

June 10, 2022

VIA ELECTRONIC FILING

Ms. Lynn M. Retz
Executive Director
Kansas Corporation Commission
1500 SW Arrowhead Road
Topeka, Kansas 66604-4027

Re: Informational Notification Regarding Proposed Transfer of Indirect Control of Skybeam, LLC

Dear Ms. Retz:

By this letter Skybeam, LLC ("Skybeam" or "Licensee"), JAB Wireless, Inc. ("Transferor") and GI DI Iris Acquisition Inc. ("Transferee") (collectively, the "Parties") notify the Commission of a planned transaction, described further below, that will result in the transfer of indirect control of Skybeam to Transferee. Since Commission approval is not required for the Transaction, this letter is submitted for informational purposes.

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

Description of the Parties

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

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.

Skybeam 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 Kansas,

Skybeam is designated as an Eligible Telecommunications Carrier pursuant to authority granted in Docket No. 15-SKYT-262-ETC on February 24, 2015.

B. Transferee (GI DI Iris Acquisition Inc.)

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.

Contacts

For the purposes of this filing, contacts are as follows:

For Licensee and Transferor:

Stephen E. Coran
Lerman Senter PLLC
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Washington, DC 20036
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For Transferee:

Andrew D. Lipman
Russell M. Blau
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andrew.lipman@morganlewis.com
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with a copy to:

Jeff Kohler
Skybeam, LLC /JAB Wireless, Inc.
61 Inverness Dr. East, Suite 250
Englewood, Colorado 80112
303-945-7599
jkohler@risebroadband.com

with a copy to:

David A. Smolen
c/o GI DI Iris Acquisition Inc.
4 Embarcadero Center, Suite 3200
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415-688-4801 (fax)
legal@qipartners.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**.

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 Kansas. 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.

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Please acknowledge receipt of this letter. Should you have any questions, please do not hesitate to contact the persons identified above.

Respectfully submitted,

/s/Stephen E. Coran

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

/s/Andrew D. Lipman

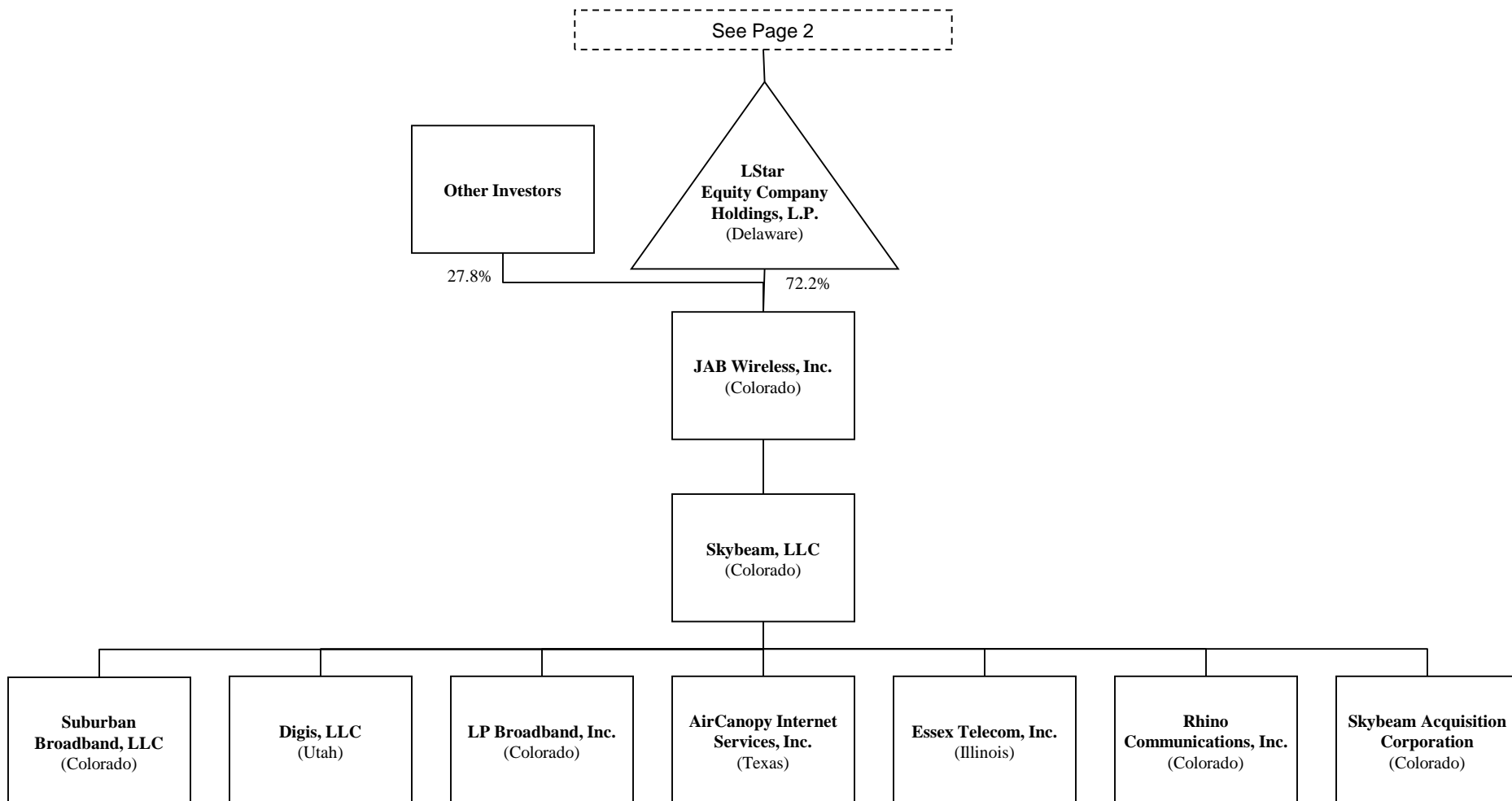
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Counsel for GI DI Iris Acquisition Inc.

