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**PUBLIC SERVICE
COMMISSION**

April 13, 2017

Dr. Talina Mathews, Executive Director
Kentucky Public Service Commission
211 Sower Boulevard
P.O. Box 615
Frankfort, KY 40602

Re: Notification of Transfer of Ownership and Control of Lumos Networks LLC

Dear Dr. Mathews:

Lumos Networks Corp. (“Lumos Parent”), Lumos Networks LLC¹ (“Lumos Networks”) (together, Lumos Parent and Lumos Networks are referred to herein as “Lumos”), and MTN Infrastructure TopCo, Inc. (“MTN Infrastructure”) (collectively, the “Parties”) hereby notify the Public Service Commission of the Commonwealth of Kentucky (the “Commission”) of the anticipated transfer of ultimate ownership and control of Lumos Networks, a CLEC, to MTN Infrastructure.

Pursuant to the Commission’s January 8, 1998 Order in Administrative Case No. 370, *In the Matter of: Exemptions for Providers of Local Exchange Service other than Incumbent Local Exchange Carriers* (the “CLEC Order”),² CLECs are not required to seek prior approval for authority to transfer ownership and control of their operations as previously required under KRS 278.020(4) and (5). The Commission held that “CLECs and wireless carriers need only supply a letter to the Commission describing the transfer and providing an adoption notice pursuant to 807 KAR 5:011, Section 11, for the tariff with one day’s notice.” CLEC Order, Att. 1, p.2.

Pursuant to the CLEC Order referenced above, the Parties hereby provide the Commission with notice of the transfer of ownership and control of Lumos Networks to MTN Infrastructure. The Parties and the structure of the transaction are more fully described below.

¹ Lumos Networks LLC was known as FiberNet, LLC prior to 2012.

² See also Order, Admin. Case No. 359 (June 21, 1996) (exempting long distance resellers from requirement to obtain prior approval for transfers of control).

I. The Parties

A. Lumos Networks Corp. (“Lumos Parent”)

Lumos Parent is a publicly-traded Delaware corporation (NASDAQ: LMOS). Its principal offices are located at One Lumos Plaza, Waynesboro, VA 22980. Through its subsidiary licensees, Lumos Parent provides fiber-based services in the mid-Atlantic region to carrier and enterprise customers, including healthcare providers, local government agencies, financial institutions, educational institutions, and other enterprises. These customers purchase multiprotocol label switching (“MPLS”) based Ethernet, metro Ethernet, fiber-to-the-cell site (“FTTC”) Lumos’ carrier customers purchase these same services and also purchase wireless backhaul and data transport services, wavelength transport services and IP services.

B. Lumos Networks LLC (“Lumos Networks”)

Lumos Networks is a West Virginia limited liability company located at 1200 Greenbrier Street, Charleston, West Virginia 25311. Lumos Networks is certificated as a CLEC in Kentucky (*see* Utility ID No. 5053200) and authorized to provide local exchange services pursuant to a Certificate of Authority issued in Case No. T62-1562 and long distance resale services pursuant to a Certificate of Authority issued in Case No. T62-1410. Lumos Networks is a wholly-owned subsidiary of Lumos Parent.

C. MTN Infrastructure TopCo, Inc. (“MTN Infrastructure”)

MTN Infrastructure, a Delaware corporation, is a holding company created to aggregate the ownership of various investment funds ultimately managed or owned by EQT AB (“EQT”) in connection with the transaction described in this notification. EQT, founded in Sweden in 1994, is a leading alternative investments firm with approximately EUR 35 billion in raised capital across 22 funds. EQT funds have portfolio companies in Europe, Asia and the United States with total sales of more than EUR 17 billion and approximately 100,000 employees. EQT has successfully invested in several fiber-based companies abroad, including TampNet (Norway, United Kingdom, United States); BroadNet (Norway); IslaLink (France, Spain); IP-Only (Sweden, Denmark, Finland, Norway), Adamo (Spain); Global Connect (Denmark, Germany), Delta Comfort (Netherlands) and Bjørvika IKT AS (Norway).

II. Designated Contacts

In addition to the undersigned counsel, the designated contacts concerning this notice are:

Lumos: John E. Selent
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CC:
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Senior Vice President
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MTN Infrastructure: Andrew D. Lipman
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III. Description of the Anticipated Transaction

Pursuant to an Agreement and Plan of Merger, dated February 18, 2017, by and among MTN Infrastructure, MTN Infrastructure BidCo, Inc. (“Merger Sub”),³ and Lumos Parent, MTN Infrastructure will acquire all of the outstanding equity interests in Lumos Parent (the “Transaction”). Specifically, Merger Sub will merge with and into Lumos Parent, whereupon the separate existence of Merger Sub will cease and Lumos Parent will be the surviving corporation. Lumos Networks is a wholly-owned subsidiary of Lumos Parent. Thus, as a result of the transaction, Lumos Networks will be an indirect, wholly-owned subsidiary of MTN Infrastructure. Currently each of these companies operates independently of each other, and following the Transaction, although each will become affiliated with Lumos Parent, each company and Lumos Parent will continue to operate independently. Diagrams depicting the pre- and post-Transaction corporate ownership structures are attached as Attachment 1.

