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November 1, 2006

**Via Hand Delivery**

Office of the Secretary  
Federal Communications Commission  
c/o 236 Massachusetts Avenue, NE, Suite 110  
Washington, DC 20002

**Attn: International Bureau**

**Re: Notification of Name Change  
Satellite Earth Station E050004  
FRN: 0003740586**

Dear Madam or Sir:

Central Wisconsin Communications, Inc. ("CWC") hereby notifies the Federal Communications Commission ("Commission") of a simple name change and change in form of doing business and requests the Commission to update its records to reflect the new name of the licensee is Central Wisconsin Communications, LLC.

CWC, originally organized as a Wisconsin corporation, is the licensee of satellite earth station call sign E050004 that is used in connection with the operation of a very small aperture antenna (VSAT) network<sup>1</sup>. CWC hereby notifies the Commission that, effective October 17, 2006, it changed its name to Central Wisconsin Communications, LLC. As part of the name change, CWC converted from a corporation to a limited liability company. At all times, both prior to and following the conversion, CWC was and remains a wholly owned subsidiary of, and controlled by, Wood County Telephone Company ("Wood County") a Wisconsin corporation.

CWC converted to a Wisconsin limited liability company by filing a Certificate of Conversion and Plan of Conversion as provided for under Wisconsin law. A copy of the Certificate of Conversion and Plan of Conversion is attached hereto. At the time of conversion, 100% of the stock of the corporation was converted to 100% of the membership units of the limited liability company. Accordingly, Wood County, which previously held 100% of the

<sup>1</sup> CWC also holds two wireless licenses in the Lower 700 MHz band, Call Signs WPWU956 and WPWU957, for which separate notifications are being filed with the Wireless Telecommunications Bureau.

FILED/ACCEPTED

NOV - 1 2006

Federal Communications Commission  
Office of the Secretary

November 1, 2006

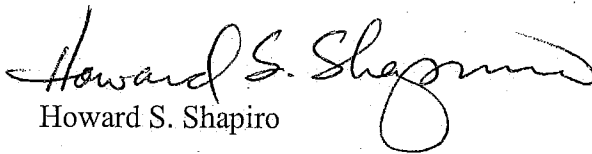
Page 2 of 2

stock, now holds 100% of the membership units. Furthermore, as indicated in the Plan of Conversion, all officers and directors of CWC prior to the conversion continued as officers and directors of the LLC following the conversion.

The conversion did not involve the liquidation of one company and the recapitalization of another, but rather allowed CWC to convert from one type of organizational structure to another as a matter of state law. Pursuant to Wisconsin law, a Wisconsin corporation may convert to a limited liability company merely by filing a plan of conversion with the State of Wisconsin Department of Financial Institutions. The conversion is automatic, and all assets previously held by the corporation continue to be held by the limited liability company "without reversion or impairment," and without any further act or deed. *Wis. Stat.* 180.1161(4)(c). Likewise, with respect to liabilities, the law provides, "The business entity continues to have all liabilities of the business entity that was converted." *Wis. Stat.* 180.1161(4)(b). Under the Internal Revenue Code, the transaction qualifies as a tax free transaction in which only the form, but not the identity, of the company has changed.

Because no change in control of CWC was contemplated or occurred as part of the conversion, and because no assignment of assets occurred, CWC has not filed an application for *pro forma* assignment or transfer of control.<sup>2</sup> However, CWC is willing to file such an application if the Commission concludes that the conversion described herein requires it.

Sincerely,

  
Howard S. Shapiro

Attachment

cc: JoAnn Lucanik  
Jeanette Spriggs

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<sup>2</sup> This is consistent with how the Commission's Wireless Telecommunications Bureau has treated similar conversions in the past. *See, e.g.*, File No. 0000831096 (granted April 2, 2002).

Sec. 179.76(3) & (5),  
180.1161(3) & (5),  
181.1161(3) & (5),  
183.1207(3) & (5),  
Wis. Stats.

