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July 1, 2022

VIA ELECTRONIC FILING

Mr. Adam Teitzman, Commission Clerk
Florida Public Service Commission
2540 Shumard Oak Blvd.
Tallahassee, FL 32399

RE: Notification of Proposed Change in the Control of FiberLight, LLC

Dear Ms. Sandoval:

FiberLight, LLC (“FiberLight” or “Transferor”) and Fiber BidCo LLC (“BidCo” or “Transferee”) (collectively the “Parties”), by and through counsel, hereby file written notice of a proposed transfer of control of FiberLight to BidCo. Pursuant to the rules of the Florida Public Service Commission (“Commission”), the Commission’s approval is not required to complete the transaction described herein. Accordingly, the Parties are submitting this letter for informational purposes.

The transfer of control will have no effect on the ongoing operations of FiberLight, which will remain the holder of its certificate of registration issued by the Commission. In addition, as discussed herein, the transfer of control will have no impact on Florida customers.

Please contact the undersigned if there are any questions or additional information is needed concerning this notification.

Sincerely,

/s/ Leon Nowalsky

Leon Nowalsky
E-Mail: lnowalsky@nbglaw.com

LLN/rph
Attachments

With additional copies to:

For FiberLight LLC:

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**FIBERLIGHT, LLC
FIBER BIDCO LLC
NOTIFICATION OF
TRANSFER OF CONTROL**

I. Description of the Parties

A. FiberLight, LLC

FiberLight is a corporation organized under the laws of the State of Delaware.¹ FiberLight's principal place of business is 3000 Summit Place, Suite 200, Alpharetta, GA 30009. FiberLight constructs and operates customized fiber optic networks, offering Carrier Ethernet technology on a diversely constructed optical ring topology network. FiberLight provides significant economies of scale, enabling customers to consolidate leased lines and multiple services onto their private, high-speed, secure platform. Additional information about FiberLight can be found at www.FiberLight.com. In Florida, FiberLight is a competitive local exchange carrier authorized by the Commission to provide resold and facilities-based local exchange services pursuant to authority granted by the Commission on February 5, 2009 ("FiberLight Certificate").²

FiberLight's direct parent is FiberLight Holdings II, LLC ("FH II"), a Colorado limited liability company whose principal place of business is 1735 19th Street, Suite 200, Denver, CO 80202. FH II's direct parent is FH I, a Colorado limited liability company, whose principal place of business is also 1735 19th Street, Suite 200, Denver, CO 80202. FH I's direct parent is Thermo Acquisitions, Inc. ("Thermo"). Thermo is a Delaware corporation whose principal place of business is 1735 19th Street, Suite 200, Denver, CO 80202.

¹ FiberLight, LLC was formed as a Delaware limited liability company on March 18, 2005. FiberLight's current status is active.

² FiberLight was authorized to provide Local Exchange in Florida in Docket No. 20080620 on February 5, 2009.

B. Fiber BidCo LLC

Transferee is a newly formed Delaware limited liability company created for purposes of this Transaction with its principal place of business at 152 W. 57th Street, 56th Floor, New York, NY 10019. Transferee is indirectly wholly-owned by Fiber HoldCo L.P. (“Fiber LP”), a Delaware limited partnership.

Fiber LP is controlled by its general partner Fiber GP LLC (“Fiber GP”), a Delaware limited liability company. Upon completion of the Transaction, Fiber GP will be owned and controlled by:³ (1) Fiber MCO L.P. (“MCO LP”), a Delaware limited partnership owned by The Morrison & Co Infrastructure Partnership Master Fund SCSp (“MCO IP”), a Luxembourg special limited partnership, registered with the Luxembourg Trade and Companies Register; (2) Australian Retirement Trust Pty Ltd as trustee for Sunsuper Pooled Superannuation Trust (“ART”); and (3) Golden VinzClortho, LLC (“GVC”).⁴

MCO IP seeks to generate attractive risk-adjusted returns by investing in infrastructure assets and related companies primarily located in OECD jurisdictions, including the United States. Day-to-day management of MCO IP has been delegated to Morrison & Co Infrastructure Partnership Management Pty Ltd (“MCO Infrastructure Partnership”) from MCO IP’s Alternative Fund Investment Fund Manager. MCO Infrastructure Partnership is an authorized representative and related company of H.R.L. Morrison & Co Private Markets Pty Ltd (a member of the Morrison & Co Group).

