Public Service Commission of Wisconsin
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BROADBAND EXPANSION GRANT APPLICATION
For Fiscal Year 2022

Primary Applicant (Name and Address):	Applications MUST be UPLOADED to ERF via the Commission's website, http://psc.wi.gov/apps35/ERF_upload/content/mymenu.aspx. Refer to section 2.3 for detailed instructions. Applications are due and MUST be uploaded to ERF no later than: **March 17, 2022** at 4:00pm (16:00) Central Time. **Late applications will not be accepted.**
Connect Holdings II, LLC. d/b/a Brightspeed One Manhattanville Rd, Suite 201 Purchase, NY 10577	Contact for further information: PSCStatebroadbandoffice@wisconsin.gov
	Date: December 1, 2021

The Public Service Commission of Wisconsin is seeking applications for Broadband Expansion Grants. The Commission may award one or more grants during Fiscal Year 2022 to public and private entities that meet the eligibility requirements set forth in Wis. Stat. § 196.504. This grant round will be funded with bond proceeds authorized by the Wisconsin Building Commission pursuant to Wis. Stat. § 13.48(30). As such, successful applicants are subject to the requirements of Wis. Stat. § 13.48(30). Successful applicants will demonstrate a clear and achievable plan to improve broadband communications services in one or more underserved areas in the State.

Applicant Certification: In signing this application, the undersigned verifies under penalty of perjury that the Applicant and its employees and agents have not, either directly or indirectly, entered into any agreement or participated in any collusion or otherwise taken any action in restraint of free competition with respect to this application; that no attempt has been made to induce any other person or firm to submit or not to submit an application; that this application has been independently arrived at without collusion with any other proposer, competitor or potential competitor; that this application has not been knowingly disclosed prior to the opening of applications to any other applicant or competitor; that all of the responses and representations of Applicant in this application are true and correct to the best of the undersigned's knowledge, information, and belief; and that Applicant agrees to, accepts, and will comply with all of the terms and conditions respecting this application and any award of a broadband expansion grant as may be established in a grant award Agreement.

Name of Authorized Representative (Type or Print)	Title	Phone
John Livecchi	Director of Engineering	(973) 224-8368
Signature of Authorized Representative	Date	
	3-15-2022	

SUMMARY OF GRANT APPLICATION

Primary Applicant Name Connect Holding II, LLC d/b/a Brightspeed	Amount of Broadband Grant Request (round to nearest dollar) $1,463,000
Federal Employer Identification No. 87-3811759	Amount of Matching Funds Pledged (round to nearest dollar) $3,413,666
Contact Name and Title John Livecchi, Director of Engineering	Total Cost of Proposed Project (round to nearest dollar) $4,876,666
Telephone Number 1.973.224.8368	Project Name Douglas
E-mail Address(es) john.livecchi@brightspeed.com	Type of Proposed Broadband Service (FTTH, Cable, DSL, etc.) Fiber-to-the-Premises (FTTP)
Grant Manager, if different than Primary Applicant *N/A*	Type of Proposed Project (Last-mile, Middle-Mile, backbone, other) Last-mile
Grant Manager Contact Name *N/A*	Grant Manager Email Address and Telephone Number *N/A*
If the application proposes a public-private partnership, list the names, addresses, and FEINs of the partner companies or organizations *N/A*	
Brief Project Description (2 sentences) Our proposed project will install 44 miles of fiber within Douglas County to serve nearly 3,089 premises, through planned network upgrades including the expanded deployment of state-of-the-art 1G+ capable network equipment (“XGSPON”) and the fiber necessary to deliver fiber-to-the-premises (“FTTP”) service directly to customer homes and businesses. The project will consist of an aerial build utilizing the existing aerial infrastructure, as well as the use of existing conduit in place today and sections of direct bury, all designed to serve unserved and underserved areas of Douglas County.	
Maximum Proposed Download Transmission Speed 1 Gig (XGSPON)	Maximum Proposed Upload Transmission Speed 1 Gig (XGSPON)

Minimum Proposed Download Speed to Customer Location 100 Mbps	Minimum Proposed Upload Transmission Speed to Customer Location 100 Mbps
County or Counties served by this project Douglas County	Community or Communities served by this project Hawthrone, Poplar, Solon Springs, South Range, Superior, Wentworth
List of the broadband service providers, if any, currently serving the area the applicant proposes to serve Charter, CCI Systems, and T-Mobile (All nonoverlapping)	
Does proposed project serve an *unserved* area of the State, as defined in Section 1.4 of the application instruction? (yes/no) Yes	Is the Applicant certified as a Broadband Forward! Community or Telecommuter Forward! Community, or does the grant project propose to serve a Broadband Forward! Community or Telecommuter Forward! Community? (yes/no) No
For last mile projects or component, the expected number of Business Locations that will have access to the improved broadband service (i.e., total business locations passed or with new service access). Per the Census Bureau, there are 72 firms located in the project area	For last mile projects or components the expected number of Residential Locations that will have access to the improved broadband service (i.e., total residential locations passed or with new service access). Per the Census Bureau, there are 3,017 households in the project area.
Of the improved business locations, how many locations are *unserved*? 31 Unserved	Of the improved residential locations, how many are *unserved*? 398 Unserved
For providers that are eligible telecommunications carriers will the proposed broadband service be available to Lifeline customers? (yes/no) Yes	Are there any programs available for low-income households to access low-cost service or discounts? (yes/no) Yes
Is the internet service provider currently participating in the Emergency Broadband Benefit Program? (yes/no) Yes	Is the internet service provider currently participating in the Department of Public Instruction and CESA purchasing's Digital Learning Bridge? (yes/no) Yes
Did the internet service provider participate in the Public Service Commission's voluntary Broadband Coverage Data Collection in 2021? (yes/no) Yes	

Summary of Project Budget and Funding Statement

FY22 Broadband Expansion Grant Application
Budget & Income Summary

Wisconsin Broadband Office

Please complete this form using Microsoft Excel. A PDF copy must be attached to your application as page four. In addition, this form must also be uploaded to ERF in Excel format.

