

October 23, 2019

**Via Electronic Filing**

Morris Woodruff  
Secretary/Chief Regulatory Law Judge  
Missouri Public Service Commission  
200 Madison Street, P.O. Box 360  
Jefferson City, MO 65102

**Re: Notice of Change in Ownership, Change in Corporate Form, Internal Corporate Reorganization, Transfer of Eligible Telecommunications Carrier Designation, Transfer of Certificate of Service Authority, Cancellation of Certificate of Service Authority, and Cancellation of Registration**

Dear Mr. Woodruff:

Pursuant to 4 CSR 240.28.011(2), (3), and (4), the Fidelity Entities listed below respectfully notify the Missouri Public Service Commission (the "Commission") of certain changes in their business operations in the State of Missouri.

**The Fidelity Entities**

The entities at issue in this notice are the following companies holding authorization to provide telecommunications or registered to provide interconnected Voice over Internet Protocol ("IVoIP") services in Missouri:<sup>1</sup>

Fidelity Telephone Company (ID 733)  
Fidelity Cablevision, Inc. (ID 130)  
Fidelity Communication Services I, Inc. (ID 131)  
Fidelity Communication Services II, Inc. (ID 132)  
Fidelity Communication Services III, Inc. (ID 133)  
Fidelity Networks, Inc. (ID 746)  
Fidelity Systems Plus, Inc. (ID 929)  
Fidelity Long Distance, Inc. (ID 440)  
FidelityLink, LLC (ID 5951)  
CoBridge Broadband, LLC d/b/a Fidelity Communications (ID 5108)  
CoBridge Telecom, LLC d/b/a Fidelity Communications (ID 5109)

---

<sup>1</sup> Separate notice filings will be made with respect to the video service authority held by the Fidelity Entities.

## **Change of Control Transaction**

On March 31, 2019, Cable One, Inc. d/b/a Sparklight (“Cable One”) and Fidelity Communications Co. (the ultimate parent of the Fidelity Entities) (“Fidelity”) entered into a Stock Purchase Agreement (the “Agreement”) pursuant to which Cable One would acquire all of the issued and outstanding shares of the capital stock of and/or membership interests in the Fidelity Entities (the “Transaction”).

With respect to FidelityLink, LLC (“FLink”), Fidelity owned fifty percent (50%) of the membership interests of FLink and was the managing member of the entity. On May 30, 2019, Fidelity entered into a Membership Interest Purchase Agreement with Parta Networks LLC to acquire the remaining membership interests of FLink in order to transfer control of FLink to Cable One in connection with the Transaction. Effective September 26, 2019, Fidelity held one hundred percent (100%) of the membership interests of FLink.<sup>2</sup>

The Transaction was consummated October 1, 2019. Pursuant to the Transaction, Cable One acquired one hundred percent (100%) ultimate ownership and control of the Fidelity Entities (including FLink).

Cable One is a publicly traded Delaware corporation with headquarters located at 210 E. Earll Drive, Phoenix, Arizona 85012. Cable One and its subsidiaries provide video, Internet access, and voice services in 21 states, including Missouri. In Missouri, Cable One holds authority to provide video service (ID 3835) and is registered as an IVoIP service provider (ID 6833). Cable One’s subsidiary, Telecommunications Management, LLC d/b/a NewWave Communications (“NewWave”), also holds authority to provide video service (ID 5138) and is registered as an IVoIP service provider (ID 7047) in Missouri. Finally, Cable One’s subsidiary, Delta Communications, L.L.C. d/b/a Clearwave Communications (“Clearwave”) holds authority to provide competitive local exchange and interexchange services in Missouri (IDs 3373 and 1323).

The Transaction was transparent to the customers of the Fidelity Entities. For the immediate future, customers of the Fidelity Entities will continue to receive service from Fidelity Communications and all billing and correspondence will continue to be done by Fidelity Communications. Customer notice of the Transaction is not required under Missouri or Federal Communications Commission rules because there was no change in service provider from the customer’s perspective.

## **Change in Corporate Form/Name**

Immediately prior to the close of the Transaction, certain of the Fidelity Entities were converted from Missouri corporations to Missouri limited liability companies (“LLCs”) as follows:

---

<sup>2</sup> WC Docket No. 19-120, *Domestic Section 214 Application filed for the Transfer of Control of Subsidiaries of Fidelity Communications Co. to Cable One, Inc.*, Public Notice, DA 19-449 (rel. May 21, 2019); WC Docket No. 19-120, *Notice of Domestic Section 214 Authorization Granted*, Public Notice, DA 19-585 (rel. June 21, 2019).

