Laura Garfinkel | Director
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Cellular: 973-760-9218
Office: 770-637-8308

April 15, 2025

Via Alternative E-File

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

Re: Joint Application of BroadRiver Communication Corporation, LLC, Transferor, and CallTower, Inc., Transferee, for Approval to Transfer of Direct Control of Transferor CLEC License to Transferee by corporate Merger.

Dear Ms. Tanner:

On behalf of BroadRiver Communication Corporation and CallTower, Inc. (together, the "Applicants"), enclosed is the above-referenced Joint Application for filing with the Commission.

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,



Laura Garfinkel; Director
("CLA") CliftonLarsonAllen LLP
3575 Piedmont Road Northeast
Building 15; Suite 1550
Atlanta GA, 30305
Phone: 973-760-9218
Fax: 866-611-5443
Email: Laura.Garfinkel@claconnect.com
Attorney In Fact for Applicants BroadRiver Communication Corporation and CallTower, Inc.

BEFORE THE
GEORGIA PUBLIC SERVICE COMMISSION

Joint Application of **BroadRiver Communication Corporation,** *Transferor* and **CallTower, Inc.** *Transferee*, for Approval (1) to Transfer of Direct Control of Transferor to Transferee by Merger	Docket No. _____

JOINT APPLICATION

BroadRiver Communication Corporation ("Transferor"); and CallTower, Inc. ("Transferee") (collectively with Transferee and Transferor, the "Applicants"), by their undersigned representatives and pursuant to O.C.G.A. § 46-5-41 & 46-2-28 and the regulations of the Commission, hereby request Commission approval, to the extent required,

(1) to transfer direct control of the Transferor and all of its associated CLEC collateral (assets) to Transferee (the "Transaction").

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

I. DESCRIPTION OF THE APPLICANTS

A. Transferor

Transferor, a Delaware corporation had its principal executive office at 10701 S River

Front Pkwy, South Jordan, UT 84095.

.

BroadRiver Communication Corporation was a Delaware company of which CallTower, Inc. has full ownership as described more fully below.

BroadRiver Communication Corporation had provided telecommunications services since late 1999. BroadRiver Communications Corporation had provided primarily local exchange and long-distance services, switched access, transit and other services to business customers and also wholesale customers in Georgia. Additionally, BroadRiver Communication Corporation provided access to the public switched telephone network, telephone numbers and other functionalities to both business customers and also wholesale customers to VoIP providers.

In Georgia, BroadRiver Communication Corporation is authorized to provide competitive local exchange telecommunications services and reseller services pursuant to the Georgia Public Service Commission under Commission approved Certificate No.'s No. L-0191 and R-0719.

B. <u>Transferee</u>

Transferee CallTower, Inc. is a Delaware corporation and a wholly owned direct subsidiary CallTower Holdings. As an operating subsidiary, CallTower, Inc. is a leading nationwide communications services provider with employees centrally located in Utah, and throughout other states. CallTower, Inc. serves small, medium sized and large business enterprise customers, utilizing Unified Communications as a Service ("UCaaS Solutions") which maximize a business customers unified communications with CallTower, Inc.'s voice, contact center, productivity tools, and network support. Along with CallTower Inc.'s UCaaS Solutions, CallTower, Inc. also offers Contact Center as a Service ("CCaaS") and CX which is CallTower's contact center and customer experience ("CX") solutions make it easy to make powerful connections and deliver results. In addition to multiple proprietary products and services offered

to CallTower, Inc.'s customers that have been customized and developed by CallTower, Inc.

In July of 2023 CallTower, Inc. through its owners filed a Joint Application of CallTower Holdings, Inc. and BV CallTower Holdings, LP for a Change of Control of BroadRiver Communication Corporation, and for Certain Financing Arrangements Filed July 2023 as noted in Exhibit B.

On October 30, 2024, CallTower, Inc. the approval was provided by the Delaware Secretary of State to consummate the merger of BroadRiver Communication Corporation and CallTower, Inc. All owned assets and equity of BroadRiver Communication Corporation are now owned and in direct control of CallTower, Inc. without limitation; Operating Company Numbers ("OCN's), Service Provider ID's ("SPID"), ROA Codes, and all BroadRiver Communication Corporation collateral, some of which is defined in Exhibit A.1. Additionally, when CallTower, Inc. provided its application to the Georgia Public Service Commission to request approval to be granted a Certificate of Public Convenience and Necessity resulting in Certificate No. L-7984 the application clearly stated the intent of CallTower, Inc. And that if approved by the Commission would assume not only the BroadRiver Communication Corporation Certificate No.'s of Certificate No.'s No. L-0191 and R-0719 but would also would assume all of BroadRiver Communication Corporations Certificate No's issued (as related to Exhibit A.1), all CLEC codes (OCN and RAO), ILEC Interconnection Agreements, vendor agreements (stand alone and all collateral belonging and relating to BroadRiver Communication Corporation.

II. DESIGNATED CONTACTS

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

For Transferor:

Laura Garfinkel
CLA (CliftonLarsonAllen, LLP.)
3575 Piedmont Road Northeast
Building 15; Suite 1550
Atlanta GA, 30305
Tel: 973-760-9218
Email: Laura.Garfinkel@claconnect.com

For Transferee:

Dan Newman
Director of Tax and Compliance
CallTower, Inc.
10701 S River Front Pkwy
South Jordan, UT 84095
Tel: 385-265-2271
Email: dnewman@calltower.com

III. DESCRIPTION OF THE TRANSACTION

Pursuant to the Merger documents, dated as of October 30, 2024, by and among Transferor, Transferee, Transferee acquired all equity and assets of the Transferor. Diagrams depicting the pre- and post-Merger structures are appended hereto as Exhibit A.

IV. DESCRIPTION OF THE POST MERGER ARRANGEMENTS

Applicants seek Commission approval for the Merger that took place on October 30, 2024, between BroadRiver Communication Corporation and CallTower, Inc. with CallTower, Inc. resulting as the surviving entity. Until such time Commission Approval is granted BroadRiver Communication Corporation has and will continue to file all required Georgia Public Service Commission filings in order to preserve integrity of compliance.

V. PUBLIC INTEREST CONSIDERATIONS

Applicants submit that the Transaction and Merger documents described herein will serve the public interest. The Transaction has brought together two enterprises that have demonstrated a long-standing commitment to excellence in a highly competitive marketplace. Transferee is

managerially, technically, and financially well-qualified to complete the Transaction. Further, Transferee has plans to invest in the combined company's communications services to further grow and strengthen its capabilities. Licensees therefore will continue to have the manage- rial, technical and financial qualifications to provide high quality telecommunications services in Georgia supported by experienced management. Licensees will also be supported by the financial resources of Transferee.

At the same time, the Merger had no adverse impact on the customers in the state of Georgia. Immediately following the Merger, CallTower, Inc. continues to provide high-quality services.

This merger has served the public interest within the state of Georgia. Most importantly CallTower, Inc. will now be able to leverage all acquired assets and equity of BroadRiver Communication Corporation to serve the greater good within the state. And the merger will also provide competition among telecommunications carriers by providing CallTower, Inc. the ability to support a more robust product and service offering. The merger is transparent to the customers of Transferor of which have been assigned by and to the Transferee with no service disruption nor caused customer confusion or inconvenience.

VI. CONCLUSION

For the foregoing reasons, Applicants submit that the public interest, convenience and necessity would be furthered by the Commission issuing a Letter of Acknowledgement that no Com- mission approval is necessary for, or to the extent necessary acknowledging the Merger and consolidation of all assets and equity falling under BroadRiver Communication Corporation as

recognized by the Commission is now under the direct ownership and control of CallTower, Inc. and the participation of the Applicants as described above.

Respectfully submitted,

Shawn Hansen
Chief Financial Officer
CallTower, Inc.
10701 S River Front Pkwy
South Jordan, UT 84095
Tel: 385-259-6210
Email: shansen@calltower.com

Representative for Transferee

/s/ Laura Garfinkel
Laura Garfinkel
CLA (CliftonLarsonAllen, LLP.)
3575 Piedmont Road Northeast
Building 15; Suite 1550
Atlanta GA, 30305
Tel: 973-760-9218
Email: Laura.Garfinkel@claconnect.com

