



PUBLIC NOTICE

Federal Communications Commission
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DA 22-851
Released: August 11, 2022

DOMESTIC SECTION 214 APPLICATION FILED FOR THE TRANSFER OF CONTROL OF COMPUTER TECHNIQUES, INC. TO JOINK HOLDINGS LLC

STREAMLINED PLEADING CYCLE ESTABLISHED

WC Docket No. 22-278

Comments Due: August 25, 2022
Reply Comment Due: September 1, 2022

By this Public Notice, the Wireline Competition Bureau seeks comment from interested parties on an application filed by Computer Techniques, Inc. (CTI) and Joink Holdings LLC (Holdings) (together, Applicants), pursuant to section 214 of the Communications Act of 1934, as amended, and sections 63.03-04 of the Commission's rules, requesting approval for the transfer of control of CTI to Holdings.¹

CTI, an Illinois corporation, provides competitive telecommunications and other services to approximately 7,154 subscribers in Christian County and Montgomery County, Illinois.² Holdings, a Delaware limited liability company, provides, through its wholly-owned subsidiary, Joink, LLC (Joink), competitive telecommunications services, including fiber-based services, in Western Indiana and Eastern Illinois.³ Following the consummation of the proposed transaction, Holdings will be owned by DIF CIF 2 US LLC (DIF) (66%)⁴ and J K Business Services, LLC (JK) (34%).⁵ Applicants state that neither DIF (or its affiliates) nor JK have interests in any other provider of domestic telecommunications services.⁶

¹ See 47 U.S.C. § 214; 47 CFR §§ 63.03-04. Application of Computer Techniques, Inc. and Joink Holdings LLC, WC Docket No 22-278 (filed July 20, 2022) (Application). On July 27, 2022, Applicants filed a supplement to the domestic section 214 Application. Letter from Tara Corvo, Counsel to Joink Holdings LLC, and Joseph D. Murphy, Counsel to Computer Techniques, Inc., to Marlene H. Dortch, Secretary, FCC, WC Docket No. 22-278 (filed July 27, 2022) (Supplement).

² Application at 2. CTI is currently owned and controlled by the following U.S. citizens: Kathleen A. Vocks and Kirk G. Vocks, as joint tenants with a right of survivorship, Adam G. Vocks, and Billy J. Williams. *Id.* Applicants state that CTI participates in the Affordable Connectivity Program. Supplement at 1.

³ *Id.* at 2-3. In Illinois, Joink operates primarily in Clark, Coles, Crawford, Cumberland, and Edgar Counties. Applicants state that there is no overlap in the services areas of Joink and CTI. *Id.* at 3.

⁴ Supplement at 3. Applicants provide information and ownership charts on individuals and entities that, post-transaction, will hold a 10% or greater interest in CTI. Supplement at 2-5, Attachment at 3 (Joink LLC Post-Transaction Organizational Chart), and Attachment at 4 (Joink, LLC Post-Transaction Organizational Chart DIF Upstream Interests). DIF, a U.S. entity, is indirectly wholly-owned by DIF Core Infrastructure Fund II Coöperatief U.A. (DIF Core), a Netherlands company. Supplement at 2-3 and Attachment at 3. DIF Core is managed by DIF Management B.V., which, in turn, is held by Stichting Administratiekantoor DIF Management Holding (Stichting) (83.8%) and PartnerCo B.V. (16.2%), both entities of the Netherlands. Supplement at 3-4 and Attachment at 4. The
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Pursuant to the terms of the proposed transaction, “the Shareholders will contribute 100 percent of the outstanding shares of capital stock of CTI to Computer Techniques Holding, Inc., a Delaware corporation formed to effectuate this transaction (“Seller”) in exchange for an equal number of shares of capital stock of Seller. CTI will then be converted into a Delaware limited liability company. Finally, Joink will then acquire from Seller 100 percent of the outstanding equity interests of CTI. Thus, at the close of the Transaction, Joink will become the 100 percent owner of CTI and Holdings will become the 100 percent indirect owner of CTI. Holdings will become owned 66% by DIF and 34% by JK.”⁷

Applicants request streamlined treatment and assert that a grant of the Application would serve the public interest, convenience, and necessity and will not result in any harm to consumers or competition.⁸

We accept the Application for streamlined filing under section 63.03(b)(2)(i) of the Commission’s rules.⁹

Domestic Section 214 Application Filed for the Transfer of Control of Computer Techniques, Inc. to Joink Holdings LLC, WC Docket No. 22-278 (filed July 20, 2022).

GENERAL INFORMATION

The transfer of assets identified herein has been found, upon initial review, to be acceptable for filing as a streamlined application. The Commission reserves the right to return any transfer application if, upon further examination, it is determined to be defective and not in conformance with the Commission’s rules and policies. Pursuant to section 63.03(a) of the Commission’s rules, 47 CFR § 63.03(a), interested parties may file comments **on or before August 25, 2022**, and reply comments **on or before September 1, 2022**. Pursuant to section 63.52 of the Commission’s rules, 47 CFR § 63.52, commenters must serve a copy of comments on the Applicants no later than the above comment filing

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following citizens of the Netherlands hold a 10% or greater interest in Stichting: Maarten Koopman, Menno Witteveen, and Wim Blaasse. Supplement at 4-5, Attachment at 4, and Application at 12.

