

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

In the Matter of the Joint Application of)	
)	
MetroNet Systems Holdings, LLC, Transferee,)	
CTS Communications Corporation,)	
<i>Transferor,</i>)	WC Docket No. 21-_____
)	
and)	IB File Nos. ITC-T/C-2021_____
)	
Climax Telephone Company,)	
<i>Section 214 Holder,</i>)	
)	
for Grant of Authority Pursuant to Section 214)	
of the Communications Act of 1934, as)	
amended, and Sections 63.04 and 63.24 of the)	
Commission’s Rules to Transfer Indirect Control)	
of Climax Telephone Company to MetroNet)	
Systems Holdings, LLC)	

JOINT APPLICATION

MetroNet Systems Holdings, LLC (“MetroNet Systems Holdings” or “Transferee”), CTS Communications Corporation (the “Transferor”),¹ and Climax Telephone Company d/b/a CTS Telecommunications, Inc. (“Climax” or “Section 214 Holder”) (collectively, the “Applicants”), pursuant to Section 214 of the Communications Act of 1934, as amended (the “Act”), 47 U.S.C. § 214, and Sections 63.04 and 63.24 of the Commission’s Rules, 47 C.F.R. §§ 63.04 & 63.24, request Commission approval for Transferee to acquire ownership and control of Transferor (the “Transaction”) and therefore indirect ownership control of Section 214 Holder.

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

¹ For purposes of this joint Application, CTS Communications Corporation is identified as the transferor as none of its shareholders owns 50% or more of its stock or otherwise controls CTS Communications Corporation.

I. DESCRIPTION OF THE APPLICANTS

A. Transferee

Transferee is a Delaware limited liability company and a direct, wholly owned subsidiary of Metronet Holdings, LLC (“Holdings”). Holdings is a Delaware corporation and a holding company that, through its direct and indirect, wholly owned subsidiaries (outlined below), provides domestic and international telecommunications services, voice over Internet protocol (“VoIP”) services, broadband services, and multichannel video programming services in certain portions of Florida, Indiana, Illinois, Iowa, Kentucky, Michigan, Minnesota, Missouri, North Carolina, Ohio, Virginia and Wisconsin.

As described in **Exhibit B**, Holdings does not have any majority common interest owner, but the Oak Hill Investors² and the Cinelli Investors³ each have negative *de facto* or actual control of Holdings. The common interests of Holdings are held, either directly or through holding companies, primarily by (a) the Oak Hill Investors, (b) the Cinelli Investors, and (c) funds advised and/or managed by indirect subsidiaries of KKR & Co. Inc. (“KKR”). Other unaffiliated individuals and entities hold common interests in Holdings, but none have a disclosable (*i.e.*, 10% or greater) interest in Holdings.

² The “Oak Hill Investors” are affiliated with Oak Hill Capital Management and include OHCP MGP V, Ltd. (“OHCP MGP V”) and certain funds and entities that it controls and OHCP GenPar Super Holdco GP, Ltd. and certain funds and entities that it controls.

³ The “Cinelli Investors” currently include: the 5 Talents Fund, LLC; Cinelli Dynasty Trust; the Albert E. Cinelli Jr. 2020 Grantor Retained Annuity Trust Dated December 23, 2020; Cheryl Cinelli-Palermo 2020 Grantor Retained Annuity Trust Dated December 23, 2020; the Janet Marie Cinelli 2020 Grantor Retained Annuity Trust Dated December 23, 2020; the John P. Cinelli 2020 Grantor Retained Annuity Trust Dated December 23, 2020; Albert E. Cinelli; John Cinelli; and other family members. All the Cinelli Investors are U.S. citizens, trusts or entities. John Cinelli and Janet Cinelli (U.S. citizens) are the Co-Trustees of the grantor retained annuity trusts and therefore control the Cinelli Investors.

Oak Hill Capital Management is a private equity fund based in the United States but whose funds are organized in the Cayman Islands. The equity in the Oak Hill Capital Management funds is held through limited partnership interests which are, in turn, held by numerous, primarily U.S.-based investors, including individuals, trusts, institutions and business entities. Control of these funds ultimately rests in U.S. entities or citizens.

KKR is a leading global investment firm that manages multiple alternative asset classes, including private equity, credit and real estate assets, with strategic partners that manage hedge funds. The KKR investor entities are owned by one or more funds advised and/or managed by indirect subsidiaries of KKR & Co. Inc., a Delaware corporation listed on the New York Stock Exchange.

B. Transferor and Section 214 Holder

Climax is a Michigan corporation and a direct, wholly owned subsidiary of Transferor. Transferor is Michigan corporation that is owned by various individuals and a trust, none of which has 50% or more ownership or control of Transferor. Specifically, the shareholders of Holdings are: Chad E. Collver (approximately 16.54%); Gilbert A. Collver, Trust dated May 17, 1990 (approximately 49.66%), whose Trustee is Gilbert A. Collver; Kelly J. Collver (approximately 16.68%), Stacey L. Hamlin (approximately 16.86%); and Harvey J. Messing (less than 1%) (collectively, the “Shareholders”).

Climax provides broadband, local exchange, long distance and VoIP services in certain areas of Michigan as either an incumbent local exchange carrier or a competitive provider. Climax is an eligible telecommunications carrier (“ETC”) in the state of Michigan. Aside from the domestic and international Section 214 authorizations described below, Climax does not hold any other licenses, authorizations or registrations issued or granted by the Commission.

II. DESCRIPTION OF THE TRANSACTION

Pursuant to the Stock Purchase Agreement (the “Agreement”), dated as of September 12, 2021, by and among Transferee, Transferor, the Shareholders of Transferor, as Sellers, and Stacey L. Hamlin, as Sellers’ Representative, Transferee will acquire all the outstanding capital stock of Transferor (the “Stock Purchase”). Upon completion of the Stock Purchase, Transferor will be a direct, wholly owned subsidiary of Transferee, and Section 214 Holder will be an indirect, wholly owned subsidiary of Transferee.

Diagrams depicting the current and post-Transaction corporate ownership structure of the Section 214 Holder are provided as **Exhibit A**.

III. PUBLIC INTEREST CONSIDERATIONS

A. The Transactions Satisfy the Commission’s Public Interest Test

Under 47 U.S.C. § 214(a), the Commission must determine whether a proposed transfer of control of a provider of interstate or international telecommunications services is consistent with the public interest, convenience and necessity.⁴ In making such a determination, the Commission, among other matters, assesses “whether the proposed transaction complies with the specific provisions of the Act, other applicable statutes, and the Commission’s rules”⁵ and then, second, if

⁴ See, e.g., *Applications of Level 3 Communications, Inc. and CenturyLink, Inc. for Consent to Transfer Control of Licenses and Authorizations*, Memorandum Opinion and Order, 32 FCC Rcd. 9581, 9585 ¶ 8 (2017) (“*Level 3-CenturyLink Order*”); *Applications of AT&T Inc. and DIRECTV For Consent to Assign or Transfer Control of Licenses and Authorizations*, Memorandum Opinion and Order, 30 FCC Rcd. 9131, 9139-40 ¶ 18 (2015) (“*AT&T-DIRECTV Order*”); *Applications of XO Holdings and Verizon Communications Inc. For Consent to Transfer Control of Licenses and Authorizations*, Memorandum Opinion and Order, 31 FCC Rcd. 12,501, 12,504-05 ¶ 7 (Wireline Comp., Int’l, and Wireless Tel. Burs. 2016) (“*Verizon-XO Order*”).

⁵ See *Level 3-CenturyLink Order*, 32 FCC Rcd. at 9585 ¶ 8; *AT&T-DIRECTV Order*, 30 FCC Rcd. at 9139-40 ¶ 18 (citations omitted); *Verizon-XO Order*, 31 FCC Rcd. at 12,504-05 ¶ 7 (citations omitted); *Applications of SoftBank Corp., Starburst II, Inc., Sprint Nextel Corp., and Clearwire Corp.*, Memorandum Opinion and Order, Declaratory Ruling, and Order on Reconsideration, 28 FCC Rcd. 9642, 9650 ¶ 23 (citations omitted) (“*Softbank-Sprint-Clearwire*”).

a proposed transaction would not violate the Act, any other applicable statute, or any of the Commission's rules, the Commission then considers whether a proposed transaction "could result in public interest harms by substantially frustrating or impairing the objectives or implementation of the [Communications] Act or related statutes."⁶ The Applicants respectfully submit that they are not aware of any such public interest harms that should arise from the Commission's approval of the Transaction.

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

B. The Proposed Transaction Will Serve the Public Interest

The proposed Transaction will serve the public interest. The Transaction will provide the Transferor and its direct subsidiary, Section 214 Holder, with access to the financial and operational expertise of Transferee and its owners, permitting the Section 214 Holder to continue to provide high quality telecommunications services to its customers. Holdings and the Oak Hill Investors have substantial experience investing in communications infrastructure companies, including the subsidiaries of Holdings and the current and previous portfolio companies of related Oak Hill funds. Section 214 Holder will benefit from this financial and operational expertise.

