

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

In the Matter of	)	
	)	
St. Olaf College,	)	
Assignor,	)	
	)	WC Docket No. 20-____
and	)	
	)	
Jaguar Communications, Inc.,	)	
Assignee,	)	
	)	
Application for Assignment of Assets Pursuant	)	
to Section 214 of the Communications Act of	)	
1934, as Amended.	)	

**APPLICATION FOR ASSIGNMENT OF ASSETS  
OF ST. OLAF COLLEGE TO JAGUAR COMMUNICATIONS, INC.**

This application request authority to assign certain telecommunications assets held by St. Olaf College (“St. Olaf” or “Assignor”) to Jaguar Communications, Inc. (“Jaguar” or “Assignee” or “Applicant”), pursuant to Section 214 of the Communications Act of 1934, as amended, 47 U.S.C. § 214 (the “Act”), and Section 63.04 of the rules of the Federal Communications Commission (“FCC” or the “Commission”), 47 C.F.R. § 63.04.

This assignment of assets was completed as of December 31, 2014, without authorization from the Commission. Jaguar failed to seek authority from the Commission to assign the assets. At that time, Jaguar did not have FCC counsel and mistakenly believed that the transaction did not fall within the scope of the domestic 214 transfer of control application requirements because St. Olaf’s customers would be (and, ultimately, were) ported to Jaguar and Jaguar served them

under Jaguar's own pre-existing domestic Section 214 authorization. Therefore, this Application seeks such approval.

Contemporaneously with this Application, Jaguar also filed an application for special temporary authority to continue to operate the assigned assets.

### **I. INFORMATION REQUIRED BY SECTION 63.04**

Pursuant to Section 63.04(a) of the Commission's rules, Applicant provides the following information in support of this transaction related to the transfer of domestic 214 authority:

#### **(1) Names, Addresses and Telephone Numbers**

**Assignor:** St. Olaf College Telecom  
1520 St. Olaf Avenue  
Northfield, Minnesota 55057  
  
Telephone: (507) 786-2222

**Assignee:** Jaguar Communications, Inc.  
213 South Oak Avenue  
Owatonna, Minnesota 55060  
  
Telephone: (507) 214-0269

#### **(2) State of Organization**

(a) Assignor: St. Olaf is a non-profit corporation that operates a private liberal arts college in Northfield, Minnesota.

(b) Assignee: Jaguar is a corporation that is incorporated in the State of Minnesota.

#### **(3) Contact Information**

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

**Assignor:** Janet Hanson  
St. Olaf College  
1520 St. Olaf Avenue  
Northfield, Minnesota 55057

Telephone: (507) 786-3018  
jhanson@stolaf.edu

**Assignee:** Kristine A. Anderson  
Jaguar Communications, Inc.  
213 South Oak Avenue  
Owatonna, Minnesota 55060

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

*Counsel for Jaguar Communications, Inc.*

**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

**(4) Ten percent (10%) Equity Shareholders**

**Assignor:** St. Olaf has no 10% or greater owners.

**Assignee:** The current holders of 10% percent or greater equity interests in Jaguar are described in Appendix A attached to this Application.

**(5) Certification Pursuant to Rules 1.2001-1.2003**

Applicant has attached a certification, pursuant to 47 C.F.R. §§ 1.2001-1.2003, that to the best of its knowledge, information, and belief, Applicant is not subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 853a.<sup>1</sup>

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<sup>1</sup> Applicant requested St. Olaf to sign a certification to be submitted with this Application but Applicant has been unable to obtain that certification as of the date of filing.

**(6) Description of the Parties and the Transaction**

**(a) Description of St. Olaf**

St. Olaf is a non-profit corporation that has operated a private liberal arts college in Northfield, Minnesota for 140 years. St. Olaf traditionally served many of its own telecommunications needs through its own facilities. In 2003, St. Olaf sought a Minnesota Public Utility Commission Certificate of Authority to provide local telephone service as a competitive local exchange carrier (“CLEC”) in its Northfield, Minnesota exchanges. St. Olaf holds domestic 214 authorization pursuant to 47 C.F.R. § 63.01.

**(b) Description of Jaguar**

Jaguar is a CLEC that provides local, interstate, and international interexchange telecommunications services in certain parts 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. Jaguar holds blanket domestic Section 214 authority pursuant to 47 C.F.R. § 63.01.<sup>2</sup>

**(c) Description of the Transaction**

St. Olaf and Jaguar entered into an Asset Purchase Agreement dated October 15, 2014 (the “Agreement”), pursuant to which Jaguar acquired certain assets of St. Olaf. The Agreement provided that, after the assets were conveyed to Jaguar, Jaguar would continue to operate St.

