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Tyler A. Cosby
tcosby@farris-law.com

(615) 687-4225 (direct)

October 19, 2020

VIA ELECTRONIC FILING

20-00118

Chairman Kenneth C. Hill
c/o Ectory Lawless
Tennessee Public Utilities Commission
502 Deaderick Street, 4th Floor
Nashville, TN 37243

RE: *Uniti National LLC's Application for a Certificate to Provide Competing Local Exchange and Interexchange Telecommunications Services*

Dear Chairman Hill:

Attached for filing, please find Uniti National LLC's Application for a Certificate to Provide Competing Local Exchange and Interexchange Telecommunications Services.

As required, I have mailed the original and four (4) copies to the TPUC office. Please let us know if you require any additional information.

Sincerely,



Tyler A. Cosby

Encls.

Cc: Stephany Fan

IN RE:)
)
)
UNITI NATIONAL LLC)
)
FOR A CERTIFICATE OF CONVENIENCE)
AND NECESSITY TO PROVIDE COMPETING)
LOCAL EXCHANGE AND INTEREXCHANGE)
TELECOMMUNICATIONS SERVICES)

Docket No. 20-00118

Pursuant to applicable Tennessee Statutes and the Rules and Regulations of the Tennessee Public Utility Commission (“Commission”) and Section 253 of the Federal Telecommunications Act of 1996 (“Telecommunications Act of 1996”), Uniti National LLC (“Uniti National” or “Applicant”), by and through counsel, respectfully requests that the Commission grant Uniti National authority to provide competing local exchange and interexchange telecommunications service throughout the State of Tennessee. Applicant is willing and able to adhere to all applicable Commission policies, rules, and orders pertaining to the provision of competing local exchange and interexchange telecommunications services as specified in TCA §65-4-201.

The State of Tennessee has adopted a policy of allowing competition in the local and long-distance telecommunications markets, recognizing that it is in the public interest to develop effective competition to ensure that all consumers will have access to high quality, low cost, and innovative telecommunications services. The federal Telecommunications Act of 1996 also seeks to promote competition and reduce regulation in order to secure lower prices and higher

quality telecommunications services for American consumers. Both goals will be promoted by granting this Application.

The Applicant submits the following information in support of its Application:

1. The full name, address, and contact information for the Applicant:

Uniti National LLC
10802 Executive Center Drive
Benton Bldg., Suite 300
Little Rock, AR 72211
Tel: 501-850-0820
Fax: 501-537-0769

Questions concerning this application should be directed to:

Charles B. Welch, Jr.
Farris Bobango
414 Union Street, Suite 1105
Nashville, TN 37219
Tel: 615-726-1200
Fax: 615-726-1776
cwelch@farris-law.com

With a copy to:

Ronald W. Del Sesto, Jr.
Stephany Fan
Morgan Lewis & Bockius LLP
1111 Pennsylvania Ave., N.W.
Washington, DC 20004
Tel: 202-739-3000
Fax: 202-739-3001
ronald.delsesto@morganlewis.com
stephany.fan@morganlewis.com

Contact name and address at the Company is:

Jeffrey R. Strenkowski
Vice President, Deputy General Counsel of Governmental Affairs
Uniti Group Inc.
10802 Executive Center Drive
Benton Building, Suite 300
Little Rock, Arkansas 72211
Tel: 501-458-4397

jeffrey.strenkowski@uniti.com

2. **Organizational Chart of Corporate Structure: Include any pertinent acquisition or merger information.**

Attached as **Exhibit A** is an organizational chart of the Company's corporate structure.

3. **Corporate Information**

Applicant is a Delaware limited liability company incorporated on May 7, 2020. A copy of its formation documents is attached hereto as **Exhibit B**. A copy of Applicant's Certificate of Authority to Transact Business as a foreign corporation in Tennessee is attached hereto as **Exhibit C**. Applicant is indirectly and wholly owned by Uniti Group Inc. ("Uniti Group" and together with its subsidiaries, "Uniti"), a Maryland corporation (NASDAQ: UNIT) headquartered in 10802 Executive Center Drive Benton Bldg., Suite 300, Little Rock, AR 72211. Uniti Group is a publicly traded real estate investment trust that engages in the acquisition and construction of infrastructure utilized by the communications industry. Uniti Group does not provide telecommunications services in its own right. It owns and operates a number of licensed telecommunications providers in the District of Columbia and a number of states.

The following is a list of Applicant's corporate officers and directors:

Name	Title
Kenneth Gunderman	President and Chief Executive Officer
Mark Wallace	Executive Vice President – Chief Financial Officer and Treasurer
Daniel Heard	Executive Vice President – General Counsel and Secretary
Mike Friloux	Senior Vice President – Chief Technology Officer
Ronald J. Mudry	Senior Vice President – Chief Revenue Officer
Andy Newton	Senior Vice President – Fiber Operations
Greg Ortyl	Senior Vice President – Leasing Strategy
Blake Schuhmacher	Senior Vice President – Chief Accounting Officer
Keith Harvey	Senior Vice President – Deputy General Counsel
Jennifer Ragsdale	Senior Vice President – Human Resources
Allison Taylor	Senior Vice President – Operations
Arnoud Krijt	Senior Vice President – Corporate Development
Sasibeh Beyene	Senior Vice President – Tax
Jeffrey Strenkowski	Vice President – Deputy General Counsel of Governmental Affairs
Julie Plowman	Vice President – Deputy General Counsel
Kelly McGriff	Vice President – Deputy General Counsel
Ricky Chura	Vice President – Chief Information Officer
William Ditullio	Vice President – Investor Relations and FP&A

Directors

Kenny Gunderman - President and Chief Executive Officer
Francis X. (Skip) Frantz - Chairman
David Solomon - Director

Jennifer Banner - Director
Scott Bruce - Director
Carmen Perez-Carlton – Director

All officers and directors may be reached at Applicant's principal place of business provided above. There are no principal officers in Tennessee. Further, biographies of key management personnel are provided in **Exhibit D**.

4. **Uniti National possesses the managerial, technical, and financial ability to provide local telecommunications service in the State of Tennessee.**

Uniti National possesses the requisite technical, financial and managerial capabilities to operate as a competitive telecommunications provider. These capabilities are explained in detail below.