The Morrison & Co Group is a leading alternative asset manager focused on infrastructure investments in both private and listed markets. Founded in 1988, the Morrison & Co Group has a

³ Prior to closing, Fiber GP will be managed solely by MCO IP or a subsidiary of MCO IP as managing member.

⁴ Upon completion of the Transaction, existing management of FiberLight collectively will own up to 2 percent of the equity of Fiber LP through a feeder entity. As a result, the direct ownership of Fiber LP by MCO LP, ART, and GVC will be diluted. However, MCO LP, ART and GVC will retain all voting interests in and control of Fiber GP.

strong track record and a deep commitment to sustainable, responsible investing, seeking assets that provide an essential service to their communities. With over three decades of investment experience, including in infrastructure markets, the Morrison & Co Group manages multiple client mandates with total funds under management of over A\$22.30 billion (approximately US \$16.7 billion). The Morrison & Co Group manages multiple mandates on behalf of sovereign wealth funds, pension funds, family offices, endowments and other public and private pools of capital.

II. Description of the Transaction

Pursuant to the Equity Purchase Agreement dated June 28, 2022, the Parties intend to engage in a series of transactions that will result in Transferee acquiring indirect ownership and control of FiberLight. Prior to closing of the Transaction, FiberLight will buy out the *de minimis* FiberLight membership interests owned by Michael Miller. Immediately prior to closing of the Transaction, FiberLight executives will exchange interest in Thermo and FH I for indirect interests in Transferee. The sale of FiberLight will then be effected through the sale of all of the stock of Thermo and the remaining equity interests of FH I to Transferee. Transferee then will contribute its equity in FH I to Thermo (the “Contribution”). Following those sales and Contribution, Transferee will own all outstanding stock of Thermo, which will own all of the interests in FH I. As a result, Transferee will indirectly own all equity in FH I and, in turn, all of the equity in FH II and FiberLight.

Several members of FiberLight’s current management team will remain with FiberLight, continuing to direct its day-to-day operations. This will ensure that FiberLight’s business decisions going forward will be guided by an experienced team with a proven record in the telecommunications field and with detailed knowledge and experience concerning the operations of FiberLight.

The Transaction thus will join together the strength and success of FiberLight’s performance in telecommunications markets with Transferee’s financial expertise. The Parties

expect that the Transaction will enable FiberLight to achieve measurable growth in business operations, while developing and implementing enhanced operating efficiencies.

Diagrams of the pre- and post-Transaction corporate structure charts are attached hereto as Exhibit A.

III. Public Interest Statement; Impact on Customers

The proposed Transaction will advance the public interest. The Transaction will not result in any assignment of operating authority, assets or customers. FiberLight will benefit from access to additional financial and other resources to better serve its existing customers and compete more effectively in the marketplace. Services will continue to be provided by experienced and qualified personnel.

Upon closing, FiberLight will continue to provide competitive and innovative services to existing customers in Florida at the same rates, terms, and conditions and in the same geographic areas as currently provided. Market conditions will determine any future changes in the rates, terms or conditions of service, and such changes will only be undertaken in a manner consistent with any applicable Florida and federal rules and regulations. The Transaction is not intended – or expected – to result in the discontinuance, reduction, loss or impairment of service to any customer.

The proposed Transaction also will not harm competition in Florida. Only a small percentage of the telecommunications service available in the State were ever provided by FiberLight. Moreover, the market for telecommunications service is highly competitive among these types of providers. In all cases, the affected markets in Florida will continue to be served by a dominant local exchange carrier that is not a party to the Transaction. The proposed Transaction will enhance competition that benefits FiberLight's consumers that have access to enterprise solutions. These benefits include competitive pricing and increased availability of a variety of service options, enabling FiberLight to better serve its customers and compete more effectively in the marketplace.

FiberLight will use the improvements resulting from the acquisition, among other things, to pursue the continued development of telecommunications technologies for use by its customers.

