



Megawatt Communications LLC
MW-COM.COM
(931) 359-4321

Electronically Filed in TPUC Docket
Room on June 2, 2025 at 8:10 a.m.

May 30, 2025

25-00041

Earl Taylor, Executive Director
Tennessee Public Utility Commission
502 Deaderick Street, 4th Floor
Nashville, TN 37243

RE: Notification of the Transfer of
Control of Megawatt
Communications, LLC
to RSTN Communications, LLC

Dear Mr. Taylor,

Please allow this letter to serve as our Notification of the Transfer of Control of Megawatt Communications, LLC ("Megawatt") and RSTN Communications, LLC ("RSTN"),

Megawatt is a Tennessee limited liability company licensed as an eligible telecommunications carrier under market regulation in Docket No. 15-00087. RSTN is Delaware holding company formed for the purposes of this proposed transaction.

Pursuant to the terms of the proposed transaction, Megawatt will sell all membership interests to RSTN. Megawatt will continue to operate and expand its networks under the new ownership. The proposed transaction will enhance Megawatt's financial and technical abilities and to provide services pursuant to their RDOF obligations which is consistent with the public interest.

Attached please find the Federal Communications Commission's approval of the proposed transaction in Docket WC 25-146.

Should you have any questions, please feel free to contact me.

Sincerely,

Jack Cathey - President
Megawatt Communications LLC
P.O. Box 2513
Lewisburg, TN 37091
931-359-4321



PUBLIC NOTICE

Federal Communications Commission
45 L St., N.E.
Washington, D.C. 20554

News Media Information 202 / 418-0500
Internet: <https://www.fcc.gov>

DA 25-447
Released: May 23, 2025

DOMESTIC 214 APPLICATION GRANTED FOR THE TRANSFER OF CONTROL OF MEGAWATT COMMUNICATIONS LLC TO RSTN COMMUNICATIONS LLC

WC Docket No. 25-146

By this Public Notice, the Wireline Competition Bureau (Bureau) grants an application filed by Jack Cathey, Megawatt Communications LLC (Megawatt), and RSTN Communications LLC (RSTN) (collectively, Applicants), pursuant to section 214(a) of the Communications Act of 1934, as amended, and section 63.04 of the Commission's rules,¹ requesting Commission approval for the transfer of control of Megawatt from Jack Cathey to RSTN.²

On April 18, 2025, the Bureau released a public notice seeking comment on the Application.³ We did not receive comments or petitions in opposition to the Application.

Megawatt, a Tennessee limited liability company, provides communications services in Tennessee.⁴ Megawatt is designated as an eligible telecommunications carrier in Tennessee and the Commission authorized Megawatt to receive \$3,847,055.40 in Rural Digital Opportunity Fund (RDOF) support in exchange for its commitment to serve 1,640 locations in Study Area Code (SAC) 299044.⁵ Megawatt is currently owned by Jack Cathey, a U.S. citizen who, following the consummation of the proposed transaction, will continue as Megawatt's Chief Operating Officer.⁶

RSTN, a Delaware holding company formed for the purposes of this proposed transaction, is owned by the 2015 Alward Children's Trust (Alward Trust) (66% equity and voting)⁷ and Nicholas

¹ See 47 U.S.C. § 214(a); 47 CFR § 63.04.

² Domestic Section 214 Application for the Transfer of Control of Megawatt Communications LLC to RSTN Communications LLC, WC Docket No. 25-146 (filed Mar. 19, 2025) (Application). On April 7, 2025, Applicants filed a supplement to the Application. Letter from Leon Nowalsky and James Falvey, Counsel to Applicants, to Marlene H. Dortch, Secretary, FCC, WC Docket No. 25-146 (Supplement).

³ *Domestic Section 214 Application Filed for the Transfer of Control of Megawatt Communications LLC to RSTN Communications LLC*, WC Docket No. 25-146, Public Notice, DA 25-347 (WCB 2025).

⁴ Application at 2; Supplement at 1.

