

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

In the Matter of the Joint Application of)
)
MTN INFRASTRUCTURE TOPCO, INC.)
)
and)
) **WC Docket No. 19-_____**
NORTH STATE TELECOMMUNICATIONS)
CORPORATION) **IB File No. ITC-T/C-2019_____**
)
for authority pursuant to Section 214 of the)
Communications Act of 1934, as amended,)
to Transfer Indirect Control of Domestic and)
International Section 214 Authorization Holders to)
MTN Infrastructure TopCo, Inc.)

JOINT APPLICATION

Pursuant to Section 214 of the Communications Act of 1934, as amended (“the Act”),¹ and Sections 63.04, 63.18 and 63.24 of the Federal Communications Commission’s (“FCC’s” or “Commission’s”) rules,² MTN Infrastructure TopCo, Inc. (“MTN Infrastructure”) and North State Telecommunications Corporation (“North State Parent”) (collectively, “Applicants”) request Commission consent to transfer indirect control of the wholly owned subsidiaries of North State Parent listed in **Exhibit A** that hold domestic and/or international Section 214 authorizations (collectively, the “Licensees,” and together with North State Parent, “North State”) to MTN Infrastructure.³ Such authority is necessary to complete the Transaction (as

¹ 47 U.S.C. § 214.

² 47 C.F.R. §§ 63.04, 63.18 and 63.24.

³ Applicants have identified MTN Infrastructure as the Transferee; the direct parent of North State Parent, post-close, will be a new intermediate holding company created solely for

defined below) between Applicants. The Section 214 authorizations currently held by the Licensees will continue to be held by those same entities following consummation of the proposed Transaction.⁴

As discussed in more detail below, the Applicants have entered into an agreement whereby MTN Infrastructure will indirectly acquire all of the ownership interests in North State Parent and, indirectly, in Licensees. The Transaction will not result in any loss or impairment of service for any North State customers and will have no adverse effects upon competition in any areas where North State provides telecommunications service, the rest of the United States, or abroad. Indeed, as a result of the proposed Transaction, North State Parent will enjoy access to the financial resources and management expertise of MTN Infrastructure. Consequently, the Commission should find that the change in the ownership of Licensees will serve the public interest.

Pursuant to Section 63.04(b) of the Commission's rules,⁵ Applicants are filing a combined application for the proposed transfer of control of Licensees, including domestic and international authorizations. The Applicants provide below the information required by Sections 63.24(e)(2) and 63.04(a)(6) through (a)(12) of the Commission's Rules.⁶ In support of this Application, Applicants provide the following information:

purposes of this transaction, Panther Parent Inc., also a Delaware corporation that is directly owned by Lumos Networks Corp., a Delaware corporation that is in turn directly wholly owned by MTN Infrastructure.

⁴ See Public Interest Statement, *infra* Section V.G.

⁵ 47 C.F.R. § 63.04(b).

⁶ 47 C.F.R. §§ 63.24(e)(2), 63.04(a)(6)-(12).

I. DESCRIPTION OF THE APPLICANTS

A. Transferee – MTN Infrastructure TopCo, Inc.

MTN Infrastructure (“Transferee”), a Delaware corporation, is a holding company created to aggregate the ownership of various investment funds ultimately managed by an affiliate of EQT AB (“EQT”) in connection with the Transaction. EQT, founded in Sweden in 1994, is a leading alternative investments firm with approximately EUR 62 billion in raised capital since its inception across 29 funds, with approximately EUR 41 billion in assets currently under management across 20 active funds. EQT and its affiliates acting as the manager or advisers to such funds are committed to the growth and development of the portfolio companies under such funds’ ownership, and seek to develop and grow the core strengths of such portfolio companies. EQT funds have portfolio companies in the United States, Europe, and Asia with total annual sales of approximately EUR 21 billion and approximately 127,000 employees. EQT is also an investor in Front Range TopCo, Inc., the Transferee in a transaction with Zayo Group Holdings, Inc. currently pending before the Commission.⁷ In addition, EQT has successfully invested in several fiber-based companies abroad, including GlobalConnect (Denmark, Germany, Norway); IP-Only (Sweden, Denmark, Finland, Norway); inextio (Germany); Adamo Telecom Iberia SA (Spain); Delta Fiber NL (Netherlands); Melita (Malta) and Bjørvika IKT AS (Norway).⁸

Subsidiaries of MTN Infrastructure operate under the brand name “SEGRA,” one of the largest independent fiber bandwidth companies in the Eastern U.S. SEGRA owns and operates

⁷ See Public Notice, *Joint Application of Front Range TopCo, Inc., Zayo Group Holdings, Inc., Allstream Business US, LLC, Electric Lightwave, LLC, and Zayo Group, LLC for Authority Pursuant to Section 214 of the Communications Act of 1934, as Amended, to Transfer Indirect Control of Domestic and International Section 214 Authorization Holders to Front Range TopCo, Inc.*, WC Docket No. 19-166, 34 FCC Rcd 5266 (Wireline Comp. Bur. July 5, 2019).

an advanced fiber infrastructure network of more than 23,000 miles that connects more than 9,000 on-net locations and six data centers throughout nine Mid-Atlantic and Southeastern states. SEGRA provides Ethernet, MPLS, dark fiber, advanced data center services, IP and managed services, voice and cloud solutions, all backed by its industry-leading service and reliability. Customers include carriers, enterprises, governments, and healthcare organizations. In addition, SEGRA delivers high-speed, fiber-based integrated telecommunications services to residential and business customers in rural Virginia under the Lumos Networks brand name. SEGRA was created after MTN Infrastructure closed on its acquisitions of Lumos Networks Corp, in 2017,⁹ and Spirit Communications in 2018.¹⁰ For more information about SEGRA’s technology and commitment to customer care, visit segra.com.

B. Transferor – North State Telecommunications Corporation and Licensees

North State Parent (“Transferor”) is a North Carolina corporation, with its principal offices located at 4100 Mendenhall Oaks Parkway, Suite 300, High Point, NC 27265. North State Parent operates in the telecommunications industry, and its shares are traded on the Pink Open Market of OTC Markets Group Inc. (OTC: NORSA). North State Parent, through its Commission-licensed subsidiaries, provides local telephone, long distance, broadband, and video services in four counties in north central North Carolina. North State Parent’s ILEC subsidiary, North State Telephone Company, operates as an ILEC in the following North Carolina exchanges: High Point, Thomasville and Randleman.

⁸ More detailed descriptions of these entities are set forth below in Section III(j).

⁹ See *Domestic Section 214 Application Granted for the Transfer of Control of Lumos Networks Corp. to MTN Infrastructure TopCo, Inc.*, 32 FCC Rcd 9343 (2017).

¹⁰ See *Domestic Section 214 Application Granted for the Transfer of Control of SCTG, LLC DBA Spirit Communications to Clemson BidCo, Inc.*, 33 FCC Rcd 2825 (2018).

Additional information regarding the Licensees, including jurisdiction of formation, type of service provider, FCC registration numbers (“FRNs”) and the states in which services are provided, is set forth in **Exhibit A** and in Sections III and IV. Exhibit A also includes the NPA-NXXs associated with the exchanges served by North State Telephone Company.

