

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

In the Matter of)	
)	
MISSOURI NETWORK ALLIANCE, LLC)	
)	
Section 214 Authorization Holder)	
)	
MNA HOLDINGS, LLC)	WC Docket No. 19-_____
)	
Transferor)	
)	
and)	
)	
BLUEBIRD MEDIA, LLC)	
)	
Transferee)	

**APPLICATION FOR APPROVAL NUNC PRO TUNC OF THE
TRANSFER OF CONTROL OF ENTITY HOLDING
DOMESTIC SECTION 214 AUTHORIZATION**

Pursuant to Section 214 of the Communications Act of 1934, as amended, 47 U.S.C. § 214, and Section 63.04 of the Commission’s Rules, 47 C.F.R. § 63.04, MNA Holdings, LLC (“MNA Holdings”) and Bluebird Media, LLC (“Bluebird Media”) (collectively, “Applicants”) respectfully submit this application for *nunc pro tunc* approval of a transfer of control of Missouri Network Alliance, LLC (“MNA”) from MNA Holdings to Bluebird Media. MNA is authorized under Section 214 of the Act to provide domestic telecommunications services on a nondominant basis. MNA Holdings and Bluebird Media are holding companies and do not have any Section 214 authorizations. The Applicants request that this application be processed on a streamlined basis.

I. DESCRIPTION OF THE TRANSACTIONS

In 2010, Bluebird Media received an award from the National Telecommunications and Information Administration (“NTIA”) under the Broadband Technology Opportunities Program (“BTOP”). The award helped fund the Northern Missouri Ultra-High Capacity Middle Mile fiber-optic project (“Project”) to provide broadband to a largely underserved and/or economically distressed region in Missouri.

To enhance the purposes and goals of the Project, in 2011 Bluebird Media entered into a joint venture with MNA, which offers transport and Internet services as a “carrier’s carrier” to wholesale and enterprise customers in Iowa, Kansas, Missouri, Nebraska, and Oklahoma. MNA also provides tandem switching and transport services for interexchange carriers in Missouri pursuant to interstate and intrastate tariffs. The joint venture helped ensure the financial viability of the Project by leveraging MNA’s existing fiber-optic network and by giving Bluebird Media access to MNA’s existing financial resources.

MNA was owned at the time by 15 Missouri-based independent communications companies.¹ In connection with the joint venture, MNA Holdings was established as a holding company, and its members were the same 15 Missouri-based independent communications companies that owned a membership interest in MNA. Each MNA member contributed its membership interest in MNA to MNA Holdings, which owned 100 percent of the equity of MNA, and the MNA members collectively owned 100 percent of MNA Holdings.

¹ These 15 companies were: Alma Fiber Networks, LLC; Chariton Valley L.D. Corp.; Citizens Communications Corp; Fairpoint Communications Missouri, Inc.; Fidelity Communications Co.; First Fiber Corp.; Green Hills Communications, Inc.; Grand River Communications, Inc.; Kingdom Telephone Co.; Midwest Data Center, Inc. (a/k/a Rockport Telephone); Mark Twain Long Distance Inc.; Northeast Missouri Rural Telephone Co.; The Oregon Farmers Mutual Telephone Co.; RBJ Holdings, Inc. (a/k/a American Broadband); and Steelville Telephone Exchange, Inc.

As part of the joint venture, Bluebird Media established a limited liability company, Bluebird Network, LLC (“Bluebird Network”), with two direct, wholly owned subsidiaries: MNA and Bluebird Media Network, LLC.² MNA Holdings contributed all the equity interest in MNA to Bluebird Network in exchange for 49 percent of the equity interest of Bluebird Network, which subsequently was increased to a 50 percent membership interest in 2014. As a result of these transactions, Bluebird Media and MNA Holdings each own 50 percent of the equity interest of Bluebird Network.³

Bluebird Network is managed by a Board of Managers consisting of five individuals selected by Bluebird Media and five individuals selected by MNA Holdings. As is typical in these types of joint venture structures, significant operational issues require a super majority vote (70%) of the members of the Board of Managers. Otherwise, all management decisions are made by a majority vote of the Board of Managers of the quorum who are present at a meeting of the Board. MNA Holdings and Bluebird Media may jointly appoint an eleventh member to the Board of Managers who is independent of any relationship with either Bluebird Media or MNA Holdings, or any of their respective members.

Bluebird Media provided notice of the joint venture to NTIA by letter dated January 21, 2011. The joint venture did not require prior NTIA approval because no portion of the BTOP-funded broadband facilities or equipment was sold or leased, nor was there any change in the identity of the BTOP award recipient.