INSTITUTIONS  
OF WISCONSIN

State of Wisconsin  
DEPARTMENT OF FINANCIAL INSTITUTIONS  
Division of Corporate & Consumer Services



06 OCT 16 PM 1:08

### CERTIFICATE OF CONVERSION

#### 1. Before conversion:

Company Name: Central Wisconsin Communications, Inc.
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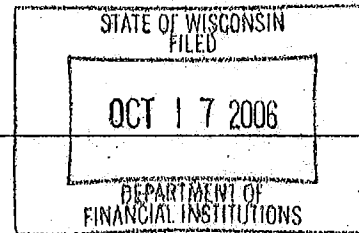
Indicate (X) Entity Type	<input type="checkbox"/> Limited Partnership (Ch. 179, Wis. Stats.)	Organized under the laws of <u>Wisconsin</u> (state or country *)
	<input checked="" type="checkbox"/> Business Corporation (Ch. 180, Wis. Stats.)	
	<input type="checkbox"/> Nonstock Corporation (Ch. 181, Wis. Stats.)	
	<input type="checkbox"/> Limited Liability Company (Ch. 183, Wis. Stats.)	

2. Does the converting entity have a fee simple ownership interest in any Wisconsin real estate?

Yes     No

If yes, the entity is required to file a report with the Wisconsin Department of Revenue under section 73.14 of the Wisconsin Statutes. (See instructions.)

\* If a foreign (out-of-state) business entity is converting to a Wisconsin business entity, attach a certificate of status or document of similar import authenticated by the Secretary of State or other appropriate official in the jurisdiction where the foreign business entity is organized, to include the name of the business entity and its **date of incorporation** or formation.



#### 3. After conversion:

Company Name: Central Wisconsin Communications, LLC
--

Indicate (X) Entity Type	<input type="checkbox"/> Limited Partnership (Ch. 179, Wis. Stats.)	Organized under the laws of <u>Wisconsin</u> (state or country)
	<input type="checkbox"/> Business Corporation (Ch. 180, Wis. Stats.)	
	<input type="checkbox"/> Nonstock Corporation (Ch. 181, Wis. Stats.)	
	<input checked="" type="checkbox"/> Limited Liability Company (Ch. 183, Wis. Stats.)	

**FILING FEE - \$150.00** Use of this form is mandatory.

DFI/CORP/1000(R06/06)

4. A Plan of Conversion containing all the following parts is **attached** as Exhibit A. (NOTE: A template for Plan of Conversion is included in this form. Use of the template is **optional**.)

- A. The name, form of business entity, and identity of the jurisdiction governing the business entity that is to be converted.
- B. The name, form of business entity, and identity of the jurisdiction that will govern the business entity after conversion.
- C. The terms and conditions of the conversion.
- D. The manner and basis of converting the shares or other ownership interests of the business entity that is being converted into shares or other ownership interests of the new form of business entity.
- E. The effective date and time of conversion, if the conversion is to be effective other than at the time of filing the certificate of conversion as provided under sec. 179.11(2), 180.0123, 181.0123 or 183.0111, whichever governs the business entity prior to conversion.
- F. A copy of the articles of incorporation, articles of organization, certificate of limited partnership, or other similar governing document of the business entity after conversion as Exhibit B. (NOTE: Templates for certificate of limited partnership, articles of incorporation, and articles of organization are included in this form. Use of the templates is **optional**.)
- G. Other provisions relating to the conversion, as determined by the business entity.

5. The Plan of Conversion was approved in accordance with the applicable law of the jurisdiction that governs the organization of the business entity.

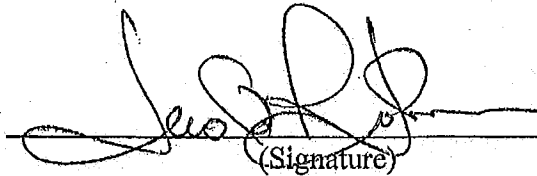
6. Registered Agent (Agent for Service of Process) and Registered Office (Agent's business office) of the business entity **PRIOR TO CONVERSION**:

Registered Agent (Agent for Service of Process): Jerold Johnson	Registered Office: 440 East Grand Avenue P.O. Box 8045 Wisconsin Rapids, WI 54495
Additional Entry for a <b>Limited Partnership</b> only →	Record Office:

7. Registered Agent (Agent for Service of Process) and Registered Office (Agent's business office) of the business entity **AFTER CONVERSION**:

Registered Agent (Agent for Service of Process): Jerold Johnson	Registered Office in WI (Street & Number, City, State (WI) and ZIP code): 440 East Grand Avenue P.O. Box 8045 Wisconsin Rapids, WI 54495
Additional Entry for a <b>Limited Partnership</b> only →	Record Office:

8. Executed on 10/11/06 (date) by the business entity PRIOR TO ITS CONVERSION.

  
(Signature)

Mark (X) below the title of the person executing the document.

For a **limited partnership**

Title:  General Partner

For a **limited liability company**

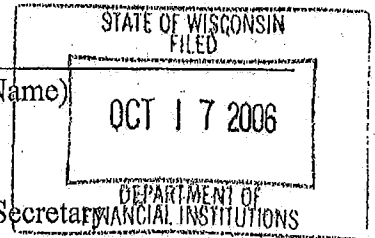
Title:  Member OR  Manager

Jerold Johnson

(Printed Name)

For a **corporation**

Title:  President OR  Secretary  
or other officer title



**INSTRUCTIONS** (Ref. Sec. 179.76(3) & (5), 180.1161(3) & (5), 181.1161(3) & (5) and 183.1207(3) & (5), Wis. Stats. for document content)

Submit one original and one exact copy along with the required filing fee of \$150.00 to the address listed below. Make checks payable to the "Department of Financial Institutions". Filing fee is non-refundable. Sign the document manually or otherwise allowed under sec. 179.14 (1g)(c), 180.0103 (16), 181.0103 (23) or 183.0107 (1g)(c), Wis. Stats.

**Mailing Address:**

Department of Financial Institutions  
Division of Corporate & Consumer Services  
P O Box 7846  
Madison WI 53707-7846

**Physical Address for Express Mail:**

Department of Financial Institutions  
Division of Corporate & Consumer Services  
345 W. Washington Ave -- 3<sup>rd</sup> Fl.  
Madison WI 53703

Phone: 608-261-7577  
FAX: 608-267-6813  
TTY: 608-266-8818

**NOTICE:** This form may be used to accomplish a filing required or permitted by statute to be made with the department. Information requested may be used for secondary purposes. This document can be made available in alternate formats upon request to qualifying individuals with disabilities.

1. Enter the company name, type of business entity, and state of organization of business entity prior to conversion. Definitions of foreign entity types are set forth in ss. 179.01(4), 180.0103(9), 181.0103(13) and 183.0102(8), Wis. Stats.

If a foreign (out-of-state) business entity is converting to a Wisconsin business entity, attach a certificate of status or document of similar import authenticated by the Secretary of State or other appropriate official in the jurisdiction where the foreign business entity is organized, to include the name of the business entity and its date of incorporation or formation.

2. Select yes or no to indicate whether the converting entity has a fee simple ownership interest in any Wisconsin real estate. See sec. 73.14 and 77.25, Wis. Stats., or contact the Wisconsin Department of Revenue at (608)266-1594 for questions regarding fee simple ownership interest and the filing requirements with that department.

3. Enter the company name, type of business entity, and state of organization of business entity after conversion.

Fee simple ownership interest  Yes  No (for DFI use only)  
CERTIFICATE OF CONVERSION

┌  
William C. Williams  
Bell, Glerhart & Moore, S.C.  
P.O. Box 1807  
Madison, WI 53701-1807  
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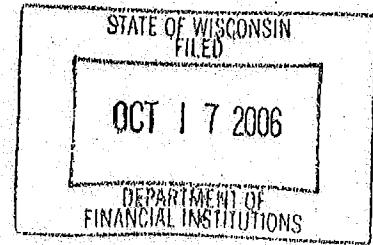
┌  
▲ Enter your return address within the bracket above.  
└

