

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

In the Matter of the Joint Application of)

InterCarrier Networks, LLC)

Transferor)

and)

Great Plains Communications LLC)

Transferee)

For Grant of Authority Pursuant to Section 214)
of the Communications Act of 1934, as Amended, and)
Section 63.04 of the Commission's Rules)
to Complete a Transfer of Control)

WC Docket No. 19-_____

**APPLICATION FOR CONSENT TO TRANSFER CONTROL OF
DOMESTIC SECTION 214 AUTHORIZATION**

Pursuant to Section 214 of the Communications Act of 1934, as amended, 47 U.S.C. § 214 (the "Act"), and Sections 63.03 and 63.04 of the Commission's Rules, 47 C.F.R. §§ 63.03, 63.04, InterCarrier Networks, LLC ("ICN" or "Transferor"), and Great Plains Communications LLC ("GP Communications" or "Transferee" and together with Transferor, the "Applicants"), hereby respectfully request the authority necessary to consummate a transaction (the "Transaction") whereby GP Communications will acquire direct control of Transferor. Transferor holds only a domestic Section 214 authorization, as explained herein.

ICN provides domestic IP enabled services, broadband services, and advanced services. ICN also provides local exchange and exchange access services in the states of Illinois and Indiana. GP Communications serves as an incumbent local exchange carrier in Nebraska and in a few areas

of Colorado, Kansas, and South Dakota. GP Communications' wholly-owned subsidiary Great Plains Broadband LLC ("GP Broadband") provides facilities-based competitive local exchange services in Nebraska, and GP Communications' wholly-owned subsidiary Great Plains Communications Long Distance LLC ("GP Long Distance") provides competitive resold long distance services in Nebraska.

As discussed in more detail below, the Applicants have entered into an Agreement whereby GP Communications will acquire all of the ownership interests in ICN. The Transaction will not result in any loss or impairment of service for ICN or for any of the GP Communications customers, and will have no adverse effects upon competition in Illinois, Indiana, Kentucky, Nebraska, Colorado, Kansas, South Dakota, or the rest of the United States. Indeed, the proposed Transaction will create operational efficiencies and not result in any harms to customers. Accordingly, the Commission should find that the Transaction will serve the public interest.

The Applicants provide below the information required by Section 63.04(a) of the Commission's Rules, 47 C.F.R. § 63.04(a). The Applicants also respectfully request streamlined treatment of the Application pursuant to Section 63.03 of the Commission's Rules, 47 C.F.R. § 63.03. This Application is eligible for streamlined treatment pursuant to Section 63.03(b)(2)(ii) of the Rules because (1) following consummation of the proposed Transaction, Transferee and its affiliates will have less than a 10 percent share of the interstate, interexchange market and will provide competitive telephone exchange services (if at all) exclusively in areas served by a dominant local carrier not a party to the Transaction; and (2) Applicants are a dominant carrier and a non-dominant carrier that provides services exclusively outside the geographic area where the dominant carrier is dominant.

I. DESCRIPTION OF THE APPLICANTS

A. InterCarrier Networks

ICN is a limited liability company organized under the laws of Michigan. The principal place of business is located at 135 North Meramec Avenue, Suite 501, Clayton, MO 63105. ICN's mission is to provide critical bandwidth infrastructure solutions to telecommunications carriers and major enterprises. ICN provides domestic IP enabled services, broadband services, and advanced services. ICN also provides local exchange and exchange access services in the states of Illinois and Indiana. In addition, ICN has received authority to operate in the state of Kentucky. ICN holds a blanket domestic Section 214 authorization pursuant to 47 C.F.R. § 63.01.

B. Great Plains Communications

GP Communications and its wholly owned subsidiaries GP Broadband and GP Long Distance are limited liability companies organized under the laws of Delaware. Their principal place of business is located at 1600 Great Plains Centre, P.O. Box 500, Blair, NE 68008. GP Communications is the largest privately owned telecommunications provider in Nebraska serving over 92 communities with its extensive 8,000-mile regional fiber network. Together, GP Communications, GP Broadband, and GP Long Distance provide residential services including high-speed Internet, cable television, and local and long distance telephone services as well as business and enterprise services ranging from voice and data products to installation and support of large networks with scalable Ethernet solutions. GP Communications serves as an incumbent local exchange carrier in Nebraska and in a few areas of Colorado, Kansas, and South Dakota; GP Broadband provides facilities-based competitive local exchange services in Nebraska; and GP Long Distance provides competitive resold long distance services in Nebraska. Each of GP Communications, GP Broadband, and GP Long Distance holds a blanket domestic Section 214 authorization pursuant to 47

C.F.R. § 63.01, and GP Long Distance holds a Section 214 authorization to provide resold international telecommunications services.

