

US BANK/FCC NOV 20 2013  
Approved by OMB  
OMB No. 4312-0089  
Page No. 1 of 3

READ INSTRUCTIONS CAREFULLY  
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION  
REMITTANCE ADVICE  
FORM 159

(1) LOCKBOX # <b>979091</b>		SPECIAL USE ONLY	
		FCC USE ONLY	
<b>SECTION A - PAYER INFORMATION</b>			
(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) <b>Timothy E. Welch</b>		(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) <b>\$1,050.00</b>	
(4) STREET ADDRESS LINE NO. 1 <b>1116 Heartfields Drive</b>			
(5) STREET ADDRESS LINE NO. 2			
(6) CITY <b>Silver Spring</b>		(7) STATE <b>MD</b>	(8) ZIP CODE <b>20904</b>
(9) DAYTIME TELEPHONE NUMBER (include area code) <b>202-321-1448</b>		(10) COUNTRY CODE (if not in U.S.A.)	
<b>FCC REGISTRATION NUMBER (FRN) REQUIRED</b>			
(11) PAYER (FRN) <b>0003778297</b>		(12) FCC USE ONLY	
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 <b>Northeast Communications of Wisconsin, Inc.</b>			
(14) STREET ADDRESS LINE NO. 1 <b>450 Security Blvd.</b>			
(15) STREET ADDRESS LINE NO. 2			
(16) CITY <b>Green Bay</b>		(17) STATE <b>WI</b>	(18) ZIP CODE <b>54313</b>
(19) DAYTIME TELEPHONE NUMBER (include area code) <b>920-617-7000</b>		(20) COUNTRY CODE (if not in U.S.A.)	
<b>FCC REGISTRATION NUMBER (FRN) REQUIRED</b>			
(21) APPLICANT (FRN) <b>0002706190</b>		(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 <b>CDT</b>	(25A) QUANTITY <b>1</b>	
(26A) FEE DUE FOR (PTC) <b>\$1,050.00</b>	(27A) TOTAL FEE <b>\$1,050.00</b>	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	
<b>SECTION D - CERTIFICATION</b>			
CERTIFICATION STATEMENT I, <u>Timothy E. Welch</u> , 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 <u>X Timothy E. Welch</u>		DATE <u>November 19, 2013</u>	
<b>SECTION E - CREDIT CARD PAYMENT INFORMATION</b>			
MASTERCARD _____ VISA <u>X</u> AMEX _____ DISCOVER _____ Please see original for credit card info.			
I hereby authorize the FCC to charge my credit card for the service(s) authorization herein described.			
SIGNATURE <u>X Timothy E. Welch</u>		DATE <u>November 19, 2013</u>	

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

Page No. 2 of 3

SPECIAL USE

FCC USE ONLY

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

(13) APPLICANT NAME <b>Niagara Telephone Company</b>		
(14) STREET ADDRESS LINE NO. 1 <b>1133 Main Street</b>		
(15) STREET ADDRESS LINE NO. 2		
(16) CITY <b>Niagara</b>	(17) STATE <b>WI</b>	(18) ZIP CODE <b>54313</b>
(19) DAYTIME TELEPHONE NUMBER (include area code) <b>715-251-3116</b>	(20) COUNTRY CODE (if not in U.S.A.)	
<b>FCC REGISTRATION NUMBER (FRN) REQUIRED</b>		
(21) APPLICANT (FRN) <b>0003741782</b>	(22) FCC USE ONLY	
<b>COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET</b>		
(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	

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

SPECIAL USE

FCC USE ONLY

Page No. 3 of 3

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

(13) APPLICANT NAME  
**Borderland Communications, LLC**

(14) STREET ADDRESS LINE NO. 1  
**1133 Main Street**

(15) STREET ADDRESS LINE NO. 2

(16) CITY  
**Niagara**

(17) STATE  
**WI**

(18) ZIP CODE  
**54313**

(19) DAYTIME TELEPHONE NUMBER (include area code)  
**715-251-3116**

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

FCC REGISTRATION NUMBER (FRN) REQUIRED

(21) APPLICANT (FRN)  
**0003775079**

(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

November 19, 2013

1025 Connecticut Ave., N.W.  
Suite 1000  
Washington, D.C. 20036  
(202) 857-1470  
Fax (301) 622-2864

*Via Federal Express*

Timothy E. Welch  
welchlaw@earthlink.net

Federal Communications Commission  
c/o US Bank  
Government Lockbox 979091  
SL-MO-C2-GL  
1005 Convention Plaza  
St. Louis MO 63101

ATTN: FCC Government Lockbox

Re: Section 214 Application for Streamlined Transfer of Control of Domestic Section  
214 Authorizations of Niagara Telephone Company and Its Wholly-Owned Subsidiary  
Borderland Communications, LLC to Northeast Communications of Wisconsin, Inc.

