

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

In the Matter of the Joint Application of)
)
)

MNA Holdings, LLC and)
Bluebird Media, LLC, Transferors,)

and)
)
)

MIP IV MidWest Fiber, LLC, and)
Uniti Leasing MW LLC, Transferees,)
)

For Consent to Transfer Control of)
Missouri Network Alliance, LLC,)
Holder of Domestic Authority)
Pursuant to Section 214 of the)
Communications Act of 1934, as Amended)
to MIP IV MidWest Fiber, LLC)
_____)

WC Docket No. 19-_____

JOINT APPLICATION

MNA Holdings, LLC (“MNA Holdings”) and Bluebird Media, LLC (“Bluebird Media,” and together with MNA Holdings, “Transferors”) and MIP IV MidWest Fiber, LLC (“MIP IV MW”) and Uniti Leasing MW LLC (“Uniti MW,” and together with MIP IV MW, “Transferees”) (Transferees, with Transferors, “Applicants”), pursuant to Section 214 of the Communications Act of 1934, as amended (the “Act”), 47 U.S.C. § 214, and Section 63.04 of the Commission’s Rules, 47 C.F.R. § 63.04, request Commission approval for a multi-step transaction that ultimately will result in the transfer of control of Missouri Network Alliance, LLC d/b/a Bluebird Network (“MNA”) to MIP IV MW.

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

II. DESCRIPTION OF THE APPLICANTS

A. Transferors

MNA Holdings and Bluebird Media are the members of Bluebird Network, LLC (“Bluebird”), with each holding 50 percent of Bluebird’s limited liability company interests. Bluebird is a regional fiber network provider with three direct, wholly owned subsidiaries: MNA, Bluebird Media Network, LLC,¹ and Bluebird Underground, LLC.² MNA provides transport and Internet services as a “carrier’s carrier” to wholesale and enterprise customers in Missouri, Iowa, Oklahoma, Kansas and Nebraska. MNA also provides tandem switching and transport services for interexchange carriers in Missouri pursuant to interstate and intrastate tariffs. AT&T, CenturyLink, and Windstream are the major local exchange carriers in MNA’s service areas.

MNA holds a 10 percent membership interest in Illinois Network Alliance, LLC (“INA”), which owns a fiber network in Illinois. Pursuant to an operating agreement with INA, MNA manages the day-to-day operations of INA’s business, including business development (marketing and sales), network provisioning and maintenance, accounting services, and business planning. INA also serves as a third-party network provider to MNA. INA provides service in Illinois, Kentucky, and Tennessee.

B. Transferees

MIP IV MW has been established as an acquisition vehicle for purposes of this transaction. MIP IV MW is indirectly controlled through a number of holding companies by Macquarie Group Limited (“MGL”), a publicly traded company incorporated in Australia. MGL is a global provider of banking, financial, advisory, investment and funds management services. MIP IV

¹ Bluebird Media Network, LLC, which is a sub-recipient of a grant awarded in 2010 to Bluebird Media by the National Telecommunications and Information Administration (“NTIA”) under the Broadband Technology Opportunity Program (“BTOP”), holds the BTOP-funded network assets. The parties will separately notify and seek any necessary consents from NTIA.

² Bluebird Underground LLC operates data centers.

MW operates within the Macquarie Infrastructure and Real Assets (“MIRA”) division of MGL that manages public and private accounts and investment vehicles that invest in the infrastructure, real estate, agriculture and energy sectors, and has led investments in communications infrastructure in the U.S. and globally.

Uniti MW is a subsidiary of Uniti Group Inc. (“Uniti Group”), a publicly traded real estate investment trust, engaged in the acquisition and construction of communications industry infrastructure (NASDAQ: UNIT). Uniti Group is not a telecommunications carrier and does not provide telecommunications services, but it owns and manages several companies that are licensed telecommunications providers in a wide range of states. As detailed in the Description of the Transaction below, Uniti MW will acquire title to certain assets of Bluebird, but ultimately will not own or control Bluebird’s regulated operations.

III. DESCRIPTION OF THE TRANSACTION

The parties will complete a multi-step transaction (the “Transaction”) resulting in the transfer of control of MNA from Transferors to MIP IV MW. Each step of the Transaction will occur on the same day. The Transaction will occur pursuant to (i) a Purchase and Sale Agreement entered into as of January 10, 2019, by and among Uniti Group LP, MNA Holdings, Bluebird Media, Bluebird, and R. Otto Maly and Kirby Underberg, each in his capacity as a representative of Transferors (“BB1 Agreement”), and (ii) a Purchase and Sale Agreement entered into as of January 10, 2019, by and between Uniti Group LP and MIP IV MW (“BB2 Agreement”).

