the Acquired Companies to ensure continuity of day-to-day operations, with no planned reductions in force. This combination of experience and expertise will ensure continuity of service and a seamless transition for both residential and enterprise customers.

B. The Proposed Transaction Will Result in Substantial Public Interest Benefits by Expanding Leading-Edge Fiber Networks and Enhancing Broadband Speeds.

The proposed transaction represents an exciting initiative to transform the telecommunications and broadband infrastructure within the 20 states at issue. Currently, broadband investment is not a focus of the Acquired ILECs, which are losing market share—and hence value—to other broadband providers. The Acquired Companies offer broadband service to approximately 7.3 million homes and businesses but offer fiber-based broadband services to only about 3% of the residential households and 6% of business locations in their combined footprint.

¹⁵ See, e.g., *In re Consent to Transfer Control of Certain License Subsidiaries of NBI Holdings, LLC to Terrier Media Buyer, Inc.*, Memorandum Opinion and Order, 34 FCC Rcd 10554, 10569 ¶ 52 (2019).

Apollo believes in the future of advanced broadband services and their increasing importance to consumers and businesses. Accelerating the upgrade of the Acquired ILECs to FTTP will vastly improve their ability to compete, improve their market share, and offer greater choice to consumers living within the 20-state footprint. Fiber technology can also be continuously upgraded to respond to the expected growth in demand for faster speeds.

The proposed transaction will produce other benefits as well. The number of rural households served by the Acquired ILECs is more than double the national distribution of such households. By unleashing investments that will bring faster and more reliable internet service to many of these rural markets, as well as delivering best-in-class customer service, the transaction will offer more rural households, businesses, and communities the broadband connectivity they will need to flourish in the 21st Century. And making significant upgrades in the Acquired ILECs' network will increase broadband competition by enabling the Acquired ILECs to compete for customers who may already have broadband service but want enhanced high-speed broadband, giving these residences and businesses in the Acquired ILECs' footprint more choice for high-speed, low-latency service.

Apollo will achieve these objectives by coupling its extensive capital resources and experienced management team with the Acquired ILECs' existing infrastructure and service capabilities, including their experience with serving copper customers and managing FTTP builds. These investments would not occur—at least not to the same extent—without the transaction. Lumen's CEO recently acknowledged that “[i]f you look at the markets that we're transferring to

Apollo, these are markets that Lumen would not have invested as heavily in.”¹⁶ By contrast, “Apollo will put the investment into these markets that we believe they can sustain.”¹⁷

In addition to advancing the extensive fiber deployment in the Acquired ILECs’ footprint, the transaction will benefit consumers in areas not covered by that deployment. Apollo plans to take steps to improve the Acquired ILECs’ existing copper plant, including undertaking targeted repairs; conducting a detailed analysis of the state of the plant and upgrading the plant where necessary; and improving installation and maintenance activities. Apollo will also explore the use of alternatives to copper for broadband where available, including fixed wireless.

The Commission has consistently found that “improved quality, enhanced service, and new products” are examples of transaction-specific consumer benefits,¹⁸ that new broadband deployments and upgrades of existing broadband service in particular qualify as public interest benefits,¹⁹ and that private investment plays an indispensable role in extending and upgrading broadband deployment, thereby helping to close the digital divide.²⁰ The Commission has therefore routinely approved transactions that promise to expand broadband deployments and upgrade existing broadband facilities, including those that contemplate substantial new deployments of fiber networks.²¹

¹⁶ Drew FitzGerald and Miriam Gottfried, *Lumen Technologies to Sell U.S. Telecom Assets to Apollo for \$7.5 Billion*, Wall Street Journal (Aug. 3, 2021), <https://www.wsj.com/articles/lumen-technologies-to-sell-u-s-telecom-assets-to-apollo-for-7-5-billion-11628020916>.

¹⁷ *Id.*

¹⁸ *In re Frontier Communications Corporation and Verizon Communications Inc.*, Memorandum Opinion and Order, 30 FCC Rcd 9812, 9821-23 ¶ 23 (2016) (“*Frontier/Verizon Order*”) ¶ 23.

