Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, DC 20554

In the Matter of Revenant Denver, Inc. Debtor in Possession f/k/a Futurum Communications Corporation dba Forethought.net Revenant Eagle, Inc. Debtor in Possession f/k/a San Isabel Telecom, Inc. Assignors, and Vero Broadband, LLC f/k/a Denver VoIP LLC Assignee, Joint Application for Consent to Transfer Assets And Assignment of 214 Authority of a Company Holding International Section 214 Authority and Blanket Domestic Section 214 Authority Pursuant to the Communications Act of 1934, as Amended	))))))))))))))))))))	WC Docket No. 22-23 IB File No.__________________

JOINT DOMESTIC AND INTERNATIONAL APPLICATION

Pursuant to Section 214 of the Communications Act of 1934, as amended (the "Act"), 47 U.S.C. § 214, and Sections 63.01, 63.03, 63.04, 63.18 and 63.24 of the Commission's rules, 47 C.F.R. §§ 63.01, 63.03, 63.04 and 63.24, Revenant Denver, Inc. Debtor in Possession f/k/a Futurum Communications Corporation dba Forethought.net ("Futurum") and Revenant Eagle, Inc. Debtor in Possession f/k/a San Isabel Telecom, Inc. ("San Isabel") (hereinafter collectively "Assignors"); and Vero Broadband, LLC f/k/a Denver VoIP, LLC (hereinafter "Vero Broadband" or "Buyer" or "Assignee") (Assignors and Buyer are hereinafter collectively the "Applicants"), hereby respectfully request Federal Communication Commission ("Commission") consent for the transfer of the assets of Assignors to Buyer including the assignment of Section 214 authorities held by Assignors (the "Joint Application").

Pursuant to an Asset Purchase Agreement dated November 8, 2021 (the "Asset Purchase Agreement"), Vero Broadband purchased all the rights, title and interest in and to all of the properties and assets of the Assignees (the "Transaction"). The closing of the Transaction occurred on January 1, 2022.

I. REQUEST FOR STREAMLINED TREATMENT

The Applicants respectfully request streamlined treatment of this Joint Application pursuant to Sections 63.03 and 63.12 of the Commission's rules, 47 C.F.R. §§ 63.03 and 63.12, respectively. This Joint Application is eligible for streamlined processing for the domestic portion of this Joint Application pursuant to Section 63.03(b)(2) of the Commission's rules because (i) the Transaction did not result in Applicants (and their Affiliates) having a market share in the interstate, interexchange market of less than 10 percent (10%); (ii) Applicants (and their Affiliates) will provide competitive telephone exchange services or exchange access services (if at all) exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the Transaction; and (iii) none of the Applicants nor any of their affiliates are regulated as dominant with respect to any service.

This Joint Application also qualifies for streamlined treatment for the international portion of this Joint Application under Section 63.12 of the Commission's rules because: (1) Applicants are not affiliated with any foreign carrier as a result of the Transaction; (2) as a result of the Transaction, the Applicants will not be affiliated with any dominant U.S. carrier whose international switched or private line services Applicants seek authority to resell, nor will the Applicants be so affiliated post-close; and (3) none of the other scenarios outlined in Section 63.12(c) of the Commission's rules apply.

The Applicants request expeditious approval of the Transaction and transfer of assets and assignment of Section 214 authority, which would serve the public interest by allowing customers to continue to receive competitive services without interruption. As a competitive provider of local exchange, interexchange, and VoIP telephone services, Vero Broadband is well qualified to offer and manage the domestic services currently provided by the Assignors.

II. DESCRIPTION OF THE APPLICANTS

A. Futurum (FRN: 0010043339)

Futurum is a Colorado corporation with headquarters located at 2347 Curtis Street, Denver, CO 80205. Futurum has blanket authority to provide interstate telecommunication services and is authorized to provide local, interexchange and VoIP services in Colorado. Futurum is a competitive local exchange carrier that received a Certificate of Public Convenience and Necessity in Proceeding No. 01A-279T, Decision No. C01-844, effective on August 17, 2001. Futurum provided primarily residential broadband service, with a small amount of IP-enabled, over-the-top add-ons such as VoIP and video; and local exchange service.

B. San Isabel (FRN: 0005061775)

San Isabel is a Colorado corporation with headquarters located at 570 Lindberg Drive, Gypsum, CO 81637. San Isabel has blanket authority to provide interstate telecommunications services and has authority to provide international telecommunication services[1]. San Isabel is authorized to provide local, interexchange and VoIP services in Colorado. San Isabel is a competitive local exchange carrier and provides switched access services through a tariff on file with the Colorado Public Utilities Commission ("Colorado PUC"). San Isabel obtained its initial telecommunications authority to provide local exchange service in Proceeding No. 97A-258T, Decision No. R97-1017, effective on October 6, 1997. The company received authority to provide emerging competitive services on a statewide basis in Proceeding No. 99A-389T, Decision No. C99-1065, effective on September 30, 1999. San Isabel has also been designated an Eligible Telecommunications Carrier by the Colorado PUC in Decision No. R02-0205 in Proceeding No. 01A-442T, effective on March 4, 2002. San Isabel provided primarily residential broadband service, with a small amount of IP-enabled, over-the-top add-ons such as VoIP and video; and local exchange service.

