

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

In the Matter of the Joint Application of	)	
	)	
ImOn Communications, LLC,	)	WC Docket No. 23-_____
<i>Transferee,</i>	)	
	)	IB File No. ITC-T/C-2023-_____
and	)	
	)	
FiberComm, L.C.,	)	
<i>Transferor and Licensee,</i>	)	
	)	
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	)	
FiberComm, L.C., a Company Holding	)	
Domestic and International Section 214	)	
Authorizations	)	

JOINT APPLICATION

ImOn Communications, LLC (“ImOn” or “Transferee”) and FiberComm, L.C. (“FiberComm,” or “Licensee”) (together with Transferee, 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 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”).

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

I. DESCRIPTION OF THE APPLICANTS

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 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 is authorized to provide competitive local exchange and VoIP services in Iowa, Nebraska, and South Dakota. FiberComm also holds blanket domestic section 214 authorization and international section 214 authorization (ITC-214-20160406-00135) to provide global resold services to all international points.

II. DESCRIPTION OF THE TRANSACTION

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.

III. PUBLIC INTEREST CONSIDERATIONS

a) The Transaction Satisfies the Commission's Public Interest Test

Under 47 U.S.C. § 214(a), the Commission must determine whether a proposed transfer of control of a provider of interstate or international telecommunications services is consistent with the public interest, convenience, and necessity.¹ In making such a determination, the Commission assesses “whether the proposed transaction complies with the specific provisions of the Act, other applicable statutes, and the Commission’s rules,”² and if a proposed transaction would not violate the Act, any other applicable statute, or any of the Commission’s rules, the Commission then considers whether a proposed transaction “could result in public interest harms by substantially frustrating or impairing the objectives or implementation of the [Communications] Act or related statutes.”³

Applicants respectfully submit that approval of this Application is in the public interest and would not frustrate or impair the Commission’s implementation or enforcement of the Act or

¹ See, e.g., *Applications of Level 3 Communications, Inc. and CenturyLink, Inc. for Consent to Transfer Control of Licenses and Authorizations*, Memorandum Opinion and Order, 32 FCC Rcd. 9581, 9585 ¶ 8 (2017) (“*Level 3-CenturyLink Order*”); *Applications of AT&T Inc. and DIRECTV For Consent to Assign or Transfer Control of Licenses and Authorizations*, Memorandum Opinion and Order, 30 FCC Rcd. 9131, 9139-40 ¶ 18 (2015) (“*AT&T-DIRECTV Order*”); *Applications of XO Holdings and Verizon Communications Inc. For Consent to Transfer Control of Licenses and Authorizations*, Memorandum Opinion and Order, 31 FCC Rcd. 12,501, 12,504-05 ¶ 7 (Wireline Comp., Int’l, and Wireless Tel. Burs. 2016) (“*Verizon-XO Order*”).

² See *Level 3-CenturyLink Order*, 32 FCC Rcd. at 9585 ¶ 8; *AT&T-DIRECTV Order*, 30 FCC Rcd. At 9139-40 ¶ 18 (citations omitted); *Verizon-XO Order*, 31 FCC Rcd. at 12,504-05 ¶ 7 (citations omitted); *Applications of SoftBank Corp., Starburst II, Inc., Sprint Nextel Corp., and Clearwire Corp.*, Memorandum Opinion and Order, Declaratory Ruling, and Order on Reconsideration, 28 FCC Rcd. 9642, 9650 ¶ 23 (citations omitted) (“*Softbank- Sprint-Clearwire Order*”); *Applications Filed by Qwest Communications International Inc. and CenturyTel, Inc. d/b/a CenturyLink For Consent to Transfer Control*, Memorandum Opinion and Order, 26 FCC Rcd. 4194, 4198-99 ¶ 7 (citation omitted) (“*Qwest-CenturyLink Order*”).

³ See *Level 3-CenturyLink Order*, 32 FCC Rcd. at 9585 ¶ 9; *AT&T-DIRECTV Order*, 30 FCC Rcd. at 9140 ¶ 18 (citation omitted); *Verizon-XO Order*, 31 FCC Rcd. at 12,504-05 ¶ 7 (citation omitted); *SoftBank-Sprint-Clearwire Order*, 28 FCC Rcd. at 9651 ¶ 23 (citation omitted); *Qwest-CenturyLink Order*, 26 FCC Rcd. at 4199 ¶ 7.

interfere with the objectives of the Act or other statutes. To the contrary, as detailed below, the Applicants believe that the proposed Transaction will offer public interest benefits without any material countervailing harms. In the absence of any such harms, transaction-specific conditions are unnecessary.

b) The Proposed Transaction Will Serve the Public Interest

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 currently operates in Cedar Rapids, Marion, Hiawatha, Iowa City, Coralville, and Dubuque, Iowa,

areas of eastern Iowa, whereas Licensee operates in Sioux City, IA and adjacent areas in northwestern Iowa, northeastern Nebraska, and southeastern 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.