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<sup>2</sup> Jaguar also holds an international Section 214 authorization to provide global or limited global resale services. IB File No. ITC-214-20010125-00060. That authorization is not involved in this transaction.

Olaf's telecommunications business and would provide services to the same exchanges as St. Olaf using the assets conveyed to it by St. Olaf under the Agreement.<sup>3</sup> The transaction contemplated by the Agreement closed on December 31, 2014.

**(7) Description of Geographic Territories**

(a) St. Olaf provided competitive local exchange services in Northfield, Minnesota.

(b) Jaguar provides competitive local exchange 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. This territory includes Northfield, Minnesota. Although Jaguar's operations overlap the geographic territory of St. Olaf, both companies operate as CLECs and are non-dominant. Therefore, the assignment of assets produced no competitive harm.

**(8) Streamlined Treatment**

Applicant does not seek streamlined treatment of this Application.

**(9) Other Related Applications Before the Commission**

Application of Jaguar Communications, Inc. for Special Temporary Authority to Continue to Operate as Assignee of Certain Assets From St. Olaf College, WC Docket No. 20-\_\_\_ (filed Feb. 19, 2020). Also pending is a Joint Application to Transfer Control of Jaguar

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<sup>3</sup> The parties filed an application with the Minnesota Public Utilities Commission to obtain approval for the transfer of these assets. That approval was granted by Order in Docket No. P-6285,5891/PA-14-947 (Dec. 18, 2014). The Order is attached as Appendix B to this Application. The transaction contemplated by the Agreement closed on December 31, 2014, and Jaguar has provided service pursuant to the asset transfer since that time.

Communications, Inc. to MetroNet Holdings, LLC, WCB Docket No. 20-37, IB File No. ITC-T/C-20200207-00026 (filed Feb. 7, 2020).

**(10) Statement of Imminent Business Failure**

Not applicable.

**(11) Separately-Filed Waiver Requests**

None.

**(12) Public Interest Statement**

The assignment of St. Olaf's assets to Jaguar pursuant to the Agreement resulted in significant benefits for former St. Olaf customers. After the assignment, such customers had access to the benefits of a larger telecommunications service provider, including a robust network and support team, modernized facilities, and improved service quality. For example, repair and technical support for St. Olaf's former customers improved as a result of the transaction.

No competitive harm resulted from the assignment because both Jaguar and St. Olaf are CLECs that operate as non-dominant carriers in the same territory as CenturyLink, an incumbent local exchange carrier. In addition, the assignment better enabled Jaguar to expand its broadband and video services in competition with other providers, increasing customer choice with innovative and new service options.



## APPENDIX A

### **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%

The following individuals and entities currently hold, directly or indirectly, a 10% or greater interest in Provincial as calculated pursuant to the Federal Communications 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 E. 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 B

### BEFORE THE MINNESOTA PUBLIC UTILITIES COMMISSION

Beverly Jones Heydinger	Chair
David Boyd	Commissioner
Nancy Lange	Commissioner
Dan Lipschultz	Commissioner
Betsy Wergin	Commissioner

Kristine A. Anderson  
In-House Counsel  
Jaguar Communications, Inc.  
213 South Oak Avenue  
Owatonna, MN 55060

SERVICE DATE: December 18, 2014

DOCKET NO. P-6285,5891/PA-14-947

In the Matter of the Joint Petition of St. Olaf College Telecom and Jaguar Communications, Inc.  
for Approval of Transfer of Assets

The above entitled matter has been considered by the Commission and the following disposition made:

**Approved the transfer of St. Olaf College Telecom' s asset to Jaguar Communications, Inc. and the cancellation of St. Olaf Telecom' s certificate of authority to provide telecommunications services.**