² Bluebird Media Network, LLC, which is a sub-recipient of the grant NTIA awarded to Bluebird Media in 2010, holds the BTOP-funded network assets. Bluebird Network subsequently added a wholly owned subsidiary, Bluebird Underground, LLC, which operates data centers.

³ The same member companies currently own 100 percent of MNA Holdings, with the exception of Fairpoint Communications Missouri, Inc. and The Oregon Farmers Mutual Telephone Co., whose interests have been purchased by MNA Holdings. No member company has owned or currently owns 10 percent or more of MNA Holdings.

At the time the joint venture was established, the Applicants did not anticipate the need for filing a transfer of control application with the Commission. The Applicants realize that they should have filed an application for prior approval of the transfer of control of MNA's domestic Section 214 authorization. Accordingly, through this application, the Applicants desire to remedy this situation, and seek *nunc pro tunc* approval of the transfer of control resulting from the joint venture between Bluebird Media and MNA.

In support of this Application, Applicants provide the following information:

II. DESCRIPTION OF THE APPLICANTS

A. Transferor

MNA Holdings is a member of Bluebird Network, holding 50 percent of Bluebird Network's limited liability company interests. MNA Holdings is a holding company and does not have any Section 214 authorizations.

B. Transferee

Bluebird Media is the other member of Bluebird Network, holding 50 percent of Bluebird Network's limited liability company interests. Bluebird Media is a holding company and does not have any Section 214 authorizations.

III. INFORMATION REQUIRED BY SECTION 63.04

Pursuant to Commission Rule 63.04(a), 47 C.F.R. § 63.04(a), Applicants submit the following information in support of their request for *nunc pro tunc* approval of the transfer of control of MNA to Bluebird Media:

(a)(1) The name, address and telephone number of each Applicant are as follows:

MNA Holdings, LLC
c/o Kirby Underberg
1213 East Briggs Drive
Macon, MO 63552
(660) 395-9000

Bluebird Media, LLC
c/o R. Otto Maly
213 N. Stadium Blvd., Suite 203
Columbia, MO 65203
(573) 443-3200

(a)(2) The jurisdiction of organization of each Applicant is as follows:

MNA Holdings is a limited liability company organized under the laws of Missouri.

Bluebird Media is a limited liability company organized under the laws of Missouri.

(a)(3) The contact points for the Applicants are as follows:

Bennett L. Ross
Daniel P. Brooks
WILEY REIN LLP
1776 K Street, NW
Washington, DC 20006
(202) 719-7000 (tel)
(202) 719-7049 (fax)
bross@wileyrein.com
dbrooks@wileyrein.com

(a)(4) The following persons or entities hold, directly or indirectly, a ten percent (10%)

or greater equity interest in Applicants:

Ownership of MNA Holdings:

No person or entity directly or indirectly owns at least ten percent of the equity of MNA Holdings.

Ownership of Bluebird Media:

The following persons directly or indirectly own at least ten percent of the equity of Bluebird Media:

Name: Richard Otto Maly
Address: 213 Stadium Blvd., Suite 203, Columbia, MO 65203
Citizenship: United States
Interest: Holds a 51 percent direct ownership interest in Bluebird Media.

Name: Christopher Martin

Address: 961 Belmont Ct., Allen, TX 75002

Citizenship: United States

Interest: Holds a 20 percent direct ownership interest in Bluebird Media.

Name: Tatum Martin

Address: 3000 Island Blvd., Suite 2403, North Miami Beach, FL 33160

Citizenship: United States

Interest: Holds a 20 percent direct ownership interest in Bluebird Media.

Post-Transaction Ownership of MNA:

Upon completion of the transactions, MNA Holdings and Bluebird Media each held a 50 percent indirect ownership interest in MNA.

(a)(5) Each Applicant certifies that it is not subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988. *See* 21 U.S.C. § 853.

(a)(6) A description of the transactions is set forth in Section I above.

(a)(7) The geographic areas in which MNA offers domestic telecommunications service are Iowa, Kansas, Missouri, Nebraska, and Oklahoma.

(a)(8) The Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Section 63.03 of the Commission's Rules, 47 C.F.R. § 63.03. This Application meets the presumptive streamlined category in Section 63.03(b)(2) because, following the transactions, Bluebird Media and its affiliates have a market share in the interstate, interexchange market of far less than 10 percent, and provide services exclusively in geographic areas served by a dominant local exchange carrier that is not a party to these transactions. As a competitive provider, MNA – the Applicants' sole affiliate providing domestic telecommunications services – is not dominant with respect to any service, thus presumptively qualifying for

streamlined procedures.⁴ The majority of MNA's operating territories are served by CenturyLink, AT&T, and Windstream, among other incumbent local exchange carriers.

