

**Baltimore-Washington Telephone Company
5000 Birch Street, Suite 3000
Newport Beach, CA 92660**

Secretary Dortch
Federal Communications Commission
Wireline Competition Bureau -- CPD -- 214 Appls.
P.O. Box 979091
St. Louis, MO 63197-9000

**Re: Joint Application of Voxology Carrier Services Inc and NDS Technologies LLC for
Section 214 Authority to Transfer Control of Domestic Authorization**

Dear Secretary Dortch:

On behalf of Voxology Group, Inc. ("VGI") and NDS Technologies, LLC ("NDS"), enclosed please find an electronic original of an application for Section 214 authority to transfer control of Baltimore-Washington Telephone Company ("BWT") from NDS to VGI.

A fee in the amount of \$1,195.00, to the Federal Communications Commission, which satisfies the filing fee required for this Application under line 2.b of Section 1.1105 of the Commission's rules will be submitted through the appropriate interface.

Please direct any questions to me at (949) 596-4629.

Sincerely,

A handwritten signature in black ink, appearing to read "Justin B Newman", is written over a light gray rectangular background.

Justin B Newman

In the Matter of the Joint Application of)	
)	
NDS TECHNOLOGIES, LLC)	
Transferor)	
)	WC Docket No 12-_____
and)	
)	
VOXOLOGY GROUP, INC.)	
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 of an Authorized)	
Domestic Section 214 Carrier)	
_____)	

JOINT APPLICATION

I. INTRODUCTION

A. Summary of Transaction

NDS Technologies, LLC (“NDS”) and Voxology Group, Inc. (“VGI”) (together, the “Applicants”), pursuant to Section 214 of the Communications Act, as amended, 47 U.S.C. § 214 and Section 63.04 of the Commission’s Rules, 47 C.F.R. §§ 63.04, respectfully request authority to transfer control of Baltimore-Washington Telephone Company (“BWT”) to VGI. In particular, VGI has entered into an agreement with NDS, BWT’s sole shareholder, through which VGI will acquire the stock of BWT. Following the transaction, BWT will be a direct wholly-owned subsidiary of VGI.

B. Request for Expedited Consideration

As set forth below, VGI has substantial management experience in the telecommunications industry. As a result, the proposed transaction is structured to ensure that existing BWT customers

will continue to enjoy uninterrupted service, and immediately following the proposed transaction, customers of BWT will continue to receive services under the same rates, terms and conditions as those services would be available in absence of a transfer. In light of the substantial benefits that the Applicants expect from the proposed transaction, Applicants seek expedited approval to allow Applicants to complete the proposed transaction as soon as possible.

C. Request for Streamlined Processing

Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Section 63.03 of the Commission's Rules, 47 C.F.R. §§ 63.03. This application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) because, immediately following the transaction, (1) Applicants and their affiliates, as defined in Section 3(1) of the Communications Act ("Affiliates") combined will hold less than a ten percent (10%) share of the interstate interexchange market; (2) Applicants and their Affiliates will provide local exchange service only in areas served by dominant local exchange carriers (none of which is a party to the proposed transactions) and; (3) none of the Applicants or their Affiliates is dominant with respect to any service.

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

II. DESCRIPTION OF THE APPLICANTS

A. NDS Technologies, LLC (Transferor)

NDS is a telecommunications holding company founded in 2005. It is a California Limited Liability Company with its principle headquarters located at 895 Dove Street, Suite 300, Newport Beach, CA 92660. BWT is a facilities-based communications provider offering services to residential and small business clients. Founded in 1991, BWT is licensed in Maryland, New York, and Nevada, and registered in Montana and North Dakota. NDS acquired BWT in 2014.

B. Voxology Group, Inc. (Transferee)

VGI is a technology holding company founded in 2019. It is a Delaware Corporation with its headquarters located at 5000 Birch Street, Suite 3000, Newport Beach, CA 92660. It shares significant common ownership with NDS. VGI's wholly owned subsidiaries include Voxology, Inc., Voxology Carrier Services, Inc., and Shoutpoint, Inc.

III. INFORMATION REQUIRED BY SECTION 63.04

(a)(1) Name, address, and telephone number of each applicant;

NDS Technologies, LLC
895 Dove Street, Suite 300
Newport Beach, CA 92660
(949) 596-4629

Voxology Group, Inc.
5000 Birch Street, Suite 3000
Newport Beach, CA 92660
(949) 596-4629

(a)(2) The state under the laws of which each corporate or partnership applicant is organized;

Baltimore-Washington Telephone Company is a Maryland corporation.

