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

In the Matter of	)	
	)	
NCTC Holdings, Inc.	)	
Transferor	)	
	)	**WC Docket No. 21-_____**
and	)	
	)	
Nedelco, Incorporated	)	
Transferee	)	
	)	
For Consent to Transfer Control of Nebraska Central Telephone Company and Nebraska Central Telecom, Inc. pursuant to Section 214 of the Communications Act of 1934, as amended.	)	

JOINT APPLICATION FOR TRANSFER OF CONTROL OF DOMESTIC AND INTERNATIONAL AUTHORIZATIONS

NCTC Holdings, Inc. ("Holdings" or the "Transferor"), Nedelco, Incorporated ("Nedelco" or the "Transferee"),[1] Nebraska Central Telephone Company ("NCTC") and Nebraska Central Telecom, Inc. ("Telecom") (collectively the "Applicants") hereby file this transfer of control application to allow Nedelco to purchase from Holdings all the issued and outstanding shares of stock of both NCTC and Telcom. Each of the Applicants is a U.S. corporation existing under the laws of the State of Nebraska. The transfer of control will be consummated through the purchase by Nedelco of one hundred percent (100%) of the issued and outstanding shares of stock of NCTC and Telecom held by Holdings. Post consummation, NCTC and Telecom will: (1) continue to provide those services they each currently provide; and (2) will each become wholly owned subsidiaries of Nedelco. For the reasons stated herein,

[1] The Transferor and the Transferee are each holding companies and not carriers.

Applicants respectfully submit that this Application is subject to the Commission's "streamlined" processing rules found in Section 63.12 and Section 63.03 and thus, prompt approval can be accomplished in a manner that raises no competitive concerns that could delay Commission approval of the transaction.

SECTION 63.04(a) INFORMATION

I. Background

NCTC is a rural incumbent local exchange carrier ("RLEC") operating in portions of fifteen (15) counties in central Nebraska, providing local exchange and exchange access service to approximately 3,850 access lines in this rural area. NCTC is a wholly- owned subsidiary of Holdings.

Telecom is also a wholly owned subsidiary of Holdings. Telecom is a reseller of long distance services operating in ?the service area of NCTC. Telecom provides its resold long distance service to approximately 3,400 customers.

II. Description of the Transaction

This application proposes the transfer of control of the Section 214 authorizations held by NCTC and Telecom. Pursuant to the proposed transaction, the transfer of control will be consummated through the acquisition by Nedelco from Holdings of Holdings' 100% ownership of the outstanding shares of NCTC and Telecom. Post consummation, NCTC and Telecom will continue to exist and operate in their respective service territories, under the same names, and provide service pursuant to then-existing rates, terms and conditions. No carrier change charges are associated with the transaction, and no customer service or billing contact information will change as a result of the transfer. The transaction will not affect customers' preferred carrier freezes. Accordingly, the proposed transactions will be transparent to consumers.

The Applicants have or will shortly be seeking authorization from the Nebraska Public Service Commission ("NE PSC") regarding the transfers of control described above. As is true with the required FCC approvals, prior authorization by the NE PSC is required in order to consummate the proposed transaction.

III. Transfer of Control of International Section 214 Authorization

Applicant Telecom resells switched international long distance toll services to residential and business customers pursuant to an international Section 214 authorization granted by the Commission under File No. ITC-214-20070724-00289.[2] In accordance with the requirements of Section 63.24(e) of the Commission's Rules, Applicants submit the following Section 63.18 information:

(1) Name, address and telephone number of each applicant.

Transferor:

NCTC Holdings, Inc.

Andrew D. Jader
President
NCTC Holdings, Inc.
22 LaBarre Street
P.O. Box 700
Gibbon, NE 68840-0700
Telephone: (308) 468-6341
Facsimile: (308) 468-9929

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[2] The information contained herein references both NCTC and Telecom. The combined NCTC and Telcom information is provided because it is relevant to the Applicants' responses in Section IV *infra* regarding the transfer of the domestic Section 214 authorizations held by each of these companies. As noted in this Section III, the only international authorization is that held by Telecom. NCTC has no international Section 214 authorization.

