

# Morgan Lewis

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May 21, 2026

## Via E-Filing

Nancy Dippell, Secretary  
Missouri Public Service Commission  
200 Madison Street  
P.O. Box 360  
Jefferson City, MO 65102

**Re: Post-Closing Notification Regarding (1) the Transfer of Indirect Control of N.W. Communications, LLC from American Broadband Holding Company to Socket Holdings, LLC, (2) the Legal Name Change from N.W. Communications Co. to N.W. Communications Co., LLC, and (3) the Use of Fictitious Name**

Dear Secretary Dippell:

By this letter, N.W. Communications Co., LLC (formerly N.W. Communications Co.) (“N.W. Communications”) notifies the Missouri Public Service Commission (the “Commission”) of (1) a transaction resulting in the transfer of indirect control of N.W. Communications (the “Transaction”); (2) a change in corporate form of N.W. Communications from a Missouri corporation to a Missouri limited liability company that resulted in a legal name change from “N.W. Communications Co.” to “N.W. Communications Co., LLC” (the “Conversion”); and (3) the intent to conduct business in Missouri under the fictitious name “Socket Fiber”. The Transaction was completed on April 30, 2026, and the Conversion became effective on April 29, 2026.

N.W. Communications respectfully submits that Commission approval was not required for the Transaction and therefore submits this Notification, with respect to the Transaction, in accordance with Mo. Rev. Stat. § 67.2701.

In support of this Notification, the N.W. Communications provides the following information:

## **Morgan, Lewis & Bockius LLP**

1111 Pennsylvania Avenue  
Washington, DC 20004-2541  
United States

**T** +1.202.379.3000  
**F** +1.202.379.3001

## **Description of the Parties**

### **A. N.W. Communications Co., LLC (“N.W. Communications”)**

N.W. Communications, previously a Missouri corporation and now a Missouri limited liability company, has a principal office located at 13200 Metcalf, Suite 40013, Overland Park, Kansas 66213. In Missouri, N.W. Communications is authorized by the Commission to provide video services in the political subdivisions listed in **Attachment A**. N.W. Communications is also authorized by the Commission to provide basic local and non-switched local telecommunications services, granted in Docket No. CA-2022-0183 effective January 28, 2022.<sup>1</sup>

Additionally, N.W. Communications is authorized by the Federal Communications Commission (“FCC”) to provide domestic (interstate) telecommunications services and holds various FCC receive-only earth station registrations. N.W. Communications also holds an ETC designation in Missouri and provides federal Lifeline Program services in Missouri.

### **B. American Broadband Holding Company (“American Broadband”)**

American Broadband is a Delaware corporation that, prior to the Transaction, owned 100% of RBJ LLC (formerly known as RBJ Corp.)<sup>2</sup> (“RBJ”), which in turn owns 100% of N.W. Communications. American Broadband is indirectly controlled and primarily owned by private equity investment funds managed by Madison Dearborn Partners, LLC (“MDP”), which is registered with the Securities and Exchange Commission (SEC ID No. 801-74015) as an investment adviser. As a private equity investor, MDP divests its investments in the ordinary course of business based on a variety of factors. Accordingly, MDP is in the process of transferring control of the various Fastwyre entities to multiple different purchasers, including the Transaction described herein.

### **C. Socket Holdings, LLC (“Socket Holdings”)**

Socket Holdings is a Delaware limited liability company indirectly and wholly owned by Last Dance Holdings, L.P. (“Last Dance Holdings”), a Delaware limited partnership. Last Dance Holdings is primarily owned and controlled by funds and entities affiliated with Oak Hill Capital Management (“Oak Hill”) and Pamlico Capital Management (“Pamlico”), which are private equity funds based in the United States. The equity in the Oak Hill and Pamlico funds is held through passive limited (and insulated) partnership interests held by

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<sup>1</sup> The Commission approved N.W. Communications’ use of the fictitious name “Fastwyre Broadband” in Docket No. TN-2023-0068 effective September 28, 2022 (with respect to its telecommunications authorization) and in Docket No. KN-2023-0070 effective September 29, 2022 (with respect to its video services authorizations).

<sup>2</sup> Prior to completion of the Transaction, RBJ converted from a Missouri corporation to a Missouri limited liability company.

numerous, primarily U.S.-based investors, including individuals, trusts, institutions and business entities. Control of these funds ultimately rests in U.S. entities or citizens.