IV. Contact Information

For FiberLight, LLC:

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V. Conclusion

The Parties respectfully submit that the proposed Transaction serves the public interest. The Transaction will not result in any assignment of operating authority, assets, or customers. FiberLight will benefit from access to financial and other resources that will allow it to better service its existing customers and compete more effectively in the marketplace. Services will continue to be provided by experienced and qualified personnel.

The proposed Transaction will enhance competition that benefits FiberLight's consumers that have access to enterprise solutions. These benefits include competitive pricing and increased availability of a variety of service options, enabling FiberLight to better serve its customers and compete more effectively in the marketplace.

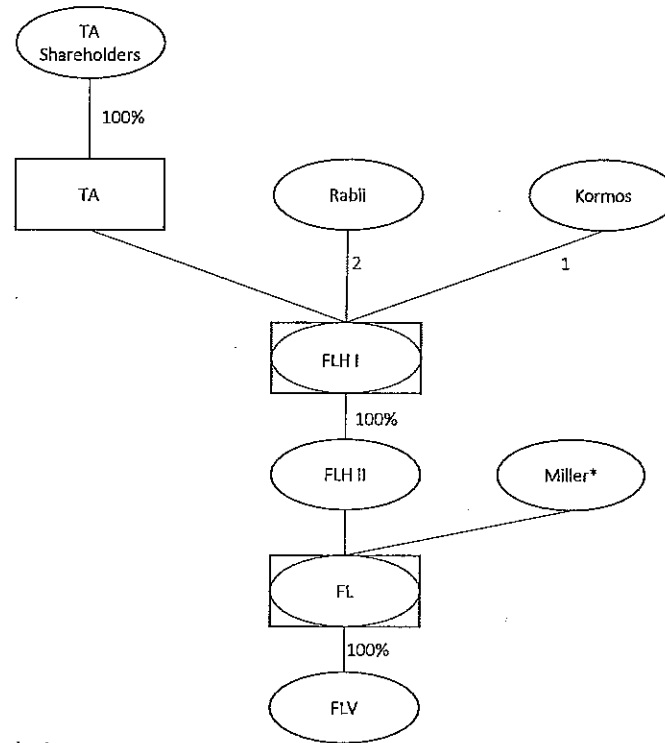
Exhibit A

Corporate Structure Charts

FiberLight, LLC
Acquisition Structure

Proposed Acquisition by
Fiber BidCo LLC

Pre-Transaction Structure



- TA – Thermo Acquisitions, Inc., Delaware corporation (C corporation)
- Rabii, Kormos – individual
- FLH I – FiberLight Holdings I, LLC – Colorado LLC (partnership)
- FLH II – FiberLight Holdings II, LLC – Colorado LLC (disregarded entity)
- Miller – individual (*to be cashed out at or prior to closing)
- FL – FiberLight, LLC – Delaware LLC (partnership)
- FLV – FiberLight of Virginia LLC – Virginia LLC (disregarded entity)
- Employee Incentive Plan – consists of bonus-on-sale payments to be made at closing

Legend

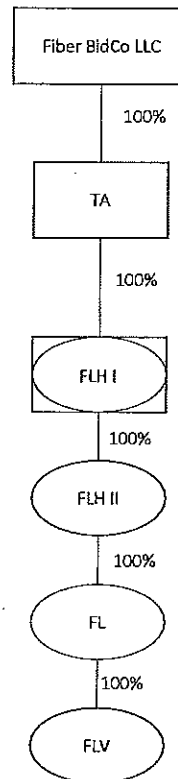
- Partnership
- Corporation
- Disregarded entity or individual

FiberLight, LLC Acquisition Structure

Proposed Acquisition by Fiber BidCo LLC

TA – Thermo Acquisitions, Inc., Delaware corporation (C corporation)
FLH I – FiberLight Holdings I, LLC – Colorado LLC (partnership)
FLH II – FiberLight Holdings II, LLC – Colorado LLC (disregarded entity)
FL – FiberLight, LLC – Delaware LLC (partnership)
FLV – FiberLight of Virginia LLC – Virginia LLC (disregarded entity)