C. Vero Broadband. Vero Broadband (FRN: 0031708613) is a Colorado limited liability company with headquarters located at 2347 Curtis Street, Denver, CO 80205. Vero Broadband provides the same services in Colorado that were provided by San Isabel and Futurum - primarily residential broadband service, with a small amount of IP-enabled, over-the-top add-ons such as VoIP and video; and local exchange service. Vero Broadband holds blanket authority to provide interstate telecommunications services. Vero Broadband is a newly formed entity formed for the purpose of purchasing the assets of Assignors.

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[1] File No. ITC-214-20060320-00162 authority to provide global or limited global facilities-based and resale services granted December 10, 2010. See also File No. ITC-T/C-20180207-00029 authority for San Isabel to transfer control to Futurum granted March 23, 2018.

Vero Broadband's affiliate, Vero Fiber Networks, LLC, is certificated to provide telecommunications services in 23 states and is currently operating and serving customers in Arkansas, California, Colorado, Florida, Georgia, Illinois, Indiana, Missouri, Nevada, North Carolina, Ohio, South Carolina, Tennessee and Texas. Vero Fiber Networks, LLC received authority to provide local exchange in Colorado in Proceeding No. 17A-0878-T, Decision No. C18-0093, effective on February 7, 2018. Vero Fiber Networks, LLC provides dark fiber to schools and business, and lit fiber to schools in the State of Colorado and other states listed above.

III. DESCRIPTION OF THE TRANSACTION

On March 21, 2021, Futurum filed a voluntary petition for relief under Chapter 11 of Title 11 of the United States Code, 11 U.S.C. §§ 101, et seq. (the "Bankruptcy Code") in the United States Bankruptcy Court for District of Colorado (the "Bankruptcy Court") (Case No. 21-11331-KHT), and is operating and managing its business as a debtor in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. On May 12, 2021, San Isabel filed a voluntary petition for relief under Chapter 11 of the Bankruptcy Code in the Bankruptcy Court (Case No. 21-12534-KHT) and is operating and managing its business as a debtor in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

On November 30, 2021, the Bankruptcy Court entered an order approving the Asset Purchase Agreement and the sale of substantially all of the assets of the jointly administered Futurum debtors (the "Sellers"), including the Assignors. The Sellers also included Fundamental Holdings Corp. d/b/a Peak Internet ("Peak Internet") and Brainstorm Internet Inc. ("Brainstorm"). The closing of the Transaction occurred on January 1, 2022. Peak Internet and Brainstorm provide only non-regulated internet access services.

The Transaction was an asset purchase agreement under which Vero Broadband acquired substantially all of the assets of the Sellers, including the Assignors. Customers continue to be serviced by Vero Broadband on substantially the same terms and conditions as previously provided by Futurum and San Isabel. The consummation of the Transaction did not result in an interruption, reduction, loss or impairment of services to any customer. As more fully described below in the public interest statement, customers continue to receive a high level of technical operations and customer service.

The Transaction raised no competitive issues. Vero Broadband continues to compete with other providers of telecommunication services.

Radio licenses issued to Futurum, San Isabel, Peak Internet and Brainstorm (the "Radio Licenses") are included in the Transaction, and Assignment of Authorizations for transfer of the Radio Licenses were filed as set forth in 47 CFR §1.948[2]. Other assets transferred in connection with the Transaction include customers, contracts, intellectual property, network equipment, network fiber, and leased real property rights.

No foreign carrier affiliations resulted from this Transaction, and consumers were not harmed.

IV. PUBLIC INTEREST STATEMENT

Approval of the Transaction will serve the public interest, convenience, and necessity as it will permit the continued, uninterrupted provision of high-quality service to the customers. Approval will also promote competition in the telecommunications marketplace. The effect of the Transaction and transfer of assets from Assignors to Assignee did not result in an interruption,

[2] The wireless assignment FCC File Numbers are 0009907362; 0009911274; 0009911680 and 0009919730.

reduction, loss or impairment of services to any customer. Further, the Applicants are not aware of any harm to customers or to the market that occurred as a result of the Transaction. Other than the name changes of the providers, i.e., Futurum to Revenant Denver and San Isabel to Revenant Eagle, the Transaction is transparent to customers and did not have a negative impact on the public interest, services to customers, or competition. The continued provision of service by Assignee will provide customers the positive benefit of access to existing and new product offerings, Assignee's valued personnel, and the full strength of Assignee's financial strength, telecommunications capabilities, and business expertise.

V. INFORMATION REQUIRED BY SECTION 63.24(e) OF THE COMMISSION'S RULES

In support of this Joint Application, the Applicants submit the following information pursuant to Section 63.24(e) of the Commission's rules, which include the information requested in Section 63.18:

(a) Name, address, and telephone number of each of the Applicants.

Assignors:

Futurum; FRN 0010043339
Revenant Denver, Inc. Debtor In Possession f/k/a Futurum Communications Corp dba Forethought.net
2347 Curtis Street
Denver, CO 80205
Telephone: 303-815-1000

San Isabel; FRN 0005061775
Revenant Eagle, Inc. Debtor in Possession f/k/a San Isabel Telecom, Inc.
570 Lindbergh Dr
Gypsum, CO 81637
Telephone: 719-488-1027

Assignee:

Vero Broadband; FRN 0031708613

Vero Broadband LLC
2347 Curtis Street
Denver, CO 80205
Telephone:303-350-4060

(b) The Government, State, or Territory under the laws of which each corporate or partnership applicant is organized.

Futurum is a corporation organized under the laws of the State of Colorado. San Isabel is a corporation organized under the laws of the State of Colorado. Vero Broadband is a limited liability company organized under the laws of the State of Colorado.

