

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

In the Matter of	)	
	)	
	)	
ICTC Group, Inc.	)	
Transferor,	)	
	)	
and	)	WC Docket No. ____
	)	
BEK Communications Cooperative	)	
Transferee,	)	
	)	
For Consent pursuant to Section 214	)	
of the Communications Act of 1934, as amended, to	)	
Transfer Control of	)	
	)	
ICTC Telephone, L.L.C.	)	
and	)	
Valley Communications, Inc.	)	

**APPLICATION FOR TRANSFER OF CONTROL  
OF DOMESTIC SECTION 214 AUTHORIZATIONS**

ICTC Group, Inc. (“ICTC Group” or “Transferor”) and BEK Communications Cooperative (“BEK” or “Transferee,” and jointly, “Applicants”) hereby respectfully request authorization to transfer control of the Section 214 authorizations held by the indirect wholly-owned subsidiaries of Transferor, Inter-Community Telephone Company, L.L.C. (“ICTC Telephone”) and Valley Communications, Inc. (“Valley,” together the “ICTC Companies” or “Authorized Entities”), from Transferor to BEK.

Pursuant to Section 63.04(b) of the Commission’s Rules, Applicants submit the following information:

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

**Transferor:**

ICTC Group, Inc.  
c/o Daniel Miller  
Gabelli Funds  
One Corporate Center  
Rye, New York 10580  
Telephone: 914-921-5193  
E-mail: [dmiller@gabelli.com](mailto:dmiller@gabelli.com)

FRN: 0005139183

**Authorized Entities:**

Inter-Community Telephone Company, L.L.C  
Valley Communications, Inc.  
c/o Mark Johnson  
P.O. Box 8  
556 Main Street  
Nome, North Dakota 58062  
Telephone: 701-924-8815  
E-mail: [mark.johnson@ictcnet.com](mailto:mark.johnson@ictcnet.com)

FRN: 0022096903

FRN: 0020852315

**Transferee:**

**BEK Communications Cooperative**

FRNs: 0017818881 and  
0002477636

c/o Derrick F. Bulawa  
PO Box 230, 200 East Broadway  
Steele North Dakota 58482  
Telephone: 701-475-1220  
E-mail: [derrick@bektel.coop](mailto:derrick@bektel.coop)

**(2) The government, state, or territory under the laws of which each corporate or partnership applicant is organized.**

**ICTC Group, Inc.:**

- is organized under the laws of the State of Delaware.

**Inter-Community Telephone Company, L.L.C.:**

- is organized under the laws of the State of North Dakota.

**Valley Communications, Inc.:**

- is organized under the laws of the state of North Dakota.

**BEK Communications Cooperative:**

- is organized under the laws of the state of North Dakota.

- (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 application is to be addressed.

**For Transferor and Authorized Entities:**

**Transferor:**

ICTC Group, Inc.  
c/o Daniel Miller  
Gabelli Funds  
One Corporate Center  
Rye, New York 10580  
Telephone: 914-921-5193  
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FRN: 0005139183

**Authorized Entities:**

Inter-Community Telephone Company, L.L.C  
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556 Main Street  
Nome, North Dakota 58062  
Telephone: 701-924-8815  
E-mail: [mark.johnson@ictcnet.com](mailto:mark.johnson@ictcnet.com)

FRN: 0022096903

FRN: 0020852315

*With a copy to:*

Matthew Brill  
Latham & Watkins LLP  
555 Eleventh Street NW  
Suite 1000  
Washington, DC 20004-1304  
Telephone: 202-637-1095  
E-mail: [Matthew.Brill@lw.com](mailto:Matthew.Brill@lw.com)

**For Transferee:**

BEK Communications Cooperative  
Derrick F. Bulawa, Chief Executive Officer  
PO Box 230, 200 East Broadway

Steele North Dakota 58482  
Telephone: 701-475-1220  
E-mail: [derrick@bektel.coop](mailto:derrick@bektel.coop)

*With a copy to:*

BEK Communications Cooperative  
Brett Stroh, Board President  
PO Box 230, 200 East Broadway  
Steele North Dakota 58482  
Telephone: 701-269-9567  
E-mail: [brett.stroh@bektel.coop](mailto:brett.stroh@bektel.coop)

*With a copy to:*

Sylvia Lesse  
Communications Advisory Counsel, LLC  
5151 Wisconsin Avenue, NW, Suite 311  
Washington, DC 20016  
Phone: (202) 333-5273  
Fax: (202) 318-3213  
Email: [sylvia@independent-tel.com](mailto:sylvia@independent-tel.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).**

**Transferor**

ICTC Group, Inc. owns 100% of Lynch Telephone II, L.L.C. (“Lynch”), a Delaware limited liability company. Lynch, in turn, owns 100% of the shares of each of ICTC Telephone and Valley. The only ten percent (10%) or more direct owners of ICTC Group, Inc. are:

<u>Name and Address</u>	<u>Percentage</u>	<u>Citizenship</u>	<u>Business</u>
CIBL, Inc. (“CIBL”) 165 West Liberty Street Suite 210 Reno, Nevada 89501	43.8%	U.S.A.	Holding Company

MJG-IV Limited Partnership One Corporate Center Rye, New York 10580	21.2%	U.S.A.	Investment Partnership
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The owners of the companies listed above holding an indirect 10% or more ownership interest in ICTC Group, Inc. are:

<u>Name and Address</u>	<u>Percentage</u>	<u>Citizenship</u>	<u>Business</u>
E3M 2016 LLC (“E3M”) One Corporate Center Rye, New York 10580	16.5% in ICTC (37.6% direct interest in CIBL)	U.S.A.	Family Trust

E3M is controlled by its managing member, who is a member of Mario J. Gabelli’s immediate family.