¹⁹ *See CenturyLink/Level 3 Order* ¶ 53.

²⁰ *See Frontier/Verizon Order*, 30 FCC Rcd at 9829 ¶ 38.

²¹ *See, e.g., In re Applications Filed for Transfer of Control of Certain Subsidiaries of Frontier Communications Corp. to Northwest Fiber, LLC, Memorandum Opinion and Order and Declaratory Ruling*, 34 FCC Rcd 12344,

It should do so here. As the Commission has observed, “high-speed broadband and the digital opportunity it brings are increasingly essential to innovation, economic opportunity, healthcare, and civic engagement in today’s modern society.”²² Particularly in the wake of the COVID-19 pandemic, the Commission has stressed, “the need to deliver broadband connectivity has never been greater.”²³

Applicants agree. By approving the proposed transaction, the Commission will help pave the way for a significant expansion of FTTP broadband in the 20 states at issue while preserving the Acquired ILECs’ commitment to excellence in service quality and customer service. The proposed transaction is an opportunity to bring new choices and leading-edge technology to millions of residential and business consumers in these regions who need these leading-edge services. It will extend the high-speed capability that is necessary to realize these benefits to customers in the 20 states covered by this Consolidated Application, helping to realize the national objective of closing the digital divide.

For these reasons, the Commission should approve the proposed transaction expeditiously.

C. Apollo’s Acquisition of the Acquired Companies Will Not Result in Any Countervailing Public Interest Harms.

In sharp contrast to the ample, demonstrable public interest benefits, the proposed transaction will produce no public interest harms. The proposed transaction does not raise any

12352 ¶ 22 (2019) (“*Frontier/Northwest Fiber Order*”); *Frontier/Verizon Order*, 30 FCC Rcd at 9826-27 ¶¶ 33-34; *CenturyLink/Level 3 Order* ¶ 53.

²² *In re Inquiry Concerning Deployment of Advanced Telecommunications Capability to All Americans in a Reasonable and Timely Fashion*, Fourteenth Broadband Deployment Report, GN Docket No. 20-269, ¶ 1 (2021) (“*Fourteenth Broadband Report*”).

²³ *Fourteenth Broadband Report* ¶ 1; *In re Emergency Broadband Benefit Program*, Report and Order, 36 FCC Rcd 4612 (2021), statement of Acting Chairwoman Rosenworcel at 1 (“Work, education, healthcare, and more have all migrated online. As a result, it’s more apparent than ever before that broadband is no longer nice-to-have, it’s need-to-have, for everyone, everywhere.”).

substantial concerns about horizontal competitive effects. While certain funds of Apollo have an indirect attributable interest in Intrado, neither Intrado nor its operating subsidiaries provide broadband or traditional voice to retail customers, and its middle mile transport and E-911 services compete only at the margins with the Acquired ILECs. These services, as well as Intrado's other services, such as tandem services and enterprise voice services, are also subject to intense competition from several other providers. Moreover, because the Acquired ILECs are currently affiliated with the Lumen CLECs, replacing the Acquired ILECs' affiliate relationship with the Lumen entities with a relationship with the Apollo-controlled entities will be competitively neutral. Instead, as in Northwest Fiber's acquisition of Frontier's subsidiaries, the most salient competitive effect of the transaction will be that Apollo's planned fiber upgrades "will primarily increase competition for broadband service currently offered by cable companies."²⁴

The proposed transaction also does not raise any significant concerns about vertical effects. The acquisition of the Acquired ILECs' assets would not give Apollo either the ability or the incentive to unfairly advantage any of its other communications assets. Indeed, the Cox Media broadcast stations are not even in the same product market. In addition, Connect Holding will continue to be subject to state and federal regulations with respect to its provision of ILEC services. As a result, the acquisition of the Acquired ILECs' assets would not give Apollo either the ability or the incentive to unfairly advantage any of its other assets.

