Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554

In the Matter of the Joint Application of	)	
BP Broadband Aggregator, L.P., *Transferee*,	)	
Point Broadband Holdings, LLC, *Transferor*,	)	WC Docket No. 23-_________
and	)	IB File No. ITC-T/C-2023________
Sunset Fiber, LLC **Sunset Digital Communications, LLC** **Point Broadband of Alabama, LLC** **Point Broadband Fiber Holding, LLC** and **Point Broadband Acquisition, LLC** *Licensees*,	)	
for Grant of Authority Pursuant to Section 214 of the Communications Act of 1934, as amended, and Sections 63.04 and 63.24 of the Commission's Rules to Transfer Indirect Control of the Licensees	)	

JOINT APPLICATION

BP Broadband Aggregator, L.P. ("BP Broadband" or "Transferee"); Point Broadband Holdings, LLC ("Point Broadband" or "Transferor"); Sunset Fiber, LLC ("Sunset Fiber"); Sunset Digital Communications, LLC ("Sunset Digital"); Point Broadband of Alabama, LLC (Point Broadband-AL; Point Broadband Fiber Holding, LLC ("Point Broadband Fiber") and Point Broadband Acquisition, LLC ("Point Broadband Acquisition") (Sunset Digital, Sunset Fiber, Point Broadband-AL, Point Broadband Fiber and Point Broadband Acquisition together, the "Licensees") (Transferee, Transferor and the Licensees collectively, the "Applicants"), pursuant to Section 214 of the Communications Act of 1934, as amended (the "Act"), 47 U.S.C. § 214, and Sections 63.04 and 63.24 of the Commission's Rules, 47 C.F.R. §§ 63.04 & 63.24, request

Commission approval for a Transaction that will reduce the existing ownership and control of Point Broadband and indirect control of Licensees so that Transferee obtains joint control.

Each Licensee holds a domestic Section 214 authorization while Sunset Fiber holds two international Section 214 authorizations under File Nos. ITC-214-20020404-00165 and ITC-214-20051026-00434.[1] In addition, Sunset Digital is a recipient of Connect America Fund ("CAF") Phase II Auction support in Michigan, Tennessee, and Virginia, and Point Broadband Fiber is an auction winner for Rural Digital Opportunity Fund ("RDOF") Phase I support in Alabama, Georgia, New York, Michigan, and Virginia.

As discussed in more detail below, the Applicants have entered into an agreement whereby BP Broadband will invest new equity into Point Broadband to acquire an indirect joint ownership interest in the Licensees along with its current owners, GTCR Investment XIII LLC ("GTCR"). Joint indirect control of Licensees will be exercised through a combination of equity interest, rights to nominate members of the Board of Managers of Point Broadband, and certain negative control rights connected to each of GTCR's and BP Broadband's equity position in Point Broadband. The proposed Transaction will reduce GTCR's control of the Licensees so that it no longer exercises sole control of Point Broadband but will instead share joint control with BP Broadband. BP Broadband is an investment vehicle managed by Berkshire Partners, a U.S. infrastructure investor with extensive experience in the telecommunications industry, including building dense fiber networks. The Transaction will benefit the public, including Point Broadband's customers by providing the Company with additional capital to deploy fiber

[1] Applicants are also filing applications for transfer of control with the Wireless Telecommunications Bureau for a number of wireless licenses and spectrum leases and subleases held by Licensees. Applicants will also make the requisite filings with the appropriate states, the Commission and the Universal Service Administrative Company.

infrastructure and bring the benefits of fiber-based broadband Internet access to more customers. Because the proposed Transaction will occur between Point Broadband and BP Broadband, the Transaction will be completely transparent to Licensee's customers. The Transaction will not result in any loss or impairment of service for any customers and will have no adverse effects upon competition. Applicants provide the following information in support of this Application:

I. Description of the Applicants

A. Transferee

BP Broadband is a limited partnership organized under the laws of Delaware. Its principal place of business is located at 200 Clarendon Street, 35th Floor, Boston, Massachusetts 02116. BP Broadband is an investment vehicle created solely for the purposes of this Transaction and aggregates the investment of private equity and infrastructure funds managed by Berkshire Partners LLC ("Berkshire Partners"). Berkshire Partners is a multi-sector specialist investor that works collaboratively with management teams to foster growth. With approximately $25 billion in assets under management, the team has made more than 150 private equity investments since Berkshire Partners was founded in 1986, and today invests across five industry sectors — services and industrials; consumer; healthcare; technology; and communications and digital infrastructure. In addition to dedicated industry teams that bring expertise, relationships, and capabilities to drive sourcing and value creation, Berkshire Partners Private Equity also has a deeply experienced portfolio support group that works with founders and management teams to grow their businesses. Berkshire Fund X, the primary Berkshire Partners investment fund investing in Point Broadband has raised approximately $5.8 billion from a diverse portfolio of investors including institutional investors such as pension funds, sovereign wealth funds, banks, insurance companies and funds of- funds.

The Berkshire Partners communications and digital infrastructure team has been investing in the sector and related services for more than 25 years. Berkshire's investments have spanned four continents and have used a range of investment structures including growth equity investments, joint ventures, and majority acquisitions to help management teams meet their objectives. Areas of expertise among others include enterprise and consumer network service providers, the wireless communications ecosystem, data center platforms, and technology services.

Berkshire's first experience in the communications industry was through investments in wireless towers in the 1990s, including several investments in Crown Castle. Across the broadband industry, Berkshire Partners and other firms invested in the U.S.-based fiber network provider Lightower, sponsoring the merger of Lightower and Sidera in 2013 and the subsequent acquisition of Fibertech in 2015. Berkshire sold Lightower to Crown Castle International in 2017.[2] Berkshire Partners also invested in Masergy Communications a cloud-based communications service provider which it sold to Comcast Business.[3]

B. Transferor and the Licensees

Point Broadband is a limited liability company organized under the laws of Delaware with a principal place of business located at 1791 O.G. Skinner Drive, West Point, Georgia, 31833. It serves as the parent company of Point Broadband Fiber, a U.S. Fiber-to-the-Premise provider that serves both residential and commercial customers. Point Broadband Fiber itself and through its wholly owned subsidiaries including the Licensees, has a long history of providing innovative communications solutions to their customers, with a focus on serving communities often underserved by other providers. The Licensees provide fast, reliable internet and phone service to

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2 *See* Public Notice, 32 FCC Rcd 7411 (2017).

3 *See* https://www.masergy.com/press-release/comcast-business-to-acquire-masergy-a-pioneer-in-software%e2%80%91defined-networking-and-cloud-platforms.

residential and business customers in select areas of rural and suburban America. Point Broadband Fiber is authorized to provide facilities-based and/or resold local exchange services in Alabama, Georgia, Maryland, Michigan, New York, Ohio, and Tennessee. Sunset Fiber and Sunset Digital are authorized to provide local and interexchange services in Virginia. The Licensees have also laid over 5,800 miles of fiber over the course of their years of providing service and currently serve over 70,000 total subscribers across the eastern United States.

