

October 1, 2020

Via Electronic Filing

Mark Johnson, Executive Director and Secretary
Washington Utilities and Transportation Commission
621 Woodland Square Loop SE
Lacey, WA 98503

Received
Records Management
10/01/20 14:54
State Of WASH.
UTIL. AND TRANSP.
COMMISSION

RE: Notification of the Transfer of Indirect Control of Conterra Ultra Broadband, LLC to EagleCrest CUB GP Inc. and Draden Investors, LLC

Dear Mr. Johnson:

Conterra Ultra Broadband, LLC ("CUB"); CUB Parent, Inc. ("CUB Parent"); EagleCrest CUB GP Inc. ("EagleCrest CUB GP"); and Draden Investors, LLC ("APG US") (collectively, the "Parties"), by undersigned counsel, notify the Commission of the transfer of indirect control of CUB to EagleCrest CUB GP and APG US (the "Transaction"). Since Commission action is not required for the Transaction, the Parties submit this letter for informational purposes.

Description of the Parties

A. EagleCrest CUB GP Inc. and Draden Investors, LLC

EagleCrest CUB GP and APG US ("Transferees") are well-qualified managerially, technically, and financially to own and control CUB. EagleCrest CUB GP Inc., a Delaware corporation, has a principal office located at 145 King Street West, Suite 1500, Toronto, Ontario M5H 1J8, Canada. EagleCrest CUB GP is the general partner of EagleCrest CUB LP and will be, upon consummation of the Transaction, general partner of CSC CUB Holdings LP ("CSC CUB Holdings"). CSC CUB Holdings will hold a 25.5-percent direct voting and economic interest in CUB Parent, and EagleCrest CUB LP will hold a 23.2-percent direct voting and economic interest in CUB Parent. Thus, upon consummation of the Transaction, EagleCrest CUB GP will exercise control over the combined 48.7-percent voting and economic interest held by the two limited partnerships in CUB Parent. EagleCrest CUB GP will also exercise negative control over CUB Parent.

Ultimate operating control of EagleCrest CUB GP is exercised by Fiera Infrastructure Inc., a Canadian federal corporation ("Fiera Infrastructure"), whose immediate parent is Fiera Capital Corporation ("Fiera Capital"), an Ontario corporation. Fiera Capital is a leading investment management firm in Canada. Fiera Capital has over CAD \$158 billion in assets under management as of March 31, 2020. It operates across 17 locations in North America, Europe, and Asia and delivers customized multi-asset solutions across traditional and alternative asset classes to institutional, retail, and private wealth clients. Fiera Capital was established in 2003. In July 2016, Fiera Capital created Fiera Infrastructure, which manages various limited partnerships

(including intermediate parents of EagleCrest CUB GP) whose portfolio includes regulated utilities, power-generation, and transportation infrastructure in North America and Europe.

APG US, a Delaware limited liability company, has a principal office located at 666 Third Avenue, Second Floor, New York, New York 10017. APG US is a special-purpose vehicle formed for the purpose of the Transaction. Ultimate operating control of APG US is exercised by its non-member manager, APG Asset Management US Inc. ("AGP Asset Management US"), which itself is indirectly wholly owned and controlled by Stichting Pensioenfonds ABP, a Netherlands pension fund ("SPF ABP"). SPF ABP is the largest pension plan in the Netherlands, with one out of every five Dutch citizens participating. APG US's sole member—and owner of all economic interests in APG US—is APG Infrastructure Pool 2020-2021 ("APG Pool 2020-2021"), a Netherlands investment pool. APG Pool 2020-2021 is not a legal entity; legal authority for the pool is exercised by Stichting Depository APG Infrastructure Pool 2020-2021 ("APG Depository" and, together with APG Pool 2020-2021, "APG Pool"). SPF ABP owns a 99.4-percent voting and economic interest in APG Pool. APG Asset Management US will exercise operational control over APG US as its non-member manager and pursuant to a power of attorney and subadvisory agreement in place with its immediate parent, APG Asset Management N.V. ("APG Asset Management"), which in turn has management and investment authority for APG Pool.

