

## ATTACHMENT 1

### Joint International and Domestic Section 214 Application to Transfer Control of Falcon Broadband, Inc. to FBB Holdings, LLC

This joint application seeks Commission consent under Section 214 of the Communications Act of 1934, as amended (the “Act”), and Sections 63.04 and 64.24 of the Commission’s rules<sup>1</sup> to transfer control of Falcon Broadband, Inc. (“Falcon Broadband”) from its current owners to FBB Holdings, LLC (“FBB”). Falcon Broadband holds an international Section 214 authorization as well as blanket Section 214 domestic operating authority. As explained further below, grant of the joint application serves the public interest.

#### I. RESPONSES TO QUESTIONS SET FORTH IN THE FCC 214 MAIN FORM

Responses to certain questions set forth in the application’s FCC 214 Main Form are as follows:

##### Answers to Question 10

###### *Transferor Contact Information*

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###### *With a copy to:*

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mberniger@bbdlegal.com

###### *Place of Organization*

Falcon Broadband is a corporation organized under the laws of the State of Colorado. FBB is a limited liability company organized under the laws of the State of Colorado.

###### *Transferee Contact Information*

Jeffrey S. Ingram  
FBB Holdings, LLC  
(FRN 0026896365)  
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Leawood, KS 66224  
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###### *With a copy to:*

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<sup>1</sup> 47 U.S.C. § 214; 47 C.F.R. §§ 63.04, 64.24.

### ***Prior International Section 214 Authorizations***

Falcon Broadband holds an international Section 214 authorization to provide global international resold services between the United States and international points pursuant to Section 63.18(e)(2) of the Commission's rules (File No. ITC-214-20161107-00293). FBB does not hold any international Section 214 authorizations.

### **Answer to Question 11**

Pursuant to Section 63.18(h) of the Commission's rules, the following entities will directly or indirectly hold a ten percent or greater equity interest in Falcon Broadband upon consummation of the proposed transaction:

Name: FBB Holdings, LLC  
Address: 4601 W. 143rd Street  
Leawood, KS 66224  
Citizenship: Colorado  
Principal Business: Holding company  
Ownership Interest: 80 percent interest in Falcon Broadband

Name: Devoy Investments, LLC  
Address: 501 East Gulf Drive  
Sanibel, FL 33957  
Citizenship: Missouri  
Principal Business: Holding company  
Ownership Interest: 33.33 percent interest in FBB

Name: Devoy Family Trusts (the Dennis R. Devoy Irrevocable Trust and the Laura Gardner Devoy Irrevocable Trust)<sup>2</sup>  
Address: 501 East Gulf Drive  
Sanibel, FL 33957  
Citizenship: Missouri  
Principal Business: Irrevocable Trusts  
Ownership Interest: Each trust holds a 50 percent interest in Devoy Investments, LLC

Name: Ingram Capital Ventures, LLC  
Address: 8401 W 144th Place  
Overland Park, KS 66223  
Citizenship: Kansas  
Principal Business: Holding company  
Ownership Interest: 33.33 percent interest in FBB

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<sup>2</sup> William Devoy and Laura Gardner Devoy are the trustees of the Dennis R. Devoy Irrevocable Trust, and Laura Gardner Devoy, Jason Russo, Shane Russo, Shallen Thudium, Krista Hundley and their descendants are the beneficiaries of the trust. Dennis R. Devoy is the trustee and beneficiary of the Laura Gardner Devoy Irrevocable Trust. All of these individuals are United States citizens.

Name: Jeffrey S. Ingram  
Address: 8401 W 144th Place  
Overland Park, KS 66223  
Citizenship: United States  
Ownership Interest: 100 percent interest in Ingram Capital Ventures, LLC

Name: Ronald Reckrodt  
Address: 10321 Wildflower Drive  
Unionville, MO 63565  
Citizenship: United States  
Ownership Interest: 33.34 percent interest in FBB

Name: Randy De Young  
Address: 10925 Highway 24  
Falcon, CO 80831  
Citizenship: United States  
Ownership Interest: 20 percent interest in Falcon Broadband

Charts showing the pre- and post-transaction ownership of Falcon Broadband are attached. No other entity or individual directly or indirectly will hold a 10 percent or greater equity interest in Falcon Broadband post-closing.