In 2021, the Commission approved the transfer of control of Point Broadband to investment funds controlled by GTCR, a Chicago based private equity investment firm. That transaction closed in October 2021.[4]

II. Description of the Transaction

Pursuant to the Unit Purchase Agreement (the "Agreement"), dated January 29, 2023, by and among BP Broadband and Point Broadband, following BP Broadband's full investment, Point Broadband will issue and sell to BP Broadband (the "Transaction") new securities constituting approximately 31.8% of the fully-diluted equity interests of Point Broadband (the "New Securities"). By virtue of its investment in Point Broadband, BP Broadband will be entitled to appoint up to three members of the Point Broadband Board of Managers (the "Board"); investment funds controlled by GTCR will also hold the right to appoint three Board members. One additional Board member, who shall be the CEO of Point Broadband, will be designated by Point Broadband Management Holdings, LLC (which is controlled by the management of Point Broadband). Two additional Board members will be designated jointly by GTCR and BP Broadband. In addition to

[4] Currently pending before the Commission is an application to partially assign Point Broadband's domestic Section 214 authorization, which includes assignment of Point Broadband's award under RDOF. This is independent of the present Transaction, and one is not contingent on the other.

the right to appoint members of the Board, BP Broadband and GTCR will each have consent rights that are largely consistent with the rights the Commission has historically recognized as appropriate for minority investors and that would not ordinarily constitute control.[5] In addition to these consent rights, provided that GTCR and BP Broadband continue to hold a certain level of equity in Point Broadband, approval of each will be needed to i) appoint, dismiss or alter the powers of the executive officers of Point Broadband and ii) approve Point Broadband's annual operating and capital budgets.[6]

Consistent with the Commission's prior approval of the GTCR Transaction, GTCR currently holds approximately 61.2% of the fully-diluted equity interests of Point Broadband through various investment funds, with Point Broadband's remaining equity being held by management and outside investors.[7] Following BP Broadband's full investment and the consummation of the Transaction, BP Broadband will hold approximately 31.8% of the fully-diluted equity interests of Point Broadband and GTCR will hold approximately 40.0% of the fully-diluted equity interests of Point Broadband. GTCR currently controls a majority of the Board and as a result of the Transaction, GTCR's control of Point Broadband will be diluted and post-closing control will be exercised jointly by GTCR and BP Broadband through their minority equity investments, joint control of the Board, and the exercise of their mutual consent rights. This will

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[5] *See, e.g.*, *Application of Baker Creek*, 13 FCC Rcd 18709, 18714-15, ¶ 9 (1998); 47 C.F.R. § 1.5001(i)(5).

[6] A quorum will require the attendance of at least one manager designated by GTCR and one manager designated by BP Broadband. Further, entrance into any new lines of business that are material and not consistent with the business of Point Broadband or making any material changes to the lines of business of Point Broadband will require the consent of both BP Broadband and GTCR.

[7] *Application Filed for the Transfer of Control of Subsidiaries of Point Broadband, LLC to Point Broadband Acquisition, LLC*, WC Docket No. 21-236, Public Notice, DA 21-1205 (WCB 2021).

give both BP Broadband and GTCR the ability to exercise decisive influence over key strategic commercial decisions.

Diagrams depicting the current and post-Transaction corporate ownership structure of the Licensees are provided as **Exhibit A**. A detailed list of the post-Transaction 10% or greater indirect equity and voting owners of Point Broadband, as required by Section 61.18(h) of the Commission's rules, is provided at **Exhibit B**.[8]

III. The Proposed Transaction is in the Public Interest

The proposed Transaction will serve the public interest. The Transaction will provide the Licensees and their affiliates with access to the financial and operational expertise and resources of Berkshire Partners that will complement the resources available to the Company from GTCR and help accelerate Point Broadband Fiber's expansion of its fiber network to support symmetrical Gigabit speed Internet service. Berkshire Partners, like GTCR, has substantial experience investing in communications infrastructure companies, as evidenced by Berkshire Partners' prior stewardship of Masergy and Lightower. The Licensees will benefit from this combined financial and operational experience and expertise. The Transaction will build on the Licensees' existing assets and support investment in new infrastructure while the Licensees continue to offer high-quality services to customers.

The proposed Transaction described in this Application will benefit the Licensee's customers by providing Point Broadband with additional capital to invest in fiber deployment for the provision of advanced high-speed communications services. The additional investment by BP

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[8] As explained in the attached **Exhibit B** ownership disclosure submitted in accordance with 47 C.F.R. § 63.18(h), Applicants have no reportable foreign ownership.

Broadband will benefit customers in the territories served by the Licensees by enabling the Licensees to bring more robust fiber-based services to more customers.

At the same time, the Transaction will have no adverse impact on the customers or operations of the Licensees. Upon consummation of the Transaction, the Licensees will continue to provide their services at the same rates, terms, and conditions, as governed by existing contracts, as applicable. The Transaction, therefore, is intended to be transparent to customers and should not cause customer confusion or disruption. Further, the managerial, technical and operational standards of the Licensees will be maintained or enhanced by the Transaction. Applicants expect that Point Broadband's current management team will continue to lead the company on its growth trajectory.

In addition, the Transaction will enhance, and not compromise, the ability of Sunset Digital and Point Broadband Fiber to meet their respective obligations under CAF-II and RDOF. Both Sunset Digital and Point Broadband Fiber have made substantial progress meeting their CAF-II and RDOF deployment obligations and are currently ahead of schedule on their construction in each of the states where they are receiving CAF-II and RDOF support. The Applicants anticipate that the Transaction will continue to support this momentum.

Moreover, Transferee's acquisition of equity in the Licensees will not diminish competition. BP Broadband neither owns any other telecommunications service carriers nor is affiliated with any other carriers and thus has no ownership of companies that would compete with Point Broadband in areas in which the Licensees operate. The Transaction will therefore not eliminate any telecommunications service provider in any geographic area. BP Broadband is not affiliated with any company owning overlapping network facilities or adjacent networks with the Licensees. Accordingly, approval of this Transaction would serve the public interest.

IV. Information Required by Section 63.24(e)

Pursuant to Section 63.24(e)(2) of the Commission's rules, the Applicants provide the following information pursuant to Sections 63.18(a)-(d) and (h)-(p) in support of this Application:

(a) Name, address and telephone number of each Applicant:

Transferor:

Point Broadband Holdings, LLC FRN: 0030931281
300 N. LaSalle St., Suite 5600
Chicago, Illinois 60654
Tel: (312) 382-3417

Licensees:

Point Broadband Fiber Holding, LLC	FRN: 0028957306
Point Broadband of Alabama, LLC	FRN: 0028292316
Sunset Digital Communications, LLC	FRN: 0028765907
Sunset Fiber, LLC	FRN: 0006823991

Each of the above listed Licensees' address is:

1791 O. G. Skinner Dr Suite A
West Point, GA 31833
Tel: (706) 518-1071

Point Broadband Acquisition, LLC FRN: 0030805170
300 N. LaSalle St., Suite 5600
Chicago, Illinois 60654
Tel: (312) 382-2200

Transferee:

BP Broadband Aggregator, L.P. FRN: 0033368325
200 Clarendon Street, 35^{th} Floor
Boston, Massachusetts 02116
Tel: (617) 227-0050

(b) Jurisdictions of Organization:

Licensees: Licensees are all Delaware limited liability companies.