Order"); *Applications Filed by Qwest Communications International Inc. and CenturyTel, Inc. d/b/a CenturyLink For Consent to Transfer Control*, Memorandum Opinion and Order, 26 FCC Rcd. 4194, 4198-99 ¶ 7 (citation omitted) ("*Qwest-CenturyLink Order*").

⁶ See *Level 3-CenturyLink Order*, 32 FCC Rcd. at 9585 ¶ 9; *AT&T-DIRECTV Order*, 30 FCC Rcd. at 9140 ¶ 18 (citation omitted); *Verizon-XO Order*, 31 FCC Rcd. at 12,504-05 ¶ 7 (citation omitted); *SoftBank-Sprint-Clearwire Order*, 28 FCC Rcd. at 9651 ¶ 23 (citation omitted); *Qwest-CenturyLink Order*, 26 FCC Rcd. at 4199 ¶ 7.

Transferee will seek to build on the Section 214 Holder's existing assets, support investment in new infrastructure and continue to offer high-quality services to customers.

The Applicants respectfully submit that the Transaction will have no adverse impact on the customers or operations of the Section 214 Holder. Upon consummation of the Transaction, the Section 214 Holder will continue to provide its services at the same rates, terms and conditions, as governed by existing contracts, as applicable. The Transaction, therefore, is intended to be transparent to customers and should not cause customer confusion or disruption. Further, the managerial, technical and operational standards of the Section 214 Holder will be maintained or enhanced. Thus, under the Transaction, the only change immediately following the consummation of the Transaction from a customer's perspective will be the new upstream ownership of the Section 214 Holder.

IV. INFORMATION REQUIRED BY SECTION 63.24(e)

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

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

Section 214 Holder:	Climax Telephone Company 13800 E. Michigan Ave. Galesburg, MI 49053 269-746-4411	FRN: 0004382602
Transferor:	CTS Communications Corporation 13800 E. Michigan Ave. Galesburg, MI 49053 269-746-4411	FRN: 0031439623
Transferee:	MetroNet Systems Holdings, LLC 8837 Bond St. Overland Park, Kansas 66214 913-794-3114	FRN: 0030023295

(b) Jurisdictions of Organization:

Section 214 Holder: Climax Telephone Company is a corporation formed under the laws of Michigan.

Transferor: CTS Communications Corporation is a corporation formed under the laws of Michigan.

Transferee: MetroNet Systems Holdings, LLC is limited liability company formed under the laws of Delaware.

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

For Transferee:

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For Transferor and Section 214 Holder:

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202-416-6744 (tel)
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With copies for Transferee to:

Johnny Chuang
MetroNet
8837 Bond St.
Overland Park, KS 66214
johnny.chuang@metronetinc.com

With copies for Transferor/Section 214 Holder to:

Stacey Hamlin
CTS Communications Corporation
13800 E. Michigan Ave.
Galesburg, MI 49053
shamlin@gocts.com

(d) Section 214 Authorizations

Section 214 Holder: Climax Telephone Company is authorized to provide interstate service by virtue of blanket domestic Section 214 authority. *See* 47 C.F.R. § 63.01. Climax Telephone Company also holds international Section 214 authority to provide global or limited global resale Service granted in IB File No. ITC-214-20110314-00072.

Transferor: CTS Communications Corporation does not hold any Section 214 authorizations.

Transferee: MetroNet Systems Holdings, LLC does not hold any Section 214 authorizations. The following parent, subsidiary and affiliates of Transferee hold domestic or international Section 214 authorizations:

Holdings holds international Section 214 authorization to provide global or limited global resale service. *See* IB File No. ITC-214-20110114-00005. Holdings does not hold blanket domestic Section 214 authority.

CMN-RUS, Inc. (“CMN”) holds blanket domestic Section 214 authority pursuant to 47 C.F.R. § 63.01. Pursuant to 47 C.F.R. § 63.21(h), CMN notified the Commission that it would provide international telecommunications services pursuant to the international Section 214 authorization of Holdings.⁷

Jaguar Communications, Inc. (“Jaguar”) holds an international Section 214 authorization to provide global or limited global resale services. *See* IB File No. ITC-214-20010125-00060. Jaguar also holds blanket domestic Section 214 authority pursuant to 47 C.F.R. § 63.01.

Metro FiberNet, LLC (“MFN”) holds blanket domestic Section 214 authority pursuant to 47 C.F.R. § 63.01. Pursuant to 47 C.F.R. § 63.21(h), MFN notified the Commission that it would provide international telecommunications services pursuant to the international Section 214 authorization of Holdings.⁸

To the extent that Holdings’ subsidiaries, MetroNet Rural Systems, LLC and MetroNet Systems, LLC, provide, or will provide, international services, they do so pursuant to the international Section 214 authorization of Holdings.⁹

(h) (Answer to Questions 11 & 12) Following completion of the Transaction, the Section 214 Holder will remain a direct, wholly owned subsidiary of Transferor. As a result of the Transaction, Transferor will become a direct, wholly owned subsidiary of MetroNet Systems

⁷ Letter from John Campbell, Vice President & General Counsel, MetroNet Holdings, LLC to International Bureau, Federal Communications Commission, *File Number ITC-214-20110114-00005, MetroNet Holdings, LLC*, IBFS Confirmation No. IB2017003438 (filed Dec. 15, 2017).

⁸ *Id.*

⁹ *Id.* MetroNet Rural Systems, LLC and MetroNet Systems, LLC currently do not provide interstate telecommunications services.

Holdings. Information about the entities that will hold or control a ten percent (10%) or greater direct or indirect ownership interest in Section 214 Holder upon completion of the Transaction as calculated pursuant to the Commission's ownership attribution rules for wireline and international telecommunications carriers is set forth in **Exhibit B**.

(i) **(Answer to Question 14)** Transferee certifies that it is not a foreign carrier or affiliated (as defined in 47 C.F.R. § 63.09) with any foreign carriers. Currently, neither Transferor nor Section 214 Holder is a foreign carrier or affiliated with any foreign carrier(s).

(j) **(Answer to Question 15)** Transferee certifies that it does not seek to provide international telecommunications services to any destination country where (1) an Applicant is a foreign carrier in that country, (2) an Applicant controls a foreign carrier in that country, (3) any entity that owns more than 25% of an Applicant, or that controls an Applicant, controls a foreign carrier in that country, or (4) two or more foreign carriers (or parties that control foreign carriers) own in the aggregate more than 25% of an Applicant and are parties to, or the beneficiaries of, a contractual relation affecting the provision or marketing of international basic telecommunications services in the United States.

(k) Not applicable.

(m) Not applicable.

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

(o) Applicants 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 Joint Application is subject to denial of federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 853a.

(p) Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Section 63.12(a)-(b) of the Commission's Rules, 47 C.F.R. § 63.12(a)-(b). In particular, Section 63.12(c) is inapplicable because none of the Applicants is or is affiliated with any foreign carriers, and none of the scenarios outlined in Section 63.12(c) of the Commission's Rules applies.

V. INFORMATION REQUIRED BY SECTION 63.04

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

(a)(6) Description of the Parties and the Transaction

See Section II above.

(a)(7) Geography of Applicants

(i) Transferor is a holding company with no operations of its own. Section 214 Holder provides competitive and incumbent local exchange telecommunications services in certain areas of Michigan. Section 214 Holder operates as an incumbent local exchange carrier in Climax, Michigan, and as a competitive local exchange carrier ("CLEC") in the Kalamazoo, Galesburg, Scotts and Battle Creek exchanges and the exchanges served by AT&T MI, Frontier North and Frontier Midstates. Section 214 Holder is an ETC in the state of Michigan and has Study Area Code ("SAC") 310688. Section 214 Holder receives cost-based universal service fund ("USF")

support through the E-Rate, High Cost, and Lifeline programs, as well as Michigan USF Support. The Section 214 Holder also provides broadband, toll reseller, and VoIP services in Michigan.

(ii) Transferee is a holding company with no operations. The following subsidiaries of Transferee or Transferee's parent, Holdings, provide telecommunications services:

CMN provides competitive local exchange and interexchange telecommunications services in Indiana and Kentucky. CMN is an ETC in Indiana, and its SAC is 329010. CMN receives a small amount of Frozen High-Cost Support.

Jaguar provides competitive local exchange and interexchange telecommunications services in certain areas of Minnesota. Jaguar is an ETC in Minnesota, and its SAC associated with high-cost USF support is 369038. Jaguar has been awarded funds in the CAF-II, receiving high-cost support to provide voice and broadband services in certain specified census blocks in the State of Minnesota.¹⁰ Following the Transaction, Jaguar will continue to be financially and technically capable of fulfilling the obligations that are required as a condition of Jaguar receiving CAF-II support. Although Jaguar also offers Lifeline, it currently has one Lifeline customers.

MFN provides, or is authorized to provide, competitive local exchange or interexchange telecommunications services in Florida, Illinois, Indiana, Iowa, Kentucky (CLEC only), Michigan, Minnesota (CLEC only), North Carolina (CLEC only), Wisconsin and Virginia (CLEC only). MFN primarily provides

¹⁰ See Public Notice, *Connect America Fund Phase II Auction Support Authorized for 593 Winning Bids*, AU Docket No. 17-182, WC Docket No. 10-90, DA 19-769, Attachment A, at 7-8 (Wir. Comp. Bur., rel. Aug. 12, 2019).