Attorney In Fact for Transferor

Dated: April 15, 2025

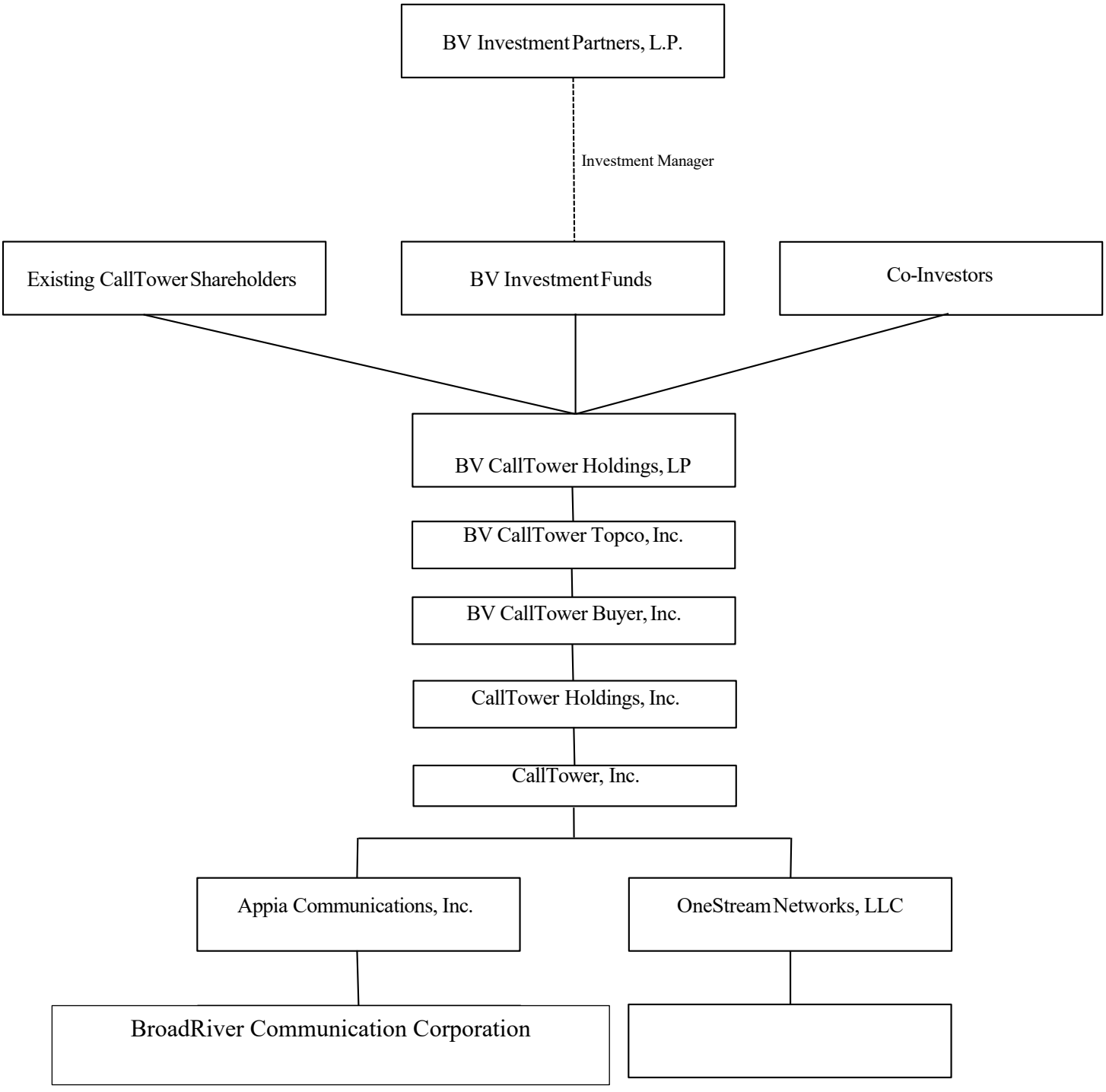
EXHIBITS

Pre and Post Merger Structure And Merger Consummation Documents	**Exhibit A**
BroadRiver Communication Corporation Certificate No's. as Approved and issues by the Georgia Public Service Commission	**Exhibit A.1**
Joint Application of CallTower Holdings, Inc. and BV CallTower Holdings, LP for a Change of Control of BroadRiver Communication Corporation, and for Certain Financing Arrangements Filed July 2023	**Exhibit B**
CallTower, Inc. Georgia Public Service Commission Approval of Certificate No. L-7984	**Exhibit C**
BroadRiver Communication Corporation UAF, TRS and Required Georgia Public Service Commission Filings	**Exhibit D**

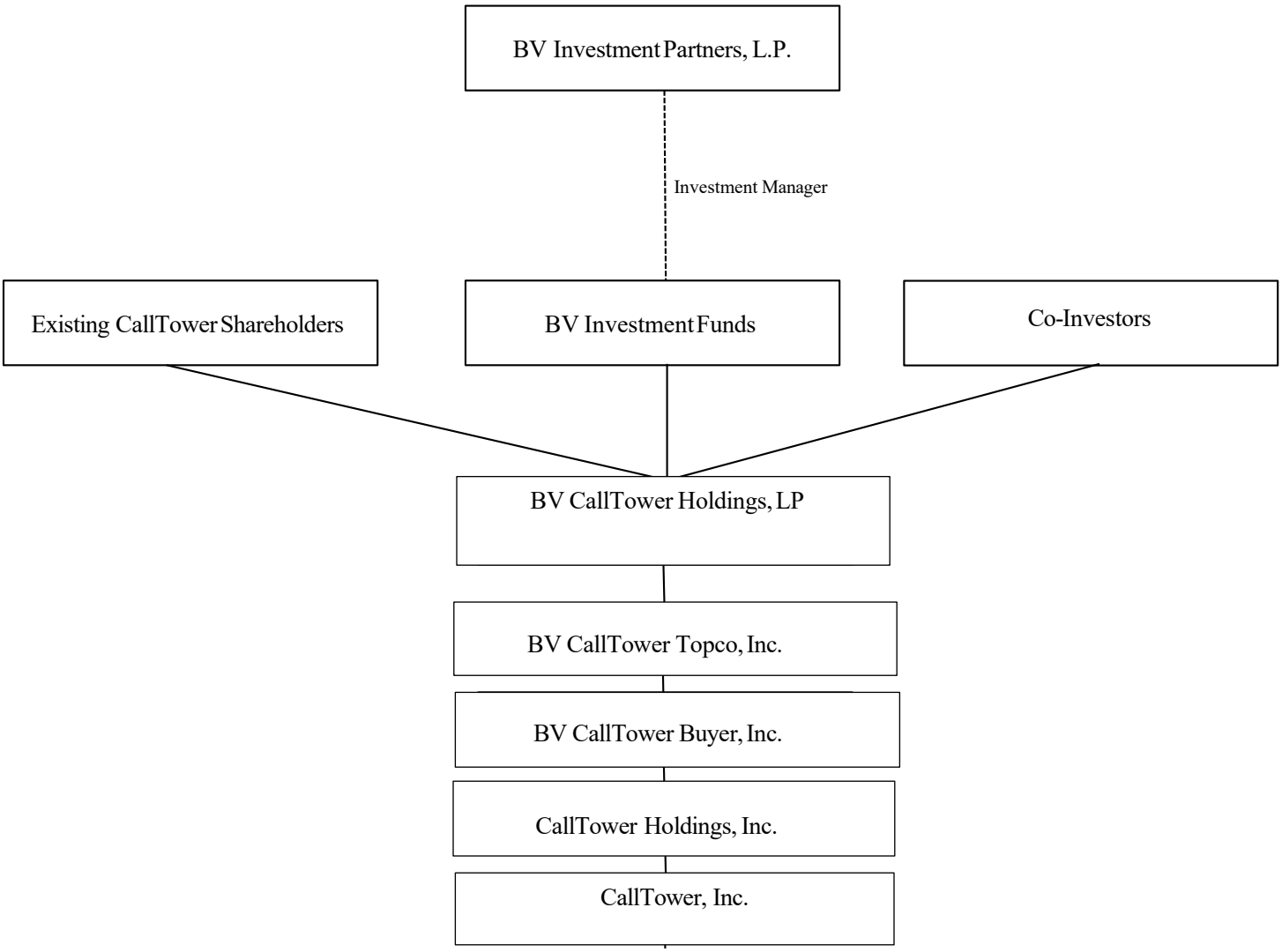
EXHIBIT A

Diagrams of the Pre- and Post-Transaction Corporate Ownership Structures

Pre Transaction Organizational Chart



Pre Transaction Organizational Chart



Pre-Merger Companies and all respective ILEC Agreements, third party vendor Agreements and all other assets owned by each entity have been merged under CallTower, Inc.

Delaware

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"BROADRIVER COMMUNICATION CORPORATION", A DELAWARE CORPORATION,

WITH AND INTO "CALLTOWER, INC." UNDER THE NAME OF "CALLTOWER, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF OCTOBER, A.D. 2024, AT 12:37 O`CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTIETH DAY OF OCTOBER, A.D. 2024.





3458060 8100M
SR# 20244070185

Authentication: 204752491
Date: 10-29-24

You may verify this certificate online at corp.delaware.gov/authver.shtml

State of Delaware
Secretary of State
Division of Corporations
Delivered 12:37 PM 10/29/2024
FILED 12:37 PM 10/29/2024
SR 20244070185 - File Number 3458060

CERTIFICATE OF MERGER
MERGING
BROADRIVER COMMUNICATION CORPORATION
WITH AND INTO
CALLTOWER, INC.

October 29, 2024

Pursuant to Title 8, Section 251 of the Delaware General Corporation Law (the "**DGCL**"), the undersigned corporation, organized and existing under and by virtue of the DGCL, hereby certifies that:

1. The name and state of incorporation of each of the constituent entities of the merger (the "**Constituent Corporations**") are as follows:

NAME	STATE OF INCORPORATION
BroadRiver Communication Corporation	Delaware
CallTower, Inc.	Delaware

2. An Agreement and Plan of Merger (as amended, the "**Agreement of Merger**") by and among each of the Constituent Corporations setting forth the terms and conditions of the merger of BroadRiver Communication Corporation with and into CallTower, Inc. (the "**Merger**") has been approved, adopted, certified, executed and acknowledged by each of the Constituent Corporations in accordance with the requirements of the DGCL.

3. CallTower, Inc. is the surviving entity in the merger, and the Certificate of Incorporation of CallTower, Inc., as now in force and effect, shall continue to be the Certificate of Incorporation of the surviving entity.

4. The executed Agreement of Merger is on file at 10701 S River Front Pkwy, South Jordan, UT 84095, the place of business of the surviving entity.

5. A copy of the Agreement of Merger will be furnished by the surviving entity on request, without cost, to any stockholder of CallTower, Inc. or stockholder of BroadRiver Communication Corporation.

6. The Merger shall become effective as of October 30, 2024, which date is within ninety (90) days following the filing of this Certificate of Merger with the Secretary of the State of Delaware.

[Remainder of this page intentionally left blank]

IN WITNESS WHEREOF, the surviving entity has caused this certificate to be signed by an authorized officer as of October 29, 2024.

CallTower, Inc.

By: /s/ Shawn M. Hansen
Name: Shawn M. Hansen
Title: CFO and Secretary

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER ("**Agreement**"), dated as of October 30, 2024, by and between **CALLTOWER, INC.**, a Delaware corporation ("**Parent**"), and **BROADRIVER COMMUNICATION CORP.**, a Delaware corporation and a wholly owned subsidiary of Parent (the "**Subsidiary**").

WHEREAS, prior to the transaction contemplated by this Agreement, the Subsidiary was wholly owned by Appia Communications, Inc., a Michigan corporation, which merged with and into Parent, resulting in the Subsidiary's becoming a wholly owned subsidiary of Parent.

The parties hereby agree as follows:

ARTICLE 1

THE MERGER

1.1 Merger. Pursuant to Section 251 of the Delaware General Corporation Law ("**DGCL**"), the parties agree that the Subsidiary shall merge with and into Parent (the "**Merger**") in accordance with the terms set forth in this Agreement.

1.2 Parties. The name of the surviving company in the Merger is CallTower, Inc. (the "**Surviving Company**"). The name of the disappearing entity in the Merger is BroadRiver Communication Corp. (the "**Disappearing Entity**"). Pursuant to Section 251 of the DGCL, this Agreement has been approved by the sole stockholder of the Surviving Corporation and the sole stockholder of the Disappearing Entity.

1.3 Effective Time of the Merger. The effective time of the Merger shall be when the Certificate of Merger is filed with the Delaware Secretary of State (the "**Effective Time**"). As of the Effective Time, the corporate existence of Parent, with all of its rights, privileges and powers, shall continue unaffected and unimpaired by the Merger, and the corporate identity and existence of the Subsidiary, with all of its rights, privileges and powers, shall be merged with and into Parent, and Parent, as the Surviving Company, shall be fully vested therewith. The separate existence of the Subsidiary as the Disappearing Entity shall cease as of the Effective Time.

1.4 Effects of the Merger.

(a) At the Effective Time the separate existence of the Disappearing Entity shall cease and the Disappearing Entity shall be merged with and into the Surviving Company.

