

**SAPRONOV & ASSOCIATES, P.C.**  
ATTORNEYS AT LAW

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August 18, 2021

**VIA ELECTRONIC FILING**

Mr. Reece McAlister  
Executive Secretary  
Georgia Public Service Commission  
244 Washington Street, SW  
Atlanta, Georgia 30334  
<https://psc.ga.gov/alternative-efile/>

RE: Docket No. 3  
Application of USConnect Holdings, Inc. and ITC Broadband Holdings, LLC  
of a Transfer of Control and Related Financing Transaction for Approval to  
Participate in Certain Financing Arrangements

Dear Mr. McAlister:

On behalf of USConnect Holdings, Inc. and ITC Broadband Holdings, LLC, Sapronov & Associates, P.C. hereby provides notification that the transaction to transfer indirect control of subsidiary companies Waverly Hall Telephone, LLC and Waverly Hall Communications, Inc., as granted in the above proceeding, has been consummated and completed in accordance with the terms approved by the Commission in its Letter Order of June 16, 2021 (attached hereto). A copy of the Articles of Organization Including Articles of Conversion for the North Carolina Secretary of State approving the statutory conversion of Waverly Hall Communications, Inc. to an LLC is attached.

Thank you for your attention to this notice, and please direct any questions regarding the filing to the undersigned.

SAPRONOV & ASSOCIATES, P.C.

*Nicole Bilodeau*

Nicole Bilodeau, Paralegal

WASHINGTON, D.C.

ATLANTA, GA

MOSCOW, RUSSIA

**SAPRONOV & ASSOCIATES, P.C.**  
**ATTORNEYS AT LAW**

Mr. Reece McAlister  
Executive Secretary  
Georgia Public Service Commission  
August 18, 2021  
Page 2

cc: Mr. Leon E. Bowles  
Director of Telecommunications  
Georgia Public Service Commission  
*(via electronic mail)*

Ms. Tonika Starks  
Utilities Analyst  
Utilities Division, Georgia Public Service Commission  
*(via electronic mail)*

Ms. Erica Wilson  
Telecommunications Analyst  
Georgia Public Service Commission  
*(via electronic mail)*

Mr. Jerry Elliott, CEO  
ITC Broadband Holdings, Inc.  
*(via electronic mail)*

Ms. Deborah Rand, CEO  
USConnect Holdings, Inc.  
*(via electronic mail)*

**COMMISSIONERS:**  
**CHUCK EATON, Chairman**  
**TIM G. ECHOLS, Vice-Chairman**  
**LAUREN "BUBBA" McDONALD**  
**TRICIA PRIDEMORE**  
**JASON SHAW**



**REECE McALISTER**  
**EXECUTIVE SECRETARY**

## Georgia Public Service Commission

(404) 656-4501  
(800) 282-5813

**FILED**

**JUN 29 2021**

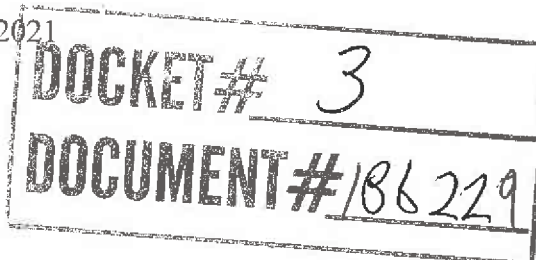
EXECUTIVE SECRETARY  
G.P.S.C.

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FAX: (404) 656-2341  
www.psc.state.ga.us

Nicole Bilodeau, Counsel  
Sapronov & Associates, P.C.  
5555 Glenridge Connector  
Atlanta, GA 30342

June 16, 2021



**Re: Docket Number 3** --Application of ITC Broadband Holdings, LLC and USConnect Holdings, Inc. (the "Applicants") of a Transfer of Control and Related Financing Transaction for Approval to Participate in Certain Financing Arrangements

Dear Ms. Bilodeau:

On May 14, 2021, the Applicants 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,

Leon E. Bowles  
Director of Telecommunications

LEB/TS  
GPSC file(s): Docket 3



# NORTH CAROLINA

## Department of the Secretary of State

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To all whom these presents shall come, Greetings:

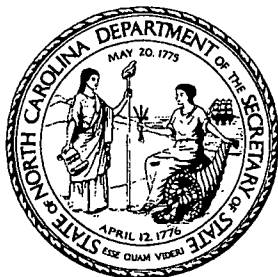
I, ELAINE F. MARSHALL, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached to be a true copy of

### ARTICLES OF ORGANIZATION

OF

### WAVERLY HALL COMMUNICATIONS, LLC

the original of which was filed in this office on the 17th day of August, 2021.