IV. INFORMATION REQUIRED BY SECTION 63.24(e)

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

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

Licensee/Transferor: FiberComm, L.C. FRN: 0004338307
 1605 9th St.,
 Sioux City, Iowa 51101
 (712) 722-3451

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

b) Jurisdictions of Organization:

Licensee/Transferor: FiberComm, L.C. is a limited company formed under the laws of the State of Iowa.

Transferee: Transferee 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:	For Licensee:
Catherine Wang Danielle Burt Taylor Lamb MORGAN, LEWIS & BOCKIUS LLP 1111 Pennsylvania Avenue, N.W. Washington, DC 20004-2541	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

202-739-3000 (tel) 202-739-3001 (fax) catherine.wang@morganlewis.com danielle.burt@morganlewis.com taylor.lamb@morganlewis.com	
With copies for Transferee 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	With copies for Licensee to: Gregory “Al” Aymar FiberComm, L.C. 1605 9th Street Sioux City, IA 51101 (712) 224-2020 (tel) aaymar@fibercomm.net

d) Section 214 Authorizations

Licensee/Transferor: FiberComm, L.C. is authorized to provide domestic interstate telecommunications service by virtue of blanket Section 214 authority. *See* 47 C.F.R. § 63.01. FiberComm also holds international Section 214 authority to provide global or limited global resold telecommunications service. *See* IB File No. ITC-214-20160406-00135.

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

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

Pre-Transaction Ownership:

Name:	C-M-L Telephone Cooperative Association of Meriden, Iowa
Address:	208 Eagle Street, P.O. Box 18 Meriden, IA 51037
Citizenship:	U.S. (Iowa)

Principal Business:	Telecommunications
% Interest:	10% (directly in FiberComm)
Name:	Alliance Communications Cooperative, Inc.
Address:	612 3rd Street, P.O. Box 349 Garretson, SD 57030
Citizenship:	U.S. (South Dakota)
Principal Business:	Telecommunications
% Interest:	20% (directly in FiberComm)
Name:	MTC Holdings, Inc.
Address:	339 1st Avenue NE, P.O. Box 200 Sioux Center, IA 51250
Citizenship:	U.S. (Iowa)
Principal Business:	Telecommunications
% Interest:	30% (directly in FiberComm)
Name:	Peoples Telephone Company
Address:	221 Main Street Aurelia, IA 51005
Citizenship:	U.S. (Iowa)
Principal Business:	Telecommunications
% Interest:	20% (directly in FiberComm)
Name:	South Dakota Network, LLC
Address:	2900 West 10th Street Sioux Falls, SD 57104
Citizenship:	U.S. (South Dakota)
Principal Business:	Telecommunications
% Interest:	20% (directly in FiberComm)

In turn, MTC Holdings, Inc. is owned 100 percent by Mutual Telephone Company of Sioux Center, Iowa d/b/a Premier Communications (“Premier”), an Iowa corporation that is also located at 339 1st Avenue in Sioux Center, Iowa 51250, and that is also principally engaged in the telecommunications business. Premier has over 200 shareholders, none of whom holds a large enough interest in Premier (i.e., 50%) to constitute an indirect equity interest of 10 percent or more in FiberComm.

South Dakota Network, LLC (“SDN”) is a South Dakota limited liability company comprised of 17 independent telephone company members, all of which are principally engaged in the telecommunications business. None of these member companies holds a large enough interest in SDN (i.e., 50%) to constitute an indirect equity interest of 10 percent or more in FiberComm.

Alliance Communications Cooperative, Inc. is a South Dakota telephone cooperative with over 12,000 member-owners, none of whom holds a direct 10 percent or greater equity interest in Alliance or an indirect 10 percent or greater equity interest in FiberComm.

