

**Before the  
FEDERAL COMMUNICATIONS COMMISSION  
Washington, DC 20554**

In the Matter of	)	
	)	
Lynch Telephone Corporation IV, LLC	)	
Transferor,	)	
	)	
and	)	
	)	WC Docket No. _____
CIBL, Inc., Transferee,	)	
	)	
For Consent pursuant to Section 214 of the	)	
Communications Act of 1934, as amended, to	)	
Transfer Control of Bretton Woods Telephone	)	
Company, Inc. and World Surfer, Inc.	)	

**JOINT APPLICATION FOR APPROVAL OF TRANSFER OF CONTROL OF  
DOMESTIC AND INTERNATIONAL SECTION 214 AUTHORIZATIONS**

Lynch Telephone Corporation IV, LLC (“Lynch IV”) and CIBL, Inc. (“CIBL”) (collectively, the “Applicants”) hereby respectfully request authority, 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 Commission’s Rules, 47 CFR §§ 63.04, 63.24(e), to transfer control of Bretton Woods Telephone Company, Inc. (“Bretton Woods”) and World Surfer, Inc. (“World Surfer”) from Lynch IV to CIBL.

Pursuant to Section 63.04(b) of the Commission’s Rules, 47 C.F.R. § 63.04(b), the Applicants are filing this combined application for Commission approval of the transfer of domestic and international Section 214 authorizations associated with the proposed transfer of control of Bretton Woods and World Surfer to CIBL. The Applicants provide below the information required by Sections 63.24(e)(2) and 63.04(a)(6) through (a)(12) of the Commission’s Rules, 47 C.F.R. §§ 63.24(e)(2), 63.04(a)(6)-(12). The Applicants respectfully request

streamlined treatment for this Application, pursuant to Sections 63.03 and 63.12 of the Commission's Rules, 47 C.F.R. §§ 63.03, 63.12.

**I. DESCRIPTION OF THE PARTIES**

**A. Lynch IV and Subsidiaries**

Lynch IV is a limited liability company organized under the laws of Delaware. Its principal place of business is 401 Theodore Fremd Avenue, Rye, New York 10580. Lynch IV is a holding company for telephone company assets. Lynch IV is indirectly wholly owned by LICT Corporation, a corporation organized under the laws of Delaware, which provides telecommunications and other communications services through its operating subsidiaries. Lynch IV wholly owns Bretton Woods Telephone Company, a corporation organized under the laws of New Hampshire, and World Surfer, Inc., a corporation organized under the laws of Delaware.

Bretton Woods is a local exchange carrier and exchange access provider offering telecommunications services to residential and business customers in New Hampshire. Bretton Woods is an ILEC in the town of Carroll, New Hampshire, and is a CLEC in the other parts of New Hampshire that are within the ILEC territory of Consolidated Communications. Bretton Woods serves approximately 550 lines in its ILEC territory, and approximately 170 lines in its CLEC territory. World Surfer is a provider of domestic interexchange and international long distance service in the service territories of Bretton Woods. World Surfer also provides broadband internet access service and video service. Bretton Woods serves as a billing and collection agent for World Surfer, which provides domestic interexchange and international long distance services to Bretton Woods' subscribing customers.

In anticipation of the transaction, Lynch IV will contribute all ownership interests in Bretton Woods and World Surfer to a special purpose subsidiary, NH Granite Communications,

Inc. (“NewCo”), which is a corporation organized under the laws of Delaware and will be directly, wholly owned by Lynch IV.

A diagram of the pre-transaction corporate structure of Lynch IV, Bretton Woods and World Surfer is provided hereto as **Exhibit A**.

## **B. CIBL**

CIBL, Inc. is a holding company and is a corporation organized under the laws of Delaware. Its principal place of business is 165 West Liberty Street, Suite 210, Reno, Nevada 89501. CIBL currently does not own any FCC-regulated businesses, but previously owned telephone company, cable television and wireless assets. CIBL directly owns 100 percent of Granite Acquisition Corporation, Inc. (“Merger Sub”), which is a corporation organized under the laws of Delaware and is a special purpose subsidiary of CIBL formed for purposes of this transaction.

