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US BANK/FCC OCT 02 2014

WC Docket # 14-172

READ INSTRUCTIONS CAREFULLY BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE
FORM 159

Approved by OMB
3060-0589
Page No. 1 of 2

(1) LOCKBOX # 979091	SPECIAL USE ONLY
	FCC USE ONLY

SECTION A - PAYER INFORMATION

(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) John L. Clark	(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) \$1,130.00
(4) STREET ADDRESS LINE NO. 1 505 Sansome Street, Ninth Floor	
(5) STREET ADDRESS LINE NO. 2	
(6) CITY San Francisco	(7) STATE CA
	(8) ZIP CODE 94111
(9) DAYTIME TELEPHONE NUMBER (include area code) 415-765-8443	(10) COUNTRY CODE (if not in U.S.A.)

FCC REGISTRATION NUMBER (FRN) REQUIRED

(11) PAYER (FRN) 0012405973	(12) FCC USE ONLY
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IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C)
COMPLETE SECTION BELOW FOR EACH SERVICE. IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET

(13) APPLICANT NAME Blue Rooster Telecom, Inc.
(14) STREET ADDRESS LINE NO. 1 4251 S. Higuera Street, Suite 800
(15) STREET ADDRESS LINE NO. 2

DOCKET FILE COPY ORIGINAL

(16) CITY San Luis Obispo	(17) STATE CA
	(18) ZIP CODE 93401
(19) DAYTIME TELEPHONE NUMBER (include area code) 805-543-8700	(20) COUNTRY CODE (if not in U.S.A.)

FCC REGISTRATION NUMBER (FRN) REQUIRED

(21) APPLICANT (FRN) 0019631415	(22) FCC USE ONLY
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COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET

(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE CDT	(25A) QUANTITY 1
(26A) FEE DUE FOR (PTC) \$1,130.00	(27A) TOTAL FEE \$1,130.00	FCC USE ONLY
(28A) FCC CODE 1	(29A) FCC CODE 2	

(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY
(28B) FCC CODE 1	(29B) FCC CODE 2	

SECTION D - CERTIFICATION

CERTIFICATION STATEMENT
I, John L. Clark, certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief.

SIGNATURE _____ DATE 10/1/14

AC
bc
IG

PAID BY CREDIT CARD

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE (CONTINUATION SHEET)
FORM 159-C

Page No 2 of 2

SPECIAL USE
FCC USE ONLY

USE THIS SECTION ONLY FOR EACH ADDITIONAL APPLICANT
SECTION BB - ADDITIONAL APPLICANT INFORMATION

(13) APPLICANT NAME
Norcast Communications Corporation

(14) STREET ADDRESS LINE NO. 1
998 Santa Barbara Street, Suite 100

(15) STREET ADDRESS LINE NO. 2

(16) CITY
San Luis Obispo

(17) STATE
CA

(18) ZIP CODE
93401

(19) DAYTIME TELEPHONE NUMBER (include area code)
877-549-9080

(20) COUNTRY CODE (if not in U.S.A.)

FCC REGISTRATION NUMBER (FRN) REQUIRED

(21) APPLICANT (FRN)

(22) FCC USE ONLY

COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET

(23A) CALL SIGN/OTHER ID (24A) PAYMENT TYPE CODE (25A) QUANTITY

(26A) FEE DUE FOR (PTC) (27A) TOTAL FEE FCC USE ONLY

(28A) FCC CODE 1 (29A) FCC CODE 2

(23B) CALL SIGN/OTHER ID (24B) PAYMENT TYPE CODE (25B) QUANTITY

(26B) FEE DUE FOR (PTC) (27B) TOTAL FEE FCC USE ONLY

(28B) FCC CODE 1 (29B) FCC CODE 2

(23C) CALL SIGN/OTHER ID (24C) PAYMENT TYPE CODE (25C) QUANTITY

(26C) FEE DUE FOR (PTC) (27C) TOTAL FEE FCC USE ONLY

(28C) FCC CODE 1 (29C) FCC CODE 2

(23D) CALL SIGN/OTHER ID (24D) PAYMENT TYPE CODE (25D) QUANTITY

(26D) FEE DUE FOR (PTC) (27D) TOTAL FEE FCC USE ONLY

(28D) FCC CODE 1 (29D) FCC CODE 2

(23E) CALL SIGN/OTHER ID (24E) PAYMENT TYPE CODE (25E) QUANTITY

(26E) FEE DUE FOR (PTC) (27E) TOTAL FEE FCC USE ONLY

(28E) FCC CODE 1 (29E) FCC CODE 2

(23F) CALL SIGN/OTHER ID (24F) PAYMENT TYPE CODE (25F) QUANTITY

(26F) FEE DUE FOR (PTC) (27F) TOTAL FEE FCC USE ONLY

(28F) FCC CODE 1 (29F) FCC CODE 2

GOODIN,
MACBRIDE,
SQUERI, DAY &
LAMPREY, LLP

John L. Clark, Attorney at Law

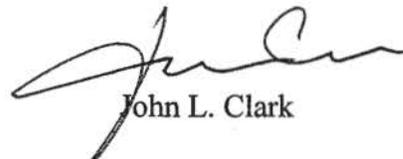
October 1, 2014

Marlene H. Dortch, Secretary
Federal Communications Commission
Wireline Competition Bureau Applications
P.O. Box 979091
St. Louis, MO 63197-9000