(a)(9) Other than its Section 214 authorization described in this Application, MNA does not hold any other authorizations or licenses from the Commission, and there are no other Commission applications for the transactions.

(a)(10) No party is requesting special consideration because it is facing imminent business failure.

(a)(11) No waivers are sought in conjunction with these transactions.

(a)(12) Applicants submit that the transactions are in the public interest. MNA's joint venture with Bluebird Media was transparent to customers and allowed MNA to ensure the financial viability of the BTOP project funded by NTIA by leveraging MNA's existing fiber-optic network and by giving Bluebird Media access to MNA's existing financial resources. As discussed above, this Application qualifies for streamlined treatment because it involves a competitive provider that is not dominant with respect to any telecommunications service. Therefore, the transfer of control does not present any competitive concerns.

⁴ See 47 C.F.R. § 63.03(b)(2)(i).

VI. CONCLUSION

For the reasons stated above, Applicants respectfully submit that the public interest, convenience and necessity was furthered by the transfer of control of MNA and therefore respectfully request that the Commission promptly grant the Application.

Respectfully submitted,

/s/ Bennett L. Ross

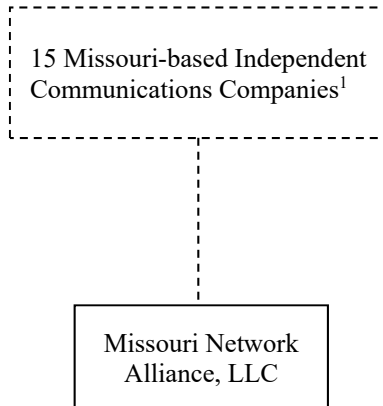
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*Counsel for MNA Holdings, LLC and
Bluebird Media, LLC*

