



## FiberLight Alpharetta Headquarters

3000 Summit Place, Suite 200  
Alpharetta, GA 30009

July 20, 2020

**Via Electronic Filing**

**And Via E-Mail: [tstarks@psc.ga.gov](mailto:tstarks@psc.ga.gov)**

Tonika Starks, Utilities Analyst  
Georgia Public Service Commission  
244 Washington Street SW,  
Atlanta, GA 30334

Re: FiberLight, LLC's Notice of Internal Organizational Restructuring and Debt Extension

Dear Ms. Starks,

FiberLight, LLC (hereinafter "FiberLight"), by and through its undersigned counsel, hereby notifies the Georgia Public Service Commission (the "Commission") of a Pro-Forma transaction involving the internal restructuring of FiberLight's corporate organization (the "Reorganization"). Additionally, FiberLight informs the commission of an extension of a pre-existing debt facility previously approved by the Commission.

**I. Internal Organizational Restructuring with No Change of Control.**

FiberLight's Reorganization inserts two holding companies between the owner of FiberLight, Thermo Acquisitions, Inc. ("TA"), and FiberLight. The pre-Reorganization ownership of FiberLight will be substantially mirrored in the post-Reorganization ownership of FiberLight. Organizational Charts showing these changes have been attached to this notice as "Exhibit A". It is our understanding, based upon review of the applicable statutes and regulations, and conversations with members of the Commission, that this internal corporate reorganization does not require prior Commission approval, as *there is no change of control*.

The principal components of the recent FiberLight Reorganization consisted of TA contributing its ownership interest in FiberLight to FiberLight Holdings I, LLC ("FLH-I") in exchange for Class A Units in Individual Investment 1 of FLH-I. Contemporaneously, owners of an unregulated affiliate of FiberLight, FiberLight B, LLC, contributed their membership interests in FiberLight B to FLH-I in exchange for Class A Units in Individual Investment 2 of FLH-I. FLH-I then contributed its ownership interests FiberLight and FiberLight B to FiberLight Holdings, II, LLC ("FLH-II") in exchange for one hundred percent (100%) of the ownership interests in FLH-II. There is no change of control of FiberLight as a result of this Transaction. This Reorganization will be transparent to FiberLight's Georgia customers and will not result in any visible change to customer service, including any discontinuance, reduction, loss, or impairment of service to customers.

**II. Extension of Existing Financing Transaction**

FiberLight has entered into an extension of an existing financial transaction (the “Debt Facility”). FiberLight’s current Debt Facility with CoBank, ACB (“CoBank”), as approved by the Commission on December 20, 2018, has been extended by a term of sixty (60) days. Attached hereto as Exhibit B is the Commission’s Approval for Financing Transaction, Docket Number 21207. It is our understanding, based upon review of the applicable statutes and regulations, and conversations with members of the Commission, that this term extension of an existing Debt Facility does not require prior Commission approval, as *there are no additional changes* to the Debt Facility.

The extended financing arrangements will not increase the aggregate principal amount available to FiberLight, nor change any material terms contained in the original financing arrangements. The only changes entered into by FiberLight and CoBank is the extension of the maturity of the Debt Facilities, now expiring on September 13, 2020. The changes in the Debt Facility term will not result in any visible change to customer service, including any discontinuance, reduction, loss, or impairment of service to customers. FiberLight will continue to provide the same quality communications services to its customers without interruption and without immediate change in rates, terms, or conditions.

**III. Contacts**

Contacts for this Notice are as follows:

Tony D. Cash, Esq.  
General Counsel  
FiberLight, LLC  
3000 Summit Place, Suite 200  
Alpharetta, GA 30009  
Tel: 678.824.6625  
E-mail: [tony.cash@fiberlight.com](mailto:tony.cash@fiberlight.com)

Should you have any questions regarding this Notice, please do not hesitate to contact me at 678.347.9278 or by email at [jessica.davila@fiberlight.com](mailto:jessica.davila@fiberlight.com).

