

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

In the Matter	)	
	)	
<b>Norcast Communications Corporation, Inc. and</b>	)	
<b>Blue Rooster Telecom, Inc., Transferors</b>	)	WC Docket No. _____
	)	
and	)	IB File No. _____
	)	
<b>Digital West Networks, Inc. Transferee</b>	)	
	)	
Application, Pursuant to Section 214 of the	)	
Communications Act of 1934, as Amended, for	)	
Approval of a Transaction that Will Result in	)	
the Transfer of Control of Norcast Communications	)	
Corporation and Blue Rooster Telecom, Inc. to	)	
Digital West Networks, Inc.	)	

**JOINT APPLICATION**

Norcast Communications Corporation (FRN 0008660763) (“Norcast”), Blue Rooster Telecom, Inc. (FRN 0019631415) (“Blue Rooster”), and Digital West Networks, Inc. (FRN 0024746711) (“Digital West”), collectively “Joint Applicants,” hereby request, pursuant to Section 214 of the Communications Act of 1934, as amended, 47 U.S.C. § 214, and Sections 63.04 and 63.24 of the Commission’s Rules, 47 C.F.R. §§ 63.04 and 63.24, approval of a transaction that will result in the transfer of control of Norcast, and its wholly-owned subsidiary, Blue Rooster, to Digital West. Information addressing the requirements of Commission Rule 63.04(a)(6)-(12) (47 C.F.R. § 63(a)(6)-(12)) is set forth in Attachment A.

**I. INTRODUCTION AND SUMMARY OF TRANSACTION**

Blue Rooster and Norcast each provides local exchange, exchange access, and domestic and international interexchange telephone services to customers in California. Digital

West provides high speed Internet access and data infrastructure for commercial customers, including carriers, small, medium-to-large, and enterprise businesses. Joint Applicants have entered into an agreement by which Digital West will acquire all of the issued and outstanding stock in, and therefore direct control of, Norcast in exchange for cash. The same transaction will result in Digital West acquiring indirect control of Norcast's wholly-owned subsidiary, Blue Rooster.

Thereafter, Norcast, Blue Rooster, and Digital West will continue to provide service to their respective customers without change in rates, terms, or conditions of service.

## **II. SECTION 63.24(e) INFORMATION**

Pursuant to Section 63.24(e) of the Commission's Rules, Joint Applicants submit the following information requested in Section 63.18 (a)-(d) and (h)-(p) in support of this application. (In accordance with Section 63.24(e)(2), items (i)-(p) pertain to the transferee, only; but, item (h) contains ownership information for both the transferors and the transferee.)

### **(a) Names, Addresses, and Telephone Numbers of Applicants**

#### **(1) Transferor (Norcast); FRN 0008660763**

Norcast Communications Corporation  
998 Santa Barbara Street, Suite 100  
San Luis Obispo, CA 93401  
Tel: 877-549-9080

#### **(2) Transferor (Blue Rooster); FRN 0019631415**

Blue Rooster Telecom, Inc.  
998 Santa Barbara Street, Suite 100  
San Luis Obispo, CA 93401  
Tel: 877-549-9080

**(2) Transferee (Digital West); FRN 0024746711**

Digital West Networks, Inc.  
3620 Sacramento Drive, Suite 102  
San Luis Obispo, CA 93401  
Tel: 805-781-9378

**(b) Jurisdiction of Organization**

Norcast is a California corporation.

Blue Rooster is a California corporation.

Digital West is a California corporation

**(c) Contact Information**

All correspondence and other communications concerning this application should be directed to:

John L. Clark  
Goodin, MacBride, Squeri & Day, LLP  
505 Sansome Street, 9<sup>th</sup> Floor  
San Francisco, California 94111  
Tel: 415-765-8443  
Fax: 415-398-4321  
E-mail: [jclark@goodinmacbride.com](mailto:jclark@goodinmacbride.com)

**(d) International Authorizations**

Norcast holds authority to provide global facilities-based and global resale services under File No. ITC-214-20030410-00183. (Norcast also holds domestic operating authority pursuant to Rule 63.01, 47 C.F.R. § 63.01.)

