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January 20, 2023

Via E-Filing

Reece McAlister, Executive Secretary
Georgia Public Service Commission
244 Washington Street, S.W.
Atlanta, GA 30334

Re: Docket Nos. 18819; 38899; 38898; 27881; and 43215
Application of ANS Connect, LLC, CSL Georgia Realty, LLC, CSL Georgia System, LLC, Southern Light, LLC, and Uniti National LLC for Approval to Participate in Certain Financing Arrangements

Dear Secretary McAlister:

On behalf of ANS Connect, LLC, CSL Georgia Realty, LLC, CSL Georgia System, LLC, Southern Light, LLC, and Uniti National LLC (together, the "Applicants"), enclosed is the above-referenced Application for filing.

Please acknowledge receipt and acceptance of this electronic filing. Should you have any questions concerning this filing, please do not hesitate to contact the undersigned.

Respectfully submitted,

/s/ Stephany Fan

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Counsel to the Applicants

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BEFORE THE
GEORGIA PUBLIC SERVICE COMMISSION

Application of **ANS Connect, LLC,** **CSL Georgia Realty, LLC,** **CSL Georgia System, LLC,** **Southern Light, LLC,** and **Uniti National LLC** for Approval to Participate in Certain Financing Arrangements	Docket Nos. _____

APPLICATION

ANS Connect, LLC ("ANS Connect"), CSL Georgia Realty, LLC ("CSL Realty"), CSL Georgia System, LLC ("CSL System"), Southern Light, LLC ("Southern Light,"), and Uniti National LLC ("Uniti National") (collectively, "Applicants"), by undersigned counsel and to the extent necessary pursuant to O.C.G.A. § 46-2-28[1] and the regulations of the Commission, request approval to participate in certain Financing Arrangements (as defined below).

In support of this Application, Applicants provide the following information:

I. DESCRIPTION OF APPLICANTS

ANS Connect, CSL Realty, CSL System, Southern Light, and Uniti National are indirect subsidiaries of Uniti Group Inc. ("Uniti Group"), a Maryland corporation (NASDAQ: UNIT).

[1] Applicants submit that the financing arrangements described herein qualify for the exemption from the approval requirements of O.C.G.A § 46-2-28 provided by O.C.G.A § 46-2-28(g) because the financing arrangements are an interstate transaction as evidenced by the following: (i) Applicants are competitive local exchange carriers headquartered and domiciled outside of Georgia, (ii) although the initial financing arrangements will between parent companies of Applicants, other financing arrangements may be between a parent company of Applicants, as the primary obligor, and a national bank or other lending or financial institution licensed or authorized to enter into such financing arrangements by a state or federal agency; and (iii) Applicants may provide a guaranty to the lenders in order to accommodate those financing arrangements. Should the Commission determine that the exemption does not apply, Applicants request that the Commission issue a Letter of Acknowledgement to that effect.

Uniti Group is a publicly traded real estate investment trust that engages in the acquisition and construction of infrastructure utilized by the communications industry. Applicants' principal offices are located at 107 St. Francis Street, Suite 1800, Mobile, Alabama 36602.

In Georgia, Applicants hold the following authorizations:

1. ANS Connect is authorized to provide resold and facilities-based local exchange telecommunications services pursuant to Certificate L-0366 granted by the Commission in Docket No. 18819.

2. CSL Realty is authorized to construct or operate a telephone line, plant, or system under Certificate No. X-1118 issued in Docket No. 38899 on December 16, 2014. CSL Realty does not provide telecommunications services to end users in Georgia, but is certificated in order to hold certain telecommunications assets.

3. CSL System is authorized to construct or operate a telephone line, plant, or system under Certificate No. X-1119 issued in Docket No. 38898 on December 16, 2014. CSL System does not provide telecommunications services to end users in Georgia, but is certificated in order to hold certain telecommunications assets.

4. Southern Light is authorized to provide competitive local exchange telecommunications services pursuant to authority granted in Docket No. 27881.

