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By Electronic Filing

July 15, 2026

Leah Mohr
Executive Director
Public Utilities Commission
Capitol Building, 1st Floor
500 East Capitol Avenue
Pierre, SD 57501

Re: Notice of Pro Forma Change of Control of Great Plains Communications, LLC

Executive Director Mohr:

Great Plains Communications Holdings, LLC (“Great Plains Holdings”) and its wholly owned subsidiary, Great Plains Communications, LLC (“GPC,” and together with Great Plains Holdings, the “Parties”) hereby notify the South Dakota Public Utilities Commission (the “Commission”) of a *pro forma* holding company-level restructuring (the “Proposed Restructuring”) involving Great Plains Holdings. In addition, the Parties notify the Commission that GPC intends to conduct business in South Dakota under the trade name “Rightfiber.”

In furtherance of this Notice, the Parties provide the following information:

I. Description of the Parties

A. Great Plains Communications Holdings, LLC

Great Plains Holdings is a limited liability company organized under the laws of Delaware. Great Plains Holdings is a holding company owned and controlled by Grain Communications Opportunity Fund II, L.P. (“GCOF II”), an investment fund managed by Grain Management, LLC (“Grain Management”). Grain Management invests in and manages communications businesses in North America and South America. Grain Management’s private equity funds focus on investing in communications infrastructure and services, including fiber, towers, spectrum, small cells, satellites, and other telecommunications services. Collectively, Grain Management’s investment team has over 100 years of experience as industry operators and private equity professionals.

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Great Plains Holdings and the funds managed by Grain Management ultimately are controlled by David Grain, a U.S. citizen. Mr. Grain has over 25 years of experience in the industry and 15 years in private equity. Among other positions that he held prior to founding Grain Management, Mr. Grain served from 2002 to 2006 as President of Global Signal, Inc., the largest communication tower owner/operator at the time. Mr. Grain also has served as Senior Vice President of AT&T Broadband's New England Region.

B. Great Plains Communications, LLC

GPC, a wholly owned subsidiary of Great Plains Holdings, is the leading digital infrastructure provider in the Midwest. With over a century of experience, GPC and its subsidiaries deliver fiber-driven services including high-speed internet, Ethernet, GPC Cloud Connect, SD-WAN, video and voice solutions to business and residential customers in over 200 communities in Colorado, Indiana, Iowa, Kentucky, and Nebraska while also meeting the unique needs of regional and national telecommunications carriers, local exchange carriers, internet service providers, wireless carriers, hyperscalers and other service providers. GPC delivers these services using its extensive, MEF-certified 20,000+ mile fiber network, monitored by the company's 24/7/365 Network Operations Center.

In South Dakota, GPC operates as an incumbent local exchange carrier authorized by the Commission to provide local exchange telecommunications service. GPC primarily operates in Nebraska but also serves certain areas in South Dakota.¹

II. Description of the Transaction

Pursuant to the Proposed Restructuring, three new holding companies – Rightfiber Holdings, LLC; Heartland Intermediate Holdings, LLC; and GCOF II Heartland Holdings, LLC – will be inserted into the vertical ownership structure above Great Plains Holdings and below GCOF II. This will add three new intermediate entities into the corporate ownership structure of Great Plains Holdings and GPC, but ownership and control of each entity – and ultimate ownership and control of the Licensee – will remain with GCOF II (and thus David Grain).

Exhibit A and Exhibit B include pre- and post-Restructuring organizational charts detailing the existing and proposed ownership structure of the Licensee.

¹ See, e.g., *In re Great Plains Communications, Inc.*, Order, Docket No. TC97-188 (S.D. PUC Dec. 17, 1997).

III. Change in Trade Name

The Parties also hereby notify the Commission that GPC intends to conduct business in South Dakota under the trade name “Rightfiber.” This change is a trade name and branding change only and will not affect GPC’s customers, rates, services, operating authority, or regulatory obligations.

The Parties respectfully request that the Commission update its records, to the extent necessary, to reflect the following d/b/a change for GPC: Great Plains Communications, LLC d/b/a Rightfiber. For reference, GPC’s registration of the Rightfiber trade name with the South Dakota Secretary of State is attached as Exhibit C.

IV. Public Interest Considerations

The Proposed Restructuring will serve the public interest by preserving GPC’s existing operations, services, and customer relationships while implementing a purely holding company-level change in the Parties’ corporate structure. The Proposed Restructuring will not change GPC’s ultimate ownership or control, and GPC will continue to hold its existing Commission authority to provide the same services to South Dakota customers. GPC will not transfer its Commission authority as a part of the Proposed Restructuring.

The Proposed Restructuring will not result in any discontinuance, reduction, loss, or impairment of service, or any immediate change to the rates, terms, or conditions under which GPC provides service in South Dakota. Because the restructuring merely inserts new holding companies within the existing vertical ownership chain, and because ultimate control will remain with entities controlled by David Grain, it will not eliminate any competitor or combine competing operating providers. There accordingly are no public interest harms to consider.