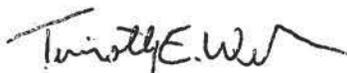
Ladies and Gentlemen:

Enclosed please find 1) an original and six (6) copies of the referenced Domestic Section 214 Application for Transfer of Control; 2) an FCC Form 159 completed attached to the original and each application copy to show payment of the applicable \$1,050.00 application filing fee by my credit card; and 3) a self-addressed, pre-paid Federal Express Airbill affixed to an overnight envelope to be used to provide my office with a receipt date stamp of the filing.

Please redact my credit card information before releasing the Form 159 to the public.

Please refer any questions to the undersigned.

Sincerely,

  
Timothy E. Welch

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

In the Matter of )  
)  
**Shareholders of Niagara Telephone Company** )  
Transferors )  
)  
**Northeast Communications of Wisconsin, Inc.** )  
Transferee )  
)  
For Transfer of Control of Niagara Telephone )  
Company and its Wholly-Owned Subsidiary )  
Borderland Communications, LLC that Provide )  
Interstate Exchange Access and Interstate )  
Inter-Exchange Service in Wisconsin Pursuant to )  
Domestic Blanket Authorizations Under )  
Section 214 of the Communications Act )

WC Docket No. 13-\_\_\_\_\_

TO: Chief, Wireline Competition Bureau

**APPLICATION FOR CONSENT TO TRANSFER OF CONTROL OF  
DOMESTIC BLANKET SECTION 214 AUTHORIZATIONS  
AND REQUEST FOR STREAMLINED PROCESSING**

The Shareholders of Niagara Telephone Company (“Niagara” or “Transferors”; FRN: 0003741782) and Northeast Communications of Wisconsin, Inc., d/b/a Nsight Telservices (“Nsight” or “Transferee”; FRN: 0002706190) hereby request Commission authorization for the transfer of control of Niagara Telephone Company and the blanket domestic Section 214 authorizations held by Niagara and its wholly-owned subsidiary Borderland Communications, LLC (“Borderland”; FRN: 0003775079) from Niagara’s current shareholders to Nsight.

Niagara, a Wisconsin corporation, provides local exchange telephone services and interstate exchange access as an incumbent local exchange carrier (“ILEC”) serving approximately 3,200 access lines in the following Wisconsin Counties: Marinette and Florence.

Niagara's wholly-owned subsidiary Borderland (FRN: 0003775079), a Wisconsin limited liability company, provides local exchange telephone services and interstate exchange access as a competitive local exchange carrier ("CLEC") to approximately 80 access lines in the following Michigan County: Dickinson County. Borderland also provides resold interstate and international toll services to customers located in the Niagara and Borderland local exchange service areas. Borderland does not provide CLEC services in Wisconsin.

Niagara's wholly-owned subsidiary Niagara Wireless, LLC (FRN: 0019840172), a Wisconsin limited liability company, holds a number of wireless licenses covering parts of Wisconsin and Michigan.

Nsight (FRN: 0002706190), a Wisconsin corporation, holds a number of wireless licenses indirectly through affiliated companies. Nsight is the parent company and 100% owner of: (1) Northeast Telephone Company, LLC (FRN: 0004322178), a Wisconsin limited liability company, serves approximately 4,700 access lines and provides ILEC local exchange telephone services including interstate exchange access in the following Wisconsin Counties: Brown, Oconto, Outagamie, and Shawano; (2) Bayland Telephone, LLC (FRN: 0003749736), a Wisconsin limited liability company, serves approximately 1,700 access lines and provides ILEC local exchange telephone services including interstate exchange access in the following Wisconsin County: Oconto; (3) NET LEC, LLC (FRN: 0004320529), Brown County CLEC, LLC (FRN: 0004320545), and Bayland Communications, LLC (FRN: 0003749744), each being a Wisconsin limited liability company, serve in combination approximately 5,500 access lines and provide CLEC services predominately to businesses in the following Wisconsin Counties: Brown, Outagamie, Oconto, and Winnebago. None of these companies provide local exchange access services or interstate exchange access services in Michigan.

Niagara currently has issued and has outstanding 3480 shares of common stock (its only class of stock) that are owned by twenty-one (21) shareholders. Niagara has three (3)

shareholders who own 10.00 percent or more of its common stock, with the largest shareholder owning a 35.6% interest.