Sincerely,

*Jessica Davila*

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Jessica Davila, Esq.  
Corporate Counsel



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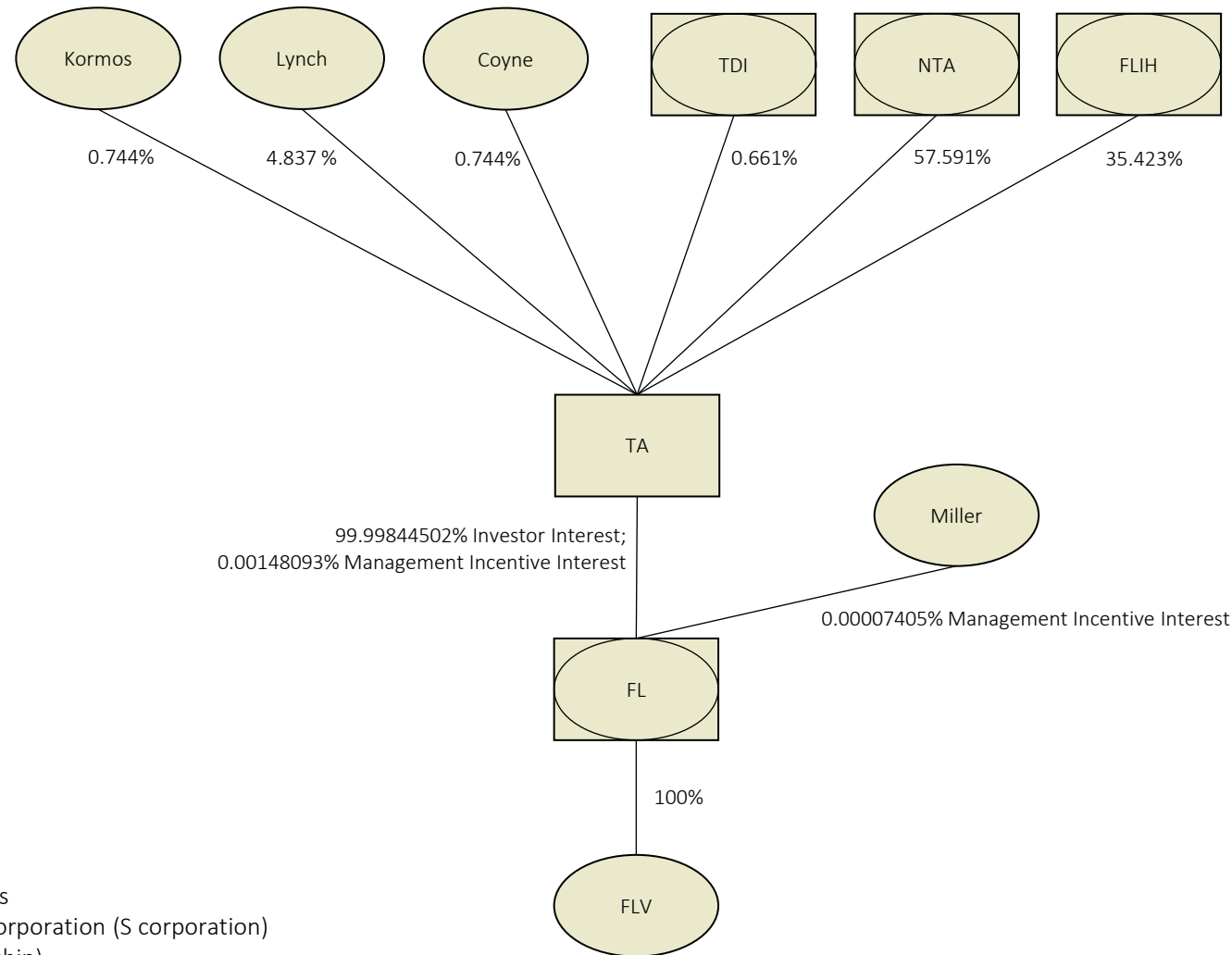
# **EXHIBIT A**