Pursuant to the BB1 Agreement, Uniti MW will acquire 100 percent of the limited liability company interests in Bluebird. Following the acquisition, Bluebird will distribute its fiber optic network (dark fiber but not any electronics to “light” the fiber optic network) and real property interests to Uniti MW. Uniti MW will concurrently lease back the fiber optic network

and real property interests to Bluebird pursuant to an affiliate lease (the “BB Fiber Asset Lease”). Bluebird will continue to “light” the fiber and provide services to customers. MIP IV MW will enter into a master lease agreement (the “Master Lease”) with Uniti MW governing the Bluebird fiber optic network and real property interests. Immediately thereafter, pursuant to the BB2 Agreement, MIP IV MW will acquire 100 percent of the limited liability company interests in Bluebird from Uniti MW. Upon the acquisition of Bluebird, the BB Fiber Asset Lease will be incorporated into and made subordinate to the Master Lease. The Master Lease will be a long-term “triple net lease” whereby MIP IV MW will have operational control over the leased assets thereunder and will be responsible for substantially all of the costs of maintaining and operating such assets.

Following the Transaction steps described above, Bluebird will continue to provide services to customers using the fiber network and related assets leased from Uniti MW. Further, MIP IV MW (i) will own 100% of the equity of Bluebird and will thereby have legal title and interest in the operations of Bluebird, (ii) will have operational control of the fiber optic network and real property interests of Bluebird pursuant to the Master Lease with Uniti MW, and (iii) will thereby control through the Master Lease or own the entirety of the business of Bluebird. For the Commission’s reference, a chart depicting the pre- and post-Transaction ownership of MNA is provided as Exhibit A.

Subject to a separate application being filed concurrently with the Commission, MIP IV MW and Uniti MW’s affiliate, Uniti Fiber LLC (“Uniti Fiber”) have entered into a purchase and sale agreement pursuant to which MIP IV MW will acquire control of Uniti Fiber’s subsidiary, PEG Bandwidth IL, LLC (“PEG IL”), which provides telecommunications service in the States of Illinois, Indiana, Iowa and Missouri. The Master Lease referenced above will also govern Uniti Group’s existing fiber optic network and associated real property interests in the States of

Illinois, Indiana, Iowa and Missouri associated with the services provided by PEG IL. Although this separate transaction involving PEG IL is not contingent upon the Commission's action on this application for the Transaction, the parties request concurrent processing of these applications for purposes of evaluating MIP IV MW as the purchaser in both transactions.

IV. INFORMATION REQUIRED BY SECTION 63.04

Pursuant to Commission Rule 63.04(a), 47 C.F.R. § 63.04(a), Applicants submit the following information in support of their request for domestic Section 214 authorization for the transfer of control of MNA to MIP IV MW (and, to the extent necessary, the interim transfer to Uniti Group):

(a)(1) The name, address and telephone number of each Applicant are as follows:

MNA Holdings, LLC
c/o Kirby Underberg
1213 East Briggs Drive
Macon, MO 63552
(660) 395-9000

Bluebird Media, LLC
c/o R. Otto Maly
213 N. Stadium Blvd., Suite 203
Columbia, MO 65203
(573) 443-3200

MIP IV MidWest Fiber, LLC
125 W. 55th Street, Level 15
New York, NY 10019
(212) 231-1000

Uniti Leasing MW LLC
10802 Executive Center Drive
Benton Building, Suite 300
Little Rock, AR 72211
(501) 850-0820

(a)(2) The jurisdiction of organization of each Applicant is as follows:

MNA Holdings is a limited liability company organized under the laws of Missouri.

Bluebird Media is a limited liability company organized under the laws of Missouri.

MNA, the subject of this Application, is a limited liability company organized under the laws of Missouri. MNA does business as Bluebird Network.

MIP IV MidWest Fiber LLC is a limited liability company organized under the laws of Delaware.

Uniti MW is a limited liability company organized under the laws of Delaware.

