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**Stamp & Return**

**LNGS** | LUKAS,  
NACE,  
GUTIERREZ  
& SACHS, LLP

January 10, 2014

US BANK/FCC JAN 13 2014

Marlene H. Dortch, Secretary  
Federal Communications Commission  
445 12th Street, S.W.  
Washington, DC 20554

Attn: Jodie May, Competition Policy Division  
Wireline Competition Bureau

Re: Joint Application for Transfer of Control of Hiawatha Broadband  
Communications, Inc., as a holder of Domestic and International Section  
214 Authorizations, to Robert A. Kierlin

Dear Ms. Dortch:

Transmitted herewith is a Joint Application for the transfer of control of Hiawatha Broadband Communications, Inc., as a holder of Domestic and International Section 214 Authorizations, to Robert A. Kierlin.

The applicants request streamlined processing of this application. A fee transmittal form, FCC Form 159, is submitted with the application showing payment of a filing fee of \$1,050.00.

This application is also being filed electronically in the IBFS filing system for processing by the International Bureau. A separate filing fee will be paid with that submission.

Should any questions arise with regard to this matter, please communicate directly with this office.

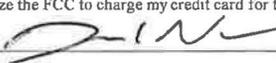
Very truly yours,



David L. Nace

cc: Jodie May (FCC, by email)  
Tracey Wilson (FCC, by email)  
Myrva Charles (FCC, by email)  
Dennis Johnson (FCC, by email)

FEDERAL COMMUNICATIONS COMMISSION  
**REMITTANCE ADVICE**  
FORM 159

(1) LOCKBOX # <b>979091</b>		SPECIAL USE ONLY	
FCC USE ONLY			
<b>SECTION A – PAYER INFORMATION</b>			
(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) <b>Lukas, Nace, Gutierrez &amp; Sachs, LLP</b>		(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) <b>\$1,050.00</b>	
(4) STREET ADDRESS LINE NO. 1 <b>8300 Greensboro Drive</b>			
(5) STREET ADDRESS LINE NO. 2 <b>Suite 1200</b>			
(6) CITY <b>McLean</b>		(7) STATE <b>VA</b>	(8) ZIP CODE <b>22102</b>
(9) DAYTIME TELEPHONE NUMBER (include area code) <b>703-584-8678</b>		(10) COUNTRY CODE (if not in U.S.A.)	
<b>FCC REGISTRATION NUMBER (FRN) REQUIRED</b>			
(11) PAYER (FRN) <b>0003746385</b>		(12) FCC USE ONLY	
<b>IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C) COMPLETE SECTION BELOW FOR EACH SERVICE. IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET</b>			
(13) APPLICANT NAME <b>Hiawatha Broadband Communications, Inc.</b>			
(14) STREET ADDRESS LINE NO. 1 <b>58 Johnson Street</b>			
(15) STREET ADDRESS LINE NO. 2			
(16) CITY <b>Winona</b>		(17) STATE <b>MN</b>	(18) ZIP CODE <b>55987</b>
(19) DAYTIME TELEPHONE NUMBER (include area code) <b>507-474-4000</b>		(20) COUNTRY CODE (if not in U.S.A.)	
<b>FCC REGISTRATION NUMBER (FRN) REQUIRED</b>			
(21) APPLICANT (FRN) <b>0003785318</b>		(22) FCC USE ONLY	
<b>COMPLETE SECTION C FOR EACH SERVICE. IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET</b>			
(23A) CALL SIGN/OTHER ID <b>Section 214 Authorization</b>	(24A) PAYMENT TYPE CODE <b>CDT</b>	(25A) QUANTITY <b>1</b>	
(26A) FEE DUE FOR (PTC) <b>\$1,050.00</b>	(27A) TOTAL FEE <b>\$1,050.00</b>	FCC USE ONLY	
(28A) FCC CODE 1	(29A) FCC CODE 2		
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY	
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY	
(28B) FCC CODE 1	(29B) FCC CODE 2		
<b>SECTION D – CERTIFICATION</b>			
<b>CERTIFICATION STATEMENT</b>			
I, _____, certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief.			
SIGNATURE _____		DATE _____	
<b>SECTION E - CREDIT CARD PAYMENT INFORMATION</b>			
MASTERCARD _____ VISA <input checked="" type="checkbox"/> AMEX _____ DISCOVER _____			
ACCOUNT NUMBER _____		EXPIRATION DATE _____	
I hereby authorize the FCC to charge my credit card for the service(s)/authorization herein described.			
SIGNATURE 		DATE <b>01/10/2014</b>	

