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**RECEIVED**  
FEB 17 2023  
TN PUBLIC UTILITY COMMISSION  
DOCKET OFFICE

**By Overnight Mail**

February 14, 2023

Tory Lawless  
Docket Manager  
Tennessee Public Utility Commission  
502 Deaderick Street  
4th Floor  
Nashville, TN 37243

**23-00012**

**Re: Notice of Transfer of Indirect Control of Spectrotel of the South, LLC**

Dear Ms. Lawless:

Spectrotel, Inc. ("Spectrotel" or "Transferor") and Spectrotel Ultimate Holdings, LLC ("Spectrotel Ultimate" or "Transferee," and, together with Spectrotel, the "Parties"), hereby notify the Tennessee Public Utility Commission (the "Commission") of a transaction (the "Transaction") that resulted in a change of the ultimate control of Spectrotel of the South, LLC ("Spectrotel of the South" or "Licensee"). Because Spectrotel of the South operates subject to market regulation pursuant to Tenn. Code Ann. § 65-5-109,<sup>1</sup> 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 the South, 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 the South, 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 the South and various other subsidiaries, resold voice and IP-based data services to small and medium-sized businesses and enterprise customers across the United States.

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<sup>1</sup> See *Notification of Intent to Operate Pursuant to Market Regulation*, Docket No. 12-00038 (filed May 10, 2012).

Spectrotel of the South is authorized to provide resold and facilities-based competing local exchange and resold long-distance telecommunications services pursuant to a Certificate of Public Convenience and Necessity granted April 26, 2012 in Docket No. 11-00132.<sup>2</sup>

## **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 the South, LLC

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### For Spectrotel Ultimate Holdings, LLC

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<sup>2</sup> On December 15, 2020, the Commission recognized a corporate restructuring that resulted in Spectrotel of the South becoming the telecommunications service provider for Spectrotel's Tennessee customers. *See Letter from Jerry Kettles, Director, Economic Analysis, Tenn. Public Utilities Comm'n, Docket No. 20-00110 (Dec. 15, 2020).*

### 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 the South. As part of 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 the South.

\* \* \*

An original and one (1) copy of this letter are enclosed for filing. Please date-stamp and return the extra copy in the envelope provided. Should you have any questions, please contact the undersigned.

