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**Brent Beal**  
Government Affairs Director

October 15, 2021

Chairman Kenneth Hill  
c/o Tory Lawless, Dockets and Records Manager  
Tennessee Regulatory Authority  
502 Deaderick Street, 4<sup>th</sup> Floor  
Nashville, TN 37243

**21-00120**

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

Dear Chairman Hill:

Connect Holding, LLC ("Connect Holding"), an affiliate of Apollo Global Management, Inc., and Lumen Technologies, Inc. ("Lumen") notify the Tennessee 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 Adamsville, Inc. d/b/a CenturyLink Adamsville, CenturyTel of Claiborne, Inc. d/b/a CenturyLink Claiborne, CenturyTel of Ooltewah-Collegedale, Inc. d/b/a CenturyLink Ooltewah-Collegedale, and United Telephone Southeast LLC d/b/a CenturyLink ("Acquired ILECs"). Additionally, the parties plan to transfer ownership and control of CenturyTel Broadband Services, LLC ("CTBS"), which will be filing 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.

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. However, the acquired ILECs will continue to serve their existing customers in Tennessee 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. The parties provide this Notice as a courtesy. 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 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 Tennessee and is not certificated by the Commission. Lumen is the ultimate parent of various Tennessee operating subsidiaries as listed in the table below.

Broadwing Communications, LLC	IXC	Remain with Lumen
CenturyTel of Adamsville, Inc. d/b/a CenturyLink Adamsville	ILEC	Transfer to Connect Holding
CenturyTel of Claiborne, Inc. d/b/a CenturyLink Claiborne	ILEC	Transfer to Connect Holding
CenturyTel of Ooltewah-Collegedale, Inc. d/b/a CenturyLink Ooltewah-Collegedale	ILEC	Transfer to Connect Holding
CenturyLink Communications, LLC	CLEC and IXC	Remain with Lumen
CenturyTel Broadband Services, LLC	CLEC and IXC (request forthcoming)	Transfer to Connect Holding
Global Crossing Local Services, Inc.	CLEC	Remain with Lumen
Global Crossing Telecommunications, Inc.	IXC	Remain with Lumen
Level 3 Communications, LLC	CLEC	Remain with Lumen
Level 3 Telecom of Tennessee, LP	CLEC and IXC	Remain with Lumen
TelCove Operations, LLC	CLEC and IXC	Remain with Lumen
United Telephone Southeast 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<sup>1</sup> 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"),<sup>2</sup> including Tennessee, 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

<sup>1</sup> A copy of the Purchase Agreement can be accessed here:  
<https://www.sec.gov/Archives/edgar/data/18926/000119312521236295/d151732dex21.htm>.

<sup>2</sup> Alabama, Arkansas, Georgia, Illinois, Indiana, Kansas, Louisiana, Michigan, Mississippi, Missouri, New Jersey, North Carolina, Ohio, Oklahoma, Pennsylvania, South Carolina, Tennessee, Texas, Virginia, and Wisconsin.

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.<sup>3</sup>

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-Tennessee jurisdictional entities removed except those intermediate non-carrier holding companies between the acquired companies and the ultimate parent.

## CONTACT INFORMATION

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

For Lumen	For Connect Holding
Brent Beal <b>Lumen</b> 100 North Union Street Suite 828 Montgomery, AL 36104 Tel: (256) 468-1161 <a href="mailto:Brent.Beal@lumen.com">Brent.Beal@lumen.com</a>	Howard J. Symons John L. Flynn <b>Jenner &amp; Block LLP</b> 1099 New York Avenue, NW, Suite 900 Washington, D.C. 20001-4412 Tel.: (202) 639-6000 Fax: (202) 639-6066 <a href="mailto:hsymons@jenner.com">hsymons@jenner.com</a>

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

Sincerely,

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<sup>3</sup> The customer contracts will be assigned to CTBS prior to close.