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

<b>In the Matter of</b>	)	
	)	
<b>HIAWATHA BROADBAND COMMUNICATIONS, INC. (FRN 0003785318)</b>	)	
<b>Section 214 Authorization Holder and Transferor</b>	)	
	)	<b>WC Docket No. _____</b>
<b>And</b>	)	
	)	
<b>ROBERT A. KIERLIN (FRN 0023260136)</b>	)	
<b>Transferee</b>	)	<b>File No. ITC- _____</b>
	)	
<b>Joint Application for Transfer of Control of Section 214 Authorizations for Domestic and International Telecommunications Authorizations</b>	)	

**JOINT APPLICATION**

Hiawatha Broadband Communications, Inc. (“HBC” or “214 Holder”), on its own behalf and behalf of its shareholders, and Robert A. Kierlin (“Mr. Kierlin” or “Transferee”) hereby request approval of the Federal Communications Commission (“Commission”) pursuant to Section 214 of the Communications Act of 1934, as amended, 47 U.S.C. §214, and Sections 1.763, 63.03, 63.04, 63.18, and 63.24(e) of the Commission’s rules, 47 C.F.R. §§1.763, 63.03, 63.04, 63.18, and 63.24(e), of a transfer of control of the 214 Holder to the Transferee. As will be explained, Mr. Kierlin’s ownership of stock in HBC increased to a majority ownership level, from 41.44% to 57.1%, on April 1, 2012 when a debt instrument of HBC held by Mr. Kierlin was converted to common stock and previously unissued shares of HBC stock were issued to Mr. Kierlin. That issuance of stock resulted in a transfer of control of the 214 Holder from the stockholders of HBC, none of whom held as much as a 50% interest, to Mr. Kierlin. Mr. Kierlin

made additional equity investments in HBC on July 27, 2012, and September 4, 2012 and currently owns 61.31% of HBC's stock. All parties are collectively referred to herein as the "Applicants."

**I. Combined Application to Transfer Control of Domestic and International Section 214 Authorizations**

Under Section 63.04(b) of the Commission's rules, the Applicants are filing a combined domestic and international application for the transfer of control of the 214 Holder to the Transferee.

This application qualifies for streamlined processing under applicable rules.

**II. Applicants**

**A. Hiawatha Broadband Communications, Inc. (FRN 0003785318)**

HBC is a corporation organized under the laws of Minnesota. Its address is 58 Johnson Street, Winona, MN 55987. HBC is a Competitive Local Exchange Carrier ("CLEC") that provides resold international and interstate interexchange telecommunications services. HBC is not affiliated with an incumbent local exchange carrier.

HBC is a privately held company. The company has more than 30 stockholders but only two stockholders hold more than 10% of HBC's stock: Mr. Kierlin, a United States citizen, owns 61.31%; and the Maritime Heritage Society, a charitable institution organized under the laws of Minnesota, owns 16.343%.

Since 2008, when HBC obtained its permanent international Section 214 authorization,<sup>1</sup> HBC has operated continuously under the control of the same shareholder group that includes Mr. Kierlin, and under the management of the same board of directors and management team, with no

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<sup>1</sup> File No. ITC-214-20071113-00536, granted January 18, 2008. See Public Notice, Report No. TEL-01227, DA No. 08-152, released January 24, 2008.

change in operations resulting from the stock ownership change that is the subject of this application.

**B. Robert A. Kierlin (FRN 0023260136)**

Mr. Kierlin is a United States citizen whose address is PO Box 302, Winona, MN 55987. Mr. Kierlin is currently the largest stockholder of HBC and has continuously been the largest shareholder since HBC applied for Commission authority in 2007 to acquire the international Section 214 authorization that HBC now holds.<sup>2</sup>

Mr. Kierlin does not have a controlling interest in any other telecommunications service provider.