Re: 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 and Assignment of Certain Assets of Blue Rooster Telecom, Inc. to Norcast Communications Corporation and a Change in Control of Norcast Communications Corporation

Enclosed for filing are the original and six copies of the above-identified combined application, along with a completed Fee Remittance Form 159. As noted, the filing fee is being paid by credit card. After filing this application, please return a date-stamped copy to me in the enclosed self-addressed stamped envelope. Thank you very much.

Very truly yours,



John L. Clark

Enclosures

3533/002/X166514.v1

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

In the Matter)	
)	
Blue Rooster Telecom, Inc.)	
)	
and)	WC Docket No. _____
)	
Norcast Communications Corporation)	IB File No. _____
)	
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 and Assignment of Certain)	
Assets of Blue Rooster Telecom, Inc. to Norcast)	
Communications Corporation and a Change in)	
Control of Norcast Communications Corporation)	

JOINT APPLICATION

Blue Rooster Telecom, Inc. (FRN 0019631415) (“Blue Rooster”) and Norcast Communications Corporation (FRN 0008660763) (“Norcast”), 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 and the assignment of the retail customer base and associated assets of Blue Rooster to Norcast, and that will also result in a change of *de jure* control, but not *de facto* control, of Norcast.¹ Information addressing the

¹ The ownership interest of Norcast’s current majority investor will decline from 60% to 45%, if both voting stock and non-voting convertible preferred stock interests are considered. However, this investor will continue to hold more than 50% of the voting stock in Norcast.

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. Joint Applicants have entered into an agreement by which Norcast will acquire all of the issued and outstanding stock in, and therefore control of, Blue Rooster, in exchange for cash and stock in Norcast. The issuance of such stock to Blue Rooster's investors will result in a *de jure* loss of control of Norcast's majority stockholder, whose ownership percentage will be reduced from 60% to 45%, when both voting stock and non-voting convertible preferred stock interests are considered. However, this investor will continue to hold more than 50% of the voting stock in, and therefore *de facto* control of, Norcast.

In addition, at or shortly following consummation of the transfer of control, subject to compliance with applicable notification requirements, the retail customers of Blue Rooster will be transferred to Norcast. Norcast will thereafter continue to provide service to the transferred customers at the same rates, terms, and conditions of service they currently receive from Blue Rooster. Blue Rooster will then operate on a wholesale basis, as a wholly-owned subsidiary of Norcast, with no change in rates, terms, or conditions to any current customer.

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 transferor and the transferee.)

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

(1) Transferor (Blue Rooster); FRN 0019631415

Blue Rooster Telecom, Inc.
4251 S. Higuera Street, Suite 800
San Luis Obispo, CA 93401
Tel: 805-543-8700

(2) Transferee (Norcast); FRN 0008660763

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

(b) Jurisdiction of Organization

Blue Rooster is a California corporation.

Norcast 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 & Lamprey, LLP
505 Sansome Street, 9th Floor
San Francisco, California 94111
Tel: 415-765-8443
Fax: 415-398-4321
E-mail: jclark@goodinmacbride.com

(d) International Authorizations

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.)

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.)

(h) Ownership

(1) Current Ownership of Blue Rooster: The following persons and entities currently hold 10% or greater direct ownership or control interests in Blue Rooster Telecom, Inc.:

Name and Address	Citizenship	Principal Business	Percentage Direct Ownership of Blue Rooster
Jeffrey C. Buckingham Family Trust (revocable) 2710 Turri Road San Luis Obispo, CA 93403	United States	Estate planning device	50%
Russ and Cheryl Lovell Family Trust (revocable) 276 Hermosa Way San Luis Obispo, CA 93405	United States	Estate planning device	50%

The trustees of the Jeffrey C. Buckingham Family Trust (revocable) are also the sole beneficiaries of, and hold undivided interests in, the entire trust. Therefore, under the Commission's rules, they each currently are attributed with control or ownership of an equal undivided ownership/voting interest in the Applicant of 50%. Their names, addresses, citizenships, and principal businesses are as follows:

Name and Address	Citizenship	Principal Business	Attributed Percentage Ownership of Blue Rooster
Jeffrey C. Buckingham 2710 Turri Road San Luis Obispo, CA 93403	United States	Telecommunications	controls/owns 50% ownership/voting interests
Joan Buckingham 2710 Turri Road San Luis Obispo, CA 93403	United States	Homemaker	controls/owns 50% ownership/voting interests

