BEFORE THE

GEORGIA PUBLIC SERVICE COMMISSION

Application of	)
	)
Communications Venture Corporation	)
d/b/a INdigital	)
	)
and	)
	)
INdigital Holdings, Inc.	)
	)
for Transfer of Control from	)
Communications Venture Corporation	)
d/b/a INdigital to INdigital Holdings	)

Communications Venture Corporation d/b/a INdigital ("INdigital") and INdigital Holdings, Inc. ("INdigital Holdings") (collectively referred to as the "Applicants") respectfully request approval of the Georgia Public Service Commission ("Commission") of a transaction whereby indirect control of INdigital would transfer to INdigital Holdings. In the event that the Commission deems the approval of the proposed Transaction is not required, the Applicants respectfully request that the Commission acknowledge this filing as sufficient notice.

In support of this Joint Application, the Applicants provide the following information:

I. DESCRIPTION OF COMPANIES

A. **Communications Venture Corporation d/b/a INdigital** is a privately-owned Indiana Corporation, principal office address at 1616 Directors Row, Fort Wayne, IN 46808. INdigital is a Next Generation 911 ("NG911") service company holding various State

authorizations to provide telecommunications services in 26 States, including Georgia.[1] INdigital holds authorizations to provide competitive local exchange service pursuant to Certificate No. L-0563 issued in Docket No. 41091 on May 17, 2017 and interexchange telecommunications services pursuant to Certificate No. R-1134 in Docket No. 41090 on June 19, 2018.

INdigital has one fully-owned subsidiary, Ryan Public Safety Solutions, Inc. ("RPSS") that is not a certified utility and does not provide any services in Georgia.

B. **INdigital Holdings, Inc.** is a recently-formed Delaware corporation with its principal office address at One Independent Drive, Suite 1300, Jacksonville, FL 32202. INdigital Holdings, Inc. is owned by investment funds managed by Novacap Management Inc. ("Novacap"), which is a Montreal-based private equity firm.

Founded in 1981, Novacap is one of the leading technology, media, and telecommunications private equity firms in North America, with $8 billion in assets under management. Novacap has over 40 years of experience operating companies throughout the United States and Canada.

II. DESCRIPTION OF THE TRANSACTION

Pursuant to the Agreement and Plan of Merger and Reorganization, dated February 21, 2024, upon closing, the INdigital Merger Sub, Inc., a direct subsidiary of INdigital U.S. Holdings, Inc., which is wholly owned by INdigital Holdings, Inc., will be merged with and into INdigital with INdigital continuing as the surviving corporation (the "Transaction"). As part of the Transaction, current shareholders of INdigital will become minority shareholders of INdigital

[1] Alabama, Arkansas, Florida, Georgia, Illinois, Indiana, Iowa, Kentucky, Louisiana, Michigan, Mississippi, Missouri, Nebraska, New Hampshire, North Dakota, Ohio, Oklahoma, Pennsylvania, Rhode Island, South Carolina, South Dakota, Tennessee, Texas, Vermont, West Virginia, and Wisconsin.

Holdings. The Transaction is expected to close in the second quarter of 2024. **Exhibit A** contains charts depicting the pre-transaction and post-transaction ownership.

The Transaction will not involve the sale, assignment, lease, or transfer of any of INdigital's assets. INdigital has no customers in Georgia; therefore, no customer base transfer will occur. As an NG911 service company, INdigital provides service directly to Public Safety Answering Points (PSAPs) and governmental or quasi-governmental emergency service authorities.

Novacap anticipates that its investment in INdigital will promote INdigital's ability to grow, including through further development of NG911 services, in addition to app-based, email, and text-to-911 services. The Transaction will allow INdigital to expand, offering more ways for people to communicate with first responders utilizing different communications platforms and supplementing existing information delivered to first responders. This will provide numerous safety-related improvements and allow first responders to receive higher-quality information, including enhanced, instant language translations and geolocation information critical for first responders to quickly reach and assist persons requiring speedy aid.

For INdigital, the proposed Transaction also provides a transition strategy for its shareholders, as well as adds new owners who share a similar commitment to growing INdigital's business and supporting its customers.

