

In the Matter of the Joint Application of

**Arrival Communications Corp.,**  
**DSCI, LLC,**  
**Mpower Communications Corp.,**  
**TPx Communications Co., and**  
**U.S. TelePacific Corp.,**  
*Assignors,*

and

**Uniti Leasing X LLC,**  
*Assignee,*

For Grant of Authority Pursuant to  
Section 214 of the Communications Act of 1934,  
as amended, and Sections 63.03 and 63.04 of the  
Commission’s Rules to Assign Certain Assets  
of Authorized Domestic Section 214 Carriers

WC Docket No. 18-\_\_\_\_\_

Arrival Communications Corp. (“Arrival”), DSCI, LLC (“DSCI”), Mpower Communications Corp. (“Mpower”), TPx Communications Co. (f/k/a TelWest Network Services Corporation) (“TCC”), and U.S. TelePacific Corp (“TelePacific” and together with Arrival, DSCI, Mpower, and TCC, “Assignors”) and Uniti Leasing X LLC (“Uniti Leasing” or “Assignee”) (Assignors and Assignee collectively, the “Applicants”), pursuant to Section 214 of the Communications Act, as amended, 47 U.S.C. § 214, and Sections 63.03 and 63.04 of the Commission’s Rules, 47 C.F.R. §§ 63.03, 63.04, request authority to assign certain interstate

telecommunications assets of Assignors to Assignee (the “Transaction”). Assignors, together with their affiliates, are referred to as “TPx”.<sup>1</sup>

The interstate assets being sold are fiber optic cable strands, all sheaths and similar conduits surrounding or travelling the same routes as said fiber optic cable strands, the panel or similar item of equipment connecting to said fiber optic cable strands at each identifiable demarcation or other end-point of said fiber optic cable strands, all hand holes, manholes and similar means of access to such fiber optic cable strands, sheaths and conduits (collectively, the “Network”). Assignors are not selling any electronics to light the Network or their customer base. Rather, Assignors will lease the Network and continue to operate it on a long-term basis pursuant to a Master Lease Agreement. Accordingly, as described below, Assignors’ customers will continue to receive the same quality of service from Assignors at existing rates and terms

In support, Applicants provide the following information:

## **II. DESCRIPTION OF THE APPLICANTS**

### **A. Assignors**

Assignors are wholly owned subsidiaries of U.S. TelePacific Holdings Corp. (“TPx Holdings”). TPx has its headquarters located at 515 S. Flower Street, 45<sup>th</sup> Floor, Los Angeles, California, 90071-2201. Ownership of Assignors is provided in **Exhibit A**.

Assignors provide facilities-based business communications services, including local, long distance, data and Internet services to small-to-medium sized businesses. TPx is one of the largest telecommunications companies headquartered in California.

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<sup>1</sup> Certain intrastate assets of Assignors’ affiliate, ICG ChoiceCom L.P. (“ICG”), will also be assigned to Uniti Leasing. ICG’s assets are all located in Texas and are not used to provide common carrier interstate telecommunications services. Therefore, Applicants are not seeking approval from the Commission to assign ICG’s assets to Uniti Leasing.

## **B. Uniti Leasing X LLC**

Uniti Leasing was established for the purpose of undertaking the Transaction contemplated in this Application. Uniti Leasing is a wholly-owned indirect subsidiary of Uniti Group Inc. (“Uniti Group”), a Maryland corporation. Both Uniti Leasing and Uniti Group are headquartered at 10802 Executive Center Drive, Suite 300, Little Rock, Arkansas 72211. Uniti Group is a publicly traded real estate investment trust that engages in the acquisition and construction of infrastructure in the communications industry. Uniti Group does not provide telecommunications services. It owns and operates a number of licensed telecommunications providers in the District of Columbia and all states except Alaska and Hawaii.

