

**STATE OF NEW JERSEY
BOARD OF PUBLIC UTILITIES**

Verified Petition of)	
)	
ZenFi Networks, LLC, Cross River Fiber)	
LLC, and Cross River Fiber NJ LLC)	
)	
and)	
)	Docket No. _____
BAI Communications US Holdings II LLC)	
)	
For Approval of a Change of Control of)	
)	
ZenFi Networks, LLC, Cross River Fiber)	
LLC, and Cross River Fiber NJ LLC)	

VERIFIED PETITION FOR APPROVAL OF A CHANGE OF CONTROL

1. Pursuant to N.J.S.A. § 48:2-51.1 and N.J.A.C. 14:1-5.14, ZenFi Networks, LLC (“ZenFi” or “Transferor”), Cross River Fiber LLC (“Cross River Fiber”), Cross River Fiber NJ LLC (“Cross River Fiber NJ,” and together with ZenFi and Cross River Fiber, “Licensees”), and BAI Communications US Holdings II LLC (“BAI” or “Transferee,” and together with Licensees, “Petitioners”), respectfully request Board approval to consummate a transaction (“Transaction”) that will result in a change of control of ZenFi and its subsidiaries Cross River Fiber and Cross River Fiber NJ LLC. As a result of the Transaction, Licensees will become indirect subsidiaries of BAI, which is ultimately majority owned and controlled by the Canada Pension Plan Investment Board (“CPPIB”).

2. The Transaction will not affect the day-to-day management or operations of Licensees, and will not involve an assignment of operating authority, assets, or customers. In addition, the Transaction will serve the public interest by providing Licensees with additional management expertise and financial resources that will enhance their ability to maintain and

improve their networks and services and, in turn, enable them to better serve their customers and compete in the communications marketplace.

I. DESCRIPTION OF PETITIONERS

A. ZenFi Networks, LLC and Cross River Fiber LLC

3. ZenFi Networks, LLC is a Delaware limited liability company that maintains its headquarters at 3-40 48th Avenue, Long Island City, New York 11101. Attached hereto as Exhibit 1 are copies of ZenFi's Delaware Certificate of Formation and its registration with the New Jersey Department of State.

4. Cross River Fiber LLC, a direct, wholly owned subsidiary of ZenFi, is a Delaware limited liability company that maintains its headquarters at the same address. Attached hereto as Exhibit 2 are copies of Cross River Fiber's Delaware Certificate of Formation and its registration with the New Jersey Department of State.

5. Cross River Fiber NJ LLC, an indirect, wholly owned subsidiary of ZenFi, is a New Jersey limited liability company that maintains its headquarters at the same address. Attached hereto as Exhibit 3 are copies of Cross River Fiber NJ's New Jersey Certificate of Formation and its registration with the New Jersey Department of State.

6. Licensees each hold authority from the Board to provide facilities-based and resold local and interexchange telecommunications services in New Jersey.¹

¹ See *In the Matter of ZenFi Networks, Inc.'s Verified Petition To Provide Resold and Facilities-Based Local Exchange and Interexchange Telecommunications Services Throughout New Jersey*, Docket No. TE14080907, Order (issued Sept. 30, 2014); *In the Matter of the Petition of Cross River Fiber, Inc. for Authority To Provide Local Exchange and Interexchange Telecommunications Services Throughout the State of New Jersey*, Docket No. TE12040297, Order (issued June 18, 2012); *In the Matter of the Petition of Cross River Fiber, Inc. for Approval to Provide Local Exchange and Interexchange Telecommunications Services Throughout the State of New Jersey*, Docket No. TE11050320, Order (issued July 14, 2011). Current Cross River Fiber LLC sought and obtained authority from the Board as Cross River

7. Together, ZenFi and Cross River Fiber serve enterprise and carrier customers in New York and New Jersey through fiber networks that extend to data centers, carrier hotels, commercial facilities, wireless access points, and financial exchanges, among other locations.

8. ZenFi and Cross River Fiber's offerings include dark and lit fiber transport, cellular fronthaul and backhaul, and wholesale services.

9. ZenFi and Cross River Fiber also deploy and operate distributed antenna systems and small cell infrastructure in portions of their service areas.

10. Cross River Fiber NJ does not currently provide any regulated end-user telecommunications services in New Jersey.

B. BAI Communications US Holdings II LLC

11. BAI Communications US Holdings II LLC is a limited liability company that maintains its headquarters at 1400 Broadway, 17th Floor, New York, New York 10018.

12. BAI is ultimately majority owned and controlled by CPPIB.

13. Together, BAI and various of its subsidiaries comprise the BAI Communications Group, which designs, builds, manages, and maintains wireless and wireline infrastructure solutions across the globe, including neutral host distributed antenna systems, small cell systems, and Wi-Fi networks.

14. The BAI Communications Group is the majority owner of two communications infrastructure providers in the United States, Mobilitie, LLC (which enables wireless connectivity for sports and entertainment venues, commercial buildings, hotels, health care and educational facilities, and transportation systems, among other venues) and Transit Wireless,

Fiber, Inc., but subsequently was converted to a limited liability company. Cross River Fiber NJ LLC sought and obtained authority from the Board as Cross River Fiber, LLC, but subsequently changed its name to Cross River Fiber NJ LLC.

LLC (which builds and operates wireless networks and related infrastructure for transit systems, including the New York City subway, among other solutions).

15. One of the BAI Communications Group’s affiliates, BAI Communications Holdings NJ LLC, holds authority from the Commission to provide facilities-based and resold competitive local exchange telecommunications service in New Jersey.²

II. DESCRIPTION OF THE TRANSACTION

16. Pursuant to a Merger Agreement dated July 25, 2022, Transferee BAI will acquire ownership and control of Transferor ZenFi and its subsidiaries Cross River Fiber and Cross River Fiber NJ. In particular, ZenFi will merge with and into Earth Merger Sub LLC, a limited liability company and an affiliate of BAI (“Merger Sub”), with ZenFi surviving the merger as an indirect subsidiary of BAI, and Cross River Fiber and Cross River Fiber NJ becoming indirect subsidiaries of BAI.

17. Attached hereto as Exhibit 4 and Exhibit 5 are pre- and post-Transaction organizational charts summarizing the existing and proposed ownership structure of Licensees.³

III. REQUEST FOR APPROVAL AND PUBLIC INTEREST CONSIDERATIONS

² See *In the Matter of the Petition of BAI Communications US Holdings NJ LLC for Authority To Provide Competitive Local Exchange Telecommunications Services in the State of New Jersey*, Docket No. TE21121250, Order (issued Mar. 9, 2022). The transfer of that authority to another affiliate of the BAI Communications Group, Mobilitie, LLC, is the subject of a petition that currently is pending before the Board. See *Verified Petition of BAI Communications US Holdings NJ LLC for Approval of a Restructuring and Internal Merger*, Docket No. TM22060375 (filed Apr. 22, 2022).

³ The currently pending petition identified in note 2, *supra*, involves an internal restructuring of the BAI Communications Group. BAI anticipates that this internal restructuring will be completed before the Transaction is consummated. Accordingly, the post-Transaction organizational chart in Exhibit 4 depicts the proposed ownership structure of Licensees as it will exist following the internal restructuring.

18. The Transaction satisfies the statutory criteria for changes of control pursuant to N.J.S.A. § 48:2-51.1 and will serve the public interest.

