

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

In the Matter of the Joint Application of)	
)	
Nelnet, Inc., <i>Transferor</i>)	WC Docket No. 20-_____
ALLO Communications LLC, <i>Licensee</i>)	
)	IB File Nos. ITC-T/C-2020_____
and)	
)	
SDC Allo Holdings, LLC, <i>Transferee</i>)	
)	
)	
for Grant of Authority Pursuant to Section 214)	
of the Communications Act of 1934, as)	
amended, and Sections 63.04 and 63.24 of the)	
Commission’s Rules for Changes in Control of)	
ALLO Communications LLC)	

JOINT APPLICATION

Nelnet, Inc. (“Nelnet” or “Transferor”), ALLO Communications LLC (“ALLO” or “Licensee”), and SDC Allo Holdings, LLC (“SDC-AH” or “Transferee”) (collectively, the “Applicants”), pursuant to Section 214 of the Communications Act of 1934, as amended (the “Act”), 47 U.S.C. § 214, and Sections 63.04 and 63.24 of the Commission’s Rules, 47 C.F.R. §§ 63.04 & 63.24, request Commission approval for changes in control of ALLO, which holds domestic and international Section 214 authorizations.

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

I. DESCRIPTION OF THE APPLICANTS

A. ALLO and Nelnet

ALLO is a Nebraska limited liability company with its business headquarters at 610 Broadway Street, Imperial, Nebraska 69033. Currently, ALLO is majority owned by Nelnet. ALLO offers competitive local telephone, long distance, broadband, Internet, and television services to

homes and businesses in Nebraska and Colorado. ALLO currently provides communications services through a combination of its own switching and fiber optic network, leased facilities, and some resold services. It began building a state-of-the-art fiber optic network in 2004, and currently provides gigabit fiber service in Scottsbluff, Gering, Bridgeport, North Platte, Ogallala, Alliance, Hastings, Imperial, Norfolk, Lincoln, and the Ashland Lakes Area in Nebraska and Breckenridge and Fort Morgan, Colorado.

Nelnet is a publicly traded (NYSE: NNI) Nebraska corporation with its corporate headquarters located in Lincoln, Nebraska. Nelnet is a diversified and innovative company with its core operating businesses engaging in loan servicing, asset management, education technology, services, and payment processing, and communications. Nelnet has also made investments to further diversify both within and outside of its historical core education-related businesses, including, but not limited to, investments in real estate, early-stage and emerging growth companies, and renewable energy.

B. SDC-AH

SDC-AH is a Delaware limited liability company created for the purpose of this transaction. SDC-AH is owned by investment funds controlled by an affiliate of SDC Capital Partners, LLC (“SDC”). SDC is a New York City-based digital infrastructure investment firm. SDC invests in data centers, fiber networks, wireless infrastructure and associated businesses, with a focus on opportunities to leverage its deep operational expertise in partnership with portfolio management teams. SDC and the funds and entities that it manages or controls, including SDC-AH, have a principal place of business at 817 Broadway, 10th Floor, New York, New York 10003.

II. DESCRIPTION OF THE CHANGES IN CONTROLLING INTEREST

Pursuant to the Membership Unit Purchase Agreement, by and among SDC-AH, Nelnet and ALLO, dated as of October 1, 2020, SDC-AH will acquire preferred membership units in

ALLO (“Acquisition”) that will represent approximately 48% of the voting membership of ALLO when the preferred membership units convert to voting membership units upon receipt of all required regulatory approvals. Pursuant to the terms of the Ninth Amended and Restated Operating Agreement (“Operating Agreement”), until all required regulatory approvals are obtained, Nelnet retains voting control of ALLO and the ability to appoint a majority of ALLO’s Board of Managers. Following receipt of required approvals from the Commission and other regulatory agencies, the Operating Agreement provides that SDC-AH’s membership units will automatically convert from non-voting to voting units and ALLO’s Board of Managers will increase from five to up to nine managers with SDC-AH and Nelnet each appointing three managers, and after one year, up to two mutually agreed upon independent managers (the “Conversion”). Bradley A. Moline, co-founder of ALLO and its current President, will also have a seat on ALLO’s Board of Managers. Pre-Acquisition, post-Acquisition, and post-Conversion corporate organization charts are provided as **Exhibit A**.

As a result of the Conversion, Nelnet will no longer have a controlling interest in ALLO since it will control less than 50% of the voting membership interests and less than 50% of the Board of Managers. Applicants, therefore, seek approval for the changes in the controlling interest described herein. Further, because most decisions of ALLO’s Board of Managers require approval of both SDC-AH and Nelnet, SDC-AH will acquire negative control (*i.e.*, the ability to block decisions) of ALLO. In connection with the Conversion and Debt Arrangements (as described below), one or more new holding company(ies) (“New Holdco(s)”) may be inserted between ALLO and its members, which would result in a change in the direct ownership of ALLO with SDC-AH

and Nelnet having indirect negative control of ALLO.¹ Applicants, therefore, seek approval for the changes in the controlling interest described herein.

III. PUBLIC INTEREST CONSIDERATIONS

The Conversion and resulting change in controlling interest in ALLO will serve the public interest, convenience, and necessity. Following the Conversion, ALLO will continue to provide high-quality telecommunications services while gaining access to additional capital as well as the resources and operational expertise of SDC. This access to additional capital will allow ALLO to continue to invest in and expand its all-fiber-optic network. The Conversion will not result in any service disruption, termination, confusion, or other adverse impact on customers as ALLO will continue to provide service at the same rates, terms, and conditions, as governed by existing contracts and tariffs, as applicable. Further, ALLO will continue to be managed by a core team with significant expertise in the telecommunications industries.