## **III. DESCRIPTION OF THE TRANSACTION**

Pursuant to Asset Purchase Agreements dated February 15, 2018 by and between TPx Holdings and Uniti Leasing, Uniti Leasing shall acquire the Network of Assignors in the States of California, Massachusetts, Nevada, and Texas, which includes roughly 648 fiber route miles. Assignors will provide, own and operate the electronic equipment necessary to “light” the Network. Assignors will lease the Network from Uniti Leasing pursuant to a Master Lease Agreement to be executed prior to completion of the Network sale, and Sellers will continue to operate the Network on a long-term basis. The initial term of the Master Lease Agreement is 15 years from commencement and may be extended by Sellers for up to five (5) separate “Renewal Terms” of five (5) years each.

The net result of these two arrangements is that Uniti Leasing will purchase the Network of Assignors, and will then lease it back to TPx for continued management and operation. Assignors will employ the leased Network to continue to provide telecommunications services to its existing (and potential new) customers. The transaction will infuse TPx with capital (which

TPx will use to pay down long-term debt and fund other appropriate corporate purposes). The lease payments from TPx to Uniti Leasing will provide a return to Uniti Group's real estate investment trust portfolio, for the life of the lease.

#### **IV. PUBLIC INTEREST STATEMENT**

The proposed Transaction serves the public interest. The Transaction will provide capital to TPx, which the company can use to pay down its long-term debt and to fund other corporate purposes, while the company maintains a long term lease of the Network to continue to operate it and to serve existing customers. In return, Uniti Leasing will receive rental payments from TPx for the life of the lease arrangement. As such, the proposed Transaction will have no adverse impact on the customers of Assignors. Immediately following the Transaction, Assignors will continue to provide service at the same rates, terms, and conditions, as governed by their existing contracts. The Transaction will be transparent to customers and conducted pursuant to the terms of their individually negotiated contracts for service.

#### **V. INFORMATION REQUIRED BY SECTION 63.04**

In lieu of an attachment, 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 in order to address the requirements set forth in Commission Rule 63.04(a)(1)-(12), 47 C.F.R. § 63.04(a)(1)-(12):

##### **(a)(1) Name, address and telephone number of each Applicant:**

|                   |                              |                        |
|-------------------|------------------------------|------------------------|
| <u>Assignors:</u> | Arrival Communications Corp. | <b>FRN: 0003774536</b> |
|                   | DSCI, LLC                    | <b>FRN: 0023549140</b> |
|                   | Mpower Communications Corp.  | <b>FRN: 0003733102</b> |
|                   | TPx Communications Co.       | <b>FRN: 0012635231</b> |
|                   | U.S. TelePacific Corp.       | <b>FRN: 0003733813</b> |

Assignors are located at:  
515 S. Flower Street, 45th Floor  
Los Angeles, CA 90071-2201  
Tel: (213) 213-3000

Assignee: Uniti Leasing X LLC  
10802 Executive Center Drive  
Benton Building, Suite 300  
Little Rock, Arkansas 72211  
Tel: (501) 850-0820

**FRN: 0027277755**

**(a)(2) Jurisdiction of Organizations:**

Assignors: Arrival is a Delaware corporation.  
DSCI is a Delaware limited liability company.  
Mpower is a Nevada corporation.  
TCC is a Washington corporation.  
TelePacific is a California corporation.

Assignee: Uniti Leasing is a Delaware limited liability company.

**(a)(3) Correspondence concerning this Application should be sent to:**

For Applicants:

Ronald W. Del Sesto, Jr.  
Tamar E. Finn  
Morgan Lewis & Bockius LLP  
1111 Pennsylvania Ave., N.W.  
Washington, DC 20004  
Tel: 202-739-3000  
Fax: 202-739-3001  
[ronald.delsesto@morganlewis.com](mailto:ronald.delsesto@morganlewis.com)  
[tamar.finn@morganlewis.com](mailto:tamar.finn@morganlewis.com)

With copies for Assignee to:

Jeffrey R. Strenkowski  
Vice President, Deputy General  
Counsel of Governmental Affairs  
Uniti, The Communications REIT  
10802 Executive Center Drive  
Benton Building, Suite 300  
Little Rock, Arkansas 72211  
Tel: 301-774-0461  
[jeffrey.strenkowski@uniti.com](mailto:jeffrey.strenkowski@uniti.com)

With copies for Assignors to:

William Hunt  
Senior Vice President, General Counsel,  
and Secretary  
U.S. TelePacific Corp.  
515 S. Flower Street, 45th Floor  
Los Angeles, CA 90071-2201  
Tel: 303-268-5420  
[william.hunt@tpx.com](mailto:william.hunt@tpx.com)

**(a)(4) Ownership**

Ownership of Assignors is provided in **Exhibit A**.

