**DA 23-207**

**Released: March 13, 2023**

**DOMESTIC SECTION 214 APPLICATION FILED FOR THE TRANSFER OF CONTROL OF BIG RIVER TELEPHONE COMPANY, LLC TO i3 CIRCLE HOLDINGS, LLC**

**NON-STREAMLINED PLEADING CYCLE ESTABLISHED**

**WC Docket No. 23-66**

**Comments Due: March 27, 2023**

**Reply Comment Due: April 3, 2023**

By this Public Notice, the Wireline Competition Bureau seeks comment from interested parties on an application filed by Big River Telephone Company, LLC (Big River) and i3 Circle Holdings, LLC (i3 Circle) (together, Applicants), pursuant to section 214 of the Communications Act of 1934, as amended, and sections 63.03-04 of the Commission’s rules,[[1]](#footnote-3) requesting consent to transfer control of Big River to i3 Circle.[[2]](#footnote-4)

Big River, a Delaware limited liability company, together with its subsidiaries, provides service as a competitive local exchange carrier (LEC) in multiple states in the Midwest, primarily in Missouri, and is authorized as an eligible telecommunications carrier in Kansas and Missouri.[[3]](#footnote-5) Big River also provides nationwide wholesale services to other communications companies.[[4]](#footnote-6) Big River’s subsidiary, Big River Broadband, LLC (BRB), provides internet and voice-over-Internet Protocol services over its fiber and fixed wireless broadband network throughout a seven-county area providing service to rural populations in southeast Missouri.[[5]](#footnote-7)

i3 Circle, a Delaware limited liability company, is a holding company that does not provide telecommunications services.[[6]](#footnote-8) i3 Circle is a subsidiary of i3 Broadband LLC (i3 Broadband), a “fiber-to-the-home operator” providing Gigabit-speed broadband, television, and voice services to residential and commercial customers throughout central Illinois and Missouri.[[7]](#footnote-9) Through its affiliates, i3 Broadband also serves select markets in the East Bay of Rhode Island.[[8]](#footnote-10) Applicants state that neither i3 Circle nor any of its affiliates provide telecommunications services.[[9]](#footnote-11) i3 Broadband is indirectly managed and controlled by Wren House Infrastructure Management Limited (Wren House), a United Kingdom investment firm.[[10]](#footnote-12) Wren House is a wholly-owned subsidiary of the Kuwait Investment Authority (KIA), a Kuwait investment firm.[[11]](#footnote-13)

Pursuant to the terms of the proposed transaction, i3 Circle will acquire all of the outstanding equity interests in Big River. As a result, Big River will become a direct, wholly-owned subsidiary of i3 Circle.[[12]](#footnote-14)

Applicants request streamlined treatment of the proposed transaction under the Commission’s rules and assert that a grant of the application would serve the public interest, convenience, and necessity.[[13]](#footnote-15) Because the proposed transaction is more complex than those accepted for streamlined treatment, and in order to analyze whether the proposed transaction would serve the public interest, we accept the Application for non-streamlined processing.[[14]](#footnote-16)

No Referral to Executive Branch Agencies:The Commission determined in the *Executive Branch Review Process Order* that it would not routinely refer to the Executive Branch “standalone applications to transfer control of domestic section 214 authority.”[[15]](#footnote-17) 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, or trade policy concerns for which it would benefit from the advice of the Executive Branch.[[16]](#footnote-18)  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.[[17]](#footnote-19) We do not find any special circumstances that warrant referral of this Application to the Executive Branch agencies. While we are not referring the Application, we will provide a courtesy copy of this public notice to the Executive Branch agencies.[[18]](#footnote-20)

Domestic Section 214 Application Filed for the Transfer of Control of Big River Telephone Company, LLC to i3 Circle Holdings, LLC, WC Docket No. 23-66 (filed Feb. 22, 2023).

**GENERAL INFORMATION**

The application identified herein has been found, upon initial review, to be acceptable for filing. The Commission reserves the right to return any application if, upon further examination, it is determined to be defective and not in conformance with the Commission’s rules and policies.