(a)(3) The contact points for the Applicants are as follows:

For MNA Holdings and Bluebird Media:

Bennett L. Ross
Daniel P. Brooks
WILEY REIN LLP
1776 K Street, NW
Washington, DC 20006
(202) 719-7000 (tel)
(202) 719-7049 (fax)
bross@wileyrein.com
dbrooks@wileyrein.com

For MIP IV MW:

James H. Barker
Elizabeth R. Park
LATHAM & WATKINS LLP
555 Eleventh Street, NW
Suite 1000
Washington, D.C. 20004-1304
1.202.637.2200 (tel)
1.202.637.2201 (fax)
james.barker@lw.com
elizabeth.park@lw.com

For Uniti MW:

Ronald W. Del Sesto, Jr.
Brett P. Ferenchak
MORGAN LEWIS & BOCKIUS LLP
1111 Pennsylvania Avenue, N.W.
Washington, DC 20004
1.202.739.3000 (tel)
1.202.739.3001 (fax)
ronald.delsesto@morganlewis.com
brett.ferenchak@morganlewis.com

with a copy to:

Jeffrey R. Strenkowski
Vice President, Deputy General Counsel of Governmental Affairs
Uniti Fiber LLC
10802 Executive Center Drive, Benton Building
Suite 300
Little Rock, AR 72211
1.501.458.4397 (tel)
jeffrey.strenkowski@uniti.com

(a)(4) The following entities hold, directly or indirectly, a ten percent (10%) or greater equity interest in Applicants:

Ownership of MNA Holdings:

No person or entity directly or indirectly owns at least ten percent of the equity of MNA Holdings.

Ownership of Bluebird Media:

The following persons directly or indirectly own at least ten percent of the equity of Bluebird Media:

Name: Richard Otto Maly
Address: 213 Stadium Blvd., Suite 203, Columbia, MO 65203
Citizenship: United States
Interest: Holds a 51 percent direct ownership interest in Bluebird Media.

Name: Christopher Martin
Address: 961 Belmont Ct., Allen, TX 75002
Citizenship: United States
Interest: Holds a 20 percent direct ownership interest in Bluebird Media.

Name: Tatum Martin
Address: 3000 Island Blvd., Suite 2403, North Miami Beach, FL 33160
Citizenship: United States
Interest: Holds a 20 percent direct ownership interest in Bluebird Media.

Ownership of MIP IV MW:

The entities listed in Exhibit B hold a ten percent (10%) or greater direct or indirect interest in MIP IV MW.

Ownership of Uniti MW:

The entities listed in Exhibit C hold a ten percent (10%) or greater direct or indirect interest in Uniti MW.

Post-Transaction Ownership of MNA:

Upon completion of the Transaction, MIP IV MidWest Fiber, LLC will hold 100 percent of the limited liability company interests in Bluebird Network, LLC. Bluebird Network, LLC holds 100 percent of the limited liability company interests in MNA.

Name:	Bluebird Network, LLC
Address:	2005 W. Broadway Bldg. A Suite 215 Columbia, MO 65203
Citizenship:	U.S. (Missouri)
Principal Business:	Fiber Networks and Data Centers
Interest in MNA:	100% (directly)

Name:	MIP IV MidWest Fiber, LLC
Address:	125 W. 55th Street, Level 15 New York, NY 10019
Citizenship:	U.S. (Delaware)
Principal Business:	Holding Company
Interest in MNA:	100% (indirectly)

See Exhibit B for direct and indirect ownership of MIP IV MidWest Fiber, LLC and post-transaction indirect ownership of MNA.

(a)(5) Each Applicant certifies that it is not subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988. See 21 U.S.C. § 853.

(a)(6) A description of the proposed Transactions is set forth in **Section III** above.

(a)(7) The geographic areas in which the Transferors and Transferees (and their affiliates) offer domestic telecommunications services are as follows:

(i) MNA provides service in Missouri, Iowa, Oklahoma, Kansas, and Nebraska. INA provides service in Illinois, Kentucky, and Tennessee.

(ii) MIP IV MW currently does not hold any affiliate interests (as defined in the Act) in any domestic telecommunications providers. As noted above, MIP IV MW will acquire PEG IL from Uniti Group LP in a separate but concurrent transaction. PEG IL provides competitive local exchange and interexchange services in Illinois, Indiana, Iowa and Missouri.³

(iii) Neither Uniti Group nor Uniti MW provide telecommunications services (although as part of the Transactions described herein, Uniti MW anticipates seeking such authority in Nebraska). The following subsidiaries of Uniti Group (and affiliates of Uniti MW) provide or are authorized to provide telecommunications services:

- Talk America Services, LLC (“TAS”), a Delaware limited liability company that provides resold and facilities-based telecommunications services in Alabama, Arkansas, Arizona, Colorado, Delaware, Florida, Georgia, Iowa, Idaho, Illinois, Indiana, Kentucky, Maryland, Massachusetts (relinquishment of authority currently pending), Michigan, Minnesota, Missouri, North Carolina, North Dakota, Nebraska, New Jersey, New Mexico, New York, Ohio, Oklahoma, Oregon, Pennsylvania, South Carolina, South Dakota, Tennessee, Texas, Utah, Virginia, Washington, Wisconsin and Wyoming.
- 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, Arkansas, California (relinquishment of authority currently pending), Florida, Michigan, North Carolina, Ohio, South Carolina, Tennessee, Texas, and Wisconsin. Uniti

³ MIP IV MW also is affiliated (through an indirect interest held by Macquarie Holdings (U.S.A.), Inc.) with OpenFiber Kentucky, which is not yet operational but will provide middle mile connectivity to carriers in Kentucky.