Transferor: Point Broadband Holdings, LLC is a Delaware limited liability company.

Transferee: BP Broadband is a Delaware limited partnership.

(c) (*Answer to Question 10*) Correspondence concerning this Application should be sent to:

For Transferee:

Andrew D. Lipman
Catherine Wang
Joshua M. Bobeck
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Fax: (202) 739-3001 (fax)
andrew.lipman@morganlewis.com
catherine.wang@morganlewis.com
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For Transferor and Licensees:

Matthew S. DelNero
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mdelnero@cov.com
jjezierny@cov.com

With copies for Transferee to:

Sharlyn C. Heslam
Berkshire Partners LLC
200 Clarendon Street
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sheslam@berkshirepartners.com

With copies for Transferor and Licensees to:

Cameron Rouzer
GTCR, LLC
300 N. LaSalle St.
Suite 5600
Chicago, IL 60654
Tel: (312) 382-3417
cameron.rouzer@gtcr.com

(d) Section 214 Authorizations

Licensees: Point Broadband Fiber Holding, LLC; Point Broadband of Alabama, LLC; Sunset Fiber, LLC and Sunset Digital Communications, LLC each hold domestic Section 214 authorizations. Sunset Fiber, LLC holds two international Section 214 authorizations for "authority to provide service in accordance with the provisions of Section 63.18(e)(2) of the rules," *i.e.*, Global Resale Authority, granted by the Commission under File Nos. ITC-214-20020404-00165 and ITC-214-20051026-00434.

Transferors: Point Broadband is a holding company that does not provide any telecommunications services and does not hold any Section 214 authorizations.

Transferee: BP Broadband is a holding company that does not provide any telecommunications services and does not hold any Section 214 authorizations.

(h) (***Answer to Questions 11 & 12***) Following completion of the Transaction, the Licensees will remain direct, wholly owned subsidiaries of Point Broadband. Information about the entities that are expected to hold or control a ten percent (10%) or greater direct or indirect ownership interest in the Licensees upon completion of the Transaction as calculated pursuant to the Commission's ownership attribution rules for wireline and international telecommunications carriers is set forth in **Exhibit B**.

BP Broadband does not have any interlocking directorates with a foreign carrier.

Upon or following completion of the Transaction, none of the Licensees are expected to have an interlocking directorate with a foreign carrier.

(i) (***Answer to Question 14***) BP Broadband certifies that it is not a foreign carrier or affiliated (as defined in 47 C.F.R. § 63.09) with any foreign carriers. Currently, neither Point Broadband nor the Licensees are a foreign carrier or affiliated with any foreign carrier(s).

(j) (***Answer to Question 15***) Applicants certify that they do not seek to provide international telecommunications services to any destination country where (1) an Applicant is a foreign carrier in that country, (2) an Applicant controls a foreign carrier in that country, (3) any entity that owns more than 25 percent of an Applicant, or that controls an Applicant, controls a foreign carrier in that country; or (4) two or more foreign carriers (or parties that control foreign carriers) own in the aggregate more than 25 percent of an Applicant and are parties to, or the beneficiaries of, a contractual relation affecting the provision or marketing or international basic telecommunications services in the United States.

(k) Not applicable.

(m) Not applicable.

(n) Applicants certify that they have not agreed to accept special concessions, directly or indirectly, from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route and will not enter into such agreements in the future.

(o) Applicants certify that they are not subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998. *See* 21 U.S.C. § 853a; *see also*, 47 C.F.R. §§ 1.2001-1.2003.

(p) Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Section 63.12(a)-(b) of the Commission's Rules, 47 C.F.R. § 63.12(a)-(b). In particular, Section 63.12(c) is inapplicable because none of the Applicants is or is affiliated with any foreign carriers, and none of the scenarios outlined in Section 63.12(c) of the Commission's Rules applies.

V. Information Required by Section 63.04

Pursuant to Commission Rule 63.04(b), 47 C.F.R. § 63.04(b), Applicants submit the following information required under Sections 63.04(a)(6)-(12) of the Commission's Rules:

(a)(6) Description of the Transaction

See Section II above.

(a)(7) Geographic Serving Areas of the Applicants

(i) Point Broadband Fiber is authorized to provide facilities-based and/or resold local exchanges services in Alabama, Georgia, Maryland, Michigan, New York, Ohio, and Tennessee. Sunset Fiber and Sunset Digital are authorized to provide local and interexchange services in Virginia.

(ii) None of the persons or entities that own or control 10% or more of Transferor owns or controls a 10% or greater, direct or indirect interest in another domestic interstate telecommunications carrier, except as disclosed below with respect to GTCR.

(iii) Transferee is a holding company with no operations. Transferee is not affiliated with any entities that provide domestic telecommunications services.

(iv) No person or entity that directly or indirectly, owns or controls 10% or more of BP Broadband also directly or indirectly owns or controls 10% or more of another telecommunications provider in the United States. Certain entities affiliated or under common management with GTCR also hold a 10% or greater direct or indirect equity interest in the following telecommunications-related entities:

- Consumer Cellular, Inc., which provides resold CMRS service, including between the U.S. and points abroad pursuant to an international Section 214 authorization;
- Mega Broadband Investments Holdings, LLC, which, through its subsidiaries, provides video, broadband Internet access, and interconnected VoIP services in 16 states;
- Gogo, Inc., which provides broadband and other connectivity solutions to the business aviation market; and
- Clearwave Fiber LLC, which, with its subsidiaries, provides telecommunications services and other services in 5 states pursuant to domestic and international Section 214 authorizations.

(a)(8) Streamlined Treatment

Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Sections 63.03 of the Commission's Rules, 47 C.F.R. § 63.03. In particular, with respect to domestic authority, this Application is eligible for streamlined processing pursuant to Section 63.03(b)(1)(ii) because Transferee is not a telecommunications provider. Further, because the Transaction will not result in Transferee having a market share in the interstate, interexchange market of more than 10 percent, and no dominant local exchange carrier is a party to the Transaction, streamlining procedures are also proper under 47 C.F.R. § 63.03(b)(2). To the extent the Commission declines the request for streamlined treatment, Applicants respectfully request prompt consideration and approval of the Application.

(a)(9) Other Related Applications Before the Commission

In addition to the domestic and international Section 214 applications, the Applicants are also filing applications for transfer of control with the Wireless Telecommunications Bureau for a number of wireless licenses and spectrum leases and subleases held by Licensees. In addition, and when appropriate, Applicants will be submitting applications, notices, and documents with the appropriate states, the Commission, and the Universal Service Administrative Co. in connection with the CAF and RDOF programs.