⁵ Supplement at 1; see also *Rural Digital Opportunity Fund Support Authorized for 95 Winning Bids*, Public Notice, AU Docket No. 20-34; WC Docket Nos. 19-126 and 10-90, 37 FCC Red 9317, Attach. A at 2-3 (WCB 2022).

⁶ Application at 3.

⁷ *Id.* at 11; Supplement at 1. Applicants state that Kevin Alward is the grantor of the Alward Trust and that his wife, Belinda Alward, serves as the trustee of the Alward Trust. Application at 1. Both Kevin Alward and Belinda Alward are U.S. citizens. Supplement at 1-2. The beneficiaries of the of the Alward Trust are: Kyle P. Alward, Kyla L. Alward, and Keenan C. Alward, each U.S. citizens. Supplement at 2. Upon the consummation of the proposed transaction, Kevin Alward will serve as Chief Executive Officer and a Manager of Megawatt. Application at 4. Applicants note that Kevin Alward also holds a direct 38% ownership interest and an additional 36.5% indirect ownership in RingSquared LLC (RingSquared), a Delaware limited liability company, that provides, through its
(continued....)

Felmlee (34% equity and voting).⁸

Pursuant to the terms of the proposed transaction, Jack Cathey will sell all membership interests in Megawatt to RSTN.⁹ Applicants state Megawatt will continue to operate and expand its networks under the new ownership while also having access to augmented financial, managerial, and technical resources.¹⁰ Applicants assert that the proposed transaction will put Megawatt in a better position to meet its RDOF obligations, including meeting Megawatt's required RDOF milestones.¹¹ Accordingly, Applicants affirm that the proposed transaction is consistent with the public interest, convenience, and necessity.¹²

Grant of Application

We find, upon consideration of the record, that the proposed transfer will serve the public interest, convenience, and necessity.¹³

Therefore, pursuant to section 214 of the Act, 47 U.S.C. § 214, and sections 0.91, 0.291, 63.04 of the Commission's rules, 47 CFR §§ 0.91, 0.291, and 63.04, the Bureau hereby grants the Application discussed in this Public Notice, subject to Applicants' compliance with all applicable obligations.

Pursuant to section 1.103 of the Commission's rules, 47 CFR § 1.103, the grant is effective upon release of this Public Notice. Petitions for reconsideration under section 1.106 or applications for review under section 1.115 of the Commission's rules, 47 CFR §§ 1.106, 1.115, may be filed within 30 days of the date of this Public Notice.

For further information, please contact Gregory Kwan, Wireline Competition Bureau, Competition Policy Division, (202) 418-1191.

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wholly owned subsidiaries, local exchange, long distance, and international telecommunications services in 37 states. *Id.* at 2 and n.4. Applicants state that RingSquared's subsidiary, RingSquared Telecom LLC, provides service to four customers in Tennessee and that there is no overlap of service area between these customers and Megawatt. Supplement at 2.

⁸ Application at 11; Supplement at 1. Applicants state that Nicholas Felmlee holds a 12% direct ownership interest and an additional 24% indirect ownership interest in RingSquared. *Id.* at 4. RingSquared is also owned by Afognak Holdings, IN. S-Corp (Afognak Holdings) (50%), a Delaware corporation, which, in turn, is owned by: the Alward Trust (36.5); Jeff Alward (36.5%), a U.S. citizen, and Nicholas Felmlee (24%). *See* Application, Exh. C (RingSquared Corporate Organization Chart and Affiliates Diagram). Applicants state that none of the following individuals or entities hold a 10% or greater interest in any other provider of domestic telecommunications services: Jeff Alward, Kevin Alward, Nick Felmlee, Afognak Holdings, Inc., the Alward Trust, Belinda Alward, Kyle P. Alward, Kayla L. Alward, and Keenan C. Alward. Supplement at 1-2.

⁹ Application at 5.

¹⁰ *Id.* at 8.

¹¹ *Id.* at 6-7.

¹² *Id.* at 5-8.

¹³ *See* 47 U.S.C. § 214(a).