The following individuals hold, directly or indirectly, a 10% or greater interest in Uniti Leasing as calculated pursuant to the Commission's ownership rules for wireline and international telecommunications carriers:

|                     |  |
|---------------------|--|
| Name:               | Uniti Leasing LLC  |
| Address:            | 10802 Executive Center Drive,<br>Benton Building, Suite 300<br>Little Rock, AR 72211 |
| Ownership:          | 100% (directly in Uniti Leasing X LLC)   |
| Citizenship:        | Delaware   |
| Principal Business: | Holding Company  |

|                     |  |
|---------------------|--|
| Name:               | Uniti QRS Holdings LP  |
| Address:            | 10802 Executive Center Drive,<br>Benton Building, Suite 300<br>Little Rock, AR 72211 |
| Ownership:          | 100% (indirectly as 100% direct owner of Uniti Leasing LLC)                          |
| Citizenship:        | Delaware   |
| Principal Business: | Holding Company  |

Name: Uniti QRS Holdings GP LLC  
Address: 10802 Executive Center Drive,  
Benton Building, Suite 300  
Little Rock, AR 72211  
Ownership: 100% (indirectly as the general partner (0.1%) of Uniti  
QRS Holdings LP)  
Citizenship: Delaware  
Principal Business: Holding Company

Name: Uniti Holdings LP  
Address: 10802 Executive Center Drive,  
Benton Building, Suite 300  
Little Rock, AR 72211  
Ownership: 100% (indirectly as sole limited partner (99.9%) of Uniti  
QRS Holdings LP and sole member of Uniti Holdings GP  
LLC)  
Citizenship: Delaware  
Principal Business: Holding Company

Name: Uniti Holdings GP LLC  
Address: 10802 Executive Center Drive,  
Benton Building, Suite 300  
Little Rock, AR 72211  
Ownership: 100% (indirectly as non-economic general partner of Uniti  
Holdings LP)  
Citizenship: Delaware  
Principal Business: Holding Company

Name: Uniti Group LP  
Address: 10802 Executive Center Drive,  
Benton Building, Suite 300  
Little Rock, AR 72211  
Ownership: 100% (indirectly as sole limited partner of Uniti Holdings  
LP and as sole member of Uniti Holdings GP, LLC)  
Citizenship: Delaware  
Principal Business: Holding Company

Name: Uniti Group Inc.  
Address: 10802 Executive Center Drive  
Benton Building, Suite 300  
Little Rock, AR 72211  
Ownership: 100% (indirectly as General Partner (99%) of Uniti Group LP and sole member of Uniti Group LP LLC (a Delaware limited liability company and sole limited partner (1%) of Uniti Group LP))  
Citizenship: Maryland  
Principal Business: Real Estate Investment Trust

Uniti Group is a publicly traded company (NASDAQ: UNIT) whose stock ownership varies on a daily basis. Based on information filed with the SEC with respect to Uniti Group and other information provided to Uniti Group, to the knowledge of Uniti Group's management, no other person or entity currently holds a 10% or greater direct or indirect interest in Assignee through Uniti Group. Please see the response to (a)(7) below for the domestic telecommunications carriers in which Uniti Group (or its affiliates as defined by the Act) own or control a 10 percent or greater, direct or indirect, ownership interest.

**(a)(5) Certification Pursuant to Rule Sections 1.2001-1.2003**

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 Application is subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 853.

**(a)(6) Description of the Transaction**

A description of the proposed Transaction is set forth in **Section III** above.

**(a)(7) Description of Geographic Areas Served**

Arrival provides telecommunications services in California; DSCI provides telecommunications services in California, Connecticut, District of Columbia, Florida, Georgia, Maine, Massachusetts, New Hampshire, New Jersey, New York, Pennsylvania, Rhode Island, Texas and Vermont; Mpower provides telecommunications services in California and Nevada; TCC provides telecommunications services in Texas; and TelePacific provides business communications services, including local, long distance, data and Internet services to thousands of small-to-medium sized businesses in California and Nevada. All of the services of Assignors



are competitive and none of the Assignors nor any affiliate holds a dominant position in any market.