(a)(10) Statement of Imminent Business Failure

No party is requesting special consideration because it is facing imminent business failure.

(a)(11) Separately-Filed Waiver Requests

None.

(a)(12) Public Interest Statement

A statement showing how a grant of the Application will serve the public interest, convenience and necessity is provided in Section III, above.

VI. Universal Service Fund Information

Pursuant to the Commission's Public Notice, DA 22-436 (rel. April 19, 20220, Applicants provide the following Universal Service Fund ("USF") information:

(a) **<u>Exhibit C</u>** sets forth a list of all USF high cost support received by each Licensee receiving such support (here Sunset Digital and Point Broadband Fiber) (collectively referred to as "Point Broadband USF Recipients"). Neither BP Broadband nor any of its affiliates receives USF High-Cost support.

(b) The Point Broadband USF Recipients hold authority as Eligible Telecommunications Carriers under Section 214(e) of the Act as follows – Point Broadband Fiber, designated as an ETC by the Commission in Alabama, New York, and Virginia and in Georgia and Michigan by the respective state commissions; Sunset Digital, by the Commission in Virginia and Tennessee.

(c) Applicants confirm that there are no plans to change the existing management, technology, or debt of the USF Recipients. Thus, the management team that demonstrated the necessary industry expertise to qualify to obtain CAF-II Auction and RDOF Auction funding will remain in place. Applicants confirm that there are no plans to change USF Recipients' deployment plans following completion of the Transaction. Accordingly, Applicants confirm that the Transaction does not involve any changes to USF Recipients that would compromise their ability to meet their service obligations and that Applicants anticipate that Sunset Digital and Point Broadband Fiber will continue to meet their CAF-II and RDOF obligations respectively. Indeed, the Transaction and BP Broadband's injection of equity funding will provide the USF Recipients (and the other Licensees) with access to additional capital, operational expertise and resources to support their ability to meet their high-cost universal service obligations.

BP Broadband and GTCR specifically expect the USF Recipients to meet their buildout/performance measure obligations under the CAF-II and RDOF programs respectively. To the extent they do not comply with those obligations, GTCR and BP Broadband understand the Commission can seek support recovery. If the USF Recipients fail to satisfy any support recovery obligations imposed by a final, non-appealable order, GTCR and BP Broadband will ensure that Point Broadband, which will be jointly owned by GTCR and BP Broadband while remaining Licensees' direct parent, meets those obligations, conditional upon any required regulatory approvals.

Finally, Applicants highlight that the Transaction is occurring at the holding company level, and all CAF-II and RDOF funding and any related assets will remain with the USF Recipients following completion of the Transaction. GTCR and BP Broadband confirm that any CAF-II and RDOF funding and obligations, as well as any assets built using CAF-II and/or RDOF funding prior to consummation of the Transaction, are expected to remain with USF Recipients. Moreover, such funding and assets are and will continue to be used for the provision of covered services.

(d) Point Broadband confirms that Point Broadband Fiber Broadband participates in the Affordable Connectivity Program and Sunset Fiber participates in the E-Rate and Rural Health Care programs.

VII. Conclusion

For the foregoing reasons, the Applicants respectfully request that the Commission promptly grant this Joint Application.

Respectfully Submitted,

/s/ Andrew D. Lipman

For Transferee:

Andrew D. Lipman
Catherine Wang
Joshua M. Bobeck
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Counsel for Transferee

/s/ Matthew S. DelNero

For Transferor and Licensees:

Matthew S. DelNero
Jocelyn G. Jezierny
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850 Tenth Street, NW
Washington, DC 20001
Tel: (202) 662-6000
mdelnero@cov.com
jjezierny@cov.com

Counsel for Transferor and Licensees

Dated: February 10, 2023

VERIFICATIONS

VERIFICATION

I, Elizabeth L. Hoffman, hereby declare that I am the Managing Director of Tenth Berkshire Associates LLC, the general partner of BP Broadband Aggregator, L.P. (the "Company"); that I am authorized to make this Verification on behalf of the Company; that the foregoing filing was prepared under my direction and supervision; and that the contents with respect to the Company are true and correct to the best of my knowledge, information, and belief.

I declare under penalty of perjury that the foregoing is true and correct.

Executed: .

By: DocuSigned by: E Hoffman
439F39C8D2EA478...

Name: Elizabeth L. Hoffman
Title: Managing Director
Tenth Berkshire Associate LLC as general partner
of BP Broadband Aggregator, L.P.

VERIFICATION

I, Stephen Jeschke, state that I am Chief Executive Officer and President of Point Broadband Holdings, LLC; that I am authorized to make this Verification on behalf of Point Broadband Holdings, LLC; that the foregoing filing was prepared under my direction and supervision; and that the contents thereof regarding Point Broadband Holdings, LLC and its affiliates are true and correct to the best of my knowledge, information, and belief.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 10th day of February, 2023.

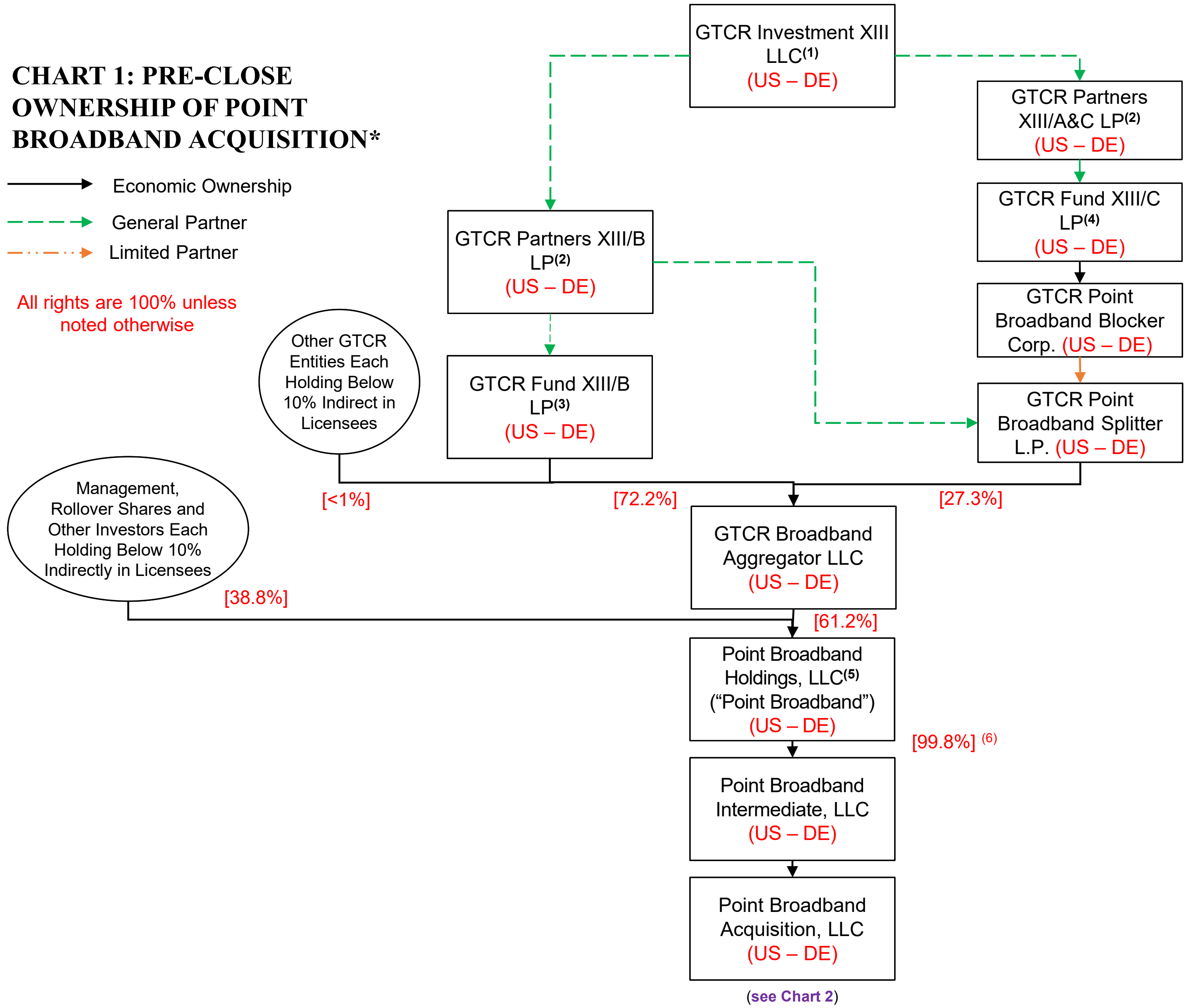
DocuSigned by:

Stephen Jeschke
Chief Executive Officer and President
Point Broadband Holdings, LLC

EXHIBIT A

Current and Post-Transaction Corporate Ownership Structure Charts

CHART 1: PRE-CLOSE OWNERSHIP OF POINT BROADBAND ACQUISITION*



* The entities listed only include the Point Broadband subsidiaries and owners that (1) hold one or more authorization or license to provide intrastate, interstate, international, wireless telecommunications services, or (2) are in the chain of ownership of those entities. The chart excludes current subsidiaries and affiliates that do not hold an authorization or license to provide intrastate, interstate, or international telecommunications services.

(1) Control of GTCR Investment XIII LLC is held by the following Managing Directors of GTCR: Mark M. Anderson, Craig A. Bondy, Aaron D. Cohen, Sean L. Cunningham, Benjamin J. Daverman, David A. Donnini, Dean S. Mihas, and Collin E. Roche. All of the Managing Directors are United States Citizens.

(2) GTCR Partners XIII/B LP and GTCR Partners XIII/A&C LP are managed and controlled by GTCR Investment XIII LLC.

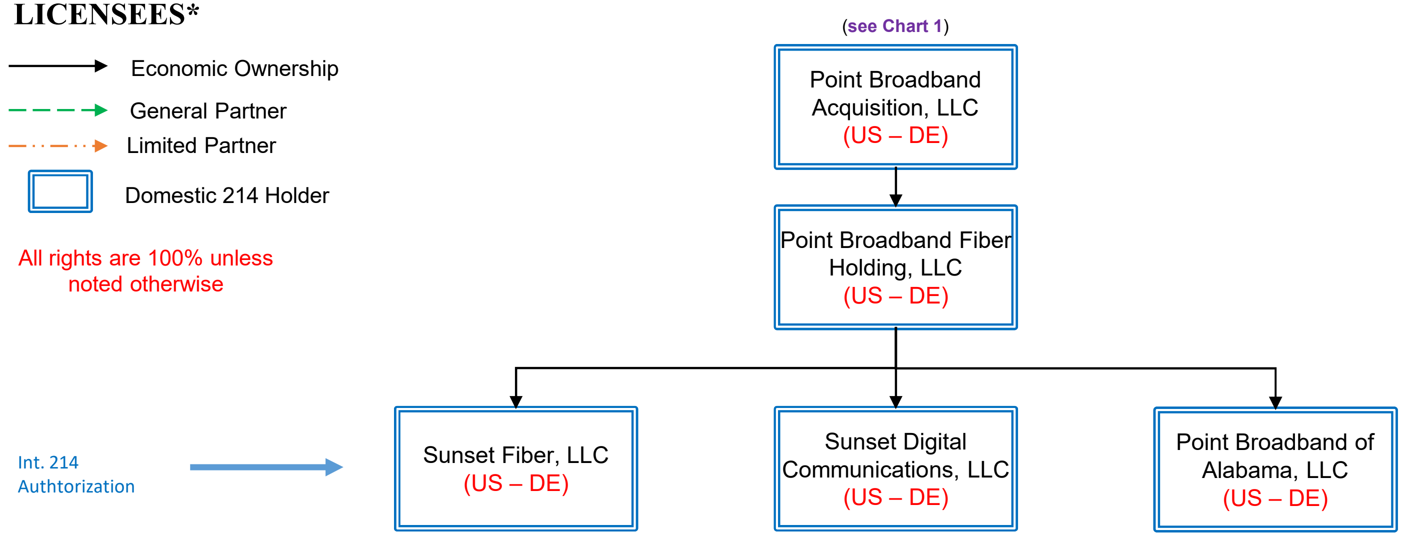
(3) GTCR Fund XIII/B LP is managed and controlled by GTCR Partners XIII/B LP.

(4) GTCR Fund XIII/C LP is managed and controlled by GTCR Partners XIII/A&C LP.

(5) No other individual or entity has a 10% or greater ownership interest directly in Point Broadband Holdings, LLC.

