

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554**

In the Matter of)	
)	
James T. Ward, as the representative of all of the)	
interest holders of Provincial Real Estate)	
Holdings, LLC,)	WC Docket No. 20-____
Transferor,)	
)	
Jaguar Communications, Inc.,)	IB File No. _____
Licensee,)	
)	
and)	
)	
MetroNet Holdings, LLC,)	
Transferee,)	
)	
Joint Application to Transfer Control Pursuant to)	
Section 214 of the Communications Act of 1934,)	
as Amended.)	
)	

**JOINT APPLICATION TO TRANSFER CONTROL OF JAGUAR
COMMUNICATIONS, INC. TO METRONET HOLDINGS, LLC**

James T. Ward, as the representative of all of the interest holders (“James T. Ward” or “Transferor”) of Provincial Real Estate Holdings, LLC (“Provincial”) and MetroNet Holdings, LLC (“MetroNet Holdings” or “Transferee”) (collectively with Transferor the “Applicants”), pursuant to Section 214 of the Communications Act of 1934, as amended (the “Act”), 47 U.S.C. § 214, and Sections 63.04 and 63.24 of the rules of the Federal Communications Commission (“FCC” or the “Commission”), 47 C.F.R. §§ 63.04, 63.24, hereby request authority to transfer indirect control of 100% of the shares of Jaguar Communications, Inc. (“Jaguar” or “Licensee”) to MetroNet Holdings pursuant to streamlined processing.

I. DESCRIPTION OF PARTIES AND TRANSACTION

A. Description of Transferor

James T. Ward is the representative of all of the interest holders of Provincial, a Minnesota limited liability company. James Ward individually holds a 39% equity interest and 75% voting interest in Provincial. Provincial is a holding company that owns 100% of the shares of Jaguar, the licensee in this transaction. Jaguar holds a domestic and an international Section 214 authorization as indicated below. Jaguar is a Competitive Local Exchange Carrier (“CLEC”) that provides local, interstate, and international interexchange telecommunications services in certain portions of Minnesota. Jaguar is an Eligible Telecommunications Carrier that is authorized to provide lifeline-support residential telephone services to qualifying low-income residential consumers in Minnesota. Jaguar provides additional telecommunications-related services, including internet and video services. A chart showing Provincial’s and Jaguar’s current corporate structure is attached to this Joint Application as Appendix A.¹ Provincial’s current 10% or greater owners are described in Appendix B, attached to this Joint Application.

B. Description of Transferee

MetroNet Holdings is a Delaware limited liability company. It is a holding company that, through direct and indirect wholly owned subsidiaries, provides domestic and international telecommunications services, voice over Internet protocol services, broadband services, and multichannel video programming services in certain portions of Indiana, Illinois, Iowa,

¹ In the near future, Transferor, Provincial, and Licensee plan to file with the Commission documents seeking correction of certain licensing irregularities discovered during the process of entering into the Equity Purchase Agreement described herein. Applicants respectfully request that these corrective filings be acted on either prior to or contemporaneous with approval of this Joint Application.

Kentucky, Michigan, Minnesota, and Ohio. A chart showing MetroNet Holdings' current organizational structure is attached to this Joint Application as Appendix C.

C. Description of the Transaction

Pursuant to the Equity Purchase Agreement dated January 17, 2020, among MetroNet Holdings, as Buyer, the Members of Provincial Real Estate Holdings, LLC, as Sellers, and James T. Ward, as Sellers' Representative, MetroNet Holdings will acquire all of the outstanding equity interests of Provincial (the "Transaction"). As a result, Jaguar will become an indirect wholly owned subsidiary of MetroNet Holdings. A chart of MetroNet Holdings' post-Transaction organizational and ownership structure is attached to this Joint Application as Appendix D.

II. INFORMATION REQUIRED BY SECTION 63.24

Pursuant to Section 63.24(e)(2) of the Commission's rules, the Applicants provide the following information pursuant to Sections 63.18(a)-(d) and (h)-(p) in support of the Transaction as it relates to the transfer of control of international Section 214 authority:

(a) Applicants' Names, Addresses and Telephone Numbers

Transferor: James T. Ward, as the representative of all of the interest holders of Provincial Real Estate Holdings, LLC
172 Country Club Drive
Mankato, Minnesota 56001

Telephone: (612) 756-3640
FRN: 0029197100

Licensee: Jaguar Communications, Inc.
213 South Oak Ave.
Owatonna, Minnesota 55060

Telephone: (507) 214-0269
FRN: 0004365961

Transferee: MetroNet Holdings, LLC
8837 Bond Street
Overland Park, Kansas 66214

Telephone: (812) 213-1085
Facsimile: (317) 981-8051
FRN: 0024170359

(b) State of Organization

- (a) Transferor: James T. Ward and all of the other Provincial interest holders are either trusts or individuals that are U.S. citizens. The trusts are organized in the State of Minnesota. Provincial is organized in the State of Minnesota as a limited liability company.
- (b) Licensee: Jaguar is incorporated in the State of Minnesota as a corporation.
- (c) Transferee: MetroNet Holdings is organized in the State of Delaware as a limited liability company.

(c) Contact Information (Answer to Question 10)

All correspondence, notices and inquiries regarding this transaction should be addressed to:

Transferor: James T. Ward
172 Country Club Drive
Mankato, Minnesota 56001

Telephone: (612) 756-3640
jim.ward@cambriausa.com

With a copy to:

Joshua R. Ward
Ward Law Group, PLLC
7760 France Avenue South, Suite 1100
Edina, Minnesota 55435

Telephone: (952) 653-2621
jward@wcounsel.com

Counsel for James T. Ward and Provincial Real Estate Holdings, LLC

Licensee: Kristine A. Anderson
Jaguar Communications, Inc.
213 South Oak Ave.
Owatonna, Minnesota 55060

Telephone: (507) 214-0269
kanderson@JagCom.net

Counsel for Jaguar Communications, Inc.

Transferee: John M. Campbell
Vice President & General Counsel
MetroNet Holdings, LLC
8837 Bond Street
Overland Park, Kansas 66214

Telephone: (812) 213-1085
Facsimile: (317) 981-8051
John.Campbell@metronetinc.com

With a copy to:

Gregory J. Vogt
Law Offices of Gregory J. Vogt, PLLC
103 Black Mountain Avenue
Suite 11
Black Mountain, NC 28711

Telephone: (828) 669-2099
gvogt@vogtlawfirm.com

Counsel for MetroNet Holdings, LLC

(d) Section 214 Authorizations

Transferor: All interest holders of Provincial are U.S. citizens. Neither such interest holders nor Provincial hold any Section 214 authority or FCC license.

Licensee: Jaguar holds an international Section 214 authorization to provide global or limited global resale services. IB File No. ITC-214-20010125-00060. It holds blanket domestic Section 214 authority pursuant to 47 C.F.R. § 63.01.

