

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION
AT RICHMOND, JULY 11, 2024

240710234

JOINT PETITION OF

MTN INFRASTRUCTURE TOPCO LP,
LUMOS TELEPHONE LLC,
LUMOS TELEPHONE OF BOTETOURT, LLC,
and
TRAILBLAZER HOLDCO, LLC,
and
T-MOBILE US, INC.,
T-MOBILE FIBER JV HOLDINGS LLC

CASE NO. PUR-2024-00102

For approval to transfer control pursuant to
the Utility Transfers Act, Va. Code § 56-88 *et seq.*

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RECEIVED STATE CORPORATION COMMISSION

ORDER FOR NOTICE AND COMMENT

On June 20, 2024, MTN Infrastructure TopCo LP ("MTN Infrastructure" or "Transferor"); Lumos Telephone LLC ("Lumos Telephone"); Lumos Telephone of Botetourt, LLC ("Lumos Botetourt") (Lumos Telephone and Lumos Botetourt together the "Licensees"); and Trailblazer Holdco, LLC ("Trailblazer Holdco" or "Transferee"), and T-Mobile US, Inc. ("T-Mobile"); T-Mobile Fiber JV Holdings LLC ("T-Mobile Fiber") (collectively, "Joint Petitioners")¹ completed the filing of a Joint Petition ("Petition") with the State Corporation Commission ("Commission") for approval pursuant to the Utility Transfers Act, Chapter 5 of Title 56 of the Code of Virginia ("Code"),² requesting approval to transfer control of the

¹ The Joint Petitioners provided the statutorily required verifications for the following entities, as they also are considered Joint Petitioners: Gridiron Fiber LLC; Trailblazer Holdco, LLC; Gridiron Holdco Corp.; Trailblazer TopCo LP; Trailblazer Topco GP LLC; EQT Infrastructure VI Trailblazer Lower Aggregator (EUR) LP; EQT Infrastructure VI Trailblazer Lower Aggregator (USD) LP; EQT Infrastructure VI Trailblazer Upper Aggregator (EUR) LP; EQT Infrastructure VI Side Car GmbH & Co KG; EQT Investment Verwaltungs GmbH; EQT Infrastructure VI Topside GP LLC; EQT Fund Management S.á r.l.; EQT Management S.á r.l.; EQT AB; T-Mobile Fiber JV Holdings LLC; T-Mobile US, Inc.; Deutsche Telekom Holding B.V.; and Deutsche Telekom AG.

² Code § 56-88 *et seq.*

Licenses held by wholly owned subsidiaries of MTN Infrastructure to Trailblazer Holdco (the "Proposed Transaction").³

According to the Petition, the Proposed Transaction will result in T-Mobile and the EQT Infrastructure VI Fund, through wholly owned subsidiaries, being 50/50 owners of Trailblazer Holdco, which will indirectly own and control 100 percent of the Licensees.⁴ The Licensees are incumbent local exchange carriers ("ILEC(s)") authorized to provide local exchange and long distance telephone services and paging services in the Commonwealth of Virginia.⁵

In support of the Proposed Transaction, the Joint Petitioners represent that the Licensees will continue to have the financial, managerial, and technical resources to provide intrastate telecommunications services under EQT's and T-Mobile's joint ownership and control.⁶ The Joint Petitioners state that the Transferee is managerially, technically, and financially well-qualified to complete the Proposed Transaction and assume indirect ownership and control of Licensees.⁷ The Joint Petitioners further state the Proposed Transaction will strengthen the financial position of the Licensees by providing access to capital from new funding sources, enabling accelerated investment in the companies' networks and expansion of those fiber networks.⁸ The Joint Petitioners also represent that the Proposed Transaction will aid in the

³ Petition at 2.

⁴ *Id.* at 7.

⁵ *Id.* at 5-6.

⁶ *Id.* at 8-9.

⁷ *Id.* at 9.