EXHIBIT A

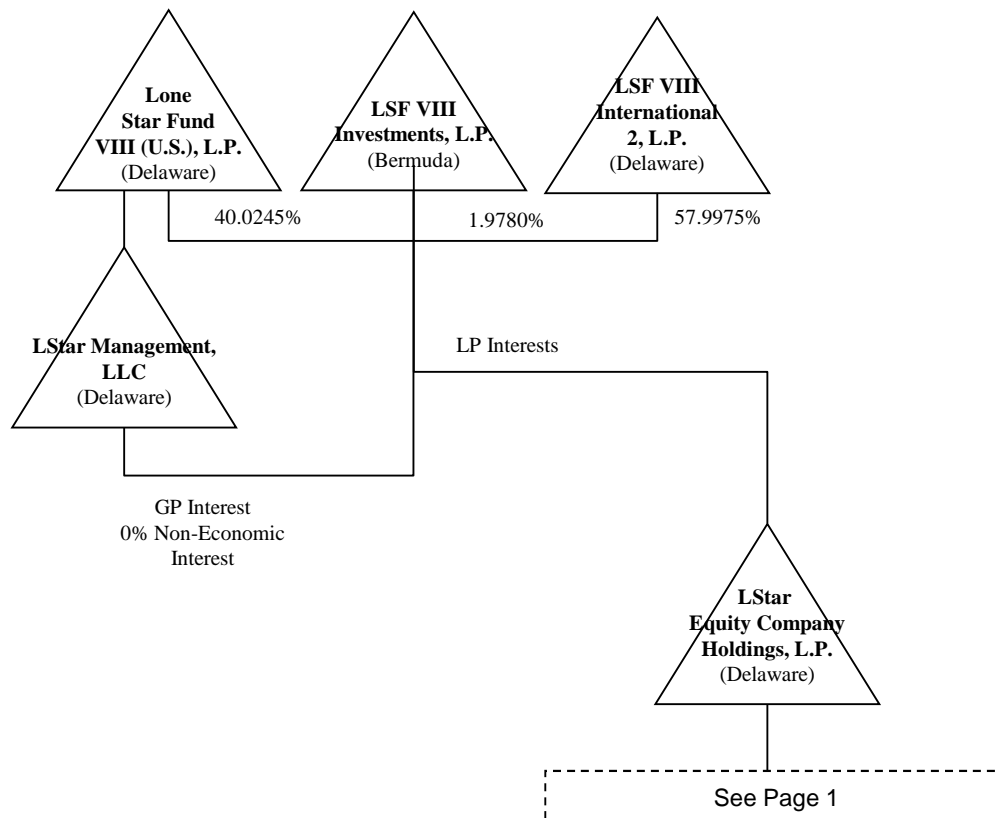
Pre- and Post-Transaction Corporate Ownership Structures