Fiber 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, 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 Leasing X LLC is authorized to provide intrastate telecommunications services in California but does not currently provide such services.
- Southern Light, LLC. Southern Light is authorized to provide telecommunications services in Alabama, Florida, Georgia, Kentucky, Louisiana, Mississippi, North Carolina, Pennsylvania, and South Carolina.
- Hunt Telecommunications, LLC (authorized to provide telecommunications services in Louisiana and Colorado), which in turn wholly owns Nexus Systems, Inc. (authorized to provide telecommunications services in Louisiana).
- CSL Georgia Realty, LLC and CSL Georgia System, LLC (both Delaware limited liability companies) are each authorized telecommunications carriers in Georgia, and CSL Kentucky System, LLC (also a Delaware limited liability company) is authorized in Kentucky. None of the aforementioned companies currently provide telecommunications services in any state.

(a)(8) The Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Section 63.03 of the Commission's Rules, 47 C.F.R. §63.03. This Application meets the presumptive streamlined category in Section 63.03(b)(2) because, immediately following the Transaction, MIP IV MW (and its affiliates) and Uniti MW (and its affiliates) will have a market share in the interstate, interexchange market of far less than 10 percent, and would provide competitive local exchange and 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. None of the Applicants' affiliates that currently operate as competitive providers, is dominant with respect to any service, thus presumptively qualifying for streamlined procedures.⁴ The majority of MNA's operating territories are served by CenturyLink, AT&T and Windstream, among other incumbent local exchange carriers.

(a)(9) Other than its Section 214 authorization described in this Application, MNA does not hold any other authorizations or licenses from the Commission, and there are no other Commission applications for the Transaction.

(a)(10) No party is requesting special consideration because it is facing imminent business failure.

(a)(11) No waivers are sought in conjunction with this Transaction.

(a)(12) Applicants submit that the Transaction is in the public interest. MNA will continue to be managed and operated by the same officers and personnel, but will be supplemented by the management capabilities of MIRA. Further, MNA will have access to the greater financial resources of MIP IV MW and its affiliates, enabling MNA to better meet the needs of its customers and thus better compete in the telecommunications marketplace. As discussed above, this Application qualifies for streamlined treatment because it involves only competitive providers

⁴ See 47 C.F.R. § 63.03(b)(2)(i).

that are not dominant with respect to any telecommunications service. Therefore, the Transaction would not present any competitive concerns.

The Transaction represents a strong fit with MIRA's investment strategy to acquire, own, operate, and manage a portfolio of diversified infrastructure assets. MIRA and its affiliates are experienced asset managers and operators of comparable infrastructure companies with a focus on utilities and energy, transportation, communications infrastructure, and waste management in the U.S. and globally. Through its predecessor funds, MIRA has held investments in various communications infrastructure and utilities companies and will be able to leverage its considerable track-record to effectively manage its investment in MNA.

At the same time, the Transaction will have no adverse impact on the customers of MNA. Immediately following the Transaction, MNA will continue to provide high-quality services at rates and on terms and conditions that are materially the same as are currently in effect. The Transaction will be transparent to customers and will not result in any discontinuance or reduction of services.

VI. CONCLUSION

For the reasons stated above, Applicants respectfully submit that the public interest, convenience and necessity would be furthered by the Transaction, and therefore respectfully request that the Commission promptly grant the Application.

Respectfully submitted,

UNITI LEASING MW LLC

/s/ Ronald W. Del Sesto, Jr.