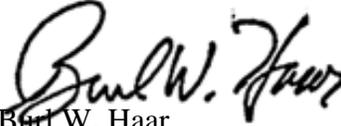
- **Cancellation of St. Olaf College Telecom' s (St. Olaf' s) Authority is dependent upon the closing of the acquisition whereby St. Olaf' s assets are transferred to Jaguar Communications, Inc. (Jaguar).**
- **Parties must notify the Commission within 20 days of the closing of the acquisition whereby St. Olaf' s assets are transferred to Jaguar.**
- **Jaguar is responsible for any remaining regulatory assessments of St. Olaf.**
- **A 2014 Jurisdictional Annual Report to the Department of Commerce for St. Olaf is required by May 1, 2015, or Jaguar must explain that revenues for St. Olaf are included in Jaguar' s 2014 jurisdictional annual report.**
- **Jaguar must submit a revised tariff reflecting St. Olaf' s current rates terms and conditions, or explain why no such update is needed within 20 days of the closing of the acquisition whereby St. Olaf' s assets are transferred to Jaguar.**
- **Qwest Communications dba CenturyLink QC (QC) and, the Department of Public Safety (DPS), and the North American Numbering Plan Administrator (NANPA) are placed on the service list of this docket.**
- **St. Olaf must submit a TAP report in Docket No. 14-01, and Jaguar must include the St. Olaf operations in its next TAP report.**

**This decision is issued by the Commission' s consent calendar subcommittee, under a delegation of authority granted under Minn. Stat. § 216A.03, subd. 8 (a). Unless a party, a participant, or a Commissioner files an objection to this decision within ten days of receiving it, it will become the Order of the full Commission under Minn. Stat. § 216A.03, subd. 8 (b).**

**APPENDIX B**

The Commission agrees with and adopts the recommendations of the Department of Commerce which are attached and hereby incorporated in the Order.

BY ORDER OF THE COMMISSION



Burl W. Haar  
Executive Secretary



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**APPENDIX B**



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SAINT PAUL, MINNESOTA 55101-2198  
MN.GOV/COMMERCE  
651.539.1500 FAX: 651.539.1547  
AN EQUAL OPPORTUNITY EMPLOYER

December 2, 2014

**PUBLIC DOCUMENT**

Burl W. Haar  
Executive Secretary  
Minnesota Public Utilities Commission  
121 7th Place East, Suite 350  
St. Paul, Minnesota 55101-2147

RE: **PUBLIC Comments of the Minnesota Department of Commerce**  
Docket No. P6285,5891/PA-14-947

Dear Dr. Haar:

Attached are the **PUBLIC Comments** of the Minnesota Department of Commerce in the following matter:

In the Matter of the Joint Petition of St. Olaf College Telecom and Jaguar Communications, Inc. for Approval of Transfer of Assets

The petition was filed on November 3, 2014 by:

Kristine A. Anderson  
In-House Counsel  
Jaguar Communications, Inc.  
213 South Oak Avenue  
Owatonna, MN 55060

The Department recommends **approval** and is available to answer any questions that the Commission may have.

Sincerely,

/s/ BRUCE L. LINSCHIED  
Financial Analyst

BLL/ja  
Attachment

## APPENDIX B



### BEFORE THE MINNESOTA PUBLIC UTILITIES COMMISSION

### PUBLIC COMMENTS OF THE MINNESOTA DEPARTMENT OF COMMERCE

DOCKET No. P6285,5891/PA-14-947

#### I. BACKGROUND

On November 3, 2014, the Minnesota Department of Commerce (Department) received a copy of a joint petition (Petition) from St. Olaf College Telecom (St. Olaf) and Jaguar Communications, Inc. (Jaguar) (together, St. Olaf and Jaguar, the Petitioners) to the Minnesota Public Utilities Commission (Commission) for approval of a transfer of assets from St. Olaf to Jaguar (the Transaction).

#### A. PETITIONERS

St. Olaf received authority to provide facilities-based local telecommunications service in Docket No. 03-1361 on March 18, 2004. Jaguar obtained Commission approval to provide facilities-based local telecommunications services in Docket No. 00-357 on June 15, 2000. Jaguar is currently authorized to provide telephone service in the Northfield area served by St. Olaf.

#### B. THE TRANSACTION

The October 15, 2014 Asset Purchase Agreement (Agreement) provides for Jaguar's acquisition of St. Olaf's assets used to provide telecommunications services to customers currently served by St. Olaf. As Jaguar is already authorized to provide service in the area served by St. Olaf, it is not seeking an expansion of its service territory. Following the acquisition, Jaguar will operate the acquired assets under its own name. Jaguar will assume the responsibilities of St. Olaf under St. Olaf's tariffs and price lists updated for new information as a result of the Transaction. Upon closing the Transaction, the Petitioners request that the Commission cancel St. Olaf's certificate of authority.

