

BEFORE THE NEBRASKA PUBLIC SERVICE COMMISSION

In the Matter of the	)	Application No. C-4726
Application of William R.	)	
Sandman Revocable Trust,	)	
Steven P. Sandman Revocable	)	
Trust, Diller Telephone	)	GRANTED
Company and DTC Holding	)	
Company, Diller, Nebraska	)	
seeking authority to transfer	)	
stock resulting in a change of	)	
control of Diller Telephone	)	
Company.	)	Entered: December 16, 2014

BY THE COMMISSION:

On November 10, 2014, an application was filed by William R. Sandman Revocable Trust, Steven P. Sandman Revocable Trust, Diller Telephone Company and DTC Holding Company, Diller, Nebraska, seeking authority to transfer stock resulting in a change of control of Diller Telephone Company. Notice of the application was published in The Daily Record, Omaha, Nebraska, on November 13, 2014. No protests were filed; therefore, this application is processed pursuant to the Commission's Rule of Modified Procedure.

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

I.     The Parties:

Diller Telephone Company is a corporation duly organized and existing under the laws of the State of Nebraska, with its principal place of business in Diller, Nebraska. Diller Telephone Company provides local exchange service in Nebraska serving customers located in Diller, Odell, Virginia and Harbine under and by virtue of the authority granted by the Nebraska Public Service Commission.

The Revocable Trust of William R. Sandman is currently a 53 percent owner of Diller Telephone Company and the Revocable Trust of Steven P. Sandman is currently a 47 percent owner of Diller Telephone Company.

The management of Diller Telephone Company has been under the direction and control of William R. Sandman, the

Trustee of the Revocable Trust of William R. Sandman. William R. Sandman is an individual residing in Nebraska.

## II. Description of the Transaction:

The Revocable Trust of William R. Sandman and the Revocable Trust of Steven P. Sandman intend to transfer to DTC Holding Co. their respective shares of Diller Telephone Company. DTC Holding is owned by the Revocable Trust of William R. Sandman and the Revocable Trust of Steven P. Sandman in the same proportion as their current ownership interest in Diller Telephone Company (53 and 47 percent). As a result of the transfer of shares of Diller Telephone Company, the controlling interest of Diller Telephone Company will transfer from the Revocable Trust of William R. Sandman to DTC Holding Co. The transfer of Diller Telephone Company stock will result in DTC Holding Co. owning 100 percent of the stock of Diller Telephone Company.

William R. Sandman has and will continue to play an integral part in the operation of Diller Telephone Company and the management and operation of Diller Telephone Company will remain unchanged.

## III. Public Interest:

The change in controlling interest of Diller Telephone Company is in the best interests of Diller Telephone Company and its customers, and change in ownership of controlling interest will result in no changes affecting the services provided by Diller Telephone Company, nor will the change have any material effect on the general day-to-day operations of Diller Telephone Company.

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-4726 be, and it is hereby, approved.

MADE AND ENTERED at Lincoln, Nebraska, this 16th day of December, 2014.

NEBRASKA PUBLIC SERVICE COMMISSION

COMMISSIONERS CONCURRING:

Chairman

ATTEST:

Executive Director

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NEBRASKA PUBLIC SERVICE COMMISSION

COMMISSIONERS CONCURRING:

*Dave Boyle*  
*Tim Schram*  
*Red Jones*  
*Gerald L. Vogt*

*Frank E. Landis*  
Chairman

ATTEST:

*Steve Meredith*  
Executive Director

//s//Frank E. Landis