(c) The name, title, post office address, and telephone number of the officer and any other contact point, such as legal counsel, to whom correspondence concerning the application is to be addressed. ***(Answer to IBFS Main Form Question 10.)***

Legal Counsel to All Applicants (to whom correspondence should be addressed):

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(d) A statement as to whether the applicant has previously received authority under Section 214 of the Act and, if so, a general description of the categories of facilities and services authorized. ***(Answer to IBFS Main Form Question 10)***

Futurum holds blanket interstate Section 214 authority. San Isabel holds blanket interstate Section 214 authority, and Section 214 global and limited global facilities-based and resale authority to provide international services. See File No. ITC-214- 20060320-00162. Vero Broadband holds blanket interstate Section 214 authority.

(e-g) Not applicable.

(h) The name, address, citizenship and principal businesses of any person or entity that directly or indirectly owns at least ten percent of the equity of Vero Broadband, and the percentage of equity owned by each of those entities (to the nearest one percent). ***(Answer to IBFS Main Form Question 11 and 12)***

Vero Broadband LLC is a wholly owned subsidiary of Vero Broadband Holdings, Inc., which is a wholly owned subsidiary of VFN Holdings, Inc.
The corporate address for VFN Holdings, Inc. is:
1023 Walnut St
Boulder, CO 80302

The following entity and individual hold a ten percent (10%) or greater interest in VFN Holdings, Inc.
Name: MME 2014 Family Trust
Address: 950 Gilbert Street, Boulder, CO 80302
Citizenship: United States Entity
Principal business: Trust Fund
Percent Ownership Interest in VFN Holdings, Inc.: 15.5%

Name: Mathew R. Erickson
Address: 950 Gilbert Street Boulder, CO 80302
Citizenship: United States Citizen
Principal business: Telecommunications
Percent Ownership Interest in VFN Holdings, Inc.: 12.7%

No other person or entity holds a ten percent (10%) or greater interest in VFN Holdings, Inc.

Vero Broadband does not have any interlocking directorates with a foreign carrier.

Neither Vero Broadband Holdings, Inc. nor VFN Holdings, Inc. holds a ten percent (10%) or greater interest in any other domestic telecommunications service provider.

(i) A certification as to whether or not the applicant is, or is affiliated with, a foreign carrier. The certification shall state with specificity each foreign country in which the applicant is, or is affiliated with, a foreign carrier. *(Answer to IBFS Main Form Question 14 to 17)*

As confirmed by the signature of Applicants' representatives to this Application, Vero Broadband certifies that (a) it is not a foreign carrier and is not affiliated with a foreign carrier, and (b) it will not become a foreign carrier or become affiliated with a foreign carrier post-close.

(j) A certification as to whether or not the applicant seeks to provide international telecommunications services to any destination country. *(Answer to IBFS Main Form Question 14 to 17)*

As confirmed by the signature of Applicants' representatives to this Application, Vero Broadband certifies that it does not seek to provide international telecommunications services to any destination country where (i) the Applicants are a foreign carrier; (ii) the Applicants control a foreign carrier; (iii) any entity that owns more than 25 percent of Applicants, or that controls Applicants, controls a foreign carrier; or (iv) 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) For any country that the applicant has listed in response to paragraph (j) of this section that is not a member of the World Trade Organization, the applicant shall make a demonstration as to whether the foreign carrier has market power, or lacks market power, with reference to the criteria in §63.10(a). *(Answer to IBFS Main Form Question 14 to 17)*

Not applicable

(l) [Reserved]

(m) With respect to regulatory classification under §63.10 of this part, any applicant that is or is affiliated with a foreign carrier in a country listed in response to paragraph (i) of this section and that desires to be regulated as non-dominant for the provision of particular international telecommunications services to that country should provide information in its application to demonstrate that it qualifies for non-dominant classification pursuant to §63.10 of this part. *(Answer to IBFS Main Form Question 14 and 17)*

Not applicable

(n) A certification that the applicant 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. *(Answer to IBFS Main Form Question 21)*

As confirmed by the signature of Applicants' representatives to this Application, Vero Broadband 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 they will not enter into such agreements in the future.

(o) A certification pursuant to §§1.2001 through 1.2003 of this chapter 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. ***(Answer to IBFS Main Form Question 25)***

As confirmed by the signature of Applicants' representatives to this Application, Vero Broadband certifies 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) If the applicant desires streamlined processing pursuant to §63.12, a statement of how the application qualifies for streamlined processing. ***(Answer to IBFS Main Form Question 20)***

Applicants request streamlined processing of the international portion of this Joint Application pursuant to section 63.12 of the Commission's rules, 47 C.F.R. § 63.12. This Joint Application qualifies for streamlined treatment under section 63.12(c) of the Commission's rules because (i) Applicants are not affiliated with a foreign carrier and will not become affiliated with any foreign carrier as a result of the proposed transaction; (ii) Applicants are not affiliated with any dominant U.S. carrier whose international switched or private line services Applicants seek authority to resell, nor will Applicants be so affiliated post-close; and (iii) none of the other scenarios outlined in section 63.12(c) of the Commission's rules, 47 C.F.R. § 63.12, apply.

