

ATTACHMENT 1 TO FCC ELECTRONIC FORM
Notification of *Pro Forma* Assignment

Pursuant to Section 214 of the Communications Act of 1934, as amended, 47 U.S.C. §214 and Section 63.24(f) of the Federal Communications Commission’s (“Commission”) Rules, 47 C.F.R. § 63.24(f), Great Plains Communications Long Distance LLC notifies the Commission of the *pro forma* assignment of an international Section 214 authorization to provide resold international telecommunications services. The present *pro forma* assignment arises because the licensee Great Plains Communications Long Distance, Inc. has been converted to a limited liability company, resulting in the *pro forma* assignment of the license from the former corporation to the newly converted limited liability company—Great Plains Communications Long Distance LLC.¹ Attached hereto as Attachment 2 are charts showing the ownership of the affected licensee before and after the conversion. The ownership charts are identical except for the LLC designation of the newly converted limited liability companies, including the licensee. The conversion did not change the ultimate ownership or control of the international 214 authorization at issue, and was therefore *pro forma* in nature. The conversion was completed on November 2, 2018.

Answer to Question 10 - Section 63.18(c)-(d):

Because ultimate ownership and control of the international 214 authorization did not change as a result of the conversion to an LLC of the licensee, the Assignor and the Assignee for the present *pro forma* assignment notification have the same contact information.

Contact Information:

For Great Plains Communications Long
Distance LLC:

Danielle C. Burt
Morgan, Lewis & Bockius LLP
1111 Pennsylvania Ave., NW
Washington, DC 20004-2541
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Fax: (202) 739-3001
danielle.burt@morganlewis.com

with a copy to:

Nick Holle
Corporate Counsel
Great Plains Communications Holdings
LLC
1600 Great Plains Centre
P.O. Box 500
Blair, NE 68008
Tel: (402) 456-6445

¹ Notice is also being provided to the Wireline Competition Bureau regarding the *pro forma* assignment of blanket domestic Section 214 authorizations held by Great Plains Communications Long Distance, Inc., Great Plains Communications, Inc., and Great Plains Broadband, Inc., which have been converted to limited liability companies—Great Plains Communications Long Distance LLC, Great Plains Communications LLC, and Great Plains Broadband LLC, respectively (collectively, Great Plains Communications Long Distance LLC, Great Plains Communications LLC, and Great Plains Broadband LLC are referred to as the “GPC Companies.”).

Place of Formation:

Great Plains Communications Long Distance LLC is a Delaware limited liability company.

Domestic and International 214 Authority:

The Assignor, Great Plains Communications Long Distance, Inc., held domestic and international 214 authorizations which have been assigned to Great Plains Communications Long Distance LLC, a newly converted limited liability company.

Answer to Question 11 - Section 63.18(h):

A list of the persons or entities holding, directly or indirectly, a 10% or greater interest in Licensee as calculated pursuant to the Commission's ownership attribution rules for wireline and international telecommunications carriers follows:

1. Great Plains Communications Long Distance LLC is wholly owned by:

Name: Great Plains Communications LLC
Address: 1600 Great Plains Centre, P.O. Box 500, Blair, NE 68008
Ownership: 100%
Citizenship: United States (Delaware)
Principal Business: Telecommunications services

2. Great Plains Communications LLC is wholly owned by:

Name: Great Plains Communications Holdings LLC
("GPC Holdings")
Address: 1900 K Street NW, Suite 1130 Washington, DC 20006
Ownership: 100%
Citizenship: United States (Delaware)
Principal Business: Holding Company

3. GPC Holdings is wholly owned by:

Name: Grain Communications Opportunity Fund II, L.P.
("GCO Fund II")
Address: 1900 K St. NW., Suite 1130, District of Columbia, 20006
Ownership: 100% (directly in GPC Holdings)
Citizenship: United States (Delaware)
Principal Business: Investment Fund

4. The limited partnership interests in GCO Fund II are held by passive financial investors. The limited partnership interests are fully insulated in accordance with the Commission's Rules. Two such limited partners hold a ten percent (10%) or greater equity interest in GCO Fund II:

Name: Board of Regents of The University of Texas System
Address: 210 W. 7th Street, Suite 1700, Austin, TX 78701
Ownership: 73.34% of the economic interests based on capital commitments (directly in GCO Fund II)
Citizenship: United States (Texas)
Principal Business: University Endowment

Name: Texas Emerging Managers Private Markets Program, L.P. (2018-1 PE Investment Series) ("Texas Emerging Markets")
Address: c/o GCM Grosvenor, 767 Fifth Avenue, 14th Floor, New York, NY 10153
Ownership: 14.67% of the economic interests based on capital commitments (directly in GCO Fund II)
Citizenship: United States (Delaware)
Principal Business: Investments

