

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554**

In the Matter of)
)
JKM Consulting, Inc. d/b/a M² Connections)
Transferor)
) **WC Docket No. _____**
and)
)
Southern Light, LLC)
Transferee)
)
Application for Consent to Transfer Assets)
From a Company Holding Domestic Authority)
Pursuant to Section 214 of the)
Communications Act of 1934, as Amended)

APPLICATION

JKM Consulting, Inc. d/b/a M² Connections (“M² Connections”) and Southern Light, LLC (“Southern Light” and, together with M² Connections, the “Applicants”) hereby respectfully request authority pursuant to Section 214 of the Communications Act of 1934, as amended, (the “Act”),¹ and Section 63.04 of the Commission’s Rules,² for a merger transaction (the “Transaction”) in which M² Connections will transfer its regulated assets, as described in more detail below (the “Assets”), to Southern Light. M² Connections and Southern Light are each non-dominant telecommunications carriers authorized by the Commission to provide domestic interstate telecommunications

¹ 47 U.S.C. § 214.

² 47 C.F.R. § 63.04.

services.³ After consummation of the assignment, Southern Light will acquire the assets and assume the ongoing business operations of M² Connections, and M² Connections will cease to operate as a stand-alone telecommunications provider.

The proposed Transaction will not result in any loss or impairment of service to any of the customers currently served by M² Connections. Post-close, Southern Light will continue to provide these customers with the same services they receive today, pursuant to the same rates, terms and conditions. As discussed in more detail below, Southern Light is an experienced telecommunications provider backed by the extensive resources of its ultimate parent, Uniti Group Inc. (“Uniti Group”).

The Applicants request streamlined treatment of this Application pursuant to Section 63.03 of the Commission’s Rules.⁴ This Application is eligible for streamlined processing pursuant to Section 63.03(b)(2) of the Commission’s Rules⁵ because (1) the proposed Transaction will result in the Applicants (including their affiliates, as that term is defined in Section 3(1) of the Act) having a market share in the interstate, interexchange market of less than ten (10) percent; (2) the Applicants (including their affiliates) will provide competitive telephone exchange services or exchange access services exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the transaction; and (3) neither the Applicants nor any of their affiliates are regulated as dominant with respect to any service.

³ Neither M² Connections nor Southern Light holds international Section 214 authority.

⁴ 47 C.F.R. § 63.03.

⁵ 47 C.F.R. § 63.03(b)(2).

M² Connections and Southern Light respectfully request expeditious approval of this Application so that they may proceed with the Transaction.

I. APPLICANTS

A. M² Connections

M² Connections is an Alabama corporation with principal offices at 1865 Hillyer Robinson Parkway, Anniston, AL 36207.⁶ Authorized as a telecommunications carrier in Alabama in 2012, M² Connections operates as a broadband and Internet access provider with a focus on deployment of broadband into the rural areas of Alabama. In addition to its Alabama certification, M² Connections holds blanket domestic Section 214 authority. M² Connections does not hold international Section 214 authority.

In 2010, M² Connections was awarded funding through the Broadband Technology Opportunities Program (“BTOP”)⁷ to deploy a 176-mile fiber network that includes 88 miles of new fiber to provide high-speed, affordable broadband services and directly connect more than 40 community anchor institutions in our counties (“Project BEAR”).⁸ M² Connections currently operates a fiber-optic network of over 240 miles in the rural, east-central region of Alabama that includes Calhoun, Cleburne, Talladega, Clay, and Randolph Counties. M² Connections’ business model is to promote the growth of communities through Gigabit infrastructure enhancements, helping communities in

⁶ M² Connection’s telephone number is (256) 405-4311.

⁷ The BTOP grant program was administered by the National Telecommunications and Information Administration (“NTIA”) to expand access to the benefits of broadband technology throughout the United States. Information regarding the program is available at <https://www.ntia.doc.gov/category/broadband-technology-opportunities-program>.