(b) At and after the Effective Time, the Surviving Company shall possess all the rights, privileges, powers and franchises of a public as well as of a private nature, and be subject to all the restrictions, disabilities and duties of the Disappearing Entity; and all and singular rights, privileges, powers and franchises of the Disappearing Entity, and all property, real, personal and mixed (whether tangible or intangible), and all debts due to the Disappearing Entity on whatever account, as well as all other things in action or belonging to the Disappearing Entity, shall be vested in the Surviving Company, and all property, rights, privileges, powers and franchises, and all and every other interest shall be thereafter the property of the Surviving Company as they were of the Disappearing Entity, and the title to any real estate vested by deed or otherwise, in the Disappearing Entity, shall not revert or be in any way impaired; but all rights of creditors and all liens upon any property of the Disappearing Entity shall be preserved unimpaired, and all

debts, liabilities and duties of the Disappearing Entity shall thereafter attach to the Surviving Company, and may be enforced against it to the same extent as if such debts and liabilities had been incurred by it.

1.5 Cancellation of Disappearing Entity Securities and Interests. As of the Effective Time (A) all outstanding securities and interests of the Subsidiary shall be cancelled, and (B) all of the capital stock of Parent shall remain issued and outstanding. At and after the Effective Time, the Surviving Company shall possess all of the rights, privileges and powers of the Disappearing Entity, all property, real, personal and mixed, and all debts due to the Disappearing Entity, shall vest in the Surviving Company without further act or deed, and the Surviving Company shall assume and be liable for all debts, liabilities and duties of the Disappearing Entity, as contemplated under Section 259 of the DGCL.

1.6 Organizational Documents. As of the Effective Time, the organizational documents of the Surviving Company shall be in the forms of the existing Certificate of Incorporation and Bylaws of Parent, as amended and in effect immediately prior to the Effective Time.

1.7 U.S. Tax Treatment. The parties intend that the Merger shall qualify as a tax-free reorganization pursuant to Section 368(a) of the Internal Revenue Code of 1986, as amended, (the "Code"), and as a complete liquidation of the Subsidiary within the meaning of Section 332 of the Code for U.S. federal and applicable state income tax purposes. This Agreement is adopted as a "plan of reorganization" under Treasury Regulation Sections 1.368-2(g) and 1.368-3(a) and as a "plan of liquidation" for U.S. federal and applicable state income tax purposes.

1.8 Further Action. If, at any time after the Effective Time, any further action is determined by Parent to be necessary or desirable to carry out the purpose of this Agreement or to vest the Surviving Company with the full rights, privileges and powers of the Disappearing Entity, the directors and officers of the Surviving Company shall be fully authorized (in the name of the Disappearing Entity) to take such action.

1.9 Amendment and Termination. At any time prior to the Effective Time, this Agreement may be amended in writing by Parent and the Subsidiary or terminated by Parent with written notice to the Subsidiary, whether before or after receipt of the requisite approval of Parent and of the Subsidiary.

ARTICLE 2

MISCELLANEOUS PROVISIONS

2.1 Governing Law. This Agreement shall be construed and interpreted in accordance with the laws of the State of Delaware, without regard to its provisions concerning conflict of laws that would cause the laws of another jurisdiction to govern.

2.2 Counterparts. This Agreement may be executed in two or more counterparts, each of which shall be binding as of the date first written above, and all of which shall constitute one and the same instrument. Each such copy shall be deemed an original, and it shall not be necessary in making proof of this Agreement to produce or account for more than one such counterpart.

2.3 Severability. Any provision of this Agreement that is invalid or unenforceable in any jurisdiction shall be ineffective to the extent of such invalidity or unenforceability without invalidating or rendering unenforceable the remaining provisions hereof, and any such invalidity or unenforceability in any jurisdiction shall not invalidate or render unenforceable such provision in any other jurisdiction.

2.4 Successors and Assigns. This Agreement shall be binding upon each of the parties hereto and each of their respective successors and assigns, if any. This Agreement shall inure to the benefit of Surviving Company, the Disappearing Entity and their respective successors and assigns, if any.

2.5 Entire Agreement. This Agreement sets forth the entire understanding of the parties hereto relating to the subject matter hereof and supersedes all prior agreements and understandings among or between any of the parties relating to the subject matter.

IN WITNESS WHEREOF, each of the parties has caused this Agreement to be executed, effective as of the date first written above.

PARENT:

CALLTOWER, INC.

By:_____
Name: Bret England
Title: CEO and President

SUBSIBIDARY:

BROADRIVER COMMUNICATION CORP.

By:_____
Name: Bret England
Title: CEO and President

EXHIBIT A.1

BroadRiver Communication Corporation Certificate No's. as Approved and issues by the Georgia Public Service Commission

Search Results By

Companies −

Company Name
broadriver

Docket Number

Certificate Type

Search

Exchanges +

Search Results

Showing 9 results by companies

Certificate Number #L-0191
BroadRiver Communication Corporation (/search/telecom-detail/?certificateId=3854)
Cert Type: **CLEC** Docket Id: **11926**

Certificate Number #R-0719
BroadRiver Communication Corporation (/search/telecom-detail/?certificateId=3856)
Cert Type: **Resale** Docket Id: **11927**

Certificate Number #4049
BroadRiver Communication Corporation (/search/telecom-detail/?certificateId=4049)
Cert Type: **Interconnection** Docket Id: **12276**

Certificate Number #4482
BroadRiver Communication Corporation (/search/telecom-detail/?certificateId=4482)

Cert Type: **Interconnection** Docket Id: **12276**

Certificate Number #4874

BroadRiver Communication Corporation (/search/telecom-detail/?certificateId=4874)

Cert Type: **Interconnection** Docket Id: **13657**

Certificate Number #5105

BroadRiver Communication Corporation (/search/telecom-detail/?certificateId=5105)

Cert Type: **Interconnection** Docket Id: **13844**

Certificate Number #5551

BroadRiver Communication Corporation (/search/telecom-detail/?certificateId=5551)

Cert Type: **Interconnection** Docket Id: **16258**

Certificate Number #6485

BroadRiver Communication Corporation (/search/telecom-detail/?certificateId=6485)

Cert Type: **Interconnection** Docket Id: **22271**

Certificate Number #6635

BroadRiver Communication Corporation (/search/telecom-detail/?certificateId=6635)

Cert Type: **Interconnection** Docket Id: **24229**

◄ PREVIOUS 1 NEXT ►

- PSC Annual Reports (/annual-reports/)

- Georgia Power Bill Calculator (/utilities/electric/georgia-power-bill-calculator/)
- GUFPA Damage Reporting System (http://gufpa.psc.state.ga.us/)
- GC-1 (/gc-1/)

- Filing Information (/agendas-calendars/filing-information/)
- Contact Information (/contact-the-gpsc/)

- Department of Labor (https://dol.georgia.gov/)
- PSC Vacancies (/career-opportunities/)
- Applications (/career-opportunities/)

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EXHIBIT B

Joint Application of CallTower Holdings, Inc. and BV CallTower Holdings, LP for a Change of Control of BroadRiver Communication Corporation, and for Certain Financing Arrangements Filed with The Georgia Public Service Commission in July 2023

COVINGTON

BEIJING BRUSSELS DUBAI FRANKFURT JOHANNESBURG
LONDON LOS ANGELES NEW YORK PALO ALTO
SAN FRANCISCO SEOUL SHANGHAI WASHINGTON

Covington & Burling LLP
One CityCenter
850 Tenth Street, NW
Washington, DC 20001-4956
T +1 202 662 6000

By Electronic Filing

July 26, 2023

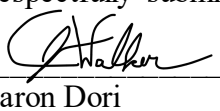
Reese McAlister
Executive Secretary
Georgia Public Service Commission
244 Washington Street, SW
Atlanta, GA 30334-9052

Re: Joint Application of CallTower Holdings, Inc. and BV CallTower Holdings, LP for a Change of Control of BroadRiver Communication Corporation, and for Certain Financing Arrangements

Dear Mr. McAlister:

Please find enclosed the Joint Application of CallTower Holdings, Inc. and BV CallTower Holdings, LP for a Change of Control of BroadRiver Communication Corporation, and for Certain Financing Arrangements. Please contact the undersigned with any questions regarding this submission.

Respectfully submitted,



Yaron Dori
Corey Walker
COVINGTON & BURLING LLP
One City Center
850 Tenth Street, N.W.
Washington, DC 20001
Tel: (202) 662-6000
ydori@cov.com
cwalker@cov.com

Counsel for BV CallTower Holdings, LP

BEFORE THE
GEORGIA PUBLIC SERVICE COMMISSION

Joint Application of	)	
	)	
CallTower Holdings, Inc.	)	
Transferor	)	
	)	
and	)	
	)	Docket Nos. 11926-U, 11927-U
BV CallTower Holdings, LP	)	
Transferee	)	
	)	
For Authority for a Change of Control of	)	
BroadRiver Communication Corporation,	)	
Licensee, and	)	
for Certain Financing Arrangements		

JOINT APPLICATION

Pursuant to O.C.G.A. §§ 46-5-41, 46-5-168, and Chapter 515-6 of the Rules of the Georgia Public Service Commission (the "Commission"), CallTower Holdings, Inc. ("CallTower Holdings" or "Transferor") and BV CallTower Holdings, LP ("BV CallTower" or "Transferee," and together with Transferor, "Joint Applicants"), hereby respectfully request the approval of the Commission to consummate a transaction ("Transaction") that will result in a change of control of BroadRiver Communication Corporation ("BroadRiver" or "Licensee"), and for Financing Arrangements associated with the Transaction (defined in Section II.B, below).

The Transaction will serve the public interest by providing BroadRiver with additional financial resources and management expertise, which will better position it to provide its customers with enhanced networks and services. Further, the Transaction will be transparent to BroadRiver's customers; it will not affect BroadRiver's day-to-day operations, and it will not involve an assignment of operating authority, assets, or customers.

In support of this Joint Application, Joint Applicants respectfully submit the following information:

I. DESCRIPTION OF JOINT APPLICANTS

A. CallTower Holdings, Inc. and BroadRiver Communication Corporation

CallTower provides, directly and indirectly through BroadRiver and two other wholly-owned subsidiaries, Appia Communications, Inc. and OneStream Networks, LLC, unified communications as a service ("UCaaS") and contact center as a service ("CCaaS") support to enterprise customers across the United States. As part of these services, CallTower, including through BroadRiver and its other subsidiaries, provides resold IP-based voice and data services. BroadRiver is authorized to provide competitive local exchange services and resold interexchange services in Georgia pursuant to Certificates of Authority Nos. L-0191 and R-0719.[1]

B. BV CallTower Holdings, LP

Transferee BV CallTower Holdings, LP is a limited partnership organized under the laws of the state of Delaware that maintains its headquarters at 125 High Street, 16th Floor Boston, MA 02110. Majority ownership of BV CallTower is held by investment funds under the ultimate control of BV Investment Partners, L.P. ("BV"), a private equity firm that invests in and manages business services and information technology businesses in North America. BV's private equity funds focus on investing in the technology-enabled business services, software, and IT-enabled services sectors, including in businesses that provide solutions and services for the collection, storage, dissemination, processing, and use of information and data. BV is one of the oldest and most experienced sector-focused private equity firms in North America; since its founding in 1983, BV has invested approximately $4.7 billion in companies across the information technology, business services, and software industries.

