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November 2, 2023

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Records Management
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VIA ELECTRONIC FILING

Kathy Hunter, Acting Executive Director and Secretary
Washington Utilities and Transportation Commission
621 Woodland Square Loop SE
Lacey, WA 98503
records@wutc.wa.gov

Re: Docket No. UT-230882 – Notification Regarding Transfer of Direct Control of Consolidated Communications of Comerco Company and Indirect Control of Consolidated Communications of Washington Company, LLC

SUPPLEMENT

Dear Acting Executive Director Hunter:

By this letter, the Parties supplement the notice of the transfer of control of Licensees to NextCape filed with the Commission on October 26, 2023 (the "Notice").¹

The Parties inadvertently omitted one entity from the chart depicting the expected Post-Transaction Ownership Structure of Licensees provided as Page 2 of Exhibit A to the Notice. Enclosed as Attachment 1 is a replacement Page 2 of Exhibit A, which includes NextCape as the sole, direct owner of Consolidated Communications Comerco Company and indirect, sole owner of Consolidated Communications of Washington Company, LLC upon completion of the proposed Transaction.

Moreover, as previewed in Footnote 4 of the Notice, the Parties expect that NextCape will become a direct, wholly-owned subsidiary of Alphaboost Holdings, LLC prior to completion of the Transaction. There will be no other changes to the upstream ownership of Alphaboost Holdings,

¹ Capitalized terms not defined in this supplement have the meanings ascribed to them in the Notice. See Notification Regarding Transfer of Direct Control of Consolidated Communications of Comerco Company and Indirect Control of Consolidated Communications of Washington Company, LLC, Docket No. UT-230882 (filed Oct. 26, 2023).

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LLC. A further revised chart depicting this potential structure is provided as Attachment 2.

Please acknowledge receipt and acceptance of this filing, which is being submitted via the Commission's e-Filing system. Please do not hesitate to contact us if you have any questions regarding this submission.

Respectfully submitted,

/s/Russell M. Blau

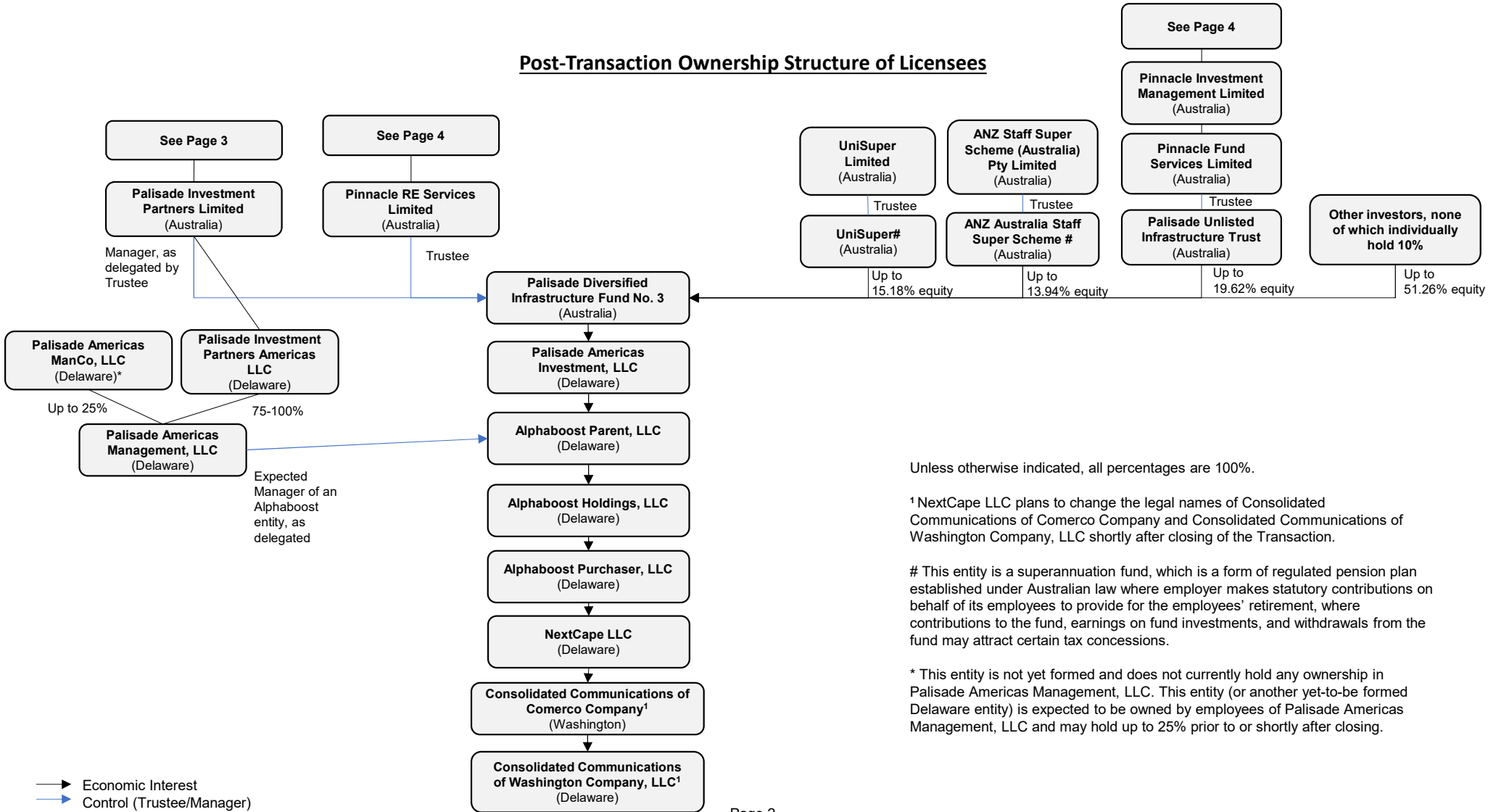
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Counsel for the Parties

Attachment 1

Replacement Exhibit A, Page 2 (Post-Transaction Ownership Structure of Licensees)

Post-Transaction Ownership Structure of Licensees



Unless otherwise indicated, all percentages are 100%.

