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By Electronic Filing

February 14, 2023

Adam Teitzman
Director
Office of Commission Clerk
Florida Public Service Commission
2540 Shumard Oak Boulevard
Tallahassee, FL 32399-0850

**Re: Notice of Transfer of Indirect Control of Spectrotel of
Florida, LLC
Docket No. 20200258**

Dear Mr. Teitzman:

Spectrotel, Inc. (“Spectrotel” or “Transferor”) and Spectrotel Ultimate Holdings, LLC (“Spectrotel Ultimate” or “Transferee,” and, together with Spectrotel, the “Parties”), hereby notify the Florida Public Service Commission (the “Commission”) of a transaction (the “Transaction”) that resulted in a change of the ultimate control of Spectrotel of Florida, LLC (“Spectrotel of Florida” or “Licensee”). Pursuant to Fla. Stat. § 364.011, the Parties understand that no Commission action was required for the Transaction. Accordingly, the Parties provide this notice for informational purposes.

In furtherance of this notice, the Parties provide the following information:

I. THE PARTIES

A. Spectrotel, Inc. and Spectrotel of Florida, LLC

Transferor Spectrotel, Inc. is a Delaware corporation that maintains its headquarters at 3535 Route 66, Suite 7, Neptune, New Jersey 07753. Licensee Spectrotel of Florida, LLC, a Delaware limited liability company and an indirect, majority owned subsidiary of Spectrotel, maintains its headquarters at the same address. Spectrotel provides, including through Spectrotel of Florida and various other subsidiaries, resold voice and IP-based data services to small and medium-sized businesses and enterprise customers across the United States. Spectrotel of Florida is authorized to provide competitive local exchange telecommunications

services and resold intrastate interexchange services pursuant to Certificate of Authority No. 8360, granted February 4, 2021 in Docket No. 20200258-TX¹ and IXC Registration No. TJ785.

B. Spectrotel Ultimate Holdings, LLC

Transferee Spectrotel Ultimate Holdings, LLC is a limited liability company organized under the laws of the state of Delaware that maintains its headquarters at 1900 K Street NW, Suite 650, Washington, DC 20006. Spectrotel Ultimate is managed by Grain Management, LLC (“Grain Management”), which invests in and manages communications businesses in North America and South America. Grain Management’s private equity funds focus on investing in communications infrastructure and services, including fiber, towers, spectrum, small cells, satellites, and other telecommunications services. Collectively, Grain Management’s investment team has over 100 years of experience as industry operators and private equity professionals. Its founder and Chief Executive Officer, David Grain, has over 25 years of experience in industry and 15 years in private equity. Among other positions that he held prior to founding Grain Management, Mr. Grain served from 2002 to 2006 as President of Global Signal, Inc., the largest communication tower owner/operator at the time. Mr. Grain also has served as Senior Vice President of AT&T Broadband’s New England Region.

II. DESIGNATED CONTACTS

The designated contacts for all correspondence, notices, inquiries, and orders in relation to this notice are:

For Spectrotel, Inc. and Spectrotel of Florida, LLC

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III. DESCRIPTION OF THE TRANSACTION

Pursuant to an Equity Purchase Agreement (“Agreement”) dated October 4, 2022, Transferee Spectrotel Ultimate indirectly purchased all of the outstanding equity interests in Spectrotel, thereby acquiring indirect ownership and control of Spectrotel of Florida. As part of

¹ The Commission originally granted Certificate of Authority No. 8360 to Spectrotel. See Order No. PSC-03-0801-PAA-TX, Docket No. 030398-TX (July 8, 2003). The Commission’s February 4, 2021 Order approved a transfer of this Certificate from Spectrotel to Spectrotel of Florida.

the Transaction, Spectrotel converted from a corporation to a limited liability company and changed its name to Spectrotel Services, LLC. The Parties consummated the Transaction January 18, 2023.

Exhibit A and Exhibit B include organizational charts detailing the pre- and post-Transaction ownership structure of Spectrotel of Florida.

* * *

Should you have any questions, please contact the undersigned.