Chairman Hill  
October 15, 2021  
Page 5

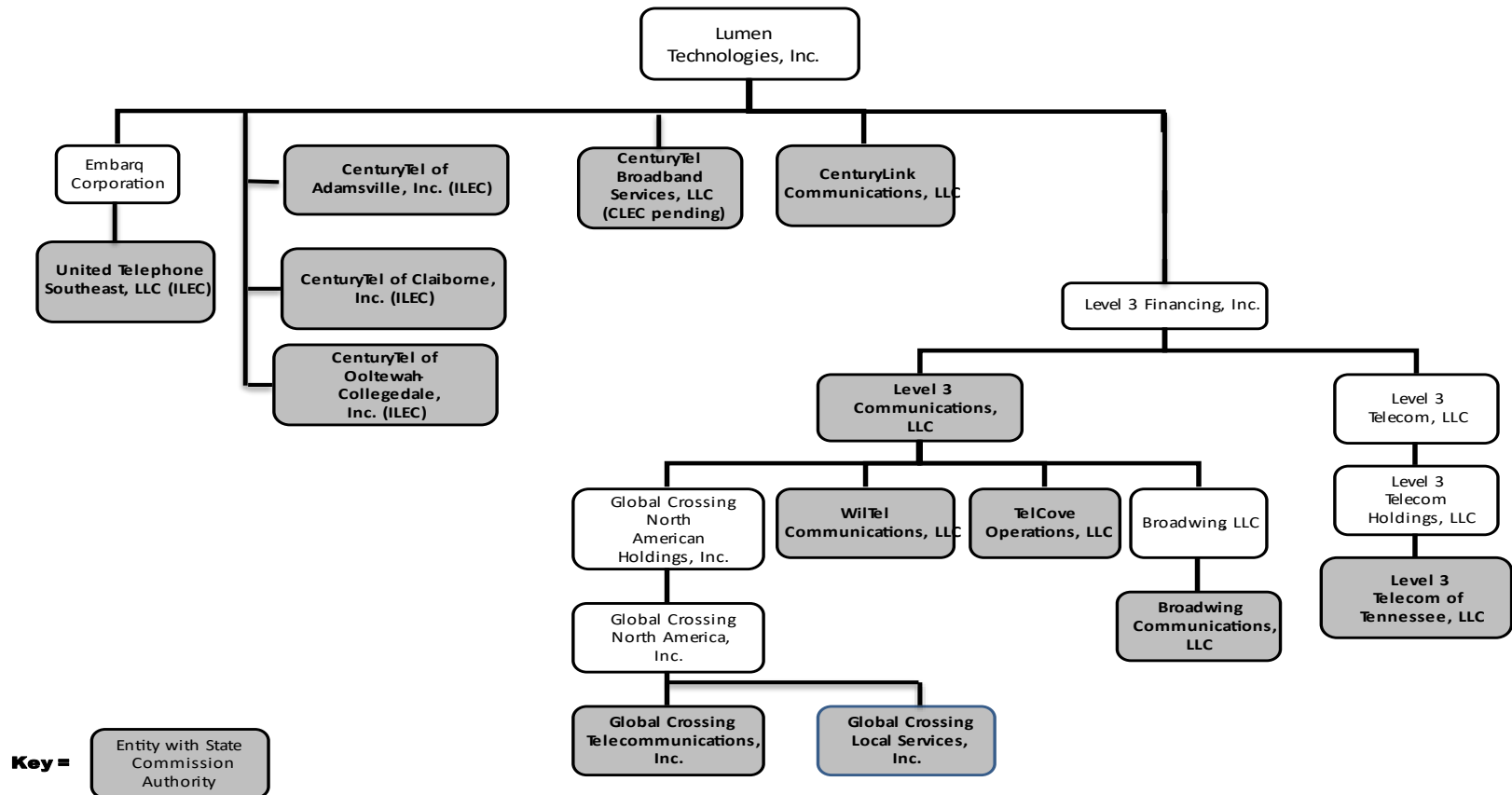
/s/ Brent Beal  
Brent Beal, Government Affairs Director

cc: Howard Symons  
John Flynn

## EXHIBIT A

### Lumen Technologies, Inc.

#### Tennessee Pre-Transaction Corporate Structure



## Connect Holding Post Transaction Corporate Structure