**III. Description of the Transaction**

Mr. Kierlin held 41.44% of HBC's stock in 2007 when the HBC's international Section 214 application was filed. In 2010, Mr. Kierlin obtained a convertible note from HBC in return for a loan of funds to the company. That note was converted to stock of HBC on April 1, 2012, a transaction that increased Mr. Kierlin's stock ownership interest to 57.1%. On July 27, 2012, and September 4, 2012, Mr. Kierlin made additional equity investments in HBC. He currently owns 61.31% of HBC's stock

HBC and Mr. Kierlin did not did not recognize the need for prior Commission approval of that stock issuance which resulted in Mr. Kierlin owning more than 50% of HBC stock and a transfer of control of the company.

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<sup>2</sup> See fn. 1, *supra*.

**IV. Information Required by Section 63.24(e) of the Commission's Rules for Transfer of Control of Section 214 Authorizations**

In furtherance of this application the Applicants submit the specific information pursuant to Section 63.24(e) of the Commission's rules. The following paragraphs refer to Sections (a) through (d), and (h) through (p), of Section 63.18.

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

214 Holder:

Hiawatha Broadband Communications, Inc.  
58 Johnson Street  
Winona, MN 55987

Tel: 507-474-4000  
Fax: 507-474-5878

Transferee:

Robert A. Kierlin  
PO Box 302  
Winona, MN 55987  
Tel: 507-453-8765

**(b) Citizenship:**

HBC is a corporation organized under the laws of Minnesota. Mr. Kierlin is a United States citizen.

**(c) Correspondence:**

For the 214 Holder and Transferors:

Hiawatha Broadband Communications, Inc.  
58 Johnson Street  
Winona, MN 55987  
Attention: Daniel R. Pecarina, President/CEO  
Tel: 507-474-4000  
Fax: 507-474-5878  
Email: [dpecarina@hbc.com](mailto:dpecarina@hbc.com)

With copies to:

David L. Nace, Esq.  
Lukas, Nace, Gutierrez & Sachs, LLP  
8300 Greensboro Drive, Suite 1200  
McLean, VA 22102  
Tel: 703-584-8661  
Email: [dnace@fcclaw.com](mailto:dnace@fcclaw.com)

and to:

Kent Gernander, Esq.  
Streater & Murphy, PA  
111 Riverfront, Suite 301  
P.O. Box 310  
Winona, MN 55987  
Phone: (507) 454-2925  
Fax: (507) 454-2929  
Email: [kentg@streaterlaw.com](mailto:kentg@streaterlaw.com)

For the Transferee:

Robert A. Kierlin  
PO Box 302  
Winona, MN 55987  
Tel: 507-453-8765

With copies to:

David L. Nace, Esq.  
Lukas, Nace, Gutierrez & Sachs, LLP  
8300 Greensboro Drive, Suite 1200  
McLean, VA 22102  
Tel: 703-584-8661  
Email: [dnace@fcclaw.com](mailto:dnace@fcclaw.com)

and to:

Kent Gernander, Esq.  
Streater & Murphy, PA  
111 Riverfront, Suite 301  
P.O. Box 310  
Winona, MN 55987  
Phone: (507) 454-2925  
Fax: (507) 454-2929  
Email: [kentg@streaterlaw.com](mailto:kentg@streaterlaw.com)

**(d) Section 214 Authorizations:**

(i) HBC provides international telecommunications under Section 214 authorization for global resale in File No. ITC-214-20071113-00536. HBC holds blanket domestic Section 214 authority to provide domestic telecommunications services.

(ii) Transferee does not hold any Section 214 authorization.

***Information for the Transferee:***

**(h) Ten Percent or Great Interest Holders:**

Not applicable – Transferee is an individual.

Section 63.18(h) also calls for disclosure of any interlocking directorates with a foreign carrier. Transferee has no interlocking directorates with a foreign carrier or controlling interest in a foreign carrier.

**(i) Foreign Carrier Affiliation Certification:**

Transferee certifies that he has no affiliation with a foreign carrier.

**(j) Foreign Carrier and Destination Countries:**

Section 63.18(j) calls for a certification as to whether or not the applicant seeks to provide international telecommunications services to any destination country for which any of the following is true:

(1) *The applicant is a foreign carrier in that country.* Transferee hereby certifies that he is not a foreign carrier in any destination country.