IV. INFORMATION REQUIRED BY SECTION 63.24(e)

Pursuant to Section 63.24(e)(2) of the Commission's Rules, the Applicants submit the following information requested in Section 63.18 (a)-(d) and (h)-(p) in support of this Application:

(a) Name, address and telephone number of each Applicant:

Transferor:

Nelnet, Inc.
121 S. 13th St., Suite 100
Lincoln, NE 68508
303-696-5405

FRN: 0025068420

¹ New Holdco(s) will be formed in the United States and is(are) expected to be a limited liability company(ies). As part of the consummation notice for the Conversion, Applicants will notify the Commission if the insertion of the New Holdco(s) occurred (or will occur) and provide the legal name and state of formation of New Holdco(s).

Licensees:

ALLO Communications LLC
121 South 13th Street
Lincoln, NE 68516
308-882-7800

FRN: 0010480978

Transferee:

SDC Allo Holdings, LLC
817 Broadway, 10th Floor
New York, NY 10003
212-813-6700

FRN: 0030049647

(b) Jurisdictions of Organization:

Transferor: Nelnet, Inc. is a corporation formed under the laws of Nebraska.

Licensee: ALLO is a limited liability company formed under the laws of Nebraska.

Transferee: SDC-AH is a limited liability company formed under the laws of Delaware.

(c) (Answer to Question 10) Correspondence concerning this Application should be sent to:

For Nelnet and ALLO:

Loel P. Brooks
Brooks, Pansing Brooks, PC, LLO
Wells Fargo Center, Suite 984
1248 O Street
Lincoln, NE 68508
402-476-3300 (tel)
402-476-6368 (fax)
lbrooks@brookspanlaw.com

For SDC-AH:

Tamar E. Finn
Brett P. Ferenchak
Stephany Fan
Morgan, Lewis & Bockius LLP
1111 Pennsylvania Ave, N.W.
Washington, DC 20004-2541
202-739-3000 (tel)
202-739-3001 (fax)
tamar.finn@morganlewis.com
brett.ferenchak@morganlewis.com
stephany.fan@morganlewis.com

With copies for Nelnet, Inc.:

Mark Pence, Legal Counsel
Nelnet, Inc.
121 South 13th Street, Suite 100
Lincoln, NE 68508
mark.pence@nelnet.net

with copies for SDC-AH to:

Clinton Karcher
Pei Zhou
SDC Capital Partners
817 Broadway, 10th Floor
New York, NY 10003
ckarcher@sdccapitalpartners.com
pzhou@sdccapitalpartners.com

With copies for ALLO to:

Bradley Moline
ALLO Communications LLC
330 South 21st Street
Lincoln, Nebraska 68510
bmoline@allophone.net

(d) Section 214 Authorizations

Nelnet: Nelnet does not hold any Section 214 authorizations.

Licensee: ALLO holds international Section 214 authority to provide global or limited global resale services granted in IB File No. ITC-214-20081029-00480. ALLO also is authorized to provide interstate service by virtue of blanket domestic Section 214 authority. *See* 47 C.F.R. § 63.01.

SDC-AH: SDC-AH does not hold any Section 214 authorization.

(h) (Answer to Questions 11 & 12) Following completion of the Conversion, the following entities will hold, directly or indirectly, a ten percent (10%) or greater interest² in ALLO as calculated pursuant to the Commission's ownership attribution rules for wireline and international telecommunications carriers:

Name:	Nelnet, Inc.
Address:	121 S. 13th St., Suite 100 Lincoln, NE 68508
Citizenship:	U.S. (Nebraska)
Principal Business:	Holding Company
Interest Held:	100% (through (i) negative control of ALLO (or New Holdco(s)) and (ii) 44.8% membership interest in ALLO (or a New Holdco(s)))

² The ownership interests provided herein represent both equity and voting interests unless otherwise indicated or if the entity is a limited partner. Limited partners only have equity interests and do not have voting interests in the limited partnership unless otherwise indicated.

Name: SDC Allo Holdings, LLC
Address: c/o SDC Capital Partners
817 Broadway, 10th Floor
New York, NY 10003
Citizenship: U.S. (Delaware)
Principal Business: Holding Company
Interest Held: 100% (through (i) negative control of ALLO (or New Holdco(s)) and (ii) 48.3% membership interest in ALLO (or New Holdco(s)))

1. **Ownership and Control of Nelnet:** The following persons or entities currently, and Post-Conversion will, own or control, directly or indirectly, a ten percent (10%) or greater interest in ALLO through Nelnet:³

Name: Michael S. Dunlap
Address: 121 South 13th Street, Suite 100
Lincoln, NE 68508
Citizenship: U.S.
Principal Business: Individual (Executive Chairman of the Board of Directors of Nelnet)
Interest Held: deemed to beneficially own 43.8% of outstanding stock and beneficially own 83.8% of the voting power of Nelnet (i) directly or (ii) indirectly, through Dunlap Holdings, LLC, Union Financial Services, Inc. and Union Bank and Trust Company and holdings through numerous tax and estate planning trusts

Name: Shelby J. Butterfield
Address: c/o Gallagher & Kennedy
2575 East Camelback Road
Phoenix, AZ 85016
Citizenship: U.S.
Principal Business: Individual
Interest Held: deemed to beneficially own 9.0% of outstanding stock and beneficially own 24.8% of the voting power of Nelnet (i) di-

³ Nelnet has two classes of stock, which have different voting rights. Therefore, the percentage of stock owned or controlled will be different from the voting power controlled. The Interest Held, therefore, provides both the percentage of stock owned and voting power.