VoIP services in these states and Ohio. MFN currently is not an ETC in any jurisdiction and does not receive any high-cost USF support (or have a SAC associated with high-cost USF support). MFN does not provide service in or adjacent to Section 214 Holder's ILEC territory. MFN also does not provide telecommunications service in the service territories covered by Section 214 Holder's CLEC operations.

In addition, the following subsidiaries of Holdings are authorized to provide intrastate telecommunications services in Indiana:

- MetroNet Rural Systems, LLC is authorized to provide facilities-based local exchange and interexchange services and broadband service but does not currently provide any services.
- MetroNet Systems, LLC is authorized to provide facilities-based local exchange and interexchange services and broadband service in Indiana but does not currently provide any services.

(iii) As stated, OHCP MGP V, Ltd. ("OHCP MGP V") is the ultimate controlling general partner of certain other Oak Hill Investors. OHCP MGP V is an investment vehicle that does not itself provide telecommunications services. Through the Oak Hill Investors that it controls, OHCP MGP V currently holds a 10% or greater interest in the following entities:

1. Otelco, Inc. and its subsidiaries (collectively, "Otelco"). Otelco provides telecommunications services in Alabama, Maine, Massachusetts, Missouri, New Hampshire, Vermont and West Virginia through its following subsidiaries:

- Blountsville Telephone LLC is an RLEC in Alabama, and its SAC is 250282.
- Brindlee Mountain Telephone LLC is an RLEC in Alabama, and its SAC is 250283.
- CRC Communications LLC ("CRC") is a competitive local exchange and interexchange carrier in Maine, Massachusetts,

Missouri, New Hampshire and Vermont.¹¹ CRC receives fixed CAF-II support,¹² and its SAC is 119009.

- Granby Telephone LLC is an RLEC in Massachusetts, and its SAC is 110036.
- Hopper Telecommunications LLC is an RLEC in Alabama, and its SAC is 250300.
- Mid-Maine Telecom LLC is an RLEC in Maine, and its SAC is 103315.
- Mid-Maine Telplus LLC is a competitive local exchange and interexchange carrier in Maine. It does not hold a SAC or receive high-cost support.
- Otelco Mid-Missouri LLC is an RLEC in Missouri, and its SAC is 421917.
- Otelco Telecommunications LLC is a toll reseller in Alabama and an interexchange carrier in Missouri, Vermont and West Virginia. Otelco Telecommunications LLC also provides cable television services in various localities in Alabama. It does not hold a SAC or receive high-cost support.
- Otelco Telephone LLC is an RLEC in Alabama, and its SAC is 250312.
- Pine Tree Telephone LLC is an RLEC in Maine, and its SAC is 100020.
- Saco River Telephone LLC is an RLEC in Maine, and its SAC is 100022.
- Shoreham Telephone LLC is an RLEC in Vermont, and its SAC is 140064.
- War Telephone LLC is an RLEC in West Virginia, and its SAC is 200258.

The Otelco RLECs receive model-based USF support through the Alternative Connect America Model.

¹¹ CRC also is registered as a VoIP provider in Connecticut.

¹² *Connect America Fund Phase II Auction Support Authorized for 387 Winning Bids*, AU Docket No. 17-182; WC Docket No. 10-90, Public Notice, 34 FCC Rcd 9406 (WCB 2019).

2. Ontario Telephone Company, Inc. (“OTC”), Trumansburg Telephone Company, Inc. (“TTC”) and Finger Lakes Communications Group Inc. (“FLCG”) (OTC, TTC and FLCG collectively “OTTC”).¹³ OTC and TTC are RLECs in New York that receive cost-based universal service support, and their SACs are 150112 and 150131, respectively. FLCG is a resale provider of intrastate, interstate and international long distance within the areas served by OTC and TTC. FLCG does not receive high-cost support or have a SAC. Although it is not yet providing such services, FLCG has secured authority to operate as a CLEC in New York.
3. Netspeed, LLC (“Netspeed”) provides high speed fiber-optic Internet services to residential and business customers in more than fifteen communities in Connecticut and Pennsylvania. In Connecticut, Netspeed holds a Certificate of Public Convenience and Necessity to operate as a facilities-based, dark fiber services provider to residential, business and enterprise customers. Netspeed does not receive high-cost support or have a SAC.
4. Race Telecommunications, LLC (“Race Telecom”) and its subsidiaries Bright Fiber Network, LLC (“Bright Fiber”), Race Technologies, LLC (“Race Technologies”) and RaceTV, LLC (“RaceTV”, and together with Race Telecom and Bright Fiber, “Race”). Race Telecom provides

¹³ See WC Docket No. 20-355; IB File No. ITC-T/C-20201030-00187.

digital voice, video and fast Internet service in the following counties of California: Kern, Mono, Nevada County, San Bernardino, San Francisco, Los Angeles and San Diego. Bright Fiber operates a digital voice, video and Internet company in eastern Nevada County in California.¹⁴ Race Technologies provides the labor force for the Race family of companies.¹⁵ RaceTV is in the business of providing video services to residential customers of Race Telecom and Bright Fiber in California. None of the Race entities receives high-cost USF support or has a SAC associated with high-cost USF support.

Other Oak Hill funds related to OHCP MGP V currently hold a 10% or greater interest in NTS Communications, LLC d/b/a Vexus (“Vexus”).¹⁶ Vexus is authorized to provide facilities-based and/or resold telecommunications services in Arizona (interexchange only), Louisiana, New Mexico, Oklahoma (interexchange only) and Texas. Vexus also operates cable systems in certain communities in Louisiana and Texas. In connection with these cable services, Vexus holds Cable Television Relay Service Authorizations under Call Signs WLY-648 and WHZ-407, various Antenna Structure Registrations, certain Cable Community Registrations and various C-Band Receive-Only Earth Station Authorizations.

¹⁴ Bright Fiber does not hold any FCC licenses or provide any common carrier telecommunications services.

¹⁵ Race Technologies does not hold any FCC licenses or provide any common carrier telecommunications services.

¹⁶ Vexus currently does not receive any high-cost USF support, although it provides Lifeline. Vexus was a winning bidder for a small amount of high-cost USF support in the Rural Digital Opportunity Fund (“RDOF”) Auction 904 and filed a long-form application in connection with RDOF. Its SAC is 449024.

The service territories of Section 214 Holder are not adjacent to and do not overlap with the service territories of Otelco, OTTC, Netspeed, Race or Vexus.

A chart depicting the relationship between Transferee and the entities listed in this paragraph (iii) is provided in **Exhibit C**.

(iv) Except as described above, no person or entity that will, directly or indirectly, own or control 10% or more of Transferor upon completion of the Transaction also directly or indirectly owns or controls 10% or more of another telecommunications provider.

(a)(8) Streamlined Treatment

Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Sections 63.03 of the Commission's Rules, 47 C.F.R. §63.03. In particular, with respect to domestic authority, this Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(ii) because, immediately following consummation of the Transaction, (i) Transferee (and its Affiliates) will have a market share in the interstate, interexchange market of less than ten percent (10%), and (ii) Transferee (and its Affiliates) will provide competitive telephone exchange services or exchange access services (if at all) exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the transaction.

(a)(9) Other Related Applications Before the Commission

None.

(a)(10) Statement of Imminent Business Failure

No party is requesting special consideration because it is facing imminent business failure.

(a)(11) Separately-Filed Waiver Requests

Not applicable.

(a)(12) Public Interest Statement

A statement showing how a grant of the Application will serve the public interest, convenience and necessity is provided in Section III, above.

VI. FOREIGN OWNERSHIP CONSIDERATIONS

In the Commission’s *Executive Branch Foreign Ownership Review Order*,¹⁷ the Commission identified categories of applications that the Commission would not refer to the Executive Branch.¹⁸ One of those categories is international Section 214 applications (including joint domestic and international Section 214 applications) “where the only reportable foreign ownership is through wholly owned intermediate holding companies and the ultimate ownership and control is held by U.S. citizens or entities.”¹⁹ The Commission further explained that “applications where the only foreign ownership is through passive, offshore intermediary holding companies and 100% of the ultimate control is held by U.S. citizens or entities present a minimal risk and generally should not be referred to the Executive Branch.”²⁰ Applicants respectfully submit that the post-Transaction ownership and control structure meets the requirements of this exclusion.

As described in **Exhibit B**, the Oak Hill Investors that will be in Section 214 Holder’s ownership and control chain are organized in the Cayman Islands. Ultimate control of the Oak Hill Investors, however, lies with U.S. trusts and individuals that are U.S. citizens. No reportable unaffiliated limited partner or shareholder of the Oak Hill Investors is a foreign entity or person.

¹⁷ *In re Process Reform for Executive Branch Review of Certain FCC Application and Petitions Involving Foreign Ownership*, Report and Order, 35 FCC Rcd 10927 (2020) (“*Executive Branch Foreign Ownership Review Order*”).

¹⁸ *Id.* at 10938-42, ¶¶ 29-39.

¹⁹ *Id.* at 10938, ¶ 29.

²⁰ *Id.* at 10939, ¶ 32.