Peoples Telephone Company is owned 100 percent by New Ulm Telecom. Inc. (“New Ulm”), a Minnesota corporation that is also located at 27 North Minnesota Street in New Ulm, Minnesota 56073, and that is also principally engaged in the telecommunications business. New Ulm has over 2700 shareholders, none of whom holds a large enough interest in New Ulm (i.e., 50%) to constitute an indirect equity interest of 10 percent or more in FiberComm.

C-M-L Telephone Cooperative Association of Meriden, Iowa (“C-M-L”) is an Iowa telephone cooperative with over 581 member-owners, none of whom holds a direct 10 percent or greater equity interest in C-M-L or an indirect 10 percent or greater equity interest in FiberComm.

No other entity owns a direct or indirect ownership interest of ten percent (10%) or more in FiberComm.

Post-Transaction Ownership:

Name:	ImOn Communications, LLC (“Transferee”)
Address:	101 3rd Avenue SW, Suite 400 Cedar Rapids, IA 52401
Citizenship:	U.S. (Iowa)
Principal Business:	Telecommunications
% Interest:	100% (directly as the 100% member of Licensee)

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% (indirectly as the sole member of Transferee)
Name:	Hawkeye TopCo Holdings, LLC (“Hawkeye TopCo”)
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% (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:	17.7% (indirectly as an approximate 17.7% member of Hawkeye TopCo)
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:	17.7% (indirectly as an approximate 79.8% limited partner of WSIP IV Hawkeye (Onshore), L.P.)
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, 9 th Floor Austin, TX 78701
Citizenship:	U.S. (Texas)
Principal Business:	Investment Activities
% Interest:	17.7% (indirectly as an approximate 61.4% 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: 49.9% (indirectly as an approximate 49.9% member of
Hawkeye TopCo)

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: 49.9% (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: 49.9% (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: 49.9% (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: 49.9% (indirectly as an approximate 76.6% limited partner
of WSIP IV Offshore Investments Aggregator, SLP)

Name: West Street European Infrastructure Partners IV, SLP
Address: c/o Goldman Sachs & Co. L.L.C.
200 West Street
New York, NY 10282
Citizenship: Luxembourg
Principal Business: Investment Activities
% Interest: 11.7% (indirectly as an approximate 23.4% 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: 49.9% (indirectly as the general partner of WSIP IV Offshore Fund Holdco (Offshore), SLP; WSIP IV Offshore Investments Aggregator, SLP; and West Street European Infrastructure Partners IV, SLP)

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: 67.6% (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: 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 through other entities ultimately owned by investment funds controlled by Goldman Sachs, none of which will be attributed a 10% or greater interest in Licensee)

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 Licensee.

To the best of Applicants' knowledge, there are no officers or directors of Licensee 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 FiberComm 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 II** above.

(a)(7) FiberComm provides telecommunications services in northwestern Iowa, as well as in Nebraska and South Dakota.

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.

(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)(2)(i) because, immediately following the Transaction, neither Transferee nor FiberComm 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. Applicants plan to submit separate filings in connection with wireless licenses and a wireless spectrum lease held by Licensee and its subsidiary SiouxLAN Communications, L.L.C.⁴

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

(a)(11) Not applicable.

(a)(12) A statement showing that a grant of the Application will service the public interest, convenience, and necessity is provided in **Section III**, above.

Universal Service Fund Information

Pursuant to the Commission's Public Notice, DA 22-436 (rel. April 19, 2022), Applicants provide the following Universal Service Fund ("USF") information:

- Licensee does not receive USF high-cost support.
- Licensee is an Eligible Telecommunications Carrier under section 214(e) of the Act.
- Licensee has not been awarded funding under Connect America Fund ("CAF") Phase II or the Rural Digital Opportunity Fund.
- Licensee has a study area code ("SAC") of 359025.
- Licensee participates in the Lifeline program, but Licensee does not participate in the Emergency Broadband Benefit program or the Affordable Connectivity Program.

With respect to Transferee:

- Transferee does not receive USF high-cost support.
- Transferee is not an Eligible Telecommunications Carrier under section 214(e) of the Act.
- Transferee has not been awarded funding under CAF Phase II or the Rural Digital Opportunity Fund.
- Transferee has no SACs.
- Transferee does not participate in the Lifeline program, Emergency Broadband Benefit program, or the Affordable Connectivity Program.