Ronald W. Del Sesto, Jr.
Brett P. Ferencak
MORGAN LEWIS & BOCKIUS LLP
1111 Pennsylvania Avenue, N.W.
Washington, DC 20004

Counsel for Uniti Leasing MW LLC

MIP IV MIDWEST FIBER, LLC

/s/ James H. Barker

James H. Barker
Elizabeth R. Park
Alexander L. Stout
LATHAM & WATKINS LLP
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Suite 1000
Washington, DC 20004

Counsel for MIP IV MidWest Fiber, LLC

MNA Holdings, LLC and Bluebird Media, LLC

/s/ Bennett L. Ross

Bennett L. Ross
Daniel P. Brooks
WILEY REIN LLP
1776 K Street, NW
Washington, DC 20006

*Counsel for MNA Holdings, LLC and
Bluebird Media, LLC*

Dated: March 4, 2019

EXHIBIT A

Diagram of Pre-Transaction Corporate Organization Structure for MNA

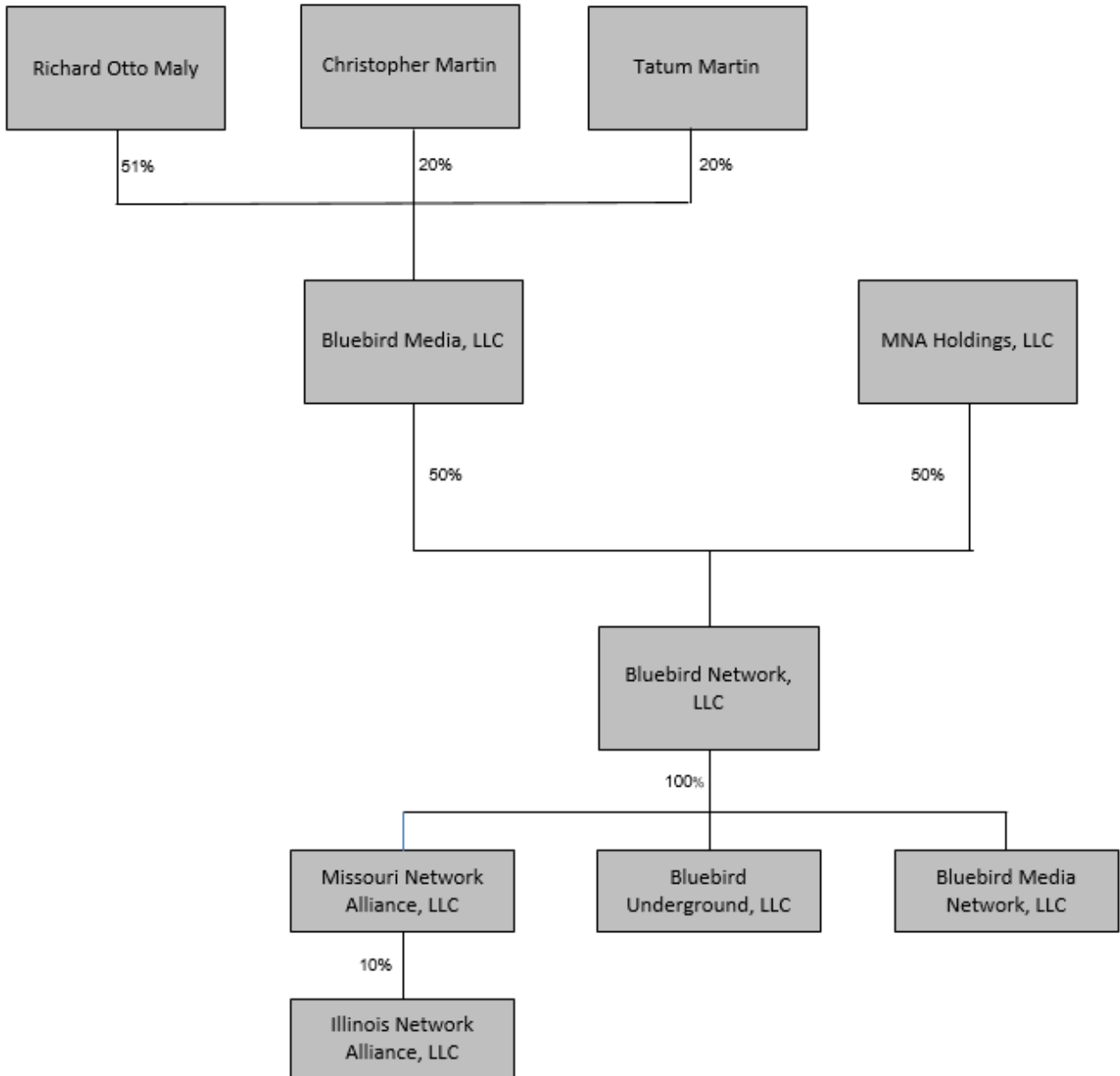


Diagram of Post-Transaction Corporate Organization Structure for MNA

