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November 18, 2026

Via E-Filing

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

Re: Notification Regarding (1) a *Pro Forma* Assignment of Certain Assets of Vero Fiber Networks, LLC to Vero Networks ABS, LLC and (2) Vero Network ABS, LLC's Participation in Certain Financing Arrangements

Dear Secretary Tanner:

By this letter, Vero Fiber Networks, LLC ("Vero Fiber") and its affiliate Vero Networks ABS, LLC ("Vero Networks ABS") (together, the "Parties") notify the Georgia Public Service Commission (the "Commission") of (1) the planned *pro forma* assignment of certain assets, including customers, of Vero Fiber to Vero Networks ABS (the "*Pro Forma* Asset Transfer"), and (2) Vero Network ABS's participation in certain Financing Arrangements (as defined below).

The Parties respectfully submit that Commission approval is not required for the *Pro Forma* Asset Transfer[1] or Vero Network ABS's participation in the Financing Arrangements.[2] In support of this filing, the Parties provide the following information:

[1] *See* Georgia Public Service Commission Telecommunications Unit Financing Authority Requirements and Procedures (Rev. July 28, 2021). *See also Joint Application of Georgia Public Web, Inc. and Accelecom GA LLC for Approval to Assign Certain Assets*, Docket No. 13145 (dated Jul. 7, 2022) (stating that "no further action by the Commission is required" in connection with the assignment of assets between two certificated companies). In the alternative, the Parties respectfully request approval, to the extent required, of the *Pro Forma* Asset Transfer pursuant to O.C.G.A. § 46-5-41.

[2] The Financing Arrangements described herein qualify for the exemption from approval provided by O.C.G.A. § 46-2-28(g) because the debt transaction is an interstate transaction as evidenced by the following: (i) Vero Networks ABS is headquartered and domiciled outside of Georgia, (ii) the Financing Arrangements are expected to be between Vero Funding, LLC (the direct parent of Vero Networks ABS) as the primary obligor 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) Vero Networks ABS will

Description of the Parties

Vero Fiber is a Colorado limited liability company and Vero Networks ABS is a Delaware limited liability company, each with a principal place of business located at 3575 Ringsby Court, Suite #320, Denver, CO 80216. Vero Networks ABS is a wholly owned indirect subsidiary of Vero Fiber. Vero Fiber and Vero Networks ABS are each wholly owned subsidiaries of VFN Holdings, Inc. ("VFN Holdings", together with its subsidiaries, including the Parties, "Vero").

In Georgia, Vero Fiber is authorized as a Competitive Local Exchange Carrier ("CLEC") pursuant to Certificate No. L-0576 issued by the Commission in Docket No. 41725 on February 9, 2018, as amended to remove interim status as of February 28, 2023. In addition to Georgia, Vero Fiber is authorized to provide intrastate telecommunications services in the following states: Arizona, Arkansas, California, Colorado, Florida, Hawaii, Illinois, Indiana, Iowa, Kansas, Kentucky, Louisiana, Michigan, Minnesota, Mississippi, Missouri, Montana, Nevada, North Carolina, Ohio, Oklahoma, Oregon, Pennsylvania, South Carolina, Tennessee, Texas, Virginia, Washington, West Virginia, and Wisconsin.

Vero Networks ABS is authorized to provide intrastate telecommunications services in Arkansas, Colorado, Florida, Indiana, Iowa, Missouri, Montana, New Mexico, Ohio, Oklahoma, Pennsylvania, South Carolina, Tennessee, and Texas. In Georgia, Vero Networks ABS has an application pending for authorization to provide CLEC services.[3] Vero Networks ABS has applications pending for authorization to provide intrastate telecommunications services in Illinois and North Carolina.

Vero's primary business is to provide essential telecommunications and broadband infrastructure to underserved schools and libraries by connecting those schools and libraries with reliable, scalable, and secure connectivity. Vero also provides telecommunication and broadband infrastructure services to other educational, healthcare, government, banking, telecommunications, and business customers throughout the country.

Additional information concerning the technical, managerial and financial qualifications of the Parties has been submitted to the Commission as part of their respective certification applications and other filings with the Commission and is therefore already a matter of public record and incorporated by reference. After the *Pro Forma* Asset Transfer is completed, the Parties will remain well-qualified to provide service to their customers, and their operations will continue to be overseen by the same well-qualified management team with substantial telecommunications experience and technical expertise.