Further, given the complex ownership structure and to be consistent with its reporting to the Securities and Exchange Commission, Nelnet applied SEC Rule 13d-3 to compute the percentages of the beneficial ownership of its outstanding shares of common stock and voting power and then applying the Commission's attribution rules where not otherwise reflected in the Rule 13d-3 computations. Therefore, the percentages reported above may be greater than those that would be reported if determined solely using the Commission's attribution rules.

rectly or (ii) indirectly through holdings through Union Financial Services, Inc. and holdings through numerous tax and estate planning trusts (such as grantor retained annuity trusts (“GRATs”))

Name: Angela L. Muhleisen
Address: c/o Farmers & Merchants Investment Inc.
6801 South 27th Street
Lincoln, NE 68512
Citizenship: U.S.
Principal Business: Individual (Chairperson, President, and Chief Executive Officer of Union Bank and Trust Company)
Interest Held: deemed to beneficially own 18.5% of outstanding stock and beneficially own 12.2% of the voting power of Nelnet (i) directly or (ii) indirectly through Union Bank and Trust Company, and holdings through numerous tax and estate planning trusts (such as GRATs)

Name: Dunlap Holdings, LLC
Address: 233 South 13th Street, Suite 1400
Lincoln, NE 68508
Citizenship: U.S. (Nebraska)
Principal Business: Investments
Interest Held: deemed to beneficially own less than 10% of outstanding stock and hold 11.5% of the voting power of Nelnet (directly)

Dunlap Holdings, LLC is a family limited liability company controlled by Mr. Dunlap. 99.98% of the interests of Dunlap Holdings, LLC are held by two separate dynasty trusts, the initial beneficiaries of which are the three adult sons of Mr. Dunlap. The operating agreement for Dunlap Holdings, LLC provides that Mr. Dunlap has the power to vote the Nelnet stock held by Dunlap Holdings, LLC, unless otherwise determined by the holders of a majority of the outstanding interests of Dunlap Holdings, LLC. The dynasty trusts were formed in Nebraska, and the trustee is R. J. Shortridge. Mr. Shortridge is a U.S. citizen and has a business address of 233 South 13th Street, Suite 1400, Lincoln, NE 68508.

Name: Union Financial Services, Inc. (“UFS”)
Address: 502 East John Street
Carson City, NV 89706
Citizenship: U.S. (Nevada)
Principal Business: Investments
Interest Held: deemed to beneficially own 4.1% of outstanding stock and hold 11.4% of the voting power of Nelnet (directly)

UFS is 50% owned by Mr. Dunlap and 50% owned by the Stephen F. Butterfield GST Non-Exempt Marital Trust, an estate planning trust for the

family of Stephen F. Butterfield (deceased), including Ms. Butterfield. Such trust was formed in Arizona, and Ms. Butterfield and Union Bank and Trust Company are co-trustees, with Whitetail Rock Capital Management, LLC serving as investment advisor with respect to the Nelnet stock held directly and indirectly (including through UFS) by such trust, and having voting power in connection therewith.

Name: Whitetail Rock Capital Management, LLC (“WRCM”)
Address: 121 South 13th St., Suite 201
Lincoln, NE 68508
Citizenship: U.S. (Nebraska)
Principal Business: Investments
Interest Held: deemed to beneficially own 23.1% of outstanding stock and beneficially own 60.6% of the voting power of Nelnet (indirectly, as the investment advisor with investment and voting power with respect to various tax and estate planning trusts and certain tax and estate planning trusts (including the Stephen F. Butterfield GST Non-Exempt Marital Trust))

WRCM is majority owned by Nelnet. Except for Nelnet and those persons or entities deemed to own or control 10% or more of Nelnet, no person or entity is deemed to own or control 10% or more of Nelnet through WRCM.

Name: Union Bank and Trust Company (“Union Bank”)
Address: 6801 South 27th Street
Lincoln, NE 68512
Citizenship: U.S. (Nebraska)
Principal Business: Banking and Trust Activities
Interest Held: deemed to beneficially own 11.3% of outstanding stock and hold 10.2% of the voting power of Nelnet (including indirectly as a trustee of (i) a tax and estate planning trust established by Mr. Dunlap and (ii) certain tax and estate planning trusts established by Ms. Butterfield’s late spouse, Stephen F. Butterfield)

Union Bank is controlled by Farmers & Merchants Investment Inc. Except for Farmers & Merchants Investment Inc, Mr. Dunlap and Ms. Muhleisen, no person or entity is deemed to own or control 10% or more of Nelnet through Union Bank.

