

November 10, 2022

Via Email (psc@utah.gov)

Gary L. Widerburg, Commission Administrator
Utah Public Service Commission
Heber M. Wells Building, 4th Floor
160 East 300 South
Salt Lake City, Utah 84111

**Re: Docket No. 22-2638-01
Notification Regarding the Proposed Transfer of Indirect Control of
Skybeam, LLC dba Rise Broadband**

Dear Mr. Widerburg:

By this letter, Skybeam, LLC dba Rise Broadband ("Skybeam" or "Licensee"), JAB Wireless, Inc. ("Transferor") and GI DI Iris Acquisition Inc. ("Transferee") (collectively, the "Parties"), by their undersigned representatives, notify the Commission of a planned transfer of indirect control of Licensee from Transferor to Transferee.

The Parties submit this notification pursuant to Utah Code § 54-8b-3.4. Specifically, Licensee is exempt from the requirements of Utah Code Ann. § 54-4-29 because it is a competitive entrant and does not receive high-cost support from the Utah Universal Public Telecommunications Support Fund. *See* Utah Code §§ 54-8b-3.4(1)(a)(i) & 54-8b-3.4(2). Therefore, the Parties need only submit notice of the Transaction (as defined below) prior to its completion. *See* Utah Code § 54-8b-3.4(1)(b).

In support of this filing, the Parties provide the following information:

Description of the Parties

A. Transferor (JAB Wireless Inc.) and Licensee (Skybeam, LLC dba Rise Broadband)

Transferor is a Colorado corporation headquartered in Englewood, Colorado. Transferor was incorporated in 2005 and previously operated as Skybeam, Digis, T6, Prairie iNet and Rhino Communications. All names were rebranded under the Rise name in 2015.

Licensee and its affiliates collectively provide fixed wireless broadband services under the trade name "Rise Broadband" in sixteen states: Texas, Oklahoma, Missouri, Illinois, Indiana, Nebraska, Iowa, Kansas, Colorado, Wyoming, Idaho, Nevada, Utah, Minnesota, Wisconsin, and South Dakota. Rise Broadband offers high-speed internet access and digital voice services via fixed wireless and fiber technology. Rise Broadband's customers include residential, commercial and enterprise customers, including schools, manufacturing facilities and other commercial locations. Rise Broadband offers expanded broadband coverage in previously under-served and unserved rural areas, delivers high-speed Internet at speeds comparable to or exceeding DSL and cable, and provides a competitive alternative to phone, satellite and cable providers. In

Utah, Licensee has applied for authorization to operate as a provider of facilities-based public telecommunications services in the State of Utah in Docket No. 22-2638-01.

B. Transferee

Transferee is a newly formed company created for the purpose of completing the Transaction. Transferee is primarily owned and is controlled by private equity funds GI Data Infrastructure Fund LP and GI Data Infrastructure Fund-A LP (collectively "GI Partners"). GI Partners' investments focus on data centers, data transport, wireless access, and tech-enabled infrastructure, predominantly in North America. The equity in GI Partners funds is held through passive limited (and insulated) partnership interests and include public and private pension plans, financial institutions, investment management firms, and foundations.

Designated Contacts

Inquiries or copies of any correspondence, orders, or other materials pertaining to this filing should be directed to:

For Licensee and Transferor:

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-and-

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For Transferee:

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with a copy to:

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with a copy to:

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San Francisco, CA 94111
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legal@gipartners.com

Description of the Transaction

Pursuant to an Agreement and Plan of Merger, dated May 28, 2022 (the "Agreement"), by and among Transferee, GI DI Iris Merger Sub Inc. ("Merger Sub"),¹ Transferor, and LStar Equity Company Holdings, L.P. (as Shareholder Representative), Merger Sub will merge with and into Transferor with Transferor continuing as the surviving entity (the "Transaction"). As a result of the Transaction, Transferor will be a direct, wholly-owned subsidiary of Transferee and Licensee and its affiliates will be indirect, wholly-owned subsidiaries of Transferee. For the Commission's reference, diagrams depicting the current and post-Transaction corporate ownership structure of Licensee are provided as **Exhibit A**.

Public Interest Considerations

The proposed Transaction furthers the public interest, convenience, and necessity. The proposed Transaction will strengthen the market position of Licensee and its affiliates by providing access to additional funding and management expertise, which will enable accelerated investment and service expansion in the company's network in Utah. As a result, Licensee and its affiliates will be better able to meet the needs of existing customers by providing superior service, as well as better compete for new customers by virtue of enhanced capabilities.