- Fidelity Telephone Company to Fidelity Telephone LLC d/b/a Fidelity Communications
- Fidelity Cablevision, Inc. to Fidelity Cablevision, LLC d/b/a Fidelity Communications
- Fidelity Communication Services I, Inc. to Fidelity Communication Services I, LLC
- Fidelity Communication Services II, Inc. to Fidelity Communication Services II, LLC
- Fidelity Communication Services III, Inc. to Fidelity Communication Services III, LLC
- Fidelity Networks, Inc. to Fidelity Networks, LLC
- Fidelity Systems Plus, Inc. to Fidelity Systems Plus, LLC
- Fidelity Long Distance, Inc. to Fidelity Long Distance, LLC

Copies of the relevant documentation from the Missouri Secretary of State regarding the LLC conversions are set forth in Attachment 1. The tariff changes reflecting the LLC conversions are addressed below. In addition, the Electronic Filing and Information System (“EFIS”) entries will be reviewed and updated concurrently with this filing.

### **Internal Corporate Reorganization**

Immediately after close of the Transaction, Cable One effectuated an internal corporate reorganization to consolidate several of the Fidelity Entities (the “Reorganization”).

First, the following entities were merged with and into Fidelity Cablevision, LLC d/b/a Fidelity Communications (“FCV”) with FCV as the surviving entity:

- Fidelity Communication Services I, LLC
- Fidelity Communication Services II, LLC
- Fidelity Communication Services III, LLC
- Fidelity Networks, LLC
- Fidelity Systems Plus, LLC
- Fidelity Long Distance, LLC

All of the rights and obligations of the above-referenced entities have been assumed by FCV by operation of law as a result of the Reorganization.

Second, CoBridge Telecom, LLC d/b/a Fidelity Communications (“COT”) was merged with and into CoBridge Broadband, LLC d/b/a Fidelity Communications (“COB”) with COB as the surviving entity. All of the rights and obligations of COT have been assumed by COB by operation of law as a result of the Reorganization.

Third, FidelityLink, LLC (“FLink”) merged with and into Delta Communications, L.L.C. d/b/a Clearwave Communications (“Clearwave”) with Clearwave as the surviving entity. All of the rights and obligations of FLink have been assumed by Clearwave by operation of law as a result of the Reorganization.

With respect to the first and second actions listed above, the Reorganization was transparent to the customers of the Fidelity Entities. For the immediate future, customers of the Fidelity Entities will continue to receive service from “Fidelity Communications” and all billing and correspondence will continue to reflect Fidelity Communications as the provider. Customer

notice of the Reorganization is not required under Missouri or Federal Communications Commission rules because there was no change in service provider from the customer's perspective.

With respect to the consolidation of FLink and Clearwave, existing customers of FLink received notice that Clearwave assumed all the rights and obligations of FLink by operation of law as a result of the Reorganization. Those notices were provided pursuant to the provisions of each customer's existing contract with FLink.

Copies of the relevant documentation from the Missouri Secretary of State regarding the Reorganization are set forth in Attachment 2.

### **Tariff Updates for Change in Corporate Form/Name and the Reorganization**

Set forth in Attachment 3 are copies of the Adoption Supplements for Fidelity Telephone LLC d/b/a Fidelity Communications ("FTC") for each of its currently effective tariffs to reflect the change in corporate form/name from Fidelity Telephone Company to FTC. The Adoption Supplements also are being filed separately with the Commission as a tariff amendment filing.

Fidelity Cablevision, LLC d/b/a Fidelity Communications ("FCV") does not have any currently effective tariffs on file in Missouri. Set forth in Attachment 4 hereto are copies of Adoption Supplements to allow FCV to adopt the currently effective tariffs of Fidelity Communication Services I, Inc., Fidelity Communication Services II, Inc., Fidelity Long Distance, Inc., and Fidelity Networks, Inc. FCV will adopt these tariffs as a transitional mechanism, but plans to file its own tariffs (incorporating the rates, terms, and conditions from the existing tariffs) or to de-tariff its retail telecommunications offerings in the near future. The Adoption Supplements also are being filed separately with the Commission as a tariff amendment filing.