MJG-IV Limited Partnership (“MJG-IV”) is a family partnership of which Mario J. Gabelli is the general partner.

### **Transferee**

BEK is a North Dakota incumbent telephone company, organized as a cooperative corporation. BEK is owned by its members-subscribers; no single member-subscriber owns or controls more than five percent (5%) of the equity interests of BEK. BEK is controlled by its Board of Directors, all of whom are US citizens:

President	Brett Stroh
Vice President	Kevin Bernhardt
Secretary/Treasurer	William Becker
Director	Doug Kalianoff
Director	Shane Morris
Director	Gerald Burlack
Director	Vickie Martin
Director	Leo Meier
Director	Sanford Williams
CEO	Derrick Bulawa
CFO	Brandon Vaughan

The address for BEK, its Board and officers is:

**BEK Communications Cooperative**  
Po. Box 230, 200 East Broadway  
Steele North Dakota 58482  
Telephone: 701-475-2361

The principal business of BEK is telecommunications.

- (5) Certification pursuant to §§1.2001 through 1.2003 of this chapter 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.**

Applicants hereby 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. § 583.

- (6) Description of the transaction:**

BEK proposes to acquire all of the stock of ICTC Group through a reverse triangular merger, wherein a single-purpose acquisition indirect subsidiary is formed by BEK for the purpose of merging with ICTC Group, which will be the survivor of the merger transaction. Specifically, BEK has formed and owns 100% of BEK East, Inc., a North Dakota corporation, which, in turn, formed a Delaware corporate subsidiary, BEK East Delaware, Inc. BEK East Delaware, Inc. will merge with ICTC Group, in accordance with the corporate law of the State of Delaware. ICTC Group will be the surviving corporation and the existence of BEK East Delaware, Inc. will terminate upon consummation and effectiveness of the proposed transaction, leaving ICTC Group as a wholly-owned subsidiary of BEK East Inc., the wholly-owned subsidiary of BEK. After consummation of this transaction, the ICTC Companies will continue to exist and operate in their existing corporate formats and under existing corporate names, and continue to

provide service pursuant to then-existing rates, terms and conditions for the near term. No carrier change charges will result from this transaction and no customer service or billing contact information will change as a result of this transaction. Furthermore, this transaction will not affect customers' preferred carrier freezes. Accordingly, this transaction will be transparent to consumers. Moreover, BEK does not seek any modification in the federal regulatory status of the ICTC Companies, facilitating both transactional and post-transaction administration and administrative efficiency.

In addition, Applicants are aware of the recent Commission decision approving the transfer of control of a local exchange carrier ("LEC") electing to receive support under the Alternative Connect America Cost Model ("ACAM") to a LEC electing to continue to receive support based upon its own embedded costs, also known as a "rate-of-return" company.<sup>1</sup> Given that BEK is a rate-of-return LEC and ICTC Telephone is a LEC that has elected to receive ACAM support, BEK would anticipate that this transaction involving "mixed support" companies would result in the application of the Hargray Decision's condition to the grant of the instant Application, *i.e.*, BEK's operating expenses will "be capped at the average combined operating expense of the three calendar years preceding the transaction closing date . . . ."<sup>2</sup> (as adjusted for the percentage change in the United States Department of Commerce's Gross Domestic

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<sup>1</sup> *In the Matter of Joint Application of W. Mansfield Jennings Limited Partnership and Hargray Communications Group, Inc. for Consent to the Transfer of Control of ComSouth Corporation Pursuant to Section 214 of the Communications Act of 1934*, WC Docket No. 18-52, Memorandum Opinion and Order, FCC 18-62 (May 11, 2018) (the "Hargray Decision").

<sup>2</sup> *Id.* at ¶ 27.

Product – Chain Price Index<sup>3</sup>) for a period of seven (7) years,<sup>4</sup> with “operating expense” including “maintenance, network support/network operations/general, benefits, rent expenses, and corporate operations, while depreciation, return on investment, and taxes shall be excluded.”<sup>5</sup>

Charts depicting the pre- and post-transaction ownership structure of the ICTC Companies are provided as Exhibit A.

The proposed transaction does not require the prior authorization of the North Dakota Utilities Commission.

**(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**

**Authorized Entities:**

ICTC Telephone, a North Dakota corporation, is a rural incumbent local exchange company, providing local exchange and exchange access service to 9 exchanges in Barnes, Griggs, Steele, Cass and Ransom Counties, North Dakota to approximately 1,533 customers. In addition, broadband service of at least 10 Mbps downstream/1 Mbps upstream is available in approximately 61% of the ICTC Telephone service territory.

Valley, also a North Dakota corporation, provides competitive broadband and telephone services in and around the city of Valley City to approximately 40 subscribers.

ICTC Group, Inc. is a Delaware holding company with no current operations.

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<sup>3</sup> *Id.* at ¶ 30.

<sup>4</sup> *Id.* at ¶ 29.

<sup>5</sup> *Id.* at ¶ 28.



ICTC Telephone holds small minority interests in three communications companies. ICTC Telephone owns 3.435% of Dakota Carrier Network, LLC, a North Dakota limited liability company, providing broadband, data storage, private line and related carrier services throughout North Dakota.

ICTC Telephone also owns 3.09% of Red River Cellular, Inc., the 51% holder of Red River Cellular of North Dakota Limited Partnership, which, in turn, holds 84.62% of North Dakota RSA No. 3 Limited Partnership (“RSA 3”). RSA 3 provides wireless service to Dickey, Sargent, Lamoure, Ransom, Richland, Sutsman, Barnes, Foster, Eddy, Griggs, Steele, Traill, Nelson, Walsh and Pembina Counties, North Dakota.