Moreover, because the proposed Transaction is occurring at the holding company level, it will be entirely seamless to customers and will have no impact on Licensee's day-to-day operations and service offerings. Licensee will continue to provide high-quality communications offerings to its customers at the same rates, terms, and conditions without interruption. Further, the proposed Transaction will not cause any diminution in competition. Finally, the proposed Transaction will supplement Licensee's existing management team with the managerial capabilities and resources of GI Partners.

* * * *

¹ Merger Sub is a Colorado corporation and a direct, wholly-owned subsidiary created by the Transferee solely for purposes of the Transaction.

Gary L. Widerburg, Commission Administrator
November 10, 2022
Page 4

Please acknowledge receipt of this electronic filing. Should you have any questions, please do not hesitate to contact the undersigned.

Respectfully submitted,

/s/Stephen E. Coran

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*Counsel for Skybeam, LLC and JAB Wireless,
Inc.*

/s/Andrew D. Lipman

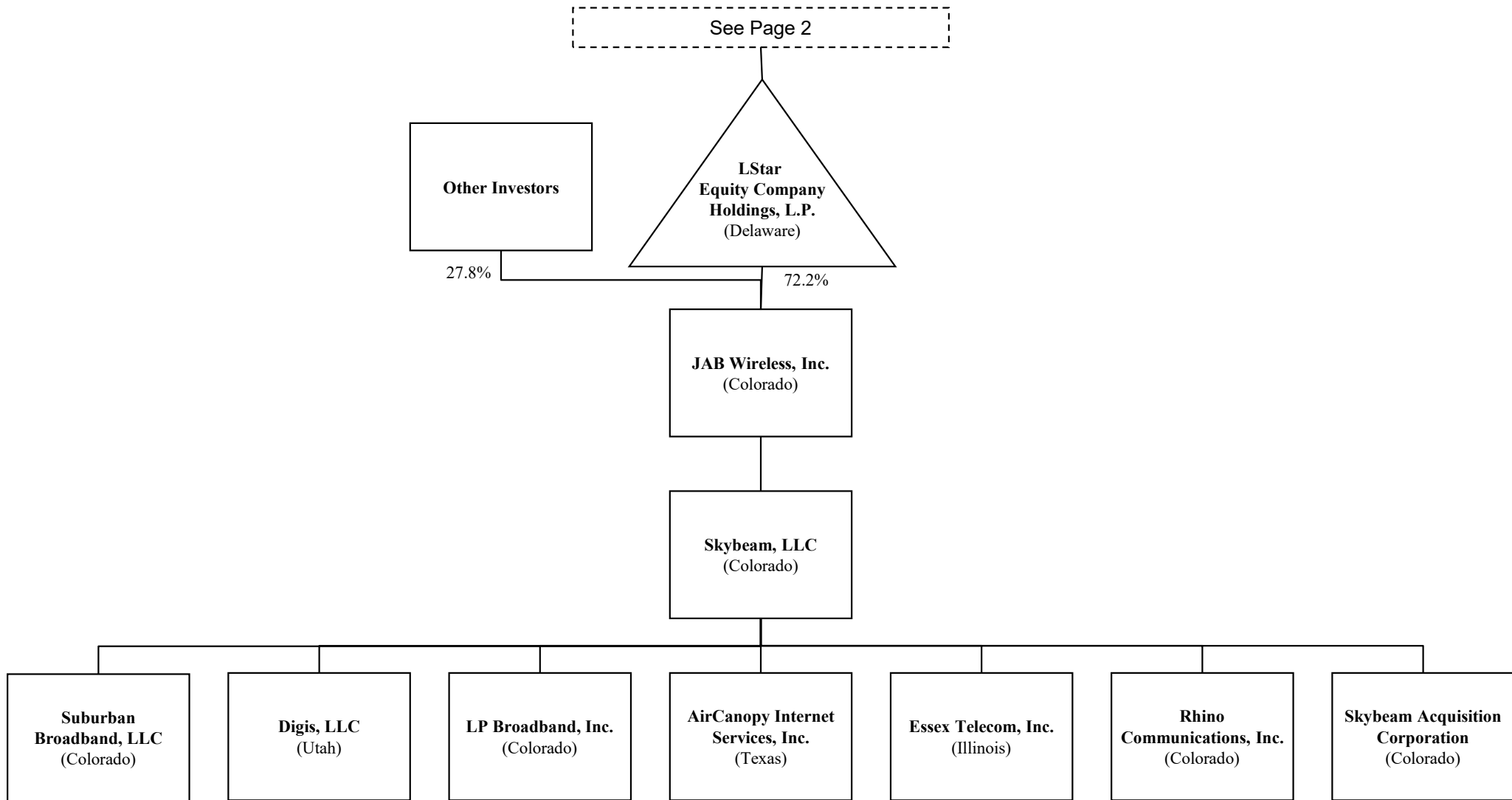
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Counsel for GI DI Iris Acquisition Inc.

