Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554

In the Matter of the Joint Application of **Hawkeye Topco Holdings, LLC**, and **ImOn Communications, LLC**, For Grant of Authority Pursuant to Section 214 of the Communications Act of 1934, as amended, and Sections 63.04 and 63.24 of the Commission's Rules to Transfer Control of, ImOn Communications, LLC, a Company Holding Domestic and International Section 214 Authorizations	))))))))))))))	 WC Docket No. 22-_____________ IB File No. ITC-T/C-2022-________

JOINT APPLICATION

Hawkeye Topco Holdings, LLC ("Transferee") and ImOn Communications, LLC ("ImOn") (together, the "Applicants"), pursuant to Section 214 of the Communications Act of 1934, as amended (the "Act"), 47 U.S.C. § 214, and Sections 63.04 and 63.24 of the Commission's Rules, 47 C.F.R. §§ 63.04 and 63.24, request Commission approval to transfer control of ImOn, a provider of competitive local exchange and interexchange telecommunications services, to Transferee. As detailed herein, an indirect wholly owned subsidiary of Transferee will merge with and into ImOn, with ImOn surviving the merger and becoming an indirect wholly owned subsidiary of Transferee (the "Transaction").

In support of this Application, Applicants provide the following information:

II. DESCRIPTION OF THE APPLICANTS

A. Hawkeye Topco Holdings, LLC

Transferee is a newly formed Delaware limited liability company. Hawkeye Purchaser, LLC ("Merger Sub"), an indirect, wholly owned subsidiary of Transferee, was created for the purpose of effectuating the Transaction. Transferee is ultimately owned and controlled by The Goldman Sachs Group, Inc. ("Goldman Sachs"), a Delaware corporation whose shares are publicly traded on the New York Stock Exchange. Goldman Sachs is a leading global financial institution that delivers a broad range of financial services across investment banking, securities, investment management, and consumer banking to a large and diversified client base that includes corporations, financial institutions, governments, and individuals. Founded in 1869, the firm is headquartered in New York and maintains offices in all major financial centers around the world. Goldman Sachs has invested 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, including digital infrastructure, energy transition, transportation & logistics, and essential services.

B. ImOn Communications, LLC

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 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.

III. DESCRIPTION OF THE TRANSACTION

Pursuant to an Agreement and Plan of Merger (the "Agreement"), dated as of February 15, 2022, by and among Transferee, Merger Sub, ImOn and representatives of ImOn's equity holders, Merger Sub will merge with and into ImOn, with ImOn surviving the merger. As a result, ImOn will become an indirect, wholly owned subsidiary of Transferee. Diagrams depicting the pre- and post-Transaction corporate ownership structure of ImOn are provided as Exhibit A.

IV. INFORMATION REQUIRED BY SECTION 63.24(e)

Pursuant to Section 63.24(e)(2) of the Commission's Rules, the Applicants submit the following information requested in Section 63.18 (a)-(d) and (h)-(p) in support of this Application:

(a) Name, address and telephone number of each Applicant:

Transferee:

Hawkeye Topco Holdings, LLC **FRN:** 0031994270
c/o Goldman Sachs & Co. L.L.C.
200 West Street
New York, NY 10282
Tel: (212) 902-1000

Licensee:

ImOn Communications, LLC **FRN:** 0015683816
101 3rd Avenue SW, Suite 400
Cedar Rapids, IA 52401
Tel: (319) 261-4600

(b) Jurisdiction of Organizations:

Transferee: Transferee is a limited liability company formed under the laws of the State of Delaware.

Licensee: ImOn is a limited liability company formed under the laws of the State of Iowa.

(c) **(*Answer to Question 10*)** Correspondence concerning this Application should be sent to:

For Transferee:

Bennett Ross
Daniel Brooks
Wiley Rein LLP
2050 M Street, NW
Washington, DC 20036
202-719-7000 (tel)
202-719-7049 (fax)
bross@wiley.law
dbrooks@wiley.law

For Licensee:

Catherine Wang
Danielle Burt
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

With copies for Transferee to:

Leonard Seevers
Goldman Sachs & Co. L.L.C.
200 West Street
New York, NY 10282
(212) 902-4940 (Tel)
leonard.seevers@gs.com

With copies for Licensee to:

Patrice M. Carroll
ImOn Communications, LLC
101 3rd Avenue SW, Suite 400
Cedar Rapids, IA 52404
319-261-4601 (Tel)
patrice.carroll@imon.net

(d) **Section 214 Authorizations**

Transferee: Transferee does not hold any Section 214 authorizations

Licensee: ImOn holds international Section 214 authority to provide global facilities-based and resale services granted in IB File No. ITC-214-20061107-00505. ImOn also is authorized to provide interstate service by virtue of blanket domestic Section 214 authority. 47 C.F.R. § 63.01.

