

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

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In the Matter of the Joint Application of )

**Polar Telcom, Inc.** )

*Purchaser,* )

and )

**MLGC, LLC** )

*Seller,* )

For Grant of Authority Pursuant to )  
Section 214 of the Communications Act of 1934, )  
as amended, and Sections 63.03 and 63.04 of the )  
Commission's Rules to Assign Certain Assets )  
of an Authorized Domestic Section 214 Carrier )  
\_\_\_\_\_ )

WC Docket 19-\_\_\_\_\_

**JOINT APPLICATION**

Polar Telcom, Inc. ("Polar" or "Purchaser") and MLGC, LLC ("MLGC" or "Seller", and, together with Polar, the "Applicants") hereby jointly request approval from the Federal Communications Commission ("FCC") pursuant to Section 214 of the Communications Act of 1934, as amended, 47 U.S.C. § 214, and Sections 63.03 and 63.04 of the Commission's Rules, 47 C.F.R §§ 63.03 and 63.04 request authority to assign certain interstate telecommunications assets of Assignor to Assignee (the "Transaction").

For the reasons stated herein, the Applicants respectfully submit that this Application is subject to the "streamlined" processing rules found in Section 63.03(b)(2) and this prompt approval can be accomplished in a manner that raises no competitive concerns that could delay the Commission approval of the transaction.

In support of this Application, Applicants provide the following information:

## **I. REQUEST FOR STREAMLINED TREATMENT OF APPLICATION**

The Applicants request streamlined treatment of this Application pursuant to Section 63.03 of the Commission's Rules. This Application is eligible for streamlined processing pursuant to Section 63.03(b)(2) of the Commission's Rules because the proposed Transaction will result in the Applicants (including their affiliates, as that term is defined in Section 3(1) of the Act) having a market share in the interstate, interexchange market of less than ten (10) percent and the Purchaser will provide competitive telephone exchange services exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the transaction. The Applicants note that the Transaction will transfer control of the assets of a competitive local exchange operation from one competitive local exchange carrier ("CLEC") to another.

## **II. DESCRIPTION OF THE APPLICANTS**

### **A. Seller: MLGC (FRN: 0009828450)**

Moore and Liberty Telephone Company and Griggs County Telephone Company were each established in 1906 and merged under Griggs County Telephone Company in 2012. Today, known as MLGC, the companies provide reliable and affordable local telephone, long distance, cable TV and Internet services, including email, the latest features and support to their rural subscribers in Finley, Binford, McHenry, Cooperstown, Enderlin, and Sheldon, North Dakota. MLGC has been a locally owned family business for four generations and continues to be at the forefront of innovation and technology with an ever-expanding variety of products and services.

Seller, MLGC, LLC, is a wholly owned subsidiary of Griggs County Telephone Company established on August 29, 2002 as a Limited Liability Company in the State of North Dakota primarily to provide Cable TV services in the Eastern North Dakota communities of

Enderlin, Kindred, Finley, and Northwood. In November of 2010, MLGC filed for Competitive Local Exchange status with the North Dakota PUC and expanded its services in Northwood to include data and communications services on a facilities basis.

**B. Purchaser: Polar (FRN: 0007023948)**

Purchaser, Polar Telcom, Inc. is a wholly owned subsidiary of Polar Communications Mutual Aid Corp. Polar Communications Mutual Aid Corp. was founded in 1952 as an incumbent cooperative local telephone provider with a core mission: to be an innovative industry leader that meets the evolving needs of rural customers by developing the necessary technology and tools. The company serves communities throughout the Red River Valley and surrounding area. Polar Communications Mutual Aid Corp. provides telecommunications services to more than 8,000 subscribers in North Dakota and Minnesota. Its fiber optic network allows the company to bring its members the very best in voice, video, and broadband services at an affordable rate.

On February 5, 1998 Polar Telcom was formed to expand the available services available to its members to include video, long distance calling, and other advanced services. The company also expanded its footprint as a facilities-based competitive local exchange carrier bringing the advanced services previously only enjoyed by its member-owners to other rural subscribers in the surrounding communities.

