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VIA E-FILING AND UPS OVERNIGHT MAIL

Electronically Filed in TPUC Docket
Room on October 9, 2026 at 3:31 p.m.

October 9, 2026

26-00103

Earl Taylor, Executive Director
Tennessee Public Utility Commission
502 Deaderick Street, 4th Floor
Nashville, TN 37243

RE: Notice of Transfer of Control of VA Fiber 1 PropCo, LLC

Dear Mr. Taylor:

By this letter, VA Fiber 1 PropCo, LLC (“Licensee”), VA Fiber 1, LLC, VA Fiber 1 GP, LLC, Critical Infrastructure Partners LLC (“CIP”), Cooper Networks LLC (“Cooper Networks”), and Laine CRE LLC (“Laine CRE”) (collectively, the “Parties”), hereby notify the Tennessee Public Utility Commission (“Commission”) of the indirect transfer of control of Licensee. Licensee submits this post-closing notice for informational purposes only, notifying the Commission of the indirect transfer of control of Licensee from Critical Infrastructure Partners LLC to Cooper Networks LLC, effective upon the Virginia State Corporation Commission's approval of the transfer of control on October 8, 2026.

I. DESCRIPTION OF THE PARTIES

A. Licensee - VA Fiber 1 PropCo, LLC

Licensee is a Virginia limited liability company formed on October 12, 2023. Licensee was granted a Certificate of Public Convenience and Necessity (“CCN”) for authority to provide competing local exchange telecommunications services within the State of Tennessee by the Tennessee Public Utility Commission (“Commission” or “TPUC”) on April 9, 2026, in Docket 25-00091. At the time when the Commission granted Licensee its CCN, Licensee’s principal place of business was 835 Lowcountry Boulevard, Mount Pleasant, SC 29464. Post-transaction, Licensee’s principal place of business is 741 Johnnie Dodds Blvd, Ste 100, Mount Pleasant, SC

29464. Licensee is directly owned by VA Fiber 1, LLC, a Delaware limited liability company, which is in turn wholly owned by VA Fiber 1 GP, LLC, a Delaware limited liability company. Prior to the change of control, Licensee was an indirect wholly owned subsidiary of CIP. Licensee is managed by Matthew Chapdelaine. Post-close, direct ownership and management of Licensee remains unchanged and Licensee remains the certificated entity responsible for compliance with Commission rules and obligations pursuant to its CCN. Licensee will continue to comply with all applicable Tennessee rules and regulations.

B. Transferor – CIP

CIP (“Transferor”) is a Delaware limited liability company with its principal place of business at 741 Johnnie Dodds Blvd, Ste 100, Mount Pleasant, SC 29464. CIP was the current ultimate 100% parent of the VA Fiber entities and was therefore the current indirect holder of control over Licensee’s Tennessee certificate authority. Upon completion of the Transaction, CIP's interest in the VA Fiber entities was fully divested. Post-close, CIP is 100% owned by Marunouchi LLC (James La Marche) and will have no interest in the VA Fiber Companies. CIP's post-close address is 1827 W. Addison St., #1, Chicago, IL 60613.

C. Intermediate Holding Entities

The following information describes the intermediate holding entity structure of Licensee: VA Fiber 1, LLC is a Delaware limited liability company and the sole member of Licensee. VA Fiber 1 GP, LLC is a Delaware limited liability company and the sole member of VA Fiber 1, LLC. VA Fiber 1 GP, LLC is currently a wholly owned subsidiary of CIP. Together with Licensee, VA Fiber 1, LLC and VA Fiber 1 GP, LLC are referred to herein as the “VA Fiber Companies.” These Intermediate Holding Entities are included for transparency, to the extent required by the Commission. Licensee is a fully funded and operational entity on its own.