The proposed transaction will be accomplished by a two-step merger process. Merger step one is the merger of a newly-formed Wisconsin corporation (Niagara Reverse Sub 1, Inc.) owned 100 percent by Nsight with and into Niagara, with Niagara continuing as the surviving corporation. The pre-merger step one shares and rights of Niagara will be canceled and extinguished, subject to various provisions for the payment of the merger consideration consisting of cash and Nsight stock to Niagara's shareholders. Merger step two is the merger of the merger step one surviving corporation (Niagara) with and into Niagara Forward Sub 2, Inc., a second newly-formed Wisconsin corporation owned 100 percent by Nsight, whereby Niagara Forward Sub 2, Inc. will continue as the surviving company. The pre-merger step two shares and rights of the merger step one surviving corporation (Niagara) will be cancelled and extinguished. At the completion of the two-step merger all of the issued and outstanding common stock of Niagara Forward Sub 2, Inc., which owns all of the assets of Niagara, will be owned by Nsight. Control of Niagara Forward Sub 2, Inc. post-merger will give Nsight control over the blanket domestic Section 214 authorizations of Niagara and its wholly-owned subsidiary Borderland. Niagara Forward Sub 2, Inc. will change its name to Niagara Telephone Company.

Information required by Section 63.04(a) of the Commission's Rules:

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

**Transferors:**

Shareholders of Niagara Telephone Company

PO Box 3

1133 Main Street

Niagara, WI 54151

Telephone: 715-251-3116

Facsimile: 715-251-1119

**Transferee:**

Northeast Communications of Wisconsin, Inc., d/b/a Nsight Telservices  
450 Security Boulevard  
Green Bay, Wisconsin 54313  
Telephone: 920-617-7000  
Facsimile: 920-617-7329

**(2) Government, state or territory under the laws of which each corporate or partnership applicant is organized:**

Niagara is a corporation organized under the laws of the Wisconsin. Borderland is a limited liability company organized under the laws of the Wisconsin.

Nsight is a corporation organized under the laws of the Wisconsin.

**(3) Name, title, address, and telephone number of the officer or contact person to whom correspondence concerning the application is to be addressed:**

**For Transferor:**

Al Mahnke, CEO  
Niagara Telephone Company  
P.O. Box 3  
1133 Main Street  
Niagara, WI 54151  
Telephone: 715-251-3116  
Facsimile: 715-251-1119

With a copy to Counsel:

Daniel T. Hardy  
Judd A. Genda  
Axely Brynelson  
2 E Mifflin St #200  
Madison WI 53703  
Telephone: 608-257-5661  
Facsimile: 608-257-5444

**For Transferee:**

Mark M. Naze, CFO & Treasurer  
Northeast Communications of Wisconsin, Inc., d/b/a Nsight Telservices  
450 Security Boulevard  
Green Bay, Wisconsin 54313  
Telephone: 920-617-7000  
Facsimile: 920-617-7329

With a copy to Counsel:  
 Timothy E. Welch  
 Hill & Welch  
 1025 Connecticut Ave., NW #1000  
 Washington, DC 20036  
 Telephone: 202-857-1470  
 Facsimile: 301-622-2864  
 welchlaw@earthlink.net

**(4) Name, address, citizenship and principal business of any person or entity that directly owns at least ten percent (10%) of the equity of the applicant:**

**Borderland – Prior to and Subsequent to the Proposed Transaction:**

The only entity that owns at least ten percent (10%) of the equity of Borderland before the proposed transaction is:

<u>Name &amp; Address</u>	<u>Equity %</u>	<u>Citizenship</u>	<u>Principal Business</u>
Niagara Telephone Company 1133 Main Street Niagara, WI 54151	100.00%	WI Corp.	Telecommunications

After completion of the two step merger the only owner of least ten percent (10%) of the equity of Borderland will be:

<u>Name &amp; Address</u>	<u>Equity %</u>	<u>Citizenship</u>	<u>Principal Business</u>
Niagara Telephone Company 450 Security Blvd. Green Bay, WI 54313	100.00%	WI Corp.	Telecommunications

**Niagara – Prior to Proposed Transaction:**

The names, addresses, citizenship and principal businesses of the entities that own at least ten percent (10%) of the equity of Niagara prior to the proposed transaction are:

<u>Name &amp; Address</u>	<u>Equity %</u>	<u>Voting %</u>	<u>Citizenship</u>	<u>Principal Business</u>
Nancy L. Peterson Revocable Living Trust 1100 Bruning Street Niagara, WI 54151	35.6%	35.6%	WI Trust	Telecommunications
Beate M. Reuber 904 Birch Avenue West P.O. Box 668 Hector, MN 55342	22.8%	22.8%	U.S.A.	Telecommunications

Sidney R. Peterson Family Trust 377 Lindaburg Lane Berryville, WA 22611	10.3%	10.3%	WI Trust	Telecommunications
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Both trusts have as their beneficiaries Nancy L. Peterson and her children, all of whom are citizens of the United States of America. No other individual or entity directly or indirectly owns ten percent (10%) or more of the equity of Niagara prior to the proposed transaction.