The sole limited partner interest in Texas Emerging Markets is held by:

Name: Teacher Retirement System of Texas ("TRS")
Address: 1000 Red River Street
Austin, TX 78701
Ownership: 99.6% of the economic interests of Texas Emerging Markets
Citizenship: Texas pension fund
Principal Business: Pension fund

The sole general partner of Texas Emerging Markets is:

Name: GCM CFGP GP, LLC
Address: 767 Fifth Avenue, 14th Floor
New York, NY 10153
Ownership: Sole general partner of Texas Emerging Markets
Principal Business: Investment

GCM CFGP GP, LLC is ultimately controlled by Michael Jay Sacks, a United States citizen with address at 767 Fifth Avenue, 14th Floor, New York, NY 10153.

No other individual or entity directly or indirectly holds a ten percent (10%) or greater equity interest in GCO Fund II and thus in Great Plains Communications,

Inc.

5. Control of GCO Fund II resides in its general partner:

Name: Grain GP IV, LLC
Address: 1900 K St. NW., Suite 1130, District of Columbia, 20006
Ownership: Sole general partner of GCO Fund II
Less than 10% equity interest in GCO Fund II
Citizenship: United States (Delaware)
Principal Business: Investments

6. Grain GP IV, LLC is wholly held by:

Name: Grain Capital II, LLC
Address: 1900 K St. NW., Suite 1130, District of Columbia, 20006
Ownership: Sole member of Grain GP IV, LLC
Less than 10% equity interest in GCO Fund II
Citizenship: United States (Delaware)
Principal Business: Investments

7. Grain Capital II, LLC is wholly held by:

Name: Grain Capital, LLC
Address: 1900 K St. NW., Suite 1130, District of Columbia, 20006
Ownership: Sole member of Grain Capital II, LLC
Less than 10% equity interest in GCO Fund II
Citizenship: United States (Florida)
Principal Business: Investments

8. Grain Capital, LLC is 99% held by:

Name: David Grain
Address: 100 North Washington Boulevard, Suite 201,
Sarasota, FL 34236
Ownership: Holds 99% of the limited liability company interest in
Grain Capital, LLC
Less than 10% equity interest in GCO Fund II
Citizenship: United States
Principal Business: Investments

No other person or entity, directly or indirectly, will control or own a ten percent or greater equity interest in GPC Holdings upon the closing of the proposed transaction.

None of the GPC Companies nor GPC Holdings has any interlocking directorates with any foreign carrier.

Answer to Question 13:

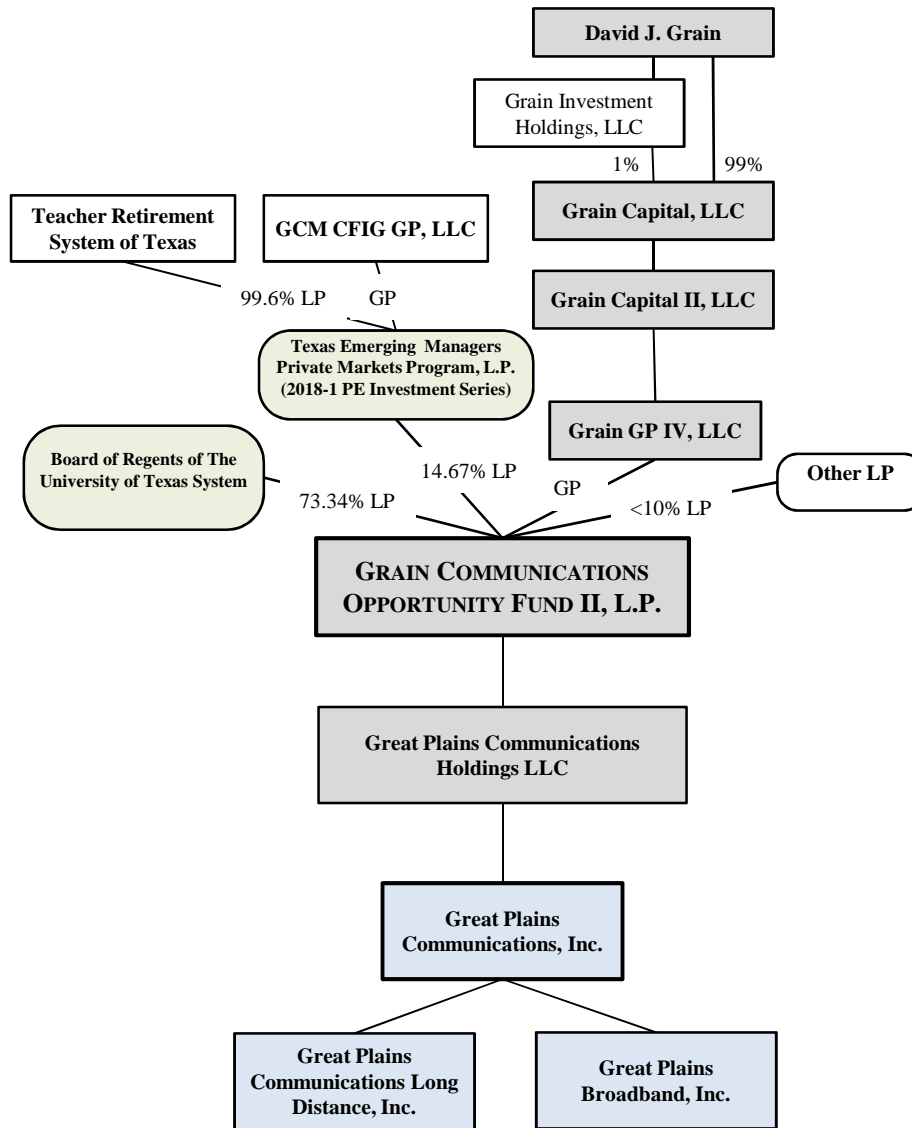
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ATTACHMENT 2