The Acquired ILECs are in compliance with federal, state, and local regulations governing their operations. Connect Holding will also assume the Acquired ILECs' existing wholesale and interconnection agreements and has no plans to terminate any of these agreements post-closing.²⁵

²⁴ *Frontier/Northwest Fiber Order*, 34 FCC Rcd at 12350 ¶ 16.

²⁵ *See Frontier/Verizon Order*, 30 FCC Rcd at 9823 ¶ 25.

Post-closing, Connect Holding will continue to offer substantially the same services to wholesale customers on the same terms and conditions as under the Acquired ILECs' existing contracts, price lists, and tariffs.²⁶ Apollo will also assume the Acquired ILECs' defined deployment obligations and voice and broadband service obligations under RDOF, and it will seek the necessary state approvals to ensure that the Acquired Companies retain their ETC designations, where applicable.

D. The Transaction Involves No Planned Reductions in the Acquired ILECs' Labor Force.

Apollo has no plans to carry out force reductions related to the Acquired ILECs. Apollo is committed to continuing Lumen's history of excellence and expertise in the provision of communications service in the 20 states at issue here. Apollo's commitment includes retaining existing Lumen employees to continue to operate the business on a day-to-day basis, which will help ensure a seamless transition for Lumen customers and the continued provision of high-quality service.

IV. THERE IS GOOD CAUSE TO WAIVE THE PROHIBITION ON MAJOR MODIFICATIONS OF RDOF APPLICATIONS TO FACILITATE THIS TRANSACTION.

Assuming the proposed transaction will not be consummated until after the relevant Acquired ILECs have been authorized to receive RDOF support, the proposed transaction is consistent with the Commission's rules regarding changes of control over entities designated as winning bidders in the RDOF Phase I Auction.²⁷ However, if the relevant Acquired ILECs have not been authorized to receive RDOF support at the time of closing, Applicants submit that a

²⁶ See *id.* at 9822-23 ¶ 24.

²⁷ 47 C.F.R. § 54.804(b)(6)(iv); see also *Rural Digital Opportunity Fund Phase I Auction (Auction 904) Closes; Winning Bidders Announced*, Public Notice, 35 FCC Rcd 13888, 13890 ¶ 10 (2021).

waiver of the Commission’s general prohibition on major modifications to RDOF applications is warranted in this case to facilitate the proposed transaction.

The Commission may waive its rules upon a showing of good cause.²⁸ Good cause includes “where special circumstances warrant a deviation from the general rule, such deviation serves the public interest, and a waiver would be consistent with the principles underlying the rule.”²⁹ Applicants’ request to waive the Commission’s prohibition on major modifications to RDOF applications meets this standard.

Under Section 54.804(b)(6)(iv) of the Commission’s rules, applications for RDOF support will be denied if “major modifications” are made after the deadline for submitting applications. The Commission’s rule defines “major modifications” to include “any changes in the ownership of the applicant that constitute an assignment or change of control.”³⁰ Because the proposed transaction contemplates a change of control of the Acquired ILECs that have been designated as winning bidders in the RDOF Phase I Auction, the proposed transaction would constitute a major modification under Section 54.804(b)(6)(iv) if consummated before the Acquired ILECs are authorized to receive RDOF support. In that event, for all of the reasons discussed above, there is good cause to grant a waiver in this instance and doing so will serve the public interest.

Granting a waiver in this instance is also consistent with the Commission’s prior orders granting similar waivers to allow for transfers of control that were in the public interest.³¹ As the

²⁸ 47 C.F.R. § 1.3.

²⁹ *In re Applications of Intelsat LLC*, Memorandum Opinion Order and Authorization, 15 FCC Rcd 15460, 15486 ¶ 59 (2000). See *Northeast Cellular Tel. Co., L.P. v. FCC*, 897 F.2d 1164, 1166 (D.C. Cir. 1990); *WAIT Radio v. FCC*, 418 F.2d 1153, 1159 (D.C. Cir. 1969).

³⁰ 47 C.F.R. § 54.804(b)(6)(iv).