**Niagara - After Proposed Transaction:**

The name, address, citizenship and principal business of the only entity that will own at least ten percent (10%) of the equity of the post-merger Niagara will be:

<u>Name &amp; Address</u>	<u>Equity %</u>	<u>Citizenship</u>	<u>Principal Business</u>
Northeast Communications of Wisconsin, Inc. 450 Security Boulevard Green Bay, WI 54313	100.00%	WI Corp.	Telecommunications

The names, addresses, citizenship and principal businesses of the entities owning at least ten percent (10%) of Nsight's equity both prior to and subsequent to the proposed transaction are:

<u>Name &amp; Address</u>	<u>Equity %</u>	<u>Voting%</u>	<u>Citizenship</u>	<u>Principal Business</u>
Patrick D. Riordan 450 Security Blvd. Green Bay, WI 54313	14.98%	16.00%	U.S.A.	Telecommunications
Robert H. Riordan 450 Security Blvd. Green Bay, WI 54313	11.32%	12.10%	U.S.A.	Telecommunications
Tailwind Capital Partners 485 Lexington Ave. New York, NY 10017	13.64%	14.57%	U.S.A.	Private Equity

Family relationships: Patrick D. Riordan and Robert H. Riordan are siblings. The listed shareholders are shown with the total ownership and voting interests attributable to themselves and to their immediate families (spouses and/or children). With the exception of Patrick D.

Riordan, no single member of any of the families owns or votes a 10% or greater interest; Robert H. Riordan owns less than 10% as an individual. The indicated voting interests are slightly higher than the indicated equity interests because there is a small amount of non-voting stock which dilutes the equity % relative to the voting %. No other individual or entity directly or indirectly will own ten percent (10%) or more of the equity of Nsight prior to or subsequent to the proposed transaction.

**(5) Certification pursuant to 47 C.F.R. §§1.2001 through 1.2003 that no party to the application is subject to denial of Federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988.**

Niagara and Nsight hereby certify, pursuant to 47 C.F.R. §§1.2001 through 1.2003, that no party to this application is subject to denial of Federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988.

**(6) Description of the transaction:**

The proposed transaction entails the transfer of control of Niagara from its existing shareholders to Nsight. The proposed transaction will be accomplished by a two-step merger process. Merger step one is the merger of a newly-formed Wisconsin corporation (Niagara Reverse Sub 1, Inc.) owned 100 percent by Nsight with and into Niagara, with Niagara continuing as the surviving corporation. The pre-merger step one shares and rights of Niagara will be canceled and extinguished, subject to various provisions for the payment of the merger consideration consisting of cash and Nsight stock to Niagara's shareholders. Merger step two is the merger of the merger step one surviving corporation (Niagara) with and into Niagara Forward Sub 2, Inc., a second newly-formed Wisconsin corporation owned 100 percent by Nsight, whereby Niagara Forward Sub 2, Inc. will continue as the surviving company. The pre-merger step two shares and rights of the merger step one surviving corporation (Niagara) will

be cancelled and extinguished. At the completion of the two-step merger all of the issued and outstanding common stock of Niagara Forward Sub 2, Inc., which owns all of the assets of Niagara, will be owned by Nsight. Control of Niagara Forward Sub 2, Inc. post-merger will give Nsight control over the blanket domestic Section 214 authorizations of Niagara and its wholly-owned subsidiary Borderland. Niagara Forward Sub 2, Inc. will change its name to Niagara Telephone Company.

**(7) Description of the geographic areas in which the transferor and transferee (and their affiliates) offer domestic telecommunications services:**

Attached hereto is a map showing the Wisconsin local exchange service areas for the LECs involved in this application: Niagara (#50), Nsight's wholly-owned subsidiary Northeast Telephone Company, LLC (#51), and Nsight's wholly-owned subsidiary Bayland Telephone, LLC (#6). These LEC local exchange service areas do not overlap and they are not adjacent to each other. Nsight's affiliated LECs do not provide, are not certificated to provide, and are not seeking certification to provide, telephone exchange or interstate access services in, or adjacent to, any area served, certificated to be served, or sought to be served by Niagara. Nsight's affiliated CLECs do not provide, and do not intend to provide, telephone exchange or interstate access services in or adjacent to any area served or sought to be served by Niagara.