Currently, Assignee is not providing telecommunications services or authorized to provide telecommunications in any state, but is seeking authority to provide intrastate telecommunications services in California. Uniti Group, a Maryland corporation, does not provide telecommunications services in its own right. Uniti Group wholly owns Talk America Services, LLC (“TAS”), a Delaware limited liability company that provides resold and facilities-based telecommunications services in the District of Columbia and all states, except Alaska, California and Hawaii. Uniti Group also wholly owns Tower Cloud, Inc., a Delaware corporation that is a “carrier’s carrier” providing cellular site backhaul and other related telecommunications services primarily to providers of wireless telecommunications as well as others in Alabama, Florida, Georgia, North Carolina, and South Carolina. Uniti Group also wholly owns Uniti Fiber LLC (“Uniti Fiber”), a Delaware limited liability company. Uniti Fiber is also a “carrier’s carrier” providing cell site backhaul and related telecommunications services to providers of wireless telecommunications as well as other carriers. Uniti Fiber holds authority to provide such telecommunications services in Alabama, California, Florida, Michigan, North Carolina, Ohio, South Carolina, Texas, and Wisconsin. Uniti Fiber, in turn, wholly owns a number of subsidiaries (all of which are Delaware limited liability companies) through which it offers such services in several additional states as follows: PEG Bandwidth DC, LLC (authorized to provide telecommunications services in the District of Columbia), PEG Bandwidth DE, LLC (authorized to provide telecommunications services in Delaware), PEG Bandwidth IA, LLC (authorized to provide telecommunications services in Iowa), PEG Bandwidth IL, LLC (authorized to provide telecommunications services in Illinois, Indiana, Iowa, Kentucky (de-registration request pending), and Missouri), PEG

Bandwidth LA, LLC (authorized to provide telecommunications services in Louisiana), PEG Bandwidth MA, LLC (authorized to provide telecommunications services in Massachusetts), PEG Bandwidth MD, LLC (authorized to provide telecommunications services in Maryland and West Virginia), PEG Bandwidth MS, LLC (authorized to provide telecommunications services in Mississippi), PEG Bandwidth NJ, LLC (authorized to provide telecommunications services in New Jersey), PEG Bandwidth NY, LLC (authorized to provide telecommunications services in New York), PEG Bandwidth PA, LLC (authorized to provide telecommunications services in Pennsylvania), PEG Bandwidth TX, LLC (authorized to provide telecommunications services in Texas) and PEG Bandwidth VA, LLC (authorized to provide telecommunications services in Virginia). Uniti Fiber also wholly owns Contact Network, LLC (dba InLine) (“Contact Network”), an Alabama limited liability company, that is authorized to provide retail telecommunications services in Alabama, Illinois, Louisiana and Mississippi. Uniti Group also wholly owns Southern Light, LLC. Southern Light is authorized to provide telecommunications services in Alabama, Florida, Georgia, Kentucky, Louisiana, Mississippi, North Carolina and South Carolina. Uniti Group also wholly owns Hunt Telecommunications, LLC (authorized to provide telecommunications services in Louisiana), which in turn wholly owns Nexus Systems, Inc. (authorized to provide telecommunications services in Louisiana).

**(a)(8) Request for Streamlined Processing**

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. This Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) because, immediately following the Transaction, (1) Assignee and its affiliates (as defined in Section 3(1) of the Communications Act – (“Affiliates”)) combined will hold less than a ten percent (10%) share of

the interstate, interexchange market; (2) Assignee and its Affiliates will provide local exchange service only in areas served by dominant local exchange carriers (none of which is a party to the proposed Transaction) and; (3) neither Assignee nor its Affiliates is dominant with respect to any service.

**(a)(9) Other Commission Applications Related to this Transaction**

There are no other applications being filed with the Commission with respect to this Transaction.

