

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

In the Matter of the Joint Application of)
)
GPC, Inc.) WC Docket No. 18-_____
 Transferor)
)
and)
)
Great Plains Communications Holdings LLC,)
 Transferee)
)
)
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)
to Complete a Transfer of Control of)
Great Plains Communications, Inc.,)
Great Plains Broadband, Inc., and)
Great Plains Communications Long Distance, Inc.)
)

JOINT DOMESTIC AND INTERNATIONAL APPLICATION

GPC, Inc. (“GPC” or “Transferor”) and Great Plains Communications Holdings LLC (“GPC Holdings” or “Transferee”) (and jointly, “Applicants”) hereby respectfully request authorization, 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 CFR §§ 63.04, 63.24(e), to transfer control of GPC’s direct subsidiary, Great Plains Communications, Inc. (“GP Communications”), and the wholly-owned subsidiaries of GP Communications, Great Plains Broadband, Inc. (“GP Broadband”) and Great Plains Communications Long Distance, Inc. (“GP Long Distance”) (collectively, GP Communications, GP Broadband and GP Long Distance are referred to as the “GP Companies” or “Licensees”) to GPC Holdings.

GP Communications serves as an incumbent local exchange carrier in Nebraska and in a few areas of Colorado, Kansas, and South Dakota; GP Broadband provides facilities-based competitive local exchange services in Nebraska; and GP Long Distance provides competitive resold long distance services in Nebraska. Each of GP Communications, GP Broadband and GP Long Distance hold blanket domestic Section 214 authorization pursuant to 47 C.F.R. § 63.01 and GP Long Distance holds Section 214 authorization to provide resold international telecommunications services.¹ GPC Holdings is a newly formed U.S. holding company.

As discussed in more detail below, the Applicants have entered into an agreement whereby GPC Holdings will acquire all of the ownership interests in GP Communications and, indirectly, in GP Broadband and GP Long Distance. The transaction will not result in any loss or impairment of service for any of the GP Companies' customers and will have no adverse effects upon competition in Nebraska, Colorado, Kansas, South Dakota, the rest of the United States, or abroad. Indeed, as a result of the proposed transaction, the GP Companies will enjoy access to the financial resources of GPC Holdings. Consequently, although the transaction will result in a change in the ultimate ownership of the GP Companies, the Commission should find that the transaction will serve the public interest.

Pursuant to Section 63.04(b) of the Commission's Rules, 47 C.F.R. § 63.04(b), the Applicants are filing a combined domestic and international application for the proposed transfer of control of the GP Companies. The Applicants provide below the information required by Sections 63.24(e)(2) and 63.04(a)(6) through (a)(12) of the Commission's Rules, 47 C.F.R. §§ 63.24(e)(2), 63.04(a)(6-12).

¹ Applicants are concurrently filing an application for Commission consent to transfer control of four wireless licenses held by GP Communications to Transferee.

The Applicants respectfully request streamlined treatment for this Application, pursuant to Sections 63.03 and 63.12 of the Commission's Rules, 47 CFR §§ 63.03, 63.12. This Application is eligible for streamlined processing pursuant to Section 63.03 because (i) GPC Holdings, the transferee, does not provide domestic telecommunications services and will not provide domestic telecommunications services in Nebraska, Colorado, Kansas, South Dakota; (ii) GP Communications serves fewer than two (2) percent of nationwide U.S. subscriber lines; and (iii) combined, GPC Holdings and the GP Companies will hold less than a ten percent share of the interstate interexchange market. Thus the transaction presents no risk of competitive harm in Nebraska, Colorado, Kansas, South Dakota or elsewhere. The Application also qualifies for streamlined processing pursuant to Section 63.12 because none of the Applicants is a foreign carrier, or is affiliated with any foreign carrier, and thus, none of the scenarios outlined in Section 63.12(c) of the Commission's Rules applies.² Alternatively, for the reasons set forth above, Applicants request streamlined treatment on a case-by-case approach, and for the Commission to process this Application using similar timeframes for comments and approvals as would be used for an Application granted streamlined processing.³