³¹ See *Petition of Sunset Digital Communications, Inc. Waiver of Section 54.315(b)(6)(iv) of the Commission’s Rules*, Order, 34 FCC Rcd 7010, 7015 ¶ 13 (WCB, OEA 2019) (“Sunset Digital Waiver Order”).

Commission has explained, “the rule’s purpose of safeguarding the integrity of the Auction [904] post-auction application review and qualification process does not require strict application of the rule prohibiting major amendments of a long-form application in these special circumstances, and . . . deviation from the general rule is warranted.”³² In particular, “[g]ranted this waiver . . . offers potential public interest benefits that would not be realized through strict application of the rule.”³³

V. ADDITIONAL MATTERS

A. Unconstructed Facilities

Applicants certify that none of the authorizations to be transferred involves unconstructed facilities.

B. Unjust Enrichment

None of the licenses or authorizations held by Lumen was obtained pursuant to set-asides or bidding credits for designated entities. Consequently, the unjust enrichment provisions of the Commission’s auction rules do not apply.

C. Environmental Impact

The transfers of control of licenses involved in this transaction will not have a significant environmental effect, as defined by Section 1.1307 of the Commission’s rules.

D. Permit-But-Disclose *Ex Parte* Status

Applicants request that the Commission designate all proceedings related to the proposed transaction as “permit-but-disclose” proceedings under the Commission’s rules governing *ex parte* presentations.

³² *Id.* at 7015 ¶ 13.

³³ *Id.* at 7015 ¶ 14.

VI. CONCLUSION

For the foregoing reasons, Applicants submit that the proposed transaction complies with all applicable Commission rules and will result in public interest benefits without causing any public interest harms. Applicants therefore request that the Commission expeditiously grant the Consolidated Application.

Respectfully submitted,

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*Counsel for Lumen Technologies, Inc. and the
Acquired Companies*

ATTACHMENT 2
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Information required by 47 C.F.R. § 63.04

In accordance with Section 63.04(b) of the Commission's rules specifying the additional information required in joint international and domestic Section 214 applications, Applicants submit the following as requested by Section 63.04(a)(6) through (a)(12):

(a)(6) The proposed transaction is described above in Section II of the Joint Application.

(a)(7) A description of the geographic service areas and services provided in each area:

Transferor: Lumen's operating subsidiaries are authorized by the Commission and state public utility commissions to provide telecommunications services in all 50 states and the District of Columbia. The Acquired Companies provide domestic (and, post-close, international) telecommunications services to customers in Alabama, Arkansas, Georgia, Illinois, Indiana, Kansas, Louisiana, Michigan, Mississippi, Missouri, New Jersey, North Carolina, Ohio, Oklahoma, Pennsylvania, South Carolina, Tennessee, Texas, Virginia, and Wisconsin.

Transferee: Connect Holding does not offer domestic telecommunications services in the United States. As described in greater detail in Section II.C of Attachment 1 above, affiliates of Connect Holding offer intrastate, interstate, and international telecommunications and other services as described in Section III.C above.

(a)(8) Applicants are not requesting streamlined processing pursuant to Section 63.03 of the Commission's rules.

(a)(9) In the introductory section above, Applicants describe the related applications filed in connection with this transaction. However, the Acquired Companies may now have on file, and may hereafter file, additional requests for authorizations for new or modified facilities that may be granted before the Commission takes action on this application. Accordingly, Applicants request that any Commission approval of the applications filed for this transaction include authority for Connect Holding to acquire control of: (1) any authorization issued to the Acquired Companies or their subsidiaries while this transaction is pending before the Commission and the period required for consummation of the transaction; (2) any construction permits held by the Acquired Companies or their subsidiaries that mature into licenses after closing; and (3) any applications that are pending at the time of consummation. Such action would be consistent with prior decisions of the Commission.⁴¹ In