19. The change of control of Licensees will not involve any assignment of operating authority, assets, or customers.

20. In addition, Licensees' current highly experienced and well-qualified management, technical, and operational teams will continue to be responsible for the day-to-day operations of their business following consummation of the Transaction.

21. As a result of the Transaction, however, Licensees will be able to draw upon the expertise and decades of experience of the BAI Communications Group with respect to the deployment and management of communications infrastructure and the provision of communications services.

22. Moreover, the Transaction will not negatively affect the capitalization or financial condition of Licensees.

23. Instead, it will strengthen Licensees' financial positions by providing them with access to the increased financial resources of the BAI Communications Group and, ultimately, CPPIB.

24. The management, financial, and other resources newly made available to Licensees as a result of the Transaction will enhance their networks and services to the benefit of their customers.

25. In addition, the Transaction will not result in any discontinuance of service or change of provider for any customers, and it will not involve the assignment of any operating authority.

26. Accordingly, the Transaction will be seamless to customers, who will continue to receive the same services at the same rates, subject to the same terms and conditions, and in the same geographic areas as they do today.

27. Further, the Transaction will not adversely affect competition because it will not result in any reduction in the number of competitors serving the market.

28. Indeed, following the Transaction, customers will continue to have access to the same competitive alternatives that they do today.

IV. DESIGNATED CONTACTS

All correspondence and communications with respect to this Petition should be addressed or directed as follows:

For BAI:

Michael A. Gruin
Stevens & Lee
17 North 2nd Street
16th Floor
Harrisburg, PA 17101
Tel: (717) 255-7365
Fax: (610) 988-0852
michael.gruin@stevenslee.com

with copies to:

Matthew A. Brill
Alexander L. Stout
Michael H. Herman
Latham & Watkins LLP
555 Eleventh Street, NW
Suite 1000
Washington, DC 20004
Tel: (202) 637-2200
Fax: (202) 637-2201
matthew.brill@lw.com
alexander.stout@lw.com
michael.herman@lw.com

For Licensees:

David E. Bronston
Phillips Lytle LLP
620 Eighth Avenue
38th Floor
New York, NY 10018
Tel: (212) 508-0470
Fax: (212) 308-9079
dbronston@phillipslytle.com

V. CONCLUSION

For the foregoing reasons, the public interest, convenience, and necessity will be furthered by approval of the Transaction. Petitioners respectfully request that the Board authorize the change of control of Licensees to BAI.

Respectfully submitted,

/s/ David E. Bronston

/s/ Michael A. Gruin

David E. Bronston
Phillips Lytle LLP
620 Eighth Avenue
38th Floor
New York, NY 10018
Tel: (212) 508-0470
Fax: (212) 308-9079
dbronston@phillipslytle.com

Michael A. Gruin
Stevens & Lee
17 North 2nd Street
16th Floor
Harrisburg, PA 17101
Tel: (717) 255-7365
Fax: (610) 988-0852
michael.gruin@stevenslee.com

*Counsel for ZenFi, Cross River Fiber,
and Cross River Fiber NJ*

Matthew A. Brill
Alexander L. Stout
Michael H. Herman
Latham & Watkins LLP
555 Eleventh Street NW
Suite 1000
Washington, DC 20004
Tel: (202) 637-2200
matthew.brill@lw.com
alexander.stout@lw.com
michael.herman@lw.com

July 26, 2022

Counsel for BAI

EXHIBIT 1

**ZenFi Networks, LLC
Delaware Certificate of Formation and New Jersey Registration**

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "ZENFI NETWORKS, INC.", FILED IN THIS OFFICE ON THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2013, AT 11:52 O'CLOCK A.M.

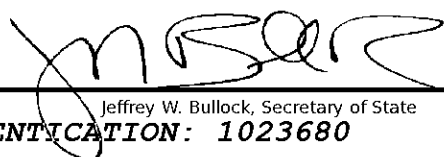
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



5458109 8100

131493601

You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1023680

DATE: 12-31-13

CERTIFICATE OF INCORPORATION

FIRST: The name of this corporation shall be: ZENFI NETWORKS, INC.

SECOND: Its registered office in the State of Delaware is to be located at 2711 Centerville Road, Suite 400, in the City of Wilmington, County of New Castle, 19808, and its registered agent at such address is Corporation Service Company.

THIRD: The purpose or purposes of the corporation shall be:

To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

FOURTH: The total number of shares of stock which this corporation is authorized to issue is Three Thousand (3,000) shares of common stock, at no par value.

FIFTH: The name and address of the incorporator is as follows:

Corporation Service Company
2711 Centerville Road, Suite 400
Wilmington, DE 19808

SIXTH: The Board of Directors shall have the power to adopt, amend or repeal the by-laws.

SEVENTH: No director shall be personally liable to the Corporation or its stockholders for monetary damages for any breach of fiduciary duty by such director as a director. Notwithstanding the foregoing sentence, a director shall be liable to the extent provided by applicable law, (i) for breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) pursuant to Section 174 of the Delaware General Corporation Law or (iv) for any transaction from which the director derived an improper personal benefit. No amendment to or repeal of this Article Seventh shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment.

IN WITNESS WHEREOF, the undersigned, being the incorporator herein before named, has executed signed and acknowledged this Certificate of Incorporation this 31st day of December, 2013.

Corporation Service Company, Incorporator

By: /s/ Ryan Thomas

Name: Ryan Thomas

Assistant Secretary

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "ZENFI NETWORKS, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "ZENFI NETWORKS, INC." TO "ZENFI NETWORKS, LLC", FILED IN THIS OFFICE ON THE THIRTY-FIRST DAY OF AUGUST, A.D. 2018, AT 11:10 O'CLOCK A.M.



5458109 8100V
SR# 20186454817

You may verify this certificate online at corp.delaware.gov/authver.shtml

A handwritten signature in black ink, appearing to read "JB", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

Jeffrey W. Bullock, Secretary of State

Authentication: 203348577
Date: 08-31-18

State of Delaware
Secretary of State
Division of Corporations
Delivered 11:10 AM 08/31/2018
FILED 11:10 AM 08/31/2018
SR 20186454817 - File Number 5458109

**STATE OF DELAWARE
CERTIFICATE OF CONVERSION
FROM A CORPORATION TO A
LIMITED LIABILITY COMPANY PURSUANT TO
SECTION 18-214 OF THE LIMITED LIABILITY ACT**

- 1) The jurisdiction where the corporation first formed is Delaware.
- 2) The jurisdiction immediately prior to filing this Certificate is Delaware.
- 3) The date the corporation first formed is December 31, 2013.
- 4) The name of the Corporation immediately prior to filing this Certificate is ZenFi Networks, Inc.
- 5) The name of the Limited Liability Company as set forth in the Certificate of Formation is ZenFi Networks, LLC.

IN WITNESS WHEREOF, the undersigned has executed this Certificate on the 31st day of August, 2018.

By: 
Raymond M. LaChance
Authorized Person

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF
DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND
CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "ZENFI
NETWORKS, LLC" FILED IN THIS OFFICE ON THE THIRTY-FIRST DAY OF
AUGUST, A.D. 2018, AT 11:10 O'CLOCK A.M.