The KKR investor entities are owned by one or more funds advised and/or managed by indirect subsidiaries of KKR & Co. Inc., a Delaware corporation listed on the New York Stock Exchange. KKR Management LLP, a Delaware limited liability partnership, is the holder of the sole share of KKR & Co. Inc.'s Series I preferred stock, which includes, among other things, the right to elect and remove the members of KKR & Co. Inc.'s board of directors. Founders Henry Kravis and George Roberts, each of whom is a U.S. citizen, jointly control KKR Management LLP when acting together. Additional details regarding KKR's organizational and ownership structure may be found in KKR & Co. Inc.'s most recent Form 10-K filing (currently available here: <https://ir.kkr.com/sec-filings-annual-letters/sec-filings/?attachment=1&secFilingId=f6f9d7c5-76bd-469d-944d-fc9cb4fb1492&format=convpdf>). No reportable unaffiliated limited partner or shareholder of the KKR investor entities is a foreign entity or person.

Further, the Cinelli Investors, which are all U.S. citizens or U.S. trusts and entities controlled by U.S. citizens, have negative *de facto* control of Holdings along with the Oak Hill Investors, which themselves ultimately are controlled by U.S. citizens.

Finally, to Applicants' knowledge, there are no national security, law enforcement, foreign policy or trade policy concerns that require a referral to the Executive Branch. Importantly, the Commission did not refer the recent Applications involving Holdings, the Oak Hill Investors and KKR. *See* WC Docket No. 21-237; IB File Nos. ITC-T/C-20210603-00093 & ITC-T/C-20210603-00094. Therefore, Applicants request that the Commission not refer this Application to the Executive Branch consistent with the exclusion in the *Executive Branch Foreign Ownership Review Order*. Applicants understand that the Commission will notify the Executive Branch of this Application even if it does not refer the Application.²¹

²¹ *Id.* at 10938-39, ¶ 30. In the event that the Joint Application is referred to the Executive

VII. CONCLUSION

For the foregoing reasons, the Applicants respectfully request that the Commission place this Joint Application on streamlined processing for its domestic and international Section 214 transfer of control request and promptly grant this Joint Application.

Respectfully Submitted,

/s/ Stephen Coran _____

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Counsel for Transferee

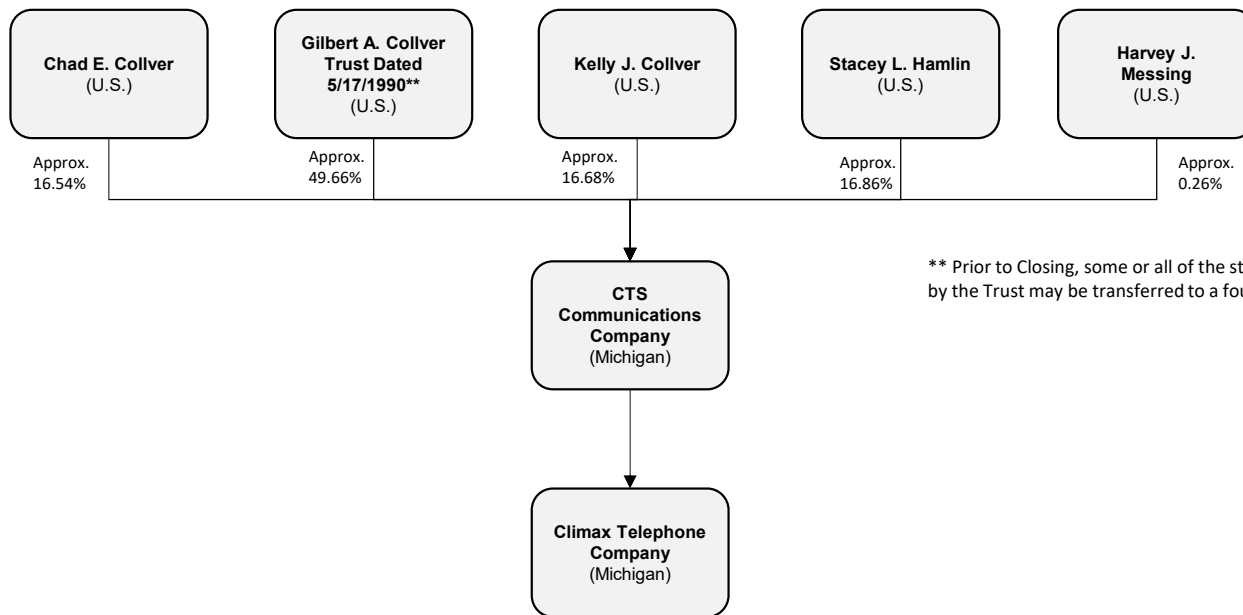
Dated: September 28, 2021

Branch, the Applicants are not aware of any national security or law enforcement issues that warrant mitigation.