EXHIBIT A

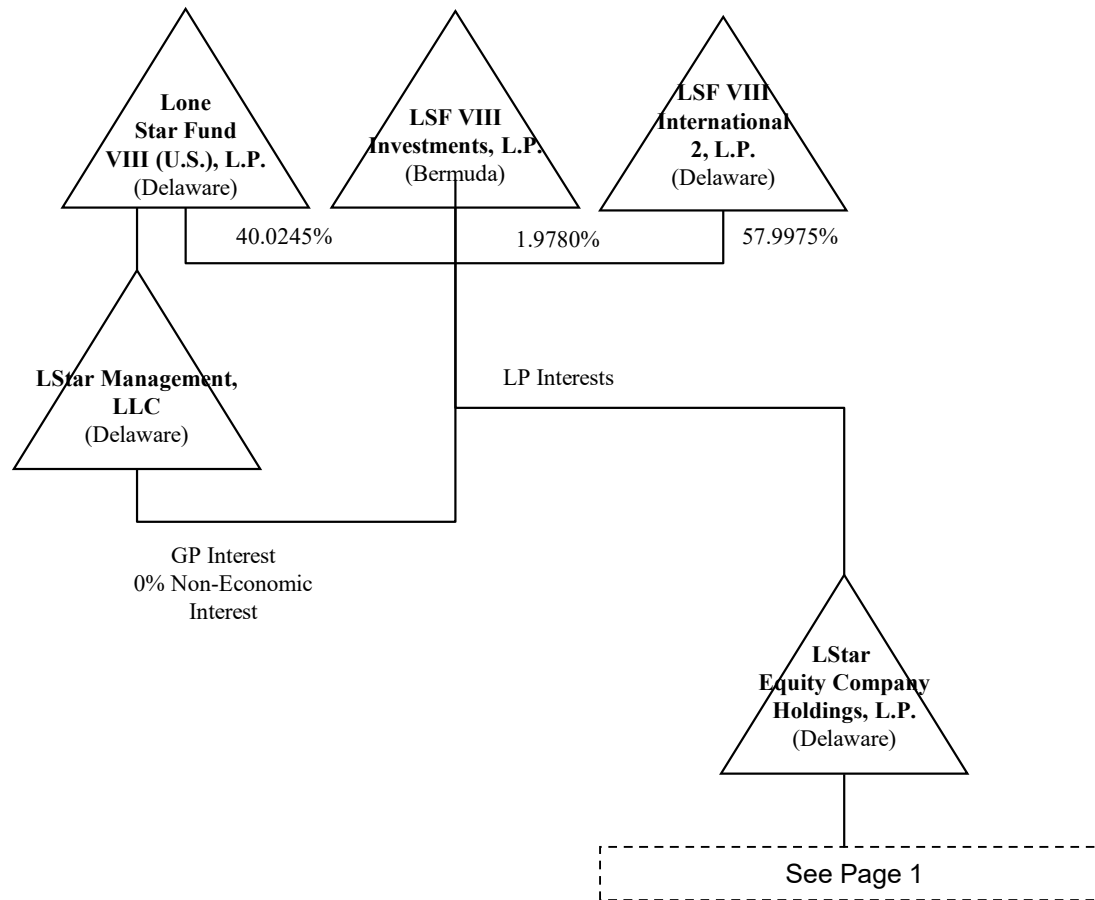
Pre- and Post-Transaction Corporate Ownership Structures