¹ NextCape LLC plans to change the legal names of Consolidated Communications of Comerco Company and Consolidated Communications of Washington Company, LLC shortly after closing of the Transaction.

This entity is a superannuation fund, which is a form of regulated pension plan established under Australian law where employer makes statutory contributions on behalf of its employees to provide for the employees' retirement, where contributions to the fund, earnings on fund investments, and withdrawals from the fund may attract certain tax concessions.

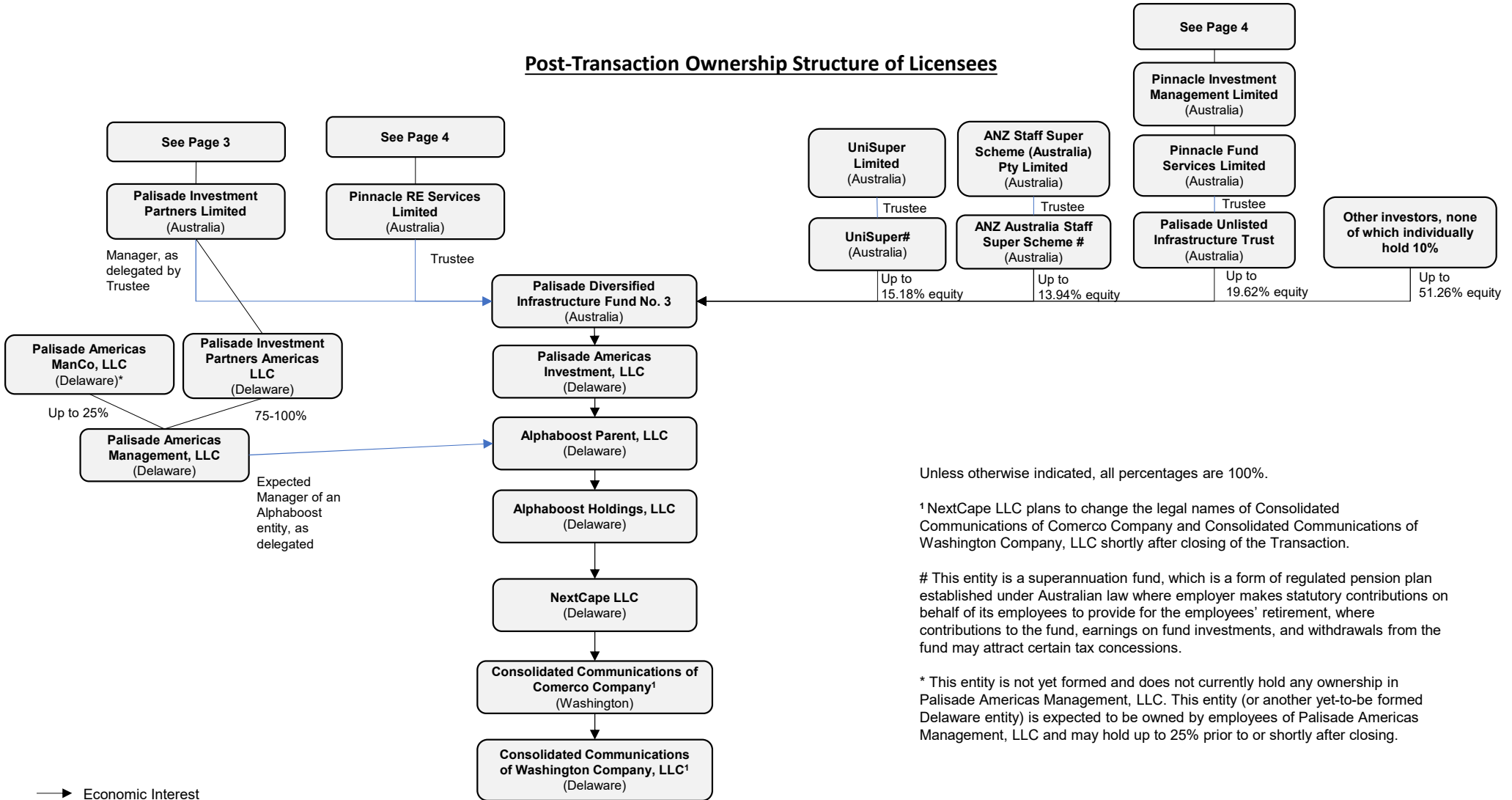
* This entity is not yet formed and does not currently hold any ownership in Palisade Americas Management, LLC. This entity (or another yet-to-be formed Delaware entity) is expected to be owned by employees of Palisade Americas Management, LLC and may hold up to 25% prior to or shortly after closing.

→ Economic Interest
 → Control (Trustee/Manager)

Attachment 2

Further Revised Exhibit A, Page 2 (Post-Transaction Ownership Structure of Licensees)

Post-Transaction Ownership Structure of Licensees



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→ Economic Interest
 → Control (Trustee/Manager)