D. Transferee – Laine CRE LLC and Cooper Networks LLC

Cooper Networks LLC (“Cooper Networks”) is a Delaware limited liability company, formed on May 27, 2026. Cooper Networks was originally formed as a wholly owned subsidiary of CIP for purposes of receiving the Transferred Interests (as defined below) in connection with the Transaction. Laine CRE LLC (“Laine CRE”) is a South Carolina limited liability company,

founded in 2019 and managed by Matthew Chapdelaine, and is the ultimate parent of Cooper Networks. Laine CRE is the ultimate Transferee in the Transaction and, having received all Required Consents, it has become the sole member of Cooper Networks and the ultimate indirect parent of the VA Fiber Companies. However, Cooper Networks will directly oversee Licensee's managerial, technical and financial capabilities.

II. DESIGNATED CONTACTS

Inquiries or copies of any correspondence, orders, or other materials pertaining to this filing, as well as the addresses for official notices, should be directed to:

For Licensee, Transferor and Transferee:

Mike Hazzard
Edlira Kuka
DLA Piper LLP (US)
500 Eighth Street, NW
Washington, DC 20004
Tel. (202) 799-4560
Mike.hazzard@us.dlapiper.com
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With a copy to:

Matthew Chapdelaine, Managing Member
Cooper Networks LLC
741 Johnnie Dodds Blvd, Suite 100
Mount Pleasant, SC 29464
matt@crinpa.com

James LaMarche
Critical Infrastructure Partners LLC
1827 W. Addison St., #1
Chicago, IL 60613
jim@crinpa.com

III. DESCRIPTION OF THE TRANSACTION

The Transaction involved an internal partner-separation reorganization among CIP's principals, resulting in the indirect transfer of control of Licensee from CIP to Laine CRE, through Cooper Networks and the existing Intermediate Holding Entities (VA Fiber 1 GP, LLC

and VA Fiber 1, LLC). The transaction has occurred entirely at the holding-company level and does not affect Licensee's legal identity, certificate authority or regulatory obligations and operations in Tennessee. In connection with the separation of CIP's members, CIP contributed 100% of the membership interests in VA Fiber 1 GP, LLC to Cooper Networks, and thereafter distributed 100% of the membership interests in Cooper Networks to Laine CRE LLC, in exchange for the extinguishment of Laine CRE's 50% membership interest in CIP. The Transaction documents were executed on June 25, 2026; however, the closing of the transaction with respect to the VA Fiber entities had been pending final Virginia State Corporation Commission approval of the transfer of control of Licensee's Virginia certificate authority, granted on October 8, 2026, in Case No. PUR-2026-00115. As a result of the closing of the Transaction, Licensee has become an indirect subsidiary of Cooper Networks.

1. Pre-Close Organizational Structure Overview:

- Critical Infrastructure Partners LLC ("CIP") (100%) → VA Fiber 1 GP, LLC (100%) → VA Fiber 1, LLC (100%) → VA Fiber 1 PropCo, LLC (Licensee).
- Pre-close, CIP is owned 50% by Marunouchi LLC (James La Marche) and 50% by Laine CRE LLC (Matthew Chapdelaine).

2. Post-Close Organizational Structure Overview:

- Laine CRE LLC (100%) → Cooper Networks, LLC (100%) → VA Fiber 1 GP, LLC (100%) → VA Fiber 1, LLC (100%) → VA Fiber 1 PropCo, LLC (Licensee).
- Post-close, CIP will be 100% owned by Marunouchi LLC and will have no interest in the VA Fiber Companies.

Diagrams depicting the pre- and post-Transaction corporate ownership structures are attached as **Exhibit A**. A copy of the Virginia State Corporation Commission order granting approval of the transfer of control is attached as **Exhibit B**.

IV. CONCLUSION

The Parties respectfully request that the Commission note the Transaction for its records. This Notice has also been mailed and electronically filed with the Commission.

Should you have any questions concerning this filing, please contact the undersigned.

Respectfully submitted,

A handwritten signature in black ink, appearing to read 'Edlira Kuka', with a long horizontal flourish extending to the right.

