

**BEFORE THE
FEDERAL COMMUNICATIONS COMMISSION
WASHINGTON, DC 20554**

In the Matter of)	
)	
Margaretville Telephone Co., Inc.,)	
Catskills Communications, Inc.)	
dba MTC Long Distance, and)	
Heart of the Catskills Communications, Inc.)	
dba MTC Cable)	
)	
and)	WC Dkt. No. 17-_____
)	
The Margaretville Telephone Co. Inc.)	
Employee Stock Ownership Plan)	
)	
Application for Authorization Pursuant to)	
Section 214 of the Communications Act of 1934,)	
as Amended, for Transfer of Control)	

APPLICATION FOR TRANSFER OF CONTROL

Margaretville Telephone Co., Inc. (“Margaretville”), and its two wholly-owned subsidiaries, Catskills Communications, Inc. dba MTC Long Distance (“MTC-LC”) and Heart of the Catskills Communications, Inc. dba MTC Cable (“MTC-C”) (MTC-LC and MTC-C, collectively with Margaretville, the “Companies”) and The Margaretville Telephone Co., Inc. Employee Stock Ownership Plan (the “Plan,” and collectively with the Companies, “Applicants”), by undersigned counsel, and pursuant to Section 214 of the Communications Act of 1934, as amended, 47 U.S.C. § 214 (the “Act”), and Section 63.04 of the rules of the Federal Communications Commission (the “Commission”), 47 C.F.R. §63.04, hereby request authority to transfer control of the Companies to the Plan. This Application presumptively qualifies for streamlined processing pursuant to Sections 63.03(b)(1)(ii) and 63.03(b)(2)(iii) of the Commission's Rules, 47 C.F.R. §§63.03(b)(1)(ii) and 63.03(b)(2)(iii). In support of this request,

Applicants show the following information required by Section 64.04(a) of the Commission's Rules, 47 C.F.R. §64.04(a):

1. The name, address and telephone number of each applicant - 47 C.F.R. § 63.04(a)(1).

Margaretville Telephone Co., Inc.
Catskills Communications, Inc. dba MTC Long Distance
Heart of the Catskills Communications, Inc.
P.O. Box 260
50 Swart Street
Margaretville, New York 12455
Attention: Glen Faulkner

Margaretville Telephone Co., Inc. Employee Stock Ownership Plan
GreatBanc Trust Company, Trustee
801 Warrenville Road, Suite 500
Lisle IL 60532
Attention: Kjersti Cory, Senior Vice President

2. The government, state, or territory under the laws of which each corporate or partnership applicant is organized - 47 C.F.R. § 63.04(a)(2).

Each of the Companies is organized under the laws of the State of New York. The Plan is organized under the laws of the State of New York.

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 Joint Application is to be addressed - 47 C.F.R. § 63.04(a)(3).

For the Companies:

Mr. Glen Faulkner
Assistant Secretary/Treasurer and General Manager
Margaretville Telephone Company, Inc.
P.O. Box 260
50 Swart Street
Margaretville, New York 12455
Telephone Number – (845) 586-3311
Email: mtcgf@catskill.net

with a copy to:

Thomas J. Moorman
Woods & Aitken, LLP
5151 Wisconsin Ave., N.W., Suite 310
Washington, DC 20016
Telephone: (202) 944-9502
Email: tmoorman@woodsaitken.com

For the Plan:

Kjersti Cory
Senior Vice President
GreatBanc Trust Company, Trustee
801 Warrenville Road, Suite 500
Lisle IL 60532
Telephone: (630) 991-6265
Email: kcory@greatbanktrust.com

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) - 47 C.F.R. § 63.04(a)(4).**

Current ownership in Margaretville:

<u>Name and Address</u>	<u>Total Equity</u>	<u>Principal Business</u>
Margaretville Telephone Co., Inc. Employee Stock Ownership Plan GreatBanc Trust Company, Trustee, Attention: Kjersti Cory, Senior Vice President	30.00%	Qualified Retirement Plan Investment
Larry S. Roadman P.O. Box 260 50 Swart Street Margaretville, New York 12455	18.27%	Telecommunications
Karen D. Harris P.O. Box 260 50 Swart Street Margaretville, New York 12455	11.73%	Telecommunications

<u>Name and Address</u>	<u>Total Equity</u>	<u>Principal Business</u>
Dawn B. Roadman Irrevocable Trust (Trustees: Larry S. Roadman and Karen D. Harris) P.O. Box 260 50 Swart Street Margaretville, New York 12455	33.46%	Investments
Karen D. Harris 2005 CR Unitrust II (Trustees: Helen Hamada) P.O. Box 260 50 Swart Street Margaretville, New York 12455	3.85%	Investments
Karen D. Harris 2005 CR Unitrust I (Trustees: Helen Hamada) P.O. Box 260 50 Swart Street Margaretville, New York 12455	2.69%	Investments

Larry S. Roadman and Karen D. Harris are siblings, and citizens of the United States. The Plan is organized under the laws of the State of New York. The Dawn B. Roadman Irrevocable Trust is organized under the laws of the State of New York. The Karen D. Harris 2005 CR Unitrust II is governed by the laws of the State of New York and the Karen D. Harris 2005 CR Unitrust I is governed by the laws of the Commonwealth of Massachusetts.