**III. DESCRIPTION OF THE TRANSACTION**

Pursuant to an Asset Purchase Agreement dated August 7, 2019 by and between Polar Telcom, Inc. (as purchaser), and MLGC, LLC, and the Ray G. Brown and Joyce Brown Revocable Trust, dated the 20th of December, 2017 (the sellers, collectively referred to as "MLGC"), Polar shall acquire MLGCs equipment, real property, and other assets utilized in the

ownership and operation of MLGC's competitive local exchange business in the geographic area of Northwood, North Dakota (the "Transaction"). The Transaction will include Polar's purchase of specified end user and/or wholesale customer revenue streams, specified fiber distribution plant, and certain specified equipment and buildings.

The geographic area of the Transaction is separate and distinct from the incumbent operating areas of either Polar Telecom or MLGC affiliated areas. Following the completion of the Transaction, Polar will continue to provide services previously available to MLGC subscribers in the Northwood area. Polar and MLGC are already jointly contacting subscribers in the Northwood operating area to insure a seamless transaction<sup>1</sup>.

The Northwood, ND area of operations requires network upgrades to continue to bring customers in that area the quality of services they have come to expect from MLGC. Polar has better geographic proximity to the Northwood exchange and accordingly, can meet the needs of the market more efficiently than MLGC. This Transaction will allow the subscribers of Northwood to continue to receive the high quality competitive services often unavailable in rural markets.

#### **IV. PUBLIC INTEREST STATEMENT**

Under Sections 214(a) and 310(d) of the Act, the Commission must determine whether the proposed transfer of indirect control of Commission licenses and authorizations is consistent with the public interest, convenience, and necessity. The Transaction serves the public interest. Both the Seller and the Purchaser have successfully served rural communities for over 100 years.

In November of 2010, MLGC filed for CLEC status and entered into an interconnection agreement with Qwest to bring facilities-based advanced competitive services to the Northwood

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<sup>1</sup> Pursuant to Section 64.1120(e) Polar will separately file on behalf of the Applicants in *CC Docket No. 00-257, Notification of Subscriber Transfer*

area. MLGC's entry into this market met the needs of the otherwise unserved or underserved community. MLGC recognized that the needs of this community required facility upgrades that could be more efficiently met through the sale of the assets to Polar. In Polar, MLGC found a qualified buyer capable of continuing the quality of service expected by the Northwood subscribers. Polar is an experienced provider of services with managerial and operational capability to continue to serve the existing and future customers in Northwood and to deploy the necessary upgrades to meet the evolving demands of this market. This Transaction serves the public interest by insuring that market receives from the Purchaser the high quality of services it received from the Seller.

**V. INFORMATION REQUIRED BY SECTION 63.04**

**63.04(A)(1): The name, address and telephone number of each applicant.**

**Seller:**           **MLGC (FRN: 0009828450)**  
  
301 Dewey St., P O Box 66  
Enderlin, ND 58027  
Telephone: 701-437-3300; Fax: 701- 437-3022

**Purchaser:**   **Polar (FRN: 0007023948)**  
  
110 4<sup>th</sup> St., E / P.O. Box 270  
Park River, ND 58270  
Telephone: 701-284-7221; Fax: 701-284-7277

**63.04(A)(2): Jurisdiction of formation of each applicant.**

Purchaser:   Polar Telcom, Inc. is a corporation registered in North Dakota

Seller:       MLGC, LLC is a North Dakota Limited Liability Company

**63.04(A)(3): Contact Information for this application.**

Purchaser:   Karl Blake, Executive Vice-President  
Polar Telcom, Inc.  
110 4<sup>th</sup> St., E / P.O. Box 270

Park River, ND 58270  
Telephone: 701-284-7221; Fax: 701-284-7277  
[kblake@polartel.com](mailto:kblake@polartel.com)

Seller: Tyler Kilde, President and General Manager  
MLGC, LLC  
301 Dewey St., P O Box 66  
Enderlin, ND 58027  
Telephone: 701-437-3300; Fax: 701-437-3022  
[tyler.kilde@mlgc.net](mailto:tyler.kilde@mlgc.net)

**63.04(A)(4): Ownership Information for each applicant.**

Polar Telcom, Inc. is 100% owned by Polar Communications Mutual Aid Corp. which, in turn, is a cooperative corporation owned jointly by its members.

MLGC, LLC is 100% owned by Griggs County Telephone Co., a rural telephone company incorporated the state of North Dakota on November 20, 1906.