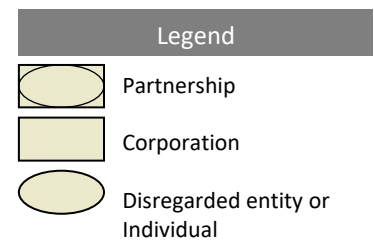
## **FIBERLIGHT, LLC'S PRE AND POST ORGANIZATIONAL CHARTS**

# FiberLight

## Before Restructuring of FiberLight, LLC as of July 2020

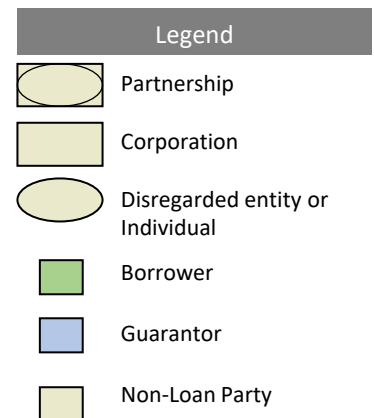
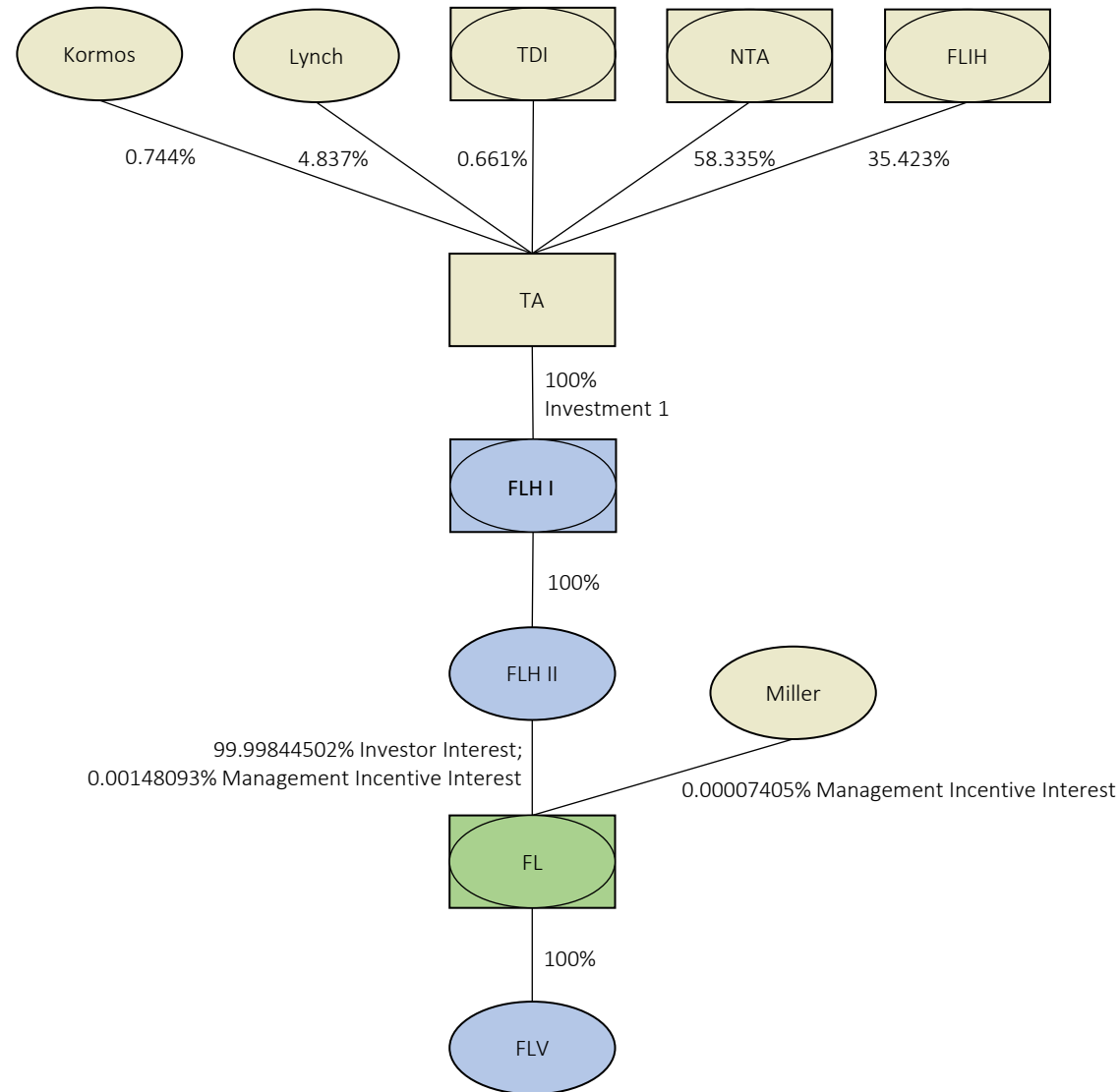