⁸ Information on Project BEAR can be found at: <https://www2.ntia.doc.gov/grantee/jkm-consulting-inc>.

east-central Alabama to attract new businesses, support modern telemedicine, and create more competitive educational systems and smart city readiness.

Currently, majority ownership of M² Connections is held by Janine Moses, president and founder of M² Connections.⁹

B. Southern Light

Southern Light is an Alabama limited liability company with primary offices at 107 St. Francis Street, Suite 1800, Mobile, AL 36602.¹⁰ Southern Light provides communications services in the states of Alabama, Florida, Georgia, Kentucky, Louisiana, Mississippi, North Carolina, Pennsylvania, and South Carolina,¹¹ utilizing its extensive network of fiber optic cables as well as a number of microwave licenses granted by this Commission, with which it provides carrier backhaul services. Southern Light holds blanket domestic Section 214 authority by operation of law pursuant to Section 63.01 of the Commission's Rules.¹² Southern Light is a leading provider of infrastructure solutions, including cell site backhaul, Ethernet, Wavelength, and other advanced communications services.

Southern Light is an indirect subsidiary of Uniti Group, a Maryland public company (NASDAQ: UNIT). Uniti Group is a publicly traded real estate investment trust, engaged in the acquisition and construction of communications industry

⁹ No other individual or entity holds 10% or more interest in M² Connections.

¹⁰ Southern Light's telephone number is (251) 662-1170.

¹¹ Southern Light, along with its affiliates Uniti Fiber LLC, Contact Network, Inc., Hunt Telecommunications, LLC, Nexus Systems, Inc., and the PEG Bandwidth group of companies, make up the "Uniti Fiber" group of businesses. Additional information on Uniti Fiber can be found at <http://www.uniti.com/fiber>.

¹² 47 C.F.R. § 63.01.

infrastructure. Uniti Group is not a telecommunications carrier and does not provide telecommunications services; however, Uniti Group's subsidiaries include several licensed telecommunications providers, including Southern Light, Talk America Services, LLC ("Talk America Services"), Contact Network, LLC ("Contact Network"), Uniti Fiber LLC ("Uniti Fiber") and various other Uniti Group subsidiaries, operating throughout the United States.¹³ Of these operating subsidiaries, Southern Light, Talk America, Contact Network and Uniti Fiber provide services in Alabama; however, as discussed below, there is little or no overlap between the current network operations of Southern Light and its affiliates, on one hand, and the operations of M² Connections, on the other.

A more detailed description of Southern Light's ownership, pursuant to Section 63.04(a)(4), is provided as **Attachment 2**.

II. CONTACTS

Correspondence concerning this Application should be sent to:

For Southern Light:

Joshua T. Guyan
Winafred Brantl
Kelley Drye & Warren LLP
3050 K Street NW, Suite 400
Washington, D.C. 20007
Tel: (202) 342-8400
Fax: (202) 342-8451
Email: jguyan@kelleydrye.com
wbrantl@kelleydrye.com

For M² Connections:

Janine Moses
President
JKM Consulting, Inc. d/b/a M² Connections
1865 Hillyer Robinson Parkway
Anniston, AL 36207
Tel: (256) 405-4319
Fax: (866) 708-3062
Email: jmoses@m2connections.com

¹³ Additional information regarding Uniti Group's subsidiary operating companies is provided in **Attachment 1**.