Pre-Transaction Corporate Ownership Structure



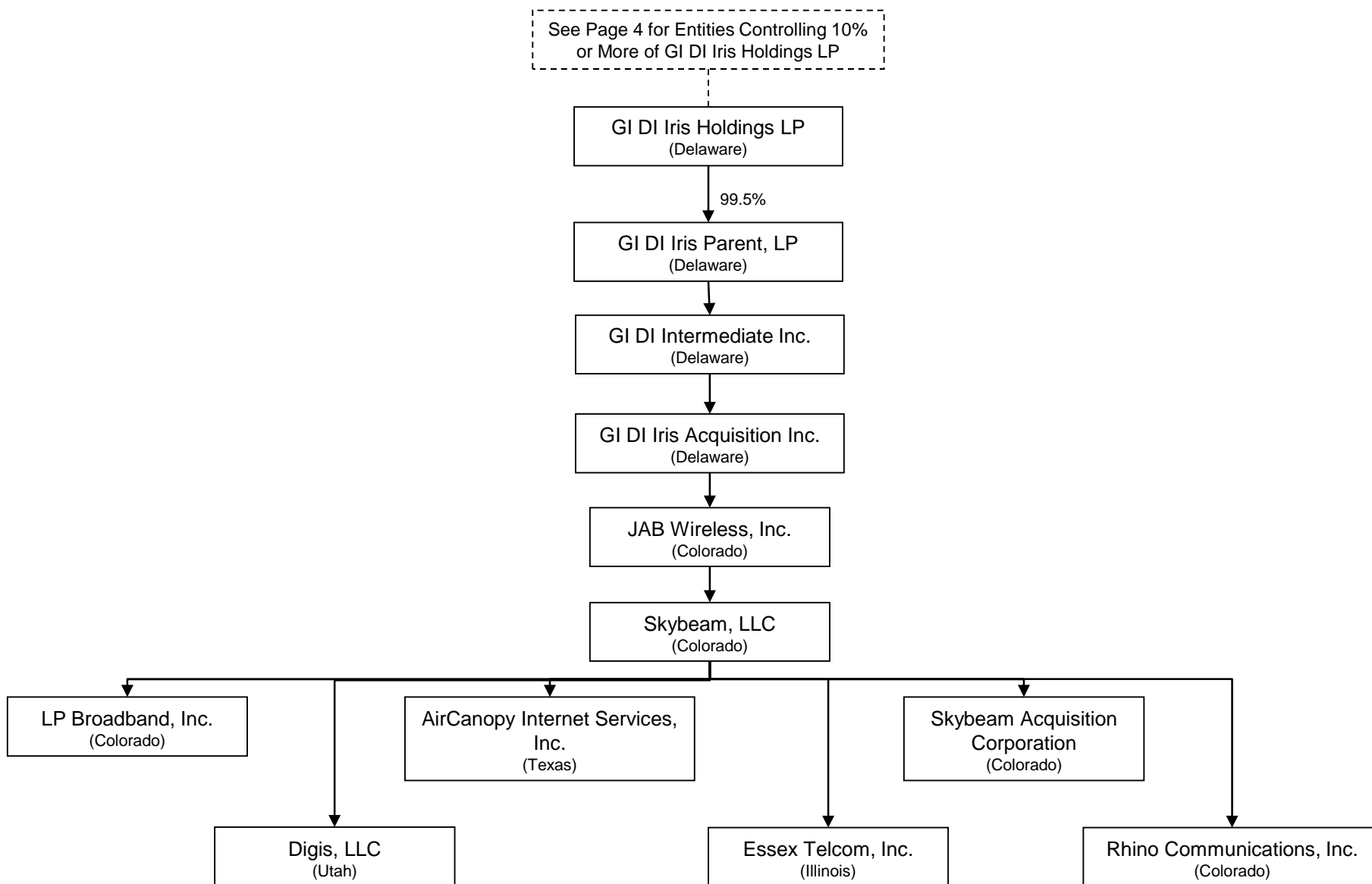
Unless otherwise indicated all ownership percentages are 100%.