The transaction will be transparent to Lumos’s customers. All existing customers of Lumos will continue to be served under their existing authorizations, as well as under existing

³ Merger Sub is a Delaware corporation formed for the purposes of the Transaction. Merger Sub is a direct, wholly owned subsidiary of MTN Infrastructure.

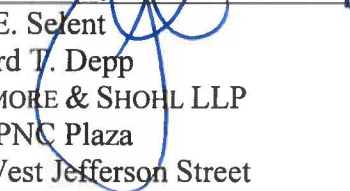
tariffs and contracts. The combined company will retain the name Lumos Networks Corp. and will remain headquartered in Waynesboro, VA. Moreover, the Parties intend that Lumos Parent's existing management team and personnel will remain in place, ensuring that Lumos Parent's managerial, technical and operational standards will be maintained. The only change resulting from the transaction will be that Lumos Parent will be owned by MTN Infrastructure rather than the current shareholders of Lumos Parent. Following closing, Lumos Parent will enjoy access to the financial resources of MTN Infrastructure and as well as the broader expertise of the advisers to the investment funds that own MTN Infrastructure.

Because all applicable tariffs will remain associated with, and binding upon, the same legal entity as before the Transaction, Lumos Networks LLC has not filed a tariff adoption notice concurrent with this notification. In the CLEC Order, the Commission held that CLECs must supply to the Commission "an adoption notice pursuant to 807 KAR 5:011, Section 11, for the tariff with one day's notice." CLEC Order, Att. 1, p.2. In this Transaction, however, Lumos Networks' existing tariffs will not be affected in any way. Furthermore, the change of control stems solely from the acquisition of a parent company, and there is no "predecessor" utility as contemplated by Tariff Form 03.⁴

Counsel to Lumos has conferred with the above-referenced counsel to MTN Infrastructure regarding this filing, and counsel to MTN Infrastructure has indicated that it supports this filing.

If you have any questions regarding this notification, please contact counsel to Lumos at the contact information below.

Respectfully submitted,



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*Counsel to Lumos Networks LLC and
Lumos Networks Corp.*

cc: Counsel to MTN Infrastructure

⁴ Lumos does not interpret the CLEC Order or 807 KAR 5:011, Section 11 as requiring it to re-adopt or re-issue its own unmodified tariffs in these circumstances.

ATTACHMENT 1

Brief Description of EQT Portfolio Companies

- Tampnet AS - Tampnet is an independent supplier of high capacity communication to offshore oil and gas installations in the North Sea and in the Gulf of Mexico. The company owns and operates an offshore high capacity communication network, consisting of an infrastructure of fibers, radio links, WiMAX technology and LTE base stations, and leases capacity in additional fiber. Tampnet operates in Norway, the United Kingdom and the United States (as Tampnet Inc.). For further information, *see* www.tampnet.com.

- BroadNet - BroadNet is a Norwegian provider of data and telecom solutions offering VPN, Internet, Ethernet and dedicated capacity to both end-user and wholesale customers. The company controls an optical fiber backbone network as well as regional and local networks in Norway. The company provides access to its fiber optic network to telecommunication service providers, mobile and fixed telephone operators, governmental institutions and digital and multimedia distributors who enter into contracts in order to deliver content to their end-user customers. For further information, *see* www.broadnet.no.

- IslaLink - IslaLink deploys and operates submarine cables in underserved routes to provide telecom operators with the managed bandwidth services required for their retail operations. The company owns and operates one of the fiber optic cables connecting the Balearic Islands to mainland Spain and manages international IP traffic in Marseilles (France). For more information, *see* www.islalink.com.

- IP-Only - IP-Only is an established, niche provider of powerful telecommunications and data communications services to business customers in the Nordics. The company owns a fiber network, linking the Nordic capitals of Sweden, Denmark, Finland and Norway, which is one of the most powerful on the market in terms of installed capacity. IP-Only also owns a Metro Area Network in Uppsala, Sweden, and several data centers offering co-location and cloud-based products to corporate clients. IP-Only combines its fiber network and other assets with a strong focus on personalized customer service for its business customers. For further information, *see* www.ip-only.se.