(h) **(*Answer to Questions 11 & 12*)** The following entities hold or will hold, directly or indirectly, a ten percent (10%) or greater interest in ImOn as calculated pursuant to the Commission's ownership attribution rules for wireline and international telecommunications carriers:

Pre-Transaction Ownership:

Name:	Jeffrey D. Benjamin
Address:	One Sutton Place South, Apt. 2A New York, NY 10022
Citizenship:	U.S. Citizen
Principal Business:	Individual
% Interest:	30.3% (directly in ImOn)

Name:	Gray Venture Partners, LLC
Address:	411 6th Avenue SE, Suite 320 Cedar Rapids, IA 52401
Citizenship:	U.S. (Iowa)
Principal Business:	Investment
% Interest:	13.0% (directly in ImOn)

Name:	Stephen C. Gray
Address:	411 6th Avenue SE, Suite 320 Cedar Rapids, IA 52401
Citizenship:	U.S. (Iowa)
Principal Business:	Individual
% Interest:	13.0% (indirectly in ImOn, managing member of Gray Venture Partners, LLC)

Post-Transaction Ownership:

Name:	Hawkeye Intermediate, LLC
Address:	c/o Goldman Sachs & Co. L.L.C. 200 West Street New York, NY 10282
Citizenship:	U.S. (Delaware)
Principal Business:	Holding Company
% Interest:	100% (directly as the sole member of ImOn)

Name:	Hawkeye TopCo Holdings, LLC ("Transferee")[1]
Address:	c/o Goldman Sachs & Co. L.L.C. 200 West Street

[1] As detailed below, WSIP IV Hawkeye (Onshore), L.P. will hold an approximate 21.9% membership interest in Transferee, WSIP IV Hawkeye (Offshore), L.P. will hold an approximate 49.0% membership interest in Transferee, and Broad Street Principal Investments, L.L.C. will hold an approximate 11.7% membership interest in Transferee upon completion of the Transaction. The remaining membership interests in Transferee will be held by other entities ultimately owned and controlled by Goldman Sachs, none of which will be attributed a 10% or greater interest in ImOn. In connection with the closing of the Transaction, certain existing equity holders of ImOn (and potentially certain other investors) will make an equity investment in Transferee (the "Co-Invest"), though the Co-Invest will not result in any such investors being attributed a 10% or greater interest in ImOn. For simplicity, the percentage interests set forth in this Application assume that no Co-Invest will be made, and thus the percentages actually invested in Transferee by the various entities may ultimately be lower than those indicated in this Application.

	New York, NY 10282
Citizenship:	U.S. (Delaware)
Principal Business:	Holding Company
% Interest:	100% (indirectly as the sole member of Hawkeye Intermediate, LLC)

Name:	WSIP IV Hawkeye (Onshore), L.P.
Address:	c/o Goldman Sachs & Co. L.L.C. 200 West Street New York, NY 10282
Citizenship:	U.S. (Delaware)
Principal Business:	Investment Activities
% Interest:	21.9% (indirectly as an approximate 21.9% member of Transferee)

Name:	West Street Global Infrastructure Partners IV, L.P.
Address:	c/o Goldman Sachs & Co. L.L.C. 200 West Street New York, NY 10282
Citizenship:	U.S. (Delaware)
Principal Business:	Investment Activities
% Interest:	24.9% (indirectly as an approximate 86.2% limited partner of WSIP IV Hawkeye (Onshore), L.P. and as the sole member of another entity ultimately owned and controlled by Goldman Sachs that will not be attributed a 10% or greater interest in ImOn)

Name:	The State of Texas for the use and benefit of the Permanent School Fund
Address:	c/o Texas School Land Board State of Texas General Land Office Stephen F. Austin Building 1700 N. Congress Avenue, 9th Floor Austin, TX 78701
Citizenship:	U.S. (Texas)
Principal Business:	Investment Activities
% Interest:	24.9% (indirectly as an approximate 71.9% limited partner of West Street Global Infrastructure Partners IV, L.P.)