The trustees of the Russ and Cheryl Lovell Family Trust (revocable) are also the sole beneficiaries of, and hold undivided interests in, the entire trust. Therefore, under the Commission's rules, they each currently are attributed with control or ownership of an equal undivided ownership/voting interest in Blue Rooster of 50%. Their names, addresses, citizenships, and principal businesses are as follows:

Name and Address	Citizenship	Principal Business	Attributed Percentage Ownership of Blue Rooster
Russ Lovell 276 Hermosa Way San Luis Obispo, CA 93405	United States	Telecommunications	controls/owns 50% ownership/voting interests
Cheryl Lovell 276 Hermosa Way San Luis Obispo, CA 93405	United States	Telecommunications	controls/owns 50% ownership/voting interests

(2) Current Ownership of Norcast: The following persons and entities currently hold 10% or greater direct ownership or control interests in Norcast Communications Corporation:

Name and Address	Citizenship	Principal Business	Percentage Direct Ownership of Norcast
Michael Gayaldo 2646 Orville Ave Cayucos CA 93430	United States	Telecommunications	60% (voting stock interest is 71%)
The Jacqueline Louise Johnston Living Trust (revocable) 807 Murray Ave. San Luis Obispo, CA 93405	United States	Estate planning device	24% (voting stock interest is 25%)

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. Their names, addresses, citizenship, principal businesses, and attributed undivided percentage of ownership/voting interests under their control as trustees are as follows:

Name and Address	Citizenship	Principal Business	Attributed Percentage Ownership/control of Norcast
Jacqueline Louise Johnston 807 Murray Ave. San Luis Obispo, CA 93405	United States	Telecommunications	controls 24% ownership interests (controls 25% voting stock interest)
Maria Louise Johnston P.O. Box 1867 Wilson, WY 83014	United States	Homemaker	controls 24% ownership interests (controls 25% voting stock interest)

No other person or entity holds or is attributed with a 10% or greater direct or indirect ownership or control interest in Norcast.

Neither Blue Rooster nor Norcast has any interlocking directorships with any foreign carrier.

(3) Post-Transaction Ownership of Blue Rooster and Norcast:

The following persons and entities will hold 10% or greater direct ownership or control interests in Blue Rooster Telecom, Inc. following consummation of the proposed transaction.

Name and Address	Citizenship	Principal Business	Percentage Direct Ownership of Blue Rooster
Norcast Communications Corporation 998 Santa Barbara Street, Suite 100 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 Norcast 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 Blue Rooster Telecom, Inc.:

Name and Address	Citizenship	Principal Business	Percentage Direct Ownership of Norcast and Indirect Ownership in Blue Rooster
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, following consummation of the proposed transaction, they each will be attributed with control or ownership of an equal undivided ownership/control indirect interest in Norcast and Blue Rooster as shown below:

Name and Address	Citizenship	Principal Business	Attributed Percentage Ownership/control of Norcast and Blue Rooster
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, following consummation of the proposed transaction, they each will be attributed with control or ownership of an equal undivided ownership indirect interest in Norcast and Blue Rooster as follows:

Name and Address	Citizenship	Principal Business	Attributed Percentage Ownership/control of Norcast and Blue Rooster
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, following consummation of the proposed transaction, they each will be 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 will hold or be attributed with a 10% or greater ownership or control interest in Norcast or Blue Rooster, and neither Blue Rooster nor Norcast will have any interlocking directorships with any foreign carrier.

(i) As evidenced by the certification attached to this application, Norcast 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, Norcast 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, Norcast 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 Norcast nor any affiliate will enter into such agreements in the future.

(o) As evidenced by the certification attached to this application, Norcast 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 Blue Rooster's owners and Norcast's owners to combine their operations, and to enable Blue Rooster's owners to redeploy a portion of 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.

Norcast will remain financially-sound and will have the ability to ensure that Blue Rooster continues 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 26th day of September 2014.

GOODIN, MACBRIDE, SQUERI,
DAY & LAMPREY, LLP
John L. Clark
505 Sansome Street, Suite 900
San Francisco, California 94111
Telephone: (415) 765-8443
Facsimile: (415) 398-4321
E-Mail: jclark@goodinmacbride.com

By 
John L. Clark

Attorneys for Joint Applicants

LIST OF ATTACHMENTS

Certification of Transferor

Certification of Transferee

Attachment A - Section 63.04 Information

3533/001/X166272.v1

CERTIFICATION OF TRANSFEROR

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 Buckingham

Title: President

Date: 9/26/2014

CERTIFICATION OF TRANSFEREE

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: Michael J. Gayardo

Name: Michael J. Gayardo

Title: CEO, Chairman of the Board

Date: 9/26/14

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) **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.

Norcast: Norcast also 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.

(a)(8) This application is eligible for streamlining pursuant to 47 C.F.R. § 63.03 because the proposed transaction would result in Norcast's having less than a 10% share in the interstate, interexchange market, Norcast 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.