With a copy to:

Jeffrey R. Strenkowski
Vice President, Deputy General Counsel
of Governmental Affairs
Southern Light, LLC
10802 Executive Drive, Benton Building
Suite 300
Little Rock, AR 72211
Email: jeffrey.strenkowski@uniti.com

III. DESCRIPTION OF THE TRANSACTION

Pursuant to the terms of an Agreement and Plan of Merger dated October 9, 2018, between Southern Light, M² Connections and Janine Moses in her capacity as Stockholders' Representative (the "Agreement"), M² Connections and Southern Light intend to consummate a Transaction whereby M² Connections will be merged with and into Southern Light, with Southern Light the surviving company. Effective with closing, M² Connections will cease to exist and all of the assets associated with M² Connections' regulated operations, including its network facilities and customer base,¹⁴ will reside in Southern Light. The closing of the transaction will be contingent upon Commission approval and the receipt of all other required regulatory approvals.¹⁵

Organizational charts for the Applicants are provided in **Attachment 3**.

¹⁴ M² Connections' current customers are each served pursuant to contract. These customers are being contacted individually regarding the Transaction so that M² Connections and Southern Light can obtain the necessary consents to assignment of the accounts. Consequently, the anti-slamming notice requirement of 47 C.F.R. § 64.1120(e) is not applicable in this Transaction.

¹⁵ In addition to this Application and a Form 603 application filing with the Wireless Telecommunications Bureau, Applicants must obtain a waiver from NTIA for the transfer of the BTOP-funded network assets. Applicants also are filing a notice of the Transaction with the Alabama Public Service Commission.

IV. PUBLIC INTEREST STATEMENT

The Transaction described herein will serve the public interest. M² Connections has established a strong, growing presence as a broadband provider in eastern rural Alabama. The transfer of M² Connections' operations to Southern Light is the next step in continued development of and support for Alabama residents' and businesses' access to advanced communications. Southern Light and its Uniti Fiber affiliates bring years of experience in the telecommunications sector and Southern Light will have access to the substantial resources and collective business acumen of the Uniti Group companies. With these resources, the foundation that M² Connections has laid can be strengthened and positioned to more effectively benefit from the dynamic changes taking place in the global telecommunications marketplace.

At the same time, the Transaction does not present any offsetting adverse effects. M² Connections' customers, including the critical anchor institutions served by the Project BEAR network, will continue to receive their services and the merger will not result in any changes to the rates, terms and conditions for those services.¹⁶ Southern Light will adopt the responsibilities and obligations of M² Connections associated with the BTOP award for Project BEAR, ensuring that the affected communities continue to receive the associated benefits of the grant. Finally, as set forth above, M² Connections and Southern Light will work together to ensure that all of the M² Connections customers experience a smooth, virtually seamless, transition.

¹⁶ Future changes to Southern Light service offerings to these customers will be implemented consistent with Commission rules and other applicable regulations.

Competitive Overlap Analysis

The proposed merger will not have adverse effects upon competition in the Alabama telecommunications market. As noted above, Southern Light, Talk America Services, Contact Network and Uniti Fiber LLC each provide telecommunications services in Alabama; however, there is no material competitive overlap with M² Connections' operations. Talk America operates solely as a reseller in the state. Uniti Fiber LLC and Contact Network have no areas of overlap with M² Connections. And the Southern Light fiber network has – at most – a very minor overlap with the M² Connections network. With respect to the approximately 240-mile fiber network of M² Connections, roughly 10 fiber route miles (approx. 4.18 percent) may overlap (or be proximate to) Southern Light's total network. These areas of overlap are located in and around Oxford, AL and Anniston, AL. Both Oxford and Anniston are served by AT&T as well as Cable One and a number of alternative providers (*e.g.*, wireless, satellite). Consequently, in the one area where there appears to be overlap between the respective network operations of Southern Light and M² Connections, there is also a healthy degree of competition and no shortage of consumer alternatives.

V. COMPLIANCE WITH INFORMATION REQUIREMENTS OF SECTION 63.04 OF THE COMMISSION'S RULES

In accordance with the requirements of Section 63.04 of the Commission's Rules, M² Connections and Southern Light provide the following information in support of their request:

63.04(A)(1): The name, address and telephone number of each applicant.

This information is provided in Section I of the Application.

63.04(A)(2): Jurisdiction of formation of each applicant.

