

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

In the Matter of the Joint Application of)
)
)
Ting Fiber, Inc.)
Purchaser,)
)
and)
)
Cedar Holdings Group, Inc.)
Seller,)
)

WC Docket No. _____

For Grant of Authority Pursuant to Section 214 of the Communications Act of 1934, as amended, and Sections 63.03 and 63.04 of the Commission’s Rules to Transfer Control of an Authorized Domestic Section 214 Carrier

JOINT APPLICATION

Ting Fiber, Inc. (“Ting Fiber” or “Purchaser”) and Cedar Holdings Group, Inc. (“Cedar” or “Seller”, and, together with Ting Fiber, the “Applicants”) hereby jointly request approval from the Federal Communications Corporation (“FCC”) pursuant to Section 214 of the Communications Act of 1934, as amended, 47 U.S.C. § 214, and Sections 63.03 and 63.04 of the Commission’s Rules, to transfer control of Cedar Holdings Group, including its wholly owned CLEC subsidiaries, to Ting Fiber (the “Transaction”).

Cedar Holdings Group, Inc., d/b/a Cedar Networks and MyDurango.net, was founded approximately 18 years ago as a CLEC reselling Qwest services, and roughly 40 percent of Cedar’s

plant remains copper facilities leased from CenturyLink. Over the years, Cedar has overbuilt Qwest and CenturyLink local circuits with fiber optic facilities, and currently provides Internet access, transport, and VoIP service to anchor institutions, enterprise customers, and some residential customers focused in three geographic areas in Colorado and New Mexico.

Cedar operates two wholly owned subsidiaries in Colorado and New Mexico – Zippytech Inc. and Zippytech of New Mexico, Inc. – each of which is a CLEC registered in their respective state.

Ting Fiber, Inc., a Delaware corporation, owns and operates fiber optic networks providing Internet access and other services in several U.S. markets, including Centennial, CO; Charlottesville, VA; Holly Springs, N.C; Fuquay-Varina, N.C; and Sandpoint, ID; and operates a fiber optic network in Westminster, MD, owned by the City of Westminster.

As discussed in more detail below, the Applicants intend that Ting Fiber will acquire full ownership of Cedar through Ting Fiber’s purchase of 100 percent of the issued and outstanding capital stock of Cedar Holdings Group. The transaction will not result in any loss or impairment of services for any of Cedar’s customers, and will have no adverse effects upon competition in Colorado or New Mexico.

For the reasons stated herein, the Applicants respectfully submit that this Application is subject to the “streamlined” processing rules found in Section 63.03(b)(2). The Transaction raises no competitive concerns that could delay prompt Commission approval.

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

I. REQUEST FOR STREAMLINED TREATMENT OF APPLICATION

The Parties respectfully request streamlined treatment of this Application pursuant to Section 63.03 of the Commission’s Rules, 47 CFR § 63.03. This Application is eligible for

streamlined processing pursuant to Section 63.03 because Ting Fiber does not provide telecommunications services in Colorado or New Mexico (§ 63.03(b)(1)(ii)). In addition, Ting Fiber and Cedar combined will hold less than a ten percent share of the interstate interexchange market, and will operate exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the transaction. (§ 63.03(b)(2)). Neither of the Applicants is dominant with respect to any service (§ 63.03(b)(2)(i)), and the Applicants serve less than two percent of nationwide U.S. subscriber lines and have no overlapping or adjacent service areas. (§ 63.03(b)(2)(iii)).

II. DESCRIPTION OF THE APPLICANTS

A. Seller: Cedar Holdings Group, Inc. and Subsidiaries

Cedar Holdings Group, Inc. was established in 2009. With headquarters in Durango, CO, Cedar is an employee-owned, facilities-based carrier controlling over 125 metro route miles and 900 transport route miles within three general geographic areas in Colorado and New Mexico. One hundred percent of the issued and outstanding capital stock in Cedar Holdings Group, Inc. is held by four individuals.

Cedar offers dedicated Internet access, transport (including dark fiber, WDM, private Ethernet, MPLS/VPN/SD-WAN, and microwave) and voice services to various anchor institutions and enterprises and some residential customers within its service area.

Cedar has established two wholly owned subsidiaries that operate as CLECs in Colorado and New Mexico. Zippytech, Inc. is a Colorado corporation formed in 2002. It was granted a Certificate of Public Convenience and Necessity to Provide Local Exchange Telecommunications Services, and Letter of Registration to Provide Emerging Competitive Telecommunications Services by the Colorado Public Utilities Commission on August 22, 2007.

Zippytech of New Mexico, Inc. is a New Mexico corporation formed in 2006, which was granted a CLEC certification from the New Mexico Public Regulation Commission on December 12, 2006.