Scan to verify online.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 17th day of August, 2021.

*Elaine F. Marshall*

Secretary of State

State of North Carolina  
Department of the Secretary of State  
ARTICLES OF ORGANIZATION  
INCLUDING ARTICLES OF CONVERSION

Pursuant to §§ 57D-2-21, 57D-9-20 and 57D-9-22 of the General Statutes of North Carolina, the undersigned converting business entity does hereby submit these Articles of Organization Including Articles of Conversion for the purpose of forming a limited liability company pursuant to the conversion of another eligible entity.

1. The name of the limited liability company is: Waverly Hall Communications, LLC.

The limited liability company is being formed pursuant to a conversion of another business entity.

2. The name of the converting business entity is: Waverly Hall Communications, Inc. and the organization and internal affairs of the converting business entity are governed by the laws of the state of North Carolina.

A plan of conversion has been approved by the converting business entity as required by law.

3. The converting business entity is a (*check one*):  domestic corporation;  foreign corporation;

foreign limited liability company;  domestic limited partnership;  
 foreign limited partnership;  domestic registered limited liability partnership;  
 foreign limited liability partnership;  professional corporation; or  other partnership as defined in G.S. 59-36, whether or not formed under the laws of North Carolina.

4. The mailing address of the converting entity prior to the conversion is:

Number and Street: 7457 GA Hwy 208  
City: Waverly Hall, State: GA, Zip Code: 31831 County: Harris County

If different, the mailing address of the resulting business entity is:  
Number and Street:

City: \_\_\_\_\_ State: \_\_\_\_\_ Zip Code: \_\_\_\_\_ County: \_\_\_\_\_

5. The name and address of each person executing these articles of organization is as follows:  
(*State whether each person is executing these articles of organization in the capacity of a member, organizer or both.*) Note: This document must be signed by all persons listed.

Deborah Rand, Organizer, 9 Cedar Wood Drive, Unit 4, Bedford, NH 03110

6. The name of the initial registered agent is: URS AGENTS, LLC.

7. The street address and county of the initial registered office of the limited liability company is:

Number and Street: 176 Mine Lake Court, Suite 100  
City: Raleigh, State: NC, Zip Code: 27615 County: Wake County

8. The North Carolina mailing address, *if different from the street address*, of the initial registered office is:

Number and Street:

City: \_\_\_\_\_ State: NC Zip Code: \_\_\_\_\_ County: \_\_\_\_\_

9. Principal Office Information: *Select either a or b.*

a.  The limited liability company has a principal office.

The principal office telephone number:

The street address and county of the principal office of the limited liability company is:

Number and Street: 7457 GA Hwy 208  
City: Waverly Hall, State: GA, Zip Code: 31831 County: Harris County

The mailing address, *if different from the street address*, of the principal office of the limited liability company is:

Number and Street:

City: \_\_\_\_\_ State: \_\_\_\_\_ Zip Code: \_\_\_\_\_ County: \_\_\_\_\_

b.  The limited liability company does not have a principal office.

10. Any other provisions which the limited liability company elects to include (e.g., the purpose of the entity) are attached.

11. (Optional): Please provide a business e-mail address:

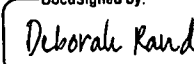
\_\_\_\_\_  
The Secretary of State's Office will e-mail the business automatically at the address provided at no charge when a document is filed. The e-mail provided will not be viewable on the website. For more information on why this service is being offered, please see the instructions for this document.

12. These articles will be effective upon filing, unless a future date is specified:

\_\_\_\_\_

[Signature Follows This Page]

This is the 17 day of August, 2021.

DocuSigned by:  
  
By: Deborah Rand, Organizer

*[Signature page to Articles of Organization Including Articles of Conversion of Waverly Hall Communications, LLC]*