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provide a guarantee and pledge of assets as collateral or other security to the lenders in order to accommodate the Financing Arrangements of the primary obligor. *See also Financing Authority Requirements and Procedures*, Georgia Public Service Commission, https://psc.ga.gov/site/assets/files/1055/finance_review_filing_procedures_072821.pdf (updated May 16, 2025).

[3] *See* Docket No. 57455.

Designated Contacts

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

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with a copy to:

Gregg Strumberger
Chief Legal Officer
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Description of the *Pro Forma* Asset Transfer

The *Pro Forma* Asset Transfer is part of Vero Fiber's plan to execute an internal restructuring of its network and operations and obtain financing arrangements. Vero Fiber will continue to hold its authority to provide telecommunications services following the *Pro Forma* Asset Transfer and expects to focus its business on operating a developing E-Rate and wholesale business.

Vero Fiber will assign to Vero Networks ABS certain assets in Georgia, including communications optical fiber, certain customer contracts, rights in third party fibers, and associated telecommunications equipment used to provision services or facilities to the affected customers, and Vero Networks ABS expects to focus its business on operating the already-developed E-Rate and wholesale business.

The Parties provide as **Exhibit A** charts depicting the ownership structure of the Parties and the *Pro Forma* Asset Transfer. The affected customers will be sent a notice of the *Pro Forma* Asset Transfer at least 30 days prior to the *Pro Forma* Asset Transfer. A sample of the notice to be provided to customers is attached as **Exhibit B**.

To ensure seamless and uninterrupted service, all of the customers assigned to Vero Networks ABS will continue to receive service from Vero Networks ABS under the same rates, terms and conditions of services as with Vero Fiber. Future changes in the rates, terms and conditions of service to the affected customers will be undertaken in the ordinary course of business pursuant to customer contracts and the applicable federal and state requirements. The *Pro Forma* Asset Transfer will not disadvantage customers or cause confusion or disruption to customers since Vero Fiber and Vero Networks ABS will market and perform the services under the "Vero" brand and will operate through the same customer service, technical, operational and managerial personnel.

Description of the Financing Arrangements

Vero Networks ABS expects to participate in existing, new, amended or restated financing arrangements ("Financing Arrangements"). Vero Networks ABS will not be a direct borrower under the Financing Arrangements. Instead, Vero Networks ABS will guarantee loans incurred, or to be incurred, by Vero Funding, LLC and pledge its assets as security for the Financing Arrangements.

The Financing Arrangements may include one or more of the following debt instruments: notes or debentures (including notes convertible into equity and private notes that may be exchanged for public notes); conventional credit facilities, such as revolving credit facilities and term loans; letters of credit; and bridge loans; or a combination thereof. The Financing Arrangements may be secured or unsecured facilities and may be guaranteed by affiliates of the borrower/issuer.

The Financing Arrangements may be used for (i) acquisitions, (ii) refinancing then-existing debt, (iii) funding capital to support growth capital needs, including those of Vero Networks ABS , and (iv) providing working capital to fund general corporate purposes. The rates, terms and conditions, maturity dates, and dates of issuance will be determined by market conditions and lenders' requirements at the time of each issuance.

Public Interest Statement

The Parties respectfully submit that the proposed *Pro Forma* Asset Transfer serves the public interest. The *Pro Forma* Asset Transfer is an integral part of the Financing Arrangements that will provide support for the operations and network serving the affected customers. While the *Pro Forma* Asset Transfer will result in the assignment of customers, assets, and infrastructure between affiliated companies, these companies will continue to provide telecommunications services to such assigned customers without interruption. Vero Networks ABS will provide services to customers at the same rates and on the same terms and conditions as provided by Vero Fiber (subject to future changes in the ordinary course of business pursuant to applicable law and contract provisions). Given that the Parties share the same management team, customers will continue to benefit from that team's knowledge and experience in the Georgia market.

