

LAWLER, METZGER, KEENEY & LOGAN, LLC

1717 K STREET, NW
SUITE 1075
WASHINGTON, D.C. 20006

JAMES C. FALVEY
PHONE (202) 777-7732

PHONE (202) 777-7700
FACSIMILE (202) 777-7764

August 6, 2020

Via Electronic Filing

Ms. Brinda Westbrook-Sedgwick,
Secretary
Public Service Commission of the
District of Columbia
1325 G Street N.W.
Suite 800
Washington, DC 20005

Re: Formal Case No. TA-05-9: FiberLight, LLC Notice of Transaction

Dear Ms. Westbrook-Sedgwick:

FiberLight, LLC ("FiberLight" or the "Company"), through its undersigned counsel, and pursuant to District of Columbia Public Service Commission ("Commission") orders, as further detailed herein, is filing this Notice of Transaction to provide notice to the Commission of a recent FiberLight pro forma intracorporate reorganization.

I. Description of FiberLight, LLC

FiberLight, LLC's principal place of business address is at: 3000 Summit Place, Suite 200, Alpharetta, GA 30009. FiberLight constructs and operates customized fiber optic networks, offering best in breed Carrier Ethernet technology on a \$1 billion diversely constructed optical ring topology network. FiberLight provides significant economies of scale, enabling customers to consolidate leased lines and multiple services onto one private, high-speed, secure platform. Additional information about FiberLight can be found at www.FiberLight.com. In the District, FiberLight is a competitive local exchange carrier authorized by the Commission to provide resold and facilities-based local exchange telecommunications services pursuant to authority granted by the Commission in Order No. 13761 issued in Formal Case No. TA 05-09.

II. Contacts

Inquiries or copies of any correspondence or other communications concerning this filing should be directed to:

James C. Falvey
Lawler, Metzger, Keeney & Logan, LLC
1717 Pennsylvania Ave., N.W.
Suite 1075
Washington, D.C. 20006
Tel: 202.777.7732
Fax: 202.777.7764
E-mail: jfalvey@lawlermetzger.com

With a copy to:

Tony D. Cash, Esq.
General Counsel
FiberLight, LLC
3000 Summit Place
Suite 200
Alpharetta, GA 30009
Tel: 678.824.6625
Fax: 404.506.9262
E-mail: tony.cash@fiberlight.com

III. Description of Intracorporate Transaction

By this letter, FiberLight provides notice of a recent intracorporate transaction that closed on July 15, 2020. The Commission has previously concluded that only a Notice of Transaction is required for intracorporate transactions where there is no change of control:

Thus, going forward, for the sake of administrative economy, CLEC transactions concerning corporate reorganizations and restructurings that are purely intra-corporate in nature, and do not involve transfer of ownership or control to an outside entity or organization, shall only require a Notice of the Transaction.

See Formal Case No. 892, In the Matter of the Joint Application of Sidera Networks, LLC for Approval of a Pro Forma Intra-Company Transaction, Order No. 17536 (July 10, 2014).

The principal components of the recent FiberLight intracorporate transaction consisted of

the owners of FiberLight B, LLC¹ agreeing to contribute their respective membership interests in FiberLight B, LLC in exchange for Class A Units in Individual Investment 2 of FiberLight Holdings I, LLC (“FLHI”), and Thermo Acquisitions, Inc. agreeing to contribute its ownership interest in FiberLight, LLC to FLHI in exchange for Class A Units in Individual Investment 1. FLHI then contributed its ownership interests in FiberLight B and FiberLight to FiberLight Holdings, II, LLC (“FLHII”) in exchange for one-hundred percent (100%) of the ownership interests in FLHII. There is no change of control of FiberLight as a result of this Transaction and the owners of FiberLight remain substantially the same. The result is that two holding companies, FLHI and FLHII, are inserted into the corporate structure between FiberLight and Thermo Acquisitions, Inc. Attached hereto as Exhibit A are pre- and post-transaction diagrams of the relevant portions of the FiberLight corporate structure.

IV. The FiberLight Pro Forma Restructuring is in the Public Interest

The FiberLight pro forma corporate restructuring described herein will serve the public interest. The restructuring results in the insertion of two intermediate entities, FLHI and FLHII, in the corporate structure between FiberLight and Thermo Acquisitions, Inc. This will provide FiberLight additional flexibility and will not effect a change of control of the Company. FiberLight will continue to have the same requisite financial, managerial, and technical capacity to serve its Washington, D.C. customers. FiberLight will, as a result of this pro form transaction, be in a better position to provide competitive services and to continue to attract financial capital to support its network and customers in the District of Columbia. The restructuring will be transparent to FiberLight’s Washington, D.C. customers. It will also have no effect on customer service, including no discontinuance, reduction, loss, or impairment of service to customers. FiberLight’s restructuring will allow it to continue to provide the same quality communications services to its customers without interruption and the Company’s rates, terms, and conditions will not change as a result of the transaction.