Transferee:

Nedelco, Incorporated

Jim Ediger, General Counsel
Nedelco, Incorporated
1006 12th Street
Aurora, NE 68840
Telephone: (402) 694-5101
Fax: (402) 694-5037

(2) Government, state or territory under the laws of which each corporate or partnership applicant is organized.

NCTC Holdings, Inc. is a Nebraska corporation and is organized and existing under the laws of the State of Nebraska.

Nedelco, Incorporated is a Nebraska corporation and is organized and existing under the laws of the State of Nebraska.

NCTC is a Nebraska corporation and is organized and existing under the laws of the State of Nebraska.

Telecom is a Nebraska corporation and is organized and existing under the laws of the State of Nebraska.

(3) Name, title, post office address, and telephone number of the officer or contact point to whom correspondence concerning the application is to be addressed.

Transferor:

NCTC Holdings, Inc.

Andrew D. Jader
President
NCTC Holdings, Inc.
22 LaBarre Street
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Gibbon, NE 68840-0700
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With copies to:

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Transferee:

Nedelco, Incorporated

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(4) Statement as to whether the applicants had previously received authority under Section 214 of the Act.

NCTC holds a blanket domestic Section 214 authorization as provided for under 47 C.F.R. § 63.01. Telecom holds a blanket domestic Section 214 authorization as provided for under 47 C.F.R. § 63.01and holds an international Section 214 authorization under File No. ITC-214-20070724-00289.[3]

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[3] Telecom also provides cable television service in portions of 12 communities located in central and north central Nebraska that are within the service area of NCTC.

(5) Name, address, citizenship and principal business of any person or entity that directly or indirectly owns at least ten percent of the equity of the applicant entities.

Transferor:

NCTC and Telecom are each wholly owned subsidiaries of Holdings.

The shareholders that own Ten Percent (10%) or more of the issued and outstanding voting stock of Holdings, and thus indirectly NCTC and Telecom are provided below. Each shareholder is a US Citizen.

Name	Voting Percent	Address	Citizenship	Business
Janice E. McGregor Trustee of the Duncan B. McGregor Irrevocable Trust; Trustee of the Janice E. McGregor Revocable Trust	35% Total	22 LaBarre St. P.O Box 700 Gibbon, NE 68840-0700	USA	Telecommunications
Kevin B. McGregor Trustee of the Kevin B. McGregor Under Trust Agreement; and Co-Trustee of the Kyla A. McGregor and of the Cody B. McGregor Irrevocable Trusts	16% Total[4]	22 LaBarre St. P.O Box 700 Gibbon, NE 68840-0700	USA	Telecommunications

[4] Mr. McGregor and Mrs. Carol A. McGregor are husband and wife. The percentage voting associated with the approximate 11% of the voting interests of the Kyla A. McGregor Irrevocable Trust and the Cody B. McGregor split evenly between these co-trustees.

Name	Voting Percent	Address	Citizenship	Business
Carol A. McGregor Trustee of the Carol A. McGregor Revocable Trust Co-Trustee of the Kyla A. McGregor and of the Cody B. Irrevocable Trusts	16% Total[4]	22 LaBarre St. P.O Box 700 Gibbon, NE 68840-0700	USA	Homemaker
Nancy J. McGregor-Jader Trustee of the Nancy J. McGregor Trust Co-Trustee of the Lauren B. Jader Irrevocable Trust and of the Scott A. Jader Irrevocable Trust	16% Total[5]	22 LaBarre St. P.O Box 700 Gibbon, NE 68840-0700	USA	Telecommunications
Andrew D. Jader Trustee of the Andrew D. Jader Trust Co-Trustee of the Lauren B. Jader Irrevocable Trust and of the Scott A. Jader Irrevocable Trust	16% Total[5]	22 LaBarre St. P.O Box 700 Gibbon, NE 68840-0700	USA	Telecommunications

[5] Mrs. Nancy J. McGregor-Jader and Mr. Andrew D. Jader are husband and wife. The percentage voting associated with the approximate 11% of the voting interests of the Lauren B. Jader Irrevocable Trust and of the Scott A. Jader Irrevocable Trust was split evenly between these co-trustees.