5458109 8100V
SR# 20186454817

You may verify this certificate online at corp.delaware.gov/authver.shtml

A handwritten signature in black ink, appearing to read "JB", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

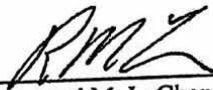
Jeffrey W. Bullock, Secretary of State

Authentication: 203348577
Date: 08-31-18

**CERTIFICATE OF FORMATION
OF
ZENFI NETWORKS, LLC**

1. The name of the limited liability company is ZenFi Networks, LLC.
2. The address of its registered office in the State of Delaware is 251 Little Falls Drive, Wilmington, Delaware 19808. The name of its registered agent at such address is Corporation Service Company.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation of ZenFi Networks, LLC this 31st day of August, 2018.



Raymond M. LaChance
Authorized Person

Mail to: PO Box 308
Trenton, NJ 08646

STATE OF NEW JERSEY
DIVISION OF REVENUE

Overnight to: 33 West State St.
5th Floor
Trenton, NJ 08608-1214

"FEE REQUIRED" PUBLIC RECORDS FILING FOR NEW BUSINESS ENTITY

Fill out all information below INCLUDING INFORMATION FOR ITEM 11, and sign in the space provided. Please note that once filed, this form constitutes your original certificate of incorporation/formation/registration/authority, and the information contained in the filed form is considered public. Refer to the instructions for delivery/return options, filing fees and field-by-field requirements. Remember to remit the appropriate fee amount. Use attachments if more space is required for any field, or if you wish to add articles for the public record.

1. Business Name: ZenFI Networks, LLC

2. Type of Business Entity: F L C
(See Instructions for Codes, Page 21, Item 2)

3. Business Purpose : operation of fiber optic network
(See Instructions, Page 22, Item 3)

4. Stock (Domestic Corporations only; LLCs and Non-Profit leave blank):

5. Duration (If Indefinite or Perpetual, leave blank):

6. State of Formation/Incorporation (Foreign Entities Only):
Delaware

7. Date of Formation/Incorporation (Foreign Entities Only):
12/31/2013

8. Contact Information:
Registered Agent Name: Corporation Service Company

Registered Office:
(Must be a New Jersey street address)
Princeton South Corporate Ctr, Suite 160
Street 100 Charles Ewing Boulevard

Main Business or Principal Business Address:

Street 90 White Street

City Ewing Zip 08628

City New York State NY Zip 10013

FILED

SEP - 4 2018

STATE TREASURER

9. Management (Domestic Corporations and Limited Partnerships Only)

- For-Profit and Professional Corporations list initial Board of Directors, minimum of 1;
- Domestic Non-Profits list Board of Trustees, minimum of 3;
- Limited Partnerships list all General Partners.

0600453898

Name	Street Address	City	State	Zip

The signatures below certify that the business entity has complied with all applicable filing requirements pursuant to the laws of the State of New Jersey.

10. Incorporators (Domestic Corporations Only, minimum of 1)

Name	Street Address	City	State	Zip

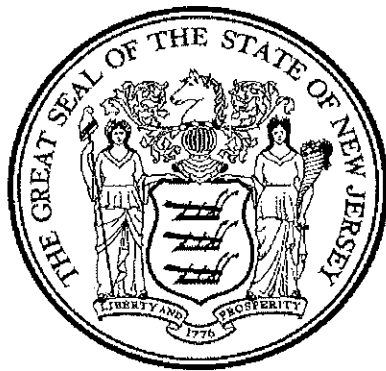
Signature(s) for the Public Record (See Instructions for Information on Signature Requirements)

Signature	Name	Title	Date
Robert Sokota	Robert Sokota	Chief Administrative Officer	9/4/2018

STATE OF NEW JERSEY
DEPARTMENT OF THE TREASURY
CERTIFICATE OF AUTHORITY

ZENFI NETWORKS, LLC
0600453898

I, the Treasurer of the State of New Jersey, do hereby certify that the above-named Foreign Limited Liability Company organized under the laws of Delaware, has complied with all the requirements of Title 42:2C of the New Jersey Statutes, and that the business or activity of said Foreign Limited Liability Company to be carried on within the State of New Jersey is such as may be lawfully carried on by Foreign Limited Liability Company filed under the laws of this State for similar business or activity. The Certificate of Authority was duly filed September 4th, 2018.



Certificate Number: 140811375

Verify this certificate online at

https://www1.state.nj.us/TYTR_StandingCert/JSP/Verify_Cert.jsp

*IN TESTIMONY WHEREOF, I have
hereunto set my hand and affixed
my Official Seal at Trenton, this
5th day of September, 2018*

Elizabeth Maher Muoio
State Treasurer

EXHIBIT 2

**Cross River Fiber LLC
Delaware Certificate of Formation and New Jersey Registration**

Delaware

PAGE 1

The First State


I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "CROSS RIVER FIBER, INC.", FILED IN THIS OFFICE ON THE TWENTY-SECOND DAY OF DECEMBER, A.D. 2011, AT 5:52 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

5085535 8100

111330946




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9252959

DATE: 12-23-11

CERTIFICATE OF INCORPORATION

OF

CROSS RIVER FIBER, INC.

The undersigned, a natural person, for the purpose of organizing a corporation for conducting the business and promoting the purposes hereinafter stated, under the provisions and subject to the requirements of the laws of the State of Delaware (particularly Chapter 1, Title 8 of the Delaware Code and the acts amendatory thereof and supplemental thereto, and known, identified, and referred to as the General Corporation Law of the State of Delaware (the "**DGCL**")), hereby certifies that:

FIRST: The name of this corporation is Cross River Fiber, Inc. (the "**Corporation**").

SECOND: The address of the registered office of the Corporation in the State of Delaware is 2711 Centerville Road, Suite 400, Wilmington, Delaware 19808, New Castle County. The name of its registered agent at such address is Corporation Service Company.

THIRD: The purpose or purposes for which the corporation is organized to engage in any activity within the purposes for which corporations may be organized under the DGCL.

FOURTH: The name and address of the incorporator is as follows:

James F Fitzsimmons, Esq.
Budd Lamer, P.C.
150 John F. Kennedy Parkway, 3rd Floor
Short Hills, New Jersey 07078

FIFTH: The number of Directors of the Corporation shall be fixed from time to time by a bylaw or an amendment thereof duly adopted by the board of directors or the stockholders

SIXTH: The total number of shares of all classes of stock which the Corporation shall have authority to issue is twelve thousand (12,000) shares of Common Stock, \$0.0001 par value per share ("**Common Stock**"). The holders of the Common Stock are entitled to one vote for each share of Common Stock held at all meetings of stockholders (and written actions in lieu of meetings). There shall be no cumulative voting. The number of authorized shares of Common Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of shares of capital stock of the Corporation representing a majority of the votes represented by all outstanding shares of capital stock of the Corporation entitled to vote.

SEVENTH: Subject to any additional vote required by this Certificate of Incorporation or the Corporation's Bylaws, in furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, repeal, alter, amend and rescind any or all of the Bylaws of the Corporation.

EIGHTH: Elections of directors need not be by written ballot unless the Bylaws of the Corporation shall so provide.

NINTH: Meetings of stockholders may be held within or without the State of Delaware, as the Bylaws of the Corporation may provide. The books of the Corporation may be kept

outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws of the Corporation.

TENTH: To the fullest extent permitted by law, a director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. If the DGCL or any other law of the State of Delaware is amended after approval by the stockholders of this Article Tenth to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the DGCL as so amended.

Any repeal or modification of the foregoing provisions of this Article Tenth by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of, or increase the liability of any director of the Corporation with respect to any acts or omissions of such director occurring prior to, such repeal or modification.

