

Morgan Lewis

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August 20, 2025

VIA E-MAIL

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

Re: Notification Regarding Corporate Restructuring of SummitIG Utah, LLC

Dear Commission Administrator Widerburg:

By this letter, SummitIG Utah, LLC ("SummitIG Utah"), by its undersigned counsel, notifies the Commission of a proposed transaction that will introduce new intermediate entities in the chain of SummitIG Utah's ownership, without changing its ultimate ownership and control. The transaction will interpose a new intermediate ownership structure between the ultimate controlling parties in SDC Skyline GP Manager, LLC ("SDC Skyline Manager"), the managing member of SDC Skyline GP, LLC ("SDC Skyline GP"), which is the general partner of SDC Skyline, L.P. ("SDC Skyline Fund"), the investment fund that indirectly holds the equity interests in SummitIG Utah, and SDC Skyline Manager (the "Restructuring"). The Restructuring, as described below, is an entirely parent level event that will not result in any change to ultimate ownership and control of SummitIG Utah, or any change to the entity providing service in Utah. SummitIG Utah emphasizes that the Restructuring will not result in changes to rates or terms of service or otherwise involve or effect its customers.



SummitIG Utah submits this notification pursuant to Utah Code § 54-8b-3.4. Specifically, SummitIG Utah 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, SummitIG Utah need only submit notice of the Restructuring prior to its completion. See Utah Code § 54-8b-3.4(1)(b).

Description of SummitIG Utah and its Ownership

SummitIG Utah is a Delaware limited liability company located at 22365 Broderick Drive, Suite 250, Sterling, VA 20166. SummitIG Utah is a provider of fiber services to business subscribers in

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Utah. SummitIG Utah was authorized to provide facilities-based and resold local exchange, access, and interexchange telecommunications service in Utah on November 30, 2016, pursuant to a Certificate granted by the Commission in Docket No. 16-2591-01.

Summit IG Utah is indirectly owned by SDC Skyline Fund, a fund managed by SDC Capital Partners, LLC ("SDC Capital"), a New York City-based private investment firm focused on information technology and communications infrastructure.

The general partner of SDC Skyline Fund is SDC Skyline GP, a Delaware limited liability company with a principal office located at 817 Broadway, 10th Floor, New York, New York 10003. The manager of SDC Skyline GP is SDC Skyline Manager. Douglas Kaden, a U.S. Citizen and founding partner of SDC Capital holds 12.20% of the membership interests in SDC Skyline GP, and Todd Aaron, a U.S. Citizen and founding partner of SDC Capital holds 61.26% of the membership interests in SDC Skyline GP. Each of Mr. Kaden and Mr. Aaron currently control 50% of the voting interests in SDC Skyline Manager.

SDC Capital Partners GP Holdings, LP ("GP Holdings") is a Delaware limited partnership with a principal office located at 817 Broadway, 10th Floor, New York, New York 10003. GP Holdings does not, and will not, provide telecommunications services, but is rather a holding company that was formed for the purpose of the proposed Restructuring.

SDC Capital Partners GP Holdings Parent 2, LP ("GP Holdings Parent 2") is a Delaware limited partnership with a principal office located at 817 Broadway, 10th Floor, New York, New York 10003. GP Holdings Parent 2 does not, and will not, provide telecommunications services, but is also a holding company that was formed for the purpose of the proposed Restructuring.

Mr. Aaron and Mr. Kaden, own GP Holdings Parent through a series of personal and family holding entities. GP Holdings Parent is controlled by SDC Capital Partners GP, LLC ("SDC GP"), its sole general partner.

SDC GP is a Delaware limited liability company with a principal office located at 817 Broadway, 10th Floor, New York, New York 10003. SDC GP does not, and will not, provide telecommunications services. Mr. Aaron holds 51% of the voting interests in SDC GP; Mr. Kaden, holds the remaining 49% of the voting interests in SDC GP.