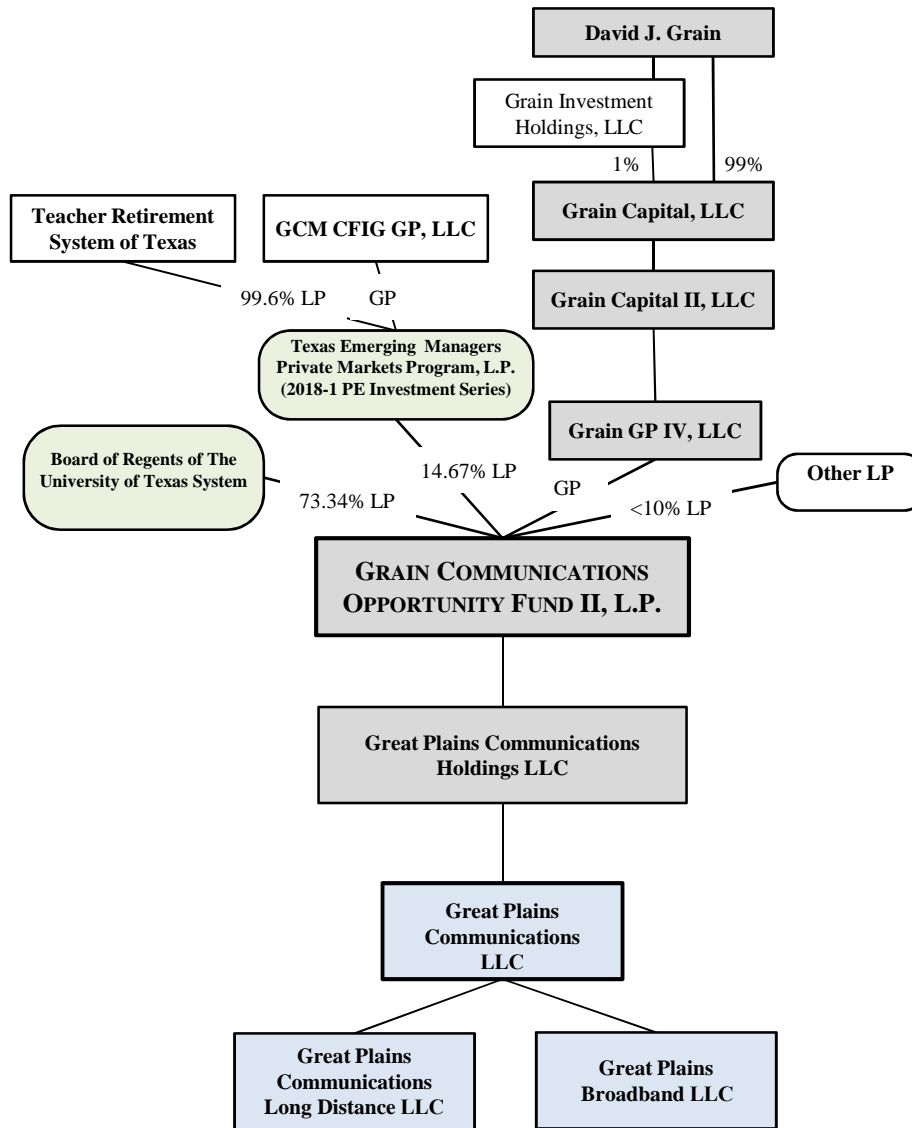
Pre- and Post- Conversion Ownership Charts

Pre-Conversion Ownership



All lines denote 100% economic ownership and control unless noted.

Post-Conversion Ownership



All lines denote 100% economic ownership and control unless noted.