

Henry Walker
Partner
hwalker@bradley.com
615.252.2363 direct



25-00010

February 7, 2025

Hon. David Jones, Chairman
c/o Ectory Lawless
Tennessee Public Utility Commission
502 Deaderick Street, 4th Floor
Nashville, Tennessee 37243

Electronically Filed in TPUC Docket
Room on February 7, 2025 at 3:22 p.m.

Re: Metro Fibernet, LLC – CLEC Application

Please accept for filing the attached application of Metro Fibernet, LLC for a certificate to provide competitive telecommunications services.

The application includes confidential documents filed in a separate envelope. The application fee will also be filed separately.

A copy of the bond is attached as an exhibit to the application. The original bond is being mailed directly to Commission staff member Lisa Foust.

Please email or call if you have any questions.

Sincerely,

A handwritten signature in blue ink, appearing to read "H. Walker", written in a cursive, flowing style.

Henry Walker (B.P.R. 000272)
Bradley Arant Boult Cummings LLP
1221 Broadway, Suite 2400
Nashville, Tennessee 37203
(615) 252-2363
hwalker@bradley.com

BEFORE THE TENNESSEE PUBLIC UTILITY COMMISSION

**IN THE MATTER OF THE APPLICATION)
OF METRO FIBERNET, LLC FOR A)
CERTIFICATE TO PROVIDE)
COMPETITIVE TELECOMMUNICATIONS)
SERVICES)**

Docket No. 25-00010

**APPLICATION OF METRO FIBERNET, LLC FOR
CERTIFICATE TO PROVIDE COMPETING LOCAL
TELECOMMUNICATIONS SERVICES**

Pursuant to T.C.A. §65-4-201, Metro Fibernet, LLC (“Metronet” or “Applicant”) respectfully requests that the Tennessee Public Utility Commission (“TPUC” or “the Commission”) grant Metronet authority to provide competing local telecommunications services within Tennessee. Metronet is a leading provider of broadband and Voice over Internet Protocol (“VoIP”) communications services to over 300 communities and providing access to Metronet services to two million homes and businesses across its footprint. Currently, Metronet is authorized to provide its services in 22 states.

In support of its Application, Metronet submits the following:

1. The full name and address of the Applicant is:

Metro Fibernet, LLC
11880 College Blvd., Suite 100
Overland Park, KS 66210
Telephone: (877) 407-3224

Questions regarding this application should be directed to:

Henry Walker
Bradley Arant Boult Cummings LLP
1221 Broadway, Suite 2400
Nashville, TN 37203
Telephone: (615) 252-2363
Email: hwalker@bradley.com

Contact name and address at the Company is:

Rose Mulvany Henry
Vice President of Regulatory Affairs
11880 College Blvd., Suite 100
Overland Park, KS 66210
Telephone: (913) 558-6778
Email: rose.mulvanyhenry@metronet.com

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

Please see **Exhibit A**.

3. Corporate Information:

Metro Fibernet, LLC was originally organized in the state of Nevada on February 7, 2011, as Lebanon Fibernet, LLC, and the two parties were merged into Metro Fibernet, LLC as of August 22, 2011. A copy of Metronet's Articles of Organization and amendments are provided in **Exhibit B**. A copy of Metronet's authority to transact business in the State of Tennessee is provided in **Exhibit C**. The names and addresses of the principal corporate officers are in **Exhibit D**. There are no officers in Tennessee. The biographies of the principal officers and other key technical staff are in **Exhibit E**.

4. Metronet possesses the managerial, technical, and financial ability to provide competitive telecommunications service in the State of Tennessee as demonstrated below:

A. Financial Qualifications:

In support of its financial qualifications, Metronet submits its Consolidated Financials for 2022, 2023, and 2024 in **Exhibit F**, which are filed separately and marked confidential.

Three years of projected financials for Metronet are included in **Exhibit G**, which are filed separately and marked confidential.

A three year projection of capital expenditures ("CapEx") for the initial Metronet build in Tennessee are included in **Exhibit H**, which are filed separately and marked confidential.

Applicant's required surety bond is attached in **Exhibit I**.

B. Managerial Ability:

As shown in **Exhibit E** to this Application, Metronet has the managerial expertise to successfully operate a telecommunications company in Tennessee. Metronet's management team and key personnel have extensive management and business experience in telecommunications.

C. Technical Qualifications:

Metronet services will satisfy the minimum standards established by the TPUC. Initially, Metronet intends to construct and install a high-speed fiber optic network capable of providing voice and internet services to residents, businesses, and wholesale customers, and dark fiber and other high-capacity services to other telecommunications providers in Tennessee. As noted in the biographies of the principal officers and key staff, Metronet's officers have several decades of telecommunications expertise. Thus, Metronet is certainly technically qualified to provide competitive telecommunications services in Tennessee.

5. Proposed Service Area:

Metronet and its affiliates are currently authorized to provide telecommunications services in the following states: Arizona, Colorado, Florida, Illinois, Indiana, Iowa, Kansas, Kentucky, Louisiana, Michigan, Minnesota, Missouri, Nebraska, Nevada, New Mexico, North Carolina, Ohio, Oklahoma, Texas, Virginia, Washington, and Wisconsin. Additionally, Metronet has a pending application for authority in Oregon.

Applicant proposes to offer its services throughout the State of Tennessee with an initial focus on serving customers in Bartlett and Germantown and the surrounding areas.

6. Types of Local Exchange Service to be Provided:

Initially, Metronet intends to construct and install a high-speed fiber optic network capable of providing voice and internet services to residents, businesses, and wholesale customers, and dark fiber and other high-capacity services to other telecommunications providers in Tennessee. Metronet's initial line of local services will be comparable to that currently offered by companies such as AT&T, Verizon, Google Fiber, Zayo Group, and Lumen.

7. Repair and Maintenance:

Metronet understands the importance of effective customer service. Metronet has a call center for its customers to call the company at its toll-free customer service number (877) 407-3224. In addition, customers may contact the company in writing at the headquarters address, as well as via email at customer_service@metronet.com, or for technical questions, customers may contact the company at residential-tech-support@metronet.com. Likewise, commercial customers may contact the company at business-customer-service@metronet.com or for technical questions, at business-tech-support@metronet.com. The toll-free number will be printed on the customer's monthly billing statements. The Tennessee contact person knowledgeable about providers operations is Randy Kiesel, who can be reached at randy.kiesel@metronet.com and (812) 759-7807.

8. Public Interest:

The grant of this Application will benefit the public interest by increasing competition in the

provision of high-speed telecommunications services in Tennessee. Metronet's network deployment will also benefit Tennessee by providing jobs to the local community. Metronet intends to construct and install a high-speed fiber optic network capable of providing voice and internet services to residents, businesses, and wholesale customers, and dark fiber and other high-capacity services to other telecommunications providers in Tennessee and to expand the telecommunications infrastructure in the state. In doing so, Metronet will participate in the competitive telecommunications market in Tennessee, which will contribute to reducing prices to competitive levels and to enhancing the availability of high-quality voice and data services. Metronet provides services to a wholesale customer, business customers, the local education sector, governments, public facilities, and businesses of all sizes in our current service areas and hopes to provide the same services to Tennessee businesses.

9. Small and Minority-Owned Telecommunications Business Participation Plan:

Please see **Exhibit J**, attached.

10. Toll Dialing Parity Plan:

Metronet does not provide TDM telephone service at this time. In the event it does in the future, Metronet will provide a toll dialing parity plan.

11. Metronet has served notice of this application to the eighteen (18) incumbent local exchange telephone companies in Tennessee with a statement regarding the company's intention of operating geographically. See **Exhibit K** for a copy of the notice and the list.

12. Numbering Issues:

In the event Metronet intends to provide TDM telephone service in the future, at the request of a customer, Metronet will comply with the Commission's rules on number assignment and conservation.

13. Tennessee Specific Operational Issues:

In the event Metronet intends to provide TDM telephone service in the future, at the request of a customer, Metronet will comply with the Commission's rules on number assignment and conservation.

- i. 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.
 - a. **Response:** Initially, Metronet plans to mirror or offer the calling areas of AT&T-Tennessee for its local service offerings.
- ii. 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?

- a. **Response:** Yes, Metronet is aware of the database and the procedure involved.
- iii. Is your company aware of the local calling areas provided by the Incumbent Local Exchange Carriers in your proposed service areas?
- a. **Response:** Yes, Metronet is aware of all local calling areas provided by the Incumbent Local Exchange Carriers within Tennessee.
- iv. 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.
- a. **Response:** Metronet will mirror the local calling areas of the ILEC.
- v. 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.
- a. **Response:**
Maria Roberts
Regulatory Analyst
502-330-1182
maria.roberts@metronet.com
- vi. 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?
- a. **Response:** Metronet uses many different marketing techniques to reach its customers. Metronet may on occasion telemarket services to businesses but will adhere to the telemarketing statutes and regulations found in TCA §65-4-401 *et seq.* and Chapter 1220-4-11.