Respectfully submitted,

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EXHIBIT A

Pre-Transaction Corporate Ownership Chart

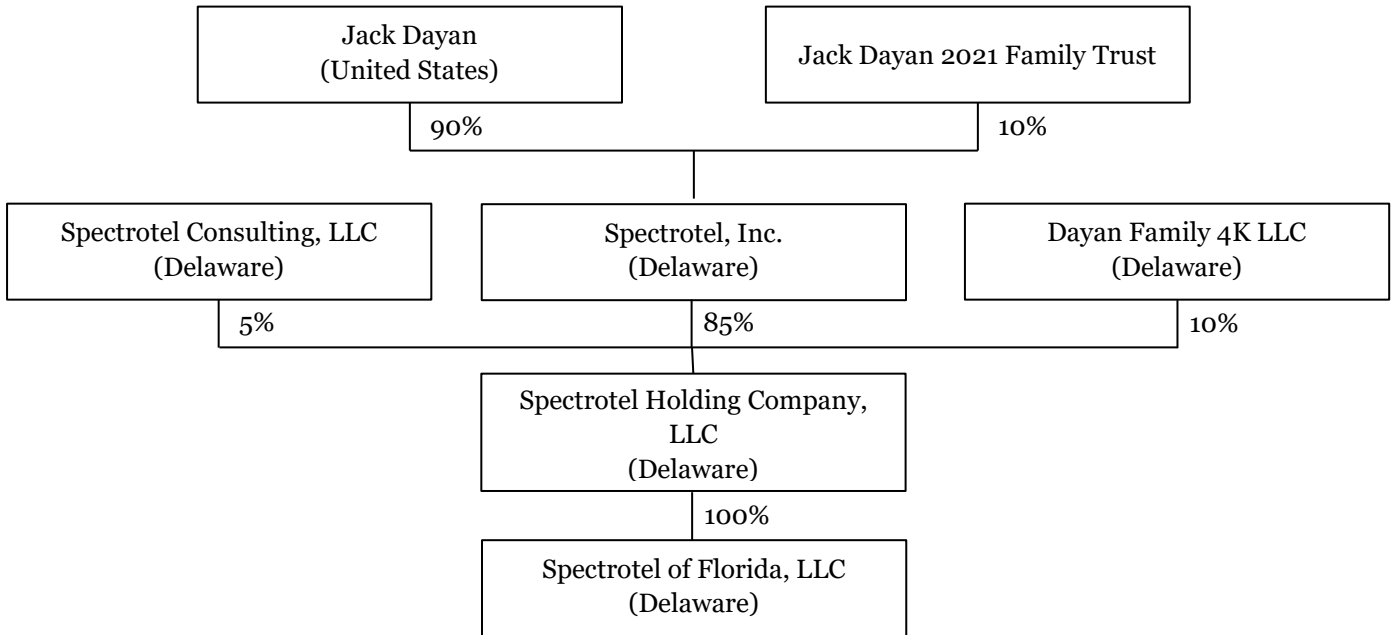
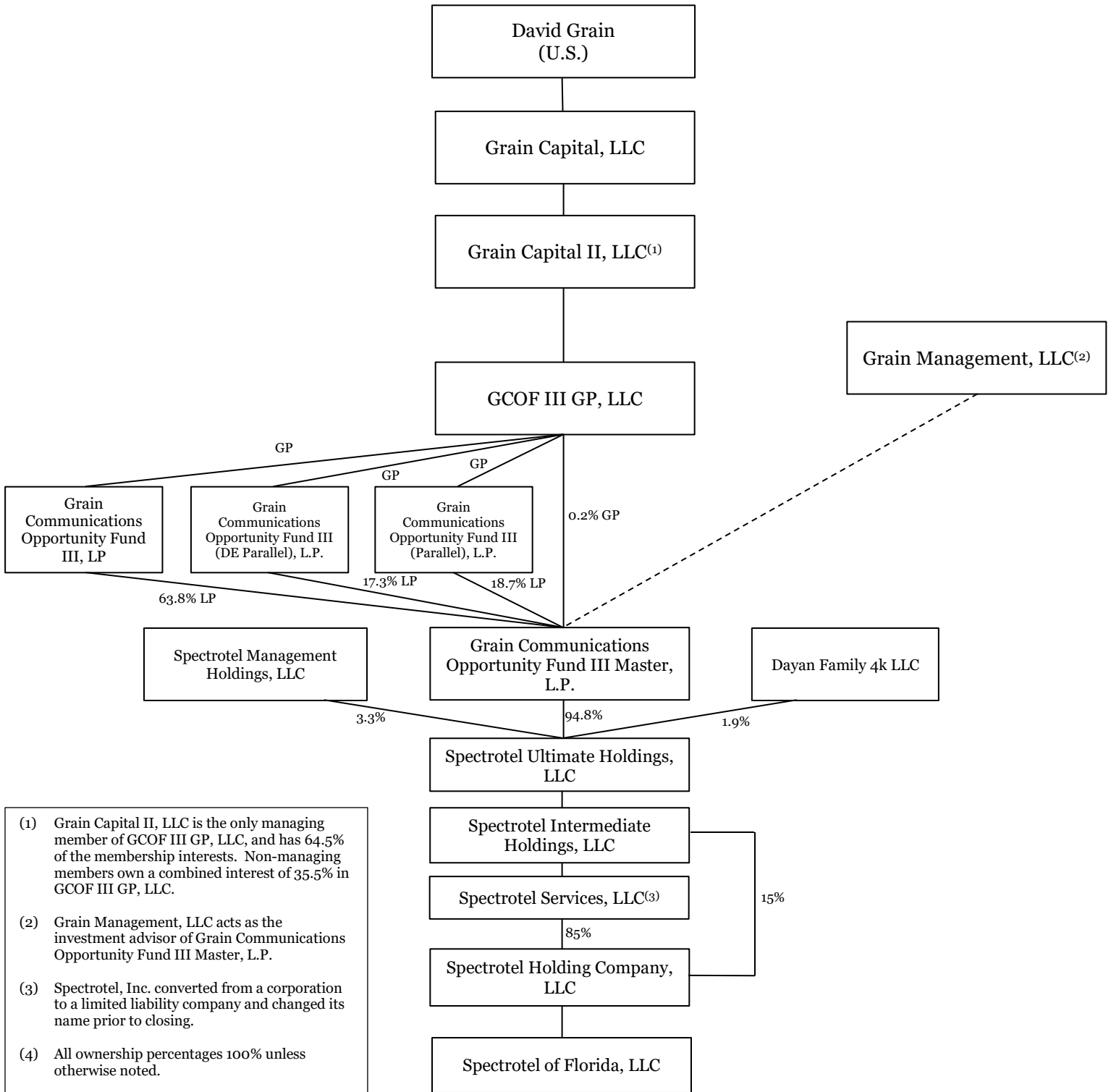


EXHIBIT B

Post-Transaction Corporate Ownership Chart



(1) Grain Capital II, LLC is the only managing member of GCOF III GP, LLC, and has 64.5% of the membership interests. Non-managing members own a combined interest of 35.5% in GCOF III GP, LLC.

(2) Grain Management, LLC acts as the investment advisor of Grain Communications Opportunity Fund III Master, L.P.

(3) Spectrotel, Inc. converted from a corporation to a limited liability company and changed its name prior to closing.

(4) All ownership percentages 100% unless otherwise noted.

GP participation is non-economic unless otherwise noted.