### **Answer to Question 13**

#### ***Description of Transaction and Public Interest Statement***

Falcon Broadband owns and operates a private fiber optic network in Colorado Springs and other areas of El Paso County, Colorado, delivering voice (including local and long distance), data, and video services to both residential and commercial customers. Randy and Cindy De Young, who currently each hold a 50 percent interest in Falcon Broadband, are the founders of the company and have operated it since its inception.

FBB was formed on July 25, 2017 to serve as the holding company for Falcon Broadband. Its members are Devoy Investments, LLC, Ingram Capital Ventures, LLC, and Ronald Reckrodt. Its managers are Dennis Devoy, Jeffrey Ingram, and Ronald Reckrodt. Its members and managers have extensive experience in the telecommunications industry, and can provide valuable managerial oversight and implement best practices at Falcon Broadband.

On September 21, 2017, Randy and Cindy De Young and FBB entered into a Stock Purchase Agreement pursuant to which FBB will purchase a majority of the outstanding stock of Falcon Broadband. At closing, FBB will own an 80 percent interest in the Falcon Broadband and Randy De Young will own a 20 percent interest. Following the transaction, Randy and Cindy De Young will continue to be involved in oversight of the company's operations, and provide expert insight and historical perspective to help grow the company and continue to lead it in a positive direction.

The proposed transaction will serve the public interest. The change in ultimate control of Falcon Broadband will occur at the parent level and does not involve the assignment of operating authority, assets, or customers. FBB is managed by an experience management team, and Randy De Young, the current owner of Falcon Broadband, will continue to remain a minority owner. Thus, the company will continue to be operated by highly experienced, well-qualified management and technical personnel. In addition, Falcon Broadband will be able to draw upon the decades of telecommunications industry experience of FBB's members as a result of the transaction.

Moreover, the proposed transaction will have no adverse impact on Falcon Broadband's customers, and will be virtually transparent to customers in terms of the service they now receive. Falcon Broadband will continue to provide competitive and innovative services to existing customers at the same rates, terms, and conditions and in the same geographical areas as currently provided. The transaction is not expected to result in the discontinuance, reduction, loss or impairment of service to any customer. In addition, Falcon Broadband holds only a *de minimis* share of each of the domestic and U.S.-international markets. The proposed transactions thus pose no risk of competitive harm to the domestic or U.S.-international telecommunications markets.

### **Answer to Question 20**

This application qualifies for streamlined processing pursuant to Section 63.12 of the Commission's rules. Neither Falcon Broadband nor FBB has any foreign carrier affiliates, and will continue to have no such affiliates post-closing. Falcon Broadband therefore qualifies for a presumption of non-dominance under Section 63.10 of the Commission's rules on all U.S.-international routes.

## **II. INFORMATION REQUIRED BY SECTION 63.04 OF THE FCC'S RULES IN RELATION TO TRANSFER OF ASSETS UNDER BLANKET DOMESTIC SECTION 214 AUTHORITY**

In support of the applicants' request for consent to transfer control of Falcon Broadband to FBB, the following information is submitted pursuant to Section 63.04 of the Commission's rules.<sup>3</sup> Specifically, Section 63.04(b) provides that applicants submitting a joint international/domestic Section 214 application should submit in an attachment to the international Section 214 application responses to the information requested in paragraphs (a)(6) through (a)(12) of Section 63.04:

### **(a)(6) Description of the transaction:**

A description of the transaction is set forth in Section I above.

### **(a)(7) Description of the geographic areas in which the applicants offer domestic telecommunications services, and what services are provided in each area:**

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<sup>3</sup> 47 C.F.R. § 63.04.

Falcon Broadband provides competitive local exchange and long distance services in Colorado. Neither FBB nor its affiliates provide telecommunications services.

**(a)(8) Statement as to how the application qualifies for streamlined treatment:**

This application qualifies for streamlined treatment under Section 63.03(b) of the Commission's rules because: (1) the transferee is not a telecommunications provider; (2) Falcon Broadband's market share of the interstate, interexchange market is significantly less than 10 percent; and (3) Falcon Broadband provides competitive telecommunications services exclusively in geographic markets served by a dominant local exchange carrier that is not a party to this transaction. No applicant is dominant with respect to any telecommunications service offered in the United States.