The Financing Arrangements will similarly serve the public interest. The Financing Arrangements will provide support for the operations and network serving Vero Networks ABS's customers and will promote competition among telecommunications carriers by providing Vero Networks ABS with access to financial resources that will allow it to be an effective competitor. The Financing Arrangements are necessary and appropriate, are consistent with the performance by Vero Networks ABS of its services to the public, will not impair its ability to perform such services, and will promote its corporate purposes. The Financing Arrangements will have no adverse impact on the customers of Vero Networks ABS and will not disrupt service or cause customer confusion or inconvenience.

Conclusion

For the forgoing reasons, the Parties submit that the public interest, convenience, and necessity would be furthered by the *Pro Forma* Asset Transfer and Vero Networks ABS's participation in the Financing Arrangements. The Parties respectfully request that the Commission issue a letter

acknowledging the *Pro Forma* Asset Transfer and Vero Networks ABS's participation in the Financing Arrangements.

We would appreciate acknowledgement of receipt and acceptance of this filing, which is being submitted electronically. Should you have any questions regarding this submission, please contact the undersigned.

Respectfully submitted,

/s/ Danielle Burt

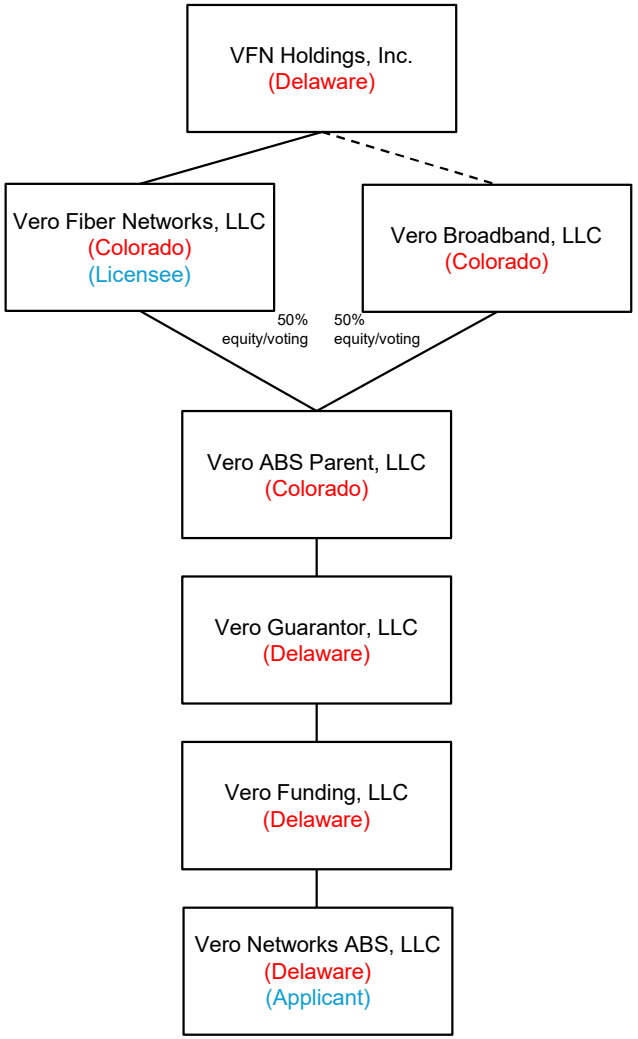
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Counsel for Vero Fiber Networks, LLC and Vero Networks ABS, LLC

