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January 26, 2023

VIA E-FILING

Patricia Van Gerpen, Executive Director
South Dakota Public Utilities Commission
Capitol Building, First Floor
500 East Capital Avenue
Pierre, South Dakota 57501-5070

Re: Notification Regarding the Proposed Transfer of Control of FiberComm, L.C. to ImOn Communications, LLC

Dear Director Van Gerpen:

ImOn Communications, LLC ("ImOn" or "Transferee") and FiberComm, L.C. ("FiberComm" or "Licensee," and together with Transferee, the "Parties"), notify the Commission of a proposed transfer of control of Licensee to Transferee. As detailed herein, Transferee will purchase all the membership interests in Licensee, with Licensee becoming a direct, wholly owned subsidiary of Transferee (the "Transaction"). Pursuant to SDCL § 49-31-20, prior Commission action is not required for the Transaction. Accordingly, the Parties submit this letter for informational purposes.

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



Description of the Parties

A. ImOn Communications, LLC ("Transferee")

ImOn is a limited liability company organized under the laws of the State of Iowa. ImOn's principal office is located at 101 3rd Avenue SW, Suite 400, Cedar Rapids, Iowa 52401. ImOn provides competitive local exchange and interexchange telecommunications services, high-speed Internet, interconnected Voice over Internet Protocol ("VoIP"), and

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cable services in Eastern Iowa to residents and businesses. ImOn was founded in 2007 to deliver services to residents of Cedar Rapids and has since expanded to both residents and businesses in Cedar Rapids, Marion, Hiawatha, Iowa City, Coralville, and Dubuque, Iowa.

B. FiberComm, L.C. (“Licensee”)

FiberComm is a limited company organized under the laws of the State of Iowa. FiberComm’s principal office is located at 1605 9th St., Sioux City, Iowa 51101. FiberComm holds blanket domestic section 214 authorization and international section 214 authorization to provide global resold services to all international points. FiberComm is also authorized to provide competitive local exchange and VoIP services in Iowa, Nebraska, and South Dakota. In South Dakota, FiberComm is authorized to provide competitive local exchange telecommunications services pursuant to a Certificate granted in Docket TC98-147 on March 30, 1999.

Designated Contacts

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

<p>For Transferee:</p> <p>Catherine Wang Danielle Burt Taylor Lamb MORGAN, LEWIS & BOCKIUS LLP 1111 Pennsylvania Avenue, N.W. Washington, DC 20004-2541 202-739-3000 (tel) 202-739-3001 (fax) catherine.wang@morganlewis.com danielle.burt@morganlewis.com taylor.lamb@morganlewis.com</p>	<p>For Licensee:</p> <p>John Pietila Dentons Davis Brown PC The Highland Building 4201 Westown Pkwy, Ste. 300 West Des Moines, IA 50266 515-246-7871 (tel) John.pietila@dentons.com</p>
<p>With copies for Transferee to:</p> <p>Patrice M. Carroll ImOn Communications, LLC 101 3rd Avenue SW, Suite 400 Cedar Rapids, IA 52404 319-261-4601 (tel) patrice.carroll@imon.net</p>	<p>With copies for Licensee to:</p> <p>Gregory “Al” Aymar FiberComm L.C. 1605 9th Street Sioux City, IA 51101 712-224-2020 (tel) aaymar@fibercomm.net</p>

Description of the Transfer of Control

Pursuant to a Membership Interest Purchase Agreement (the "Agreement"), dated as of January 11, 2023, by and among Licensee; C-M-L Telephone Cooperative Association of Meriden, Iowa, Alliance Communications Cooperative, Inc., MTC Holdings, Inc., Peoples Telephone Company, and South Dakota Network, LLC (the "Sellers"); and Transferee; at closing, Sellers will transfer to Transferee all of the issued and outstanding membership interests of Licensee, which represents 100% of the equity interests of Licensee. As a result, Licensee will become a direct, wholly owned subsidiary of Transferee. Diagrams depicting the pre- and post-Transaction corporate ownership structure of Licensee are provided as Exhibit A.

Public Interest Considerations

The proposed Transaction will serve the public interest. The Transaction will provide the Licensee and its affiliates with access to the financial, managerial, and operational expertise and resources of Transferee and Transferee's parent, Hawkeye Topco Holdings, LLC ("Parent"). Parent is ultimately owned by investment funds controlled by Goldman Sachs Group, Inc. ("Goldman Sachs"), a leading global financial institution that has invested and committed capital of approximately \$15 billion in infrastructure assets since the inception of its asset management infrastructure business in 2006, partnering with experienced operators and management teams across multiple sectors. The Licensee will benefit from this financial and operational experience while continuing to offer high-quality services to customers.