14. Miscellaneous:

- A. Sworn pre-filled testimony: **Exhibit L.**
- B. Metronet does not collect customer deposits.
- C. Please see attached **Exhibit M** for a list of complaints filed with various state public utility commissions and the FCC for the past five years.
- D. Metronet does not intend to provide regulated services in Tennessee at this time.

CONCLUSION:

Metronet respectfully requests that the Commission enter an order granting it a certificate of convenience and necessity to operate as a competitive local exchange service provider and to provide telecommunications services throughout the State of Tennessee. For the reasons stated above, Metronet's provision of these services would promote the public interest by providing high-quality service at competitive prices and by creating local job opportunities, greater economic incentives for the development and improvement for all competing providers.

Respectfully submitted this 7^m day of February, 2025



Henry Walker
Counsel for Metro Fibernet, LLC

Exhibit A – Corporate Organizational Chart

Exhibit B – MFN Articles of Organization

Exhibit C – Authority to Transact Business in TN

Exhibit D – Principal Corporate Officers

Exhibit E – Management Bios

Exhibit F – 2022, 2023, and 2024 Financials [**CONFIDENTIAL**]

Exhibit G – Three Year Projected Financials [**CONFIDENTIAL**]

Exhibit H – Three Year CapEx Projection for Tennessee Build [**CONFIDENTIAL**]

Exhibit I – Surety Bond

Exhibit J - Small and Minority-Owned Business Participation Plan

Exhibit K – Notice to ILECs

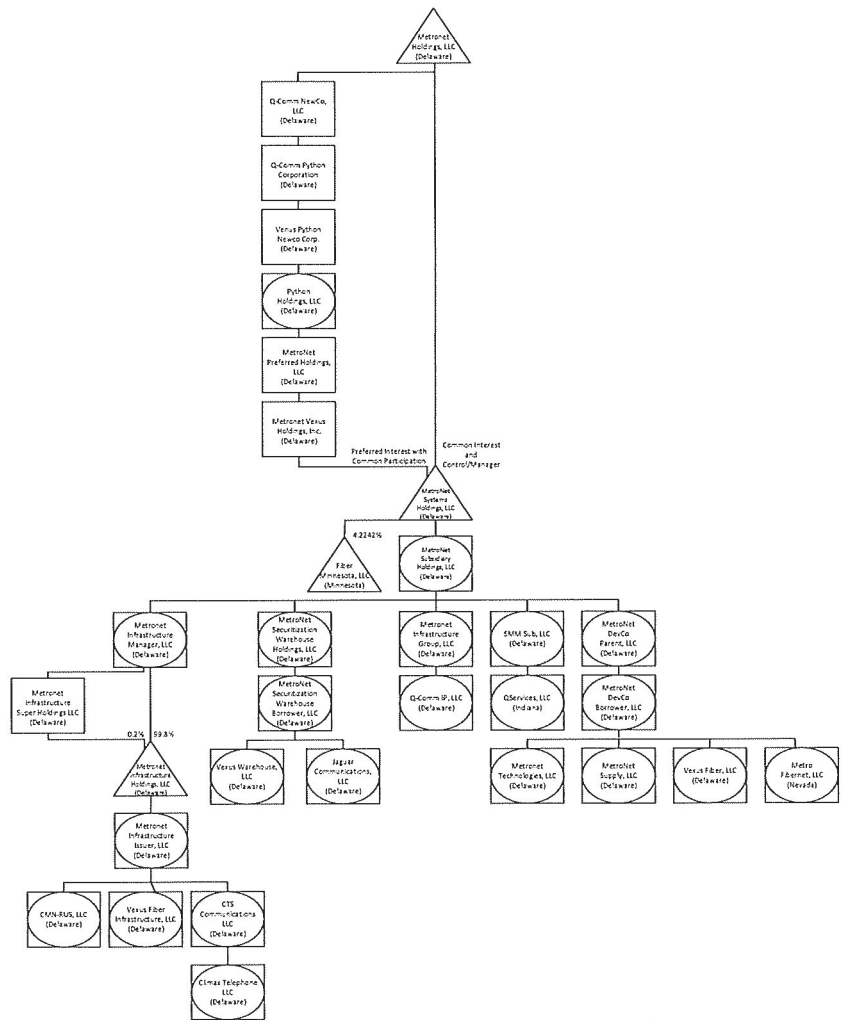
Exhibit L – Sworn Pre-Filed Testimony

Exhibit M – PUC and FCC Complaints [**CONFIDENTIAL**]

Exhibit A

Corporate Organization Chart

Metronet's corporate organization chart is attached hereto. In addition, information regarding a pending transaction with T-Mobile and global investment firm KKR.



[Log in](#)

NEWSROOM

NETWORK
PRESS RELEASE

T-Mobile and KKR Announce Joint Venture to Acquire Metronet and Offer Leading Fiber Solution to More U.S. Consumers

July 24, 2024

The Un-carrier will expand its broadband portfolio and offer more consumers a differentiated experience, selling fiber internet services provided by the JV using Metronet's fiber network deployment and management expertise

10 min read [Listen](#)

BELLEVUE, Wash., NEW YORK, NY, and EVANSVILLE, Ind. — July 24, 2024 — T-Mobile (NASDAQ: TMUS), America's 5G leader and fastest-growing fixed wireless broadband provider, today announced it has entered into a definitive agreement to establish a joint venture (JV) with leading global investment firm KKR (NYSE: KKR) that will acquire Metronet including its broadband infrastructure, rapidly growing residential fiber business operations and existing customers. As part of the transaction, the JV will also



Metronet is uniquely positioned as the fastest-growing pure play fiber company in the U.S. and an experienced independent fiber-to-the-home (FTTH) operator. The company currently reaches more than 2 million homes and businesses across 17 states with fiber solutions built on a state-of-the-art broadband platform. Following the transaction's close, Metronet will become a wholesale services provider for its retail customers and 100% of its residential fiber retail operations and customers will transition to T-Mobile. T-Mobile will have full responsibility for residential customer acquisition and support, leveraging its differentiated retail, marketing, brand and service model, and will utilize Metronet's deep digital and fiber infrastructure expertise to expand to more households with fiber broadband services. Metronet will focus on build plans, network engineering and design, network deployment, and customer installation. Following the transaction close, Metronet is expected to be self-funding on a go forward basis and it is expected to reach 6.5 million homes passed by the end of 2030. To support this business plan T-Mobile does not expect to make any additional capital contributions to the JV.

"This is a unique opportunity and a smart, capital-efficient deal that enables T-Mobile to profitably build on our success in broadband and provide fast, affordable and reliable connectivity options to millions more customers nationwide as a complement to our wireless growth strategy," said Mike Sievert, CEO of T-Mobile. "Metronet is the perfect partner for T-Mobile as a leader in fiber solutions with an incredibly fast build pace, and a top-notch management team. Together with KKR's strong heritage of corporate partnership and global fiber franchise, we will further expand the Un-carrier's fiber footprint and deliver real value and choice to customers while addressing a growing demand for fast and reliable broadband."

"As a leading investor in fiber broadband, KKR has a strong track record of building fiber networks in multiple countries around the world. Since our initial investment in Metronet in 2021, the company has grown rapidly, including constructing new fiber infrastructure and adding subscribers in attractive, underserved markets," said Waldemar Szlezak, Partner, and Global Head of Digital Infrastructure at KKR. "Our new joint venture with T-Mobile will be transformational for the future of the Metronet business. We look forward to benefitting from T-Mobile's industry-leading customer experience to support the company in reaching its full potential."

The JV will be complementary to T-Mobile's already existing [5G Home Internet](#) offering, a fixed wireless solution currently being used in more than 5 million households and businesses nationwide using fallow network capacity over the Un-carrier's 5G network, and the company's previously announced fiber partnerships. This expanded portfolio of offerings will help meet continually increasing consumer demand for higher speed and reliable broadband products.

"We could not be prouder to expand our strategic partnership with KKR and form a new one with T-Mobile — two global leaders in 5G wireless connectivity and digital infrastructure," said Metronet CEO Dave Heimbach. "Metronet's 100% fiber network delivers symmetrical multi-gigabit internet service directly to homes and businesses, perfectly complementing T-Mobile's industry-leading 5G mobile and fixed-wireless offerings to meet consumer demand for seamless, ubiquitous connectivity. With this new partnership, Metronet will expand its fiber network faster and farther, reaching millions more households by the end of the decade."



established its global infrastructure strategy in 2008 and has since been one of the most active infrastructure investors around the world, currently managing over \$61 billion in infrastructure assets. KKR has significant experience investing in the growth of leading FTTH providers globally with over 25 million homes passed and building more than four million annually. This includes the creation of independent open access wholesale fiber optic network companies in Chile, Colombia, Peru and in the Netherlands and investments in Hyperoptic in the U.K., Telenor Fiber in Norway and Deutsche Glasfaser in Germany. Most recently, KKR announced the closing of its acquisition of Telecom Italia Netco, which owns and operates the entire national copper and fiber fixed line network in Italy.

The transaction is expected to close in 2025, subject to customary closing conditions and regulatory approvals. At closing, T-Mobile is expected to invest approximately \$4.9 billion to acquire a 50% equity stake in the JV and 100% of Metronet's residential fiber retail operations and customers, as well as funding of the JV.