B. Purchaser:

Ting Fiber, Inc. (FRN: 0026675546)

Ting Fiber, Inc., a Delaware corporation, is a wholly owned subsidiary of Tucows, Inc. Tucows is a provider of network access, domain names and other Internet services. Tucows is incorporated in Pennsylvania, headquartered in Toronto, Ontario, Canada, and has seven offices in the United States. Tucows is publicly traded on the Nasdaq under the symbol TCX, and on the TSX under the symbol TC.

Tucows was founded in Flint, MI in 1993, as a directory of shareware and freeware software downloads. It is currently the second-largest domain registrar worldwide and operates a platform for domain resellers. In 2012, Tucows launched Ting, a mobile service provider in the United States. In 2014, Ting Fiber, Inc. was incorporated, acquired Fiber Roads, LLC, a CLEC in Virginia, and began operations as an Internet Service Provider. Today Ting Fiber Inc., d/b/a as Ting Internet, owns, operates and provides Internet access in Centennial, CO; Charlottesville, VA; Holly Springs and Fuquay-Varina, N.C; and Sandpoint, ID. Ting Internet also operates and provides Internet access over a fiber-optic network owned by the City Westminster, MD, and provides Internet access to customers over fiber-optic networks in Virginia owned by the Nelson County Broadband Authority and the Rockbridge Area Network Authority.

III. DESCRIPTION OF THE TRANSACTION

Ting Fiber, Inc. and the four Cedar Holdings Group stockholders have executed a Letter of Intent and will soon execute a Stock Purchase Agreement (SPA) under which Ting Fiber will purchase from the sellers 100 percent of the issued and outstanding capital stock of Cedar Holdings Group, Inc.

Cedar customers will be advised of the pending transaction by Cedar prior to the transaction closing, and then officially by Ting after the transaction closes. After the close, customers will be supported during the transition by Cedar's support staff, and Ting's customer support and technical resources. The services provided to customers will continue to be delivered as previously, without interruption.

Two of the three management partners will be remaining in senior positions with the operation. The area managed by the departing founder is construction and installation, and will be assumed by Ting's seasoned Field Operations management team in Colorado.

The Cedar brand will transition to Ting in a gradual and transparent manner as Ting gets to know Cedar's individual customers, and develops a local presence in Cedar's Colorado and New Mexico markets.

Ting has an excellent track record for customer service, which will be extended to the Cedar customer base. Ting also has deep capital resources that will be utilized to enhance Cedar's current network, and expand the fiber footprint in Cedar's markets, building modern telecommunications infrastructure and providing gigabit fiber Internet service to residents in underserved markets in Colorado's Western Slope.

IV. PUBLIC INTEREST STATEMENT

Pursuant to Section 214 of the Act, the Commission will approve a proposed transfer of control if it concludes that, after balancing the potential benefits and harms, doing so would serve the public interest, convenience, and necessity.¹ 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.²

As an initial 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.

The proposed transaction will yield affirmative public interest benefits.

Ting Fiber is a subsidiary of Tucows, a successful technology company renowned for delivering exceptional value and industry-leading customer experiences. Tucows and Ting also routinely acquire and integrate companies, and are well-positioned for a seamless transition of Cedar's network, employees, and customers to Ting.

Today Ting is building and/or operating fiber networks in diverse markets, large and small around the U.S., including in Colorado. Ting is committed to growing its footprint, and bringing gigabit fiber Internet to new businesses and residents, and has robust plans to expand in and around the current Cedar Networks footprint.

Finally, because Ting Fiber currently does not provide any telecommunications services in New Mexico or Colorado, there will be no negative impact on competition in any of the areas

¹ 47 U.S.C. § 214.

² 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).

served by Cedar Networks. In fact, competition will be enhanced through this transaction, as it will allow the expansion of services and offerings in existing Cedar Networks territories and surrounding areas, thereby increasing benefits to consumers, business customers, and anchor institutions.

V. INFORMATION REQUIRED BY SECTION 63.04

63.04(a)(1): The name, address and telephone number of each Applicant:

Ting Fiber, Inc. FRN: 0026675546
96 Mowat Avenue
Toronto, Ontario, Canada M6K 3M1
(416) 535-0123

Cedar Holdings Group, Inc.
10 Town Plaza #152,
Durango, CO, 81301
(970) 385-2500

63.04(a)(2): Jurisdiction of formation of each Applicant:

Ting Fiber, Inc. is a Delaware corporation.

Cedar Holdings Group, Inc. is a Delaware corporation. Zippytech Inc. is a Colorado corporation, and Zippytech of New Mexico, Inc. is a New Mexico corporation.