Finally, ICTC Telephone holds a 4% interest in Central Dakota Cellular, Inc., the 51% holder of Central Dakota Cellular of North Dakota Limited Partnership, which, in turn, holds 75% of North Dakota – 5 Kidder Limited Partnership (“RSA %”). RSA 5 provides wireless service to Emmons, Logan McIntosh, Kidder, Wells Stutsman and Sheridan Counties, North Dakota.

Mario J. Gabelli, who is a Director of ICTC Group Inc. and CIBL, Inc., directly or indirectly holds a 41.6% interest in LICT Corporation (“LICT”). Mario J. Gabelli is also Chairman and Chief Executive Officer of LICT. LICT owns several FCC-regulated telecommunication businesses. *See Exhibit C* for a list of the LICT entities.

In addition to the FCC-regulated businesses that are subsidiaries of LICT and ICTC Group, Mr. Gabelli may be deemed to have a 10% or more ownership interest in certain other entities some of which are or may be engaged in (or whose subsidiaries or affiliates may be engaged in) an FCC-regulated telecommunication business. The list of

entities in these schedules may be over-inclusive out of an abundance of caution. *See* Exhibit C for a list of the other entities.

**Transferee:**

BEK East, Inc., a North Dakota corporation, is a holding company that is wholly-owned by BEK. BEK is a rural incumbent local exchange company, providing exchange and exchange access service to 20 rural exchanges in Emmons, McIntosh, Logan, Kidder, Burleigh, McLean, Barnes and Morton Counties, North Dakota, serving approximately 850 business and 6,500 residential access lines. BEK also provides competitive services in and around the city of Valley City, North Dakota (on a competitive basis with Valley), in the Century Link RBOC territory.

BEK provides both regulated and non-regulated services to approximately 9,300 customer through 7 communications products:

ILEC Voice	5,292
ILEC Broadband	4,077
CLEC Voice	2,029
CLEC Broadband	3,678
IPTV	5,127
Hosted IP Voice	4,576
Security	505

BEK and ICTC Group share common ownership of Dakota Carrier Networks and Central Dakota Cellular. Post-transaction, the combined ownership of the commonly-held companies is shown in Exhibit A, and listed below:

Dakota Carrier Networks	10.697%
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The service areas of ICTC Telephone, Valley, BEK and their respective subsidiaries are depicted on attached Exhibit B.

BEK's wholly-owned subsidiary, BEK Sports Network, Inc., has recently been granted consent to accept the assignment of broadcast stations KNDM (Minot, ND) and KNDB (Bismarck ND) from Legacy Broadcasting, LLC. That transaction has not yet been consummated.

**(8) Statement as to how the application fits into one or more of the presumptive streamlined categories in Section 63.03 of the Commission's Rules or why it is otherwise appropriate for streamlined treatment**

The Applicants do not seek streamlined processing of this application. Although the Applicants are incumbent independent local exchange carriers that have, in combination, fewer than 2% of subscribers nationwide, Valley's and BEK's service areas overlap in an area where both entities provide competitive service. Nonetheless, as discussed in section (12) below, prompt grant of this Application is in the public interest, consistent with the policy underlying the streamlined processing procedures, especially given the *de minimis* nature of the service area overlap.

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

None. The ICTC Companies do not provide international service. ICTC Telephone serves as a billing and collection agent for North Dakota Long Distance, who provides domestic interexchange and international service to subscribing ICTC Telephone customers. In addition, the ICTC Companies hold no wireless licenses.

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

Neither party to the transaction is facing imminent business failure. Therefore, Applicants are not requesting special consideration for this reason.

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

No separately filed waiver requests are being sought in conjunction with the 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**

Grant of this Application will serve the public interest, because it (1) will not result in any violation of the Communications Act of 1934, as amended (the “Act”), or any other applicable statutory provision; (2) will not result in a violation of the Commission’s Rules; (3) will not substantially frustrate or impair the Commission’s enforcement of the Act or interfere with the objective of the Act or other statutes; and (4) will yield affirmative public interest benefits.<sup>6</sup>

Grant of the Application will not result in any violation of the Act, Commission Rules or other statutory provisions. In addition, the grant will not in any way frustrate or impair the Commission's enforcement of the Act or interfere with the objectives of the

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<sup>6</sup> See, e.g., *SBC Communications, Inc. and BellSouth Corp. for Consent to Transfer of Control or Assignment of Licenses and Authorizations*, Memorandum Opinion and Order, 15 FCC Rcd. 25459, 25464 (WTB/IB 2000).

Act, because BEK seeks no change of the current regulatory treatment of the ICTC Companies and accepts the applicability of Commission's recently announced methods to prevent potential cost shifting<sup>7</sup> to the instant Application.

Moreover, the proposed transaction will yield affirmative public interest benefits by allowing for the continued provision of high-quality communications services to customers of the ICTC Companies. BEK has fulfilled its obligation to deliver gigabit broadband to 100% of its ILEC and CLEC customers via a 100% fiber network. Consistent with its record of robust deployment implementation, BEK intends to focus its resources to deploy fiber and gigabit broadband to the service areas of the ICTC Companies in an accelerated manner. This accelerated deployment is in the public interest.

Transferee and its affiliates are experienced in the provision of rural telecommunications services, and will efficiently integrate management of the ICTC Companies into ongoing operations. The proximity of service areas will allow greater efficiencies in operations, and BEK intends to ensure that customers enjoy a seamless transition in ownership, without disruption or interruptions in service. The transaction will not adversely affect subscribers, competitors, or the market for the provision of telecommunications services.

After consummation of the proposed transaction, the ICTC Companies will continue to exist and operate under the Section 214 authorizations each currently holds, and each of the ICTC Companies will, post-consummation, continue to provide the same

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<sup>7</sup> See *supra* nn. 1-5 and accompanying text.

services at the same rates for the near term. Accordingly, the proposed transaction will be wholly transparent to current customers.