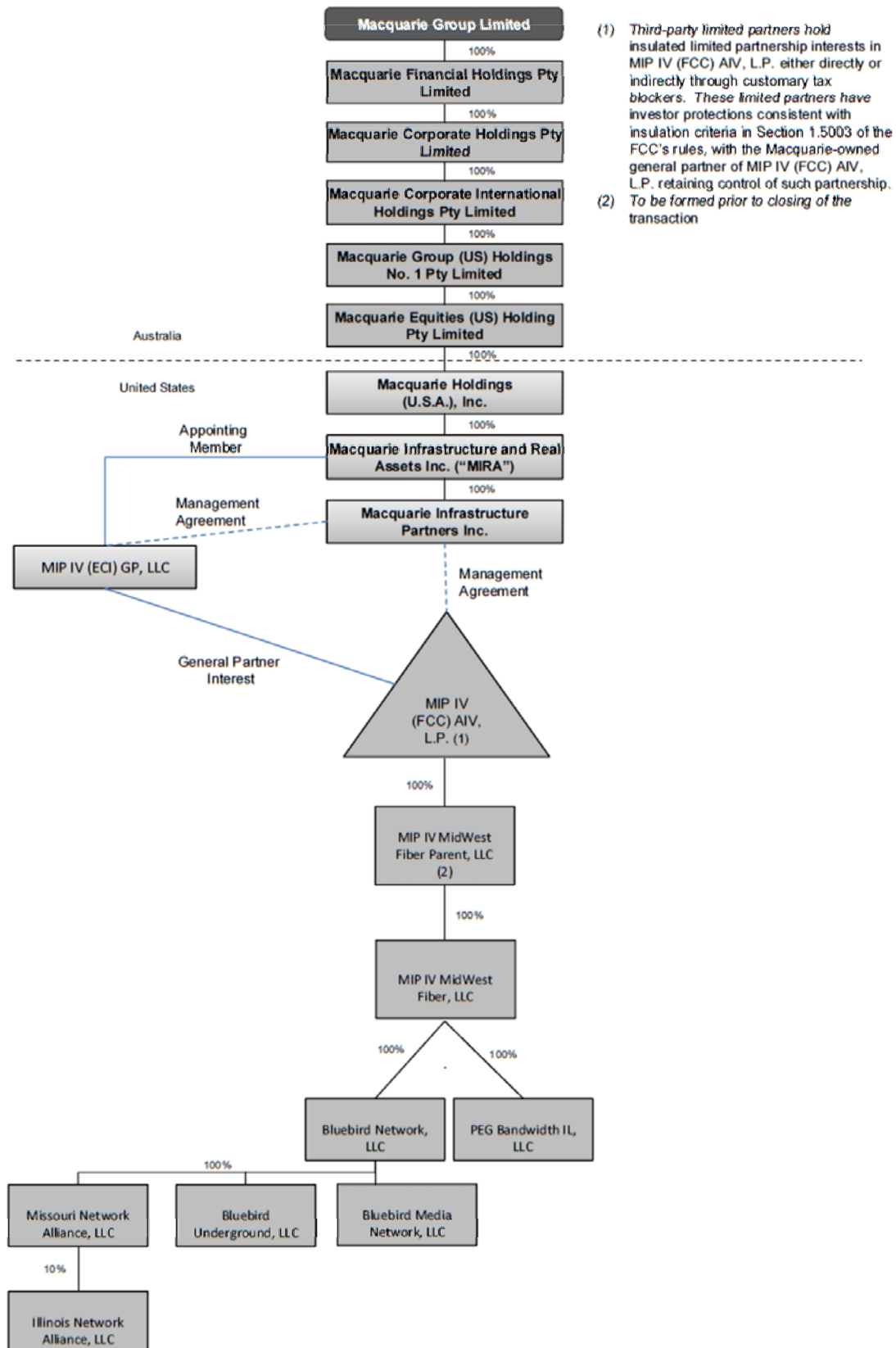


EXHIBIT B

Ownership of MIP IV MW

The following entities or individuals hold 10% or greater interest in MIP IV MidWest Fiber, LLC:

Name: MIP IV MidWest Fiber Parent, LLC⁵
Address: 125 W. 55th Street, Level 15
New York, NY 10019
Citizenship: U.S. (Delaware)
Principal Business: Holding Company
Interest in MIP IV MW: 100% (directly in Transferee MIP IV MW)

Name: MIP IV (FCC) AIV, L.P.⁶
Address: 125 W. 55th Street, Level 15
New York, NY 10019
Citizenship: U.S. (Delaware)
Principal Business: Holding Company
Interest in MIP IV MW: 100% (indirectly through MIP IV MidWest Fiber Parent, LLC)

Name: MIP IV (ECI) G.P., LLC
Address: 125 W. 55th Street, Level 15
New York, NY 10019
Citizenship: U.S. (Delaware)
Principal Business: Holding Company
Interest in MIP IV MW: 100% (indirectly through MIP IV (FCC) AIV, L.P.)