VI. ADDITIONAL CERTIFICATIONS BY APPLICANTS

As confirmed by the signature of Applicants' representatives to this Application, Applicants certify that Applicants: (i) will comply with CALEA and related Commission rules and orders to the extent applicable; (ii) make communications to, from, or within the United States, as well as records thereof, available to U.S. law enforcement officials; (iii) designate a U.S. citizen or permanent U.S. resident as a point of contact for the execution of lawful requests and as an agent for legal service of process; (iv) affirm that all information submitted to the Commission as part of the application process is complete and accurate, and will promptly inform the Commission and the Executive Branch agencies of any (a) substantial and significant changes in such information, while an application is pending, as defined in section 1.65 of the Commission's rules, and (b) applicant or contact information changes after the application is no longer pending promptly and in any event within thirty (30) days; and (v) affirm their understanding that failure to fulfill any of the conditions of the grant of their applications can result in license revocation or termination and criminal and civil penalties.

VII. INFORMATION REGARDING DOMESTIC TRANSFER OF ASSETS

Pursuant to Section 63.04 of the Commission's Rules, 47 C.F.R. § 63.04(b), the Applicants request authority to transfer of the assets of Assignors to Buyer including the assignment of domestic Section 214 authority held by Assignors. Applicants provide the following information in support of their request:

(a) § 63.04(a)(6) Description of the Transaction.

The Applicants describe the Transaction in Section III of this Joint Application.

(b) § 63.04(a)(7) Geographic Areas Served and Services Provided.

The Applicants describe the geographic areas in which they offer domestic telecommunications services and the services that are provided in each area in Sections I and II of this Joint Application.

(c) § 63.04(a)(8) Statement Regarding Streamlined Treatment.

The Applicants Section 214 assignment application is eligible for streamlined processing pursuant to Section 63.03(b)(2), 47 C.F.R. § 63.03(b)(2), of the Commission's rules because: (i) the Transaction did not result in the Assignee, having a market share in the interstate interexchange market of less than 10 percent; (ii) Assignee will provide competitive telephone exchange services exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the Transaction; and (iii) neither of the Applicants nor any of their affiliates are regulated as dominant with respect to any service.

(d) § 63.04(a)(9) Other Related Commission Applications.

In connection with this Joint Application, the Applicants will submit a Request for Special Temporary Authorization regarding the continued provision of service to customers.

Pursuant to Sections 63.03(d)(2) and 63.24(f)(2) of the Commission's Rules, the Commission was notified of the pro forma transfers of control of the Assignors necessitated by the Bankruptcy filing. Notices were sent and acknowledged by both the International Bureau and the Common Carrier Bureau.

In addition, the Sellers, including the Assignors, have filed Forms 603 with the FCC Wireless Telecommunications Bureau, seeking transfer of certain Radio Licenses from Sellers to Assignee. The following were filed in connection with the Bankruptcy filing:

- Futurum assignment to Futurum Debtor in Possession Form 603 was filed on February 10, 2022 (32 licenses). See File No 0009907362.
- San Isabel assignment to San Isabel Debtor in Possession Form 603 was filed on February 14, 2022(4 licenses). See File No. 0009911274.
- Brainstorm Internet, Inc. assignment to Brainstorm Internet, Inc. Debtor in Possession Form 603 was filed on February 14, 2022(44 licenses). See File No 0009911680.
- Fundamental Holdings Corp. d/b/a Peak Internet assignment to Vero Broadband Form 603 was filed February 18, 2022 (14 licenses). See File No 0009919730.

An attachment to each Form 603 was filed as follows:

Description of Transaction

This application is one of three applications seeking Federal Communications Commission ("FCC") consent to an involuntary pro forma assignment of all wireless licenses held by Futurum Communications Corporation d/b/a Forethought.net ("Futurum"), San Isabel Telecom, Inc. ("San Isabel"), and Brainstorm Internet, Inc. ("Brainstorm") (collectively the "Futurum Debtor in Possession Entities") as a result of Futurum, San Isabel and Brainstorm filing petitions for relief under Chapter 11 of Title 11 of the United States Code, 11 U.S.C. §§ 101, et seq. (the "Bankruptcy Code") in the United States Bankruptcy Court for District of Colorado (the "Bankruptcy Court"). Fundamental Holdings Corp. d/b/a Peak Internet ("Peak Internet") is wholly owned by Futurum but is not a debtor in any bankruptcy case.

On March 21, 2021, Futurum filed a voluntary petition for relief under the Bankruptcy Code in the Bankruptcy Court (Case No. 21-11331-KHT). As part of such bankruptcy Futurum operated and managed its business as a debtor-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. On May 12, 2021, San Isabel, and Brainstorm each filed a voluntary petition for relief under Chapter 11 of the Bankruptcy Code in the Bankruptcy Court (Case No. 21-12534-KHT and Case No. 21-

12549-KHT, respectively) and each operated and managed its business as a debtor-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. The bankruptcy filings did not otherwise change the ownership or control of Futurum, San Isabel or Brainstorm. Organizational diagrams illustrating the ownership structure pre-transaction (Exhibit A) and post-transaction ownership during the court-supervised restructuring process (Exhibit B) are attached hereto.