Transferee: MetroNet Holdings holds the international Section 214 authorization that its wholly owned subsidiaries Metro FiberNet, LLC and CMN-RUS, Inc. use to provide global or limited global resale service. IB File No. ITC-214-20110114-00005. Its wholly owned subsidiaries Metro FiberNet, LLC and CMN-RUS, Inc. hold blanket domestic Section 214 authority pursuant to 47 C.F.R. § 63.01.

(h) Ten percent Equity Shareholders (Answers to Questions 11 and 12)

Upon completion of the Transaction, Licensee will remain a direct, wholly owned subsidiary of Provincial. The following entities will hold, directly or indirectly, a 10% or greater interest² in Licensee through Provincial upon completion of the Transaction as calculated pursuant to the Commission’s ownership attribution rules for wireline and international telecommunications carriers:

1. Direct Ownership and Control of Provincial: Upon completion of the Transaction, Transferee will directly own 100% of Provincial:

Name:	MetroNet Holdings, LLC (“Transferee”)
Address:	8837 Bond Street Overland Park, Kansas 66214
Citizenship:	U.S. (Delaware)
Principal Business:	Holding Company
Interest Held:	100%

2. Direct Ownership and Control of Transferee: The following entities directly own 10% or more of the membership interests in Transferee:

² The ownership interests provided herein represent both equity and voting interests unless otherwise indicated or if the entity is a limited partner. Limited partners only have equity interests and do not have voting interests in the limited partnership unless otherwise indicated.

Name: Albert E. Cinelli and Sharon A. Cinelli 2012 Revocable Trust, dated January 20, 2014 (“Cinelli Revocable Trust”)
Address: c/o Albert E. Cinelli
13800 West 116th Street, Apt 1412
Olathe, KS 66062
Citizenship: U.S. (Texas)
Principal Business: Trust
Interest Held: 19.6%

Name: OH Metro Holdings, LLC (“OH-MH”)
Address: One Stamford Plaza
263 Tresser Blvd., 15th floor
Stamford, CT 06901
Citizenship: U.S. (Delaware)
Principal Business: Investment Activities
Interest Held: 32.7%

Name: OH Metro Holdings 2, LLC (“OH-MH2”)
Address: One Stamford Plaza
263 Tresser Blvd., 15th floor
Stamford, CT 06901
Citizenship: U.S. (Delaware)
Principal Business: Investment Activities
Interest Held: 16.7%

MetroNet Holdings is a U.S. company that operates pursuant to a limited liability company agreement (“LLC Agreement”).³ Under the LLC Agreement, MetroNet Holdings is governed by a Board comprised of six managers. The “Cinelli Investors”⁴ appoint three of the managers including the Chairman of the Board. The “Oak Hill Investors”⁵ appoint the other three managers. Except for specifically enumerated matters that constitute major actions of

³ Third Amended and Restated Limited Liability Company Agreement of MetroNet Holdings, LLC (Aug. 15, 2018).

⁴ The “Cinelli Investors” currently include: the Cinelli Revocable Trust, which as the largest member interest holder of the Cinelli Investors controls the decisions of the Cinelli Investors; Albert E. Cinelli; John Cinelli; and other family members. All the Cinelli Investors are U.S. citizens. Albert E. Cinelli and Sharon A. Cinelli (a U.S. citizen) are the Trustees and therefore control the Cinelli Revocable Trust.

⁵ The “Oak Hill Investors” include: OH-MH; OH-MH2; OHCP III (as defined below); and OHCP IV Onshore (as defined below).

MetroNet Holdings (such as engaging in a substantially different line of business, approving an annual budget, and incurring indebtedness of over \$500,000, etc.), the Chairman of the Board has the authority to cast one additional vote in order to break a tie vote of the Board. Thus, the Cinelli Investors have control of the day-to-day management of MetroNet Holdings.

3. Control of the Cinelli Revocable Trust: The Cinelli Revocable Trust is controlled by its Trustees: Albert E. Cinelli,⁶ a U.S. citizen; and Sharon A. Cinelli, a U.S. citizen. The Trustees is 13800 West 116th Street, Apt 1412, Olathe, Kansas 66062. Mr. and Mrs. Cinelli are the primary beneficiaries in the event of the death of one of them and their following children are the secondary beneficiaries in the event of the death of both of them: Albert E. Cinelli, Jr.; Janet Cinelli; Cheryl Cinelli-Palmero. Each of these individuals is a U.S. citizen.

4. Ownership and Control of OH-MH: The following persons and entities hold, directly or indirectly, a 10% or greater interest Transferee through OH-MH:

Name:	Oak Hill Capital Partners III, L.P. (“OHCP III”)
Address:	One Stamford Plaza 263 Tresser Blvd., 15th floor Stamford, CT 06901
Citizenship:	Cayman Islands
Principal Business:	Investment Activities
Interest Held:	32.7% (indirectly in Transferee as the 95.9% direct owner of OH-MH)

No limited partner of OHCP III is attributed a 10% or greater interest in Transferee.

Name:	OHCP GenPar III, L.P. (“GenPar III”)
Address:	One Stamford Plaza 263 Tresser Blvd., 15th floor Stamford, CT 06901
Citizenship:	Cayman Islands
Principal Business:	Investment Activities

⁶ Albert E. Cinelli also directly owns a 0.1% membership interest in MetroNet Holdings.

Interest Held: 32.7% (indirectly in Transferee as the general partner of OHCP III and the other member of OH-MH)

No limited partner of GenPar III is attributed a 10% or greater interest in Transferee.

Name: OHCP Principal Investors III, L.P. ("PI III")
Address: One Stamford Plaza
263 Tresser Blvd., 15th floor
Stamford, CT 06901
Citizenship: Cayman Islands
Principal Business: Investment Activities
Interest Held: 32.7% (as approximately 84.5% limited partner in GenPar III)

Except as described in paragraph 6 below, no limited partner of PI III is attributed a 10% or greater ownership interest in Transferee.

Name: OHCP MGP Partners III, L.P.
Address: One Stamford Plaza
263 Tresser Blvd., 15th floor
Stamford, CT 06901
Citizenship: Cayman Islands
Principal Business: Investment Activities
Interest Held: 32.7% (indirectly in Transferee as the general partner of GenPar III)

No limited partner of OHCP MGP Partners III, L.P. is attributed a 10% or greater interest in Transferee.

Name: OHCP MGP III, LTD ("MGP III")
Address: One Stamford Plaza
263 Tresser Blvd., 15th floor
Stamford, CT 06901
Citizenship: Cayman Islands
Principal Business: Investment Activities
Interest Held: 42.0% (indirectly in Transferee as the general partner of (i) OHCP MGP Partners III, L.P. and PI III and (ii) two other investment funds that together control an indirect approximately 9.2% interest in Transferee)

Except as described in paragraph 6 below, none of the seven shareholders⁷ of MGP III is attributed a 10% or greater interest in Transferee. MGP III is controlled by a Board comprised of Tyler J. Wolfram, a U.S. citizen; Brian N. Cherry, a U.S. citizen, and Steven G. Puccinelli, a U.S. citizen.