II. DESCRIPTION OF THE TRANSACTION (ANSWER TO QUESTION 13)

Pursuant to the Agreement and Plan of Merger (the “Agreement”), dated December 8, 2019, by and among MTN Infrastructure; Panther Parent Inc. and Panther Merger Sub Inc. (“Merger Sub”);¹¹ and North State Parent, MTN Infrastructure (indirectly through Panther Parent Inc.) will acquire all of the outstanding common stock of North State Parent (the “Transaction”) for \$80.00 per share in cash, resulting in an enterprise value of North State Parent of approximately \$240 million. Specifically, Merger Sub will merge with and into North State Parent, whereupon the separate existence of Merger Sub will cease and North State Parent will be the surviving corporation.

Additionally, North State Telephone Company, a direct subsidiary of North State Parent, currently is the intermediate parent of North State Communications, LLC, North State Communications Advanced Services, LLC, and North State Communications Long Distance, LLC.

Applicants request authority for MTN Infrastructure, after the closing of the Transaction, to take three steps to re-organize the structure of the Licensees in the North State organization (the Post-Close *Pro Forma* Change) as follows: i) Panther Parent Inc. a direct subsidiary of Lumos Networks Corp. (“Lumos”) and an indirect subsidiary of MTN Infrastructure will create a new intermediate holding company – Panther Holdings LLC, a Delaware limited liability

¹¹ Merger Sub is a North Carolina corporation formed for the purposes of the Transaction. Merger Sub is an indirect, wholly owned subsidiary of MTN Infrastructure.

company; ii) direct ownership of North State Communications, LLC, North State Communications Advanced Services, LLC, and North State Communications Long Distance, LLC will then be transferred from North State Telephone Corporation to Panther Holdings LLC and iii) North State Parent and its direct subsidiary North State Telephone Company will then be converted from North Carolina corporations to North Carolina limited liability companies.

Because under the Proposed Transaction between North State Parent and MTN Infrastructure, each of North State Communications, LLC, North State Communications Advanced Services, LLC, and North State Communications Long Distance, LLC will be indirectly wholly owned by MTN Infrastructure, the Post-Close *Pro Forma* Change will not change the ultimate post-Transaction ownership of North State Communications, LLC, North State Communications Advanced Services, LLC, and North State Communications Long Distance, LLC and is *pro forma* in nature. Further, this Post-Close *Pro Forma* Change will have no effect on North State, its customers or its operations, but will streamline recordkeeping and reporting, and facilitate integration of the SEGRA and North State fiber networks, among other benefits. This *pro forma* change is depicted on Chart 2 of the pre-and post-Transaction corporate ownership structures provided as **Exhibit B**.

The Transaction and the Post-Close *Pro Forma* Change will be transparent to Licensees' customers. All existing customers of Licensees will continue to be served under their existing authorizations, as well as under existing tariffs and contracts.

After closing the Transaction, MTN Infrastructure and its wholly owned subsidiaries will own and control the assets, customer relationships, and operations of North State as well as MTN Infrastructure's current businesses operating as SEGRA. Current MTN Infrastructure management, including its President and Chief Executive Officer and the Chief Financial Officer, are

expected to continue in their current roles at the combined company. The parties are evaluating whether members of North State management will join the combined company and, if so, in what capacity. The combined company will remain headquartered at MTN Infrastructure's present headquarters in Waynesboro, Virginia.

Following closing, as part of SEGRA, North State Parent and Licensees will enjoy access to the financial resources and broader management expertise of MTN Infrastructure and its ultimate owners. MTN Infrastructure is financially well-qualified to become the new owner of North State, which will be able to maintain and advance its state-of-the-art infrastructure and bring even more innovative service offerings to its customers.

As a result of the Transaction, the Licensees will become indirect subsidiaries of MTN Infrastructure. Diagrams depicting the pre-and post-Transaction corporate ownership structures are provided as **Exhibit B**.

III. INFORMATION REQUIRED BY SECTION 63.24(e)

Applicants submit the information below in support of the following requests for consent to the following transfers of control:

- Transfer of indirect control of the international Section 214 authority held by North State Telephone Company to MTN Infrastructure. Authorization File No. ITC-214-19960703-00293;
- Transfer of indirect control of domestic Section 214 authorizations held by Licensees to MTN Infrastructure.

IV. INFORMATION REQUIRED BY 47 C.F.R. § 63.18

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

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

Transferee:

MTN Infrastructure TopCo, Inc.
One Lumos Plaza
Waynesboro, VA 22980
(504) 946-6850

FRN: 0026273219

Transferor:

North State Telecommunications Corporation
4100 Mendenhall Oaks Parkway
High Point, NC 27265
(336) 821-8766

FRN: 0029060985

Licensees:

A list of authorized carriers and their FRNs is attached as **Exhibit A**. The address and telephone number for each Licensee is the same as that for North State Parent.

(b) Jurisdiction of Organizations:

Transferee: MTN Infrastructure TopCo, Inc. is a corporation formed under the laws of Delaware.

Transferor: North State Parent is a corporation formed under the laws of North Carolina.

Licensees: The jurisdiction of organization for each Licensee is included in **Exhibit A**.

(c) Name, title, post office address, and telephone number of official and any other contact point (Answer to Question 10):

For Transferee:

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For Transferor and Licensees:

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With a copy to:

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Tel: (540) 946-8677
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Lynn Welborn
Executive Vice President, Chief Administrative Officer
North State Telecommunications Corporation
4100 Mendenhall Oaks Parkway
High Point, NC 27265
Tel: (336) 821-8766
Lynn.Welborn@nscom.com

(d) (Answer to Question 10 Continued) Statement as to whether applicants have previously received authority under Section 214:

Transferee: MTN Infrastructure holds no international Section 214 authority.¹²

Transferor: North State Parent functions as a holding company and does not hold authority to provide telecommunications services in its own right.

Licensees: Each Licensee is authorized to provide interstate service by virtue of blanket domestic Section 214 authority. 47 C.F.R. § 63.01.

In addition, North State Telephone Company holds an international Section 214 authorization for Global or Limited Global Resale Service, ITC-214-19960703-00293, granted in IB File No. ITC-96-367.

The following Licensees operate pursuant to this international Section 214 authority, consistent with 47 C.F.R. § 63.21(h):

¹² Transferee's subsidiaries hold International Section 214 Authorizations as follows: South Carolina Telecommunications Group Holdings, LLC (FRN: 0022464648), holds an international Section 214 authorization for Global or Limited Global Resale Service, granted in IB File No. ITC-214-19930512-0008; and Lumos Networks Operating Company (FRN: 0020975116) holds an international Section 214 authorization for Global or Limited Global Resale Service, ITC-214-19970418-00215, granted in IB File No. ITC-ASG-20111101-00330.

Name	FRN
North State Communications Long Distance, LLC	0003745775
North State Telephone Company	0003745734
North State Communications Advanced Services, LLC	0018424440
North State Communications, LLC	0017936576

Responses to Section 63.18(h)-(p)

(h) Post-Transaction Ownership of Licensees (*Answer to Questions 11 & 12*)

The Licensees are direct or indirect, wholly owned subsidiaries of North State Parent. Information about the entities that are expected to hold or control a 10% or greater direct or indirect ownership interest¹³ in the Licensees upon completion of the Transaction is set forth in **Exhibit C**.

The only interlocking directorate of which Applicants are aware is Mr. Douglas Gilstrap, a United States citizen, a Director of GlobalConnect (*see* response in subsection (j) below) who, is a member of the Board of Directors of MTN Infrastructure.

