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PUBLIC SERVICE
 COMMISSION

April 13, 2017

VIA E-FILING AND OVERNIGHT DELIVERY

Jeff Derouen, Executive Director
 Kentucky Public Service Commission
 211 Sower Boulevard
 Frankfort, KY 40602-8294

Re: Notification Regarding the Proposed Transfer of Control of Southern Light, LLC

Dear Mr. Derouen:

Southern Light, LLC ("Southern Light" or "Licensee") and Uniti Group Inc. ("Uniti Group") (formerly known as Communications Sales & Leasing, Inc. ("CS&L")) (collectively, the "Parties"), by their undersigned representatives, hereby advise the Commission of the Parties' intention to undertake a transaction whereby the Licensee will be indirectly acquired by Uniti Group (the "Transaction"). Charts illustrating the pre- and post-Transaction corporate ownership structure insofar as it relates to the Licensees are appended hereto as **Exhibit A**. It is the Parties' understanding that Commission approval is not required for the Transaction. Therefore, this filing is being undertaken to update the Commission's records.

In support of this filing, the Parties provide the following information:

Description of the Parties

Southern Light, LLC is an Alabama limited liability company located at 107 St. Francis Street, Suite 1800, Mobile, Alabama 36602. Southern Light owns an extensive network of fiber optic cables in the states of Alabama, Florida, Georgia, Mississippi and Louisiana, and provides related communications services. Southern Light holds domestic Section 214 authority to provide domestic interstate telecommunications services. It also holds a number of microwave licenses through which it provides backhaul communications services to other carriers. In Kentucky, Southern Light is registered as a competitive local exchange carrier (Utility ID No. 5053410).

Uniti Group Inc. (NASDAQ: UNIT), which was formerly known as Communications Sales &

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Leasing, Inc., is a Maryland corporation headquartered at 10802 Executive Center Drive, Benton Building, Suite 300, Little Rock, Arkansas 72211, is a publicly traded real estate investment trust that engages in the acquisition and construction of infrastructure in the telecommunications industry. Uniti Group does not provide telecommunications services in its own right. It owns and operates a number of licensed telecommunications providers in all states and the District of Columbia, except Alaska, California and Hawaii, many of which also hold authority from the Federal Communications Commission ("FCC") to provide domestic interstate and international telecommunications services. In Kentucky, Uniti Group's regulated subsidiaries hold the following authorizations:

1. PEG Bandwidth IL, LLC is registered as a competitive local exchange carrier (Utility ID 5057210).
2. Talk America Services, LLC is registered as a Competitive Local Exchange Carrier (Utility ID 5057190) and as a Long Distance Carrier (Utility ID 5179740).
3. CSL Kentucky System, LLC is registered as a competitive local exchange carrier (Utility ID 5057240).

Designated Contacts

Inquiries or copies of any correspondence, orders, or other materials pertaining to this filing should be directed to:

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With copies to:

Daniel Heard
Executive Vice President – General
Counsel and Secretary
Uniti Group Inc.
10802 Executive Center Drive

and:

Paul Bullington, CFO
Southern Light, LLC
107 St. Francis Street, Suite 1800
Mobile, AL 36602
Tel: (251) 662-1512

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Benton Building, Suite 300
Little Rock, Arkansas 72211
Tel: (501) 850-0820
Email: daniel.heard@uniti.com

Email: pbullington@slfiber.com

Description of the Transaction

On April 7, 2017, Uniti Group, Uniti Fiber Holdings Inc. (a wholly owned subsidiary of Uniti Group and the "acquirer" of the Licensee), and SLF Holdings, LLC (the parent of Southern Light, LLC), entered into a Membership Interest Purchase Agreement ("Agreement") pursuant to which Uniti Group will acquire control of Southern Light. Specifically, under the Agreement, Uniti Fiber Holdings Inc. will acquire the membership interests of Southern Light (the "Transaction"). Through the Transaction, Uniti Group will become the indirect owner of Southern Light. For the Commission's reference, pre- and post-transaction organization charts are provided as **Exhibit A**.