**(a)(10) Special Consideration Requests**

No party is requesting special consideration because it is facing imminent business failure. However, prompt completion of the proposed Transaction is critical to ensure that Applicants can obtain the benefits described in the foregoing application. Accordingly, Applicants respectfully request that the Commission approve this Application expeditiously in order to allow Applicants to consummate the proposed Transaction as soon as possible.

**(a)(11) Waiver Requests**

Not applicable. Applicants are not requesting any waivers.

**(a)(12) Public Interest Statement**

A statement showing how grant of the application will serve the public interest, convenience and necessity is provided in **Section IV** above.

**VI. CONCLUSION**

For these reasons, Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by a grant of this Application. Applicants therefore respectfully

request that the Commission consider and approve this Application expeditiously to permit Applicants to consummate the proposed Transaction as soon as possible.

Respectfully submitted,

/s/ *Ronald W. Del Sesto, Jr.*

Tamar E. Finn  
Ronald W. Del Sesto, Jr.  
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Dated: February 26, 2018

## **EXHIBIT A**

### **Ownership of Assignors**

The following individuals hold, directly or indirectly, a 10% or greater interest in Assignors as calculated pursuant to the Commission's ownership rules for wireline and international telecommunications carriers:

- 1) The following entity wholly owns **Arrival Communications, Inc., DSCI, LLC** and **TPx Communications Co.:**

Name: U.S. TelePacific Corp.  
Address: 515 S. Flower Street, 45th Floor  
Los Angeles, California 90071-2201  
Citizenship: U.S.  
Principal Business: Telecommunications  
% Equity: 100% (directly)

- 2) The following entity wholly owns **Mpower Communications Corp.:**

Name: Mpower Holding Corporation  
Address: 515 S. Flower Street, 45th Floor  
Los Angeles, California 90071-2201  
Citizenship: U.S.  
Principal Business: Holding Company  
% Equity: 100% (directly)

- 3) The following entity wholly owns or controls **U.S. TelePacific Corp.** and **Mpower Holding Corporation.**

Name: U.S. TelePacific Holdings Corp. ("TPx Holdings")  
Address: 515 S. Flower Street, 45th Floor  
Los Angeles, California 90071-2201  
Citizenship: U.S.  
Principal Business: Holding Company  
% Equity: 100% (directly)

4) The following entities own or control 10% or more of **U.S. TelePacific Holdings Corp.:**

Name: Investcorp S.A.<sup>2</sup>  
Address: c/o Paget-Brown Trust Company Ltd.  
P.O. Box 1111, Boundary Hall, Cricket Square  
Grand Cayman, KY1-1102, Cayman Islands  
Citizenship: Cayman Island  
Principal Business: Investing  
% Equity: 41.7%

Name: Clarity Partners, L.P.<sup>3</sup>  
Address: 100 North Crescent Drive, Suite 300  
Beverly Hills, CA 90210  
Citizenship: U.S. (Delaware)  
Principal Business: Investing  
% Equity: 23.97%

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<sup>2</sup> Investcorp S.A. does not hold a direct interest in TPx Holdings. Instead, Investcorp S.A.'s 41.7% interest is held indirectly through control of various corporations. Of these corporations, only TelePacific Equity Limited individually owns or controls more than 10% of TPx Holdings. All of the intermediate corporations and the approximate magnitudes of their interests are as follows: Investcorp Properties Limited (2.3%); Investcorp International, Inc. (2.3%); Investcorp TPC L.P. (6.0%); and Investcorp Secondary Partners I, L.P. (8.1%). In addition, Investcorp S.A., or a wholly owned subsidiary of Investcorp S.A., has entered into revocable management agreements to direct the voting and disposition of the stock held by Aguanga Limited (2.4%); Cahuilla Limited (2.4%); Fallbrook Limited (2.4%); Palmas Limited (2.4%); TelePacific Holdings Limited (0.9%); TelePacific Equity Limited (12.5%). All of these entities are Cayman Islands companies, with the exception of Investcorp Properties Limited and Investcorp International, which were formed in Delaware, and have their principal places of business in Delaware and New York, respectively. All of the Cayman Islands companies can be reached at c/o Paget Brown Trust Company Limited, P.O. Box 1111, Boundary Hall, Cricket Square, George Town, Grand Cayman, Cayman Islands, except for Aguanga Limited, Cahuilla Limited, Fallbrook Limited and Palmas Limited, which can be reached at: c/o Martonemere Services Ltd., P.O. Box 2197, West Wind Building, Harbour Drive, George Town, Grand Cayman, Cayman Islands.