⁸ *Id.*

deployment of broadband to rural and underserved communities who do not have access to fiber today.⁹

The Joint Petitioners state that the Proposed Transaction is in the public interest, because the Licensees will continue to provide high-quality communications services to their customers without interruption, and will increase competition.¹⁰ The Joint Petitioners further represent that the Licensees' existing tariffs and price lists will not be affected by the Proposed Transaction and will remain in effect (subject to change in the ordinary course of business) and that any future changes, if any, in rates, terms and conditions of service will be made in accordance with applicable rules and notice requirements.¹¹

Finally, in conjunction with the filing of the Petition, the Joint Petitioners filed a Motion for Protective Order in accordance with Rule 5 VAC 5-20-170 of the Commission's Rules of Practice and Procedure.¹²

NOW THE COMMISSION, upon consideration of this matter, is of the opinion and finds that it should docket the Petition; that the Joint Petitioners should give notice to the public of its Petition; that interested persons should have an opportunity to comment and request a hearing on the Petition; and that the Staff of the Commission ("Staff") should conduct an investigation into the reasonableness of the Petition and present its findings in a report ("Staff Report"). Further, a Hearing Examiner should be appointed to rule on all discovery matters that arise during the

⁹ *Id.* at 10.

¹⁰ *Id.* at 9-10.

¹¹ *Id.* at 11.

¹² 5 VAC 5-20-10 *et seq.*

course of this proceeding, including ruling on the Joint Petitioners' Motion for Protective Order and any request for appearance *pro hac vice*.

Under Code § 56-88.1, the Commission must approve or disapprove this Petition no later than 60 days from the filing date, unless the review period is extended by the Commission for up to an additional 120 days. The Petition will be deemed approved if the Commission fails to act within 60 days or any extended period the Commission orders. We find that additional time is necessary to review the transaction, to provide public notice, and to afford interested persons an opportunity to file comments or request a hearing. Accordingly, our review period should be extended an additional 72 days.

To promote administrative efficiency and timely service of filings upon participants, the Commission will, among other things, direct the electronic filing of testimony and pleadings, unless they contain confidential information, and require electronic service on parties to this proceeding.

Accordingly, IT IS ORDERED THAT:

(1) This case is docketed and assigned Case No. PUR-2024-00102.

(2) Pursuant to Code § 56-88.1, the period of time for the review of the issues presented by the Petition is extended seventy-two (72) days through October 30, 2024.

(3) All pleadings, briefs, or other documents required to be served in this matter shall be submitted electronically to the extent authorized by 5 VAC 5-20-150, *Copies and format*, of the Commission's Rules of Practice and Procedure ("Rules of Practice").¹³ Confidential and Extraordinarily Sensitive Information shall not be submitted electronically and should comply with 5 VAC 5-20-170, *Confidential information*, of the Rules of Practice. Any person seeking to

¹³ 5 VAC 5-20-10 *et seq.*

hand deliver and physically file or submit any pleading or other document shall contact the Clerk's Office Document Control Center at (804) 371-9838 to arrange the delivery.

(4) Pursuant to 5 VAC 5-20-140, *Filing and service*, of the Rules of Practice, the Commission directs that service on parties and Staff in this matter shall be accomplished by electronic means. Concerning Confidential or Extraordinarily Sensitive Information, parties and Staff are instructed to work together to agree upon the manner in which documents containing such information shall be served upon one another, to the extent practicable, in an electronically protected manner, even if such information is unable to be filed in the Office of the Clerk, so that no party or Staff is impeded from preparing its case.

(5) As provided by Code § 12.1-31 and 5 VAC 5-20-120, *Procedure before hearing examiners*, of the Rules of Practice, a Hearing Examiner is appointed to rule on all discovery matters that arise during the course of this proceeding, including ruling on the Joint Petitioners Motion for Protective Order and any request for appearance *pro hac vice*. A copy of each filing made with the Commission's Clerk's office in this matter shall also be sent electronically to the Office of the Hearing Examiners.¹⁴

(6) On or before August 14, 2024, the Joint Petitioners shall complete publication of the following notice to be published on one occasion, as classified advertising, in newspapers having general circulation throughout its proposed service territory:

¹⁴ Such electronic copies shall be sent to: OHEParalegals@scc.virginia.gov.