Contact Information

Questions, correspondence or other communications concerning this filing should be directed to:

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With copies to:

Vlada Rebeiz
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New York, New York 10003
vrebeiz@sdccapitalpartners.com

and:

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Vice President and General Counsel
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Sterling, Virginia 20166
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Description of the Restructuring

SDC Capital is undertaking an internal restructuring for tax and business efficiency purposes that will establish a new intermediate ownership structure between Todd Aaron, Douglas Kaden, and SDC Skyline Manager, the manager of SDC Skyline GP, which is the general partner of SDC Skyline Fund that controls the investment fund that has majority ownership of SummitIG Utah.

As explained above, SummitIG Utah is currently owned and controlled by SDC Skyline Fund. The general partner of SDC Skyline Fund is SDC Skyline GP, which in turn is controlled by SDC Skyline Manager. Mr. Kaden and Mr. Aaron each hold their interests in SDC Skyline GP Manager and SDC Skyline Manager, respectively, through a series of personal and family holding entities. Those personal holding entities will no longer hold direct interests in SDC Skyline GP and SDC Skyline Manager, but instead such interests will be indirectly transferred to GP Holdings which will be the sole member of SDC Skyline GP and SDC Skyline Manager. Mr. Kaden and Mr. Aaron's interests (held through their personal holding entities) will be indirectly transferred to GP Holdings which will be the sole member of SDC Skyline Manager and a member of SDC Skyline GP. Mr. Kaden and Mr. Aaron's interests (held through their personal holding entities) will be held in GP Holdings Parent 2 and in SDC GP, the sole general partner of both GP Holdings and GP Holdings Parent 2. Mr. Aaron will hold a 51% voting interest in SDC GP, and Mr. Kaden will hold a 49% voting interest in SDC GP, thus acquiring an indirect minority interest in both SDC Skyline GP and SDC Skyline Manager.

A chart illustrating the pre- and post-Restructuring ownership structure of SummitIG Utah is included as **Exhibit A**. As noted, the Restructuring will not result in any changes to the ultimate ownership or control of SummitIG Utah. Following the Restructuring, SummitIG Utah will continue to conduct its operations and provide its services as it does currently.

Public Interest Considerations

The Restructuring is in the public interest. The Restructuring involves only the insertion of new intermediate holding entities in the ownership chain of SummitIG Utah and the general partner of the investment fund that holds a majority of the ownership of SummitIG Utah. Accordingly, the Restructuring will not result in any change in SummitIG Utah's management, services or its operations. The Restructuring will not change day to day working control of, which will continue to be overseen by its existing management team. The telecommunications services provided by SummitIG Utah and the rates, terms and conditions of those services will not change as a result of the Restructuring, and SummitIG Utah's Utah customers will not be affected in any way by the Restructuring. SummitIG Utah will continue to have the same requisite managerial, technical and financial capabilities to provide quality communications services. SummitIG Utah's Utah customers will receive the same full range of products and services that they received prior to the Restructuring at the same prices and under the same terms and conditions. All the above facts demonstrate that the Restructuring is in the public interest.