⁴ FiberComm is in the midst of obtaining FCC Wireless Bureau consent to replace (or convert) certain common carrier point-to-point ("CF") licenses with private microwave ("MG") licenses. After such consent is obtained, the Applicants will submit a Form 603 transfer of control in connection with FiberComm's wireless licenses.

VI. FOREIGN OWNERSHIP CONSIDERATIONS

In the Commission's *Executive Branch Foreign Ownership Review Order*,⁵ the Commission identified categories of applications that the Commission would not refer to the Executive Branch.⁶ 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."⁷ 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."⁸ 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 four 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. In addition, the Commission previously determined in 2022 that Transferee's ownership did not require a referral to the Executive Branch, as the only reportable

⁵ *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").

⁶ *Id.* at ¶¶ 29-39.

⁷ *Id.* at ¶ 30.

⁸ *Id.* at ¶ 32.

ownership in Transferee is through passive, offshore intermediary holding companies, and 100% of the ultimate control is held by U.S. citizens or entities.⁹

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, 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.¹⁰

⁹ *International Authorizations Granted*, Public Notice, DA No. 22-336, Report No. TEL-02175 (March 31, 2022).

¹⁰ *Executive Branch Foreign Ownership Review Order* 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.

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 FiberComm to Transferee.

Respectfully submitted,

/s/ Danielle Burt

Catherine Wang
Danielle Burt
Taylor Lamb
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Counsel for Transferee

/s/ John Pietila

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The Highland Building
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West Des Moines, IA 50266
(515) 246-7871 (Tel)
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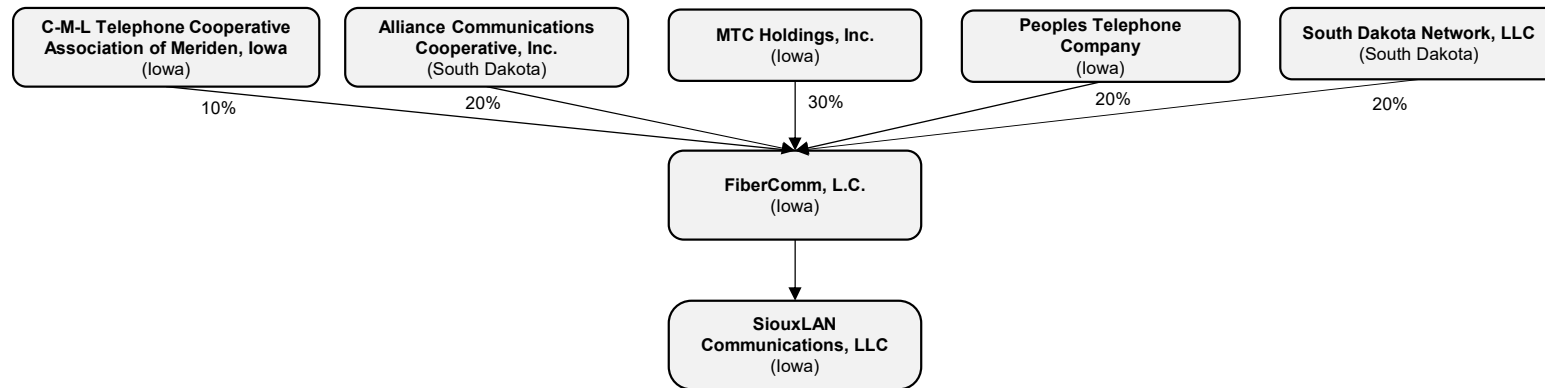
Counsel for Licensee

Dated: January 26, 2023

EXHIBIT A

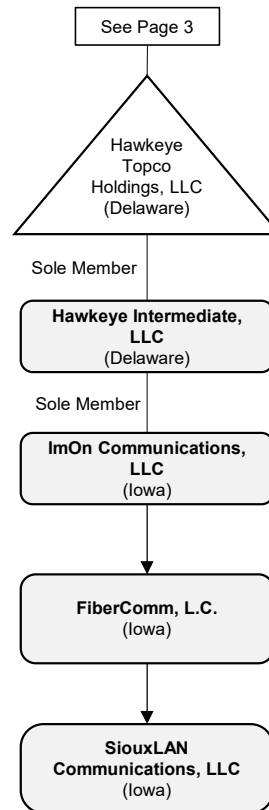
Pre- and Post-Transaction Ownership Structure Charts

