

April 22, 2022

VIA ELECTRONIC FILING

Marlene H. Dortch, Secretary
Federal Communications Commission
45 L Street, NE
Washington, DC 20554

**Re: IBFS File No. SES-REG-20181008-04977; Call Sign E191353
Notification Regarding the Transfer of Indirect Control of Receive-Only Earth
Station Registration of ImOn Communications, LLC**

Dear Ms. Dortch:

Hawkeye TopCo Holdings, LLC ("Transferee") and ImOn Communications, LLC ("ImOn," and together with Transferee, the "Parties"), by their undersigned counsel, hereby notify the Commission of a transaction completed on April 19, 2022 that resulted in the transfer of control of ImOn to Transferee (the "Transaction"). Pursuant to Section 25.119(j) of the Commission's rules, prior approval was not required for the Transaction.¹ This letter provides notice of the Transaction with respect to ImOn's receive-only earth station registration associated with the above-referenced Call Sign.

Description of the Parties

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

¹ The Parties obtained prior approval for the Transaction in connection with the domestic and international Section 214 authorizations held by ImOn in WC Docket No. 22-86 and IBFS File No. ITC-T/C-20220223-00032.

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.

Contacts

Correspondence concerning this notification 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 ImOn:

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 ImOn 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

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, a transaction was completed on April 19, 2022 that resulted in Merger Sub merging with and into ImOn, with ImOn surviving the merger. As a result, ImOn became an indirect, wholly owned subsidiary of Transferee. Diagrams depicting the pre- and post-Transaction corporate ownership structure of ImOn are provided as Exhibit A.

Should you have any questions concerning this filing, please do not hesitate to contact us.

Marlene H. Dortch, Secretary
April 22, 2022
Page 3

Respectfully Submitted,

/s/ Daniel P. Brooks

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

Counsel for Hawkeye Topco Holdings, LLC

/s/ Danielle Burt

Catherine Wang

Danielle Burt

MORGAN, LEWIS & BOCKIUS LLP

1111 Pennsylvania Ave., N.W.

Washington, DC 20004

202-739-3000 (tel)

202-739-3001 (fax)

catherine.wang@morganlewis.com

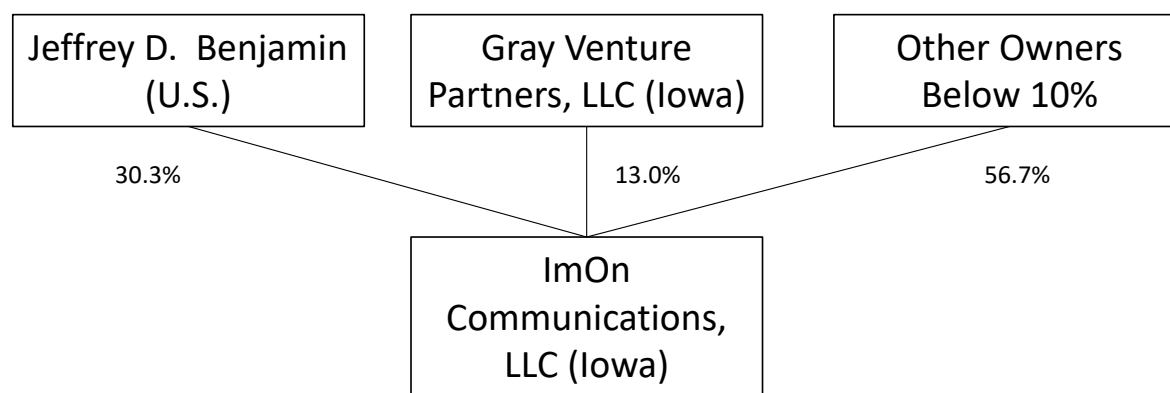
danielle.burt@morganlewis.com

Counsel for ImOn Communications, LLC

EXHIBIT A

Pre- and Post-Transaction Ownership Structure Charts

Pre-Transaction Ownership of ImOn Communications, LLC



Post-Transaction Ownership of ImOn Communications, LLC