* * * *

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

Respectfully submitted,

/s/Joshua M. Bobeck
Joshua M. Bobeck
Patricia Cave

Counsel for SummitIG Utah, LLC

Exhibit A

Current and Post-Restructuring Ownership Structure Charts

Chart 1: Current Ownership Structure of Summit

- - - Indirect interest
- Ownership
- General Partner
- Limited Partner

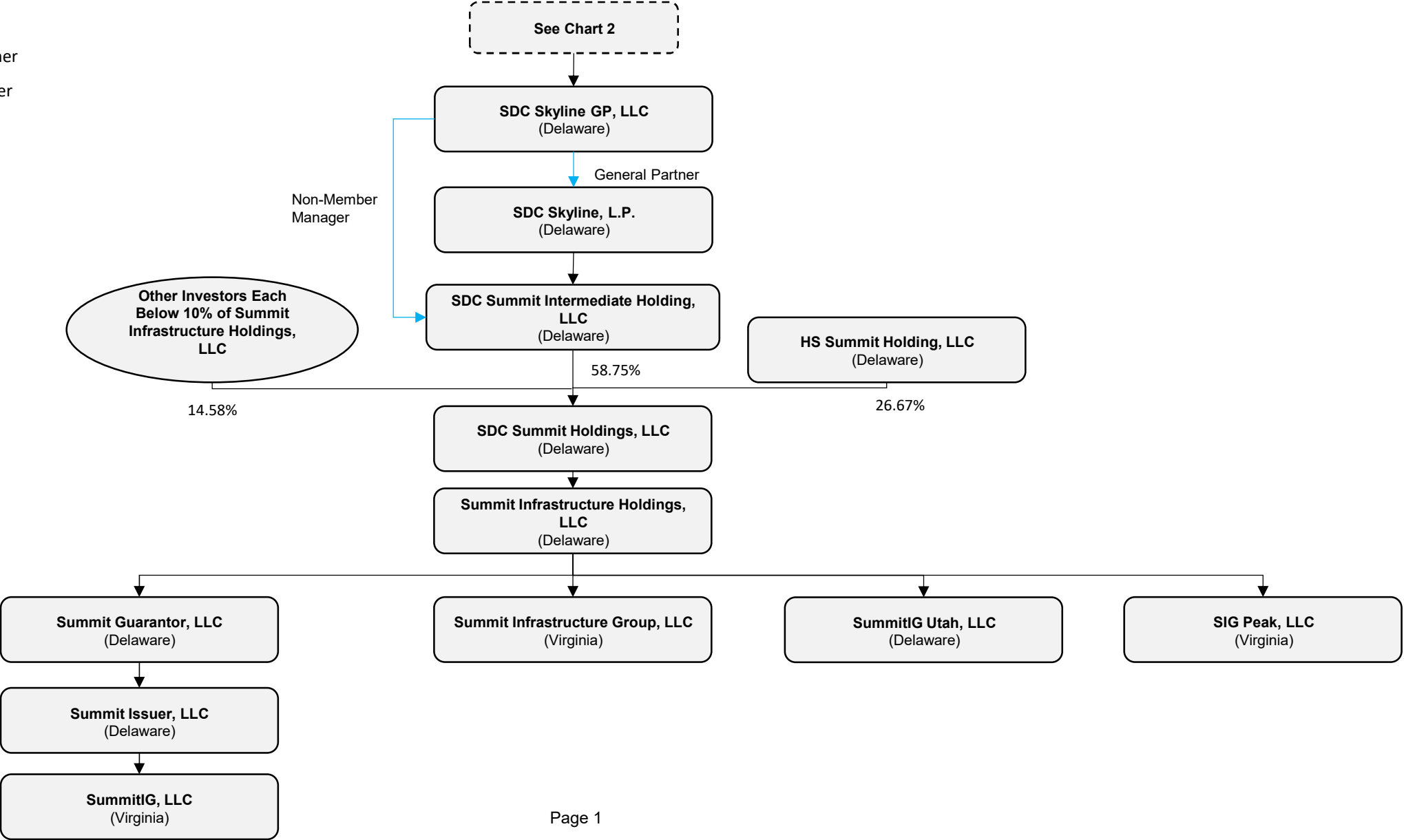
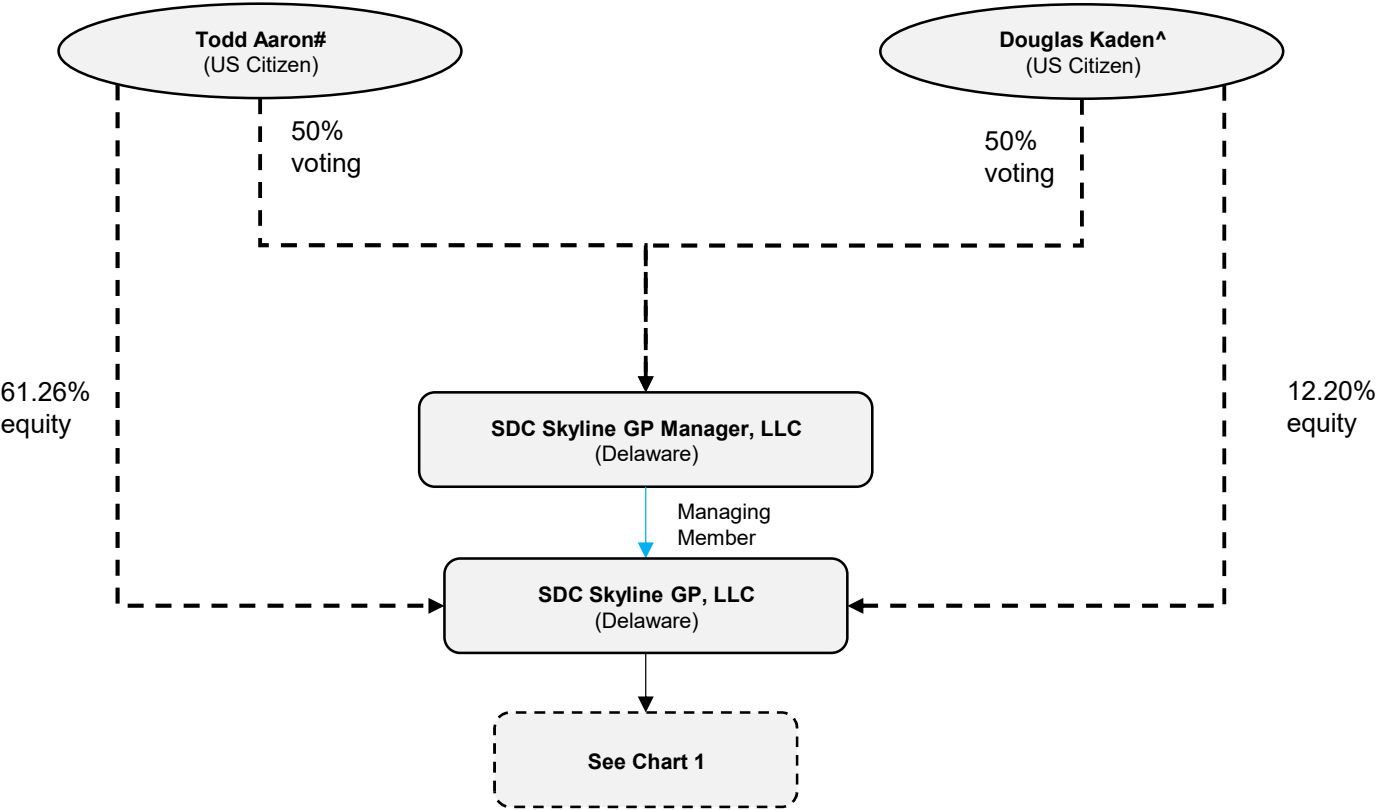


