

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

In the Matter of the Joint Application of	)	
	)	
CEQUEL OWENS, LLC	)	WC Docket No. 22-_____
	)	
and	)	IB File No. ITC-214-20220624-00075
	)	
THE BENTON RIDGE TELEPHONE COMPANY	)	
	)	
for consent pursuant to Section 214 of the	)	
Communications Act of 1934, as amended, to	)	
transfer control of a domestic and international	)	
Section 214 authorization holder	)	

JOINT APPLICATION

Pursuant to Section 214 of the Communications Act of 1934, as amended (“the Act”),¹ and Sections 63.04, 63.18, and 63.24 of the Commission’s Rules,² Cequel Owens, LLC (“CEQUEL” or “Transferee”) and The Benton Ridge Telephone Company (“Benton Ridge” or “Transferor” and, together with CEQUEL, “Applicants”), by their undersigned representatives, request Commission consent to transfer control of Benton Ridge to CEQUEL (the “Application”). Benton Ridge holds blanket domestic and international Section 214 authorizations. *See* IBFS File No. ITC-214-20220624-00075. Such consent is necessary to complete a transaction (detailed below), whereby CEQUEL will become the parent company of Benton Ridge with ownership of 100% of its stock (the “Transaction”). Benton Ridge will continue to be the holder of the domestic and international Section 214 authorizations following consummation of the proposed Transaction.

Applicants provide the following information in support of the Application.

¹ 47 U.S.C. § 214.

² 47 C.F.R. §§ 63.04, 63.18 and 63.24.

I. DESCRIPTION OF THE APPLICANTS

A. Transferee – CEQUEL

CEQUEL (FRN 0032697468) is a Delaware limited liability company with an address of 12444 Powerscourt, Suite 450, St. Louis, MO 63131. CEQUEL's management, which includes Jerald L. Kent, has significant experience forming, investing in, and managing cable and broadband service providers, wireless infrastructure development and management entities, and data centers. This experience includes both privately held and publicly traded entities.³

B. Transferor -- Benton Ridge

Benton Ridge (FRN 0005053251), founded in 1902, is an incumbent local exchange carrier ("ILEC") in three exchanges in northwestern Ohio -- Benton Ridge, New Bavaria, and North Creek. The business address of Benton Ridge is 1805 N. Dixie Highway, Lima, OH 45801. Benton Ridge has the following subsidiaries:

- B.R. Cablevision Company (FRN 0003778826) provides IPTV services within the Benton Ridge exchange.
- B.R. Cablecomm, Inc. (FRN 0021716220) historically provided television service in portions of rural Ohio and Indiana.
- Bright.net-BRT (FRN 0022405286) provides internet services within the Benton Ridge, New Bavaria, and North Creek exchanges.
- Community Fiber Solutions (FRN 0020374575) operates a 100% fiber-to-the-premise system in portions of Indiana and Ohio and provides broadband Internet, IPTV, and voice services to both residential and commercial subscribers.
- W.A.T.C.H. TV Company ("Watch Communications") (FRN 0018510560) operates a hybrid fiber and fixed wireless network and offers broadband internet, video, and VoIP telephone service to both residential and business customers in portions of rural Illinois, Indiana, Kentucky, and Ohio. Watch Communications also sells DISH

³ See, e.g. <https://www.cablecenter.org/about-us/board-of-directors/jerald-l-kent-board-of-directors>.

satellite television service and Viasat satellite broadband service, and operates datacenters in Indiana and Ohio.

- Q-Wireless LLC (“Q-Wireless”) (FRN 0024949331), a subsidiary of Watch Communications, holds certain wireless licenses that Watch Communications uses in its business.

Benton Ridge also has a noncontrolling 12.5% limited partnership interest in Ohio RSA 5 LP (FRN 0002837110), which provides cellular service under the AT&T brand in five counties in Ohio. Benton Ridge is currently a privately held company owned by approximately 340 stockholders, none of whom has a 10% or greater ownership interest in Benton Ridge.

Benton Ridge, through its Watch Communications subsidiary, is a participant in Phase II of the Connect America Fund Program (“CAF”) and receives funding for the buildout of its broadband networks in certain counties in the states of Ohio, Illinois and Indiana. Benton Ridge intends to remain a participant in Phase II of CAF upon the consummation of the Transaction.

Benton Ridge and its subsidiaries also hold various authorizations from state regulatory bodies:

- The Public Utilities Commission of Ohio (“PUCO”) has certificated Benton Ridge as an ILEC and designated Benton Ridge as an Eligible Telecommunications Carrier (“ETC”). In addition, PUCO has designated Watch Communications as an ETC. The Ohio Department of Commerce has also issued a Video Service Authorization to CFS.
- The Indiana Utility Regulatory Commission has issued a Certificate of Territorial Authority to Watch Communications and designated it as an ETC and issued a Video Certificate and Certificate of Territorial Authority to CFS.
- The Illinois Commerce Commission has designated Watch Communications as an ETC and certified Watch Communications as an Interexchange Carrier.⁴

⁴ Watch Communications provides interexchange service in Illinois through VoIP only.