EXHIBIT A

Current and Post-Transaction Organizational Structure Charts

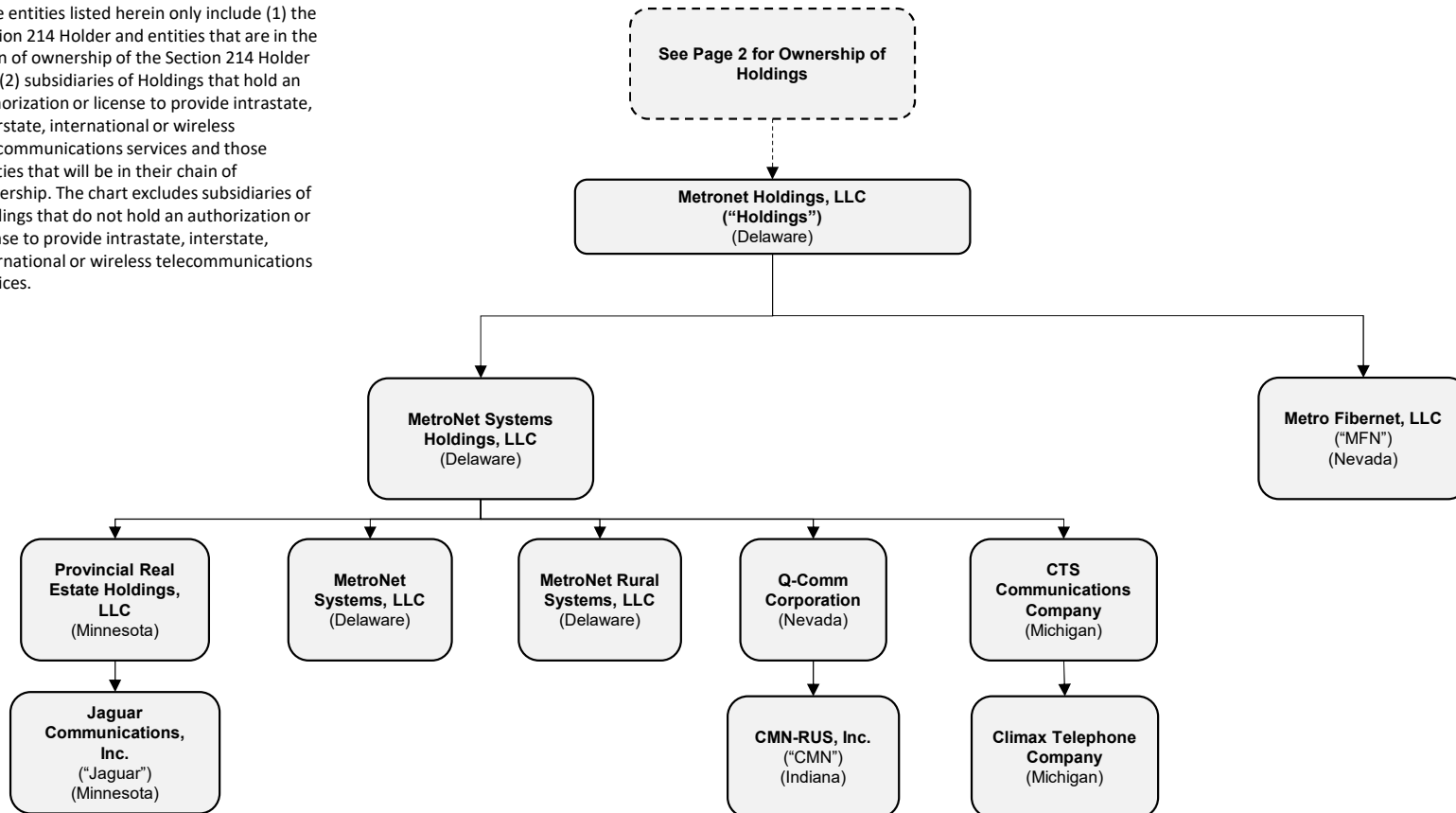
Current Ownership Structure of Climax*



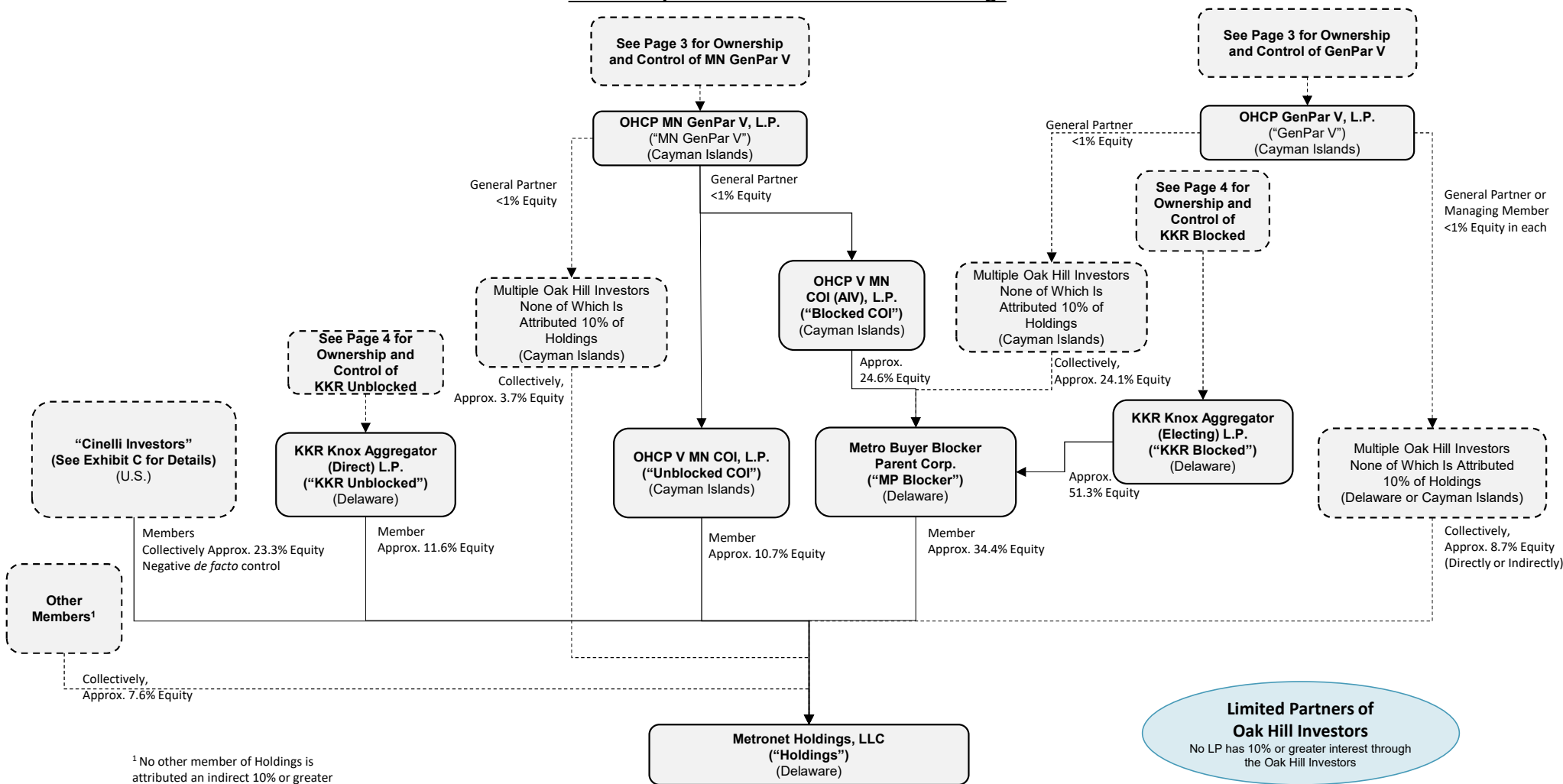
** Prior to Closing, some or all of the stock owned by the Trust may be transferred to a foundation.

Post-Closing Ownership Climax*

*The entities listed herein only include (1) the Section 214 Holder and entities that are in the chain of ownership of the Section 214 Holder and (2) subsidiaries of Holdings that hold an authorization or license to provide intrastate, interstate, international or wireless telecommunications services and those entities that will be in their chain of ownership. The chart excludes subsidiaries of Holdings that do not hold an authorization or license to provide intrastate, interstate, international or wireless telecommunications services.



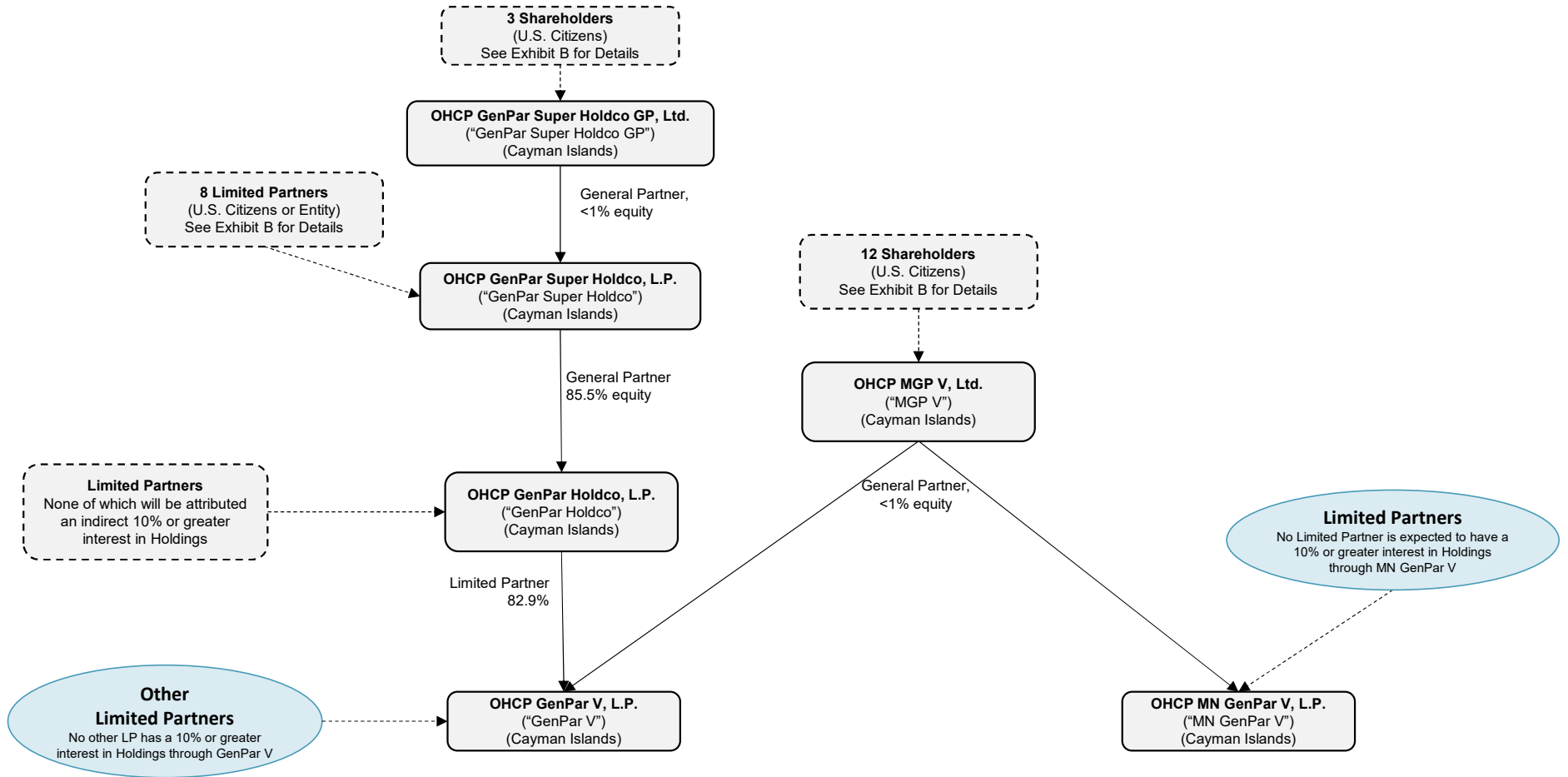
Ownership and Control Structure of Holdings



Limited Partners of Oak Hill Investors
No LP has 10% or greater interest through the Oak Hill Investors

¹ No other member of Holdings is attributed an indirect 10% or greater interest in Holdings.