**(a)(9) Identification of all other Commission applications related to this transaction:**

No other FCC applications are being filed in connection with this transaction.

**(a)(10) Statement of whether the applicants request special consideration because either party is facing imminent business failure:**

The applicants request no special consideration of this application for reasons relating to imminent business failure.

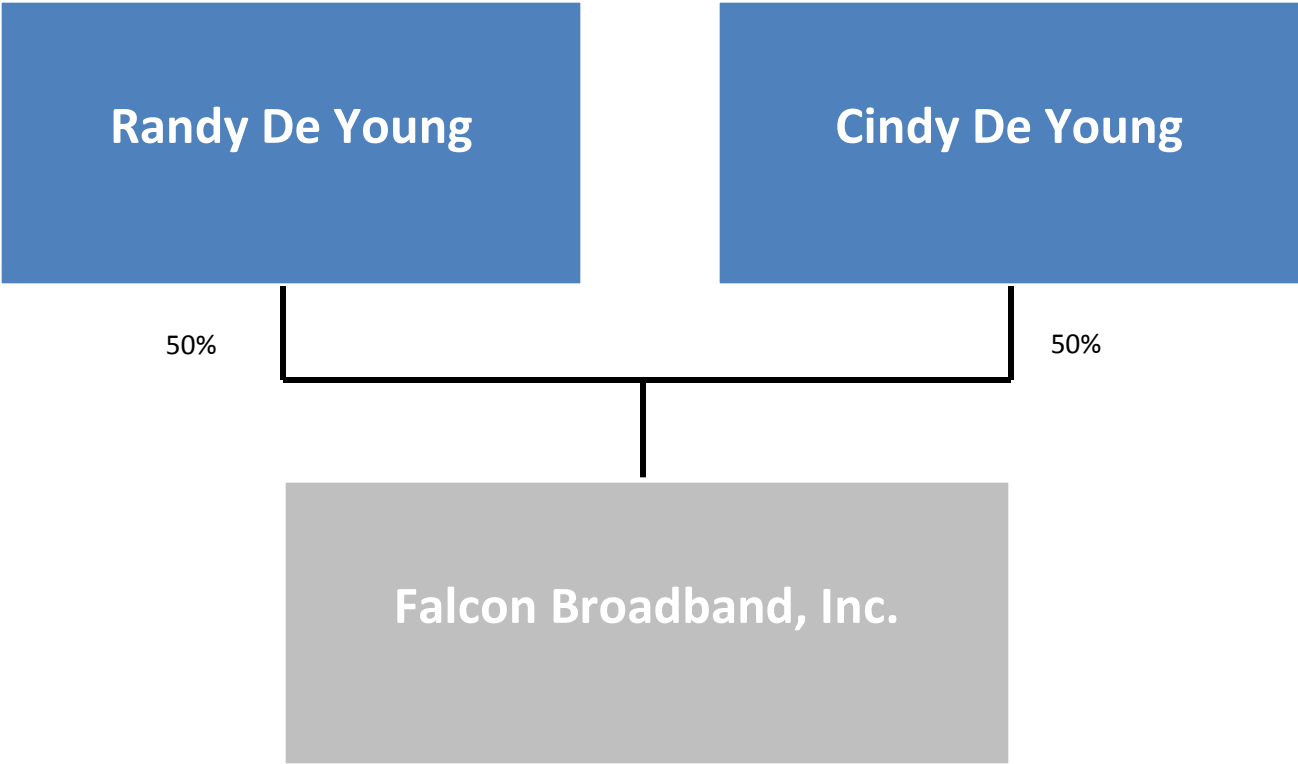
**(a)(11) Identification of any separately filed waiver requests being sought in conjunction with this transaction:**

The applicants seek no separately filed waiver requests in conjunction with this transaction.

**(a)(12) Statement showing how grant of the Application will serve the public interest, convenience, and necessity:**

A demonstration of how the grant of application serves the public interest, convenience, and necessity is set forth in Section I above.

**Pre-Closing Ownership Structure**



## Post-Closing Ownership Structure