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[1] *See* Docket Nos. 11926-U and 11927-U, respectively.

Transferee and BV are not affiliated with any public utilities or companies providing telecommunications services in Georgia.

II. DESCRIPTION OF THE TRANSACTION

A. Description of the Transfer of Control

On July 15, 2023, CallTower Holdings and its direct, wholly owned subsidiary CallTower, Inc. ("CallTower") entered into an Agreement and Plan of Merger (the "Merger Agreement") with, in relevant part, BV CallTower; BV CallTower Merger Sub 1, Inc. ("Merger Sub 1"), a Delaware corporation and wholly owned indirect subsidiary of BV CallTower; and BV CallTower Merger Sub 2, Inc. ("Merger Sub 2"), a Delaware corporation and wholly owned direct subsidiary of Merger Sub 1. Pursuant to the Merger Agreement, (i) Merger Sub 2 will merge with and into CallTower, with CallTower surviving the merger as a wholly owned subsidiary of CallTower Holdings and (ii) immediately thereafter, Merger Sub 1 will merge with and into CallTower Holdings, with CallTower Holdings surviving the merger as a wholly owned subsidiary of BV CallTower.

The majority shareholders of BV CallTower will be investment funds managed by BV. Exhibit A and Exhibit B include pre- and post-Transaction organizational charts detailing the existing and proposed ownership structure of BroadRiver.

B. Description of the Financing Arrangements

For the purposes of the Transaction, BV CallTower and its subsidiaries, including BroadRiver, expect to obtain debt financing in an aggregate amount of up to $57.5 million, comprised of a $52.5 million term loan facility and a $5 million revolving credit facility (collectively, the "Financing Arrangements"). The proceeds of the term loan facility, in an expected aggregate amount of up to $52.5 million, will be sufficient (together with equity

contributions and any borrowing under the revolving credit facility on the closing date) to finance the Transaction, including repaying existing debt.

The maturity date of the Financing Arrangements will be 5 years from the time the debt is incurred. The interest rate will be a floating rate (consisting of a base rate, which will float with a rate index tied to the Term Secured Overnight Financing Rate or the Federal Funds Rate), plus an applicable margin. In addition to the Financing Arrangements, new and rollover equity will provide the financing for the remainder of the funds required for BV CallTower to acquire CallTower Holdings and its subsidiaries, including BroadRiver.

Participation by BroadRiver in the Financing Arrangements will not adversely affect its operations in Georgia. As such, in addition to granting approval for the change of control of BroadRiver, the Joint Applicants respectfully request that the Commission approve the Financing Arrangements, as well.

III. PUBLIC INTEREST CONSIDERATIONS

The Transaction will promote the public interest for several reasons. As an initial matter, the Transaction will be seamless for BroadRiver's current customers, which will continue to receive the same resold voice and IP-based data services and other communications services they currently receive. The Transaction will not result in any disruption, interruption, or reduction of quality of any services BroadRiver provides. Further, the rates, terms, and conditions of service for BroadRiver's customers will be unaffected, and any future changes to these rates, terms, or conditions will take place pursuant to the customers' contracts and consistent with applicable law. Accordingly, there will be no negative effects on BroadRiver's customers.

In addition, the Transaction, including the Financing Arrangements, will provide BroadRiver with access to additional resources, both in terms of financial support and managerial expertise. Following consummation of the Transaction, BroadRiver will enjoy access to additional

capital, allowing it to enhance the service offerings it currently provides, as well as compete more effectively in the communications marketplace. BroadRiver also will have access to the managerial expertise and resources of BV, which will supplement BroadRiver's existing management, technical, and operations teams. These benefits will flow to BroadRiver's customers, as well.

Further, the Transaction does not present any competitive harms. Although the Transaction will provide BroadRiver with an influx of capital and enable it to enhance and expand its service offerings, it will not adversely affect competition in the Georgia communications marketplace. The Transaction will not eliminate any telecommunications service provider, and because BroadRiver only has a modest number of customers in Georgia, all of which are business customers, it lacks a market presence in any product segments or areas that would pose a threat to competition. Moreover, because BroadRiver operates as a reseller of services provided by larger nationwide carriers, it has no telecommunications facilities from which it could seek to exclude competitors, or otherwise operate to their detriment. As a pure reseller, BroadRiver competes with the nationwide carriers from which it purchases services for resale, as well as many other larger resellers and facilities-based providers. Overall, the Transaction will increase competition by providing BroadRiver with the resources necessary for it to compete more effectively. This will benefit BroadRiver's customers, as well as the market for communications services generally.

For these reasons, the Transaction will serve the public interest, and the Commission should grant this Joint Application.

IV. DESIGNATED CONTACTS

All correspondence and communications with respect to this Joint Application should be addressed or directed as follows:

For Transferee:

Yaron Dori
Corey Walker
Covington & Burling LLP
One CityCenter
850 Tenth Street, NW
Washington, DC 20001
202-662-6000 (tel)
ydori@cov.com
cwalker@cov.com

For Transferor/Licensee:

J.G. Harrington
Cooley LLP
1299 Pennsylvania Avenue, NW
Suite 700
Washington, DC 20004
Tel: (202) 842-7800
Fax: (202) 842-7899
jgharrington@cooley.com

V. CONCLUSION

For the foregoing reasons, Joint Applicants respectfully request that the Commission approve this Joint Application for a change of control of BroadRiver to BV CallTower, and for the Financing Arrangements associated with the Transaction.

* * *

Respectfully submitted,

/s/ *J.G. Harrington*

J.G. Harrington
Cooley LLP
1299 Pennsylvania Avenue, NW
Suite 700
Washington, DC 20004
Tel: (202) 637-2200
jgharrington@cooley.com

Counsel for CallTower Holdings, Inc. and BroadRiver Communication Corporation

/s/ *Yaron Dori*

Yaron Dori
Corey Walker
Covington & Burling LLP
One CityCenter
850 Tenth Street, NW
Washington, DC 20001
Tel: (202) 662-6000
ydori@cov.com
cwalker@cov.com

Counsel for BV CallTower Holdings, LP

July 26, 2023

EXHIBIT A

Pre-Transaction Organizational Chart

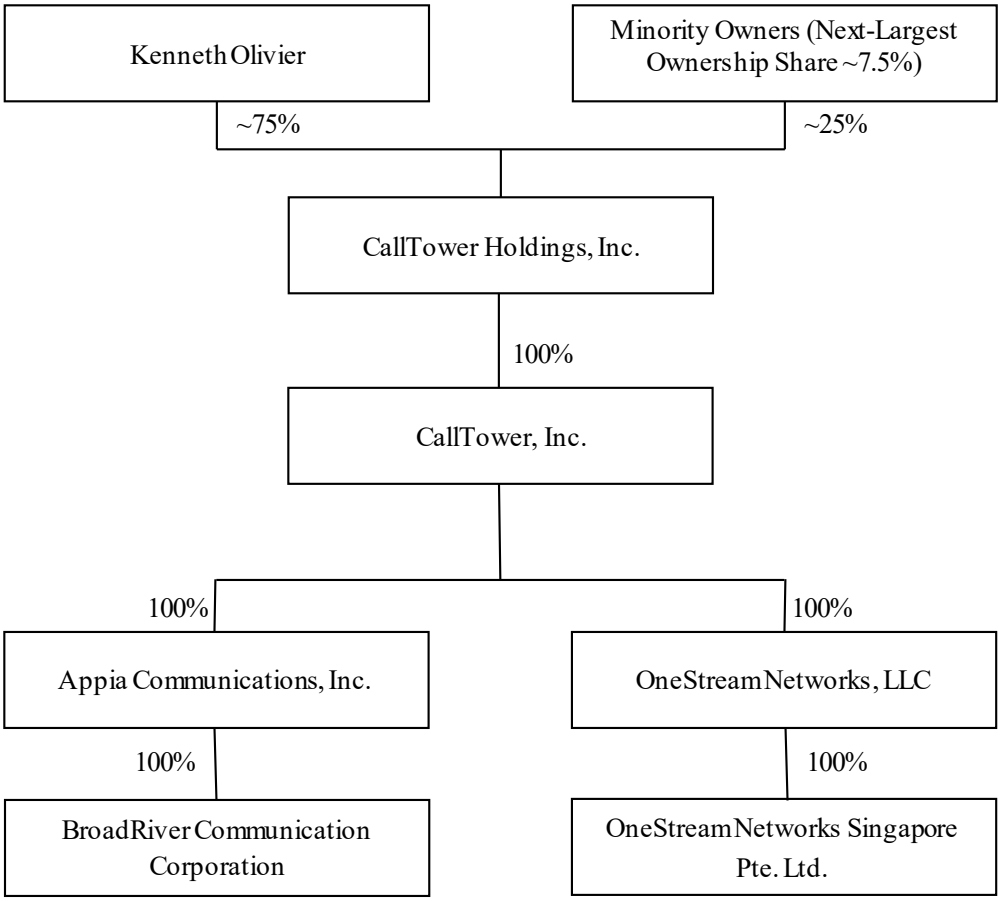
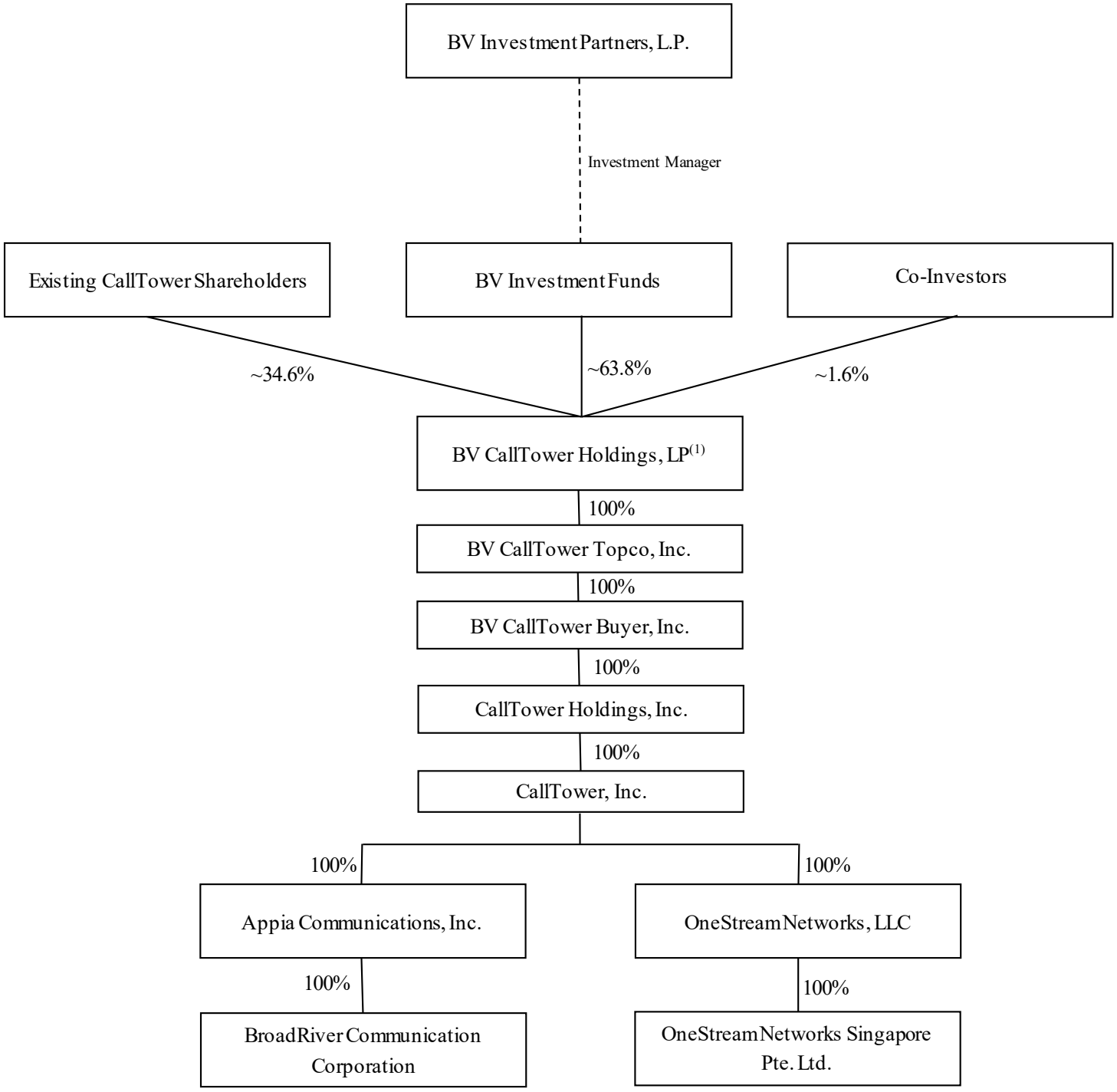


