

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

In the Matter of)	
)	
GALEN NORSWORTHY (DECEASED))	WC Docket No. _____
Transferor)	
)	
ESTATE OF GALEN NORSWORTHY)	
ISABEL NITA NORSWORTHY, EXECUTRIX)	
Transferee)	
)	
For the Involuntary Transfer of Control of Ducor Telephone)	
Company d/b/a Varcomm. which provides interstate)	
interexchange and exchange access services in California)	
pursuant to a domestic Section 214 authorization)	

TO: Wireline Competition Bureau

**APPLICATION FOR INVOLUNTARY TRANSFER OF CONTROL
OF DOMESTIC SECTION 214 AUTHORIZATION**

Galen Norsworthy (Deceased) and the Estate of Galen Norsworthy (Isabel Lita Norsworthy, Executrix) hereby notify and request Commission approval of the involuntary transfer of control of Ducor Telephone Company d/b/a Varcomm ("Ducor"; FRN: 0001-5467-46) from Mr. Norsworthy to his Estate.

At the time of his death on May 9, 2020, Mr. Norsworthy owned a controlling 67.0 percent interest in the stock of Varcomm Holdings, Inc. ("Varcomm"), the parent company of Ducor. At the time of his death and for some time thereafter, it was not known whether Mr. Norsworthy had left a valid will or had died intestate. The searches, investigations and court proceedings with respect to this matter culminated finally in an order by the Superior Court of California, County of Inyo, dated September 25, 2020, that appointed Isabel Lita Norsworthy, Mr. Norsworthy's wife, as the Executrix of his Estate. Until that time, Mrs. Norsworthy and the management of Varcomm

and Ducor were focused upon the California estate investigations and court proceedings, and did not know what person or entity could transfer Mr. Norsworthy's Varcomm stock or what person or entity it could be transferred to. Only after obtaining the initial court order has Mrs. Norsworthy been able to receive the Varcomm stock, exercise temporary control over it in her role as Executrix, and begin to consider and determine what she will ultimately do with it.

Ducor is a California corporation that provides local exchange service and exchange access service as an incumbent local exchange carrier ("ILEC") in three rural exchanges (approximately 985 total access lines) that serve the communities of Ducor (2010 population: 612) and Kennedy Meadows (2010 population: 28) in Tulare County in south central California, and Rancho Tehama Reserve (2010 population: 1,485) in Tehama County in northern California.

It is not clear whether streamlined processing is applicable in situations of involuntary transfer of existing companies. If it does, Ducor is a very small rural ILEC that has a market share in the interstate, interexchange market of far less than 10 percent, as well as far fewer than two percent of the nation's subscriber lines installed in the aggregate nationwide.

In accordance with the requirements of Section 63.04(a) of the Commission's Rules, the applicants submit the following information:

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

Transferor/Transferee:

Estate of Galen Norsworthy (Galen Norsworthy, Deceased)
Isabel Lita Norsworthy, Executrix
c/o Ducor Telephone Company
24373 Avenue 56 (P.O. Box 700)
Ducor, California 93218
Telephone: (559) 534-2211
Facsimile: (559) 534-2160

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

Ducor Telephone Company d/b/a Varcomm is a California corporation.

Varcomm Holdings, Inc. is a California Corporation.

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

For Transferor/Transferee:

Estate of Galen Norsworthy (Galen Norsworthy, Deceased)

Isabel Lita Norsworthy, Executrix

c/o Ducor Telephone Company

24373 Avenue 56 (P.O. Box 700)

Ducor, California 93218

Telephone: (559) 534-2211

Facsimile: (559) 534-2160

With a copy to Counsel:

Gerard J. Duffy

Blooston, Mordkofsky, Dickens, Duffy & Prendergast, LLP

2120 L Street, N.W. (Suite 300)

Washington, D.C. 20037

Telephone: (202) 659-0830

Facsimile: (202) 828-5568

(4) Name, address, citizenship and principal business of any person or entity that directly owns at least ten (10) percent of the equity of the applicant, and the percentage of equity owned by each of those entities:

Ducor Telephone Company (Before and After Involuntary Transfer of Control)

The name, address, citizenship and principal business of the only entity that owns at least ten (10) percent of the equity and voting power of Ducor Telephone Company d/b/a Varcomm both before and after the involuntary transfer of control are

:

<u>Name & Address</u>	<u>%</u>	<u>Voting & Equity</u>	<u>Citizenship</u>	<u>Principal Business</u>
Varcomm Holdings, Inc. 24373 Avenue 56 Ducor, CA 93218	100.00%		California Corporation	Telecommunications

Varcomm Holdings, Inc. (Before Involuntary Transfer of Control)

The names, addresses, citizenship and principal businesses of the entities that owned at least ten (10) percent of the equity and voting power of Varcomm Holdings, Inc. before the subject involuntary transfer of control are:

<u>Name & Address</u>	<u>Voting & Equity</u>	<u>Citizenship</u>	<u>Principal Business</u>
Galen Norsworthy 24373 Avenue 56 Ducor, CA 93218	67.00%	U.S.A.	Telecommunications
Ronald Roome 24373 Avenue 56 Ducor, CA 93218	19.00%	U.S.A.	Telecommunications

The two other shareholders of Varcomm Holdings, Inc. each own less than 10 percent of its equity and voting power.