Further detail regarding the ownership of CIBL is provided below, and a diagram of the corporate structure of CIBL immediately before closing is provided hereto as **Exhibit B**.

## **II. DESCRIPTION OF THE TRANSACTION**

Pursuant to the terms of an Agreement and Plan of Merger (“Agreement”) dated August 20, 2019, Merger Sub will merge with and into NewCo, with NewCo as the surviving entity. As a result of the proposed transaction, CIBL will indirectly own 100 percent of the ownership interests in Bretton Woods and World Surfer.

The transaction will be transparent to customers of Bretton Woods and World Surfer. All existing customers of Bretton Woods and World Surfer will continue to be served by those companies pursuant to their respective existing authorizations, as well as their existing tariffs and contracts. The Applicants intend that the existing management team and personnel will remain in

place at Bretton Woods and World Surfer, ensuring that the companies' respective managerial, technical and operational standards will be maintained.

A diagram of the post-closing corporate structure of the Applicants is provided hereto as **Exhibit C**.

### **III. PUBLIC INTEREST STATEMENT**

Pursuant to Section 214 of the Act, the Commission will approve a proposed transfer of control of an authorization if it concludes that, after balancing the potential benefits and harms, doing so would serve the public interest, convenience, and necessity.<sup>1</sup> Grant of this Application will serve the public interest because it (i) will not result in any violation of the Act or any other applicable statutory provision; (ii) will not result in a violation of the Commission's rules; (iii) will not substantially frustrate or impair the Commission's enforcement of the Act or interfere with the objective of the Act or other statutes; and (iv) will yield affirmative public interest benefits.<sup>2</sup>

As a threshold matter, the proposed transaction complies with the Act and the Commission's rules, and will not frustrate or impair the Commission's enforcement of the Act. As such, no waiver is requested in this Application. Moreover, consistent with its rules and precedents, the Commission should find that the proposed transaction is in the public interest and approve this Application.

CIBL is well qualified to become the new owner of Bretton Woods and World Surfer. CIBL previously owned and managed telecommunications service provider assets, and thus is

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<sup>1</sup> 47 U.S.C. § 214.

<sup>2</sup> See, e.g., *SBC Communications, Inc. and BellSouth Corp. for Consent to Transfer of Control or Assignment of Licenses and Authorizations*, Memorandum Opinion and Order, 15 FCC Rcd 25459, 25464 (WTB/IB 2000).

experienced operating the business of Bretton Woods and World Surfer. CIBL's board members—Mario Gabelli, Philip Lombardo, and Salvatore Muoio, each of whom are U.S. citizens and experienced investors in and managers of telecommunications and media assets—also are directors of LICT. In addition, LICT provides management services to CIBL, and will continue to do so after closing.

CIBL was spun off from LICT on November 19, 2007, and became a separate publicly traded company in December 2008. CIBL has had substantial recent experience in the ownership and management of a rural telephone company. CIBL previously controlled Inter-Community Telephone Company, LLC (“ICTC”), a rural ILEC serving approximately 2,000 lines in southeastern North Dakota, from shortly after ICTC's spin-off from LICT in 2010 until its sale to a neighboring telephone cooperative in October 2018.

Currently, Bretton Woods and World Surfer are the smallest and most geographically isolated of LICT's many subsidiaries. The proposed transaction will enable CIBL's management team to provide the companies with more focused direction, as the companies will represent a substantial segment of CIBL's holdings. This in turn will provide the companies with a greater ability to implement growth initiatives and business strategies for current and new services. Under CIBL's ownership, Bretton Woods and World Surfer will gain renewed momentum to improve their quality of service, while continuing to operate pursuant to existing service arrangements and authority.

Further, the transaction will be effectively transparent to customers, and customers will not incur any loss or diminishment of service as a result of the transaction. All existing customers of Bretton Woods and World Surfer will continue to be served by those companies pursuant to their respective existing authorizations, as well as their existing tariffs and contracts. The Applicants

intend that the existing management team and personnel will remain in place at Bretton Woods and World Surfer, ensuring that the companies' respective managerial, technical and operational standards will be maintained.