II. DESCRIPTION OF THE TRANSACTION

Pursuant to the terms of a Membership Interest Purchase Agreement (“Agreement”) dated May 3, 2019, ICN will become a wholly owned subsidiary of GP Communications. After consummation of the Transaction, ICN will continue to exist and operate under the same name, and will continue to provide service pursuant to then-existing rates, terms, and conditions for the near term. Any future changes to the rates, terms, and conditions of service will be undertaken pursuant to customers’ contracts, tariffs, and applicable law. No carrier change charges will result from the Transaction and no customer service or billing contact information will change as a result of the Transaction. All existing customers of ICN will continue to be served by ICN pursuant to the existing authorizations as well as the existing tariffs and contracts.

A diagram of the pre- and post-closing corporate structure of the Applicants is provided hereto as **Exhibit A**.

III. PUBLIC INTEREST STATEMENT

Pursuant to Section 214 of the Act, the Commission will approve a proposed transfer of control of an authorization if it concludes that, after considering the record before it, doing so would serve the public interest, convenience, and necessity.¹ The Commission will inquire whether the proposed transaction complies with relevant provisions of the Act, other applicable statutes, and the Commission’s Rules, including whether the proposed transferee is qualified to hold the authorizations.

¹ 47 U.S.C. § 214. *See, e.g., Applications of Level 3 Communications, Inc. and CenturyLink, Inc.*, Memorandum Opinion and Order, WC Docket No. 16-403, FCC 17-142, paras. 8-11 (rel. Oct. 30, 2017) (describing the Commission’s standard of review for proposed transfers of control).

Consistent with its rules and precedents, the Commission should find that the proposed Transaction is in the public interest and approve this Application. GP Communications is well qualified to become the new owner of ICN. GP Communications benefits from financial and managerial resources of its direct and indirect owners. As a result of its proposed new ownership, ICN will enjoy access to these resources as well.

The Applicants intend to maintain ICN's managerial, technical, and operational standards and enhance them as a result of the transaction. Following closing, ICN will enjoy operational efficiencies, the Transaction will not result in any harms to customers, and ICN will be able to maintain and advance its state-of-the-art infrastructure and bring even more innovative service offerings to customers in Illinois, Indiana, and Kentucky. ICN will maintain and gain renewed momentum to improve its quality of service and will continue to operate pursuant to existing service arrangements and authority. The Transaction also poses no threat to competition in Illinois, Indiana, or Kentucky. Neither Great Plains Communications nor its wholly-owned subsidiaries operate as a carrier in Illinois, Indiana, or Kentucky. Thus, there will be no elimination of competitors, and, as a result of this transaction, there will be no negative impact on competition in the communications market in these states.

IV. INFORMATION REQUIRED BY COMMISSION RULE SECTION 63.04(a)

The Applicants submit the following information pursuant to Section 63.04(a) of the Commission's Rules:

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

Transferor:

InterCarrier Networks, LLC
135 North Meramec Avenue, Suite 501
Clayton, MO 63105
Telephone: 316-858-3000

FRN: 0020057980

Transferee:

Great Plains Communications LLC
1600 Great Plains Centre
P.O. Box 500
Blair, NE 68008
Tel: (402) 456-6445

FRN: 0004381380

(a)(2) Government, State, or Territory Under the Laws of Which Each Applicant is Organized.

GP Communications is a Delaware limited liability company. ICN is a Michigan limited liability company.

(a)(3) Correspondence concerning the Application should be sent to:

For InterCarrier Networks, LLC:

Connie Wightman
Consultant
Inteserra Consulting Group, Inc.
151 Southhall Lane, Suite 450
Maitland, FL 32751
Tel: 407-740-3002
scwightman@inteserra.com

with a copy to:

Matt Porterfield
President
InterCarrier Networks, LLC
135 North Meramec Ave, Suite 501
Clayton, MO 63105
Tel: 314-558-0634
porterfield@intercarnetworks.com

For GP Communications:

Matthew S. DelNero
Thomas G. Parisi
Covington & Burling LLP
One CityCenter
850 Tenth Street, NW
Washington, DC 20001-4956
Tel: (202) 662-6000
mdelnero@cov.com
tparisi@cov.com

with a copy to:

Todd A. Foje
Chief Executive Officer
Great Plains Communications LLC
1635 Front Street
Blair, Nebraska 68008
Tel: 620-543-5003
tfoje@gpcom.com

(a)(4) Ownership Information.