⁵ To be formed prior to closing.

⁶ To be formed prior to closing. The limited partnership interests in MIP IV (FCC) AIV, L.P. will be insulated in accordance with Section 1.5003 of the Commission's rules. Two Macquarie-controlled U.S. limited liability companies will be formed prior to closing of the Transaction, and each will hold a greater than 10% interest in MIP IV (FCC) AIV, L.P. These limited liability company interests will be insulated in accordance with Section 1.5003 of the Commission's rules. Macquarie-controlled entities will hold insulated interests held directly or indirectly in MIP IV (FCC) AIV, L.P. that are expected to be greater than 10% in the aggregate. No other individual or entity will hold a 10% or greater interest in MIP IV (FCC) AIV, L.P., either directly or indirectly.

Name: Macquarie Infrastructure Partners Inc.
Address: 125 W. 55th Street, Level 15
New York, NY 10019
Citizenship: U.S. (Delaware)
Principal Business: Holding Company
Interest in MIP IV MW: 100% (indirectly through management control of MIP IV (FCC) AIV, L.P.)

Name: Macquarie Infrastructure and Real Assets Inc. ("MIRA Inc.")
Address: 125 W. 55th Street, Level 15
New York, NY 10019
Citizenship: U.S. (Delaware)
Principal Business: Holding Company
Interest in MIP IV MW: 100% (indirectly through MIP IV (ECI) G.P., LLC and Macquarie Infrastructure Partners Inc.)

Name: Macquarie Holdings (U.S.A.), Inc.
Address: 125 W. 55th Street, Level 15
New York, NY 10019
Citizenship: U.S. (Delaware)
Principal Business: Holding Company
Interest in MIP IV MW: 100% (indirectly through MIRA Inc.)

Name: Macquarie Equities (US) Holding Pty Limited
Address: 50 Martin Place
Sydney, NSW 2000, Australia
Citizenship: Australia
Principal Business: Holding Company
Interest in MIP IV MW: 100% (indirectly through Macquarie Holdings (U.S.A.), Inc.)

Name: Macquarie Group (US) Holdings No. 1 Pty Limited
Address: 50 Martin Place
Sydney, NSW 2000, Australia
Citizenship: Australia
Principal Business: Holding Company
Interest in MIP IV MW: 100% (indirectly through Macquarie Equities (US) Holding Pty Limited)

Name: Macquarie Corporate International Holdings Pty Limited
Address: 50 Martin Place
Sydney, NSW 2000, Australia
Citizenship: Australia

Principal Business: Holding Company
Interest in MIP IV MW: 100% (indirectly through Macquarie Group (US) Holdings No. 1 Pty Limited)

Name: Macquarie Corporate Holdings Pty Limited
Address: 50 Martin Place
Sydney, NSW 2000, Australia
Citizenship: Australia
Principal Business: Holding Company
Interest in MIP IV MW: 100% (indirectly through Macquarie Corporate International Holdings Pty Limited)

Name: Macquarie Financial Holdings Pty Limited
Address: 50 Martin Place
Sydney, NSW 2000, Australia
Citizenship: Australia
Principal Business: Holding Company
Interest in MIP IV MW: 100% (indirectly through Macquarie Corporate Holdings Pty Limited)

Name: Macquarie Group Limited
Address: 50 Martin Place
Sydney, NSW 2000, Australia
Citizenship: Australia
Principal Business: Investments
Interest in MIP IV MW: 100% (indirectly through Macquarie Financial Holdings Pty Limited)

No other individuals or entities hold 10% or greater direct or indirect interest in MIP IV MW.

EXHIBIT C

Ownership of Uniti MW

The following entities or individuals currently hold 10% or greater interest in Uniti MW:⁷

Name	Uniti Fiber Holdings Inc.
Address	10802 Executive Center Drive, Benton Building, Suite 300 Little Rock, AR 72211
Citizenship	U.S. (Delaware)
Principal Business	Holding Company
Interest in Uniti MW	100% (direct) as sole member of Uniti MW

Name	Uniti Holdings LP
Address	10802 Executive Center Drive, Benton Building, Suite 300 Little Rock, AR 72211
Citizenship	U.S. (Delaware)
Principal Business	Holding Company
Interest in Uniti MW	100 % (indirect) as the sole limited partner in Uniti Fiber Holdings Inc.