The limited partnership interests in OHCP III, GenPar III, OHCP MGP Partners III, L.P. and the other related funds (collectively, the “Oak Hill III Entities”) whose ultimate controlling entity is MGP III are held through passive limited partnership interests held by numerous, primarily U.S.-based investors, including individuals, trusts, institutions and business entities. As stated above and except (i) the limited partner in GenPar III listed above and (ii) as described in paragraph 6 below, no limited partner of the Oak Hill III Entities or shareholder of MGP III is attributed a 10% or greater direct or indirect interest in Transferee through their investments in one or more of these entities.

5. Ownership and Control of OH-MH2: The following persons and entities hold, directly or indirectly, a 10% or greater interest in Transferee through OH-MH 2:

Name:	Oak Hill Capital Partners IV (Onshore), L.P. (“OHCP IV Onshore”)
Address:	One Stamford Plaza 263 Tresser Blvd., 15th floor Stamford, CT 06901
Citizenship:	Cayman Islands
Principal Business:	Investment Activities
Interest Held:	16.7% (indirectly in Transferee as the 60.15% direct owner of OH-MH2)

No limited partner of OHCP IV Onshore is attributed a 10% or greater ownership interest in Transferee.

Name:	OHCP GenPar IV, L.P. (“GenPar IV”)
Address:	One Stamford Plaza 263 Tresser Blvd., 15th floor Stamford, CT 06901
Citizenship:	Cayman Islands
Principal Business:	Investment Activities

⁷ All shareholders are all U.S. citizens or U.S. trusts controlled by a U.S. citizen.

Interest Held: 16.7% (indirectly in Transferee as (a) the managing member of OH-MH2 and (b) the general partner of (i) OHCP IV Onshore and (ii) four other investment funds that each individually indirectly controls less than a 10% membership interests in Transferee but collectively indirectly control 39.85% of the membership interests of OH-MH2)

Name: OHCP Principal Investors IV, L.P. (“PI IV”)
Address: One Stamford Plaza
263 Tresser Blvd., 15th floor
Stamford, CT 06901
Citizenship: Cayman Islands
Principal Business: Investment Activities
Interest Held: 16.7% (as 93.9% limited partner in GenPar IV)

Except as described in paragraph 6 below, no limited partner of PI IV Onshore is attributed a 10% or greater ownership interest in Transferee.

Name: OHCP MGP IV, Ltd. (“MGP IV”)
Address: One Stamford Plaza
263 Tresser Blvd., 15th floor
Stamford, CT 06901
Citizenship: Cayman Islands
Principal Business: Investment Activities
Interest Held: 16.7% (as the general partner (less than 1% equity) of GenPar IV and PI IV)

The shares in MGP IV are distributed equally (100 shares each) among twelve individuals. Except as described in paragraph 6 below, none of the shareholders is attributed a 10% or greater interested in Transferee. Each shareholder is a U.S. citizen.

The limited partnership interests in OHCP IV Onshore and the other related funds (collectively, the “Oak Hill IV Entities”) whose ultimate controlling entity is MGP IV is held through passive limited partnership interests held by numerous, primarily U.S.-based investors, including individuals, trusts, institutions and business entities. Except (i) the limited partner in GenPar IV listed above and (ii) as described in paragraph 6 below, no limited partner of the Oak Hill IV Entities or shareholder of MGP IV owns or controls a 10% or greater direct or indirect interest in Transferee through their investments in one or more of these funds.

6. Additional Ownership Information Regarding the Oak Hill III Entities and Oak Hill IV Entities: The following individuals each holds interests in one or more of the Oak Hill III Entities and/or Oak Hill IV Entities that, when aggregated, may exceed a 10% attributable interest in Transferee: Tyler J Wolfram, Brian N. Cherry, Steven G. Puccinelli, and Steven B. Gruber. Each of these individuals is a U.S. citizen and can be reached at c/o Oak Hill Capital Partners, One Stamford Plaza, 263 Tresser Blvd., 15th floor, Stamford, Connecticut 06901.

There are no other individuals or entities that directly or indirectly hold a 10% or greater interest in MetroNet Holdings.

(i) Foreign Carrier Affiliation (Answer to Question 14)

Transferee certifies that it is not a foreign carrier or an affiliate with any foreign carrier as defined in 47 C.F.R. § 63.09.

(j) Destination Country Certification

Transferee certifies that it does not seek to provide international telecommunications services to any destination country where (1) an Applicant is a foreign carrier in that country, (2) an Applicant controls a foreign carrier in that country, (3) any entity that owns more than 25% of an Applicant, or that controls an Applicant, controls a foreign carrier in that country; or (4) two or more foreign carriers (or parties that control foreign carriers) own in the aggregate more than 25% of an Applicant and are parties to, or the beneficiaries of, a contractual relation affecting the provision or marketing of international basic telecommunications services in the United States.

(k) Not applicable.

(m) Not applicable.

(n) Transferee certifies that it has not agreed to accept special concessions, directly or indirectly, from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route and will not enter into such agreements in the future.

(o) Applicants certify, pursuant to 47 C.F.R. §§ 1.2001-1.2003, that to the best of their knowledge, information, and belief, no party to this Joint Application is subject to denial of federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 853a.

(p) The Applicants are entitled to streamlined processing pursuant to Section 63.12 of the Commission's rules. The restrictions set forth in Section 63.12(c) of the Commission's rules do not apply. The Applicants are not affiliated with a foreign carrier in any destination market. The Applicants do not have an affiliation with a dominant U.S. carrier whose international switched or private line services the Applicants seek authority to resell.

III. INFORMATION REQUIRED BY SECTION 63.04

Pursuant to Section 63.04(a) of the Commission's rules, the Applicants provide the following information pursuant to Section 63.04(b)(6)-(12) in support of their request to transfer control of the domestic Section 214 authorization from Jaguar to MetroNet Holdings:

(6) Description of the Parties and the Transaction

See Section I., supra.

(7) Geography of Applicants

(i) Transferor is an individual and does not provide telecommunications services.

(ii) Licensee provides competitive local exchange and interexchange

telecommunications services in certain areas of Minnesota. Specifically, Jaguar has constructed facilities that pass end user premises in the following counties in Minnesota: Blue Earth, Carver,

Dakota, Dodge, Freeborn, Goodhue, Hennepin, Le Sueur, McLeod, Mower, Nicollet, Olmsted, Rice, Scott, Sibley, Steele, and Waseca. Licensee has been authorized by the Commission to provide voice and broadband services in certain specified census blocks in the State of Minnesota pursuant to Auction 903 (“CAF II Auction”).⁸

(iii) Transferee is a holding company that does not provide telecommunications services. Transferee’s subsidiaries Metro FiberNet, LLC and CMN-RUS, Inc. provide non-dominant telecommunications services in Illinois, Indiana, Iowa, Kentucky, Michigan, Minnesota, and Ohio. In Minnesota, MetroNet Holdings’ subsidiaries have constructed facilities that pass end user premises in Olmstead County. *See* Appendix E for a map that shows the geographic areas for both Jaguar and MetroNet Holdings’ subsidiaries, as well as the counties that contain census blocks for which Jaguar is authorized to provide broadband services pursuant to the CAF II Auction. This limited overlap will not undermine competition because both companies provide non-dominant services. No service territory of Metro FiberNet LLC or CMN-RUS, Inc. overlap the census blocks for which Jaguar receives CAF II universal service support, which are separated geographically by over 70 miles.