The following persons or entities hold or will hold, directly or indirectly, a 10% or greater interest in ICN as calculated pursuant to the Commission's ownership attribution rules for wireline carriers:

Pre-Transaction Ownership

1. InterCarrier Networks, LLC ("ICN") is wholly owned by:

Name: Kelly D. Robinson, as Trustee of the Revocable Living Trust of Kelly D. Robinson u/a/d May 1, 2007
Address: 303 S. Union Street, Unit 1, Traverse City, MI 49684
Ownership: 45.44%
Citizenship: United States
Principal Business: Trust

Name: Dudley Smith, IV, as Trustee of the Revocable Living Trust of Dudley Smith, IV, u/a/d April 19, 2005
Address: 1035 Peninsula Drive, Traverse City, MI 49686
Ownership: 32.17%
Citizenship: United States
Principal Business: Trust

Name: Ann E. Robinson
Address: 4717 Mantle Lane, Brighton, MI 48116
Ownership: 12.06%
Citizenship: United States
Principal Business: Individual

Name: Matthew Porterfield and Robyn Porterfield, as Co-Trustees of The Porterfield Living Trust u/a/d September 20, 2010
Address: 8106 Gannon Avenue, University City, MO 63130
Ownership: 10.33%
Citizenship: United States
Principal Business: Trust

Post-Transaction Ownership

1. ICN will be wholly owned by:

Name: Great Plains Communications LLC
("GP Communications")

Address: 1600 Great Plains Centre, P.O. Box 500, Blair, NE 68008
Ownership: 100%
Citizenship: United States (Delaware)
Principal Business: Telecommunications services

2. GP Communications will continue to be wholly owned by:

Name: Great Plains Communications Holdings LLC
("GPC Holdings")
Address: 1900 K Street NW, Suite 1130 Washington, DC 20006
Ownership: 100%
Citizenship: United States (Delaware)
Principal Business: Holding Company

3. GPC Holdings is 88.5% owned by:

Name: Grain Communications Opportunity Fund II, L.P.
("GCO Fund II")
Address: 1900 K St. NW., Suite 1130, District of Columbia, 20006
Ownership: 88.5% (directly in GPC Holdings)
Citizenship: United States (Delaware)
Principal Business: Investment Fund

4. The limited partnership interests in GCO Fund II are held by passive financial investors. The limited partnership interests are fully insulated in accordance with the Commission's Rules. Two such limited partners hold a ten percent (10%) or greater equity interest in GCO Fund II:

Name: Board of Regents of The University of Texas System
Address: 210 W. 7th Street, Suite 1700, Austin, TX 78701
Ownership: 11.1% of the economic interests based on capital commitments (directly in GCO Fund II)
Citizenship: United States (Texas)
Principal Business: University Endowment

Name: The New York State Common Retirement Fund
Address: 59 Maiden Lane, New York, NY 10038
Ownership: 16.7% of the economic interests based on capital commitments (directly in GCO Fund II)
Citizenship: United States (New York)
Principal Business: Investment Fund

No other individual or entity directly or indirectly holds a ten percent (10%) or greater equity interest in GCO Fund II and thus in ICN.

5. Control of GCO Fund II resides in its general partner:

Name: Grain GP IV, LLC
Address: 1900 K St. NW., Suite 1130, District of Columbia, 20006
Ownership: Sole general partner of GCO Fund II
Less than 10% equity interest in GCO Fund II
Citizenship: United States (Delaware)
Principal Business: Investments

6. Grain GP IV, LLC is controlled by its sole managing member:

Name: Grain Capital II, LLC
Address: 1900 K St. NW., Suite 1130, District of Columbia, 20006
Ownership: Sole managing member of Grain GP IV, LLC with 64.5%
of the membership interests in GP IV, LLC
Less than 10% equity interest in GCO Fund II
Citizenship: United States (Delaware)
Principal Business: Investments

7. Grain Capital II, LLC is wholly held by:

Name: Grain Capital, LLC
Address: 1900 K St. NW., Suite 1130, District of Columbia, 20006
Ownership: Sole member of Grain Capital II, LLC
Less than 10% equity interest in GCO Fund II
Citizenship: United States (Florida)
Principal Business: Investments

8. Grain Capital, LLC is wholly held by:

Name: David Grain
Address: 100 North Washington Boulevard, Suite 201, Sarasota, FL
34236
Ownership: Holds 100% of the limited liability company interest in
Grain Capital, LLC
Less than 10% equity interest in GCO Fund II
Citizenship: United States
Principal Business: Investments

No other person or entity, directly or indirectly, will control or own a ten percent or greater equity interest in ICN upon the closing of the proposed Transaction.

