

COMMONWEALTH OF KENTUCKY
BEFORE THE PUBLIC SERVICE COMMISSION

In the Matter of:

ELECTRONIC JOINT APPLICATION OF RED)
FIBER PARENT LLC, RF MERGER SUB, INC.,)
CINCINNATI BELL, INC., AND CINCINNATI)
BELL TELEPHONE COMPANY LLC FOR (1))
APPROVAL OF THE PROPOSED INDIRECT)
TRANSFER OF CONTROL OF CINCINNATI)
BELL TELEPHONE COMPANY LLC TO RED)
FIBER PARENT LLC PURSUANT TO KRS)
278.020(6) AND KRS 278.020(7), OR)
ALTERNATIVELY, PURSUANT TO KRS)
278.020(6) AND A DECLARATION THAT)
APPROVAL UNDER KRS 278.020(7) IS NOT)
REQUIRED; (2) NOTICE OF THE PROPOSED)
INDIRECT TRANSFER OF CONTROL OF)
CINCINNATI BELL EXTENDED TERRITORIES)
LLC AND CBTS TECHNOLOGY SERVICES,)
LLC TO RED FIBER PARENT LLC; AND, (3))
ALL OTHER REQUIRED APPROVALS AND)
RELIEF)

CASE NO.
2020-00259

COMMISSION STAFF'S FIRST REQUEST FOR INFORMATION
TO RED FIBER PARENT LLC, RF MERGER SUB, INC., CINCINNATI BELL, INC.,
AND CINCINNATI BELL TELEPHONE COMPANY LLC

Red Fiber Parent LLC (Red Fiber), RF Merger Sub, Inc. (RF Merger), Cincinnati Bell, Inc. (Cincinnati Bell), and Cincinnati Bell Telephone Company LLC (CBT), (collectively, Joint Applicants), pursuant to 807 KAR 5:001, are to file with the Commission an electronic version of the following information. The information requested herein is due on September 14, 2020. The Commission directs the Joint Applicants to the

Commission's March 16, 2020 and March 24, 2020 Orders in Case No. 2020-00085¹ regarding filings with the Commission. The Commission expects the original documents to be filed with the Commission within 30 days of the lifting of the current state of emergency. All responses in paper medium shall be appropriately bound, tabbed, and indexed. Electronic documents shall be in portable document format (PDF), shall be searchable, and shall be appropriately bookmarked.

Each response shall include the name of the witness responsible for responding to the questions related to the information provided. Each response shall be answered under oath or, for representatives of a public or private corporation or a partnership or association or a governmental agency, be accompanied by a signed certification of the preparer or the person supervising the preparation of the response on behalf of the entity that the response is true and accurate to the best of that person's knowledge, information, and belief formed after a reasonable inquiry.

Joint Applicants shall make timely amendment to any prior response if Joint Applicants obtain information that indicates the response was incorrect when made or, though correct when made, is now incorrect in any material respect. For any request to which Joint Applicants fail or refuse to furnish all or part of the requested information, Joint Applicants shall provide a written explanation of the specific grounds for their failure to completely and precisely respond.

Careful attention shall be given to copied material to ensure that it is legible. When the requested information has been previously provided in this proceeding in the

¹ Case No. 2020-00085, *Electronic Emergency Docket Related to the Novel Coronavirus COVID-19* (Ky. PSC Mar. 16, 2020), Order at 5–6. Case No. 2020-00085, *Electronic Emergency Docket Related to the Novel Coronavirus COVID-19* (Ky. PSC Mar. 24, 2020), Order at 1–3.

requested format, reference may be made to the specific location of that information in responding to this request. When filing a paper containing personal information, Joint Applicants shall, in accordance with 807 KAR 5:001, Section 4(10), encrypt or redact the paper so that personal information cannot be read.

1. Refer to the application, page 5, which states that Open Fiber Kentucky Company, LLC (OFK) does not currently serve customers in CBT's Kentucky Service Area.

a. Describe any facilities, equipment, etc. that OFK owns or controls in CBT's Kentucky territory.

b. State whether OFK has facilities attached to any CBT poles and provide the number of poles.

2. Identify the approximate number of utility poles owned or controlled by CBT in Kentucky.

3. State whether Joint Applicants contend that CBT could offer a parent company or a company or entity owned or controlled by a parent or its subsidiaries favorable treatment with respect to attachments to utility poles owned or controlled by CBT as compared to other similarly situated companies that are not affiliated with CBT through common ownership.