⁴¹ See, e.g., *SBC Communications Inc. and AT&T Corp. Applications for Approval of Transfer of Control*, Memorandum Opinion and Order, 20 FCC Rcd 18290, 18392 ¶ 212 (2005); *Applications of AT&T Wireless Services, Inc. and Cingular Wireless Corp. for Consent to Transfer Control of Licenses and Authorizations*, Memorandum Opinion and Order, 19 FCC Rcd 21522 at 21626 ¶ 275 (2004); *Southern New England Telecomm./SBC Order*, 13 FCC Rcd 21292, 21317 ¶ 49; *Applications of NYNEX Corp. and Bell Atl. Corp.*, Memorandum Opinion and Order, 12 FCC Rcd 19985, 20097-98 ¶¶ 246-56 (1997) ("*NYNEX/Bell Atlantic Order*"); *Pacific Telesis Group/SBC Order*, 12 FCC Rcd 2624, 2665 ¶ 93; *Applications of Craig O. McCaw and Am. Tel. & Tel. Co.*, Memorandum Opinion and Order, 9 FCC Rcd 5836, 5909 ¶ 137 n.300 (1994), *aff'd sub nom. SBC Commc'ns Inc. v. FCC*, 56 F.3d 1484 (D.C. Cir. 1995), *recons. in part*, 10 FCC Rcd 11786 (1995) ("*McCaw/AT&T Order*").

addition, Applicants request that Commission approval include any authorizations that may have been inadvertently omitted.

Applicants will also, if necessary, file a petition for declaratory ruling to exceed the 25% foreign ownership limit for the common carrier licenses.

- (a)(10)** No party to this Consolidated Application is requesting special consideration because it is facing imminent business failure.
- (a)(11)** As discussed in Section IV of Attachment 1, the transfer of control of Lumen's subsidiaries that have been designated as winning bidders in the RDOF Phase I Auction will result in the transfer of control over those winning RDOF bids and the associated rights and obligations. In the alternative, if the relevant subsidiaries have not yet been authorized to receive RDOF support at the time of closing, Applicants request a waiver of the Commission's rules prohibiting major modifications of a winning bidder's applications.⁴²
- (a)(12)** Consummation of the proposed transaction will serve the public interest for the reasons detailed in Section III of Attachment 1.

⁴² 47 C.F.R. § 54.804(b)(6)(iv).

LIST OF EXHIBITS

Exhibit A – Jurisdictions of Incorporation

Exhibit B – Pre-Transaction Ownership Structure

Exhibit C – Post-Transaction Ownership Structure

EXHIBIT A

Jurisdiction of Incorporation of the Acquired Companies Holding Domestic Section 214 Authorization

<u>Subsidiary</u>	<u>State or Jurisdiction of Incorporation</u>
CenturyTel Broadband Services, LLC ⁴³	Louisiana
CenturyLink of Louisiana, LLC	Louisiana
CenturyTel of Adamsville, Inc.	Tennessee
CenturyTel of Arkansas, Inc.	Arkansas
CenturyTel of Central Indiana, Inc.	Indiana
CenturyTel of Claiborne, Inc.	Tennessee
CenturyTel of Central Arkansas, LLC	Louisiana
CenturyTel of Northwest Arkansas, LLC	Louisiana
CenturyTel of Alabama, LLC	Louisiana
CenturyTel of Missouri, LLC	Louisiana
CenturyTel of Central Wisconsin, LLC	Delaware
CenturyTel of Fairwater-Brandon-Alto, LLC	Delaware
CenturyTel of Forestville, LLC	Delaware
CenturyTel of Larsen-Readfield, LLC	Delaware
CenturyTel of the Midwest-Kendall, LLC	Delaware
CenturyTel of the Midwest-Wisconsin, LLC	Delaware
CenturyTel of Monroe County, LLC	Delaware
CenturyTel of Northern Wisconsin, LLC	Delaware
CenturyTel of Northwest Wisconsin, LLC	Delaware
CenturyTel of Southern Wisconsin, LLC	Delaware
CenturyTel of Upper Michigan, Inc.	Michigan
CenturyTel of Michigan, Inc.	Michigan
CenturyTel Midwest - Michigan, Inc.	Michigan
CenturyTel of Mountain Home, Inc.	Arkansas
CenturyTel of North Mississippi, Inc.	Mississippi
CenturyTel of Northern Michigan, Inc.	Michigan
CenturyTel of Odon, Inc.	Indiana
CenturyTel of Ohio, Inc.	Ohio

⁴³ CenturyTel Broadband Services, LLC does not presently provide service pursuant to a section 214 authorization, but will at the time of close.