Niagara's wholly-owned CLEC subsidiary Borderland provides CLEC services in Dickinson County Michigan only. Nsight's affiliated LECs do not provide, are not certificated to provide, and are not seeking certification to provide, telephone exchange or interstate access services in, or adjacent to, Dickinson County, Michigan. Nsight's affiliated CLECs do not provide, and do not intend to provide, telephone exchange or interstate access services in or adjacent to any area served or sought to be served by Borderland.

### **Areas and Services of Niagara and Affiliates**

Niagara (FRN: 0003741782) provides local exchange telephone services including interstate exchange access as an ILEC serving approximately 3,200 access lines in the following Wisconsin Counties: Marinette and Florence.

Niagara's wholly-owned subsidiary Borderland (FRN: 0003775079) is a CLEC which provides competitive local exchange services including interstate exchange access serving approximately 80 access lines in the following Michigan County: Dickinson. Borderland resells interstate, intrastate and international long distance toll services in and around the local exchange areas of Niagara and Borderland.

Niagara's wholly-owned subsidiary Niagara Wireless, LLC (FRN: 0019840172) is authorized to provide wireless services in parts of Wisconsin and Michigan. Niagara Wireless, LLC is not a part of the subject transaction and will be spun out to Niagara's current shareholders prior to the closing of the subject two step merger process. Insubstantial ownership changes in the wireless services do not require prior FCC approval; there is a post-transaction notification procedure. *See Forbearance From Section 310(d) Regarding Non-Substantial Assignments of Wireless Licenses and Transfers of Control Involving Telecommunications Carriers*, 13 FCC Rcd. 6293, 6298, 6306 ¶¶ 8 & 24 (FCC 1998).

Niagara is a 50% owner of Alpha Connect, LLC (FRN: 0021804455), a Michigan CLEC located in Kingsford, Michigan that provides tandem switching services to companies located in Michigan and Wisconsin. Alpha Connect, LLC is not a part of the contemplated transaction and the parties intend that Niagara's ownership of Alpha Connect, LLC will be spun out from the Niagara corporate structure prior to closing the subject transfer of control to either 1) Niagara's

existing shareholders or 2) to the other 50% owner of Alpha Connect, LLC which also exercises negative control. Each of these transactions would be *pro forma* and would not require prior Commission approval. First, a spin out to Niagara's current shareholders would not involve a substantial change in ownership. Second, Commission policy is that a transaction which changes an interest from negative control to positive control is insubstantial and *pro forma* procedures may be utilized. See e.g., *In re Application of Canton 67, Ltd., Debtor-in-Possession and Morton J. Kent, Individual For Assignment of License for Television Station WOAC(TV), Channel 67, Canton, Ohio*, 7 FCC Rcd. 736, 738 ¶ 12-13 (FCC 1992). Pursuant to Section 63.03(d)(1) of the rules domestic carriers are authorized to undertake corporate restructurings without prior FCC approval when the transaction is *pro forma*. *Implementation of Further Streamlining Measures for Domestic Section 214 Authorizations, Report and Order* 17 FCC Rcd. 5517, 5521, ¶5 (FCC 2002). The Parties to this application hereby certify that they will not consummate the subject transfer of control while Alpha Connect, LLC remains within the ownership of Niagara.

Niagara is a 25.00% partner in Wisconsin RSA No. 4 Limited Partnership (FRN: 0002703890) which holds the cellular license bearing call sign KNKN395 and which provides cellular service in CMA711 - Wisconsin 4 - Marinette.

Niagara and its subsidiaries and affiliates have no ownership interests in any other entities that offer domestic telecommunications services.

#### **Areas and Services of Nsight and Affiliates**

Nsight (FRN: 0002706190) is a holding company.

Nsight's wholly-owned subsidiary Northeast Telephone Company, LLC (FRN: 0004322178) is an ILEC which provides local exchange telephone service including interstate exchange access

to approximately 4,700 access lines in the following Wisconsin Counties: Brown, Oconto, Outagamie, and Shawano.

Nsight's wholly-owned subsidiary Bayland Telephone, LLC (FRN: 0003749736) is an ILEC which provides local exchange telephone service including interstate exchange access to approximately 1,700 access lines in the following Wisconsin County: Oconto.