Neither ICN nor GP Communications has any interlocking directorates with any foreign carrier.

(a)(5) Certification Pursuant to 47 C.F.R. §§ 1.2001 through 1.2003.

Applicants certify pursuant to §§1.2001 through 1.2003 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.

(a)(6) Description of the Transaction.

The proposed Transaction is described in Section II of the Application.

(a)(7) Description of Geographic Service Area and Services in Each Area.

The geographic service area and services in each area are described in Section I of the Application.

(a)(8) Presumption of Non-Dominance and Qualification for Streamlining.

This Application is eligible for streamlined processing of a domestic transfer of control application pursuant to Section 63.03(b)(2)(ii) of the Rules because (1) following consummation of the proposed Transaction, Transferee and its affiliates will have less than a 10 percent share of the interstate, interexchange market and will provide competitive telephone exchange services (if at all) exclusively in areas served by a dominant local carrier not a party to the Transaction; and (2) Applicants are a dominant carrier and a non-dominant carrier that provides services exclusively outside the geographic area where the dominant carrier is dominant.

(a)(9) Other Pending Applications Concerning the Proposed Transaction.

There are no other pending applications concerning the proposed Transaction.

(a)(10) Special Considerations.

None.

(a)(11) Waiver Requests.

None.

(a)(12) Public Interest Statement.

The proposed Transaction is consistent with and conducive to the public interest for the reasons detailed in Section III of the Application.

V. CONCLUSION

Based on the foregoing, the Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by grant of this Application.

Respectfully submitted,

**GREAT PLAINS COMMUNICATIONS
LLC**

/s/

Matthew S. DelNero
Thomas G. Parisi
Covington & Burling LLP
One CityCenter
850 Tenth Street, NW
Washington, DC 20001-4956
Tel: (202) 662-6000
mdelnero@cov.com
tparisi@cov.com

*Counsel for Great Plains
Communications LLC*

INTERCARRIER NETWORKS, LLC

/s/

Connie Wightman
Inteserra Consulting Group, Inc.
151 Southhall Lane
Suite 450
Maitland, FL 32751
Tel: (407) 740-3002
Fax: 407-740-0613
cwightman@inteserra.com

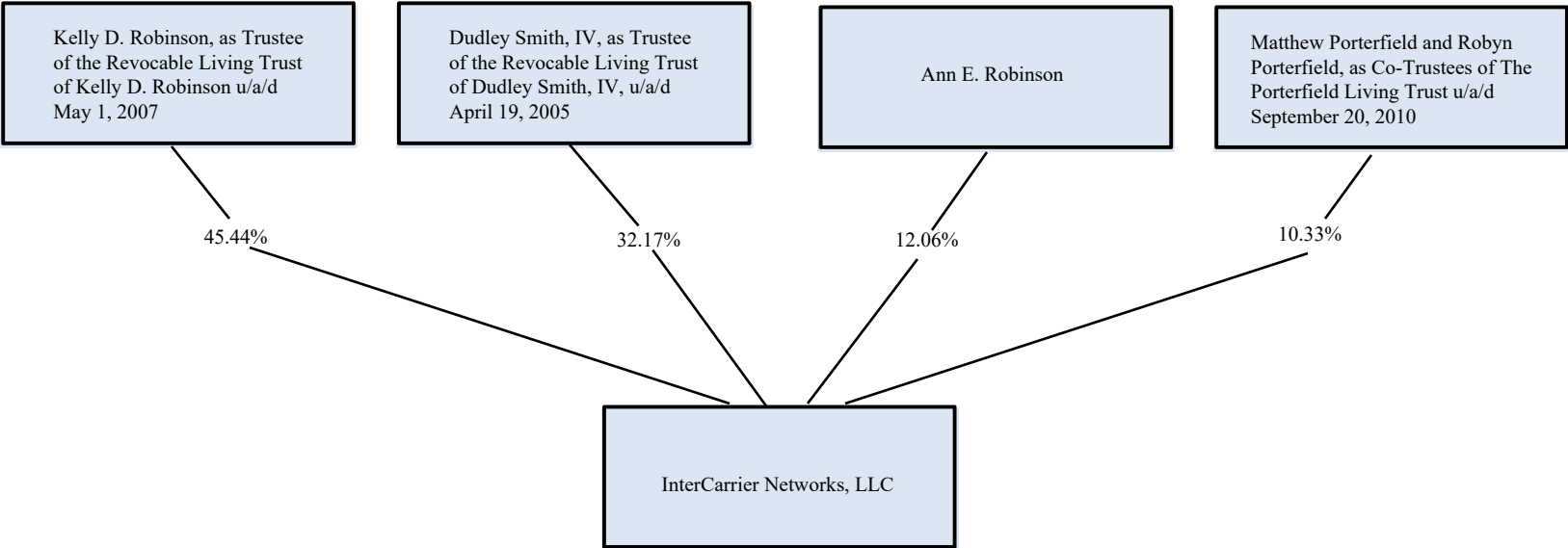
*Consultant for InterCarrier
Networks, LLC*

