

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

In the Matter of)	
)	
Jaguar Communications, Inc.,)	
Transferor/Licensee,)	
)	WC Docket No. 20-____
and)	
)	IB File No. _____
Provincial Real Estate 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 PROVINCIAL REAL ESTATE HOLDINGS, LLC**

This Joint Application is filed by Jaguar Communications, Inc. (“Jaguar,” “Transferor” or “Licensee”) and Provincial Real Estate Holdings, LLC (“Provincial” or “Transferee” and collectively with Transferor, “Applicants”) for authority to transfer control of Licensee to Provincial 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. Jaguar holds both an international Section 214 authorization and a blanket domestic Section 214 authorization. This transfer was inadvertently completed as of January 8, 2013 without Commission authorization.

Contemporaneously with this Joint Application, Jaguar also filed two applications for special temporary authority to continue to provide domestic and international telecommunications services to its customers.

I. DESCRIPTION OF PARTIES AND TRANSFER

A. Description of Transferor/Licensee

Jaguar holds a domestic and an international 214 authorization as indicated below.

Jaguar is a Competitive Local Exchange Carrier (“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. Because Jaguar had multiple shareholders, none of whom had majority ownership of Jaguar, Jaguar’s Board of Directors was in control of Jaguar immediately prior to January 8, 2013.

B. Description of Transferee

Provincial is a Minnesota limited liability company. Provincial is a holding company that currently owns 100% of the shares of Jaguar, the licensee in this transaction.

C. Description of the Transfer

Prior to January 8, 2013, Jaguar’s shares were held by approximately 109 shareholders. In exchange for Provincial’s assistance with restructuring and paying off certain of Jaguar’s liabilities and in order to place Jaguar’s future financing on more secure footing, Jaguar’s Board of Directors voted to reorganize Jaguar. Thus, on January 8, 2013, all of the outstanding shares of Jaguar were converted to non-voting shares, Provincial was issued 100% of the voting interests of Jaguar, and Provincial was issued 90%¹ of the financial interests of Jaguar. Jaguar

¹ Includes interests issued to Provincial on February 8, 2013 as part of the transaction described herein. These were issued at a later date because Jaguar needed to amend its Articles of Incorporation to permit for additional authorized shares to issue to Provincial.

and Provincial were not aware at the time that these changes required FCC approval and did not have FCC counsel.

II. INFORMATION REQUIRED BY SECTION 63.24

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

(a) Applicants' Names, Addresses and Telephone Numbers

Transferor/

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

Telephone: (507) 214-0269
FRN: 0004365961

Transferee: Provincial Real Estate Holdings, LLC
Address: 805 Enterprise Drive East, Suite H
Belle Plaine, Minnesota 56011

Telephone: (612) 756-3640
FRN: 0029208279

(b) State of Organization

(a) Transferor/Licensee: Jaguar is incorporated in the State of Minnesota as a corporation.

(b) Transferee: Provincial is organized in the State of Minnesota 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/

Licensee: 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.

Transferee: James T. Ward
Provincial Real Estate Holdings, LLC
805 Enterprise Drive East, Suite H
Belle Plaine, Minnesota 56011

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 Provincial Real Estate Holdings, LLC

(d) Section 214 Authorizations

Transferor/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: Provincial does not hold any Section 214 authority or FCC license.

(h) Ten percent (10%) Equity Shareholders (Answers to Questions 11 and 12)

Transferor/Licensee prior to January 8, 2013: The holders of 10% percent or greater equity interests in Jaguar immediately prior to January 8, 2013 are described in Appendix A attached to this Joint Application.

Transferor/Licensee as of January 8, 2013: The holders of 10% or greater equity interests in Jaguar as of January 8, 2013 are described in Appendix B attached to this Joint Application.²

(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

Applicants certify that they do 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.

² The current interests of Provincial are described in Appendix C attached to this Joint Application.

(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) Applicants do not seek streamlined status for this Joint Application

III. INFORMATION REQUIRED BY SECTION 63.04

Pursuant to Section 63.04(a) of the Commission's rules, 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 Provincial:

(6) Description of the Parties and the Transaction

See Section I., *supra*.

(7) Geography of Applicants

(i) Transferor/Licensee provides competitive local exchange and interexchange telecommunications services in certain areas of Minnesota. Specifically, Transferor/Licensee 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. Transferor/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 903.³

(ii) Transferee is a holding company that does not provide telecommunications services.

³ 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).

(iii) No person or entity that directly or indirectly, owns or controls 10% or more of Transferee also directly or indirectly, owns or controls 10% or more of another telecommunications provider.

(8) Streamlined Treatment

Applicants do not seek streamlined treatment of this Joint Application.