Nsight's wholly-owned subsidiaries Bayland Communications, LLC (FRN: 0003749744), Brown County CLEC, LLC (FRN: 0004320545), and NET LEC, LLC (FRN: 0004320529) are CLECs which provide competitive telephone exchange service and interstate access service in the following Wisconsin Counties: Brown, Outagamie, Oconto, and Winnebago. None of these Counties overlaps, or is adjacent to, Niagara's Wisconsin LEC telephone exchange service areas or Borderland's Michigan CLEC telephone exchange service areas (Borderland does not provide telephone exchange services in Wisconsin). Nsight's CLEC subsidiaries serve approximately 5,500 access lines.

Nsight owns a controlling general and limited partner interests in Wisconsin RSA No. 4 Limited Partnership (FRN: 0002703890), which is the licensee of cellular Station KNKN395 and associated P-P microwave stations, and which provide cellular service in CMA711B.

Nsight is the controlling interest holder in Wisconsin RSA-10 Limited Partnership (FRN: 0002698892) which is the licensee of cellular Station KNKN294 and associated P-P microwave stations which provide cellular service in CMA717B.

Nsight owns a 100.00 percent member interest in Nsight Spectrum, LLC (FRN: 0020519138), a Wisconsin limited liability company which is the licensee of numerous wireless stations serving Wisconsin, Michigan, Minnesota, and Iowa.

Nsight and its subsidiaries and affiliates have no ownership interests in any other entities that offer domestic telecommunications services.

**(8) Streamlined Treatment:**

This Application is entitled to a presumption that the streamlined application processing procedures found at Section 63.03(b)(2)(iii) are applicable. At the close of the transaction, all of Nsight's long distance affiliates will have a less than 10% share of the interstate, inter-exchange market. See 47 C.F.R. § 63.03(b)(2). Likewise, the requirements of Section 63.03(b)(2)(iii) are met because, post consummation, Nsight's independent local exchange carrier operations will serve a total of approximately 15,180 access lines which is less than 2% of the nation's subscriber lines the Commission recently estimated to be approximately 101,833,000 retail switched access lines as of June 2012. See Figure 1, page 2, "Local Telephone Competition: Status as of June 30, 2012" released in June 2013 –

[http://transition.fcc.gov/Daily\\_Releases/Daily\\_Business/2013/db0621/DOC-321568A1.pdf](http://transition.fcc.gov/Daily_Releases/Daily_Business/2013/db0621/DOC-321568A1.pdf)

Moreover, neither Niagara and Nsight, nor their respective affiliated companies, have overlapping service telephone exchange areas or adjacent telephone exchange service areas. Thus, streamlined processing of the instant Application is proper under Section 63.03(b)(2) of the Commission's Rules.

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

The Applicants will file an electronic application via the International Bureau Filing System for transfer of control of the International Section 214 authorization for global resale of switched services held by Borderland (File No. ITC-214-19980715-00486, granted September 3, 1998).

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

No party to the transaction is facing imminent business failure at this time. Therefore, the applicants are not requesting special consideration because no party to the transaction is facing imminent business failure.

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

No separately filed waivers or waiver requests are being sought in conjunction with the proposed 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:**

The proposed transaction entails the transfer of control of Niagara and its Borderland subsidiary from Niagara's existing shareholders to Nsight, an established rural telecommunications provider that has long served similar rural areas in northeastern Wisconsin. Niagara and Nsight both have proven records of investing in their rural networks and communities, and of providing high-quality, state-of-the-art voice and data services at affordable rates to their rural Wisconsin service areas. The proposed transaction will ensure that the rural Wisconsin customers of Niagara and its subsidiary will continue to receive high-quality, state-of-the-art voice and data services at affordable rates for the foreseeable future.

**Conclusion and Declarations**

In light of the foregoing facts and public interest considerations, the Commission is respectfully requested to authorize the transfer of control of the domestic blanket Section 214 authorizations held by Niagara and its Borderland subsidiary to Nsight so that the Parties to this transaction can close the proposed transaction in the public interest.

In support whereof, the Declarants below hereby certify under penalty of perjury that he/she has reviewed the foregoing *Application For Consent to Transfer of Control of Domestic Blanket Section 214 Authorizations And Request For Streamlined Processing* and that the information contained herein is true and accurate to the best of his/her knowledge, information, and belief.

