

Michael C. Morey
President & CEO



February 4, 2020

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VIA OVERNIGHT COURIER

FEB 06 2020

Ms. Gwen R. Pinson, Executive Director
Kentucky Public Service Commission
211 Sower Boulevard
Frankfort, KY 40601

PUBLIC SERVICE
COMMISSION

Re: Informational Notice

Regarding Proposed Transfer of Direct Control of Illinois Network Alliance, LLC from Adams Telcom, Inc., Alhambra Grantfork Communications, Inc., Egyptian Communication Services, Inc., Hamilton County Communications, Inc., MTC Communications, Inc., Progressive Voice and Data, Inc., Shawnee Communications, Inc., Technology Group, LLC, Wabash Independent Networks, Inc., and WINS, L.L.C. to Missouri Network Alliance, LLC

Dear Ms. Pinson:

By this letter, Illinois Network Alliance, LLC ("INA"), Adams Telcom, Inc., Alhambra Grantfork Communications, Inc., Egyptian Communication Services, Inc., Hamilton County Communications, Inc., MTC Communications, Inc., Progressive Voice and Data, Inc., Shawnee Communications, Inc., Technology Group, LLC, Wabash Independent Networks, Inc., and WINS, L.L.C. (collectively "Transferors"), and Missouri Network Alliance, LLC d/b/a Bluebird Network ("MNA" or "Transferee," collectively, the "Parties") advise the Commission of the proposed transfer of direct control of INA to Transferee (the "Transaction").

Pursuant to the Orders issued in Admin. Case No. 359 on June 21, 1996 and Admin. Case No. 370 on January 8, 1998 and 807 KAR 5:011, Section 11, prior action by the Commission is not required for the transaction described herein. Accordingly, this letter is filed for information purposes only to ensure the continuing accuracy of the Commission's records.

Description of the Parties

A. INA and Transferors

Transferors are a group of ten rural phone companies in Illinois that jointly own INA. INA was created in 2009 to build and operate a fiber network to transport data across the combined territory of Transferors. INA's fiber network provides transport and Internet services as a "carrier's carrier" to wholesale customers in Illinois, Kentucky, and Tennessee. In Kentucky, INA holds a Certificate of Local Exchange Authority to operate as a reseller and/or facilities-based carrier of telecommunications services granted on July 14, 2014 (Utility ID number 5057140).

Adams Telcom, Inc. was formed in 1984 as a subsidiary of Adams Telephone Co-Operative. Adams Telcom, Inc. was a former provider of cable television services in 15 rural communities in west central Illinois. Adams Telcom now nationally provides opportunity assessment tools for entities to assess demands and the business cases for broadband deployments through a platform named CheckPoint Solutions.

Alhambra-Grantfork Communications, Inc. is an independent shareholder-owned corporation with several subsidiary businesses, including Alhambra-Grantfork Telephone Company (established in 1955) and A-G

NetworX (established in 1993) which provide telephone and Internet services in Alhambra and Grantfork, Illinois and the surrounding rural area.

Egyptian Communication Services, Inc. is a subsidiary of Egyptian Telephone Cooperative Association, a local, member owned cooperative, established in 1954. It provides services across five counties in Southern Illinois. Local service is provided in the Baldwin, Blair, Glenn, Oakdale, Rice, St. Libory, and Venedy, Illinois.

Hamilton County Communications, Inc. ("HCCI" was established in 1992 and is a subsidiary of Hamilton County Telephone Co-op both of which are located in Dahlgren, Illinois. HCCI provides quality high-speed Internet solutions throughout portions of Southern Illinois over a fiber optic network.

MTC Communications, Inc. was incorporated in 1996 as a subsidiary of McDonough Telephone Cooperative. In 1996, MTC began offering competitive long distance service to the members of the cooperative.

Progressive Voice and Data, Inc. is part of a family-owned business formed in 1906 to provide communications services (originally telephone) in and around St. Jacob, Illinois through several subsidiaries. Progressive Voice & Data, Inc. provides data communications.

Shawnee Communications, Inc. started in 1948 as Equality Telephone Company. In 1966, Hardin County Telephone Company was acquired and the companies formed Shawnee Telephone Company in early 1985. In 1995, Shawnee Communications was formed. Shawnee Communications is serve communities throughout Southern and Central Illinois, providing telephone and Internet connectivity in the areas of Cave-In-Rock, Eddyville, Elizabethtown, Equality, Golconda, Herod, Karbers Ridge, Leamington, Renshaw, Rosiclare, Simpson, Lovington, Vienna, and Ridgeway, Illinois.