A. **Financial Qualifications and Surety Bond**

Given that Applicant does not maintain financial statements separate from the consolidated financial statements of Applicant's parent company, Uniti Group Inc., for purposes of this Application, Applicant will rely on the financial statements of Uniti Group Inc. to demonstrate Applicant's financial qualification to operate within the State of Tennessee. Uniti Group's 10-K is available at: https://www.sec.gov/Archives/edgar/data/0001620280/000156459020010520/unit-10k_20191231.htm. As shown, Applicant is financially qualified to operate within the State of Tennessee.

T.C.A. § 65-4-125 requires the filing of a surety bond in the amount of twenty thousand dollars (\$20,000) to secure the payment of any monetary sanction imposed in any proceeding brought under this title or the Consumer Telemarketing Protection Act of 1990. Applicant will provide a bond in favor to the Commission in the amount of \$20,000 prior to beginning operations in Tennessee.

B. **Managerial Qualifications**

Applicant is managerially qualified to provide competitive local exchange and competitive intrastate telecommunications services in Tennessee. Applicant will be managed by the management team of its ultimate parent company, Uniti Group Inc., which will provide extensive telecommunications business, technical, and managerial expertise to Applicant. Biographies of key management personnel of Applicant, who are responsible for the Applicant's operations, are attached as **Exhibit D**.

C. **Technical Qualifications**

Applicant will satisfy the minimum standards established by the Commission. To the extent required, Applicant will file and maintain tariffs in the matter prescribed by the Commission and will meet minimum basic local standards, including quality of service

and billing standards required of all Local Exchange Carriers regulated by the Commission. Applicant will not require Customers to purchase CPE which cannot be used with the Incumbent Local Exchange Carrier's systems. As noted in the biographies provided in **Exhibit D**, applicant's operations will be overseen by a well-qualified management team with substantial telecommunications experience and technical expertise.

5. **Proposed Service Area**

Applicant proposes to offer services throughout the State of Tennessee. Applicant currently holds authority or is registered to provide some form of telecommunications services in Georgia and Kentucky. Additionally, Uniti National is in the process of seeking authorization in the States of Alabama, Colorado, Delaware, Florida, Maine, Maryland, Massachusetts, New Jersey, and North Carolina. Applicant has not been denied authority to provide telecommunications services in any state, nor has any state revoked the authority of Applicant to operate therein. Applicant does not hold any authority from the Federal Communications Commission.

Uniti National seeks authority to provide competing local exchange and interexchange non-voice telecommunications services throughout the State of Tennessee to and from all points that are currently or become open to competition. At this time, Uniti National does not seek to terminate any small or rural exemptions existing under Section 251(f)(1) of the Federal Telecommunications Act of 1996; however, Uniti National seeks statewide authority so that it may expand its service areas as those areas become open to competition.

6. **Types of Local Exchange Service To Be Provided**

Applicant will acquire certain fiber optic assets (telephone plant, line or system) from certain of Windstream Holdings Inc.'s competitive local exchange carrier subsidiaries (collectively, "Windstream") and will grant a 20-year indefeasible right of use ("IRU") to Windstream for those fiber assets that Windstream uses to provide services.¹ Applicant will have access to lease, sell or otherwise utilize those fiber assets that are not being granted back to Windstream. Applicant may sublease those facilities to one or more of its affiliates that have operating authority to do business in Tennessee, or may itself provision services to business customers, other carriers, or other third parties. Using the spare capacity on fiber assets not granted back to Windstream via the IRU, Applicant may itself provision services to business customers, other carriers, or other third parties. Applicant does not currently anticipate providing any service besides

¹ Please note that Applicant's affiliate, Uniti Dark Fiber LLC, is filing an application with the Commission seeking similar authority as this application filed by Uniti Dark Fiber. Uniti Dark Fiber will primarily be engaged in the provision of network capacity and services utilizing Uniti Fiber's network footprint in Tennessee and nationwide. Uniti National will primarily be engaged in the similar provision of network capacity and services utilizing the extra network capacity from the fiber infrastructure that it is obtaining from a number of Windstream's competitive local exchange carriers as part of a settlement agreement between Uniti Group and Windstream.

private line services (i.e., high-capacity backhaul Ethernet), but may provide other arrangements such as dark fiber, fiber spectrum leases, or other high-capacity services.

Uniti National will primarily serve enterprise and carrier customers. Uniti National does not have plans to provide retail switched voice services, including dial-tone to end-user customers in Tennessee. In the event that Applicant decides to expand its services to include voice services as dictated by marketplace conditions, Applicant will seek such authority at that time and will provide those services required by Rule 1220-4-8-.04(3)(b). To the extent it provides voice services in the future, Applicant will provide emergency 911 services to its customers consistent with the applicable statutes and rules of the TPUC and the Federal Communications Commission and directory and operator assistance services to its customers consistent with the applicable statutes and rules of the TPUC and the Federal Communications Commission by contracting with a third-party entity. Applicant will not operate as an alternative operator service ("AOS") provider. To the extent it provides voice services in the future, Applicant will provide consumer access to and support for the Tennessee Relay Center in the same manner as incumbent local exchange companies, free blocking for 900 and 976 numbers, lifeline and linkup services to qualifying citizens, and educational discounts in existence as of June 6, 1995.

7. **Repair and Maintenance**

Uniti National will primarily rely on its affiliate, Uniti Fiber LLC, to perform network and equipment maintenance necessary to ensure compliance with any quality of service requirements and will comply with all applicable Commission rules, regulations and standards and will provide safe, reliable and high-quality telecommunications services within Tennessee. Customers with complaints or inquiries should contact the Company toll free at 877-652-2321, or by e-mail at NOC@uniti.com, or by mail to:

Network Operations Center
107 St. Francis Street, Ste. 1800
Mobile, AL 36602

The Commission may also contact the persons provided in Question 1 for Uniti National's ongoing operations in Tennessee.

8. **Small and Minority-Owned Telecommunications Business Participation Plan**

As required pursuant to TCA § 65-5-112, attached as **Exhibit G** is Applicant's plan for purchasing goods and services from Small and Minority telecommunications businesses and information on programs to provide technical assistance to such businesses.