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

Applicants certify that they are not foreign carriers within the meaning of Section 63.09(d) of the Commission’s Rules, 47 C.F.R. § 63.09(d). Post-closing, Licensees will be affiliated with the foreign carriers identified below.

- **GlobalConnect** - GlobalConnect is the leading alternative fiber-based data communication and data center services provider in Norway, Denmark and Northern Germany. In total, the company operates approximately 40,000 km of fiber and 16,000 square meters of data center space, used to offer a full range of communication infrastructure services including bandwidth connectivity, colocation and cloud infrastructure to a range of businesses. GlobalConnect was created through the combination of the Norwegian company Broadnet and the Danish company GlobalConnect in the fall of 2018. For further information, *see* www.broadnet.no.

¹³ Unless otherwise indicated, the ownership interests provided herein represent both equity and voting interests.

- IP-Only - IP-Only is an established, niche provider of powerful telecommunications and data communications services to business customers in the Nordics. The company owns its own fiber network, linking the Nordic capitals of Sweden, Denmark, Finland and Norway, which is one of the most powerful on the market in terms of installed capacity. IP-Only also owns a Metro Area Network in Uppsala, Sweden, and several data centers offering co-location and cloud-based products to corporate clients. IP-Only combines its fiber network and other assets with a strong focus on personalized customer service for its business customers. For further information, see www.ip-only.se.
- Adamo Telecom Iberia SA.- Adamo Telecom provides high speed Internet and voice services in Spain over its own fiber-based access network which covers over 100,000 households. Adamo has offices in Barcelona and Madrid and employs 58 employees. For further information, see www.adamo.es.
- Delta Fiber NL - Delta Fiber NL is a telecom infrastructure owner and operator, provider of multimedia services (broadband, TV, telephony) and supplier of energy, serving over 140,000 households and businesses, mainly in the Dutch province of Zeeland. Delta Comfort's hybrid fiber-coaxial network of over 6,000 km passes 192,000 homes, which corresponds to approximately 90% of the total number of homes in Zeeland.
- Bjørvika IKT AS - Bjørvika IKT AS, an affiliate of BroadNet / GlobalConnect, develops, manages and allocates Information Communication Technology infrastructure in Bjørvika Bispevika in Oslo and related areas of Norway.
- Melita Limited - a diversified telecommunications infrastructure owner and services provider in Malta founded in 1991. Melita provides mobile, fixed telephony, broadband and TV services to consumers, businesses and government customers. Melita also offers data center and colocation services.
- inexio – inexio is one of the fastest growing providers of fiber-optic internet connectivity for private households and business customers in rural Germany. inexio offers high-speed internet access to more than 300,000 households and 6,000 businesses through more than 10,000 km of fiber-optic infrastructure. For further information, see <https://inexio.net/privatkunden>.

(j) Operations to Foreign Destinations (*Answer to Question 15*)

Transferee certifies that, through its acquisition of control of Licensees, Transferee does not seek to provide international telecommunications services to any destination country where two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate more than 25 percent of Transferee 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. Upon completion of the Transaction, Transferee certifies it will be affiliated with multiple non-dominant foreign carriers, as described in (i) above. Applicants certify that the remaining provisions of Section 63.18(j) will not apply.

(k) Foreign Carrier Certification

Transferee certifies that each country listed in (i) above is a Member of the World Trade Organization (“WTO”). None of the foreign carriers listed in (i) above is on the Commission’s List of Foreign Telecommunications Carriers that are Presumed to Possess Market Power in Foreign Telecommunications Markets, released on January 26, 2007. In addition, each of these foreign carriers offers services in competition with dominant foreign carriers and others.

(m) Presumption of Non-Dominance

Transferee qualifies for a presumption of non-dominance under Section 63.10(a)(1) and (3) of the Commission’s Rules,¹⁴ because upon completion of the Transaction, Transferee will not be a foreign carrier itself and will be affiliated only with foreign carriers that do not have more than a 50% market share in the international transport and local access markets in the countries they serve. Upon completion of the Transaction, the Licensees will qualify for a presumption of non-dominance for the same reasons.

(n) No Special Concessions

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

¹⁴ 47 C.F.R. § 63.10(a)(1,3).

(o) Anti-Drug Abuse Act Certification

Applicants certify that no party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988,¹⁵ because of a conviction for possession or distribution of a controlled substance.

(p) Eligibility for Streamlined Processing

No party is requesting streamlined processing pursuant to Section 63.12(a)-(b) of the Commission's rules.¹⁶

V. INFORMATION REQUIRED BY SECTION 63.04

Pursuant to Commission Rule 63.04(b),¹⁷ Applicants submit the following information in support of their request for domestic Section 214 authority to transfer indirect control of Licenses to MTN Infrastructure as specified in Commission Rule 63.04(a)(4) and 63.04(a)(6)-(12):

(a)(4) The shares of North State Parent are widely-held, and no individual or entity currently holds a 10 percent or greater equity interest in North State Parent. The post-Transaction ownership of Transferee is set forth in **Exhibits B** and **C**.

A. Section 63.04(a)(6) – Description of the transaction

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

B. Section 63.04(a)(7) – Description of the geographic area in which the transferor and transferee (and affiliates) offer domestic telecommunications services, and what services are provided in each area

North State Parent does not provide telecommunications services. The Licensees provide telecommunications services domestically as follows:

¹⁵ 21 U.S.C. § 862.

¹⁶ 47 C.F.R. §§ 1.2001-1.2003.

¹⁷ 47 C.F.R. § 63.04(b).

Licensee	Type	States Served
North State Telephone Company	ILEC	North Carolina
North State Communications Long Distance, LLC	IXC	North Carolina
North State Communications Advanced Services, LLC	CLEC	North Carolina

MTN Infrastructure does not provide telecommunications services. MTN Infrastructure's indirect subsidiaries listed below, operating as SEGRA, supply telecommunications services:

MTN Infrastructure Subsidiaries	Type	States Served
Lumos Telephone of Botetourt Inc.	ILEC	Virginia
Lumos Telephone Inc.	ILEC	Virginia
Lumos Networks Inc.	CLEC	Virginia
Lumos Networks of West Virginia, Inc.	CLEC	Maryland, Pennsylvania, West Virginia
Lumos Networks LLC	CLEC	Kentucky, Maryland, West Virginia
FiberNet of Ohio, LLC	CLEC	Ohio
FiberNet Telecommunications of Pennsylvania, LLC	CLEC	Pennsylvania
FiberNet of Virginia, Inc.	CLEC	Virginia
LMK Communications, LLC	CLEC	Alabama, Georgia, North Carolina, South Carolina, Tennessee, Virginia
South Carolina Telecommunications Group Holdings, LLC	CLEC and IXC	South Carolina, North Carolina
South Carolina Net, Inc. d/b/a Spirit Telecom	CLEC and IXC	Georgia, South Carolina, North Carolina
PalmettoNet, Inc.	IXC and/or Carrier's Carrier	Georgia, North Carolina, South Carolina
FRC, LLC	CLEC	South Carolina, North Carolina

C. Section 63.04(a)(8) – Statement as to how the Application qualifies for streamlined treatment

No party is requesting streamlined processing pursuant to Sections 63.03 of the Commission's Rules.¹⁸

¹⁸ 47 C.F.R. §63.03.