ELEVENTH: Indemnification and exculpation of stockholders, Directors, officers and other agents of the Corporation shall be as follows:

1. **Limitation of Liability.** The debts, obligations and liabilities of the Corporation, whether arising in contract, tort or otherwise, shall be solely the debts, obligations and liabilities of the Corporation, and no stockholder, Director or officer shall be obligated personally for any such debt, obligation or liability of the Corporation solely by reason of being a stockholder, Director or officer.

2. **Indemnification.** The Corporation shall indemnify, in accordance with and to the full extent now or hereafter permitted by law, any individual, corporation, partnership (general or limited), association, limited liability company, trust, estate or other entity ("**Person**") who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (including, without limitation, an action by or in the right of the Corporation) by reason of the fact that such Person is or was a stockholder, Director, or officer of the Corporation or any subsidiary thereof (and the Corporation may so indemnify a Person by reason of the fact that such Person is or was an employee or agent of the Corporation or any subsidiary thereof, or may so indemnify a Person by reason of the fact that such Person is or was an employee or agent of the Corporation or any subsidiary thereof, or is or was serving at the request of the Corporation as an employee, officer, director, trustee, Director or agent of another Person), against any liabilities, expenses (including, without limitation, attorneys' fees and expenses and any other costs and expenses incurred in connection with defending such action, suit or proceeding), judgments, fines and amounts paid in settlement actually and reasonably incurred by such Person in connection with such action, suit or proceeding if such Person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption (a) that the Person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Corporation, or (b) with respect to any criminal action or proceeding, that the Person had reasonable cause to believe that his or her conduct was unlawful.

3. **Advancement of Expenses.** Expenses (including, without limitation, reasonable attorneys' fees and expenses) incurred by a stockholder, Director or officer of the Corporation in defending a civil, criminal, administrative or investigative action, suit or proceeding for which indemnity may be available shall be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the stockholder, Director, or officer to

repay such amount if it shall ultimately be determined that such stockholder, Director, or officer is not entitled to be indemnified by the Corporation under this Article Eleventh or under any other contract or agreement between such stockholder, Director, or officer and the Corporation. Such expenses (including attorneys' fees) incurred by employees or agents of the Corporation or any subsidiary thereof may be so paid upon the receipt of the aforesaid undertaking and such terms and conditions, if any, as the Board deems appropriate.

4. **Rights Not Exclusive.** The indemnification and advancement of expenses provided by this Article Eleventh shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any agreement, vote of stockholders or otherwise, both as to action in such Person's official capacity as a stockholder, Director or officer and as to action in another capacity while holding such office.

5. **Insurance.** The Corporation may purchase and maintain insurance on behalf of any Person who is or was a stockholder, Director, officer, employee or agent of the Corporation or any subsidiary thereof, or is or was serving at the request of the Corporation as an employee, officer, director, Director, trustee or agent of another Person, against any liability asserted against such Person and incurred by such Person in any such capacity, or arising out of such Person's status as such, whether or not such Person would be entitled to indemnity against such liability under the provisions of this Article Eleventh.

6. **Exculpation.** Notwithstanding anything to the contrary set forth in this Agreement, no Director or officer shall be liable to the Corporation or to any stockholder for monetary damages for any losses, claims, damages or liabilities arising from any act or omission of such Director or officer arising out of or in connection with this Agreement or the business or affairs of the Corporation or any subsidiary thereof, unless, and then only to the extent that, such act or omission (1) is attributable to such Person's fraud, bad faith, willful misconduct or gross negligence or (2) was clearly outside the scope of authority granted to such Person under this Certificate of Incorporation and the Corporation's Bylaws.

7. **Successors.** The indemnification and advancement of expenses provided by, or granted pursuant to, this Article Eleventh shall continue as to a Person who has ceased to be a trustee, member, director, officer, employee or agent of the Corporation and shall inure to the benefit of the successors, heirs, executors and administrators of such a Person.

8. **Certain References.** For purposes of this Article Eleventh, references to "the Corporation" shall include, in addition to the resulting business entity, any constituent Person (including any constituent of a constituent) absorbed in a consolidation or merger which, if its separate existence had continued, would have had power and authority to indemnify the Board, trustees, members, directors, officers, employees or agents, so that any Person who is or was the Board, trustee, member, director, officer, Director, employee or agent of such constituent Person, or is or was serving at the request of such constituent business entity as the Board, trustee, member, director, officer, Director, employee or agent of another Person, shall stand in the same position under the provisions of this Article Eleventh with respect to the resulting or surviving Person as he would have with respect to such constituent Person if its separate existence had continued. In addition, for purposes of this Article Eleventh, references to "Person" shall include employee benefit plans; references to "fines" shall include any excise taxes assessed on a Person with respect to an employee benefit plan; and references to serving at the request of any Person shall include any service as a trustee, member, director, officer, Director, employee or agent of such business entity which imposes duties on, or involves services by, such trustee, member, director, officer, Director, employee or agent with respect to an employee benefit plan, its participants, or beneficiaries.

TWELFTH: Duties of stockholders, Directors or officers of the Corporation shall be subject to the following:

1. **Conflicts of Interest.** A stockholder or Director does not violate a duty or obligation to the Corporation merely because such Person's conduct furthers such Person's own interest. A stockholder or Director may lend money to, lease real or personal property to and transact other business with the Corporation. The rights and obligations of a stockholder or Director who lends money to, leases real or personal property to or transacts business with the Corporation are the same as those of a Person who is not a stockholder or Director, subject to other applicable law. No transaction with the Corporation shall be voidable solely because a stockholder or Director has a direct or indirect interest in the transaction if the transaction is fair and reasonable to the Corporation.

2. **Other Businesses.** Except as otherwise provided in this Certificate of Incorporation or the Corporation's Bylaws, or in any stockholders agreement or other agreement between the Corporation and a stockholder, Director or officer of the Corporation, (i) no Director or officer of the Corporation shall be required to manage the Corporation as his or her sole and exclusive function, (ii) each stockholder, Director and/or officer may have other business interests and may engage in other activities in addition to those relating to the Corporation, (iii) neither the Corporation nor any stockholder shall have any right, by virtue of this Agreement, to share or participate in such other investments or activities of a stockholder, Director or officer or to the income or proceeds derived therefrom, (iv) no stockholder, Director or officer shall incur liability to the Corporation or to any of the stockholders as a result of engaging in any other business or venture and (v) no stockholder, Director and/or officer shall have any obligation to present any business opportunity to the Corporation, even if the opportunity is one that the Corporation might reasonably have pursued or had the ability or desire to pursue if granted the opportunity to do so, and the stockholder, Director and/or officer shall have the right to take for its own account (individually or as a partner, stockholder, member, fiduciary or otherwise) or to recommend to others any such particular business opportunity.

3. **No Duties of Stockholders.** Except as specifically set forth in this Certificate of Incorporation or the Corporation's Bylaws, or in any stockholders agreement or other agreement between the Corporation and a stockholder, to the fullest extent permitted by applicable law, no stockholder shall, in its capacity as a stockholder, have any duty (fiduciary or otherwise) to the Corporation or to any other stockholder otherwise existing at law or in equity. Notwithstanding anything to the contrary in this paragraph, to the extent that, at law or in equity, a stockholder has duties (including fiduciary duties) and liabilities relating thereto (in each case if not specifically set forth in this Agreement) to the Corporation, any stockholder or any other Person, such stockholder shall not be liable to the Corporation, any stockholder or any other Person that is a party to or is otherwise bound by this Agreement for breach of duties (including fiduciary duties) arising solely in its capacity as a stockholder, and the provisions of this Agreement, to the extent that they restrict or eliminate the duties (including fiduciary duties) and liability of a stockholder (to the extent arising solely in its capacity as a stockholder) to the Corporation or any other Person who is bound by this Certificate of Incorporation otherwise existing at law or in equity, are agreed by the parties hereto to replace such other duties and liabilities of such stockholder.