Grant Summary

Grant Applicant:	Project:
Connect Holding II, LLC d/b/a Brightspeed	Douglas

Budget

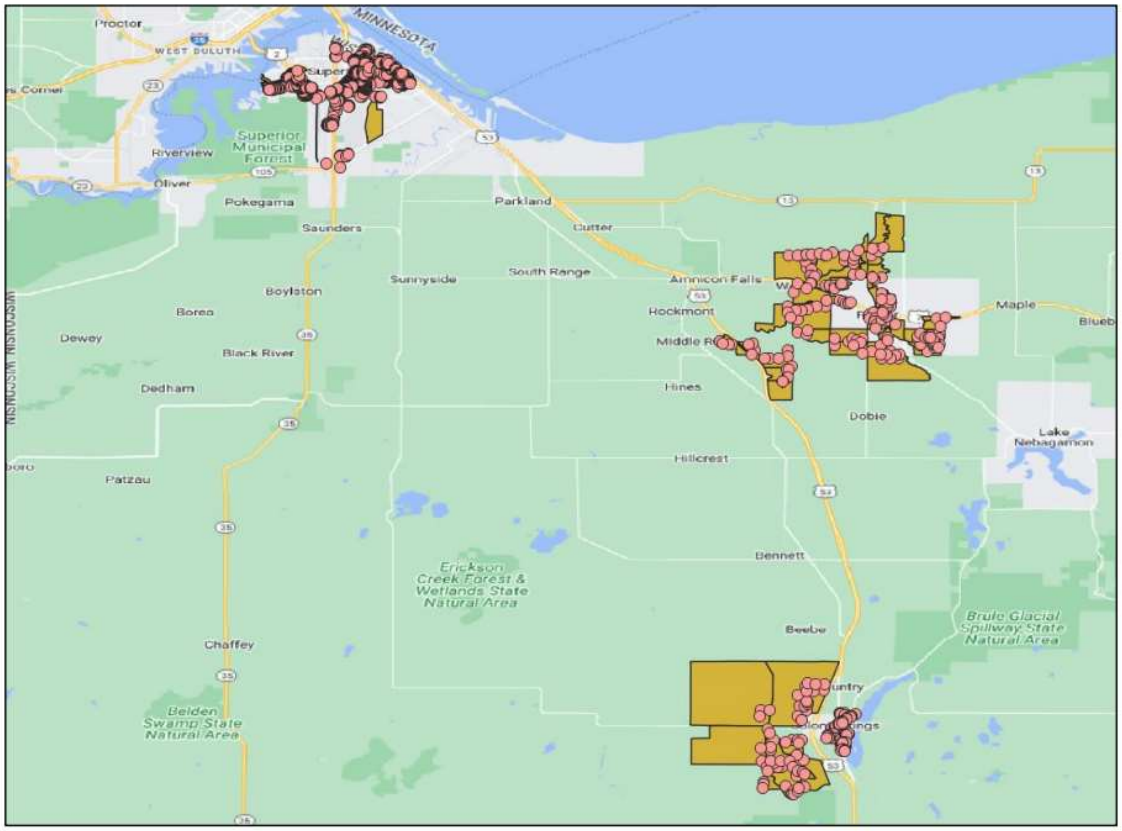
Line:	Description / Category:	Grant Funds:	Match:	Total:
1	Contractual, Consultant Fees	$ 102,409.99	$ 238,956.64	$ 341,366.63
2	Equipment	$ 175,559.98	$ 409,639.95	$ 585,199.93
3	Supplies	$ 102,409.99	$ 238,956.64	$ 341,366.63
4	Labor (Salary, Fringe)	$ 907,059.89	$ 2,116,473.08	$ 3,023,532.97
5	Permitting, Licensing Fees	$ 102,409.99	$ 238,956.64	$ 341,366.63
6	Travel			$ -
7	Other	$ 73,149.99	$ 170,683.31	$ 243,833.30
	Total:	$ 1,462,999.82	$ 3,413,666.26	$ 4,876,666.08
		70.0% match requested		

Pledged Contributions

#:	Entity:	Entity Type:	Pledge Type:	Pledge:
1	Connect Holding II, LLC d/b/a Brightspeed	Applicant	Cash	$ 3,413,666.26
2				
3				
4				
5				
6				
7				
8				
9				
10				
			Total:	$ 3,413,666.26

Project Area Map

Douglas Application



Potential Service Area

Eligible, in-plan premises

3.0 GENERAL APPLICATION REQUIREMENTS

3.2.1 Applicant identification and contact information

The applicant, Connect Holding II LLC d/b/a Brightspeed ("Brightspeed"), is the entity created through the acquisition of the Incumbent Local Exchange Company ("ILEC") company assets of Lumen, Inc. (which today operate under the CenturyLink brand name, as further described below).

On August 3, 2021, Apollo Global Management, Inc. and Lumen Technologies, Inc. announced a definitive agreement for Apollo to acquire the assets of Lumen's ILECs currently operating under the CenturyLink brands, among others. The new company, Connect Holding II LLC, will operate under the name, Brightspeed. After the transaction closes, Brightspeed will take over all CenturyLink ILEC operations in Wisconsin (and 19 other states), including CenturyLink's buildout and other obligations under the State Broadband Expansion Grant.

For the purposes of this application and reference to business operations in Wisconsin, we will use the future operating name "Brightspeed" to refer collectively to the existing CenturyLink/Lumen ILECs that Apollo is acquiring.

The ILECs that Apollo is acquiring and that CenturyLink operates in Wisconsin today are: CenturyTel of Central Wisconsin, LLC d/b/a CenturyLink; CenturyTel of Fairwater-Brandon-Alto, LLC d/b/a CenturyLink; CenturyTel of Forestville, LLC d/b/a CenturyLink; CenturyTel of Larsen-Readfield, LLC d/b/a CenturyLink; CenturyTel of the Midwest-Kendall, LLC d/b/a CenturyLink; CenturyTel of the Midwest-Wisconsin, LLC d/b/a CenturyLink; CenturyTel of Monroe County, LLC d/b/a CenturyLink; CenturyTel of Northern Wisconsin, LLC d/b/a CenturyLink; CenturyTel of Northwest Wisconsin, LLC d/b/a CenturyLink; CenturyTel of Southern Wisconsin, LLC d/b/a CenturyLink; CenturyTel of Wisconsin, LLC d/b/a CenturyLink; and Telephone USA of Wisconsin, LLC d/b/a CenturyLink ("Acquired ILECs").