4. State whether any parent company of CBT or a company or entity owned or controlled by a parent or its subsidiary is currently involved or is expected to be involved in any major project requiring utility pole attachments in CBT service territory.

5. Describe the status of the application for approval of the transaction at issue herein filed with the Federal Communication Commission (FCC). Explain when the Joint

Applicants expect the FCC to determine whether it will exercise its jurisdiction to review the transaction and when the Joint Applicants expect a decision on the substance in the event that the FCC does exercise jurisdiction.

6. Provide a copy of the application requesting approval of the transaction filed with the FCC.

7. Identify the standard under which Joint Applicants contend that the FCC should review the transaction at issue herein, and explain the basis for your contention with reference to any relevant statute or regulations.

8. Explain the basis for Joint Applicants' contention that Cincinnati Bell will be "more effective, more responsive, and more innovative" with Macquarie Infrastructure and Real Assets' investment in Red Fiber Parent as indicated in paragraph 41 of the application.

9. Describe the anticipated effects of the transfer on services offered or to be offered by competitive local exchange carriers controlled by the Joint Applicants and their parents and subsidiaries.

10. State whether the transfer will result in a default or trigger an accelerated repayment obligation on any debt currently owed by Cincinnati Bell or CBT, and if so, explain how Cincinnati Bell or CBT will refinance that debt or otherwise meet any accelerated repayment obligation.

11. State whether Joint Applicants expect the transfer to have any effect on Cincinnati Bell or CBT's credit rating, and if so, describe the expected effect on Cincinnati Bell or CBT's credit rating.

12. State whether it is expected that Cincinnati Bell or CBT will utilize consulting or other services provided by the Joint Applicants or their parents or subsidiaries following the transfer, and if so, describe the consulting or other services that are expected to be provided.

13. State whether it is expected that CBT will transfer any physical assets used to provide telecommunication services to the Joint Applicants or their parents or subsidiaries following the transfer, and if so, describe the physical assets that are expected to be transferred, the entity to which they are expected to be transferred, and the reason for the expected transfer.



Kent A. Chandler
Acting Executive Director
Public Service Commission
P.O. Box 615
Frankfort, KY 40602

DATED SEP 04 2020

cc: Parties of Record

*Cincinnati Bell Telephone Company LLC
221 E Fourth Street, Room 103-1080
Cincinnati, OH 45201-2301

*David S Samford
Goss Samford, PLLC
2365 Harrodsburg Road, Suite B325
Lexington, KENTUCKY 40504

*Ted Heckman
Managing Director, Regulatory & Government
Cincinnati Bell Telephone Company LLC
221 E Fourth Street, Room 103-1080
Cincinnati, OH 45201-2301

*Cincinnati Bell Extended Territories LLC
201 E 4th Street, Room 102-1290
Cincinnati, OH 45202

*Douglas E Hart
441 Vine Street, Suite 4192
Cincinnati, OHIO 45202

*Alexander L Stout
Latham & Watkins LLP
555 Eleventh Street, NW
Suite 1000
Washington, DISTRICT OF COLUMBIA 20004

*Elizabeth R Park
Latham & Watkins LLP
555 Eleventh Street, NW
Suite 1000
Washington, DISTRICT OF COLUMBIA 20004

*L Allyson Honaker
Goss Samford, PLLC
2365 Harrodsburg Road, Suite B325
Lexington, KENTUCKY 40504

*James H Barker
Latham & Watkins LLP
555 Eleventh Street, NW
Suite 1000
Washington, DISTRICT OF COLUMBIA 20004

*Andrew D Lipman
Morgan, Lewis, & Bockius LLP
1111 Pennsylvania Ave., N.W.
Washington, DISTRICT OF COLUMBIA 20004

*Joshua M Bobeck
Morgan, Lewis, & Bockius LLP
1111 Pennsylvania Ave., N.W.
Washington, DISTRICT OF COLUMBIA 20004

*Anton Moldan
Red Fiber Parent LLC and RF Merger Sub, Inc.
125 W. 55th Street, Level 15
New York, NEW YORK 10019

*Mark David Goss
Goss Samford, PLLC
2365 Harrodsburg Road, Suite B325
Lexington, KENTUCKY 40504

*Danielle Burt
Morgan, Lewis, & Bockius LLP
1111 Pennsylvania Ave., N.W.
Washington, DISTRICT OF COLUMBIA 20004

*Red Fiber Parent LLC and RF Merger Sub, Inc.
125 W. 55th Street, Level 15
New York, NEW YORK 10019