Name:	WSIP IV Hawkeye (Offshore), L.P.
Address:	c/o Goldman Sachs & Co. L.L.C. 200 West Street New York, NY 10282
Citizenship:	U.S. (Delaware)
Principal Business:	Investment Activities
% Interest:	49.0% (indirectly as an approximate 49.0% member of Transferee)

Name:	WSIP IV Hawkeye Offshore Fund Holdco (Onshore), LLC
Address:	c/o Goldman Sachs & Co. L.L.C. 200 West Street New York, NY 10282
Citizenship:	U.S. (Delaware)
Principal Business:	Investment Activities
% Interest:	49.0% (indirectly as the sole limited partner of WSIP IV Hawkeye (Offshore), L.P.)

Name:	WSIP IV Offshore Fund Holdco (Offshore), SLP
Address:	c/o Goldman Sachs & Co. L.L.C. 200 West Street New York, NY 10282
Citizenship:	Luxembourg
Principal Business:	Investment Activities
% Interest:	49.0% (indirectly as the sole member of WSIP IV Hawkeye Offshore Fund Holdco (Onshore), LLC)

Name:	WSIP IV Offshore Investments Aggregator, SLP
Address:	c/o Goldman Sachs & Co. L.L.C. 200 West Street New York, NY 10282
Citizenship:	Luxembourg
Principal Business:	Investment Activities
% Interest:	49.0% (indirectly as the sole limited partner of WSIP IV Offshore Fund Holdco (Offshore), SLP)

Name:	West Street Offshore Infrastructure Partners IV, L.P.
Address:	c/o Goldman Sachs & Co. L.L.C. 200 West Street New York, NY 10282
Citizenship:	Cayman Islands
Principal Business:	Investment Activities
% Interest:	49.0% (indirectly as an approximate 91.6% limited partner of WSIP IV Offshore Investments Aggregator, SLP)

Name:	West Street Infrastructure Advisors IV, S.a.r.l.
Address:	c/o Goldman Sachs & Co. L.L.C. 200 West Street New York, NY 10282
Citizenship:	Luxembourg
Principal Business:	Investment Activities
% Interest:	53.1% (indirectly as the general partner of WSIP IV Offshore Fund Holdco (Offshore), SLP; WSIP IV Offshore Investments Aggregator, SLP; and another entity ultimately owned and controlled by Goldman Sachs that will not be attributed a 10% or greater interest in ImOn)

Name:	West Street Infrastructure Advisors IV, LLC
Address:	c/o Goldman Sachs & Co. L.L.C. 200 West Street New York, NY 10282
Citizenship:	U.S. (Delaware)
Principal Business:	Investment Activities
% Interest:	100% (indirectly as the general partner of WSIP IV Hawkeye (Onshore), L.P., West Street Global Infrastructure Partners IV, L.P., West Street Offshore Infrastructure Partners IV, L.P., and WSIP IV Hawkeye (Offshore), L.P. and as the sole shareholder of West Street Infrastructure Advisors IV, S.a.r.l.)

Name:	Broad Street Principal Investments, L.L.C.
Address:	c/o Goldman Sachs & Co. L.L.C. 200 West Street New York, NY 10282
Citizenship:	U.S. (Delaware)
Principal Business:	Investment Activities
% Interest:	11.7% (indirectly as an approximate 11.7% member of Transferee)

Name:	Broad Street Principal Investments SuperHoldco, LLC
Address:	c/o Goldman Sachs & Co. L.L.C. 200 West Street New York, NY 10282
Citizenship:	U.S. (Delaware)
Principal Business:	Investment Activities
% Interest:	11.7% (indirectly as the sole member of Broad Street Principal Investments, L.L.C.)