Name: Farmers & Merchants Investment Inc. (“F&M”)
Address: 6801 South 27th Street
Lincoln, NE 68512
Citizenship: U.S. (Nebraska)
Principal Business: Bank Holding Company
Interest Held: deemed to beneficially own 11.3% of outstanding stock and hold 10.2% of the voting power of Nelnet (indirectly as the majority owner of the voting common stock of Union Bank)

Ms. Muhleisen, as trustee of a GRAT established by Ms. Muhleisen, Terri L. Dunlap (a U.S. citizen and the spouse of Mr. Dunlap), as trustee of a GRAT established by Ms. Dunlap, and Mr. Dunlap, as trustee of a GRAT established by Mr. Dunlap, hold 47.5%, 24.6%, and 24.1%, respectively, of the voting common stock of F&M, and 28.8%, 14.9%, and 14.6 %, respectively, of the total outstanding shares of voting common stock and non-voting preferred stock of F&M. Such GRATs were formed in Nebraska, and the business address for the GRATs is 233 South 13th Street, Suite 1400, Lincoln, NE 68508. Except for such GRATs and Mr. Dunlap, Ms. Dunlap, and Ms. Muhleisen, no person or entity is deemed to own or control 10% or more of Nelnet through F&M.

To the Nelnet’s knowledge, no other person or entity, directly or indirectly, will own or control a ten percent (10%) or greater interest in ALLO through Nelnet.

2. Ownership and Control of SDC-AH: The following persons or entities will own or control, directly or indirectly, a ten percent (10%) or greater interest in ALLO through SDC-AH:

Name: SDC Digital Infrastructure Opportunity Fund II, L.P.
 (“SDC Fund II”)
Address: c/o SDC Capital Partners
 817 Broadway, 10th Floor
 New York, NY 10003
Citizenship: U.S. (Delaware)
Principal Business: Investment Fund
Interest Held: 100% (directly, as 70% non-managing member of SDC-AH)

Except as described in paragraph 2(a) below, no limited partner of SDC Fund II is attributed a 10% or greater interest in ALLO. The general partner of SDC Fund II is SDC DIOF II GP, LLC.

Name: SDC Allo Co-invest, L.P. (“SDC Co-Invest”)
Address: c/o SDC Capital Partners
 817 Broadway, 10th Floor
 New York, NY 10003
Citizenship: U.S. (Delaware)
Principal Business: Investment Fund
Interest Held: 30% (directly, as 30% non-managing member of SDC-AH)

Except as described in paragraph 2(a) below, no limited partner of SDC Co-Invest is attributed a 10% or greater interest in ALLO. The general partner of SDC Co-Invest is SDC DIOF II GP, LLC.

Name: SDC DIOF II GP, LLC (“SDC DIOF II GP”)
Address: c/o SDC Capital Partners
817 Broadway, 10th Floor
New York, NY 10003
Citizenship: U.S. (Delaware)
Principal Business: Holding Company
Interest Held: 100% (indirectly, as (i) non-member manager of SDC-AH and (ii) the general partner of SDC Fund II and SDC Co-invest)

The following members of SDC DIOF II GP are attributed a 10% or greater interest in ALLO: Todd Aaron, Douglas Kaden, and Alexander Kelloff. Mr. Aaron, Mr. Kaden, and Mr. Kelloff are each U.S. citizens with a principal business address at c/o SDC Capital Partners, LLC, 817 Broadway, 10th Floor, New York, NY 10003.

Name: SDC GP Manager, LLC (“SDC GP Manager”)
Address: c/o SDC Capital Partners
817 Broadway, 10th Floor
New York, NY 10003
Citizenship: Delaware
Principal Business: Investment Activities
Interest Held: 100% (indirectly, as managing member of SDC DIOF II GP)

Name: Todd Aaron
Address: c/o SDC Capital Partners
817 Broadway, 10th Floor
New York, NY 10003
Citizenship: United States
Principal Business: Individual
Interest Held: 100% (indirectly, as sole member of SDC GP Manager)

a. Ownership of SDC-AH through Limited Partnership Interests in SDC Fund II and SDC Co-Invest: The following entities are attributed a 10% or greater interest in ALLO through limited partnership interest(s) in SDC Fund II or SDC Co-Invest:

Name: MIT Investments 2010 L.P. (“MIT Investments 2010”)
Address: One Broadway, 9th Floor, Suite 200
Cambridge MA 02142
Citizenship: U.S. (Delaware)
Principal Business: Endowment Fund
Interest Held: 12.4% (through its limited partnership interest in SDC Fund II)

Name: Massachusetts Institute of Technology (including through its unincorporated division, Massachusetts Institute of Technology Investment Management Company) (“MIT”)
Address: One Broadway, 9th Floor, Suite 200
Cambridge MA 02142
Citizenship: U.S. (Massachusetts)
Principal Business: University
Interest Held: 15.3% (indirectly, as (i) the general partner and limited partner of MIT Investments 2010 and (ii) as the manager of a limited liability company that has a 2.9% interest in SDC-AH)

MIT is managed by an Executive Committee, currently consisting of 15 active members. To SDC-AH’s knowledge, no person or entity will own or control a ten percent (10%) or greater interest in ALLO through MIT.

Name: University of Virginia Investment Management Company (“UVIMCO”)
Address: 701 E Water Street, 4th Floor
Charlottesville, VA 22902
Citizenship: U.S. (Virginia)
Principal Business: Endowment Fund
Interest Held: 12.4% (in aggregate, through its limited partnership interests in SDC Fund II and SDC Co-Invest)

UVIMCO is currently managed by a Board of Directors consisting of 11 individuals. To SDC-AH’s knowledge, no person or entity will own or control a ten percent (10%) or greater interest in ALLO through UVIMCO.