This information is provided in Section I of the Application.

63.04(A)(3): Contact Information for this application.

This information is provided in Section II of the Application.

63.04(A)(4): Ownership Information for each applicant.

This information is provided in Section I of the Application for M² Connections and in **Attachment 2** for Southern Light.

63.04(A)(5): Certifications pursuant to 47 C.F.R. §§1.2001 through 1.2003.

M² Connections and Southern Light each certify that they are not subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988.

63.04(b)(6): Description of the Transactions

The proposed transaction is described in Section III of the Application.

63.04(b)(7): Description of Geographic Service Area and Services in Each Area

A description of the geographic service areas for each applicant and the services provided in these areas is provided in Section I of the Application.

63.04(b)(8): Presumption of Non-Dominance and Qualification for Streamlining

This Application is eligible for streamlined processing pursuant to Section 63.03(b)(2) of the Commission's Rules for the reasons explained on page 2 of the Application.

63.04(b)(9): Other Pending Commission Applications Concerning the Proposed Transaction

M² Connections and Southern Light are filing a separate Form 603 application with the Wireless Telecommunications Bureau for approval of the Transaction with respect to two wireless licenses currently held by M² Connections.

63.04(b)(10): Special Considerations

None.

63.04(b)(11): Waiver Requests (If Any)

None.

63.04(b)(12): Public Interest Statement

The proposed transaction is consistent with and conducive to the public interest for the reasons detailed in Section IV of the Application.

VI. CONCLUSION

Based on the foregoing, M² Connections and Southern Light respectfully submit that the public interest, convenience, and necessity would be furthered by grant of this Application.

Respectfully submitted,

Southern Light, LLC

JKM Consulting, Inc. d/b/a M² Connections

By: _____
Jeffrey R. Strenkowski
Vice President, Deputy General
Counsel of Governmental Affairs

By:  _____
Janine Moses
President

Dated: October 19, 2018

VI. CONCLUSION

Based on the foregoing, M² Connections and Southern Light respectfully submit that the public interest, convenience, and necessity would be furthered by grant of this Application.

Respectfully submitted,

Southern Light, LLC

JKM Consulting, Inc. d/b/a M² Connections

By: 

Jeffrey R. Strenkowski
Vice President, Deputy General
Counsel of Governmental Affairs

By: _____
Janine Moses
President

Dated: October 16, 2018

Attachment 1

Uniti Group Inc. Regulated Operating Subsidiaries (Telecommunications)

Uniti Group Inc. is the corporate parent of the following licensed telecommunications subsidiary companies:

Southern Light is a licensed telecommunications service provider in the following states: Alabama, Florida, Georgia, Kentucky, Louisiana, Mississippi, North Carolina, South Carolina, and Pennsylvania.

Uniti Fiber LLC is licensed as a telecommunications service provider in the following states: Alabama, California, Florida, Michigan, North Carolina, Ohio, South Carolina, Texas, and Wisconsin. Applicant has an application pending before the Arkansas Public Service Commission.

Contact Network, Inc. d/b/a InLine is a licensed telecommunications service provider in the following states: Alabama, Illinois, Louisiana and Mississippi.

Uniti Group's PEG Bandwidth subsidiaries are licensed as follows:

District of Columbia	PEG Bandwidth DC, LLC
Delaware	PEG Bandwidth DE, LLC
Iowa	PEG Bandwidth IA, LLC
Iowa	PEG Bandwidth IL, LLC
Indiana	PEG Bandwidth IL, LLC
Illinois	PEG Bandwidth IL, LLC
Louisiana	PEG Bandwidth LA, LLC
Massachusetts	PEG Bandwidth MA, LLC
Maryland	PEG Bandwidth MD, LLC
Missouri	PEG Bandwidth IL, LLC
Mississippi	PEG Bandwidth MS, LLC
New Jersey	PEG Bandwidth NJ, LLC
New York	PEG Bandwidth NY, LLC PEG Bandwidth NY Telephone Corp. (pending final telecommunications authorization)
Pennsylvania	PEG Bandwidth PA, LLC
Texas	PEG Bandwidth TX, LLC
Virginia	PEG Bandwidth VA, LLC
West Virginia	PEG Bandwidth MD, LLC

Hunt Telecommunications, LLC is a licensed telecommunications service provider in the following states: Colorado and Louisiana.