Name:	The Goldman Sachs Group, Inc.
Address:	c/o Goldman Sachs & Co. L.L.C. 200 West Street New York, NY 10282
Citizenship:	U.S. (Delaware)
Principal Business:	Investment Activities
% Interest:	100% (indirectly as the sole member of West Street Infrastructure Advisors IV, LLC and Broad Street Principal Investments SuperHoldco, LLC and through other entities ultimately owned and controlled by Goldman Sachs, none of which will be attributed a 10% or greater interest in ImOn)

Other than the foregoing, following the Transaction, to the best of Applicants' knowledge, no other person or entities will directly or indirectly own a 10% or greater direct or indirect interest in ImOn.

To the best of Applicants' knowledge, there are no officers or directors of ImOn that also serve as an officer or director of a foreign carrier as defined in Section 63.09(d).

(i) (***Answer to Question 14***) Applicants certify that they are not foreign carriers, nor are they affiliated with any foreign carriers.

(j) (***Answer to Question 15***) Applicants certify that they do not seek to provide international telecommunications services to any destination country where:

(1) Any Applicant is a foreign carrier in that country;

(2) Any Applicant controls a foreign carrier in that country;

(3) Any entity that owns more than 25 percent of an Applicant, or that controls an Applicant, controls a foreign carrier in that country; or

(4) Two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate, more than 25 percent of an Applicant and are parties to, or the beneficiaries of, a contractual relation affecting the provision or marketing of international basic telecommunications services in the United States.

(k) Not applicable.

(l) Not applicable.

(m) Not applicable.

(n) Applicants certify that they have not agreed to accept special concessions, directly or indirectly, from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route and will not enter into such agreements in the future.

(o) Applicants certify that they are not subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998. *See* 21 U.S.C. § 853a; *see also* 47 C.F.R. §§ 1.2001-1.2003.

(p) Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Section 63.12(a)-(b) of the Commission's rules, 47 C.F.R. § 63.12(a)-(b). In particular, Section 63.12(c)(1) is inapplicable because none of the Applicants are or are affiliated with any foreign carriers and none of the scenarios outlined in Section 63.12(c) of the Commission's Rules, 47 C.F.R. § 63.12(c) apply.

V. INFORMATION REQUIRED BY SECTION 63.04

Pursuant to Commission Rule 63.04(b), 47 C.F.R. § 63.04(b), Applicants submit the following information in support of their request for domestic Section 214 authority to transfer control of ImOn to Transferee in order to address the requirements set forth in Commission Rule 63.04(a)(6)-(12):

(a)(6) A description of the proposed Transaction is set forth in **Section III** above.

(a)(7) ImOn provides competitive local exchange and interexchange telecommunications services in Iowa. Transferee does not provide telecommunications services.

(a)(8) Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Section 63.03 of the Commission's Rules, 47 C.F.R. § 63.03. In particular, with respect to domestic authority, this Application is eligible for streamlined processing pursuant to Section 63.03(b)(1)(ii) as the Transferee is not a telecommunications provider and Section 63.03(b)(2)(i) because, immediately following the Transaction, neither Transferee nor ImOn is dominant with respect to any services.

(a)(9) By this Application, Applicants seek authority with respect to both international and domestic Section 214 authorizations. No other applications are being filed with the Commission with respect to this Transaction.

(a)(10) No party is requesting special consideration because it is facing imminent business failure.

(a)(11) Not applicable.

(a)(12) Applicants submit that the Transaction is in the public interest. The change in ultimate control of ImOn will not involve the assignment of operating authority, assets, or customers. Moreover, ImOn will be able to draw upon the extensive financial, managerial and operational experience of Transferee. Also, the management, operations and customer-facing team of ImOn will continue to manage its day-to-day business following completion of the Transaction. ImOn thus will continue to be operated by highly experienced, well-qualified personnel.

The Transaction will be seamless to ImOn's customers. Immediately following the Transaction, ImOn will continue to provide service to its customers at the same rates, terms, and conditions and without interruption. Any future changes in the rates, terms, or conditions of service will be undertaken in response to market conditions and consistent with any applicable federal and state requirements. 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.

Finally, the Transaction will not diminish competition. Transferee does not provide telecommunications services. Therefore, the Transaction will not lessen competition in the markets currently served by ImOn.