Because CIBL currently does not provide telecommunications services, there will be no negative impact on competition in any of the areas served by Bretton Woods and World Surfer. Indeed, competition can only be enhanced through the transaction, as it will allow Bretton Woods and World Surfer to improve and expand their services and offerings in existing territories and surrounding areas, thereby increasing benefits to consumers and business customers.

**IV. INFORMATION REQUIRED BY COMMISSION RULE SECTION 63.24(e)**

The Applicants submit the following information pursuant to Section 63.24(e) of the Commission's Rules, including the information requested in Section 63.18:

**(a) Name, address and telephone number of each Applicant:**

CIBL, Inc. FRN: 0019500164  
165 West Liberty Street  
Suite 210  
Reno, Nevada 89501  
Tel: (775) 329-8555

Lynch Telephone Corporation IV, LLC FRN: 0012926721  
401 Theodore Fremd Avenue  
Rye, New York 10580  
Tel: (914) 921-8821

Bretton Woods Telephone Company, Inc. FRN: 0004963419  
171 Mt. Washington Hotel Road  
Bretton Woods, NH 03575  
Tel: (603) 278-9911

World Surfer, Inc. FRN: 0012926770  
171 Mt. Washington Hotel Road  
Bretton Woods, NH 03575  
Tel: (603) 278-7873

**(b) Government, State, or Territory Under the Laws of Which Each Applicant is Organized.** CIBL, Inc. is a Delaware corporation. Lynch IV is a Delaware limited liability company. Bretton Woods is a New Hampshire corporation. World Surfer is a Delaware corporation.

**(c) Correspondence concerning the Application should be sent to:**

For CIBL:

with a copy to:

David Burns  
Lerman Senter  
2001 L Street, NW  
Suite 400  
Washington, DC 20036  
Tel: 202-429-8970  
Fax: 202-293-7783  
dburns@lermansenter.com

For Lynch IV:

with a copy to:

James H. Barker  
Elizabeth R. Park  
Latham & Watkins LLP  
555 Eleventh Street, NW  
Washington, DC 20004  
Tel: 202-637-2200  
Fax: 202-637-2201  
james.barker@lw.com  
elizabeth.park@lw.com

**(d) Section 214 Authorizations.** Bretton Woods and World Surfer each hold blanket domestic Section 214 authority pursuant to 47 C.F.R. § 63.01. World Surfer holds an international Section 214 authority to provide global, or limited global resold services granted in FCC File No. ITC-214-20120106-00002. As they do not currently provide telecommunications services, neither CIBL, nor Lynch IV holds Section 214 authority.

**(h) Ownership Information.**

Transferor

The following individuals and entities hold, directly or indirectly a ten percent (10%) or greater equity interest of Lynch IV:

Lynch Telephone North LLC  
401 Theodore Fremd Avenue  
Rye, New York 10580  
Citizenship: Delaware  
Principal Business: Telephone holding company  
Interest in Lynch IV: 100% direct interest in Lynch IV

Brighton Communications Corporation  
401 Theodore Fremd Avenue  
Rye, New York 10580  
Citizenship: Delaware  
Principal Business: Telephone holding company  
Interest in Lynch IV: 100% indirect interest through Lynch Telephone North LLC

LICT Corporation  
401 Theodore Fremd Avenue  
Rye, New York 10580  
Citizenship: Delaware  
Principal Business: Communications services  
Interest in Lynch IV: 100% indirect interest through Brighton

Mario J. Gabelli  
401 Theodore Fremd Avenue  
Rye, New York 10580  
Citizenship: United States  
Interest in Lynch IV: 38.4% indirect interest through LICT

Transferee

The following individuals and entities hold, directly or indirectly a ten percent (10%) or greater equity interest of CIBL:

E3M 2016 LLC (“E3M”)  
One Corporate Center  
Rye, New York 10580  
Citizenship: Delaware

Principal Business: Family trust  
Interest in CIBL: 38.5% direct interest in CIBL

Regina Pitaro  
One Corporate Center  
Rye, New York 10580  
Citizenship: United States  
Interest in CIBL: 38.5% as Managing Member of E3M

CIBL, Lynch IV, Bretton Woods and World Surfer do not have interlocking directorates with any foreign carrier.