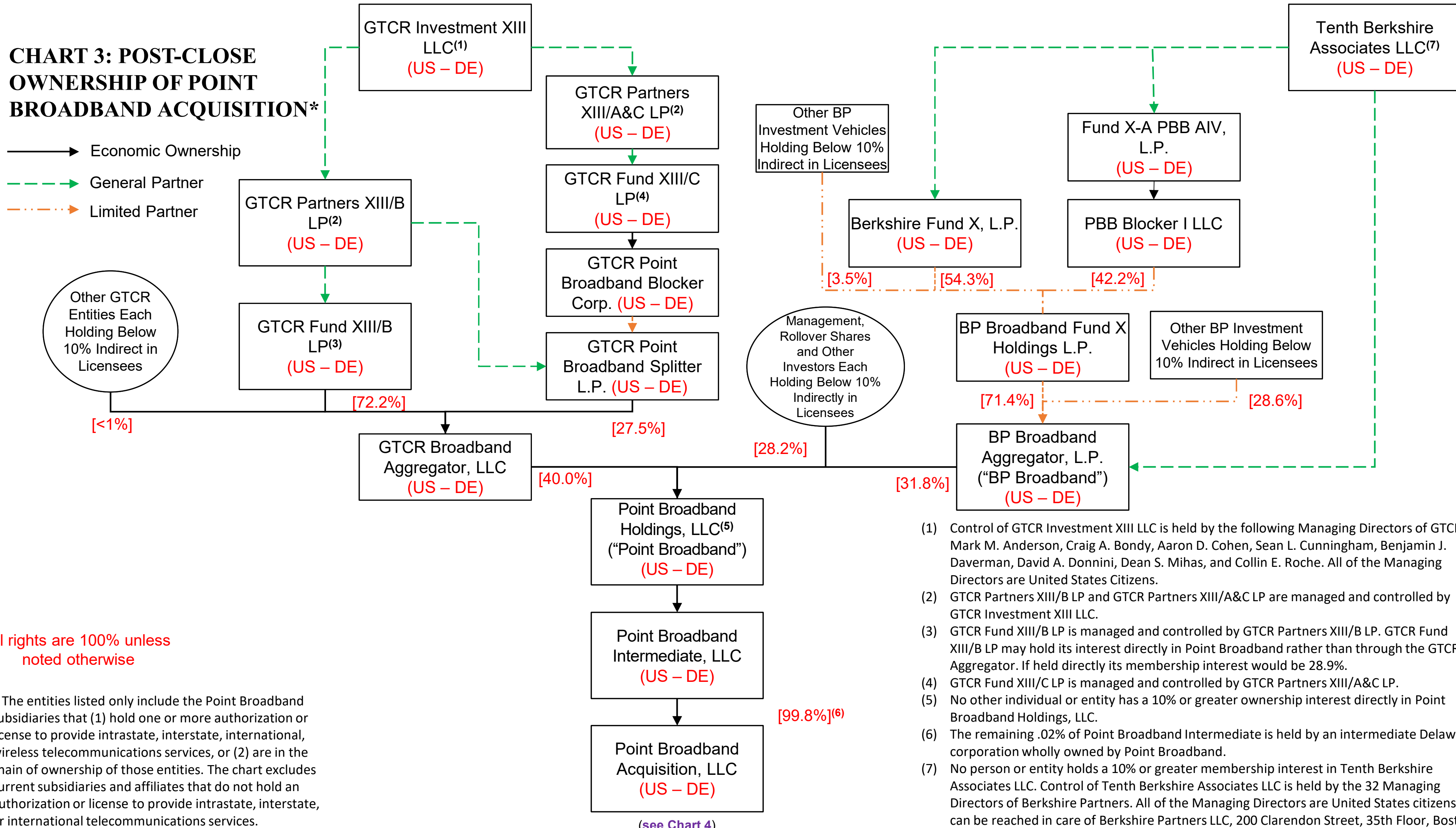
(6) The remaining .02% of Point Broadband Intermediate is held by an intermediate Delaware corporation wholly owned by Point Broadband.

CHART 2: PRE-CLOSE OWNERSHIP OF LICENSEES*



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

CHART 3: POST-CLOSE OWNERSHIP OF POINT BROADBAND ACQUISITION*



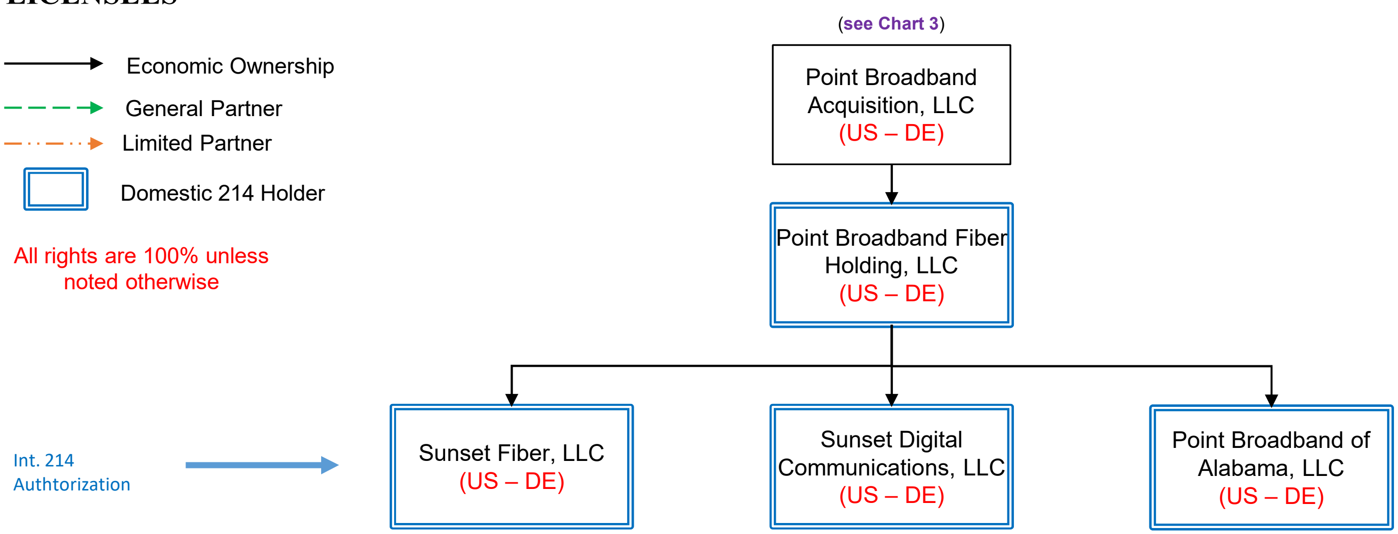
(see Chart 4)

All rights are 100% unless noted otherwise

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

(1) Control of GTCR Investment XIII LLC is held by the following Managing Directors of GTCR: Mark M. Anderson, Craig A. Bondy, Aaron D. Cohen, Sean L. Cunningham, Benjamin J. Daverman, David A. Donnini, Dean S. Mihas, and Collin E. Roche. All of the Managing Directors are United States Citizens.
(2) GTCR Partners XIII/B LP and GTCR Partners XIII/A&C LP are managed and controlled by GTCR Investment XIII LLC.
(3) GTCR Fund XIII/B LP is managed and controlled by GTCR Partners XIII/B LP. GTCR Fund XIII/B LP may hold its interest directly in Point Broadband rather than through the GTCR Aggregator. If held directly its membership interest would be 28.9%.
(4) GTCR Fund XIII/C LP is managed and controlled by GTCR Partners XIII/A&C LP.
(5) No other individual or entity has a 10% or greater ownership interest directly in Point Broadband Holdings, LLC.
(6) The remaining .02% of Point Broadband Intermediate is held by an intermediate Delaware corporation wholly owned by Point Broadband.
(7) No person or entity holds a 10% or greater membership interest in Tenth Berkshire Associates LLC. Control of Tenth Berkshire Associates LLC is held by the 32 Managing Directors of Berkshire Partners. All of the Managing Directors are United States citizens and can be reached in care of Berkshire Partners LLC, 200 Clarendon Street, 35th Floor, Boston, Massachusetts 02116.