Cautionary Statement Regarding Forward-Looking Statements

This communication contains certain forward-looking statements concerning T-Mobile and the proposed transaction with KKR to acquire Metronet's broadband infrastructure. All statements other than statements of fact, including information concerning future results, are forward-looking statements. These forward-looking statements are generally identified by the words "plan," "anticipate," "believe," "estimate," "expect," "intend," "may," "could" or similar expressions. Such forward-looking statements include, but are not limited to, statements about the benefits of the proposed transaction, including anticipated future financial and operating results, T-Mobile's and the joint venture's objectives, expectations and intentions, expectations regarding the JV being self-funding and future contributions (or lack thereof), the expected number of homes passed by the JV in the future and the expected timing of completion of the proposed transaction. There are several factors which could cause actual plans and results to differ materially from those expressed or implied in forward-looking statements. Such factors include, but are not limited to, the failure to satisfy any of the conditions to the proposed transaction on a timely basis or at all; the occurrence of events that may give rise to a right of one or both of the parties to terminate the definitive agreements; adverse effects on the market price of T-Mobile's common stock and on T-Mobile's operating results because of a failure to complete the proposed transaction in the anticipated timeframe or at all; negative effects of the pendency or consummation of the proposed transaction on the market price of T-Mobile's common stock and on T-Mobile's operating results; the risk of litigation or regulatory actions; the possibility that T-Mobile may not fully realize the projected benefits of the proposed transaction within expected timeframes or at all; business disruption during the pendency of or following the proposed transaction; diversion of management time from ongoing business operations due to the proposed transaction; the risk of any unexpected costs or expenses resulting from the proposed transaction; the risk that the proposed transaction and its announcement or T-Mobile's fiber strategy generally could have an adverse effect on the ability of T-Mobile or Metronet to retain customers and retain and hire key personnel and maintain relationships with customers, suppliers, employees, stockholders and other business relationships and on its operating results and business generally; and other risks and uncertainties detailed in T-Mobile's Annual Report on Form 10-K for the fiscal year ended December 31, 2023, including in the sections thereof captioned "Risk Factors" and "Cautionary Statement Regarding Forward-Looking Statements," as well as in its subsequent reports on Form 8-K and Form 10-Q, all of which are filed with the SEC and available at www.sec.gov and www.t-mobile.com. Forward-looking statements are based on current expectations and assumptions, which are subject to risks and uncertainties that may cause actual results to differ materially from those expressed in or implied by such forward-looking statements. Given these risks and uncertainties, persons reading this communication are cautioned not to place undue reliance on such forward-looking statements. T-Mobile assumes no obligation to update or revise the information contained in this communication (whether as a result of new information, future events or otherwise), except as required by applicable law. References to our and the SEC's website are inactive textual references only. Information contained on our and the SEC's website is not incorporated by reference in this communication and should not be considered to be a part of this communication.



Milbank LLP are serving as T-Mobile's regulatory counsel.

Barclays and Morgan Stanley & Co. LLC are serving as lead financial advisors to KKR, with Goldman Sachs, Mizuho and MUFG also serving as financial advisors. Simpson Thacher is serving as KKR's legal advisor.

Bank Street Group LLC and TD Securities served as financial advisors to Metronet. Paul, Weiss, Rifkind, Wharton & Garrison LLP and Polsinelli served as legal counsel to Metronet. Lazard served as financial advisor to Oak Hill Capital.

About T-Mobile

T-Mobile US, Inc. (NASDAQ: TMUS) is America's supercharged Un-carrier, delivering an advanced 4G LTE and transformative nationwide 5G network that will offer reliable connectivity for all. T-Mobile's customers benefit from its unmatched combination of value and quality, unwavering obsession with offering them the best possible service experience and undisputable drive for disruption that creates competition and innovation in wireless and beyond. Based in Bellevue, Wash., T-Mobile provides services through its subsidiaries and operates its flagship brands, T-Mobile, Metro by T-Mobile and Mint Mobile. For more information please visit: <https://www.t-mobile.com>

About KKR

KKR is a leading global investment firm that offers alternative asset management as well as capital markets and insurance solutions. KKR aims to generate attractive investment returns by following a patient and disciplined investment approach, employing world-class people, and supporting growth in its portfolio companies and communities. KKR sponsors investment funds that invest in private equity, credit and real assets and has strategic partners that manage hedge funds. KKR's insurance subsidiaries offer retirement, life and reinsurance products under the management of Global Atlantic Financial Group. References to KKR's investments may include the activities of its sponsored funds and insurance subsidiaries. For additional information about KKR & Co. Inc. (NYSE: KKR), please visit KKR's website at www.kkr.com. For additional information about Global Atlantic Financial Group, please visit Global Atlantic Group's website at www.globalatlantic.com.

About Metronet

Metronet is *PCMag's* "Fastest Major ISP" for 2023 and 2024, providing multi-gigabit internet service to homes and businesses in cities like Colorado Springs, Des Moines, Indianapolis, Lexington, Norfolk, Tallahassee and more than 300 other communities across 17 states. Expanding its fiber-optic network in more than 90 communities at any one time, Metronet has become the country's largest and fastest-growing privately owned fiber-to-the-home company. More information on the Evansville, Ind.-based company can be found at metronet.com.

T-Mobile US, Inc. Media Relations

MediaRelations@t-mobile.com

T-Mobile Investor Relations Contact

investor.relations@t-mobile.com

<https://investor.t-mobile.com>

KKR Media Relations

Media@KKR.com

Metronet Media Relations

media@metronet.com

Tags Network



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Exhibit B
Articles of Organization

BARBARA K. CEGAVSKE
Secretary of State

KIMBERLEY PERONDI
*Deputy Secretary for
Commercial Recordings*

STATE OF NEVADA



**OFFICE OF THE
SECRETARY OF STATE**

*Commercial Recordings Division
202 N. Carson Street
Carson City, NV 89701
Telephone (775) 684-5708
Fax (775) 684-7138

North Las Vegas City Hall
2250 Las Vegas Blvd North, Suite 400
North Las Vegas, NV 89030
Telephone (702) 486-2880
Fax (702) 486-2888*

Certified Copy

05/12/2021 11:24:31 AM

Work Order Number: W2021051200791 - 1325650
Reference Number: 20211454001
Through Date: 05/12/2021 11:24:31 AM
Corporate Name: METRO FIBERNET, LLC

The undersigned filing officer hereby certifies that the attached copies are true and exact copies of all requested statements and related subsequent documentation filed with the Secretary of State's Office, Commercial Recordings Division listed on the attached report.

Document Number	Description	Number of Pages
20120577129-26	Merge In - 08/22/2012	8
20110268112-64	Amendment - 04/08/2011	3
20110095974-18	Articles of Organization - 02/07/2011	3



Certified By: Electronically Certified
Certificate Number: B202105131667099
You may verify this certificate
online at <http://www.nvsos.gov>

Respectfully,

A handwritten signature in black ink that reads "Barbara K. Cegavske".

BARBARA K. CEGAVSKE
Nevada Secretary of State



ROSS MILLER
Secretary of State
204 North Carson Street, Suite 1
Carson City, Nevada 89701-4520
(775) 684-5708
Website: www.nvsos.gov

Filed in the Office of <i>Barbara K. Gierke</i>	Business Number E0068952011-0
Secretary State Of Nevada	Filing Number 20120577129-26
	Filed On 08/22/2012
	Number of Pages 8

Articles of Merger

(PURSUANT TO NRS 92A.200)

Page 1

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ABOVE SPACE IS FOR OFFICE USE ONLY

Articles of Merger (Pursuant to NRS Chapter 92A)

1) Name and jurisdiction of organization of each constituent entity (NRS 92A.200):

☐ If there are more than four merging entities, check box and attach an 8 1/2" x 11" blank sheet containing the required information for each additional entity from article one.

Lebanon Fibernet, LLC

Name of merging entity

Indiana

Jurisdiction

limited liability company

Entity type *

Name of merging entity

Jurisdiction

Entity type *

Name of merging entity

Jurisdiction

Entity type *

Name of merging entity

Jurisdiction

Entity type *

and,

Metro Fibernet, LLC

Name of surviving entity

Nevada

Jurisdiction

limited liability company

Entity type *

* Corporation, non-profit corporation, limited partnership, limited-liability company or business trust.

Filing Fee: \$350.00

This form must be accompanied by appropriate fees.



ROSS MILLER
Secretary of State
204 North Carson Street, Suite 1
Carson City, Nevada 89701-4520
(775) 684-5708
Website: www.nvsos.gov

Articles of Merger

(PURSUANT TO NRS 92A.200)

Page 2

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- 2) Forwarding address where copies of process may be sent by the Secretary of State of Nevada (if a foreign entity is the survivor in the merger - NRS 92A.180):

Attn: _____
c/o: _____

- 3) Choose one:

- ☒ The undersigned declares that a plan of merger has been adopted by each constituent entity (NRS 92A.200).
- ☐ The undersigned declares that a plan of merger has been adopted by the parent domestic entity (NRS 92A.180).

