

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

In the Matter of	)	
	)	
	)	
	)	
Provincial Real Estate Holdings, LLC, Transferor,	)	WC Docket No. 20-____
	)	
Jaguar Communications, Inc., Licensee,	)	IB File No. _____
	)	
and	)	
	)	
James T. Ward, interest holder of Provincial Real Estate Holdings, LLC, Transferee	)	
	)	
Joint Application to Transfer Control Pursuant to Section 214 of the Communications Act of 1934, as Amended.	)	

**JOINT APPLICATION TO TRANSFER CONTROL OF JAGUAR  
COMMUNICATIONS, INC. FROM PROVINCIAL REAL ESTATE HOLDINGS, LLC  
TO JAMES T. WARD**

This Joint Application is filed to transfer the control of Jaguar Communications, Inc. (“Jaguar” or “Licensee”) from Provincial Real Estate Holdings, LLC (“Provincial” or “Transferor”) to James T. Ward (“Transferee” and collectively with Transferor, “Applicants”) pursuant to Section 214 of the Communications Act of 1934, as amended (the “Act”), 47 U.S.C. § 214, and Sections 63.04 and 63.24 of the rules of the Federal Communications Commission (“FCC” or the “Commission”), 47 C.F.R. §§ 63.04 & 63.24. Jaguar holds both an international Section 214 authorization and a blanket domestic Section 214 authorization. This transfer was inadvertently completed as of January 1, 2018 without Commission authorization.

Contemporaneously with this Joint Application, Jaguar also filed two applications for special temporary authority to continue to provide domestic and international telecommunications services to its customers.

## **I. DESCRIPTION OF PARTIES AND TRANSACTION**

### **A. Description of Jaguar**

Jaguar holds a domestic and an international 214 authorization as indicated below. Jaguar is a Competitive Local Exchange Carrier (“CLEC”) that provides local, interstate, and international interexchange telecommunications services in certain parts of Minnesota. Jaguar is an Eligible Telecommunications Carrier that is authorized to provide lifeline-support residential telephone services to qualifying low-income residential consumers in Minnesota. Jaguar provides additional telecommunications-related services, including internet and video services.

### **B. Description of Transferor**

Provincial is a Minnesota limited liability company. Provincial is a holding company that owns 100% of the shares of Jaguar, the licensee in this transaction.

### **C. Description of Transferee**

James T. Ward is an individual interest holder of Provincial. James T. Ward currently holds a 39% equity interest and a 75% voting interest in Provincial and is Provincial’s Manager. Thus, James T. Ward controls Provincial.

### **D. Description of the Transfers**

Prior to January 1, 2018, there were four interest holders of Provincial who each held 25% of the ownership/voting interests of Provincial: James T. Ward, Mark E. Davis, M. Mitchell Davis, and Martin E. Davis. Control of Provincial at that time resided in the Board of Governors of Provincial.

On January 1, 2018, interest holder James T. Ward acquired the ownership/voting interests in Provincial held by M. Mitchell Davis and Martin E. Davis, making James T. Ward the holder of 75% of the ownership/voting interest of Provincial. Jaguar, Provincial and James T. Ward were not aware at the time that this transfer required FCC approval and did not have FCC counsel.

After January 1, 2018, James T. Ward continued to have a 75% voting interest in Provincial. On April 30, 2019, James T. Ward transferred a total of 36% of his financial equity interests in Provincial to two trusts. These were the only other transfers of interests in Provincial after January 1, 2018.

## **II. INFORMATION REQUIRED BY SECTION 63.24**

Pursuant to Section 63.24(e)(2) of the Commission's rules, Applicants provide the following information pursuant to Sections 63.18(a)-(d) and (h)-(p) in support of this transaction related to the transfer of control of international Section 214 authority:

### **(a) Applicants' Names, Addresses and Telephone Numbers**

**Transferor:** Provincial Real Estate Holdings, LLC  
Address: 805 Enterprise Drive East, Suite H  
Belle Plaine, Minnesota 56011

Telephone: (612) 756-3640  
FRN: 0029208279

**Licensee:** Jaguar Communications, Inc.  
213 South Oak Avenue  
Owatonna, Minnesota 55060

Telephone: (507) 214-0269  
FRN: 0004365961

**Transferee:** James T. Ward  
172 Country Club Drive  
Mankato, Minnesota 56001

Telephone: (612) 756-3640  
FRN: 0029197100

**(b) State of Organization**

- (a) Transferor: Provincial is organized in the State of Minnesota as a limited liability company.
- (b) Licensee: Jaguar is incorporated in the State of Minnesota as a corporation.
- (c) Transferee: James T. Ward is an individual and is a U.S. citizen.

