

January 17, 2023

VIA UNITED STATES POSTAL SERVICE AND COURIER

Lewis County Public Works Department
Real Estate Services, Property Management
2025 NE Kresky Ave.
Chehalis, Washington 98532

Re: Request for Consent of Transfer of Control – Franchise of Mashell Telecom, Inc.

Dear Sir/Madam:

This letter is to notify and request consent of the County of a transfer of control of the nonexclusive telecommunications franchise granted in Resolution No. 21-139 to Mashell Telecom, Inc. (“Franchisee”), a subsidiary of Mashell, Inc. (“Transferor”), to Alphaboost Purchaser, LLC (“Transferee”). Franchisee, Transferor and Transferee are collectively referred to as Applicants.

Transferor is a Washington corporation and the sole shareholder of Franchisee. Franchisee is a Washington corporation that provides phone, cable, and internet services to customers in the State of Washington.

Transferee is a newly formed Delaware limited liability company created for the purpose of completing the transaction. Transferee will be owned directly or indirectly by funds managed by Palisade Americas Management, LLC and Palisade Investment Partners Limited.

Under Lewis County Code (“LCC”) Chapter 12.40, the County has the authority to consent to a transfer of control with “control” defined in Section 12.40.090 as 20% or more. In accordance with LCC Section 12.40.080(5), the County has one hundred twenty (120) days to review and take action on this request. The parties to the transfer of control request expedited consideration of this matter so that parties can close their transaction. By countersigning this letter in the space provided below, the County hereby agrees that it consents to and approves of the transfer of control transaction.

Pursuant to the terms of the Agreement and Plan of Merger by and among Transferee, Alphaboost Merger Sub, LLC (“Merger Sub”),¹ Transferor, and Brian Haynes (as Shareholder Representative), Merger Sub will merge with and into Transferor with Transferor continuing as the surviving entity. As a result of the transaction, Transferor will be a direct, wholly-owned subsidiary of Transferee, and Franchisee will be an indirect, wholly-owned subsidiary of Transferee. Although the transaction will result in changes in the equity ownership of Franchisee, the day-to-day operations or customer-facing activities of Franchisee are not expected to change. Further, under new ownership, Franchisee will have additional resources available to allow it to enhance its operations. Such additional resources include new leadership that brings with it a wealth of experience in cable TV and telecommunications.

If you have any questions concerning this matter or the information that is provided, please contact the undersigned. A copy of this letter and the application is being provided to your attorney as a matter of courtesy in the hopes that this helps expedite the process.

¹ Merger Sub is a Washington limited liability company and wholly-owned subsidiary of Transferee created solely for purposes of the transaction.

Thank you for your consideration of this request.

Sincerely,

/s/ Richard A. Finnigan

Richard A. Finnigan
Law Office of Richard A. Finnigan
2112 Black Lake Blvd. SW
Olympia, WA 98512
Tel: (360) 956-7001
rickfinn@localaccess.com

Counsel for Franchisee and Transferor

/s/ Danielle Burt

Danielle Burt
Tanya Tiwari
Niki Wasserman
MORGAN, LEWIS & BOCKIUS LLP
1111 Pennsylvania Ave. N.W.
Washington, DC 20004-2541
202-739-3000 (tel)
202-739-3001 (fax)
danielle.burt@morganlewis.com
tanya.tiwari@morganlewis.com
niki.wasserman@morganlewis.com

Counsel for Transferee

Cc: County Attorney
Client (via e-mail)

Enc. **Attachment A – Application for Registration: Franchise or License**

Agreed and Accepted as of _____, 2023:

LEWIS COUNTY

By: _____
Name: _____
Title: _____