D. Section 63.04(a)(9) – Identification of all other Commission applications related to this transaction

Through this Application, Applicants seek authority with respect to both international and domestic Section 214 authorizations in compliance with Section 63.04(b) of the Commission’s rules. In addition, Licensees hold additional Commission authorizations including cable community registrations for the provision of cable television service; a receive-only earth station – SES-REG-20081119-01500; and an Antenna Structure Registration (Number 1004111); which will be the subject of a separate filings consistent with the applicable Commission Rules.

E. Section 63.04(a)(10) – Statement of whether the Applicants request special consideration because either party is facing imminent business failure

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

F. Section 63.04(a)(11) – Identification of any separately filed waiver requests being sought in conjunction with this Application

Not applicable.

G. Section 63.04(a)(12) – Statement showing how grant of the Application will serve the public interest, convenience and necessity

The Transaction is about bringing together two companies with similar strategies and complementary network assets. The combined company will be a stronger competitor, more able to continue to compete against larger integrated providers, and ready to offer a broader portfolio of services to North State’s current and future customers while expanding the offering of on-net fiber services to SEGRA’s customers through the integration of North State’s fiber portfolio. The transaction will bring network efficiencies that strengthen the combined entity’s position as a competitive alternative and may open up opportunities for further investment. Put simply, approval of this Application and the proposed Transaction is consistent with the public interest.

North State Parent, through Licensees, has a long history of providing wireline telecommunications services in rural portions of North Carolina. Through the combination with SEGRA, the combined company will be able to advance its network expansion efforts in its territory. North State has also accepted the Commission's award of Alternative Connect America Model-based support ("ACAM-II") for census blocks in ILEC study area. The Transaction will not disrupt North State's commitments as a recipient of such support, including its compliance with the applicable build out requirements.

Applicants anticipate that the Transaction will permit the combined company to offer even more innovative services to more customers. Following closing, North State Parent will enjoy access to the financial resources and broader management expertise of MTN Infrastructure and its ultimate owners. MTN Infrastructure is well-qualified to become the new owner of North State Parent. As noted, MTN Infrastructure is an affiliate of EQT, a leading alternative investments firm based in Sweden with substantial financial and managerial resources.

In addition, the Transaction will be seamless to customers. Given that the Transaction is only a change of ownership at the holding company level, it will not affect any of the operations or legal identities of the Licensees. After the transfer of control, Licensees will continue to provide high-quality communications services on reasonable terms and conditions to existing customers, and there will be no interruption of service.

Specifically, the Transaction will not cause customers to experience any changes in services, or rates, terms and conditions of service. The Licensees' existing tariffs will not be affected by the Transaction, and will remain in effect (subject to change in the ordinary course of

business). Future changes, if any, in rates, terms and conditions of service will be made in accordance with applicable rules and notice requirements.¹⁹

V. CONCLUSION

For the reasons stated above, Applicants respectfully submit that the public interest, convenience and necessity would be furthered by the expeditious grant of this Application for the transfer of indirect ownership and control of Licensees to Transferee.

¹⁹ The Transaction does not raise any slamming concerns or necessitate compliance with procedures to notify customers prior to a carrier-to-carrier sale or transfer of subscribers as it does not involve a change in any customer's existing service provider. The customers of each Licensee will remain with their carrier and will continue to be served under such Licensee's existing authorizations. Accordingly, there are no changes in customers' preferred carrier, and no further filings or authorizations are required under the FCC's carrier selection rules, 47 C.F.R. §64.1120 *et seq.*, or under analogous state rules.

Respectfully submitted,

/s/ Joshua M. Bobeck

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Counsel for North State Telecommunications Corporation

Dated: December 23, 2019

EXHIBIT A

Licensee Name	Jurisdiction of Organization	Provider Type	FRN
North State Telephone Company	North Carolina	ILEC	0003745734
North State Communications Long Distance, LLC	North Carolina	IXC	0003745775
North State Communications Advanced Services, LLC	North Carolina	CLEC	0018424440
North State Communications, LLC (“NSC”)	North Carolina	Cable	0017936576

NPA-NXXs SERVED BY NORTH STATE TELEPHONE COMPANY

HIGH POINT					
NPA	COC	NPA	COC	NPA	COC
336	8838	336	819A	336	4542
336	8845	336	845A	336	4108
336	8843	336	841A	336	410A
336	8226	336	821A	336	4543
336	8841	336	862A	336	4544
336	8840	336	8220	336	4548
336	889A	336	8627	336	4545
336	8839	336	8222	336	4547
336	8848	336	8223	336	4541
336	8837	336	8224	336	4107
336	8836	336	8225	336	4105
336	8834	336	8228	336	4106
336	8833	336	8227	336	861A
336	8832	336	822A	336	8628
336	8831	336	8026		
336	884A	336	8844		
336	8880	336	881A		
336	8888	336	801A		
336	8887	336	802A		
336	8886	336	8022		
336	8885	336	8023		
336	8884	336	8025		
336	8883	336	883A		
336	8846	336	878A		

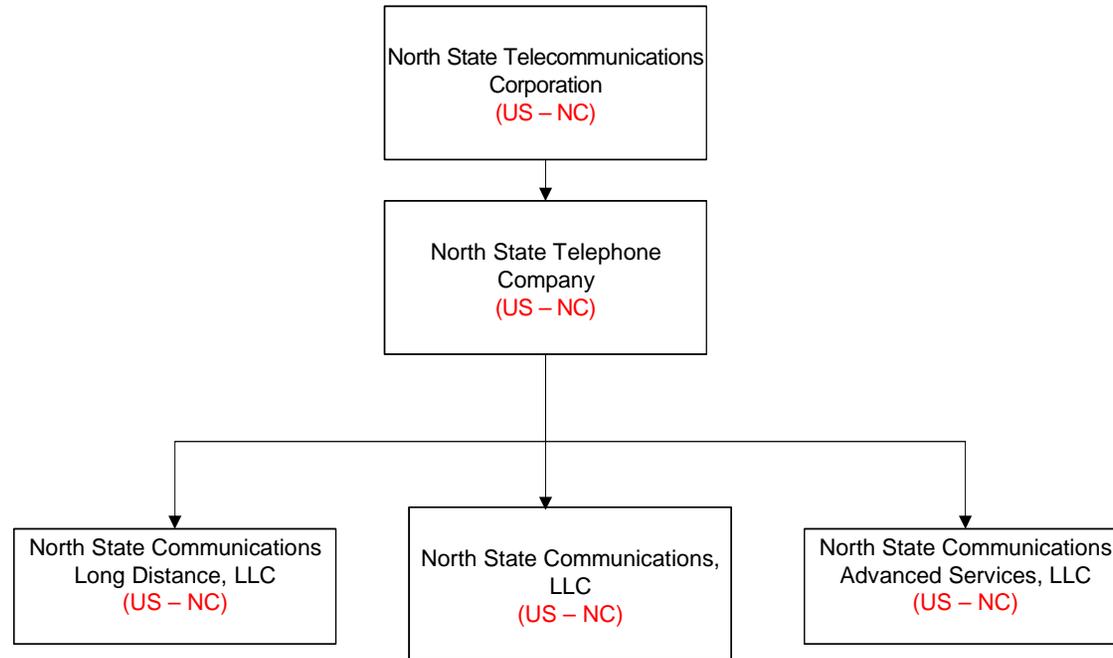
336	8881	336	8027		
336	8847	336	8028		
336	888A	336	8029		
336	887A	336	869A		
336	886A	336	8024		
336	885A	336	4100		
336	8849	336	4546		
336	882A	336	431A		
336	8882	336	434A		
336	8221	336	454A		
336	8830	336	4540		
336	812A	336	4109		