THIRTEENTH: Unless the Corporation consents in writing to the selection of an alternative forum, the Court of Chancery in the State of Delaware shall be the sole and exclusive forum for (i) any derivative action or proceeding brought on behalf of the Corporation, (ii) any action asserting a claim of breach of fiduciary duty owed by any director, officer or other employee of the Corporation to the Corporation or the Corporation's stockholders, (iii) any action asserting a claim arising pursuant to any provision of the DGCL or the Corporation's certificate of incorporation or bylaws or (iv) any action asserting a claim governed by the internal affairs doctrine.

FOURTEENTH: Whenever a compromise or arrangement is proposed between the Corporation and its creditors or any class of them and/or between the Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of the Corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for the Corporation under the provisions of Section 291 of the DGCL or on the application of trustees in dissolution or of any receiver or receivers appointed for the Corporation under the provisions of Section 279 of the DGCL, order a meeting of the creditors or class of creditors, and/or the stockholders or a class of stockholders of the Corporation as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the Corporation, as the case may be, agrees to any compromise or arrangement and to any reorganization of the Corporation as a consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which said application has been made, be binding on all of the creditors or class of creditors, and/or the stockholders or class of stockholders, of the Corporation, as the case may be, and also on the Corporation.

FIFTEENTH: If any date upon which an action or a transaction is to take place falls on a Saturday, Sunday or a legal holiday which is not a business day (i.e., a day of the year on which national banking institutions in Delaware are open to the public for conducting business and are not required or authorized to close), then the action or transaction shall take place on the first business day immediately following that date.

SIXTEENTH: The provisions of this Certificate of Incorporation are independent of and separable from each other, and no provision shall be affected or rendered invalid or unenforceable by virtue of the fact that for any reason any other or others of them may be invalid or unenforceable in whole or in part.

SEVENTEENTH: The titles of the sections and subsections of this Certificate of Incorporation are for convenience of reference only and are not to be considered in construing this Certificate of Incorporation.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, this Certificate of Incorporation of Cross River Fiber, Inc.
has been executed this 22nd day of December, 2011.

By: 

James F. Fitzsimmons, Incorporator

Delaware

PAGE 1

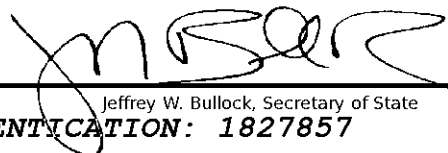
The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "CROSS RIVER FIBER, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "CROSS RIVER FIBER, INC." TO "CROSS RIVER FIBER LLC", FILED IN THIS OFFICE ON THE THIRTY-FIRST DAY OF OCTOBER, A.D. 2014, AT 2:56 O'CLOCK P.M.

5085535 8100V

141358963




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1827857

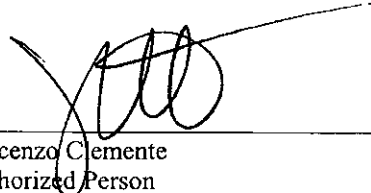
DATE: 10-31-14

**CERTIFICATE OF CONVERSION OF
CROSS RIVER FIBER, INC.,
a Delaware corporation
TO
CROSS RIVER FIBER LLC,
a Delaware limited liability company**

Pursuant to Section 18-214 of the Delaware Limited Liability Company Act, Cross River Fiber, Inc., a Delaware corporation (the "Corporation"), submits the following Certificate of Conversion.

1. The date on which and jurisdiction where the Corporation was incorporated is December 22, 2011 in the State of Delaware.
2. The name of the Corporation immediately prior to the filing of the Certificate of Conversion is Cross River Fiber, Inc.
3. The name of the limited liability company as set forth in its Certificate of Formation is Cross River Fiber LLC.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Conversion this 31st day of October, 2014.



Vincenzo Clemente
Authorized Person

Oct. 31. 2014 3:04PM

No. 8080

FLC

Mail to: PO Box 399
Trenton, NJ 08646STATE OF NEW JERSEY
DIVISION OF REVENUE

Overnight to:

33 West State St.
5th Floor
Trenton, NJ 08608-1214

"FEE REQUIRED"

PUBLIC RECORDS FILING FOR NEW BUSINESS ENTITY

FILED

OCT 31 2014

STATE TREASURER

Fill out all information below INCLUDING INFORMATION FOR ITEM 11, and sign in the space this form constitutes your original certificate of incorporation/formation/registration/authority, and form is considered public. Refer to the instructions for delivery/return options, filing fees and field; remit the appropriate fee amount. Use attachments if more space is required for any field, or if you w

1. Business Name: Cross River Fiber LLC

0600415357

2. Type of Business Entity: F L C
(See Instructions for Codes, Page 21, Item 2)3. Business Purpose: dark fiber provider
(See Instructions, Page 22, Item 3)

4. Stock (Domestic Corporations only; LLCs and Non-Profit leave blank):

5. Duration (If Indefinite or Perpetual, leave blank):

6. State of Formation/Incorporation (Foreign Entities Only):

Delaware

7. Date of Formation/Incorporation (Foreign Entities Only):

December 22, 2011

8. Contact Information:

Registered Agent Name: Vincenzo Clemente, Chief Executive Officer and President

Registered Office:

(Must be a New Jersey street address)

Main Business or Principal Business Address:

Street 382 Springfield Avenue, Suite 409

Street 382 Springfield Avenue, Suite 409

City Summit

Zip 07901

City Summit

State NJ

Zip 07901

9. Management (Domestic Corporations and Limited Partnerships Only)

- For-Profit and Professional Corporations list initial Board of Directors, minimum of 1;
- Domestic Non-Profits list Board of Trustees, minimum of 3;
- Limited Partnerships list all General Partners.

Name

Street Address

City

State

Zip

The signatures below certify that the business entity has complied with all applicable filing requirements pursuant to the laws of the State of New Jersey.

10. Incorporators (Domestic Corporations Only, minimum of 1)

Name

Street Address

City

State

Zip

Signature(s) for the Public Record (See instructions for Information on Signature Requirements)

S2703942
J4815300
J4815301

Signature

Name

Title

Date

Vincenzo Clemente

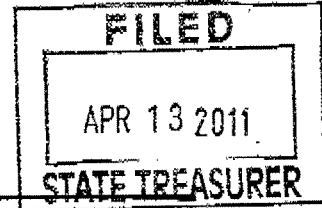
Manager

10/31/14

EXHIBIT 3

**Cross River Fiber NJ LLC
New Jersey Certificate of Formation and New Jersey Registration**

CERTIFICATE OF FORMATION
OF
CROSS RIVER FIBER, LLC



The undersigned, desirous of forming a limited liability company in accordance with the laws of the State of New Jersey, hereby states the following:

0000372495

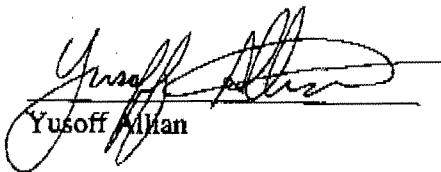
(1) The name of the limited liability company is Cross River Fiber, LLC (the "Company").