9. **Toll Dialing Parity Plan**

Not applicable. Applicant does not intend to provide voice services at this time.

10. Notice Requirements

Applicant has served notice of this Application to the eighteen (18) incumbent local exchange telephone Companies, as well as the Consumer Advocate and Protection Division of the Office of the Tennessee Attorney General with a statement regarding the Company's intention to operate throughout the State of Tennessee. Attached as **Exhibit H** is the Notice and a Certificate of Service confirming compliance.

11. Numbering Issues

Please see the statement provided in **Exhibit I**.

12. Tennessee Specific Operation Issues

Please see the statement provided in **Exhibit J**.

13. Miscellaneous and Supporting Documentation

A. Attached as **Exhibit F** is the sworn pre-filed testimony of Jeffrey R. Strenkowski, Vice President and Deputy General Counsel of Governmental Affairs of Uniti Group, Inc.

B. Applicant will not collect deposits from its customers in the State of Tennessee.

C. As of the filing of this Application, Uniti National has not been the subject of any complaints in any of the states within which they are certified and currently providing service.

D. Subsequent to the approval of this Application, Uniti National will file any necessary tariffs prior to providing the proposed services within the State of Tennessee as outlined in this Application.

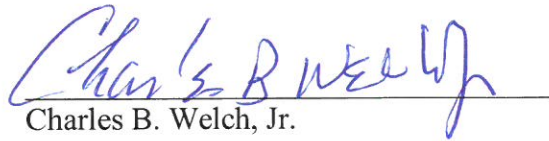
E. Applicant seeks authority to provide local services in all service territories that are open to competition. To the extent Uniti National provides such services, the exchanges are intended to mirror the exchange of the incumbent local exchange carrier in whose service territory Uniti National will provide service. Uniti National seeks authority to provide interexchange services statewide.

In conclusion, this application demonstrates that Uniti National possesses the technical, financial and managerial resources to provide resold local exchange and interexchange service in the State of Tennessee. Furthermore, granting this Application will promote the public interest by increasing the level of competition in the Tennessee telecommunications market. Ultimately, competition will compel all exchange telecommunications service providers to operate more efficiently and with resulting reduced prices for consumers. These benefits work to maximize the public interest by providing continuing incentives for carriers to reduce costs while simultaneously promoting the availability of potentially desirable services.

Wherefore, Uniti National respectfully requests that the Commission grant a Certificate of Convenience and Necessity as a competing telecommunications service provider and authority to provide competing local exchange and interexchange non-voice telecommunications services throughout the State of Tennessee in the service areas of the Incumbent Local Exchange Carriers that do not enjoy a rural exemption under Section 251(f) of the Telecommunications Act of 1996. For the reasons stated above, Uniti National's provision of these services would promote the public interest by providing high-quality service at competitive prices and by creating greater economic incentives for the development and improvement for all competing providers.

Respectfully submitted,

By:



Charles B. Welch, Jr.
Farris Bobango
414 Union Street, Suite 1105
Nashville, TN 37219
Tel: 615-726-1200
Fax: 615-726-1776
cwelch@farris-law.com

Counsel for Applicant

Dated: October 19, 2020

EXHIBITS

- Exhibit A** - Organizational Chart
- Exhibit B** - Formation Documents
- Exhibit C** - Authority to Transact Business
- Exhibit D** - Management Biographies
- Exhibit E** - Financial Information
- Exhibit F** - Sworn Pre-filed Testimony
- Exhibit G** - Small and Minority-Owned Telecommunications Business Participation Plan
- Exhibit H** - Notice of Application
- Exhibit I** - Numbering Issues
- Exhibit J** - Tennessee Specific Operational Issues

Exhibit A

Organizational Chart

[illegible]

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

Exhibit B

Formation Documents

Delaware

The First State

Page 1

*I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT
COPY OF THE CERTIFICATE OF FORMATION OF "UNITI NATIONAL LLC",
FILED IN THIS OFFICE ON THE SEVENTH DAY OF MAY, A.D. 2020, AT
9:42 O`CLOCK A.M.*





Jeffrey W. Bullock, Secretary of State

7961148 8100
SR# 20203557899

Authentication: 202891952
Date: 05-07-20

State of Delaware
Secretary of State
Division of Corporations
Delivered 09:42 AM 05/07/2020
FILED 09:42 AM 05/07/2020
SR 20203557899 - File Number 7961148

CERTIFICATE OF FORMATION

OF

UNITI NATIONAL LLC

This Certificate of Formation of Uniti National LLC (the “**Company**”) is being duly executed and filed by Uniti Group Finance Inc., as an authorized person, to form a limited liability company pursuant to the provisions of the Delaware Limited Liability Company Act (6 *Del. C.* '18-201, *et seq.*).

FIRST: The name of the limited liability company formed hereby is Uniti National LLC.

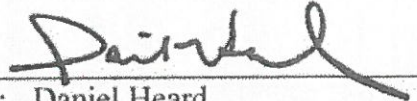
SECOND: The address of the registered office of the Company in the State of Delaware is c/o Corporation Service Company, 251 Little Falls Drive, City of Wilmington, County of New Castle, Delaware 19808.

THIRD: The name and address of the registered agent for service of process on the Company in the State of Delaware is Corporation Service Company, 251 Little Falls Drive, City of Wilmington, County of New Castle, Delaware 19808

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation this 7th day of May, 2020.

