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May 12, 2026

VIA ELECTRONIC FILING

Secretary Matthew Homsher
Pennsylvania Public Utility Commission
Commonwealth Keystone Building
400 North Street
Harrisburg, PA 17120

**RE: In Re: Abbreviated Securities Certificate of Spectrotel of Pennsylvania, LLC
Docket No. S-2026-_____**

Dear Secretary Homsher:

Pursuant to 66 Pa.C.S.A. §1901 *et seq.*, and 52 Pa. Code § 3.602, Spectrotel of Pennsylvania, LLC (“Spectrotel PA,” or “Registrant”), hereby files this Abbreviated Securities Certificate and requests that the Pennsylvania Public Utility Commission (“Commission”) issue a Notice of Registration of Securities Certificate (“Notice of Registration”) for Spectrotel PA to participate in certain Financing Arrangements (as defined below) in connection with the proposed transfer of control of Spectrotel PA to Spectrum Aggregator, LP.

The Registrant respectfully submits that it qualifies for abbreviated treatment under Section 3.602(a)(3)(ii) of the Commission’s regulations, 52 Pa. Code § 3.602(a)(3)(ii). The Registrant states that the total gross operating revenue that it received from telecommunications services rendered in Pennsylvania constituted less than ten percent (10%) of the total aggregate gross operating revenue of its parent company, Spectrotel Services, LLC and its subsidiaries, in fiscal year 2025. The Registrant respectfully requests that the Commission promptly register this Abbreviated Securities Certificate and issue a Notice of Registration pursuant to the abbreviated procedure.

In further support thereof, Spectrotel PA states as follows:

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Page 2

1. Name and Address of Registrant. Spectrotel PA is a Delaware limited liability company that maintains its headquarters at 3535 Route 66, Suite 7, Neptune, New Jersey 07753.

2. Counsel for Registrant. Questions or any correspondence, orders, or other materials related to this Request for Registration of Abbreviated Securities Certificate should be directed to Counsel for Registrant:

Michael A. Gruin, Esq.
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17 North Second Street
Harrisburg, PA 17101
(717) 255-7365 (telephone)
(610) 988-0852 (facsimile)
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with copies to:

Matthew A. Brill
Michael H. Herman
Latham & Watkins LLP
555 Eleventh Street, NW
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Washington, DC 20004
Tel: (202) 637-2200
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3. Corporate History and Certification. On January 10, 2013, Spectrotel PA was granted a certificate of public convenience and necessity (“CPCN”) by the Commission to provide local exchange and interexchange telecommunications services in Docket Nos. A-2012-2331882, et al. Spectrotel PA is an indirect, wholly owned subsidiary of Spectrotel Services, LLC (“Spectrotel Services”), which maintains its headquarters at 3535 Route 66, Building 7, Neptune, New Jersey 07753. Spectrotel Services provides, including through Spectrotel PA and various other subsidiaries, resold voice and business data services to small and medium-sized business and enterprise customers across the United States.

Contemporaneously with this Securities Certificate filing, Spectrotel PA, AireSpring, Inc., Spectrotel Ultimate Holdings, LLC, and Spectrum Aggregator, LP (together, “Joint Applicants”) are filing an Application (“ToC Application”) with the Commission for approval of the transfer of control of Spectrotel PA to Spectrum Aggregator, LP (the “Transaction”) pursuant to 66 Pa. C.S. §§ 1102-1103. The ToC Application includes Registrant’s current corporate structure and the corporate structure that will be in place following the Transaction.

4. Description of the Financing Arrangements. Spectrotel PA seeks approval from the Commission for the following financing arrangements that are consistent with the terms outlined below:

Borrower:

In connection with the Transaction, a wholly owned domestic subsidiary of Spectrotel Ultimate (such wholly owned domestic subsidiary, the “Borrower”) is expected to obtain up to \$600 million in debt financing, consisting of a senior secured initial term loan facility, a senior secured delayed draw term loan facility, and a senior secured revolving credit facility (collectively, the “Financing Arrangements”), to be provided by a group of lenders. In addition to the Financing Arrangements, new and rollover equity will provide the remainder of the funds required for the acquisition of Spectrotel PA.

Guarantees:

The Financing Arrangements are expected to be guaranteed by a group of affiliates of the Borrower, including the Borrower’s immediate parent company and certain of the Borrower’s subsidiaries, including Spectrotel PA. The Financing Arrangements will constitute senior obligations of the Borrower and the guarantors and will be secured on a first-priority basis by substantially all of their assets.

The proceeds of the Financing Arrangements, together with the equity contributions described below, are expected to be sufficient to finance the Transaction, including refinancing certain existing indebtedness and paying fees, costs, and expenses related to the Transaction. Subject to satisfaction of certain conditions, the delayed draw term loan facility and the revolving credit facility will be available from and after the closing date for the Transaction (such closing date, the “Closing Date”) to finance certain corporate purposes of the Borrower

and its subsidiaries, to be set forth in the definitive documentation for the Financing Arrangements.