I. DESCRIPTION OF THE APPLICANTS

A. GPC, GP Communications, GP Broadband and GP Long Distance

Each of GPC, GP Communications, GP Broadband and GP Long Distance are Nebraska corporations. Their principal place of business is located at 1600 Great Plains Centre, P.O. Box

² 47 C.F.R. §63.12(c) (excluding from streamlined processing applications where the applicant is affiliated with a foreign carrier unless certain exceptions apply or where the applicant has an affiliation with a dominant U.S. carrier whose international switched or private line services the applicant seeks authority to resell).

³ *See Implementation of Further Streamlining Measures for Domestic 214 Authorizations*, Report and Order, 17 FCC Rcd. 5517, ¶ 34 (2002).

500, Blair, NE 68008. Founded in 1910 by E.C. Hunt, the GP Companies are currently in its fourth generation of family ownership.

GP Communications is the largest privately owned telecommunications provider in Nebraska serving over 92 communities with its extensive 8,000-mile regional fiber network. The GP Companies provide residential services including high-speed Internet, cable television, and local and long distance telephone services as well as business and enterprise services ranging from voice and data products to installation and support of large networks with scalable Ethernet solutions.

B. GPC Holdings

GPC Holdings is a corporation organized under the laws of Delaware. Its principal place of business is located at 1900 K Street NW, Suite 1130, Washington, DC 20006. GPC Holdings is managed by Grain Management, LLC (“Grain Management”), which invests in and manages communications infrastructure projects in North America.⁴ Grain Management’s private equity funds focus on investing in communications infrastructure including fiber, towers, spectrum, small cells and satellites. Collectively, Grain Management’s investment team has over 100 years of experience as industry operators and private equity professionals. Its Founder and CEO, David Grain, has over 25 years of experience in industry and 15 years in private equity. Among other positions that he held prior to founding Grain Management, Mr. Grain served from 2002 to 2006 as President of Global Signal, Inc., the largest communication tower owner/operator at the time. He has also served as Senior Vice President of AT&T Broadband’s New England Region.

⁴ See Grain Management, Overview, www.graingp.com/team.

II. DESCRIPTION OF THE TRANSACTION

Pursuant to the terms of a Purchase Agreement (“Agreement”) dated June 18, 2018, GPC Holdings will acquire all of the stock of GP Communications, thereby acquiring control of that company and its subsidiaries, GP Broadband and GP Long Distance. Applicants expect to close the transaction in the third quarter of 2018. After consummation of this transaction, the GP Companies will continue to exist and operate under the same names, providing service pursuant to then-existing rates, terms and conditions for the near term. Any future changes to the rates, terms, and conditions of service will be undertaken pursuant to customers’ contracts, tariffs and applicable law. No carrier change charges will result from this transaction and no customer service or billing contact information will change as a result of this transaction.

The transaction will be transparent to the customers of the GP Companies. All existing customers of the GP Companies will continue to be served by them pursuant to its existing authorizations as well as its existing tariffs and contracts. The Applicants intend that the GP Companies’ existing management team and personnel will remain in place, ensuring that their managerial, technical and operational standards will be maintained. The only change resulting from the transaction will be that the GP Companies will ultimately be owned by GPC Holdings. Following closing, the GP Companies will enjoy access to the financial resources of GPC Holdings and its ultimate owners, in particular Grain Management. GPC Holdings is financially well-qualified to become the new ultimate owner of the GP Companies, and the GP Companies will be able to maintain and advance its state-of-the-art infrastructure and bring even more innovative service offerings to customers in Nebraska, Colorado, Kansas and South Dakota.

A diagram of the pre- and post-closing corporate structure of the Applicants is provided hereto as **Exhibit A**.

