

SECRETARY'S RECORD, PUBLIC SERVICE COMMISSION

BEFORE THE NEBRASKA PUBLIC SERVICE COMMISSION

In the Matter of the Joint)	Application No. C-5329
Application of NCTC Holdings,)	
Inc., Gibbon, Nebraska, and)	
Nedelco, Inc., Aurora, Nebraska,)	
seeking approval of a change of)	GRANTED
controlling interest in the)	
Nebraska Central Telephone)	
Company and Nebraska Central)	
Telecom, Inc. Gibbon, Nebraska.)	Entered: October 19, 2021

BY THE COMMISSION:

On August 31, 2021, an application was filed by NCTC Holdings, Inc., Gibbon, Nebraska, and Nedelco, Inc., Aurora, Nebraska (collectively "Applicants") seeking approval of a change of controlling interest in the Nebraska Central Telephone Company ("Nebraska Central Telephone") and Nebraska Central Telecom, Inc. ("Nebraska Central Telecom"). Notice of the application was published in The Daily Record, Omaha, Nebraska, on September 3, 2021. No protests were filed; therefore, this application is processed pursuant to the Nebraska Public Service Commission's ("Commission") Rule of Modified Procedure.

O P I N I O N A N D F I N D I N G S

Description of the Parties:

Nebraska Central Telephone ("Nebraska Central Telephone") is a corporation duly organized and existing under the laws of the State of Nebraska with its principal place of business located at 22 LaBarre Street, P.O. Box 700, Gibbon, Nebraska 68840. Nebraska Central Telephone conducts and operates a telecommunications business in Nebraska, principally providing local exchange and Internet access services, and serves customers in twenty (20) exchanges located in central and north central Nebraska.

Nebraska Central Telecom ("Nebraska Central Telecom") is a corporation duly organized and existing under and by virtue of the laws of the State of Nebraska, with its principal place of business also located at 22 LaBarre Street, P.O. Box 700, Gibbon, Nebraska 68840. Nebraska Central Telecom conducts and operates a telecommunications business in Nebraska principally providing interexchange telephone and video services, and serves customers located in central and north central Nebraska.

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NCTC Holdings, Inc. ("NCTC") is the sole shareholder of the Companies. Its principal place of business is also located at 22 LaBarre Street, P.O. Box 700, Gibbon, Nebraska 68840. The officers of NCTC are Andrew D. Jader, President; Kevin B. McGregor, Vice President; Janice E. McGregor, Secretary; and Nancy J. McGregor-Jader, Treasurer.

Nedelco, Inc. ("Nedelco") is a corporation organized under the laws of Nebraska. Its principal place of business is located at 1006 12th Street, Aurora, Nebraska 68840. The officers of Nedelco are John Nelson, Chief Executive Officer/President; Phillip C. Nelson, Vice President; James E. Nelson, Vice President; Jannelle Seim, Secretary; Brock Wyatt, Chief Financial Officer/Treasurer; Dan Molliconi, Chief Operating Officer; and Dixie Ziegler, Chief Operating Officer of Relay.

Nedelco is a holding company for a group of diversified communications and technology service provider affiliates based in Aurora, Nebraska. Nedelco's local exchange carrier affiliate, The Hamilton Telephone Company ("Hamilton Telephone") was founded in 1901, and provides service in Hamilton County, Nebraska, and surrounding areas. Hamilton Telephone is certificated by the Commission to provide local exchange telephone service. In addition to Hamilton Telephone, Nedelco's wholly owned subsidiary, Hamilton Long Distance Company ("Hamilton Long Distance"), is an interexchange telephone service provider, and is certificated by the Commission to provide interexchange telephone service in the State of Nebraska. In addition to Hamilton Telephone and Hamilton Long Distance, Nedelco operates five (5) additional wholly owned subsidiaries engaged in the provision of telecommunications, information, and video services.

Description of the Transaction:

On August 27, 2021, NCTC and Nedelco entered into a Master Equity Purchase Agreement ("Agreement") pursuant to which NCTC agreed to sell to Nedelco, and Nedelco agreed to purchase from NCTC all the issue and outstanding shares of capital stock of the Companies. Applicants expect to close the transaction prior to December 31, 2021. After consummation of this transaction, Applicants stated that each of the Companies will continue to exist and operate under the same names, providing currently available service to customers pursuant to existing rates, terms, and conditions of service. Applicants also stated that no carrier change charges will result from this Agreement and no customer service or billing contact information will change as a result. In addition,

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the Agreement will be transparent to customers of the Companies and the customers will not incur any loss or diminution of services as a result.

The Applicants intend for the Companies' management team and technical personnel to remain in place during the transition period to ensure a smooth transition of the operation of the Companies to Nedelco's management team. Nedelco stated it is financially well-qualified to become the new owner of the Companies.

According to the Applicants, this Agreement serves the public interest and is in the best interest of the Companies' customers. The Applicants stated the Agreement will affect only the ultimate ownership of the Companies and will not result in any changes in rates, terms, or conditions of service for customers. Following the transaction, the Companies will continue to offer the same services as offered prior to the transaction. In addition, the change in ownership will cause the Companies to become affiliated with Nedelco, a company that is providing state-of-the-art telecommunications services. Nedelco will provide financial resources to maintain and advance the Companies' infrastructure to bring even more innovative service offerings to the Companies' customers.

Based on the evidence, we find the application to be fair and reasonable and in the public interest. The application should be granted.





O R D E R

IT IS THEREFORE ORDERED by the Nebraska Public Service Commission that Application No. C-5329 be, and it is hereby, granted.

ENTERED AND MADE EFFECTIVE at Lincoln, Nebraska, this 19th day of October, 2021.

NEBRASKA PUBLIC SERVICE COMMISSION

COMMISSIONERS CONCURRING:


Chair

ATTEST:


Deputy Director