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July 8, 2024

Via E-Filing and Overnight Courier

Sallie Tanner, Executive Secretary
Georgia Public Service Commission
244 Washington Street, S.W.
Atlanta, GA 30334-9052

Re: Docket Nos. 18819, 38999, 38898, 27881 and 43215
Notification of ANS Connect, LLC, CSL Georgia Realty, LLC, CSL Georgia System, LLC, Southern Light, LLC, and Uniti National LLC Regarding Participation in Certain Financing Arrangements

Dear Executive Secretary Tanner:

On behalf of ANS Connect, LLC, CSL Georgia Realty, LLC, CSL Georgia System, LLC, Southern Light, LLC, and Uniti National LLC (the "Parties"), enclosed for filing with the Commission is the above-referenced Notification, which is being submitted via electronic filing and overnight courier.

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

Respectfully submitted,

Brett P Ferenchak

Ronald W. Del Sesto
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Counsel to the Parties

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BEFORE THE
GEORGIA PUBLIC SERVICE COMMISSION

Notification of **ANS Connect, LLC,** **CSL Georgia Realty, LLC,** **CSL Georgia System, LLC,** **Southern Light, LLC** and **Uniti National LLC** Regarding Participation in Certain Financing Arrangements	Docket Nos. 18819, 38999, 38898, 27881 and 43215

NOTIFICATION OF PARTICIPATION IN CERTAIN FINANCING ARRANGEMENTS

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") hereby notify the Georgia Public Service Commission (the "Commission") of their intent to participate in certain new Financing Arrangements (as described below).[1]

In support of this filing, the Parties provide the following information:

I. DESCRIPTION OF THE PARTIES

ANS Connect, CSL Realty, CSL System, Southern Light, and Uniti National are indirect subsidiaries of Uniti Group Inc. ("Uniti"), a publicly traded Maryland real estate investment trust

[1] The Parties 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) the Parties are wholly owned subsidiaries of a parent company domiciled outside of Georgia, (ii) the Financing Arrangements 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 the financing arrangements of the primary obligor. Should the Commission determine that the exemption does not apply, the Parties request that the Commission issue a Letter of Acknowledgement to that effect.

(NASDAQ: UNIT). Uniti is an internally managed real estate investment trust that operates two primary businesses: Uniti Leasing and Uniti Fiber. Uniti Leasing owns, acquires, and leases mission-critical communications assets nationwide to wholesale customers on both exclusive and shared-tenant bases. CSL Realty, CSL System, and Uniti National are part of the Uniti Leasing business. Uniti Fiber is a provider of lit and dark fiber solutions for wireless operators, carriers, enterprises, schools, and governments. Its business includes cell-site backhaul, small cells, internet services, and wavelengths. Uniti Fiber's primary service area is in the Southeastern United States. ANS Connect and Southern Light are part of the Uniti Fiber business. Uniti and the Parties have principal offices located at 2101 Riverfront Drive, Suite A, Little Rock, Arkansas 72202.

In Georgia, the Parties hold the following authorizations:

1. ANS Connect, a Georgia limited liability company, is authorized to provide resold and facilities-based local exchange telecommunications services pursuant to Certificate L-0366.

2. CSL Realty, a Delaware limited liability company, is authorized to construct or operate a telephone line, plant, or system pursuant to Certificate No. X-1118. 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, a Delaware limited liability company, is authorized to construct or operate a telephone line, plant, or system pursuant to Certificate No. X-1119. 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, an Alabama limited liability company, is authorized to provide competitive local exchange telecommunications services pursuant to Certificate L-0454 and to construct or operate a telephone line, plant, or system pursuant to Certificate No. X-1125.

5. Uniti National, a Delaware limited liability company, is authorized to construct or operate a telephone line, plant or system pursuant to Certificate No. X-7771.

