

MAR 02 2020

PUBLIC SERVICE
COMMISSION

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February 28, 2020

VIA OVERNIGHT DELIVERY

Gwen R. Pinson, Executive Director
Kentucky Public Service Commission
211 Sower Boulevard
Frankfort, KY 40602-8294

Re: Notification Regarding a Proposed *Pro Forma* Change in the Ownership and Control Structure of Southern Light, LLC

Dear Ms. Pinson:

By this letter, Southern Light, LLC ("Southern Light" or "Licensee") advises the Commission of a planned *pro forma* change in the ownership and control structure of Southern Light with no change to its ultimate owner (the "*2020 Pro Forma Change*"). Southern Light emphasizes that its customers will not be impacted by these changes. Since Commission approval is not required for the *2020 Pro Forma Change*,¹ Southern Light submits this letter for informational purposes.

Southern Light previously notified the Commission of another proposed *pro forma* change in indirect ownership of Southern Light in a Notification filed on May 16, 2019 (the "*May 2019 Notification*"). The proposed *pro forma* change described in the *May 2019 Letter* (the "*2019 Pro Forma Change*") was completed effective December 31, 2019. The *2020 Pro Forma Change* described in this Notification does not replace, but is in addition to the *2019 Pro Forma Change*.

In support of this filing, Southern Light provides the following information:

¹ Pursuant to the Orders issued in Admin. Case No. 359 on June 21, 1996 and Admin. Case No. 370 on January 8, 1998 and 807 KAR 5:011, Section 11, prior action by the Commission is not required for the *2020 Pro Forma Change*.

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Description of Southern Light

Southern Light, an Alabama limited liability company, is a wholly owned, direct subsidiary of Uniti Fiber Holdings Inc. ("Fiber Holdings"), a Delaware corporation. Fiber Holdings and Southern Light are indirect subsidiaries of Uniti Group Inc. ("Parent" and together with its subsidiaries, "Uniti"), a publicly traded Maryland corporation (NASDAQ: UNIT). Southern Light's principal offices are located at 107 St. Francis Street, Suite 1800, Mobile, AL 36602.

Southern Light is principally a carrier's carrier and provides telecommunications services to providers of wireless telecommunications as well as other carriers. In Kentucky, Southern Light is registered as a competitive local exchange carrier (Utility ID No. 5053410).

Designated Contacts

Inquiries or copies of any correspondence, orders, or other materials pertaining to this filing should be directed to:

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With a copy to:

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Description of the 2020 Pro Forma Change

Through a series of intracorporate transactions, the proposed *2020 Pro Forma Change* will involve the removal of two intermediate companies (*i.e.*, CSL National, LP² and CSL National GP, LLC³) from Southern Light's ownership and control chain. Upon completion of the *2020 Pro Forma Change*, Uniti Group LP will directly and indirectly through CSL Capital, LLC and Uniti Group Finance Holdco Inc., own Fiber Holdings and thus Southern Light. Since Southern Light will remain a direct, wholly owned subsidiary of Fiber Holdings and a nearly wholly owned, indirect subsidiary of Uniti Group LP and Parent, the *2020 Pro Forma Change* will be *pro forma* in nature. Appended hereto as **Exhibit A** is a chart illustrating the Current and post-*2020 Pro Forma Change* corporate ownership structure of Southern Light.

² CSL National, LP is a Delaware limited partnership.

³ CSL National GP, LLC is a Delaware limited liability company.

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Thus, the *2020 Pro Forma Change* will not result in any changes to the direct or ultimate ownership of Southern Light. Rather, Southern Light will have fewer intermediary entities between it and Parent. After the *2020 Pro Forma Change* is undertaken, Southern Light will continue to conduct all of its operations as they are currently conducted.

Public Interest Considerations

The proposed changes in Uniti's entity ownership and control structure will provide Uniti additional financial flexibility with respect to its status as a real estate investment trust ("REIT"). Given that the *2020 Pro Forma Change* only involves the reorganization of entities within Uniti's corporate structure, it is purely *pro forma* in nature, it will not result in any new owners of Southern Light other than those in existence immediately before the *2020 Pro Forma Change* takes place, and it will not directly involve Southern Light or its operations.

The net effect of the *2020 Pro Forma Change* will be simply to change entities in Southern Light's intermediate ownership and control chain. There will be no change in actual working control of Southern Light. Southern Light will remain well-qualified to provide service to customers, and its operations will continue to be overseen by existing management teams. The telecommunications services provided by Southern Light and the rates, terms and conditions of those services will not change as a result of the *2020 Pro Forma Change*, and Southern Light's Kentucky customers will not be affected in any way by the *2020 Pro Forma Change*.

In sum, the *2020 Pro Forma Change* will provide Uniti additional flexibility under its REIT status. Southern Light will continue to have the same requisite managerial, technical and financial capabilities to provide quality communications services. Southern Light's Kentucky customers will receive the same full range of products and services that they received prior to the *2020 Pro Forma Change* at the same prices and under the same terms

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and conditions. All of the above facts demonstrate that the *2020 Pro Forma Change* is in the public interest.