#### C. PUBLIC INTEREST

The Petitioners state that the proposed transaction is in the public interest because Jaguar has the necessary financial, managerial, and technical resources to enable the company to provide high quality, reliable telecommunications service to St. Olaf customers. The

Transaction is expected to provide uninterrupted service to St. Olaf customers with no change to their rates, terms and conditions of service. St. Olaf customers have been and will continue to be notified of the Transaction. 911 officials have been notified of the Transaction, and Jaguar will assume the responsibility to provide 911 service to St. Olaf customers. Jaguar intends to use its existing traffic exchange agreements with modifications and enhancements to its network routing arrangements as required to serve St. Olaf customers, although St. Olaf's interconnection and traffic exchange agreements will be assigned to Jaguar as needed.

The Petitioners also addressed the following issues:

- The North American Numbering Plan Agency (NANPA) will be notified of the transfer of St. Olaf's NPA-NXX codes to Jaguar.
- Jaguar's contact information will not change, and it will file annual reports and make other regulatory filings following the closing of the Transaction.

## **II. STATEMENT OF ISSUES**

- A. Does the proposed transfer of assets require Commission approval?
- B. Is the proposed transfer of assets in the public interest?
- C. Have the Petitioners complied with Minnesota law requiring prior Commission approval of the transfer of assets?
- D. Is there a requirement to provide Commission notice for the assignment of interconnection agreements?
- E. Does the proposed transfer have any impact on 911 Plans that require regulatory approvals?
- F. Will St. Olaf retain its certificate of authority?
- G. Does the Transaction require other regulatory approvals?

## **III. LEGAL REFERENCES**

Minn. Stat. § 237.035(a) provides that telecommunications carriers are subject to regulation under this chapter only to the extent required under paragraphs (b) to (e). Minn. Stat. § 237.035(b) provides that telecommunications carriers shall comply with sections 237.121 (prohibited practices) and 237.74 (regulation of telecommunication carriers). Minn. Stat. § 237.035(c) states that telecommunications carriers shall comply with section 237.16, subd. 8 (local competition rules) and 9 (universal service fund requirements).

Minn. Stat. § 237.035(d) states that to the extent a telecommunications carrier offers local service, it shall obtain a certificate under section 237.16 for that local service. Minn. Stat. § 237.035(e) provides that a telecommunications carrier's local service is subject to this chapter except that: (1) a telecommunications carrier is not subject to rate-of-return or earnings investigations under section 237.075 (rate change) and 237.081 (investigation), and (2) a telecommunications carrier is not subject to section 237.22 (depreciation, amortization).

Minn. Stat. § 237.23 states that it shall be unlawful for any telephone company, corporation, person, partnership, or association subject to the provisions of this chapter to purchase or acquire the property, capital stock, bonds, securities, or other obligations, or the franchises, rights, privileges, and immunities of any telephone company doing business within the state without first obtaining the consent of the commission thereto.

Minn. Stat. § 237.74, subd. 12 provides that no telecommunications carrier shall construct or operate any line, plant, or system, or any extension of it, or acquire ownership or control of it, either directly or indirectly, without first obtaining from the commission a determination that the present or future public convenience and necessity require or will require the construction, operation, or acquisition, and a new certificate of territorial authority.

Minn. Stat. § 237.16, subd. 4 states that no person shall acquire ownership or control of another telephone company either directly or indirectly, without first obtaining from the Commission an amended certificate of authority.

Minn. Stat. § 237.16, subd. 1(b) states that no person shall provide telephone service in Minnesota without first obtaining a determination that the person possesses the technical, managerial, and financial resources to provide the proposed telephone services and a certificate of authority from the commission under terms and conditions the commission finds to be consistent with fair and reasonable competition, universal service, the provision of affordable telephone service at a quality consistent with commission rules, and the commission's rules.

Minn. Stat. § 237.121(a)(6) provides for the relinquishment of a telephone company's or telecommunications carrier's certificate of authority.

Minnesota Rule 7812.2210, subp. 3B states that a substantial change in a term or condition of a service, or a discontinuation of a service . . . may take effect 20 days after filing and providing written notice to affected customers.

Minnesota Rule 7812.2210, subp. 16 addresses mergers and acquisitions and states: "In accordance with Minnesota Statutes, section 237.74, subdivision 12, before acquiring ownership or control of any provider of local service in Minnesota, either directly or indirectly, a CLEC must demonstrate to the commission that the present or future public convenience and necessity require or will require the acquisition. To make this

determination, a CLEC must show that the merger is consistent with the public interest, based on such factors as the potential impact of the merger on consumers, competition, rates, and service quality.”

The Commission's requirement that it receive notice regarding the assignment of interconnection agreements is documented in the docket, In the Matter of ASC, L.P. and U S WEST Communications, Inc. Under the Federal Telecommunications Act of 1996, Docket No. P421/EM-98-554, Order Rejecting Agreement and Directing Further Filing, June 22, 1998 at page 3.