Upon consummation of the Transaction, APG US will hold a 49.9-percent voting and economic interest in and will exercise negative control over CUB Parent.

B. Conterra Ultra Broadband, LLC and CUB Parent, Inc.

CUB is a South Carolina limited liability company and a wholly-owned subsidiary of Conterra Ultra Broadband Holdings, Inc. ("CUB Holdings"), which itself is a wholly-owned subsidiary of CUB Parent. CUB provides two product and service packages: (1) cellular fronthaul and backhaul transport; and (2) access networks and broadband networks for education (K-12), healthcare, enterprise and government customers. With respect to transport services, CUB provides carrier grade Ethernet or TDM connectivity and transport from a wireless carrier tower or from a lower profile connection point to another point designated by a wireless carrier customer. With respect to access networks and broadband provided to education (K-12), healthcare, enterprise and government customers, CUB provides carrier grade Ethernet (data), dark fiber, and transport from the end user location to an Ethernet point-of-presence ("PoP") or other location designated by the end user customer. Each network is customized to a specific user's needs and is not available to the general public through retail sales by CUB. CUB is authorized to provide these services in the following states: Alabama, Arizona, Arkansas, Colorado, Florida, Georgia, Illinois, Iowa, Kansas, Louisiana, Mississippi, Missouri, Montana, Nevada, New Mexico, North Carolina, Oklahoma, South Carolina, Tennessee, Texas, Virginia, and Washington. In Washington, CUB holds a registration certificate to provide competitive telecommunications services pursuant to Docket UT-130181.

CUB Parent is a Delaware corporation whose sole asset is CUB Holdings. As noted above, CUB Holdings is the immediate parent of CUB. CUB Holdings also owns other subsidiaries that, together with CUB, design, build, and operate competitive fiber and microwave-based networks

to provide data and voice services to education (K-12), healthcare, enterprise, and government customers in the United States.

Designated Contacts

Questions, correspondence or other communications concerning this filing should be directed to:

For CUB and CUB Parent:

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Description of the Transaction

CUB is a wholly-owned subsidiary of CUB Holdings, which in turn is wholly-owned by CUB Parent. CUB Parent is currently majority-owned, and thus controlled by CSC CUB Holdings, with CSC CUB Holdings owning 75.4 percent of CUB Parent's Class L shares.¹ CSC CUB Holdings is controlled by its general partner, Court Square Capital GP III, LLC ("CSC GP"). CSC GP also controls, in its role as general partner, the Court Square investment funds ("CSC Funds") that currently hold 84.3 percent of the economic units in CSC CUB Holdings. The remaining 24.6-percent interest in CUB Parent is held by other investors, including management personnel of CUB Holdings, CUB's immediate parent. One such investor, EagleCrest CUB LP, currently holds 8.7 percent of the Class L shares of CUB Parent, and holds the remaining 15.7-percent of the economic units in CSC CUB Holdings.

Through a series of simultaneous transactions to be consummated following the satisfaction of various closing conditions, the following will occur:

- CSC GP will resign as general partner of CSC CUB Holdings and the CSC Funds' economic interests in CSC CUB Holdings will be redeemed through a distribution of CUB Parent shares, with CSC CUB Holdings retaining (post-recapitalization) a direct 25.5-percent voting and economic interest in CUB Parent.

¹ Currently, CUB Parent has two classes of shares—Class L Common Stock held by CUB Holdings and other non-management investors, and Class A Common Stock held by management investors. As part of the Transaction, CUB Parent will be recapitalized and will have only one class of common stock.

- EagleCrest CUB GP, the general partner of EagleCrest CUB LP, will be appointed as the general partner of CSC CUB Holdings, thus acquiring a 100-percent voting interest in CSC CUB Holdings.
- EagleCrest CUB LP, which currently holds 8.7 percent of CUB Parent's Class L shares, will acquire from the CSC Funds and management investors shares representing (post-recapitalization) an additional 14.9-percent direct voting and economic interest in CUB Parent, bringing its total direct economic and voting interest in CUB Parent to 23.2 percent, and EagleCrest CUB GP's total indirect voting interest in CUB Parent to 48.7 percent.
- APG US will acquire from the CSC Funds and management investors a 49.9-percent voting and economic interest in CUB Parent.
- CUB Holdings management will hold the remaining 1.4-percent voting and economic interest in CUB Parent.