Subsidiary

CenturyTel of Ooltewah-Collegedale, Inc.
CenturyTel of Port Aransas, Inc.
CenturyTel of Redfield, Inc.
CenturyTel of San Marcos, Inc.
CenturyTel of South Arkansas, Inc.
CenturyTel of Lake Dallas, Inc.
CenturyTel of Wisconsin, LLC
Embarq Corporation
Carolina Telephone and Telegraph Company LLC
Central Telephone Company of Texas
Central Telephone Company
Central Telephone Company of Virginia
Embarq Missouri, Inc.
United Telephone Company of the Carolinas LLC
United Telephone Company of Eastern Kansas
United Telephone Company of Indiana, Inc.
United Telephone Company of Kansas
United Telephone Company of New Jersey, Inc.
United Telephone Company of Ohio
United Telephone Company of Pennsylvania LLC, The
United Telephone Company of Southcentral Kansas
United Telephone Company of Texas, Inc.
United Telephone Southeast LLC
Gallatin River Communications L.L.C.
Coastal Utilities, Inc.
Gulf Telephone Company, LLC
Mebtel, Inc.
Spectra Communications Group, LLC
Telephone USA of Wisconsin, LLC

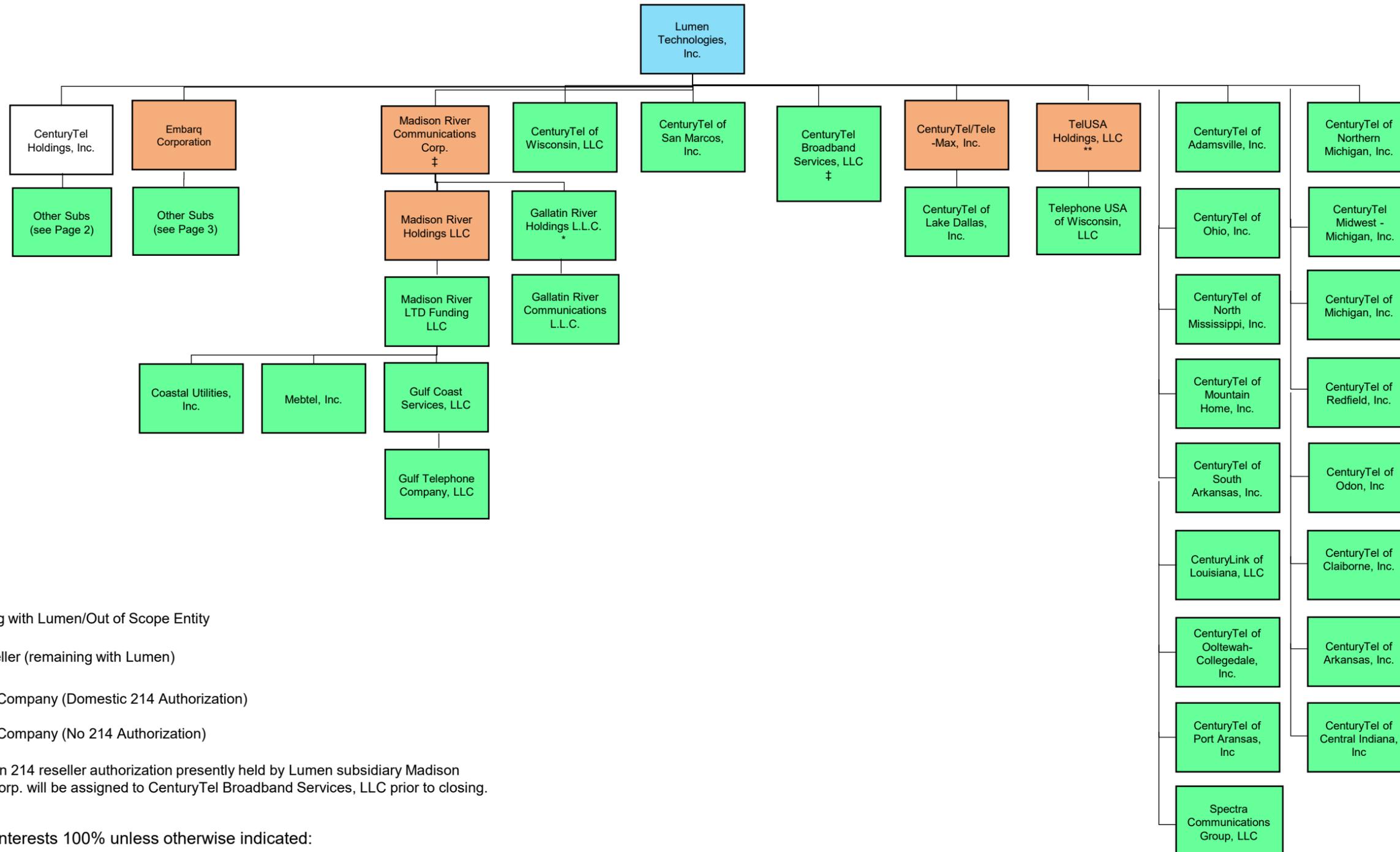
**State or Jurisdiction of
Incorporation**