- 4) Owner's approval (NRS 92A.200) (options a, b or c must be used, as applicable, for each entity):

- ☐ If there are more than four merging entities, check box and attach an 8 1/2" x 11" blank sheet containing the required information for each additional entity from the appropriate section of article four.

- (a) Owner's approval was not required from

Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

and, or;

Name of surviving entity, if applicable



ROSS MILLER
Secretary of State
204 North Carson Street, Suite 1
Carson City, Nevada 89701-4520
(775) 684-5708
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Articles of Merger

(PURSUANT TO NRS 92A.200)

Page 3

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(b) The plan was approved by the required consent of the owners of *:

Lebanon Fibernet, LLC

Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

and, or;

Metro Fibernet, LLC

Name of surviving entity, if applicable

* Unless otherwise provided in the certificate of trust or governing instrument of a business trust, a merger must be approved by all the trustees and beneficial owners of each business trust that is a constituent entity in the merger.



ROSS MILLER
Secretary of State
204 North Carson Street, Suite 1
Carson City, Nevada 89701-4620
(775) 684-5708
Website: www.nvsos.gov

Articles of Merger

(PURSUANT TO NRS 92A.200)

Page 4

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(c) Approval of plan of merger for Nevada non-profit corporation (NRS 92A.160):

The plan of merger has been approved by the directors of the corporation and by each public officer or other person whose approval of the plan of merger is required by the articles of incorporation of the domestic corporation.

Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

and, or;

Name of surviving entity, if applicable



ROSS MILLER
Secretary of State
204 North Carson Street, Suite 1
Carson City, Nevada 89701-4520
(775) 684-5708
Website: www.nvsaos.gov

Articles of Merger

(PURSUANT TO NRS 92A.200)

Page 5

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5) Amendments, if any, to the articles or certificate of the surviving entity. Provide article numbers, if available. (NRS 92A.200):

6) Location of Plan of Merger (check a or b):



(a) The entire plan of merger is attached;

or,



(b) The entire plan of merger is on file at the registered office of the surviving corporation, limited-liability company or business trust, or at the records office address if a limited partnership, or other place of business of the surviving entity (NRS 92A.200).

7) Effective date and time of filing: (optional) (must not be later than 90 days after the certificate is filed)

Date:

Time:

* Amended and restated articles may be attached as an exhibit or integrated into the articles of merger. Please entitle them "Restated" or "Amended and Restated," accordingly. The form to accompany restated articles prescribed by the secretary of state must accompany the amended and/or restated articles. Pursuant to NRS 92A.180 (merger of subsidiary into parent - Nevada parent owning 90% or more of subsidiary), the articles of merger may not contain amendments to the constituent documents of the surviving entity except that the name of the surviving entity may be changed.



ROSS MILLER
Secretary of State
204 North Carson Street, Suite 1
Carson City, Nevada 89701-4520
(775) 884-5708
Website: www.nvsos.gov

Articles of Merger

(PURSUANT TO NRS 92A.200)

Page 6

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8) Signatures - Must be signed by: An officer of each Nevada corporation; All general partners of each Nevada limited partnership; All general partners of each Nevada limited-liability limited partnership; A manager of each Nevada limited-liability company with managers or one member if there are no managers; A trustee of each Nevada business trust (NRS 92A.230)*

☐ If there are more than four merging entities, check box and attach an 8 1/2" x 11" blank sheet containing the required information for each additional entity from article eight.

Lebanon Fibernet, LLC

Name of merging entity

X *John H. Weber*
Signature

Chief Financial Officer

Title

Date

Name of merging entity

X
Signature

Title

Date

Name of merging entity

X
Signature

Title

Date

Name of merging entity

X
Signature

Title

Date

and,

Metro Fibernet, LLC

Name of surviving entity

X *John H. Weber*
Signature

Chief Financial Officer

Title

Date

* The articles of merger must be signed by each foreign constituent entity in the manner provided by the law governing it (NRS 92A.230). Additional signature blocks may be added to this page or as an attachment, as needed.

IMPORTANT: Failure to include any of the above information and submit with the proper fees may cause this filing to be rejected.

This form must be accompanied by appropriate fees.

PLAN OF MERGER
OF
LEBANON FIBERNET, LLC
An Indiana limited liability company
INTO
METRO FIBERNET, LLC
A Nevada limited liability company

By this Plan of Merger, LEBANON FIBERNET, LLC, an Indiana limited liability company ("LFN") and METRO FIBERNET, LLC, a Nevada limited liability company ("Survivor"), state, confirm and agree as follows:

FIRST: Survivor hereby merges into itself LFN and LFN shall be and hereby is merged with and into Survivor, which shall be the surviving limited liability company.

SECOND: The terms and conditions of the merger are as follows:

- (a) The Articles of Organization of Survivor shall be the Articles of Organization of Survivor;
- (b) The Operating Agreement of Survivor shall be the Operating Agreement of Survivor;
- (c) The officers of Survivor shall serve until successors are duly elected and qualified;
- (d) The merger shall become effective upon filing the Articles of Merger with the Secretaries of State of Nevada and Indiana;
- (e) Limited liability is retained by Survivor; and
- (f) Upon the effectiveness of the merger, the separate identity, existence and corporate organization of LFN shall cease to exist except as otherwise provided by applicable law. Survivor shall succeed to and possess all the properties, accounts, rights, privileges, powers, franchises and immunities of a public as well as private nature, and be subject to all the debts, liabilities, obligations, restrictions, disabilities and duties,, of LFN all without further act, deed or transfer.

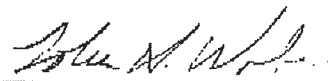
THIRD: All of the presently issued and outstanding interests of LFN shall, by virtue of the merger and without any action on the part of the holder thereof, be cancelled and cease to exist.

FOURTH: The issued interests of Survivor shall not be converted in any manner, but each said interest which is issued as of the effective date of the merger shall continue to represent one issued interest of the Survivor.

FIFTH: The officers of each company shall be authorized to do all acts and things necessary and proper to effect the merger.

IN WITNESS WHEREOF, LFN and Survivor have caused this Plan of Merger to be executed by their respective duly authorized officers on August 1, 2012.

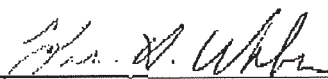
LEBANON FIBERNET, LLC

By: 

Name: _____

Title: _____

METRO FIBERNET, LLC

By: 

Name: _____

Title: _____



ROSS MILLER
Secretary of State
204 North Carson Street, Suite 1
Carson City, Nevada 89701-4620
(775) 684-6708
Website: www.nvsos.gov

Filed in the Office of <i>Barbara K. Cogen</i>	Business Number E0068952011-0
Secretary State Of Nevada	Filing Number 20110268112-64
	Filed On 04/08/2011
	Number of Pages 3

092601

Amendment to Articles of Organization

(PURSUANT TO NRS 86.216)

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

Certificate of Amendment to Articles of Organization For a Nevada Limited-Liability Company Before Issuance of Members Interest (Pursuant to NRS 86.216)

1. Name of limited-liability company:

MetroNet-General, LLC

2. The articles have been amended as follows: (provide article numbers, if available)*

Article 1. is hereby amended in its entirety and replaced with the following: Name of LLC. Metro FiberNet, LLC

Articles 4 and 5 are hereby deleted in their entirety.

Article 6 is hereby deleted in its entirety and replaced with the following: Management. Metro FiberNet, LLC shall be managed by a manager.

Articles 7 and 8 are hereby deleted in their entirety.

(Previous Articles of Organization and the restated Articles of Organization are attached for reference purposes)

3. The effective date of this certificate, if other than filing date:

(must not be later than 90 days after the certificate is filed)

4. As of the date of this certificate, no member's interest in the limited-liability company has been issued.

5. Signatures represent at least 2/3 of the (check one)**:



Organizers



Managers

X

Jh Campbell
Signature

X

Signature

* 1) If amending company name, it must contain the words "Limited-Liability Company," "Limited Company," or "Limited" or the abbreviations "Ltd.," "L.L.C.," or "L.C.," "LLC" or "LC." The word "Company" may be abbreviated as "Co."

2) If adding managers, provide names and addresses.

** If more than two signatures, attach a plain 8 1/2" x 11" sheet with the additional signatures.

FILING FEE: \$175.00

IMPORTANT: Failure to include any of the above information and submit with the proper fees may cause this filing to be rejected.

This form must be accompanied by appropriate fees.

Nevada Secretary of State 86.216 LLC Amendment
Revised: 10-16-09

AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
METRO FIBERNET, LLC

WHEREAS, the Articles of Organization for MetroNet-General, LLC (the "Company") were originally filed in the State of Nevada on February 7, 2011; and

WHEREAS, there has been no issuance of membership interests to any member of the Company; and

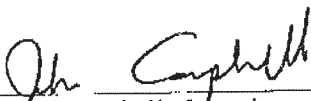
WHEREAS, pursuant to N.R.S. §86.215 and the other provisions of the Nevada Limited Liability Company Act, N.R.S. Chapter 86 (the "Act"), the organizer may file amended Articles of Organization before the issuance of membership interests;

NOW, THEREFORE, the undersigned, being the original organizer of the Company, hereby certifies the following:

The following Articles of Organization hereby replace in their entirety the Articles of Organization of the Company previously filed with the Nevada Secretary of State on February 07, 2011.