63.04(a)(3): Contact information for this Application:

For Ting Fiber:

Davinder Singh
96 Mowat Avenue
Toronto, Ontario, Canada M6K 3M1

with a copy to:

Casey Lide
Baller Stokes & Lide, P.C.
2014 P St NW Suite 200
Washington, D.C. 20036

For Cedar Holdings Group, Inc:

Jeff Fink
10 Town Plaza #152
Durango, CO, 81301

with a copy to:

Vijay Bastawade
10 Town Plaza #152
Durango, CO, 81301

Chris Stebner
10 Town Plaza #152
Durango, CO, 81301

63.04(a)(4): Name, address, citizenship and principal business of any person or entity that directly or indirectly owns at least ten percent of the equity of the applicant, and the percentage of equity owned by each of those entities (to the nearest one percent):

Ting Fiber, Inc.:

Ting Fiber, Inc., is a wholly owned subsidiary of Tucows, Inc., a publicly traded company with headquarters in Toronto, Ontario, Canada. The address of Tucows is 96 Mowat Avenue, Toronto, Ontario, Canada, M6K 3M1.

Cedar Holdings Group, Inc.:

The following individuals hold, directly or indirectly, a 10 percent or greater interest in Cedar Holdings Group, Inc.:

Name: Vijay Bastawade
Address: 288 Animas View Drive #64, Durango, CO, 81301
Citizenship: US
Principal Business: Owner and operator of Cedar Networks
Interest Held: 43%

Name: Jeff Fink
Address: 855 County Road 101, Hesperus, CO, 81326

Citizenship: US
Principal Business: Owner and operator of Cedar Networks
Interest Held: 43%

Name: Chris Stebner
Address: 20240 Hwy 160 #101, Durango, CO, 81303
Citizenship: US
Principal Business: Owner and operator of Cedar Networks
Interest Held: 10%

63.04(a)(5): Certifications pursuant to 47 C.F.R. §§ 1.2001 through 1.2003:

Applicants certify that to the best of their knowledge, information and belief, no party to the Application is subject to a denial of Federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 853.

63.04(a)(6): Description of the Transaction:

The proposed transaction is described in Section III of this Application.

63.04(a)(7): Description of geographic service area and services in each area:

The geographic service area includes various markets located in southwest and central Colorado, as well as Albuquerque, Santa Fe, and Farmington, New Mexico.

Services to be provided in each area following the Transaction will include all services currently provided by Cedar in those markets, including voice, Internet access and various transport services.

63.04(a)(8): Qualification for streamlining:

This Application is eligible for streamlined processing pursuant to Section 63.03(b) of the Commission's Rules for the reasons explained in Section I of this Application.

63.04(a)(9): Other pending Commission applications concerning the proposed transaction:

None.

63.04(a)(10): Special considerations:

None.

63.04(b)(11): Waiver requests (if any):

None.

63.04(b)(12): Public interest statement:

The proposed transaction is consistent with and conducive to the public interest for the reasons detailed in Section IV of this Application.

VI. CONCLUSION

For the reasons contained within this Application, Applicants respectfully submit that the public interest, convenience and necessity would be furthered by a grant of this Application. Applicants therefore request that the Commission consider and approve this Application expeditiously to permit Applicants to consummate the proposed Transaction as soon as possible.

Respectfully submitted,

TING FIBER, INC.

DocuSigned by:
/s/ Dave Singh
86351C944507465...

Davinder Singh
Treasurer & Chief Financial Officer
Ting Fiber, Inc.
96 Mowat Avenue
Toronto, ON Canada
M6K 3M1
dsingh@tucows.com

Casey Lide
Baller Stokes & Lide, P.C.
2100 P St. NW, Suite 200
Washington, D.C. 20036
Tel: (202) 277-6276
casey@baller.com

Counsel for Ting Fiber, Inc.

Dated: October 31, 2019

CEDAR HOLDINGS GROUP, INC.

DocuSigned by:
/s/ Jeff Fink
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Jeff Fink
Director & Vice President
10 Town Plaza #152
Durango, CO, 81301
Tel: (970) 403-0104
jfink@cedarnetworks.com

Dated: October 31, 2019

VERIFICATIONS

VERIFICATION

I, Davinder Singh, state that I am the Treasurer and Chief Financial Officer of Ting Fiber, Inc; that I am authorized to make this Verification on behalf of Ting Fiber, that the foregoing filing was prepared under my direction and supervision; and that the contents thereof and the certifications contained therein regarding Ting Fiber 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 31st day of October, 2019.

DocuSigned by:
Dave Singh
86351C944507465...

Name: Davinder Singh
Title: Treasurer & Chief Financial Officer
Ting Fiber, Inc.

VERIFICATION

I, Jeff Fink, state that I am a Director and Vice President of Cedar Holdings Group, Inc.; that I am authorized to make this Verification on behalf of Cedar Holdings Group, Inc, that the foregoing filing was prepared under my direction and supervision; and that the contents thereof and the certifications contained therein regarding Cedar Holdings Group, 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 31st day of October, 2019.

DocuSigned by:
Jeff Fink
D9FCCEF7A6B94EA...

Name: Jeff Fink
Title: Director and Vice President
Cedar Holdings Group, Inc.