Nexus Systems is a licensed telecommunications service provider in the following state:
Louisiana

Uniti Group's CSL subsidiaries are licensed as follows:

California	Uniti Leasing X LLC
Georgia	CSL Georgia Realty, LLC
Georgia	CSL Georgia System, LLC
Kentucky	CSL Kentucky System, LLC

Talk America Services, LLC is licensed as a telecommunications service provider in all states except Alaska, California and Hawaii. Note, however, that the company has applications pending with the FCC and the following states to discontinue the provision of telecommunications services and withdraw its operating authority: Connecticut, District of Columbia, Kansas, Louisiana, Massachusetts, Maine, Mississippi, Montana, New Hampshire, Nevada, Rhode Island, Vermont, and West Virginia.

Attachment 2

Ownership Information for Southern Light, LLC (47 C.F.R. § 63.04 (a)(4))

The following entities or individuals hold 10% or greater interest in Southern Light, LLC:

Name	Uniti Fiber Holdings, Inc.
Address	10802 Executive Drive, Benton Building, Suite 300 Little Rock, AR 72211
Citizenship	Delaware
Principal Business	Holding Company
Interest in Southern Light	100 % (direct)
Name	Uniti Holdings LP
Address	10802 Executive Drive, Benton Building, Suite 300 Little Rock, AR 72211
Citizenship	Delaware
Principal Business	Holding Company
Interest in Southern Light	100 % (indirect) through interest in Uniti Fiber Holdings, Inc.
Name	Uniti Holdings GP LLC
Address	10802 Executive Drive, Benton Building, Suite 300 Little Rock, AR 72211
Citizenship	Delaware
Principal Business	Holding Company
Interest in Southern Light	100 % (indirect) as non-economic General Partner in Uniti Holdings LP.
Name	Uniti Group LP
Address	10802 Executive Drive, Benton Building, Suite 300 Little Rock, AR 72211
Citizenship	Delaware
Principal Business	Holding Company
Interest in Southern Light	100 % (indirect) through interests in Uniti Holdings GP LLC and in Uniti Holdings LP.
Name	Uniti Group Inc.
Address	10802 Executive Drive, Benton Building, Suite 300 Little Rock, AR 72211
Citizenship	Maryland
Principal Business	Real Estate Investment Trust
Interest in Southern Light	98% (indirect) as General Partner of (and controlling interest-holder in) Uniti Group LP

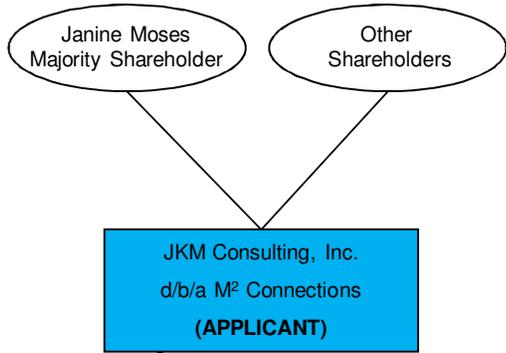
No other individuals or entities hold 10% or greater direct or indirect interest in Southern Light.