While the Transaction will result in changes in the ultimate ownership of Southern Light, it is not expected to change or affect its customer-facing activities. The Applicants anticipate that customers will benefit from the enhanced access of Southern Light to capital and financial strengths of Uniti Group. The post-Transaction management of Southern Light will also be able to draw upon the substantial experience in the telecommunications industry of the current management teams of Uniti Group and its subsidiaries.

In addition, Southern Light notifies the Commission, to the extent necessary, of a pro forma transaction whereby its parent, SLF Holdings, LLC, will transfer 39.03% of its membership interests immediately prior to consummation of the Transaction. The SSI Group, LLC, a Florida limited liability company, currently owns 39.03% of SLF Holdings' membership interests. The SSI Group, LLC, will transfer its 39.03% ownership interest in SLF Holdings to Teaghlach, Inc., the 100% owner of The SSI Group, LLC. This pro forma transfer will not result in a change of control of Southern Light.

Public Interest Considerations

The Transaction will serve the public interest. It will result in the transfer of control of Southern Light to a well-qualified company with a strong management team and substantial telecommunications experience and expertise. The Parties further submit that the Transaction will enhance the ability of Southern Light to compete in the telecommunications marketplace. Southern Light will have access to the operational and managerial resources of Uniti Group, and such support will strengthen its competitive position. The Transaction will also expand Uniti Group's business operations and asset portfolio, thereby establishing a stronger and more diversified competitor in the telecommunications market.

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Southern Light will continue to offer competitive and innovative products following the Transaction at the same rates and on the same terms and conditions as currently provided (subject to future changes pursuant to applicable law and contract provisions). The Transaction is expected to be transparent to its customers and is not expected to result in the discontinuance, reduction, loss or impairment of service to any customer. Ultimately, the Transaction will benefit businesses and consumers by enabling Southern Light to become a stronger competitor in its markets and to expand its offerings through access to Uniti Group's capital. Any future changes in the rates, terms and conditions of service to the affected customers will be undertaken pursuant to customer contracts and any applicable federal and state notice and tariff requirements. The Transaction will not trigger any federal or state anti-slamming or bulk customer transfer rules (because the certificated, customer-facing service provider will be unchanged), or adversely affect the market for telecommunications services. The Transaction also will not adversely affect competition for the provision of telecommunications because, after the close of the Transaction, customers will continue to be served by Southern Light.

Conclusion

An original and four (4) copies of this notification letter are enclosed. Please date-stamp and return the extra copy in the envelope provided. This letter has also been filed electronically. Should you have any questions, please do not hesitate to contact us.