(iv) Except as described below, no person or entity that directly or indirectly, owns or controls 10% or more of Transferee also directly or indirectly, owns or controls 10 percent or more of another telecommunications provider.

OHCP IV has greater than a 10% interest in Clarity Telecom, LLC (“Clarity”) and its subsidiary NTS Communications, LLC (“NTS-Comm”). Clarity is authorized to provide competitive local exchange and/or interexchange in Minnesota and South Dakota. Clarity is also

⁸ See Public Notice, *Connect America Fund Phase II Auction Support Authorized for 593 Winning Bids*, AU Docket No. 17-182, WC Docket No. 10-90, DA 19-769, Attachment A, at 7-8 (Wir. Comp. Bur., rel. Aug. 12, 2019).

an incumbent local exchange carrier in South Dakota. Clarity holds a non-common carrier wireless license from the Commission (Call Sign WQKD374). Clarity also operates cable systems in certain communities in Minnesota and South Dakota. In connection with its cable services, Clarity holds C-Band Receive-Only Earth Station Registrations for Vibor and Rapid City, SD (Call Signs E970192 and E180002, respectively). Finally, Clarity holds experimental radio license assigned Call Sign WJ2XED.

NTS-Comm is authorized to provide facilities-based and/or resold telecommunications services in Arizona (interexchange only), Louisiana, Mississippi,⁹ New Mexico, Oklahoma (interexchange only), and Texas. NTS-Comm also operates cable systems in certain communities in Louisiana and Texas. In connection with these cable services, NTS-Comm holds Cable Television Relay Service Authorizations under Call Signs WLY-648 and WHZ-407, various Antenna Structure Registrations, certain Cable Community Registrations, and applications pending for C-Band Receive-Only Earth Station Authorizations.

(8) Streamlined Treatment

Applicants are presumptively entitled to streamlined treatment pursuant to Section 63.03(b)(2) of the Commission's rules because both Applicants are telecommunications carriers that provide no service that is considered dominant and operate in territories which are serviced by an incumbent local exchange carrier that is not party to the Transaction. The Applicants' telecommunications services are commonly classified as competitive local-exchange carrier

⁹ NTS-Comm expects to discontinue all services in Mississippi in February 2020. See WC Docket No. 19-376; Comp. Pol. File No. 1595.

services.¹⁰ With respect to interstate, interexchange services, the Applicants, immediately after combining, will have a market share of less than 10% in the interstate, interexchange market.

(9) Other Related Applications Before the Commission

None.

(10) Statement of Imminent Business Failure

Not applicable.

(11) Separately-Filed Waiver Requests

None.

(12) Public Interest Statement

The proposed transfer of control will result in benefits for customers residing and working in the geographic areas served by Jaguar. With the greater size and scope of MetroNet Holdings companies, Jaguar will be able to access significantly greater financial resources and operational and administrative services in order to build out its broadband network. By affiliating with a larger organization, Jaguar will be able to become a stronger competitor to incumbent local exchange carriers and cable TV providers operating in its geographic territories. Consistent with precedent, the proposed transfer of control will serve the public interest, convenience, and necessity by strengthening Jaguar and by directly benefiting all affected customers.

No competitive harm is expected from the Transaction because both Jaguar and MetroNet Holdings' subsidiaries are competitive local exchange carriers that operate as non-dominant

¹⁰ Although Transferee and Licensee have overlapping facilities in the City of Rochester, Minnesota, as indicated previously, both are non-dominant CLECs, and the geographic territory is served by incumbent local exchange carrier CenturyLink, which is not a party to this Joint Application.

carriers in the same territory as incumbent local exchange carriers. In addition, the proposed transfer of control will better enable MetroNet Holdings to expand its broadband and video services in competition with other providers, expanding customer choice with innovative and new service options.

IV. FOREIGN OWNERSHIP CONSIDERATIONS

Multiple Cayman Islands entities affiliated with Oak Hill Capital Partners are in the ownership and control chain of MetroNet Holdings. MGP III and MGP IV, Cayman Island entities that are general partners of a number of the Cayman Island limited partnerships, ultimately control the various Cayman Island entities. Since MGP III and MGP IV are owned entirely by U.S. citizens or trusts, all of the Oak Hill II Entities and Oak Hill IV Entities are ultimately controlled by U.S. citizens or trusts. Except for a Cayman Island limited partnership (PI IV) whose general partner is MGP IV, no limited partner of any of the Cayman Island limited partnerships is attributed a 10% or greater interest in Transferee. MGP III and MGP IV and the respective limited partnerships they control are not under common control by any person or entity. As indicated in Section II(h), *supra*, the Cinelli Investors, which are all U.S. citizens or U.S. entities controlled by U.S. citizens, have day-to-day management of MetroNet Holdings.

Given that Transferee is controlled by the Cinelli Investors, U.S. citizens or U.S. entities controlled by U.S. citizens, and that the only foreign entities that have an attributable 10% or greater interest in Transferee are ultimately controlled by U.S. citizens or trusts, these intermediate foreign entities do not present any cognizable national security or law enforcement concerns. Further, the Commission and Team Telecom have already reviewed both the Oak Hill III Entities and Oak Hill IV Entities in connection with other FCC applications. The Oak Hill III

Entities were reviewed in the context of a previous Petition for Declaratory Ruling (“PDR”) for MetroNet Holdings, without mitigation required by Team Telecom.¹¹ Any subsequent changes in the ownership and control structure of MetroNet Holdings with respect to the Oak Hill III Entities are non-material. The Oak Hill IV Entities were reviewed last year in connection with their acquisition of ownership and control of other telecommunications providers.¹² In this Transaction, however, the Oak Hill IV Entities are a non-controlling, minority owner of MetroNet Holdings, and therefore will not acquire control of Jaguar.

Given that Transferee is ultimately owned and controlled by U.S. citizens or entities and the prior reviews of the Cayman Island entities in Transferee’s attributable ownership chain, additional Team Telecom review is unnecessary.¹³

¹¹ See IB File No. ISP-PDR-20140328-0001.

¹² See WC Docket No. 19-16.

¹³ In the event that this Joint Application is referred to Team Telecom, the Applicants are not aware of any national security or law enforcement issues that warrant mitigation.

CONCLUSION

For the foregoing reasons, the Applicants respectfully request that the Commission place this Joint Application on streamlined processing for its domestic and international Section 214 transfer of control request and promptly grant this Joint Application.