<sup>3</sup> Clarity Partners, L.P., a Delaware limited partnership, holds 20.71% in TPx Holdings. Two Delaware limited partnerships, Clarity Advisors, L.P. and Clarity Associates, L.P., hold 2.98% and 0.28% in TPx Holdings, respectively. The general partner of each of these Delaware limited partnerships is Clarity GenPar, LLC, a Delaware limited liability company. All of these entities are can be reached at 100 North Crescent Drive, Suite 300, Beverly Hills, CA 90210.

- 5) The following entity owns or controls 25% or more of **Investcorp S.A.** (and indirectly owns or controls 10% or more of Assignors).

Name: Investcorp Holdings Limited  
Address: c/o Paget-Brown Trust Company Ltd.  
P.O. Box 1111, Boundary Hall, Cricket Square  
Grand Cayman, KY1-1102, Cayman Islands  
Citizenship: Cayman Islands  
Principal Business: Holding Company  
% Equity: 100%

- 6) The following entity owns or controls 25% or more of **Clarity Partners, L.P.** (and indirectly owns or controls 10% or more of Assignors).

Name: Clarity GenPar, LLC  
Address: 100 North Crescent Drive, Suite 300  
Beverly Hills, CA 90210  
Citizenship: U.S.  
Principal Business: Investing  
% Equity: 4.31%, General Partner

- 7) The following entities own or control 25% or more of **Investcorp Holdings Limited** (and indirectly own or control 10% or more of Assignors).

Name: Investcorp Bank B.S.C.  
Address: Investcorp House  
P.O. Box 5430  
Manama, Bahrain  
Citizenship: Bahrain  
Principal Business: Investment Bank  
% Equity: 100% of equity (21.03% voting control)

Name: CP Holdings Limited  
Address: c/o Paget-Brown Trust Company Ltd.  
P.O. Box 1111, Boundary Hall, Cricket Square  
Grand Cayman, KY1-1102, Cayman Islands  
Citizenship: Cayman Islands  
Principal Business: Investing  
% Equity: 71.38% voting control

- 8) The following individuals own or control 25% or more of **Clarity GenPar, LLC** (and indirectly owns or controls 10% or more of Assignors).

Name: Barry Porter  
Address: 100 North Crescent Drive, Suite 300  
Beverly Hills, CA 90210  
Citizenship: U.S.  
Principal Business: Individual  
Ownership Interest: Managing Member

Name: Stephen P. Rader  
Address: 100 North Crescent Drive, Suite 300  
Beverly Hills, CA 90210  
Citizenship: U.S.  
Principal Business: Individual  
Ownership Interest: Managing Member

Name: David Lee  
Address: 100 North Crescent Drive, Suite 300  
Beverly Hills, CA 90210  
Citizenship: U.S.  
Principal Business: Individual  
Ownership Interest: Managing Member

- 9) The following entities own or control more than 25% of **Investcorp Bank B.S.C.** (and indirectly own or control 10% or more of Assignors).

Name: CP Holdings Limited  
Address: c/o Paget-Brown Trust Company Ltd.  
P.O. Box 1111, Boundary Hall, Cricket Square  
Grand Cayman, KY1-1102, Cayman Islands  
Citizenship: Cayman Islands  
Principal Business: Investing  
% Equity: 41.41%

Name: Ownership Holdings Limited  
Address: c/o Paget-Brown Trust Company Ltd.  
P.O. Box 1111, Boundary Hall, Cricket Square  
Grand Cayman, KY1-1102, Cayman Islands  
Citizenship: Cayman Islands  
Principal Business: Holding Company  
% Equity: 9.36%



