



## Public Service Commission

THAD LeVAR  
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## State of Utah

SPENCER J. COX  
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DEIDRE M. HENDERSON  
*Lieutenant Governor*

November 25, 2022

Sean Ward  
Vice President, Deputy General Counsel  
Intrado Corporation  
1601 Dry Creek Dr.  
Longmont, CO 80503  
[sward@intrado.com](mailto:sward@intrado.com)

Phillip R. Marchesiello  
Wilkinson Barker Knauer, LLP  
1800 M Street, N.W., Suite 800N  
Washington, D.C. 20036  
[PMarchesiello@wbklaw.com](mailto:PMarchesiello@wbklaw.com)

Guardian US Holdco LLC  
c/o Stonepeak Infrastructure Partners  
Attn: General Counsel  
55 Hudson Yards, 48th Floor  
New York, NY 10001  
[legalandcompliance@stonepeak.com](mailto:legalandcompliance@stonepeak.com)

William Wiltshire  
HWG LLP  
1919 M Street NW, Eighth Floor  
Washington, D.C. 20036  
[wwiltshire@hwglaw.com](mailto:wwiltshire@hwglaw.com)

Re: Docket No. 22-2366-01, *Intrado Safety Communications, Inc. 's Notice of Indirect Transfer of Control to Guardian US Holdco LLC*

All,

The Public Service Commission (PSC) has reviewed the notice (“Notification”) filed on October 28, 2022, by Intrado Corporation (“Intrado”), together with Intrado’s wholly owned indirect subsidiary Intrado Safety Communications, Inc. (“Intrado Safety”), and Guardian US Holdco LLC (“Guardian”), of their intent to consummate a stock purchase transaction whereby Guardian will acquire ultimate control of Intrado Safety (the “Transaction”).

The Notification states that Intrado holds a Certificate of Public Convenience and Necessity to provide public telecommunications services in Utah.<sup>1</sup> The Notification represents Guardian and certain of Intrado’s parent companies have entered into a stock purchase agreement pursuant to which Guardian will acquire Intrado Safety and certain other Intrado subsidiaries via a multi-step transaction in exchange for a cash payment, resulting in Intrado

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<sup>1</sup> On June 18, 2002, the PSC authorized Intrado to provide public telecommunications services within the State of Utah in Docket No. 01-2366-01.

Safety becoming a wholly owned, indirect subsidiary of Guardian. The Notification further represents the proposed Transaction will occur at the parent level and will only result in a change in the ultimate ownership of Intrado Safety. Intrado claims no PSC approval of the internal restructuring is required. Intrado states the Notification is submitted for informational purposes only to ensure the continuing accuracy of the PSC's records.<sup>2</sup>

The Division of Public Utilities (DPU) filed comments on November 9, 2022, recommending the PSC acknowledge the Notification and requesting informal adjudication of the matter. DPU states the public interest will be promoted by PSC acknowledgment of the Notification. DPU does not address whether PSC approval is required of the internal restructuring relating to the Transaction.

No party has identified a statutory or other legal requirement for the PSC to approve the proposed Transaction, and no party has requested a declaratory ruling on the issue pursuant to Utah Admin. Code R746-101-1, et seq. Accordingly, the PSC acknowledges that the Notification was filed and gives notice it will take no further action in this docket unless a party files a request for agency action and explains the basis on which the PSC may or should act.

Sincerely,

/s/ Gary L. Widerburg

PSC Secretary

DW#326227

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<sup>2</sup> Intrado states the Notification is submitted "pursuant to Utah Code § 54-8b-3.4. Specifically, Intrado Safety is exempt from the requirements of Utah Code § 54-4-29 because it is a competitive entrant (Utah Code § 54-8b-3.4(1)(a)). Therefore, the parties need only provide notice of the Transaction prior to its completion (Utah Code § 54-8b-3.4(1)(b))."