(i) Applicants certify that they are not foreign carriers, nor are they affiliated with foreign carriers, and they will not become affiliated with foreign carriers as a result of this transaction.

(j) 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; or
- (2) An Applicant controls a foreign carrier in that country; or
- (3) Any entity that owns more than 25 percent of Applicants, or that controls Applicants, 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 percent of Applicants 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.

(l) Not applicable.

(m) Not applicable.

(n) As evidenced by the signatures of Applicants' representatives to this Application, Applicants certify that they have 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 they will not enter into such agreements in the future.

(o) As evidenced by the signatures of Applicants' representatives to this Application, Applicants certify that, pursuant to Sections 1.2001 through 1.2003 of the Commission's Rules, they are not subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988.

(p) Applicants respectfully request streamlined processing of this Application pursuant to Section 63.12(a)-(b) of the Commission's Rules, 47 C.F.R. § 63.12(a)-(b). In particular, Section 63.12(c)(1) is inapplicable because none of the Applicants is or is affiliated with any foreign carrier. Moreover, the Applicants are not affiliated with any dominant U.S. carrier whose international switched or private line service are, or would be, resold by the Applicants. Therefore, none of the scenarios that would disqualify this Application from streamlined processing, as outlined in Section 62.12(c) of the Commission's Rules, 47 C.F.R. § 63.12(c), applies.

**V. INFORMATION REQUIRED BY COMMISSION RULE SECTION 63.04(b)**

The Applicants submit the following information pursuant to Section 63.04(b) of the Commission's Rules:

**(b)(6):** The proposed transaction is described in Section II of the Application above.

**(b)(7):** A description of the geographic service areas and services provided in each area is included in Section I of the Application above.

**(b)(8):** Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Sections 63.03 of the Commission's Rules, 47 C.F.R. §63.03. With respect to domestic authority, this Application is eligible for streamlined processing because, immediately following the transaction:

- Applicants (and their Affiliates) will have a market share in the interstate, interexchange market of less than 10 percent;
- CIBL does not provide telecommunications services and thus there is no risk of anticompetitive concentration in any telecommunications market; and
- Bretton Woods serves fewer than two (2) percent of U.S. subscriber lines nationwide, and CIBL does not provide any telecommunications services.

**(b)(9):** There are no other Commission applications that relate to this transaction.

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

**(b)(11):** No waiver requests are being sought in conjunction with the transaction.

**(b)(12):** Consummation of the proposed transaction will serve the public interest for the reasons detailed in Section III of the Application above.

**VI. CONCLUSION**

Based on the foregoing, the Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by grant of this Application.