Minn. Rule Part 7812.0550 contains the requirements for Commission approval of 911 Plans.

Minn. Stat. §§ 237.69-.711 describe the Telephone Assistance Plan and procedures for application, financial administration and complaint investigation.

#### **IV. ANALYSIS**

##### **A. COMMISSION ACTION IS NEEDED FOR THIS TRANSACTION**

The Commission has established a consistent precedent for requiring approval for any change of ownership affecting Minnesota telephone companies and telecommunications carriers. Commission approval is required for transactions where the ultimate ownership or control of either a telephone company or telecommunications carrier authorized to operate in Minnesota changes, or a telephone company's or a telecommunications carrier's Minnesota operations are affected by a merger or acquisition transaction. Commission approval is not required for corporate reorganizations in which ultimate ownership or control does not change, and the operating company is not impacted by the reorganization.<sup>1</sup> The assets, including customer accounts of St. Olaf transfer to Jaguar, and the Commission should review the Transaction to determine if it is in the public interest.

##### **B. THE PROPOSED TRANSFER OF ASSETS IS IN THE PUBLIC INTEREST**

Jaguar has the financial, managerial and technical resources to continue providing former St. Olaf customers with reliable services. **[TRADE SECRET DATA HAS BEEN EXCISED]**.

The proposed Transaction is also not expected to adversely impact employees, broadband deployment and competition. St. Olaf employees will not be displaced as a result of the Transaction. Jaguar has already agreed to employment terms with the St. Olaf employees

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<sup>1</sup> In the Matter of an Application for Approval of a Corporate Reorganization by Winstar Wireless, Inc., Docket No P5246/PA-00-925, August 25, 2000.

who worked in its telecommunications department.<sup>2</sup> With respect to broadband deployment, St. Olaf's customers will receive the enhanced benefits of Jaguar's broadband network, and St. Olaf's fiber will compliment Jaguar's existing fiber ring and augment redundancy options and broadband paths to continue expansion into more rural areas.<sup>3</sup> The number of competitors in the Northfield, Minnesota exchange is reduced as a result of the Transaction; however, the Department's database lists eight carriers other than Jaguar and St. Olaf offering the same services in the Northfield service area.

The proposed Transaction is in the public interest. The Transaction is expected to provide uninterrupted service to St. Olaf customers with no change to their rates, terms and conditions of service. Jaguar has the financial, managerial, and technical resources necessary to provide reliable services to St. Olaf customers. Telecommunications employees of St. Olaf will be retained by Jaguar, and broadband expansion is expected to be enhanced by the Transaction.

***C. THE PETITIONERS HAVE COMPLIED WITH THE REQUIREMENT TO REQUEST PRIOR COMMISSION APPROVAL FOR THE TRANSFER***

The Petition was filed on November 3, 2011, and Commission action is requested as soon as practicable. Sections 6.8 and 8.5 of the October 15, 2014 Asset Purchase Agreement require regulatory approvals, and no violation of Minn. Stat. §§ 237.23 or 237.74, subd. 12 is expected to occur.

***D. THE ASSIGNMENT OF INTERCONNECTION AGREEMENTS IS NOT ANTICIPATED***

The Petitioners state that they do not anticipate that St. Olaf's interconnection and traffic exchange agreements will need to be assigned to Jaguar, as Jaguar will likely be able to use its existing resources to serve the St. Olaf customers. However, the Petitioners will assign and assume interconnection and traffic exchange agreements if needed. If the necessity occurs, the Petitioners have satisfied the requirement to provide notice of the assignments to the Commission with the filing of this Petition.

***E. THE NEED FOR JAGUAR TO SEEK 911 APPROVALS FOR THE PROPOSED TRANSACTION IS NOT ANTICIPATED***

Petitioners generally must inform the Minnesota Department of Public Safety (DPS) and the Metropolitan Emergency Services Board (MESB) to coordinate any required changes to affected 911 Plans if the proposed transaction will result in a network change or any change to a county 911 Plan for customers. The Petitioners state that necessary individuals regarding 911 services have been served with the Petition. Following the closing of the

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<sup>2</sup> November 14, 2014 electronic reply from Jaguar in response to the Department's November 12, 2014 electronic information request asking if the Transaction will have any impact on employees or broadband deployment.