Proposed ownership in Margaretville:

<u>Name and Address</u>	<u>Total Equity</u>	<u>Principal Business</u>
Margaretville Telephone Co., Inc. Employee Stock Ownership Plan ¹ GreatBanc Trust Company, ² Trustee, Attention: Kjersti Cory, Senior Vice President	63.54%	Qualified Retirement Plan Investments
Larry S. Roadman (U.S. Citizen) P.O. Box 260 50 Swart Street Margaretville, New York 12455	18.27%	Telecommunications
Karen D. Harris (U.S. Citizen) P.O. Box 260 50 Swart Street Margaretville, New York 12455	9.88%	Telecommunications

¹ With the approval of the instant transaction, Douglas G. Hinkley, a retired employee of Margaretville, holds a generally non-voting attributable interest of 11.2% in Margaretville based on his Plan shares. Applicants note, however, that the Plan's ownership interest is voted by the Trustee and only in a limited number instances (none of which apply here) would any individual within the Plan actually possess voting rights. Specifically, voting rights on shares of Company stock allocated to participants or beneficiaries could be exercised with respect to any corporate matter which involves the voting of such shares with respect to the approval or disapproval of any corporate merger or consolidation, recapitalization, reclassification, liquidation, dissolution, sale of substantially all assets of a trade or business, or such similar transaction.

² GreatBanc Trust Company ("GBTC") is wholly-owned by U.S. Fiduciary Services, Inc. ("USFS"), a corporation organized under the laws of the State of Illinois. USFS, in turn, is wholly-owned by the U.S. Fiduciary Services, Inc. Employee Stock Ownership Trust ("USFS-ESOP"), an entity organized under the laws of the State of Illinois. USFS-ESOP's trustee is Mickey Maier – Professional Fiduciary Services, LLC 1841 North Riverwalk Way, Milwaukee, WI 53212. Mr. Maier is a US Citizen. There are no participants in the USFS-ESOP that are beneficial owners of 10% or more of the issued and outstanding shares of USFS. Neither GBTC, USFS nor USFS-ESOP own a 10% or greater interest in any telecommunications companies other than as trustee of the Margaretville Telephone Co., Inc. Employee Stock Ownership Plan.

<u>Name and Address</u>	<u>Total Equity</u>	<u>Principal Business</u>
Dawn B. Roadman Irrevocable Trust (Trustees: Larry S. Roadman and Karen D. Harris) P.O. Box 260 50 Swart Street Margaretville, New York 12455	8.31%	Investments

The Plan remains organized under the laws of the State of New York. The Trust referenced above -- The Dawn B. Roadman Irrevocable Trust -- remains organized under the laws of the State of New York.

5. Certification pursuant to §§ 1.2001 through 1.2003 of this chapter that no party to the joint 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 - 47 C.F.R. § 63.04(a)(5).

Applicants 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. § 862.

6. A description of the transaction - 47 C.F.R. § 63.04(a)(6).

Through a series of internal steps based on the timing and actions related to the receipt of the necessary regulatory approvals, the Plan will increase its current holdings to a controlling interest in the Companies by purchasing shares from existing shareholders Dawn B. Roadman Irrevocable Trust, Karen D. Harris, the Karen D. Harris 2005 CR Unitrust II and the Karen D. Harris 2005 CR Unitrust Trust I.

7. A 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 - 47 C.F.R. § 63.04(a)(7).

Margaretville, effectively controlled today by Mr. Roadman and Ms. Harris, is a diversified, incumbent local exchange carrier serving approximately 2,425 access lines in rural

Delaware and Ulster Counties, New York. MTC-LD provides competitive telecommunications services primarily adjacent to the telephone service area of Margaretville to approximately 2200 subscribers. In addition, MTC-LD provides interexchange services to its own customers, as well as Margaretville exchange subscribers, totally approximately 1,540 customers within and around the Margaretville service territory. MTC-C provides competitive voice services via VoIP, as well as cable and broadband internet access services to approximately 3,476 customers in Delaware, Greene, Schoharie and Ulster Counties, New York. After consummation of the proposed transactions, the Companies, under the Plan's direction, intend to continue existing services.