Conclusion

An original and four (4) copies of this notification letter are enclosed. Please date-stamp and return the extra copy in the envelope provided. Should you have any questions, please do not hesitate to contact us.

Respectfully submitted,

A handwritten signature in blue ink, appearing to read "Stephany Fan".

Ronald W. Del Sesto, Jr.
Brett P. Ferenchak
Stephany Fan

Counsel to Southern Light, LLC

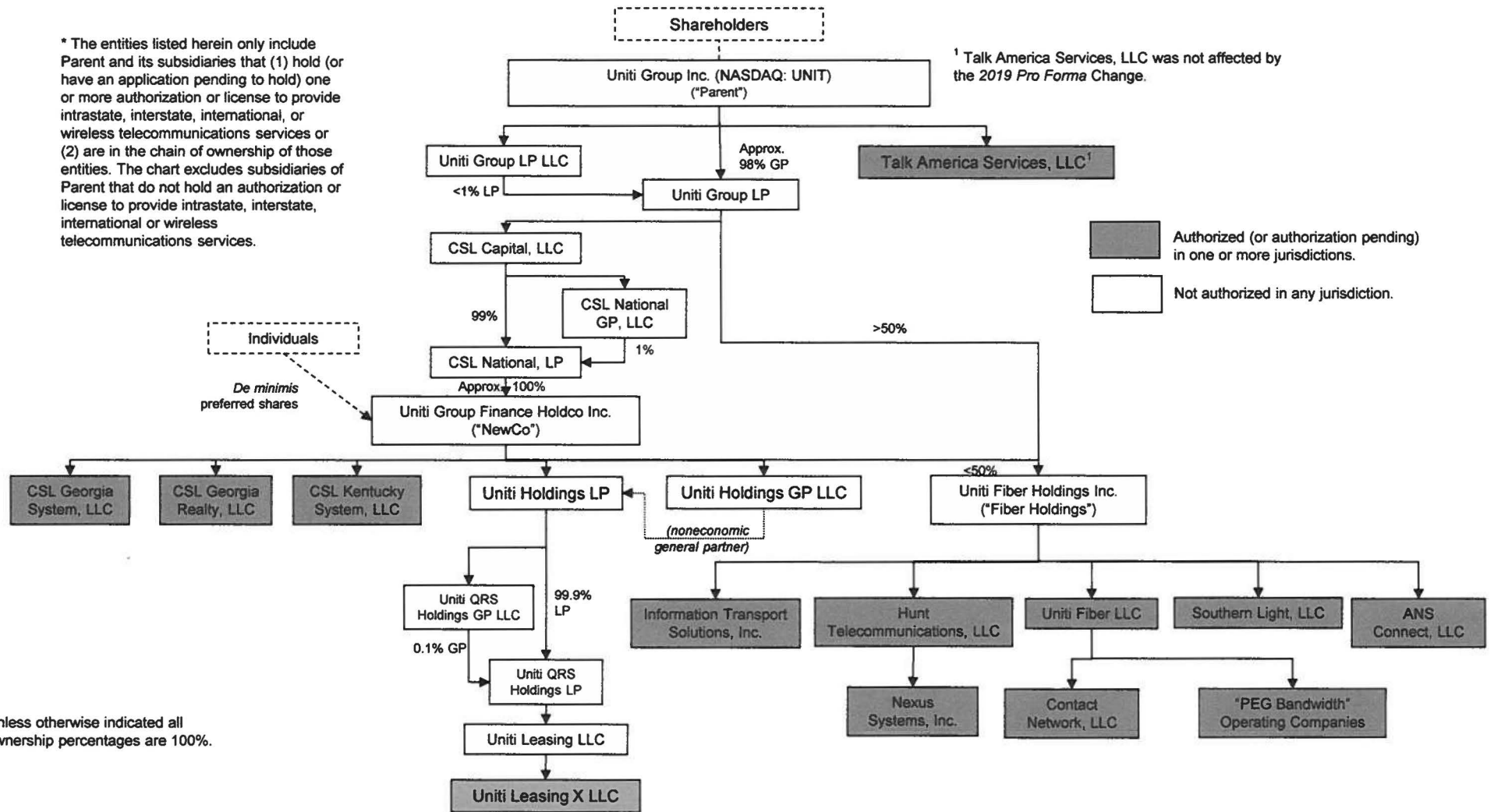
EXHIBIT A

Current and Post-2020 *Pro Forma Change* Entity Ownership Structure Charts

Current Uniti Corporate Structure *

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

¹ Talk America Services, LLC was not affected by the 2019 Pro Forma Change.



