



PUBLIC NOTICE

Federal Communications Commission
445 12th St., S.W.
Washington, D.C. 20554

News Media Information 202 / 418-0500
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DA 18-772
July 25, 2018

**DOMESTIC SECTION 214 APPLICATION FILED FOR THE TRANSFER OF CONTROL
OF ICTC GROUP, INC. TO BEK COMMUNICATIONS COOPERATIVE**

NON-STREAMLINED PLEADING CYCLE ESTABLISHED

WC Docket No. 18-223

Comments Due: August 8, 2018
Reply Comments Due: August 15, 2018

By this Public Notice, the Wireline Competition Bureau seeks comment from interested parties on an application filed by ICTC Group, Inc. (ICTC Group) and BEK Communications Cooperative (BEK, together with ICTC Group, Applicants) pursuant to section 214 of the Communications Act of 1934, as amended, and sections 63.03-04 of the Commission's rules, requesting Commission approval to transfer control of the indirect wholly owned subsidiaries of ICTC Group, Inter-Community Telephone Company, L.L.C. (ICTC Telephone) and Valley Communications, Inc. (Valley) from ICTC Group to BEK.¹

ICTC Group, a Delaware corporation, does not currently provide telecommunications services. ICTC Group wholly owns Lynch Telephone II, L.L.C. (Lynch), a Delaware limited liability company. Lynch, in turn, wholly owns ICTC Telephone and Valley. ICTC Telephone, a North Dakota corporation, is a rural incumbent local exchange company (LEC) serving approximately 1,533 customers in nine exchanges in Barnes, Griggs, Steele, Cass, and Ransom Counties, North Dakota.² Valley, also a North Dakota corporation, provides competitive broadband and telephone services in and around the city of Valley City, North Dakota to approximately 40 customers.

BEK, a North Dakota cooperative, is a rural incumbent LEC serving approximately 850 business and 6,500 residential lines in 20 rural exchanges in Emmons, McIntosh, Logan, Kidder, Burleigh, McLean, Barnes, and Morton Counties, North Dakota. BEK also provides competitive services in and around the city of Valley City, North Dakota. Applicants state that the service areas

¹ See 47 U.S.C. § 214; 47 CFR §§ 63.03-04.

² Applicants provide a list in the application of other communications companies in which ICTC Telephone holds small minority interests.

of Valley and BEK overlap where both provide competitive services. BEK is owned by its member-subscribers with no member-subscriber controlling more than a five percent equity interest.³

Pursuant to an Agreement and Plan of Merger, BEK proposes to acquire all the stock of ICTC Group through a “reverse triangular merger”, wherein BEK formed an indirect subsidiary to merge with ICTC Group, which will be the surviving entity. Specifically, BEK has formed and wholly owns BEK East, Inc., a North Dakota corporation, which, in turn, formed a Delaware corporate subsidiary, BEK East Delaware, Inc. (BEK East Delaware). BEK East Delaware will merge with ICTC Group. ICTC Group will be the surviving corporation, and the existence of BEK East Delaware will terminate upon consummation and effectiveness of the proposed transaction, leaving ICTC Group as a wholly owned subsidiary of BEK East, the wholly owned subsidiary of BEK. After consummation of this proposed transaction, the ICTC Companies will continue to exist and provide service pursuant to then-existing rates, terms, and conditions for the near term.

Applicants assert that a grant of the application will serve the public interest, convenience, and necessity. Applicants do not request streamlined treatment for the domestic section 214 application pursuant to section 63.03 of the Commission’s rules.⁴

Domestic Section 214 Application Filed for the Transfer of Control of ICTC Group, Inc. to BEK Communications Cooperative, WC Docket No. 18-223 (filed July 18, 2018).

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 and petitions **on or before August 8, 2018**, and reply comments or oppositions to petitions **on or before August 15, 2018**. Comments may be filed using the Commission’s Electronic Comment Filing System (ECFS) or by paper. All filings must be addressed to the Commission’s Secretary, Office of the Secretary, Federal Communications Commission.

- 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. Paper filings can be sent by hand or messenger delivery, by commercial overnight courier, or by first-class or overnight U.S. Postal Service mail.
 - All hand-delivered or messenger-delivered paper filings for the Commission’s Secretary must be delivered to FCC Headquarters at 445 12th St., SW, Room TW-A325, Washington, DC, 20554. The filing hours are 8:00 a.m. to 7:00 p.m. All hand deliveries must be held together with rubber bands or fasteners. All envelopes and boxes must be disposed of before entering the building.

³ BEK is controlled by its Board of Directors, all of whom are U.S. citizens.

⁴ 47 CFR § 63.03.

- 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 445 12th Street, SW, Washington DC, 20554.

People with Disabilities: To request materials in accessible formats for people with disabilities (braille, large print, electronic files, audio format), send an e-mail to fcc504@fcc.gov or call the Consumer and Governmental Affairs Bureau at 202-418-0530 (voice), 1-888-835-5322 (tty).

In addition, please provide one copy of each pleading to each of the following:

- 1) Jim Bird, Office of General Counsel, transactionteam@fcc.gov;
- 2) Dennis Johnson, Wireline Competition Bureau, dennis.johnson@fcc.gov;
- 3) Tracey Wilson, Wireline Competition Bureau, tracey.wilson@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.⁵ 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 data or arguments already reflected in the presenter's written comments, memoranda, or other filings in the proceeding, then 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 Applications 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.⁶ 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 Tracey Wilson at (202) 418-1394 or Dennis Johnson at (202) 418-0809.

⁵ 47 CFR § 1.1200 *et seq.*

⁶ See 47 CFR § 1.45(c).

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