Dated: March 11, 2019

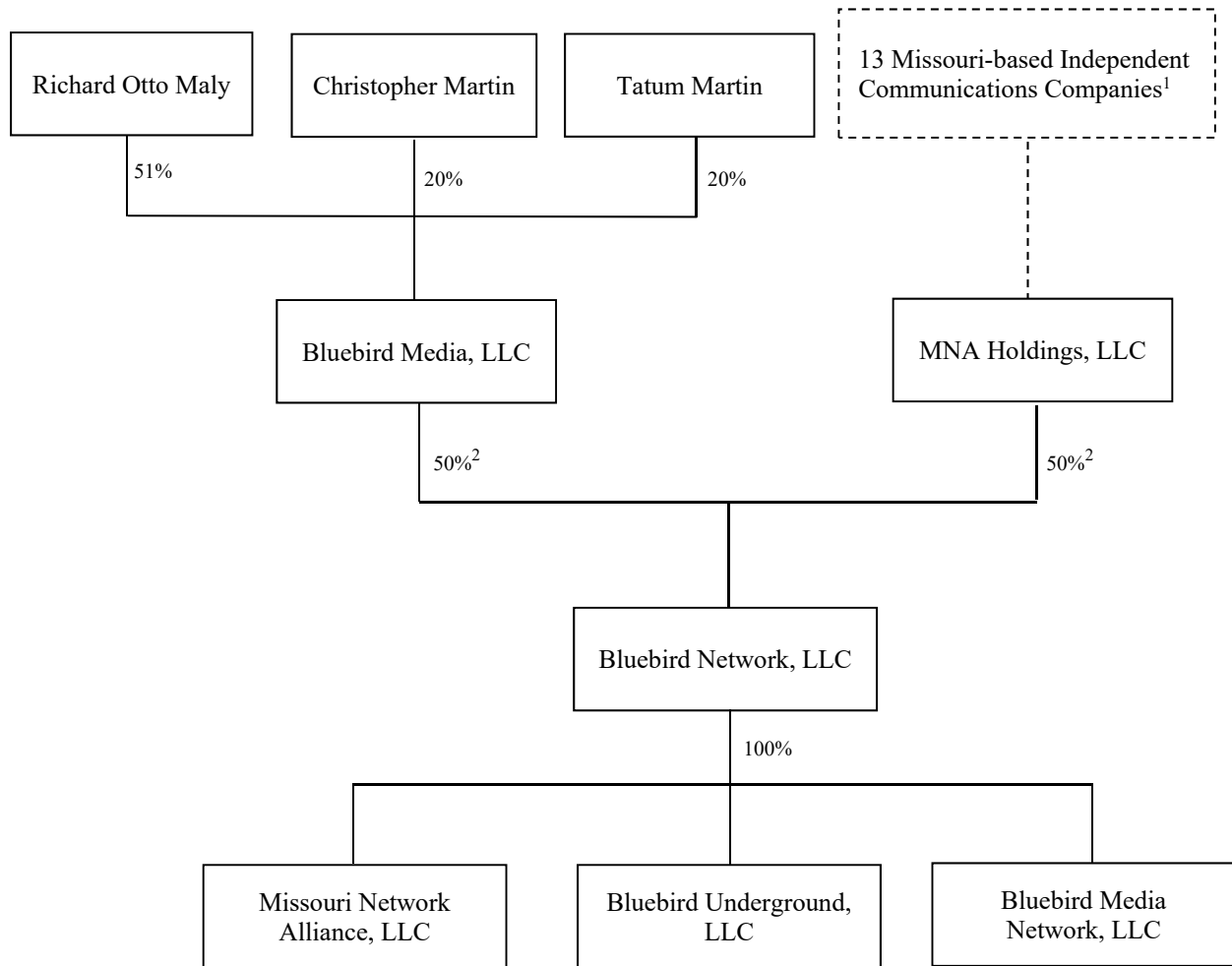
EXHIBIT A

Diagram of Pre-Transaction Corporate Organization Structure for MNA



¹ These 15 companies were: Alma Fiber Networks, LLC (“Alma Fiber”); Chariton Valley L.D. Corp.; Citizens Communications Corp; Fairpoint Communications Missouri, Inc. (“Fairpoint”); Fidelity Communications Co.; First Fiber Corp.; Green Hills Communications, Inc.; Grand River Communications, Inc.; Kingdom Telephone Co.; Midwest Data Center, Inc. (a/k/a Rockport Telephone); Mark Twain Long Distance Inc.; Northeast Missouri Rural Telephone Co.; The Oregon Farmers Mutual Telephone Co. (“Oregon Farmers”); RBJ Holdings, Inc. (a/k/a American Broadband); and Steelville Telephone Exchange, Inc. No single one of these 15 companies held an equity interest in Missouri Network Alliance, LLC of ten percent (10%) or greater, as each member company held an equity interest of approximately 7.58 percent, with the exception of Alma Fiber, Fairpoint, and Oregon Farmers, which owned approximately 6.12 percent, 2.56 percent, and 0.42 percent, respectively.

Diagram of Post-Transaction Corporate Organization Structure for MNA



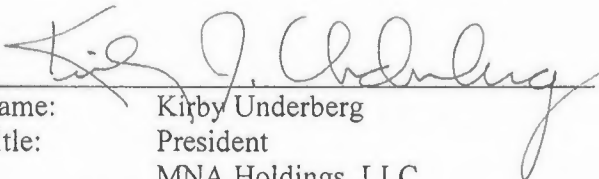
¹ These 13 companies are: Alma Fiber Networks, LLC (“Alma Fiber”); Chariton Valley L.D. Corp.; Citizens Communications Corp; Fidelity Communications Co.; First Fiber Corp.; Green Hills Communications, Inc.; Grand River Communications, Inc.; Kingdom Telephone Co.; Midwest Data Center, Inc. (a/k/a Rockport Telephone); Mark Twain Long Distance Inc.; Northeast Missouri Rural Telephone Co.; RBJ Holdings, Inc. (a/k/a American Broadband); and Steelville Telephone Exchange, Inc. No single one of these 13 companies holds an equity interest in MNA Holdings of ten percent (10%) or greater, as each member company holds an equity interest of approximately 7.80 percent, with the exception of Alma Fiber, which owns approximately 6.30 percent.

² Following establishment of the joint venture in 2011, Bluebird Media initially held a 51-percent equity interest in Bluebird Network, and MNA Holdings initially held a 49-percent equity interest in Bluebird Network. Bluebird Media’s and MNA Holdings’ equity interests in Bluebird Network were subsequently decreased and increased, respectively, to 50 percent each in 2014.

VERIFICATION

I, Kirby Underberg, state that I am the President of MNA Holdings, LLC; that I am authorized to make this Verification on behalf of MNA Holdings, LLC; that the foregoing filing was prepared under my direction and supervision; and that the contents thereof and the certifications contained therein regarding MNA Holdings, LLC, are true and correct to the best of my knowledge, information, and belief.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 11th day of March 2019.


Name: Kirby Underberg
Title: President
MNA Holdings, LLC

VERIFICATION

I, R. Otto Maly, state that I am an Authorized Representative of Bluebird Media, LLC; that I am authorized to make this Verification on behalf of Bluebird Media, LLC; that the foregoing filing was prepared under my direction and supervision; and that the contents thereof and the certifications contained therein regarding Bluebird Media, LLC, are true and correct to the best of my knowledge, information, and belief.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 11th day of March 2019.

A handwritten signature in cursive script, appearing to read "R. Otto Maly", written over a horizontal line.

Name: R. Otto Maly
Title: Authorized Representative
Bluebird Media, LLC