(2) *The applicant controls a foreign carrier in that country.* Transferee hereby certifies that he does not control a foreign carrier in any destination country.

(3) *Any entity that owns more than 25 percent of the applicant, or that controls the applicant, controls a foreign carrier in that country.* Not applicable - Transferee is an individual.

(4) *Two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate, more than 25 percent of the applicant and are parties to, or the beneficiaries of, a contractual relation (e.g., a joint venture or market alliance) affecting the provision or marketing of international basic telecommunications services in the United States.* Transferee hereby certifies that the foregoing statement is not true as relating to Transferee.

**(k) WTO Membership of Destination Countries:**

Section 63.18(k) calls for one of certain showings by the applicant for any destination country listed by the applicant in response to paragraph (j). Based upon Transferee's certifications in response to Section 63.18(j), no showing is required of Transferee in response to Section 63.18(j).

**(l),(m) Non-dominant Regulatory Classification:**

Transferee confirms that he is not a foreign carrier, and has no affiliation with a foreign carrier. HBC, as controlled by Transferee, satisfies the requirements of Section 63.10(a)(1) to be presumptively classified as "non-dominant" for the provision of international communications services.

**(n) Special Concessions Certification:**

Transferee certifies that he 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.

**(o) Federal Benefits and Anti-Drug Abuse Act of 1988 Certification:**

With reference to §§ 1.2001 through 1.2003 of the Commission's rules, Applicants certify that 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. *See* 21 U.S.C. §853a.

**(p) Eligibility for Streamlined Processing:**

Applicants request streamlined processing of this application pursuant to Section 63.03(b)(2)(ii). HBC is a CLEC and is therefore classified as a non-dominant service provider.

**V. Additional Information Required by Section 63.04(b) of the Commission's Rules or Assignment/Transfer of Control**

In response to requirements of Section 63.04(b) of the Commission's rules, the additional information required by Sections 63.04(a)(6) through 63.04(a)(12) is provided in Exhibit A hereto.

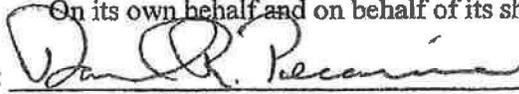
**VI. Conclusion**

Applicants respectfully submit that the public interest, convenience and necessity would be furthered by grant of this application which will permit a continuation of telecommunications services by HBC under the control of Mr. Kierlin whose qualifications are shown herein.

Respectfully submitted,

**HIAWATHA BROADBAND COMMUNICATIONS, INC.**

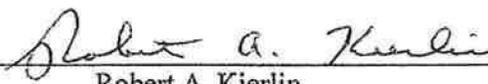
On its own behalf and on behalf of its shareholders

By:   
Daniel R. Pecarina, President and CEO

Date: 1/9/14

**ROBERT A. KIERLIN**

Transferee

By:   
Robert A. Kierlin

Date: 1/9/14

## **Exhibit A**

### Information Required by Sections 63.04(a)(6) through 63.04(a)(12)

Pursuant to Section 63.04(b) of the Commission's rules, Applicants provide the following information in connection with the proposed transfer of control:

#### §63.04(a)(6) – Description of the Transfers of Control

The transfer of control is summarized in Section III of the Application.

#### §63.04(a)(7) – Description of the Geographic Service Area and Services in Each Area

HBC provides CLEC service including resold international and interstate interexchange telecommunications services to customers in Minnesota.

#### §63.04(a)(8) – Presumption of Non-Dominance and Qualification for Streamlining

Applicants request streamlined processing of this application. See Section IV(p) above.

#### §63.04(a)(9) – Other Pending Commission Applications Concerning the Subject Transaction

There are no other applications filed with the Commission that concern the transfer of control described in this application.

#### §63.04(a)(10) – Special Considerations

None

#### §63.04(a)(11) – Waiver Requests

None

#### §63.04(a)(12) – Public Interest Statement

As shown herein, Transferee is qualified to control HBC. Authorization of the transfer of control described in this application will serve the public interest by allowing for a continuation of telecommunications services to customers of HBC.