II. DESCRIPTION OF THE TRANSACTION

On July 25, 2022, an Agreement and Plan of Merger (the “Merger Agreement”) was entered into by and among CEQUEL, Cequel Owens Merger Corporation, an Ohio corporation, Benton Ridge, and Kenneth Williams, as the Equityholder Representative. Pursuant to the Merger Agreement, Cequel Owens Merger Corporation, a wholly owned subsidiary of CEQUEL, will merge with and into Benton Ridge, which will be the surviving corporation. Benton Ridge thus will become a wholly owned subsidiary of CEQUEL, and the corporate existence and operation of Benton Ridge and its subsidiaries will continue. Control of the FCC licenses and authorizations held by Benton Ridge and its subsidiaries thus will pass from Benton Ridge and its current stockholders to CEQUEL. CEQUEL will continue to operate Benton Ridge as a going concern. The majority of the Benton Ridge executive management team plans to remain with Benton Ridge after the closing of the Transaction. In turn, Benton Ridge, through itself and its subsidiaries, will continue operation and expansion of the current networks.

Pursuant to Section 63.04(b) of the Commission’s Rules, 47 C.F.R. § 63.04(b), the Applicants are filing a joint application for Commission consent to the proposed transfer of control of Benton Ridge to CEQUEL. The Applicants provide below the information required by Section 63.24(e)(2) of the Commission’s Rules, 47 C.F.R. § 63.24(e)(2).

III. INFORMATION REQUIRED BY SECTION 63.24(e)

Applicants submit the information below in support of the following requests for consent to transfer control:

- Transfer of control of Benton Ridge’s international Section 214 authority to CEQUEL. *See* IBFS File No. ITC-214-20220624-00075.
- Transfer of control of blanket domestic Section 214 authority held by Benton Ridge to CEQUEL.

IV. INFORMATION REQUIRED BY SECTION 63.18

Pursuant to Section 63.24(e)(2) of the Commission's Rules, Applicants submit the following information requested in Section 63.18(a)-(d) and (h)-(p) in support of this Application:

A. Responses to Section 63.18(a)-(d)

(a) Name, address, and telephone number of each applicant

Transferee:

Cequel Owens, LLC
Suite 450
12444 Powerscourt
St. Louis, MO 63131
Tel: (314) 315-9303

FRN: 0032697468

Transferor:

The Benton Ridge Telephone Company
1805 N. Dixie Highway
Lima, OH 45801
Tel: (800) 589-3837

FRN: 0005053251

(b) Place of organization

Transferee:

CEQUEL is a Delaware limited liability company.

Transferor:

Benton Ridge is an Ohio corporation.

(c) Name, title, post office address, and telephone number of official and any other contact point (Answer to Question 10)

Correspondence concerning these applications should be directed to:

For Transferee:

J. Michael Long
HUSCH BLACKWELL LLP
511 N. Broadway - Suite 1100
Milwaukee, WI 53202
Tel: 414-978-5622
Fax: 414-223-5000
mike.long@huschblackwell.com

For Transferor and Licensees:

Scott Feira
ARNOLD & PORTER
601 Massachusetts Ave. NW
Washington, DC 20001
Tel: 202-942-5769
Fax: 202-942-5999
Scott.Feira@arnoldporter.com

With a copy to:
Ms. Wendy Knudsen
E.V.P. & Chief Legal Officer
Cequel III
12444 Powerscourt, Suite 450
St. Louis, MO 63131
Tel: 314-315-9303
Wendy.Knudsen@cequel3.com

With a copy to:
Chris Daniels
President & CEO
The Benton Ridge Telephone Company
1805 N. Dixie Highway
Lima, OH 45801
Tel: 419-876-1103
cdaniels@corp.watchcomm.net

(d) Statement as to whether applicants have previously received authority under Section 214

Transferee: Transferee does not hold international or domestic Section 214 authority.

Transferor: Benton Ridge is authorized to provide domestic, interstate service by virtue of blanket domestic Section 214 authority. 47 C.F.R. § 63.01. Benton Ridge also has international Section 214 authority. *See* IBFS File No. ITC-214-20220624-00075.

B. Responses to Section 63.18(h)-(p)

(h) Post-Transaction Ownership (Answer to Questions 11 & 12)/Interlocking Directorates

A. Benton Ridge will be owned and controlled by Cequel Owens, LLC, a Delaware limited liability company:

Name:	Cequel Owens, LLC
Address:	12444 Powerscourt, Suite 450 St. Louis, MO 63131
Citizenship:	Delaware limited liability company
Principal Business:	Single purpose entity created to own and operate telecommunications carriers and broadband service providers

Ownership: Upon consummation of the Transaction, Cequel Owens, LLC will have a 100% direct ownership interest in Benton Ridge. Cequel Owens, LLC is owned by its sole member Cequel Owens Family Office, LLC, a Delaware limited liability company. company.