At the same time, the Transaction will have no adverse impact on the customers or operations of Licensee. Upon consummation of the Transaction, Licensee will continue to provide its services at the same rates, terms, and conditions, as governed by existing contracts, as applicable. The Transaction is therefore intended to be transparent to customers and should not cause customer confusion or disruption. The Transaction will not trigger any federal or state anti-slamming or bulk customer transfer rules because the certificated, customer-facing service provider will be unchanged.

Moreover, Transferee's acquisition of Licensee will not diminish competition. Transferee does not operate in South Dakota. Therefore, the Transaction will not eliminate any telecommunications service provider in any geographic area. Finally, there are multiple other competitors in each of the areas served by the Licensee.

* * * *

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We would appreciate acknowledgement of receipt and acceptance of this filing, which is being submitted electronically. Please do not hesitate to contact us if you have any questions regarding this submission.

/s/ Danielle Burt

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Counsel for Transferee

Respectfully submitted,

/s/ John Pietila

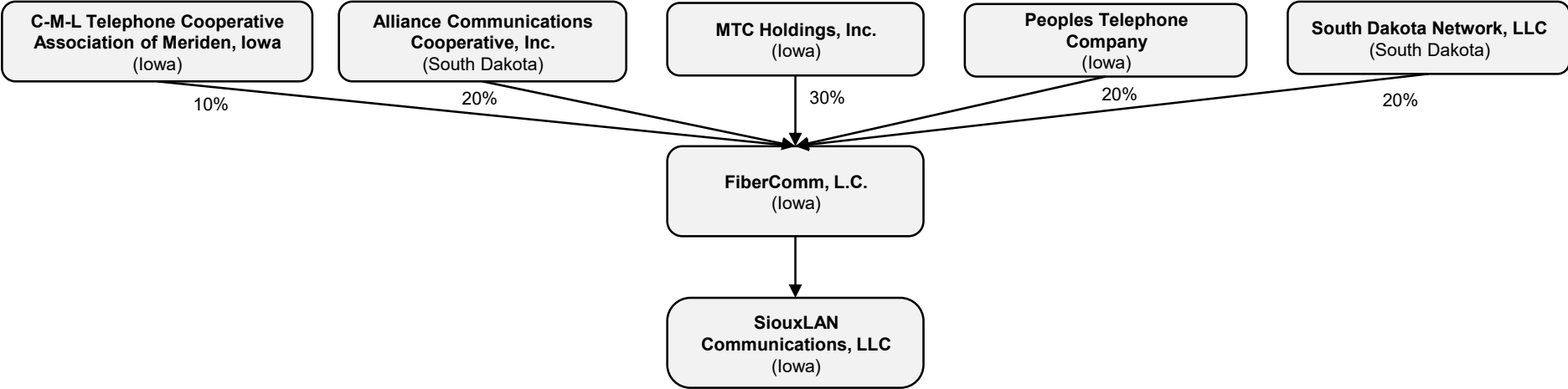
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Counsel for Licensee

EXHIBIT A

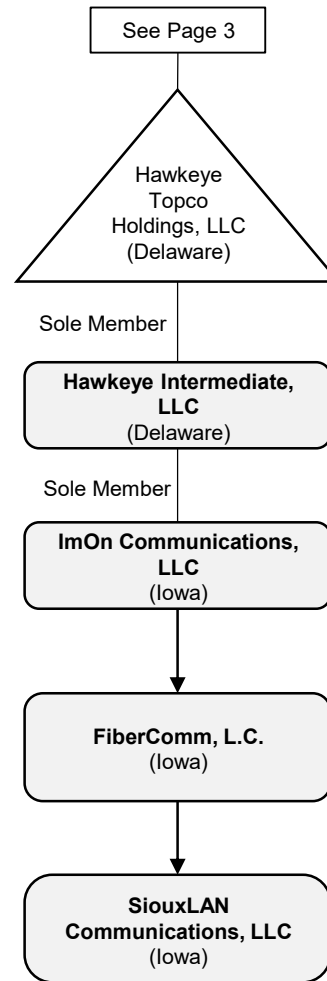
Pre- and Post-Transaction Ownership Structure Charts

Pre-Transaction Ownership Structure of FiberComm, L.C.



