

Morgan Lewis

Andrew D. Lipman

Danielle Burt

Niki S. Wasserman

andrew.lipman@morganlewis.com

danielle.burt@morganlewis.com

niki.wasserman@morganlewis.com

September 7, 2022

Via Electronic Filing

Amanda Maxwell, Executive Director and Secretary
Washington Utilities and Transportation Commission
621 Woodland Square Loop SE
Lacey, WA 98503

Received
Records Management
09/07/22 13:10:39
State Of WASH.
UTIL. AND TRANSP.
COMMISSION

Re: Notification Regarding (1) Insertion of a Holding Company above NCI Data.com, Inc. and (2) Transfer of Control of NCI Data.com, Inc. to Concept Communications, LLC

Dear Director Maxwell:

NCI Data.com, Inc. ("Licensee") and Concept Communications, LLC ("Transferee") (together with Licensee, the "Parties") notify the Washington Utilities and Transportation Commission (the "Commission") of a multi-step transaction that will result in (1) the insertion of a holding company, NCI Data.com Holdings, LLC ("Transferor"), above Licensee, and (2) a transfer of control of Licensee to Transferee (the "Transaction"). In connection with the Transaction, the Parties are also submitting a separate letter notifying the Commission of a conversion of Licensee from a corporation to a limited liability company, resulting in a name change. Since Commission action is not required for the holding company insertion, the corporate conversion or the Transaction, the Parties submit this letter for informational purposes.

In support of this filing, the Parties provide the following information:

Description of the Parties

A. Licensee

Licensee, a Washington corporation, was founded in 1997 by John P. Andrist, who continues to own approximately 90% of Licensee. Licensee's headquarters are located at 626 Okoma Drive, Omak, WA 98841. Licensee currently operates in Washington as a provider of Voice over Internet Protocol ("VoIP"), wireless Internet services, fiber network services, and other general connectivity services. Licensee is registered with the Commission as a competitive telecommunications company pursuant to authority granted in Docket No. UT-000400 on April 12, 2000.

B. Transferee

Transferee, a Washington limited liability company, is headquartered at 412 S. Union Ave., Newport, WA 99156. Transferee is 95.8% owned by MiFiber Holding, LLC ("MiFiber Holding"), a

Delaware limited liability company. No individual or entity holds 50% or more of MiFiber Holdings. The managers of MiFiber Holdings' Board are Karnig Porter, a U.S. citizen, and Louis-Alexandre Pfyffer von Altishofen, a Switzerland citizen. Transferee provides cable and Internet services in Newport, WA and Oldtown and Priest River, ID.

Designated Contacts

Questions, correspondence or other communications concerning this filing should be directed to:

<p>For Transferor and Licensee to:</p> <p>John Andrist NCI Data.com, Inc. 626 Okoma Drive Omak, WA 98841 Tel: (509) 826-0300 Fax: (509) 826-9497 jandrist@ncidata.com</p>	<p>For Transferee to:</p> <p>Danielle Burt Niki S. Wasserman Morgan, Lewis & Bockius LLP 1111 Pennsylvania Ave., NW Washington, DC 20004-2541 Tel: (202) 739-3000 Fax: (202) 739-3001 danielle.burt@morganlewis.com niki.wasserman@morganlewis.com</p> <p>with a copy to:</p> <p>Karnig Ross Baron Porter 30 Newbury Street, 3rd Floor Boston, MA 02116 415-519-8535 ross@heritage-holding.com</p>
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Description of the Multi-Step Transaction

Pursuant to a Purchase Agreement and for purposes of the Transaction, Mr. Andrist (and another shareholder holding approximately 10% of Licensee) will cause the formation of Transferor, a Washington limited liability company, and the transfer of all issued and outstanding stock in Licensee to Transferor, which will result in Transferor becoming the direct parent of Licensee. Then, Licensee will be converted to a Washington limited liability company, and the converted entity will be the same entity that existed before the corporate conversion for all purposes under Washington law. As described in the separate notice, the company requests that the Commission update its records, including Licensee's Certificate, to reflect the conversion and resulting name change to NCI Data.com, LLC.

Following completion of the insertion of Transferor as the parent company of Licensee and the corporate conversion, Transferee will acquire 100% of the Units of NCI Data.com, LLC from Transferor. As a result, NCI Data.com, LLC will become a wholly owned direct subsidiary of Transferee.

Public Interest Considerations

The insertion of the holding company and the Transaction are in the public interest. Establishing a holding company above Licensee for purposes of the Transaction will permit financial and transactional efficiencies. The Transaction will have no adverse impact on customers of the Licensee, will be transparent to customers in terms of the service they now receive, and will not alter the manner of service delivery or billing. Moreover, NCI Data.com, LLC will continue to provide service pursuant to existing contracts and tariffs, as applicable, subject to change in the ordinary course of business and in accordance with applicable law. The only change immediately following the consummation of the Transaction from a consumer's perspective will be the new upstream ownership of the Licensee. The Transaction will enhance, and not diminish, customers' welfare and is in the public interest.

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Please acknowledge receipt and acceptance of this filing, which is being submitted via email. Please do not hesitate to contact us if you have any questions regarding this submission.



John Andrist
NCI Data.com, Inc.
626 Okoma Drive
Omak, WA 98841
Tel: (509) 826-0300
Fax: (509) 826-9497
jandrist@ncidata.com

Respectfully submitted,



Danielle Burt
Niki S. Wasserman
Morgan, Lewis & Bockius LLP
1111 Pennsylvania Ave., NW
Washington, DC 20004-2541
Tel: (202) 739-3000
Fax: (202) 739-3001
danielle.burt@morganlewis.com
niki.wasserman@morganlewis.com

Counsel for Transferee

VERIFICATION

I, Karnig Ross Porter, state that I am an authorized representative of Concept Communications, LLC (the “Company”); that I am authorized to make this Verification on behalf of 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 that the foregoing is true and correct. Executed this 7th day of September, 2022.



Karnig Ross Porter