Respectfully Submitted,

James T. Ward

Metronet Holdings LLC

/s/ Joshua R. Ward
Joshua R. Ward

/s/ Gregory J. Vogt
Gregory J. Vogt

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Estate Holdings, LLC and Provincial Real
Estate Holdings, LLC*

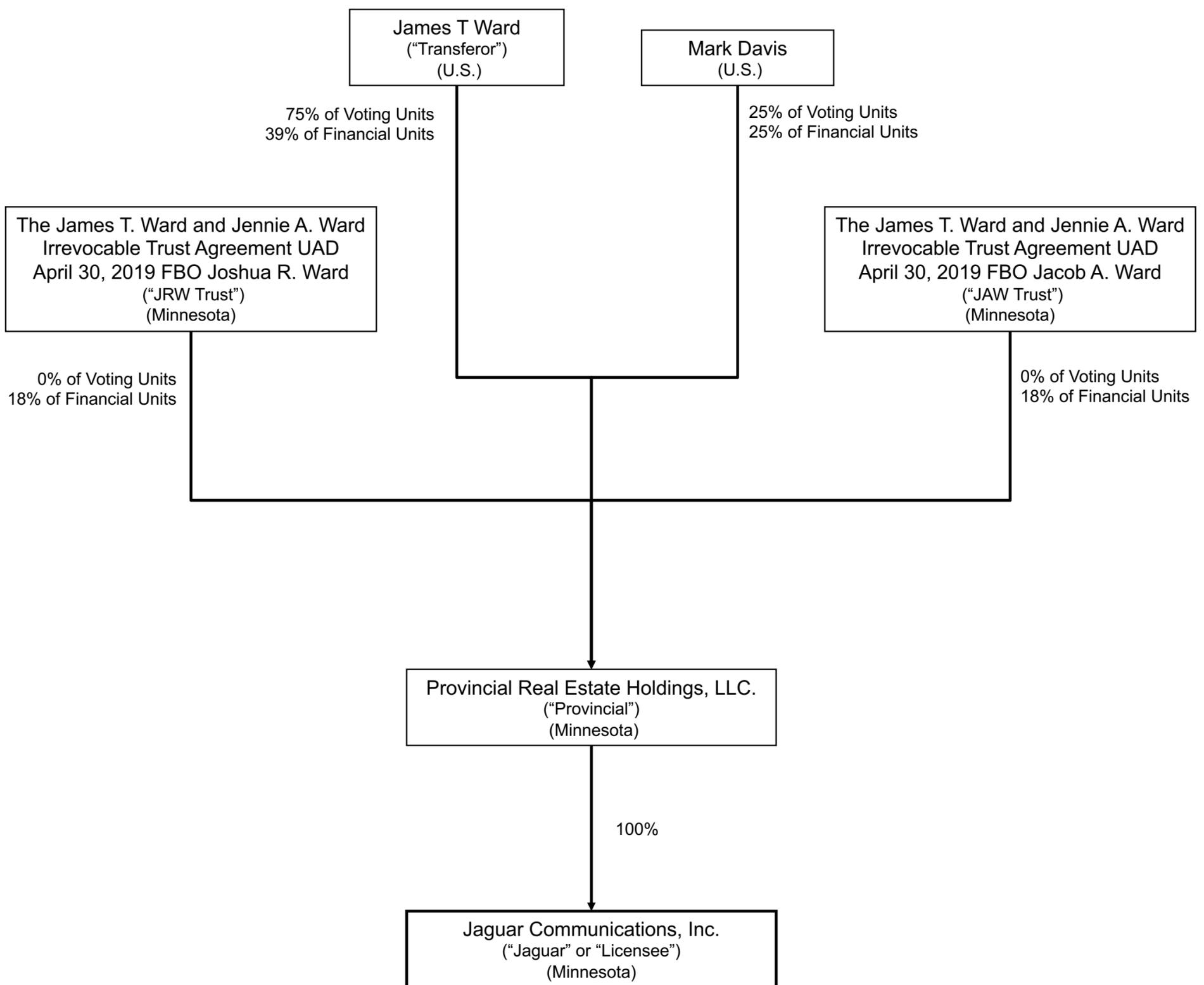
Counsel for MetroNet Holdings, LLC

February 7, 2020

APPENDIX A

Current Corporate Ownership Structure of Jaguar*

* The individual entities listed herein only include Jaguar and those entities that are in the chain of ownership of Jaguar. The chart excludes subsidiaries of Provincial that do not hold an authorization or license to provide intrastate, interstate, international or wireless telecommunications services.



APPENDIX B

Current Ownership of Licensee

Jaguar Communications, Inc. ("Licensee") is a direct, wholly owned subsidiary of the following entity.

Name: Provincial Real Estate Holdings, LLC ("Provincial")
Address: 805 Enterprise Drive East, Suite H
Belle Plaine, Minnesota 56011
Citizenship: U.S. (Minnesota)
Principal Business: Holding Company
Interest Held: 100% of Licensee's Outstanding Shares

The following individuals and entities currently hold, directly or indirectly, a 10% or greater interest in Provincial as calculated pursuant to the Commission's ownership attribution rules for wireline and international telecommunications carriers:

Name: James T. Ward
Address: 172 Country Club Drive
Mankato, Minnesota 56001
Citizenship: U.S.
Principal Business: Individual
Interest Held: 75.0% of Provincial's Voting Units; 39.0% of Provincial's Financial Units

Name: Mark Davis
Address: 37045 Highway 169
P.O. Box 558
St. Peter, Minnesota 56082
Citizenship: U.S.
Principal Business: Individual
Interest Held: 25.0% of Provincial's Voting Units; 25.0% of Provincial's Financial Units

Name: The James T. Ward and Jennie A. Ward Irrevocable Trust Agreement UAD April 30, 2019 FBO Joshua R. Ward (“JRW Trust”)
Address: Blethen Berens
Attn: Silas Danielson
100 Warren Street, Suite 400
Mankato, Minnesota 56001
Citizenship: U.S. (Minnesota)
Principal Business: Trust
Interest Held: 18.0% of Provincial’s Financial Units