(2) The address of the registered office of the Company is 830 Bear Tavern Road, West Trenton, NJ 08628. The Company's registered agent at that address is Corporation Service Company.

(3) The Company shall have perpetual existence.

The undersigned represents that this filing complies with requirements detailed in N.J.S.A. 42:2B-1, et seq.

The undersigned hereby attests that he is authorized to sign this Certificate on behalf of the Company.


Yusoff Alihan

DATED: April 7, 2011

2402697
4318290

STATE OF NEW JERSEY - DIVISION OF REVENUE
REQUEST FOR CHANGE OF REGISTRATION INFORMATIONMAIL TO: PO BOX 252
TRENTON, NJ
08646-0252
NO FEE REQUIRED

Use this form to report any change in filing status, business activity, or to change your identification information such as identification number, business and/or trade name, business address, mailing address, etc. **DO NOT** use this form for a change in ownership or an incorporation of a business. A NJ-REG must be completed for these changes.

A. CURRENT INFORMATION (must be completed to process this form)FEIN 45-1732130Name Cross River Fiber, LLCAddress 33 Wood Avenue South, Suite 600, Iselin, NJ 08830**B. CHANGES TO IDENTIFICATION INFORMATION**FEIN

4	5	-	1	7	3	2	1	3	8
---	---	---	---	---	---	---	---	---	---

Reason for change of FEIN Entered incorrectly during online reg.Business Name Cross River Fiber, LLC

(Corporations authorized by the NJ State Treasurer must file a corporate name change amendment, pg. 39)

Trade Name _____

Business Location: (Do not use P. O. Box for location address)

Street 33 Wood Avenue South, Suite 600City Iselin State

N	J
---	---

Zip Code

0	8	8	3	0	-				
---	---	---	---	---	---	--	--	--	--

(Give 9-digit Zip)

Mailing Name and Address:

Name Cross River Fiber, LLCStreet 33 Wood Avenue South, Suite 600City Iselin State

N	J
---	---

Zip Code

0	8	8	3	0	-				
---	---	---	---	---	---	--	--	--	--

(Give 9-digit Zip)

C. Contact Information: Contact Person: Vincenzo ClementeTitle: President & CEODaytime Phone: (908) 400 - 4250E-mail address: vclemente@crossriverfiber.com**D. IF SEASONAL, CIRCLE MONTHS BUSINESS WILL BE OPEN:**JAN FEB MAR
☐ ☐ ☐APR MAY JUN
☐ ☐ ☐JUL AUG SEPT
☐ ☐ ☐OCT NOV DEC
☐ ☐ ☐**E. CHANGES IN OWNERSHIP OR CORPORATE OFFICERS**

- Name (Last Name, First, MI) - Indicate new or resigning officer/owner and effective date of change	- Social Security Number - Title	- Home address (Street, City, State, Zip)	% Ownership

F. CHANGES IN FILING STATUS AND BUSINESS ACTIVITYProprietorship/Partnership

Date

☐ Business Sold or Discontinued☐ Business Incorporated☐ Owner DeceasedCorporate Entities

Important: Corporate entities may not use this form to dissolve, cancel, withdraw, merge, or consolidate. Forms and instructions for these changes may be obtained online at www.state.nj.us/njbgs/ or by calling the Division of Revenue at (609) 292-9292.

Name and Address of New Owner or Survivor of Merger _____

Date Ceased Collecting Sales Tax _____

Date Ceased Renting Motor Vehicles _____

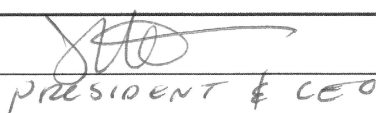
Date Ceased Paying Wages _____

Date Ceased Sale of New Tires/Motor Vehicles _____

List any new State tax for which this business may be eligible: Tax: _____

Effective Date: _____

Signature


PRESIDENT & CEO

Date

4/27/11

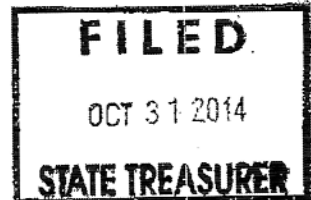
Title

Telephone (

908) 400 4250

L-102 NJSA 42 Rev. 6/2014

New Jersey Division of Revenue & Enterprise Services
Certificate of Amendment
Limited Liability Company



200372495

This form may be used to amend a Certificate of Formation of a Limited Liability Company on file with the Department of Treasury. Applicant must insure strict compliance with NJSA 42, the Revised Uniform New Jersey Limited Liability Company Act, and insure that all applicable filing requirements are met.

1. Name of Limited Liability Company:

Cross River Fiber, LLC

2. NJ 10 digit ID Number:

0600372495

3. New LLC Name (if applicable):

Cross River Fiber NJ, LLC

4. The Certificate of Formation is amended as follows (provide attachments if needed):

Paragraph (1) of the Limited Liability Company's Certificate of Formation is deleted in its entirety and replaced with a new paragraph (1) to read as follows:

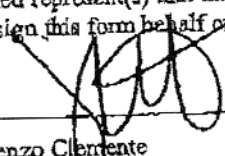
(1) The name of the limited liability company is Cross River Fiber NJ, LLC (the "Company").

5. Effective Date:

October 31, 2014

The effective date cannot be prior to the current date

The undersigned represent(s) that this filing complies with State law as detailed in NJSA 42 and that they are authorized to sign this form behalf of the Limited Liability Company.

Signature: Name: Vincenzo ClementeTitle: Authorized PersonDate: October 31, 2014

S 2703942

J 4815302

J 4815304

CORPORATION SERVICE COMPANY

www.cscglobal.com

CSC- Wilmington
Suite 400
2711 Centerville Road
Wilmington, DE 19808
800-927-9800
302-636-5454 (Fax)

Matter# NOT PROVIDED

Order# 359218-20

Project Id :

Order Date 10/31/2014

Entity Name:

CROSS RIVER FIBER LLC

Jurisdiction:

NJ - State of New Jersey

Request for:

Amendment/Correction/Restated/Designation Filing

File#:

0600372495

File Date:

10/31/2014

Result:

Filed

Ordered by JAN EZELL at ALSTON & BIRD LLP

Thank you for using CSC. For real-time 24 hour access to the status of any order placed with CSC, access our website at www.cscglobal.com.

If you have any questions concerning this order or CSCGlobal, please feel free to contact us.

Tracy Manganelli
tmangane@cscinfo.com

The responsibility for verification of the files and determination of the information therein lies with the filing officer; we accept no liability for errors or omissions.

11/06/14

Taxpayer Identification# 451-732-138/000

Dear Business Representative:

Congratulations! You are now registered with the New Jersey Division of Revenue.

Use the Taxpayer Identification Number listed above on all correspondence with the Divisions of Revenue and Taxation, as well as with the Department of Labor (if the business is subject to unemployment withholdings). Your tax returns and payments will be filed under this number, and you will be able to access information about your account by referencing it.

Additionally, please note that State law requires all contractors and subcontractors with Public agencies to provide proof of their registration with the Division of Revenue. The law also amended Section 92 of the Casino Control Act, which deals with the casino service industry.