THOMASVILLE		RANDLEMAN	
NPA	COC	NPA	COC
336	4745	336	498A
336	4813	336	495A
336	4812		
336	4811		
336	476A		
336	475A		
336	4748		
336	4814		
336	4746		
336	481A		
336	4744		
336	4743		
336	4742		
336	4741		
336	4740		
336	474A		
336	472A		
336	4747		
336	4818		

EXHIBIT B

Diagrams of the Pre- and Post-Transaction Corporate Ownership Structures

CHART 1: NORTH STATE TELECOMMUNICATIONS CORPORATION PRE-CLOSE STRUCTURE

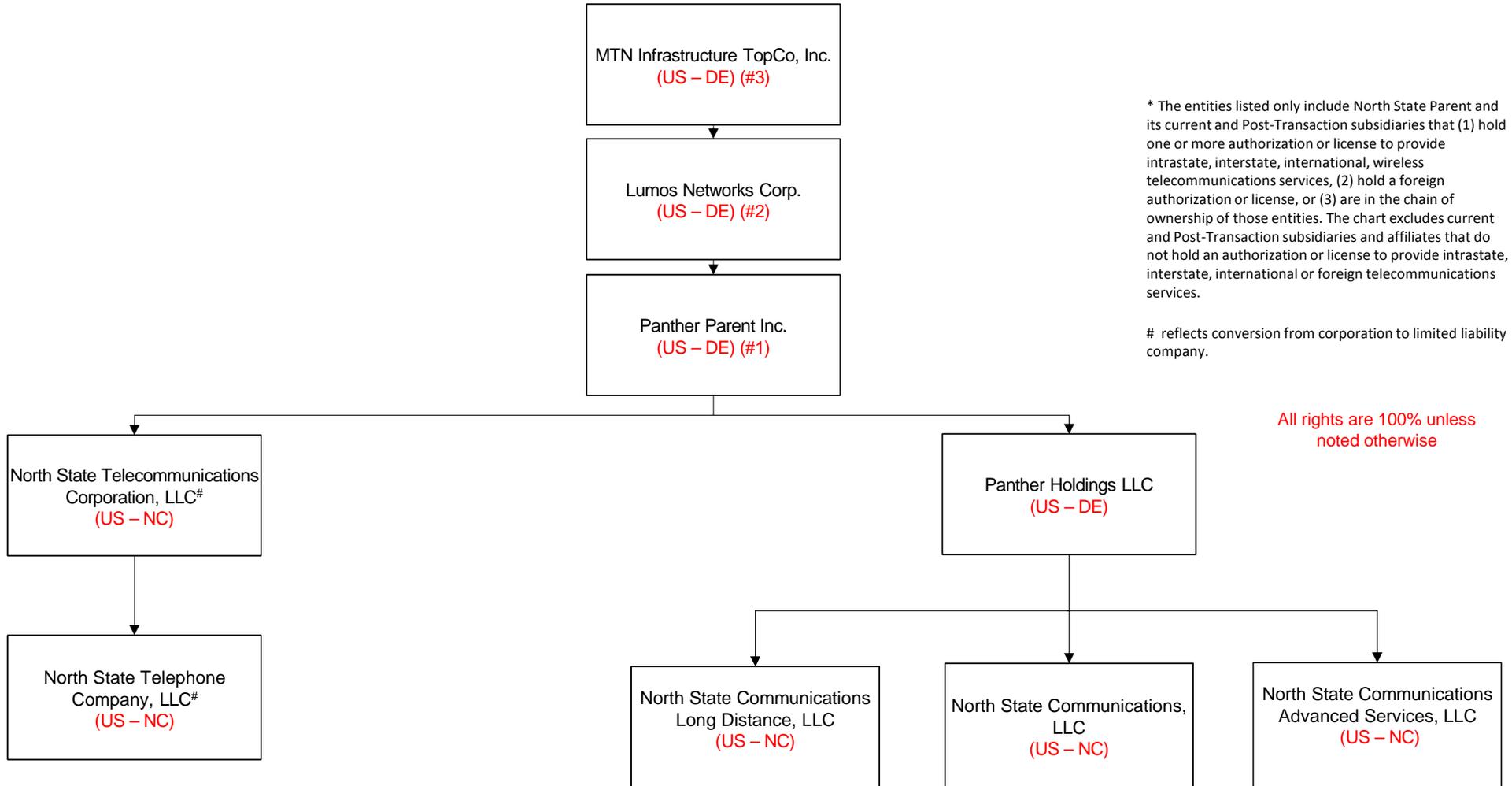


* The entities listed herein only include North State Parent and its current and Post-Transaction subsidiaries that (1) hold one or more authorization or license to provide intrastate, interstate, international, wireless telecommunications services, (2) hold a foreign authorization or license, or (3) are in the chain of ownership of those entities. The chart excludes current and Post-Transaction subsidiaries and affiliates that do not hold an authorization or license to provide intrastate, interstate, international or foreign telecommunications services.

All rights are 100% unless noted otherwise

CHART 2: NORTH STATE TELECOMMUNICATIONS CORPORATION POST CLOSE STRUCTURE

(please see Chart 3)



**CHART 3: POST CLOSE
MTN INFRASTRUCTURE
TOPCO INC. STRUCTURE**

Refers to Listing in Exhibit C

- Economic Ownership
- General Partner
- Limited Partner

All rights are 100% unless noted otherwise

(see Chart 1)