UNITI GROUP FINANCE INC., its sole Member

By: _____

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

Name: Daniel Heard

Title: Executive Vice President,
General Counsel and
Secretary

Exhibit C

Authority to Transact Business



001119631

**APPLICATION FOR CERTIFICATE OF AUTHORITY
LIMITED LIABILITY COMPANY**

SS-4233

**Tre Hargett**
Secretary of State**Division of Business Services**
Department of State
State of Tennessee
312 Rosa L. Parks AVE, 6th FL
Nashville, TN 37243-1102
(615) 741-2286Filing Fee: \$50.00 per member
(minimum fee = \$300.00, maximum fee = \$3,000.00)

For Office Use Only

-FILED-

Control # 001119631

To the Secretary of the State of Tennessee:

Pursuant to the provisions of T.C.A. §48-249-904 of the Tennessee Revised Limited Liability Company Act, the undersigned hereby applies for a certificate of authority to transact business in the State of Tennessee, and for that purpose sets forth:

1. The name of the Limited Liability Company is: Uniti National LLC**If different, the name under which the certificate of authority is to be obtained is:****NOTE:** The Secretary of State of the State of Tennessee may not issue a certificate of authority to a foreign Limited Liability Company if its name does not comply with the requirements of T.C.A. §48-249-106 of the Tennessee Revised Limited Liability Company Act. If obtaining a certificate of authority under an assumed Limited Liability Company name, an application must be filed pursuant to T.C.A. §48-249-106(d).**2. The state or country under whose law it is formed is:** DELAWARE**and the date (mm/dd/yyyy) of its formation is:** 05/07/2020**and, if prior to qualifying, the date it commenced doing business in Tennessee is:** (none)**NOTE:** Additional filing fees and proof of tax clearance confirming good standing may apply if the Limited Liability Company commenced doing business in Tennessee prior to the approval of this application. See T.C.A. §48-249-913(d) and T.C.A. §48-249-905(c).**3. This company has the additional designation of:** None**4. The name and complete address of its registered agent and office located in the state of Tennessee is:**CORPORATION SERVICE COMPANY
2908 POSTON AVE
NASHVILLE, TN 37203-1312
DAVIDSON COUNTY**5. Fiscal Year Close Month:** December**6. If the document is not to be effective upon filing by the Secretary of State, the delayed effective date and time is:**

(none) (Not to exceed 90 days)

7. The LLC will be: ☐ Member Managed ☒ Manager Managed ☐ Director Managed ☐ Board Managed ☐ Other**8. Number of Members at the date of filing:** 1**9. Period of Duration:** Perpetual**10. The complete address of its principal executive office is:**BENTON BLDG
STE 300
10802 EXECUTIVE CENTER DR
LITTLE ROCK, AR 72211-4379

APPLICATION FOR CERTIFICATE OF AUTHORITY
LIMITED LIABILITY COMPANY

SS-4233



Tre Hargett
Secretary of State

Division of Business Services
Department of State
State of Tennessee
312 Rosa L. Parks AVE, 6th FL
Nashville, TN 37243-1102
(615) 741-2286

Filing Fee: \$50.00 per member
(minimum fee = \$300.00, maximum fee = \$3,000.00)

For Office Use Only

Control # 001119631

The name of the Limited Liability Company is: Uniti National LLC

11. The complete mailing address of the entity (if different from the principal office) is:

BENTON BLDG
STE 300
10802 EXECUTIVE CENTER DR
LITTLE ROCK, AR 72211-4379

12. Non-Profit LLC (required only if the Additional Designation of "Non-Profit LLC" is entered in section 3.)

- ☐ I certify that this entity is a Non-Profit LLC whose sole member is a nonprofit corporation, foreign or domestic, incorporated under or subject to the provisions of the Tennessee Nonprofit Corporation Act and who is exempt from franchise and excise tax as not-for-profit as defined in T.C.A. §67-4-2004. The business is disregarded as an entity for federal income tax purposes.

13. Professional LLC (required only if the Additional Designation of "Professional LLC" is entered in section 3.)

- ☐ I certify that this PLLC has one or more qualified persons as members and no disqualified persons as members or holders.
☐ I certify that this entity meets the requirements of T.C.A. §48-249-1123(b)(3)

Licensed Profession:

14. Series LLC (optional)

- ☐ I certify that this entity meets the requirements of T.C.A. §48-249-309(i)

If the provisions of T.C.A. §48-249-309(i) (relating to foreign series LLCs) apply, then the information required by that section should be attached as part of this document.

15. Obligated Member Entity (list of obligated members and signatures must be attached)

- ☐ This entity will be registered as an Obligated Member Entity (OME) **Effective Date:** (none)
☐ I understand that by statute: THE EXECUTION AND FILING OF THIS DOCUMENT WILL CAUSE THE MEMBER(S) TO BE PERSONALLY LIABLE FOR THE DEBTS, OBLIGATIONS AND LIABILITIES OF THE LIMITED LIABILITY COMPANY TO THE SAME EXTENT AS A GENERAL PARTNER OF A GENERAL PARTNERSHIP. CONSULT AN ATTORNEY.

16. Other Provisions:

Electronic

Signature

Daniel L Heard

Printed Name

Manager

Title/Signer's Capacity

Aug 11, 2020 11:12AM

Date

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "UNITI NATIONAL LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SEVENTH DAY OF AUGUST, A.D. 2020.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN ASSESSED TO DATE.



7961148 8300

SR# 20206640850

You may verify this certificate online at corp.delaware.gov/authver.shtml

A handwritten signature of Jeffrey W. Bullock in black ink, written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

Jeffrey W. Bullock, Secretary of State

Authentication: 203429778

Date: 08-07-20

B0908-07/65 08/11/2020 11:12 AM Received by Tennessee Secretary of State Tre Hargett

Exhibit D

Management Biographies

Kenny Gunderman

CHIEF EXECUTIVE OFFICER

Kenny Gunderman is president and chief executive officer of Uniti Group Inc. He has 20 years of experience in the telecommunications industry and is focused on growing Uniti's real estate portfolio of mission critical communications infrastructure. He has prior experience at Stephens, Lehman Brothers and KPMG. He currently serves on the board of the Arkansas Game and Fish Foundation and the Hendrix College Board of Trustees. Mr. Gunderman holds a Bachelor of Arts degree from Hendrix College and an MBA from Yale.

Mark A. Wallace

EXECUTIVE VICE PRESIDENT – CHIEF FINANCIAL OFFICER AND TREASURER

Mark A. Wallace is an executive vice president, chief financial officer and treasurer of Uniti (formerly CS&L). Wallace is a veteran of the real estate investment trust ("REIT") industry and responsible for the company's corporate reporting, finance, capital markets, capital planning, information technology, human resources, tax, Internal audit, risk management, investor relations, and treasury teams.