Pursuant to an Asset Purchase Agreement dated November 8, 2021 (the "Asset Purchase Agreement"), Vero Broadband, LLC ("Vero Broadband" or "Buyer") was authorized to purchase all the rights, title, and interest in and to all the property and assets (including wireless licenses) of the Futurum Debtor In Possession Entities, as well as the property and assets (including wireless licenses) of Peak Internet (the "Transaction").[3]

On November 30, 2021, the Bankruptcy Court entered an order approving the Asset Purchase Agreement and the sale of substantially all the assets of the jointly administered Futurum debtors, including the Futurum Debtor in Possession Entities and Peak Internet. Radio licenses issued to the Futurum Debtor in Possession Entities and Peak Internet were included in the Transaction. In accordance with the terms of the Asset Purchase Agreement the closing of the Transaction occurred on January 1, 2022. Unfortunately, Futurum, San Isabel and Brainstorm did not timely file notification with the FCC regarding the involuntary transfer from licensee to debtor-in-possession or permission to close the Transaction. The oversight was inadvertent and unintentional. At the time of the bankruptcy filings, the Futurum Debtor in Possession Entities did not have advice from federal communications counsel on the petitions and was not aware

of the obligation to notify the Commission. The Futurum Debtor in Possession Entities regret this oversight and have taken steps to ensure compliance with all applicable Commission requirements going forward, including seeking a waiver of Section 1.948(c)(2) of the Commission's Rules, 47 C.F.R. § 1.948(c)(2) which is also attached to the application.

Public Interest Statement

Section 310(d) of the Communications Act of 1934, as amended ("Act"), requires that the Commission determine whether an assignment application is consistent with the public interest, convenience, and necessity. The Commission considers four overriding questions in making that assessment: "(1) whether the transaction would result in the violation of the Act or any other applicable statutory provision; (2) whether the transaction would result in a violation of Commission rules; (3) whether the transaction would substantially frustrate or impair the Commission's implementation or enforcement of the Act or interfere with the objectives of that and other statutes; and (4) whether the transaction promises to yield affirmative public interest benefits."[4] This application

[3] Vero Broadband is a newly formed entity formed for the purpose of purchasing the assets of the Futurum Debtor in Possession Entities as well as Peak Internet. As such, Vero Broadband has not previously provided telecommunications services. However, Vero Broadband's affiliate, Vero Fiber Networks, LLC, is certificated to provide telecommunications services in 23 states and is currently operating and serving customers in Arkansas, California, Colorado, Florida, Georgia, Illinois, Indiana, Missouri, Nevada, North Carolina, Ohio, South Carolina, Tennessee, and Texas. Vero Broadband is a wholly owned subsidiary of Vero Broadband Holdings, Inc., which is a wholly owned subsidiary of VFN Holdings, Inc.

[4] SBC Communications Inc. and BellSouth Corp., 15 FCC Rcd 25459, 25464 (WTB/IB 2000) (citation omitted); Ameritech Corp. and SBC Communications Inc., 14 FCC Rcd 14712, 14737-38 (1999) ("Ameritech-SBC Order");

satisfies all four prongs of the Commission's public interest test. The Commission has determined that assignment applications that demonstrate on their face that a transaction will yield affirmative competitive public interest benefits and will neither violate the Act or Commission rules, nor frustrate or undermine policies and enforcement of the Act by reducing competition or otherwise, do not require extensive review and expenditures of considerable resources by the Commission.[5]

Assignment of the Futurum Debtor in Possession Entities and the Peak Internet wireless licenses serves the public interest, convenience, and necessity as it permits the continued, uninterrupted provision of high-quality service to customers. The Futurum Debtor in Possession Entities continue to operate their businesses during the court-supervised restructuring process. The bankruptcy filings did not result in any changes to the Futurum Debtor in Possession Entities service operations or in the rates and terms of their service offerings. The reorganization of the Futurum Debtor in Possession Entities is expected to improve the companies' financial and operational status to the benefit of their customers. The effect of the Transaction did not result in an interruption, reduction, loss, or impairment of services to any customer. Further, the Futurum Debtor in Possession Entities are not aware of any harm to customers or to the market that occurred as a result of the Transaction. Customers continue to be serviced on substantially the same terms and conditions as previously provided by Futurum, San Isabel, Brainstorm and Peak Internet and customers continue to receive a high level of technical operations and customer service.

Consummation of the Transaction did not result in an interruption, reduction, loss or impairment of services to any customer. Further, the Transaction raises no competitive issues.

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see also EchoStar Communications Corp., (a Nevada Corp.), Gen. Motors Corp., and Hughes Electronics Corp (Delaware Corp.) (Transferors) and EchoStar Communications Corp. (a Delaware Corp.) (Transferee), 17 FCC Rcd 20559, 20574 (2002); WorldCom, Inc. and MCI Communications Corp., 13 FCC Rcd 18025, 18030-32 (1998); Merger of MCI Communications Corporation and British Telecommunications plc, 12 FCC Rcd 15351, 15367-68 (1997).

[5] See Tele-Communications, Inc. and AT&T Corp, 14 FCC Rcd 3160, 3170 (1999); Ameritech-SBC Order, 14 FCC Rcd at 14740-41

(e) § 63.04(a)(10) Statement Regarding Special Consideration.

None.

(f) § 63.04(a)(11) Identification of Waiver Requests.

None.

(g) § 63.04(a)(12) Public Interest Statement.

The Applicants provide a statement showing how the approval of this Joint Application will serve the public interest, convenience, and necessity in Section IV of this Joint Application.

VIII. CONCLUSION

Based on the foregoing, the Applicants respectfully request that the Commission grant this Joint Application and consent to the transfer of the assets of Assignors to Buyer including the assignment of Section 214 authorities held by Assignors to allow the uninterrupted provision of services to customers.