Maturity:

The Financing Arrangements will consist solely of long-term indebtedness. The initial term loan facility and any drawn delayed draw term loans are expected to mature on the seventh anniversary of the Closing Date, and the lending commitments under the revolving credit facility are expected to terminate on the seventh anniversary of the Closing Date. The term loans (including any drawn delayed draw term loans) will amortize in equal quarterly installments, with the balance of the original principal amount payable at maturity.

Interest Rate:

The interest rate under the Financing Arrangements is expected to be the market rate for similar financings and is contemplated to be a floating rate, consisting of a base rate that will float with a rate index such as the Term Secured Overnight Financing Rate, the prime rate, or the Federal Funds Rate, plus an applicable margin. The applicable margin will be subject to adjustment based on the consolidated leverage ratio of the Borrower and its subsidiaries, as further set forth in the definitive documentation for the Financing Arrangements.

5. Disposal of Indebtedness. It is expected that Spectrotel PA will pay-off certain indebtedness using the proceeds of the Financing Arrangements. Participation by Spectrotel PA in the Financing Arrangements will not adversely affect its current or proposed operations in Pennsylvania.

6. Purpose of Financing Arrangements. The primary purpose of the Financing Arrangements is to finance the Transaction, including repaying certain existing debt of Spectrotel PA, but the Financing Arrangements may also be used for certain other corporate purposes of the Borrower and its subsidiaries, including Spectrotel PA, to be set forth in the definitive documentation for the Financing Arrangements.

7. Public Interest Considerations. The Financing Arrangements described herein are consistent with the public interest and will not impair the ability of Registrant to perform services to the public. The Transaction will provide Spectrotel PA access to additional capital, enabling it to continue to provide high-quality and innovative communications solutions to its customers, none of which will suffer any loss or impairment of service as a result of the Transaction. Moreover, following closing of the Transaction, Spectrotel PA will enjoy access to financial resources that will allow it to enhance and expand its service offerings. The Transaction thus will permit Spectrotel PA to compete more effectively in the communications marketplace. As explained in the ToC Application, the Transaction will augment Spectrotel PA's capabilities, and it will not have any adverse effect on competition in any product or geographic market. By enabling Spectrotel PA to enhance and expand its service offerings and thereby compete more effectively with other service providers, the Transaction will enhance competition in the communications marketplace. As such, approval of the proposed Financing Arrangements and Registration of the requested Securities Certificate will serve the public interest in promoting competition among telecommunications carriers by providing Spectrotel PA with the opportunity to strengthen its financial position. As a result, the proposed Financing Arrangements are expected to yield financial benefits that ultimately inure to the benefit of Spectrotel PA's customers.

For the foregoing reasons, Spectrotel PA respectfully requests that the Commission promptly approve the above-referenced Financing Arrangements, register this Abbreviated Securities Certificate, and issue a Notice of Registration, pursuant to Section 1901 of the Public Utility Code, 66 Pa. C.S. § 1901, and Section 3.602 of the Commission's regulations, 52 Pa. Code § 3.602.

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Page 6

The fee for this filing is being remitted through the Commission's electronic filing system. Copies of this filing have been served in accordance with the attached Certificate of Service. If you have any questions, please contact me by any of the means listed above. Thank you.

Sincerely,

Respectfully submitted,



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Counsel for Spectrotel PA

Enclosures

cc: Certificate of Service
TUS (via email)

VERIFICATION

I, Ross Artale, holding the position of Chief Executive Officer of Spectrotel Services, LLC, submit this Verification on behalf of Spectrotel of Pennsylvania, LLC and verify that the factual allegations contained in the foregoing Securities Certificate are true and correct to the best of my knowledge, information and belief. I understand that false statements herein are made subject to the penalties of 18 Pa. C.S. § 4904, relating to unsworn falsifications to authorities.

By: _____
Ross Artale

DocuSigned by:
Ross Artale
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Executed this 11.00 day of May 2026.

CERTIFICATE OF SERVICE

I, Michael A. Gruin, hereby certify that on this 12th day of May, 2026 a copy of the foregoing Abbreviated Securities Certificate was served upon the persons listed below in the manner indicated in accordance with the requirements of 52 Pa. Code Section 1.54:

Office of Consumer Advocate
555 Walnut Street
5th Floor, Forum Place
Harrisburg, PA 17101-1923

Office of Small Business Advocate
555 Walnut St.
1st Floor, Forum Place
Harrisburg, PA 17101

Office of Attorney General
Bureau of Consumer Protection
16th Floor, Strawberry Square
Harrisburg, PA 17120

Pennsylvania Public Utility Commission
Bureau of Investigation & Enforcement
400 North Street
Harrisburg, PA 17120



Michael A. Gruin

Dated: May 12, 2026