III. PUBLIC INTEREST STATEMENT

Pursuant to Section 214 of the Act, the Commission will approve a proposed transfer of control of an authorization if it concludes that, after considering the record before it, doing so would serve the public interest, convenience, and necessity.⁵ The Commission will inquire whether the proposed transaction complies with relevant provisions of the Act, other applicable statutes, and the Commission's Rules, including whether the proposed transferee is qualified to hold the authorizations.

Consistent with its rules and precedents, the Commission should find that the proposed transaction is in the public interest and approve this Application. GPC Holdings is well qualified to become the new owner of the GP Companies. GPC Holdings benefits from financial and managerial resources of its direct and indirect owners, including Grain Management. As a result of its proposed new ownership, the GP Companies will enjoy access to these resources as well.

At the same time, the GP Companies will maintain and gain renewed momentum to improve their quality of service and will continue to operate pursuant to existing service arrangements and authority. The transaction will be effectively transparent to the customers of the GP Companies and those customers will incur no loss or diminishment of service whatsoever.

The transaction also poses no threat to competition in Nebraska, Colorado, Kansas and South Dakota, the national U.S. market, or abroad. GPC Holdings is a holding company and neither it nor its affiliates operate as a carrier in Nebraska, Colorado, Kansas and South Dakota or elsewhere. Thus, there will be no concentration of resources or elimination of competitors.

⁵ 47 U.S.C. § 214. *See, e.g., Applications of Level 3 Communications, Inc. and CenturyLink, Inc.*, Memorandum Opinion and Order, 32 FCC Rcd. 9581, 9585-87, ¶¶ 8-11 (2017) (describing the Commission's standard of review for proposed transfers of control).

The communications market sectors in Nebraska, Colorado, Kansas and South Dakota will remain highly competitive.

IV. INFORMATION REQUIRED BY COMMISSION RULE SECTION 63.24(e)

The Applicants submit the following information pursuant to Section 63.24(e) of the Commission's Rules, including the information requested in Section 63.18:

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

Transferor:

GPC, Inc.	FRN 0027582360
1600 Great Plains Centre	
P.O. Box 500	
Blair, NE 68008	
Tel: (402) 456-6445	

Licensees:

Great Plains Communications, Inc.	FRN 0004381380
Great Plains Broadband, Inc.	FRN 0015340417
Great Plains Communications Long Distance, Inc.	FRN 00069732001600
Great Plains Centre	
P.O. Box 500	
Blair, NE 68008	
Tel: (402) 456-6445	

Transferee:

Great Plains Communications Holdings LLC	FRN 0027651454
c/o Grain Management, LLC	
1900 K Street NW, Suite 1130	
Washington, DC 20006	
Tel: (202) 779-9043	

(b) Government, State, or Territory Under the Laws of Which Each Applicant is Organized.

GPC Holdings is a Delaware limited liability company. Each of GPC, GP Communications, GP Broadband and GP Long Distance are Nebraska corporations.

(c) Correspondence concerning the Application should be sent to:

For GPC and Licensees:

Douglas D. Orvis II
Danielle C. Burt
Morgan, Lewis & Bockius LLP
1111 Pennsylvania Ave., NW
Washington, DC 20004-2541
Tel: (202) 739-3000
Fax: (202) 739-3001
douglas.orvis@morganlewis.com
danielle.burt@morganlewis.com

with a copy to:

Nicholas Holle
GPC, Inc.
1600 Great Plains Centre
P.O. Box 500
Blair, NE 68008
Tel: (402) 456-6445

For GPC Holdings:

Matthew S. DelNero
Thomas G. Parisi
Covington & Burling LLP
One CityCenter
850 Tenth Street, NW
Washington, DC 20001-4956
Tel: (202) 662-6000
mdelnero@cov.com
tparisi@cov.com

with a copy to:

Chad Crank
Great Plains Communications Holdings
LLC
c/o Grain Management, LLC
1900 K Street NW, Suite 1130
Washington, DC 20006
Tel: (202) 779-9051
ccrank@graingp.com

(d) Section 214 Authorizations.