Finally, the proposed transfer of control will not diminish competition in any relevant market. Applicants, together with their affiliates, serve fewer than 0.01% of the nation's aggregate subscriber lines, and no applicant provides interstate interexchange service. Although the service areas of Valley and BEK overlap in a small area where both entities provide *competitive* services (in competition with CenturyLink, the incumbent LEC, and CSI Cable, another competitive provider)<sup>8</sup>—thus preventing the Application from formally qualifying for streamlined processing under Section 63.03(b) of the Commission's rules—Applicants' *incumbent* LEC operations do not overlap at all. Therefore, the transaction will have no appreciable impact on competition. Indeed, because the transaction on its face presents no risks of competitive harm, expedited processing and approval of this Application would be entirely consistent with the rationale for streamlined processing and would serve the public interest. The interests in predictability, efficiency, and transparency in the review process that support streamlined treatment of most transactions involving small carriers are in no way diminished by the fact that the Applicants provide competitive services in a single market served by an ILEC that is unrelated to either Applicant.

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<sup>8</sup> In addition, AT&T, Verizon, and Sprint provide wireless services in the geographic area where Valley's and BEK's competitive local services overlap.

**Conclusion**

For the foregoing reasons, the Applicants respectfully request the expeditious grant of this Application.

Respectfully submitted,

**ICTC Group, Inc.  
Transferor**

**BEK Communications Cooperative,  
Transferee**

By:                   /s/                    
Matthew Brill

By:                   /s/                    
Sylvia Lesse

*Its Counsel*

*Its Counsel*

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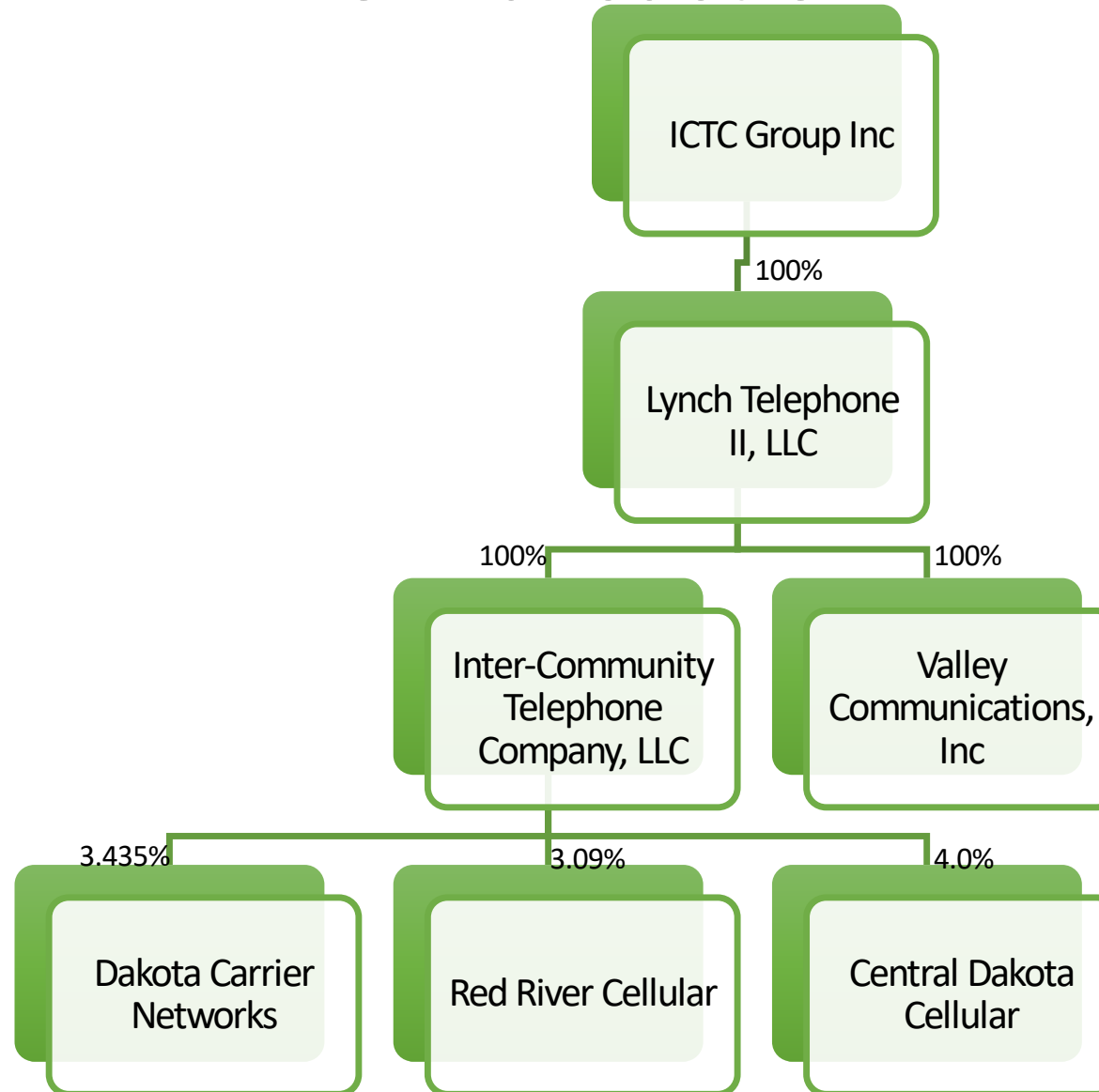
Date: July 18, 2018