EXHIBIT B

Post-Transaction Organizational Chart



(1) The exact ownership interests in BV CallTower Holdings, LP will be determined around the close of the transaction. These interests are estimated as noted.

STATE OF UTAH

CITY/COUNTY OF SOUTH JORDAN, SALT LAKE COUNTY

VERIFICATION

I, Bret England, hereby declare that:

(1) I am CEO and President of CallTower Holdings, Inc. ("CallTower Holdings");

(2) I am authorized to make this verification on behalf of CallTower Holdings; and

(3) The statements in the foregoing Joint Application relating to CallTower Holdings are true and correct to the best of my knowledge and belief.

I declare under penalty of perjury that the foregoing is true and correct.

Executed this 26 day of July, 2023.

Bret England
CEO and President
CallTower Holdings, Inc.

SWORN TO AND SUBSCRIBED before me on the 26 day of July, 2023.

DAVIS STURGEON
Notary Public - State of Utah
Comm. No. 726824
My Commission Expires on
Sep 22, 2026

STATE OF Massachusetts)
)
CITY/COUNTY OF Suffolk)

VERIFICATION

I, Justin Garrison, hereby declare that:

(1) I am Secretary of BV CallTower Holdings, LP ("BV CallTower");

(2) I am authorized to make this verification on behalf of BV CallTower; and

(3) The statements in the foregoing Joint Application relating to BV CallTower are true and correct to the best of my knowledge and belief.

I declare under penalty of perjury that the foregoing is true and correct.

Executed this 24th day of July, 2023.

Justin Garrison
Secretary
BV CallTower Holdings, LP

SWORN TO AND SUBSCRIBED before me on the 24th day of July, 2023.

County of: Suffolk
State of: Massachusetts

On this 24th day of July, 2023, before me personally appeared Justin Garrison, to me known to be the person described in and having signed above, and acknowledged that he executed this copy as his own free act and deed.

Notary Public: Mary-Ellen Coniaris

Mary-Ellen Coniaris my commission expires: 9-19-2025

Mary-Ellen Coniaris
Notary Public
COMMONWEALTH OF MASSACHUSETTS
My Commission Expires
September 19, 2025

EXHIBIT C

CallTower, Inc. Georgia Public Service Commission
Approval of Certificate No. L-7984

FILED
MAR 19 2025
EXECUTIVE SECRETARY
GPSC

DOCKET#56102
DOCUMENT#221872

COMMISSIONERS:

JASON SHAW, Chairman
TIM G. ECHOLS, Vice-Chairman
FITZ JOHNSON
LAUREN "BUBBA" McDONALD

TRICIA PRIDEMORE



REECE McALISTER
EXECUTIVE DIRECTOR

SALLIE TANNER
EXECUTIVE SECRETARY

Georgia Public Service Commission

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

244 WASHINGTON STREET, SW
ATLANTA, GEORGIA 30334-5701

FAX: (404) 656-2341
psc.ga.gov

CERTIFICATE OF AUTHORITY TO PROVIDE COMPETITIVE LOCAL EXCHANGE TELECOMMUNICATION SERVICES

IN RE: DOCKET NO. 56102: Application of CallTower, Inc. for a Certificate of Authority to Resell and Provide Facilities-Based Competitive Local Exchange Services.

Certificate No. L-7984 Approved: March 18, 2025

BY THE COMMISSION:

I. BACKGROUND

On February 17, 2025, CallTower, Inc. (hereinafter referred to as "the Applicant") filed with the Georgia Public Service Commission (hereinafter referred to as "the Commission") an application for a Certificate of Authority to Provide Competitive Local Exchange Services pursuant to O.C.G.A. § 46-5-163(b). In Administrative Session on March 18, 2025, the Commission voted to waive a public hearing on this matter.

The statutory authority governing certificates of authority of the type the Applicant is seeking is found at O.C.G.A. § 46-5-163. This code section provides that a telecommunications company, including a telecommunications services reseller, shall not provide telecommunications services without a certificate of authority issued by the Commission. A certificate may not be issued without adequate proof that the applicant possesses satisfactory financial and technical capability. A showing of public convenience and necessity is not a condition for issuing a competing certificate of authority.

In support of its application, the Applicant presented evidence through exhibits and additional materials routinely requested by the Commission Staff. After carefully analyzing all evidence of the record in this case, the Commission makes the following findings of fact and conclusions of law:

II.
FINDINGS OF FACT

1. TECHNICAL CAPABILITY.

The Applicant intends to offer local exchange telecommunications services to business customers in Georgia. Applicant has demonstrated adequate technical capabilities to implement its business plan through evidence regarding its management team, technical understanding and customer service plans.

2. FINANCIAL CAPABILITY.

The Applicant has demonstrated that it possesses sufficient and adequate financial capability to provide the local exchange telecommunications services for which it is seeking a Certificate of Authority.

III.
CONCLUSIONS OF LAW

The Commission Staff certifies the record in this docket to the Commission and issues this recommendation pursuant to O.C.G.A. §§ 46-2-58(d) and 50-13-17(a). Based upon the evidence, the Commission Staff finds that the Applicant has shown that it possesses satisfactory financial and technical capability pursuant to O.C.G.A. § 46-5-163(b) in order to be granted a certificate of authority to provide competitive local exchange telecommunications services.

Having reviewed the record and considered this case, the Commission finds and concludes that it should adopt the Commission Staff's recommendation as its decision in this docket.

WHEREFORE, it is

ORDERED, that the above numbered certificate is granted to CallTower, Inc., whose principal business address is 10701 S. River Front Pkwy Suite 450, South Jordan, UT 84095, to resell and provide facilities-based competitive local exchange telecommunication services.

ORDERED FURTHER, that the Applicant is hereby granted authority to provide local exchange telecommunications services statewide.

ORDERED FURTHER, that as a condition precedent to the Applicant offering local service that requires interconnection, the Applicant must enter into an interconnection agreement with each affected incumbent local exchange company and obtain the formal approval of the Georgia Public Service Commission after said agreement is filed with the agency.

ORDERED FURTHER, that the Applicant must comply with O.C.G.A. § 25-9-1 et seq. regarding the practices and procedures that shall be employed when a telecommunications provider or its designee is excavating in the state of Georgia.

ORDERED FURTHER, that the Applicant shall be responsible for ensuring its employees, agents or designees comply fully with all applicable laws, rules and orders of the Commission relating to safe excavation procedures, including, but not limited to O.C.G.A § 25-9-1 et seq., the Georgia Utility Facility Protection Act. Violations of such laws, rules, or orders of the Commission by the Applicant's employees, agents or designees may result in revocation, suspension or other limitation on the Applicant's certificate of authority and may result in fines assessed on Applicant pursuant to O.C.G.A § 46-2-91.

ORDERED FURTHER, that the Applicant must comply with the Commission's Order or Orders issued in Docket No. 11400-U, Prevention of Damage To Underground Facilities, and applicable law pertaining to Common Ground best practices for excavation damage prevention when excavating in an area in which underground facilities may be located.

ORDERED FURTHER, that the Applicant chose not to file a tariff pursuant to O.C.G.A §46-5-251.

ORDERED FURTHER, that the Applicant shall contribute to the Universal Access Fund as prescribed in Docket No. 5825-U.

ORDERED FURTHER, that pursuant to O.C.G.A. § 46-5-168(b)(2) the certificate granted herein shall be subject to revocation if the Applicant fails to notify the Commission of any change in its contact address on file with the Commission, fails to comply with Commission requirements or Orders, or violates any applicable law or Commission Rule.

ORDERED FURTHER, that if the Applicant desires to do business in Georgia under any name which does not appear on this certificate, Applicant shall submit an application for amendment to its certification stating the name under which it plans to conduct business.

ORDERED FURTHER, that all statements of fact, law and regulatory policy contained within the preceding sections of this Order be adopted as findings and conclusions of law and conclusions of regulatory policy of the Commission.

ORDERED FURTHER, that jurisdiction over this matter is expressly retained for the purpose of entering such further Order or Orders as this Commission may deem just and proper.

ORDERED FURTHER, that any motion for reconsideration or rehearing in this case shall not have the effect of staying this Order of Commission, except insofar as the Commission may otherwise provide.