Transferee:

Nedelco is a holding company organized under the laws of the State of Nebraska and is the owner of two (2) additional telecommunications carriers as noted herein.[6] The shareholders that own Ten Percent (10%) or more of the issued and outstanding voting stock of Nedelco are provided below. Each shareholder is a US Citizen and, as noted below, is organized under the laws of one of the United States.

Name	Percent Ownership	Occupation	Citizenship
Nelson Investments, LLC	30%	Investment	USA (Nebraska LLC)
Madrona Investments, LLC	33%	Investment	USA (Washington LLC)
Canine Companions Charitable Properties, LLC	29%	Charity	USA (California LLC)

For purposes of this application, the address for each of these shareholders is 1006 12th Street, Aurora, NE 68818.

Regarding Nelson Investments, LLC ("NIL"), the following member of NIL has a 10% or greater derivative ownership in Nedelco: John A. Nelson, United States citizen (approximately 12% derivative ownership in Nedelco through NIL).[7]

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[6] Nedelco notes that, in addition to the telecommunications carriers noted below, Nedelco owns Hamilton.net, Inc., a provider of fixed wireless broadband access services throughout Nebraska, a very small portion of which (less than approximately 15 customers) reside in the area served by NCTC. In addition, Nedelco owns Hamilton Relay, Inc., a nationwide non-common carrier provider of Telecommunications Relay Services. Further, Nedelco owns Hamilton Cobalt, Inc., a cable television provider operating in the following discrete areas served by Hamilton Telephone Company and Hamilton Long Distance Company.

[7] Mr. John A, Nelson also individually owns a less than 3% voting interest in Nedelco.

Regarding Madrona Investments, LLC ("Madrona"), the following member of Madrona has a 10% or greater derivative ownership in Nedelco: Nelson Family Irrevocable Trust ("NFIT") (approximately 26% derivative ownership interest in Nedelco). NFIT is a trust organized in the United States under the laws of the State of Washington. James E. Nelson, a citizen of the United States, is the Manager of Madrona and is authorized to vote Madrona's stock interest in Nedelco.[8]

Canine Companions Charitable Properties, LLC ("CCCP") is a wholly owned subsidiary of Canine Companions for Independence, Inc., a California not for profit corporation ("CCI"). CCCP is operated exclusively to further the charitable purposes of its sole member, CCI. The management of CCCP is vested in CCI's Board of Directors, including the rights to direct voting of the shares of Nedelco stock owned by CCCP. All except one of the twenty-one (21) members of the Board of Directors of CCCP are citizens of the United States.

Nedelco also owns 100% of the issued and outstanding stock of the following telecommunications carriers:

Name	**Type of Carrier**	**Operations**
Hamilton Telephone Company ("HTC")	Rural Incumbent Local Exchange Carrier ("RLEC")	NE PSC certificated area in south central Nebraska

[8] Mr. James E. Nelson also individually owns a less than .01% voting interest in Nedelco.

Hamilton Long Distance Company	Resale Interexchange Carrier and competitive local exchange carrier (CLEC")[9]	NE PSC certificated interexchange carrier, CLEC and ETC in south central Nebraska

(6) Certification as to whether or not Transferee is, or is affiliated with, a foreign carrier.

Nedelco certifies that it is not a foreign carrier in any country, nor is it affiliated with any foreign carrier.

(7) Certification as to whether or not Transferee seeks to provide international telecommunications services to any country for which certain conditions are true.

Upon consummation, Telecom certifies that it does not seek to provide international telecommunications services to any destination country to which 47 C.F.R. § 63.18(j)(1) through (j)(4) applies.

(8) Showing regarding provision of international telecommunications service to a country where the applicant is a foreign carrier or is affiliated with a foreign carrier.

N/A

(9) Regulatory classification under Section 63.10 of the Rules for foreign-affiliated carrier.