Finally, the Proposed Restructuring will allow the Parties to maintain an efficient ownership structure while preserving the managerial, technical, and operational capabilities that support the services GPC provides to South Dakota customers. GPC will continue to benefit from Grain Management’s communications-sector experience and resources, including the experience of its investment team in communications infrastructure and services.

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Should you have any questions, please contact the undersigned.

Respectfully submitted,

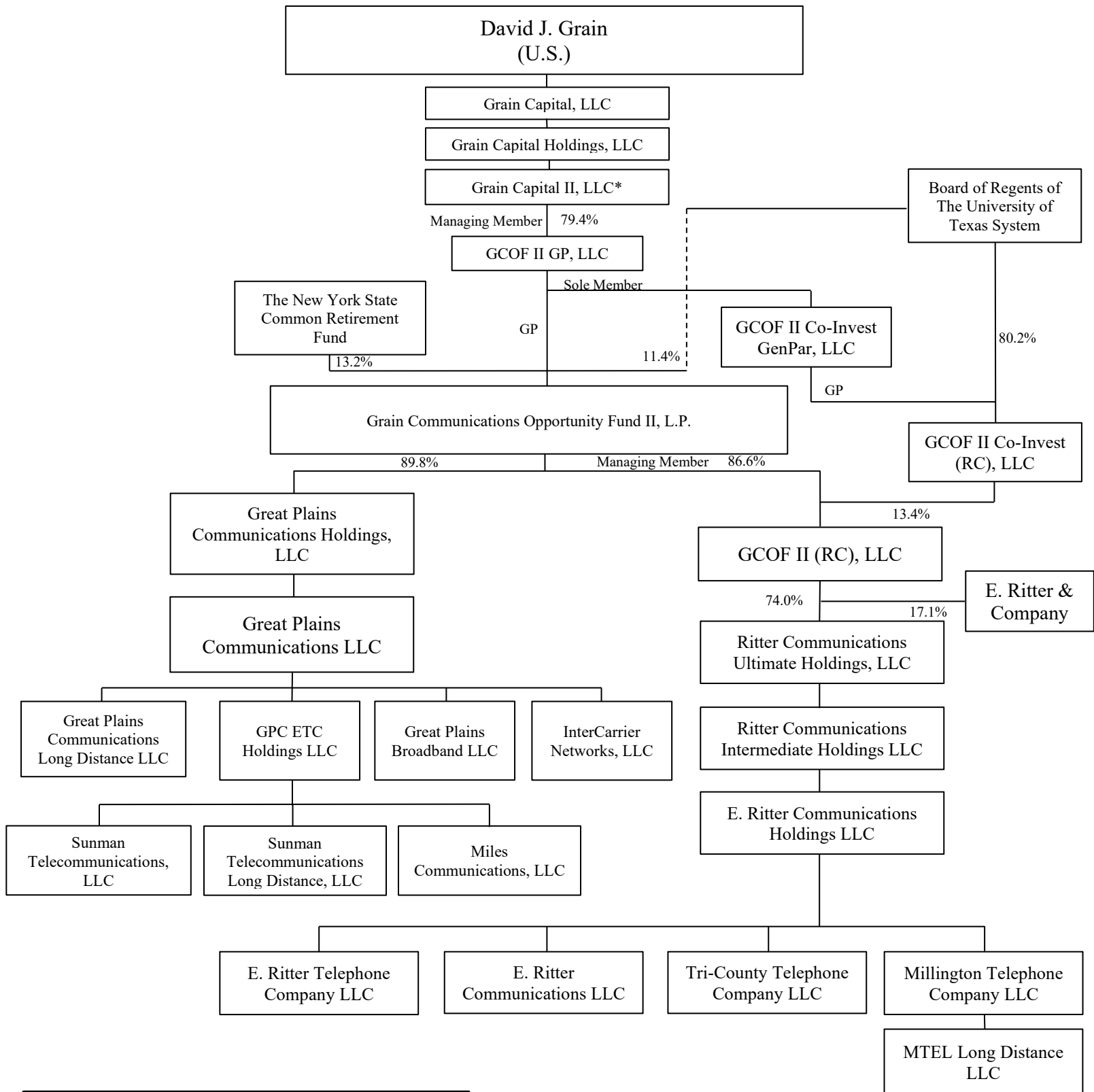
_____/s/_____

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Counsel for the Parties

EXHIBIT A

Pre-Restructuring Organizational Chart



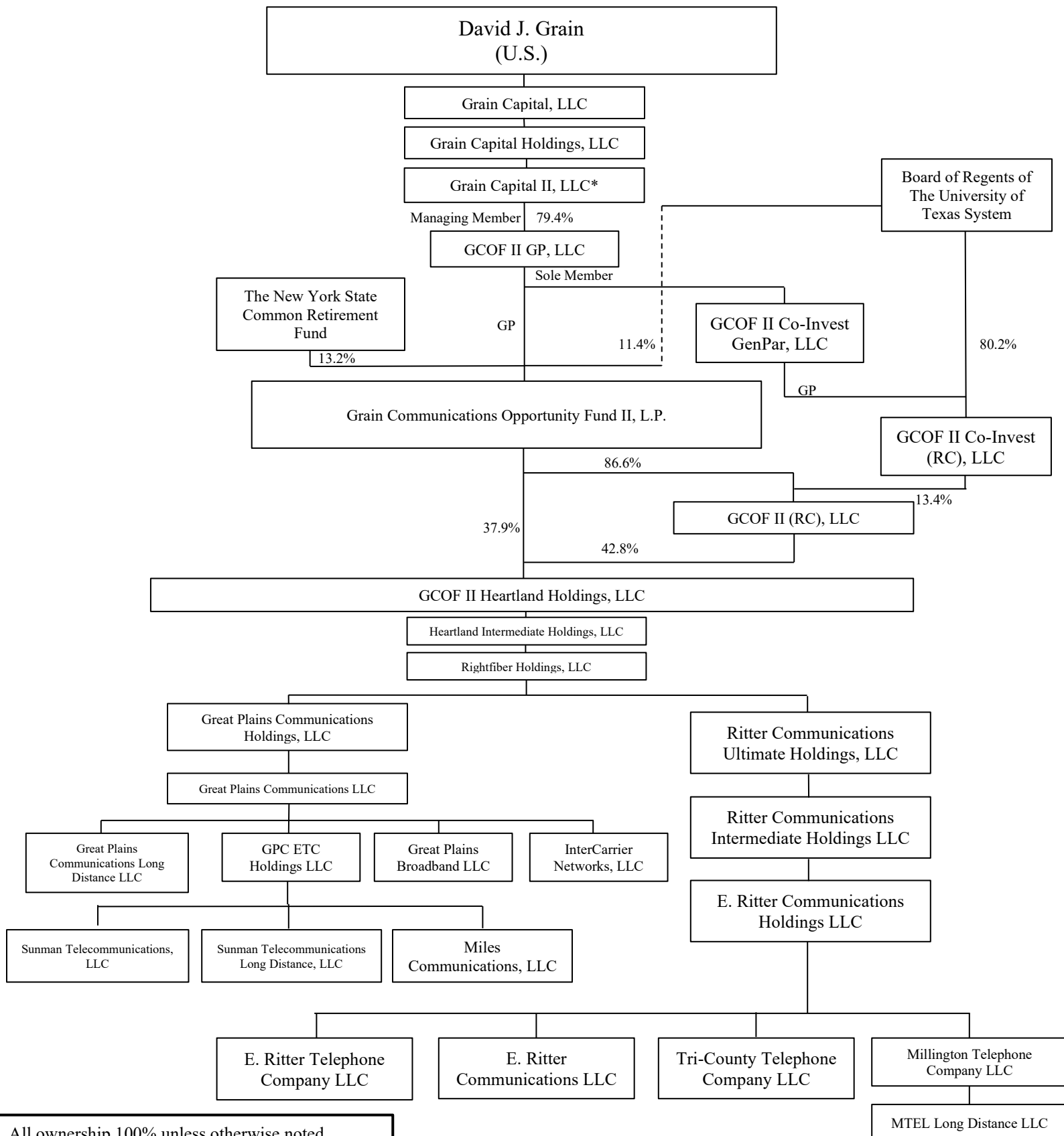
All ownership 100% unless otherwise noted.

* Non-managing members hold the remaining 20.6% of GCOF II GP, LLC. No individual non-managing member holds an ownership interest of 10% or more in GCOF II GP, LLC (and thus in the GPC or Ritter Licensees).