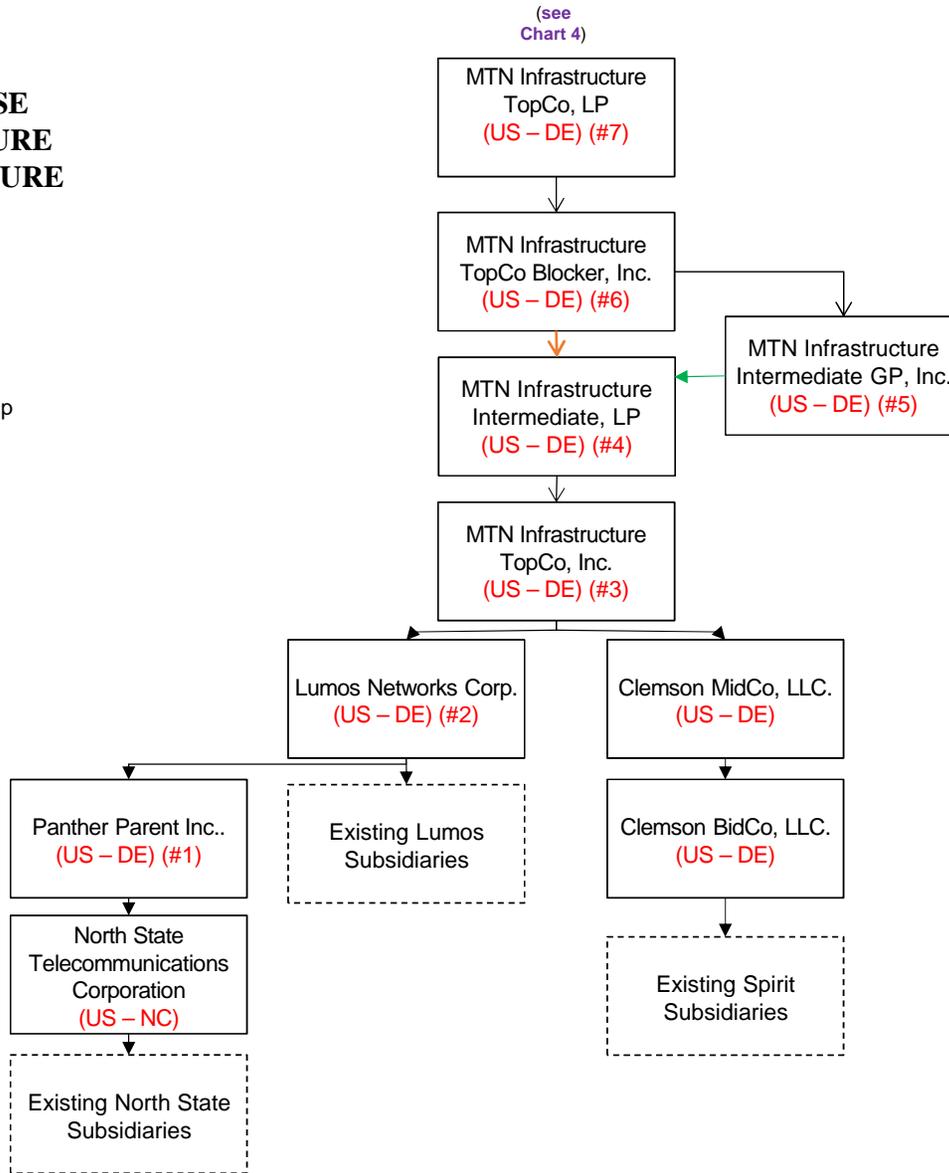


EXHIBIT C

Post-Closing Ownership Information

EXHIBIT C
POST-TRANSACTION OWNERSHIP STRUCTURE

North State Telecommunications Corporation (“North State Parent”) is a North Carolina corporation, and its shares are traded on the Pink Open Market of OTC Markets Group Inc.

Details regarding the post-close ownership information for North State Parent and its parents, intermediate parents and ultimate owners is listed below. The investors disclosed below are those that at the time of closing are expected to hold an interest (whether voting or equity) of ten percent (10%) or more of the entity immediate below in the chain of ownership as calculated pursuant to the Commission’s ownership and attribution rules for wireline and international telecommunications carriers.¹

Upon completion of the Transaction, North State Parent will become privately held, and will be directly wholly owned by:

1. Panther Parent Inc. (“Panther”)
 - a. Jurisdiction of Formation: United States (Delaware)
 - b. Address: One Lumos Plaza, Waynesboro, VA 22980
 - c. Principal business: Holding company
 - d. Interest Held: 100% (indirectly as 100% owner of North State Parent)

Panther, upon completion of the Transaction will be directly wholly owned by:

2. Lumos Network Corp.
 - a. Jurisdiction of Formation: United States (Delaware)
 - b. Address: One Lumos Plaza, Waynesboro, VA 22980
 - c. Principal business: Holding company
 - d. Interest Held: 100% (indirectly as 100% owner of Panther (#1))

Lumos Network Corp. is directly wholly owned by:

3. MTN Infrastructure TopCo, Inc. (“MTN Infrastructure”)
 - a. Jurisdiction of Formation: United States (Delaware)
 - b. Address: One Lumos Plaza, Waynesboro, VA 22980
 - c. Principal business: Holding company
 - d. Interest Held: 100% (indirectly as 100% owner of Lumos Network Corp. (#2))

MTN Infrastructure is directly wholly owned by:

4. MTN Infrastructure Intermediate, LP
 - a. Jurisdiction of Formation: United States (Delaware)
 - b. Address: c/o EQT Partners Inc., 1114 Avenue of the Americas, 45th Floor, New York, NY 10036

¹ See 47 C.F.R. § 63.18(h), note.

- c. Principal business: Holding company
- d. Interest Held: 100% (indirectly as 100% owner of MTN Infrastructure (#3))

The general partner of MTN Infrastructure Intermediate, LP (#4), is:

- 5. MTN Infrastructure Intermediate GP, Inc.
 - a. Jurisdiction of Formation: United States (Delaware)
 - b. Address: c/o EQT Partners Inc., 1114 Avenue of the Americas, 45th Floor, New York, NY 10036
 - c. Principal business: Holding company
 - d. Interest Held: Sole General Partner and less than 1% equity owner of MTN Infrastructure Intermediate, LP (#4)

The sole limited partner of MTN Infrastructure Intermediate, LP (#4) is:

- 6. MTN Infrastructure TopCo Blocker, Inc.
 - a. Jurisdiction of Formation: United States (Delaware)
 - b. Address: c/o EQT Partners Inc., 1114 Avenue of the Americas, 45th Floor, New York, NY 10036
 - c. Principal business: Holding company
 - d. Interest Held: greater than 99% equity owner, as sole Limited Partner of MTN Infrastructure Intermediate, LP (#4)

MTN Infrastructure TopCo Blocker, Inc. (#6), is directly wholly owned by:

- 7. MTN Infrastructure TopCo, LP
 - a. Jurisdiction of Formation: United States (Delaware)
 - b. Address: c/o EQT Partners Inc., 1114 Avenue of the Americas, 45th Floor, New York, NY 10036
 - c. Principal business: Holding company
 - d. Interest Held: 100% (indirectly as 100% owner of MTN Infrastructure TopCo Blocker, Inc.(#6))

The general partner of MTN Infrastructure TopCo, LP (#7) is:

- 8. MTN Infrastructure TopCo GP LLC
 - a. Jurisdiction of Formation: United States (Delaware)
 - b. Address: c/o EQT Partners Inc., 1114 Avenue of the Americas, 45th Floor, New York, NY 10036
 - c. Principal business: Holding company
 - d. Interest Held: 100% (Indirectly as General Partner and less than 1% equity owner of MTN Infrastructure TopCo, LP (#7)).

The EQT Infrastructure III Fund has now closed, which means there are no ongoing negotiations with prospective investors. There are no other investors in the EQT Infrastructure III Fund that will hold 10% or greater equity interest in North State Parent. Investors will participate in the North State investment according to their respective interests in the EQT Infrastructure III Fund

as a whole (based on their commitment size). No other investor has committed at a level that would result in a 10% or higher investment in North State Parent.

Investors in the fund have been allocated to one of the two side car vehicles established for the purposes of the transaction (*i.e.*, MTN Infrastructure Sidecar 1 SCSP (#13) and MTN Infrastructure Sidecar 2 SCSP (#10)). The allocation of investors between the two side car vehicles reflects certain tax considerations. Due to North State's potential U.S. tax classification as a "United States real property holding corporation," certain investors (including certain U.S. and non-U.S. institutional investors) may prefer to participate in the North State investment through one or more vehicles that are tax-transparent for U.S. federal income tax purposes to benefit from exceptions to potential withholding tax on the Fund's ultimate disposition of the North State investment. Other investors (including other non-US investors) may prefer to participate in the North State investment through one or more vehicles that are not tax-transparent for U.S. federal income tax purposes, because such investors do not want to be subject to a direct U.S. federal income tax return filing requirement that may arise on the Fund's disposition of North State if they participated through a tax-transparent structure (*e.g.*, through MTN Infrastructure Sidecar 2 SCSP (#10)). MTN Infrastructure Sidecar 1 SCSP (#13) has been established to accommodate these investors, because Sidecar 1 holds its equity in North State indirectly through entities treated as corporations for U.S. federal income tax purposes which themselves would file any required tax returns and pay related taxes.