The following individuals hold, directly or indirectly, a 10% or greater interest in Griggs County Telephone Co as calculated pursuant to the Commission's ownership rules for wireline telecommunications carriers:

Name: Ray G Brown and Joyce Brown Revocable Trust, Ray Brown and Joyce Brown, Trustees  
Address: 305 Dewey Street, Enderlin, ND 58027  
Citizenship: US (North Dakota)  
Principal business: Telecommunications  
Interest Held: 49%

Name: Deidre Kilde  
Address: 7704 15th St S., Fargo, ND 58104  
Citizenship: US (North Dakota)  
Principal business: Telecommunications  
Interest Held: 16%

Name: Dion Brown  
Address: 704 Cherokee Court, Cooperstown, ND 58425  
Citizenship: US (North Dakota)  
Principal business: Telecommunications  
Interest Held: 16%

Name: Karalyn Burnside  
Address: 1006 Burrel Ave SE, Cooperstown, ND 58425  
Citizenship: US (North Dakota)  
Principal business: Telecommunications  
Interest Held: 16%

**63.04(A)(5): Certifications pursuant to 47 C.F.R. §§1.2001 through 1.2003.**

Applicants certify that to the best of their knowledge, information and belief, 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, 21 U.S.C. § 853.

**63.04(b)(6): Description of the Transactions**

The proposed transaction is described in **Section III** of the Application.

**63.04(b)(7): Description of Geographic Service Area and Services in Each Area**

The Transaction will transfer the assets of MLGC within the incorporated city limits of Northwood, North Dakota from MLGC to Polar. Northwood is in the operating exchange served by CenturyLink as the incumbent local provider. Polar will provide all services currently provided by MLGC in that market including voice, data, video and various transport services.

**63.04(b)(8): Presumption of Non-Dominance and Qualification for Streamlining**

This Application is eligible for streamlined processing pursuant to Section 63.03(b)(2) of the Commission's Rules for the reasons explained in **Section I** of the Application.

**63.04(b)(9): Other Pending Commission Applications Concerning the Proposed**

None.

**63.04(b)(10): Special Considerations**

None.

**63.04(b)(11): Waiver Requests (If Any)**

None.

**63.04(b)(12): Public Interest Statement**

The proposed transaction is consistent with and conducive to the public interest for the reasons detailed in **Section IV** of the Application.

**VI. CONCLUSION**

For these reasons contained within this Application, Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by a grant of this Application. Applicants therefore request that the Commission consider and approve this Application expeditiously to permit Applicants to consummate the proposed Transaction as soon as possible.

Respectfully submitted,

/s/ Karl Blake  
Karl Blake, Executive Vice-President  
Polar Telcom, Inc.  
110 4th St., E / P.O. Box 270  
Park River, ND 58270  
Telephone: 701-284-7221; Fax: 701-284-7277  
[kblake@polartel.com](mailto:kblake@polartel.com)

Dated: August 20, 2019

/s/ Tyler Kilde  
Tyler Kilde, President and General Manager  
MLGC, LLC  
301 Dewey St., P O Box 66  
Enderlin, ND 58027  
Telephone: 701-437-3300; Fax: 701- 437-3022  
[tyler.kilde@mlgc.net](mailto:tyler.kilde@mlgc.net)

Dated: August 20, 2019

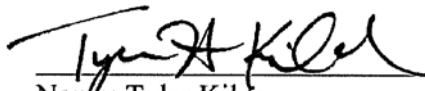


## **VERIFICATIONS**

### VERIFICATION

I, Tyler Kilde, state that I am President and General Manager of MLGC, L.L.C. ("MLGC"); that I am authorized to make this Verification on behalf of MLGC; that the foregoing filing was prepared under my direction and supervision; and that the contents thereof and the certifications contained therein regarding MLGC 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 20 th day of August, 2019.

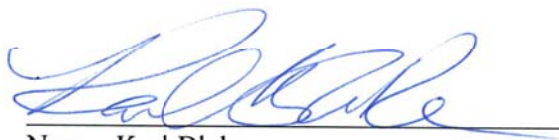
A handwritten signature in black ink, appearing to read "Tyler Kilde", is written over a horizontal line.

Name: Tyler Kilde  
Title: President and General Manager  
MLGC, L.L.C.

### VERIFICATION

I, Karl Blake, state that I am Executive Vice-President of Polar Telecom, Inc. ("Polar"); that I am authorized to make this Verification on behalf of Polar; that the foregoing filing was prepared under my direction and supervision; and that the contents thereof and the certifications contained therein regarding Polar 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 20 th day of August, 2019.



Name: Karl Blake  
Title: Executive Vice-President  
Polar Telecom, Inc.