** E. Ritter & Company does not appear in the post-Restructuring organizational chart because it is not expected to hold a 10 percent or greater economic or voting interest in the GPC or Ritter Licensees post-Restructuring.

EXHIBIT B

Post-Restructuring Organizational Chart



All ownership 100% unless otherwise noted.

* Non-managing members hold the remaining 20.6% of GCOF II GP, LLC. No individual non-managing member holds an ownership interest of 10% or more in GCOF II GP, LLC (and thus in the GPC or Ritter Licensees).

STATE OF SOUTH DAKOTA

Doing Business As (DBA) Fictitious Business Name Registration

Rightfiber
ID: UB333524

The address where the main office of the above listed business is to be maintained:

Physical Address:
**1635 FRONT STREET
BLAIR, NE 68008**

Mailing Address:
**1635 FRONT STREET
BLAIR, NE 68008**

The owner of the above listed business is:

Name	Address
GREAT PLAINS COMMUNICATIONS LLC	Physical: 1635 FRONT STREET, BLAIR, NE 68008-1642, USA Mailing: 1635 FRONT STREET, BLAIR, NE 68008-1642, USA

The DBA/Fictitious Business Name registered above has a filing date of July 14, 2026, and is effective for a term of 5 years and will expire on July 14, 2031.

Monae L. Johnson
SD Secretary of State

