

NOWALSKY & GOTHARD

A Professional Limited Liability Company
Attorneys at Law

LEON L. NOWALSKY
EDWARD P. GOTHARD

1420 Veterans Memorial Blvd.
Metairie, Louisiana 70005
Telephone: (504) 832-1984
Facsimile: (504) 831-0892

July 24, 2020

Via Electronic Filing

Beth Salak, Director
Florida Public Service Commission
2540 Shumard Oak Drive
Tallahassee, FL 32399

RE: Notification of Pro Forma Transaction
on behalf of FiberLight, LLC

Dear Director Salak:

On behalf of FiberLight, LLC ("FiberLight")¹, this letter notifies the Florida Public Service Commission ("Commission") of a Pro Forma transaction involving the internal restructuring of FiberLight's corporate organization (the "Reorganization"). The purpose of this Reorganization is to insert two holding companies between the owner of FiberLight, Thermo Acquisitions, Inc. ("TA") and FiberLight. The pre-reorganization ownership of FiberLight will be substantially mirrored in the post-reorganization ownership of FiberLight. Organizational Charts showing these changes have been attached to this Notice as Exhibit A. It is our understanding, based upon review of the applicable statutes and regulations, that this internal corporate reorganization does not require prior Commission approval, *as there is no change of control*.

The reorganization involves an entity that is providing telecommunications services in Florida, which necessitated the filing of this Notice. Since FiberLight will retain its corporate identity following consummation of the reorganization, there are no slamming issues involved. To the extent that the Commission determines otherwise, FiberLight requests a waiver of the Commission's Slamming Regulations.

INTRODUCTION

The principal components of the recent FiberLight Reorganization consisted of TA contributing its ownership interest in FiberLight to FiberLight Holdings I, LLC ("FLH-I") in exchange for Class A Units in Individual Investment 1 of FLH-I. Contemporaneously, owners of an unregulated affiliate of FiberLight, FiberLight B, LLC, contributed their membership interests in FiberLight B to FLH-I in exchange for Class A Units in Individual Investment 2 of FLH-I. FLH-I then contributed its ownership interests in FiberLight and FiberLight B to FiberLight Holdings, II, LLC ("FLH-II") in exchange for one hundred percent (100%) of the ownership interests in FLH-II. There is no change of control of FiberLight as a result of this

¹ FiberLight, LLC is a licensed Competitive Local Exchange Carrier in the State of Florida that was licensed by the Commission in Docket No. 20080620, on February 5, 2009.

Transaction. This Reorganization will be transparent to FiberLight's Florida customers and will not result in any visible change to customer service, including any discontinuance, reduction, loss or impairment of service to customers.

This notification is being provided to the Commission in the interest of keeping the Commission informed of changes occurring in the structure of the parent corporation of FiberLight.

DESCRIPTION OF THE PARTIES

FiberLight is a Delaware limited liability company with principal offices at 3000 Summit Place, Suite 200, Alpharetta, GA 30009. FLH-I and FLH-II are holding companies organized as a limited liability companies in the State of Colorado.

In this State, FiberLight is authorized to provide facilities-based local exchange telecommunications services pursuant to authority granted in Docket No. 20080620, dated February 5, 2009.

CONTACTS

Correspondence concerning this notice should be sent to:

Leon Nowalsky
Nowalsky & Gothard, APLLC
1420 Veterans Blvd.
Metairie, Louisiana 70005
Phone (504) 832-1984
Email: lnowalsky@nbglaw.com

DESCRIPTION OF PRO FORMA TRANSACTION

The principal components of the recent FiberLight Reorganization consisted of TA contributing its ownership interest in FiberLight to FiberLight Holdings I, LLC ("FLH-I") in exchange for Class A Units in Individual Investment 1 of FLH-I. Contemporaneously, owners of an unregulated affiliate of FiberLight, FiberLight B, LLC, contributed their membership interests in FiberLight B to FLH-I in exchange for Class A Units in Individual Investment 2 of FLH-I. FLH-I then contributed its ownership interests in FiberLight and FiberLight B to FiberLight Holdings, II, LLC ("FLH-II") in exchange for one hundred percent (100%) of the ownership interests in FLH-II. There is no change of control of FiberLight as a result of this Transaction. This Reorganization will be transparent to FiberLight's Florida customers and will not result in any visible change to customer service, including any discontinuance, reduction, loss or impairment of service to customers.

