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Tory Lawless
Docket Manager
Tennessee Public Utilities Commission
502 Deaderick Street, 4th Floor
Nashville, Tennessee 37243

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Re: Notice of Pro Forma Change of Control of TN Backhaul Networks, LLC

Dear Ms. Lawless:

Mobilitie, LLC (“Mobilitie”) and TN Backhaul Networks, LLC (“Licensee”) hereby respectfully notify the Tennessee Public Utilities Commission of the internal restructuring of the BAI Communications Group (“Internal Restructuring”), of which Licensee is a part. The Internal Restructuring was completed on October 12, 2022.

The Internal Restructuring involved only changes to intermediate entities, and consequently there has been no change in the direct or ultimate ownership or control of Licensee. Nor will there be any impact on Licensee’s operations. The Internal Restructuring therefore constituted only a pro forma change of control.

I. DESCRIPTION OF LICENSEE

Licensee, a Delaware limited liability company, is an indirect subsidiary of Mobilitie, a Nevada limited liability company, which maintains its headquarters at 660 Newport Center Drive, Suite 200, Newport Beach, California 92660. Mobilitie is majority owned and controlled indirectly by Frequency Infrastructure Australia Holdings Pty Ltd (“FIAHPL”), the holding company for the BAI Communications Group. FIAHPL is a proprietary limited liability company incorporated in the State of Victoria, Australia, with its registered office at Level 10, Tower A, 799 Pacific Highway, Chatswood, NSW 2067, Australia. FIAHPL, in turn, is majority owned and controlled by the Canada Pension Plan Investment Board, a Canadian corporation.

Through Licensee, the BAI Communications Group designs, builds, manages, and maintains wireless and wireline infrastructure solutions in Tennessee, including neutral host distributed antenna systems, small cell systems, and Wi-Fi networks. Licensee has been granted the requisite authority to operate as a competitive local exchange carrier in Tennessee.

II. DESCRIPTION OF THE INTERNAL RESTRUCTURING

Through the Internal Restructuring, certain intermediate entities' assets and equity interests between Canada Pension Plan Investment Board (as the ultimate majority owner and controller of the BAI Communications Group) and Licensee were transferred to newly formed entities. The Internal Restructuring involved only changes to intermediate entities—that is, those situated between Licensee's direct parent and ultimate parents. Consequently, it did not result in any change in the direct or ultimate ownership or control of Licensee. Exhibit A includes pre- and post-Internal Restructuring organizational charts detailing the prior and current ownership structure of Licensee.

III. PUBLIC INTEREST CONSIDERATIONS

The Internal Restructuring, which the BAI Communications Group undertook to rationalize its international holdings, presents no public interest concerns. The Internal Restructuring involved only changes to intermediate entities, and thus has resulted in no change to, or impact on, Licensee. Moreover, the Internal Restructuring will not result in any discontinuance of service or a change of provider for any customers. Accordingly, the Internal Restructuring has been seamless for Licensee's customers. In addition, because the Internal Restructuring has not resulted in any reduction in the number of competitors serving any relevant product market, it will not adversely affect competition, and customers continue to have access to the same alternatives that were available prior to the Internal Restructuring.

Because the direct and ultimate ownership and control of Licensee remain the same, Licensee's highly experienced and qualified management, technical, and operational teams will continue to be responsible for its day-to-day operations. For the same reason, the Internal Restructuring has not negatively impacted the capitalization or financial condition of Licensee.

IV. DESIGNATED CONTACTS

All correspondence and communications with respect to this notice should be addressed or directed as follows:

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Please contact the undersigned with any questions regarding this submission.

Sincerely,

/s/ Matthew A. Brill

Matthew A. Brill

*Counsel for Mobilitie, LLC and TN Backhaul
Networks, LLC*

EXHIBIT A

Pre-Internal Restructuring Ownership Chart



EXHIBIT A

Post-Internal Restructuring Ownership Chart