Respectfully submitted,

/s/ Lance J.M. Steinhart

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Dated: March 18, 2022

EXHIBIT A

REQUESTS FOR SPECIAL TEMPORARY AUTHORITY

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March 21, 2022

<u>VIA myIBFS</u>

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

Re: Revenant Denver, Inc. Debtor in Possession f/k/a Futurum Communications Corporation dba Forethought.net and Revenant Eagle Inc. Debtor in Possession f/k/a San Isabel Telecom, Inc. along with Vero Broadband, LLC f/k/a Denver Broadband, LLC Request for Special Temporary Authorization to Operate Pending Approval of Joint Application for Consent to Transfer Assets and Assignment of 214 Authority

Dear Secretary Dortch,

Pursuant to 47 U.S.C. § 214, and Section 63.24 of the Commission's Rules, 47 C.F.R. § 63.24, Revenant Denver, Inc. Debtor in Possession f/k/a Futurum Communications Corporation dba Forethought.net ("Futurum") and Revenant Eagle Inc. Debtor in Possession f/k/a San Isabel Telecom, Inc. ("San Isabel") (hereinafter collectively "Assignors"); and Vero Broadband, LLC f/k/a Denver Broadband, LLC (hereinafter "Vero Broadband" or "Buyer" or "Assignee") (Assignors and Buyer are hereinafter collectively the "Applicants"), hereby respectfully request Special Temporary Authority ("STA") for the Applicants to consummate a pending transaction prior to final FCC approval in order to allow Vero Broadband to continue to provide service to customers pending Commission approval of the section 214 application, filed concurrently herewith, (the "Joint Application").

Pursuant to the terms of an Asset Purchase Agreement dated November 8, 2021 (the "Asset Purchase Agreement"), Vero Broadband purchased all the rights, title, and interest in and to all of the properties and assets of the Assignors (the "Transaction"). The Transaction was an asset purchase agreement under which Vero Broadband d acquire 100% of the assets of the Assignors which provide fixed wireline telecommunications services in Colorado.

This STA is necessary and is in the public interest due to the circumstances outlined in the Joint Application namely, on March 21, 2021, Futurum filed a voluntary petition for relief under Chapter 11 of Title 11 of the United States Code, 11 U.S.C. §§ 101, et seq. (the "Bankruptcy Code") in the United States Bankruptcy Court for District of Colorado (the "Bankruptcy Court") (Case No. 21-11331-KHT) and was operating and managing its business as a debtor in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. On May 12, 2021, San Isabel filed a voluntary petition for relief under Chapter 11 of the Bankruptcy Code in the Bankruptcy Court (Case No. 21-12534-KHT) and was operating and managing its business as a debtor in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

Pursuant to a Bankruptcy Court Order entered on November 30, 2021, the Asset Purchase Agreement and the sale of substantially all of the assets of Assignors was approved, including a closing date of December 30, 2021. The Transaction closed on January 1, 2022. When the Transferors filed for bankruptcy, they were not aware of the requirements to notify the FCC of the bankruptcy filing, nor were they aware that approval of the FCC Section 214 approval was needed to consummate the Transaction. When Transferors became aware of the FCC requirements, they immediately hired legal counsel. Because of the bankruptcy, the process became very complicated, as the Transferors were attempting to make necessary Form 499 and other filings with the FCC, and to clear red light status for all affected parties. The Transferors sincerely apologize for the for delays and missed deadlines, but are diligently pursuing, with counsel, all necessary approvals for the Transaction and transfer of the assets including radio licenses.

While the Joint Application is pending the Applicants request the Commission grant this STA to allow Applicants to consummate the Transaction which will allow Vero Broadband to continue to serve customers on substantially the same terms and conditions and without interruption pending Commission approval of the Joint Application. Grant of the instant STA will serve the public interest, convenience, and necessity because it will permit the continued provision of service to Assignors existing customers relying on it for telecommunications service, thereby precluding the need for any service disruption. Further, as evidenced by the Joint Applications' eligibility for streamlined processing, transactions such as these do not raise anticompetitive concerns under the Commission's rules and policies.[1]

The Applicants request temporary authority for sixty (60) days while the Application is pending. The Applicants acknowledge that the grant of this STA will not prejudice any action the Commission may take on the Application, and that once granted, the STA may be revoked on the Commission's own notice, without a hearing. The Applicants further acknowledge that grant of the STA will neither preclude nor dictate the scope of any enforcement action.

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[1] *See* 47 C.F.R. § 63.03(b)(2)(i); *Implementation of Further Streamlining Measures for Domestic Section 214 Authorizations*, Report and Order, 17 FCC Rcd. 5517, ¶ 30 (2002).

This filing with the International Bureau and the applicable credit card payment in the amount of $675.00, which satisfies the filing fee required under Table 1 of Section 1.1107 of the Commission's rules, are being submitted electronically through the MyIBFS.

If you have any questions or if I may provide you with any additional information, please do not hesitate to contact me.

Respectfully submitted,

/s/ Lance J.M. Steinhart

Lance J.M. Steinhart
Managing Attorney
Lance J.M. Steinhart, PC

Attorneys for Revenant Denver, Inc. Debtor in Possession f/k/a *Futurum Communications Corporation dba Forethought.net and* Revenant Eagle Inc. Debtor in Possession f/k/a *San Isabel Telecom, Inc.*

EXHIBIT B

CERTIFICATIONS

CERTIFICATION

I, Thomas M. Kim hereby state under penalty the perjury that I am the Chief Restructuring Officer of Revenant Denver, Inc. Debtor in Possession f/k/a Futurum Communications Corporation dba Forethought.net, that I have reviewed the foregoing Application and know the contents thereof, and that the statements made therein are true and correct to the best of my knowledge and belief.