The Reorganization does not require any other tariff revisions for any other Fidelity Entity.

### **Transfer of Eligible Telecommunications Carrier Designation**

Fidelity Communication Services I, Inc. ("FCSI") has been designated as an eligible telecommunications carrier ("ETC") by the Commission for purposes of the federal Lifeline program.<sup>3</sup> Pursuant to the Reorganization described above, FCSI has been merged with and into Fidelity Cablevision, LLC d/b/a Fidelity Communications ("FCV"), with FCV as the surviving entity. Accordingly, the ETC designation previously held by FCSI will now be held by FCV by operation of law.

This transfer involves no expansion of FCSI's existing ETC service area, and there will be no immediate changes to the rates, terms, and conditions of the services currently offered by

---

<sup>3</sup> Case No. TA-2002-122 (granted Nov. 6, 2001), expanded by Case No. CO-2012-0282 (granted March 28, 2012).

FCSI pursuant to its ETC designation in Missouri. There will be no change in service provider from the customer's perspective. For the immediate future, former customers of FCSI will continue to receive service from "Fidelity Communications" and all billing and correspondence will continue to be provided by Fidelity Communications.

FCV also commits to comply with all applicable federal and state rules with respect to ETC designation. FCV also holds ETC designation in the state of Oklahoma.

The Universal Service Administrative Company ("USAC") has been made notified of the Reorganization and the resulting change in the entity holding the ETC designation.

### **Transfer of Certificate of Service Authority for Interexchange Services**

Fidelity Long Distance, LLC ("FLD") holds authority to offer interexchange services in Missouri.<sup>4</sup> Pursuant to the Reorganization described above, FLD has been merged with and into Fidelity Cablevision, LLC d/b/a Fidelity Communications ("FCV"), with FCV as the surviving entity. Accordingly, the authority to offer interexchange services previously held by FLD will now be held by FCV by operation of law.

There will be no immediate changes to the rates, terms, and conditions of the interexchange services currently offered by FLD in Missouri. There will be no change in service provider from the customer's perspective. For the immediate future, former customers of FLD will continue to receive service from "Fidelity Communications" and all billing and correspondence will continue to be provided by Fidelity Communications.

### **Termination of Certificates of Service Authority**

The following entities hold certificates of service authority to provide telecommunications services in Missouri:

- Fidelity Communication Services I, Inc. (ID 131)
- Fidelity Communication Services II, Inc. (ID 132)
- Fidelity Communication Services III, Inc. (ID 133)
- Fidelity Networks, Inc. (ID 746)
- Fidelity Systems Plus, Inc. (ID 929)
- Fidelity Long Distance, Inc. (ID 440)
- FidelityLink, LLC (ID 5951)

As a result of the Reorganization, each of these entities has been merged out of existence. Accordingly, the Commission's records should be updated to show that the certificates of service authority and the tariffs held by each of these entities have been adopted by Fidelity Cablevision, LLC.

---

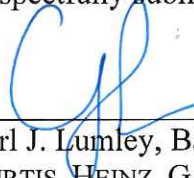
<sup>4</sup> Case No. TA-99-468 (granted July 2, 1999).

### Termination of Registration

COT is registered as an IVoIP service provider in Missouri (ID 5109). As a result of the Reorganization, COT has been merged out of existence. Accordingly, the Commission's records should be updated to show that the IVoIP service provider registration held by COT is no longer in effect.

If you have any questions concerning this matter or need any additional information, please contact Chérie R. Kiser, Cahill Gordon & Reindel, LLP, at 202-862-8950 or [ckiser@cahill.com](mailto:ckiser@cahill.com).

Respectfully submitted,



---

Carl J. Lumley, Bar #32869MO  
CURTIS, HEINZ, GARRETT & O'KEEFE, P.C.  
130 S. Bemiston, Suite 200  
St. Louis, MO 63105-1913  
314-725-8788 (telephone)  
[clumley@chgolaw.com](mailto:clumley@chgolaw.com)

Of Counsel  
Chérie R. Kiser  
CAHILL GORDON & REINDEL LLP  
1990 K Street, NW, Suite 950  
Washington, DC 20006  
202-862-8950 (telephone)  
[ckiser@cahill.com](mailto:ckiser@cahill.com)