Respectfully submitted,

**NIAGARA TELEPHONE COMPANY**

**NORTHEAST COMMUNICATIONS OF  
WISCONSIN, INC., d/b/a  
NSIGHT TELSOURCES**

By   
Al Mahnke, CEO

By \_\_\_\_\_  
Mark M. Naze, CFO & Treasurer

Date November 18, 2013

Date \_\_\_\_\_

**Conclusion and Declarations**

In light of the foregoing facts and public interest considerations, the Commission is respectfully requested to authorize the transfer of control of the domestic blanket Section 214 authorizations held by Niagara and its Borderland subsidiary to Nsight so that the Parties to this transaction can close the proposed transaction in the public interest.

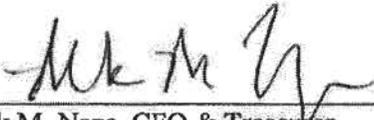
In support whereof, the Declarants below hereby certify under penalty of perjury that he/she has reviewed the foregoing *Application For Consent to Transfer of Control of Domestic Blanket Section 214 Authorizations And Request For Streamlined Processing* and that the information contained herein is true and accurate to the best of his/her knowledge, information, and belief.

Respectfully submitted,

**NIAGARA TELEPHONE COMPANY**

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WISCONSIN, INC., d/b/a  
NSIGHT TELSOURCES**

By \_\_\_\_\_  
Al Mahnke, CEO

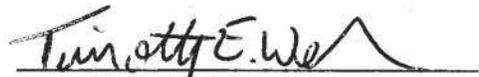
By  \_\_\_\_\_  
Mark M. Naze, CFO & Treasurer

Date \_\_\_\_\_

Date 11-18-13

WHEREFORE, in view of the information presented herein, it is respectfully submitted that grant of the instant application would serve the public interest.

