

Morgan Lewis

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January 21, 2020

VIA IBFS

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

Re: Notification Regarding the *Pro Forma* Transfer of Control of Uniti Fiber LLC and Hunt Telecommunications, LLC

Dear Secretary Dortch:

Uniti Fiber LLC ("Uniti Fiber") and Hunt Telecommunications, LLC ("Hunt") (together, the "Licensees") and Uniti Group LP (together with the Licensees, the "Parties"), pursuant to 47 C.F.R. § 63.24(f), notify the Commission of a *pro forma* change completed on December 31, 2019 that resulted in a change in Licensees' intermediate ownership and control structure, with no change to its ultimate owner (the "*Pro Forma Change*"). Since the ultimate control and ownership of Licensees did not change, the *Pro Forma Change* was *pro forma* in nature.

Information Required by Section 63.24(f)(2)

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

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

Uniti Group LP
10802 Executive Center Drive, Suite 300
Little Rock, AR
501-850-0820

Morgan, Lewis & Bockius LLP

1111 Pennsylvania Ave., NW
Washington, DC 20004-2541
United States

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Uniti Fiber LLC
Hunt Telecommunications, Inc.
107 St. Francis Street, Suite 1800
Mobile, AL 36602
727-471-5600

Sections 63.18(b): Organization of the Parties:

Uniti Group LP is a Delaware limited partnership.

Uniti Fiber is a Delaware limited liability company.

Hunt is a Louisiana limited liability company.

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

Ronald W. Del Sesto, Jr.
Brett P. Ferenchak
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Section 63.18(d): The Licensees holds the following international Section 214 authorizations:

Uniti Fiber holds international Section 214 authority to provide global and limited global resale and facilities-based services granted in IB File No. ITC-214-20160509-00152.

Hunt holds international Section 214 authority to global or limited global facilities-based or resale basis granted in ITC-214-20140114-00010.

Uniti Fiber and Hunt also are authorized to provide interstate service by virtue of blanket domestic Section 214 authority. See 47 C.F.R. § 63.01.

Sections 63.18(h): See **Attachment 1** for the ownership of Uniti Fiber and Hunt. See **Attachment 2** for the pre-*Pro Forma Change* and current corporate structure of the Parties.

The Parties certify that the *Pro Forma Change* was *pro forma*, and did not result in a change in the actual controlling party of the Licensees, which remains Uniti Fiber LP and ultimately Uniti Group Inc. ("Parent"), or the authorizations held by the Licensees.

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

Respectfully submitted,

/s/ Brett P. Ferenchak

Ronald W. Del Sesto, Jr.
Brett P. Ferenchak
Stephany Fan

Counsel for the Parties

ATTACHMENT 1

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

The following entities currently hold, directly or indirectly, a 10% or greater interest¹ in Uniti Fiber LLC and Hunt Telecommunications, LLC, as calculated pursuant to the Commission ownership attribution rules for international telecommunications carriers:

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

Name: Uniti Group Finance Holdco Inc. ("Newco")
Address: 10802 Executive Center Drive
Benton Building, Suite 300
Little Rock, Arkansas 72211
Interest: 49% (indirectly, as 49% direct owner of Fiber Holdings)
Citizenship: Delaware
Principal Business: Holding Company

Name: CSL National, LP
Address: 10802 Executive Center Drive
Benton Building, Suite 300
Little Rock, Arkansas 72211
Interest: 49% (indirectly, as approximately 100% owner of Newco)
Citizenship: Delaware
Principal Business: Holding Company

Name: CSL Capital, LLC
Address: 10802 Executive Center Drive
Benton Building, Suite 300
Little Rock, Arkansas 72211
Interest: 49% (indirectly, as approximately 99% limited partner of CSL National, LP and sole member of CSL National GP, LLC, which is the general partner (1%) of CSL National, LP)
Citizenship: Delaware
Principal Business: Holding Company

¹ Unless otherwise indicated, the ownership interests provided herein represent both equity and voting interests.

Name: Uniti Group LP
Address: 10802 Executive Center Drive
Benton Building, Suite 300
Little Rock, Arkansas 72211
Ownership: 100% (indirectly, as 51% direct owner of Fiber Holdings
and sole member of CSL Capital, LLC)
Citizenship: Delaware
Principal Business: Holding Company

Name: Uniti Group Inc.
Address: 10802 Executive Center Drive
Benton Building, Suite 300
Little Rock, Arkansas 72211
Ownership: 100% (indirectly, as 98% General Partner of Uniti Group
LP and sole member of Uniti Group LP LLC, which is a less
than 1% limited partner of Uniti Group LP)
Citizenship: Maryland
Principal Business: Holding Company

To the Parties' knowledge, no other person or entity, directly or indirectly, owns or controls a ten percent (10%) or greater interest in the Parties.

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

Neither of the Licensees have any interlocking directorates with a foreign carrier. The Parties certify that they are not foreign carriers or affiliated (as defined in 47 C.F.R. § 63.09) with any foreign carriers.

Answer to Question 13 - Description of the *Pro Forma Change*

The *Pro Forma Change* involved the removal of two intermediate companies (*i.e.*, Uniti Holdings LP² and Uniti Holdings GP LLC³) from the ownership and control chain between Uniti Group LP and Fiber Holdings, and the insertion of four intermediate companies (*i.e.*, CSL Capital, LLC,⁴ CSL

² Uniti Holdings LP is a Delaware limited partnership.

³ Uniti Holdings GP LLC is a Delaware limited liability company.

⁴ CSL Capital, LLC is a Delaware limited liability company.

National GP, LLC,⁵ CSL National, LP⁶ and a new entity, Uniti Group Finance Holdco Inc. (“NewCo”)⁷ (collectively, the “New Intermediate Cos.”). As a result of the *Pro Forma Change*, except for a limited number of individuals that hold a *de minimis* amount of preferred shares in NewCo (necessary to meet certain real estate investment trust tax requirements), Uniti Group LP directly and indirectly through the New Intermediate Cos., owns Fiber Holdings and thus Licensees. Since Licensees remain nearly wholly owned, indirect subsidiaries of Uniti Group LP and Parent, the *Pro Forma Change* was *pro forma* in nature.

Charts depicting the pre-*Pro Forma Change* and current ownership structure of the Parties are attached as **Attachment 2**.

⁵ CSL National GP, LLC is a Delaware limited liability company.

⁶ CSL National, LP is a Delaware limited partnership.

⁷ NewCo is a Delaware corporation, which is nearly wholly owned by Uniti Group LP, and was formed for the purposes of completing the *Pro Forma Change*.

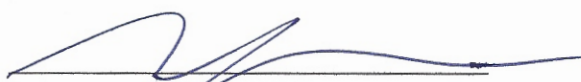
ATTACHMENT 2

Pre-*Pro Forma Change* and Current Corporate Ownership Structure Charts

VERIFICATION

I, Jeffrey R. Strenkowski, hereby declare that I am the Vice President and Deputy General Counsel of Governmental Affairs of Uniti Group Inc. ("Uniti Group"); that I am authorized to make this Verification on behalf of Uniti Group and its subsidiaries (collectively, 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 21st day of January, 2020.



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