Ownership and Control Structure of GenPar V and MN GenPar V



Ownership and Control Structure of KKR Blocked and KKR Unblocked

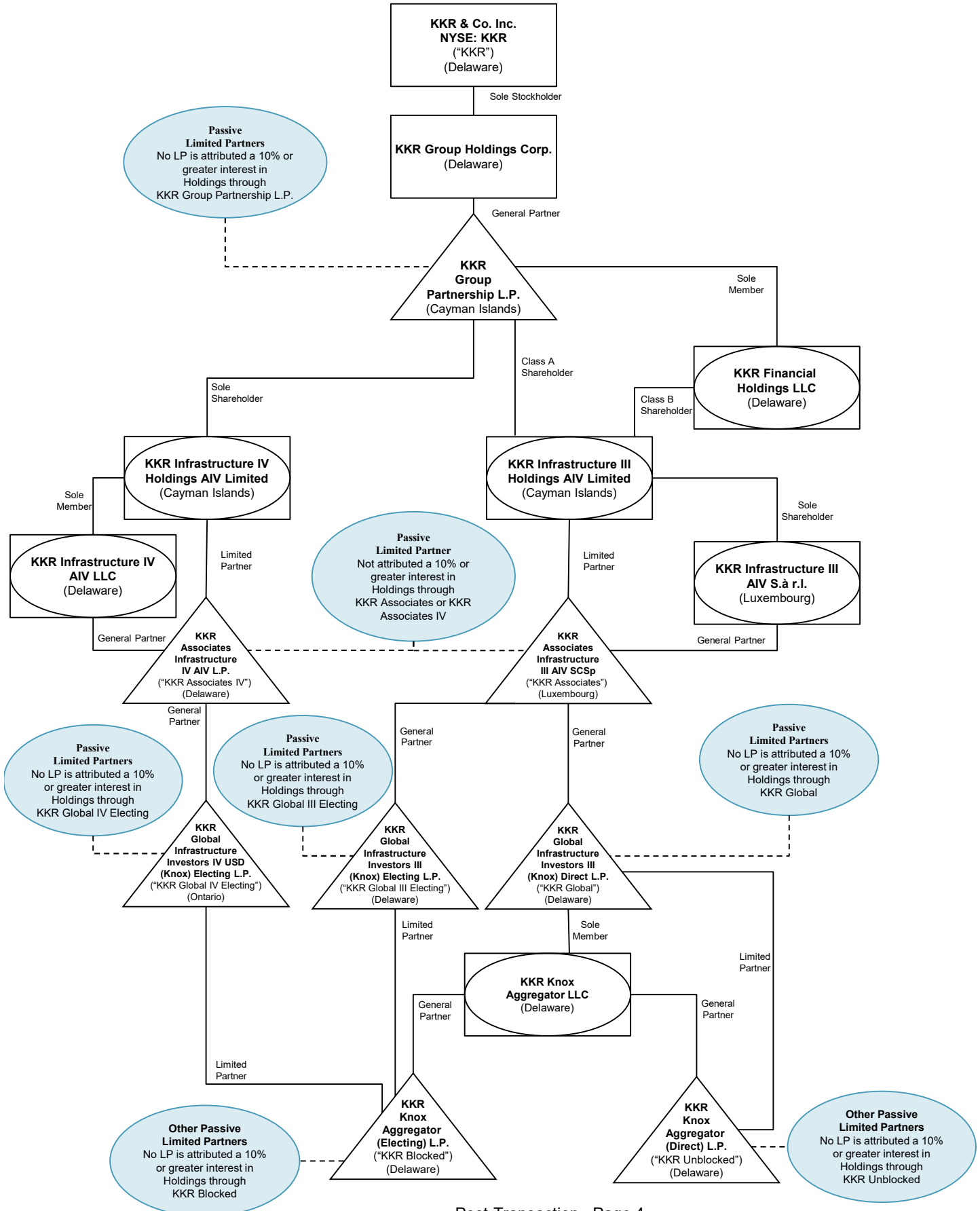


EXHIBIT B

Description of Post-Transaction Ownership of the Section 214 Holder

1. Direct and Indirect 100% Owners of Climax Telephone Company: Upon completion of the Transaction, the following entities are expected to directly or indirectly own a 100% interest in Section 214 Holder:

Name: CTS Communications Corporation (“Transferor”)
Address: 13800 E. Michigan Ave.
Galesburg, MI 49053
Citizenship: U.S. (Michigan)
Principal Business: Holding Company
Attributed Interest: 100% (directly, as 100% member of Section 214 Holder)

Name: MetroNet Systems Holdings, LLC (“Transferee”)
Address: 8837 Bond St.
Overland Park, Kansas 66214
Citizenship: U.S. (Delaware)
Principal Business: Holding Company
Attributed Interest: 100% (indirectly, as 100% member of Transferor)

Name: MetroNet Holdings, LLC (“Holdings”)
Address: 8837 Bond St.
Overland Park, Kansas 66214
Citizenship: U.S. (Delaware)
Principal Business: Holding Company
Attributed Interest: 100% (indirectly, as 100% member of Transferee)

2. Direct 10% Ownership of Holdings: The following entities directly own a 10% or greater interest in Holdings:

Name: Metro Buyer Blocker Parent Corp. (“MP Blocker”)
Address: One Stamford Plaza
263 Tresser Blvd., 15th floor
Stamford, CT 06901
Citizenship: U.S. (Delaware)
Principal Business: Investment Activities
Attributed Interest: Approx. 34.4% (directly as 34.4% member of Holdings)

The entities that are attributed a 10% or greater interest in Holdings through MP Blocker are identified in paragraph 3 below.

Name: OHCP V MN COI, L.P. (“Unblocked COI”)
Address: One Stamford Plaza
263 Tresser Blvd., 15th floor
Stamford, CT 06901
Citizenship: Cayman Islands
Principal Business: Investment Activities
Attributed Interest: Approx. 10.7% (directly as 10.7% member of Holdings)

No limited partner of Unblocked COI is attributed a 10% or greater interest in Holdings. The general partner of Unblocked COI is OHCP MN GenPar V, L.P. Please see paragraph 4 below for additional information regarding OHCP MN GenPar V, L.P.

Name: KKR Knox Aggregator (Direct) L.P. (“KKR Unblocked”)
Address: c/o Kohlberg Kravis Roberts & Co. L.P.
30 Hudson Yards, Suite 7500
New York, NY 10001
Citizenship: Delaware
Principal Business: Investment Activities
Attributed Interest: Approx. 11.6% (directly as approx. 11.6% member of Holdings)

Ownership and control of KKR Unblocked is described in paragraph 6 below.

Collectively, the “Cinelli Investors”¹ are attributed approximately 23.3% of the direct equity interests in Holdings. Except for John Cinelli and Janet Cinelli, none of the Cinelli Investors individually are attributed a 10% or greater interest in Holdings. John Cinelli,² a U.S. citizen, is attributed an approximate 21.8% interest in Holdings (i) individually, (ii) as the managing member of a limited liability company with a less than 10% equity interest in Holdings, and (iii) as co-trustee with Janet Cinelli of the grantor retained annuity trusts (“GRATs”)³ that comprise part of

¹ The “Cinelli Investors” will include: the 5 Talents Fund, LLC; Cinelli Dynasty Trust; the Albert E. Cinelli Jr. 2020 Grantor Retained Annuity Trust Dated December 23, 2020; the Cheryl Cinelli-Palermo 2020 Grantor Retained Annuity Trust Dated December 23, 2020; the Janet Marie Cinelli 2020 Grantor Retained Annuity Trust Dated December 23, 2020; the John P. Cinelli 2020 Grantor Retained Annuity Trust Dated December 23, 2020; Albert E. Cinelli; John Cinelli; and other family members. All the Cinelli Investors are U.S. citizens, trusts or entities. John Cinelli and Janet Cinelli (U.S. citizens) are the Co-Trustees of the Grantor Retained Annuity Trusts.

² John Cinelli’s address is 5405 Winthrop Court, Evansville, IN 47715.

³ See *supra*, note 1.

the Cinelli Investors. Janet Cinelli,⁴ a U.S. citizen, is attributed an approximate 14.5% interest in Holdings (i) individually and (ii) as co-trustee with John Cinelli of the grantor retained annuity trusts⁵ that comprise part of the Cinelli Investors.

3. Direct Ownership of MP Blocker: The following entities will or may be attributed an indirect 10% or greater interest in Holdings through MP Blocker:

Name: KKR Knox Aggregator (Electing) L.P. (“KKR Blocked”)
Address: c/o Kohlberg Kravis Roberts & Co. L.P.
30 Hudson Yards, Suite 7500
New York, NY 10001
Citizenship: Delaware
Principal Business: Investment Activities
Attributed Interest: Approx. 34.4% (indirectly in Holdings as approx. 51.3% shareholder of MP Blocker)

Ownership and control of KKR Blocked is described in paragraph 6 below.

Name: OHCP V MN COI (AIV), L.P. (“Blocked COI”)
Address: One Stamford Plaza
263 Tresser Blvd., 15th floor
Stamford, CT 06901
Citizenship: Cayman Islands
Principal Business: Investment Activities
Attributed Interest: Approx. 8.5% (indirectly in Holdings as approx. 24.6% shareholder of MP Blocker)

No limited partner of Blocked COI is attributed a 10% or greater interest in Holdings. The general partner of Blocked COI is OHCP MN GenPar V, L.P. Please see paragraph 4 below for additional information regarding OHCP MN GenPar V, L.P.

⁴ Janet Cinelli’s address is 646 Missouri, Lawrence, KS 66044.

⁵ See *supra*, note 1.

4. Indirect 10% Control by Other Oak Hill Investors: The following entities are attributed an indirect 10% or greater interest in Holdings through other Oak Hill Investors in the ownership and control chain of Holdings:

Name: OHCP MN GenPar V, L.P. (“MN GenPar V”)
Address: One Stamford Plaza
263 Tresser Blvd., 15th floor
Stamford, CT 06901
Citizenship: Cayman Islands
Principal Business: Investment Activities
Attributed Interest: Approx. 22.9% (indirectly, as (i) the general partner (<1% equity) of Unblocked COI, (ii) the general partner (<1% equity) of Blocked COI, and (iii) the general partner (<1% equity) of multiple Oak Hill Investors, each of which is attributed a less than 10% direct interest in Holdings)

No limited partner of MN GenPar V is attributed a 10% or greater interest in Holdings. The general partner of MN GenPar V is OHCP MGP V, Ltd. (see below).