CHART 4: POST-CLOSE OWNERSHIP OF LICENSEES*



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

EXHIBIT B

Pre- and Post-Transaction Ownership of the Licensees

A. The Current Ownership of Point Broadband and Licensees

1. Sole membership of Point Broadband of Alabama, LLC; Sunset Digital Communications, LLC; and Sunset Fiber, LLC is held by:

Name:	Point Broadband Fiber Holding, LLC ("Point Broadband Fiber")
Address:	1791 O. G. Skinner Dr Suite A West Point, GA 31833
Ownership:	100%
Citizenship:	United States (Delaware)
Principal Business:	Telecommunications Provider

2. The sole member of Point Broadband Fiber is:

Name:	Point Broadband Acquisition, LLC ("Point Acquisition")
Address:	300 N. LaSalle St., Suite 5600 Chicago, Illinois 60654
Ownership:	100%
Citizenship:	United States (Delaware)
	Principal Business: Holding Company

3. The sole member of Point Acquisition is:

Name:	Point Broadband Intermediate, LLC ("Point Intermediate")
Address:	300 N. LaSalle St., Suite 5600 Chicago, Illinois 60654
Ownership:	100%
Citizenship:	United States (Delaware) Principal Business: Holding Company

4. The sole member of Point Intermediate with a 10% or greater indirect equity or voting interest in Licensees is:

Name:	Point Broadband Holdings, LLC ("Point Broadband" or the "Company")
Address:	300 N. LaSalle St., Suite 5600 Chicago, Illinois 60654
Ownership:	99.8%[9]

[9] The remaining 0.2% of Point Intermediate is held by Point Broadband Corporate Holdings, Inc. a Delaware corporation that is wholly owned by Point

Citizenship:	United States (Delaware)
Principal Business:	Telecommunications Provider

5. The sole member of Point Broadband with a 10% or greater indirect equity or voting interest in Licensees is:

Name:	GTCR Broadband Aggregator LLC ("GTCR Aggregator")
Address:	300 N. LaSalle St., Suite 5600
Ownership:	61.2%
Citizenship:	United States (Delaware)
Principal Business:	Investments

6. The following entities are the members of GTCR Aggregator with a 10% or greater indirect equity or voting interest in Licensees:

Name:	GTCR Fund XIII/B LP ("Fund XIII/B")
Address:	300 N. LaSalle St., Suite 5600 Chicago, Illinois 60654
Ownership:	44.2%
Citizenship:	United States (Delaware)
Principal Business:	Investments

Name:	GTCR Point Broadband Splitter L.P. ("GTCR Splitter")
Address:	300 N. LaSalle St., Suite 5600 Chicago, IL 60654
Ownership:	16.7%
Citizenship:	United States (Delaware)
Principal Business:	Investments

7. The General Partner of Fund XIII/B and GTCR Splitter is:

Name:	GTCR Partners XIII/B LP ("Partners XIII/B")
Address:	300 N. LaSalle St., Suite 5600 Chicago, Illinois 60654
Ownership:	General Partner
Citizenship:	United States (Delaware)
Principal Business:	Investments

8. The Limited Partner of GTCR Splitter is:

Name:	GTCR Point Broadband Blocker Corp. ("GTCR Blocker")
Address:	300 N. LaSalle St., Suite 5600 Chicago, Illinois 60654

Broadband.

Ownership:	16.7%
Citizenship:	United States (Delaware)
Principal Business:	Investments

9. The sole owner of GTCR Blocker with a 10% or greater indirect equity or voting interest in Licensees is:

Name:	GTCR Fund XIII/C LP ("Fund XIII/C")
Address:	300 N. LaSalle St., Suite 5600 Chicago, Illinois 60654
Ownership:	16.7%
Citizenship:	United States (Delaware)
Principal Business:	Investments

10. The General Partner of Fund XIII/C is:

Name:	GTCR Partners XIII/A&C LP ("Partners XIII/A&C")
Address:	300 N. LaSalle St., Suite 5600 Chicago, Illinois 60654
Ownership:	General Partner
Citizenship:	United States (Delaware)
Principal Business:	Investments

11. The General Partner of Partners XIII/B and Partners XIII/A&C is:

Name:	GTCR Investment XIII LLC ("GTCR")
Address:	300 N. LaSalle St., Suite 5600 Chicago, Illinois 60654
Ownership:	General Partner
Citizenship:	United States (Delaware)
Principal Business:	Investments

Control of GTCR is held by the following Managing Directors of GTCR: Mark M. Anderson, Craig A. Bondy, Aaron D. Cohen, Sean L. Cunningham, Benjamin J. Daverman, David A. Donnini, Dean S. Mihas, and Collin E. Roche. All of the Managing Directors are United States citizens and can be reached through GTCR.

To the Applicants' knowledge, no other person or entity, directly or indirectly, controls or owns a ten percent or greater interest in Licensees.

B. Post Close Ownership of Point Broadband and the Licensees[10]

1. Upon completion of the Transaction, sole membership of Point Broadband of Alabama, LLC; Sunset Digital Communications, LLC; and Sunset Fiber, LLC will continue to be held by:

Name:	Point Broadband Fiber Holding, LLC ("Point Broadband Fiber")
Address:	1791 O. G. Skinner Dr Suite A West Point, GA 31833
Ownership:	100%
Citizenship:	United States (Delaware) Principal Business: Telecommunications Provider

2. The sole member of Point Broadband Fiber is:

Name:	Point Broadband Acquisition, LLC ("Point Acquisition")
Address:	300 N. LaSalle St., Suite 5600 Chicago, Illinois 60654
Ownership:	100%
Citizenship:	United States (Delaware) Principal Business: Holding Company

3. The sole member of Point Acquisition is:

Name:	Point Broadband Intermediate, LLC ("Point Intermediate")
Address:	300 N. LaSalle St., Suite 5600 Chicago, Illinois 60654
Ownership:	100%
Citizenship:	United States (Delaware) Principal Business: Holding Company

4. The sole member of Point Intermediate with a 10% or greater indirect voting or equity interest in Licensees is:

Name:	Point Broadband Holdings, LLC ("Point Broadband" or the "Company")
Address:	300 N. LaSalle St., Suite 5600 Chicago, Illinois 60654
Ownership:	99.8%[11]

[10] The ownership percentages set forth below reflect the equity ownership of each relevant entity following BP Broadband's full investment, as set forth in the Agreement.

