

January 19, 2022

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PUBLIC SERVICE  
COMMISSION

**VIA OVERNIGHT COURIER**

Ms. Linda C. Birdwell, Executive Director  
Kentucky Public Service Commission  
211 Sower Boulevard  
Frankfort, KY 40602-8294

**Re: Notice of Consummation of Ownership Change of Shelby  
Communications, LLC to Searchlight TYP Holdco, LLC**

Dear Ms. Birdwell:

Enclosed are an original and four (4) copies of the above-referenced notice by which Shelby Communications, LLC (“Shelby Communications”) provides notice of the consummation, effective December 21, 2021, of a transaction in which Searchlight TYP Holdco, LLC (“SCP Holdco”) acquired indirect control of Shelby Communications. As Commission approval is not required for the transaction, Shelby Communications and SCP Holdco respectfully submit this notice for informational purposes. *See Exemptions For Providers of Local Exchange Service Other Than Incumbent Local Exchange Carriers*, Order, Admin. Case No. 370 (1998).

Please acknowledge receipt of this filing by date-stamping the extra copy of this cover letter and returning it to me in the self-addressed, return UPS Overnight envelope provided.

Any questions you may have regarding this filing should be directed to my attention using the contact information above. Thank you for your assistance.

Sincerely,

/s/ Stephen E. Coran

Stephen E. Coran  
Counsel to Shelby Communications, LLC



**NOTICE OF CONSUMMATION OF OWNERSHIP CHANGE OF  
SHELBY COMMUNICATIONS, LLC TO SEARCHLIGHT TYP HOLDCO, LLC**

Shelby Communications, LLC (“Shelby Communications”) hereby notifies the Commission of an indirect transfer of ownership of Shelby Communications to Searchlight TYP Holdco, LLC (“SCP Holdco,” and together with Shelby Communications, the “Parties”). Effective December 21, 2021, a subsidiary of SCP Holdco, Searchlight TYP Merger Sub, LLC, merged with and into Virginia Everywhere, LLC d/b/a All Points Broadband (“APB”). APB is the sole member of Shelby Communications. Shelby Communications will continue to operate as a direct subsidiary of APB but will become an indirect subsidiary of SCP Holdco.

The Transaction will have no effect on the operations of Shelby Communications, which will remain the holder of its Certificate of Authority (as defined below) and will continue to offer the same services under the same rates, terms and conditions as currently offered. Consequently, the Transaction will have no impact on Kentucky customers and no customer notice is required. The Parties provide the following additional information:

**I. Description of the Parties**

**A. Shelby Communications, LLC**

Shelby Communications is a Kentucky limited liability company with principal offices located at 148 Citizens Boulevard, Simpsonville, Kentucky 40067. Shelby Communications was granted authority as a Competitive Local Exchange Carrier (Utility ID 5056320) and Long Distance Carrier (Utility ID 5178500) on January 22, 2009. Shelby Communications is in the business of owning and operating a broadband and Voice over IP service in and around Shelby County, Kentucky.

**B. Searchlight TYP Holdco, LLC**

SCP Holdco is a limited liability company organized under the laws of the state of Delaware. SCP Holdco will be predominantly owned and controlled by entities affiliated with Searchlight Capital Partners, L.P., a limited partnership organized under the laws of the state of Delaware (collectively, “Searchlight”). Searchlight is a leading private equity investment firm that has worked successfully in partnership with businesses across the Americas and Europe, including those in the communications sector.

## **II. Contact Information**

For purposes of this notice, the contacts for the Parties are as follows:

**For Shelby Communications:** Charles T. Hogg, Jr., Shelby Communications, LLC, 148 Citizens Boulevard, Simpsonville, Kentucky 40067; and Virginia Everywhere, LLC, 1021 E. Cary Street, Suite 1150, Richmond, VA 23219 Attn: Legal Notices.

**For SCP Holdco:** Nadir Nurmohamed, General Counsel and CCO, Searchlight Capital Partners, L.P., 745 Fifth Avenue, 26<sup>th</sup> Floor, New York, NY 10151.

## **III. Description of the Transaction**

The Transaction resulted in an indirect change of control of Shelby Communications. On July 2, 2021, APB; SCP Holdco; Searchlight TYP Merger Sub, LLC, a Delaware limited liability company and a direct wholly owned subsidiary of SCP Holdco (“SCP Merger Sub”); and Shareholder Representative Services LLC (as the securityholder representative) entered into an Agreement and Plan of Merger pursuant to which SCP Merger Sub merged with and into APB, with APB surviving the merger as the wholly owned subsidiary of SCP Holdco.

## **IV. Tariff Adoption**

In the CLEC/Wireless Order and Long Distance Order, the Commission held that CLECs, wireless carriers, and long distance providers must supply to the Commission “an adoption notice pursuant to 807 KAR 5:011, Section 11, for the tariff with one day’s notice.” CLEC/Wireless Order, p.2; Long Distance Order, p. 6. Here, however, to the extent Shelby Communications has tariffs, those existing tariffs will not be affected in any way. All applicable tariffs will remain associated with and binding upon Shelby Communications. The Parties do not interpret the CLEC/Wireless Order, the Long Distance Order, or 807 KAR 5:011, Section 11 as requiring them to re-adopt or re-issue their own unmodified tariffs in these circumstances. For these reasons, the Parties have not filed a tariff adoption notice concurrently with this notice.