Mr. Wallace has 30 years of experience, previously serving as a managing director at Fortress Investment Group Inc., a global private equity, real estate and asset management firm. At Fortress, he also served as CFO and treasurer of New Senior Investment Group Inc., a NYSE listed senior housing REIT that completed a spin-off in late 2014. He was previously the senior vice president, CFO and treasurer of Westwood Holdings Group Inc., a global asset management firm, and the executive vice president, chief financial officer and treasurer of HCP, Inc., an S&P 500 healthcare REIT. Mr. Wallace has a bachelor's in business administration from Texas Tech University and an MBA from Colorado State University. He is a certified public accountant in Texas.

Daniel Heard

EXECUTIVE VICE PRESIDENT – GENERAL COUNSEL AND SECRETARY

Daniel Heard is an executive vice president, general counsel and secretary for Uniti (formerly CS&L). Heard is responsible for the company's legal affairs and corporate governance. Mr. Heard previously was a partner in the law offices of Kutak Rock LLP in Little Rock, Arkansas. At Kutak Rock, Heard represented public companies in corporate, securities and merger and acquisition transactions. His clients comprised a wide range of industries, including telecommunications, information technology and food processing. He has more than 17 years' experience in negotiating, structuring and consummating mergers and acquisitions, public offerings of debt and equity securities and other corporate finance transactions. Mr. Heard graduated from the William H. Bowen School of Law at the University of Arkansas at Little Rock and has a Bachelor of Arts from the University of Central Arkansas.

Michael Friloux*SENIOR VICE PRESIDENT AND CHIEF TECHNOLOGY OFFICER*

Michael Friloux is a senior vice president and the chief technology officer of Uniti (formerly CS&L). He has over 30 years of telecommunications and information systems technology experience and is focused on future proofing Uniti's information technology systems. Mr. Friloux previously was chief executive officer and president of PEG Bandwidth where he led the wireless backhaul provider through a time of rapid expansion serving 2,400 cell towers over a 15,000 route mile network through 16 states. Prior to joining PEG Bandwidth, Mr. Friloux served as president and chief operations officer for Citynet Fiber Networks where he developed the company into a leading regional wholesale carrier network spanning 13 states and 8,000 route miles. Mr. Friloux started his career as a software engineer for Sabre Computer Services (American Airlines.) He holds a Bachelor of Science degree from Oklahoma State University.

Andy Newton*PRESIDENT, UNITI FIBER*

Andy Newton is President of Uniti Fiber where he stewards Uniti's efforts to design, build and operate its fiber network infrastructure. Mr. Newton was the co-founder of Southern Light, and for the previous 19 years served as its President and CEO where he led the overall operations, strategic guidance and culture of the company. Under his direction, Southern Light grew to become one of the top 10 largest pure fiber optic providers in the country. Mr. Newton received an Economics degree from Birmingham Southern College and enjoys providing leadership to non-profits that focus on education and community planning and development.

Greg Ortyl*SR. VP – SALES*

Greg Ortyl is senior vice president of sales at Uniti Fiber. Mr. Ortyl is a seasoned technology sales executive with a long history of building lasting relationships across the telecommunications industry. Prior to the creation of Uniti Fiber Ortyl held the same role at PEG Bandwidth and has focused much of his career on the wireless backhaul industry.

Prior to working at PEG, Mr. Ortyl served as vice president and director of backhaul sales at Level 3 Communications. In this role he managed a team of sales people and formed key relationships with major US wireless carriers. He also held the position of national account director at FiberTower. Mr. Ortyl holds a bachelor's degree in communications and an MBA from St. Louis University.

Exhibit E

Financial Information

Given that Applicant does not maintain financial statements separate from the consolidated financial statements of Applicant's parent company, Uniti Group Inc., for purposes of this Application, Applicant will rely on the financial statements of Uniti Group Inc. to demonstrate Applicant's financial qualification to operate within the State of Tennessee. Uniti Group's 10-K is available at:

https://www.sec.gov/Archives/edgar/data/0001620280/000156459020010520/unit-10k_20191231.htm. As shown, Applicant is financially qualified to operate within the State of Tennessee.

Exhibit F

Sworn Pre-Filed Testimony

**BEFORE THE
TENNESSEE PUBLIC UTILITIES COMMISSION
NASHVILLE, TENNESSEE**

Application of)
)
)

UNITI NATIONAL LLC)
)

for a Certificate of Public Convenience and)
Necessity to Provide Competing)
Local Exchange and Interexchange)
Telecommunications Services in the)
State of Tennessee)
_____)

Docket No. _____

PRE-FILED TESTIMONY OF JEFFREY R. STRENKOWSKI

I, Jeffery R. Strenkowski, do hereby testify as follows in support of the application of Uniti National LLC ("Uniti National") for a Certificate of convenience and necessity as a competing telecommunications services provider to provide telecommunication services throughout the State of Tennessee.

Q: Please state your full name, business address, and position.

A: My name is Jeffery R. Strenkowski. My title is Vice President and Deputy General Counsel of Governmental Affairs for Uniti Group Inc. ("Uniti Group"). My business address is 10802 Executive Center Drive, Benton Bldg., Suite 300, Little Rock, AR 72211.

Q: Please briefly describe your duties.

A: I am responsible for various legal and regulatory matters for Uniti Group Inc. and its subsidiaries, including Uniti National (together, "Uniti"). I preside over all legal and regulatory matters for Uniti. In total, I have nearly 20 years of experience in the telecommunications industry. I am currently the Vice President & General Counsel of Governmental Affairs at Uniti Group. I have served in my role at Uniti Group since 2017.

Q: Please describe your business experience and educational background.

A: I earned my law degree from The American University Washington College of Law, and a Bachelor's Degree from the University of Maryland. Prior to my current role, I was most recently an Of Counsel in the telecommunications practice group at Morgan Lewis & Bockius LLP, an international law firm, where I represented various telecommunications providers and technology companies.

Q: Are all statements in Uniti National's application true and correct to the best of your knowledge, information and belief?

A: Yes.

Q: Please describe the current corporate structure of Uniti National.

A: Applicant is indirectly and wholly owned by Uniti Group Inc. ("Uniti Group" and together with its subsidiaries, "Uniti"), a Maryland corporation (NASDAQ: UNIT) headquartered in 10802 Executive Center Drive Benton Bldg., Suite 300, Little Rock, AR 72211. Uniti Group is a publicly traded real estate investment trust that engages in the acquisition and construction of infrastructure utilized by the communications industry. Uniti Group does not provide telecommunications services in its own right. It owns and operates a number of licensed telecommunications providers in the District of Columbia and a number of states. The current corporate structure is as illustrated in **Exhibit A** to the above-referenced application.

