BEFORE THE GEORGIA PUBLIC SERVICE COMMISSION

Joint Application of	)	
	)	
Spectrotel Ultimate Holdings, LLC	)	
and AireSpring, Inc.,	)	
Transferors,	)	
	)	
and	)	
	)	Docket Nos. 18171, 18172
Spectrum Aggregator, LP,	)	19382, 15395
Transferee,	)	
	)	
For Authority for a Change of Control of	)	
Spectrotel Services, LLC and	)	
AireSpring, Inc., *Licensees*, and for Certain	)	
Financing Arrangements	)	

MOTION FOR CONFIDENTIALITY

COMES NOW Spectrotel Ultimate Holdings, LLC, AireSpring, Inc., Spectrum Aggregator, LP, and Spectrotel Services, LLC (collectively, the "Joint Applicants"), by and through their undersigned counsel, and pursuant to Rule 515-3-1-.11 of the Rules of the Georgia Public Service Commission ("Commission"), respectfully move the Commission for confidential treatment of certain information submitted in connection with the above-captioned Joint Application, and in support thereof state as follows:

1. Joint Applicants have filed a Joint Application for Authority for a Change of Control and for Certain Financing Arrangements (the "Joint Application") in the above-referenced dockets.

2. The Joint Application requires Joint Applicants to provide certain confidential, proprietary, and trade secret information, including financial statements, organizational structure information, and transaction documents, which constitute "trade secrets" as defined in O.C.G.A. § 10-1-761(4).

3. Joint Applicants have provided this confidential information under protective seal as part of the Joint Application labeled "Trade Secret for Joint Application of Spectrotel Ultimate

Holdings, LLC, AireSpring, Inc., Spectrum Aggregator, LP, and Spectrotel Services, LLC for Approval of Change of Control and Financing Arrangements." Joint Applicants have also provided public versions of the Joint Application and exhibits with the confidential information redacted.

4. The confidential information includes sensitive financial information, organizational structure information, and transaction documents relating to the proposed Transaction and Financing Arrangements (as defined in the Joint Application). Disclosure of this information to the public or competitors could result in competitive harm to Joint Applicants.

5. This information is not generally known or readily ascertainable by proper means and derives independent economic value from remaining confidential. Public disclosure could impair Joint Applicants' competitive standing and business operations.

6. Joint Applicants maintain the confidentiality of this information in the ordinary course of business and have taken reasonable steps under the circumstances to preserve its secrecy.

7. The confidential information submitted under seal is not necessary for public review in order for the Commission to evaluate the Joint Application and requested approvals.

WHEREFORE, Joint Applicants respectfully request that the Commission grant this Motion for Confidentiality and afford confidential treatment to the materials submitted under seal.

Respectfully submitted,

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