



State of Utah

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Public Service Commission

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JOHN S. HARVEY, Ph.D.
Commissioner

November 1, 2023

Kira M. Slawson
Blackburn & Stoll, LC
257 East 200 South, Suite 800
Salt Lake City, Utah 84111-2048

Re: Docket No. 23-2180-02, *All West Communications, Inc.'s Notice of Corporate Reorganization*

Ms. Slawson,

The Public Service Commission (PSC) has reviewed the notice ("Notification") filed by All West Communications, Inc. ("AWC") and its wholly-owned subsidiary All West/Utah, Inc. ("AWU," together with AWC, "All West")¹ of an impending transaction ("Transaction") in which Novacap All West Acquisition Company, Inc. ("Novacap") will acquire all issued and outstanding shares of AWC.

The Notification states the Transaction will be seamless to customers and have no significant impact on day-to-day operations. All West will continue to provide service at the same rates, terms, and conditions without interruption. Additionally, the Notification states that the parties understand that because Novacap is not in the same line of business and is not a public utility, PSC approval prior to the Transaction is not required.²

The Division of Public Utilities (DPU) filed its comment and recommendation on October 23, 2023, recommending the PSC acknowledge the Notification. DPU represents that the Transaction will result in Novacap owning issued and outstanding shares of AWC. Additionally, DPU states it confirmed AWC will continue to provide

¹ The PSC granted a certificate of public convenience and necessity to AWU on July 14, 1999, in Docket No. 99-2270-01.

² Utah Code Ann. §§ 54-4-28, 54-4-29, and 54-4-30.

Correspondence from Gary L. Widerburg

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services to existing customers at the same terms, conditions, and rates without reduction, loss, impairment, or discontinuance of service.

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

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