Brightspeed has received an FCC Registration Number (FRN 0031304405). Its current mailing address is: One Manhattanville Rd, Suite 201, Purchase, NY 10577 (Brightspeed will be headquartered in Charlotte, NC post-transaction close). Brightspeed has also received a DUNS Number and SAMS ID (CAGE Code).

Based on the above, Brightspeed is an "eligible applicant" pursuant to Wis. Stat. § 196.504(1)(ac)2. In addition, Brightspeed has requested, and been granted, eligible telecommunications carrier (ETC) designation for all the areas in which it provides service.

See Page 16 Brightspeed/Lumen Notice to the State

Key Contact info for this project is:

David Chery, Project Manager
david.chery@brightspeed.com
+1 (857) 719 3975

John Livecchi, Director of Engineering
john.livecchi@brightspeed.com
1.973.224.8368

3.2.2 Description of the project

Brightspeed is committed to bringing advanced broadband services to consumers and businesses in Douglas County. Our proposed project will bring a state-of-the-art 1G+ capable fiber-to-the-premises ("FTTP") network directly to Three Thousand and Eighty Nine (3,089) grant-eligible the homes and businesses within Douglas County. The central premise behind Apollo's acquisition of Lumen's ILEC assets in Wisconsin (and elsewhere) is the opportunity to make significant, multi-year upgrades to the existing, primarily copper network. Through this investment, Brightspeed will provide a more competitive set of broadband services to the people of Douglas County which will significantly improve customer choice for internet access services and customer service experience. Equally important, deployment of the Brightspeed fiber network will vastly improve access to the internet and the multitude of economic, government, educational, healthcare, business, and entertainment opportunities that broadband internet access enables.

Brightspeed is pleased to offer the latest technology and network operations innovations as part of its commitment to building a state-of-the-art fiber network in Douglas County, and throughout its serving areas in Wisconsin, through the Grant Program. Our proposal includes the deployment of state-of-the-art 10G symmetrical network equipment ("XGSPON") and the fiber necessary to deliver fiber-to-the-premises ("FTTP") service directly to customers' homes and businesses. Our base speed fiber offering provides 200 Mbps/200 Mbps (download/upload) speeds, and our top-end service will be at least a 1 Gbps symmetrical (i.e., 1 Gbps upstream and 1 Gbps downstream) speed service (or higher). We intend to deploy 40+ miles of fiber related to this project.

In the area in which we are proposing to build, we have identified through a combination of (1) FCC 477 census block-level speed data and provider information, (2) preliminary eligibility maps provided by Wisconsin, and (3) Brightspeed's (Lumen's) internal database of speeds provided to each home, that there exist 3,089 locations in our proposed area that (a) do not currently have download/upload speeds of 25/3 Mbps (and therefore are "underserved" locations) by more than one provider and (b) have not been recently awarded broadband funding according to RDOF data. These 3,089

underserved locations are the locations to which we intend to build. Please note that all locations in this application that are "ineligible" according to "Broadband Expansion Grant Eligible Guideline Areas: Fiscal Year 2022" are in fact eligible according to Lumen's speed data - **See BB APP Brightspeed Douglas County Attachment A._FCC Ineligible Prem Eligibility Evidence**

Within the defined application area, there also are 429 living units in "unserved" areas as a part of this project. Please refer to **Page 5 with Service Area Map** for the location of the Douglas project area.

The Douglas project is targeting majority "last mile" broadband infrastructure in rural areas because the investment is being made to add fiber between central offices (or a location between the central office and a serving device) and underserved and unserved premises. There will be some "middle mile" projects to add transport equipment capacity as well as additional fiber to connect central offices to support expected broadband demand.

Brightspeed will undertake commercial best efforts to complete the project by year-end 2024, and we expect to achieve this goal. The schedule is subject to change and is dependent on various factors, including delays due to weather or Act of God events, obtaining necessary permits in a timely manner, and difficulty in obtaining and deploying necessary fiber, equipment, labor, and other resources needed to complete the project as scheduled.

Upon award and execution of the grant contract, Brightspeed's network planning team will create the project narrative for the Company's network implementation teams and that will be completed within 30-60 days. Once the project narrative is released Brightspeed's detailed engineering will begin, which includes design engineering and any other required permits. An additional 60-90 days are required to finalize designs, work to obtain permits, and complete construction plans. We are prepared to begin construction within 60 days of the date from which we can obtain all permits, pole licenses, and finalize all required pole make ready work necessary to complete construction of the entire project area. Brightspeed is targeting a plan and construction completion by 2024, which corresponds to Brightspeed's existing build plans in Douglas County outside of the state broadband grant program.

3.2.3 Itemized Budget (all amounts should be rounded to the nearest dollar)

The total construction costs are $4,876,666 to construct 44 Miles of fiber and update electronics at the serving device to enable higher speeds in the Douglas county exchanges. Brightspeed is seeking a broadband expansion grant of $3,413,666, or 70.0% of the total construction costs, with Brightspeed providing the remaining funding of $1,463,000 (30%). Brightspeed has included only costs directly associated with

construction of the Douglas project. The funding received will not subsidize Brightspeed expenses or the monthly bills of its customers and will not contribute to Brightspeed operating costs or profits. Absent receipt of the broadband expansion grant, Brightspeed will not undertake the project.

The total construction cost includes Outside Plant (OSP) (Fiber, Material & Equipment) along with Inside Plant (Install, Contract, Labor) cost amounts. Brightspeed will own and operate the facilities as part of its telecommunications network. As shown above, the construction costs are related to project planning, obtaining construction permits, construction of facilities, and installation and testing of the broadband service being constructed.

See BB App Brightspeed Douglas County_Attachment B_StateBudgetIncomeSummaryForm

3.2.4 Priority factors supporting the application

a. Matching funds.

The proposed budget for this project is provided on page 4. The total estimated cost of this project is $4,876,666, and Brightspeed will fund 70% of the project cost ($3,413,666).

b. Public-private partnerships.

Brightspeed is not reliant on any partnerships for this application and will self-fund the match amount. We expect the proposed service area community to benefit from our planned service, and we will evaluate customized joint marketing programs for applicability and mutual benefit with partners closer to service launch.

c. Existing broadband service.

