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July 6, 2018

Via Electronic Filing
Ms. Patty Van Gerpen
Executive Director
South Dakota Public Utilities Commission
500 E. Capitol Avenue
Pierre, SD 57501

Re: Notification of the Proposed Transfer of Controlling Interest in Great Plains Communications, Inc. from GPC, Inc. to Great Plains Communications Holdings, LLC

Dear Ms. Van Gerpen:

Pursuant to SDCL § 49-31-20, GPC, Inc. ("GPC") and Great Plains Communications Holdings, LLC ('GPC Holdings") hereby notify the South Dakota Public Utilities Commission ("Commission") of their intention to complete a transaction whereby GPC will transfer its controlling interest in Great Plains Communications, Inc. ("Great Plains") to GPC Holdings. The parties anticipate a closing of the transaction in the third quarter of 2018.

Description of the Parties

A. Great Plains

Great Plains is a corporation duly organized and existing under and by virtue of the laws of the State of Nebraska, with its principal place of business located at 1600 Great Plains Centre, Blair, Nebraska 68008. Great Plains conducts and operates a telecommunications business in Nebraska and serves customers in approximately sixty-three (63) exchanges located primarily in Nebraska. Great Plains provides telecommunications services to one hundred eighteen (118) customers in South Dakota in the exchanges of North Cody (822), North Crookston (429), North Kilgore (969), and North Gordon (288) (Exhibit 1). Great Plains is a foreign local exchange carrier in South Dakota, having received a Certificate of Authority from the South Dakota Commission in Docket TC96-086 following GPC's purchase of US West exchanges that included customers in South Dakota (Exhibit 2).

B. GPC

GPC is a holding company that is the sole shareholder of Great Plains. Its principal place of business is located at 1600 Great Plains Centre, Blair, Nebraska 68008 (telephone number 402-426-9511).

C. GPC Holdings and its Manager, Grain Management, LLC

GPC Holdings is a newly formed limited liability company organized under the laws of Delaware. Its principal place of business is located at 1900 K Street NW, Suite 1130, Washington, DC 20006. GPC Holdings is managed by Grain Management, LLC ("Grain Management"). Grain Management, founded in 2007, invests in and manages communications infrastructure projects in North America. Grain Management's private equity funds focus on investing in communications infrastructure including fiber, towers, spectrum, small cells and satellites. Collectively, Grain Management's investment team has over 100 years of experience as industry operator and private equity professionals. Its Founder and CEO, David Grain, has over 25 years of experience in industry and 15 years in private equity.

Description of the Transaction

On June 18, 2018, GPC and GPC Holdings entered into a Purchase Agreement pursuant to which GPC agreed to sell to GPC Holdings, and GPC Holdings agreed to purchase from GPC all of the issued and outstanding shares of capital stock of Great Plains. GPC and GPC Holdings expect to close the transaction in the third quarter of 2018.

After consummation of this transaction, Great Plains will continue to exist and operate under the same name, providing services to customers pursuant to existing rates, terms and conditions of service. The transaction will be transparent to the customers of Great Plains and the customers will not incur any loss or diminution of services. GPC and GPC Holdings intend that Great Plains' existing management team and technical personnel will remain in place ensuring that current managerial, technical and operational standards will be maintained. The only change resulting from the transaction will be that Great Plains will be owned by GPC Holdings.

Public Interest Considerations

Following closing, Great Plains will enjoy access to the financial resources of GPC Holdings and its ultimate owners, in particular Grain Management. GPC Holdings is a fit and proper entity to acquire the controlling stock ownership interest in Great Plains. Change in the controlling interest in Great Plains is in the best interests of all of Great Plains' customers (including South Dakota customers) for the reason that the ownership of the controlling interest by GPC Holdings will cause Great Plains to become affiliated with entities with additional expertise in the telecommunications sector, will provide financial resources to maintain and advance its state-of-the-art infrastructure to bring even more innovative service offerings to Great Plains' customers and is generally in the public interest.

If there are any questions concerning this matter, please feel free to contact me.

Sincerely yours,

RITER, ROGERS, WATTIER &
NORTHRUP, LLP

BY: Darla Pollman Rogers

Darla Pollman Rogers

DPR-wb

EXHIBIT 1

Great Plains List of All Exchanges Served

NPA	NXX	Exchange
308	795	Archer
308	848	Arnold
402	648	Bancroft
402	528	Beemer
308	357	Belgrade
402	373	Bloomfield
402	236	Byron
308	836	Callaway
308	358	Cedar Rapids
402	288	Center
308	986	Chapman
402	324	Chester
402	823	Cody
308	968	Cotesfield
402	358	Creighton
402	388	Crofton
402	425	Crookston
308	278	Culbertson
402	365	Deshler
402	693	Dodge
402	843	Elgin
402	626	Ewing
308	282	Gordon
308	352	Grant
308	638	Hay Springs
308	286	Hayes Center
402	456	Herman
308	567	Huntley/Ragan
308	882	Imperial
308	364	Indianola
402	966	Kilgore
308	684	Merriman
308	232	Mirage Flate
402	857	Niobrara
402	652	North Bend
402	776	Oakdale
308	858	Oconto
402	338	Page
308	285	Palisade
402	386	Petersburg
402	755	Ponca
308	396	Primrose
402	746	Red Cloud
308	327	Rushville
402	678	Saint Edward
402	664	Scribner
402	568	Snyder
308	497	Spalding
308	636	Stapleton
308	276	Stratton
308	386	Sutherland
308	3334	Trenton
308	582	Tryon
308	447	Venango
402	668	Verdigre
402	655	Walnut
402	586	Wausa
308	478	Wilcox
402	847	Winnetoon
402	529	Wismer
308	246	Wolbach
402	967	Wood Lake
402	357	Wynot

South Dakota/Nebraska Cross Boundary Exchanges

North Cody Exchange; North Crookston Exchange;
North Kilgore Exchange; North Gordon Exchange

EXHIBIT 2

Kristie Fiegen, Chairperson
Gary Hanson, Vice Chairperson
Chris Nelson, Commissioner

South Dakota
PUBLIC UTILITIES COMMISSION
500 East Capitol Avenue
Pierre, South Dakota 57501-5070
www.puc.sd.gov

Capitol Office
(605) 773-3201

Grain Warehouse
(605) 773-5280

Consumer Hotline
1-800-332-1782

Email
puc@state.sd.us

June 27, 2018

Great Plains Communications
PO Box 500
Blair, NE 68008

To whom it may concern,

Great Plains Communications (Great Plains) holds a Certificate of Authority (COA) from the South Dakota Public Utilities Commission. This COA authorizes Great Plains to provide telecommunications services as an incumbent local exchange carrier for study area 371577. Great Plains received its South Dakota authority in docket TC96-086.

Sincerely,

Kristie Fiegen
Chairperson

Gary Hanson
Vice Chairperson

Chris Nelson
Commissioner