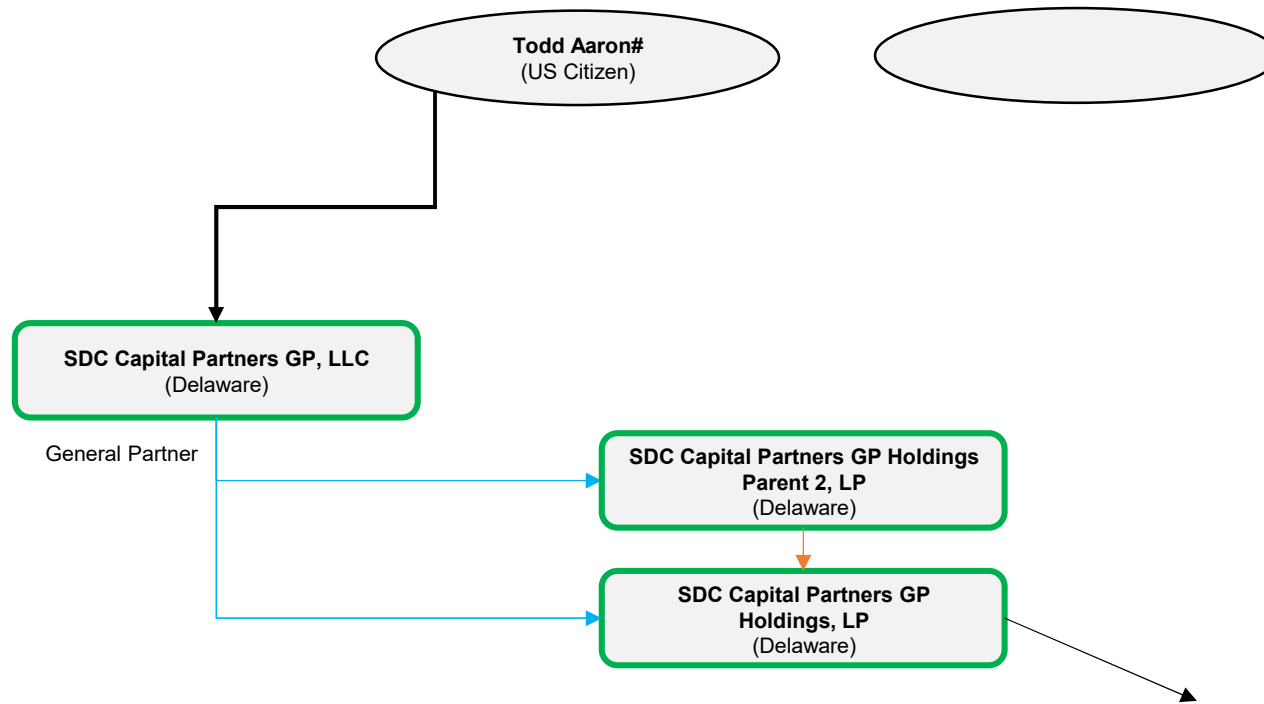
Chart 2: Current Ownership Structure of SDC Skyline GP, LLC