Pre-Transaction Corporate Ownership Structure



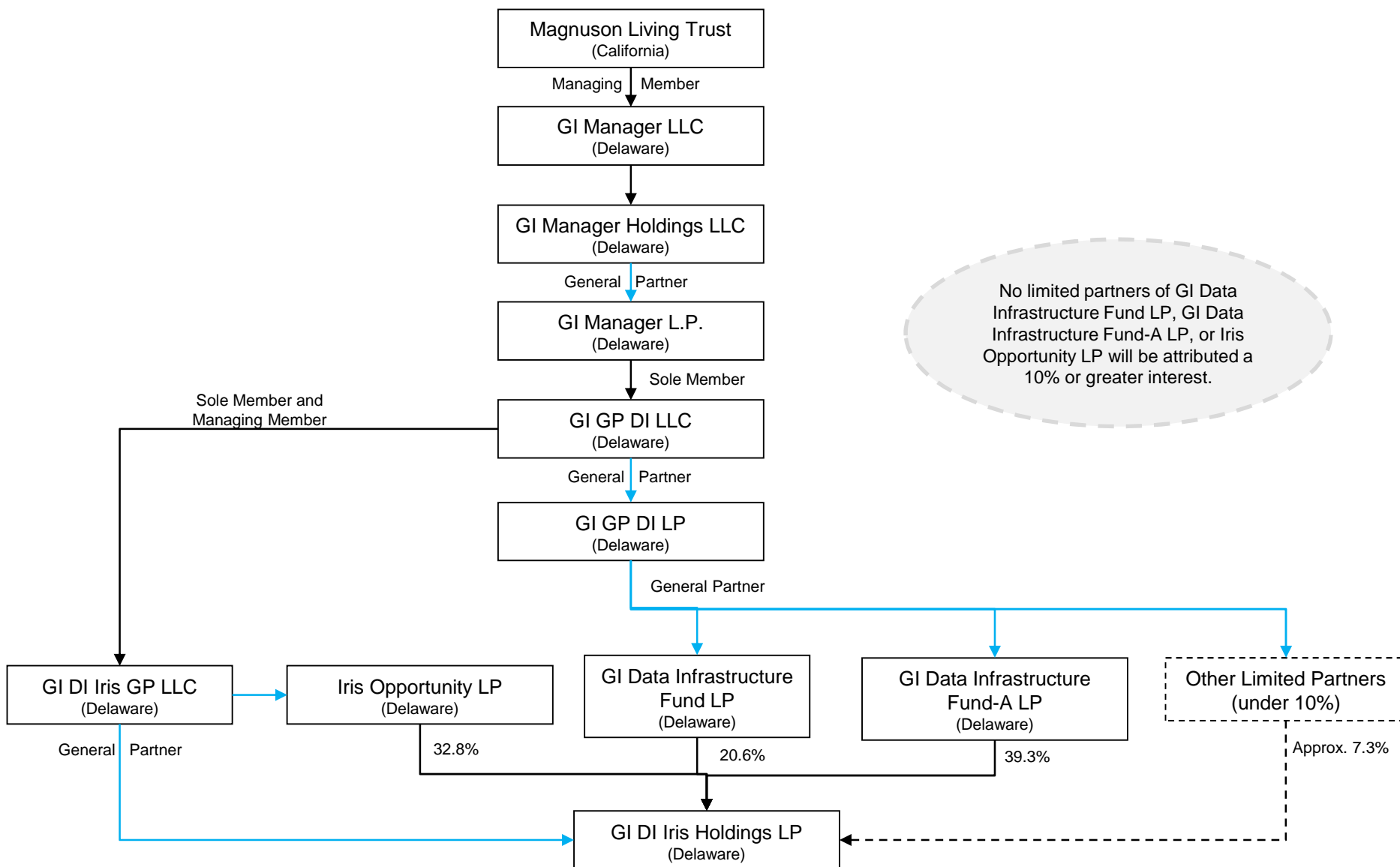
Unless otherwise indicated all ownership percentages are 100%.

Post-Transaction Corporate Ownership Structure



Unless otherwise stated, all ownership percentages are 100%.

Post-Transaction Corporate Ownership Structure



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

STATE OF COLORADO)

COUNTY OF ARAPAHOE)

Verification

I, Jeff Kohler, state that I am Co-Founder and Chief Development Officer of Skybeam, LLC; that I am authorized to make this Verification on behalf of the Company; that the foregoing was prepared under my direction and supervision; and that the contents are true and correct to the best of my knowledge, information, and belief.



Jeff Kohler
Co-Founder and Chief Development Officer
Skybeam, LLC

Sworn and subscribed before me this 9th day of June, 2022.

KATHERINE LEBLANC COLVIN
Notary Public
State of Colorado
Notary ID # 20214028004
My Commission Expires 07-13-2025



Notary Public

My commission expires 7/13/2025

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; 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 10th day of June 2022.

A handwritten signature in cursive script, appearing to read 'David Smolen', is written over a horizontal line.

David Smolen
Secretary
GI DI Iris Acquisition Inc.