Technology Group, LLC was formed in January 2000 as a family-owned investment management entity that includes telecommunication services, that are provided through its affiliates, with selective offerings in various regions.

Wabash Independent Networks, Inc. was established in 1995 and is a wholly owned subsidiary of Wabash Telephone Cooperative. Wabash Independent Networks, Inc. provides service to Flora and Noble, Illinois.

WINS, L.L.C. was established on October 12, 1995 by eight telephone companies. WINS was formed to allow its members to offer extended services to their customers. WINS is comprised of: CenComm, Inc., Diverse Communications, Inc., Irish Communications Company, Inc., MTC Communications, Inc., New Windsor, Inc., Oneida Network Services, Inc., Rentel, Inc., and Viola Holding Co.

B. Transferee

MNA was founded in 1999 as a joint venture by 15 rural telephone companies in Missouri to build and operate a fiber network to transport data to main switching centers in Kansas City and St. Louis. MNA provides transport and Internet services as a "carrier's carrier" to wholesale and enterprise customers in Illinois, Iowa, Kansas, Kentucky, Missouri, Nebraska, Oklahoma, and Tennessee. In Kentucky, MNA holds a Certificate of Local Exchange Authority to operate as a reseller and/or facilities-based carrier of telecommunications services granted on June 25, 2019 (Utility ID number 5057940 – CLEC and 51800000 – IXC).

MNA holds a 10 percent membership interest in INA. Pursuant to an Operating Services Agreement between MNA and INA, dated February 27, 2009, MNA manages the day-to-day operations of INA's business, including business development (marketing and sales), network provisioning and maintenance, accounting services, and business planning. INA also serves as a third-party network provider to MNA.

Contacts

For the purposes of this filing, contacts are as follows:

<p>For Transferors and INA:</p> <p>Mike Grisham Shawnee Communications, Inc. P.O. Box 69 120 W. Lane Equality, IL 62934 (618) 276-4211</p>	<p>For Transferee:</p> <p>Michael Morey Bluebird Network, LLC 2005 W. Broadway Bldg. A, Ste. 215 Columbia, MO 65203 573.777.4200 michael.morey@bluebirdnetwork.com</p>
<p>With a copy to:</p> <p>Joseph D. Murphy Tracy J. Nugent MEYER CAPEL, A Professional Corporation 306 W. Church Street P.O. Box 6750 Champaign, Illinois 61826-6750 217.352.1800, ext. 123 217.352.1083 fax jmurphy@meyercafel.com tnugent@meyercafel.com</p>	<p>With a copy to:</p> <p>James H. Barker Elizabeth R. Park Alexander L. Stout LATHAM & WATKINS LLP 555 Eleventh Street, NW Suite 1000 Washington, D.C. 20004-1304 1.202.637.2200 (tel) 1.202.637.2201 (fax) james.barker@lw.com elizabeth.park@lw.com alexander.stout@lw.com</p>

Description of the Transaction

The parties will complete the Transaction resulting in the transfer of control of INA from Transferors to MNA. The Transaction will occur pursuant to an Equity Purchase Agreement (“Agreement”) entered into as of December 6, 2019, by and among Transferors and Transferee. Pursuant to the Agreement, Transferee, which currently holds 10 percent of the limited liability company interests in INA, will acquire the remaining 90 percent from Transferors. Following the Transaction, MNA, which currently manages the day-to-day operations of INA, will take control of INA’s business and operations.

For the Commission’s reference, a chart depicting the pre- and post-Transaction ownership of INA is provided as **Exhibit A**.

* * * *

An original and four copies of this letter are enclosed for filing along with an extra copy. Please date-stamp the extra copy and return it in the envelope provided. Should you have any questions, please do not hesitate to contact us.

Respectfully submitted,

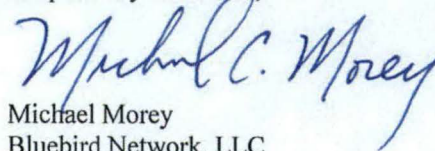

Michael Morey
Bluebird Network, LLC

EXHIBIT A

Diagram of Pre-Transaction Corporate Organization Structure for INA