LIST OF EXHIBITS

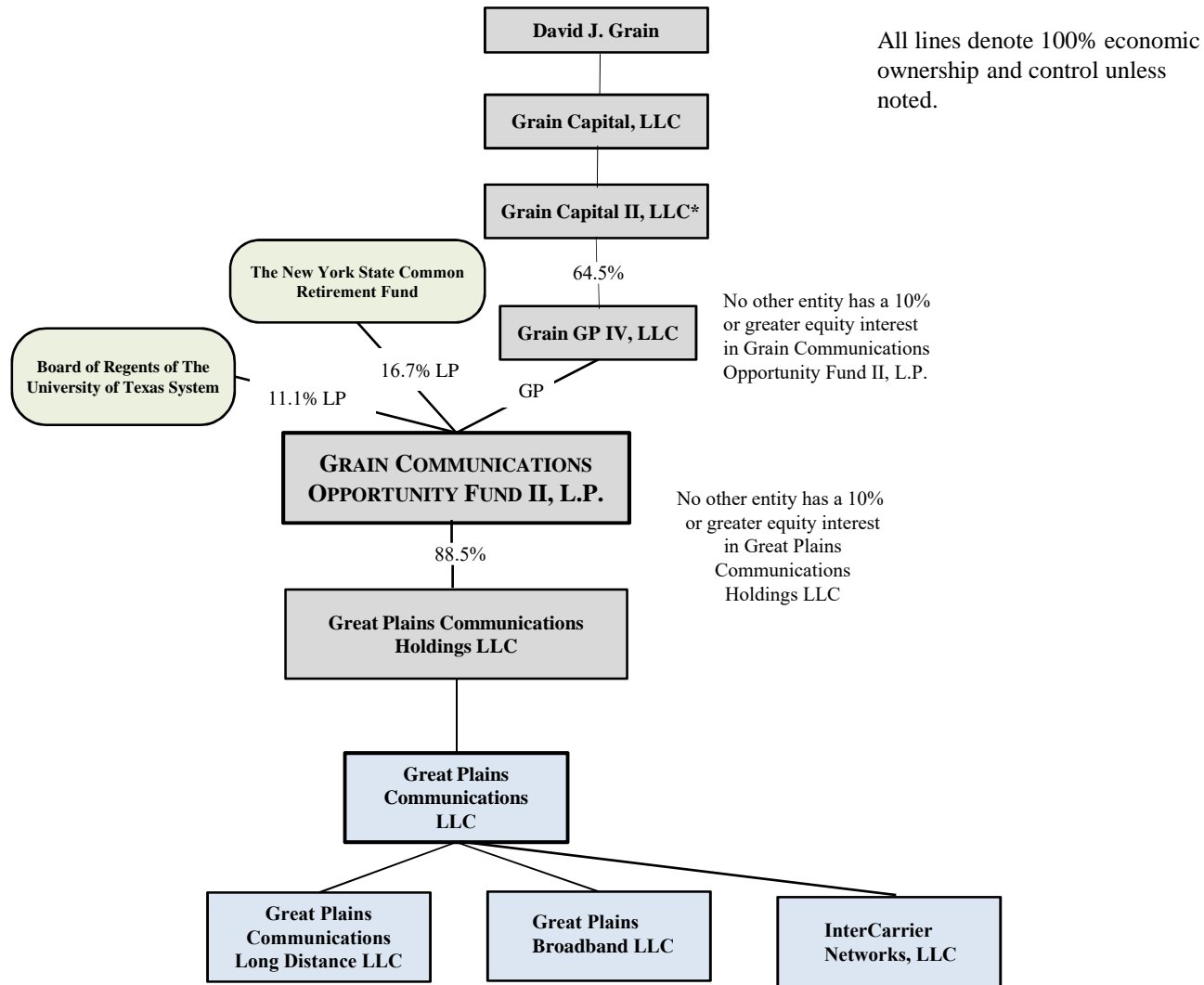
EXHIBIT A – Pre- and Post-Transaction Ownership Charts
VERIFICATIONS