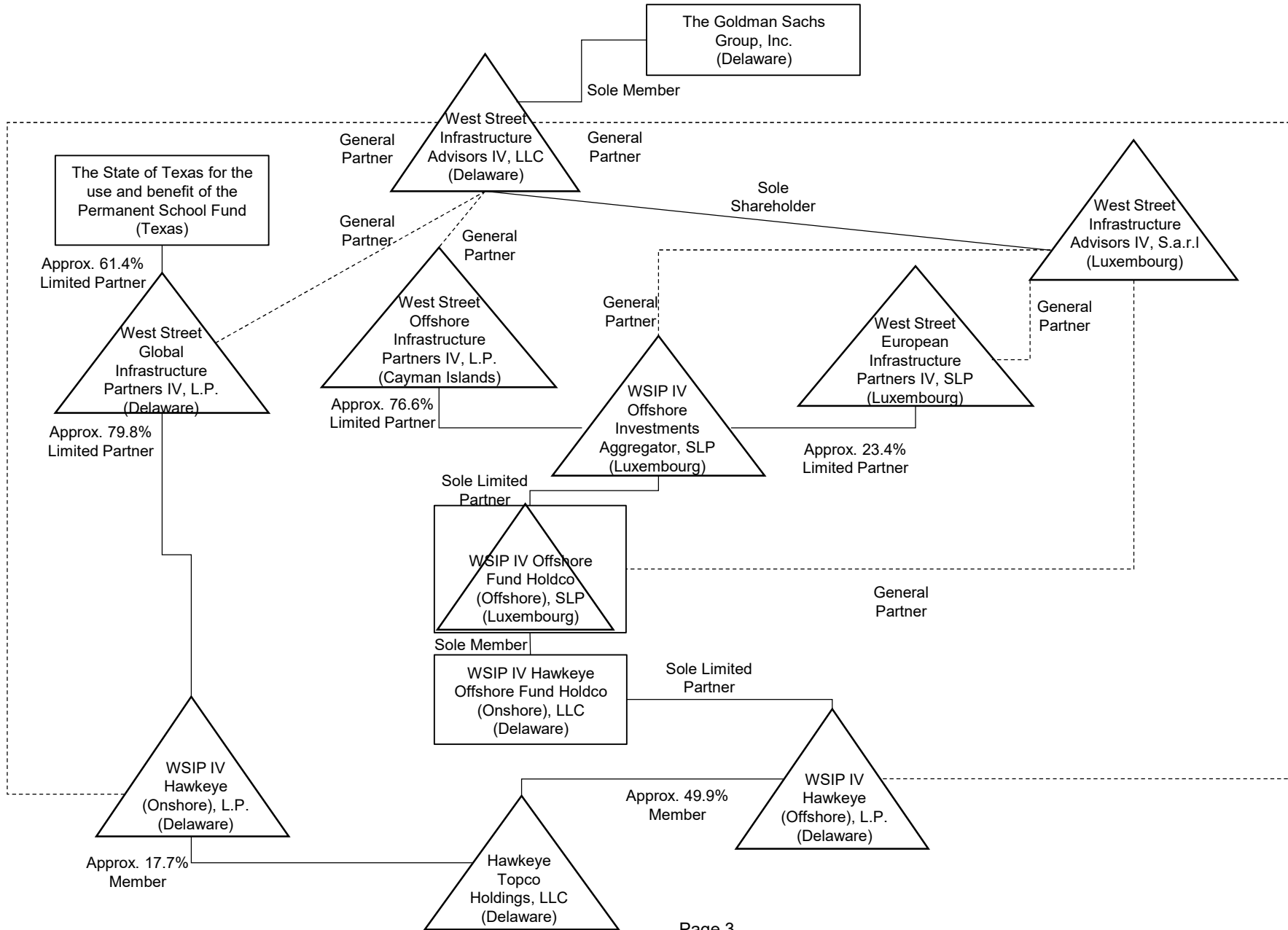
Unless otherwise indicated, all percentages are 100%.

Post-Transaction Ownership Structure of FiberComm, L.C.



Unless otherwise indicated, all percentages are 100%.

Post-Transaction Ownership Structure of FiberComm, L.C. (Cont'd)



VERIFICATION

I, Gregory "Al" Aymar, state that I am the CEO of FiberComm, L.C. (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 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 26th day of January, 2023.

By:  _____

Name: Gregory "Al" Aymar

Title: CEO

For and on behalf of FiberComm, L.C.

VERIFICATION

I, Patrice M. Carroll, state that I am President and CEO of ImOn Communications, 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 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 26th day of January, 2023.

By: Patrice M. Carroll

Name: Patrice M. Carroll

Title: President and CEO

For and on behalf of ImOn Communications, LLC