### **Description of the Transaction**

Pursuant to a Stock Purchase Agreement, dated November 21, 2025, by and among American Broadband, RBJ, and Socket Holdings, Socket Holdings acquired all the outstanding equity interests in RBJ and, therefore, indirect ownership and control of its subsidiaries, including N.W. Communications. Though ultimately managed by Socket Holdings, N.W. Communications nonetheless continues to be operated, on a day-to-day basis, by a majority of its pre-Transaction employees, including those based locally in Missouri. The Transaction was completed on April 30, 2026.

### **Description of the Conversion and Fictitious Name**

Prior to closing of the Transaction described above, N.W. Communications underwent a change in corporate form from a Missouri corporation to a Missouri limited liability company, resulting in a legal name change from “N.W. Communications Co.” to “N.W. Communications Co., LLC.” The Conversion was completed by filing the required documentation with the Missouri Secretary of State, provided herewith as **Attachment B**, and did not disrupt the existence of N.W. Communications. As such, N.W. Communications is the same entity as it was prior to the Conversion, except that it is now a Missouri limited liability company rather than a Missouri corporation.<sup>3</sup>

The Conversion does not affect the rates, terms or conditions of service provided by N.W. Communications. Customers continue to be served by the same entity from which they previously obtained service and continue to receive invoices for services from N.W. Communications under the same contracts, rates, terms and conditions of service as before the Conversion.

Following completion of the Transaction and the Conversion, N.W. Communications intends to conduct business in Missouri under the fictitious name “Socket Fiber”. The Registration of Fictitious Name filed with the Missouri Secretary of State is herewith as **Attachment C**.

N.W. Communications requests that the Commission update its records, including N.W. Communications’ video services and telecommunications authorizations, to reflect the change in legal name resulting from the Conversion and the new fictitious name “Socket Fiber”. N.W. Communications will separately review and update its contacts in EFIS as necessary.

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<sup>3</sup> Under Missouri corporate law, “[w]hen a corporation has been converted to another entity or business form under this section, the other entity or business form shall, for all purposes of the laws of the state of Missouri, be deemed to be the same entity as the corporation.” Mo. Rev. Stat. § 351.409.8.

### **Public Interest Considerations**

The Transaction and Conversion serve the public interest. Socket Holdings, through its ownership by Oak Hill, has substantial experience investing in communications infrastructure assets, including numerous information and telecommunications service providers that are among the other current and previous portfolio companies of Oak Hill and Pamlico funds. N.W. Communications benefits from this financial and operational expertise under Socket Holdings' ownership as Socket Holdings seeks to build upon N.W. Communications' existing network, support investment in new infrastructure, and continue to offer innovative and high-quality services to customers.

The Transaction had no adverse impact on the customers or operations of N.W. Communications. The Transaction did not result in service disruption, contract termination, or customer confusion. Upon closing of the Transaction, N.W. Communications continued to provide its services at the same rates, terms, and conditions, as governed by existing contracts, as applicable, without changes to service offerings, billing or other aspects of service to current customers. The Transaction, therefore, was transparent to customers and did not cause customer confusion or disruption. The only change immediately following the closing from a customer's perspective was the new upstream ownership of N.W. Communications, as well as access to additional financial resources and broader management expertise.

### **Conclusion**

We would appreciate acknowledgment of receipt and acceptance of this filing. Should you have any questions concerning this submission, please do not hesitate to contact the undersigned.

Respectfully submitted,

/s/ Patricia Cave

Catherine Wang  
Patricia Cave

*Counsel for N.W. Communications Co., LLC  
(formerly known as N.W. Communications  
Co.)*