## **EXHIBIT A**

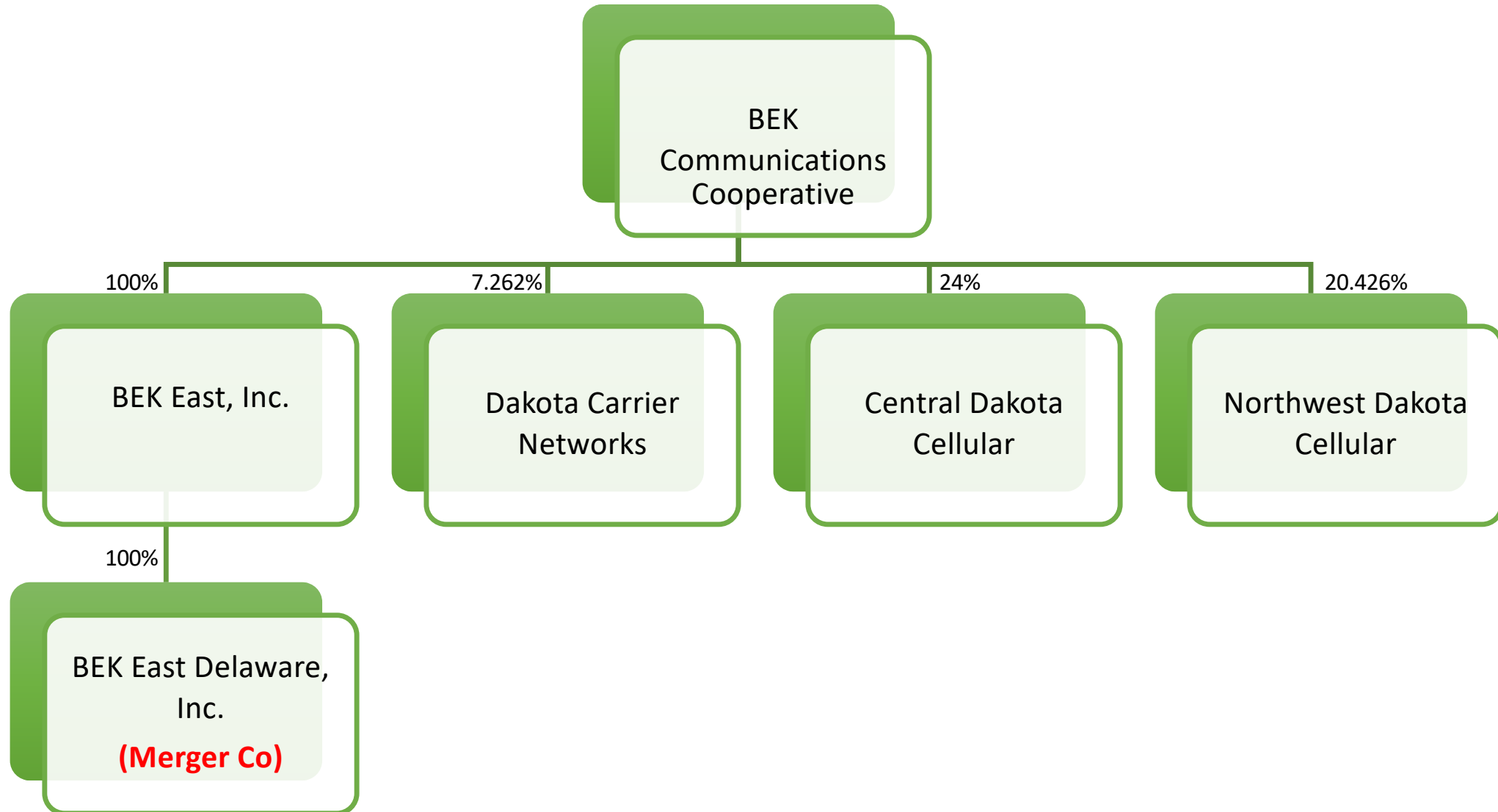
### **Pre- and Post-Transaction Ownership Structure of the ICTC Companies**