[11] The remaining 0.2% of Point Intermediate is held by Point Broadband Corporate Holdings, Inc. a Delaware corporation that is wholly owned by Point

Citizenship: United States (Delaware)
Principal Business: Telecommunications Provider

5. Upon completion of the Transaction, the following entities will be the only members of Point Broadband holding a 10% or greater equity or voting interest in Licensees:

Name:	GTCR Broadband Aggregator LLC ("GTCR Aggregator")
Address:	300 N. LaSalle St., Suite 5600
Ownership:	40.0%
Citizenship:	United States (Delaware)
Principal Business:	Investments

Name:	BP Broadband Aggregator, L.P. ("BP Broadband")
Address:	200 Clarendon Street, 35th Floor Boston, Massachusetts 02116
Ownership:	31.8%
Citizenship:	United States (Delaware)
Principal Business:	Investments

GTCR Investment in Point Broadband and Licensees

6. The only members of GTCR Aggregator holding a 10% or greater equity or voting interest in the Licensees are:

Name:	GTCR Fund XIII/B LP ("Fund XIII/B")[12]
Address:	300 N. LaSalle St., Suite 5600 Chicago, Illinois 60654
Ownership:	28.9%
Citizenship:	United States (Delaware)
Principal Business:	Investments

Name:	GTCR Point Broadband Splitter L.P. ("GTCR Splitter")
Address:	300 N. LaSalle St., Suite 5600 Chicago, Illinois 60654
Ownership:	10.9%
Citizenship:	United States (Delaware)
Principal Business:	Investments

Broadband.

[12] Fund XIII/B may hold its interest directly in Point Broadband rather than through the GTCR Aggregator. If held directly its membership interest would be 28.9%.

7. The General Partner of Fund XIII/B and GTCR Splitter is:

Name:	GTCR Partners XIII/B LP ("Partners XIII/B")
Address:	300 N. LaSalle St., Suite 5600 Chicago, Illinois 60654
Ownership:	General Partner
Citizenship:	United States (Delaware)
Principal Business:	Investments

8. The Limited Partner of GTCR Splitter is:

Name:	GTCR Point Broadband Blocker Corp. ("GTCR Blocker")
Address:	300 N. LaSalle St., Suite 5600 Chicago, Illinois 60654
Ownership:	10.9%
Citizenship:	United States (Delaware) Principal Business: Investments

9. The owner of GTCR Blocker with is:

Name:	GTCR Fund XIII/C LP ("Fund XIII/C")
Address:	300 N. LaSalle St., Suite 5600 Chicago, Illinois 60654
Ownership:	10.9%
Citizenship:	United States (Delaware)
Principal Business:	Investments

10. The General Partner of Fund XIII/C is:

Name:	GTCR Partners XIII/A&C LP ("Partners XIII/A&C ")
Address:	300 N. LaSalle St., Suite 5600 Chicago, Illinois 60654
Ownership:	General Partner
Citizenship:	United States (Delaware)
Principal Business:	Investments

11. The General Partner of Partners XIII/B and Partners XIII/A&C is:

Name:	GTCR Investment XIII LLC ("GTCR")
Address:	300 N. LaSalle St., Suite 5600 Chicago, Illinois 60654
Ownership:	General Partner
Citizenship:	United States (Delaware)
Principal Business:	Investments

Control of GTCR is held by the following managing directors of GTCR: Mark

M. Anderson, Craig A. Bondy, Aaron D. Cohen, Sean L. Cunningham, Benjamin J. Daverman, David A. Donnini, Dean S. Mihas, and Collin E. Roche. All of the Managing Directors are United States citizens and can be reached through GTCR.

Berkshire Partners Investment in Point Broadband and Licensees[13]

12. Upon closing the Transaction, the only Limited Partner of BP Broadband expected to hold a 10% or greater indirect equity interest in Licensees will be:

Name:	BP Broadband Fund X Holdings, L.P.
Address:	200 Clarendon Street, 35th Floor Boston, Massachusetts 02116
Ownership:	71.4% Limited Partner
Citizenship:	United States (Delaware)
Principal Business:	Investments

13. Upon closing the Transaction, the only Limited Partners of BP Broadband Fund X Holdings, L.P. expected to hold a 10% or greater indirect equity interest in Licensees will be:

Name:	Berkshire Fund X, L.P.
Address:	200 Clarendon Street, 35th Floor Boston, Massachusetts 02116
Ownership:	54.3% Limited Partner
Citizenship:	United States (Delaware)
Principal Business:	Investments

Name:	PBB Blocker I LLC
Address:	200 Clarendon Street, 35th Floor Boston, Massachusetts 02116
Ownership:	42.2% Limited Partner
Citizenship:	United States (Delaware)
Principal Business:	Investments

14. Upon closing the Transaction, the sole member of PBB Blocker I LLC is expected to be:

Name:	Fund X-A PBB AIV, L.P.
Address:	200 Clarendon Street, 35th Floor Boston, Massachusetts 02116
Ownership:	Sole Member

[13] To date, these entities have not yet been formed and will be formed shortly before closing.

Citizenship:	United States (Delaware)
Principal Business:	Investments

Upon close of the Transaction, no person or entity is expected to hold a limited partnership interest in Berkshire Fund X, L.P., or Fund X-A PBB AIV, L.P. that would amount to a 10% or greater indirect interest in Licensees.

15. The General Partner of BP Broadband, Berkshire Fund X, L.P. and Fund X-A PBB AIV, L.P. is:

Name:	Tenth Berkshire Associates LLC
Address:	200 Clarendon Street, 35th Floor Boston, Massachusetts 02116
Ownership:	General Partner
Citizenship:	United States (Delaware)
Principal Business:	Investments

No person or entity holds a 10% or greater membership interest in Tenth Berkshire Associates LLC.

Control of Tenth Berkshire Associates LLC is held by the 32 Managing Directors of Berkshire Partners listed below. All of the Managing Directors are United States citizens and can be reached in care of Berkshire Partners LLC, 200 Clarendon Street, 35th Floor, Boston, Massachusetts 02116.

The Managing Directors are: Samantha Adams; Mike Ascione; Dave Bordeau; Kenneth Bring; Kevin Callaghan; Candice Corvetti; Matt Gooch; Blake Gottesman; Chris Hadley; Larry Hamelsky; Saad Hasan; Sharlyn Heslam; Elizabeth Hoffman; Justin Hupp; Matt Janchar; Josh Johnson; Ross Jones; Ben Levy; Josh Lutzker; Jon Meyer; Jon Nuger; Nii Amaah Ofosu-Amaah; Greg Pappas; Marni Payne; Ted Rainaud; Anil Seetharam; Raleigh Shoemaker; Rob Small; Sam Spirn; Terry Thompson; Drew Walker; EJ Whelan

To the Applicants' knowledge, no other person or entity, directly or indirectly, will control or own a ten percent or greater equity interest in Licensees upon the closing of the proposed Transaction.

EXHIBIT C

High-Cost Universal Service Support Received by Applicants

Point Broadband Fiber Holding, LLC ("Point Broadband Fiber"), FRN: 0028957306 was awarded RDOF support in Alabama, Georgia, New York, Michigan, and Virginia.

Sunset Digital Communications, LLC, ("Sunset Digital"), FRN: 0028765907 was awarded CAF-II Phase II Auction support in Michigan, Tennessee, and Virginia.