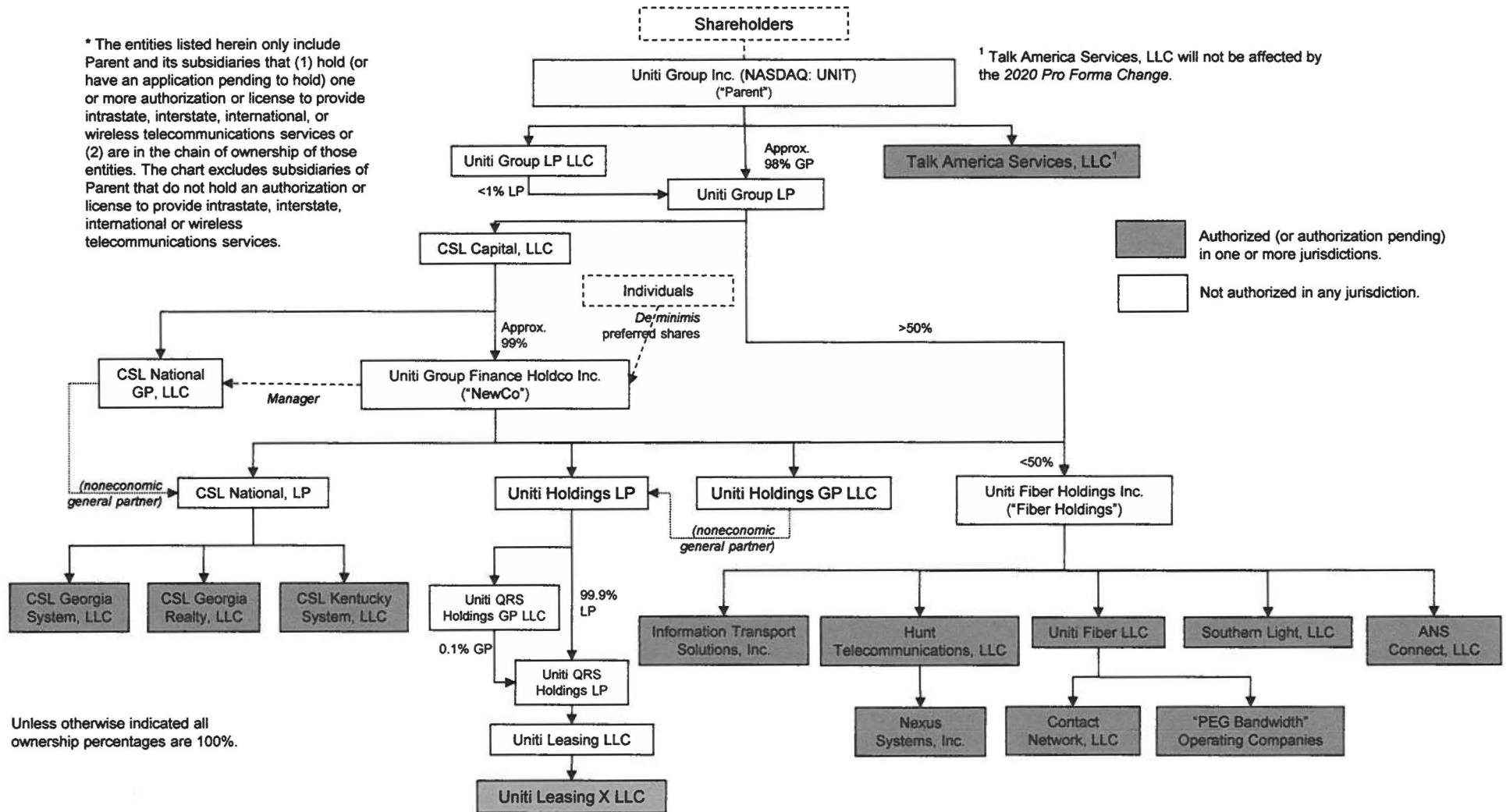
Authorized (or authorization pending) in one or more jurisdictions.
 Not authorized in any jurisdiction.

Unless otherwise indicated all ownership percentages are 100%.

Uniti Corporate Structure Post-2020 Pro Forma Change*

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

¹ Talk America Services, LLC will not be affected by the 2020 Pro Forma Change.



Authorized (or authorization pending) in one or more jurisdictions.
 Not authorized in any jurisdiction.

Unless otherwise indicated all ownership percentages are 100%.

Verification

VERIFICATION

I, Jeffrey R. Strenkowski, state that I am the Vice President and Deputy General Counsel of Governmental Affairs of Uniti Group Inc. ("Uniti"); that I am authorized to make this Verification on behalf of Uniti and its subsidiaries (collectively, the "Company"); that the foregoing filing was prepared under my direction and supervision; and that the contents with respect to the Company are true and correct to the best of my knowledge, information, and belief.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 21st day of November, 2019.



Jeffrey R. Strenkowski
Vice President, Deputy General Counsel of
Governmental Affairs
Uniti Group Inc.