Thus, upon consummation of the Transaction, CUB will no longer be indirectly owned by CSC Funds and controlled by CSC GP. CUB will continue to be 100-percent indirectly owned and controlled by CUB Parent. No entity or individual will exercise *de jure* control over CUB Parent. Nevertheless, through a shareholders' agreement by and among CSC CUB Parent, CUB Holdings, EagleCrest CUB LP, and APG US, each of EagleCrest CUB GP and APG US will exercise negative control over CUB Parent.

For the Commission's reference, current and post-transaction organization charts are provided as **Exhibit A**.

Public Interest Considerations

The Transaction will serve the public interest, convenience, and necessity by providing CUB with access to Transferees' financial resources, permitting CUB to continue to provide robust communications solutions to its customers. Transferees are financially well-qualified to become the new owners of CUB, and after the closing of the Transaction, CUB will enjoy access to the financial resources and broad management expertise of Fiera Infrastructure and APG US.

The Transaction will have no adverse impact on customers and will not alter the manner of service delivery or billing. Immediately following the Transaction, CUB will continue to provide service at the same rates, terms, and conditions and without any interruption of service. CUB will continue to comply with existing contracts and tariffs, as applicable, subject to change in the ordinary course of business and in accordance with applicable law. Furthermore, the Transaction will not have an adverse effect on competition in the markets for intrastate and interstate telecommunications services. Transferees do not offer or provide telecommunications services in Washington.

Mark Johnson, Executive Director and Secretary
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Please acknowledge receipt and acceptance of this electronic filing. Please do not hesitate to contact us if you have any questions.

Respectfully submitted,



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Counsel for Conterra Ultra Broadband, LLC and
CUB Parent, Inc.



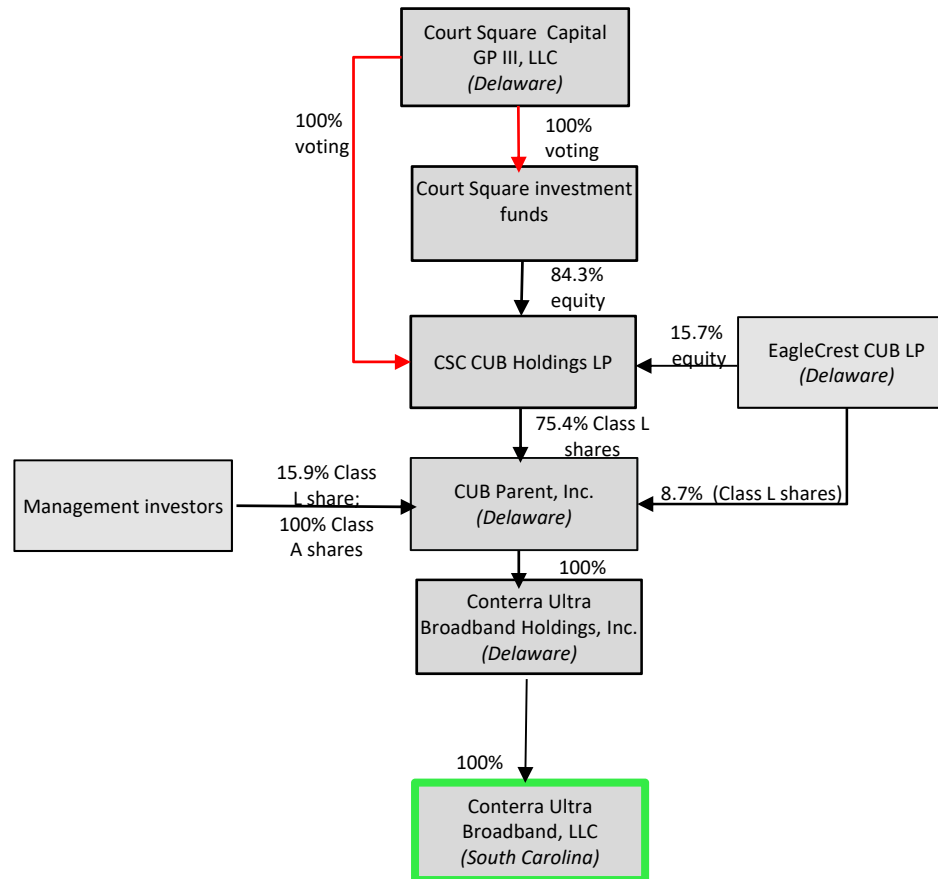
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Draden Investors, LLC

