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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 AireSpring, Inc.
Docket No. S-2026-_____**

Dear Secretary Homsher:

Pursuant to 66 Pa.C.S.A. § 1901 et seq., and 52 Pa. Code § 3.602 enclosed please find the Abbreviated Securities Certificate Registration of AireSpring, Inc.

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,

STEVENS & LEE



Michael A. Gruin, Esq.

Enclosures

cc: Certificate of Service
TUS (via email)

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:

Lance J.M. Steinhart
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11585 Jones Bridge Rd
Suite 420 PMB 2030
Johns Creek, GA 30022
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with copies to:

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and

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3. Corporate History and Certification. On September 5, 2003, AireSpring was granted a CPCN by the Commission to provide interexchange telecommunications services in Docket No. A-311272 and on June 23, 2005, the company was granted a CPCN to provide local exchange telecommunications services in Docket No. A-

311272F0002. AireSpring provides 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 of Pennsylvania, LLC, AireSpring, 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 AireSpring 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. AireSpring 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 AireSpring.

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. Immediately after the consummation of the Transaction, the Borrower is expected to be an indirect parent of AireSpring, and AireSpring is expected to accede to the Financing Arrangements as a guarantor. 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 AireSpring will pay-off certain indebtedness using the proceeds of the Financing Arrangements. Participation by AireSpring 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 AireSpring, but the Financing Arrangements may also be used for certain other corporate purposes of the Borrower and its subsidiaries, including AireSpring, 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 AireSpring 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, AireSpring will enjoy access to financial resources that will allow it to enhance and expand its service offerings. The Transaction thus will permit AireSpring to compete more effectively in the communications marketplace. As explained in the ToC

Application, the Transaction will augment AireSpring's capabilities, and it will not have any adverse effect on competition in any product or geographic market. By enabling AireSpring 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 AireSpring 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 AireSpring's customers.

WHEREFORE, for the foregoing reasons, Registrant 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.

Respectfully submitted,

s/ Lance Steimhart

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Counsel for AireSpring

May 12, 2026

VERIFICATION

I, Avi Lonstein, holding the position of Chief Executive Officer of AireSpring, Inc., submit this Verification on behalf of AireSpring, Inc. 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: _____
Avi Lonstein

Signed by:
Avi Lonstein
EDBD49467D2E4F6...

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