N/A

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[9] Hamilton Long Distance Company ("HLDC") provides its domestic and international long distance services (File No. ITC-214-19990111-00003) in and around the service area of Hamilton Telephone Company and the HCLD CLEC service areas. HLDC is a certified CLEC in Nebraska and Louisiana. HLDC is registered as a provider of nomadic Voice over Internet Protocol services throughout the United States pursuant to the necessary registration requirements of the various states and FCC. HLDC has been designated an Eligible Telecommunications Carrier ("ETC") in areas outside of HTC's ETC RLEC area.

(10) Certification that applicant has not agreed to accept special concessions directly or indirectly from any foreign carrier.

Upon consummation, Telecom certifies that it (a) 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 (b) will not enter into such agreements in the future.

(11) Certification pursuant to 47 C.F.R. §§ 1.2001-1.2003 that no party to the application is subject to denial of federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 583.

Applicants hereby certify, pursuant to 47 C.F.R. §§ 1.2001-1.2003, that to the best of their knowledge, information, and belief, no party to the application is subject to denial of federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 583.

(12) Qualification for streamlined processing.

This Application qualifies for streamlined processing under Sections 63.12(a) and (b) of the Commission's Rules. No party is affiliated with any foreign carrier in any destination market. No party has an affiliation with a dominant US carrier whose international switched or private line services the applicants seek authority to resell. No party to this application seeks authority to provide switched basic services over private lines to a country for which the Commission has not previously authorized the provision of switched services over private lines. Authorization is sought to complete a public sale that would continue the current operations as a non-dominant carrier reselling the international switched services of one or more unaffiliated US carriers.

IV. Transfer of Control of Domestic Section 214 Authorizations

Pursuant to Section 63.04(b) of the Commission's Rules, Applicants submit information required pursuant to Sections 63.04(a)(1) through 63.04(a)(12) of the Commission's Rules:

(1) The name, address and telephone number of each applicant.

Please see Section III(1).

(2) The government, state, or territory under the laws of which each corporate or partnership applicant is organized.

Please see Section III(2).

(3) The name, title, post office address, and telephone number of the officer or contact point, such as legal counsel, to whom correspondence concerning the application is to be addressed.

Please see Section III(3).

(4) The name, address, citizenship and principal business of any person or entity that directly or indirectly owns at least ten (10) percent of the equity of the applicant, and the percentage of equity owned by each of those entities (to the nearest one (1) percent).

Please see Section III(5).

(5) Certification pursuant to §§1.2001 through 1.2003 of this chapter that no party to the application is subject to a denial of Federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988. *See* 21 U.S.C. 853.

Please see Section III(11).

(6) Description of the Transaction.

Please see Section II.

(7) Description of the geographic areas in which the transferor and transferee (and their affiliates) offer domestic telecommunications services, and what services are provided in each area.

With respect to the Transferors, please see Section I and Section III(4).

With respect to the Transferees, please see Section III(5).

(8) Statement as to how the application fits into one or more of the presumptive streamlined categories in Section 63.03 of the Commission's Rules or why it is otherwise appropriate for streamlined treatment.

Applicants request streamlined treatment of this Application in accordance with Sections 63.03(b)(2)(ii) and (iii). In particular with respect to domestic authority, this Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(ii) because immediately following the Transaction (i) Transferee (and its Affiliates, as defined in the Act) will have a market share in the interstate, interexchange market of less than ten percent (10%). With respect to Section 63.03(b)(2)(ii), neither NCTC nor HTC provide competitive telephone exchange services or exchange access services within the CLEC service areas of HLCD. *See* 47 C.F.R. § 63.03(b)(2)(ii). Thus, the presumptive streamlining of the instant Application is proper under Section 63.03(b)(2)(ii) of the Commission's Rules.

With respect to Section 63.03(b)(2)(iii), NCTC serves approximately 3,850 access lines in portions of fifteen (15) counties in central Nebraska, which is fewer than two (2) percent of the nation's subscriber lines installed in the aggregate nationwide,[10] and the transaction will result in no new overlapping or adjacent service areas with another incumbent local exchange carrier.

