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Via E-Mail (PSCED@ky.gov)

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**PUBLIC SERVICE
COMMISSION**

Beth A. O'Donnell
Executive Director
Public Service Commission of the
Commonwealth of Kentucky
211 Sower Boulevard
Frankfort, Kentucky 40602-0615

RE: Notice of Proposed Transfer of Control of Aero Communications, LLC

Dear Ms. Beth A. O'Donnell:

Aero Communications, LLC ("Aero Communications") hereby submits this letter to notify the Kentucky Public Service Commission ("Commission") of the proposed transfer of control of Aero Communications from Computer Services, Inc. ("CSI") to Catalyst CSI Intermediate, LLC. ("CSI Intermediate") ("Transfer of Control"). Aero Communications is authorized to provide intrastate telecommunications services as a competitive telecommunications company in the Commonwealth of Kentucky.¹ As discussed below, following the Transfer of Control, Aero Communications will continue to operate in Kentucky pursuant to its authorization, with no change in rates or terms and conditions of service as a result of the merger. Therefore, the Transfer of Control will be transparent to existing customers of Aero Communications.

An original and four (4) copies of this notification letter are enclosed. Kindly date-stamp and return the extra copy of this filing in the self-addressed postage-paid envelope provided.

A. Description of the Parties

1. Aero Communications

Aero Communications, an Illinois limited liability company, is a direct and wholly owned subsidiary of CSI, with its principal place of business located at 3901 Technology

¹ See Commonwealth of Kentucky Secretary of State Certificate of Authorization for Aero Communications, LLC, Certificate Number: 20214 (Issued Dec. 3, 1999).

Drive, Paducah, Kentucky 42001. Aero Communications is a small Kentucky-based telecommunications provider that provides private line, dedicated data circuits in Kentucky and in 36 other states where its customers are located. Its services are provided primarily to banks and other businesses in conjunction with CSI's software and managed solutions. Aero Communications is authorized by the Federal Communication Commission ("FCC") to provide interstate telecommunications services.

2. CSI Intermediate

CSI Intermediate, is a Delaware limited liability company with its principal place of business located at 375 Park Avenue, 11th Floor, New York, New York 10152. CSI Intermediate, which was formed for the purpose of this transaction, is ultimately controlled by Catalyst CSI Holdco, LP, a Delaware limited partnership ("CSI Holdco"). The general partner of CSI Holdco is Catalyst CSI GP, LLC ("Holdco GP"), and its limited partners are CB Catalyst Aggregator, L.P., a Delaware limited partnership ("CB Aggregator"), which will hold an approximate 34.61 percent equity interest in CSI Holdco, CB Catalyst Co-Invest, L.P., a Delaware limited partnership ("CB Co-Invest"), which will hold an approximate 37.26 percent equity interest in CSI Holdco, and BGPT Catalyst, L.P., a Delaware limited partnership ("BGPT Catalyst"), which will hold an approximate 28.12 percent equity interest in CSI Holdco. Holdco GP, CB Aggregator and CB Co-Invest are ultimately controlled by Jeffrey Aronson, a United States citizen, and are affiliated with Centerbridge Partners, L.P., an investment management firm also ultimately controlled by Mr. Aronson, which employs a flexible approach across investment disciplines — private equity, private credit, and real estate focused — and whose portfolio of companies include several technology industry leaders. CSI Intermediate does not provide telecommunications services.

The general partner of BGPT Catalyst is BGPT Catalyst GP, LLC, a Delaware limited liability company, which is controlled by Frank Martire, Jr., a United States citizen, and Frank Martire, III, a United States citizen. BGPT Catalyst is affiliated with Bridgeport Partners, a NYC-based investment firm founded in 2019 and controlled by Frank Martire, Jr. and Frank Martire, III. Bridgeport Partners' investment strategy is opportunistic and follows a fundamental, value-oriented approach. Investments generally are made with a long-term time horizon. Bridgeport Partners and its affiliates invest across a wide spectrum of asset types, investment strategies, market sectors, market cycles and industries.

B. Description of the Proposed Transfer of Control

Pursuant to that certain Agreement and Plan of the Merger (the "Merger Agreement"), dated August 20, 2022, by and among Catalyst Top Parent, Inc., a Delaware Corporation, Catalyst Merger Sub, Inc., a Kentucky corporation ("Merger Sub") and CSI, Transferee CSI Intermediate will acquire ownership and control of Transferor CSI and its subsidiaries, including Aero Communications, which acquisition would take CSI from being a publicly traded company to a private company owned and controlled by CSI Intermediate. Specifically, in accordance with the Merger Agreement, CSI will merge with and into Catalyst Merger Sub, Inc., a Kentucky corporation, with CSI

Beth A. O'Donnell
September 2, 2022
Page 3

surviving the merger as a direct subsidiary of CSI Intermediate and with Aero Communications remaining a direct subsidiary of CSI and becoming an indirect subsidiary of CSI Intermediate. CSI Intermediate is indirectly owned by well-capitalized private equity funds affiliated with Centerbridge Partners and Bridgeport Partners.

The Applicants hope to close the transaction within 60 days, or if approval from the FCC cannot be granted within the 60-day timeframe, within 90 days (i.e., on or before November 20, 2022).

C. Public Interest Considerations

The proposed Transfer of Control will not have any negative impact on the services offered by Aero Communications. Following consummation of the merger, Aero Communications will continue to offer high-quality telecommunications services in Kentucky pursuant to its authorization, with no change in rates or terms and conditions of service as a result of the merger. Thus, the Transfer of Control will be transparent to Aero Communication's existing customers.

The proposed Transfer of Control will promote the public interest by providing Aero Communications with additional financial resources and management expertise that will enhance its ability to maintain and improve its services and, in turn, enable it to better serve their customers and compete in the communications marketplace. The proposed Transfer of Control will ultimately improve the quality and variety of telecommunications products and services offered to consumers in the Commonwealth of Kentucky and, thus, will serve the public interest.

Based upon a review of applicable law and regulations, it is the understanding of the parties that neither approval nor any other regulatory action by the Commission is required for the Transfer of Control. Therefore, this notification is provided for informal purposes to be associated with the appropriate dockets and or records of the Commission. Absent receipt of notification from the Commission to the contrary within 30 days of this filing, the parties will proceed upon the understanding that neither approval nor any other regulatory action is required in Kentucky for the Transfer of Control.

Please direct any questions concerning this filing to the undersigned.

Respectfully submitted,



John J. Heitmann
Counsel to Aero Communications, LLC

cc: Brian Brown (Aero Communications)
Wayne Johnsen (CSI Intermediate)