Additional information concerning the Parties' technical, managerial and financial qualifications have been submitted to the Commission as part of the Parties' respective certification applications and various applications for corporate and financing transactions 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:

Kelly McGriff
Vice President – Deputy General Counsel
Uniti Group Inc.
2101 Riverfront Drive, Suite A
Little Rock, AR 72202
kelly.mcgriff@uniti.com

III. DESCRIPTION OF THE FINANCING ARRANGEMENTS

The Parties intend to participate as guarantors or co-guarantors and to pledge their assets as security for certain new financing arrangements of their corporate parent and affiliates. Specifically, Uniti Group's subsidiaries Uniti Group LP, Uniti Fiber Holdings Inc., Uniti Group Finance 2019 Inc., and CSL Capital, LLC (together, the "Issuers") completed an offering of $300 million aggregate principal amount of 10.50% senior secured notes due 2028 (the "Financing Arrangements").[2] The Financing Arrangements will be guaranteed on a senior unsecured basis by Uniti Group, and on a senior secured basis by each of Uniti Group LP's subsidiaries, including the Parties, that is an issuer, obligor or guarantor under Uniti Group's senior secured credit facilities and existing secured notes.[3] As such, the Parties notify the Commission that they intend to enter

[2] The notes were issued on May 17, 2024, but the guarantees and pledges of the Parties will not be provided until regulatory approvals have been obtained. For additional details regarding the Financing Arrangements, see Uniti Group's SEC Form 8-K filed on May 17, 2024, available at: https://investor.uniti.com/static-files/0efcabca-0e7f-4498-b9e9-5c238ab1c73a. These Financing Arrangements are in addition to the $2.6 billion aggregate principal amount of 10.50% Senior Secured Notes due 2028 that were issued in 2023. *See* Docket Nos. 18819, 27881, 38898, 38899, and 43215 (filed March 16, 2023).

[3] Uniti Group Inc., Uniti Group LP, Uniti Group Finance 2019 Inc., and CSL Capital, LLC are not telecommunications carriers, do not provide telecommunications services, and do not hold telecommunications licenses in any jurisdiction.

into or participate in Financing Arrangements in support of their corporate parents and affiliates consistent with the terms outlined below.

Aggregate Principal Amount: $300 million (the "Aggregate Amount").

Debt Instruments: Senior secured notes.

Maturity: The notes will mature on February 15, 2028.

Interest Rate: 10.50%.

Guarantees and Security: The Parties intend to participate as guarantors or co-guarantors in Financing Arrangements up to the Aggregate Amount, and to pledge their assets as security of the Financing Arrangements.

Purpose: The Issuers intend to use the net proceeds for general corporate purposes, which may include funding a portion of the cash consideration for the proposed Windstream Transaction (as defined below).[4]

Accordingly, the Parties notify the Commission that they intend to participate as guarantors or co-guarantors and pledge their assets as security for the Financing Arrangements with terms materially consistent with those outlined above.

IV. PUBLIC INTEREST CONSIDERATIONS

The Parties' participation in Financing Arrangements will serve the public interest. The Issuers intend to use the Financing Arrangements for general corporate purposes, which may include providing a portion of the cash consideration for the Windstream Transaction. The Financing Arrangements will benefit Uniti Group Inc. and its current and future subsidiaries, including the Parties, and allow them to become more effective competitors in the communications industry. The Parties' participation in the Financing Arrangements are necessary and appropriate, will not impair the Parties' ability to provide their services, and will promote their corporate

[4] On May 3, 2024, Uniti and Windstream Holdings II, LLC entered into an Agreement and Plan of Merger under which the two companies will become subsidiaries of a newly-formed Delaware corporation that will be publicly traded (the "Windstream Transaction"). An appropriate filing will be submitted to the Commission regarding the Windstream Transaction.

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

V. CONCLUSION

For the foregoing reasons, the Parties submit that the public interest, convenience and necessity would be furthered by the Parties' participation in the Financing Arrangements described above.

Respectfully submitted,

Brett P Ferenchak

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Counsel for the Parties

Dated: July 8, 2024

VERIFICATION

VERIFICATION

STATE OF ARKANSAS §
§
COUNTY OF PULASKI §

I, Keith Harvey, state that I am Senior Vice President, Deputy General Counsel of Uniti Group Inc.; that I am authorized to make this Verification on behalf of Uniti Group Inc. 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.

Keith Harvey
Senior Vice President, Deputy General Counsel
Uniti Group Inc.

Subscribed and sworn before me on this 20th day of June, 2024.

JENNIFER HARP GOMEZ
NOTARY PUBLIC
PULASKI COUNTY, ARKANSAS
COMM. EXP. 02/03/31
COMMISSION NO. 12718901

Notary Public

My Commission expires: 03 Feb 2031