Brightspeed (through its predecessor CenturyLink companies) provides internet service in the Douglas project area. According to Fixed Broadband Deployment Block Data as of December 31, 2020 (obtained at https://www.fcc.gov/encyclopedia/broadband-deployment-data-fcc-form-477), there are three fixed broadband providers (Charter, CCI Systems, T-Mobile) listed in the Douglas project area in distinct and non-overlapping census blocks in the proposed project. Based upon information from the Commission's broadband map as well as Lumen's broadband speed data in the area, none of the households, firms, or living units are in "ineligible" areas.

Project impact.

The project area includes approximately 3,017 households and 72 firms for a total of 3,089 living units. This area has a population of approximately 7,550. There have been a number of complaints over the years, and customers have contacted Brightspeed (via its predecessor CenturyLink) requesting increased broadband speed. If this application is approved, this project would enable a subdivision that is currently served with slow speeds from the central office to be updated to a GPON solution. Broadband subscribers will then have access to broadband speeds significantly greater than the 1.5 Mbps download service currently available in the area. Please see our response to Section 3.2.2.

Currently, it is uneconomical for Brightspeed – based on the cost of the project and the limited number of customers in the project area – to provide broadband service above 25 Mbps absent additional support.

Brightspeed will utilize standard go-to-market plans for fiber-to-the-home launches. Brightspeed's local teams will determine, based on the geography of the impacted households, the best method of marketing the launch. This could include direct mail, a prelaunch website, a dedicated website for Douglas County, yard signs, door hangers, press releases, and/or mobile marketing. Face to face marketing teams will also be available to engage and educate prospects on Brightspeed internet product details and ordering processes.

Community education forums may also be conducted through launch events where customers can ask questions and register for service. Customized joint marketing programs could be evaluated for applicability and mutual benefit.

List of broadband services to be provided:

The preliminary expected services available to all eligible locations include:

Service Name	Upload/Download Speeds	Data Cap	Price
200 Gbps	200 Mbps/200 Mbps	None - Unlimited	Competitive Rates
1 Gbps	940 Mbps (download)/880 Mbps (upload)	None - Unlimited	Competitive Rates
500 Mbps	500 Mbps/500 Mbps	None - Unlimited	Competitive Rates
2 Gbps	2 Gbps/2 Gbps	None -Unlimited	Competitive Rates

Brightspeed's predecessor, CenturyLink, is a long-time provider of Lifeline services through the FCC's Lifeline program and provides either the voice or the broadband credit to qualifying customers. CenturyLink also participated in the federal Emergency Broadband Benefit (EBB) program. Brightspeed intends to continue participation in these plans and to participate in the new federal Affordable Connectivity Program, which has replaced the EBB. At Brightspeed~~'s~~ a core part of our mission is to promote digital inclusion, and increasing awareness of ACP and developing solutions that encourage eligible households to participate is something that we intend to actively pursue. At this stage we have not finalized the pricing for our low-income broadband offering, but we will have a robust service available at an affordable monthly rate.

d. Scalability.

The technology that will be used is XGSPON fiber-to-the-premise. XGSPON is a 10 gigabit per second (GBPS or G) symmetrical Passive Optical Network delivered via a dedicated fiber loop to the customers' premises. This grant award will allow Brightspeed to provide high-speed symmetrical (upload and download) data up to 2 Gig (2 Gbps) transported on a single fiber from the ILEC central office (CO) to the customer's home or business. The XGSGPON infrastructure eliminates the need for active electronics (and the associated power, real estate and maintenance costs) in the distribution plant. The capabilities of a fiber or Optical Distribution Network (ODN) are essentially limitless, offering customers an extremely reliable medium that is resilient in the face of bad weather - there is no service fade. XGSPON is a state-of-the-art Passive Optical Network (PON) technology that could scale up to 10 gigabits per second (GBPS) for both upload and download (i.e., symmetrical) data speeds. Together, these products will easily serve the needs of Wisconsin customers for decades to come.

e. Economic development.

Brightspeed's project is likely to have a significant, positive economic impact on the community, because broadband speeds will increase to levels that can readily accommodate individuals and businesses seeking to access the increasingly data-centric and bandwidth intensive services and products available today via the Internet. The proposed project will increase the ability for customers to work from home, increase educational options, allow businesses greater access to business opportunities, increase access to tele-medicine and remote healthcare for patients and providers alike, and improve access to online government programs and services. In addition, this project will not impair the ability of a broadband service provider or competing broadband service provider to extend broadband service to adjacent areas. This project will provide help remove geographical barriers to technology and enhance the critically important goals of improved digital inclusion and equity. Finally, as the experience with the Covid-19 pandemic has made clear, high speed internet access, especially symmetric broadband that allows two-way transmission and reception of video and large bandwidth applications, is foundational for educational and social development, and it is an essential element for tele-health and distance learning by students and

adults of all ages. Brightspeed's broadband deployment project in Douglas County will further all these important objectives.

f. Effect upon broadband service to adjacent areas.

This project will not impair the ability of a broadband service provider or competing broadband service provider to extend broadband service to adjacent areas.

3.2.5 Other information supporting the application

CenturyLink has a long and proud history of building, managing, and operating broadband within the State of Wisconsin that Brightspeed is equally proud to continue. Brightspeed is extremely well-qualified to build, manage and operate the proposed fiber broadband project in Wisconsin.

First, Brightspeed is acquiring CenturyLink's network, operations, customers and employees in Wisconsin (and 19 other states) and will leverage the experience and expertise that CenturyLink has built over decades of operation in the state and elsewhere. CenturyLink has completed hundreds of internet service infrastructure projects in Wisconsin and thousands of projects nationwide. CenturyLink/Lumen has also completed dozens of state-funded internet service infrastructure projects across the country, participated in the FCC's CAF II program and won multiple RDOF auction grants in states across the country. The company has completed state-funded broadband grant projects in several states, and continually builds internally funded broadband projects in its operating territories.

Second, Brightspeed will be the successor to CenturyLink's operations in Wisconsin and will leverage CenturyLink's skilled workforce and its own managerial and network expertise to build out the fiber network for which funding is being requested. Following the transaction close, Brightspeed will continue CenturyLink/Lumen's strong tradition and expertise in building and managing broadband infrastructure through the acquisition of all of CenturyLink's assets, operations, employees, and customers in TN (and 19 other states). The transaction includes the acquisition of CenturyLink's local fiber and copper networks (including connectivity to enabled buildings), broadband and voice customers (consumer, enterprise, and wholesale), and the operations and back-office support to meet the accelerating demand for high-bandwidth connectivity and fiber technology.