- 10) The following entity owns or controls more than 25% of **CP Holdings Limited** (and indirectly owns or controls 10% or more of Assignors).
- Name: Ownership Holdings Limited  
Address: c/o Paget-Brown Trust Company Ltd.  
P.O. Box 1111, Boundary Hall, Cricket Square  
Grand Cayman, KY1-1102, Cayman Islands  
Citizenship: Cayman Islands  
Principal Business: Holding Company  
% Equity: 63.89%
- 11) The following entities own or control more than 25% of **Ownership Holdings Limited** (and indirectly own or control 10% or more of Assignors).
- Name: SIPCO Limited  
Address: c/o Paget-Brown Trust Company Ltd.  
P.O. Box 1111, Boundary Hall, Cricket Square  
Grand Cayman, KY1-1102, Cayman Islands  
Citizenship: Cayman Islands  
Principal Business: Holding Company  
% Equity: 34.77%
- 12) The following entities own or control more than 25% of **SIPCO Limited** (and indirectly own or control 10% or more of Assignors).
- Name: SIPCO Holdings Limited  
Address: c/o Paget-Brown Trust Company Ltd.  
P.O. Box 1111, Boundary Hall, Cricket Square  
Grand Cayman, KY1-1102, Cayman Islands  
Citizenship: Cayman Islands  
Principal Business: Holding Company  
% Equity: 100% of the voting stock
- 13) The following individuals manage **SIPCO Holdings Limited**: Mr. Hussain Ibrahim Al-Fardan (Qatar citizen), Mr. Khalid Rashid Al Zayani (Bahrain citizen), Mr. Mohammed Bin Mahfoodh Alardhi (Oman citizen), and Ms. Rasha Sabkar (Bahrain citizen).

No other individual or entity owns or controls more than 10% directly or indirectly of Assignors. In addition to Assignors, the owners of Assignors own or control a 10 percent or greater, direct or indirect, ownership interest in the following domestic telecommunications carriers that are affiliates of Assignors: ICG and NextWeb, Inc. (which holds FCC wireless authorizations).

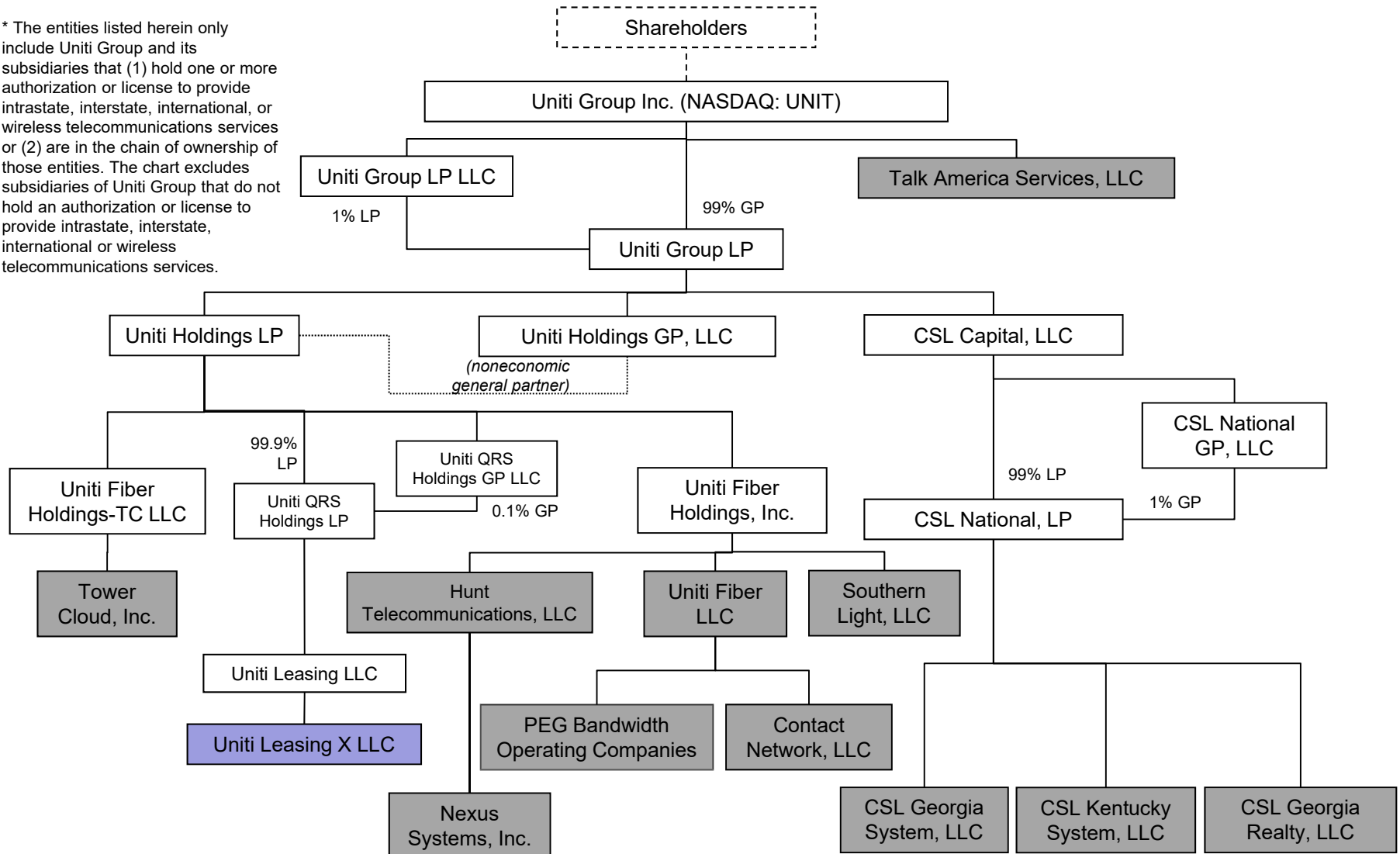
The proposed Transaction will not limit or in any way change the commitments made by U.S. TelePacific Holdings Corp., including the September 2, 2016 Letter of Assurances (“LOA”) filed with the Commission in WC Docket No. 16-67. The LOAs will remain in place following the Transaction described in this Application.