Blue Rooster holds authority to provide global facilities-based and global resale services under File No. ITC-214-20100317-00112. (Blue Rooster also holds domestic operating authority pursuant to Rule 63.01, 47 C.F.R. § 63.01.)

Digital West does not hold any international authorizations. (Digital West holds domestic operating authority pursuant to Rule 63.01, 47 C.F.R. § 63.01.)

**(h) Ownership**

**(1) Current Ownership of Norcast and Blue Rooster:** The following persons and entities hold 10% or greater direct ownership or control interests in Norcast and, therefore, under the Commission's rules, are attributed with 10% or greater indirect ownership or control interests in Blue Rooster, Norcast's wholly-owned subsidiary:

<b>Name and Address</b>	<b>Citizenship</b>	<b>Principal Business</b>	<b>Percentage Direct Ownership of Norcast and Indirect Ownership in Blue Rooster</b>
Michael Gayaldo 2646 Orville Ave Cayucos CA 93430	United States	Telecommunications	45% (voting stock interest is 50.05%)
The Jacqueline Louise Johnston Living Trust (revocable) 807 Murray Ave. San Luis Obispo, CA 93405	United States	Estate planning device	18% (voting stock interest is 17%)
Jeffrey C. Buckingham Family Trust (revocable) 2710 Turri Road San Luis Obispo, CA 93403	United States	Estate planning device	12% (voting stock interest is 14%)
Russ and Cheryl Lovell Family Trust (revocable) 276 Hermosa Way San Luis Obispo, CA 93405	United States	Estate planning device	12% (voting stock interest is 14%)

The trustees of The Jacqueline Louise Johnston Living Trust (revocable) are Jacqueline Louise Johnston, who is the sole vested beneficiary of the trust, and Maria Louise Johnston. Therefore, under the Commission's rules, each of them is attributed with control or ownership of an equal undivided ownership/control indirect interest in Norcast and Blue Rooster as shown below:

<b>Name and Address</b>	<b>Citizenship</b>	<b>Principal Business</b>	<b>Attributed Percentage Ownership/control of Norcast and Blue Rooster</b>
Jacqueline Louise Johnston 807 Murray Ave. San Luis Obispo, CA 93405	United States	Telecommunications	controls 18% ownership interests (controls 17% voting stock interest)
Maria Louise Johnston P.O. Box 1867 Wilson, WY 83014	United States	Homemaker	controls 18% ownership interests (controls 17% voting stock interest)

The trustees of the Jeffrey C. Buckingham Family Trust (revocable) are the sole beneficiaries and hold undivided interests in the entire trust. Therefore, each of them is attributed with control or ownership of an equal undivided ownership indirect interest in Norcast and Blue Rooster as follows:

<b>Name and Address</b>	<b>Citizenship</b>	<b>Principal Business</b>	<b>Attributed Percentage Ownership/control of Norcast and Blue Rooster</b>
Jeffrey C. Buckingham 2710 Turri Road San Luis Obispo, CA 93403	United States	Telecommunications	controls 12% ownership interests (controls 14% voting stock interest)
Joan Buckingham 2710 Turri Road San Luis Obispo, CA 93403	United States	Homemaker	controls 12% ownership interests (controls 14% voting stock interest)

Likewise the trustees of the Russ and Cheryl Lovell Family Trust (revocable) are the sole beneficiaries and hold undivided interests in the entire trust. Therefore, under the Commission's rules, each of them is attributed with control or ownership of an equal undivided ownership/control indirect interest in Norcast and Blue Rooster as follows:

Name and Address	Citizenship	Principal Business	Attributed Percentage Ownership/control of Norcast and Blue Rooster
Russ Lovell 276 Hermosa Way San Luis Obispo, CA 93405	United States	Telecommunications	controls 12% ownership interests (controls 14% voting stock interest)
Cheryl Lovell 276 Hermosa Way San Luis Obispo, CA 93405	United States	Telecommunications	controls 12% ownership interests (controls 14% voting stock interest)

No other person or entity holds or is attributed with a 10% or greater ownership or control interest in Norcast or Blue Rooster, and neither Blue Rooster nor Norcast have any interlocking directorships with any foreign carrier.