Phone number during the day: (608 ) 257 - 3764

**INSTRUCTIONS** (Cont'd)

4. Attach the Plan of Conversion as Exhibit A. If the Plan of Conversion declares a specific effective time or delayed effective time and date, such date may not be prior to the date the document is delivered to the department for filing, nor more than 90 days after delivery. The drafter may use the template Plan of Conversion provided in this form or may prepare the Plan by other means. Use of the template is **optional**.
5. This article states that the Plan of Conversion was approved in accordance with the applicable law of the jurisdiction that governs the organization of the business entity prior to conversion.
6. Provide the name of the business entity's registered agent and the address of its registered office **prior** to conversion. If the business entity is a domestic limited partnership, also provide the address of its record office.
7. Provide the name of the business entity's registered agent and the address of its registered office **after** conversion. If the business entity after conversion will be a domestic limited partnership, also provide the address of its record office. NOTE: The address of the registered office must describe its physical location, i.e., street name and number, city (in Wisconsin) and ZIP code. P O Box addresses may be included as part of the address (if located in the same community), but are not sufficient alone. Compare the information supplied in Article 6 to see that it agrees with the information set forth in the articles of incorporation or similar governing document attached as Exhibit B.
8. Enter the date of execution and the name and title of the person signing the document. The person executing the document will do so in their capacity as an officer, member, etc., of the business entity prior to its conversion. For example, an officer of the corporation would sign a Certificate of Conversion converting a corporation to a limited liability company.

EXHIBIT A



**PLAN OF CONVERSION**

1. Before conversion:

Company name: Central Wisconsin Communications, Inc.  
Entity type: Business Corporation (Ch. 180. Wis. Stats.)  
Organized under the laws of Wisconsin.

2. After conversion:

Company name: Central Wisconsin Communications, LLC  
Entity type: Limited Liability Company (Ch. 183, Wis. Stats.)  
Organized under the laws of Wisconsin.

3. Terms and conditions of conversion:

At the effective time of the conversion, set out in item 6 below (the "effective time"), Central Wisconsin Communications, Inc. (the "Corporation") will be converted into Central Wisconsin Communications, LLC (the "LLC") in accordance with and with the effects provided in the Wisconsin Business Corporation Law.

At the effective time, the Articles of Organization of the LLC as set out in Exhibit B shall replace the articles of incorporation of the Corporation as the articles of organization of the entity, and an operating agreement of the LLC approved by the Corporation's Board of Directors shall replace the bylaws of the Corporation as the instrument describing the rules for the day-to-day operations of the entity.

The directors and officers of the Corporation at the effective time shall, from and after the effective time, continue as the directors and officers, respectively, of the LLC until their successors have been duly elected or appointed and qualified or until their earlier death, resignation or removal.

4. The manner and basis of converting the shares or other ownership interests of the business entity that is to be converted into shares or other ownership interests of the new form of business entity:

At the effective time, the shares of the Corporation's common stock issued and outstanding immediately prior to the effective time shall be converted into 100% of the Membership Interests in the LLC. Certificates representing shares of the Corporation shall be surrendered and cancelled, Ownership of the Membership Interests outstanding immediately after the effective time shall be reflected in the records of the LLC. Immediately after the effective time, 100% of the Membership Interests will be held by Wood County Telephone Company, a Wisconsin corporation.

5. Other provisions relating to the conversion, as determined by the business entity:

The conversion described herein may be cancelled at any time prior to the effective time by resolution of the Board of Directors of the Corporation.

6. Effective Date and Time of Conversion:

The effective date and time of conversion shall be October 17, 2006, at 12:01 a.m.

7. The articles of organization of the business entity after conversion are attached as Exhibit B.



EXHIBIT B

**ARTICLES OF ORGANIZATION - LIMITED LIABILITY COMPANY**

forming a Wisconsin limited liability company under Ch. 183 of the Wisconsin Statutes:

Article 1. **Name of the limited liability company:** Central Wisconsin Communications, LLC.

Article 2. **The limited liability company is organized under Ch. 183 of the Wisconsin Statutes.**

Article 4. **Name of the registered agent:** Jerold R. Johnson

Article 5. **Street address of the registered office:** 440 East Grand Avenue  
P.O. Box 8045  
Wisconsin Rapids, WI 54495

Article 6. **Management of the limited liability company shall be vested in:**  
a manager or managers.