Dated: March 18, 2022

____
Name: Thomas M. Kim
Title: Chief Restructuring Officer
Revenant Denver, Inc. Debtor in Possession
f/k/a Futurum Communications Corporation
dba Forethought.net

CERTIFICATION

I, Thomas M. Kim, hereby state under penalty the perjury that I am the Chief Restructuring Officer of Revenant Eagle, Inc. Debtor in Possession f/k/a San Isabel Telecom, Inc., that I have reviewed the foregoing Application and know the contents thereof, and that the statements made therein are true and correct to the best of my knowledge and belief.

Dated: March 18, 2022

Thomas M Kim

Name: Thomas M. Kim
Title: Chief Restructuring Officer
Revenant Eagle, Inc. Debtor in Possession
f/k/a San Isabel Telecom, Inc.

CERTIFICATION

I, Gregg Strumberger, hereby state under penalty the perjury that I am the Chief Legal Officer of Vero Broadband, LLC f/k/a Denver VoIP, LLC, that I have reviewed the foregoing Application and know the contents thereof, and that the statements made therein are true and correct to the best of my knowledge and belief.

Dated: March 18, 2022

____

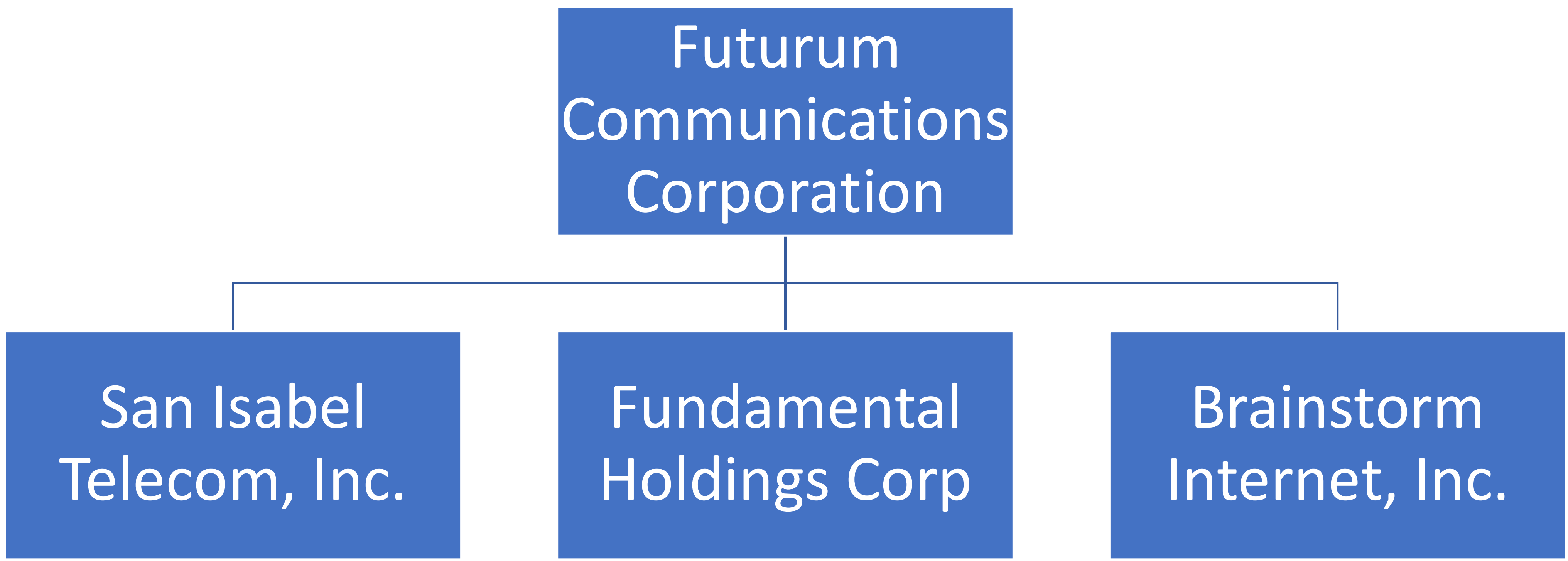
Name: Gregg Strumberger
Title: Chief Legal Officer
Vero Broadband, LLC f/k/a Denver VoIP, LLC