B. Cequel Owens, LLC will be owned by and controlled by Cequel Owens Family Office, LLC, a Delaware limited liability company:

Name: Cequel Owens Family Office, LLC

Address: 12444 Powerscourt, Suite 450
St. Louis, MO 63131

Citizenship: Delaware limited liability company

Principal Business: Single purpose entity created to invest in entities that own and operate telecommunications carriers and broadband service providers

Ownership: 100% direct ownership in Cequel Owens, LLC

C. The members of Cequel Owens Family Office, LLC that have a ten percent or greater interest in Cequel Owens Family Office, LLC are:

Name: Jerald L. Kent, as Trustee of the Jerald L. Kent Revocable Trust U/T/A, dated May 21, 1996.

Address: 12444 Powerscourt, Suite 450
St. Louis, MO 63131

Citizenship: United States

Principal Business: Investment Funding and Trust Administration

Ownership: 25% direct ownership in Cequel Owens Family Office, LLC

Name: Judith L. Kent, as Family Trustee of the Jerald L. Kent Family Irrevocable Trust, dated July 9, 1999.

Address: 12444 Powerscourt, Suite 450
St. Louis, MO 63131

Citizenship: United States

Principal Business: Investment funding and Trust Administration

Ownership: 75% direct ownership in Cequel Owens Family Office, LLC

D. None of the individuals or other entities in the ownership chain report a ten percent or greater ownership interest in any other telecommunications carrier.

To Applicants' knowledge, no person serving on the board or as an officer of CEQUEL serves as an officer or director of a foreign carrier or domestic carrier affiliate of a foreign carrier.

(i) Foreign Carrier Affiliates (Answer to Question 14)

Applicants certify that they are not foreign carriers within the meaning of Section 63.09(d) of the Commission's Rules, 47 C.F.R. § 63.09(d).

(j) Operation to Foreign Destinations (Answer to Question 15)

Transferee certifies that, through its acquisition of control of Benton Ridge, Transferee does not seek to provide international telecommunications services to any destination country where two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate more than 25 percent of Transferee 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. Upon completion of the Transaction, Transferee certifies it will not be affiliated with any foreign carriers, as described in (i) above. Applicants certify that the remaining provisions of Section 63.18(j) will not apply.

(k) Foreign Carrier Certification

Not applicable.

(m) Non-dominant Status

Applicants are neither foreign carriers nor affiliated with foreign carriers and therefore Section 63.18(m) is not applicable.

(n) No Special Concessions

Applicants certify that they have not agreed to accept special concessions directly or indirectly from a foreign carrier with respect to any U.S. international route where the foreign carrier possesses sufficient market power on the foreign end of the route to affect competition adversely in the U.S. market and will not enter into any such agreements in the future.

(o) Anti-Drug Abuse Act Certification

Applicants certify that no party to this Joint 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. § 862, because of a conviction for possession or distribution of a controlled substance.

(p) Eligibility for Streamlined Processing

Applicants respectfully submit that the Application to transfer control of Benton Ridge's International Section 214 Authorization should be subject to streamlined treatment under Section 63.12(a)-(c) of the Commission's rules, as none of the exceptions to streamlined treatment under Section 63.12(c) apply.

V. INFORMATION REQUIRED BY SECTION 63.04 OF THE COMMISSION'S RULES IN RELATION TO TRANSFER OF DOMESTIC 214 AUTHORIZATION

In support of the Applicants' request for consent to transfer control of Benton Ridge's domestic Section 214 authorization to CEQUEL, the following information is submitted pursuant to Section 63.04 of the Commission's Rules.

A. Section 63.04(a)(6) – Description of the transaction

A description of the transaction is set forth at Section II above.

B. Section 63.04(a)(7) – Description of the geographic area in which the transferor and transferee (and affiliates) offer domestic telecommunications services, and what services are provided in each area

Transferee does not itself provide telecommunications services nor does it have any affiliates that provide telecommunications services. Similarly, Transferee's upstream owners (as set forth in Section IV above) do not have a ten percent or greater ownership interest in any telecommunications provider.

The only domestic telecommunications services that Benton Ridge offers are wireline voice and data services in its ILEC territory, which consists of three exchanges in northwestern Ohio – Benton Ridge, New Bavaria, and North Creek.

C. Section 63.04(a)(8) – Statement as to how the Application qualifies for streamlined treatment

Applicants respectfully submit that the Application for a transfer of control of Benton Ridge's domestic Section 214 authority is entitled to presumptive streamlined treatment pursuant to Section 63.03(b)(1)(ii) as CEQUEL is not a telecommunications provider.