**ATTACHMENT A**

**Video Service Authorizations Held by N.W. Communications Co., LLC**

| <b>Docket Number</b> | <b>Political Subdivision</b> | <b>Effective Date</b> |
|----------------------|------------------------------|-----------------------|
| KA-2010-0156         | City of Graham               | 12/23/2009            |
|                      | Nodaway County               |                       |
| KA-2012-0023         | City of Schell               | 8/2/2011              |
|                      | City of Hermitage            |                       |
|                      | Hickory County               |                       |
| KA-2012-0185         | City of Rich Hill            | 1/3/2012              |
|                      | City of Wheatland            |                       |
|                      | Bates County                 |                       |
| KA-2014-0220         | City of Maitland             | 3/4/2014              |
|                      | City of Skidmore             |                       |
|                      | City of Weaubleau            |                       |
|                      | City of Humansville          |                       |
|                      | Holt County                  |                       |
|                      | Polk County                  |                       |
| KA-2023-0079         | Johnson County               | 9/1/2022              |
|                      | City of Warrensburg          |                       |
|                      | City of Knob Noster          |                       |
|                      | Pettis County                |                       |
|                      | City of Sedalia              |                       |
|                      | City of La Monte             |                       |
|                      | Vernon County                |                       |
|                      | City of Nevada               |                       |

**ATTACHMENT B**

**Conversion Documents**

# STATE OF MISSOURI



Denny Hoskins  
Secretary of State

## CERTIFICATE OF CONVERSION

WHEREAS, a Certificate of Conversion of the following entity:

*N.W. COMMUNICATIONS CO. - 00309882*

CONVERTING INTO:

*N.W. COMMUNICATIONS CO., LLC - LC014729266*

Organized and existing under the laws of Missouri have been received, found to conform to Law and filed.

NOW, THEREFORE, I, DENNY HOSKINS, Secretary of State of the State of Missouri, issue the Certificate of Conversion, certifying that the conversion of the aforementioned entity is effected, with

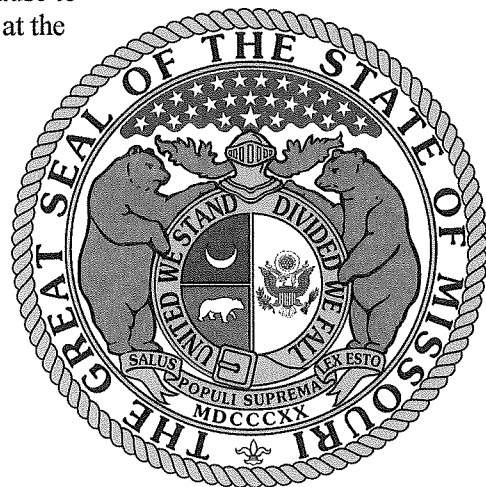
*N.W. COMMUNICATIONS CO., LLC - LC014729266*

As the newly formed entity, pursuant to Chapter 351.409 RSMO.

IN TESTIMONY WHEREOF, I hereunto set my hand and cause to be affixed the GREAT SEAL of the State of Missouri. Done at the City of Jefferson, this 27th day of April, 2026.

Effective Date: April 29, 2026

*Denny Hoskins*  
Secretary of State



LC014729266  
Date Filed: 4/27/2026  
Effective: 4/29/2026  
Denny Hoskins  
Missouri Secretary of State

**CERTIFICATE OF CONVERSION  
OF  
N.W. COMMUNICATIONS CO.  
(a Missouri corporation)  
TO  
N.W. COMMUNICATIONS CO., LLC  
(a Missouri limited liability company)**

**April 27, 2026**

Pursuant to the provisions of Section 351.409 of the General and Business Corporation Law of Missouri (the "Act"), N.W. Communications Co., a Missouri corporation (the "Corporation"), hereby certifies as follows relating to the conversion to N.W. Communications Co., LLC, a Missouri limited liability company (the "LLC"):

1. The name of the Corporation is N.W. Communications Co.
2. The Corporation was formed as a Missouri corporation on December 24, 1987.
3. The Corporation elects to become a Missouri limited liability company.
4. The conversion of the Corporation into the LLC has been approved by the Corporation in the manner provided for under Section 351.409(2) of the Act.
5. The Articles of Organization of the LLC attached hereto as Exhibit A shall be the articles of organization of the limited liability company formed pursuant to such election and the name as set forth in its Articles of Organization shall be N.W. Communications Co., LLC.
6. Upon the effective date of the conversion, all of the shares held by the sole shareholder of the Corporation shall, by virtue of the conversion and without any action on the part of such shareholder, be converted into one hundred percent (100%) of the membership interests of the LLC. At the conclusion of the conversion, the ownership of the LLC shall be identical to the ownership of the Corporation immediately prior to the conversion.
7. As a result of the conversion, at the Effective Date, all shares of the Corporation shall cease to be outstanding, shall be canceled and retired and shall cease to exist, and the Corporation's sole shareholder shall thereafter cease to have any rights with respect to such shares, except the right to retain one hundred percent (100%) of the membership interests of the LLC.
8. The Corporation agrees that it may be served with process in the State of Missouri in any proceeding for enforcement of any obligation of the corporation arising while it was a corporation of this state, and that it irrevocably appoints the Secretary of State of Missouri as its agent to accept service of process in any such action, suit or proceeding.