Name: Regents of the University of Michigan (“University of Michigan”)
Address: 101 N. Main Street, Suite 600
Ann Arbor, MI 48105
Citizenship: U.S. (Michigan)
Principal Business: Institution of Higher Education
Interest Held: 11.1% (in aggregate, through its limited partnership interests in SDC Fund II and SDC Co-Invest)

The University of Michigan is a Michigan constitutional corporation. The University of Michigan does not have any beneficial owners and, consequently, no person or entity will own or control a ten percent (10%) or greater interest in ALLO through the University of Michigan. The University of Michigan is governed by a board of regents whose members are elected via statewide election. The regents are not (except in rare instances, e.g., death, incapacitation,

etc.) appointed by the State of Michigan's governor or legislature. The eight regents who comprise the board serve as fiduciaries to the corporation.

Name: Mass General Brigham Incorporated (“MGB”)
Address: 101 Merrimac St., Suite 800
Boston, MA 02114
Citizenship: U.S. (Massachusetts)
Principal Business: Insurance and Investments
Interest Held: 12.4% (indirectly in SDC Fund II and SDC Co-Invest, as (i) the sponsor of a trust and (ii) the managing member of a limited liability company neither of which is attributed a 10% or greater interest in SDC-AH)

MGB is a non-profit corporation that does not have any owners and, consequently, no person or entity will own or control a ten percent (10%) or greater interest in ALLO through MGB. MGB is governed by a Board of Trustees, currently consisting of 19 individuals.

b. Other Ownership or Control Through SDC-AH: To SDC-AH’s knowledge, no other person or entity, directly or indirectly, will own or control a ten percent (10%) or greater interest in ALLO through SDC-AH.

Neither Netlnet nor SDC-AH has and will not have any interlocking directorates with a foreign carrier.

(i) **(Answer to Question 14)** Transferee certifies that it is not a foreign carrier or affiliated (as defined in 47 C.F.R. § 63.09) with any foreign carriers. Currently, neither Transferor nor Licensee is a foreign carrier or affiliated with any foreign carrier(s).

(j) **(Answer to Question 15)** Applicants certify that they do not seek to provide international telecommunications services to any destination country where (1) an Applicant is a foreign carrier in that country, (2) an Applicant controls a foreign carrier in that country, (3) any entity that owns more than 25 percent of an Applicant, or that controls an Applicant, controls a foreign carrier in that country; or (4) two or more foreign carriers (or parties that control foreign carriers) own in the aggregate more than 25 percent of an Applicant and are parties to, or the beneficiaries

of, a contractual relation affecting the provision or marketing of international basic telecommunications services in the United States.

(k) Not applicable.

(m) Not applicable.

(n) Applicants certify that they have not 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 will not enter into such agreements in the future.

(o) Applicants certify that they are not 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) (**Answer to Question 20**) Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Section 63.12(a)-(b) of the Commission's Rules, 47 C.F.R. § 63.12(a)-(b). In particular, Section 63.12(c) is inapplicable because none of the Applicants is or is affiliated with any foreign carriers, and none of the scenarios outlined in Section 63.12(c) of the Commission's Rules applies.

V. **INFORMATION REQUIRED BY SECTION 63.04**

Pursuant to Commission Rule 63.04(b), 47 C.F.R. § 63.04(b), Applicants submit the following information in support of their request for domestic Section 214 authority to transfer control of Licensee to Transferee in order to address the requirements set forth in Section 63.04(a)(6)-(12) of the Commission's Rules:

(a)(6) A description of the proposed Acquisition and Conversion is set forth in **Section II** above.

(a)(7) (i) Transferor has no telecommunications operations. Aside from Licensee, Transferor does not own or control a 10% or greater, direct or indirect interest in any domestic interstate telecommunications carrier. None of the persons or entities than own or control 10% or more of Transferor owns or controls a 10% or greater, direct or indirect interest in another domestic interstate telecommunications carrier.

(ii) Licensee provides intrastate and/or interstate telecommunications services in Colorado and Nebraska.

(ii) Transferee is a holding company with no operations. Transferee does not own or control a 10% or greater, direct or indirect interest in any domestic interstate telecommunications carrier. None of the persons or entities than own or control 10% or more of Transferor owns or controls a 10% or greater, direct or indirect interest in another domestic interstate telecommunications carrier.

(a)(8) Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Sections 63.03 of the Commission's Rules, 47 C.F.R. §63.03. In particular, with respect to domestic authority, this Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(ii) because, immediately following the Conversion, (i) Transferee (and its Affiliates) will have a market share in the interstate, interexchange market of less than ten percent (10%), and (ii) Transferee (and its affiliates) will provide competitive telephone exchange services or exchange access services (if at all) exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the transaction.

(a)(9) Not applicable.

(a)(10) No party is requesting special consideration because it is facing imminent business failure.

(a)(11) Not applicable.

(a)(12) A statement showing how grant of the application will serve the public interest, convenience and necessity is provided in **Section III**, above.

VI. CONCLUSION

For the reasons stated above, Applicants respectfully submit that the public interest, convenience and necessity would be furthered by a grant of this Application for the changes in control of Licensee described herein.