Respectfully submitted,



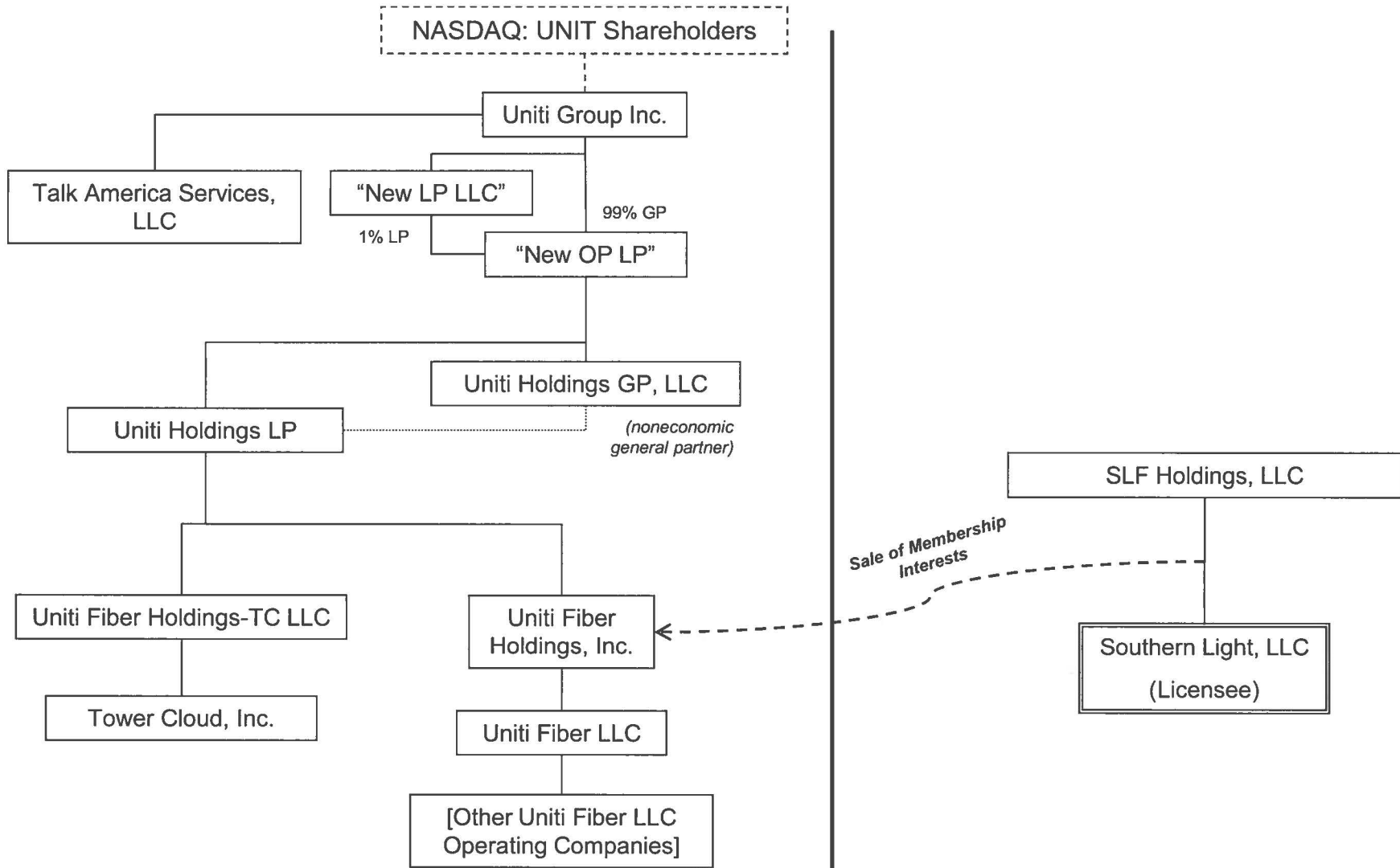
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Counsel to the Parties