5. Uniti National is authorized to provide interexchange telecommunications services and authority to construct or operate a telephone line, plant or system under Certificate No. X-7771 issued in Docket No. 43215 on July 28, 2020.

Additional information concerning Applicants' technical, managerial and financial qualifications have been submitted to the Commission as part of Applicants' certification applications in the above-referenced dockets and transfer of control applications filed on November 8, 2016, April 14, 2017, May 10, 2019, December 20, 2020, and January 6, 2020, as well as applications for approval to participate in financing arrangements filed on November 13, 2019, March 11, 2020, March 17, 2021, June 11, 2021, and October 21, 2021 and is therefore already a matter of public record.

II. DESIGNATED CONTACTS

Questions, correspondence or other communications concerning this filing should be directed to:

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With a copy to:

Jeffrey R. Strenkowski
Vice President, Deputy General Counsel of Governmental Affairs
Uniti Group Inc.
2101 Riverfront Drive, Suite A
Little Rock, AR 72202
jeffrey.strenkowski@uniti.com

III. DESCRIPTION OF THE FINANCING ARRANGEMENTS

Applicants seek Commission approval to be guarantors of certain new financing arrangements of their corporate parent and affiliates. Specifically, Uniti Group has completed an offering of $306.5 million aggregate principal amount of 7.50% convertible senior notes due 2027 (the "Financing Arrangements"). The Financing Arrangements are to be guaranteed on a senior unsecured basis by each of Uniti Group's subsidiaries, including Applicants, that is an issuer, obligor or guarantor under Uniti Group's existing senior notes.[2] As such, Applicants seek approval to participate as guarantors in Financing Arrangements with the terms outlined below.

Aggregate Principal Amount: $306.5 million (the "Aggregate Amount").

Debt Instruments: Convertible senior notes.

Maturity: The notes will mature on December 1, 2027.

Interest Rate: 7.50%.

Guarantees and Security: Applicants seek authority to participate as guarantors or co-guarantors in Financing Arrangements up to the Aggregate Amount.

Purpose: Uniti Group used a portion of the net proceeds of the offering to repurchase approximately $213.4 million aggregate principal amount of existing 4.00% exchangeable senior notes due 2024. In addition, Uniti Group used approximately $21.1 million of the

[2] Uniti Group is not a telecommunications carrier, does not provide telecommunications services, and does not hold telecommunications licenses in any jurisdiction.

net proceeds from the offering to pay the cost of privately negotiated capped call transactions with certain financial institutions. The remaining net proceeds will be used for general corporate purposes, which may include the repurchase or repayment of other outstanding debt, including additional open market repurchases, redemptions or tender offers of the existing exchangeable notes.

Accordingly, Applicants request Commission authorization to participate as guarantors or co-guarantors in the Financing Arrangements described above.

IV. PUBLIC INTEREST CONSIDERATIONS

Approval for Applicants to participate in the Financing Arrangements will serve the public interest. The Financing Arrangements will be used to repurchase a portion of outstanding debt and to pay related fees and expenses, to pay the cost of certain privately negotiated capped call transactions, and for general corporate purposes. The Financing Arrangements will benefit the financial condition of Uniti Group Inc. and its current and future subsidiaries, including Applicants, and allow them to become more effective competitors in the communications industry. Applicants' participation in the Financing Arrangements are necessary and appropriate, will not impair Applicants' ability to provide their services, and will promote their corporate purposes.

Their participation in the Financing Arrangements will be transparent to Applicants' customers and will not disrupt service or cause customer confusion or inconvenience.

V. CONCLUSION

For the foregoing reasons, Applicants submit that the public interest, convenience and necessity would be furthered by grant of this Application permitting Applicants to participate in the Financing Arrangements described above.

Respectfully submitted,

/s/ Ronald W. Del Sesto

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Counsel for Applicants

Dated: January 20, 2023

VERIFICATION

I, Jeffrey R. Strenkowski, state that I am the Vice President and Deputy General Counsel of Governmental Affairs of Uniti Group Inc. ("Uniti Group"); that I am authorized to make this Verification on behalf of Uniti Group 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 12th day of January, 2023.

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

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