D. Section 63.04(a)(9) – Identification of all other Commission applications related to this transaction

CEQUEL and Benton Ridge have filed applications with the Wireless Bureau to transfer to CEQUEL control of wireless licenses held by two subsidiaries of Benton Ridge, Watch Communications and Q-Wireless. In addition, there are pending applications (File No. 0010043813) to assign BRS licenses and EBS leases held by Watch Communications to subsidiaries of T-Mobile USA, Inc.

E. Section 63.04(a)(10) – Statement of whether the Applicants request special consideration because either party is facing imminent business failure

The Applicants are not requesting special consideration because no parties to this transaction are facing imminent business failure.

F. Section 63.04(a)(11) – Identification of any separately filed waiver requests being sought in conjunction with this Application

No separately filed waiver requests are sought in conjunction with this application.

G. Section 63.04(a)(12) – Statement showing how grant of the Application will serve the public interest, convenience and necessity

Approval of this Application and the proposed Transaction is consistent with the public interest, as detailed below in Section VII.

VII. PUBLIC INTEREST STATEMENT

The proposed transfer of control described herein will serve the public interest and meets the Commission's public interest test. CEQUEL's management team, which includes Jerald L. Kent, has significant experience both successfully investing in and managing communications entities such as cable and internet providers, wireless communications infrastructure development and management companies and data centers operators.⁵ CEQUEL's ownership and control of Benton Ridge will ensure the continued development of telecommunications infrastructure and the uninterrupted provision of telecommunications services to its residential and business customers. Benton Ridge and its WATCH Communications subsidiary will continue to participate in the CAF Phase II program resulting in the implementation of improved broadband service in multiple unserved and underserved counties in the states of Ohio, Illinois and Indiana. The majority of the

⁵ See, e.g. <https://www.cablecenter.org/about-us/board-of-directors/jerald-l-kent-board-of-directors>.

Benton Ridge executive management team plans to remain in place post-closing which ensures the customers of Benton Ridge and its subsidiaries will continue receiving the high-quality telecommunications services they currently are provided. At the same time, the proposed Transaction does not present any anti-competitive issues, as CEQUEL does not currently provide telecommunications services.

VII. CONCLUSION

For the reasons stated above, the Applicants respectfully request that the Commission grant its consent to transfer control of the domestic Section 214 authority and international Section 214 authority of Benton Ridge to CEQUEL as the Transaction serves the public interest, convenience and necessity.

Respectfully submitted,

<u>/s/ J. Michael Long</u> J. Michael Long Husch Blackwell LLP Suite 1100 511 N. Broadway Milwaukee, WI 53202 Tel: 414-978-5622 Fax: 414-223-5000 mike.long@huschblackwell.com <i>Counsel for Cequel Owens, LLC</i>	<u>/s/ Scott Feira</u> Scott Feira Arnold & Porter 601 Massachusetts Ave. NW Washington, DC 20001 Tel: 202-942-5769 Fax: 202-942-5999 Scott.Feira@arnoldporter.com <i>Counsel for The Benton Ridge Telephone Company</i>
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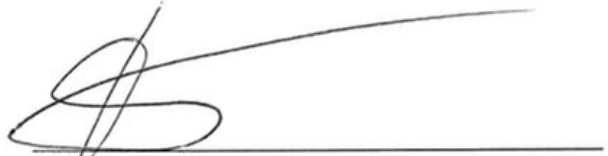
Dated: August 5, 2022

VERIFICATION

I, Chris Daniels, state that I am President & CEO of The Benton Ridge Telephone Company; that I am authorized to make this Verification on behalf of The Benton Ridge Telephone Company; that the foregoing filing was prepared under my direction and supervision; and that the contents thereof and the certifications contained therein regarding The Benton Ridge Telephone Company 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: August 2, 2022

A handwritten signature in black ink, consisting of a large, stylized 'C' followed by a horizontal line extending to the right.

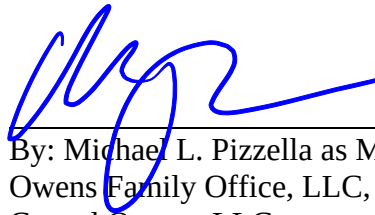
Name: Chris Daniels
Title: President & CEO

VERIFICATION

I, Michael L. Pizzella, state that I am Manager of Cequel Owens Family Office, LLC, the sole member of Cequel Owens, LLC; that I am authorized to make this Verification on behalf of Cequel Owens, LLC; that the foregoing filing was prepared under my direction and supervision; and that the contents thereof and the certifications contained therein regarding Cequel Owens, 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: August 4, 2022



By: Michael L. Pizzella as Manager of Cequel
Owens Family Office, LLC, member of
Cequel Owens, LLC