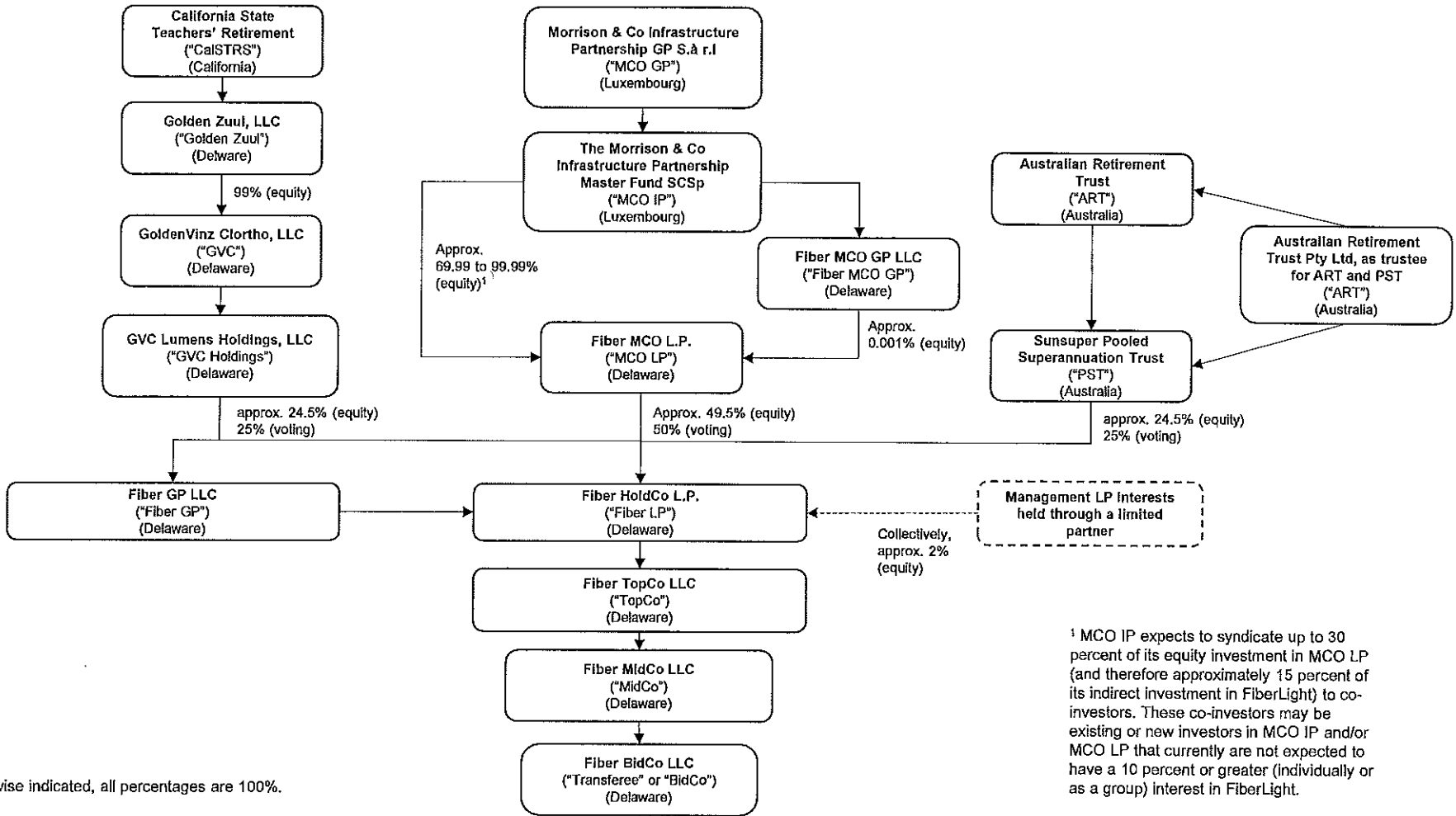
Post-Transaction Structure



- Collectively, the management's economic interests are less than 5.0% of the FL net distributable equity value.

- Economic Ownership
- General Partner
- Trustee

Post-Transaction Ownership Structure of Fiber BidCo LLC



Unless otherwise indicated, all percentages are 100%.

¹ MCO IP expects to syndicate up to 30 percent of its equity investment in MCO LP (and therefore approximately 15 percent of its indirect investment in FiberLight) to co-investors. These co-investors may be existing or new investors in MCO IP and/or MCO LP that currently are not expected to have a 10 percent or greater (individually or as a group) interest in FiberLight.