Third, Brightspeed will rely on its own exceptionally strong, experienced management team that includes senior executives with extensive experience designing and deploying Verizon's cutting-edge FiOS large-scale Fiber to the Premises ("FTTP") network. These executives collectively have about a century of overall telecom experience, each holding senior positions with Verizon, and they will work with CenturyLink's established network and operations teams to build and maintain the company's Wisconsin broadband project.

Finally, in addition to the company's operational, network, and managerial experience, Brightspeed is exceptionally well financed by Apollo. Apollo itself is a publicly traded company with a current market cap in excess of $35 Billion. It manages more than $400 billion in credit, private equity, and real assets funds. Connect Holding (Brightspeed) will be strongly capitalized at closing, with Apollo making $2 billion available to Connect Holding, of which $1.5B will be available to fund capital expenditures. A proportional amount of this funding will be available for investment in Wisconsin.

CenturyLink has met its grant obligations and has not paid any penalties related to any internet service infrastructure project funded through federal or state grant programs. CenturyLink has not been a defendant in any federal or state criminal proceeding or civil litigation as a result of its participation in an internet service infrastructure project funded through federal or state grant programs.

The Douglas project will not duplicate existing broadband infrastructure within the project area.

This project will provide broadband access and allow patients to link to medical providers for direct consultation, remove geographical barriers and allow people to receive the medical care when it's needed.

This project will enable High speed internet which has become a necessity for distance learning by students of all ages due to Covid-19. Broadband is needed for every level of education from kindergarten through high school to college.

Brightspeed is led by a group of executives responsible for building the nation's largest FTTx network. Executive summaries and experience for key executives and professionals involved in this project are listed below.

Bob Mudge
Chief Executive Officer

Bob's leadership roles at Verizon and other telecommunications entities span the gamut from network operations to marketing and strategy. He has deep expertise in public and private companies and has served as an advisor to multiple private equity firms. While the breadth and depth of his industry experience is crucial in his role as Brightspeed's Chief Executive Officer, his ability to develop excellent teams that deliver exceptional customer service and growth sets him apart in the industry.

Chris Creager
Chief Adminstration Officer

Chris brings a wealth of leadership experience in transforming wireline telecom businesses and driving customer growth. During his tenure with Verizon, he led large network and multi-billion-dollar business units that created powerful fiber optic access to millions of homes and

businesses. Highly skilled in leading telecom mergers and acquisitions, Chris is focused on ensuring that Brightspeed delivers all its brand implies, for customers and employees.

Tom Maguire
Chief Operating Officer

Tom's telecommunications experience spans four decades, from an early career as a field technician to subsequently leading many facets of the business. This experience brings a unique perspective to Brightspeed's business model and influences Tom's belief that operations is most effective when it works with other parts of the organization to provide the best customer experience. Tom looks forward to engaging the Brightspeed operations teams to leverage state-of-the-art technology to serve existing and future customers.

Ashok Kumar
Chief Technology Officer

As a visionary at Verizon and its predecessor company for over two decades, Ashok built systems that ran the first large scale deployment of Fiber to The Home Network (Verizon Fios) and spent a decade helping Verizon scale Fios into the most reliable broadband in America. Most recently, he enabled its brick-and-mortar business into digital first engagement for over 100 million wireless and Fios customers. As Chief Technology Officer, Ashok's experience and leadership will play a vital role in delivering Brightspeed's planned fiber optics transformation.

Colon McLean
Chief Human Resources Officer

Colon's HR leadership experience is rooted in the Carolinas where he served Duke Energy for twenty-two years. Colon has led large human resources organizations within public and private equity-backed companies in the greater Chicago area since 2008 and is excited to return to his hometown of Charlotte to lead the human resources function for Brightspeed.

Steve Tugentman
Chief Legal Officer

Steve is excited to join Brightspeed's mission to bridge the digital divide and connect the most underserved areas. In multiple leadership positions in Legal over a 30-year career at Verizon, Steve's teams helped transform the telecommunications business, from sales and marketing, to technology, centralized services, policy and operations. His objective at Brightspeed is to position the Legal Department as a competitive advantage for growth and development of the business.

Christie Grumbos
Chief Financial Officer

Christie is responsible for Brightspeed's finance, accounting and treasury operations and will direct capital planning and investment initiatives to drive the company's $2 billion fiber optics

transformation plan. Christie's financial, operational and leadership experience spans more than 25 years, most recently with Terminix, where she served as Chief Financial Officer of Residential business and oversaw the company's long-term corporate development and strategy as Senior Vice President of Mergers and Acquisitions.

Courtland Madock
Chief Marketing Officer

Courtland brings more than 13 years of experience at UScellular, where she led the transformation of the company's high-speed internet product line and grew market share in a fiercely competitive and predominantly rural consumer footprint. At Brightspeed, she will focus on growing sales, marketing Brightspeed's innovative product line, creating a customer experience second to none, and building recognition of the Brightspeed brand with every current and potential customer.

Tom Dailey
VP Privacy, Compliance, Regulatory & Policy

Tom is a senior global technology and business leader and former chief legal officer with more than 25 years of telecommunications, media and technology (TMT) leadership experience at Fortune Top 20 company, Verizon. An advisor to C-suite executives on legal, strategy, policy and regulatory matters, Tom heads up the company's public policy and government relations, regulatory, privacy and compliance functions. Tom and the rest of the Brightspeed team are focused on bringing fiber broadband to rural America.

John Livecchi
Director of Engineering

A results-oriented decision-maker with 30+ years of technical and hands-on experience, leading large and small teams working across OSP engineering, construction, operations, regulatory, supply chain, and sourcing. Extensive FTTx Engineering, Design, Inventory Planning, and Regulatory Compliance experience at major telecom firms including Charter and Verizon.