NOTICE TO THE PUBLIC OF A PETITION BY
 MTN INFRASTRUCTURE TOPCO LP, LUMOS
 TELEPHONE LLC, LUMOS TELEPHONE OF
 BOTETOURT, LLC AND TRAILBLAZER
 HOLDCO, LLC AND T-MOBILE US, INC.,
 T-MOBILE FIBER JV HOLDINGS LLC
 FOR APPROVAL TO TRANSFER CONTROL
 PURSUANT TO THE UTILITY TRANSFERS
 ACT, VA. CODE § 56-88 ET SEQ.
CASE NO. PUR-2024-00102

On June 20, 2024, MTN Infrastructure TopCo LP ("MTN Infrastructure" or "Transferor"); Lumos Telephone LLC ("Lumos Telephone"); Lumos Telephone of Botetourt, LLC ("Lumos Botetourt") (Lumos Telephone and Lumos Botetourt together the "Licensees"); and Trailblazer Holdco, LLC ("Trailblazer Holdco" or "Transferee"), and T-Mobile US, Inc. ("T-Mobile"); T-Mobile Fiber JV Holdings LLC ("T-Mobile Fiber") (collectively, "Joint Petitioners") completed the filing of a Joint Petition ("Petition") with the State Corporation Commission ("Commission") for approval pursuant to Utility Transfers Act, Chapter 5 of Title 56 of the Code of Virginia ("Code"), requesting approval to transfer control of the Licensees held by wholly owned subsidiaries of MTN Infrastructure to Trailblazer Holdco (the "Proposed Transaction").

According to the Petition, the Proposed Transaction will result in T-Mobile and the EQT Infrastructure VI Fund, through wholly owned subsidiaries, being 50/50 owners of Trailblazer Holdco, which will indirectly own and control 100 percent of the Licensees. The Licensees are incumbent local exchange carriers ("ILEC") authorized to provide local exchange and long distance telephone services and paging services in the Commonwealth of Virginia.

In support of the Proposed Transaction, the Joint Petitioners represent the Licensees will continue to have the financial, managerial, and technical resources to provide intrastate telecommunications services under EQT's and T-Mobile's joint ownership and control. The Joint Petitioners state that the Transferee is managerially, technically, and financially well-qualified to complete the Proposed Transaction and assume indirect ownership and control of Licensees. The Joint Petitioners further state the Proposed Transaction will strengthen the financial position of the Licensees by providing access to capital from new funding sources, enabling accelerated investment in the companies'

networks and expansion of those fiber networks. The Joint Petitioners also represent that the Proposed Transaction will aid in the deployment of broadband to rural and underserved communities who do not have access to fiber today.

The Joint Petitioners state that the Proposed Transaction is in the public interest, because the Licensees will continue to provide high-quality communications services to their customers without interruption, and will increase competition. The Joint Petitioners further represent that the Licensees' existing tariffs and price lists will not be affected by the Proposed Transaction and will remain in effect (subject to change in the ordinary course of business) and that any future changes, if any, in rates, terms and conditions of service will be made in accordance with applicable rules and notice requirements.

Copies of the Petition may be downloaded from the Commission's website: scc.virginia.gov/pages/Case-Information, or may be obtained by contacting counsel for the Joint Petitioners: Cliona M. Robb, Esquire, Thompson McMullan, P.C., 100 Shockoe Slip, 3rd Floor, Richmond, Virginia, 23219, crobb@m-tlaw.com.

On or before September 4, 2024, any interested person may submit comments on the Petition electronically by following the instructions on the Commission's website: scc.virginia.gov/casecomments/Submit-Public-Comments. Those unable, as a practical matter, to submit comments electronically may file such comments by U.S. mail to the Clerk of the Commission, c/o Document Control Center, P.O. Box 2118, Richmond, Virginia 23218-2118. All comments shall refer to Case No. PUR-2024-00102.

