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July 8, 2024

VIA OVERNIGHT DELIVERY

Executive Secretary
Missouri Public Service Commission
200 Madison Street, Suite 100
Jefferson City, MO 65102

Re: Notification of Transfer of Control of IRU Networks, LLC

To Whom It May Concern,

IRU Networks, LLC (“IRU”) and USA DIGITAL COMMUNICATIONS, INC. (“USAD”) (collectively, the “Parties”) hereby notify the Georgia Public Service Commission (the “Commission”), of the transfer of control of IRU from Donna Rice Costello and Jere Brent West to USAD (the “Transaction”). For the Commission’s records, the Parties provide the following information:

I. THE PARTIES

A. IRU Networks, LLC

IRU is an Oklahoma limited liability company with headquarters located at 3030 NW Expressway, Suite 200-328, Oklahoma City, OK 73112. IRU is registered to provide interexchange and competitive local exchange telecommunications services in Georgia, Massachusetts, Missouri, Nevada, New York and Ohio. IRU is certified to provide interexchange, competitive local exchange and competitive access provider services in Pennsylvania. In addition, IRU is certified for interexchange only in Illinois and Texas. IRU was granted a Certificate of Service Authority to Provide Basic Local Exchange Telecommunications Services on July 20, 2017, in File No. CA-2017-0302 and a Certificate of Service Authority to Provide Interexchange Services in the State of Missouri on July 2, 2017, in File No. XA-2017-0301.

B. USA DIGITAL COMMUNICATIONS, INC.

USAD is a Nevada corporation with headquarters located at 11600 Broadway, Ext #150, Oklahoma City, OK 73114. USAD is authorized as a competitive local exchange provider and interexchange reseller in the states of Massachusetts, Oklahoma, Tennessee and Texas. USAD is authorized as an interexchange reseller in Alabama, Arizona, Arkansas, Colorado, Delaware, Florida, Georgia, Iowa, Kansas, Kentucky, Louisiana, Michigan, Mississippi, Missouri, Nebraska, North Carolina, Ohio, Oregon, South Dakota, Washington, and West Virginia. USAD is a competitive local exchange service only in Nevada. USAD was granted a Certificate of Service Authority to Provide Intrastate Interexchange and Non-Switched Local Exchange Telecommunications services in the State of Missouri on December 27, 2000, in Docket No. TA-2001-316.

II. DESIGNATED CONTACT

Questions, correspondence or other communications concerning this notice should be directed to:

Lance J.M. Steinhart, Esq.
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III. DESCRIPTION OF THE TRANSACTION

Effective June 1, 2023, one hundred percent (100%) of the membership interests of IRU were sold to USAD, pursuant to a Membership Interest Purchase Agreement dated as of May 19, 2023, by and between Donna Rice Costello, Jere Brent West and USAD. For the Commission's reference, charts depicting the current and post-closing entity ownership structure of the Parties are provided as Exhibit A.

IRU's only customer was USAD, therefore, the consummation of the Transaction did not result in an interruption, reduction, loss, or impairment of services to any customer. The Transaction raises no competitive issues.

IV. PUBLIC INTEREST ANALYSIS

The effect of the transaction has not resulted in an interruption, reduction, loss, or impairment of services to any customer. As stated above, IRU's only customer was USAD. Further, IRU asserts that there are no customers whose service would be impacted by this cancellation and is not currently marketing its services.

V. CONCLUSION

The Parties respectfully request that the Commission note the Transaction for its records, grant any necessary approval of the transaction, and waive any applicable public notice and hearing requirements. Please contact the undersigned if there are any questions regarding this filing.

Respectfully submitted,

IRU Networks, LLC
USA DIGITAL COMMUNICATIONS, INC.

/s/ Lance J.M. Steinhart

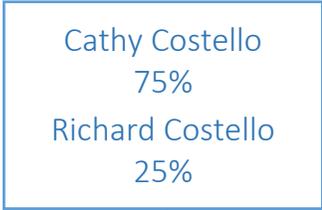
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Its Counsel

Attachments

Exhibit A

Pre-Transaction



Post-Transaction