EXHIBIT A

Ownership Structure and Depiction of *Pro Forma* Asset Transfer

Chart 1 – Current Organizational Chart of Vero Networks ABS, LLC

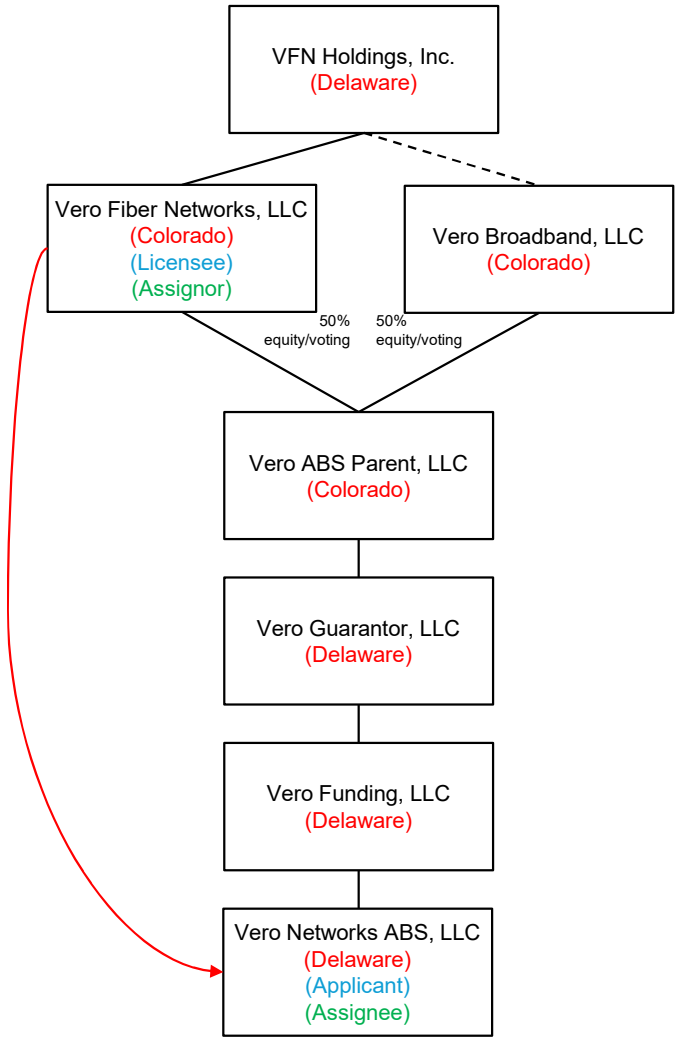


Depiction shows Applicant's corporate ownership and Applicant's CLEC affiliates operating in the state (i.e., Licensee) and its corporate ownership.

All rights are voting and equity and 100% unless noted otherwise.

- - - = Indirect interest

Chart 2 - *Pro Forma* Asset Transfer Chart



Depiction shows Applicant's corporate ownership and Applicant's CLEC affiliates operating in the state (i.e., Licensee) and its corporate ownership.

All rights are voting and equity and 100% unless noted otherwise.

- - - = Indirect interest

Assets assigned from Vero Fiber Networks, LLC to Vero Networks ABS, LLC

EXHIBIT B

Sample Customer Notice

Sample Customer Notice

As a valued Vero Fiber Networks, LLC ("Vero Networks") customer, we want to thank you for your business. On or about [DATE], 2026, subject to receipt of any necessary regulatory approvals (the "Transfer Date"), Vero Networks will be transferring your service to our subsidiary, Vero Networks ABS, LLC ("Vero Networks ABS") (the "Transfer").

Your services and the associated pricing, terms and conditions of service will not change and will remain in accordance with your contract.[1] Until the Transfer is complete, please continue to remit payments to Vero Networks, as you have done in the past. After the Transfer has been completed, your payment remittance will change. We will separately inform you of the new ACH/Wiring instructions for payments after the Transfer Date.

Your support team and contact information is not changing as a result of the Transfer. Please continue to contact Vero Networks at its toll-free number at 1-800-691-VERO (8376), Option 3 for all service and support issues until the Transfer is complete. Vero Networks will continue to handle all complaints filed by its customers until the Transfer is complete. Following the Transfer Date, you may contact Vero Networks ABS at the same contact number provided above.

We recognize that you have a choice in service providers.[2] Rest assured the Transfer will not impact the quality of service you are accustomed to receiving.

Please feel free to reach out to me directly at [INSERT] if you have any questions or concerns.

Best regards,
Mary White

[1] Any future change to rates or terms of service will be made in accordance with your service agreement and applicable law.

[2] Pursuant to FCC rules, 47 CFR § 64.1120(e), if you previously arranged a preferred carrier freeze, that freeze will be lifted to enable the transfer of service. There is no charge associated with the Transfer.

VERIFICATION

VERIFICATION

I, Chris Pietila, state that I am General Counsel of Vero Fiber Networks, LLC and Vero Networks ABS, LLC (collectively, the "Parties"). that I am authorized to make this Verification on behalf of Parties; that the foregoing filing was prepared under my direction and supervision; and that the contents thereof and the certifications contained therein with respect to the Parties are true and correct to the best of my knowledge, information and belief.

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

Executed: November 18, 2026

Chris Pietila
General Counsel
Vero Fiber Networks, LLC
Vero Networks ABS, LLC