**(c) Contact Information (Answer to Question 10)**

All correspondence, notices and inquiries regarding this transaction should be addressed to:

**Transferor:** James T. Ward  
Provincial Real Estate Holdings, LLC  
805 Enterprise Drive East, Suite H  
Belle Plaine, Minnesota 56011

Telephone: (612) 756-3640  
jim.ward@cambriausa.com

**With a copy to:**

Joshua R. Ward  
Ward Law Group, PLLC  
7760 France Avenue South, Suite 1100  
Edina, Minnesota 55435

Telephone: (952) 653-2621  
jward@wcounsel.com

*Counsel for Provincial Real Estate Holdings, LLC*

**Licensee:** Kristine A. Anderson  
Jaguar Communications, Inc.  
213 South Oak Avenue  
Owatonna, Minnesota 55060

Telephone: (507) 214-0269  
kanderson@jagcom.net

*Counsel for Jaguar Communications, Inc.*

**Transferee:** James T. Ward  
172 Country Club Drive  
Mankato, Minnesota 56001

Telephone: (612) 756-3640  
jim.ward@cambriausa.com

**With a copy to:**

Joshua R. Ward  
Ward Law Group, PLLC  
7760 France Avenue South, Suite 1100  
Edina, Minnesota 55435

Telephone: (952) 653-2621  
jward@wcounsel.com

*Counsel for James T. Ward*

**(d) Section 214 Authorizations**

**Transferor:** Provincial does not hold any Section 214 authority or FCC license.

**Licensee:** Jaguar holds an international Section 214 authorization to provide global or limited global resale services. IB File No. ITC-214-20010125-00060. It holds blanket domestic Section 214 authority pursuant to 47 C.F.R. § 63.01.

**Transferee:** James T. Ward does not hold any Section 214 authority or FCC license.

**(h) Ten percent (10%) Equity Shareholders (Answers to Questions 11 and 12)**

**Transferor prior to January 1, 2018:** The holders of 10% or greater equity interests in Provincial immediately prior to January 1, 2018 are described in Appendix A attached to this Joint Application.

**Transferor as of January 1, 2018:** The holders of 10% or greater equity interests in Provincial as of January 1, 2018 are described in Appendix B attached to this Joint Application.<sup>1</sup>

**(i) Foreign Carrier Affiliation (Answer to Question 14)**

Transferee certifies that he is not a foreign carrier or an affiliate with any foreign carrier as defined in 47 C.F.R. § 63.09.

**(j) Destination Country Certification**

Applicants certify that they do not seek to provide international telecommunications services to any destination country where (1) an Applicant is a foreign carrier in that country, (2) an Applicant controls a foreign carrier in that country, (3) any entity that owns more than 25% of an Applicant, or that controls an Applicant, controls a foreign carrier in that country; or (4) two or more foreign carriers (or parties that control foreign carriers) own in the aggregate more than 25% of an Applicant 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)** Not applicable.

**(m)** Not applicable.

**(n)** 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.

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<sup>1</sup> The current interests of Provincial are described in Appendix C attached to this Joint Application.

(o) Applicants certify, pursuant to 47 C.F.R. §§ 1.2001-1.2003, that to the best of their knowledge, information, and belief, no party to this Joint Application is subject to denial of federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 853a.

(p) Applicants do not seek streamlined status for this Joint Application

### **III. INFORMATION REQUIRED BY SECTION 63.04**

Pursuant to Section 63.04(a) of the Commission’s rules, Applicants provide the following information pursuant to Section 63.04(b)(6)-(12) in support of their request to transfer control of the domestic Section 214 authorization from Provincial to James T. Ward:

#### **(6) Description of the Parties and the Transaction**

*See* Section I., *supra*.

#### **(7) Geography of Applicants**

(i) Transferor is a holding company that does not provide telecommunications services.

(ii) Licensee provides competitive local exchange and interexchange telecommunications services in certain areas of Minnesota. Specifically, Licensee has constructed facilities that pass end user premises in the following counties in Minnesota: Blue Earth, Carver, Dakota, Dodge, Freeborn, Goodhue, Hennepin, Le Sueur, McLeod, Mower, Nicollet, Olmsted, Rice, Scott, Sibley, Steele, and Waseca. Licensee has been authorized by the Commission to provide voice and broadband services in certain specified census blocks in the State of Minnesota pursuant to Auction 903 (the “CAF II Auction”).<sup>2</sup>

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<sup>2</sup> See Public Notice, *Connect America Fund Phase II Auction Support Authorized for 593 Winning Bids*, AU Docket No. 17-182, WC Docket No. 10-90, DA 19-769, Attachment A, at 7-8 (Wir. Comp. Bur., rel. Aug. 12, 2019).

(iii) Transferee is an individual and does not provide telecommunications services.