Voxology Group, Inc. is a Delaware corporation.

(a)(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;

The primary contact for communications related to this applications is:

Justin Newman
President
Baltimore-Washington Telephone Company
5000 Birch Street, Suite 3000
Newport Beach, CA 92660
(949) 596-4629

(a)(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);

James Christiano
895 Dove Street, Suite 300
Newport Beach, CA 92660
Citizenship: US
Principal Business: Technology Services
NDS Technologies: 60%
Voxology Group Inc.: 49.8%

Patrick Etzel
5000 Birch Street, Suite 3000
Newport Beach, CA 92660
Citizenship: US
Principal Business: Technology Services
NDS Technologies: 40%
Voxology Group Inc: 33.2%

No other individual(s) directly or indirectly own at least ten (10) percent of the equity of the applicant.

(a)(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.

No party to this application is subject to a denial of Federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988.

(a)(6) A description of the transaction;

Applicants propose to complete a transaction through which BWT will become a wholly owned subsidiary of VGI. In particular, VGI will acquire 100% of the shares of the stock of BWT.

Following the proposed transaction, BWT's customers will continue to receive services under the same rates, terms and conditions as those services would be provided in absence of a transaction. Applicants therefore expect that the proposed transaction will be virtually transparent to BWT's customers in terms of the services that those customers receive. As a result of its skilled management team, VGI is already well qualified to control the continuing operations of BWT.

(a)(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;

BWT offers local and long distance telecommunications services in Maryland, Nevada, New York, and Montana. VGI has subsidiaries Shoutpoint, Inc. and Voxology Carrier Services, Inc. that offer interconnected Voice over IP services throughout the United States.

(a)(8) A statement as to how the application fits into one or more of the presumptive streamlined categories in this section or why it is otherwise appropriate for streamlined treatment;

Applicants and their affiliates, as defined in Section 3(1) of the Communications Act (“Affiliates”) combined will hold less than a ten percent (10%) share of the interstate interexchange market; (2) Applicants and their Affiliates will provide local exchange service only in areas served by dominant local exchange carriers (none of which is a party to the proposed transactions) and; (3) none of the Applicants or their Affiliates is dominant with respect to any service.

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

The Applicants are making no other applications to the Commission related to this transaction.

(a)(10) A statement of whether the applicants are requesting special consideration because either party to the transaction is facing imminent business failure;

Neither party is facing imminent business failure.

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

There are no separately filed waiver requests being sought in conjunction with this transaction.

(a)(12) A 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.

The proposed transaction described above serves the public interest, convenience and necessity in promoting competition among telecommunications providers. In particular, the proposed

transaction will streamline corporate operations through a corporate restructuring. This will bring additional financial and managerial strength to BWT which the Applicants believe will allow BWT to compete more effectively against incumbent carriers and larger competitive carriers which have substantial resources and can offer a wide range of facilities-based service offerings.

Applicants believe the proposed transaction will enhance the ability of BWT to expand its operations both in terms of service area coverage and through its ability to offer customers an expanded line of products and services. In addition, Applicants expect the proposed transaction will yield substantial operational and financial benefits to BWT.

Given the increasingly competitive nature of the telecommunications market, Applicants are seeking to complete the proposed transaction as soon as possible to ensure that customers can obtain rapidly the benefits of the proposed transaction.

VI. CONCLUSION

Accordingly, Applicants respectfully request that the Commission process, consider, and approve this Application for authority to transfer control of BWT to VGI as expeditiously as possible.

CERTIFICATION

I, James B Christiano, am the sole Manager of NDS Technologies, LLC and hereby state, under penalty of perjury, that the facts in the foregoing application are true, complete, and correct to the best of my knowledge and are made in good faith. NDS Technologies, LLC is not subject to a denial of Federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988.

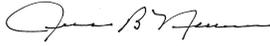
NDS Technologies, LLC

By: 
Name: James B Christiano
Title: Sole Manager / Member
Date: 12/04/2020

CERTIFICATION

I, Justin B Newman, am an officer of Baltimore-Washington Telephone Company and hereby state, under penalty of perjury, that the facts in the foregoing application are true, complete, and correct to the best of my knowledge and are made in good faith. Baltimore-Washington Telephone Company is not subject to a denial of Federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988.

Baltimore-Washington Telephone Company



By: _____

Name: Justin B Newman

Title: President

Date: 4 December 2020