VI. FOREIGN OWNERSHIP CONSIDERATIONS

In the Commission's *Executive Branch Foreign Ownership Review Order*,[2] the Commission identified categories of applications that the Commission would not refer to the Executive Branch.[3] One of those categories is international Section 214 applications (including joint domestic and international Section 214 applications) "where the only reportable foreign ownership is through wholly owned intermediate holding companies and the ultimate ownership and control is held by U.S. citizens or entities."[4] The Commission further explained that "applications where the only foreign ownership is through passive, offshore intermediary holding companies and 100% of the ultimate control is held by U.S. citizens or entities present a minimal risk and generally should not be referred to the Executive Branch."[5] Applicants respectfully submit that Transferee's post-Transaction ownership and control structure meets the requirements of this exclusion.

As described in Section IV above, the disclosable interest holders in Transferee's ownership and control chain include three Luxembourg entities and one Cayman Islands entity. Ultimate control of each of these entities lies with Goldman Sachs Group, a leading global financial institution headquartered in New York whose shares are publicly traded on the New York Stock Exchange. No other disclosable interest holder in Transferee's ownership and control chain is a foreign entity or person.

Additionally, to Applicants' knowledge, there are no national security, law enforcement, foreign policy, or trade policy concerns that require a referral to the Executive Branch. Therefore,

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[2] *Process Reform for Executive Branch Review of Certain FCC Applications and Petitions Involving Foreign Ownership*, 35 FCC Rcd 10927 (2020) ("*Executive Branch Foreign Ownership Review Order*").

[3] *Id.* at ¶¶ 29-39.

[4] *Id.* at ¶ 29.

[5] *Id.* at ¶ 32.

Applicants request that the Commission not refer this Application to the Executive Branch consistent with the exclusion in the *Executive Branch Foreign Ownership Review Order*. Applicants understand that the Commission will notify the Executive Branch of this Application even if it does not refer the Application.[6]

VII. CONCLUSION

For the reasons stated above, Applicants respectfully submit that the public interest, convenience and necessity would be furthered by a grant of this Application to transfer ownership and control of ImOn to Transferee.

Respectfully submitted,

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Counsel for ImOn Communications, LLC

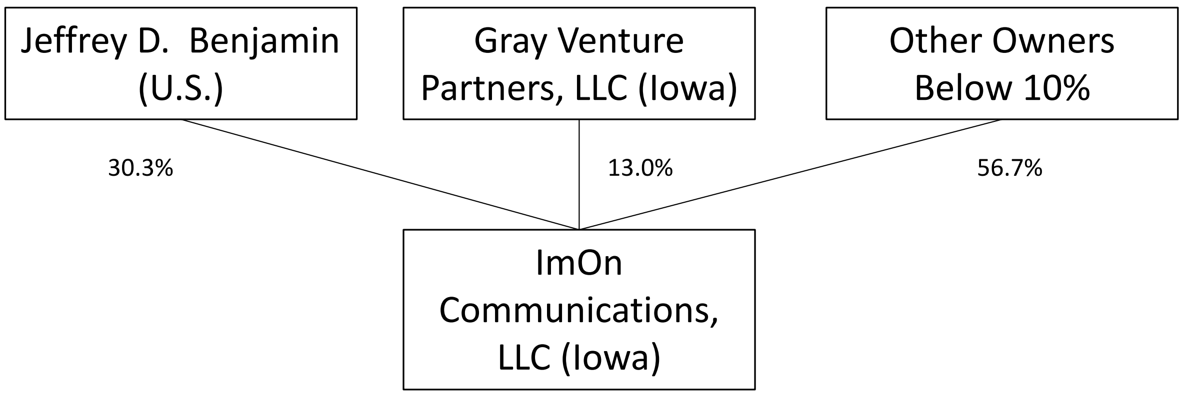
Dated: February 23, 2022

[6] *Id.* at ¶ 30. In the event the Application is referred to the Executive Branch, Applicants are not aware of any national security or law enforcement issues that warrant mitigation.