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



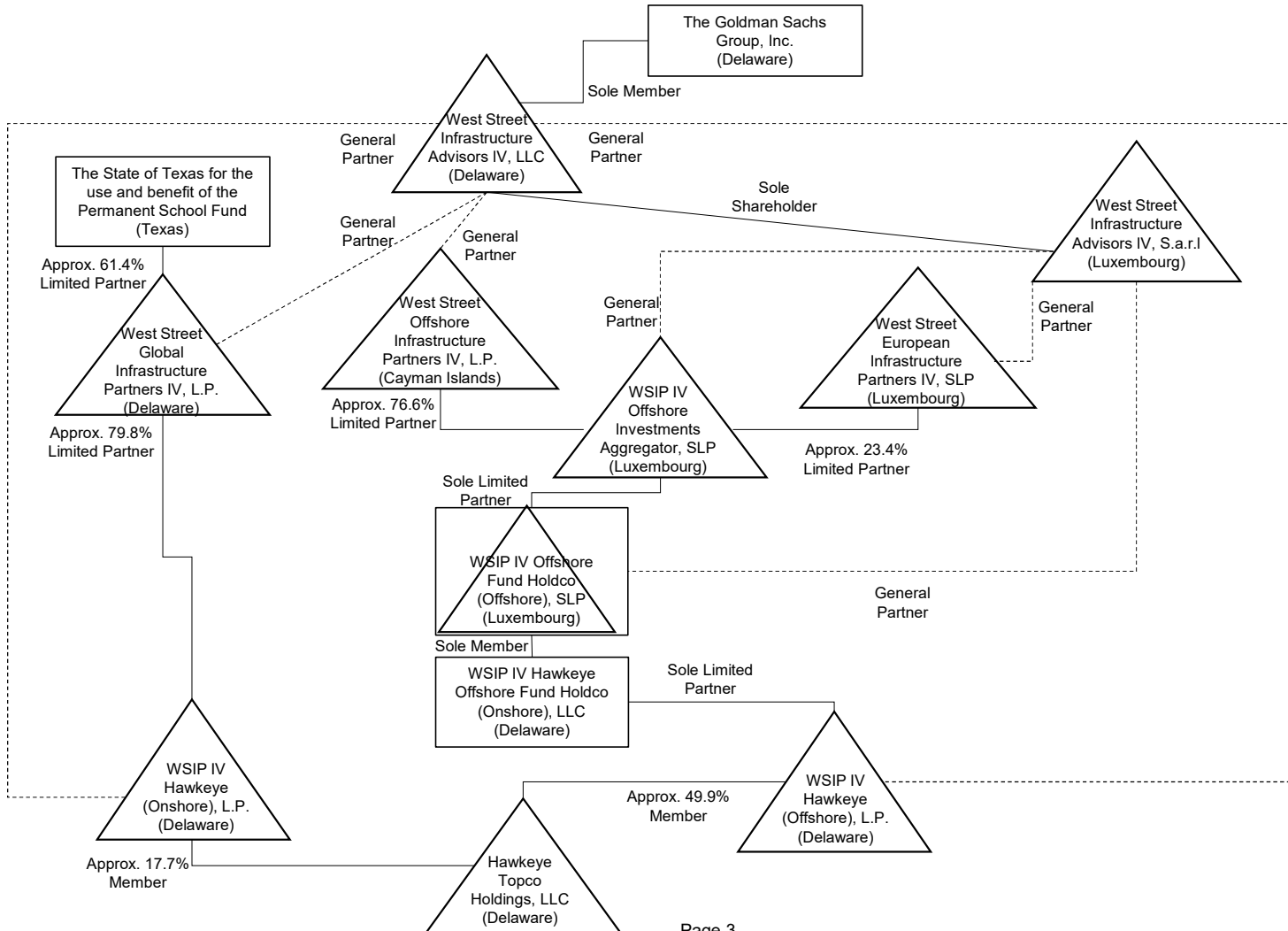
Unless otherwise indicated, all percentages are 100%.

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, 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

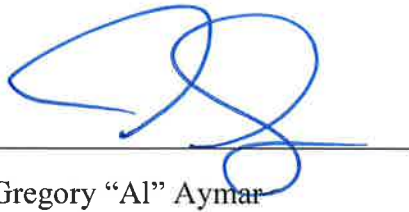
Title: President and CEO

For and on behalf of ImOn Communications, LLC

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 26 day of January, 2023.

By:  _____

Name: Gregory "Al" Aymar

Title: CEO

For and on behalf of FiberComm, L.C.