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[10] As of June 30, 2019, the Commission reported that the retail switched access lines were approximately 40,956,000 nationwide. *See Voice Telephone Services: Status as of June 30, 2019* (Industry Analysis and Technology Division, Wireline Competition Bureau, April 2021), Figure 2. NCTC's approximate 3,850 access lines are far less than 2% of the nation's access lines reported by the Commission. Even if Nedelco's RLEC, Hamilton Telephone Company ("HTC") operations of approximately 4,500 access lines are considered the post-consummation of the RLEC affiliates commonly owned by Nedelco would be approximately 8,350 access lines, again considerably less than 2% of the presubscribed access lines.

(9) Identification of all other Commission applications related to the same transaction.

Pursuant to Section 25.119 of the Commission's Rules, upon consummation, a transfer of control notification will be submitted for the receive only earth station registered to Nebraska Central Telecom, Inc (File No. SES-REG-20180717-02477).

(10) Statement of whether the applicants are requesting special consideration because either party to the transaction is facing imminent business failure.

Neither party to the transaction is facing imminent business failure. Therefore, Applicants are not requesting special consideration for this reason.

(11) Identification of any separately filed waiver requests being sought in conjunction with the transaction

No separately filed waiver requests are being sought in conjunction with the transaction.

(12) Statement showing how grant of the application will serve the public interest, convenience and necessity, including any additional information that may be necessary to show the effect of the proposed transaction on competition in domestic markets

Applicants respectfully submit that a grant of this application for the transfer of control of the Companies is in the public interest.

Upon consummation of the contemplated transaction, NCTC and Telecom will continue to provide the same high-quality, modern services to their current respective subscribers as those provided today and will do so in a manner that will render the transfers for which authorization is sought herein transparent to their respective customers. Nedelco's management has a demonstrated commitment to the provision of high-quality telecommunications services in rural areas of Nebraska and will continue to advance that commitment through the operations of NCTC and Telecom.

In addition, prompt grant of this Application will allow Nedelco and its operating telecommunications carriers to take advantage of increased efficiencies that will be realized

through the operations of NCTC and Telecom after the proposed transaction is consummated and resulting from the broader-based rural operations while, at the same time, expanding Nedelco's existing corporate commitment to having its telecommunications carrier operations provide high-quality, reasonably priced rural telecommunications services in Nebraska. Applicants respectfully submit that this result can be accomplished in a manner that raises no competitive concerns that should delay Commission approval of the transaction.

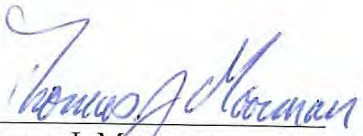
Accordingly, the Applicants respectfully submit that the public interest would be served by a grant of this requested transfer of control.

V. CONCLUSION

For the foregoing reasons, the Applicants respectfully request the expeditious grant of this Application.

Respectfully submitted,

NCTC Holdings, Inc. and
Nedelco, Incorporated

By: 

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August 31, 2021

Their Attorney

DECLARATION

I, Andrew D. Jader, President of NCTC Holdings, Inc. ("NHI), do hereby declare under penalties of perjury that I have read the foregoing "Joint Application for Transfer of Control of Domestic and International Authorizations" (the "Application") and the information contained therein regarding NHI and its subsidiaries referenced in the Application is true and accurate to the best of my knowledge, information, and belief.

Andrew D. Jader

Date: 8-31-2021

Andrew D. Jader
President
NCTC Holdings, Inc.

DECLARATION

I, John A. Nelson, President and Chief Executive Officer of Nedelco, Incorporated ("NI), do hereby declare under penalties of perjury that I have read the foregoing "Joint Application for Transfer of Control of Domestic and International Authorizations" (the "Application") and the information contained therein regarding NI and its subsidiaries referenced in the Application is true and accurate to the best of my knowledge, information, and belief.

John A. Nelson
President and Chief Executive Officer
Nedelco, Incorporated

Date: 8-31-21

CERTIFICATE OF SERVICE

I, Thomas J. Moorman, of Woods Aitken LLP, 5335 Wisconsin Avenue, N.W., Suite 950, Washington, DC 20015, do hereby certify that on this 31st day of August, 2021, the foregoing ""Joint Application for Transfer of Control of Domestic and International Authorizations" was mailed, first class postage prepaid, to the following:

Thomas J. Moorman

The Honorable Pete Ricketts
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P.O. Box 94848
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