# ICTC Group, Inc Pre-Transaction

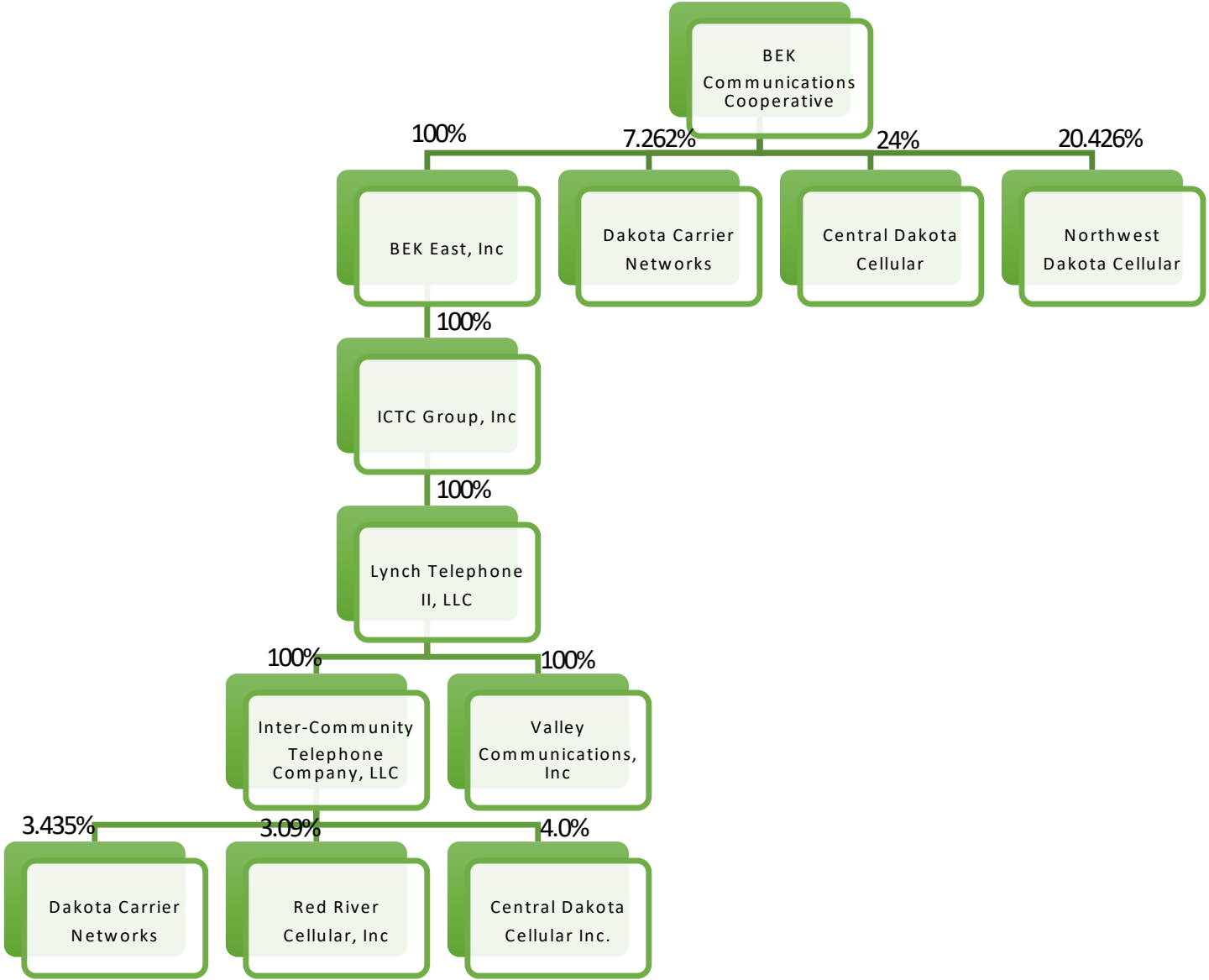


# BEK Communications Cooperative Pre-Transaction

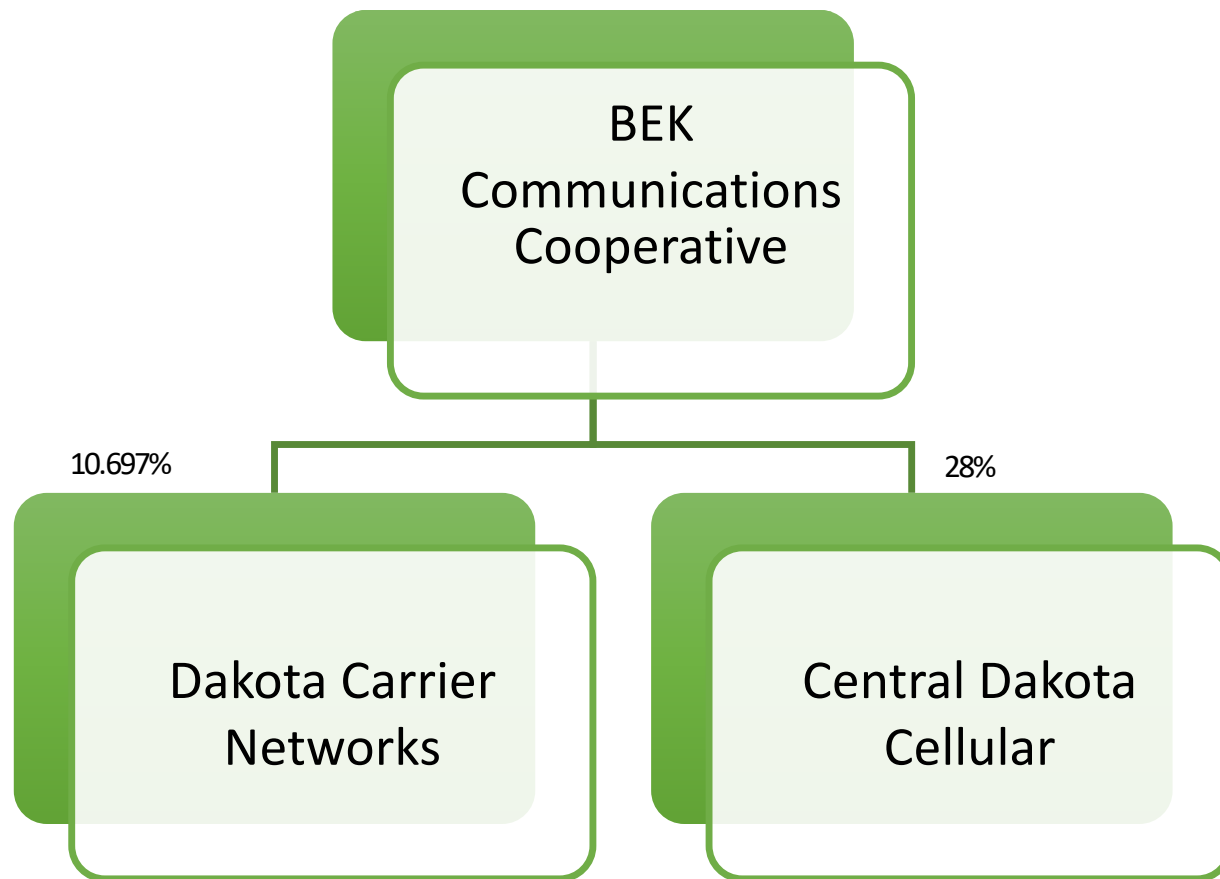


# BEK Communications & ICTC Group

## Post Transaction



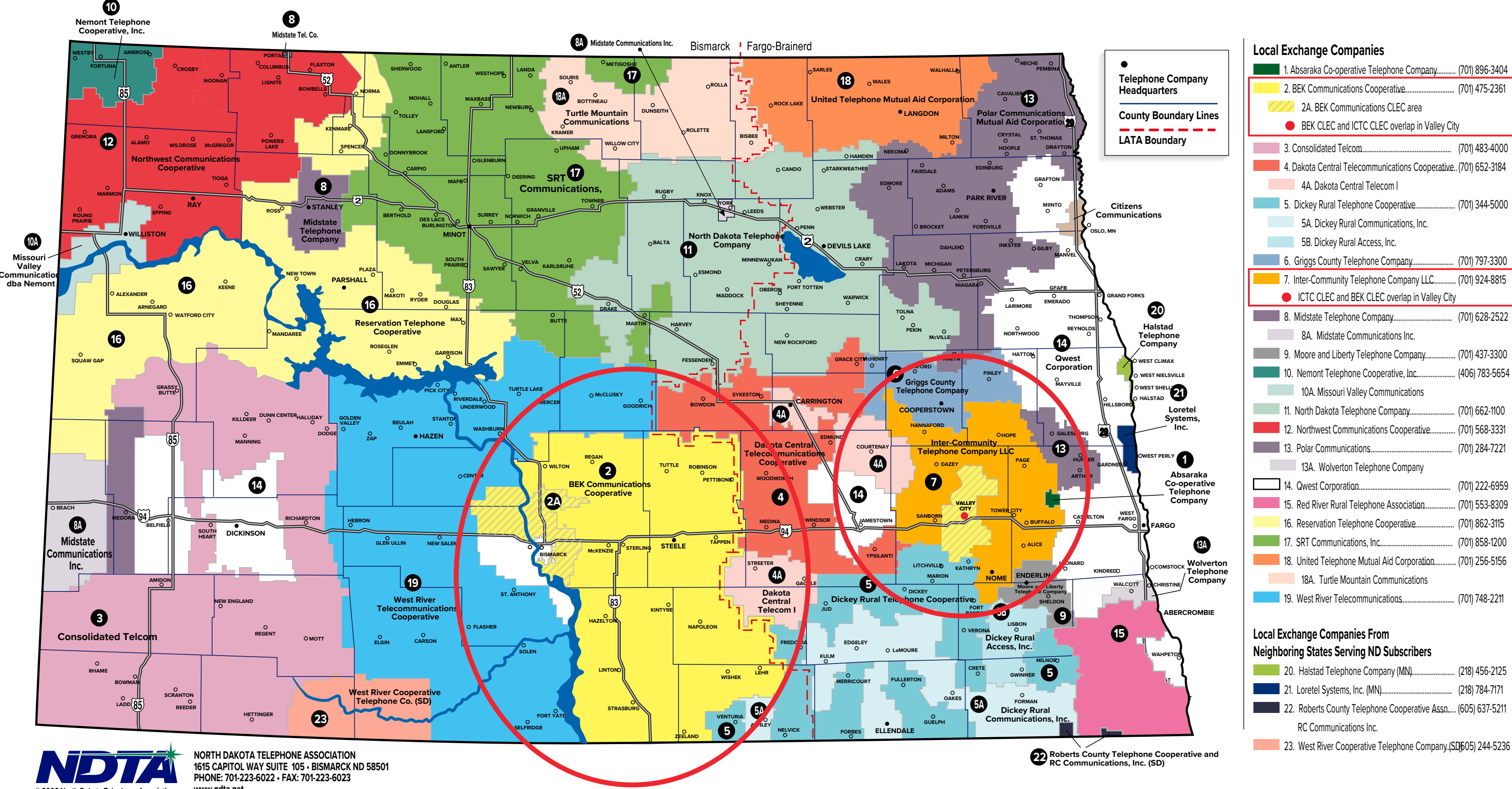
# Aggregation of Indirect Company Holdings - Post Transaction



**EXHIBIT B**

**Map**

# NORTH DAKOTA TELEPHONE EXCHANGE AREAS



## **EXHIBIT C**

### **LICT Entities**

LICT has direct and indirect ownership interests in entities that are FCC-regulated telecommunication businesses. The following subsidiaries of LICT Corporation are or may be engaged in FCC-regulated telecommunication businesses. A description of each company's principal businesses, along with LICT's ownership percentage, is identified below.