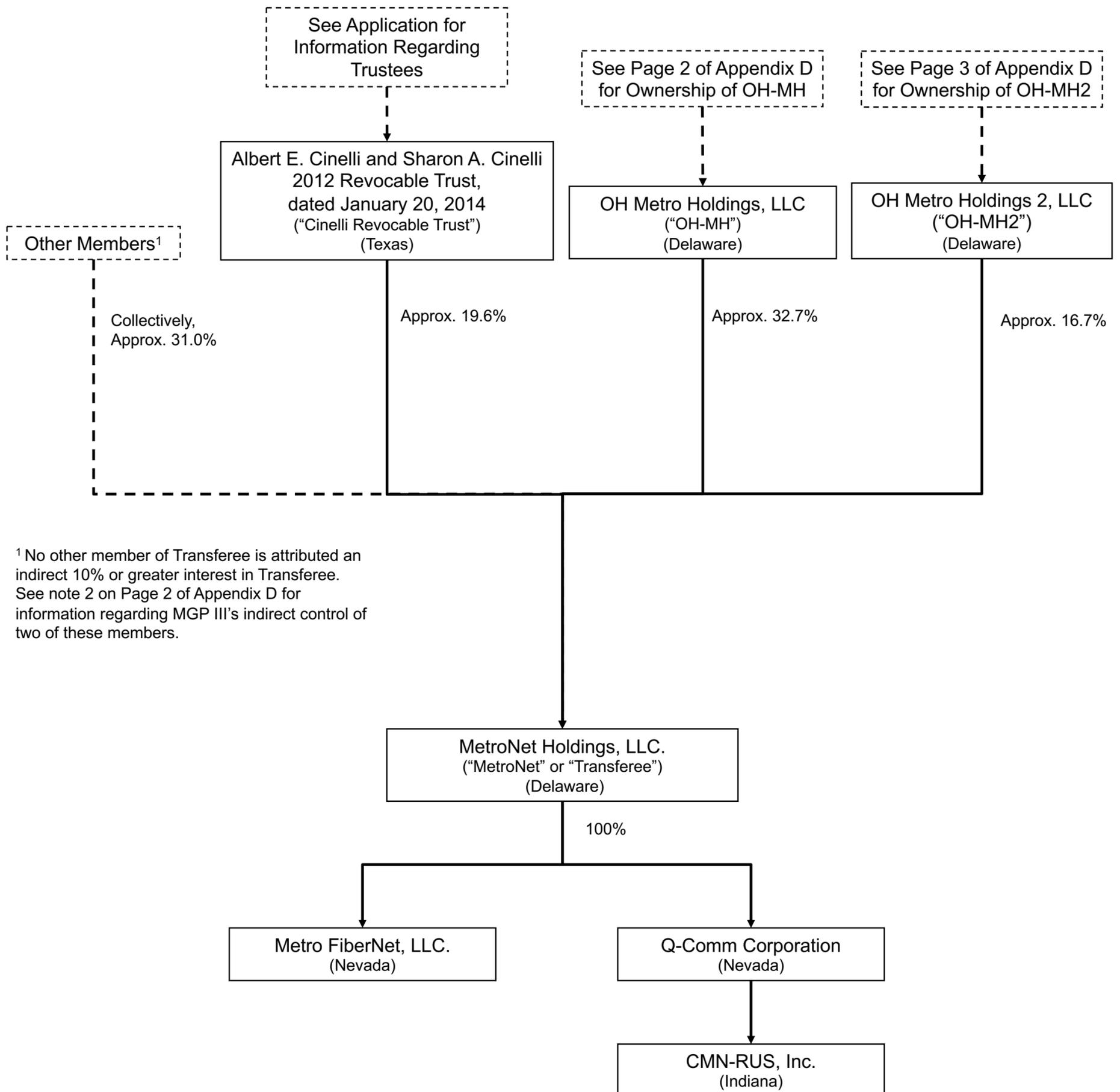
Name: The James T. Ward and Jennie A. Ward Irrevocable Trust Agreement UAD April 30, 2019 FBO Jacob A. Ward (“JAW Trust”)
Address: Blethen Berens
Attn: Silas Danielson
100 Warren Street, Suite 400
Mankato, Minnesota 56001
Citizenship: U.S. (Minnesota)
Principal Business: Trust
Interest Held: 18.0% of Provincial’s Financial Units

The Trustee of the JRW Trust and the JAW Trust is Silas Danielson, a U.S. citizen, and can be reached at the same address as the JRW Trust and the JAW Trust. The beneficiaries of the JRW Trust and the JAW Trust, are respectively Joshua R. Ward and Jacob A. Ward and they are U.S. citizens.

APPENDIX C

Current Corporate Ownership Structure of Transferee*

* The entities listed herein only include (1) those subsidiaries of Transferee that hold an authorization or license to provide intrastate, interstate, international or wireless telecommunications services and (2) those entities that are in their chain of ownership. The chart excludes subsidiaries of Transferee that do not hold an authorization or license to provide intrastate, interstate, international or wireless telecommunications services.

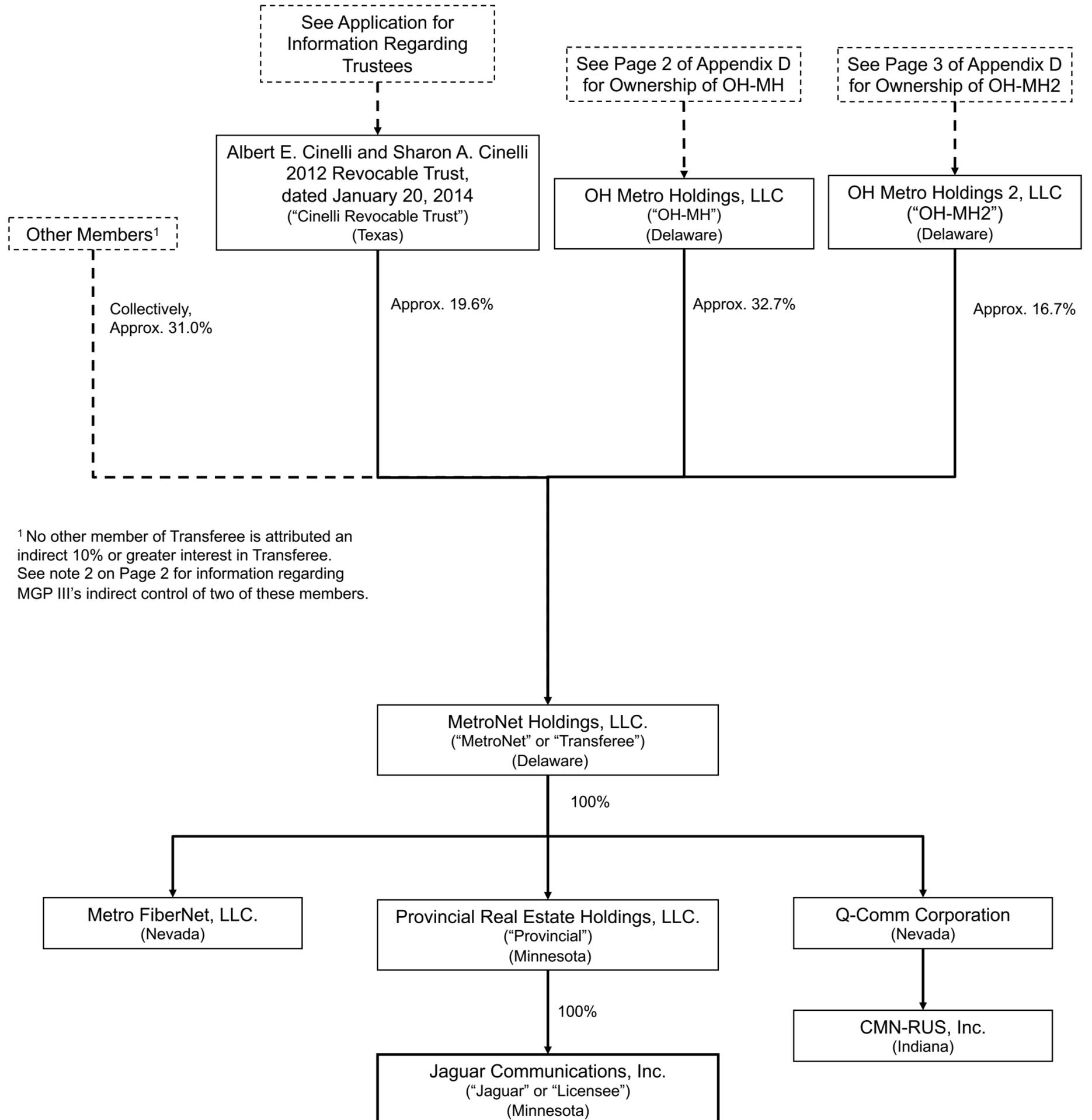


¹ No other member of Transferee is attributed an indirect 10% or greater interest in Transferee. See note 2 on Page 2 of Appendix D for information regarding MGP III's indirect control of two of these members.