III. CONTACT INFORMATION

Communications Venture Corporation d/b/a INdigital

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IV. PUBLIC INTEREST STATEMENTS

The Transaction will advance public interest as INdigital will have access to additional financial resources through its relationship with Novacap, enabling INdigital to better meet its customers' needs and more effectively compete in the telecommunications and NG911 marketplace. INdigital will remain the operating company and continue to provide high-quality, innovative NG911 communications offerings to its customers without loss, interruption, or discontinuance of any services. Managers and employees of INdigital would not change because of the Transaction. As a result, the managerial and technical qualifications of INdigital, which are well established, will not change.

In addition, there will be no associated changes in the company name, trade names, address, contact information, rates, terms or conditions of the services being provided. INdigital's corporate structure will remain with no changes being made to existing management or officers, regulatory contacts, or designated agents. INdigital's current Officers, Mark Grady, President, Jeff Humbarger, CFO, and Eric Hartman, Vice President will remain INdigital's officers post-transaction. As such, the proposed Transaction will be entirely transparent to customers and will not adversely affect operations.

V. CONCLUSION

For the reasons stated above, Applicants respectfully submit that the Commission approve this Application or deem this filing as sufficient Notice.

Respectfully submitted on this 5th day of April, 2024,

By

Communications Venture Corporation d/b/a INdigital

INdigital Holdings, Inc.

EXHIBIT A

Pre- and Post-Transaction Charts

Pre-Transaction Charts

Current ownership structure

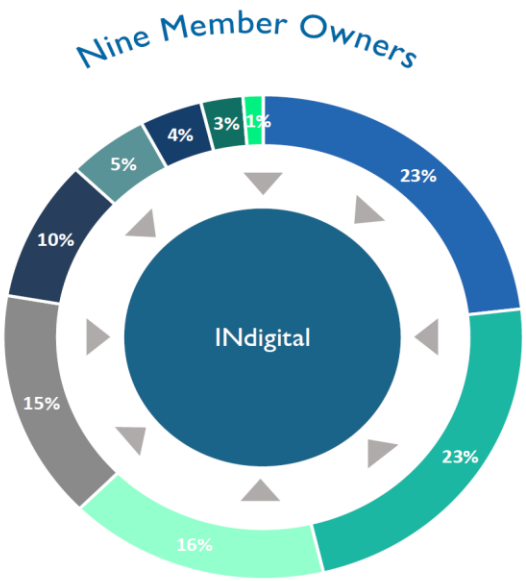
- Communications Venture Corporation d/b/a INdigital is registered as a corporation in Indiana
- There are nine equity owners that are aligned with the Company.