Respectfully submitted,

/s/ Matthew A. Brill  
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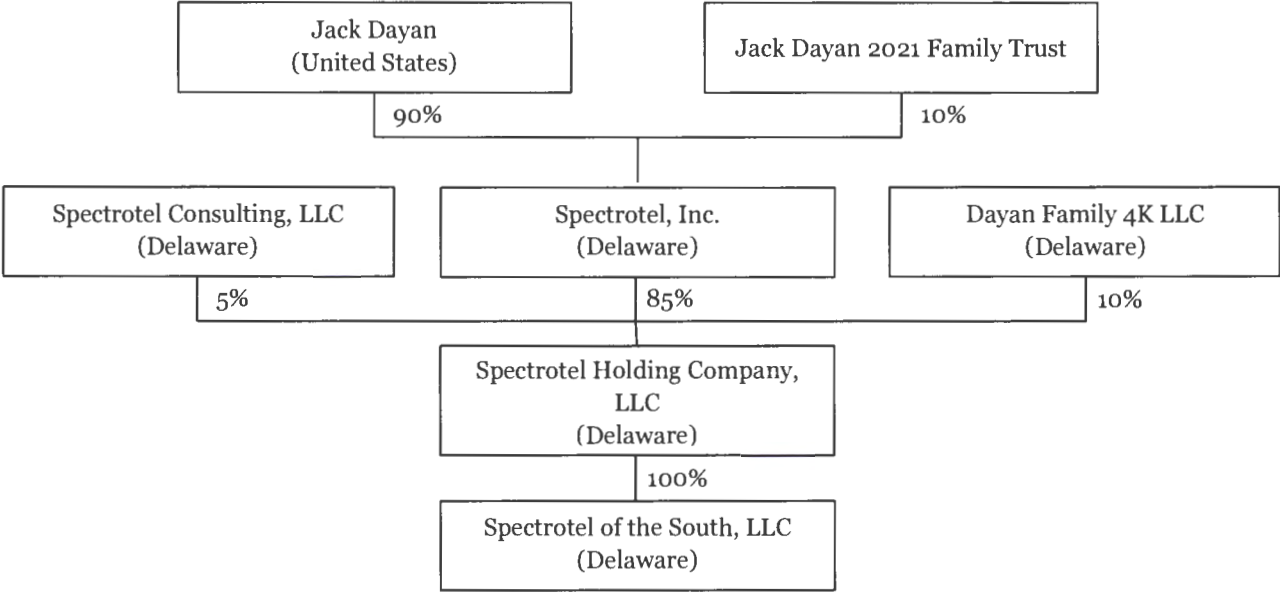
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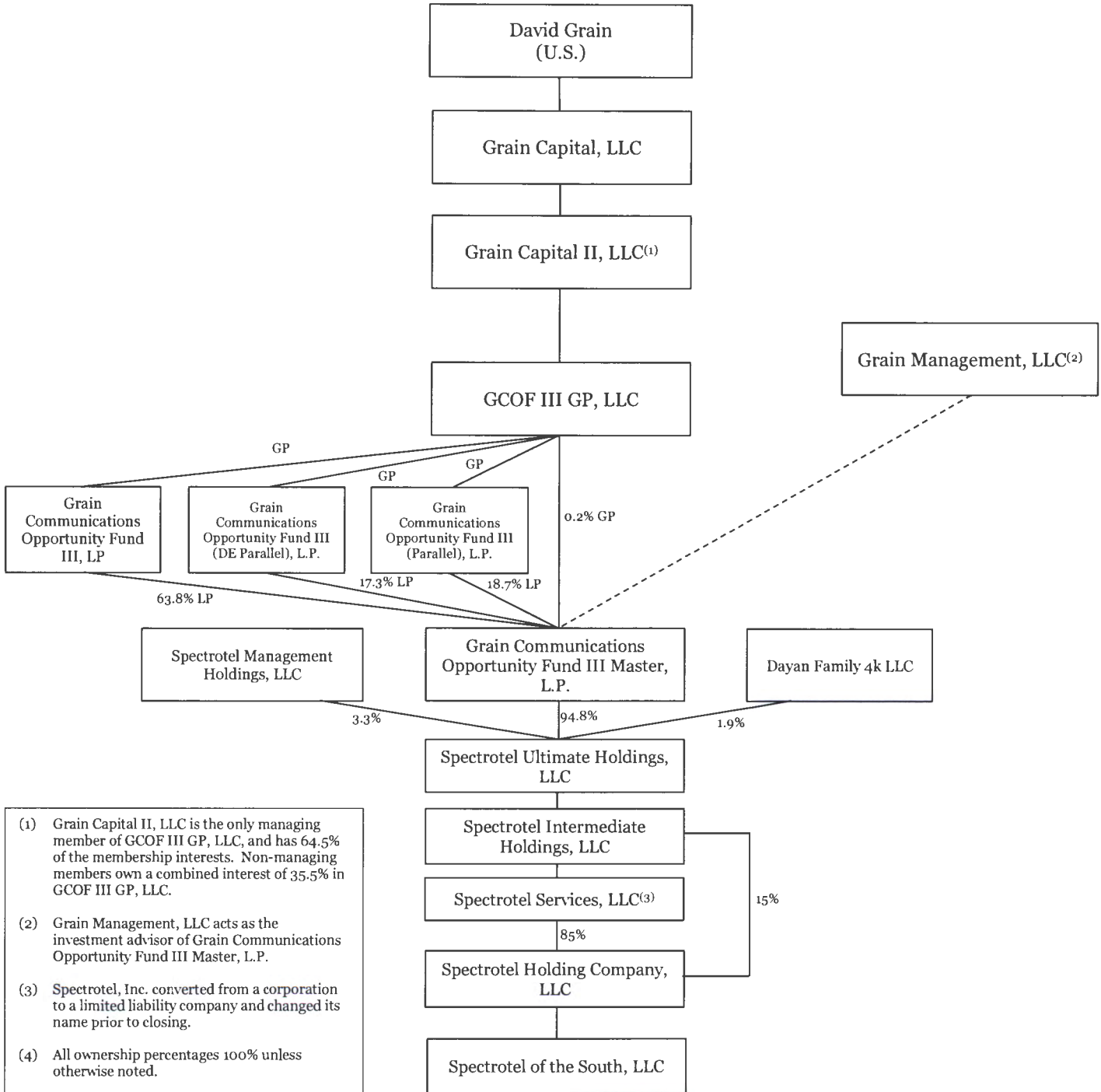
**EXHIBIT A**

**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.