

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

In the Matter of)
)
Shareholders of Price County)
Telephone Company)
Transferors)
)
Chequamegon Communications)
Cooperative, Inc.)
Transferee)
)
For Transfer of Control of)
Price County Telephone Company and its Wholly-)
Owned Subsidiary Price County Information)
Systems, LLC that Provide Interstate Exchange)
Access and Interstate Inter-Exchange Service in)
Wisconsin Pursuant to Domestic Blanket)
Authorizations Under Section 214 of the)
Communications Act)

WC Docket No. 19-_____

TO: Chief, Wireline Competition Bureau

**APPLICATION FOR CONSENT TO TRANSFER OF CONTROL OF
DOMESTIC BLANKET SECTION 214 AUTHORIZATIONS
AND REQUEST FOR STREAMLINED PROCESSING**

The Shareholders of Price County Telephone Company (“PCTC” or “Transferors”; FRN: 0003744125) and Chequamegon Communications Cooperative, Inc. dba Norvado (“Norvado” or “Transferee”; FRN: 0002713683) hereby request Commission authorization for the transfer of control of PCTC and the blanket domestic Section 214 authorizations held by PCTC and its wholly-owned subsidiary Price County Information Systems, LLC dba Price County Telecom (“PCIS”) (FRN: 0003744133) from PCTC’s current shareholders to Norvado.

PCTC, a Wisconsin corporation, provides local exchange telephone services and interstate exchange access as an incumbent local exchange carrier (“ILEC”) serving approximately 3,242 access lines in the following Wisconsin Counties: Price and Sawyer.

PCTC’s wholly-owned subsidiary PCIS, a Wisconsin limited liability company, provides local exchange telephone services and interstate exchange access as a competitive local exchange carrier (“CLEC”) to approximately 253 access lines in the following Wisconsin County: Price County. PCIS also provides resold interstate and international toll services to customers located in the PCTC and PCIS local exchange service areas.

PCTC has 660,000 issued and outstanding shares of corporate stock.

Norvado, a Wisconsin cooperative telephone corporation, provides ILEC local exchange telephone services, including interstate exchange access, directly and through its wholly-owned ILEC Chequamegon Telecommunications Company, Inc. (FRN: 0003748944) and its wholly-owned CLEC Norvado, Inc. (FRN: 0007734387). ILEC Chequamegon Telecommunications Company, Inc. provides ILEC exchange services in Bayfield County, Wisconsin (7,814 voice lines). CLEC Norvado, Inc. provides CLEC exchange services in these Wisconsin Counties: Bayfield, Sawyer, and Ashland (991 voice lines).

Norvado also offers Internet, video services (cable TV), and security services in these three counties. In Washburn County, Wisconsin, Norvado offers Internet service only and it does not offer telephone exchange service.

Norvado is a membership telephone cooperative corporation and each telephone exchange subscriber has one vote. Accordingly, no person or entity owns 10.00 percent or more of Norvado.

The proposed transaction will be accomplished by Norvado’s acquisition of all of the issued and outstanding shares of PCTC.

Information required by Section 63.04(a) of the Commission's Rules:

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

Transferors:

Shareholders of Price County Telephone Company
105 North Avon Ave.
P.O. Box 108
Phillips, WI 54555
Telephone: 715-339-2151
Facsimile: 715-339-4512

Transferee:

Chequamegon Communications Cooperative, Inc. dba Norvado
43705 US Hwy 63
PO Box 67
Cable, WI 54821
Telephone: 715-798-3303
Facsimile: 715-798-3044

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

PCTC is a corporation organized under the laws of the Wisconsin. PCIS is a limited liability company organized under the laws of the Wisconsin.

Norvado is a cooperative telephone corporation organized under the laws of the Wisconsin.

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

For Transferors:

Catherine M. Mess, President
Price County Telephone Company
105 North Avon Ave.
P.O. Box 108
Phillips, WI 54555
Telephone: 715-339-2151
Facsimile: 715-339-4512

With a copy to Counsel:
Daniel T. Hardy
Judd A. Genda
Axely Brynelson
2 E Mifflin St #200
Madison WI 53703
Telephone: 608-257-5661
Facsimile: 608-257-5444
JGenda@axley.com

For Transferee:

Chad T. Young, CEO
Chequamegon Communications Cooperative, Inc. dba Norvado
43705 US Hwy 63
PO Box 67
Cable, WI 54821
Telephone: 715-798-3303
Facsimile: 715-798-3044

With a copy to Counsel:
Timothy E. Welch
Hill & Welch
1116 Heartfields Drive
Silver Spring, MD 20904
Telephone: 202-321-1448
Facsimile: 301-622-2864
welchlaw@earthlink.net

(4) Name, address, citizenship and principal business of any person or entity that directly owns at least ten percent (10%) of the equity of the applicant:

PCTC – Prior to Proposed Transaction:

The names, addresses, citizenship and principal businesses of the entities that own at least ten percent (10%) of the equity of PCTC prior to the proposed transaction are:

<u>Name & Address</u>	<u>Equity %</u>	<u>Voting%</u>	<u>Citizenship</u>	<u>Principal Business</u>
Catherine M. Mess 105 North Avon Ave. P.O. Box 108 Phillips, WI 54555	16.2%	16.2%	U.S.A.	Telecommunications
Barbara Ann Gago and Mike Gago	12.74%	12.74%	U.S.A.	Retired

No other individual or entity directly or indirectly owns ten percent (10%) or more of the equity of PCTC prior to the proposed transaction. Barbara Ann and Mike Gago are husband and wife; Catherine M. Mess and Barbara Ann Gago are sisters.