(iv) No person or entity that directly or indirectly, owns or controls 10% or more of Transferee also directly or indirectly, owns or controls 10% or more of another telecommunications provider.

**(8) Streamlined Treatment**

Applicants do not seek streamlined treatment of this Joint Application.

**(9) Other Related Applications Before the Commission**

Application of Jaguar Communications, Inc. for Special Temporary Authority to Continue to Operate as a Telecommunications Carrier Under Domestic Section 214 Authority, Notwithstanding Transfer of Control From Provincial Real Estate Holdings, LLC to James T. Ward, WC Docket No. \_\_\_\_\_ (filed Feb. 19, 2020); Application of Jaguar Communications, Inc. for Special Temporary Authority to Continue to Operate as a Telecommunications Carrier Under International Section 214 Authority, Notwithstanding Transfer of Control From Provincial Real Estate Holdings, LLC to James T. Ward, IB File No. \_\_\_\_\_ (filed Feb. 19, 2020). Pending is a Joint Application to Transfer Control of Jaguar Communications, Inc. to MetroNet Holdings, LLC, WC Docket No. 20-37, IB File No. ITC-T/C-20200207-00026 (filed Feb. 7, 2020).

**(10) Statement of Imminent Business Failure**

Not applicable.

**(11) Separately-Filed Waiver Requests**

None.

**(12) Public Interest Statement**

The transfer of control benefitted customers residing and working in the geographic areas served by Jaguar. The transfer improved the management of Provincial, and hence Jaguar. This



better enabled Jaguar to provide quality telecommunications, Internet, and video services to its customers. This change also permitted Jaguar to be a stronger competitor to incumbent local exchange carriers and cable TV providers operating in its geographic territory. Therefore, the transaction served the public interest, convenience, and necessity by strengthening Jaguar and by directly benefiting all affected customers.

### **CONCLUSION**

For the foregoing reasons, Applicants respectfully request that the Commission place this Joint Application on public notice and promptly grant this Joint Application.

Respectfully Submitted,

                  /s/ Joshua R. Ward                    
Joshua R. Ward  
Ward Law Group, PLLC  
7760 France Avenue South, Suite 1100  
Edina, Minnesota 55435  
(952) 653-2621  
jward@wcounsel.com

*Counsel for Provincial Real Estate  
Holdings, LLC and James T. Ward*

February 19, 2020

## APPENDIX A

### **Ownership of Licensee Prior to January 1, 2018**

Immediately prior to January 1, 2018, Jaguar Communications, Inc. (“Licensee”) was a direct, wholly owned subsidiary of the following entity:

Name:	Provincial Real Estate Holdings, LLC (“Provincial”)
Address:	805 Enterprise Drive East, Suite H Belle Plaine, Minnesota 56011
Citizenship:	U.S. (Minnesota)
Principal Business:	Holding Company
Interest Held:	100%

At that time, the following individuals and entities held, directly or indirectly, a 10% or greater interest<sup>1</sup> in Provincial as calculated pursuant to the Federal Communications Commission’s ownership attribution rules for wireline and international telecommunications carriers:

Name:	James T. Ward
Address:	172 Country Club Drive Mankato, Minnesota 56001
Citizenship:	U.S.
Principal Business:	Individual
Interest Held:	25.0%

Name:	Mark E. Davis
Address:	37045 Highway 169 St. Peter, Minnesota 56082
Citizenship:	U.S.
Principal Business:	Individual
Interest Held:	25.0%

Name:	M. Mitchell Davis
Address:	P.O. Box 328 Excelsior, Minnesota 55331
Citizenship:	U.S.
Principal Business:	Individual
Interest Held:	25.0%

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<sup>1</sup> The ownership interests provided herein represent both equity and voting interests unless otherwise indicated.

Name: Martin E. Davis  
Address: 26310 Birch Bluff Road  
Shorewood, Minnesota 55331  
Citizenship: U.S.  
Principal Business: Individual  
Interest Held: 25.0%

## **APPENDIX B**

### **Ownership of Licensee on January 1, 2018**

On January 1, 2018, Jaguar Communications, Inc. (“Licensee”) was a direct, wholly owned subsidiary of the following entity:

Name:	Provincial Real Estate Holdings, LLC (“Provincial”)
Address:	805 Enterprise Drive East, Suite H Belle Plaine, Minnesota 56011
Citizenship:	U.S. (Minnesota)
Principal Business:	Holding Company
Interest Held:	100%

At that time, the following individuals and entities held, directly or indirectly, a 10% or greater interest<sup>1</sup> in Provincial as calculated pursuant to the Federal Communications Commission’s ownership attribution rules for wireline and international telecommunications carriers:

Name:	James T. Ward
Address:	172 Country Club Drive Mankato, Minnesota 56001
Citizenship:	U.S.
Principal Business:	Individual
Interest Held:	75.0%

Name:	Mark E. Davis
Address:	37045 Highway 169 St. Peter, Minnesota 56082
Citizenship:	U.S.
Principal Business:	Individual
Interest Held:	25.0%

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<sup>1</sup> The ownership interests provided herein represent both equity and voting interests unless otherwise indicated.