Pre-Transaction Corporate Ownership Structure



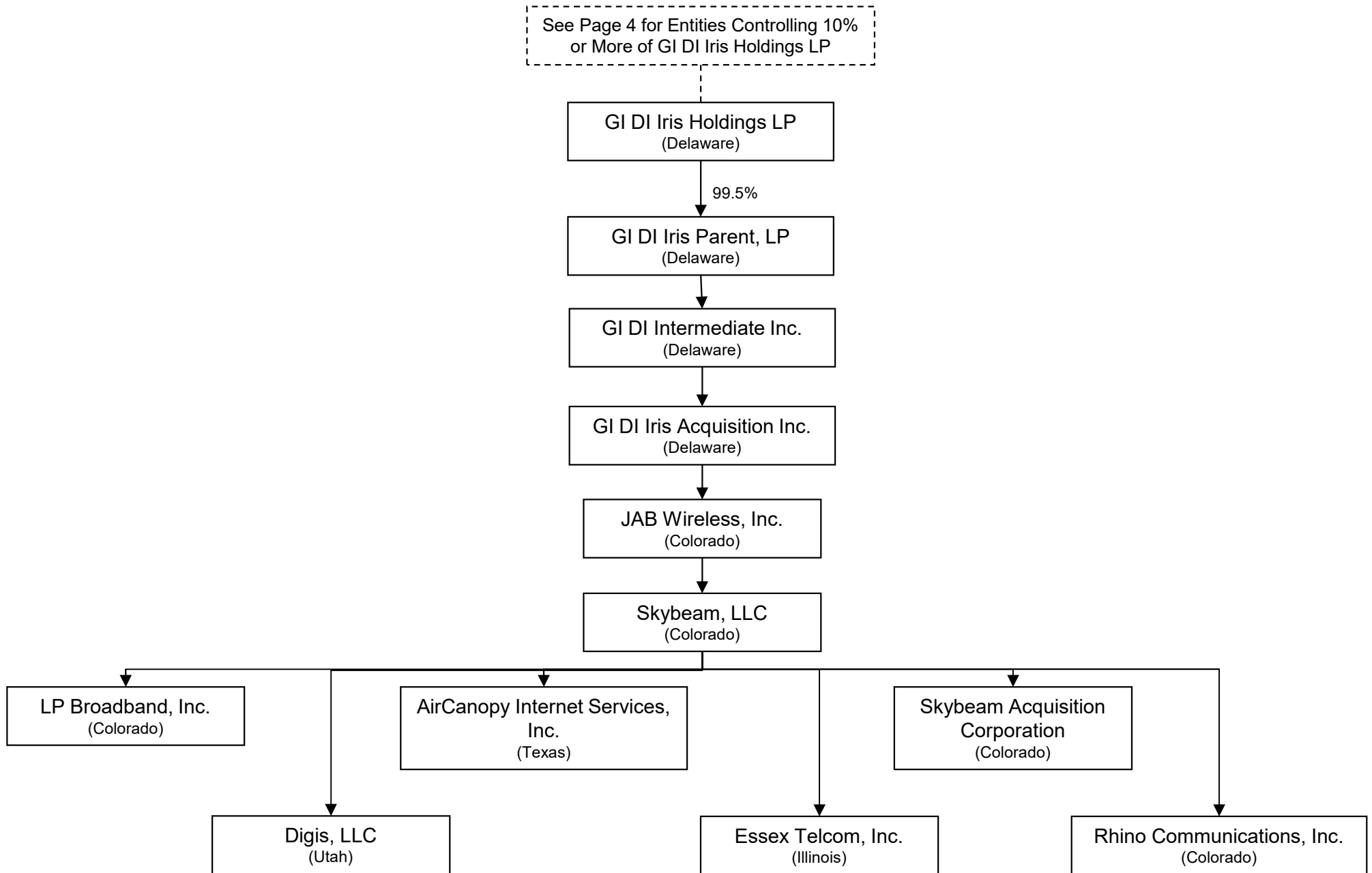
Unless otherwise indicated all ownership percentages are 100%.

Pre-Transaction Corporate Ownership Structure



Unless otherwise indicated all ownership percentages are 100%.