Should you have any questions regarding this filing, please do not hesitate to contact me at 202.410.2459 or by email at jfalvey@lawlermetzger.com.

Sincerely,

/s/ James C. Falvey

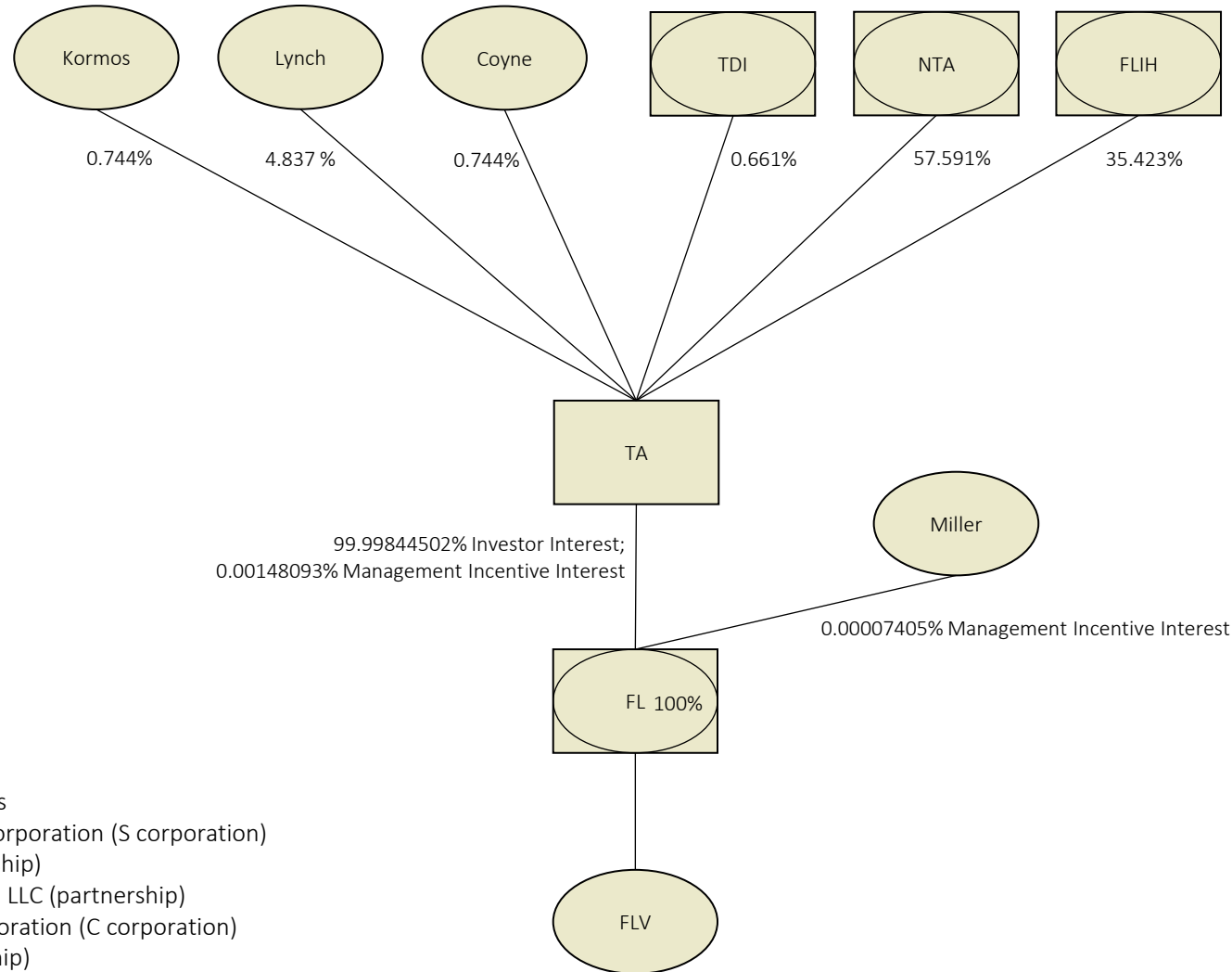
James C. Falvey

cc: Tony D. Cash, Esq.

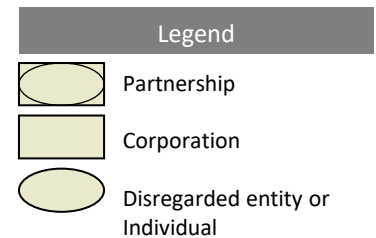
¹ FiberLight, B, LLC is a Delaware limited liability company and unregulated owner of telecommunications equipment and network infrastructure that is affiliated with FiberLight.