**(2) Current Ownership of Digital West:** The following persons and entities hold 10% or greater direct ownership or control interests in Digital West:

Name and Address	Citizenship	Principal Business	Percentage Direct Ownership of Digital West
Timothy L. Williams	United States	Telecommunications	99%

No other person or entity holds or is attributed with a 10% or greater ownership or control interest in Digital West and Digital West does not have any interlocking directorships with any foreign carrier.

**(3) Post-Transaction Ownership of Norcast, Blue Rooster, and Digital West:**

Following consummation of the proposed transaction, the following entity will hold 10% or greater direct ownership or control interests in Norcast and, therefore, under the Commission's rules, will also be attributed with 10% or greater indirect ownership or control interests in Blue Rooster, Norcast's wholly-owned subsidiary.

<b>Name and Address</b>	<b>Citizenship</b>	<b>Principal Business</b>	<b>Percentage Direct Ownership of Blue Rooster</b>
Digital West Networks, Inc. 3620 Sacramento Drive, Suite 102 San Luis Obispo, CA 93401	United States	Telecommunications	100%

The following persons and entities will hold 10% or greater direct ownership or control interests in Digital West following consummation of the proposed transaction and, therefore, under the Commission's rules, will also be attributed with 10% or greater indirect ownership or control interests in Norcast and Blue Rooster:

<b>Name and Address</b>	<b>Citizenship</b>	<b>Principal Business</b>	<b>Percentage Direct Ownership of Digital West and Indirect Ownership in Norcast and Blue Rooster</b>
Timothy L. Williams 4400 Airox Road Santa Maria, CA 93455	United States	Telecommunications	76%
Farragut Capital Partners 5425 Wisconsin Avenue, Suite 401, Chevy Chase, MD 20815	United States	Investment Management	15%

No other person or entity will hold or be attributed with a 10% or greater ownership or control interest in Digital West, Norcast, or Blue Rooster, and neither Norcast, Blue Rooster, nor Digital West will have any interlocking directorships with any foreign carrier.

(i) As evidenced by the certification attached to this application, Digital West certifies under penalty of perjury under the laws of the United States that neither it nor any affiliate is affiliated with a foreign carrier.

(j) As evidenced by the certification attached to this application, Digital West certifies under penalty of perjury under the laws of the United States that it does not, directly or through any affiliate, seek to provide international telecommunications services to any

destination country for which any of the statements in subsections 63.18(j)(1)-(4), inclusive, of the Commission's Rules (47 C.F.R. § 63.18(j)(1)-(4), inclusive) is true.

(k) Not applicable.

(l) Not applicable.

(m) Not applicable.

(n) As evidenced by the certification attached to this application, Digital West certifies under penalty of perjury under the laws of the United States that neither it nor any affiliate has agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route and that neither Digital West nor any affiliate will enter into such agreements in the future.

(o) As evidenced by the certification attached to this application, Digital West certifies under penalty of perjury under the laws of the United States that that neither it nor any affiliate is subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998. *See* 21 U.S.C. § 853a. *See also* 47 C.F.R. §§ 1.2001-1.2003.

(p) This application is eligible for streamlined processing under Section 63.12 of the Commission's Rules, 47 CFR § 63.12. because none of the exceptions to streamlined processing specified by paragraph (c) of Section 63.12 applies.

### **III. PUBLIC INTEREST**

This transaction is in furtherance of private investment decisions by the Joint Applicants' respective owners to combine their operations, and to enable the Transferors' owners to redeploy their capital into other ventures or investments..

Joint Applicants believe that the proposed transaction will increase the efficiency

of their operations, thereby lowering unit costs of service, improve their access to capital markets, and enhance their continued ability to provide high quality, technologically advanced voice and data services to their customers at competitive prices.

Digital West will remain financially-sound and will have the ability to ensure that Norcast and Blue Rooster continue to be managed and operated by a highly-experienced and capable team of telecommunications professionals. Following consummation of the transaction, affected customers will continue to receive telecommunications service under existing service and contractual arrangements, without change or disruption.