⁵ Application at 3. JK is held by the Gilead Group, LLC (40.09%), a U.S. entity, and Josh Zuerner (30.8%), a U.S. citizen. Supplement at 2 and Attachment at 3.

⁶ Application at 3.

⁷ *Id.*

⁸ *Id.* at 3-7.

⁹ 47 CFR § 63.03(b)(2)(i). For applications to transfer control of domestic section 214 authority for which the Applicants have reportable foreign ownership interests and for which they have not also filed an application to transfer an international section 214 authorization, the Commission determined in the *Executive Branch Review Process Order* that it would not routinely refer such standalone domestic applications to the Executive Branch agencies responsible for the assessment of national security, law enforcement, foreign policy, or trade policy issues. *Process Reform for Executive Branch Review of Certain FCC Applications and Petitions Involving Foreign Ownership*, IB Docket 16-155, Report and Order, 35 FCC Rcd 10927, 10936, para. 25 (2020) (*Executive Branch Review Process Order*). The Commission, however, retains the discretion to refer a domestic-only section 214 transaction should it find that a particular application may raise national security, law enforcement, foreign policy, and trade policy concerns for which it would benefit from the advice of the Executive Branch. *Id.* Applicants state that the Application involves the transfer of control of carriers that hold only domestic section 214 authority and that consistent with the decision in the *Executive Branch Review Process Order*, the Application does not require a referral to the Executive Branch. Letter from Tara Corvo, Counsel to Joink Holdings LLC, and Joseph D. Murphy, Counsel to Computer Techniques, Inc., to Marlene H. Dortch, Secretary, FCC, WC Docket No. 22-278 (filed Aug. 9, 2022). We do not find any special circumstances that warrant referral of this Application to the Executive Branch agencies.

date. Unless otherwise notified by the Commission, the Applicants may transfer control on the 31st day after the date of this notice.

Pursuant to section 63.03 of the Commission's rules, 47 CFR § 63.03, parties to this proceeding should file any documents using the Commission's Electronic Comment Filing System (ECFS): <http://apps.fcc.gov/ecfs/>.

In addition, e-mail one copy of each pleading to each of the following:

- 1) Myrva Charles, Competition Policy Division, Wireline Competition Bureau, myrva.charles@fcc.gov;
- 2) Jaime McCoy, Competition Policy Division, Wireline Competition Bureau, jaime.mccoy@fcc.gov; and
- 3) Jim Bird, Office of General Counsel, jim.bird@fcc.gov.

People with Disabilities: We ask that requests for accommodations be made as soon as possible in order to allow the agency to satisfy such requests whenever possible. Send an email to fcc504@fcc.gov or call the Consumer and Governmental Affairs Bureau at (202) 418-0530.

The proceeding in this Notice shall be treated as a "permit-but-disclose" proceeding in accordance with the Commission's *ex parte* rules. Persons making *ex parte* presentations must file a copy of any written presentation or a memorandum summarizing any oral presentation within two business days after the presentation (unless a different deadline applicable to the Sunshine period applies). Persons making oral *ex parte* presentations are reminded that memoranda summarizing the presentation must (1) list all persons attending or otherwise participating in the meeting at which the *ex parte* presentation was made, and (2) summarize all data presented and arguments made during the presentation. If the presentation consisted in whole or in part of the presentation of data or arguments already reflected in the presenter's written comments, memoranda or other filings in the proceeding, the presenter may provide citations to such data or arguments in his or her prior comments, memoranda, or other filings (specifying the relevant page and/or paragraph numbers where such data or arguments can be found) in lieu of summarizing them in the memorandum. Documents shown or given to Commission staff during *ex parte* meetings are deemed to be written *ex parte* presentations and must be filed consistent with rule 1.1206(b), 47 CFR § 1.1206(b). Participants in this proceeding should familiarize themselves with the Commission's *ex parte* rules.

To allow the Commission to consider fully all substantive issues regarding the application in as timely and efficient a manner as possible, petitioners and commenters should raise all issues in their initial filings. New issues may not be raised in responses or replies.¹⁰ A party or interested person seeking to raise a new issue after the pleading cycle has closed must show good cause why it was not possible for it to have raised the issue previously. Submissions after the pleading cycle has closed that seek to raise new issues based on new facts or newly discovered facts should be filed within 15 days after such facts are discovered. Absent such a showing of good cause, any issues not timely raised may be disregarded by the Commission.

For further information, please contact Myrva Charles at (202) 418-1506 or Jaime McCoy at (202) 418-2320.

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¹⁰ See 47 CFR § 1.45(c).