PUBLIC INTEREST

The Parties submit that the *pro forma* intra-company transaction described herein is in the public interest. The transaction will simplify FiberLight's ability to obtain the financing necessary to continue to grow its business, reduce its accounting burdens and provide other operational efficiencies.

The transaction will be transparent to customers and will not result in a change in their services. The rates, terms and conditions of their services will not change as a result of this intra-company transaction, as FiberLight will be the provider of telecommunications services to the customers both pre and post transaction.

Lastly, the Parties involved in this transaction will maintain the same corporate officers and there will be no change in the managerial personnel who are serving the customers affected by this transaction.

Should you have any additional questions please contact the undersigned.

Sincerely,



Leon Nowalsky /s/

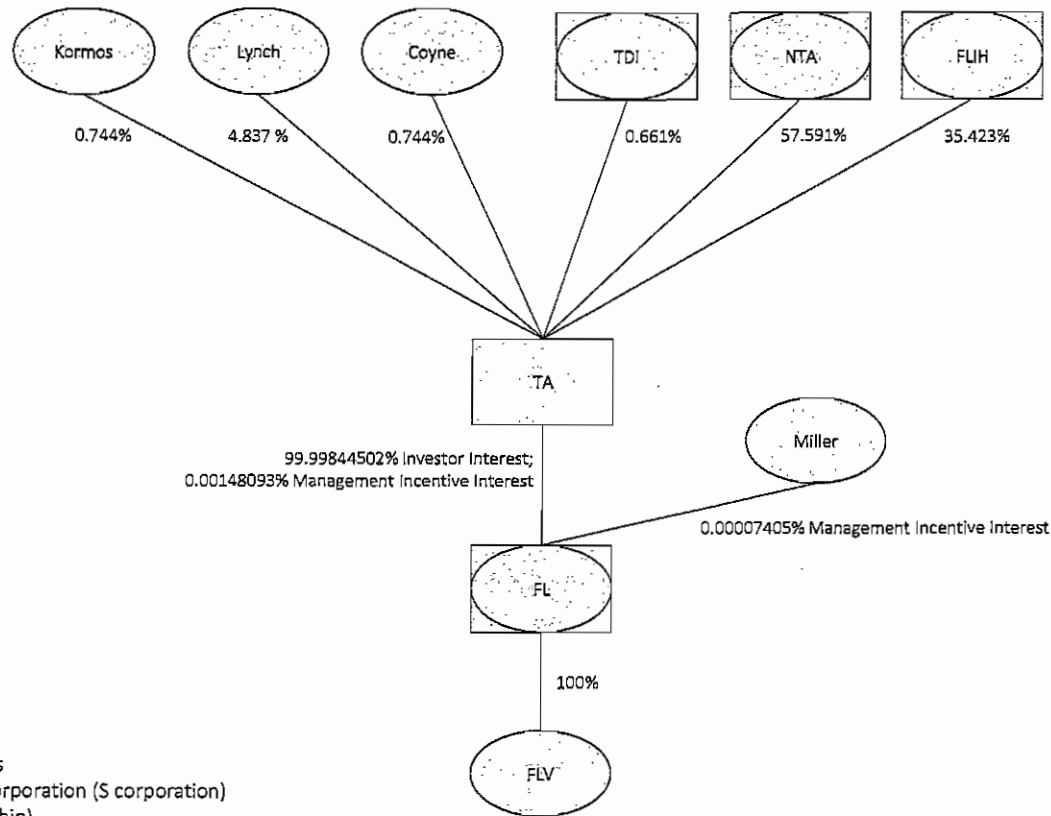
LLN/rph
Enclosure

Exhibit A

