

November 15, 2022

Via Electronic Filing

Morris L. Woodruff, Secretary
Missouri Public Service Commission
200 Madison Street, PO Box 360
Jefferson City, MO 65102-0360

Re: Notice of Indirect Change of Control of Mercury Wireless Kansas, LLC

Dear Mr. Woodruff:

Mercury Holdings, Inc. (“MHI”), Mercury Wireless Kansas, LLC (“MWK”), and NCP Mercury AIV LP (“NCP Mercury”) (together, “Parties”) hereby provide notice to the Missouri Public Service Commission (“Commission”) of the indirect transfer of control of MWK. Specifically, on October 31, 2022, the Parties consummated the acquisition from MHI by NCP Mercury of Mercury Broadband, LLC (“Mercury Broadband”), the direct parent company of MWK (the “Transaction”).

MWK is designated by the Commission as an Eligible Telecommunications Carrier (“ETC”) for the purpose of receiving high-cost support under Connect America Fund Phase II (“CAF-II”) and Rural Digital Opportunity Fund (“RDOF”).¹ MWK provides broadband Internet and interconnected Voice over Internet Protocol (“VoIP”) services in the state of Missouri. The Transaction benefits the public interest by providing additional financial resources and support that will allow MWK to accelerate deployment of high-speed broadband services to Missouri residents, thereby helping to bridge the digital divide. The Transaction occurred at the holding company level and did not have any impact on MWK’s day-to-day operations or result in the assignment of MWK’s CAF-II or RDOF support. In addition, the Transaction was imperceptible to MWK’s customers, who continue to be served pursuant to MWK’s existing terms and conditions. The Transaction also did not cause any diminution in competition, as it did not eliminate any telecommunications service provider in any geographic area.

Mercury Holdings, Inc. Prior to consummation of the Transaction, the transferor, MHI, directly owned and controlled Mercury Broadband, a Kansas limited liability company and the

¹ See Petition of Mercury Wireless Kansas, LLC for Designation as an Eligible Telecommunications Carrier Pursuant to Section 214(e)(5) of the Communications Act of 1934, As Amended, Order Granting Application for Designation as an Eligible Telecommunications Carrier by the Missouri Public Service Commission, MPSC File No. DA-2019-0094 (Nov. 15, 2018) (designating MWK as an ETC in Missouri in connection with CAF-II); Application of Mercury Wireless Kansas, LLC DBA Mercury Broadband for Designation as an Eligible Telecommunications Carrier in Additional Service Areas for the Purpose of High-Cost Support Under FCC Auction 904 and Related Lifeline Support, Order Granting Application to Expand Designation as an Eligible Telecommunications Carrier by the Missouri Public Service Commission, MPSC File No. DA-2021-0189 (Feb. 10, 2021) (granting request to expand ETC service area in connection with RDOF).

direct parent company of MWK. MHI is a corporation organized under the laws of Indiana, with its principal office located at 1100 Walnut Street, Suite 2050, Kansas City, Missouri 64106.

Mercury Wireless Kansas, LLC. MWK is one of several operating subsidiaries of Mercury Broadband. MWK's principal office is located at 1100 Walnut Street, Suite 2050, Kansas City, Missouri 64106. It is a limited liability company organized under the laws of Indiana and is registered to provide VoIP services in the state of Missouri. MWK is designated by the Commission as an ETC, and it currently receives CAF-II and RDOF support.

NCP Mercury AIV LP. The transferee and new indirect controlling owner of Mercury Broadband and MWK is NCP Mercury, a Delaware limited partnership that is a holding company formed for the purposes of the Transaction. NCP Mercury's principal office is located at 79 Wellington Street West, 6th Floor, Toronto, Ontario, Canada, M5K 1N9. NCP Mercury does not hold any licenses or authorizations issued by the Commission, nor does it provide any telecommunications services. NCP Mercury is ultimately controlled by Northleaf Capital Group Ltd. ("Northleaf"), a global private markets investment firm based in Toronto, Canada with US\$19 billion of private equity, private credit, and infrastructure capital commitments raised.² Northleaf's portfolio includes more than 400 active investments in 35 countries, with a focus on mid-market companies and assets. Northleaf has significant experience with infrastructure company investments, both in the United States and abroad, and has partnered with management teams operating in a variety of regulated businesses, including portfolio companies in the utility, energy, transportation, and communications infrastructure sectors.

If you have any questions regarding this matter, please contact the undersigned.

Respectfully submitted,

/s/ Jennifer L. Richter

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² Northleaf is controlled by its three founders, Michael W. Flood, Jeffrey E. Pentland, and Stuart D. Waugh, together with certain other members of Northleaf's senior leadership team.