We have attached a Proof of Registration Certificate for your use. To comply with the law, if you are currently under contract or entering into a contract with a State agency, you must provide a copy of the certificate to the contracting agency.

If you have any questions or require more information, feel free to call our Registration Hotline at (609)292-9292.

I wish you continued success in your business endeavors.

Sincerely,



James J. Fruscione
Director
New Jersey Division of Revenue

OLD NJ LLC

STATE OF NEW JERSEY
BUSINESS REGISTRATION CERTIFICATE

DEPARTMENT OF TREASURY/
DIVISION OF REVENUE
PO BOX 252
TRENTON, N J 08646-0252

TAXPAYER NAME:

CROSS RIVER FIBE NJ, LLC

TRADE NAME:

ADDRESS:

382 SPRINGFIELD AVE SUITE 409

SUMMIT NJ 07901

EFFECTIVE DATE:

04/26/11

SEQUENCE NUMBER:

1635202

ISSUANCE DATE:

11/06/14



Director
New Jersey Division of Revenue

FORM-BRC

This Certificate is NOT assignable or transferable. It must be conspicuously displayed at above address.

(04-08), D205648V

STATE OF NEW JERSEY
DEPARTMENT OF THE TREASURY
DIVISION OF TAXATION
SALES TAX COLLECTION SCHEDULE
RATE 7% EFFECTIVE JULY 15, 2006

Amount of Sale	Tax to be Collected	Amount of Sale	Tax to be Collected
\$0.01 to \$0.10 ..	None	\$5.91 to \$6.10 ..	\$0.42
0.11 to 0.19 ..	\$0.01	6.11 to 6.19 ..	.43
0.20 to 0.32 ..	.02	6.20 to 6.32 ..	.44
0.33 to 0.47 ..	.03	6.33 to 6.47 ..	.45
0.48 to 0.62 ..	.04	6.48 to 6.62 ..	.46
0.63 to 0.77 ..	.05	6.63 to 6.77 ..	.47
0.78 to 0.90 ..	.06	6.78 to 6.90 ..	.48
0.91 to 1.10 ..	.07	6.91 to 7.10 ..	.49
1.11 to 1.19 ..	.08	7.11 to 7.19 ..	.50
1.20 to 1.32 ..	.09	7.20 to 7.32 ..	.51
1.33 to 1.47 ..	.10	7.33 to 7.47 ..	.52
1.48 to 1.62 ..	.11	7.48 to 7.62 ..	.53
1.63 to 1.77 ..	.12	7.63 to 7.77 ..	.54
1.78 to 1.90 ..	.13	7.78 to 7.90 ..	.55
1.91 to 2.10 ..	.14	7.91 to 8.10 ..	.56
2.11 to 2.19 ..	.15	8.11 to 8.19 ..	.57
2.20 to 2.32 ..	.16	8.20 to 8.32 ..	.58
2.33 to 2.47 ..	.17	8.33 to 8.47 ..	.59
2.48 to 2.62 ..	.18	8.48 to 8.62 ..	.60
2.63 to 2.77 ..	.19	8.63 to 8.77 ..	.61
2.78 to 2.90 ..	.20	8.78 to 8.90 ..	.62
2.91 to 3.10 ..	.21	8.91 to 9.10 ..	.63
3.11 to 3.19 ..	.22	9.11 to 9.19 ..	.64
3.20 to 3.32 ..	.23	9.20 to 9.32 ..	.65
3.33 to 3.47 ..	.24	9.33 to 9.47 ..	.66
3.48 to 3.62 ..	.25	9.48 to 9.62 ..	.67
3.63 to 3.77 ..	.26	9.63 to 9.77 ..	.68
3.78 to 3.90 ..	.27	9.78 to 9.90 ..	.69
3.91 to 4.10 ..	.28	9.91 to 10.10 ..	.70*
4.11 to 4.19 ..	.29	Over \$10 ..	.70*
4.20 to 4.32 ..	.30	Over \$20 ..	1.40*
4.33 to 4.47 ..	.31	Over \$30 ..	2.10*
4.48 to 4.62 ..	.32	Over \$40 ..	2.80*
4.63 to 4.77 ..	.33	Over \$50 ..	3.50*
4.78 to 4.90 ..	.34	Over \$60 ..	4.20*
4.91 to 5.10 ..	.35	Over \$70 ..	4.90*
5.11 to 5.19 ..	.36	Over \$80 ..	5.60*
5.20 to 5.32 ..	.37	Over \$90 ..	6.30*
5.33 to 5.47 ..	.38	Over \$100 ..	7.00*
5.48 to 5.62 ..	.39	Over \$200 ..	14.00*
5.63 to 5.77 ..	.40	Over \$300 ..	21.00*
5.78 to 5.90 ..	.41	Over \$400 ..	28.00*

* On amounts above \$10.00, the tax shall be \$0.07 on each full dollar of the amount of sale, plus the tax on each part of a dollar in excess of a full dollar in accordance with the above formula.
ST-75 (7-06)

NOTICE: The enclosed N.J. State Sales Tax Certificate of Authority (CA-1) is a permit to:

- Collect N.J. State Sales Tax
- Issue N.J. Resale Certificates (ST-3)
- Issue N.J. Exempt Use Certificates (ST-4)

You must have a valid N.J. Sales Tax Certificate to collect Sales Tax or issue certificates.

If you are not subject to collect N.J. Sales Tax but need to issue Resale or Exempt Use Certificates, you can request to be placed on a "Non-reporting Basis". Call or write the Division to obtain the proper forms (ST-6205) at:

State of New Jersey Division of Taxation P O Box 252 Trenton, N.J. 08646-0252 (609) 292-9292.

This Certificate of Authority (CA-1) must be displayed at your place of business.

451-732-138/000

STATE OF NEW JERSEY
Certificate of Authority

DIVISION OF TAXATION
TRENTON, N.J. 08695

The person, partnership or corporation named below is hereby authorized to collect
NEW JERSEY SALES & USE TAX

pursuant to N.J.S.A. 54:32B-1 ET SEQ.

This authorization is good ONLY for the named person at the location specified herein
This authorization is null and void if any change of ownership or address is effected

CROSS RIVER FIBE NJ, LLC
382 SPRINGFIELD AVE SUITE 409
SUMMIT NJ 07901

Tax Registration No **XXX-XXX-138/000**

Tax Effective Date **11-01-11**

Document Locator No **I0000595186**

Date Issued: **11-06-14**

Michael J. Bray
Director, Division of Taxation

This Certificate is NOT assignable or transferable. It must be conspicuously displayed at above address.