Varcomm Holdings, Inc. (After Involuntary Transfer of Control)

The names, addresses, citizenship and principal businesses of the entities that own at least ten (10) percent of the equity and voting power of Varcomm Holdings, Inc. after the subject involuntary transfer of control are:

<u>Name & Address</u>	<u>Voting & Equity</u>	<u>Citizenship</u>	<u>Principal Business</u>
Estate of Galen Norsworthy Isabel Lita Norsworthy, Executrix 24373 Avenue 56 Ducor, CA 93218	67.00%	California	Property Distribution
Ronald Roome 24373 Avenue 56 Ducor, CA 93218	19.00%	U.S.A.	Telecommunications

The two other shareholders of Varcomm Holdings, Inc. each own less than 10 percent of its equity and voting power.

No other individual or entity owns or controls ten (10) percent or more of the equity or voting power of Ducor Telephone Company before or after the involuntary transfer of control.

(5) Certification pursuant to 47 C.F.R. §§1.2001 through 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.

The Estate of Galen Norsworthy (Isabel Lita Norsworthy, Executrix) hereby certifies, pursuant to 47 C.F.R. §§1.2001 through 1.2003, that no party to the present application is subject to denial of Federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988.

(6) Description of the transaction:

The Estate of Galen Norsworthy received a controlling 67 percent interest in the stock of Varcomm Holdings, Inc., the parent company of Ducor Telephone Company d/b/a Varcomm, upon the orders of the Superior Court of California, County of Inyo, filed September 25, 2020, admitting his will to probate and appointing his wife Isabel Nita Norsworthy as the Executrix of his Estate. The 67.00 percent ownership interest of the Estate in Varcomm Holdings, Inc. gives the Estate control of Ducor Telephone Company and its Domestic Section 214 Authorization.

(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:

Areas and Services of Varcomm Holdings, Inc.

Varcomm Holdings, Inc. is a holding company that does not directly provide telecommunications services.

Areas and Services of Ducor Telephone Company and Affiliates.

Ducor provides local exchange service and exchange access service as an ILEC in a California study area (Study Area Code 542313) comprised of three rural exchanges (approximately 985 total access lines) that serve the communities of Ducor (2010 population: 612) and Kennedy Meadows (2010 population: 28) in Tulare County in south central California, and Rancho Tehama Reserve (2010 population: 1,485) in Tehama County in northern California.

Varcomm Broadband, Inc., a California corporation and wholly-owned subsidiary of Varcomm Holdings, Inc., provides Internet access and associated broadband services in Ducor, Kennedy Meadows, and Rancho Tehama Reserve, California.

(8) Statement as to how the application fits into one or more of the presumptive streamlined categories in section 63.03 or why it is otherwise appropriate for streamlined treatment:

Applicant is not clear whether or how streamlined processing applies with respect to involuntary transfers of control. To the extent that streamlined processing is relevant, Applicant notes that Ducor is a small rural ILEC with a market share in the interstate, interexchange market of far less than 10 percent, and with far fewer than two percent of the nation's subscriber lines installed in the aggregate nationwide.

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

An application was filed on October 22, 2020 (File No. 0009268705) relating to the involuntary transfer of control of the following wireless licenses: Common Carrier Point-to-Point Microwave Service Stations WPNB545, Ducor (Tulare County), CA; WPNB546, Bakersfield (Kern County), CA; WPNB547, Ridgecrest (Tulare County), CA; WPNL467, Kennedy Meadows (Tulare County), CA; WRDH503, Gerber (Tehama County), CA; and WRDH504, Rancho Tehama Reservation (Tehama County), CA; and Conventional Industrial/Business Pool Service Station WQNS817, Corning (Tehama County), CA

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

No party to the transaction is facing imminent business failure at this time. Therefore, the applicants are not requesting special consideration because a party to the transaction is facing imminent business failure.

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

No separately filed waivers or waiver requests are being sought in conjunction with the proposed 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:

Approval of the involuntary transfer of control will allow Ducor to continue providing quality voice and broadband services at affordable rates to its rural service areas during the foreseeable future as Isabel Lita Norsworthy determines what to do with Varcomm, Ducor and other assets in Mr. Norsworthy's Estate.

Conclusion

In light of the foregoing facts and public interest considerations, the Commission is respectfully requested to approve the involuntary transfer of control of Varcomm Holdings, Inc., and ultimately the Domestic Section 214 Authorization of Ducor Telephone Company, d/b/a Varcomm, from Galen Norsworthy (Deceased) to the Estate of Galen Norsworthy (Isabel Lita Norsworthy, Executrix).

The Estate of Galen Norsworthy (Isabel Lita Norsworthy, Executrix) hereby certifies, pursuant to 47 C.F.R. §§1.2001 through 1.2003, that no party to the present application is subject to denial of Federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988.

Respectfully submitted,

**GALEN NORSWORTHY (DECEASED)
ESTATE OF GALEN NORSWORTHY**

Signature: *Isabel Lita Norsworthy*
Isabel Lita Norsworthy, Executrix

Date: 10/28/2020