<sup>3</sup> 2 *Id.*

Transaction, Jaguar will assume the responsibility of St. Olaf to provide 911 service to its local service customers. St. Olaf has an approved CLEC 911 Plan for Greater Minnesota in Docket No. 14-59, and Jaguar need only contact the DPS if any changes occur as a result of the proposed Transaction and to make any record changes for customers previously served by St. Olaf. The DPS will be placed on the service list for this docket to keep them informed of the activity in this docket.

*F. THE CERTIFICATE OF AUTHORITY FOR ST. OLAF SHOULD BE CANCELLED*

The Petitioners state that following the completion of the Transaction, St. Olaf will no longer provide service regulated by the Commission and request that St. Olaf's operating authority be relinquished upon the closing of the Transaction.

*G. THE FOLLOWING REGULATORY ISSUES HAVE BEEN CONSIDERED REGARDING THE PROPOSED TRANSACTION (see attached Relinquishment checklist):*

- Cancellation of St. Olaf College Telecom's (St. Olaf's) Authority is dependent upon the closing of the acquisition whereby St. Olaf's assets are transferred to Jaguar Communications, Inc. (Jaguar).
- Parties must notify the Commission within 20 days of the closing of the acquisition whereby St. Olaf's assets are transferred to Jaguar.
- Jaguar is responsible for any remaining regulatory assessments of St. Olaf.
- A 2014 Jurisdictional Annual Report to the Department of Commerce for St. Olaf is required by May 1, 2015, or Jaguar must explain that revenues for St. Olaf are included in Jaguar's 2014 jurisdictional annual report.
- Jaguar must submit a revised tariff reflecting St. Olaf's current rates terms and conditions, or explain why no such update is needed within 20 days of the closing of the acquisition whereby St. Olaf's assets are transferred to Jaguar.
- Qwest Communications dba CenturyLink QC (QC) and, the Department of Public Safety (DPS), and the North American Numbering Plan Administrator (NANPA) are placed on the service list of this docket.
- St. Olaf must submit a Telephone Assistance Plan (TAP) report in Docket No. 14-01, and Jaguar must include the St. Olaf operations in its next TAP report.<sup>4</sup>

The Department intends to petition the Commission to require that all carriers discontinue their services to St. Olaf pursuant to Minn. Stat. § 237.121 (a)(6). For administrative efficiency, this petition will be filed at a future time with other carriers that have recently

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<sup>4</sup> November 14, 2014 electronic reply from Jaguar in response to the Department's November 12, 2014 electronic information request asking if St. Olaf submits TAP reports. St. Olaf's customers are virtually all business customers. St. Olaf does collect and remit TAP revenues; however, St. Olaf does not request reimbursement, the likely cause for the absence of a TAP report. Jaguar does not anticipate that its TAP reporting will be significantly affected by the St. Olaf asset acquisition because it does not appear that St. Olaf has any subscribers who benefit from TAP. To the extent that Jaguar would acquire additional TAP customers, those customers would be included in Jaguar's TAP reporting.

relinquished their authority or have recently had their authority revoked. A separate docket number will be assigned to that petition.

**V. COMMISSION ALTERNATIVES**

1. Approve the transfer of St. Olaf College Telecom's asset to Jaguar Communications, Inc. and the cancellation of St. Olaf Telecom's certificate of authority to provide telecommunications services.
  - Cancellation of St. Olaf College Telecom's (St. Olaf's) Authority is dependent upon the closing of the acquisition whereby St. Olaf's assets are transferred to Jaguar Communications, Inc. (Jaguar).
  - Parties must notify the Commission within 20 days of the closing of the acquisition whereby St. Olaf's assets are transferred to Jaguar.
  - Jaguar is responsible for any remaining regulatory assessments of St. Olaf.
  - A 2014 Jurisdictional Annual Report to the Department of Commerce for St. Olaf is required by May 1, 2015, or Jaguar must explain that revenues for St. Olaf are included in Jaguar's 2014 jurisdictional annual report.
  - Jaguar must submit a revised tariff reflecting St. Olaf's current rates terms and conditions, or explain why no such update is needed within 20 days of the closing of the acquisition whereby St. Olaf's assets are transferred to Jaguar.
  - Qwest Communications dba CenturyLink QC (QC) and, the Department of Public Safety (DPS), and the North American Numbering Plan Administrator (NANPA) are placed on the service list of this docket.
  - St. Olaf must submit a TAP report in Docket No. 14-01, and Jaguar must include the St. Olaf operations in its next TAP report.
2. Approve the Petition with modifications.
3. Reject the Petition.

**VI. RECOMMENDATION**

The Department recommends Alternative 1.