Brighton Communications Corporation (telephone holding company) (100%)  
Lynch Broadband Company, LLC (telephone holding company) (100%)  
Lynch Telephone Company VI, LLC (telephone holding company) (100%)  
J.B.N. Telephone Company, Inc. (local exchange carrier) (100%)  
J.B.N. Finance Corporation (telephone holding company) (100%)  
Giant Communications, Inc. (competitive local exchange carrier, CATV) (100%)  
Lynch Telephone Corporation VII (telephone holding company) 100%)  
USTC Kansas, Inc. (telephone holding company) (100%)  
Haviland Telephone Company, Inc. (local exchange carrier) (100%)  
Haviland Finance Corporation (telephone holding company) (100%)  
LMT Holding Corporation (telephone holding company) (100%)  
Lynch Michigan Telephone Holding Corp. (telephone holding company) (100%)  
Upper Peninsula Telephone Company (local exchange carrier) (100%)  
Michigan Central Broadband Company, LLC (local exchange carrier) (100%)  
Alpha Enterprises Limited, Inc. (Internet services provider) (100%)  
Lynch 3G Communications Corporation (wireless services) (100%)  
Lynch PCS Communications Corporation (communications holding company) (100%)  
Lynch PCS Corporation A (communications holding company) (100%)  
Lynch PCS Corporation F (communications holding company) (100%)  
Lynch PCS Corporation G (communications holding company) (100%)  
Lynch PCS Corporation H (communications holding company) (100%)  
Lynch Telephone Company LLC (telephone holding company) (100%)  
WNM Interactive, L.L.C. (holding company) (100%)  
Western New Mexico Telephone Co., Inc. (local exchange carrier) (100%)  
WNM Communications Corporation (telecommunications equipment and services provider) (100%)  
Lynch Telephone Corporation IX (telephone holding company) (100%)  
Central Scott Telephone Company (local exchange carrier) (100%)  
CST Communications, Inc. (telecommunications equipment and services provider) (100%)  
CS Technologies, Inc. (competitive local exchange carrier) (100%)  
Dixon Acquisition, LLC (local exchange carrier) (100%)  
Lynch Telephone Corporation X (telephone holding company) (100%)  
Central Utah Telephone, Inc. d/b/a CentraCom Interactive (local exchange carrier) (100%)  
Bear Lake Communications Inc. (local exchange carrier) (100%)  
Skyline Telephone (local exchange carrier) (100%)  
Central Telecom Services, L.L.C. (telecommunications equipment and services provider) (100%)  
Cache Valley Wireless, LLC (holding company) (100%)  
Lynch Telephone XI LLC (telephone holding company) (100%)  
Cal-Ore Acquisition, LLC (telephone holding company) (100%)  
California-Oregon Telecommunications Company, LLC (telephone holding company) (100%)  
Cal-Ore Telephone Company (local exchange carrier) (100%)  
Cal-Ore Cellular, LLC (wireless holding company) (100%)

Cal-Ore Communications, Inc. (competitive local exchange carrier) (100%)  
 Cal-Ore Long Distance (long distance resale) (100%)  
 Lynch Telephone North LLC (telephone holding company) (100%)  
 Lynch Telephone Corporation III (telephone holding company) (100%)  
 Cuba City Telephone Exchange Company (local exchange carrier) (100%)  
 Belmont Telephone Company (local exchange carrier) (100%)  
 La Grant Connections LLC (competitive local exchange carrier) (100%)  
 Lynch Telephone Corporation IV (telephone holding company) (100%)  
 Bretton Woods Telephone Company, Inc. (local exchange carrier) (100%)  
 World Surfer, Inc. (Internet services provider) (100%)  
 Modoc RSA Limited Partnership (wireless communications) (25%)  
 LKM Holdings Company, LLC (telecommunications holding company) (100%)  
 Lynch Wireless Broadband Company LLC (wireless) (100%)  
 LICT Wireless Broadband Company, LLC (100%)  
 Lynch AWS Corporation (holding company) (100%)  
 Brick Skirt Holdings, Inc. (telephone holding company) (20.0%)  
 DFT Communications Corporation (telephone holding company) (20.0%)  
 DFT Telephone Holding Company (telephone holding company) (20.0%)  
 Dunkirk & Fredonia Telephone Company (local exchange carrier) (20.0%)  
 Cassadaga Telephone Company (local exchange carrier) (20.0%)  
 Macom, Inc. (telephone holding company) (20.0%)  
 DFT Local Service Corporation (CLEC) (20.0%)  
 Netsync Internet Services Corporation (Internet services provider) (20.0%)  
 DFT Security Services, Inc. (alarm company) (19.4%)

#### Other Interests

Gabelli Asset Management Inc. and its affiliates (the “Gabelli Companies”), commonly-controlled affiliates of ICTC, have filed Schedules 13D with the SEC on the following companies: (i) in which the Gabelli Companies have at least a ten percent beneficial ownership interest in a class of equity securities of the company; and (ii) with principal lines of business likely to be regulated by the Commission or that appear in the Commission’s licensing and/or registration databases. Ownership percentages listed for public companies are based on Schedule 13D information filed with the U.S. Securities and Exchange Commission (“SEC”) and publicly available as of July 10, 2018.

- Cincinnati Bell Inc. (voice and data communication services)(10.85%)
- Communications Systems, Inc. (voice & data communication electronics) (17.36%)




## DECLARATION OF DANIEL MILLER

I, Daniel Miller, Chairman and Chief Executive Officer of ICTC Group, Inc., do hereby declare under penalty of perjury that (1) I am authorized to make this Declaration on behalf of ICTC Group, Inc. ("ICTC Group") and its affiliates; (2) the foregoing "APPLICATION FOR TRANSFER OF CONTROL OF DOMESTIC SECTION 214 AUTHORIZATIONS" was prepared under my direction and supervision; and (3) the information contained therein regarding ICTC Group and each of its affiliates is true and accurate to the best of my knowledge, information, and belief.

July 18, 2018

Date

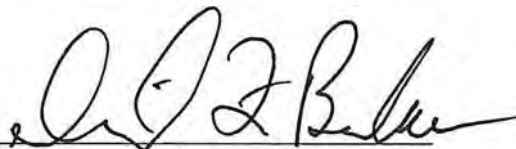


Daniel Miller

## DECLARATION OF DERRICK F. BULAWA

I, Derrick F. Bulawa, Chief Executive officer of BEK Communications Cooperative ("BEK"), do hereby declare under penalty of perjury that (1) I am authorized to make this Declaration on behalf of BEK and its affiliates; (2) the foregoing "APPLICATION FOR TRANSFER OF CONTROL OF DOMESTIC SECTION 214 AUTHORIZATIONS" was prepared under my direction and supervision; and (3) the information contained therein regarding BEK and each of its affiliates is true and accurate to the best of my knowledge, information, and belief.

7-8-18  
Date

  
Derrick F. Bulawa