Tennessee
Texas
Arkansas
Texas
Arkansas
Texas
Louisiana
Delaware
North Carolina
Texas
Delaware
Virginia
Missouri
South Carolina
Delaware
Indiana
Kansas
New Jersey
Ohio
Pennsylvania
Arkansas
Texas
Virginia
Delaware
Georgia
Alabama
North Carolina
Delaware
Delaware

EXHIBIT B

Pre-Transaction Ownership Structure

Lumen Technologies, Inc. Relevant Entities



Key

- Remaining with Lumen/Out of Scope Entity
- Lumen Seller (remaining with Lumen)
- Acquired Company (Domestic 214 Authorization)
- Acquired Company (No 214 Authorization)

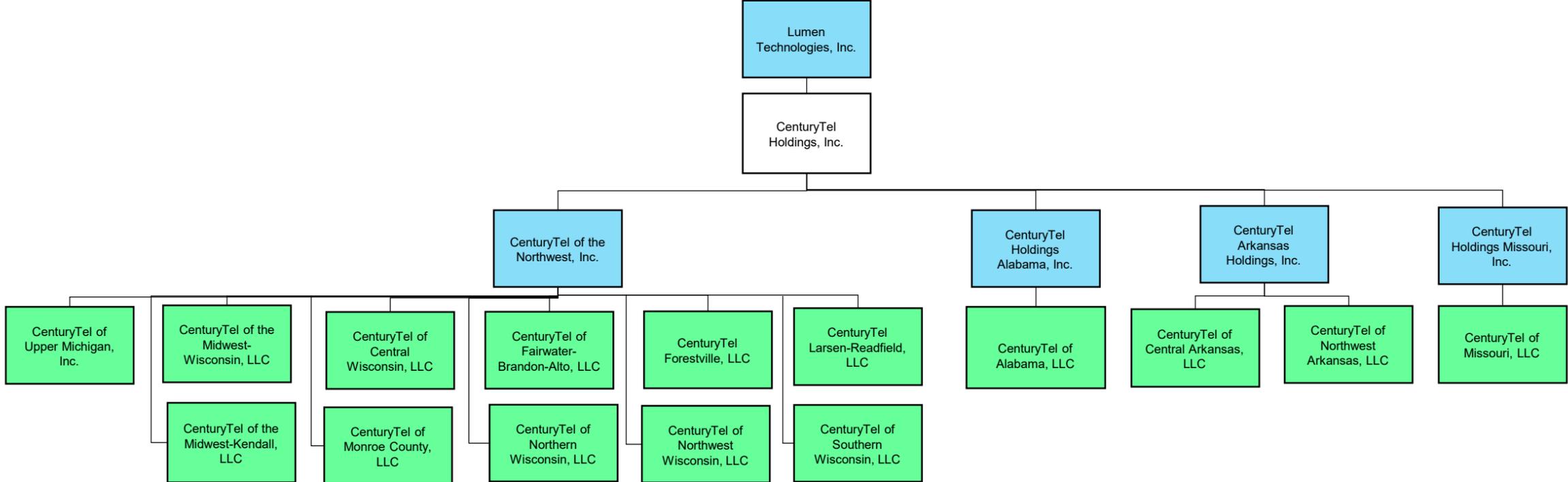
‡ An international Section 214 reseller authorization presently held by Lumen subsidiary Madison River Communications Corp. will be assigned to CenturyTel Broadband Services, LLC prior to closing.