- Adamo Telecom Iberia SA - Adamo Telecom provides high speed Internet and voice services in Spain over its own fiber-based access network which covers over 100,000 households. Adamo has offices in Barcelona and Madrid and employs 58 employees. For further information, *see* www.adamo.es.

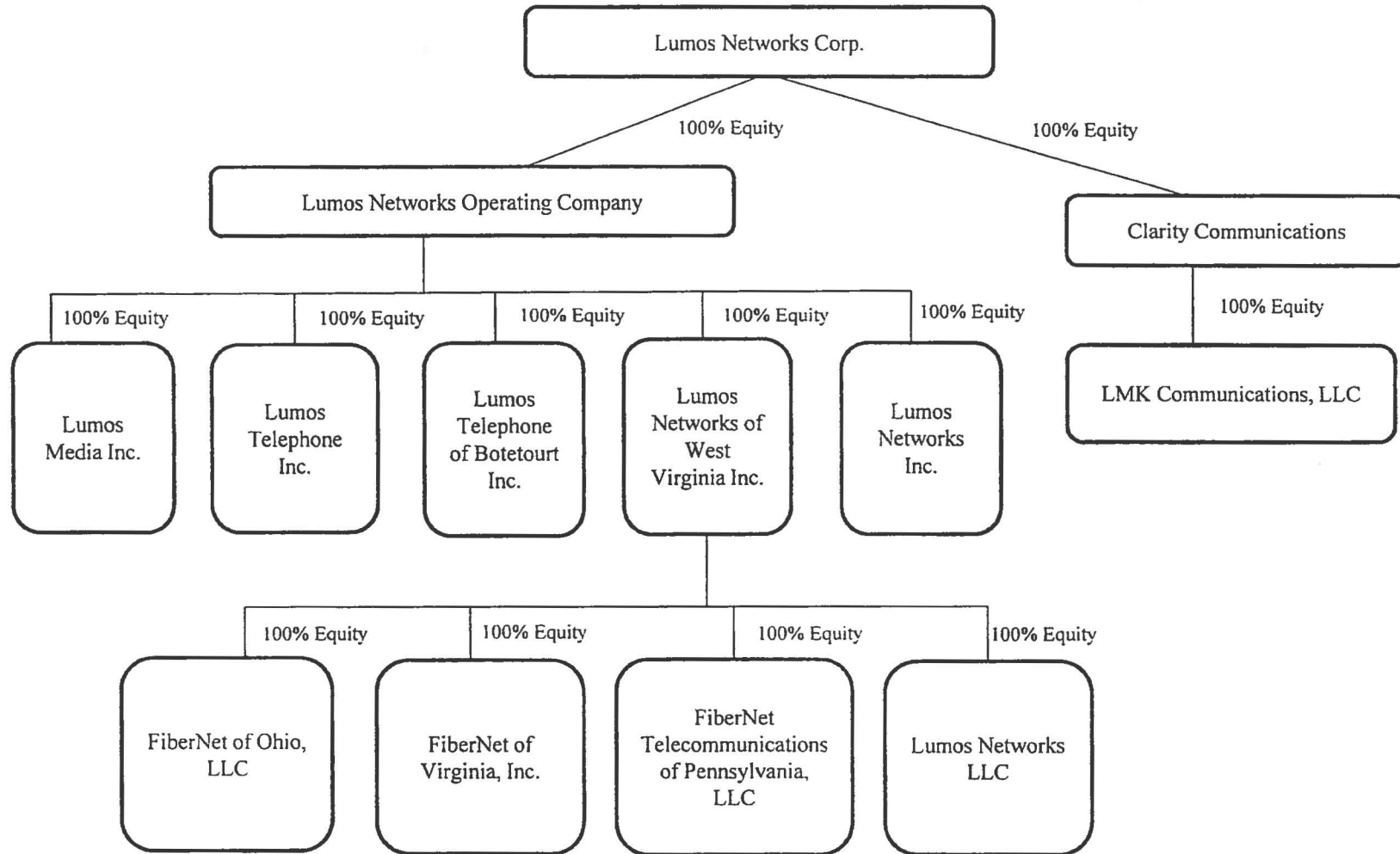
- GlobalConnect - GlobalConnect is a Danish alternative provider of business data communication services, owning and operating 12,500 km of fiber. The Company's fiber infrastructure passes more than 30,000 companies in Denmark and 9,000 companies in Germany. GlobalConnect is also a data center provider with a capacity of approximately 13,000 sqm of secure co-location space.