Q: Does Uniti National possess the requisite managerial, financial, and technical abilities to provide the services for which it has applied for authority?

A: Yes.

Q: Please describe Uniti National's financial qualifications.

A: As explained in the Application, Uniti National possesses the financial qualifications necessary to conduct its telecommunications operations. Given that Uniti Dark Fiber does not maintain financial statements separate from the consolidated financial statements of Uniti Dark Fiber's parent company, Uniti Group, for purposes of this Application, Uniti Dark Fiber will rely on the financial statements of Uniti Group to demonstrate Uniti Dark Fiber's financial qualification to operate within the State of Tennessee. Uniti Group's 10-K is available at: https://www.sec.gov/Archives/edgar/data/0001620280/000156459020010520/unit-10k_20191231.htm. As shown, Applicant is financially qualified to operate within the State of Tennessee. Uniti Dark Fiber will provide a bond in favor to the Commission in the amount of \$20,000 prior to beginning operations in Tennessee.

Q: Please describe Uniti National's managerial and technical qualifications.

A: Uniti National is technically and managerially qualified to provide competitive local exchange and interexchange services in Tennessee. Uniti National will be managed by the management team of its ultimate parent company, Uniti Group Inc., which will provide extensive telecommunications business, technical, and managerial expertise to Uniti National. Applicant will satisfy the minimum technical standards established by the Commission. To the extent required, Applicant will file and maintain tariffs in the matter prescribed by the Commission and will meet minimum basic local standards, including quality of service and billing standards required of all Local Exchange Carriers regulated by the Commission. Applicant will not require Customers to purchase CPE which cannot be used with the Incumbent Local Exchange Carrier's systems. As noted in the biographies

provided in **Exhibit D**, applicant's operations will be overseen by a well-qualified management team with substantial telecommunications experience and technical expertise.

Q: What services will Uniti National offer?

A: Uniti National seeks statewide authority to provide competing local exchange and interexchange telecommunications services in Tennessee. Applicant will acquire certain fiber optic assets (telephone plan, line or system) from certain of Windstream Holdings Inc.'s competitive local exchange carrier subsidiaries (collectively, "Windstream") and will grant a 20-year indefeasible right of use ("IRU") to Windstream for those fiber assets that Windstream uses to provide services. Applicant will have access to lease, sell or otherwise utilize those fiber assets that are not being granted back to Windstream. Applicant may sublease those facilities to one or more of its affiliates that have operating authority to do business in Tennessee, or may itself provision services to business customers, other carriers, or other third parties. Using the spare capacity on fiber assets not granted back to Windstream via the IRU, Applicant may itself provision services to business customers, other carriers, or other third parties. Applicant does not currently anticipate providing any service besides private line services (i.e., high-capacity backhaul Ethernet), but may provide other arrangements such as dark fiber, fiber spectrum leases, or other high-capacity services.

Q: Will Uniti National offer service to all consumers within its service area?

A: Uniti National will primarily serve enterprise and carrier customers. Uniti National does not have plans to provide retail switched voice services, including dial-tone to end-user customers in Tennessee.

Q: Does Uniti National plan to offer local exchange telecommunications services in areas served by any incumbent local exchange telephone company with fewer than 100,000 total access lines?

A: Uniti National seeks authority to provide local exchange services in all service territories that are open to competition. To the extent Uniti National operates exchanges, it will mirror the exchange of the incumbent local exchange carrier in whose service territory Uniti National will provide service. Uniti National seeks authority to provide interexchange services statewide.

Q: Will the granting of a certificate of convenience and necessity to Uniti National serve the public interest?

A: Granting this Application will promote the public interest by increasing the level of competition in the Tennessee telecommunications market. Ultimately, competition will compel all exchange telecommunications service providers to operate more efficiently and with resulting reduced prices for consumers. These benefits work to maximize the public interest by providing continuing incentives for carriers to reduce costs while simultaneously promoting the availability of potentially desirable services.

Q: Does Uniti National intend to comply with all TPUC rules, statutes, and orders pertaining to the provision of telecommunications services in Tennessee, including those for disconnection and reconnection of service?

A: Yes.

Q: Has any state ever denied Uniti National or one of its affiliates authorization to provide intrastate service?

A: No.

Q: Has any state ever revoked the certification of Uniti National or one of its affiliates?

A: No.

Q: Has Uniti National or one of its affiliates ever been investigated or sanctioned by any regulatory authority for service or billing irregularities?

A: No.

Q: Who is knowledgeable about Uniti National's operations and will serve as Uniti National's regulatory and customer service contact?

A: For inquiries regarding the ongoing operations of Uniti National, the regulatory contact information is:

Jeffery R. Strenkowski
Vice President, Deputy General Counsel of Governmental Affairs
Uniti Group Inc.
10802 Executive Center Drive
Benton Building, Suite 300
Little Rock, Arkansas 72211
Tel: 301-774-0461
jeffrey.strenkowski@uniti.com

Customer service-related inquiries, such as repairs, maintenance, complaints, billing questions, and refunds, customers may contact Uniti's network operations center at any time:

Network Operations Center
107 St. Francis Street, Suite 1800
Mobile, AL 36602
1-877-652-2321
NOC@uniti.com

Q: Please explain in detail Uniti National's proposed procedures for responding to information requests from the TPUC and its staff.

A: Information requests related to this Application should be directed to:

Charles B. Welch, Jr.
Farris Bobango
414 Union Street, Suite 1105
Nashville, TN 37219
Tel: 615-726-1200
Fax: 615-726-1776
cwelch@farris-law.com

With a copy to:

Ronald W. Del Sesto, Jr.
Stephany Fan
Morgan Lewis & Bockius LLP
1111 Pennsylvania Ave., N.W.
Washington, DC 20004
Tel: 202-739-3000
Fax: 202-739-3001

ronald.delsesto@morganlewis.com
stephany.fan@morganlewis.com

Q: Does this conclude your testimony?

A: Yes.

I swear that the foregoing testimony is true and correct to the best of my knowledge.