Each of GP Communications, GP Broadband and GP Long Distance hold blanket domestic Section 214 authorization pursuant to 47 C.F.R. § 63.01. GP Long Distance holds an international Section 214 authorization to provide global or limited global resale services granted by the Commission under File No. ITC-214-20010810-00409. Neither GPC nor GPC Holdings holds Section 214 authority.

(h) Ownership Information.

The following persons or entities hold or will hold, directly or indirectly, a 10% or greater interest in Licensees as calculated pursuant to the Commission's ownership attribution rules for wireline and international telecommunications carriers:⁶

Pre-Transaction Ownership

1. GP Broadband and GP Long Distance are wholly owned by:

Name: Great Plains Communications, Inc.
Address: 1600 Great Plains Centre, P.O. Box 500, Blair, NE 68008
Ownership: 100%
Citizenship: United States (Nebraska)
Principal Business: Telecommunications services

2. Great Plains Communications, Inc. is wholly owned by:

Name: GPC, Inc.
Address: 1600 Great Plains Centre, P.O. Box 500, Blair, NE 68008
Ownership: 100%
Citizenship: United States (Nebraska)
Principal Business: Holding Company

3. GPC, Inc. is owned by:

Name: Robley J. Garrigan Living Trust
Address: c/o Great Plains Communications, Inc.
1600 Great Plains Centre, P.O. Box 500, Blair, NE 68008
Ownership: 23.92% (directly in GPC, Inc.)
Citizenship: United States
Principal Business: Trust

Name: V. Gail Jensen Living Trust
Address: c/o Great Plains Communications, Inc.
1600 Great Plains Centre, P.O. Box 500, Blair, NE 68008
Ownership: 15.60% (directly in GPC, Inc.)
Citizenship: United States
Principal Business: Trust

Name: Robley J. Garrigan

⁶ While the Commission's rules for combined domestic and international applications requires this information only for the transferee, see 47 C.F.R. §§ 63.04(b), 63.24(e)(2), Applicants are providing ownership information for all parties.

Address: c/o Great Plains Communications, Inc.
1600 Great Plains Centre, P.O. Box 500, Blair, NE 68008
Ownership: 25.42% (indirectly in GPC, Inc. as the trustee of the Robley J. Garrigan Living Trust and as a beneficiary of another trust)
Citizenship: United States
Principal Business: Individual

Name: Timothy J. Garrigan
Address: c/o Great Plains Communications, Inc.
1600 Great Plains Centre, P.O. Box 500, Blair, NE 68008
Ownership: 19.63% (indirectly in GPC, Inc. as the trustee of two trusts holding 4.50% and 7.16%, respectively, and as a beneficiary of another trust)
Citizenship: United States
Principal Business: Individual

Name: V. Gail Jensen
Address: c/o Great Plains Communications, Inc.
1600 Great Plains Centre, P.O. Box 500, Blair, NE 68008
Ownership: 15.60% (indirectly in GPC, Inc. as the trustee and beneficiary of the V. Gail Jensen Living Trust)
Citizenship: United States
Principal Business: Individual

Name: Abigail Jensen
Address: c/o Great Plains Communications, Inc.
1600 Great Plains Centre, P.O. Box 500, Blair, NE 68008
Ownership: 19.02% (10.74% directly in GPC, Inc., 8.12% indirectly in GPC, Inc. as a trustee of two trusts each holding 4.06%)
Citizenship: United States
Principal Business: Individual

Name: Troy Jensen
Address: c/o Great Plains Communications, Inc.
1600 Great Plains Centre, P.O. Box 500, Blair, NE 68008
Ownership: 19.02% (10.74% directly in GPC, Inc., 8.12% indirectly in GPC, Inc. as a trustee of two trusts each holding 4.06%)
Citizenship: United States
Principal Business: Individual

Post-Transaction Ownership

1. GP Broadband and GP Long Distance will continue to be wholly owned by:

Name: Great Plains Communications, Inc.