EXHIBIT C

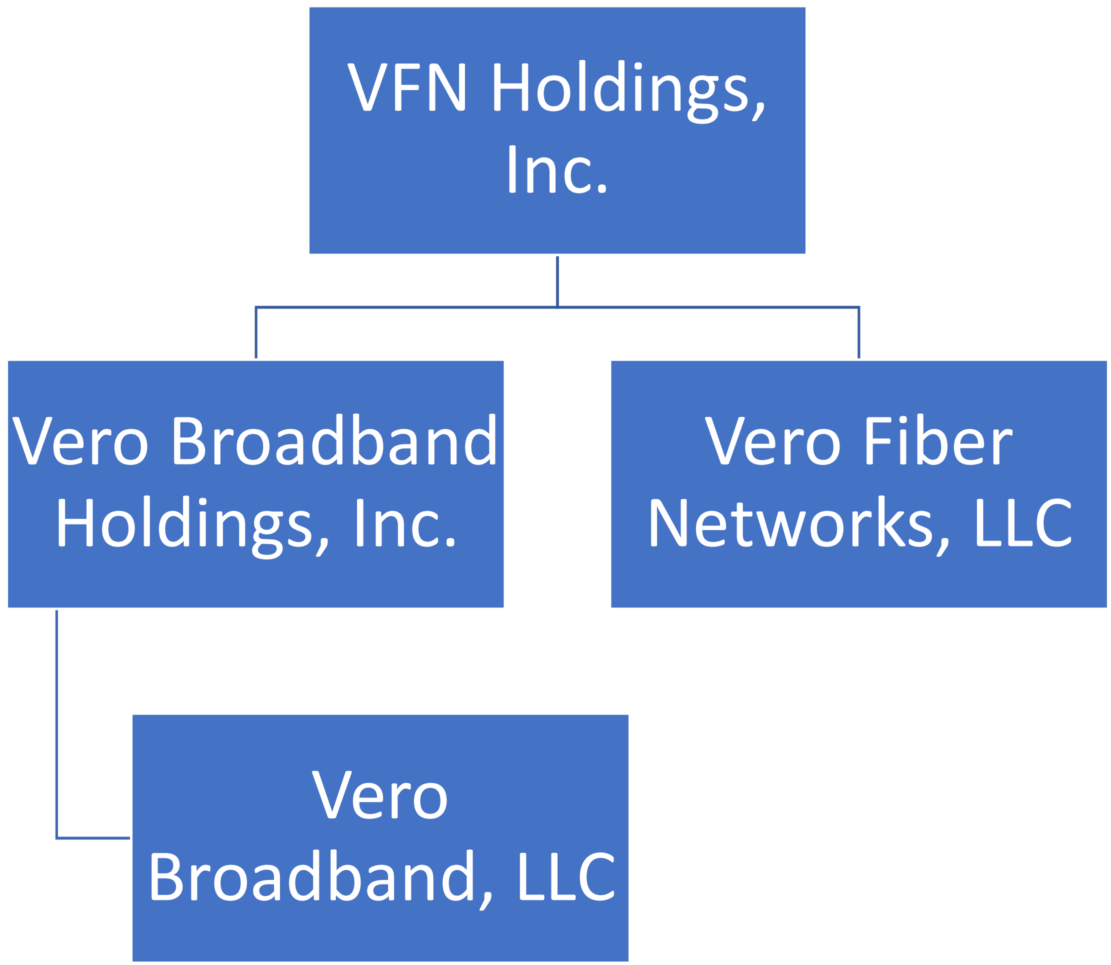
ORGANIZATIONAL CHARTS

Pre-Transaction

Current Assignor Org Chart

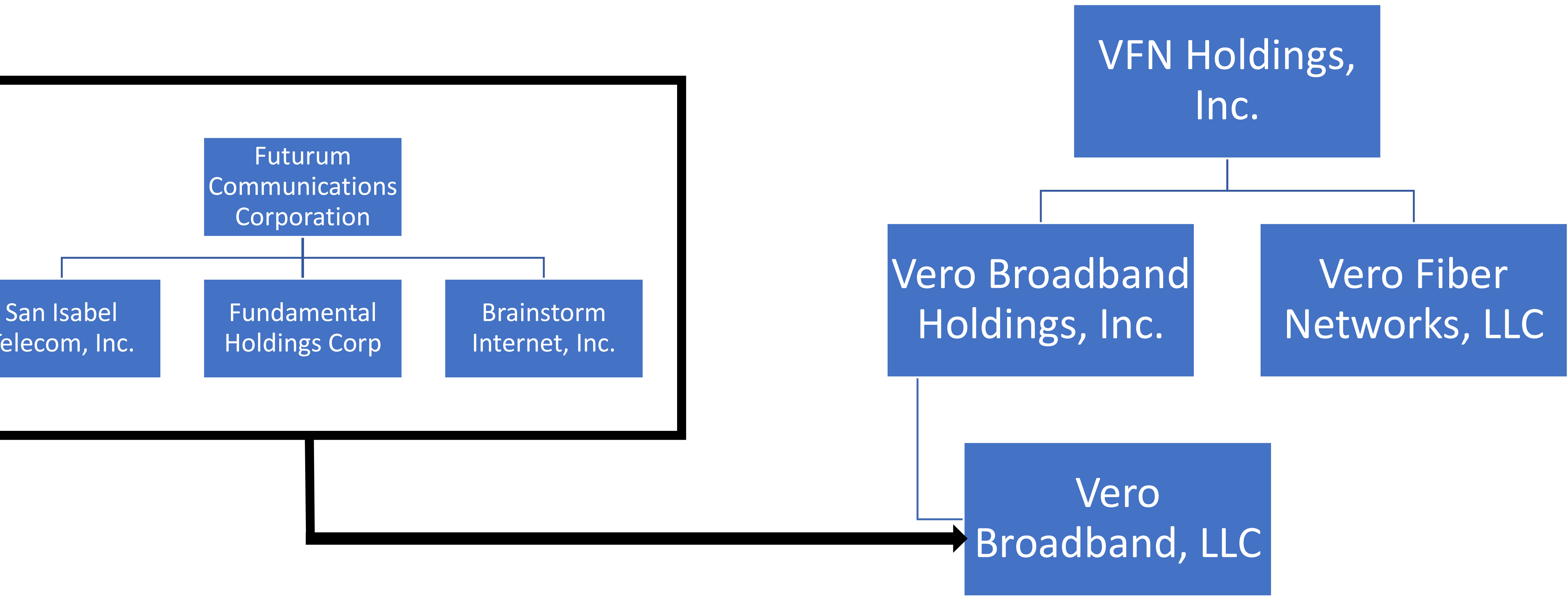


Current Assignee Org Chart



Post-Transaction

/ero Broadband, LLC will acquire all customers and assets of Futurum and its affiliates



Post Acquisition Assignee Org Chart