Attorneys for Cable One, Inc. and the  
Fidelity Entities

Attachments

**ATTACHMENT 1**

Missouri Secretary of State documentation regarding the LLC conversions



# STATE OF MISSOURI



John R. Ashcroft  
Secretary of State

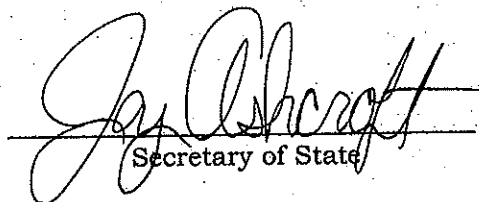
## CERTIFICATE OF AMENDMENT AND RESTATEMENT

WHEREAS,

**FIDELITY TELEPHONE COMPANY**  
**T00000563**

a corporation organized under Telephone Companies Law has delivered to me a Certificate Of Amendment And Restatement of its Articles of Incorporation and has in all respects complied with the requirements of law governing the Amendment and Restatement of Articles of Incorporation under Telephone Companies Law, and that the Articles of Incorporation of said corporation are amended in accordance therewith.

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 26th day of September, 2019.

  
Secretary of State





# STATE OF MISSOURI



John R. Ashcroft  
Secretary of State

## CERTIFICATE OF CONVERSION

WHEREAS, a Certificate of Conversion of the following entity:

**FIDELITY TELEPHONE COMPANY - T00000563**  
CONVERTING INTO:  
**Fidelity Telephone LLC - LC001669715**

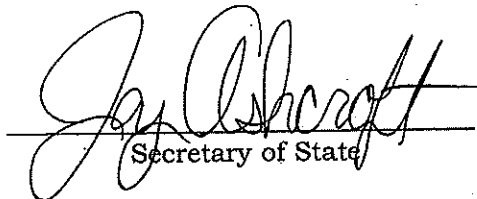
Organized and existing under the laws of Missouri have been received, found to conform to Law and filed.

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

**Fidelity Telephone LLC - LC001669715**

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 26th day of September, 2019.

  
Secretary of State



# STATE OF MISSOURI



John R. Ashcroft  
Secretary of State

## CERTIFICATE OF CONVERSION

WHEREAS, a Certificate of Conversion of the following entity:

***FIDELITY CABLEVISION, INC. - 00357209***  
CONVERTING INTO:  
***Fidelity Cablevision, LLC - LC001669623***

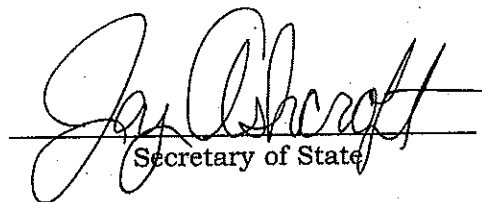
Organized and existing under the laws of Missouri have been received, found to conform to Law and filed.

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

***Fidelity Cablevision, LLC - LC001669623***

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 26th day of September, 2019.

  
Secretary of State



# STATE OF MISSOURI



John R. Ashcroft  
Secretary of State

## CERTIFICATE OF CONVERSION

WHEREAS, a Certificate of Conversion of the following entity:

**FIDELITY COMMUNICATION SERVICES I, INC. - 00472769**

CONVERTING INTO:

**Fidelity Communication Services I, LLC - LC001669498**

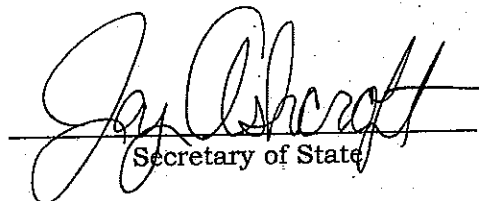
Organized and existing under the laws of Missouri have been received, found to conform to Law and filed.

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

**Fidelity Communication Services I, LLC - LC001669498**

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 25th day of September, 2019.

  
Secretary of State



# STATE OF MISSOURI



John R. Ashcroft  
Secretary of State

## CERTIFICATE OF CONVERSION

WHEREAS, a Certificate of Conversion of the following entity:

***FIDELITY COMMUNICATION SERVICES II, INC. - 00472768***  
CONVERTING INTO:  
***Fidelity Communication Services II, LLC - LC001669430***

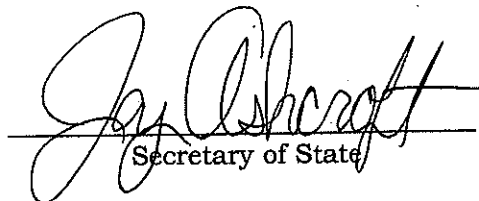
Organized and existing under the laws of Missouri have been received, found to conform to Law and filed.