1. Name of the Company- The name of the Company is: METRO FIBERNET, LLC
2. Resident Agent Name and Street Address - The name of the resident agent for service of process on the Company in the State of Nevada is National Registered Agents, Inc. of NC. The address of the resident agent of the LLC is 1000 East William Street Suite 204, Carson City, NV 89701.
3. Date of Formation and Effective Date - The date of formation and the effective date of the Company shall be February 07, 2011.
4. Management. The management of the Company shall be by manager(s).

IN WITNESS WHEREOF, the undersigned hereby executes these Amended and Restated Articles of Organization in accordance with the provisions of N.R.S. 86.215 on February 21, 2011.

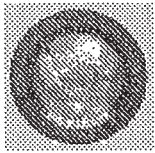


John Campbell, Organizer

ARTICLES OF ORGANIZATION
OF
METRONET-GENERAL, LLC

The undersigned, being an authorized person for purposes of executing this Articles of Organization on behalf of MetroNet-General, LLC, a Nevada Limited Liability Company (the "LLC", desiring to comply with the requirements of N.R.S. §86.161 and the other provisions of the Nevada Limited Liability Company Act, N.R.S. Chapter 86 (the Act), hereby certifies as follows:

1. Name of the LLC- The name of the LLC is: METRONET-GENERAL, LLC.
2. Resident Agent Name and Street Address - The name of the resident agent for service of process on the LLC in the State of Nevada is National Registered Agents, Inc. of NC. The address of the resident agent of the LLC is 1000 East William Street Suite 204, Carson City, NV 89701.
3. Date of Formation and Effective Date - The date of formation and the effective date of the LLC shall be the date of filing of these Articles of Organization with the Secretary of State of the State of Nevada.
4. Series LLC. This is a Series LLC which may establish designated series of members, managers, limited liability company interests having separate rights, powers or duties with respect to specified property or obligations of the limited liability company or profits and losses associated with specified property or obligations of the LLC, or profits and losses associated with specific property or obligations and, to the extent provided in this LLC's operating agreement, any such series may have a separate business purpose or investment objective and/or limitation on liabilities of such series in accordance with the provisions of N.R.S. §86.296.
5. Debts and Liabilities. The debts and liabilities of a designated series of this LLC are to be enforceable against the assets of that series only and not against the assets of another series or against the LLC generally. No debts, liabilities, obligations and expenses incurred, contracted for or otherwise existing with respect to the LLC generally or any other series are enforceable against the assets of a specific series.
6. Management. Unless otherwise provided in the LLC's operating agreement, the management of each series of this LLC shall be vested in as manager .
7. Personal Liabilities of Managers. No manager or agent of and series of this LLC shall be liable to the LLC generally, or to the members of a specific series for damages for any acts or omissions constituting a breach of fiduciary duty in the performance of his or her duties as a manager of this LLC, unless such acts or omissions involve intentional misconduct, fraud or a knowing violation of the law.



ROSS MILLER
Secretary of State
204 North Carson Street, Suite 4
Carson City, Nevada 89701-4520
(775) 684-5708
Website: www.nvsos.gov

Filed in the Office of <i>Barbara K. Gigerde</i>	Business Number E0068952011-0
Secretary State Of Nevada	Filing Number 20110095974-18
	Filed On 02/07/2011
	Number of Pages 3

Articles of Organization Limited-Liability Company

(PURSUANT TO NRS CHAPTER 86)

(This document was filed electronically.)

ABOVE SPACE IS FOR OFFICE USE ONLY

USE BLACK INK ONLY - DO NOT HIGHLIGHT

1. Name of Limited-Liability Company: (must contain approved limited-liability company wording; see instructions)	METRONET-GENERAL L.L.C.	Check box if a Series Limited-Liability Company <input checked="" type="checkbox"/>	Check box if a Restricted Limited-Liability Company <input type="checkbox"/>
2. Registered Agent for Service of Process: (check only one box)	<input checked="" type="checkbox"/> Commercial Registered Agent: NATIONAL REGISTERED AGE-SEE ATTACHED Name <input type="checkbox"/> Noncommercial Registered Agent (name and address below) OR <input type="checkbox"/> Office or Position with Entity (name and address below) Name of Noncommercial Registered Agent OR Name of Title of Office or Other Position with Entity Street Address City Nevada Zip Code Mailing Address (if different from street address) City Nevada Zip Code		
3. Dissolution Date: (optional)	Latest date upon which the company is to dissolve (if existence is not perpetual):		
4. Management: (required)	Company shall be managed by: <input checked="" type="checkbox"/> Manager(s) OR <input type="checkbox"/> Member(s) (check only one box)		
5. Name and Address of each Manager or Managing Member: (attach additional page if more than 3)	1) QC MANAGEMENT, LLC Name 8837 BOND STREET OVERLAND PARK KS 66214 Street Address City State Zip Code 2) Name Street Address City State Zip Code 3) Name Street Address City State Zip Code		
6. Name, Address and Signature of Organizer: (attach additional page if more than 1 organizer)	JOHN CAMPBELL <input checked="" type="checkbox"/> JOHN CAMPBELL Name Organizer Signature 8837 BOND STREET OVERLAND PARK KS 66214 Address City State Zip Code		
7. Certificate of Acceptance of Appointment of Registered Agent:	I hereby accept appointment as Registered Agent for the above named Entity. <input checked="" type="checkbox"/> NATIONAL REGISTERED AGENTS, INC. OF NV 2/7/2011 Authorized Signature of Registered Agent or On Behalf of Registered Agent Entity Date		

Articles of Organization

(PURSUANT TO NRS CHAPTER 86)

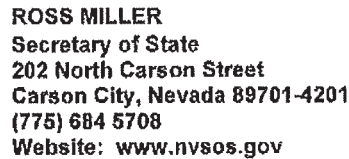
CONTINUED

*Includes data that is too long to fit in the fields on the NRS 86 Form and
all additional managers and organizers*

ENTITY NAME:	METRONET-GENERAL L.L.C.
--------------	-------------------------

FOREIGN NAME TRANSLATION:	Not Applicable
------------------------------	----------------

REGISTERED AGENT NAME:	NATIONAL REGISTERED AGENTS, INC. OF NV
STREET ADDRESS:	Not Applicable
MAILING ADDRESS:	Not Applicable



180301

(PURSUANT TO NRS 77.310)

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

In the matter of

Metronet-General, LLC

Name of Represented Business Entity

I, National Registered Agents, Inc. of NV

am a:

Name of Appointed Registered Agent OR Represented Entity Serving as Own Agent*

(complete only one)

- a) ☒ commercial registered agent listed with the Nevada Secretary of State,
- b) ☐ noncommercial registered agent with the following address for service of process:

Street Address

City

Nevada

Zip Code

Mailing Address (if different from street address)

City

Nevada

Zip Code

- c)  represented entity accepting own service of process at the following address:

Title of Office or Position of Person in Represented Entity

Street Address

City

Nevada

Zip Code

Mailing Address (if different from street address)

City

: Nevada

Zip Code

and hereby state that on 1/26/20
the above named business entity.
National Registered Agents, Inc., of NV

Date _____

I accepted the appointment as registered agent for

X by:

1/26/11

Date _____

Authorized Signature of R.A. or On Behalf of R.A. Company
Chelsea Bialowas, Assistant Secretary

*If changing Registered Agent when reinstating, officer's signature required.

X

Signature of Officer

Date _____

Exhibit C
Authority to Transact Business in TN



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

Filing Information

Name: **Metro Fibernet, LLC**

General Information

SOS Control #	001601070	Formation Locale: NEVADA
Filing Type:	Limited Liability Company - Foreign	Date Formed: 02/07/2011
	12/04/2024 1:49 PM	Fiscal Year Close 9
Status:	Active	Member Count: 1
Duration Term:	Perpetual	
Managed By:	Member Managed	

Registered Agent Address
CORPORATION SERVICE COMPANY
2908 POSTON AVE
NASHVILLE, TN 37203-1312

Principal Address
2908 POSTON AVE
NASHVILLE, TN 37203-1312

The following document(s) was/were filed in this office on the date(s) indicated below:

<u>Date Filed</u>	<u>Filing Description</u>	<u>Image #</u>
12/04/2024	Initial Filing	B1650-7154

Record Status Changed From: Pending Review To: Active

<u>Active Assumed Names (if any)</u>	<u>Date</u>	<u>Expires</u>
--------------------------------------	-------------	----------------

Exhibit D
Principal Corporate Officers

Dave Heimbach	11880 College Blvd, STE 100 Overland Park, KS 66210	President & CEO
Sarah Overbaugh	11880 College Blvd, STE 100 Overland Park, KS 66210	EVP & CFO
John Campbell	11880 College Blvd, STE 100 Overland Park, KS 66210	EVP, General Counsel, & Secretary
Ed Corr	11880 College Blvd, STE 100 Overland Park, KS 66210	VP-Tax