Jeffery R. Strenkowski
Vice President & Deputy General Counsel of Government Affairs
Uniti Group Inc.

Respectfully submitted this _____ day of September, 2020


Notary Public

State of Maryland

County of Montgomery

My commission expires _____

I swear that the foregoing testimony is true and correct to the best of my knowledge.



Jeffery R. Strenkowski
Vice President & Deputy General Counsel of Government Affairs
Uniti Group Inc.

Respectfully submitted this 25 day of September, 2020


Notary Public

State of Maryland

County of Montgomery

My commission expires 03/05/2022

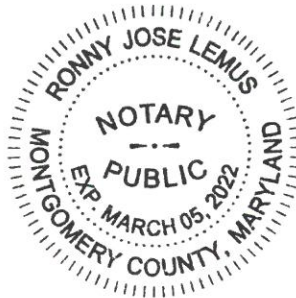


EXHIBIT G

**Small and Minority-Owned Telecommunications
Business Participation Plan**

Uniti National LLC

**SMALL AND MINORITY-OWNED TELECOMMUNICATIONS
BUSINESS PARTICIPATION PLAN**

SMALL AND MINORITY-OWNED TELECOMMUNICATIONS BUSINESS PARTICIPATION PLAN

Pursuant to T.C.A. §65-5-112, as amended, Uniti National LLC (“Uniti National” submits this small and minority-owned Telecommunications business participation plan (the “Plan”) along with its Application for a Certificate of Public Convenience and Necessity to provide competing intrastate and local exchange services in Tennessee.

I. PURPOSE

The purpose of §65-5-112 is to provide opportunities for small and minority-owned businesses to provide goods and services to Telecommunications service providers. Uniti National is committed to the goals of §65-5-112 and to taking steps to support the participation of small and minority-owned Telecommunications businesses in the Telecommunications industry. Uniti National will endeavor to provide opportunities for small and minority-owned Telecommunications businesses to compete for contracts and subcontracts for goods and services. As part of its procurement process, Uniti National will make effort to identify and inform minority-owned and small businesses that are qualified and capable of providing goods and services to Uniti National of such opportunities. Uniti National’s representatives intends to contact the Department of Economic and Community Development, the administrator of the small and minority-owned Telecommunications assistance program, to obtain a list of qualified vendors. Moreover, Uniti National will seek to increase awareness of such opportunities so that companies not otherwise identified will have sufficient information to participate in the procurement process.

II. DEFINITIONS

As defined in § 65-5-112.

Minority-Owned Business. Minority-owned business shall mean a business which is

solely owned, or at least fifty-one percent (51%) of the assets or outstanding stock of which is owned, by an individual who personally manages and controls daily operations of such business, and who is impeded from normal entry into the economic mainstream because of race, religion, sex or national origin and such business has annual gross receipts of less than four million dollars (\$4,000,000).

Small Business. Small Business shall mean a business with annual gross receipts of less than four million dollars (\$4,000,000).

III. ADMINISTRATION

Uniti National's Plan will be overseen and administered by the individual named below, hereinafter referred to as the Administrator, who will be responsible for carrying out and promoting Uniti National's full efforts to provide equal opportunities for small and minority-owned businesses. The Administrator of the Plan will be:

Jeffery R. Strenkowski
Vice President, Deputy General Counsel of Governmental Affairs
Uniti Group Inc.
10802 Executive Center Drive
Benton Building, Suite 300
Little Rock, Arkansas 72211
Tel: 301-774-0461
jeffrey.strenkowski@uniti.com

Applicant intends the Administrator's responsibilities to include:

- (1) Maintaining an updated Plan in full compliance with §65-5-112 and the rules and orders of the Tennessee Public Utilities Commission.

- (2) Establishing and developing policies and procedures necessary for the successful implementation of the Plan.
- (3) Preparing and submitting such forms as may be required by the Tennessee Regulatory Authority, including the filing of required annual updates.
- (4) Serving as the primary liaison to and cooperate with the Tennessee Public Utilities Commission, other agencies of the State of Tennessee, and small and minority-owned businesses to locate and use qualified small and minority-owned businesses as defined in §65-5-112.
- (5) Searching for and developing opportunities to use small and minority-owned businesses and encouraging such businesses to participate in and bid on contracts and subcontracts.
- (6) Providing records and reports and cooperating in any authorized surveys as required by the Tennessee Public Utilities Commission.
- (7) Establishing a record-keeping system to track qualified small and minority-owned businesses and efforts to use such businesses.
- (8) Providing information and educational activities to persons within Uniti National and training such persons to seek out, encourage, and promote the use of small and minority-owned businesses.

In performance of these duties, the Administrator will utilize a number of resources, including:

Chambers of Commerce
The Tennessee Department of Economic and Community Development
The United States Department of Commerce
Small Business Administration
Office of Minority Business
The National Minority Supplier Development Counsel
The National Association of Women Business Owners
The National Association of Minority Contractors
Historically Black Colleges, Universities, and Minority Institutions

The efforts through which Applicant intends to promote and ensure equal opportunities

for small and minority-owned businesses are primarily spelled out in the Administrator's duties above. Additional efforts to provide opportunities to small and minority-owned businesses will include offering, where appropriate and feasible, small and minority-owned businesses assistance with technical, insurance, bonding, licensing, production, and deadline requirements.

IV. RECORDS AND COMPLIANCE REPORTS

Uniti Dark Fiber will maintain records of qualified small and minority-owned business and efforts to use the goods and services of such businesses. In addition, Uniti Dark Fiber will maintain records of educational and training activities conducted or attended and of the internal procurement procedures adopted to support this plan.

Uniti Dark Fiber will submit records and reports required by the Tennessee Public Utilities Commission concerning the Plan. Moreover, Uniti Dark Fiber will cooperate fully with any surveys and studies required by the Tennessee Public Utilities Commission.