- Delta Comfort - Delta Comfort is a telecom infrastructure owner and operator, provider of multimedia services (broadband, TV, telephony) and supplier of energy, serving over 140,000 households and businesses, mainly in the Dutch province of Zeeland. Delta Comfort's hybrid fiber-coaxial network of over 6,000 km passes 192,000 homes, which corresponds to approximately 90% of the total number of homes in Zeeland.

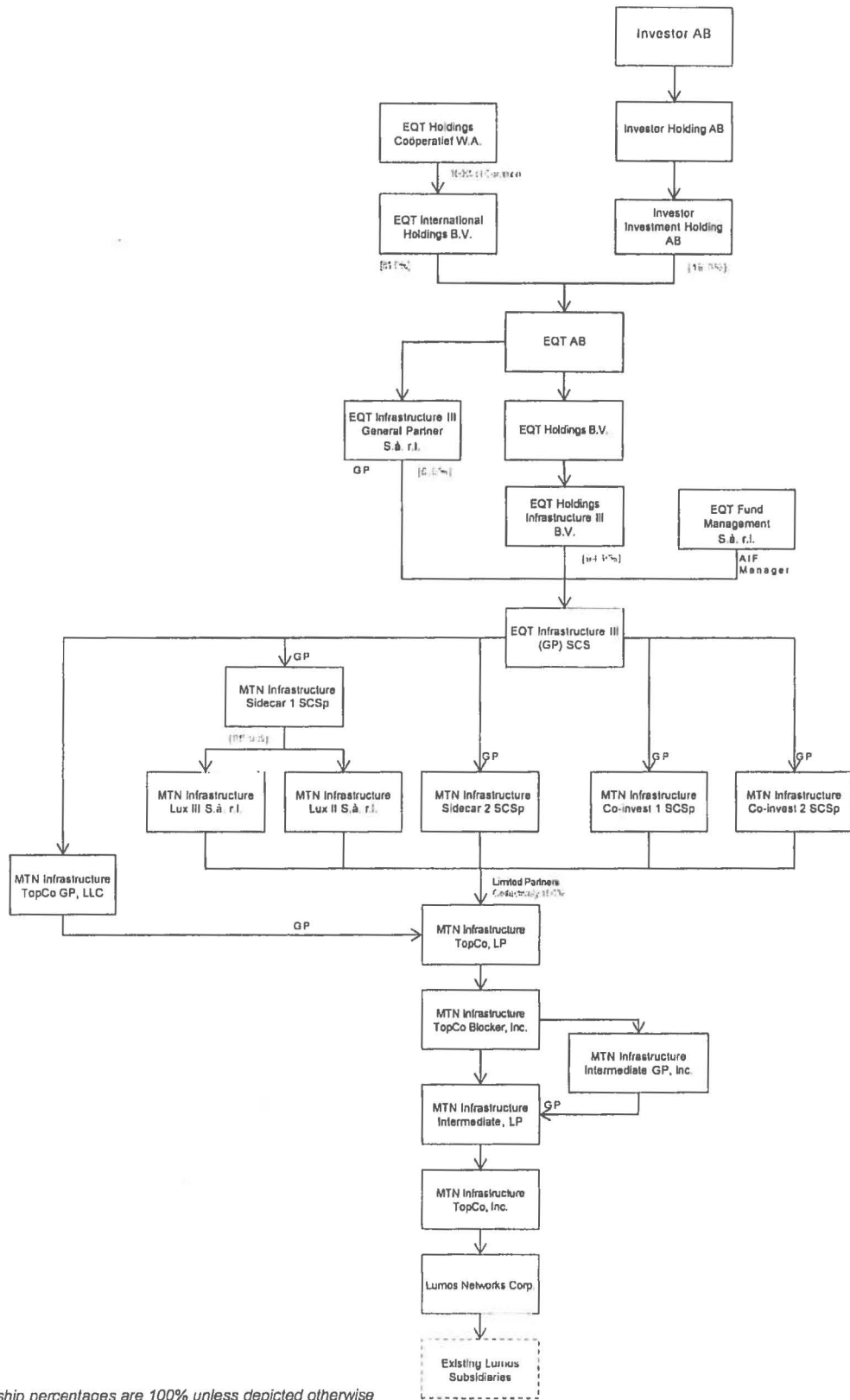
- Bjørsvika IKT AS - Bjørsvika ICT AS develops, manages and allocates Information Communication Technology (ICT) infrastructure in Bjørsvika Bispevika in Oslo and related areas of Norway.

ATTACHMENT 2

LUMOS PARENT PRE-TRANSACTION CORPORATE OWNERSHIP STRUCTURE



LUMOS PARENT POST-TRANSACTION CORPORATE OWNERSHIP STRUCTURE



All ownership percentages are 100% unless depicted otherwise