Respectfully submitted,

/s/ Loel P. Brooks

Loel P. Brooks
Brooks, Pansing Brooks, PC, LLO
Wells Fargo Center, Suite 984
1248 O Street
Lincoln, NE 68508
402-476-3300 (tel)
lbrooks@brookspanlaw.com

Counsel for Nelnet and ALLO

/s/ Brett P. Ferenchak

Tamar E. Finn
Brett P. Ferenchak
Stephany Fan
Morgan, Lewis & Bockius LLP
1111 Pennsylvania Ave, N.W.
Washington, DC 20004-2541
202-739-3000 (tel)
202-739-3001 (fax)
tamar.finn@morganlewis.com
brett.ferenchak@morganlewis.com
stephany.fan@morganlewis.com

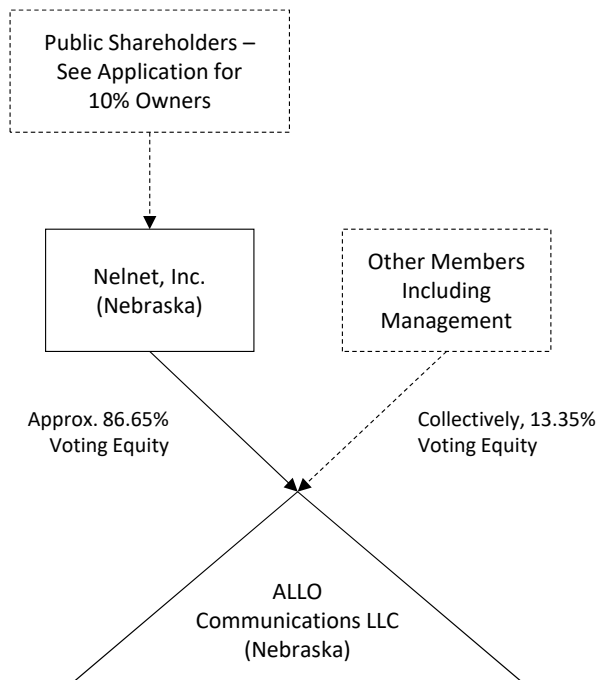
Counsel for Transferee

Dated: October 29, 2020

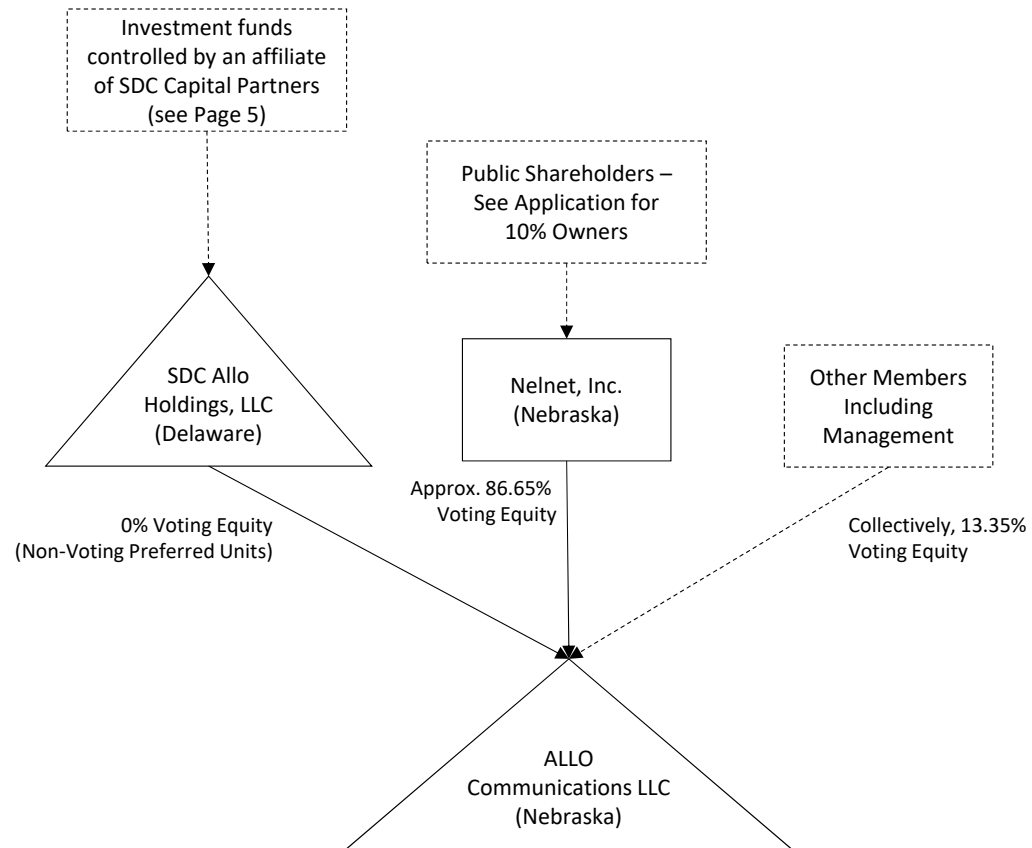
EXHIBIT A

Pre-Acquisition, Post-Acquisition and Post-Conversion Organizational Structure

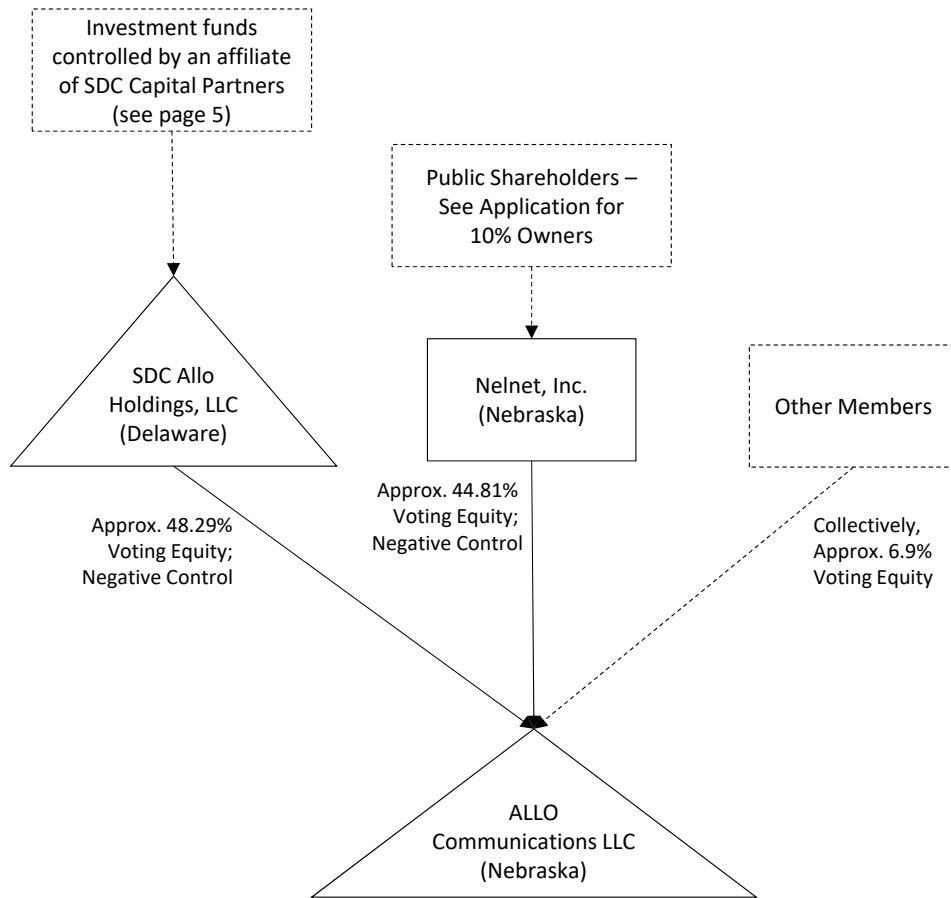
Pre-Acquisition Ownership Structure



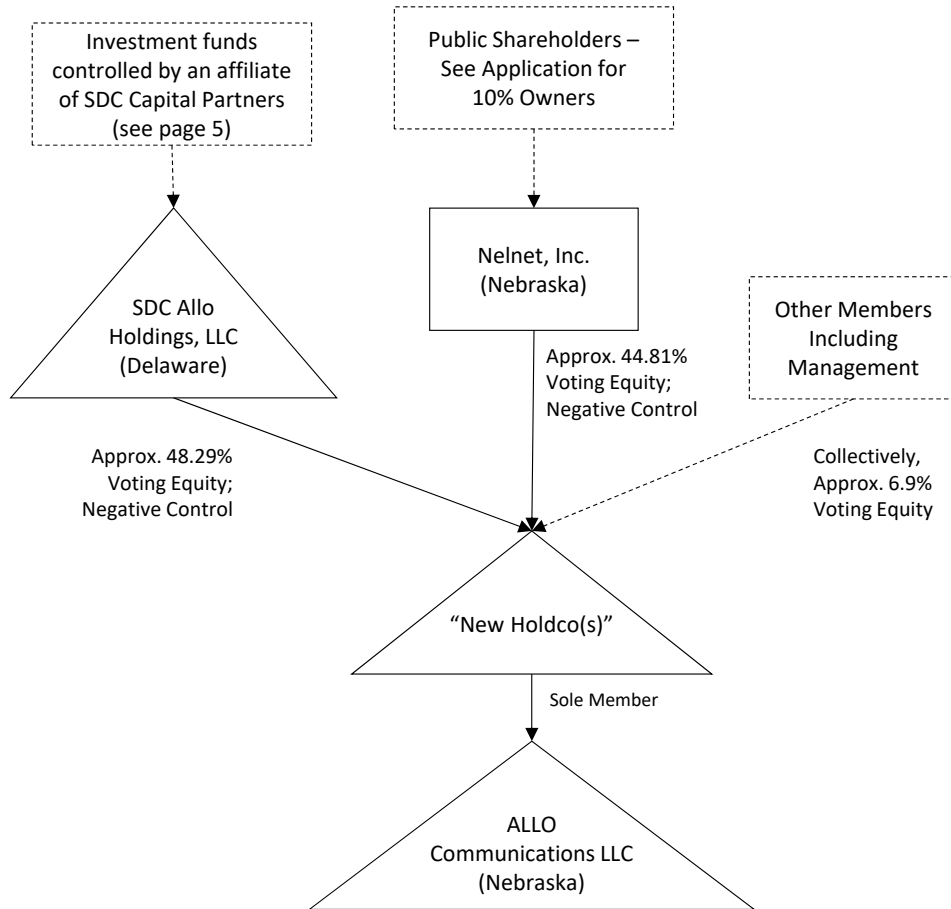
Post-Acquisition Ownership Structure



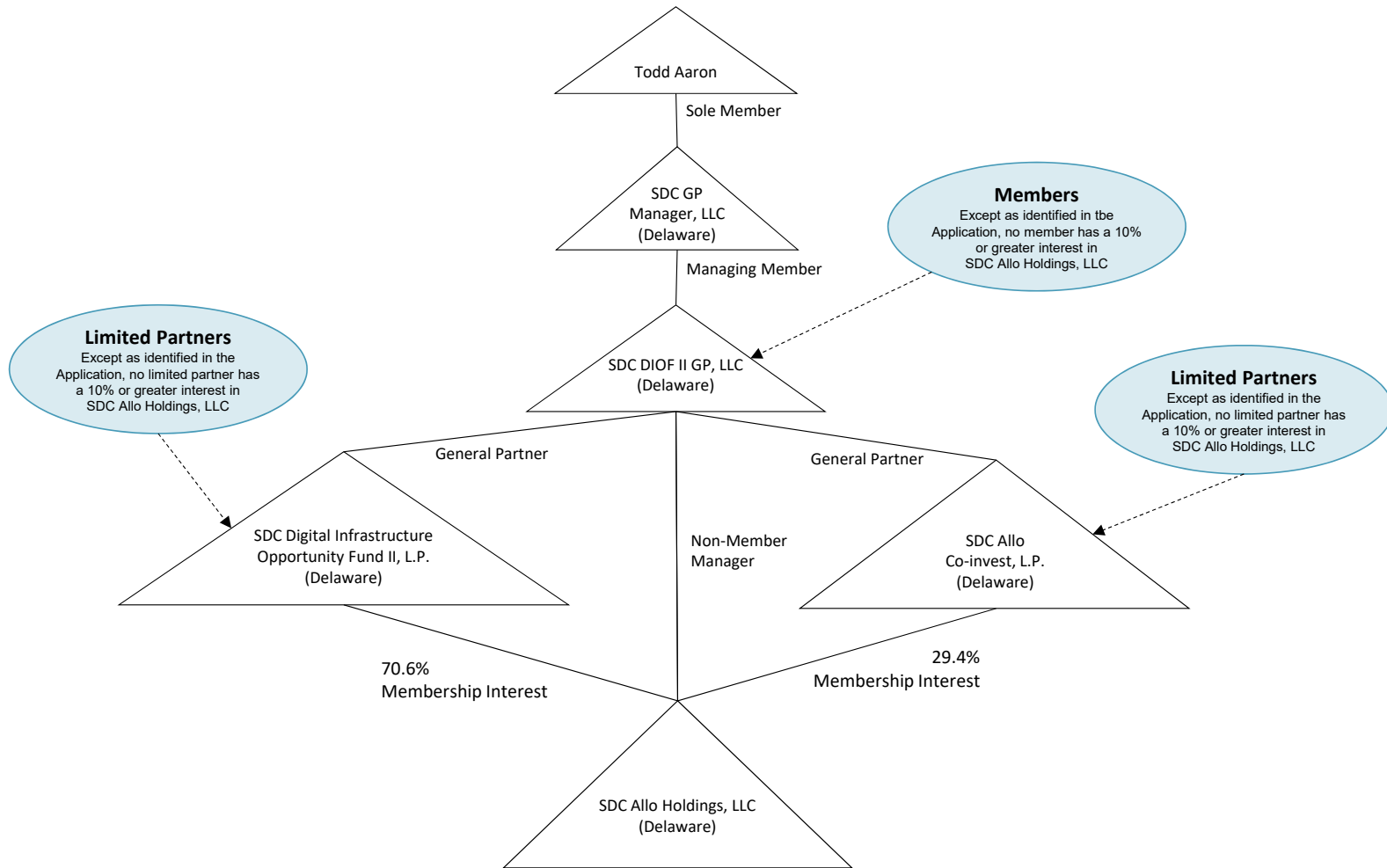