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

***Fidelity Communication Services II, LLC - LC001669430***

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 25th day of September, 2019.

  
Secretary of State



# STATE OF MISSOURI



John R. Ashcroft  
Secretary of State

## CERTIFICATE OF CONVERSION

WHEREAS, a Certificate of Conversion of the following entity:

***FIDELITY COMMUNICATION SERVICES III, INC. - 00472767***

CONVERTING INTO:

***Fidelity Communication Services III, LLC - LC001669426***

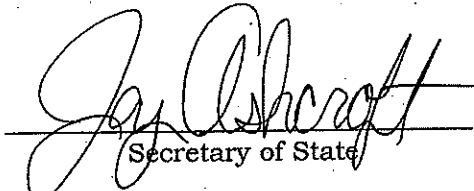
Organized and existing under the laws of Missouri have been received, found to conform to Law and filed.

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

***Fidelity Communication Services III, LLC - LC001669426***

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 25th day of September, 2019.

  
Secretary of State





# STATE OF MISSOURI



John R. Ashcroft  
Secretary of State

## CERTIFICATE OF CONVERSION

WHEREAS, a Certificate of Conversion of the following entity:

**FIDELITY NETWORKS, INC. - 00343879**  
CONVERTING INTO:  
**Fidelity Networks, LLC - LC001669493**

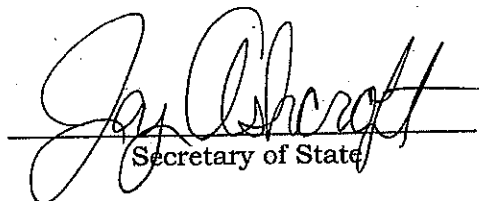
Organized and existing under the laws of Missouri have been received, found to conform to Law and filed.

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

**Fidelity Networks, LLC - LC001669493**

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 25th day of September, 2019.

  
Secretary of State



# STATE OF MISSOURI



John R. Ashcroft  
Secretary of State

## CERTIFICATE OF CONVERSION

WHEREAS, a Certificate of Conversion of the following entity:

**FIDELITY LONG DISTANCE, INC. - 00364178**  
CONVERTING INTO:  
**Fidelity Long Distance, LLC - LC001669708**

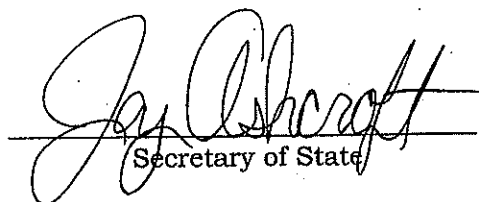
Organized and existing under the laws of Missouri have been received, found to conform to Law and filed.

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

**Fidelity Long Distance, LLC - LC001669708**

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 26th day of September, 2019.

  
Secretary of State





# STATE OF MISSOURI



John R. Ashcroft  
Secretary of State

## CERTIFICATE OF CONVERSION

WHEREAS, a Certificate of Conversion of the following entity:

**FIDELITY SYSTEMS PLUS, INC. - 00228347**  
CONVERTING INTO:  
**Fidelity Systems Plus, LLC - LC001669628**

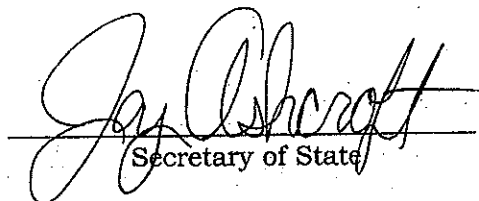
Organized and existing under the laws of Missouri have been received, found to conform to Law and filed.

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

**Fidelity Systems Plus, LLC - LC001669628**

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 26th day of September, 2019.