EXHIBIT A

Current and Post-Transaction Corporate Ownership Structure Charts

CUB PARENT, INC. PRE-CLOSE OWNERSHIP STRUCTURE



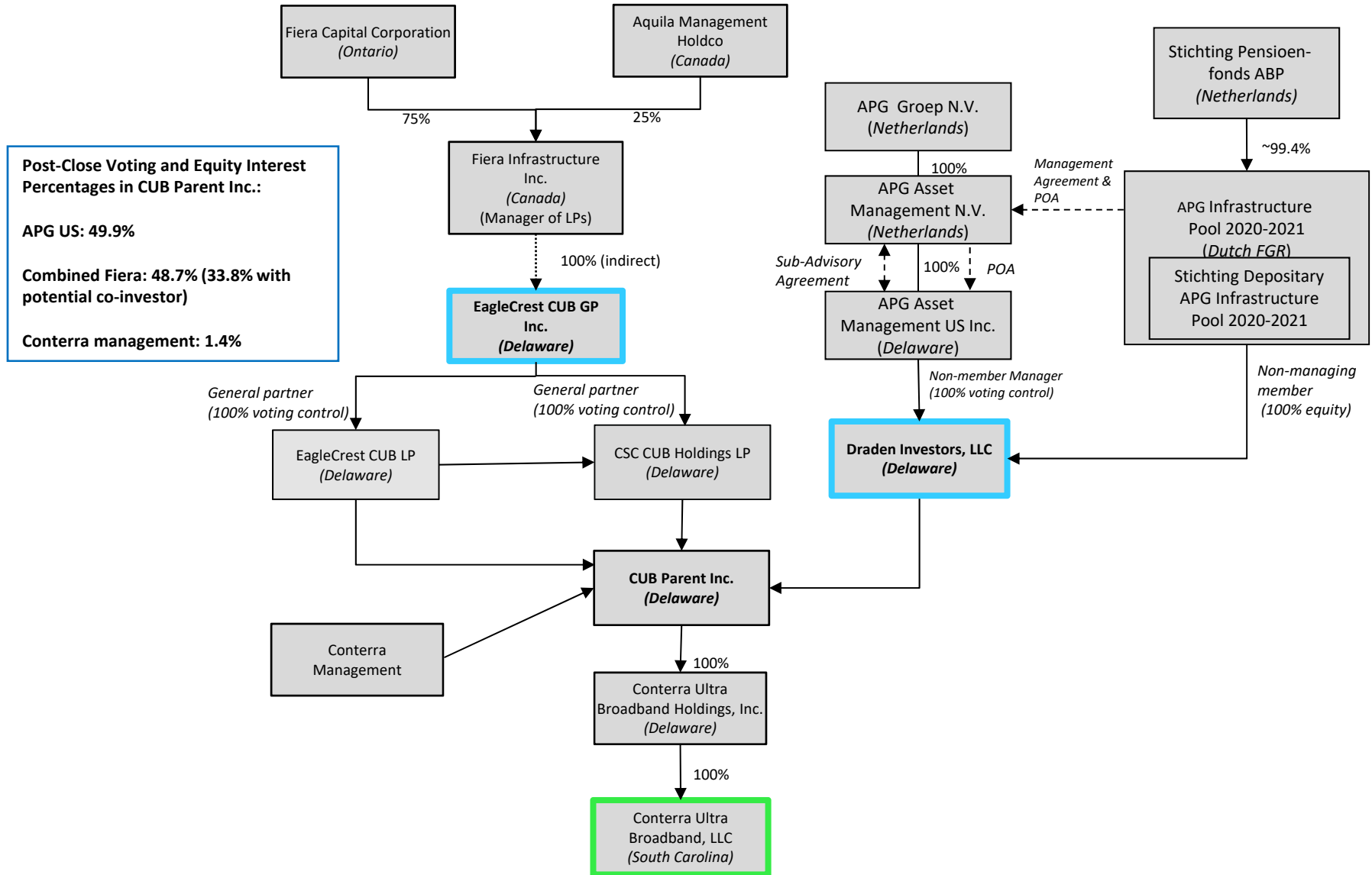
All interests are voting and equity unless otherwise stated; GP interests stated as voting interests; LP interests stated as economic interests.