Mike Hazzard
Edlira Kuka
DLA Piper LLP (US)
500 Eighth Street, NW
Washington, DC 20004

Counsel for VA Fiber 1 PropCo, LLC

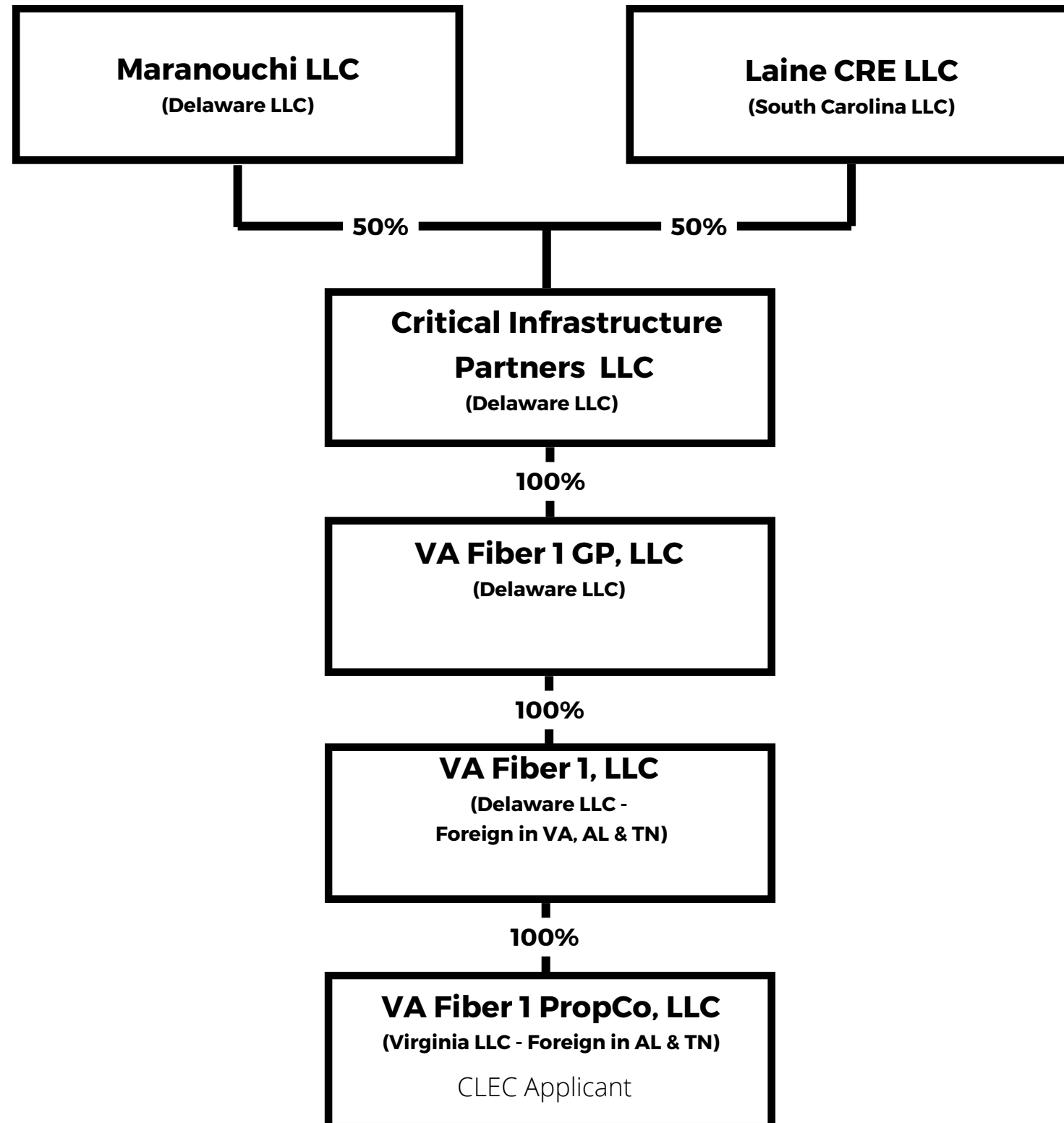
Exhibit 1

VA Fiber Org Chart

Restructuring Transaction

Org Chart (As pertaining to ownership of VA Fiber Companies)