FiberLight, LLC

Before Restructuring of FiberLight, LLC as of July 2020

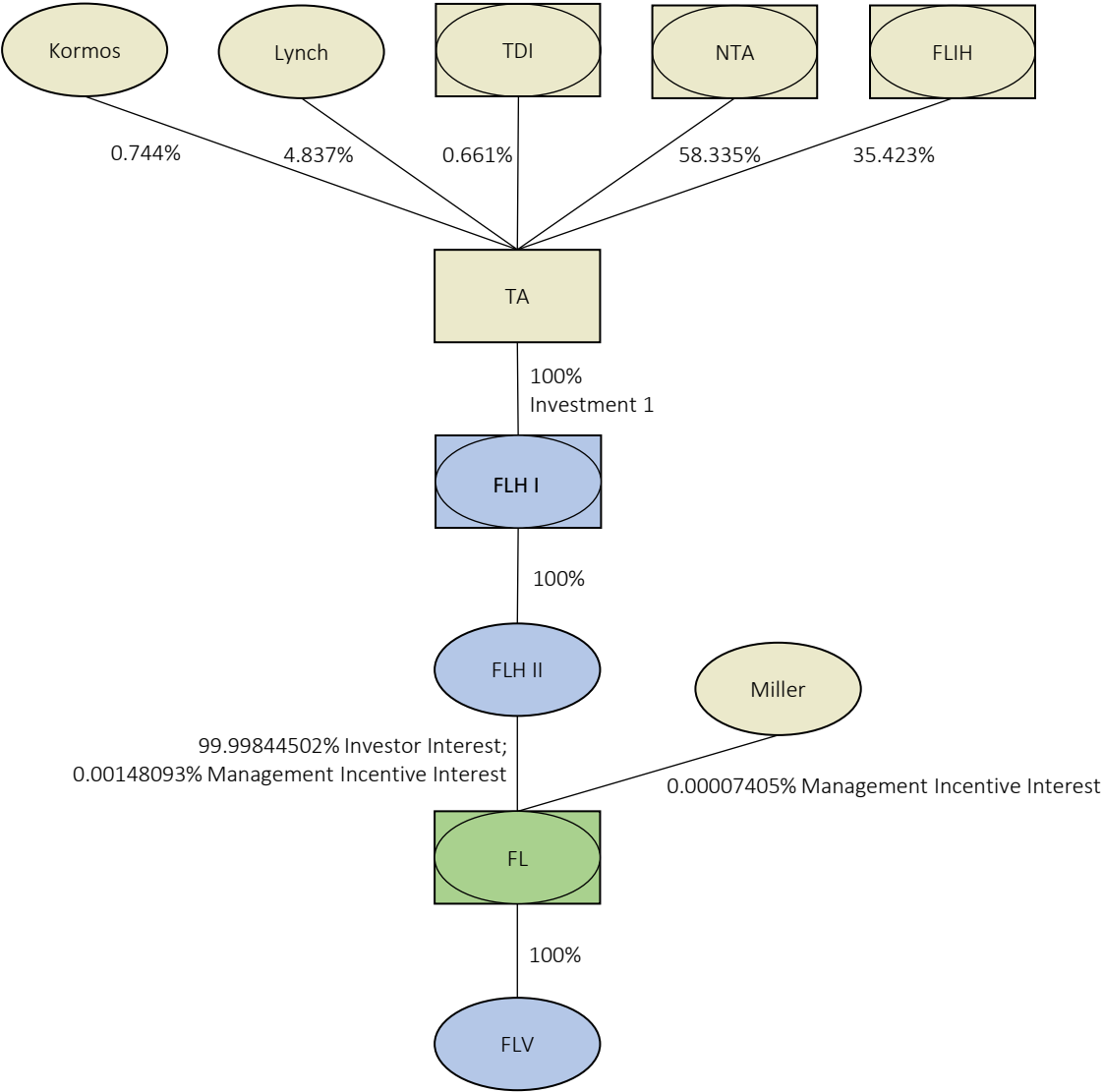


Kormos, Coyne, Lynch, and Miller – individuals
TDI – Thermo Development Inc. – Colorado corporation (S corporation)
NTA – NT Assets LLC – Delaware LLC (partnership)
FLIH – FL Investment Holdings LLC – Delaware LLC (partnership)
TA – Thermo Acquisitions Inc., Delaware corporation (C corporation)
FL –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




FiberLight, LLC


After Restructuring of FiberLight, LLC as of July 2020





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


Legend


 Partnership

 Corporation

 Disregarded entity or Individual

 Borrower

 Guarantor

 Non-Loan Party