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October 11, 2021

Ms. Kristi Nieto
Administrator, Division of Digital Access,
Consumer and Environmental Affairs
Public Service Commission of Wisconsin
Hills Farms State Office Building
4822 Madison Yards Way
Madison, WI 53705

RE: Notice Regarding the Transfer of Indirect Control of Lumen ILECs

Dear Ms. Nieto:

Connect Holding, LLC ("Connect Holding"), an affiliate of Apollo Global Management, Inc., and Lumen Technologies, Inc. ("Lumen") notify the Wisconsin Public Service Commission (the "Commission") that the parties plan to consummate a transfer of ownership and control of the following Lumen ILEC subsidiaries: CenturyTel of Central Wisconsin, LLC d/b/a CenturyLink; CenturyTel of Fairwater-Brandon-Alto, LLC d/b/a CenturyLink; CenturyTel of Forestville, LLC d/b/a CenturyLink; CenturyTel of Larsen-Readfield, LLC d/b/a CenturyLink; CenturyTel of the Midwest-Kendall, LLC d/b/a CenturyLink; CenturyTel of the Midwest-Wisconsin, LLC d/b/a CenturyLink; CenturyTel of Monroe County, LLC d/b/a CenturyLink' CenturyTel of Northern Wisconsin, LLC d/b/a CenturyLink; CenturyTel of Northwest Wisconsin, LLC d/b/a CenturyLink; CenturyTel of Southern Wisconsin, LLC d/b/a CenturyLink; CenturyTel of Wisconsin, LLC d/b/a CenturyLink; and Telephone USA of Wisconsin, LLC d/b/a CenturyLink ("Acquired ILECs"). Additionally, the parties plan to transfer ownership and control of CenturyTel Broadband Services, LLC ("CTBS"), which has filed an application before the Commission for the issuance of a certificate of public convenience and necessity to provide intrastate competitive local exchange and interexchange telecommunications services.

The proposed transaction will involve a change in the ultimate ownership of the Acquired ILECs and CTBS. As a result of the transaction, Connect Holding will acquire the Acquired ILECs and CTBS's assets, operations, customers, and control of the ETC designations and related RDOF obligations and funding. However, the Acquired ILECs will continue to serve their existing customers in Wisconsin through their current authorizations under the same rates, terms and conditions. As such, for all practical purposes, the transaction will be transparent to customers other than a simple brand name change.

Connect Holding and Lumen understand that Commission approval is not required to complete the transaction described herein, and no commission action is requested.[1] The parties provide this Notice as a courtesy to the Commission so that it may reflect it in the records. The parties intend to close the proposed transaction by mid-2022.

DESCRIPTION OF THE PARTIES

A. Connect Holding, LLC

Connect Holding, the transferee, is a Delaware limited liability company with its headquarters at 1 Manhattanville Road, Suite 201, Purchase, New York 10577. Connect Holding is an affiliate of Apollo Global Management, Inc. ("AGM"), a Delaware corporation, and a subsidiary of Connect Parent Corporation, a Delaware corporation that is in turn controlled by AP IX Connect Holdings, L.P., a Delaware limited partnership. Connect Holding, Connect Parent, and AP IX Connect Holdings are each holding companies created for the purposes of facilitating the proposed transaction, and each of these entities is ultimately controlled by Apollo Investment Fund IX, L.P., a Delaware limited partnership that is affiliated with AGM.

Founded in 1990, AGM is a publicly traded U.S. company and one of the largest alternative asset managers in the world, with over 1,000 employees, managing money for some of the largest endowments, educational institutions, and pension funds in the country. As of March 31, 2021, AGM managed $461 billion in credit, private equity, and real assets funds. The principals of AGM and its subsidiaries (collectively, "Apollo") manage various funds, including the funds involved in this transaction, and provides strategic and financing advice to the Apollo funds' portfolio companies.

Apollo is an experienced investor in communications companies. Apollo and its managed investment funds have a long, proven track record of successful investments in communications and technology companies stretching back nearly 15 years, including CableCom, Unitymedia, and Intelsat. Its current communications holdings consist of Intrado Corporation and its various operating subsidiaries, a provider of CLEC-based tandem, VoIP, E911 and related solutions, and international telecommunications services; and Cox Media Group, which owns and operates television and radio stations in 20 markets across the United States.

B. Lumen, the Acquired ILECs and CTBS

Lumen is a publicly traded Louisiana corporation with its headquarters at 100 CenturyLink Drive, Monroe, Louisiana, with its common stock traded in the New York Stock Exchange under the symbol "LUMN." Formerly known as CenturyLink, Inc., Lumen is an international facilities-based technology and communications company focused on providing business and residential customers with a broad array of integrated services and solutions necessary to fully participate in our rapidly evolving digital world. Through its various operating subsidiaries, Lumen provides broadband, voice and other services including IP and Data Services (VPN, Ethernet, IP and Content Delivery Networks), Transport and Infrastructure (Wavelength, Dark Fiber, Private Line, Colocation and Data Center Services, and Professional Services), Voice and Collaboration

[1] *See* Wis. Stat. § 196.80.

Services (Voice, VoIP), and IT and Managed Services. Lumen operates as a CLEC in all 50 states and as an ILEC in 37 states. In addition, Lumen currently serves customers in more than 60 countries around the globe.

Lumen does not offer services in Wisconsin and is not certificated by the Commission. Lumen is the ultimate parent of various Wisconsin operating subsidiaries as listed in the table below.

Broadwing Communications, LLC	IXC	Remain with Lumen
CenturyLink Communications, LLC	CLEC and IXC	Remain with Lumen
CenturyTel Broadband Services, LLC d/b/a CenturyLink	CLEC and IXC (pending)	Transfer to Connect Holding
CenturyTel of Central Wisconsin, LLC d/b/a CenturyLink	ILEC	Transfer to Connect Holding
CenturyTel of Fairwater-Brandon-Alto, LLC d/b/a CenturyLink	ILEC	Transfer to Connect Holding
CenturyTel of Forestville, LLC d/b/a CenturyLink	ILEC	Transfer to Connect Holding
CenturyTel of Larsen-Readfield, LLC d/b/a CenturyLink	ILEC	Transfer to Connect Holding
CenturyTel of the Midwest-Kendall, LLC d/b/a CenturyLink	ILEC	Transfer to Connect Holding
CenturyTel of the Midwest-Wisconsin, LLC d/b/a CenturyLink	ILEC	Transfer to Connect Holding
CenturyTel of Monroe County, LLC d/b/a CenturyLink	ILEC	Transfer to Connect Holding
CenturyTel of Northern Wisconsin, LLC d/b/a CenturyLink	ILEC	Transfer to Connect Holding
CenturyTel of Northwest Wisconsin, LLC d/b/a CenturyLink	ILEC	Transfer to Connect Holding
CenturyTel of Southern Wisconsin, LLC d/b/a CenturyLink	ILEC	Transfer to Connect Holding
CenturyTel of Wisconsin, LLC d/b/a CenturyLink	ILEC	Transfer to Connect Holding
Global Crossing Local Services, Inc.	CLEC	Remain with Lumen
Global Crossing Telecommunications, Inc.	CLEC	Remain with Lumen
Level 3 Communications, LLC	CLEC and IXC	Remain with Lumen
Level 3 Telecom of Wisconsin, LP	CLEC and IXC	Remain with Lumen
Telephone USA of Wisconsin, LLC d/b/a CenturyLink	ILEC	Transfer to Connect Holding
WilTel Communications, LLC	IXC	Remain with Lumen