Name	Uniti Holdings GP LLC
Address	10802 Executive Center Drive, Benton Building, Suite 300 Little Rock, AR 72211
Citizenship	U.S. (Delaware)
Principal Business	Holding Company
Interest in Uniti MW	100 % (indirect) as non-economic General Partner in Uniti Holdings LP

Name	Uniti Group LP
Address	10802 Executive Center Drive, Benton Building, Suite 300 Little Rock, AR 72211
Citizenship	U.S. (Delaware)
Principal Business	Holding Company
Interest in Uniti MW	100 % (indirect) as the sole member of Uniti Holdings GP LLC and as the sole limited partner in Uniti Holdings LP

Name	Uniti Group Inc.
Address	10802 Executive Center Drive, Benton Building, Suite 300

⁷ Following the consummation of the pending Transactions, Uniti Leasing MW LLC will become jointly directly owned by both Uniti Fiber Holdings Inc. and Uniti Group LP. Specifically, Uniti Fiber Holdings Inc. will directly hold approximately 36% of Uniti Leasing MW LLC, and Uniti Group LP will directly own approximately 64% of Uniti Leasing MW LLC. As such, following the consummation of the Transaction, Uniti Holdings LP and Uniti Holdings GP LLC will each have a 32% indirect interest in Uniti Leasing MW LLC. Uniti Group LP will have a 64% *direct* ownership interest, and a 100% *indirect* ownership of Uniti Leasing MW LLC (through its 100% indirect ownership interest in Uniti Fiber Holdings Inc.) Uniti Group Inc. will continue to have a 98% indirect interest in Uniti Leasing MW LLC.

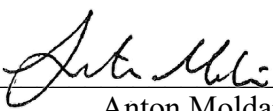
Citizenship	Little Rock, AR 72211
Principal Business	U.S. (Maryland)
Interest in Uniti MW	Real Estate Investment Trust
	Approx. 98% (indirect) as General Partner of (and approx. 98% equity interest in) Uniti Group LP

Uniti Group is a publicly traded company (NASDAQ: UNIT). To Uniti Group's knowledge, no individual shareholder holds a 10% or greater direct ownership in Uniti Group, or a 10% or greater direct or indirect interest in Uniti Leasing MW LLC through Uniti Group Inc.

VERIFICATION

I, Anton Moldan, state that I am the Authorized Signatory of MIP IV MidWest Fiber, LLC ("MIP IV MW"); that I am authorized to make this Verification on behalf of MIP IV MW; that the foregoing filing was prepared under my direction and supervision; and that the contents thereof and the certifications contained therein regarding MIP IV MW, 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 4th day of March 2019.



Name: Anton Moldan
Title: Authorized Signatory
MIP IV Midwest Fiber, LLC

VERIFICATION

I, Jeffrey R. Strenkowski, state that I am the Vice President, Deputy General Counsel of Governmental Affairs of Uniti Leasing MW LLC (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 thereof and the certifications contained therein regarding 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 4th day of March 2019.

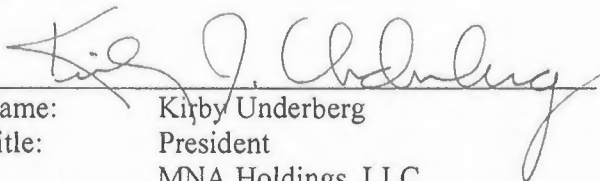


Name: Jeffrey R. Strenkowski
Title: Vice President, Deputy General Counsel
Uniti Leasing MW LLC

VERIFICATION

I, Kirby Underberg, state that I am the President of MNA Holdings, LLC; that I am authorized to make this Verification on behalf of MNA Holdings, LLC; that the foregoing filing was prepared under my direction and supervision; and that the contents thereof and the certifications contained therein regarding MNA Holdings, LLC, are true and correct to the best of my knowledge, information, and belief.

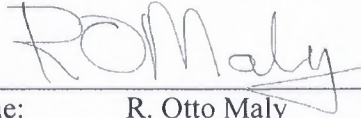
I declare under penalty of perjury that the foregoing is true and correct. Executed this 4th day of March 2019.


Name: Kirby Underberg
Title: President
MNA Holdings, LLC

VERIFICATION

I, R. Otto Maly, state that I am an Authorized Representative of Bluebird Media, LLC; that I am authorized to make this Verification on behalf of Bluebird Media, LLC; that the foregoing filing was prepared under my direction and supervision; and that the contents thereof and the certifications contained therein regarding Bluebird Media, LLC, 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 4th day of March 2019.

A handwritten signature in cursive script, appearing to read "ROMaly", written over a horizontal line.

Name:	R. Otto Maly
Title:	Authorized Representative Bluebird Media, LLC