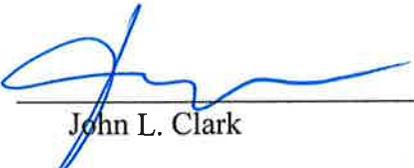
Therefore, Joint Applicants submit that the proposed transaction is in the public interest and should be authorized without delay.

### CONCLUSION

As demonstrated in this application, Joint Applicants submit that the public interest, convenience, and necessity would be furthered by a grant of this application.

Respectfully submitted this 28<sup>th</sup> day of August 2017.

GOODIN, MACBRIDE  
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By   
\_\_\_\_\_  
John L. Clark

Attorneys for Joint Applicants

## LIST OF ATTACHMENTS

Certification of Transferor Norcast

Certification of Transferor Blue Rooster

Certification of Transferee Digital West

Attachment A - Section 63.04 Information

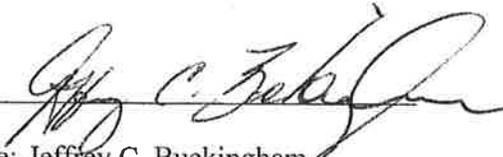
3533/001/X193245.v1

CERTIFICATION OF TRANSFEROR NORCAST

I hereby certify that the statements in the foregoing application on behalf of Norcast Communications Corporation are true, complete, and correct to the best of my knowledge and are made in good faith. I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct.

Norcast Communications Corporation

By:

  
Name: Jeffrey C. Buckingham

Title: President

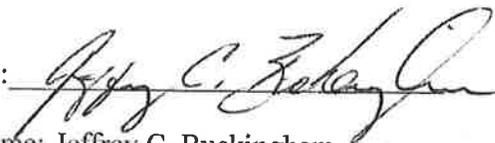
Date: 8/28/17

CERTIFICATION OF TRANSFEROR BLUE ROOSTER

I hereby certify that the statements in the foregoing application on behalf of Blue Rooster Telecom, Inc. are true, complete, and correct to the best of my knowledge and are made in good faith. I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct.

Blue Rooster Telecom, Inc.

By:



Name: Jeffrey C. Buckingham

Title: President

Date:

8/28/17

CERTIFICATION OF TRANSFEROR DIGITAL WEST

I hereby certify that the statements in the foregoing application on behalf of Digital West Networks, Inc. are true, complete, and correct to the best of my knowledge and are made in good faith. I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct.

Digital West Networks, Inc.

By:



Name: Timothy L. Williams

Title: Chief Executive Officer

Date:

8/28/17

## ATTACHMENT A

### SECTION 63.04 INFORMATION

Information addressing the requirements set forth in Commission Rule

63.04(a)(6)-(12) is as follows:

(a)(6) A description of the transaction is set forth above in section I of this application.

(a)(7) **Norcast:** Norcast provides facilities-based local exchange, exchange access, and domestic and international interexchange telephone services, broadband Internet access, analog and IP-enabled data network services, and VoIP services to customers in California.

**Blue Rooster:** Blue Rooster provides facilities-based local exchange, exchange access, and domestic and international interexchange telephone services, broadband Internet access, analog and IP-enabled data network services, and VoIP services to customers in California.

**Digital West:** Digital West provides high speed Internet access and data infrastructure for commercial customers, including carriers, small, medium-to-large, and enterprise businesses.

(a)(8) This application is eligible for streamlining pursuant to 47 C.F.R. § 63.03 because the proposed transaction would result in Digital West's having less than a 10% share in the interstate, interexchange market, Digital West would provide competitive telephone local exchange services or exchange access services, if any, exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the proposed transaction, and none of the applicants is dominant with respect to any service. *See* 47 C.F.R. § 63.03(b)(2)(i).

(a)(9) Through this application, Joint Applicants are seeking authority with respect to

both international and domestic Section 214 authorizations (this application is being separately and concurrently filed with respect to both types of authorities in compliance with Commission Rule 63.04(b), 47 C.F.R. § 63.04(b)).

**(a)(10)** Joint Applicants are not seeking special consideration of this application.

**(a)(11)** Not applicable.

**(a)(12)** A statement showing how grant of this application will serve the public interest, convenience, and necessity is set forth above in section III of this application.