Exhibit A

Pre-Transaction Ownership



Post-Transaction Ownership



*Grain Capital II, LLC is the only managing member of Grain GP IV, LLC, and has 64.5% of the membership interests. Non-managing members own a combined interest of 35.5% in Grain GP IV, LLC

VERIFICATION

I, Kelly D. Robinson, state that I am Manager of InterCarrier Networks, LLC; that I am authorized to make this Verification on behalf of InterCarrier Networks, LLC; that the foregoing application was prepared under my direction and supervision; and that the contents are true and correct to the best of my knowledge, information, and belief.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 16th Day of May, 2019

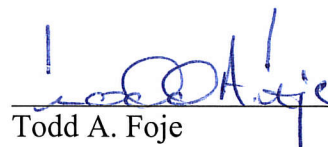


Kelly D. Robinson
Manager
InterCarrier Networks, LLC

VERIFICATION

I, Todd A. Foje, state that I am Chief Executive Officer of Great Plains Communications LLC; that I am authorized to make this Verification on behalf of Great Plains Communications LLC; that the foregoing application was prepared under my direction and supervision; and that the contents are true and correct to the best of my knowledge, information, and belief.

I declare under penalty of perjury that the foregoing is true and correct. Executed this ____ Day of _____, 2019



Todd A. Foje
Chief Executive Officer
Great Plains Communications LLC

Agency Tracking ID:PGC3247232 Authorization
Number:007004
Successful Authorization -- Date Paid: 5/17/19
FILE COPY ONLY!!

READ INSTRUCTIONS CAREFULLY BEFORE PROCEEDING (1) LOCKBOX #979091	FEDERAL COMMUNICATIONS COMMISSION REMITTANCE ADVICE FORM 159 PAGE NO 1 OF 1	APPROVED BY OMB 3060-059 SPECIAL USE FCC USE ONLY
SECTION A - Payer Information		
(2) PAYER NAME (if paying by credit card, enter name exactly as it appears on your card) Covington & Burling LLP		(3) TOTAL AMOUNT PAID (dollars and cents) \$1195.00
(4) STREET ADDRESS LINE NO. 1 One CityCenter		
(5) STREET ADDRESS LINE NO. 2 850 Tenth Street, NW		
(6) CITY Washington	(7) STATE DC	(8) ZIP CODE 20001
(9) DAYTIME TELEPHONE NUMBER (INCLUDING AREA CODE) 202-6626000		(10) COUNTRY CODE (IF NOT IN U.S.A.) US
FCC REGISTRATION NUMBER (FRN) AND TAX IDENTIFICATION NUMBER (TIN) REQUIRED		
(11) PAYER (FRN) 0003738457	(12) FCC USE ONLY	
IF PAYER NAME AND THE APPLICANT NAME ARE DIFFERENT, COMPLETE SECTION B IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C)		
(13) APPLICANT NAME Great Plains Communications LLC		
(14) STREET ADDRESS LINE NO. 1 1635 Front Street		
(15) STREET ADDRESS LINE NO. 2 PO Box 500		
(16) CITY Blair	(17) STATE NE	(18) ZIP CODE 68008-0500
(19) DAYTIME TELEPHONE NUMBER (INCLUDING AREA CODE) 402-4266433		(20) COUNTRY CODE (IF NOT IN U.S.A.) US
FCC REGISTRATION NUMBER (FRN) AND TAX IDENTIFICATION NUMBER (TIN) REQUIRED		
(21) APPLICANT (FRN) 0004381380	(22) FCC USE ONLY	
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET		
(23A) FCC Call Sign/Other ID	(24A) Payment Type Code(PTC) CDT	(25A) Quantity 1
(26A) Fee Due for (PTC) \$1,195.00	(27A) Total Fee \$1195.00	FCC Use Only
(28A) FCC CODE 1	(29A) FCC CODE 2	
(23B) FCC Call Sign/Other ID	(24B) Payment Type Code(PTC)	(25B) Quantity
(26B) Fee Due for (PTC)	(27B) Total Fee	FCC Use Only
(28B) FCC CODE 1	(29B) FCC CODE 2	