- - - - Indirect interest
- Ownership
- General Partner
- Limited Partner



Todd Aaron's interest in SDC Skyline GP Manager, LLC is held through a series of personal and family investment vehicles controlled by Mr. Aaron.
^ Douglas Kaden's interest in SDC Skyline GP Manager, LLC is held through a series of personal and family investment vehicles controlled by Mr. Kaden.

Chart 3: Post-Restructuring Ownership Structure of SDC Skyline GP, LLC



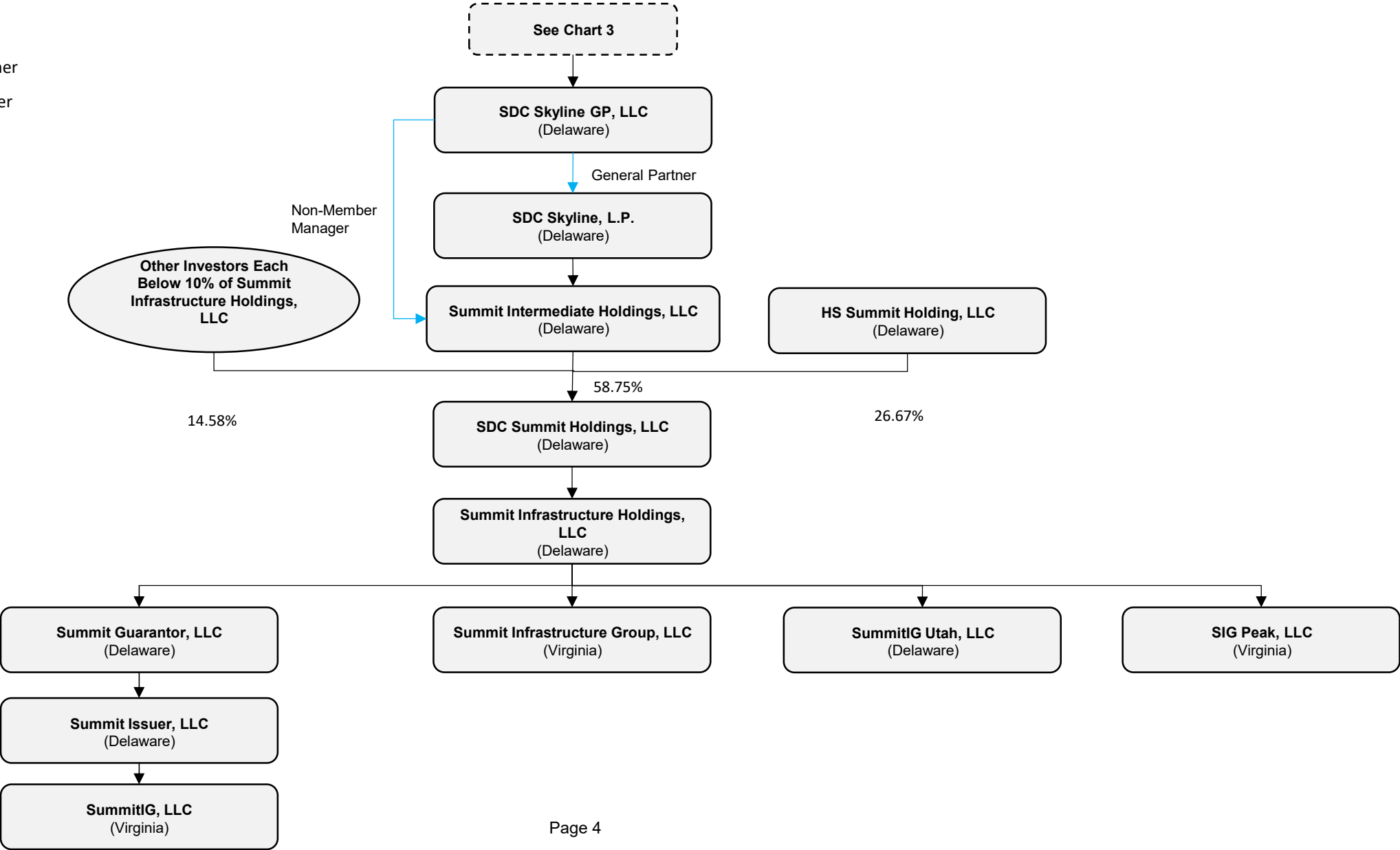
—→ General Partner
—→ Limited Partner

See Chart 4

Entities inserted into the ownership structure are outlined in green.

Chart 4: Post-Restructuring Ownership Structure of Summit

- Indirect interest
- Ownership
- General Partner
- Limited Partner



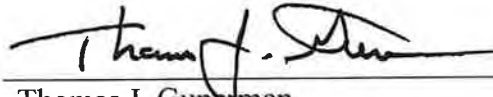
VERIFICATION

VERIFICATION

COMMONWEALTH OF VIRGINIA §
§
COUNTY OF LOUDOUN §

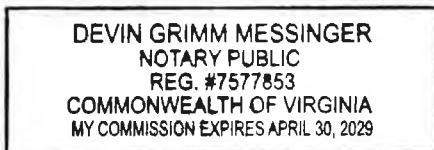
I, Thomas J. Gunerman, state that I am Vice President and General Counsel of Summit Infrastructure Holdings, LLC (together with its subsidiaries the "Company"); that I am authorized to make this Verification on behalf of the Company; that the foregoing filing was prepared under my direction and supervision; and that the contents with respect to the Company and its subsidiaries and affiliates are true and correct to the best of my knowledge, information and belief.

Executed this 19th day of August, 2025.



Thomas J. Gunerman
Vice President and General Counsel
Summit Infrastructure Holdings, LLC

SWORN TO AND SUBSCRIBED before me on the 19 day of August, 2025.


Notary Public

My commission expires: April 30, 2029