BY ORDER OF THE GEORGIA PUBLIC SERVICE COMMISSION, this 18th day of March 2025.

Sallie Tanner
Executive Secretary

DATE: 3-19-25

Jason Shaw
Chairman

DATE: 3-19-25

EXHIBIT D

BroadRiver Communication Corporation UAF, TRS and Required Georgia Public Service Commission Filings

GEORGIA PUBLIC SERVICE COMMISSION
TELECOMMUNICATIONS RELAY SERVICE
(TRS)
QUARTERLY CONTRIBUTION FORM

CONTRIBUTION PERIOD:	QUARTER:	1st	YEAR:	2024
COMPANY NAME:	BroadRiver Communications Corporation			
COMPANY TYPE (PLACE X IN APPROPRIATE BOX):	ILEC:		CLEC:	X
CERTIFICATE NUMBER: (e.g., IL-001, L-001)				

A. NUMBER OF ACCESS LINES IN MONTH 1:	0
B. NUMBER OF ACCESS LINES IN MONTH 2:	0
C. NUMBER OF ACCESS LINES IN MONTH 3:	0
D. TOTAL NUMBER OF ACCESS LINES (A + B + C):	0
E. CONTRIBUTION PER ACCESS LINE PER MONTH:	$0.11
F. TOTAL CONTRIBUTIONS (D X E):	$ 0.00

COMPLETE FORM, SIGN, AND EMAIL TO TSTARKS@PSC.GA.GOV.

QUESTIONS? CALL TONIKA STARKS AT 404-657-4990.

SELECT METHOD OF PAYMENT BY PLACING AN "X" IN ONE OF THE BOXES BELOW.

	WIRE	WELLS FARGO	
	CHECK	VIA USPS: GPSC TRS FUND PO BOX 101378 ATLANTA, GA 30392-1378	VIA OVERNIGHT: WELLS FARGO OPERATIONAL SERVICES ATTN: GPSC TRS FUND LOCKBOX 101378 3585 ATLANTA AVENUE HAPEVILLE, GA 30354
	TRANSFER	WELLS FARGO CUSTOMERS ONLY: CALL WELLS FARGO TREASURY MANAGEMENT CLIENT SERVICE AT (800) 289-3557 AND SELECT OPTION 2 TO INITIATE TRANSFER.	

I CERTIFY, UNDER PENALTY OF LAW, THAT THE ABOVE INFORMATION IS TRUE AND CORRECT TO THE BEST OF MY KNOWLEDGE AND BELIEF. I FURTHER CERTIFY THAT I HAVE REMITTED THE REQUIRED CONTRIBUTION (IF ANY) VIA THE METHOD INDICATED BELOW.

SIGNATURE:	Pamela Jenkins
PRINTED NAME:	Pamela Jenkins
TITLE:	Attorney-in-Fact
COMPANY NAME (IF DIFFERENT FROM ABOVE):	
DATE PAYMENT SENT:	04/09/2024
PHONE NUMBER:	770-672-5044
EMAIL ADDRESS	pam.jenkins@claconnect.com

GEORGIA PUBLIC SERVICE COMMISSION
TELECOMMUNICATIONS RELAY SERVICE
(TRS)
QUARTERLY CONTRIBUTION FORM

CONTRIBUTION PERIOD:	QUARTER:	2nd	YEAR:	2024
COMPANY NAME:	BroadRiver Communications Corporation			
COMPANY TYPE (PLACE X IN APPROPRIATE BOX):	ILEC:		CLEC:	X
CERTIFICATE NUMBER: (e.g., IL-001, L-001)				

A. NUMBER OF ACCESS LINES IN MONTH 1:	0
B. NUMBER OF ACCESS LINES IN MONTH 2:	0
C. NUMBER OF ACCESS LINES IN MONTH 3:	0
D. TOTAL NUMBER OF ACCESS LINES (A + B + C):	0
E. CONTRIBUTION PER ACCESS LINE PER MONTH:	$0.11
F. TOTAL CONTRIBUTIONS (D X E):	$ 0.00
COMPLETE FORM, SIGN, AND EMAIL TO TSTARKS@PSC.GA.GOV. **QUESTIONS? CALL TONIKA STARKS AT 404-657-4990.**	

SELECT METHOD OF PAYMENT BY PLACING AN "X" IN ONE OF THE BOXES BELOW.			
	WIRE	WELLS FARGO	
	CHECK	VIA USPS: GPSC TRS FUND PO BOX 101378 ATLANTA, GA 30392-1378	VIA OVERNIGHT: WELLS FARGO OPERATIONAL SERVICES ATTN: GPSC TRS FUND LOCKBOX 101378 3585 ATLANTA AVENUE HAPEVILLE, GA 30354
	TRANSFER	WELLS FARGO CUSTOMERS ONLY: CALL WELLS FARGO TREASURY MANAGEMENT CLIENT SERVICE AT (800) 289-3557 AND SELECT OPTION 2 TO INITIATE TRANSFER.	

I CERTIFY, UNDER PENALTY OF LAW, THAT THE ABOVE INFORMATION IS TRUE AND CORRECT TO THE BEST OF MY KNOWLEDGE AND BELIEF. I FURTHER CERTIFY THAT I HAVE REMITTED THE REQUIRED CONTRIBUTION (IF ANY) VIA THE METHOD INDICATED BELOW.

SIGNATURE:	Pamela Jenkins
PRINTED NAME:	Pamela Jenkins Date: 07/08/2024
TITLE:	Attorney-in-Fact
COMPANY NAME (IF DIFFERENT FROM ABOVE):	
DATE PAYMENT SENT:	
PHONE NUMBER:	770-672-5044
EMAIL ADDRESS	pam.jenkins@claconnect.com

GEORGIA PUBLIC SERVICE COMMISSION
TELECOMMUNICATIONS RELAY SERVICE
(TRS)
QUARTERLY CONTRIBUTION FORM

CONTRIBUTION PERIOD:	QUARTER:	3rd	YEAR:	2024
COMPANY NAME:	BroadRiver Communications Corporation			
COMPANY TYPE (PLACE X IN APPROPRIATE BOX):	ILEC:		CLEC:	X
CERTIFICATE NUMBER: (e.g., IL-001, L-001)				

A. NUMBER OF ACCESS LINES IN MONTH 1:	0
B. NUMBER OF ACCESS LINES IN MONTH 2:	0
C. NUMBER OF ACCESS LINES IN MONTH 3:	0
D. TOTAL NUMBER OF ACCESS LINES (A + B + C):	0
E. CONTRIBUTION PER ACCESS LINE PER MONTH:	$0.11
F. TOTAL CONTRIBUTIONS (D X E):	$ 0.00
COMPLETE FORM, SIGN, AND EMAIL TO TSTARKS@PSC.GA.GOV. **QUESTIONS? CALL TONIKA STARKS AT 404-657-4990.**	

SELECT METHOD OF PAYMENT BY PLACING AN "X" IN ONE OF THE BOXES BELOW.			
	WIRE	WELLS FARGO	
	CHECK	VIA USPS: GPSC TRS FUND PO BOX 101378 ATLANTA, GA 30392-1378	VIA OVERNIGHT: WELLS FARGO OPERATIONAL SERVICES ATTN: GPSC TRS FUND LOCKBOX 101378 3585 ATLANTA AVENUE HAPEVILLE, GA 30354
	TRANSFER	WELLS FARGO CUSTOMERS ONLY: CALL WELLS FARGO TREASURY MANAGEMENT CLIENT SERVICE AT (800) 289-3557 AND SELECT OPTION 2 TO INITIATE TRANSFER.	

I CERTIFY, UNDER PENALTY OF LAW, THAT THE ABOVE INFORMATION IS TRUE AND CORRECT TO THE BEST OF MY KNOWLEDGE AND BELIEF. I FURTHER CERTIFY THAT I HAVE REMITTED THE REQUIRED CONTRIBUTION (IF ANY) VIA THE METHOD INDICATED BELOW.

SIGNATURE:	Pamela Jenkins
PRINTED NAME:	Pamela Jenkins Date: 10/07/2024
TITLE:	Attorney-in-Fact
COMPANY NAME (IF DIFFERENT FROM ABOVE):	
DATE PAYMENT SENT:	
PHONE NUMBER:	770-672-5044
EMAIL ADDRESS	pam.jenkins@claconnect.com

GEORGIA PUBLIC SERVICE COMMISSION
TELECOMMUNICATIONS RELAY SERVICE
(TRS)
QUARTERLY CONTRIBUTION FORM

CONTRIBUTION PERIOD:	QUARTER:	4th	YEAR:	2024
COMPANY NAME:	BroadRiver Communications Corporation			
COMPANY TYPE (PLACE X IN APPROPRIATE BOX):	ILEC:		CLEC:	X
CERTIFICATE NUMBER: (e.g., IL-001, L-001)				

A. NUMBER OF ACCESS LINES IN MONTH 1:	0
B. NUMBER OF ACCESS LINES IN MONTH 2:	0
C. NUMBER OF ACCESS LINES IN MONTH 3:	0
D. TOTAL NUMBER OF ACCESS LINES (A + B + C):	0
E. CONTRIBUTION PER ACCESS LINE PER MONTH:	$0.11
F. TOTAL CONTRIBUTIONS (D X E):	$ 0.00
COMPLETE FORM, SIGN, AND EMAIL TO TSTARKS@PSC.GA.GOV. **QUESTIONS? CALL TONIKA STARKS AT 404-657-4990.**	

SELECT METHOD OF PAYMENT BY PLACING AN "X" IN ONE OF THE BOXES BELOW.			
	WIRE	WELLS FARGO	
	CHECK	VIA USPS: GPSC TRS FUND PO BOX 101378 ATLANTA, GA 30392-1378	VIA OVERNIGHT: WELLS FARGO OPERATIONAL SERVICES ATTN: GPSC TRS FUND LOCKBOX 101378 3585 ATLANTA AVENUE HAPEVILLE, GA 30354
	TRANSFER	WELLS FARGO CUSTOMERS ONLY: CALL WELLS FARGO TREASURY MANAGEMENT CLIENT SERVICE AT (800) 289-3557 AND SELECT OPTION 2 TO INITIATE TRANSFER.	

I CERTIFY, UNDER PENALTY OF LAW, THAT THE ABOVE INFORMATION IS TRUE AND CORRECT TO THE BEST OF MY KNOWLEDGE AND BELIEF. I FURTHER CERTIFY THAT I HAVE REMITTED THE REQUIRED CONTRIBUTION (IF ANY) VIA THE METHOD INDICATED BELOW.