Address: 1600 Great Plains Centre, P.O. Box 500, Blair, NE 68008
Ownership: 100%
Citizenship: United States (Nebraska)
Principal Business: Telecommunications services

2. Great Plains Communications, Inc. will be wholly owned by:

Name: Great Plains Communications Holdings LLC
("GPC Holdings")
Address: 1900 K Street NW, Suite 1130 Washington, DC 20006
Ownership: 100%
Citizenship: United States (Delaware)
Principal Business: Holding Company

3. GPC Holdings will be wholly owned by:

Name: Grain Communications Opportunity Fund II, L.P.
("GCO Fund II")
Address: 1900 K St. NW., Suite 1130, District of Columbia, 20006
Ownership: 100% (directly in GPC Holdings)
Citizenship: United States (Delaware)
Principal Business: Investment Fund

4. The limited partnership interests in GCO Fund II are held by passive financial investors. The limited partnership interests are fully insulated in accordance with the Commission's Rules. Two such limited partners hold a ten percent (10%) or greater equity interest in GCO Fund II:

Name: Board of Regents of The University of Texas System
Address: 210 W. 7th Street, Suite 1700, Austin, TX 78701
Ownership: 73.34% of the economic interests based on capital commitments (directly in GCO Fund II)
Citizenship: United States (Texas)
Principal Business: University Endowment

Name: Texas Emerging Managers Private Markets Program, L.P.
(2018-1 PE Investment Series)
("Texas Emerging Markets")
Address: c/o GCM Grosvenor, 767 Fifth Avenue, 14th Floor,
New York, NY 10153
Ownership: 14.67% of the economic interests based on capital commitments (directly in GCO Fund II)
Citizenship: United States (Delaware)
Principal Business: Investments

The sole limited partner interest in Texas Emerging Markets is held by:

Name: Teacher Retirement System of Texas (“TRS”)
Address: 1000 Red River Street
Austin, TX 78701
Ownership: 99.6% of the economic interests of Texas Emerging
Markets
Citizenship: Texas pension fund
Principal Business: Pension fund

The sole general partner of Texas Emerging Markets is:

Name: GCM CFGP GP, LLC
Address: 767 Fifth Avenue, 14th Floor
New York, NY 10153
Ownership: Sole general partner of Texas Emerging Markets
Principal Business: Investment

GCM CFGP GP, LLC is ultimately controlled by Michael Jay Sacks, a United States citizen with address at 767 Fifth Avenue, 14th Floor, New York, NY 10153.

No other individual or entity directly or indirectly holds a ten percent (10%) or greater equity interest in GCO Fund II and thus in Great Plains Communications, Inc.

4. Control of GCO Fund II resides in its general partner:

Name: Grain GP IV, LLC
Address: 1900 K St. NW., Suite 1130, District of Columbia, 20006
Ownership: Sole general partner of GCO Fund II
Less than 10% equity interest in GCO Fund II
Citizenship: United States (Delaware)
Principal Business: Investments

5. Grain GP IV, LLC is wholly held by:

Name: Grain Capital II, LLC
Address: 1900 K St. NW., Suite 1130, District of Columbia, 20006
Ownership: Sole member of Grain GP IV, LLC
Less than 10% equity interest in GCO Fund II
Citizenship: United States (Delaware)
Principal Business: Investments

6. Grain Capital II, LLC is wholly held by:

Name: Grain Capital, LLC

Address: 1900 K St. NW., Suite 1130, District of Columbia, 20006
Ownership: Sole member of Grain Capital II, LLC
Less than 10% equity interest in GCO Fund II
Citizenship: United States (Florida)
Principal Business: Investments

7. Grain Capital, LLC is 99% held by:

Name: David Grain
Address: 100 North Washington Boulevard, Suite 201,
Sarasota, FL 34236
Ownership: Holds 99% of the limited liability company interest in
Grain Capital, LLC
Less than 10% equity interest in GCO Fund II
Citizenship: United States
Principal Business: Investments

No other person or entity, directly or indirectly, will control or own a ten percent or greater equity interest in GPC Holdings upon the closing of the proposed transaction.