Exhibit E
Management Bios

METRO FIBERNET, LLC

MANAGEMENT BIOGRAPHIES

EXECUTIVE TEAM	Title	Years of Experience
Dave Heimbach	PRESIDENT AND CHIEF EXECUTIVE OFFICER	25
John Campbell	EXECUTIVE VICE PRESIDENT, GENERAL COUNSEL & SECRETARY	23
Sarah Overbaugh	CHIEF FINANCIAL OFFICER	16
Ed Corr	VICE PRESIDENT, TAX	21
Kelvin Fee	EXECUTIVE VICE PRESIDENT, CUSTOMER OPERATIONS AND FIELD OPS ADMINISTRATION	38
Craig Cowden	EXECUTIVE VICE PRESIDENT, CHIEF PRODUCT & TECHNOLOGY OFFICER	30

Dave Heimbach | PRESIDENT AND CHIEF EXECUTIVE OFFICER

Mr. Heimbach is a 24-year veteran of the telecommunications industry, having served in a variety of senior management roles with both public and private companies spanning a range of mature, legacy operations to early-stage high growth businesses. He is currently President and Chief Executive Officer of Metronet Holdings, LLC and its subsidiaries. In his role as EVP/COO of Shentel, Mr. Heimbach has led the creation of over \$1B in equity value during his 3-year tenure. He has led the launch of a new high growth Fiber-to-the-Home (FTTH) strategy branded Glo Fiber. Prior to joining Shentel, Mr. Heimbach served as Chief Operating Officer of Rise Broadband, the nation's largest fixed wireless broadband service provider. Prior to joining Rise Broadband, Mr. Heimbach held several executive positions at Cincinnati Bell (NYSE: CBB) over a 14-year period, including Chief Operating Officer; Senior Vice President & General Manager, Business & Carrier Markets; Vice President & General Manager of the Evolve Business Solutions subsidiary; Vice President of Product Development; Director, Small & Medium Business Strategy; Director of Operations, Extended Territories; and Product Manager. Mr. Heimbach holds a B.S. in Communications from the J. Warren McClure School of Information and Telecommunications Systems from Ohio University and is a board member of ACA Connects (formerly the American Cable Association).

Sarah Overbaugh | CHIEF FINANCIAL OFFICER

As Chief Financial Officer, Ms. Overbaugh is responsible for leading the broad financial operations of Metronet, the nation's largest independently owned Fiber to the Home builder and operator. She brings more than 15 years of corporate finance and accounting experience to her role, having risen to leadership within the global footwear retailer, Payless ShoeSource. In her brief but rich tenure at Metronet leading FP&A, accounting and treasury, Sarah has already played a paramount role in completing several multibillion-dollar securitizations within the FTTP sector. Her leadership has been integral in multiple successful acquisitions, including Vexus Fiber.

John M. Campbell | EXECUTIVE VICE PRESIDENT, GENERAL COUNSEL

Mr. Campbell oversees the legal and regulatory affairs of Metronet Holdings, LLC and its subsidiaries. He has over 20 years of legal and regulatory experience working for communications companies. Previously, Mr. Campbell served as the senior legal officer of a \$60 million national wireless broadband provider. He also gained extensive legal, real estate and regulatory experience serving in various capacities with Sprint Communications Company and its affiliates over an eight-year period, which included being part of a team that developed policies and processes to implement the Telecommunications Act of 1996 and opening the local telephone market to competition. He is a graduate of Chicago-Kent College of Law.

Ed Corr | VICE PRESIDENT, TAX

As the Vice President of Tax, Mr. Corr oversees all areas related to federal, state, and local tax, as well as financially driven regulatory areas of parent and subsidiary corporations of Metronet Holdings, LLC. Mr. Corr has been with Metronet for over 20 years and has successfully steered the company on the tax and financially driven regulatory areas through nearly unprecedented growth over the past five years. Mr. Corr's guidance through the company's initial securitization efforts was invaluable. Mr. Corr came to Metronet following successful stops with Deloitte & Touche, and his own accounting and financial planning companies. Mr. Corr has Master of Science and Bachelor of Science in Business Administration degrees in Accounting from Oklahoma State University and obtained his Certified Public Accountant license in 1987.

Kelvin Fee | EXECUTIVE VICE PRESIDENT, CUSTOMER OPERATIONS AND FIELD OPS ADMINISTRATION

Mr. Fee has over 36 years of experience in the cable TV and telecommunications industry. He started his career with TCI as an Auditor and over his 17-year career became Regional VP over TCI's operations in the Midwest. Once TCI was sold to AT&T, he became SVP of AT&T Broadband Operations in Florida where he was responsible for over 1 million customers and oversaw the launch of INET for Florida. Mr. Fee then moved on to a startup company, WOW Internet and Cable, where he was SVP of WOW's Midwest Region, and he oversaw the launch of INET and phone. In 2015, he became COO of Access Media, a company that provides broadband services to multiple dwelling unit buildings. In 2018, Mr. Fee joined Metronet as EVP of Operations and the Customer Care centers, Field Operations, Engineering and Dispatch groups. He has a degree in Business Management from Northwestern State University of Louisiana.

Craig Cowden | EXECUTIVE VICE PRESIDENT, CHIEF PRODUCT & TECHNOLOGY OFFICER

Mr. Cowden has over 30 years of experience in the telecommunications and wireless communications industries. He spent 16 years with Sprint in various network management roles and then transitioned to the Chief Network Officer and SVP, Enterprise Solutions for Bright House Networks for the following seven years. In his time with Bright House, Mr. Cowden was responsible for the engineering and operations for the company's video, data, voice, and wireless services, as well as sales and marketing for its fiber-based commercial services. Mr. Cowden next spent six years with Charter Communications/Spectrum Mobile as its SVP of Wireless Technology where he led the network architecture and engineering for the company's wireless initiatives and fixed mobile convergence. After a brief stint in his own consulting firm, Mr. Cowden served as a Board Member for Federated Wireless, a position he currently holds today. Mr. Cowden joined Metronet in April 2024 in his current position. Mr. Cowden has a degree in Engineering from the University of Michigan College of Engineering, and an MBA in Finance from the University of Kansas.

Exhibit F – Metronet Financials

At this point in Metronet’s lifecycle, we are in a significant growth phase of the business and will invest unprecedented amounts of capital into new and existing markets for the foreseeable future.

As a result of our growth trajectory and future plans to drive value for our shareholders and communities, we fund our construction primarily through capital markets rather than free cash flows from operations. We are uniquely positioned as pioneers in the asset-based security (“ABS”) space. While there is nuance in how Metronet manages its liquidity position, to most directly illustrate our capacity to fund the build, please see Note 9 of our audit report and disclosures around our [REDACTED]. The revolver had a maximum borrowing capacity of [REDACTED] and an outstanding balance of [REDACTED] as of September 30, 2024, resulting in borrowing capacity of approximately [REDACTED]. Note, there is additional capacity, but this is an illustrative example. Further, it is noteworthy that from a liquidity perspective, Metronet is extremely well capitalized and has a robust liquidity and operating model that gives management and our world class equity investors extreme confidence in our ability to manage the business and execute on our strategic goals.

The Company’s strong liquidity position coupled with demonstrable growth of our revenues [REDACTED] puts Metronet in an excellent financial position for the foreseeable future.

Exhibit F
2022, 2023, and 2024 Financial Statements (filed separately)

Confidential

Exhibit G
Three Year Projected Financials (filed separately)

Confidential

Exhibit H
Three Year Projected Financials Capital Expenditures for Tennessee Build
(filed separately)

Confidential

Exhibit I
Surety Bond

TENNESSEE PUBLIC UTILITY COMMISSION

TENNESSEE TELECOMMUNICATIONS SERVICE PROVIDER'S SURETY BOND

Bond #: CMS0390665

WHEREAS, Metro Fibernet, LLC (the "Principal"), has applied to the Tennessee Public Utility Commission for authority to provide telecommunications services in the State of Tennessee; and

WHEREAS, under the provisions of Title 65, Chapter 4, Section 125(j) of the Tennessee Code Annotated, as amended, the Principal is required to file this bond in order to obtain such authority and to secure the payment of any monetary sanction imposed in any enforcement proceeding brought under Title 65 of the Tennessee Code Annotated or the Consumer Telemarketing Act of 1990 by or on behalf of the Tennessee Public Utility Commission (the "TPUC"); and

WHEREAS, RLI Insurance Company (the "Surety"), a corporation licensed to do business in the State of Tennessee and duly authorized by the Tennessee Commissioner of Insurance to engage in the surety business in this state pursuant to Title 56, Chapter 2 of the Tennessee Code Annotated, has agreed to issue this bond in order to permit the Principal to comply with the provisions of Title 65, Chapter 4, Section 125(j) of the Tennessee Code Annotated;

NOW THEREFORE, BE IT KNOWN, that we the Principal and the Surety are held and firmly bound to the STATE OF TENNESSEE, in accordance with the provisions of Tennessee Code Annotated, Title 65, Chapter 4, Section 125(j), in the full amount of twenty thousand dollars (\$20,000.00) lawful money of the United States of America to be used for the full and prompt payment of any monetary sanction imposed against the Principal, its representatives, successors or assigns, in any enforcement proceeding brought under Title 65 of Tennessee Code Annotated or the Consumer Telemarketing Act of 1990, by or on behalf of the TPUC, for which obligation we bind ourselves, our representatives, successors and assigns, each jointly and severally, firmly and unequivocally by these presents.