Respectfully submitted,

**LYNCH TELEPHONE CORPORATION IV, LLC      CIBL, INC.**

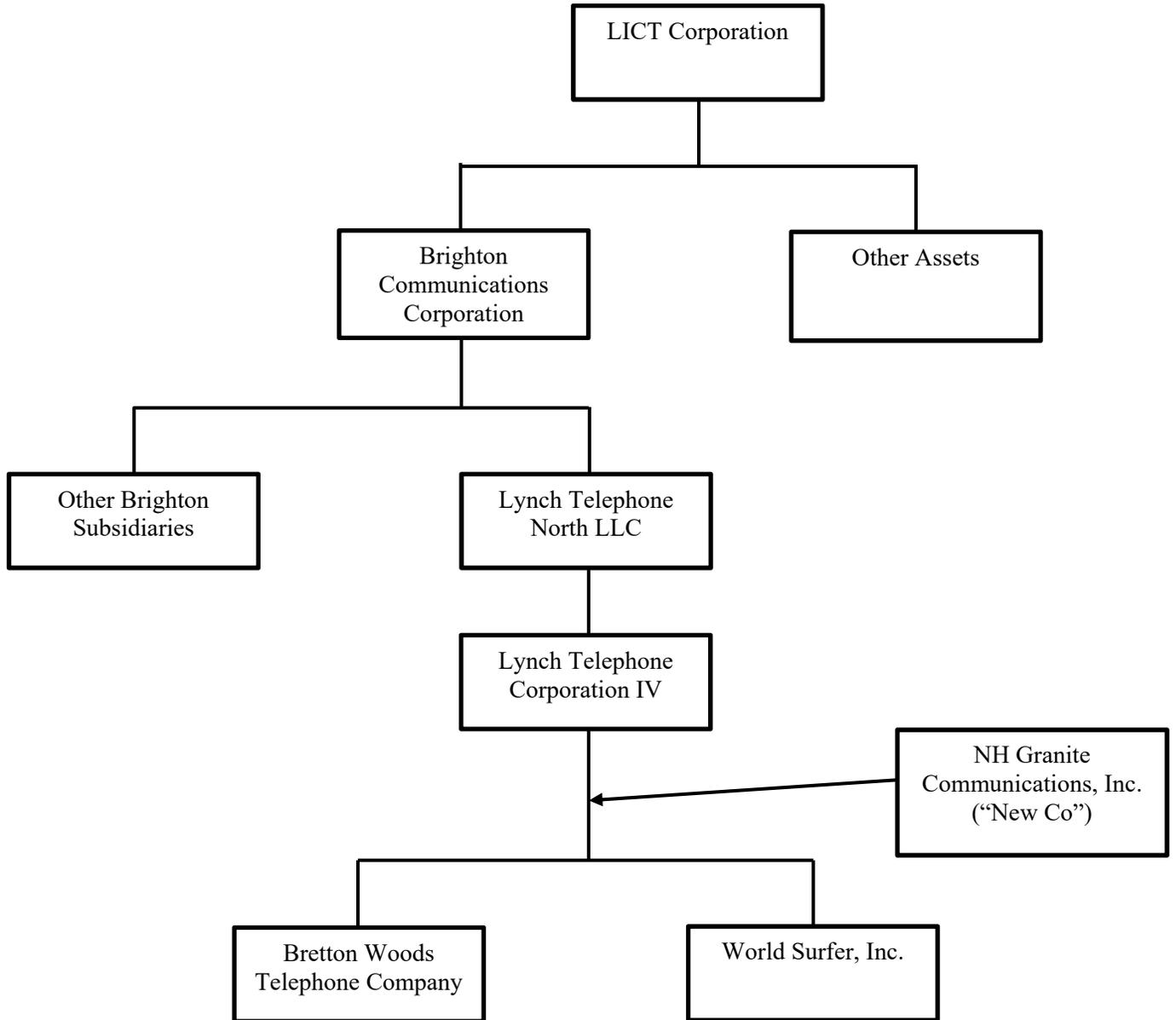
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*Counsel for Lynch Telephone Corporation IV, LLC*

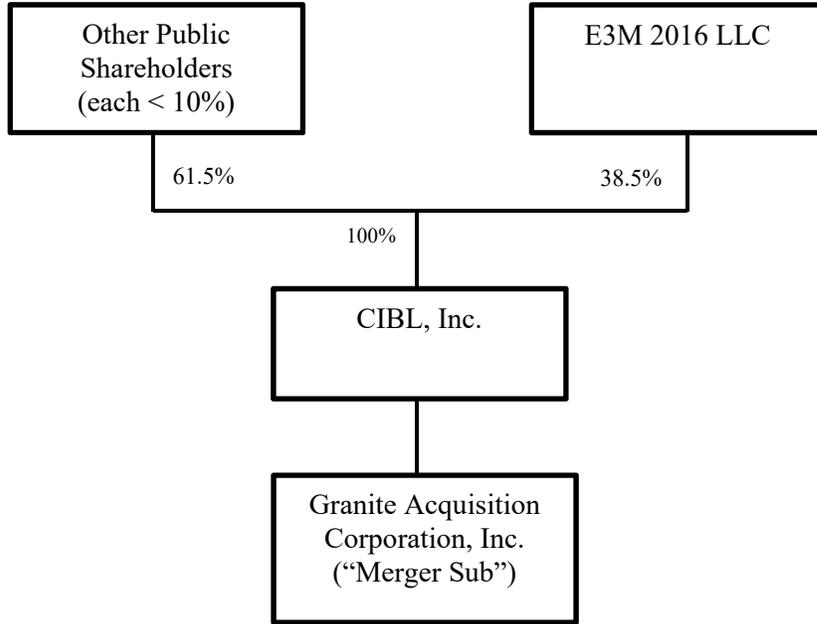
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*Counsel for CIBL, Inc.*

