BEFORE THE PUBLIC SERVICE COMMISSION

STATE OF GEORGIA

IN RE:	:	
	:	DOCKET NO.: 45085
Application of	:	
LiveOak Fiber, LLC	:	
for Approval to Participate	:	
In Certain Financing Arrangements	:	
	:	
	:	

APPLICATION

LiveOak Fiber, LLC ("Applicant"), by its undersigned counsel and pursuant to O.G.C.A. § 46-2-28[1] and any other statutes and regulations deemed applicable, hereby notifies the Georgia Public Service Commission ("Commission") of Applicant's intent to participate in an interstate financing arrangement in connection with a credit agreement (the "Credit Agreement") whereby the lender thereto agrees to make available to the Applicant a $[redacted] term loan facility and a $[redacted] revolving facility (the "Loans"). The Credit Agreement is exempt from the approval requirements, set forth in O.C.G.A. § 46-2-28 because it is an interstate debt transaction. The

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[1] O.G.C.A. § 46-2-28(g) provides that "…. local exchange companies … shall be exempt from the provisions of this Code section if the stocks, bonds, notes, or other evidences of debt are issued as part of a debt transaction that is an interstate transaction, as evidenced by the following:

1. The local exchange company is a wholly owned subsidiary of a parent company headquartered or domiciled outside of this state;

2. The debt transaction is by and between the parent company, the primary obligor, and a national bank or other lending or financial institution licensed or authorized to enter into such debt transaction by any state or federal agency; and

3. The local exchange company is issuing stocks, bonds, notes, or other evidences of debt for the purpose of providing collateral or other security to the lending or financial institution in order to accommodate the debt transaction of a parent company or other entity."

Credit Agreement (which is intended to be entered into on or about the date hereof) is by and among [redacted], ("Lender"), the Applicant, and LiveOak Fiber Holdings LLC ("Holdings"), an out-of-state Delaware limited liability company, headquartered at [redacted]. Applicant submits that the financing arrangement is exempt from the approval provisions of O.G.C.A. § 46-2-28 as the financing arrangement is an interstate transaction, as evidenced by the following: (1) Applicant, a Georgia certificated competitive local exchange company, is a wholly-owned subsidiary of parent, LiveOak Fiber Holdings LLC ("Holdings"), headquartered outside of Georgia; (2) the financing arrangement is by and between Holdings, the parent company, the Applicant, the primary obligor, and the Lender, a financial institution licensed or authorized to enter into such debt transaction by a federal agency; and (3) Applicant, as a local exchange company, is providing collateral over all or substantially all of its assets to Lender in order to accommodate the debt transaction.

The financing arrangement described herein will provide greater access to capital, which will yield both financial benefits and operational flexibility that will inure to the benefit of Applicant's customers in Georgia and other states in which they operate. Accordingly, the Applicant respectfully requests that the Commission exempt this interstate financing arrangement from the approval provisions of O.G.C.A. § 46-2-28. If the Commission determines not to exempt the Applicant from the approval requirements, then the Applicant seeks approval as of the financial arrangement as described below.

I. DESCRIPTION OF THE APPLICANT

Applicant is authorized to provide competitive local exchange telecommunications services pursuant to Certificate No. L-7914 issued in Docket No. 45085 on May 2, 2023, as an interim certificate, and on April 4, 2024, as a regular certificate.

II. DESIGNATED CONTACTS

Inquiries or copies of any correspondence, orders, or other materials pertaining to this Application should be directed to:

E. Barlow Keener
WOMBLE BOND DICKINSON, LLP
Independence Wharf
470 Atlantic Ave, Floor 6
Boston, MA 02110
(857) 287-3130
barlow.keener@wbd-us.com

III. REQUEST FOR APPROVAL TO ENTER INTO THAT CERTAIN FINANCING ARRANGEMENT

Applicant requests Commission approval to enter into a financing arrangement whereby the Lender agrees to provide to Applicant (i) a $[redacted] term loan and (ii) a $[redacted] revolving facility, with a maturity date on or about [redacted], 202[redacted].

As explained herein, the financing arrangement qualifies for exemption from the approval provisions of O.G.C.A. § 46-2-28 as an interstate transaction pursuant to O.G.C.A. § 46-2-28(g). Should the Commission nevertheless determine not to exempt the financing arrangement, Applicant hereby requests approval from the Commission pursuant to O.C.G.A. § 46-2-28 and any

other laws or regulations deemed applicable, for its equity and other assets to be pledged in support of the Loans.

Applicant's entry into the financing arrangement will not result in a change in Applicant's management or in Applicant's day-to-day operations in Georgia, nor will the financing arrangement adversely affect Applicant's current or proposed operations in Georgia. The financing arrangement will enable the Applicant to take advantage of lower interest rates and more favorable maturity terms, thereby significantly reducing interest expenses. The financing arrangement also will provide the Applicant with financial flexibility to maintain and expand its networks and services and will enable the Applicant to continue delivering services to new markets, thus allowing more consumers to benefit from its competitive services. Accordingly, and to the extent required, the Applicant requests Commission approval to enter into the financing arrangement described herein.

IV. PUBLIC INTEREST CONSIDERATIONS

Approval of the financing arrangement described herein will serve the public interest. The financing arrangement will provide greater access to capital, which will yield both financial benefits and operational flexibility that will ultimately inure to the benefit of Applicant's Georgia customers. In addition, existing and future customers will have a more favorable view of Applicant's financial health.

Furthermore, the financing arrangement will be conducted in a manner that will be transparent to customers and will not result in a change of carrier for customers or any assignment of authorizations, and in no event will they result in the discontinuance, reduction, loss, or impairment of service to customers. Following consummation of the financing arrangement, the

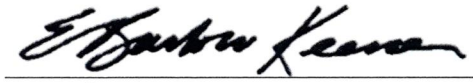
Applicant will continue to provide high-quality communications services to its customers without interruption and without immediate change in rates, terms, or conditions.

CONCLUSION

For the reasons set forth above, Applicant, LiveOak Fiber, LLC, submits that the public interest, convenience, and necessity will be furthered by expeditious Commission approval of Applicant's participation in the financing arrangement described herein.

This 26th day of June, 2024.

WOMBLE BOND DICKINSON, LLP
Counsel for LiveOak Fiber, LLC



E. Barlow Keener
Georgia Bar No.: 410865

E. Barlow Keener
WOMBLE BOND DICKINSON, LLP
Independence Wharf
470 Atlantic Ave, Floor 6
Boston, MA 02110
(857) 287-3130 Direct
(857) 287-3101 Fax

barlow.keener@wbd-us.com

CERTIFICATE OF SERVICE

I hereby certify that I have this day served a copy of the foregoing Application, by alternative electronic filing, and by depositing same via overnight delivery Federal Express to the following party:

Mr. Leon Bowles
Director, Telecommunications
Georgia Public Service Commission
244 Washington Street SW
Atlanta, Georgia 3334

This the 26th day of June 2024.

ELLIS BARLOW KEENER, JR.
Georgia Bar No. 410865

WOMBLE BOND DICKINSON (US) LLP
Independence Wharf
470 Atlantic Avenue, Suite 600
Boston, MA 02210c
(857) 287-3139