On or before September 4, 2024, any interested person may file a request for a hearing on the Petition with the Clerk of the Commission at scc.virginia.gov/clk/efiling. Those unable, as a practical matter, to file electronically may file a request for hearing by U.S. mail to the Clerk of the Commission at the address listed above. Such request for hearing shall include the email addresses of such parties or their counsel, if available. Requests for a hearing shall include: (i) a precise statement of the filing party's interest in the proceeding; (ii) a statement of the specific action sought to the extent then known; (iii) a statement of the legal basis for such action; and (iv) a precise statement why a hearing should be conducted in this matter. All requests for a hearing shall refer to

Case No. PUR-2024-00102. Persons filing a request for hearing shall send a copy of their request to counsel for Joint Petitioners.

MTN INFRASTRUCTURE TOPCO LP,
TRAILBLAZER HOLDCO, LLC, ET AL.

(7) On or before August 14, 2024, Joint Petitioners shall serve a copy of this Order for Notice and Comment on the chairman of the board of supervisors and the county attorney of any county and upon the mayor or manager (or equivalent officials) and city or town attorney of every city and town of the service territory of the Joint Petitioners within the Commonwealth of Virginia. Service shall be made either electronically, by personal delivery, or first-class mail to the customary place of business or the residence for such officials.

(8) On or before September 4, 2024, any interested person may submit comments on the Petition by following the instructions found on the Commission's website:

scc.virginia.gov/casecomments/Submit-Public-Comments. Those unable, as a practical matter, to submit comments electronically may file such comments by U.S. mail to the Clerk of the Commission, c/o Document Control Center, P.O. Box 2118, Richmond, Virginia 23218-2118. All comments shall refer to Case No. PUR-2024-00102.

(9) On or before September 4, 2024, any interested person may file a request for a hearing with the Clerk of the Commission at scc.virginia.gov/clk/efiling. Those unable, as a practical matter, to file electronically may file a request for hearing by U.S. mail to the Clerk of the Commission at the address listed in Ordering Paragraph (8). Such request for hearing shall include the email addresses of such parties or their counsel, if available. Requests for a hearing shall include: (i) a precise statement of the filing party's interest in the proceeding; (ii) a statement of the specific action sought to the extent then known; (iii) a statement of the legal basis for such action; and (iv) a precise statement why a hearing should be conducted in this

matter. All requests for a hearing shall refer to Case No. PUR-2024-00102. Persons filing a request for hearing shall send a copy of the request to counsel for Joint Petitioners: Cliona M. Robb, Esquire, Thompson McMullan, P.C., 100 Shockoe Slip, 3rd Floor, Richmond, Virginia, 23219, crobb@m-tlaw.com.

(10) On or before August 28, 2024, Joint Petitioners shall file with the Commission proof of notice and proof of service as ordered herein.

(11) Staff shall analyze the reasonableness of the Petition and present its findings in a Staff Report to be filed on or before September 18, 2024.

(12) On or before October 2, 2024, Joint Petitioners may file, with the Clerk of the Commission at scc.virginia.gov/clk/efiling, any response to the Staff Report and/or to any comments or requests for hearing filed with the Commission. A copy of the response shall be sent electronically to Staff and the Commission's Office of General Counsel and to any person who filed a request for a hearing on the Petition.

(13) Joint Petitioners shall respond to written interrogatories or data requests within seven (7) business days after the receipt of the same. Persons who filed requests for hearing shall provide to the Company, Staff, and any other persons who filed requests for hearing, promptly upon request, any work papers or documents used in preparation of their requests for hearing. Except as modified herein, discovery shall be in accordance with Part IV of the Commission's Rules of Practice, 5 VAC 5-20-240 *et seq.*

(14) The Company shall respond promptly to requests from interested persons for copies of the Petition and shall provide one copy free of charge. Copies of the Petition also may be downloaded from the Commission's website: scc.virginia.gov/pages/Case-Information.

(15) This matter is continued.

A COPY hereof shall be sent electronically by the Clerk of the Commission to all persons on the official Service List in this matter. The Service List is available from the Clerk of the Commission.