ORI-04272026-0654 State of Missouri  
No of Pages 4 Pages



Conversion - For Profit (D)

9. A copy of the process referred to in Section 8 hereto shall be mailed to the address of the corporation's registered agent, CSC-Lawyers Incorporating Service Company, 221 Bolivar Street, Jefferson City, Missouri 65101.

10. The conversion shall be effective as of April 29, 2026 (the "Effective Date").

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Conversion on the date first above written.

N.W. COMMUNICATIONS CO.

By: Signed by:  
*John Walter*  
6287780607A6424  
Name: John R. Walter  
Its: EVP, General Counsel and Secretary

Exhibit A



State of Missouri
Denny Hoskins, Secretary of State

Corporations Division
PO Box 778 / 600 W. Main St., Rm. 322
Jefferson City, MO 65102

Articles of Organization
(Submit with filing fee of \$105.00)

1. The name of the limited liability company is:

N.W. COMMUNICATIONS CO., LLC

(Must include "Limited Liability Company," "Limited Company," "LC," "L.C.," "L.L.C.," or "LLC")

2. The purpose(s) for which the limited liability company is organized: to transact any and all lawful business for which a limited liability company may be organized under the laws of the State of Missouri.

3. The name and address of the limited liability company's registered agent in Missouri is:
CSC-Lawyers Incorporating Service Company 221 Bolivar Street

Name

Street Address: May not use PO Box unless street address also provided

Jefferson City, MO 65101

City/State/Zip

4. The management of the limited liability company is vested in: managers \* members (check one)

5. The events, if any, on which the limited liability company is to dissolve or the number of years the limited liability company is to continue, which may be any number or perpetual: perpetual

(The answer to this question could cause possible tax consequences, you may wish to consult with your attorney or accountant)

6. The name(s) and street address(es) of each organizer (PO box may only be used in addition to a physical street address):

(Organizer(s) are not required to be member(s), manager(s) or owner(s))

John R. Walter, 13200 Metcalf Ave., Suite 400, Overland Park, KS 66213

7. Series LLC (OPTIONAL) Pursuant to Section 347.186, the limited liability company may establish a designated series in its operating agreement. The names of the series must include the full name of the limited liability company and are the following:

New Series:

The limited liability company gives notice that the series has limited liability.

New Series:

The limited liability company gives notice that the series has limited liability.

New Series:

The limited liability company gives notice that the series has limited liability.

(Each separate series must also file an Attachment Form LLC 1A.)

(Please see next page)

Name and address to return filed document:

Name: Roseann O'Hara, Kirkland & Ellis, LLP

Address: 333 W. Wolf Point Plaza

City, State, and Zip Code: Chicago, IL 60654

8. Principal Office Address (OPTIONAL) of the limited liability company (PO Box may only be used in addition to a physical street address): \_\_\_\_\_  
*Address (PO Box may only be used in conjunction with a physical street address)*

9. The effective date of this document is the date it is filed by the Secretary of State of Missouri unless a future date is otherwise indicated: April 29, 2026  
*(Date may not be more than 90 days after the filing date in this office)*

In Affirmation thereof, the facts stated above are true and correct:  
(The undersigned understands that false statements made in this filing are subject to the penalties provided under Section 575.040, RSMo)  
**All organizers must sign:**

|                            |  |  |                               |
|----------------------------|--|--|-------------------------------|
| <i>Organizer Signature</i> | <small>Signed by:</small><br><i>John Walter</i><br><small>62B7789507A5424...</small> | <u>John R. Walter</u><br><i>Printed Name</i> | <u>4/27/26</u><br><i>Date</i> |
| <i>Organizer Signature</i> |  | <i>Printed Name</i>                          | <i>Date</i>                   |
| <i>Organizer Signature</i> |  | <i>Printed Name</i>                          | <i>Date</i>                   |

**ATTACHMENT C**

**Registration of Fictitious Name**