Attachment 3

Organizational Charts

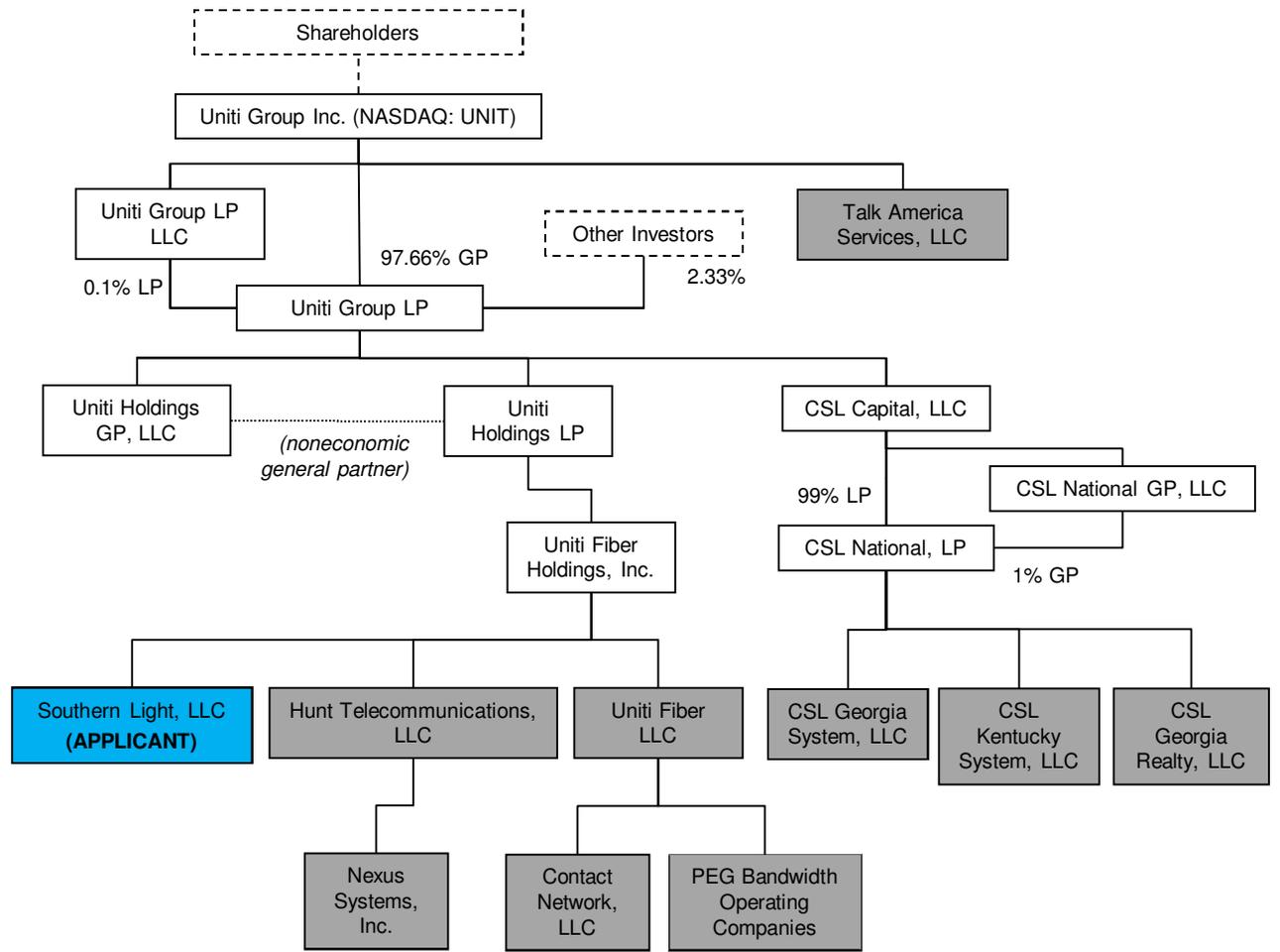
Transaction Chart

M² Connections



Merges with and into

Uniti Group and Southern Light



  Licensed in one or more jurisdictions.

 Not licensed in any jurisdiction.

Unless otherwise indicated all ownership percentages are 100%.