  
Secretary of State



**ATTACHMENT 2**

Missouri Secretary of State documentation regarding the Reorganization

# STATE OF MISSOURI



John R. Ashcroft  
Secretary of State

## CERTIFICATE OF MERGER MISSOURI ENTITY SURVIVING

WHEREAS, Articles of Merger of the following entities:  
SEE ATTACHED  
INTO:

*Fidelity Cablevision, LLC -- LC001669623*

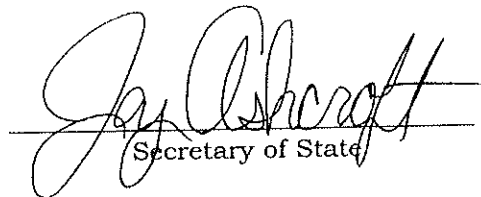
organized and existing under the laws of Missouri have been received, found to conform to law, and filed.

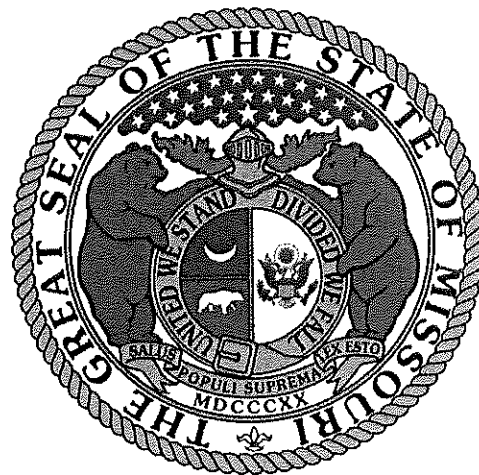
NOW, THEREFORE, I, JOHN R. ASHCROFT, Secretary of State of the State of Missouri, issue this Certificate of Merger, certifying that the merger of the aforementioned entities is effected, with

*Fidelity Cablevision, LLC -- LC001669623*

as the surviving entity.

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 1st day of October, 2019.

  
Secretary of State



*ATTACHMENT FROM PAGE 1*

*Fidelity Communication Services I, LLC -- LC001669498*  
*Fidelity Communication Services II, LLC -- LC001669430*  
*Fidelity Communication Services III, LLC -- LC001669426*  
*Fidelity Networks, LLC -- LC001669493*  
*Fidelity Solutions, LLC -- LC001669424*  
*Fidelity Systems Plus, LLC -- LC001669628*  
*Fidelity Long Distance, LLC -- LC001669708*  
*Fidelity Communication International, LLC -- LC001669634*  
*INTO:*  
*Fidelity Cablevision, LLC -- LC001669623*

# STATE OF MISSOURI



John R. Ashcroft  
Secretary of State

CERTIFICATE OF MERGER  
FOREIGN LIMITED LIABILITY COMPANY SURVIVING

WHEREAS, Articles of Merger of the following entities:

*FidelityLink, LLC -- LC1262018*

*INTO:*

*DELTA COMMUNICATIONS, LLC -- FL0067855*

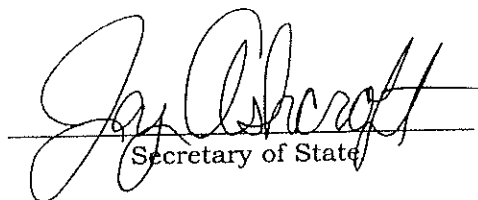
organized and existing under the laws of Missouri have been received, found to conform to law, and filed.

NOW, THEREFORE, I, JOHN R. ASHCROFT, Secretary of State of the State of Missouri, issue this Certificate of Merger, certifying that the merger of the aforementioned with

*DELTA COMMUNICATIONS, LLC -- FL0067855*

as the survivor, shall be effective on the date on which the same becomes effective in the State of Illinois. Effective date: **October 01, 2019**

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 1st day of October, 2019.

  
Secretary of State



# Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF  
DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT  
COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"COBRIDGE TELECOM, LLC", A DELAWARE LIMITED LIABILITY  
COMPANY,

WITH AND INTO "COBRIDGE BROADBAND, LLC" UNDER THE NAME OF  
"COBRIDGE BROADBAND, LLC", A LIMITED LIABILITY COMPANY ORGANIZED  
AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS  
RECEIVED AND FILED IN THIS OFFICE ON THE FIRST DAY OF OCTOBER,  
A.D. 2019, AT 9:44 O`CLOCK A.M.



  
Jeffrey W. Bullock, Secretary of State

4849150 8100M  
SR# 20197307189

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

Authentication: 203698193  
Date: 10-01-19

**ATTACHMENT 3**

Copies of Adoption Supplements for Fidelity Telephone LLC