APPENDIX D

Post-Transaction Corporate Ownership Structure of Jaguar*

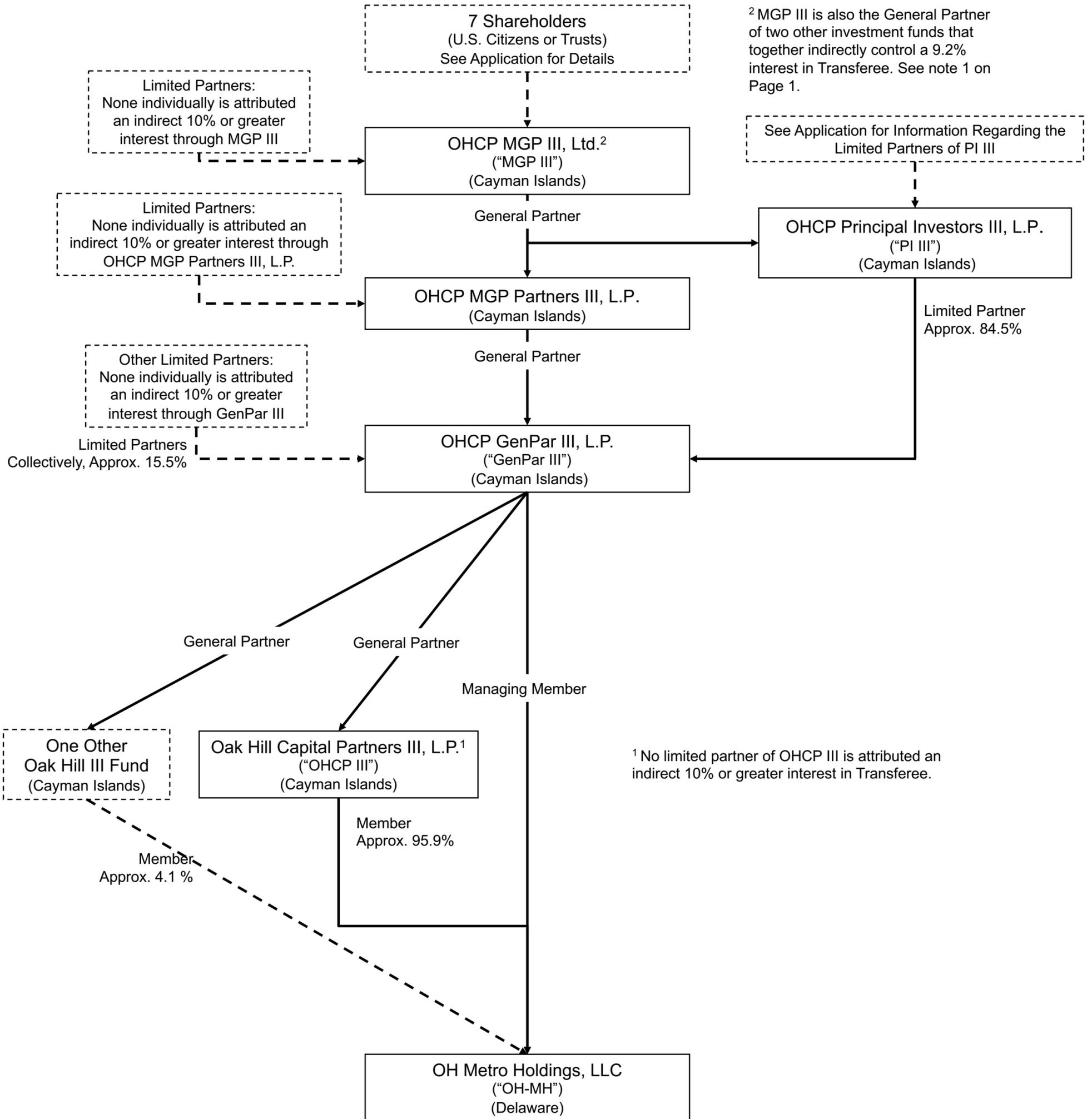
* The entities listed herein only include (1) Jaguar and those entities that will be in the chain of ownership of Jaguar and (2) subsidiaries of Transferee that hold an authorization or license to provide intrastate, interstate, international or wireless telecommunications services and those entities that will be in their chain of ownership. The chart excludes subsidiaries of Transferee and Provincial that do not hold an authorization or license to provide intrastate, interstate, international or wireless telecommunications services.



¹ No other member of Transferee is attributed an indirect 10% or greater interest in Transferee. See note 2 on Page 2 for information regarding MGP III's indirect control of two of these members.