Approve the transfer of St. Olaf College Telecom's asset to Jaguar Communications, Inc. and the cancellation of St. Olaf Telecom's certificate of authority to provide telecommunications services.

- Cancellation of St. Olaf College Telecom's (St. Olaf's) Authority is dependent upon the closing of the acquisition whereby St. Olaf's assets are transferred to Jaguar Communications, Inc. (Jaguar).

## APPENDIX B

Docket No. P6285,5891/PA-14-947  
Analyst assigned: Bruce L. Linscheid  
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PUBLIC DOCUMENT

- Parties must notify the Commission within 20 days of the closing of the acquisition whereby St. Olaf's assets are transferred to Jaguar.
- Jaguar is responsible for any remaining regulatory assessments of St. Olaf.
- A 2014 Jurisdictional Annual Report to the Department of Commerce for St. Olaf is required by May 1, 2015, or Jaguar must explain that revenues for St. Olaf are included in Jaguar's 2014 jurisdictional annual report.
- Jaguar must submit a revised tariff reflecting St. Olaf's current rates terms and conditions, or explain why no such update is needed within 20 days of the closing of the acquisition whereby St. Olaf's assets are transferred to Jaguar.
- Qwest Communications dba CenturyLink QC (QC) and, the Department of Public Safety (DPS), and the North American Numbering Plan Administrator (NANPA) are placed on the service list of this docket.
- St. Olaf must submit a TAP report in Docket No. 14-01, and Jaguar must include the St. Olaf operations in its next TAP report.

/ja

**APPENDIX B**

Company: St. Olaf College Telecom  
Docket No. P6285,5891/PA-14-947

**CHECKLIST FOR PROCESSING RELINQUISHMENTS OF  
CERTIFICATES OF AUTHORITY**

**I. TYPE OF CERTIFICATION**

- A. Local Certificate of Authority (Docket No. 03-1361 on March 18, 2004)
- B. Long Distance Certificate of Authority (Docket No. 03-1361 on March 18, 2004)
- C. Local Niche Certificate of Authority (Docket No. )

**II. RELINQUISHMENT PROCESSES THAT APPLY TO LONG DISTANCE AND LOCAL NICHE  
CERTIFICATES**

- A. Carrier has provided at least 30 days notice to customers. St. Olaf College Telecom (St. Olaf) customers have been and will continue to be notified of the Transaction.  
 Carrier has no customers in Minnesota. \_\_\_\_\_

- B. Carrier remains responsible for any remaining assessments or other fees currently unpaid to the Department or Commission. St. Olaf does not have any unpaid regulatory assessments, and Jaguar Communications, Inc. (Jaguar) will satisfy any new regulatory assessments of St. Olaf after the closing of the Transaction.

- Company is current with filing annual reports.
- Intrastate jurisdictional revenue must be submitted to enable assessment for the following past years:

Intrastate jurisdictional revenue will need to be filed by May 1 of the following year if company had intrastate revenues in current year:

- Yes     No    By May 1, 2014, Jaguar must ensure that a 2014 intrastate jurisdictional annual report is filed for St. Olaf or explain that St. Olaf's operations are included in Jaguar's 2014 jurisdictional annual report.

- C. Other: Upon notification of the closing of the acquisition whereby St. Olaf's assets will be transferred to Jaguar, and St. Olaf's certificate of authority and tariffs should be cancelled. Jaguar must also submit an updated tariff to reflect the rates, terms, and conditions currently offered to St. Olaf's customers, or explain why no such tariff update is needed.

**III. RELINQUISHMENT PROCESSES THAT APPLY ONLY TO LOCAL CERTIFICATES**

- A. The carrier has provided at least 60 days written notice of relinquishment to its customers, the Commission, the Department and the Office of Attorney General-Residential Utilities Division (OAG-RUD) as required by Minn. Rules part 7812.0600, subp. 6. St. Olaf customers have been and will continue to be notified of the Transaction.

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- B. The carrier's 911 plan, filed in Docket No. 14-59, should be cancelled. If the carrier has filed a 911 plan and has operational or conditional authority to provide local services, the Minnesota Department of Public Safety, and if applicable, the Metropolitan 911 Board will be notified of this recommendation by being placed on the service list for this docket. St. Olaf's latest approved 911 plan in Docket No. 14-59 is a reseller 911 Plan for Greater Minnesota only.
  