EXHIBIT A

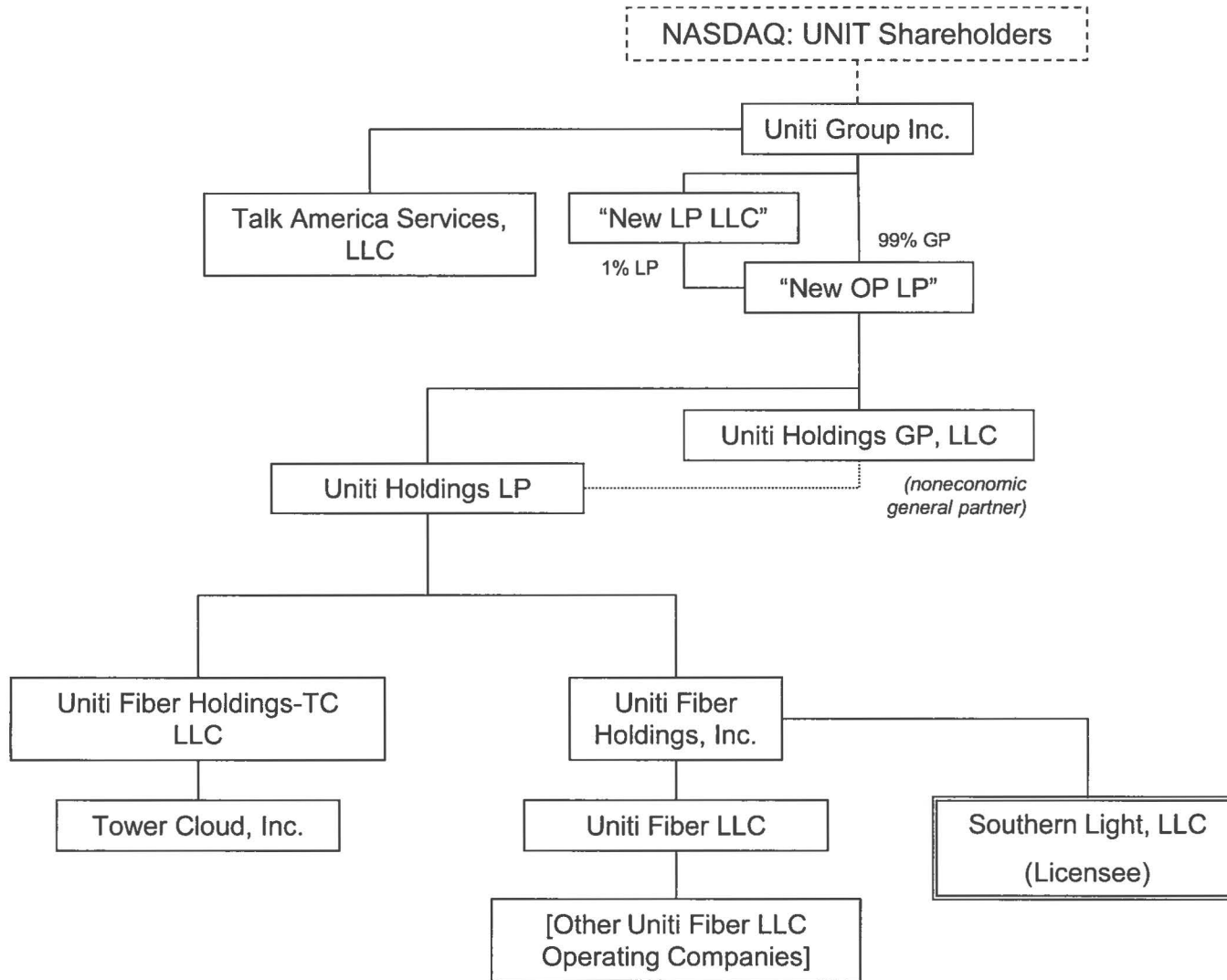
Pre- and Post-Transaction Corporate Ownership Charts

Pre-Transaction Organizational Structure



Unless otherwise indicated all ownership percentages are 100%.

Post-Transaction Organizational Structure



Unless otherwise indicated all ownership percentages are 100%.

Verifications

STATE OF ALABAMA
COUNTY OF MOBILE

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§
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VERIFICATION

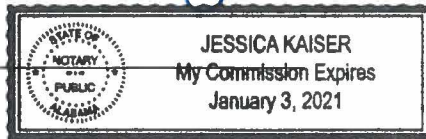
I, Paul Bullington, am Chief Financial Officer of Southern Light, LLC (the “Company”); that I am authorized to make this Verification on behalf of the Company; that the foregoing filing was prepared under my direction and supervision; and that the contents are true and correct to the best of my knowledge, information, and belief.

Paul Bullington
Chief Financial Officer
Southern Light, LLC

Sworn and subscribed before me this 11th day of April, 2017.

Notary Public

My commission expires _____

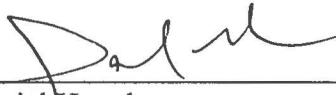


STATE OF ARKANSAS
PULASKI COUNTY

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VERIFICATION

I, Daniel Heard, hereby declare that I am Executive Vice President - General Counsel and Secretary of Uniti Group Inc. (the "Company"); that I am authorized to make this Verification on behalf of the Company and its subsidiaries; that the foregoing filing was prepared under my direction and supervision; that I am familiar with the facts set forth in the foregoing filing; and that, with respect to the Company and its subsidiaries, the contents of that filing are true and correct to the best of my knowledge, information, and belief.



Daniel Heard
Executive Vice President – General Counsel and Secretary
Uniti Group Inc.
10802 Executive Center Drive
Benton Building Suite 300
Little Rock, AR 72211

Subscribed and sworn to me this 16 day of March, 2017.


Notary Public

