

APR 05 2024

PUBLIC SERVICE
COMMISSION

April 5, 2024

Via electronic submission to: PSCED@ky.gov

Linda Bridwell, Executive Director
Kentucky Public Service Commission
211 Sower Boulevard
Frankfort, KY 40602

**Re: Notice of Change in Control of Communications Venture Corporation d/b/a
INdigital Telecom**

Dear Executive Director Bridwell:

On behalf of Communications Venture Corporation dba INdigital Telecom "INdigital" and INdigital Holdings, Inc., please find the enclosed notice of change in control of INdigital.

As detailed in Exhibit A, INdigital will remain the operating company and this will be a customer-transparent transaction with no changes to the Company name, contact information, rates, services, or terms.

Please contact me if you have any questions regarding this matter.

Sincerely,

/s/ Cassandra Cole

Cassandra Cole
Communications Venture Corporation d/b/a INdigital Telecom
Manager - Regulatory & Public Affairs
Cell: 740-262-0306
Email: ccole@indigital.net

Enclosures

EXHIBIT A

Notice of Change in Control of Communications Venture Corporation d/b/a INdigital Telecom

Communications Venture Corporation d/b/a INdigital Telecom ("INdigital") and INdigital Holdings, Inc. ("INdigital Holdings") (collectively referred to as the "Parties") respectfully notify the Kentucky Public Service Commission of a proposed Change in Control.

Description of Parties:

Communications Venture Corporation d/b/a INdigital Telecom

Communications Venture Corporation d/b/a INdigital Telecom is a privately-owned Indiana Corporation, principal office address at 1616 Directors Row, Fort Wayne, IN 46808. INdigital is a Next Generation 911 ("NG911") service company holding various State authorizations to provide telecommunications services in Alabama, Arkansas, Florida, Georgia, Illinois, Indiana, Iowa, Kentucky, Louisiana, Michigan, Mississippi, Missouri, Nebraska, New Hampshire, North Dakota, Ohio, Oklahoma, Pennsylvania, Rhode Island, South Carolina, South Dakota, Tennessee, Texas, Vermont, West Virginia, and Wisconsin. In Kentucky, INdigital holds authorization as a Competitive Local Exchange Carrier (Company Code: 5055770).

INdigital has one fully-owned subsidiary, Ryan Public Safety Solutions, Inc. ("RPSS") that is not a certified utility and does not provide any services in Kentucky.

INdigital Holdings, Inc.

INdigital Holdings, Inc. is a recently-formed Delaware corporation with its principal office address at One Independent Drive, Suite 1300, Jacksonville, FL 32202. INdigital Holdings, Inc. is owned by investment funds managed by Novacap Management Inc. ("Novacap"), which is a Montreal-based private equity firm.

Founded in 1981, Novacap is one of the leading technology, media, and telecommunications private equity firms in North America, with \$8 billion in assets under management. Novacap has over 40 years of experience operating companies throughout the United States and Canada.

Description of Transaction

Pursuant to the Agreement and Plan of Merger and Reorganization, dated February 21, 2024, upon closing, INdigital Merger Sub, Inc., an indirect subsidiary of INdigital Holdings, will be merged with and into INdigital with INdigital continuing as the surviving corporation (the "Transaction"). As part of the Transaction, current shareholders of INdigital will become minority shareholders of INdigital Holdings. The Transaction is expected to close in the second quarter of 2024.

Novacap anticipates that its investment in INdigital will promote INdigital's ability to grow, including through further development of NG911 services, in addition to app-based, email, and text-to-911 services. The Transaction will allow INdigital to expand, offering more ways for people to communicate with first responders utilizing different communications platforms and supplementing existing information delivered to first responders. This will provide numerous safety-related improvements and allow first responders to receive higher-quality information, including enhanced, instant language translations and geolocation information critical for first responders to quickly reach and assist persons requiring speedy aid.

For INdigital, the Proposed Transaction also provides a transition strategy for its shareholders, as well as adds new owners who share a similar commitment to growing INdigital's business and supporting its customers.

Effect on Management and Operations

INdigital will continue to exist and operate under this new ownership structure. INdigital's current management will remain and continue managing the operations following the closing of the Transaction.

INdigital's current officers, Mark Grady, President, Jeff Humbarger, CFO, and Eric Hartman, Vice President will remain INdigital's officers post-transaction.

Effect on Customers

The Transaction will be entirely transparent to customers as INdigital will continue in its current corporate form. There will be no modification to regulated or contracted services, rate schedules, or contractual terms and conditions as a result of the transaction.

