

# Morgan Lewis

**Catherine Wang**  
**Brett P. Ferencak**  
**Kimberly Morning**

catherine.wang@morganlewis.com  
brett.ferencak@morganlewis.com  
kimberly.morning@morganlewis.com

November 14, 2022

## **VIA IBFS**

Marlene H. Dortch, Secretary  
Federal Communications Commission  
45 L Street, N.E.  
Washington, DC 20554

**Re: IBFS File Nos. SES-REG-20181002-04679 & SES-REG-20181002-04705  
Call Sign Nos. E191046 & E191071**

Notification Regarding a Series of Intra-Company Transactions Including the Change in Corporate Form of CMN-RUS, Inc. and the Associated *Pro Forma* Assignment of Receive-Only Earth Station Registrations of CMN-RUS, Inc. to CMN-RUS, LLC

Dear Secretary Dortch:

On behalf of CMN-RUS, LLC (formerly known as CMN-RUS-Inc.) ("CMN" or "Registrant") and pursuant to 47 C.F.R. § 25.119(j), this letter notifies the Commission of a series of intra-company transactions (collectively, the "Transactions") completed on November 7, 2022 including (1) effective October 5, 2022, the conversion of CMN-RUS, Inc. from an Indiana corporation to a Delaware limited liability company known as CMN-RUS, LLC (the "Conversion") and (2) various other intra-company transactions completed November 7, 2022, resulted in *pro forma* changes in the ownership of Registrant. While under Delaware law CMN-RUS, LLC is considered the same entity as CMN-RUS, Inc.,<sup>1</sup> under FCC rules the Conversion resulted in the *pro forma* assignment of the receive-only earth station registrations from CMN-RUS, Inc. to CMN-RUS, LLC.

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<sup>1</sup> See 6 Del. C. § 18-214(f) (stating "[w]hen another entity has been converted to a limited liability company pursuant to this section, for all purposes of the laws of the State of Delaware, the limited liability company shall be deemed to be the same entity as the converting other entity and the conversion shall constitute a continuation of the existence of the converting other entity in the form of a domestic limited liability company.").

**Morgan, Lewis & Bockius LLP**

1111 Pennsylvania Avenue, NW  
Washington, DC 20004  
United States

**T** +1.202.739.3000  
**F** +1.202.739.3001

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Pursuant to Section 25.119(j) of the Commission's rules, approval was not required for the Transactions. Accordingly, this letter is intended to constitute a notice of the Conversion and other Transactions with respect to Registrant's receive-only earth station registrations associated with the above-referenced Call Signs.

In support of this notice, the Parties provide the following information:

**Description of Registrant**

CMN is a Delaware limited liability company and a direct, wholly-owned subsidiary of Metronet Infrastructure Issuer, LLC, Delaware limited liability company and an indirect, wholly-owned subsidiary of Metronet Holdings, LLC ("Metronet Holdings"). Metronet Holdings is a holding company that, through direct and indirect wholly owned subsidiaries (collectively, "Metronet"), including CMN, provides or is authorized to provide telecommunications services, voice over Internet protocol services ("VoIP"), broadband services, or multichannel video programming services in certain portions of Arizona, Colorado, Florida, Illinois, Indiana, Iowa, Kentucky, Louisiana, Michigan, Minnesota, Missouri, New Mexico, North Carolina, Ohio, Texas, Virginia and Wisconsin. Metronet has a principal executive office at 3701 Communications Way, Evansville, Indiana 47715.

CMN provides or is authorized to provide telecommunications services, voice over Internet protocol services ("VoIP"), broadband services, or multichannel video programming services in certain portions of Colorado, Florida, Illinois, Indiana, Iowa, Kentucky, Michigan, Minnesota, Missouri, North Carolina, Ohio, Texas, Virginia and Wisconsin. In addition to the receive-only earth station registrations (IBFS File Nos. SES-REG-20181002-04679 and SES-REG-20181002-04705, Call Sign Nos. E191046 & E191071), Registrant is also authorized by the FCC to provide domestic (interstate) and international telecommunications services.

**Designated Contacts**

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

Catherine Wang  
Brett P. Ferenchak  
Kimberly Morning  
Morgan, Lewis & Bockius LLP  
1111 Pennsylvania Ave., N.W.  
Washington, DC 20004-2541  
Tel: 202-739-3000  
catherine.wang@morganlewis.com  
brett.ferenchak@morganlewis.com  
kimberly.morning@morganlewis.com

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With copies to:

John Campbell, Executive Vice President and General Counsel  
Metronet Holdings, LLC  
8837 Bond Street  
Overland Park, KS 66214  
john.campbell@metronet.com

**Description of the Conversions and Other Transactions**

In order to better align Metronet's businesses with current and future customer focus and growth and to obtain more favorable financing arrangements, Metronet completed a series of intra-company transactions including (1) the conversion of CMN from an Indiana corporation to a Delaware limited liability company and (2) a series of other intra-company transactions that resulted in *pro forma* changes to the direct and intermediate ownership of the Licensees (the "*Pro Forma* Ownership Change"). The *Pro Forma* Ownership Change resulted in a change in the holding company structure of Registrant but no change in the ultimate parent company, which remain Holdings, or its owners. Therefore, the Transactions were *pro forma* in nature. A diagram depicting Registrant's corporate ownership structure is provided as **Exhibit A**.

