



State of Utah

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Re: Docket No. 22-2638-02, *Notification Regarding the Proposed Transfer of Indirect Control of Skybeam, LLC dba Rise Broadband and JAB Wireless, Inc. to GI DI Iris Acquisition Inc.*

All,

The Public Service Commission (PSC) has reviewed the notice (“Notification”) filed on November 10, 2022, by Skybeam, LLC dba Rise Broadband (“Skybeam”), JAB Wireless, Inc. (“Transferor”), and GI DI Iris Acquisition Inc. (“Transferee”), of a planned transfer of indirect control of Skybeam from Transferor to Transferee (the “Transaction”).

The Notification states that Skybeam has applied to operate as a provider of facilities-based public telecommunications services in the State of Utah in Docket No. 22-2638-01.¹ The Notification represents that “[p]ursuant 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”), 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 [Skybeam] and its affiliates will be indirect, wholly-owned subsidiaries of Transferee.”² The Notification states that because the proposed Transaction is occurring at the holding company level, it will be entirely seamless to customers and will have no impact on Skybeam’s day-to-day operations and service offerings. The Notification further represents that, among other things, Skybeam will continue to provide high-quality communications offerings to its customers at the same rates, terms, and conditions without interruption. The Notification claims no PSC approval of the transfer of indirect control is required.³

The Division of Public Utilities (DPU) filed comments on November 28, 2022, recommending the PSC acknowledge the Notification and requesting informal adjudication of the matter. DPU states the public interest will be promoted by acknowledging the Notification. DPU concludes that applicants are in compliance with Utah Admin. Code R746-349-7. DPU does not address whether the Transaction requires PSC approval.

No party has identified a statutory or other legal requirement for the PSC to approve the proposed Transaction, and no party has requested a declaratory ruling on the issue pursuant to Utah Admin. Code R746-101-1, et seq. Accordingly, the PSC acknowledges that the Notification was filed and gives notice it will take no further action in this docket unless a party files a request for agency action and explains the basis on which the PSC may or should act.

Sincerely,

/s/ Gary L. Widerburg

PSC Secretary

DW#326388

¹ On November 25, 2022, the PSC authorized Skybeam to provide public telecommunications services within the State of Utah in Docket No. 22-2638-01.

² Notification at 3.

³ Skybeam states the Notification is submitted “pursuant to Utah Code [Ann.] § 54-8b-3.4. Specifically, [Skybeam] 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 [Ann.] §§ [54-8b-3.4(1)(a)(i)] & 54-8b-3.4(2). Therefore, the [p]arties need only submit notice of the Transaction . . . prior to its completion. *See* Utah Code [Ann.] § 54-8b-3.4(1)(b).” Notification at 1.