Red arrows reflect GP or other control.

The WUTC-regulated entity is in the green box.

Other operating subsidiaries of CUB Parent, Inc. that do not hold authorizations in Washington have been omitted.

CUB PARENT, INC. POST-CLOSE OWNERSHIP STRUCTURE



Post-Close Voting and Equity Interest Percentages in CUB Parent Inc.:

APG US: 49.9%

Combined Fiera: 48.7% (33.8% with potential co-investor)

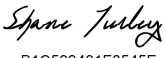
Conterra management: 1.4%

Other operating subsidiaries of CUB Parent, Inc. that do not hold authorizations in Washington have been omitted.

VERIFICATION

I, Shane Turley, state that I am Executive Vice President and General Counsel of CUB Parent, Inc., Conterra Ultra Broadband Holdings, Inc. and its subsidiary Conterra Ultra Broadband, LLC (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 thereof and the certifications contained therein regarding 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 this 1 day of October, 2020.

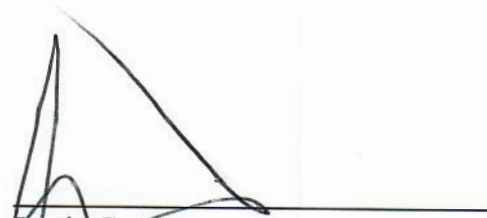
DocuSigned by:

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Shane Turley
Executive Vice President and General Counsel
CUB Parent, Inc.
Conterra Ultra Broadband Holdings, Inc.
Conterra Ultra Broadband, LLC

VERIFICATION

I, Jamie Crotin, state that I am Vice President of EagleCrest CUB GP Inc. (“EagleCrest CUB GP”); that I am authorized to make this Verification on behalf of EagleCrest CUB GP; that the foregoing filing was prepared under my direction and supervision; and that the contents with respect to EagleCrest CUB GP 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 30th day of September, 2020.

A handwritten signature in black ink, appearing to read 'Jamie Crotin', is written over a horizontal line. The signature is stylized with a prominent peak and a loop.

Jamie Crotin
Vice President
EagleCrest CUB GP Inc.

VERIFICATION

I, Ava Jacobi, state that I am an authorized signatory of APG Asset Management US Inc., the manager of Draden Investors, LLC (“APG US”); that I am authorized to make this Verification on behalf of APG US; that the foregoing filing was prepared under my direction and supervision; and that the contents with respect to APG US 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 30th day of September, 2020.



Ava Jacobi
Authorized Signatory
APG Asset Management US Inc., as manager of
Draden Investors, LLC

VERIFICATION

I, Mark Singer, state that I am an authorized signatory of APG Asset Management US Inc., the manager of Draden Investors, LLC (“APG US”); that I am authorized to make this Verification on behalf of APG US; that the foregoing filing was prepared under my direction and supervision; and that the contents with respect to APG US 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 30th day of September, 2020.



Mark Singer
Authorized Signatory
APG Asset Management US Inc., as manager of
Draden Investors, LLC