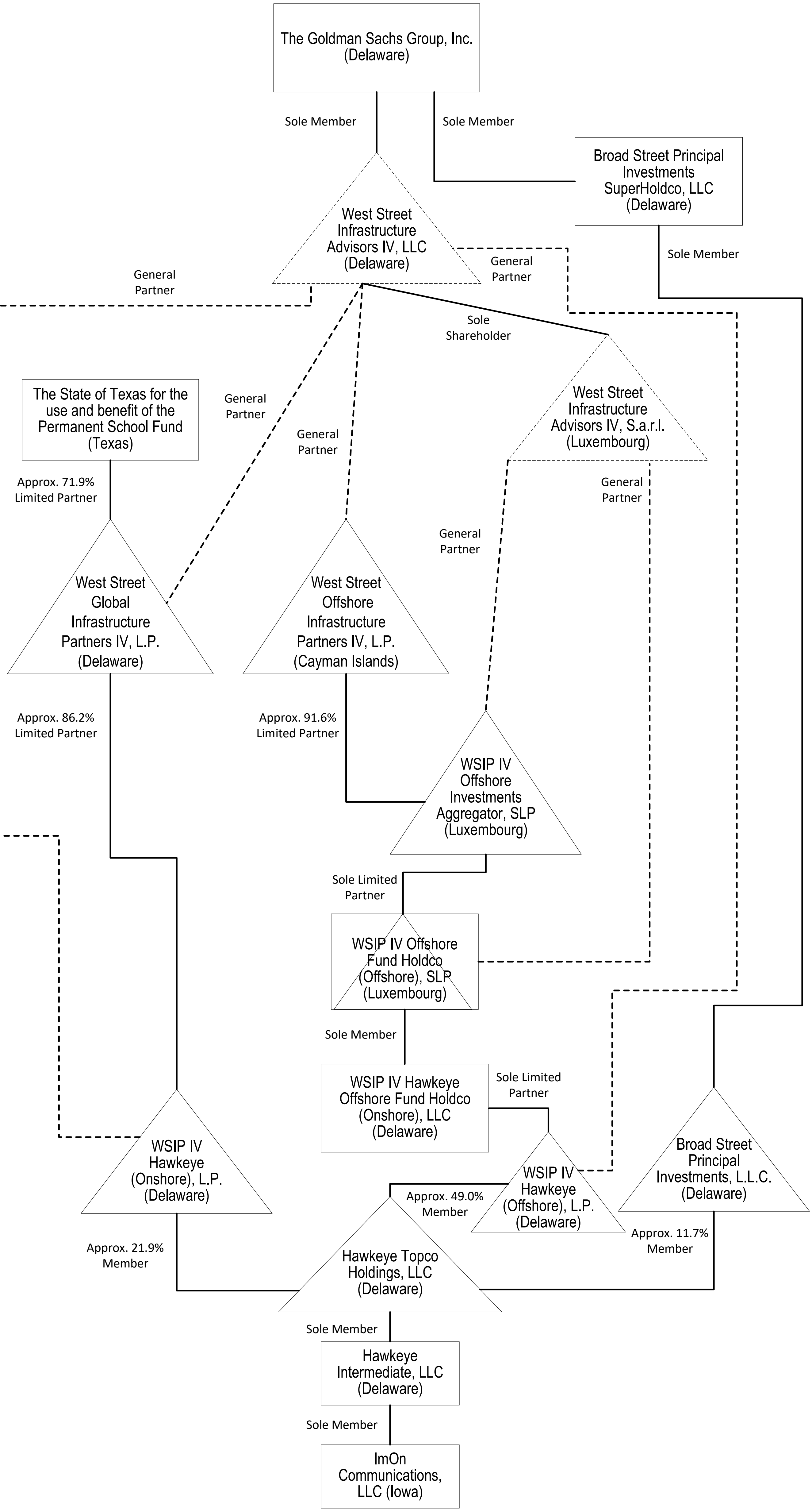
EXHIBIT A

Pre- and Post-Transaction Ownership Structure Charts

Pre-Transaction Ownership of ImOn Communications, LLC



Post-Transaction Ownership of ImOn Communications, LLC



VERIFICATION

I, Leonard Seevers, state that I am the President of Hawkeye Topco Holdings, 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 23rd day of February, 2022.

Seevers

Leonard Seevers
President
Hawkeye Topco Holdings, LLC

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 23 day of February, 2022.

Patrice M. Carroll

Patrice M. Carroll
President and CEO
ImOn Communications, LLC