Name: OHCP GenPar V, L.P. (“GenPar V”)
Address: One Stamford Plaza
263 Tresser Blvd., 15th floor
Stamford, CT 06901
Citizenship: Cayman Islands
Principal Business: Investment Activities
Attributed Interest: Approx. 17.0% (indirectly, as (1) managing member of a Oak Hill Investor that indirectly will hold less than a 10% membership interest in Holdings and (2) as the general partner (<1% equity) of multiple Oak Hill Investors, each of which is attributed 10% or greater of Holdings through MP Blocker).

Except for OHCP GenPar Holdco, L.P., no limited partner of GenPar V is attributed a 10% or greater interest in Holdings. The general partner of GenPar V is OHCP MGP V, Ltd. (see below).

Name: OHCP MGP V, Ltd. (“MGP V”)
Address: One Stamford Plaza
263 Tresser Blvd., 15th floor
Stamford, CT 06901
Citizenship: Cayman Islands
Principal Business: Investment Activities
Attributed Interest: Approx. 39.9% (indirectly, as (i) the general partner (<1% equity) of GenPar V and (ii) the general partner (<1% equity) of MN GenPar V)

The shares in MGP V are distributed equally (100 shares each) among twelve individuals, each of which is a U.S. citizen. The following shareholders may be attributed a 10% or greater interest in Holdings through their interest in MGP V and/or other Oak Hill V Entities: Scott A. Baker, Brian Cherry, Benjamin Diesbach, Stratton R. Heath, III, John R. Monsky, Steven G. Puccinelli, and Tyler Wolfram. Each shareholder is included in the list of individuals identified in paragraph 5 below and can be reached at c/o Oak Hill Capital Partners, One Stamford Plaza, 263 Tresser Blvd., 15th floor, Stamford, Connecticut 06901.

Name: OHCP GenPar Holdco, L.P. (“GenPar Holdco”)
Address: One Stamford Plaza
263 Tresser Blvd., 15th floor
Stamford, CT 06901
Citizenship: Cayman Islands
Principal Business: Investment Activities
Attributed Interest: Approx. 17.0% (indirectly, as 82.9% limited partner of GenPar V)

No limited partner of GenPar Holdco is attributed a 10% or greater interest in Holdings. The general partner of GenPar Holdco is OHCP GenPar Super Holdco, L.P. (see below), with an approximate 85.5% partnership interest.

Name: OHCP GenPar Super Holdco, L.P.
 (“GenPar Super Holdco”)
Address: One Stamford Plaza
263 Tresser Blvd., 15th floor
Stamford, CT 06901
Citizenship: Cayman Islands
Principal Business: Investment Activities
Attributed Interest: Approx. 17.0% (indirectly, as general partner
(approximately 85.5% equity) of GenPar Holdco)

GenPar Super Holdco has eight (8) limited partners. The limited partners consist of (i) seven (7) individuals, each a U.S. citizen and included in the list of individuals identified in paragraph 5 below and (ii) a Delaware limited liability company (<1% limited partner interest) that is wholly owned by one of the individuals that is a limited partner of GenPar Super Holdco. The individuals that are limited partners of GenPar Super Holdco are: Scott A. Baker, Brian Cherry, Benjamin Diesbach, Stratton R. Heath, III, John R. Monsky, Steven G. Puccinelli, and Tyler Wolfram. Each of these limited partners can be reached at c/o Oak Hill Capital Partners, One Stamford Plaza, 263 Tresser Blvd., 15th floor, Stamford, Connecticut 06901. The general partner of GenPar Super Holdco is OHCP GenPar Super Holdco GP, Ltd.

Name: OHCP GenPar Super Holdco GP, Ltd.
("GenPar Super Holdco GP")
Address: One Stamford Plaza
263 Tresser Blvd., 15th floor
Stamford, CT 06901
Citizenship: Cayman Islands
Principal Business: Investment Activities
Attributed Interest: Approx. 17.0% (indirectly, as general partner (<1% equity) of GenPar Super Holdco)

GenPar Super Holdco GP has three (3) equal shareholders: Brian Cherry, Steven G. Puccinelli, and Tyler Wolfram. Each shareholder is included in the list of individuals identified in paragraph 5 below, is an U.S. citizen and can be reached at c/o Oak Hill Capital Partners, One Stamford Plaza, 263 Tresser Blvd., 15th floor, Stamford, Connecticut 06901.

5. Additional Ownership Information Regarding the Oak Hill Investors: The following individuals each hold interests in one or more the Oak Hill Investors that may exceed a 10% attributable interest in Holdings: Scott A. Baker, Brian N. Cherry, Benjamin Diesbach, Stratton R. Heath, III, John R. Monsky, Steven G. Puccinelli, and Tyler J Wolfram. Each of these individuals is a U.S. citizen and can be reached at c/o Oak Hill Capital Partners, One Stamford Plaza, 263 Tresser Blvd., 15th floor, Stamford, Connecticut 06901.

6. Ownership and Control of KKR Unblocked and KKR Blocked:

The following entities are or may be attributed an indirect 10% or greater interest in Holdings through KKR Unblocked and KKR Blocked:

Name: KKR Knox Aggregator LLC
Address: c/o Kohlberg Kravis Roberts & Co. L.P.
30 Hudson Yards, Suite 7500
New York, NY 10001
Citizenship: Delaware
Principal Business: Investment Activities
Attributed Interest: Approx. 46.0% (indirectly as the general partner of each of KKR Unblocked and KKR Blocked)

The sole member of KKR Knox Aggregator LLC is KKR Global Infrastructure Investors III (Knox) Direct L.P., which is also a limited partner of KKR Unblocked.

Name: KKR Global Infrastructure Investors IV USD (Knox) Electing L.P.
("KKR Global IV Electing")
Address: c/o Kohlberg Kravis Roberts & Co. L.P.
30 Hudson Yards, Suite 7500
New York, NY 10001
Citizenship: Ontario
Principal Business: Investment Activities
Attributed Interest: Approx. 14.0% (indirectly as 40.7% limited partner of KKR
Blocked)

No limited partner of KKR Global IV Electing is or will be attributed a 10% or greater interest in Holdings. The general partner of KKR Global IV Electing is KKR Associates Infrastructure IV AIV L.P.

Name: KKR Associates Infrastructure IV AIV L.P. ("KKR Associates
IV")
Address: c/o Kohlberg Kravis Roberts & Co. L.P.
30 Hudson Yards, Suite 7500
New York, NY 10001
Citizenship: Delaware
Principal Business: Investment Activities
Attributed Interest: Approx. 17.7% (indirectly as (i) the general partner of KKR Global
IV Electing and (ii) the general partner of certain other limited
partners of KKR Blocked and KKR Unblocked, none of which are
or will be attributed an indirect 10% or greater interest in Holdings)

Except for KKR Infrastructure IV Holdings AIV Limited, no limited partner of KKR Associates IV is or will be attributed a 10% or greater interest in Holdings. The general partner of KKR Associates IV is KKR Infrastructure IV AIV LLC.

Name: KKR Infrastructure IV Holdings AIV Limited
Address: c/o Kohlberg Kravis Roberts & Co. L.P.
30 Hudson Yards, Suite 7500
New York, NY 10001
Citizenship: Cayman Islands
Principal Business: Investment Activities
Attributed Interest: Approx. 17.7% (indirectly as a limited partner of KKR Associates
IV and the sole member of KKR Infrastructure IV AIV LLC (see
below).

The sole shareholder of KKR Infrastructure IV Holdings AIV Limited is KKR Group Partnership L.P. (see below).

Name: KKR Infrastructure IV AIV LLC
Address: c/o Kohlberg Kravis Roberts & Co. L.P.
30 Hudson Yards, Suite 7500
New York, NY 10001
Citizenship: Delaware
Principal Business: Investment Activities
Attributed Interest: 17.7% (indirectly as the general partner of KKR Associates IV)

The sole member of KKR Infrastructure IV AIV LLC is KKR Infrastructure IV Holdings AIV Limited (see above).

Name: KKR Global Infrastructure Investors III (Knox) Electing L.P.
Address: c/o Kohlberg Kravis Roberts & Co. L.P.
30 Hudson Yards, Suite 7500
New York, NY 10001
Citizenship: Delaware
Principal Business: Investment Activities
Attributed Interest: 13.2% (indirectly as 38.3% limited partner of KKR Blocked)

No limited partner of KKR Global Infrastructure Investors III (Knox) Electing L.P. is or will be attributed a 10% or greater interest in Holdings. The general partner of KKR Global Infrastructure Investors III (Knox) Electing L.P. is KKR Associates Infrastructure III AIV SCSp (see below).

With the exception of KKR Global Infrastructure Investors III (Knox) Direct L.P. and as otherwise described above, no other limited partner of KKR Unblocked or KKR Blocked is or will be attributed a 10% or greater interest in Holdings.