The General Partners of the EQT Infrastructure III fund limited partnerships noted above, EQT Infrastructure III (GP) SCS,² (#14) and EQT Infrastructure III General Partner S.à r.l. (#15)³ and the Alternative Investment Fund Manager — EQT Fund Management S.à r.l. (#20) — are all directly or indirectly owned and controlled by EQT AB (#21).

The only limited partners holding 10% or greater of MTN Infrastructure TopCo, LP (#7) and thus indirectly in North State Parent are listed below.⁴

9. MTN Infrastructure Co-invest 2 SCSp⁵

- a. Jurisdiction of Formation: Luxembourg
- b. Address: 26A, Boulevard Royal, L-2449 Luxembourg, Grand-Duchy of Luxembourg
- c. Principal business: Holding company

² A Luxembourg Société en Commandite Simple ("SCS") is most similar to a U.S. limited partnership. In addition, each of the entities listed in this section is itself a limited partnership or limited liability company, which will have certain other members that will not exercise any control over the entity. None of these other members will have a 10% indirect ownership interest in North State Parent.

³ A Luxembourg société à responsabilité limitée ("S.à r.l.") is most similar to a U.S. limited liability company.

⁴ Certain employees, business contacts, and advisors of EQT will participate in the North State investment through investment vehicles that will each indirectly own less than 1% of North State Parent post close and no such investment will result in a participant in such a vehicle owning 10% or more of North State Parent.

⁵ A Luxembourg Société en Commandite Simple Spéciale ("SCSp") is most similar to a U.S. limited partnership.

- d. Interest Held: 10.38% (indirect as 10.38% limited partner of MTN Infrastructure TopCo, LP (#7))

10. MTN Infrastructure Sidecar 2 SCSp

- a. Jurisdiction of Formation: Luxembourg
- b. Address: 26A, Boulevard Royal, L-2449 Luxembourg, Grand-Duchy of Luxembourg
- c. Principal business: Holding company
- d. Interest Held: 35.3% (indirect as 35.3% limited partner of MTN Infrastructure TopCo, LP (#7))

11. MTN Infrastructure Lux II S.à r.l.

- a. Jurisdiction of Formation: Luxembourg
- b. Address: 26A, Boulevard Royal, L-2449 Luxembourg, Grand-Duchy of Luxembourg
- c. Principal business: Holding company
- d. Interest Held: 18% (indirect as 18% limited partner of MTN Infrastructure TopCo, LP (#7))

12. MTN Infrastructure Lux III S.à r.l.

- a. Jurisdiction of Formation: Luxembourg
- b. Address: 26A, Boulevard Royal, L-2449 Luxembourg, Grand-Duchy of Luxembourg
- c. Principal business: Holding company
- d. Interest Held: 18% (indirect as 18% limited partner of MTN Infrastructure TopCo, LP (#7))

The only 5 percent or greater owner of MTN Infrastructure Lux II S.à r.l. (#11) and MTN Infrastructure Lux III S.à r.l. (#12) is:

13. MTN Infrastructure Sidecar 1 SCSp

- a. Jurisdiction of Formation: Luxembourg
- b. Address: 26A, Boulevard Royal, L-2449 Luxembourg, Grand-Duchy of Luxembourg
- c. Principal business: Holding company
- d. Interest Held: 36% (Indirect as 96.92% equity owner in MTN Infrastructure Lux II S.à r.l. (#11) and indirect as 96.92% equity owner of MTN Infrastructure Lux III S.à r.l.⁶ (#12))

The General Partner for each of MTN Infrastructure Sidecar 1 SCSp (#13), and MTN Infrastructure Sidecar 2 SCSp (#10) is EQT Infrastructure III (GP) SCS (#14).

The General Partner for MTN Infrastructure Co-Invest 2 SCSp (#9) is EQT Infrastructure III (General Partner) S.à r.l. (#15).

⁶ The remaining limited partnership interests in the Lux II and Lux III entities will be held by the entities described in footnote 4 above.

MTN Infrastructure TopCo GP, LLC, (#8) is directly wholly owned by:

14. EQT Infrastructure III (GP) SCS

- a. Jurisdiction of Formation: Luxembourg
- b. Address: 26A, Boulevard Royal, L-2449 Luxembourg, Grand-Duchy of Luxembourg
- c. Principal business: General partner
- d. Interest Held: 100% (Indirectly as 100% owner of MTN Infrastructure TopCo GP, LLC (#8) and General Partner of MTN Infrastructure Sidecar 1 SCSp (#13), and MTN Infrastructure Sidecar 2 SCSp (#10))

EQT Infrastructure III (GP) SCS (#14) is managed by EQT Fund Management S.à r.l. (#20); its sole limited partner is EQT Holdings Infrastructure III B.V. (#16) (as 94.9% limited partner); and its General Partner and 5% equity holder is EQT Infrastructure III (General Partner) S.à r.l. (#15).

15. EQT Infrastructure III (General Partner) S.à r.l.

- a. Jurisdiction of Formation: Luxembourg
- b. Address: 26A, Boulevard Royal, L-2449 Luxembourg, Grand-Duchy of Luxembourg
- c. Principal business: General partner
- d. Interest Held: 100% (indirectly as General Partner and not more than 5% equity holder of EQT Infrastructure III (GP) SCS (#14); General Partner of MTN Infrastructure Co-Invest 2 SCSp (#9) and EQT Infrastructure III (GP) SCS (#14)).

16. EQT Holdings Infrastructure III B.V.⁷

- a. Jurisdiction of Formation: The Netherlands
- b. Address: World Trade Center Schiphol, H-Tower, Floor 4, Schiphol Boulevard 355 1118, BJ Schiphol, The Netherlands
- c. Principal business: Limited partner
- d. Interest Held: 100% (indirectly as 94.9% Limited Partner of EQT Infrastructure III (GP) SCS (#14))

EQT Holdings Infrastructure III B.V. (#16) is jointly owned by EQT AB (#21) (75.81% indirectly through EQT Holdings B.V. (#17)) and Investor AB (#24) (24.19% indirectly through Investor Netherlands B.V. (#18)):

17. EQT Holdings B.V.

- a. Jurisdiction of Formation: The Netherlands
- b. Address: World Trade Center Schiphol, H-Tower, Floor 4, Schiphol Boulevard 355 1118, BJ Schiphol, The Netherlands
- c. Principal business: Limited partner
- d. Interest Held: 100% (indirectly as 75.81% shareholder of EQT Holdings Infrastructure III B.V. (#16))

18. Investor Netherlands B.V.

- a. Jurisdiction of Formation: The Netherlands

⁷ A Dutch Besloten Vennootschap (“BV”) is most similar to a U.S. limited liability company.