Uniti Dark Fiber LLC

By: 

Jeffery R. Strenkowski

Vice President, Deputy General Counsel of Governmental Affairs

Dated: 9/25/2020

EXHIBIT H

Notice of Application

**BEFORE THE
TENNESSEE PUBLIC UTILITIES COMMISSION
NASHVILLE, TENNESSEE**

Application of)
)
)

Uniti National LLC)
)

for a Certificate of Public Convenience and)
Necessity to Provide Competing)
Local Exchange and Interexchange)
Telecommunications Services in the)
State of Tennessee)
)

Docket No. _____

NOTICE OF FILING

TO: ALL INCUMBENT LOCAL EXCHANGE CARRIERS (ILECS)

PLEASE TAKE NOTICE, that in accordance with the Tennessee Public Utility Commission Rules for the Provision of Competitive Intrastate Telecommunications Services, you are hereby given notice that on October 19, 2020, Uniti National LLC filed an Application for a Certificate of Public Convenience and Necessity to Provide Competing Local Exchange and Interexchange Telecommunications Services in the State of Tennessee.

This 19th day of OCTOBER, 2020.

By: Charles B. Welch, Jr.
Charles B. Welch, Jr.

CERTIFICATE OF SERVICE

The undersigned hereby certifies that a copy of the Notice of Filing of the Application of Uniti National LLC, for Authority to Provide Competing Local Exchange and Interexchange Service was served upon the following parties of record by depositing a copy of same in the United States Mail, First Class, Postage Prepaid, to their last known address as follows:

Ardmore Telephone Company

237 N. 8th Street
Mayfield, KY 42066

CenturyTel of Adamsville

P.O. Box 680644
Franklin, TN 37068

Century Tel of Ooltewah-Collegedale

P.O. Box 680644
Franklin, TN 37068

Crockett Telephone Company

P.O. Box 24207
Jackson, MS 39225

Frontier Communications of the Volunteer State

5003 S. Miami Blvd., Suite 300
Durham, NC 27703

Loretto Telephone Company

P.O. Box 130
Loretto, TN 38469

Peoples Telephone Company

P.O. Box 24207
Jackson, MS 39225

Tennessee Telephone Company

P.O. Box 22995
Knoxville, TN 37933

United Telephone Southeast, LLC

P.O. Box 680644
Franklin, TN 37068

BellSouth Telecommunications, LLC

333 Commerce Street
Nashville, TN 37201-3300

CenturyTel of Claiborne

P.O. Box 680644
Franklin, TN 37068

Concord Telephone Exchange, Inc.

P.O. Box 22995
Knoxville, TN 37933-0995

Frontier Communications of Tennessee

5003 S. Miami Blvd., Suite 300
Durham, NC 27703

Humphreys County Telephone Company

P.O. Box 22995
Knoxville, TN 37933

Millington Telephone Company, Inc.

4880 Navy Road
Millington, TN 38053

Tellico Telephone Company

P.O. Box 22995
Knoxville, TN 37933

United Telephone Company, Inc.

P.O. Box 38
Chapel Hill, TN 37034

West Tennessee Telephone Co.

P.O. Box 24207
Jackson, MS 39225

This the 19th day of October, 2020.

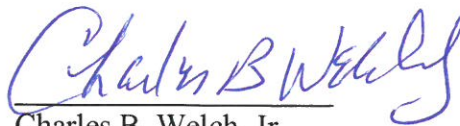

Charles B. Welch, Jr.

EXHIBIT I

Numbering Issues

Please provide answers to the following questions concerning numbering within your proposed service areas.

1. What is your company's expected demand for NXXs per NPA within a year of approval of your application?

Not applicable, as Applicant does not intend to provide voice services at this time.

2. How many NXXs do you estimate that you will request from NANPA when you establish your service footprint?

Not applicable, as Applicant does not intend to provide voice services at this time.

3. When and in what NPA do you expect to establish your service footprint?

Not applicable, as Applicant does not intend to provide voice services at this time.

4. Will the company sequentially assign telephone numbers within NXXs?

Not applicable, as Applicant does not intend to provide voice services at this time.

5. What measures does the company intend to take to conserve Tennessee numbering resources?

Not applicable, as Applicant does not intend to provide voice services at this time.

6. When ordering new NXXs for growth, what percentage fill of an existing NXX does the company use to determine when a request for a new NXX will be initiated?

Not applicable, as Applicant does not intend to provide voice services at this time.

EXHIBIT J

Tennessee Specific Operational Issues

Please provide answers to the following questions concerning Tennessee Specific Operational Issues.

1. How does the company intend to comply with TCA §65-21-114? In its description, please explain technically how the company will not bill for countywide calls within Tennessee.

Not applicable, as Applicant does not intend to provide voice services at this time.

2. Is the company aware of the Tennessee County Wide Calling database maintained by BellSouth and the procedures to enter your telephone numbers in the database?

Yes.

3. Is your company aware of the local calling areas provided by the Incumbent Local Exchange Carriers in your proposed service areas?

Yes.

4. Explain the procedures that will be implemented to assure that your customers will not be billed long distance charges for calls within the metro calling areas.

Not applicable, as Applicant does not intend to provide voice services at this time.

5. Please provide the name and telephone number of an employee of your company that will be responsible to work with the TPUC on resolving customer complaints.

Uniti operates a 24-hour network operations center that manages all customer outage, billing, and other related issues. It is open every hour of the day, every day of the year. The number is 1-877-652-2321, and can also be reached at NOC@uniti.com.

6. Does the company intend to telemarket its services in Tennessee? If yes, is the company aware of the telemarketing statutes and regulations found in TCA §65-4-401 *et seq.* and Chapter 1220-4-11?

Applicant is aware of the above-referenced telemarketing status and regulations and will abide by them to the extent it undertakes telemarketing in Tennessee in the future.

Verification

STATE OF MARYLAND

§
§
§

COUNTY OF MONTGOMERY

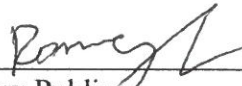
VERIFICATION

I Jeffery R. Strenkowski, state that I am the Vice President and Deputy General Counsel of Governmental Affairs of Uniti Group Inc. ("Uniti Group"); that I am authorized to make this Verification on behalf of Uniti Group; that the foregoing filing was prepared under my direction and supervision; and that the contents with respect to the Company are true and correct to the best of my knowledge, information, and belief.



Jeffery R. Strenkowski
Vice President and Deputy General Counsel of
Government Affairs
Uniti Group Inc.

Sworn and subscribed before me this 25 day of September, 2020.



Notary Public

My commission expires 03/05/2022