PCTC - After Proposed Transaction:

The name, address, citizenship and principal business of the only entity that will own at least ten percent (10%) of the equity of the post-merger PCTC will be:

<u>Name & Address</u>	<u>Equity %</u>	<u>Citizenship</u>	<u>Principal Business</u>
Chequamegon Communications Cooperative, Inc. dba Norvado 43705 US Hwy 63 PO Box 67 Cable, WI 54821	100.00%	WI Corp.	Telecommunications

The names, addresses, citizenship and principal businesses of the entities owning at least ten percent (10%) of Norvado's equity both prior to and subsequent to the proposed transaction:

Norvado is a membership cooperative telephone corporation and no person owns 10% or more of the company. The officers and directors of Norvado, all U.S. citizens, are:

<u>Name & Address</u>	<u>Principal Business</u>
Chad T. Young, Chief Executive Officer 46460 Jackson Lake Rd Cable WI 54821 715-798-1660 Email: cyoung@norvado.com	Telecommunications
Bob Thompson, Chief Financial Officer PO Box 538 Cable WI 54821 715-798-7116 Email: rthompson@norvado.com	Telecommunications
Jeff Lee, Chief Operating Officer 34580 Bay View Rd #901 Bayfield WI 54814 715-798-7140 Email: jlee@norvado.com	Telecommunications

Leo Carlson, Chief Sales & Marketing Officer Telecommunications
47890 Blue moon Rd
Drummond WI 54832
715-798-7141
Email: lcarlson@norvado.com

Tim Follis, President of Board Telecommunications
PO Box 37
Brule WI 54820
715-372-8584
Email: board_tfollis@cheqnet.net

James Rondeau, VP of Board Telecommunications
PO Box 443
Cable WI 54821
715-798-3178
Email: board_jrondeau@cheqnet.net

Keith Larson, Secretary/Treasurer Telecommunications
82775 White Birch Rd
Port Wing WI 54865-4704
715-774-3359
Email: board_klarson@cheqnet.net

Chris Elkins, Director of Board Telecommunications
PO Box 98
Drummond WI 54832
715-739-6262
Email: board_celkins@cheqnet.net

Lee Johnson, Director of Board Telecommunications
11425 N Long Lake Rd
Iron River WI 54847
715-372-5486
Email: board_leejohnson@cheqnet.net

Larry Nelson, Director of Board Telecommunications
47455 Old Grade Rd
Cable WI 54821
715-794-2641
Email: board_lnelson@cheqnet.net

James Nemec, Director of Board
65605 Nemec Rd
Mason WI 54856-3967
715-746-2520
Email: board_jnemec@cheqnet.net

Telecommunications

Family relationships: There are no family relationships among Norvado's officers and directors.

(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.

Norvado hereby certifies, pursuant to 47 C.F.R. §§1.2001 through 1.2003, that no party to this 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 proposed transaction entails the transfer of control of PCTC from its existing shareholders to Norvado. The proposed transaction will be accomplished by Norvado's purchase of all of PCTC's issued and outstanding shares of corporate stock (660,000 shares total) directly from PCTC's shareholders.

(7) Description of the geographic areas in which the transferor and transferee (and their affiliates) offer domestic telecommunications services:

PCTC provides ILEC exchange services, including interstate exchange access, Internet, IPTV, CATV, and long distance in Price County and Sawyer County in Wisconsin (3,242 voice lines). PCIS provides CLEC exchange services in Price County Wisconsin (253 voice lines).

Norvado, a Wisconsin cooperative telephone corporation, provides ILEC local exchange telephone services, including interstate exchange access, through its wholly-owned ILEC Chequamegon Telecommunications Company, Inc. (FRN: 0003748944) in Bayfield County Wisconsin (7,814 access lines). Norvado provides CLEC local exchange telephone services,

including interstate exchange access, through its wholly-owned CLEC Norvado, Inc. (FRN: 0007734387) in Sawyer County, Ashland County, and Bayfield County, Wisconsin (991 voice lines).

PCTC's and Norvado's ILEC local exchange service areas do not overlap and they are not adjacent to each other. Norvado's CLEC exchange service in Sawyer County Wisconsin does not overlap, and is not adjacent to, PCTC's ILEC exchange service in Sawyer County, Wisconsin.

Norvado does not provide, is not certificated to provide, and is not seeking certification to provide, ILEC telephone exchange or interstate access services in, or adjacent to, any area served, certificated to be served, or sought to be served by PCTC. Norvado's affiliated CLEC does not provide, and does not intend to provide, telephone exchange or interstate access services in or adjacent to any area served or sought to be served by PCTC.