CURRENT



POST-SEPARATION

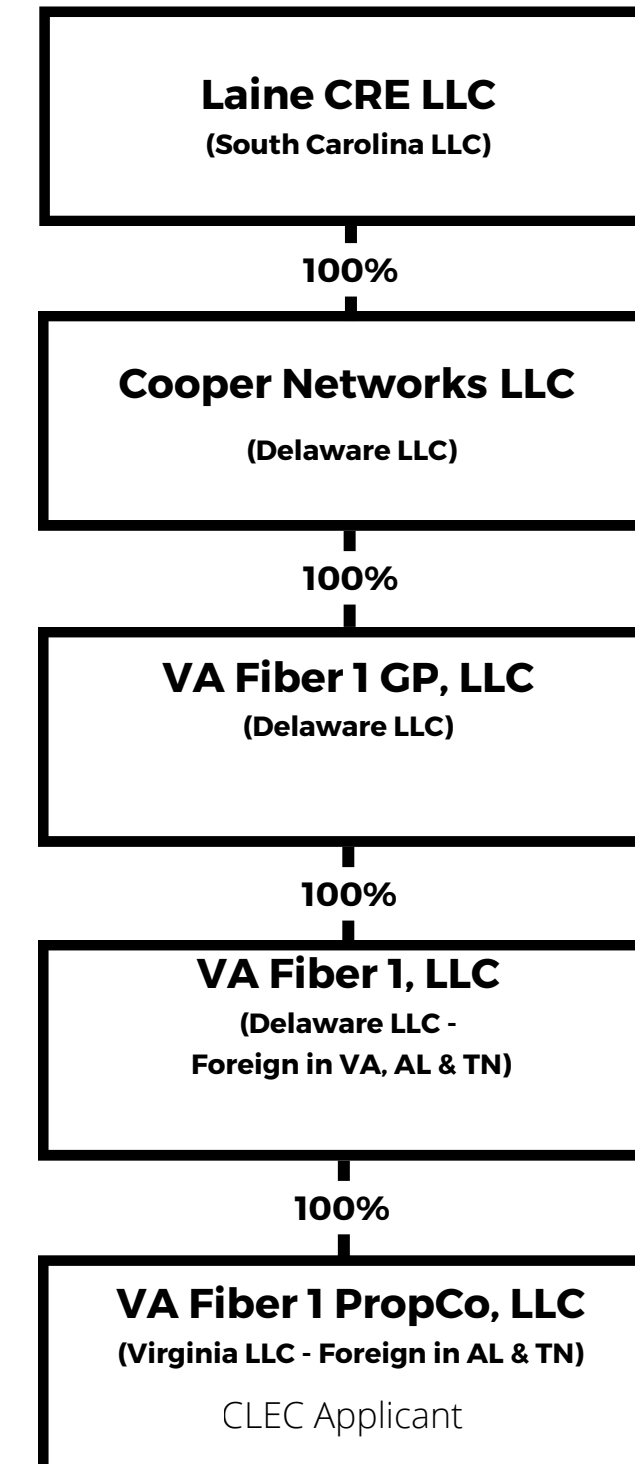


Exhibit 2

Commonwealth of Virginia State Corporation Commission

Order Granting Approval of Transfer of Control

STATE CORPORATION COMMISSION

AT RICHMOND, OCTOBER 8, 2026

*State Corporation Commission
Document Control Center
10/08/2026 - 11:33 AM*

PETITION OF

VA FIBER 1 PROPCO, LLC,
VA FIBER 1, LLC,
VA FIBER 1 GP, LLC,
CRITICAL INFRASTRUCTURE PARTNERS LLC,
COOPER NETWORKS LLC,
and
LAINE CRE LLC,