SIGNATURE:	Ashley Morales
PRINTED NAME:	Ashley Morales Date: 01/09/2024
TITLE:	Attorney-in-Fact
COMPANY NAME (IF DIFFERENT FROM ABOVE):	CliftonLarsonAllen LLP
DATE PAYMENT SENT:	
PHONE NUMBER:	404-467-5835
EMAIL ADDRESS	ashley.morales@claconnect.com

GEORGIA PUBLIC SERVICE COMMISSION
UNIVERSAL ACCESS FUND
(UAF)
QUARTERLY CONTRIBUTION FORM

FOR THE QUARTER ENDED: (e.g., 3/31/2023, 6/30/2023, etc.)	03/31/2024
COMPANY NAME:	BroadRiver Communication Corporation
LIST ALL CERTIFICATE NUMBERS: (e.g., L-001, R-001, X-001, etc.)	

A. QUARTERLY REVENUE:	$ 0.00
B. CONTRIBUTION FACTOR (5.25%):	0.0525
C. CONTRIBUTION (A X B):	$ 0.00

YOUR QUARTERLY UAF CONTRIBUTION IS THE AMOUNT SHOWN ON LINE **C**.

COMPLETE FORM AND EMAIL TO DBUCKNER@PSC.GA.GOV OR FAX TO 770-342-3024.

QUESTIONS? CONTACT DOROTHY BUCKNER AT DBUCKNER@PSC.GA.GOV OR 404-651-5959.

SELECT METHOD OF PAYMENT BY PLACING AN "X" IN ONE OF THE BOXES BELOW.

	WIRE	
	CHECK	VIA USPS: GPSC UAF PO BOX 934025 ATLANTA, GA 31193-4025 VIA OVERNIGHT: GPSC UAF 3585 ATLANTA AVENUE HAPEVILLE, GA 30354
	TRANSFER	WELLS FARGO CUSTOMERS ONLY: CALL WELLS FARGO TREASURY MANAGEMENT CLIENT SERVICE AT (800) 289-3557 AND SELECT OPTION 2 TO INITIATE TRANSFER.

I CERTIFY, UNDER PENALTY OF LAW, THAT THE ABOVE INFORMATION IS TRUE AND CORRECT TO THE BEST OF MY KNOWLEDGE AND BELIEF. I FURTHER CERTIFY THAT I HAVE REMITTED THE REQUIRED CONTRIBUTION VIA THE METHOD INDICATED ABOVE.

SIGNATURE:	Date: 04/09/2024
PRINTED NAME:	Pamela Jenkins
TITLE:	Attorney-in-Fact
COMPANY NAME (IF DIFFERENT FROM ABOVE):	
DATE PAYMENT SENT:	
PHONE NUMBER:	770-672-5044
EMAIL ADDRESS	pam.jenkins@claconnect.com

GEORGIA PUBLIC SERVICE COMMISSION
UNIVERSAL ACCESS FUND
(UAF)
QUARTERLY CONTRIBUTION FORM

FOR THE QUARTER ENDED: (e.g., 3/31/2023, 6/30/2023, etc.)	03/31/2024
COMPANY NAME:	BroadRiver Communication Corporation
LIST ALL CERTIFICATE NUMBERS: (e.g., L-001, R-001, X-001, etc.)	R-0719,L-0191

A. QUARTERLY REVENUE:	$0.00
B. CONTRIBUTION FACTOR (5.25%):	0.0525
C. CONTRIBUTION (A X B):	$0.00

YOUR QUARTERLY UAF CONTRIBUTION IS THE AMOUNT SHOWN ON LINE **C**.

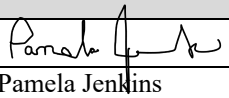
COMPLETE FORM AND EMAIL TO DBUCKNER@PSC.GA.GOV OR FAX TO 770-342-3024.

QUESTIONS? CONTACT DOROTHY BUCKNER AT DBUCKNER@PSC.GA.GOV OR 404-651-5959.

SELECT METHOD OF PAYMENT BY PLACING AN "X" IN ONE OF THE BOXES BELOW.

	WIRE	
	CHECK	VIA USPS: GPSC UAF PO BOX 934025 ATLANTA, GA 31193-4025 VIA OVERNIGHT: GPSC UAF 3585 ATLANTA AVENUE HAPEVILLE, GA 30354
	TRANSFER	WELLS FARGO CUSTOMERS ONLY: CALL WELLS FARGO TREASURY MANAGEMENT CLIENT SERVICE AT (800) 289-3557 AND SELECT OPTION 2 TO INITIATE TRANSFER.

I CERTIFY, UNDER PENALTY OF LAW, THAT THE ABOVE INFORMATION IS TRUE AND CORRECT TO THE BEST OF MY KNOWLEDGE AND BELIEF. I FURTHER CERTIFY THAT I HAVE REMITTED THE REQUIRED CONTRIBUTION VIA THE METHOD INDICATED ABOVE.

SIGNATURE:	
PRINTED NAME:	Pamela Jenkins
TITLE:	Attorney-in-Fact
COMPANY NAME (IF DIFFERENT FROM ABOVE):	
DATE PAYMENT SENT:	
PHONE NUMBER:	770-672-5044
EMAIL ADDRESS	pam.jenkins@calconnect.com

GEORGIA PUBLIC SERVICE COMMISSION
UNIVERSAL ACCESS FUND
(UAF)
QUARTERLY CONTRIBUTION FORM

FOR THE QUARTER ENDED: (e.g., 3/31/2023, 6/30/2023, etc.)	06/30/2024
COMPANY NAME:	BroadRiver Communication Corporation
LIST ALL CERTIFICATE NUMBERS: (e.g., L-001, R-001, X-001, etc.)	R-0719,L-0191

A. QUARTERLY REVENUE:	$0.00
B. CONTRIBUTION FACTOR (5.25%):	0.0525
C. CONTRIBUTION (A X B):	$0.00

YOUR QUARTERLY UAF CONTRIBUTION IS THE AMOUNT SHOWN ON LINE **C**.

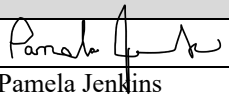
COMPLETE FORM AND EMAIL TO DBUCKNER@PSC.GA.GOV OR FAX TO 770-342-3024.

QUESTIONS? CONTACT DOROTHY BUCKNER AT DBUCKNER@PSC.GA.GOV OR 404-651-5959.

SELECT METHOD OF PAYMENT BY PLACING AN "X" IN ONE OF THE BOXES BELOW.

	WIRE	
	CHECK	VIA USPS: GPSC UAF PO BOX 934025 ATLANTA, GA 31193-4025 VIA OVERNIGHT: GPSC UAF 3585 ATLANTA AVENUE HAPEVILLE, GA 30354
	TRANSFER	WELLS FARGO CUSTOMERS ONLY: CALL WELLS FARGO TREASURY MANAGEMENT CLIENT SERVICE AT (800) 289-3557 AND SELECT OPTION 2 TO INITIATE TRANSFER.

I CERTIFY, UNDER PENALTY OF LAW, THAT THE ABOVE INFORMATION IS TRUE AND CORRECT TO THE BEST OF MY KNOWLEDGE AND BELIEF. I FURTHER CERTIFY THAT I HAVE REMITTED THE REQUIRED CONTRIBUTION VIA THE METHOD INDICATED ABOVE.

SIGNATURE:	
PRINTED NAME:	Pamela Jenkins
TITLE:	Attorney-in-Fact
COMPANY NAME (IF DIFFERENT FROM ABOVE):	
DATE PAYMENT SENT:	
PHONE NUMBER:	770-672-5044
EMAIL ADDRESS	pam.jenkins@calconnect.com

GEORGIA PUBLIC SERVICE COMMISSION
UNIVERSAL ACCESS FUND
(UAF)
QUARTERLY CONTRIBUTION FORM

FOR THE QUARTER ENDED: (e.g., 3/31/2023, 6/30/2023, etc.)	09/30/2024
COMPANY NAME:	BroadRiver Communication Corporation
LIST ALL CERTIFICATE NUMBERS: (e.g., L-001, R-001, X-001, etc.)	R-0719,L-0191

A. QUARTERLY REVENUE:	$0.00
B. CONTRIBUTION FACTOR (5.25%):	0.0525
C. CONTRIBUTION (A X B):	$0.00

YOUR QUARTERLY UAF CONTRIBUTION IS THE AMOUNT SHOWN ON LINE **C**.

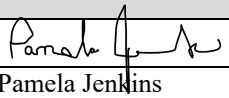
COMPLETE FORM AND EMAIL TO DBUCKNER@PSC.GA.GOV OR FAX TO 770-342-3024.

QUESTIONS? CONTACT DOROTHY BUCKNER AT DBUCKNER@PSC.GA.GOV OR 404-651-5959.

SELECT METHOD OF PAYMENT BY PLACING AN "X" IN ONE OF THE BOXES BELOW.

	WIRE	
	CHECK	VIA USPS: GPSC UAF PO BOX 934025 ATLANTA, GA 31193-4025 VIA OVERNIGHT: GPSC UAF 3585 ATLANTA AVENUE HAPEVILLE, GA 30354
	TRANSFER	WELLS FARGO CUSTOMERS ONLY: CALL WELLS FARGO TREASURY MANAGEMENT CLIENT SERVICE AT (800) 289-3557 AND SELECT OPTION 2 TO INITIATE TRANSFER.

I CERTIFY, UNDER PENALTY OF LAW, THAT THE ABOVE INFORMATION IS TRUE AND CORRECT TO THE BEST OF MY KNOWLEDGE AND BELIEF. I FURTHER CERTIFY THAT I HAVE REMITTED THE REQUIRED CONTRIBUTION VIA THE METHOD INDICATED ABOVE.

SIGNATURE:	
PRINTED NAME:	Pamela Jenkins
TITLE:	Attorney-in-Fact
COMPANY NAME (IF DIFFERENT FROM ABOVE):	
DATE PAYMENT SENT:	
PHONE NUMBER:	770-672-5044
EMAIL ADDRESS	pam.jenkins@calconnect.com

GEORGIA PUBLIC SERVICE COMMISSION
UNIVERSAL ACCESS FUND
(UAF)
QUARTERLY CONTRIBUTION FORM

FOR THE QUARTER ENDED: (e.g., 3/31/2023, 6/30/2023, etc.)	12/31/2024
COMPANY NAME:	BroadRiver Communication Corporation
LIST ALL CERTIFICATE NUMBERS: (e.g., L-001, R-001, X-001, etc.)	R-0719,L-0191

A. QUARTERLY REVENUE:	$0.00
B. CONTRIBUTION FACTOR (5.25%):	0.0525
C. CONTRIBUTION (A X B):	$0.00

YOUR QUARTERLY UAF CONTRIBUTION IS THE AMOUNT SHOWN ON LINE **C**.

COMPLETE FORM AND EMAIL TO DBUCKNER@PSC.GA.GOV OR FAX TO 770-342-3024.

