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 Modified Revolving Credit Facilities	Docket Nos. 18819, 38999, 38898, 27881, and 43215

NOTIFICATION OF PARTICIPATION IN MODIFIED REVOLVING CREDIT FACILITIES

By this filing, 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, the "Parties") notify the Commission of their planned participation in the "2023 Modified Revolving Credit Facilities" as defined herein.[1]

In support, the Parties provide the following information:

I. DESCRIPTION OF THE 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). Uniti Group is a publicly traded real estate investment trust that engages in the acquisition and

[1] The Parties submit that the 2023 Modified Revolving Credit Facilities 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 2023 Modified Revolving Credit Facilities are an interstate transaction as evidenced by the following: (i) the Parties are competitive local exchange carriers headquartered and domiciled outside of Georgia, (ii) the 2023 Modified Revolving Credit Facilities are between parent companies of the Parties 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) the Parties plan to provide a guaranty and a related pledge of assets as collateral or other security to the lenders in order to accommodate those 2023 Modified Revolving Credit Facilities. Should the Commission determine that the exemption does not apply, the Parties request that the Commission issue a Letter of Acknowledgement to that effect.

construction of infrastructure utilized by the communications industry. The Parties' principal offices are located at 107 St. Francis Street, Suite 1800, Mobile, Alabama 36602.

In Georgia, the Parties 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 the Parties' technical, managerial and financial qualifications have been submitted to the Commission as part of the Parties' 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:

Ronald W. Del Sesto
Stephany Fan
Morgan, Lewis & Bockius LLP
1111 Pennsylvania Avenue, N.W.
Washington, DC 20004
202-739-3000 (tel)
202-739-3001 (fax)
ronald.delsesto@morganlewis.com
stephany.fan@morganlewis.com

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 2023 MODIFIED REVOLVING CREDIT FACILITIES

By the Letter of Authorization dated April 15, 2020, the Commission advised that no further action by the Commission was required for ANS Connect, CSL Realty, CSL System, and Southern Light to be guarantors or co-guarantors for $2.25 billion aggregate principal amount 7.875% senior secured notes due 2025 (the "2025 Notes") and to pledge their assets as security for the 2025 Notes. Subsequently and by Letter of Authorization dated August 28, 2020 ("*August 2020 Letter of Authorization*"), the Commission advised that no further action by the Commission was required for ANS Connect, CSL Realty, CSL System, and Southern Light to be guarantors or co-guarantors, and pledge their assets as security, for additional financing arrangements of their corporate parent and affiliates in an aggregate principal amount of $3.180 billion (collectively, the "Additional Financing Arrangements"). By the Letter of Authorization dated January 5, 2021, the Commission advised that no further action by the Commission was required for the Parties to enter into certain modifications to the revolving credit facilities that are one component of the Additional Financing Arrangements (the "2020 Modified Revolving Credit Facilities".)

By this filing, the Parties notify the Commission that the Parties plan to enter into certain modifications to the 2020 Modified Revolving Credit Facilities (the "2023 Modified Revolving

Credit Facilities").[2] The Parties notify the Commission that they seek authority to modify the terms of its revolving credit facilities that are a component of the Additional Financing Arrangements previously deemed approved by the Commission. Specifically, The Parties seek to lengthen the maturity of the revolving credit facility.

The material terms of the modified revolving credit facilities previously noted are as follows:

Borrower/Issuer:	Uniti Group LP, Uniti Group Finance 2019 Inc. & CSL Capital, LLC
Principal Amount:	Up to $500 million
Debt Instruments:	Revolving Credit Facilities
Maturity:	December 10, 2024
Interest Rate:	LIBOR + Applicable Rate (3.75% - 4.5%) for continuing loans and future drawdowns; and 0.40% to 0.50% for certain unused lines of credit

By this filing, the Parties notify the Commission of their plan to modify the revolving credit facilities as follows:

Borrower/Issuer:	Uniti Group LP, Uniti Group Finance 2019 Inc. & CSL Capital, LLC
Principal Amount:	Up to $500 million
Debt Instruments:	Revolving Credit Facilities
Maturity:	September 24, 2027
Interest Rate:	Secured Overnight Financing Rate ("SOFR") plus 0.1% plus Applicable Rate (3.75% to 4.50%) for continuing loans and future drawdowns; and 0.40% to 0.50% for certain unused lines of credit

The remainder of the debt encumbrances subject to the *August 2020 Letter of Authorization* remain in place and are unaffected by this filing.

The purposes for, and uses of, the 2023 Modified Revolving Credit Facilities remain the same as previously identified when securing approval for the Additional Financing Arrangements

[2] The 2023 Modified Revolving Credit Facilities did not replace or affect the other financing arrangements that are currently pending before the Commission.

and the 2020 Modified Revolving Credit Facilities. In particular, the Parties will continue to use the 2023 Modified Revolving Credit Facilities to repay outstanding debt and for other purposes such as acquisitions, working capital requirements (including the development and expansion of distributed network systems), and general corporate purposes of the Parties and their affiliates and subsidiaries. Accordingly, the Parties notify the Commission of their plans to participate in the 2023 Modified Revolving Credit Facilities as described in this Petition.

IV. PUBLIC INTEREST CONSIDERATIONS

The Parties' participation in the 2023 Modified Revolving Credit Facilities will serve the public interest. Among other things, the 2023 Modified Revolving Credit Facilities will authorize the Parties to continue to use such credit lines, in part, to repay existing debt, and otherwise to fund some, or all, of the purchase price of future acquisitions, to support strategic growth initiatives, to provide for ongoing working capital, and for other corporate purposes. The 2023 Modified Revolving Credit Facilities allow the Parties to do so on more favorable terms providing access to financial resources that will allow Uniti Group Inc. and its current and future subsidiaries, including the Parties, to become more effective competitors in the communications industry. The Parties' participation in the 2023 Modified Revolving Credit Facilities is necessary and appropriate, will not impair the Parties' ability to provide their services, and will promote their corporate purposes. The Parties' participation in the 2023 Modified Revolving Credit Facilities will be transparent to their customers and will not disrupt service or cause customer confusion or inconvenience.

V. CONCLUSION

The Parties submit that the public interest, convenience and necessity would be furthered by the Parties' participation in the 2023 Modified Revolving Credit Facilities described by this filing.

Respectfully submitted,

/s/ Ronald W. Del Sesto

Ronald W. Del Sesto
Stephany Fan
Morgan, Lewis & Bockius LLP
1111 Pennsylvania Avenue, N.W.
Washington, DC 20004
Tel: 202-739-3000
Fax: 202-739-3001
ronald.delsesto@morganlewis.com
stephany.fan@morganlewis.com

Counsel for The Parties

Dated: April 7, 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 31st day of March, 2023.

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

GA