Respectfully Submitted,

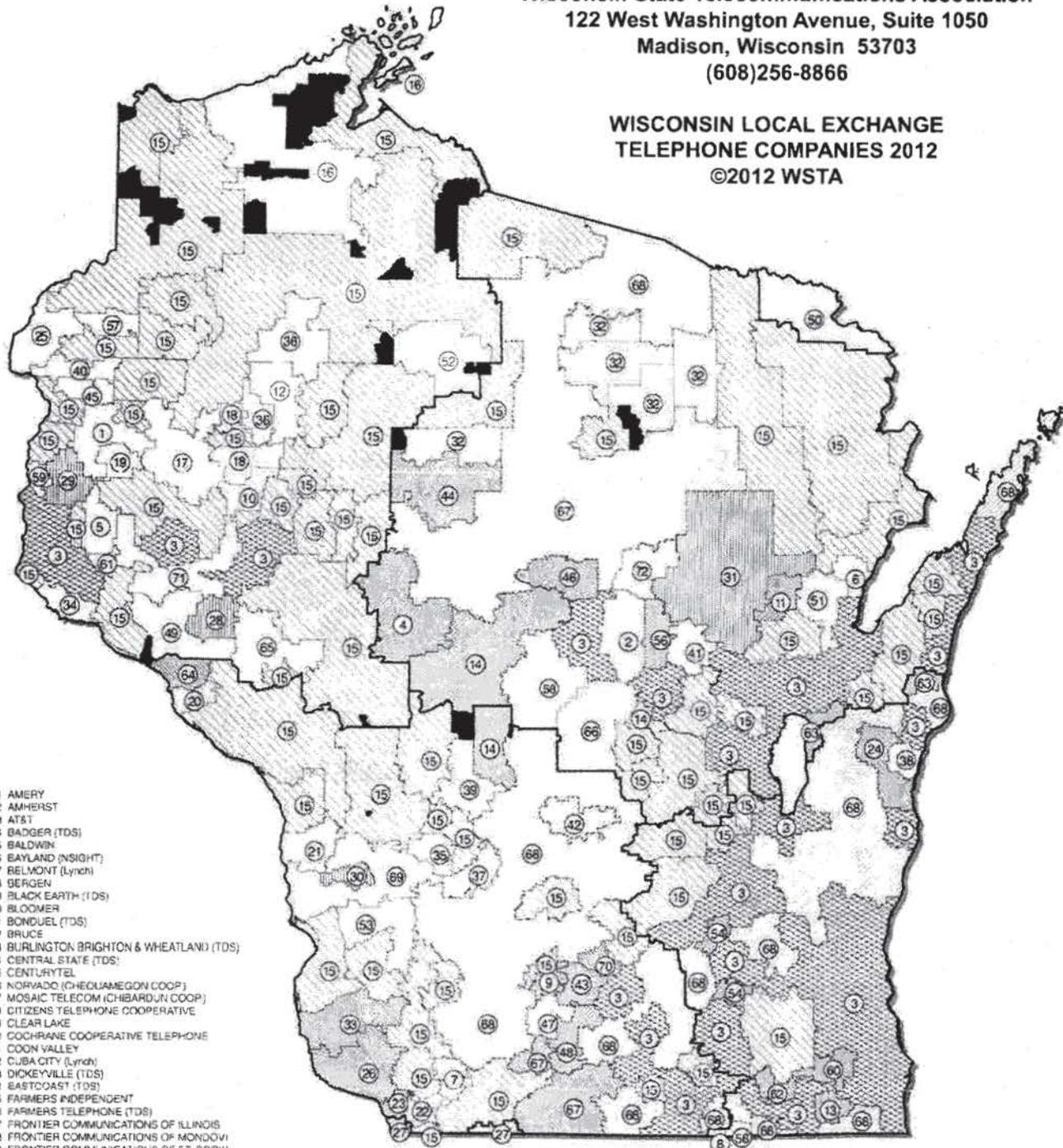


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WISCONSIN LOCAL EXCHANGE  
 TELEPHONE COMPANIES 2012  
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- 1 AMERY
- 2 AMHERST
- 3 AT&T
- 4 BADGER (TDS)
- 5 BALDWIN
- 6 BAYLAND (NSIGHT)
- 7 BELMONT (Lynch)
- 8 BERGEN
- 9 BLACK EARTH (TDS)
- 10 BLOOMER
- 11 BONDUCEL (TDS)
- 12 BRUCE
- 13 BURLINGTON BRIGHTON & WHEATLAND (TDS)
- 14 CENTRAL STATE (TDS)
- 15 CENTURYTEL
- 16 NORVADO (CHEQUAMEGON COOP)
- 17 MOSAIC TELECOM (CHIBARDUN COOP)
- 18 CITIZENS TELEPHONE COOPERATIVE
- 19 CLEAR LAKE
- 20 COCHRANE COOPERATIVE TELEPHONE
- 21 COON VALLEY
- 22 CUBA CITY (Lynch)
- 23 DICKEYVILLE (TDS)
- 24 EASTCOAST (TDS)
- 25 FARMERS INDEPENDENT
- 26 FARMERS TELEPHONE (TDS)
- 27 FRONTIER COMMUNICATIONS OF ILLINOIS
- 28 FRONTIER COMMUNICATIONS OF MONDOVI
- 29 FRONTIER COMMUNICATIONS OF ST. CROIX
- 30 FRONTIER COMMUNICATIONS OF VIROQUA
- 31 FRONTIER COMMUNICATIONS OF WISCONSIN
- 32 FRONTIER, RHINELANDER TELEPHONE CO
- 33 GRANTLAND (TDS)
- 34 HAGER
- 35 HILLSBORO
- 36 INDIANHEAD
- 37 LA VALLE TELEPHONE COOPERATIVE
- 38 LAVEFIELD
- 39 LEMONWEIR VALLEY
- 40 LUCK (Lakeland Comm)
- 41 MANAWA
- 42 MARQUETTE-ADAMS TELEPHONE COOPERATIVE
- 43 MID-PLAINS (TDS)
- 44 MIDWAY (TDS)
- 45 MILLTOWN MUTUAL (Lakeland Comm)
- 46 MOSINEE (TDS)
- 47 MT. HOREB
- 48 MT. VERNON (TDS)
- 49 NELSON TELEPHONE COOPERATIVE
- 50 NIAGARA
- 51 NORTHEAST (NSIGHT)
- 52 PRICE COUNTY
- 53 RICHLAND - GRANT TELEPHONE COOPERATIVE
- 54 RIVERSIDE (TDS)
- 55 SCANDINAVIA (TDS)

- 56 SHARON
- 57 SIREN
- 58 SOLARIUS
- 59 SOMERSET
- 60 SOUTHEAST (TDS)
- 61 SPRING VALLEY
- 62 STATE LONG DISTANCE (TDS)
- 63 STOCKBRIDGE & SHERWOOD (TDS)
- 64 TENNEY (TDS)
- 65 TRI-COUNTY COMMUNICATIONS CO-OP
- 66 UNION
- 67 UTELCO (TDS)
- 68 FRONTIER
- 69 VERNON TELEPHONE COOPERATIVE
- 70 WAUNAKEE (TDS)
- 71 WEST WISCONSIN TELECOM COOPERATIVE
- 72 WITTENBERG

- AT&T
- CENTURY TEL
- FRONTIER
- FRONTIER
- TDS TELECOM
- OTHER INDEPENDENT TELECOS
- UNASSIGNED TERRITORY