QUESTIONS? CONTACT DOROTHY BUCKNER AT DBUCKNER@PSC.GA.GOV OR 404-651-5959.

SELECT METHOD OF PAYMENT BY PLACING AN "X" IN ONE OF THE BOXES BELOW.

	WIRE	
	CHECK	VIA USPS: GPSC UAF PO BOX 934025 ATLANTA, GA 31193-4025 VIA OVERNIGHT: GPSC UAF 3585 ATLANTA AVENUE HAPEVILLE, GA 30354
	TRANSFER	WELLS FARGO CUSTOMERS ONLY: CALL WELLS FARGO TREASURY MANAGEMENT CLIENT SERVICE AT (800) 289-3557 AND SELECT OPTION 2 TO INITIATE TRANSFER.

I CERTIFY, UNDER PENALTY OF LAW, THAT THE ABOVE INFORMATION IS TRUE AND CORRECT TO THE BEST OF MY KNOWLEDGE AND BELIEF. I FURTHER CERTIFY THAT I HAVE REMITTED THE REQUIRED CONTRIBUTION VIA THE METHOD INDICATED ABOVE.

SIGNATURE:	Ashley Morales
PRINTED NAME:	Ashley Morales
TITLE:	Attorney-in-Fact
COMPANY NAME (IF DIFFERENT FROM ABOVE):	CliftonLarsonAllen LLP
DATE PAYMENT SENT:	01/09/2025
PHONE NUMBER:	404-467-5835
EMAIL ADDRESS	ashley.morales@calconnect.com

Morales, Ashley

From: Georgia Public Service Commission <webmaster@psc.ga.gov>
Sent: Friday, January 24, 2025 7:22 AM
To: Morales, Ashley
Subject: [External] Auto-Response GA PSC Alternative eFiling

Think Security – This email originated from an external source. Be cautious with any links or attachments.

Thank you. We've successfully received your Alternative eFiling.

The content of this email is confidential and intended for the recipient specified in message only. It is strictly forbidden to share any part of this message with any third party, without the written consent of the sender. If you received this message by mistake, please reply to this message and follow with its deletion, so that we can ensure such a mistake does not occur in the future.

Georgia Public Service Commission

244 WASHINGTON STREET, SW
ATLANTA, GEORGIA 30334-5701

FAMILY VIOLENCE SHELTER CONFIDENTIALITY PROTECTION AFFIDAVIT

Pursuant to Commission Rule 515-12-1-.37 Family Violence Shelter Confidentiality Protection, all telephone service and directory assistance providers must file an affidavit attesting to compliance with the rule upon certification and by January 31 of each odd-numbered year thereafter.

Please file the completed affidavit electronically at https://psc.ga.gov/alternative-efile/.

Questions regarding filing procedures should be directed to Ms. Sallie Tanner at (404) 463-7747 or stanner@psc.ga.gov.

Questions regarding the affidavit should be directed to Ms. Erica Wilson at (404) 651-9402 or ewilson@psc.ga.gov.

FAMILY VIOLENCE SHELTER CONFIDENTIALITY PROTECTION AFFIDAVIT

OFFICER OR ATTORNEY/ AGENT:					
COMPANY	BroadRover Communication Corporation				
NAME	Ashley Morales				
TITLE	Attorney-in-Fact				
ADDRESS 1	10701 S. River Front Pkwy				
ADDRESS 2	Suite 450				
CITY	South Jordan	STATE	UT	ZIP CODE	84095

THE INDIVIDUAL NAMED ABOVE (HEREINAFTER, "AFFIANT") PERSONALLY APPEARED BEFORE THE UNDERSIGNED, AN OFFICER DULY AUTHORIZED TO ADMINISTER OATHS. THE AFFIANT, AFTER FIRST BEING DULY SWORN, DEPOSES AND CERTIFIES THAT HE OR SHE HAS READ COMMISSION RULE 515-12-1-.37 FAMILY VIOLENCE SHELTER CONFIDENTIALITY PROTECTION AND WILL COMPLY WITH THE REQUIREMENTS CONTAINED THEREIN.

THIS AFFIDAVIT SHALL CONSTITUTE THE PLAN FOR PROTECTION OF THE CONFIDENTIALITY OF FAMILY VIOLENCE SHELTERS REQUIRED BY COMMISSION RULE 515-12-1-.37 FAMILY VIOLENCE SHELTER CONFIDENTIALITY PROTECTION AND O.C.G.A. § 46-5-7.

Ashley Morales
SIGNATURE OF AFFIANT

01/15/2025
DATE

SUBSCRIBED AND SWORN TO ME THIS

15th DAY OF January, 2025.

Damon Beasley
NOTARY PUBLIC

(SEAL)



GEORGIA PUBLIC SERVICE COMMISSION
TELECOMMUNICATIONS RELAY SERVICE
(TRS)
QUARTERLY CONTRIBUTION FORM

CONTRIBUTION PERIOD:	QUARTER:	1st	YEAR:	2025
COMPANY NAME:	BroadRiver Communications Corporation			
COMPANY TYPE (PLACE X IN APPROPRIATE BOX):	ILEC:		CLEC:	X
CERTIFICATE NUMBER: (e.g., IL-001, L-001)				

A. NUMBER OF ACCESS LINES IN MONTH 1:	0
B. NUMBER OF ACCESS LINES IN MONTH 2:	0
C. NUMBER OF ACCESS LINES IN MONTH 3:	0
D. TOTAL NUMBER OF ACCESS LINES (A + B + C):	0
E. CONTRIBUTION PER ACCESS LINE PER MONTH:	$0.11
F. TOTAL CONTRIBUTIONS (D X E):	$ 0.00
COMPLETE FORM, SIGN, AND EMAIL TO TSTARKS@PSC.GA.GOV. **QUESTIONS? CALL TONIKA STARKS AT 404-657-4990.**	

SELECT METHOD OF PAYMENT BY PLACING AN "X" IN ONE OF THE BOXES BELOW.			
	WIRE	WELLS FARGO	
	CHECK	VIA USPS: GPSC TRS FUND PO BOX 101378 ATLANTA, GA 30392-1378	VIA OVERNIGHT: WELLS FARGO OPERATIONAL SERVICES ATTN: GPSC TRS FUND LOCKBOX 101378 3585 ATLANTA AVENUE HAPEVILLE, GA 30354
	TRANSFER	WELLS FARGO CUSTOMERS ONLY: CALL WELLS FARGO TREASURY MANAGEMENT CLIENT SERVICE AT (800) 289-3557 AND SELECT OPTION 2 TO INITIATE TRANSFER.	

I CERTIFY, UNDER PENALTY OF LAW, THAT THE ABOVE INFORMATION IS TRUE AND CORRECT TO THE BEST OF MY KNOWLEDGE AND BELIEF. I FURTHER CERTIFY THAT I HAVE REMITTED THE REQUIRED CONTRIBUTION (IF ANY) VIA THE METHOD INDICATED BELOW.

SIGNATURE:	Narmin Dolani
PRINTED NAME:	Narmin Dolani Date: 04/08/2025
TITLE:	Attorney-in-Fact
COMPANY NAME (IF DIFFERENT FROM ABOVE):	CliftonLarsonAllen LLP
DATE PAYMENT SENT:	04/08/2025
PHONE NUMBER:	678 551 6157
EMAIL ADDRESS	narmin.dolani@claconnect.com

GEORGIA PUBLIC SERVICE COMMISSION
UNIVERSAL ACCESS FUND
(UAF)
QUARTERLY CONTRIBUTION FORM

FOR THE QUARTER ENDED: (e.g., 3/31/2023, 6/30/2023, etc.)	03/31/2025
COMPANY NAME:	BroadRiver Communication Corporation
LIST ALL CERTIFICATE NUMBERS: (e.g., L-001, R-001, X-001, etc.)	R-0719,L-0191

A. QUARTERLY REVENUE:	$0.00
B. CONTRIBUTION FACTOR (5.25%):	0.0525
C. CONTRIBUTION (A X B):	$0.00

YOUR QUARTERLY UAF CONTRIBUTION IS THE AMOUNT SHOWN ON LINE **C**.

COMPLETE FORM AND EMAIL TO DBUCKNER@PSC.GA.GOV OR FAX TO 770-342-3024.

QUESTIONS? CONTACT DOROTHY BUCKNER AT DBUCKNER@PSC.GA.GOV OR 404-651-5959.

SELECT METHOD OF PAYMENT BY PLACING AN "X" IN ONE OF THE BOXES BELOW.

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	CHECK	VIA USPS: GPSC UAF PO BOX 934025 ATLANTA, GA 31193-4025 VIA OVERNIGHT: GPSC UAF 3585 ATLANTA AVENUE HAPEVILLE, GA 30354
	TRANSFER	WELLS FARGO CUSTOMERS ONLY: CALL WELLS FARGO TREASURY MANAGEMENT CLIENT SERVICE AT (800) 289-3557 AND SELECT OPTION 2 TO INITIATE TRANSFER.

I CERTIFY, UNDER PENALTY OF LAW, THAT THE ABOVE INFORMATION IS TRUE AND CORRECT TO THE BEST OF MY KNOWLEDGE AND BELIEF. I FURTHER CERTIFY THAT I HAVE REMITTED THE REQUIRED CONTRIBUTION VIA THE METHOD INDICATED ABOVE.

SIGNATURE:	Narmin Dolani
PRINTED NAME:	Narmin Dolani
TITLE:	Attorney-in-Fact
COMPANY NAME (IF DIFFERENT FROM ABOVE):	CliftonLarsonAllen LLP
DATE PAYMENT SENT:	04/09/2025
PHONE NUMBER:	678 551 6157
EMAIL ADDRESS	Narmin.Dolani@claconnect.com

EXHIBIT E

Verifications

State of Georgia)
)
)
County of Fulton)

VERIFICATION

I, Laura Garfinkel, state that I am Attorney In Fact for BroadRiver Communication Corporation and; that I am authorized to make this Verification on behalf of 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.

Name: Laura Garfinkel
Title: CLA Attorney In Fact
BroadRiver Communication Corporation

Sworn and subscribed before me this 16th day of April, 2025.

Notary Public:

4-3-26

My Commission Expires:

DAMON L BEASLEY NOTARY PUBLIC GEORGIA EXPIRES 04-03-2026 DOUGLAS COUNTY

State of Utah)
)
)
County of SALT LAKE)

VERIFICATION

I, Shawn Hansen, state that I am the Chief Financial Officer of CallTower, Inc. and that I am authorized to make this Verification on behalf of 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.

Name: Shawn Hansen
Chief Financial Officer
CallTower, Inc.

Sworn and subscribed before me this 15 day of April, 2025.

Notary Public:

Sep 22, 2026
My Commission Expires:

DAVIS STURGEON
Notary Public - State of Utah
Comm. No. 726824
My Commission Expires on
Sep 22, 2026