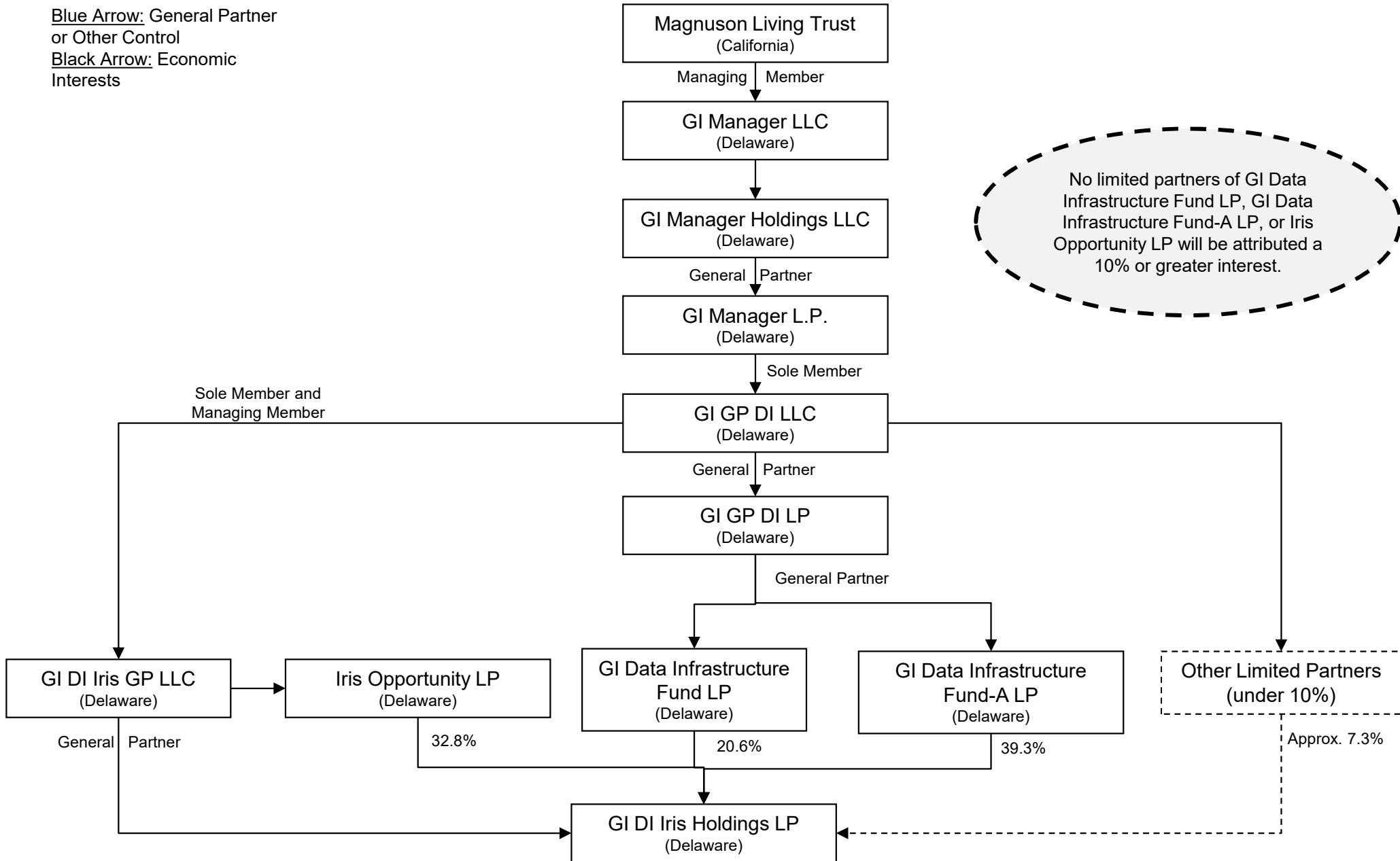
Post-Transaction Corporate Ownership Structure



Unless otherwise stated, all ownership percentages are 100%.

Post-Transaction Corporate Ownership Structure

Blue Arrow: General Partner or Other Control
Black Arrow: Economic Interests

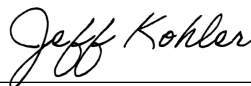


Unless otherwise stated, all ownership percentages are 100%.
Unless otherwise stated, no LP has a 10% or greater interest.

VERIFICATION

I, Jeff Kohler, state that I am the Co-Founder and Chief Development Officer of JAB Wireless, Inc. (the “Company”); that I am authorized to make this Verification on behalf of the Company and its subsidiaries; that the foregoing filing was prepared under my direction and supervision; and that the contents thereof and the certifications contained therein regarding the Company and its affiliates, 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 8th day of November 2022.

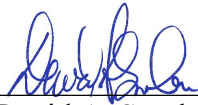


Jeff Kohler
Co-Founder and Chief Development Officer
JAB Wireless, Inc.

VERIFICATION

I, David Smolen, state that I am Secretary of GI DI Iris Acquisition Inc. (the “Company”); that I am authorized to make this Verification on behalf of the Company and its subsidiaries; that the foregoing filing was prepared under my direction and supervision; and that the contents thereof and the certifications contained therein regarding the Company and its affiliates, 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 7 day of November 2022.



David A. Smolen
Secretary
GI DI Iris Acquisition Inc.