**EXHIBIT B**

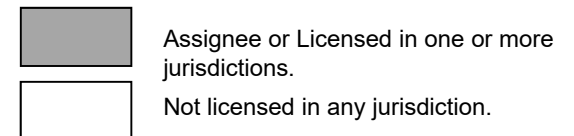
**Corporate Ownership Structure Chart of Uniti**

# Uniti Group Ownership and Entity Chart\*

\* The entities listed herein only include Uniti Group and its subsidiaries that (1) hold one or more authorization or license to provide intrastate, interstate, international, or wireless telecommunications services or (2) are in the chain of ownership of those entities. The chart excludes subsidiaries of Uniti Group that do not hold an authorization or license to provide intrastate, interstate, international or wireless telecommunications services.



Unless otherwise indicated all ownership percentages are 100%.

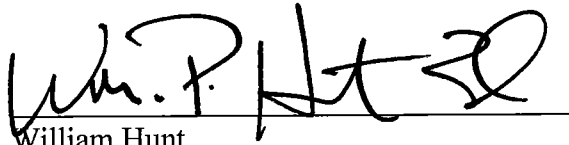


## VERIFICATIONS

## VERIFICATION

I, William Hunt, state that I am Senior Vice President, General Counsel and Secretary of U.S. TelePacific Holdings Corp. and its subsidiaries.; that I am authorized to make this Verification on behalf of U.S. TelePacific Holdings Corp. and its subsidiaries.; that the foregoing filing was prepared under my direction and supervision; and that the contents with respect to U.S. TelePacific Holdings Corp. and its subsidiaries 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 26th day of February 2018 at Denver, Colorado.

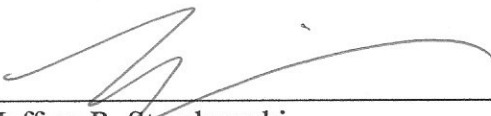
A handwritten signature in black ink, appearing to read 'Wm. P. Hunt', written over a horizontal line.

William Hunt  
Senior Vice President, General Counsel, and Secretary  
U.S. TelePacific Holdings Corp.

## VERIFICATION

I, Jeffrey R. Strenkowski, state that I am Vice President and Deputy General Counsel of Governmental Affairs of Uniti Group Inc.; that I am authorized to make this Verification on behalf of Uniti Group Inc. and its subsidiaries, including Uniti Leasing X LLC (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 26th day of February.



---

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