EXHIBIT 4

Pre-Transaction Organizational Chart

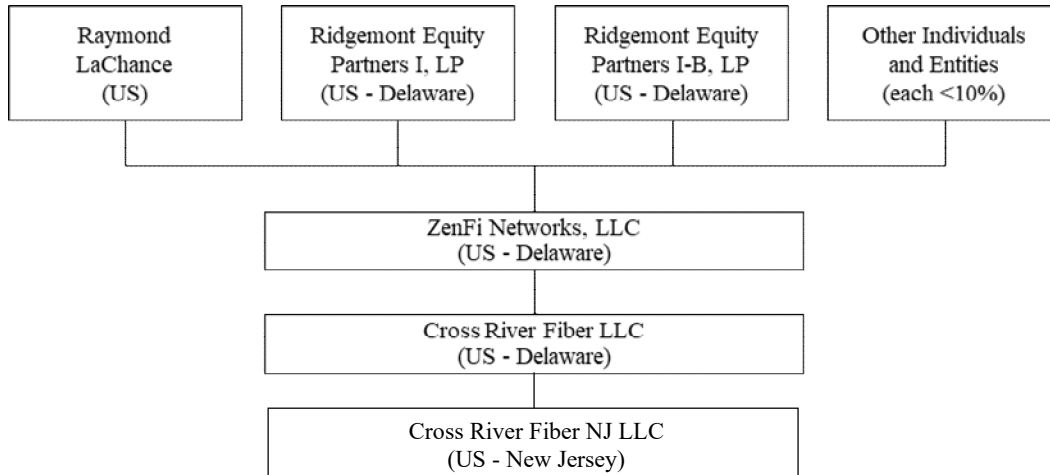
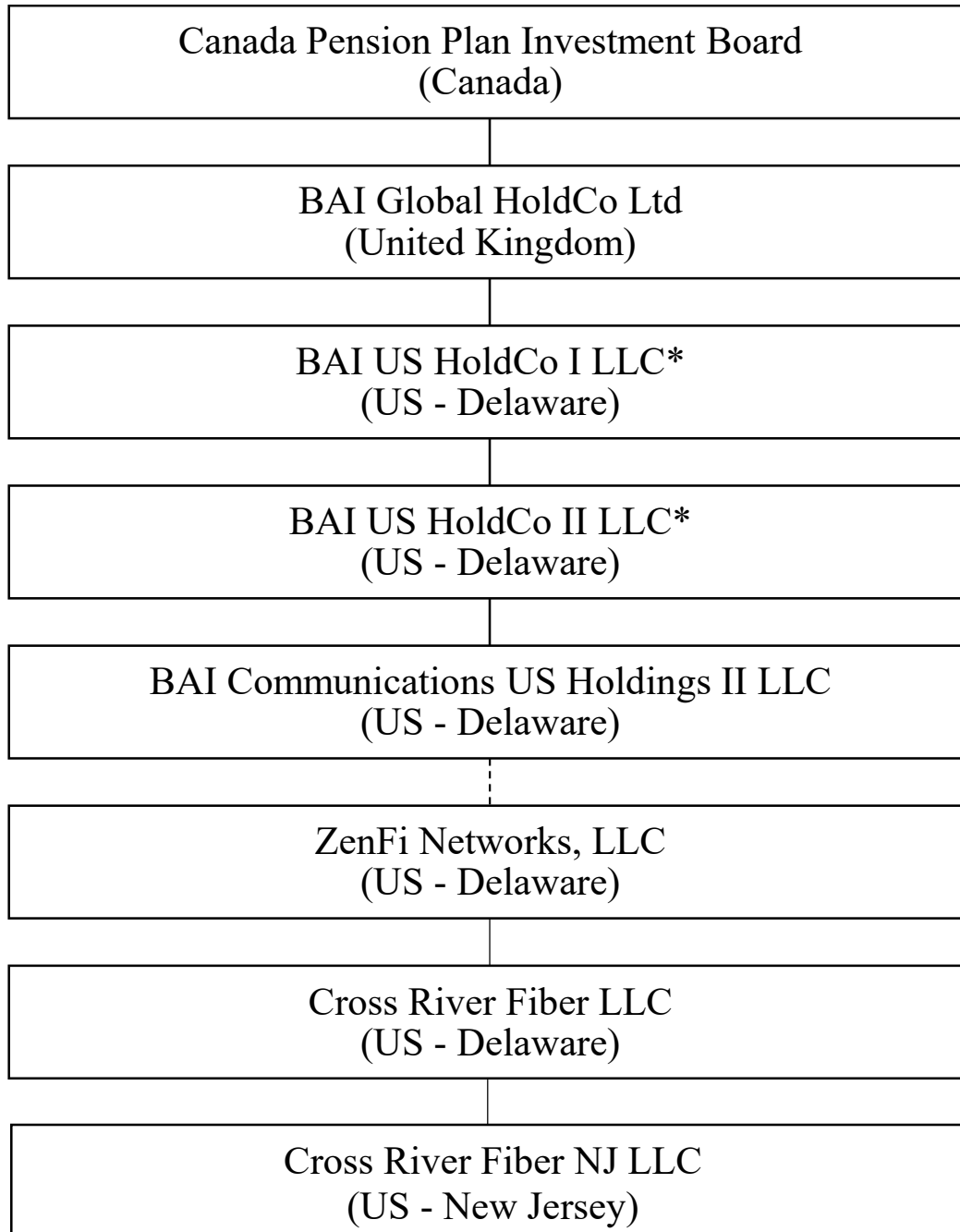


EXHIBIT 5

Post-Transaction Organizational Chart



*Entity has yet to be formed, and name may be modified upon formation.

STATE OF New York)
)
CITY/COUNTY OF Queens)

VERIFICATION

I, Robert Sokota, hereby declare that:

- (1) I am Robert Sokota, Chief Administrative Officer of ZenFi Networks, LLC;
- (2) I am authorized to make this verification on behalf of ZenFi Networks, LLC, Cross River Fiber LLC, and Cross River Fiber NJ LLC; and
- (3) The statements in the foregoing application related to ZenFi Networks, LLC, Cross River Fiber LLC, and Cross River Fiber NJ LLC are true and correct to the best of my knowledge and belief.

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

Executed this 27th day of July, 2022.

Robert Sokota
Name: Robert Sokota

SWORN TO AND SUBSCRIBED before me on the 27th day of July, 2022.

S. Geer
Notary Public

My commission expires: 4-20-2023



2023

STATE OF New York)
CITY/COUNTY OF NY)

VERIFICATION

I, Julia Hanft, hereby declare that:

- (1) I am Julia Hanft, General Counsel of Transit Wireless, LLC, part of the BAI Communications Group;
- (2) I am authorized to make this verification on behalf of BAI Communications US Holdings II LLC; and
- (3) The statements in the foregoing application related to BAI Communications US Holdings II LLC are true and correct to the best of my knowledge and belief.

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

Executed this 27 day of July, 2022.


Name: Julia Hanft

SWORN TO AND SUBSCRIBED before me on the 27 day of July, 2022.


Notary Public

My commission expires: May 26, 2026

MAURICE HALLIVIS
Notary Public, State of New York
No. 01HA6007604
Qualified in New York County
Commission Expires May 26, 2026

**STATE OF NEW JERSEY
BOARD OF PUBLIC UTILITIES**

Verified Petition of)	
)	
ZenFi Networks, LLC, Cross River Fiber LLC,)	
and Cross River Fiber NJ LLC)	
and)	Docket No. _____
BAI Communications US Holdings II LLC)	
For Approval of a Change of Control of)	
ZenFi Networks, LLC, Cross River Fiber LLC,)	
and Cross River Fiber NJ LLC)	
)	

CERTIFICATE OF SERVICE

I hereby certify that on this date copies of the foregoing Verified Petition, and the accompanying exhibit and verification, together with this Certificate of Service, have been served by upon the following parties:

New Jersey Division of Rate Counsel
140 East Front Street, 4th Floor
Trenton, N.J. 08625

DATED: July 28 2022



Michael A. Gruin
Stevens & Lee
17 North 2nd Street
16th Floor
Harrisburg, PA 17101
Tel: (717) 255-7365
Fax: (610) 988-0852
michael.gruin@stevenslee.com