Areas and Services of PCTC and Affiliates

PCTC is an ILEC providing local exchange telephone services including interstate exchange access to approximately 3,242 access lines in Price County and Sawyer County Wisconsin. PCTC's wholly-owned subsidiary CLEC PCIS provides competitive local exchange services, including interstate exchange access, to approximately 253 access lines in the Price County Wisconsin. PCIS resells interstate, intrastate and international long distance toll services in and around the local the PCTC and PCIS local exchange areas. PCTC also provides Internet, IPTV, and CATV services in Price County and Sawyer County Wisconsin.

PCTC and its subsidiaries have no ownership interests in any other entities that offer domestic telecommunications services.

Areas and Services of Norvado and Affiliates

Norvado, a Wisconsin cooperative telephone corporation, provides ILEC local exchange telephone services, including interstate exchange access, directly and through its wholly-owned ILEC Chequamegon Telecommunications Company, Inc. (FRN: 0003748944) and its wholly-owned CLEC subsidiary Norvado, Inc. (FRN: 0007734387). ILEC Chequamegon Telecommunications Company, Inc. provides ILEC exchange services in Bayfield County, Wisconsin (7,814 voice line). CLEC Norvado, Inc. provides CLEC exchange services in these Wisconsin Counties: Bayfield, Sawyer, and Ashland (991 voice lines).

Norvado also offers Internet, video services (cable TV), and security services Bayfield County, Sawyer County, and Ashland County Wisconsin. In Washburn County, Wisconsin,

None of ILEC Chequamegon Telecommunications Company, Inc.'s exchange service areas overlaps, or is adjacent to, PCTC's ILEC telephone exchange service areas.

Norvado and its subsidiaries and affiliates have no ownership interests in any other entities that offer domestic telecommunications services.

(8) Streamlined Treatment

This Application is entitled to a presumption that the streamlined application processing procedures found at Section 63.03(b)(2)(iii) are applicable. At the close of the transaction, all of Norvado's long distance affiliates will have a less than 10% share of the interstate, inter-exchange market. *See* 47 C.F.R. § 63.03(b)(2). Likewise, the requirements of Section 63.03(b)(2)(iii) are met because, post consummation, Norvado's independent local exchange carrier operations will serve a total of approximately 12,300 access lines which is less than 2% of the nation's 119,200,000 wireline subscriber access lines, the Commission's most recent estimation. *See* Figure 2, "Voice Telephone Services: Status as of June 30, 2017" released

November 2018: <https://docs.fcc.gov/public/attachments/DOC-355165A1.pdf> Moreover, neither PCTC, Norvado, nor their respective affiliated companies, have overlapping service telephone exchange areas or adjacent telephone exchange service areas. Thus, streamlined processing of the instant Application is proper under Section 63.03(b)(2) of the Commission's Rules.

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

The Applicants will file an electronic application via the International Bureau Filing System for transfer of control of the International Section 214 authorization for global resale of switched services held by PCIS (File No. ITC-214-20010411-00183, granted May 3, 2001). The parties will also file in the ULS an application to transfer control PCTC's telephone maintenance radio system WYM621.

(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 no 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:

The proposed transaction entails the transfer of control of PCTC and its subsidiary from PCTC's existing shareholders to Norvado, an established rural telecommunications provider that has long served similar rural areas in northwestern Wisconsin. PCTC and Norvado both have

proven records of investing in their rural networks and communities, and of providing high-quality, state-of-the-art voice and data services at affordable rates to their rural Wisconsin service areas. The proposed transaction will ensure that the rural Wisconsin customers of PCTC and its subsidiary will continue to receive high-quality, state-of-the-art voice and data services at affordable rates for the foreseeable future.

Conclusion and Declarations

In light of the foregoing facts and public interest considerations, the Commission is respectfully requested to authorize the transfer of control of the domestic blanket Section 214 authorizations held by PCTC to Norvado so that the Parties to this transaction can close the proposed transaction in the public interest.

In support whereof, the Declarants below hereby certify under penalty of perjury that he/she has reviewed the foregoing *Application For Consent to Transfer of Control of Domestic Blanket Section 214 Authorizations And Request For Streamlined Processing* and that the information contained herein is true and accurate to the best of his/her knowledge, information, and belief.

Respectfully submitted,

PRICE COUNTY TELEPHONE COMPANY

**CHEQUAMEGON COMMUNICATIONS
COOPERATIVE, INC. DBA NORVADO**

By _____
Catherine M. Mess, President

By _____
Chad T. Young, CEO

Date _____

Date _____

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PRICE COUNTY TELEPHONE COMPANY

**CHEQUAMEGON COMMUNICATIONS
COOPERATIVE, INC. DBA NORVADO**

By Catherine M. Mess
Catherine M. Mess, President

By _____
Chad T. Young, CEO

Date 3/20/2019

Date _____

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**CHEQUAMEGON COMMUNICATIONS
COOPERATIVE, INC. DBA NORVADO**

By _____
Catherine M. Mess, President

By 
Chad T. Young, CEO

Date _____

Date 03/20/2019