This bond shall become effective on the 5th day of February, 2025, and shall be continuous; provided, however, that each annual renewal period or portion thereof shall constitute a new bond term. Regardless of the number of years this bond may remain in force, the liability of the Surety shall not be cumulative, and the aggregate liability of the Surety for any and all claims, suits or actions under this bond shall not exceed Twenty Thousand Dollars (\$20,000.00). The Surety may cancel this bond by giving thirty (30) days written notice of such cancellation to the TPUC and Principal by certified mail, it being understood that the Surety shall not be relieved of liability that may have accrued under this bond prior to the date of cancellation.

PRINCIPAL

Metro Fibernet, LLC

Name of Company authorized by the TPUC

Company ID # as assigned by TPUC

SIGNATURE OF PRINCIPAL

Name: Anita Larson
Title: VP and Associate General Counsel

SURETY

RLI Insurance Company

Name of Surety

9025 N. Lindbergh Drive, Peoria, IL 61615

Address of Surety

SIGNATURE OF SURETY AGENT

Charissa D. Wilson
Name: Charissa D. Wilson
Title: Attorney-in-Fact

Address of Surety Agent:

11350 Switzer Rd., Suite 200
Overland Park, KS 66210

THIS BOND IS ISSUED IN ACCORDANCE WITH THE PROVISIONS OF SECTION 125, CHAPTER 4, TITLE 65 OF THE TENNESSEE CODE ANNOTATED AS AMENDED BY CHAPTER NO. 586, 2000 PUBLIC ACTS. SHOULD THERE BE ANY CONFLICT WITH THE TERMS HEREOF AND THE STATUTE OR REGULATIONS PROMULGATED THEREUNDER, THE STATUTE OR REGULATIONS SHALL PREVAIL. (POWER OF ATTORNEY FROM AN APPROVED INSURANCE COMPANY MUST BE ATTACHED.)

ACKNOWLEDGMENT OF PRINCIPAL

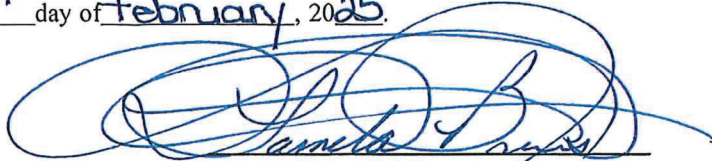
STATE OF
COUNTY OF Kansas

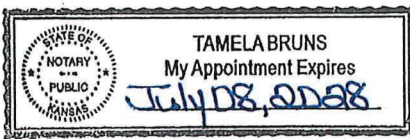
Before me, a Notary Public of the State and County aforesaid, personally appeared Anita Larson with whom I am personally acquainted and who, upon oath, acknowledged himself to be the individual who executed the foregoing bond on behalf of Metro FiberNet, LLC, and he acknowledged to me that he executed the same.

WITNESS my hand and seal this 6th day of February, 2025.

My Commission Expires:

July 08, 2028


Notary Public



ACKNOWLEDGMENT OF SURETY

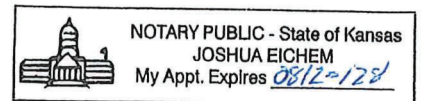
STATE OF Kansas
COUNTY OF Johnson

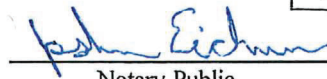
Before me, a Notary Public of the State and County aforesaid, personally appeared Charissa D. Wilson with whom I am personally acquainted and who, upon oath, acknowledged himself to be the individual who executed the foregoing bond on behalf of RLI Insurance Company, the within named Surety, a corporation licensed to do business in the State of Tennessee and duly authorized by the Tennessee Commissioner of Insurance to engage in the surety business in this state pursuant to Title 56, Chapter 2 of the Tennessee Code Annotated, and that he as such an individual being authorized to do so, executed the foregoing bond, by signing the name of the corporation by himself and as such individual.

WITNESS my hand and seal this 5th day of February, 2025.

My Commission Expires:

August, 20th, 2028




Notary Public
Joshua Eichem

APPROVAL AND INDORSEMENT

This is to certify that I have examined the foregoing bond and found the same to be sufficient and in conformity to law, that the sureties on the same are good and worth the penalty thereof, and that the same has been filed with the Tennessee Public Utility Commission, State of Tennessee, this _____ day of _____, 20__.

Name: _____

Title: _____

POWER OF ATTORNEY

RLI Insurance Company Contractors Bonding and Insurance Company

9025 N. Lindbergh Dr. Peoria, IL 61615
Phone: 800-645-2402

Know All Men by These Presents:

That this Power of Attorney is not valid or in effect unless attached to the bond which it authorizes executed, but may be detached by the approving officer if desired.

That **RLI Insurance Company** and/or **Contractors Bonding and Insurance Company**, each an Illinois corporation, (separately and together, the "Company") do hereby make, constitute and appoint:

Monica F. Donatelli, S. Mark Wilkerson, Morgan Dewey, Debra L. Walz, Morgan Wilkerson - Liu, Brandi Tetley, Lindsey Minutillo,
Charissa D. Wilson, Elizabeth Drone, Cassidy D. Palic, Joshua Eichen, Neha Rai, jointly or severally

in the City of Overland Park, State of Kansas its true and lawful Agent(s) and Attorney(s) in Fact, with full power and authority hereby conferred, to sign, execute, acknowledge and deliver for and on its behalf as Surety, in general, any and all bonds and undertakings in an amount not to exceed Twenty Five Million Dollars (\$25,000,000.00) for any single obligation.

The acknowledgment and execution of such bond by the said Attorney in Fact shall be as binding upon the Company as if such bond had been executed and acknowledged by the regularly elected officers of the Company.

RLI Insurance Company and/or **Contractors Bonding and Insurance Company**, as applicable, have each further certified that the following is a true and exact copy of a Resolution adopted by the Board of Directors of each such corporation, and is now in force, to-wit:

"All bonds, policies, undertakings, Powers of Attorney or other obligations of the corporation shall be executed in the corporate name of the Company by the President, Secretary, any Assistant Secretary, Treasurer, or any Vice President, or by such other officers as the Board of Directors may authorize. The President, any Vice President, Secretary, any Assistant Secretary, or the Treasurer may appoint Attorneys in Fact or Agents who shall have authority to issue bonds, policies or undertakings in the name of the Company. The corporate seal is not necessary for the validity of any bonds, policies, undertakings, Powers of Attorney or other obligations of the corporation. The signature of any such officer and the corporate seal may be printed by facsimile."

IN WITNESS WHEREOF, the **RLI Insurance Company** and/or **Contractors Bonding and Insurance Company**, as applicable, have caused these presents to be executed by its respective Sr. Vice President with its corporate seal affixed this 10th day of October, 2024.



RLI Insurance Company
Contractors Bonding and Insurance Company

By:

Eric Raudins

Sr. Vice President

State of Illinois
County of Peoria

} SS

On this 10th day of October, 2024, before me, a Notary Public, personally appeared Eric Raudins, who being by me duly sworn, acknowledged that he signed the above Power of Attorney as the aforesaid officer of the **RLI Insurance Company** and/or **Contractors Bonding and Insurance Company** and acknowledged said instrument to be the voluntary act and deed of said corporation.

By:

Jill A. Scott

Notary Public



JILL A SCOTT
Notary Public
State of Ohio
My Comm. Expires
September 22, 2025

CERTIFICATE

I, the undersigned officer of **RLI Insurance Company** and/or **Contractors Bonding and Insurance Company**, do hereby certify that the attached Power of Attorney is in full force and effect and is irrevocable; and furthermore, that the Resolution of the Company as set forth in the Power of Attorney, is now in force. In testimony whereof, I have hereunto set my hand and the seal of the **RLI Insurance Company** and/or **Contractors Bonding and Insurance Company** this 5th day of February, 2025.

RLI Insurance Company
Contractors Bonding and Insurance Company

By:

Jeffrey D. Dick

Corporate Secretary

EXHIBIT J

**METRONET
SMALL AND MINORITY OWNED BUSINESS
PARTICIPATION PLAN**

February 2025

SMALL AND MINORITY-OWNED TELECOMMUNICATIONS BUSINESS PARTICIPATION PLAN

Pursuant to T.C.A. §65-5-112, as amended, Metro Fibernet, LLC (“Metronet”) 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. Metronet 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. Metronet 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, Metronet will make efforts to identify and inform minority-owned and small businesses that are qualified and capable of providing goods and services to Metronet of such opportunities. Metronet’s representatives have contacted 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, Metronet 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

Metronet'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 Metronet's full efforts to provide equal opportunities for small and minority-owned businesses.