CASE NO. PUR-2026-00115

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

ORDER GRANTING APPROVAL

On August 13, 2026,¹ VA Fiber 1 PropCo, LLC (“VA Fiber”); VA Fiber 1, LLC;
VA Fiber 1 GP, LLC; Critical Infrastructure Partners LLC (“CIP”); Cooper Networks LLC
 (“Cooper Networks”); and Laine CRE LLC (“Laine CRE”) (collectively, “Petitioners”)²
completed the filing of a petition (“Petition”) with the State Corporation Commission
 (“Commission”). The Petitioners seek approval of the indirect transfer of control of VA Fiber
from CIP to Cooper Networks, and ultimately Laine CRE (“Transfer”),³ pursuant to Chapter 5 of
Title 56 of the Code of Virginia (“Code”).⁴

¹ On July 17, 2026, Petitioners filed the public version of the Petition. On July 23, 2026, a confidential version of the Petition was filed. On August 13, 2026, Petitioners made a supplemental filing, making the Petition complete.

² Maranouchi LLC, Mathew Chapdelaine, and James La Marche are also considered Petitioners and have provided authorized verifications supporting the Petition. See the August 13, 2026 supplemental filing.

³ Petition at 1-2, 5-7, and Exhibit E (Current and Post-closing Ownership Structures).

⁴ Code § 56-88 *et seq.*

VA Fiber is authorized to provide local exchange and interexchange telecommunications services in Virginia pursuant to its certificates of public convenience and necessity issued by the Commission in Case No. PUR-2023-00231.⁵

The Petitioners represent that the proposed Transfer involves an internal partner-separation reorganization among CIP's principals, which would result in the indirect transfer of control of VA Fiber from CIP to Laine CRE, through Cooper Networks and the existing intermediate holding entities, VA Fiber 1 GP, LLC, and VA Fiber 1, LLC.⁶ The Petitioners state that the proposed Transfer would occur entirely at the holding-company level and would not affect VA Fiber's legal identity, certificate authority, operations, personnel, funding, or planned fiber infrastructure development in Virginia.⁷

The Petitioners represent that the proposed Transfer would not impair the provision of adequate services to the public at just and reasonable rates.⁸ The Petitioners assert that VA Fiber would continue to have the financial, managerial, and technical resources necessary to provide telecommunications services in Virginia.⁹

NOW THE COMMISSION, upon consideration of this matter and having been advised by Commission Staff ("Staff") through Staff's Action Brief, is of the opinion and finds that the above-described Transfer should be approved.

⁵ Petition at 2. *See Application of VA Fiber 1 PropCo, LLC, For certificates of public convenience and necessity to provide local exchange and interexchange telecommunications services in the Commonwealth of Virginia*, Case No. PUR-2023-00231, 2024 S.C.C. Ann. Rept. 269, Final Order (May 9, 2024).

⁶ Petition at 2, 5-7.

⁷ *Id.* at 2.

⁸ *Id.* at Exhibit A (Transaction Summary), Item No. 4.

⁹ *Id.* at 4, 7.

Accordingly, IT IS ORDERED THAT:

- (1) This case is docketed and assigned Case No. PUR-2026-00115.
- (2) Pursuant to Code §§ 56-88.1 and 56-90, the Transfer is approved as described herein.
- (3) The Petitioners shall file a report of action with the Commission's Document Control Center within thirty (30) days after closing of the Transfer, which shall include the date of the completion of the Transfer.
- (4) This case is dismissed.

A COPY hereof shall be sent electronically by the Clerk of the Commission to all persons on the official Service List in this matter. The Service List is available from the Clerk of the Commission. A copy also shall be delivered to the Commission's Director of the Division of Public Service Taxation.