Post-Conversion Ownership Structure



Post-Conversion Ownership Structure (With Insertion of New Holdco)



Ownership Structure of SDC Allo Holdings, LLC

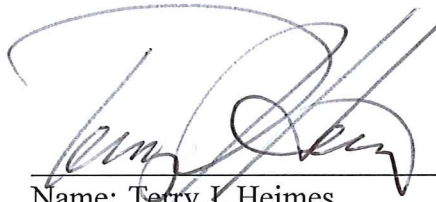


VERIFICATIONS

VERIFICATION

I, Terry Heimes state that I am Authorized Person for Nelnet, Inc. (the "Company"); that I am authorized to make this Verification on behalf of the Company; and that the contents with respect to the Company and its affiliates are true and correct to the best of my knowledge, information, and belief.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 8th day of October, 2020.

A handwritten signature in blue ink, appearing to read "Terry J. Heimes", is written over a horizontal line.

Name: Terry J. Heimes
Title: Authorized Person
Nelnet, Inc.

STATE OF NEBRASKA

§
§
§

CITY OF IMPERIAL

VERIFICATION

I, Bradley A. Moline state that I am Authorized Person for ALLO Communications LLC (the "Company"); that I am authorized to make this Verification on behalf of the Company; and that the contents with respect to the Company and its affiliates are true and correct to the best of my knowledge, information, and belief.

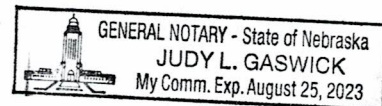


Name: Bradley A. Moline
Title: Authorized Person
ALLO Communications LLC

SWORN TO AND SUBSCRIBED before me on the 10th day of October, 2020.


Notary Public

My commission expires: 8-25-2023



VERIFICATION

I, Todd Aaron state that I am Authorized Person for SDC Allo Holdings, LLC (the “Company”); that I am authorized to make this Verification on behalf of the Company; and that the contents with respect to the Company and its affiliates are true and correct to the best of my knowledge, information, and belief.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 9th day of October, 2020.



Name: Todd Aaron
Title: Authorized Person
SDC Allo Holdings, LLC