The Administrator of the Plan will be: James Lowe,

James Lowe, Senior Director of Fulfillment
Email: James.Lowe@metronet.com
CC: Dan.Shoop@metronet.com

The Administrator's responsibilities will include:

- (1) Maintaining an updated Plan in full compliance with §65-5-112 and the rules and orders of the Tennessee Public Utility 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 Public Utility Commission, including the filing of required annual updates.
- (4) Serving as the primary liaison to and cooperate with the Tennessee Public Utility 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 Utility 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 Metronet 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 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

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

Metronet will submit records and reports required by the Tennessee Public Utility Commission concerning the Plan. Moreover, Metronet will cooperate fully with any surveys and studies required by the Tennessee Public Utility Commission.

By: Kyle Hamilton
Kyle Hamilton (Feb 7, 2025 11:33 CST)

Kyle Hamilton, Executive Vice President of Construction

Date: February 7, 2025

Exhibit K
Notice of Filing

BEFORE THE TENNESSEE PUBLIC UTILITY COMMISSION

NASHVILLE, TENNESSEE

IN THE MATTER OF THE APPLICATION)
OF METRO FIBERNET, LLC FOR A)
CERTIFICATE TO PROVIDE)
COMPETITIVE TELECOMMUNICATIONS)
SERVICES)

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 Metro Fibernet, LLC filed an Application for a Certificate of Public Convenience and Necessity to Provide Competing Local Exchange and Long Distance Telecommunications Services.

This 7th day of Feb., 2025.

Respectfully submitted,



Henry Walker (B.P.R. No. 000272)
Bradley Arant Boult Cummings LLP
1221 Broadway, Suite 2400
Nashville, TN 37203
Phone: 615-252-2363
Email: hwalker@bradley.com

Counsel for Metro Fibernet, LLC

Incumbent Local Exchange Carriers (ILECs)

- | | |
|--|--|
| 1. Ardmore Telephone Company, Inc.
P.O. Box 549
517 Ardmore Avenue
Ardmore, TN 38449 | 9. Humphreys County Telephone Company
10200 Upper Ridge Way
203 Long Street
New Johnsonville, TN 37134-0552 |
| 2. Bellsouth Telecommunications, Inc.
333 Commerce Street, Suite 2106
Nashville, TN 37201-3300 | 10. Loretto Telephone Company, Inc.
P.O. Box 130
Loretto, TN 38469 |
| 3. Brightspeed of Appalachia, LLC
P.O. Box 1330
Fayetteville, NC 28302 | 11. Millington Telephone Company, Inc.
4880 Navy Road
Millington, TN 38083 |
| 4. Brightspeed of East Tennessee, LLC
P.O. Box 1330
Fayetteville, NC 28302 | 12. Peoples Telephone Company
P.O. Box 310
Erin, TN 37061 |
| 5. Brightspeed of Southern Tennessee, LLC
P.O. Box 1330
Fayetteville, NC 28302 | 13. Tellico Telephone Company
P.O. Box 9
102 Spence Street
New Johnsonville, TN 37385-0009 |
| 6. Brightspeed of Western Tennessee, LLC
P.O. Box 1330
Fayetteville, NC 28302 | 14. United Telephone Company
P.O. Box 38
120 Taylor Street
Chapel Hill, TN 37034 |
| 7. Crockett Telephone Company
P.O. Box 24207
Friendship, TN 38034 | 15. West Tennessee Telephone Company, Inc.
P.O. Box 10
244 E. Main Street
Bradford, TN 38316 |
| 8. Frontier Communications of Tennessee
300 Bland Street
Bluefield, WV 24701 | |

Exhibit L
Sworn Pre-Filed Testimony

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

**IN THE MATTER OF THE APPLICATION
OF METRO FIBERNET, LLC FOR A
CERTIFICATE TO PROVIDE
COMPETITIVE TELECOMMUNICATIONS
SERVICES**

PRE-FILED TESTIMONY OF ROSE MULVANY HENRY

**INFORMATION THAT MUST BE INCLUDED
IN A SWORN PREFILED
TESTIMONY**

I, Rose Mulvany Henry, do hereby testify as follows in support of the application of Metro Fibernet, LLC ("Metronet") 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: Rose Mulvany Henry, 11880 College Blvd., Overland Park, KS 66210. I am the Vice President of Regulatory Affairs.

Q: Please briefly describe your duties.

A: I serve as Vice President of Regulatory Affairs for Metro Fibernet, LLC (which, collectively with its affiliates, is referred to as "Metronet"). My duties include providing a variety of regulatory and legal services to Metronet.

Q: Please describe your business experience and educational background.

A: I am a veteran attorney in the telecommunications industry with over 25 years of experience providing legal, regulatory, and operations support for several telecommunications companies as both inside and outside counsel. My experience includes roles as Vice President of Regulatory Affairs for Birch Telecom, Inc. and Metronet, inside and outside counsel for Sprint Communications Company, LP, and outside counsel for many other companies within the telecommunications industry. I have overseen (and currently oversee) all telecommunications-related regulatory responsibilities of my clients at the local, state, and federal levels. In addition, I routinely negotiate infrastructure agreements, MSAs, right-of-way and similar agreements. I also advise all internal departments regarding various legal and regulatory risks and compliance issues.

I earned a B.A. in English from the University of Kansas and a J.D. from Washburn University School of Law.

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

A: Yes

Q: Please describe the current corporate structure of Metronet:

A: Metronet LLC is indirectly owned by Metronet Holdings LLC. Further information on the current corporate structure can be found in **Exhibit A**.

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

A: Yes, Metronet possesses the requisite managerial, financial, and technical abilities to provide the services applied for as evidenced in **Exhibit E** of the Application.

Q: Please describe Metronet's financial qualifications.

A: Metronet has the necessary financial resources to provide service in Tennessee without a strain on its resources. As further detailed in the confidential **Exhibit F** we are providing details of Metronet's financial resources.

Q: Please describe Metronet's managerial and technical qualifications.

A: Metronet is managed by a competent team of professionals with extensive experience in the telecommunications industry. Their experience and qualifications are described in **Exhibit E**.

Q: What services will Metronet offer?

A: Metronet is proposing to construct and install a high-speed fiber optic network capable of providing voice and internet services to residents, businesses, and wholesale customers, and dark fiber and other high-capacity services to other telecommunications providers in Tennessee.

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

A: Metronet's will provide the underlying network for services offered by its wholesale customer to residential consumers, and Metronet will offer services directly to all commercial consumers within its service area.

Q: Does Metronet 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: At the time of this Application, Metronet is focusing on the Bartlett and Germantown areas and they are not served by any incumbent local exchange company with fewer than 100,000 total access lines.

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

A: Yes, the granting of a certificate of convenience and necessity will serve the public interest. Metronet's network deployment will benefit Tennessee by providing jobs to the local community. Metronet intends to use local subcontractors and vendors to help construct a new telecommunications network. The grant of this Application will promote the public interest by increasing competition in the provision of high-speed telecommunications services. Metronet is proposing to construct and install a high-speed fiber optic network capable of providing voice and internet services to residents, businesses, and wholesale customers, and dark fiber and other high-capacity services to other telecommunications providers in Tennessee and to expand the telecommunications infrastructure. In doing so, Metronet will participate in the competitive telecommunications market in Tennessee, which will contribute to reducing prices to competitive levels and to enhancing the availability of high-quality voice and data services.

Q: Does Metronet intend to comply with all TRA rules, statues, 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 Metronet or one of its affiliates authorization to provide intrastate service?

A: At the time of this Application, no state has ever denied Metronet or its affiliates authorization to provide intrastate service.

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

A: At the time of this Application, no state has ever revoked Metronet or its affiliates' certifications.

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

A: At the time of this Application Metro Fibernet, LLC has never been investigated or sanctioned by any regulatory authorities for service or billing irregularities. Please see Attachment A to this Testimony regarding Metronet's affiliate, Vexus Fiber, LLC.

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

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

A: Randy Kiesel, Metronet's Senior Manager of Regulatory Affairs and I are knowledgeable about the company's operations and will serve as the regulatory and customer service contacts (in addition to the Customer Care information provided in the Application).


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

A: Metronet has a dedicated internal team and legal counsel that will respond in a timely manner to information requests from TRA and its staff. Metronet's policy will work closely with the TRA and its staff to ensure all information requests are thoroughly and promptly addressed.

Q: Does this conclude your testimony?

A: Yes.

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



Rose Mulvany Henry
Vice President of Regulatory Affairs
Metro Fibernet, LLC

Respectfully submitted this 7th day of February, 2025.

Notary Public State of Kansas

County of Johnson



Notary Public

My commission expires July 08, 2028

SEAL:



Attachment A to Pre-Filed Testimony

On March 15, 2024, Vexus Fiber, LLC entered into a Consent Decree (EB-IHD-23-00035043 DA 24-211) with the Federal Communications Commission, regarding compliance with the FCC's Affordable Connectivity Program (“*Vexus Consent Decree*”). On March 19, 2024, Vexus paid a civil penalty in the amount of \$100,000.00 pursuant to the Vexus Consent Decree.

Exhibit M
PUC and FCC Complaints (filed separately)

Confidential