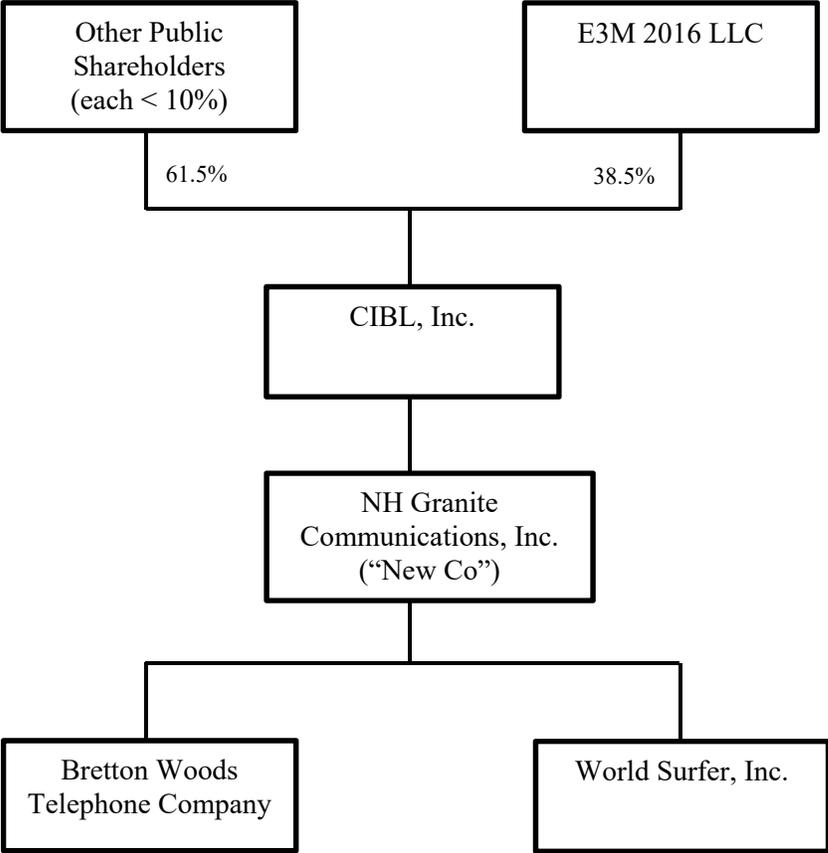
**Exhibit A**  
**Pre-Transaction Structure**  
**LICT Corporation**



**Exhibit B**  
**Pre-Transaction Structure**  
**CIBL, Inc.**



**Exhibit C**  
**Post-Transaction Structure**



## VERIFICATION

I, Stephen J. Moore, state that I am the President of Lynch Telephone Corporation IV, LLC; that I am authorized to make this Verification on behalf of Lynch Telephone Corporation IV, LLC; that the foregoing filing was prepared under my direction and supervision; and that the contents thereof and the certifications contained therein regarding Lynch Telephone Corporation IV, LLC, are true and correct to the best of my knowledge, information, and belief.

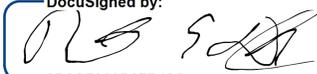
I declare under penalty of perjury that the foregoing is true and correct. Executed this 27th day of August 2019.

  
Name: Stephen J. Moore  
Title: President  
Lynch Telephone Corporation IV, LLC

## VERIFICATION

I, Robert E. Dolan, state that I am the Interim Chief Executive Officer and Chief Financial Officer of CIBL, Inc.; that I am authorized to make this Verification on behalf of CIBL, Inc.; that the foregoing filing was prepared under my direction and supervision; and that the contents thereof and the certifications contained therein regarding CIBL, Inc., 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 27th day of August 2019.

DocuSigned by:  
  
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Name: Robert E. Dolan  
Title: Interim CEO and CFO  
CIBL, Inc.