



## Public Service Commission

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January 10, 2023

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Re: Docket No. 22-2543-01, *Notice of Change of Control of Spectrotel, Inc. to Spectrotel Ultimate Holdings, LLC*

All,

The Public Service Commission (PSC) has reviewed the notice (“Notification”) filed on December 16, 2022, by Spectrotel, Inc. (“Spectrotel”) and Spectrotel Ultimate Holdings, LLC (“Spectrotel Ultimate” or “Transferee,” and, together with Spectrotel, the “Parties”), of a change of the ultimate control of Spectrotel of the West, LLC (“Spectrotel of the West”), which holds a Certificate of Public Convenience and Necessity, granted by the PSC on December 6, 2011, in Docket No. 11-2543-01.

The Notification represents that “[p]ursuant to an Equity Purchase Agreement ... dated October 4, 2022, Transferee Spectrotel Ultimate will indirectly purchase all of the outstanding equity interests in Spectrotel, thereby acquiring indirect ownership and control of Spectrotel of the West. As part of the Transaction, Spectrotel will convert from a corporation to a limited liability company prior to closing.”<sup>1</sup> The Notification states the change of control will not cause any change in the direct ownership or legal structure of Spectrotel of the West, nor will it affect the company’s daily management or operations.<sup>2</sup> The Notification further represents that, among

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<sup>1</sup> Notification at 2.

<sup>2</sup> Notification at 1.

other things, Spectrotel of the West will continue to provide high-quality communications offerings to its customers at the same rates, terms, and conditions without interruption. The Notification claims no PSC approval of the transfer of indirect control is required.<sup>3</sup>

The Division of Public Utilities (DPU) filed comments on January 3, 2023, recommending the PSC acknowledge the Notification and requesting informal adjudication of the matter. DPU states the public interest will be promoted by acknowledging the Notification. DPU concludes that the Parties are in compliance with Utah Admin. Code R746-349-7. DPU does not address whether the Transaction requires PSC approval.

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#326597

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<sup>3</sup> *Id.*