(9) Other Related Applications Before the Commission

Application of Jaguar Communications, Inc. for Special Temporary Authority to Continue to Operate as a Telecommunications Carrier Under Domestic Section 214 Authority, Notwithstanding Transfer of Control From Jaguar Communications, Inc. to Provincial Real Estate Holdings, LLC, WC Docket No. _____ (filed Feb. 19, 2020); Application of Jaguar Communications, Inc. for Special Temporary Authority to Continue to Operate as a Telecommunications Carrier Under International Section 214 Authority, Notwithstanding Transfer of Control From Jaguar Communications, Inc. to Provincial Real Estate Holdings, LLC, IB File No. _____ (filed Feb. 19, 2020). Pending is a Joint Application to Transfer Control of Jaguar Communications, Inc. to MetroNet Holdings, LLC, WC 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 transfer of control in connection with the transaction described herein resulted in benefits for customers residing and working in the geographic areas served by Jaguar. The

transaction enabled Jaguar to have significantly improved access to capital. This improvement better enabled Jaguar to provide quality telecommunications, internet, and video services to its customers. The change also permitted Jaguar to be a stronger competitor to incumbent local exchange carriers and cable TV providers operating in its geographic territory. The transaction served the public interest, convenience, and necessity by strengthening Jaguar and by directly benefiting all affected customers.

CONCLUSION

For the foregoing reasons, Applicants respectfully request that the Commission place this Joint Application on public notice and promptly grant this Joint Application.

Respectfully Submitted,

/s/ Kristine A. Anderson
Kristine A. Anderson
Jaguar Communications, Inc.
213 South Oak Avenue
Owatonna, Minnesota 55060
(507) 214-0269
kanderson@jagcom.net

Counsel for Jaguar Communications, Inc.

/s/ Joshua R. Ward
Joshua R. Ward
Ward Law Group, PLLC
7760 France Avenue South, Suite 1100
Edina, Minnesota 55435
(952) 653-2621
jward@wcounsel.com

Counsel for Provincial Real Estate Holdings, LLC

February 19, 2020

APPENDIX A

Ownership of Licensee Prior to January 8, 2013

Immediately prior to January 8, 2013, the following individuals and entities held, directly or indirectly, a 10% or greater interest¹ in Jaguar as calculated pursuant to the Federal Communications Commission's ownership attribution rules for wireline and international telecommunications carriers:

Name: Donny Smith
Address: 10283 685th Street
Blooming Prairie, Minnesota 55917
Citizenship: U.S.
Principal Business: Individual
Interest Held: 14.1% of Shares

Name: Mark E. Davis
Address: 37045 Highway 169
St. Peter, Minnesota 56082
Citizenship: U.S.
Principal Business: Individual
Interest Held: 10.2% of Shares

Name: Andrew T. Tanabe
Address: 1682 Kaweloka Street
Pearl City, Hawaii 96782
Citizenship: U.S.
Principal Business: Individual
Interest Held: 10.4% of Shares

Name: Carl F. Schick
Address: 16419 Bridgewalk Drive
Lithia, Florida 33547
Citizenship: U.S.
Principal Business: Individual
Interest Held: 10.1% of Shares

¹ The ownership interests provided herein represent both equity and voting interests unless otherwise indicated.

APPENDIX B

Ownership of Licensee as of January 8, 2013

As of January 8, 2013, the following individuals and entities held, directly or indirectly, a 10% or greater interest in Jaguar Communications, Inc. (“Licensee”), as calculated pursuant to the Commission’s ownership attribution rules for wireline and international telecommunications carriers:

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 voting interests; 90% ¹ of financial interests

At that time, the following individuals and entities held, directly or indirectly, a 10% or greater interest² 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:	25.0%

Name:	Mark E. Davis
Address:	37045 Highway 169 St. Peter, Minnesota 56082
Citizenship:	U.S.
Principal Business:	Individual
Interest Held:	25.0%

¹ Includes interests issued to Provincial on February 8, 2013. These were issued at a later date because Jaguar needed to amend its Articles of Incorporation to permit for additional authorized shares to issue to Provincial.

² The ownership interests provided herein represent both equity and voting interests unless otherwise indicated.

Name: M. Mitchell Davis
Address: P.O. Box 328
Excelsior, Minnesota 55331
Citizenship: U.S.
Principal Business: Individual
Interest Held: 25.0%

Name: Martin E. Davis
Address: 26310 Birch Bluff Road
Shorewood, Minnesota 55331
Citizenship: U.S.
Principal Business: Individual
Interest Held: 25.0%

APPENDIX C

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 interest¹ 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

¹ The ownership interests provided herein represent both equity and voting interests unless otherwise indicated.

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

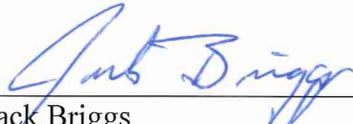
Name: The James T. Ward and Jennie A. Ward Irrevocable Trust Agreement UAD April 30, 2019 FBO Jacob A. Ward (“JAW Trust”)
Address: Blethen Berens
Attn: Silas Danielson
100 Warren Street, Suite 400
Mankato, Minnesota 56001
Citizenship: U.S. (Minnesota)
Principal Business: Trust
Interest Held: 18.0% of 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 Joshua R. Ward and Jacob A. Ward, respectively, and they are U.S. citizens.

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: 2-13-20

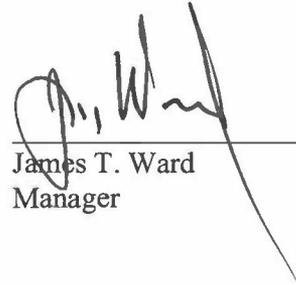


Jack Briggs
Chief Financial Officer

DECLARATION OF James T. Ward

I, James T. Ward, Manager 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 Provincial Real Estate Holdings, LLC contained therein are true and correct to the best of my belief.

Executed on: 2/13/2020



James T. Ward
Manager