## APPENDIX C

### **Current Ownership of Licensee**

Jaguar Communications, Inc. (“Licensee”) is a direct, wholly owned subsidiary of the following entity:

Name:	Provincial Real Estate Holdings, LLC (“Provincial”)
Address:	805 Enterprise Drive East, Suite H Belle Plaine, Minnesota 56011
Citizenship:	U.S. (Minnesota)
Principal Business:	Holding Company
Interest Held:	100%

The following individuals and entities currently hold, directly or indirectly, a 10% or greater interest<sup>1</sup> in Provincial as calculated pursuant to the Federal Communication Commission’s ownership attribution rules for wireline and international telecommunications carriers:

Name:	James T. Ward
Address:	172 Country Club Drive Mankato, Minnesota 56001
Citizenship:	U.S.
Principal Business:	Individual
Interest Held:	75.0% of Provincial’s Voting Units; 39.0% of Provincial’s Financial Units

Name:	Mark E. Davis
Address:	37045 Highway 169 P.O. Box 558 St. Peter, Minnesota 56082
Citizenship:	U.S.
Principal Business:	Individual
Interest Held:	25.0% of Provincial’s Voting Units; 25.0% of Provincial’s Financial Units

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<sup>1</sup> The ownership interests provided herein represent both equity and voting interests unless otherwise indicated.

Name: The James T. Ward and Jennie A. Ward Irrevocable Trust Agreement UAD April 30, 2019 FBO Joshua R. Ward ("JRW Trust")  
Address: Blethen Berens  
Attn: Silas Danielson  
100 Warren Street, Suite 400  
Mankato, Minnesota 56001  
Citizenship: U.S. (Minnesota)  
Principal Business: Trust  
Interest Held: 18.0% of Provincial's Financial Units

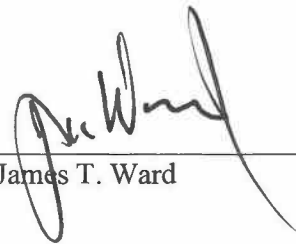
Name: The James T. Ward and Jennie A. Ward Irrevocable Trust Agreement UAD April 30, 2019 FBO Jacob A. Ward ("JAW Trust")  
Address: Blethen Berens  
Attn: Silas Danielson  
100 Warren Street, Suite 400  
Mankato, Minnesota 56001  
Citizenship: U.S. (Minnesota)  
Principal Business: Trust  
Interest Held: 18.0% of Provincial's Financial Units

The Trustee of the JRW Trust and the JAW Trust is Silas Danielson, a U.S. citizen, and can be reached at the same address as the JRW Trust and the JAW Trust. The beneficiaries of the JRW Trust and the JAW Trust are Joshua R. Ward and Jacob A. Ward, respectively, and they are U.S. citizens.

**DECLARATION OF James T. Ward**

I, James T. Ward, declare under penalty of perjury that I have read the foregoing Joint Application and the statements and certifications as to James T. Ward contained therein are true and correct to the best of my belief.

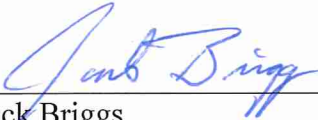
Executed on: 2/13/2020

  
\_\_\_\_\_  
James T. Ward

**DECLARATION OF Jack Briggs**

I, Jack Briggs, Chief Financial Officer of Jaguar Communications, Inc., declare under penalty of perjury that I have read the foregoing Joint Application and the statements and certifications as to Jaguar Communications, Inc. contained therein are true and correct to the best of my belief.

Executed on: 2-13-20

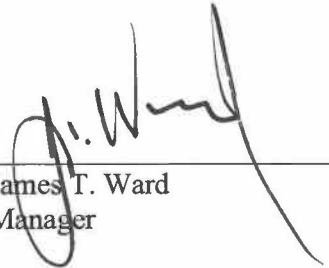
  
\_\_\_\_\_  
Jack Briggs  
Chief Financial Officer



**DECLARATION OF James T. Ward**

I, James T. Ward, Manager of Provincial Real Estate Holdings, LLC, declare under penalty of perjury that I have read the foregoing Joint Application and the statements and certifications as to Provincial Real Estate Holdings, LLC contained therein are true and correct to the best of my belief.

Executed on: 2/13/2020

  
\_\_\_\_\_  
James T. Ward  
Manager