- b. Address: Barbara Strozziiaan 201, Suite 6.05, 1083HN Amsterdam
- c. Principal business: Investment Holding Vehicle
- d. Interest Held: indirect intermediate interest (indirectly as 24.19% shareholder of EQT Holdings Infrastructure III B.V. (#16))

19. Investor Netherlands Holding B.V.

- a. Jurisdiction of Formation: The Netherlands
- b. Address: Barbara Strozziiaan 201, Suite 6.05, 1083HN Amsterdam
- c. Principal business: Investment Holding Vehicle
- d. Interest Held: indirect intermediate interest (indirectly as 100% owner of Investor Netherland B.V. (#18))

Each of MTN Infrastructure Sidecar 1 SCSp (#13), MTN Infrastructure Sidecar 2 SCSp (#10), and MTN Infrastructure Co-Invest 2 SCSp (#9), are managed by EQT Fund Management S.à r.l.⁸ (#20).

20. EQT Fund Management S.à r.l.

- a. Jurisdiction of Formation: Luxembourg
- b. Address: 26A, Boulevard Royal, L-2449 Luxembourg, Grand-Duchy of Luxembourg
- c. Principal business: Fund Manager
- d. Interest Held: Alternative investment fund manager (“AIFM”) of EQT Infrastructure III (GP) SCS (#14), MTN Infrastructure Sidecar 1 SCSp (#13), MTN Infrastructure Sidecar 2 SCSp (#10), SCSp; and MTN Infrastructure Co-Invest 2 SCSp (#9)).

EQT Infrastructure III (General Partner) S.à r.l. (#15), EQT Holdings B.V. (#17) and EQT Fund Management S.à r.l. (#20) are wholly owned by EQT AB (#21).

21. EQT AB⁹

- a. Jurisdiction of Formation: Sweden
- b. Address: BOX 16409, 103 27 Stockholm, Sweden
- c. Principal business: Investments/holding company
- d. Interest Held: 100% (indirectly as 100% direct owner of EQT Infrastructure III (General Partner) S.à r.l. (#15), EQT Holdings B.V. (#17) and EQT Fund Management S.à r.l. (#20))

EQT AB (#21) is publicly traded on the Stockholm, Nasdaq (ticker symbol EQT) and is indirectly majority owned by its partners. Only one owner of EQT AB (#21) holds a 10% or greater interest (either equity or voting):

22. Investor Investments Holding AB

- a. Jurisdiction of Formation: Sweden
- b. Address: Arsenalgatan 8C, 103 32, Stockholm, Sweden
- c. Principal business: Holding company

⁸ See below for complete description of EQT Fund Management S.à r.l. (#20)

⁹ A Swedish Aktiebolag (“AB”) is most similar to a U.S. corporation.

- d. Interest Held: 18.55% (indirectly as 18.55% owner of EQT AB (#21) and indirectly as 100% owner of Investor Netherland Holdings B.V. (#19))

Investor Investments Holding AB (#22) is directly wholly owned by:

23. Investor Holding AB

- a. Jurisdiction of Formation: Sweden
- b. Address: Arsenalgatan 8C, 103 32, Stockholm, Sweden
- c. Principal business: Holding company
- d. Interest Held: 18.55% (indirectly as 100% owner of Investor Investments Holding AB (#22))

Investor Holding AB (#23) is directly wholly owned by:

24. Investor AB

- a. Website: <https://www.investorab.com/>
- b. Jurisdiction of Formation: Sweden
- c. Address: Arsenalgatan 8C, 103 32, Stockholm, Sweden
- d. Principal business: Holding company
- e. Interest Held: 18.55% (indirectly as 100% owner of Investor Holding AB (#23))

Investor AB (#24) is a publicly-traded company listed on the Nasdaq Stockholm stock exchange (ticker symbol INVEB). The ownership of Investor AB (#24) is broadly held and no single individual or entity owns or controls 50% or more of Investor AB (#24). Thus, except as provided below no individual or entity has a 10% or greater interest in EQT or North State at the close of the proposed transaction, either by virtue of voting rights or economic interests in Investor AB (#24).

EQT AB (#21) was originally founded by Conni Yngve Jonsson together with Investor AB (#24) and AEA Investors. Investor AB (#24)'s minority 18.55% stake in EQT AB (#21) grants Investor AB (#24) two seats on the EQT AB (#21) Board of Directors. In addition to its minority ownership interest in EQT AB (#21), Investor AB (#24) invests in many EQT funds. However, its holdings are generally below 5% of recent EQT funds. Although Investor AB (#24) and EQT AB (#21) have close historical involvement with one another, each company is operationally independent and has independent ownership.

In addition to equity and voting interests, Investor AB (#24), consistent with Swedish corporate law (and similar to U.S. publicly-traded corporations), selects its directors pursuant to a public meeting of the company's shareholders. These shareholders exercise their vote for members of the Board of Directors consistent with the voting rights to which they are entitled based on the number and class of shares they own. The elected Board of Directors of Investor AB (#24) is authorized to appoint a President, who then holds authority to appoint other executives to facilitate the effective operation of the company. The current corporate officers and directors of Investor AB (#24) (and their country of citizenship) are:

Board of Directors¹⁰

Jacob Wallenberg, Sweden
Marcus Wallenberg, Sweden
Gunnar Brock, Sweden
Johan Forsell, Sweden
Magdalena Gerger, Sweden
Tom Johnstone, Great Britain
Grace Reksten Skaugen, Norway
Hans Stråberg, Sweden
Lena Treschow Torell, Sweden
Sara Mazur, Sweden

Officers

Johan Forsell, President and CEO, Sweden
Helena Saxon, CFO, Sweden
Petra Hedengran, Head of Corporate Governance and Compliance, Sweden
Daniel Nodhäll, Head of Listed Core Investments, Sweden
Viveka Hirdman-Ryrberg, Head of Corporate Communication and Sustainability, Sweden
Christian Cederholm, Co-Head of Patricia Industries, Sweden
Jessica Häggstrom, Head of Human Resources, Sweden
Noah Walley, Co-Head of Patricia Industries, United States and Great Britain

To the Parties' knowledge, no shareholder of Investor AB (#24) will indirectly own or control 10% or more of EQT (and thus of MTN Infrastructure and North State Parent) as a result of their equity or voting interest in Investor AB (#24).

¹⁰ Biographies for the Board of Directors and Officers are available at:
<https://www.investorab.com/about-investor/organization/>

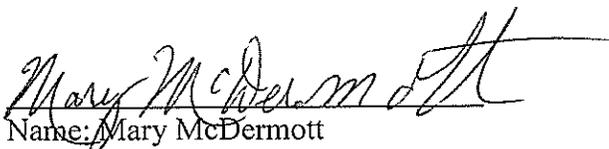
VERIFICATIONS

VERIFICATION

I, Mary McDermott, state that I am General Counsel and Secretary of MTN Infrastructure TopCo, Inc. (the "Company"); that I am authorized to make this Verification on behalf of the Company and its affiliates; 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

23rd day of December 2019.

A handwritten signature in black ink, appearing to read "Mary McDermott", written over a horizontal line.

Name: Mary McDermott
Title: General Counsel and Secretary
MTN Infrastructure TopCo, Inc.

VERIFICATION

I, Lynn Welborn, state that I am Executive Vice President and Chief Administrative Officer of North State Telecommunications Corporation (the "Company"); that I am authorized to make this Verification on behalf of the Company (including its subsidiaries); that the foregoing filing was prepared under my direction and supervision; and that the contents thereof and the certifications contained therein regarding 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 20th day of December 2019.



Name: Lynn Welborn

Title: Executive Vice President and Chief
Administrative Officer

North State Telecommunications Corporation