MEMBER OWNERS

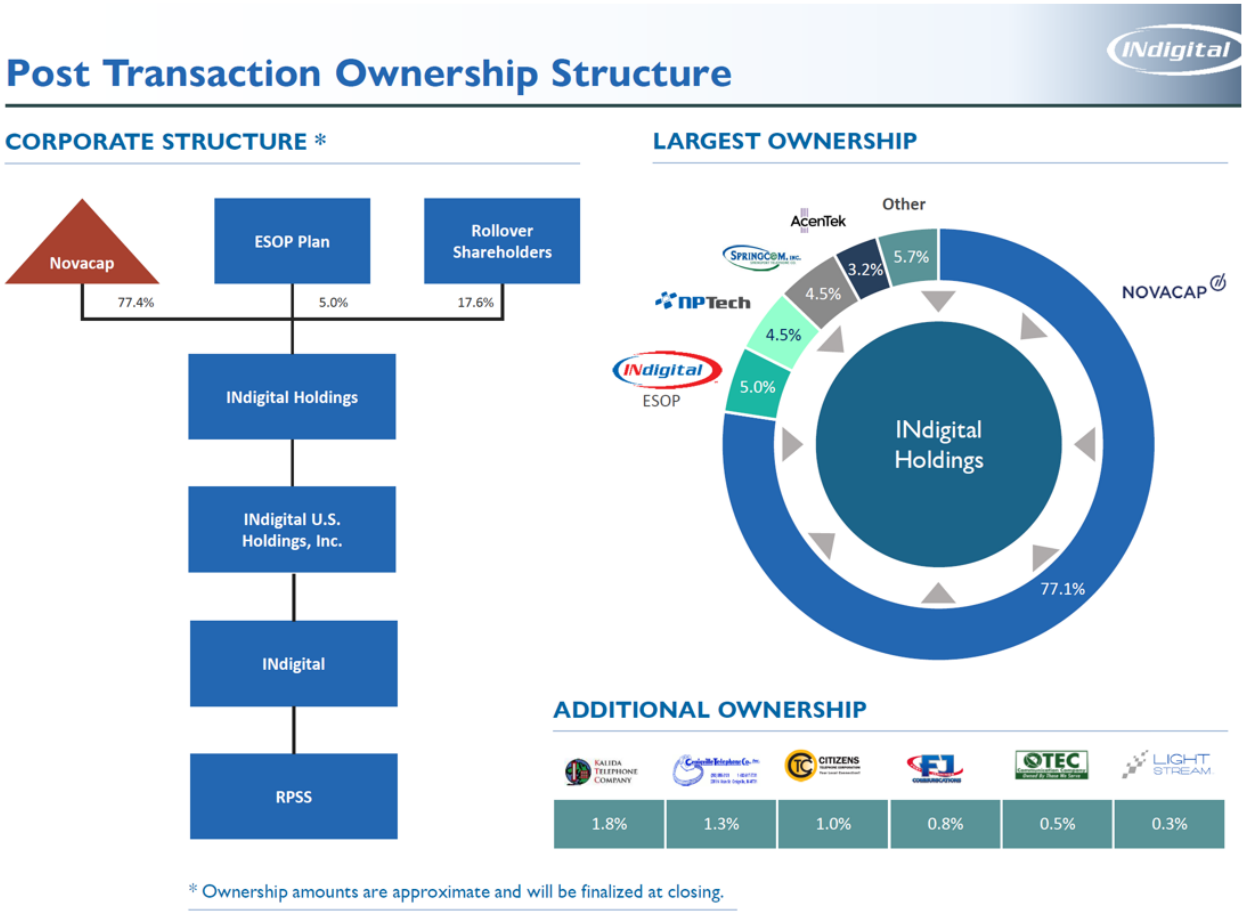
AcenTek
CITIZENS TELEPHONE CORPORATION Your Local Connection!
Craigville Telephone Co., Inc.
FJ Fort Jennings Communications
Kalida Telephone Company
LIGHT STREAM
NPTech
OTEC Communication Company Owned By Those We Serve
SPRINGCOM, INC. SPRINGPORT TELEPHONE CO.

Communications Venture Corporation d/b/a INdigital

OWNERSHIP DISTRIBUTION



Post-Transaction Charts



Verifications

STATE OF INDIANA §
§
COUNTY OF ELKHART §

I, Mark Grady, state that I am the President of Communications Venture Corporation d/b/a INdigital ("INdigital") (the "Company"); that I am authorized to make this Verification on behalf the Company, that the foregoing filing was prepared under my direction and supervision; and that the contents thereof and the certifications contained therein regarding the Company, are true and correct to the best of my knowledge, information, and belief.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 14th day of March, 2024.

Signature

Typed Name: Mark Grady
Title: President
Communications Venture Corporation d/b/a INdigital

SWORN TO AND SUBSCRIBED before me on the 14th day of March, 2024.

Notary Public In and For the

State of Indiana

OFFICIAL SEAL
ANITA J. STUTZMAN
NOTARY PUBLIC - INDIANA
COMMISSION #685411
ELKHART COUNTY
My Commission Exp. July 17, 2024

My commission expires:
July 17, 2024

STATE OF FLORIDA

COUNTY OF VOLUSIA

I, Francois Laflamme, state that I am Director and Officer of INdigital Holdings, Inc. (the "Company"); that I am authorized to make this Verification on behalf the Company, that the foregoing filing was prepared under my direction and supervision; and that the contents thereof and the certifications contained therein regarding the Company, are true and correct to the best of my knowledge, information, and belief.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 19

day of March, 2024.

Signature

Typed Name: Francois Laflamme
Title: Director and Officer
INdigital Holdings, Inc.

SWORN TO AND SUBSCRIBED before me by means of online notarization, on 03/19/2024,

by Francois Laflamme who produced Quebec Driver License as identification.

John Bayne

John Bayne - Notary Public State of Florida
Certified Online Notary FS 117.021