As indicated in the above table, the proposed transaction only involves the Acquired ILECs and CTBS. All other entities will remain with Lumen.

DESCRIPTION OF THE TRANSACTION

On August 4, 2021, Apollo and Lumen entered into a Purchase Agreement[2] under which Apollo, through Connect Holding, will acquire all of the issued and outstanding equity interests in Lumen's ILEC subsidiaries and CTBS in 20 states ("Acquired Companies"),[3] including Wisconsin, for a purchase price of $7.5 billion. As a result of the transaction, Apollo will acquire the Acquired Companies' assets, operations, and customers, including: local fiber and copper networks (including connectivity to enabled buildings), broadband and voice customers (consumer, enterprise, and wholesale), connectivity to tower sites, central offices, and the operations and back-office support to meet the accelerating demand for high-bandwidth connectivity and fiber technology. The proposed transaction will also involve the transfer of control of the acquired companies' ETC designations, subject to any necessary regulatory approvals.

In connection with the Purchase Agreement, Apollo has created Connect Holding, Connect Parent, and AP IX Connect Holdings. Under the terms of the agreement, Lumen will convey its equity interests in the acquired companies to Connect Holding. Lumen will retain its ILEC assets in 17 other states in its footprint, as well as its national fiber routes and CLEC networks. Lumen will continue to provide interexchange and CLEC service in the 20 where its ILEC interests are being transferred to Connect Holding.

At present, the Acquired ILEC customers that also purchase international and domestic interexchange services from Lumen receive such services from a separate Lumen affiliate. Following closing, under the terms of the parties' agreement, CTBS will obtain international and domestic interexchange services from Lumen for resale to those Acquired ILEC customers.[4]

For the Commission's reference, pre- and post-Transaction organization charts are provided as Exhibit A. The charts demonstrate the indirect transfer of control of the Acquired Companies, with unregulated and non-Wisconsin jurisdictional entities removed except those intermediate non-carrier holding companies between the acquired companies and the ultimate parent.

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[2] A copy of the Purchase Agreement can be accessed here: https://www.sec.gov/Archives/edgar/data/18926/000119312521236295/d151732dex21.htm.

[3] Alabama, Arkansas, Georgia, Illinois, Indiana, Kansas, Louisiana, Michigan, Mississippi, Missouri, New Jersey, North Carolina, Ohio, Oklahoma, Pennsylvania, South Carolina, Wisconsin, Texas, Virginia, and Wisconsin.

[4] The customer contracts will be assigned to CTBS prior to close.

CONTACT INFORMATION

For the purposes of this Notice, contacts for the Parties are as follows:

For Lumen	For Connect Holding
Jason Topp Assistant General Counsel **Lumen** 200 S. 5th St., Room 2200 Minneapolis, MN 55402 tel: 651-312-5364 cell: 612-267-1909 jason.topp@lumen.com	Howard J. Symons John L. Flynn **Jenner & Block LLP** 1099 New York Avenue, NW, Suite 900 Washington, D.C. 20001-4412 Tel.: (202) 639-6000 Fax: (202) 639-6066 hsymons@jenner.com

Should you have any questions concerning this matter, please do not hesitate to contact me.

Very truly yours,

Pamela Sherwood

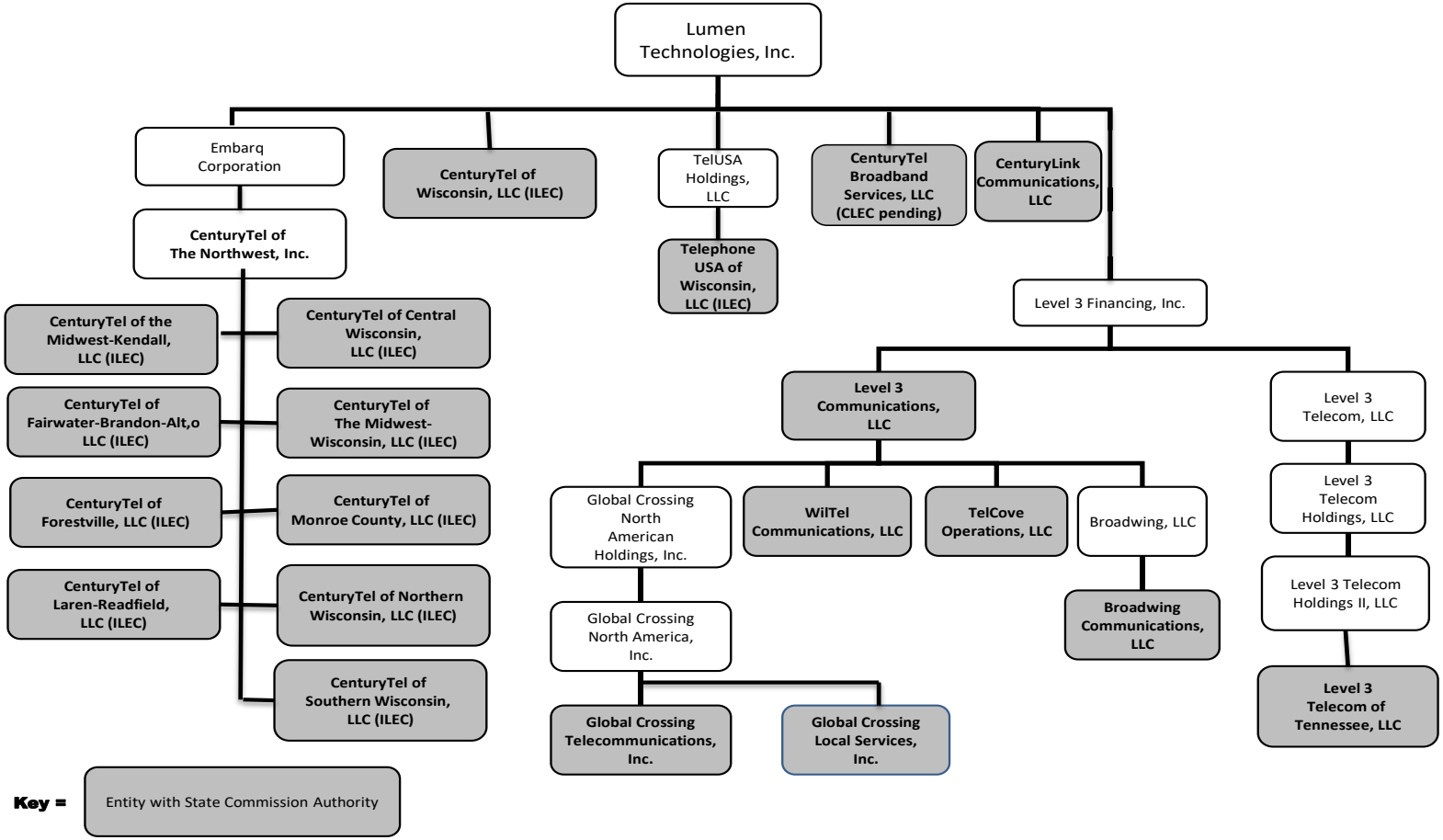
cc: Jason D. Topp (via email)
Ted M. Hankins (via email)
Andrew Schriner (via email)