All voting and equity interests 100% unless otherwise indicated:

* Owned 39% by Madison River Communications Corp., 37% by Madison River LTD Funding LLC, and 24% by Madison River Management LLC, a wholly owned subsidiary of Madison River LTD Funding LLC.

** Owned 90% by Lumen Technologies, Inc., 10% by Telephone USA Investments, Inc.

CenturyTel Holdings, Inc. Relevant Entities

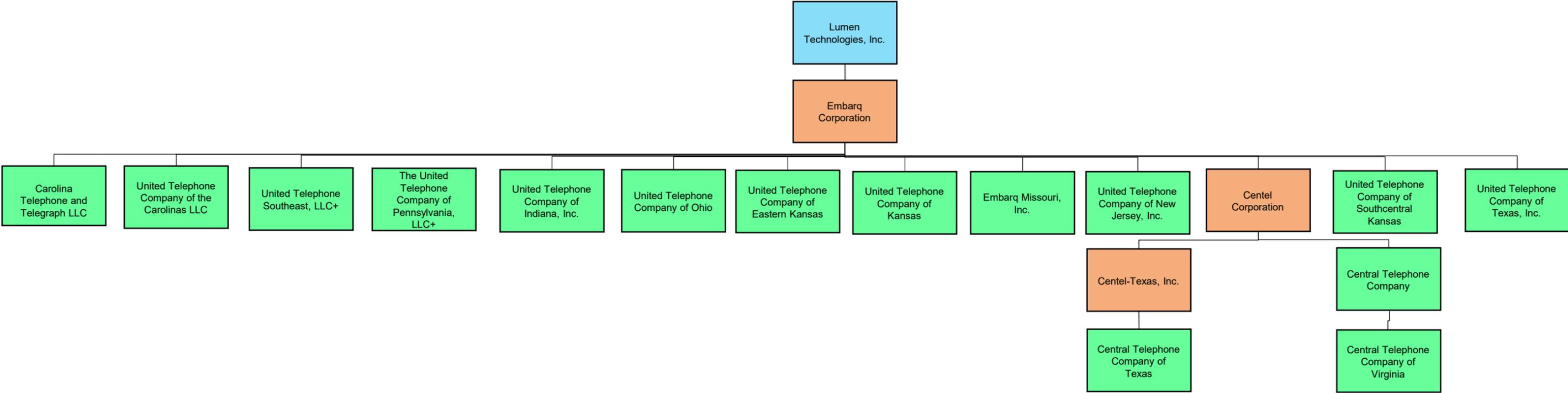


Key

- Remaining with Lumen/Out of Scope Entity
- Lumen Seller (remaining with Lumen)
- Acquired Company (Domestic 214 Authorization)
- Acquired Company (No 214 Authorization)

All voting and equity interests 100% unless otherwise indicated.

Embarq Relevant Entities



Key

- Remaining with Lumen/Out of Scope Entity
- Lumen Seller (remaining with Lumen)
- Acquired Company (Domestic 214 Authorization)
- Acquired Company (No 214 Authorization)

All voting and equity interests 100% unless otherwise indicated.

EXHIBIT C

Post-Transaction Ownership Structure