Kormos, Coyne, Lynch, and Miller – individuals  
TDI – Thermo Development Inc. – Colorado corporation (S corporation)  
NTA – NT Assets LLC – Delaware LLC (partnership)  
FLIH – FL Investment Holdings LLC – Delaware LLC (partnership)  
TA – Thermo Acquisitions Inc., Delaware corporation (C corporation)  
FL – FiberLight, LLC – Delaware LLC (partnership)  
FLV – FiberLight of Virginia, LLC – Virginia LLC (disregarded entity)



# FiberLight

## After Restructuring of FiberLight, LLC as of July 2020



FLH I – FiberLight Holdings I, LLC – Colorado LLC (partnership)

FLH II – FiberLight Holdings II, LLC – Colorado LLC (disregarded entity)

Investment 1 – membership interests in FLH I which correspond to an underlying interest in FL



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**EXHIBIT**

**GEORGIA PSC'S  
LETTER OF APPROVAL  
DOCKET NO. 21207**

COMMISSIONERS:

LAUREN "BUBBA" McDONALD, CHAIRMAN  
TIM G. ECHOLS  
CHUCK EATON  
H. DOUG EVERETT  
TRICIA PRIDEMORE



**FILED**

DEC 19 2018

EXECUTIVE SECRETARY  
G.P.S.C.

DEBORAH K. FLANNAGAN  
EXECUTIVE DIRECTOR

REECE McALISTER  
EXECUTIVE SECRETARY

## Georgia Public Service Commission

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(800) 282-5813

244 WASHINGTON STREET, S.W.  
ATLANTA, GEORGIA 30334-5701

FAX: (404) 656-2341  
[www.psc.state.ga.us](http://www.psc.state.ga.us)

December 20, 2018

Tony Cash, Counsel  
Fiberlight, LLC  
11700 Great Oaks Way  
Alpharetta, GA 30022

<b>DOCKET#</b> <u>21207</u>
<b>DOCUMENT#</b> <u>174886</u>

Re: Docket Number 21207 – Application of **Fiberlight, LLC for Approval of Financing Transaction**

Dear Ms. Burt:

On November 29, 2018, Fiberlight, LLC filed with the Georgia Public Service Commission (the "Commission") the above referenced application. Based on the representation contained in the application and the Code Section 46-2-28(g) of the Official Code of Georgia Annotated, relating to the procedure for issuance of stocks, bonds, notes or other debt by companies under the Public Service commission's jurisdiction, so as to provide for exemption from those procedures under certain circumstances, no further action by the Commission is required. The application has been placed in the company's file.

Sincerely,

A handwritten signature in cursive script that reads "Leon Bowles".

Leon E. Bowles  
Director of Telecommunications

LEB/TS  
GPSC file(s): L-0394