Interested parties may file comments **on or before March 27, 2023**, and reply comments **on or before April 3, 2023**. Comments may be filed using the Commission’s Electronic Comment Filing System (ECFS) or by paper.

* Electronic Filers:  Comments may be filed electronically by accessing ECFS at <http://apps.fcc.gov/ecfs/> .
* *Paper Filers*: Parties who choose to file by paper must file an original and one copy of each filing. If more than one docket or rulemaking number appears in the caption of this proceeding, filers must submit two additional copies for each additional docket or rulemaking number.
	+ Filings can be sent by commercial overnight courier or by first-class or overnight U.S. Postal Service mail.[[19]](#footnote-21) All filings must be addressed to the Commission’s Secretary, Office of the Secretary, Federal Communications Commission.
	+ Commercial overnight mail (other than U.S. Postal Service Express Mail and Priority Mail) must be sent to 9050 Junction Drive, Annapolis Junction, MD 20701. U.S. Postal Service first-class, Express, and Priority mail must be addressed to 45 L Street, NE, Washington, DC 20554.

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.

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

1. Dennis Johnson, Competition Policy Division, Wireline Competition Bureau, dennis.johnson@fcc.gov; and
2. Jim Bird, Office of General Counsel, jim.bird@fcc.gov.

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.[[20]](#footnote-22) 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 Dennis Johnson at dennis.johnson@fcc.gov or at (202) 418-0809.

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1. *See* 47 U.S.C. § 214; 47 CFR §§ 63.03-04. [↑](#footnote-ref-3)
2. Application for the Transfer of Control of Domestic Section 214 Authorization of Big River Telephone Company, LLC to i3 Circle Holdings, LLC, WC Docket No. 23-66 (filed Feb. 22, 2023). Applicants also filed applications for the transfer of authorizations associated with wireless services. Any action on this domestic section 214 application is without prejudice to Commission action on other related, pending applications. [↑](#footnote-ref-4)
3. Application at 1-2, 12. [↑](#footnote-ref-5)
4. *Id*. at 2. [↑](#footnote-ref-6)
5. *Id.* at 3. Big River and BRB participate in the Lifeline, E-Rate, and Rural Health Care programs. Applicants state that they do not currently have any lifeline customers. BRB participates in the Affordable Connectivity Program (ACP). *Id.* at 12-13. [↑](#footnote-ref-7)
6. *Id*. at 1-2. [↑](#footnote-ref-8)
7. *Id.* at 2. i3 Broadband participates in the ACP and E-Rate programs. *Id.* at 13. [↑](#footnote-ref-9)
8. *Id.* at 2. [↑](#footnote-ref-10)
9. *Id.* at 9. [↑](#footnote-ref-11)
10. *Id.* at 2. [↑](#footnote-ref-12)
11. *Id.* [↑](#footnote-ref-13)
12. *Id.* at 3. [↑](#footnote-ref-14)
13. *Id.* at 9-11. [↑](#footnote-ref-15)
14. 47 CFR § 63.03(c)(1)(v). [↑](#footnote-ref-16)
15. *Process Reform for Executive Branch Review of Certain FCC Applications and Petitions Involving Foreign Ownership*, IB Docket No. 16-155, Report and Order, 35 FCC Rcd 10927, 10936, para. 25 (2020) (*Executive Branch Review Process Order*). [↑](#footnote-ref-17)
16. *Id*. [↑](#footnote-ref-18)
17. Application at 14-15. [↑](#footnote-ref-19)
18. *See* *Executive Branch Review Process Order*, 35 FCC Rcd at 10941, para. 36 n.99; *see also id*. at 10939, para 30 n.81. [↑](#footnote-ref-20)
19. Effective March 19, 2020, and until further notice, the Commission no longer accepts any hand or messenger delivered filings. This is a temporary measure taken to help protect the health and safety of individuals, and to mitigate the transmission of COVID-19. *See FCC Announces Closure of FCC Headquarters Open Window and Change in Hand-Delivery Policy*, Public Notice, 35 FCC Rcd 2788 (OS 2020). [↑](#footnote-ref-21)
20. *See* 47 CFR § 1.45(c). [↑](#footnote-ref-22)