8. A statement as to how the Joint Application fits into one or more of the presumptive streamlined categories in this section or why it is otherwise appropriate for streamlined treatment - 47 C.F.R. § 63.04(a)(8).

Applicants request streamlined treatment of this Application in accordance with Section 63.03(b)(1)(ii) and 63.03(b)(2)(iii). Transferee, the Plan itself, is not currently a telecommunications provider, holding only a minority interest in Margaretville. In addition, the proposed transaction would result in the transferee (the Plan) ultimately controlling providers of competitive telephone exchange and exchange access services via MTC-LD and MTC-C primarily in geographic areas served by a dominant local exchange carrier other than Margaretville. Margaretville serves fewer than two (2) percent of the nation's subscriber lines installed in the aggregate nationwide,³ and the transaction will result in no new overlapping or adjacent service areas with another incumbent local exchange carrier.

³ As of December 31, 2015, the Commission reported that the retail switched access lines were approximately 64,572,000 nationwide. *See Voice Telephone Services: Status as of December 31, 2016* (Industry Analysis and Technology Division, Wireline Competition Bureau, November,

9. Identification of all other Commission applications related to the same transaction - 47 C.F.R. § 63.04(a)(9).

In connection with this transaction, Applicants will also file an application for authority assign the international Section 214 authorization held MTC-LD, File No. ITC-214-19970225-00116.

10. A statement of whether the applicants are requesting special consideration because either party to the transaction is facing imminent business failure - 47 C.F.R. §§ 63.04(a)(10).

Applicants are not facing imminent business failure.

11. Identification of any separately filed waiver requests being sought in conjunction with the transaction - 47 C.F.R. §§ 63.04(a)(11).

None.

12. A statement showing how grant of the Joint 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 - 47 C.F.R. § 63.04(a)(12).

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, Margaretville, MTC-LD and MTC-C 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 the Companies' subscribers. While as part of the transaction the ownership of Margaretville will be diversified, local management and ownership of the Companies will continue, thus resulting in what is anticipated to be continued customer responsiveness.

2016), Figure 2 (page 3). Margaretville's approximate 2,425 access lines are far less than 2% of the access lines reported by the Commission.

Conclusion.

For the foregoing reasons, Applicants respectfully request that the Commission promptly grant this Application.

April 13, 2017

Respectfully submitted,

By: 
Glen Faulkner
Assistant Secretary/Treasurer
Margaretville Telephone Company, Inc.
P.O. Box 260
50 Swart Street
Margaretville, New York 12455

On behalf of Margaretville Telephone Co., Inc.,
Catskill Communications, Inc. dba MTC Long
Distance, and Heart of the Catskills
Communications, Inc. dba MTC Cable and Their
Respective Shareholders

GreatBanc Trust company, Solely in its capacity as
Trustee of the Margaretville Telephone Co., Inc
Employee Stock Ownership Plan

By: _____
Kjersti Cory
Not in her individual capacity, but as an authorized
Officer of GreatBanc Trust Company
GreatBanc Trust Company, Trustee
801 Warrenville Road, Suite 500
Lisle IL 60532

Conclusion.

For the foregoing reasons, Applicants respectfully request that the Commission promptly grant this Application.

April 13, 2017

Respectfully submitted,

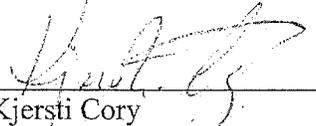
By:

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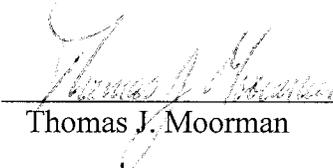
By:



Kjersti Cory
Not in her individual capacity, but as an authorized
Officer of GreatBanc Trust Company
GreatBanc Trust Company, Trustee
801 Warrenville Road, Suite 500
Lisle IL 60532

CERTIFICATE OF SERVICE

I, Thomas J. Moorman, of Woods & Aitken LLP, 5151 Wisconsin Avenue, N.W., Suite 310, Washington, DC 20016, do hereby certify that on this 13th day of April, 2017, the foregoing "Application for Transfer of Control" was mailed, first class postage prepaid, to the following:


Thomas J. Moorman

The Honorable Andrew M. Cuomo
Governor of New York State
NYS State Capitol Building
Albany, NY 12224

US Department of Defense
Assistant Secretary for Network Information and Integration (NII)
6000 Defense Pentagon
Washington, DC 20301-6000

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*Dennis Johnson
Wireline Competition Bureau
Federal Communications Commission
445 12th Street, S.W. Washington, D.C. 20554

* via email