Counsel for Apollo:
John Flynn, Jenner & Block (via email)
Howard Symons, Jenner & Block (via email)

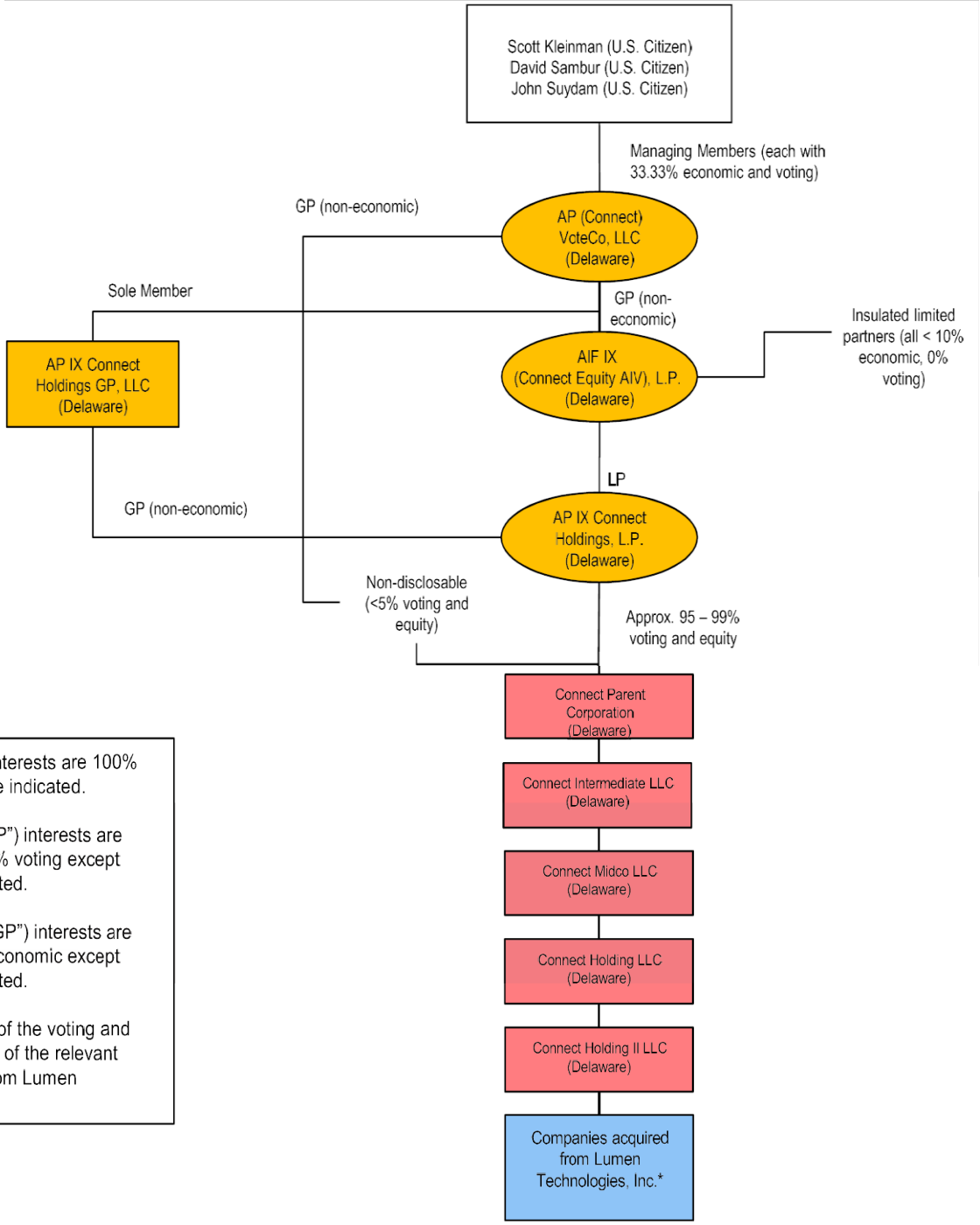
EXHIBIT A

Lumen Technologies, Inc.

Wisconsin Pre-Transaction Corporate Structure



Connect Holding Post Transaction Corporate Structure



Voting and economic interests are 100% except where otherwise indicated.

Limited partnership ("LP") interests are 100% economic and 0% voting except where otherwise indicated.

General partnership ("GP") interests are 100% voting and 0% economic except where otherwise indicated.

*Apollo will hold 100% of the voting and equity interests in each of the relevant companies acquired from Lumen Technologies, Inc.