Name: KKR Global Infrastructure Investors III (Knox) Direct L.P.
("KKR Global")
Address: c/o Kohlberg Kravis Roberts & Co. L.P.
30 Hudson Yards, Suite 7500
New York, NY 10001
Citizenship: Delaware
Principal Business: Investment Activities
Attributed Interest: Approx. 46.0% (indirectly as the sole member of KKR Knox Aggregator LLC and a limited partner of KKR Unblocked)

No limited partner of KKR Global is or will be attributed a 10% or greater interest in Holdings. The general partner of KKR Global is KKR Associates Infrastructure III AIV SCSp.

Name: KKR Associates Infrastructure III AIV SCSp (“KKR Associates”)
Address: c/o Kohlberg Kravis Roberts & Co. L.P.
30 Hudson Yards, Suite 7500
New York, NY 10001
Citizenship: Luxembourg
Principal Business: Investment Activities
Attributed Interest: Approx. 46.0% (indirectly as (i) the general partner of KKR Global and (ii) the general partner of certain other limited partners of KKR Blocked and KKR Unblocked, none of which are or will be attributed an indirect 10% or greater interest in Holdings)

Except for KKR Infrastructure III Holdings AIV Limited (see below), no limited partner of KKR Associates is or will be attributed a 10% or greater interest in Holdings. The general partner of KKR Associates is KKR Infrastructure III AIV S.à r.l.

Name: KKR Infrastructure III AIV S.à r.l.
Address: c/o Kohlberg Kravis Roberts & Co. L.P.
30 Hudson Yards, Suite 7500
New York, NY 10001
Citizenship: Luxembourg
Principal Business: Investment Activities
Attributed Interest: Approx. 46.0% (indirectly as the general partner of KKR Associates)

The sole shareholder of KKR Infrastructure III AIV S.à r.l. is KKR Infrastructure III Holdings AIV Limited, which is also a limited partner of KKR Associates.

Name: KKR Infrastructure III Holdings AIV Limited
Address: c/o Kohlberg Kravis Roberts & Co. L.P.
30 Hudson Yards, Suite 7500
New York, NY 10001
Citizenship: Cayman Islands
Principal Business: Investment Activities
Attributed Interest: Approx. 46.0% (indirectly as the sole shareholder of KKR Infrastructure III AIV S.à r.l. and a limited partner of KKR Associates)

KKR Infrastructure III Holdings AIV Limited has two shareholders. KKR Group Partnership L.P. (see below) holds 100% of the Class A Shares and KKR Financial Holdings LLC holds 100% of the Class B Shares. Each of KKR Group Partnership L.P. and KKR Financial Holdings LLC have 50/50 voting rights in KKR Infrastructure III Holdings AIV Limited.

Name: KKR Financial Holdings LLC
Address: c/o Kohlberg Kravis Roberts & Co. L.P.
30 Hudson Yards, Suite 7500
New York, NY 10001
Citizenship: Delaware
Principal Business: Investment Activities
Attributed Interest: Approx. 46.0% (indirectly as the Class B shareholder of KKR Infrastructure III Holdings AIV Limited)

KKR Group Partnership L.P. is the sole member of KKR Financial Holdings LLC.

Name: KKR Group Partnership L.P.
Address: c/o Kohlberg Kravis Roberts & Co. L.P.
30 Hudson Yards, Suite 7500
New York, NY 10001
Citizenship: Cayman Islands
Principal Business: Investment Activities
Attributed Interest: Approx. 46.0% (indirectly as the Class A shareholder of KKR Infrastructure III Holdings AIV Limited and the sole member of KKR Financial Holdings LLC)

No limited partner of KKR Group Partnership L.P. is or will be attributed a 10% or greater interest in Holdings. The general partner of KKR Group Partnership L.P. is KKR Group Holdings Corp.

Name: KKR Group Holdings Corp.
Address: c/o Kohlberg Kravis Roberts & Co. L.P.
30 Hudson Yards, Suite 7500
New York, NY 10001
Citizenship: Delaware
Principal Business: Investment Activities
Attributed Interest: Approx. 46.0% (indirectly as the general partner of KKR Group Partnership L.P.)

The sole shareholder of KKR Group Holdings Corp. is KKR & Co. Inc.

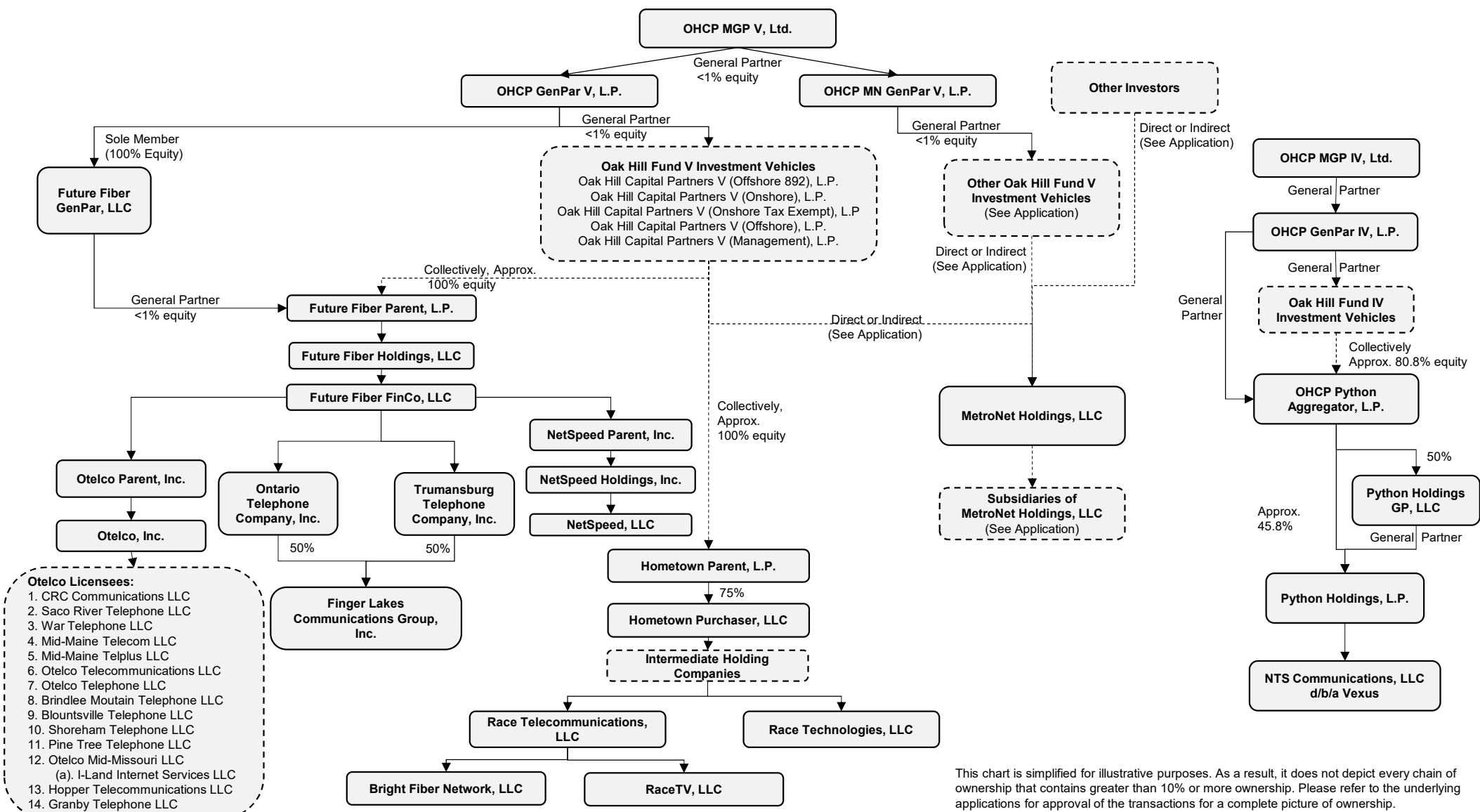
Name: KKR & Co. Inc. ("KKR")
Address: c/o Kohlberg Kravis Roberts & Co. L.P.
30 Hudson Yards, Suite 7500
New York, NY 10001
Citizenship: Delaware
Principal Business: Investment Activities
Attributed Interest: Approx. 46.0% (indirectly as the sole shareholder of KKR Group Holdings Corp.)

KKR is a publicly traded company listed on the New York Stock Exchange. No KKR shareholders is or will be attributed a 10% or greater interest in Holdings.

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

EXHIBIT C

Relationship Between Transferee and Other identified FCC-Regulated Entities



VERIFICATIONS

VERIFICATION

I, Stacey L. Hamlin, state that I am the President and CEO of CTS Communications Corp. and its subsidiary, Climax Telephone Company (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 with respect to 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 ___ day of September 24 2021.



Name: Stacey L. Hamlin

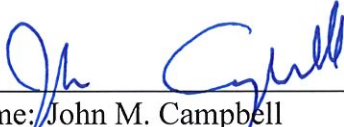
Title: President and CEO

CTS Communications Corp.

VERIFICATION

I, John M. Campbell, state that I am Executive Vice President, Secretary and General Counsel of MetroNet Holdings, LLC and its subsidiaries including MetroNet Systems Holdings, LLC (collectively, 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 with respect to the Company 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 27th day of September, 2021.



Name: John M. Campbell
Title: Executive Vice President, Secretary and
MetroNet Holdings, LLC