Customer Notice

As detailed above, the Transaction will be customer-transparent, with no changes to the Company name, contact information, rates, services, or terms. As such, no tariffs or price lists revisions or customer notices are required or included.

Public Interest Statement

The Transaction is in the public convenience as INdigital will have access to additional financial resources through its relationship with Novacap, enabling INdigital to better meet its customers' needs and more effectively compete in the telecommunications and NG911 marketplace. The Transaction will not involve the sale, assignment, lease, or transfer of any of INdigital's assets or its customer base. INdigital will remain the operating company and continue to provide high-quality, innovative NG911 communications offerings to its customers without loss or interruption.

There will be no associated changes in the company name, trade names, address, contact information, rates, terms or conditions of the services being provided. INdigital's corporate structure will remain Communications Venture Corporation d/b/a INdigital Telecom with no changes being made to existing management or officers, regulatory contacts, or designated agents. As such, the Transaction will be entirely seamless to customers and will have no impact on the day-to-day operations.

The Transaction will strengthen INdigital as a competitor and will not cause any diminution in competition. The Transaction will have no negative impact on customers, the services provided, or competition. Therefore, the Transaction is in the public interest.

Contact Information

Questions and correspondence concerning this Notice may be addressed to:

Communications Venture Corporation d/b/a INdigital Telecom

Mark Grady - President
INdigital
1616 Directors Row
Fort Wayne, IN 46808
260-469-2010
mgrady@indigital.net

With copies to:

Cassandra Cole - Regulatory Manager
INdigital
1616 Directors Row
Fort Wayne, IN 46808
740-262-0306
ccole@indigital.net

Alexandra Gortchilova
Dentons Bingham Greenebaum
10 West Market ST - 2700 Market Tower
Indianapolis, IN 46204
317-635-8900
alex.gortchilova@dentons.com

INdigital Holdings, Inc.

Francois Laflamme
3400 R. de l'Eclipse bureau Suite 700
Brossard, QC J4Z 0P3
450-651-5000
flaflamme@novacap.ca

Benjamin F. Ridders - Partner
Foley & Lardner LLP
777 East Wisconsin Avenue
Milwaukee, WI 53202
414-319-7348
brikkers@foley.com

Robert E. Stup, Jr.
Partner
Squire Patton Boggs (US) LLP
2550 M Street, NW
Washington, DC 20037
202-626-6721
robert.stup@squirepb.com

EXHIBIT B

Pre- and Post-Transaction Charts

Pre-Transaction Charts



Current ownership structure

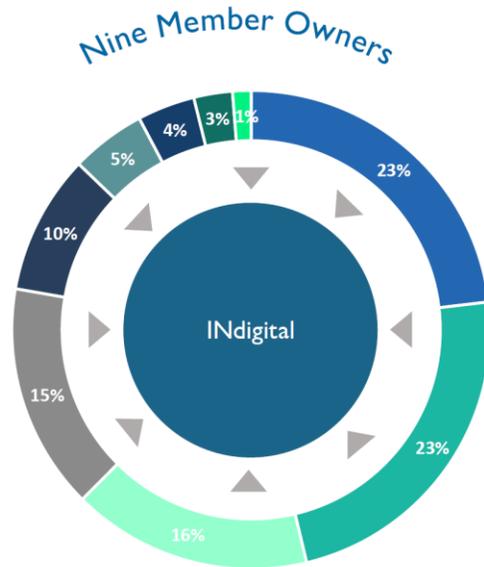
- Communications Venture Corporation d/b/a INdigital is registered as a corporation in Indiana
- There are nine equity owners that are aligned with the Company.