- C. Any Incumbent Local Exchange Carriers (ILECs) that have interconnection agreements with the carrier should be notified that the carrier no longer has authority to provide telecommunications services in Minnesota and services should no longer be offered under its interconnection agreement(s). The parties to those interconnection agreements have been notified of this recommendation by being placed on the service list in this docket. The carrier's interconnection agreement(s) were approved in Docket Nos. 05-1467 with Qwest Communications dba CenturyLink QC (QC).
  
- D. If the carrier has either filed a 911 plan or has been an operational provider of local services, the 911 system integrator, if known, will be notified of the relinquishment of the carrier's certificate of authority by being placed on the service list for this docket. Qwest is the 911 system integrator for the metropolitan area. QC is the 911 system integrator for St. Olaf.
  
- E. For facilities-based carriers, the North American Numbering Plan Administrator (NANPA) should be notified of the relinquishment of the carrier's certificate of authority so that any NXX blocks assigned to the carrier may be returned to NANPA.  
  
 NANPA has been added to the service list for this docket. NANPA will be notified of the transfer of St. Olaf's NPA-NXX codes to Jaguar.  
 NANPA has not been added to the service list for this docket. Explain. \_\_\_\_\_  
 Carrier did not have facilities-based authority.
  
- F. Any assessments or fees unpaid to the Department, Commission, Metropolitan 911 Board, or Department of Public Safety remain the responsibility of the carrier. St. Olaf does not have any unpaid regulatory assessments.  
 Company is current with filing annual reports.  
 Intrastate jurisdictional revenue must be submitted to enable assessment for the following past years: \_\_\_\_\_  
  
Intrastate jurisdictional revenue will need to be filed by May 1 of the following year if company had intrastate revenues in current year:  
 Yes     No By May 1, 2014, Jaguar must ensure that a 2014 intrastate jurisdictional annual report is filed for St. Olaf or explain that St. Olaf's operations are included in Jaguar's 2014 jurisdictional annual report.
  
- G. For competitive local exchange carriers, the Universal Service Administrative Company (USAC) has been notified of the relinquishment, so they can discontinue paying funds to the affected carrier.  
 USAC has been added to the service list for this docket. \_\_\_\_\_  
 USAC has not been added to the service list for this docket. Explain. St. Olaf does not receive Universal Service Fund funding.

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- H. Other issues (specify): Petitioners must file a notice of closing within 20 days of completion of the Transaction, informing the commission of any change in address and any other necessary changes to the commission's records. St. Olaf must submit a TAP report in Docket No. 14-01, and Jaguar must include the St. Olaf operations in its next TAP report.

### **IV. RECOMMENDATION OF THE DEPARTMENT**

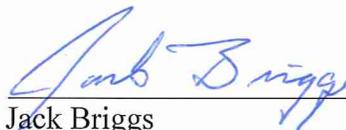
- A. Approve the carrier's request to relinquish its authority.
- B. Approve the carrier's request to relinquish its authority subject to the above action (restate all actions that are to be taken): \_\_\_\_\_

- Cancellation of St. Olaf College Telecom's (St. Olaf's) Authority is dependent upon the closing of the acquisition whereby St. Olaf's assets are transferred to Jaguar Communications, Inc. (Jaguar).
- Parties must notify the Commission within 20 days of the closing of the acquisition whereby St. Olaf's assets are transferred to Jaguar.
- Jaguar is responsible for any remaining regulatory assessments of St. Olaf.
- A 2014 Jurisdictional Annual Report to the Department of Commerce for St. Olaf is required by May 1, 2015, or Jaguar must explain that revenues for St. Olaf are included in Jaguar's 2014 jurisdictional annual report.
- Jaguar must submit a revised tariff reflecting St. Olaf's current rates terms and conditions, or explain why no such update is needed within 20 days of the closing of the acquisition whereby St. Olaf's assets are transferred to Jaguar.
- Qwest Communications dba CenturyLink QC (QC), the Department of Public Safety (DPS), and the North American Numbering Plan Administrator (NANPA) are placed on the service list of this docket.
- St. Olaf must submit a TAP report in Docket No. 14-01, and Jaguar must include the St. Olaf operations in its next TAP report.

**DECLARATION OF Jack Briggs**

I, Jack Briggs, Chief Financial Officer of Jaguar Communications, Inc., declare under penalty of perjury that Jaguar Communications, Inc., its officers, directors, and its 100% owner Provincial Real Estate Holdings, LLC, are not subject to denial of federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988. I have read the foregoing Joint Application and it is true and correct to the best of my belief.

Executed on: 2-19-20

  
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Jack Briggs  
Chief Financial Officer