Pre- and Post- Reorganization Organizational Charts

FiberLight

Before Restructuring of FiberLight, LLC as of July 2020

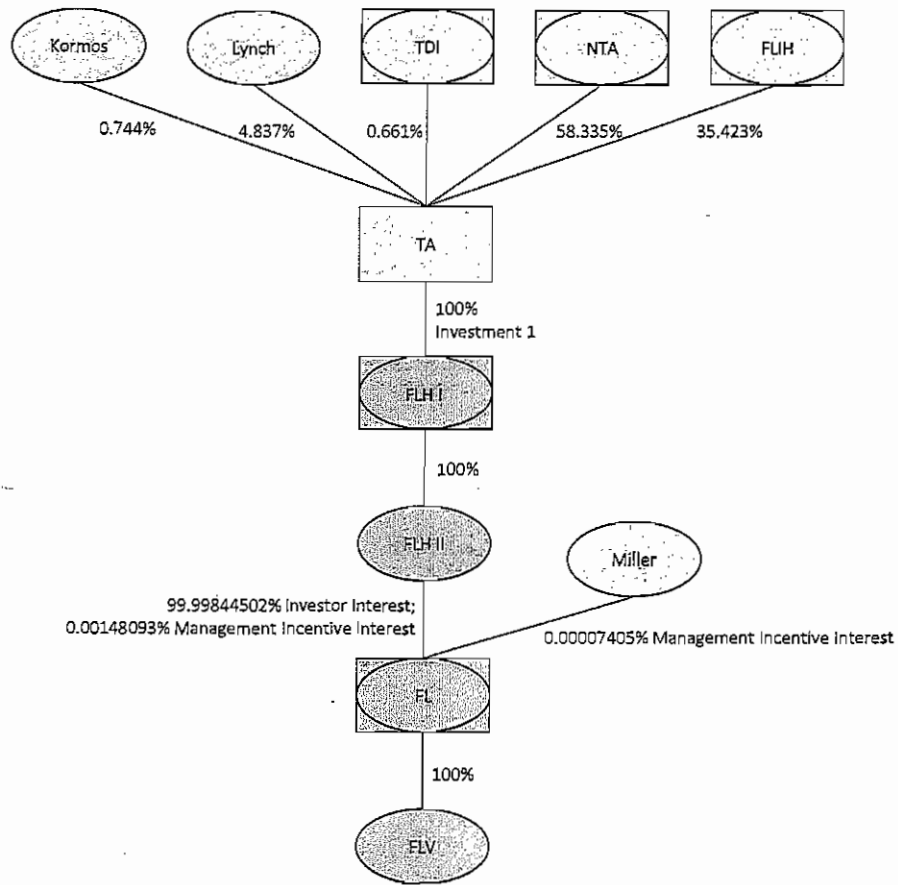


Kormos, Coyne, Lynch, and Miller – individuals
 TDI – Thermo Development Inc. – Colorado corporation (S corporation)
 NTA – NT Assets LLC – Delaware LLC (partnership)
 FLIH – FL Investment Holdings LLC – Delaware LLC (partnership)
 TA – Thermo Acquisitions Inc., Delaware corporation (C corporation)
 FL – FiberLight, LLC – Delaware LLC (partnership)
 FLV – FiberLight of Virginia, LLC – Virginia LLC (disregarded entity)

Legend	
	Partnership
	Corporation
	Disregarded entity or Individual

FiberLight

After Restructuring of FiberLight, LLC as of July 2020



Legend	
	Partnership
	Corporation
	Disregarded entity or Individual
	Borrower
	Guarantor
	Non-Loan Party

FLH I – FiberLight Holdings I, LLC – Colorado LLC (partnership)
 FLH II – FiberLight Holdings II, LLC – Colorado LLC (disregarded entity)
 investment 1 – membership interests in FLH I which correspond to an underlying interest in FL