\* \* \* \*

Please do not hesitate to contact us if you have any questions.  
Respectfully submitted,



Catherine Wang  
Brett P. Ferenchak  
Kimberly Morning

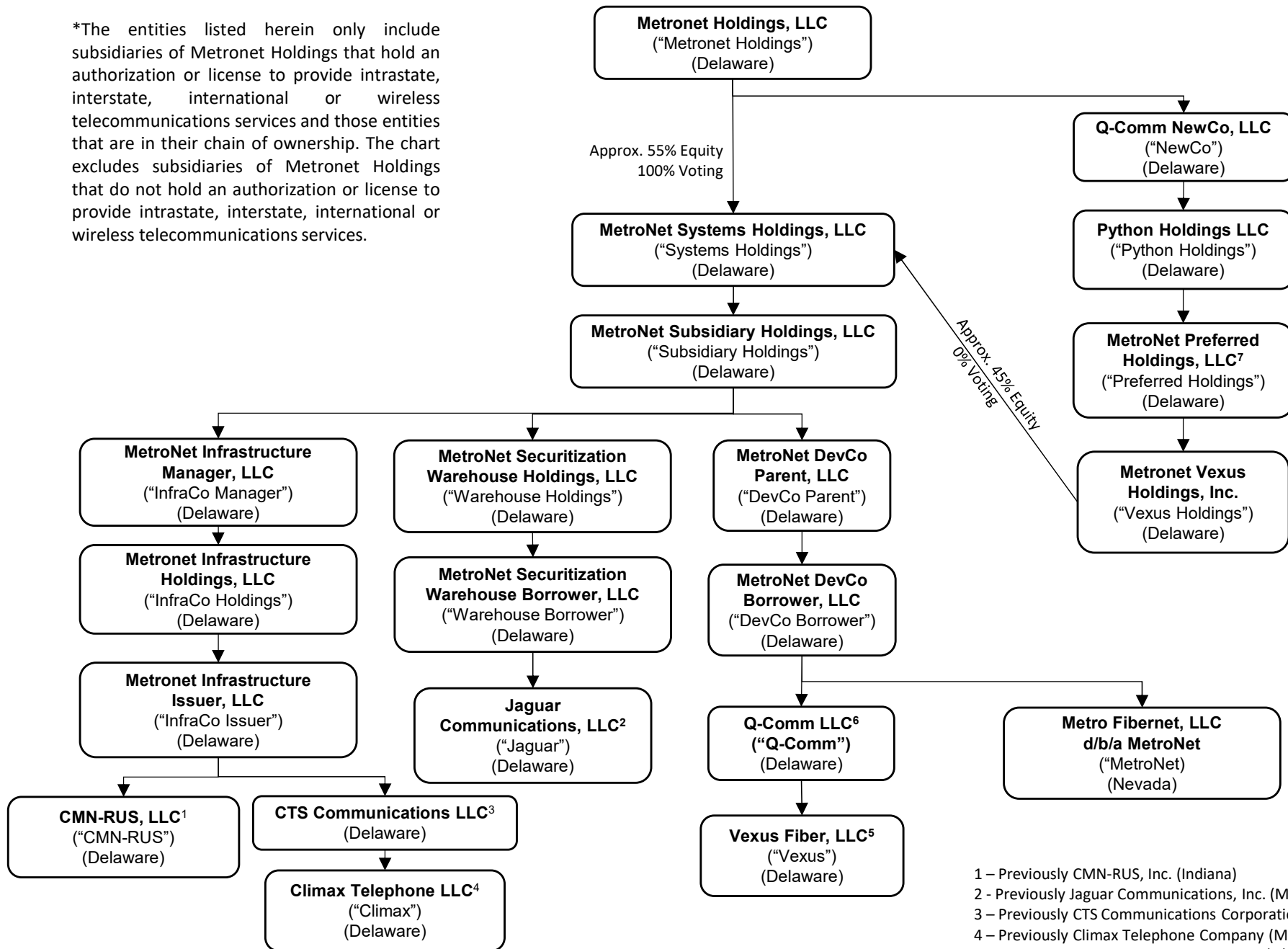
*Counsel for CMN-RUS, LLC*

**EXHIBIT A**

**Current Ownership Structure Charts**

## Current Ownership Structure\*

\*The entities listed herein only include subsidiaries of Metronet Holdings that hold an authorization or license to provide intrastate, interstate, international or wireless telecommunications services and those entities that are in their chain of ownership. The chart excludes subsidiaries of Metronet Holdings that do not hold an authorization or license to provide intrastate, interstate, international or wireless telecommunications services.



- 1 – Previously CMN-RUS, Inc. (Indiana)
- 2 - Previously Jaguar Communications, Inc. (Minnesota)
- 3 – Previously CTS Communications Corporation (Michigan)
- 4 – Previously Climax Telephone Company (Michigan)
- 5 – Previously NTS Communications, LLC d/b/a Vexus (Delaware)
- 6 – Previously Q-Comm Corporation (Nevada)
- 7 – Previously NTS Communications Holdings, LLC (Delaware)

Unless otherwise indicated, all ownership percentages are 100% voting and equity.

## Verification

## VERIFICATION

I, Rose Mulvany Henry, state that I am the Vice President of Regulatory & Legislative Affairs for CMN-RUS, LLC (the "Company"); that I am authorized to make this Verification on behalf of the Company; that the foregoing filing was prepared under my direction and supervision; and that the contents thereof with respect to 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 8th day of November, 2022.



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Rose Mulvany Henry  
Vice President of Regulatory & Legislative Affairs