MEMBER OWNERS



Communications Venture Corporation
d/b/a
INdigital

OWNERSHIP DISTRIBUTION

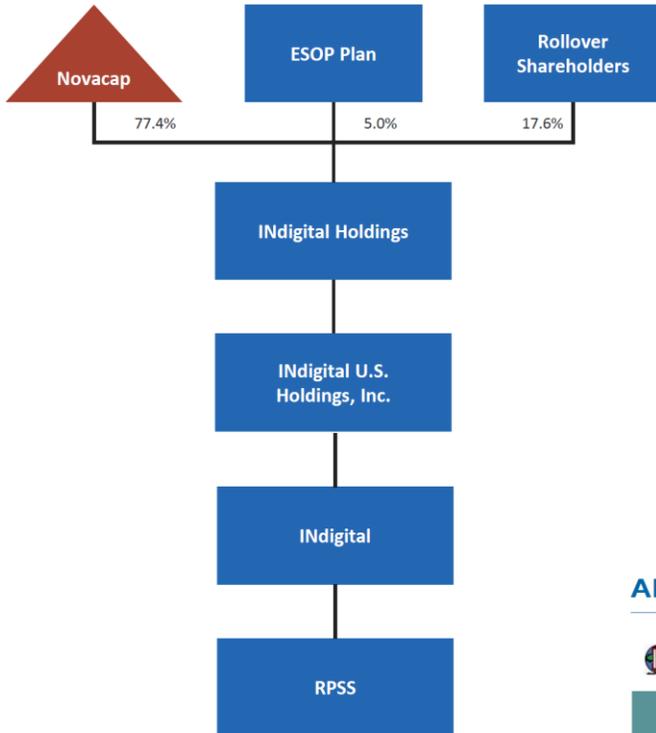


Post-Transaction Charts

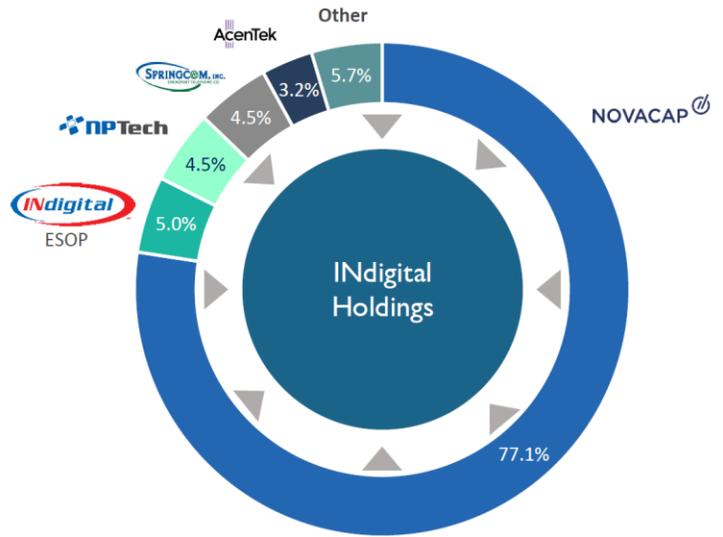


Post Transaction Ownership Structure

CORPORATE STRUCTURE *



LARGEST OWNERSHIP



ADDITIONAL OWNERSHIP

| | | | | | |
|------|------|------|------|------|------|
| | | | | | |
| 1.8% | 1.3% | 1.0% | 0.8% | 0.5% | 0.3% |

* Ownership amounts are approximate and will be finalized at closing.

EXHIBIT C

Officers and Directors

Communications Venture Corporation dba INdigital Telecom

Mark Grady - Chief Executive Officer and Director
1616 Directors Row, Fort Wayne, IN 46808

Jeff Humbarger - Chief Financial Officer
1616 Directors Row, Fort Wayne, IN 46808

Eric Hartman - Executive Vice President
1616 Directors Row, Fort Wayne, IN 46808

Same officers pre-transaction and post-transaction.

INdigital Holdings, Inc.

Francois Laflamme - Sole Officer and Director
3400, rue de l'Éclipse, Suite 700
Brossard, Quebec, CANADA J4Z 0P3

EXHIBIT E

Verifications

STATE OF INDIANA §
 §
COUNTY OF ELKHART §

I, Mark Grady, state that I am the President of Communications Venture Corporation d/b/a INdigital Telecom ("INdigital") (the "Company"); that I am authorized to make this Verification on behalf the Company, that the foregoing filing was prepared under my direction and supervision; and that the contents thereof and the certifications contained therein regarding the Company, are true and correct to the best of my knowledge, information, and belief.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 14th day of March, 2024.



Signature

Typed Name: Mark Grady

Title: President

Communications Venture Corporation d/b/a INdigital Telecom

SWORN TO AND SUBSCRIBED before me on the 14th day of March, 2024.



Notary Public In and For the

State of Indiana



My commission expires:

July 17, 2024

STATE OF FLORIDA
COUNTY OF VOLUSIA

I, Francois Laflamme, state that I am Director and Officer of INdigital Holdings, Inc. (the "Company"); that I am authorized to make this Verification on behalf the Company, that the foregoing filing was prepared under my direction and supervision; and that the contents thereof and the certifications contained therein regarding the Company, are true and correct to the best of my knowledge, information, and belief.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 19 day of March, 2024.



Signature

Typed Name: Francois Laflamme
Title: Director and Officer
INdigital Holdings, Inc.

SWORN TO AND SUBSCRIBED before me by means of online notarization, on 03/19/2024,
by Francois Laflamme who produced Quebec Driver License as identification.



John Bayne - Notary Public State of Florida
Certified Online Notary FS 117.021