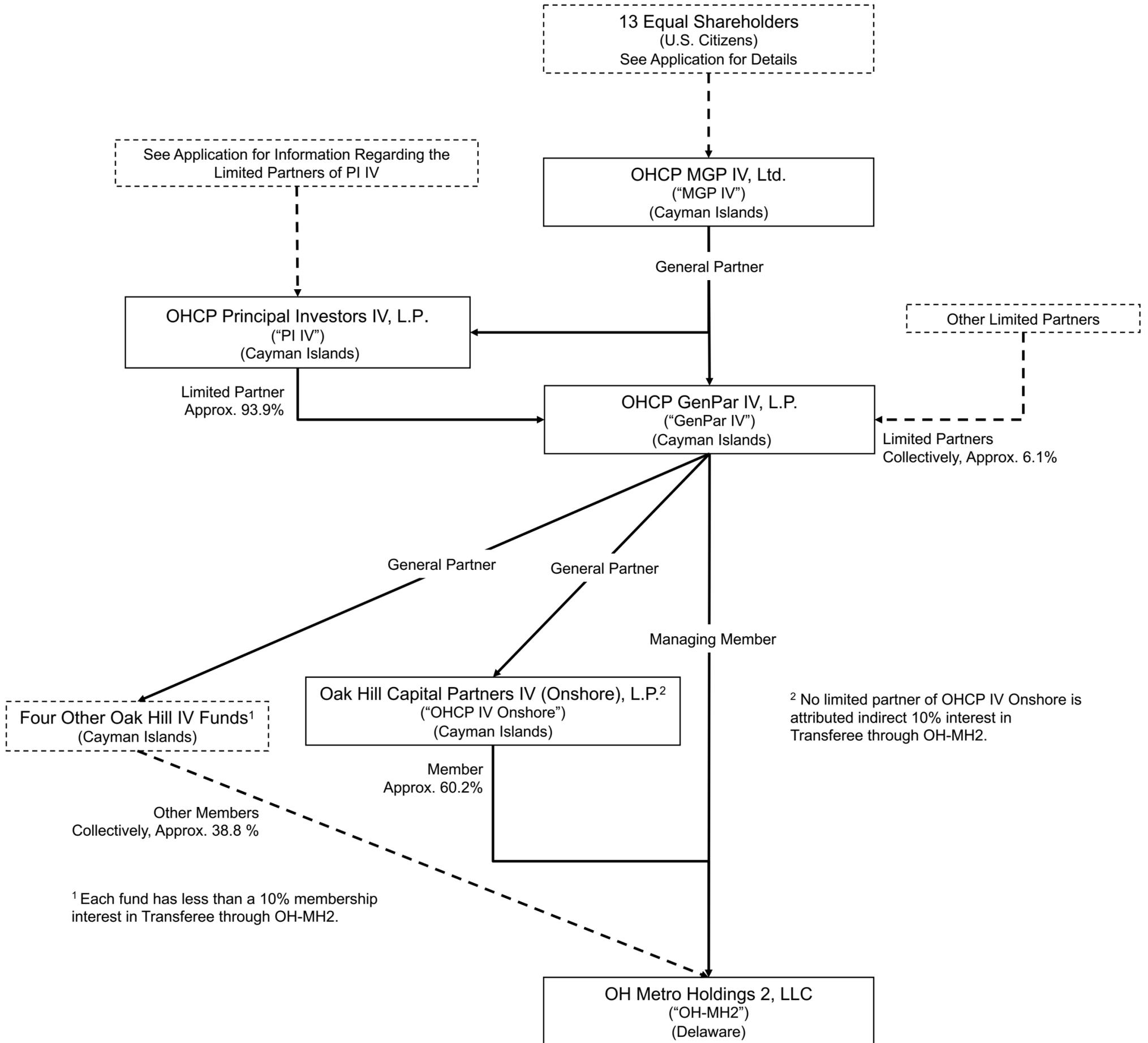
APPENDIX D (Cont'd)

Corporate Ownership Structure of OH-MH



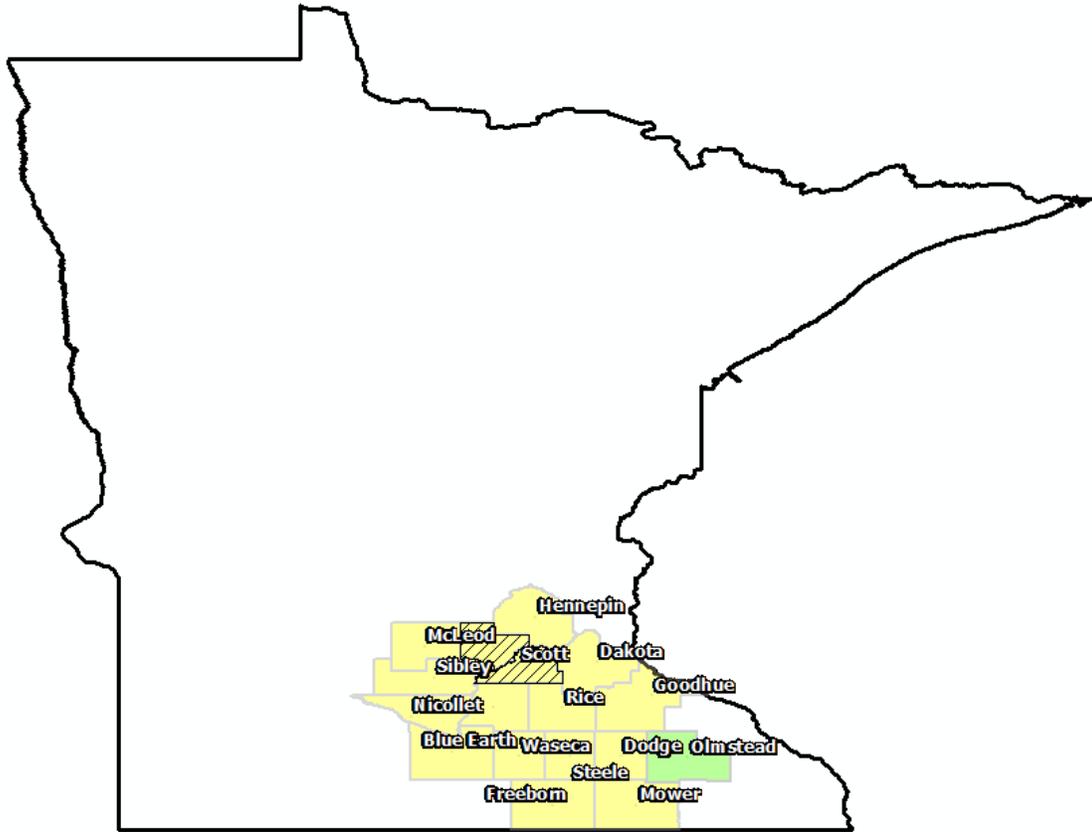
APPENDIX D (Cont'd)

Corporate Ownership Structure of OH-MH2



APPENDIX E

Map of Minnesota



Yellow – Jaguar territories

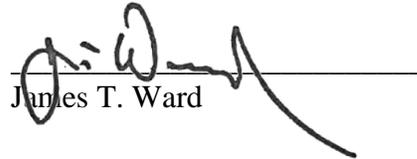
Yellow (hatched) – Jaguar territories including census blocks in which Jaguar was awarded funding in the CAF II Auction

Green - Territories in which Jaguar and MetroNet Holdings subsidiaries' networks overlap

DECLARATION OF James T. Ward

I, James T. Ward, as representative of 100% of the interest holders of Provincial Real Estate Holdings, LLC, declare under penalty of perjury that I have read the foregoing Joint Application and the statements and certifications as to the interest holders of Provincial Real Estate Holdings, LLC contained therein are true and correct to the best of my belief.

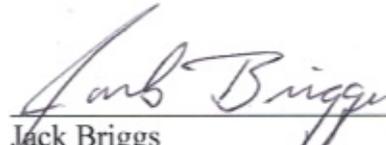
Executed on: February 7, 2020


James T. Ward

DECLARATION OF Jack Briggs

I, Jack Briggs, Chief Financial Officer of Jaguar Communications, Inc., declare under penalty of perjury that I have read the foregoing Joint Application and the statements and certifications as to Jaguar Communications Inc., contained therein are true and correct to the best of my belief.

Executed on: 2-7-20

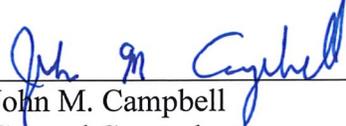


Jack Briggs
Chief Financial Officer

DECLARATION OF John M. Campbell

I, John M. Campbell, Vice President & General Counsel of MetroNet Holdings, LLC declare under penalty of perjury that I have read the foregoing Application and the statements and certifications as to MetroNet Holdings contained therein are true and correct to the best of my belief.

Executed on: 02/07/20



John M. Campbell
General Counsel