None of the GPC Companies nor GPC Holdings has any interlocking directorates with any foreign carrier.

(i) Applicants certify that they are not foreign carriers, nor are they affiliated with foreign carriers, nor will they become affiliated with foreign carriers as a result of this transaction.

(j) 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; or
- (2) An Applicant controls a foreign carrier in that country; or
- (3) Any entity that owns more than 25 percent of Applicants, or that controls Applicants, 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 Applicants and are parties to, or the beneficiaries of, a contractual relation affecting the provision or marketing or international basic telecommunications services in the United States.

(k) Not applicable.

(l) Not applicable.

(m) Not applicable.

(n) As evidenced by the signatures of Applicants' representatives to this Application, 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 they will not enter into such agreements in the future.

(o) As evidenced by the signatures of Applicants' representatives to this Application, Applicants certify that, pursuant to Sections 1.2001 through 1.2003 of the Commission's Rules, they are not subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988.

(p) Applicants respectfully request streamlined processing of this Application 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)(1) is inapplicable because none of the Applicants is or is affiliated with any foreign carriers and none of the scenarios outlined in Section 62.12(c) of the Commission's Rules, 47 C.F.R. § 63.12(c), applies.

V. INFORMATION REQUIRED BY COMMISSION RULE SECTION 63.04(b)

The Applicants submit the following information pursuant to Section 63.04(b) of the Commission's Rules:

(b)(6): The proposed transaction is described in Section II of the Application above.

(b)(7): A description of the geographic service areas and services provided in each area is included in Section I of the Application above.

(b)(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. With respect to domestic authority, this Application is eligible for streamlined processing because, immediately following the transaction,

- Applicants (and their Affiliates) will have a market share in the interstate, interexchange market of less than 10 percent.
- GPC Holdings does not provide telecommunications services and thus there is no risk of anticompetitive concentration in the Nebraska, Colorado, Kansas, or South Dakota telecommunications markets.
- GP Communications serves fewer than two (2) percent of U.S. subscriber lines nationwide and GPC Holdings does not provide any telecommunications services.

(b)(9): In addition to its Section 214 authorizations, GP Communications holds four wireless licenses. The Applicants are filing contemporaneously herewith an application seeking consent from the Wireless Telecommunications Bureau to transfer control of the wireless licenses to GPC Holdings.

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

(b)(11): Not applicable.

(b)(12): Consummation of the proposed transaction will serve the public interest for the reasons detailed in Section III of the Application above.

VI. CONCLUSION

Based on the foregoing, the Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by grant of this Application.

Respectfully submitted,

**GREAT PLAINS COMMUNICATIONS
HOLDINGS LLC**

/s/

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/s/

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Counsel for GPC, Inc.

Dated: July 3, 2018

LIST OF EXHIBITS

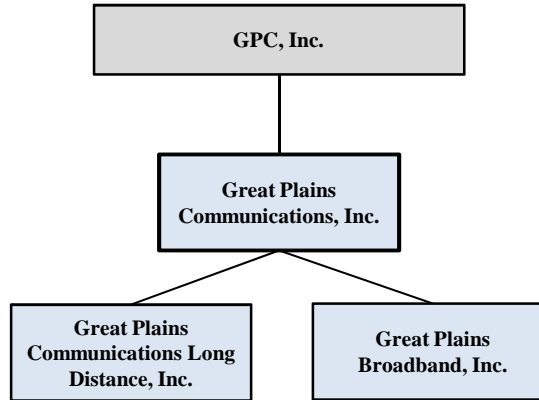
EXHIBIT A – Pre- and Post-Transaction Chart

VERIFICATIONS

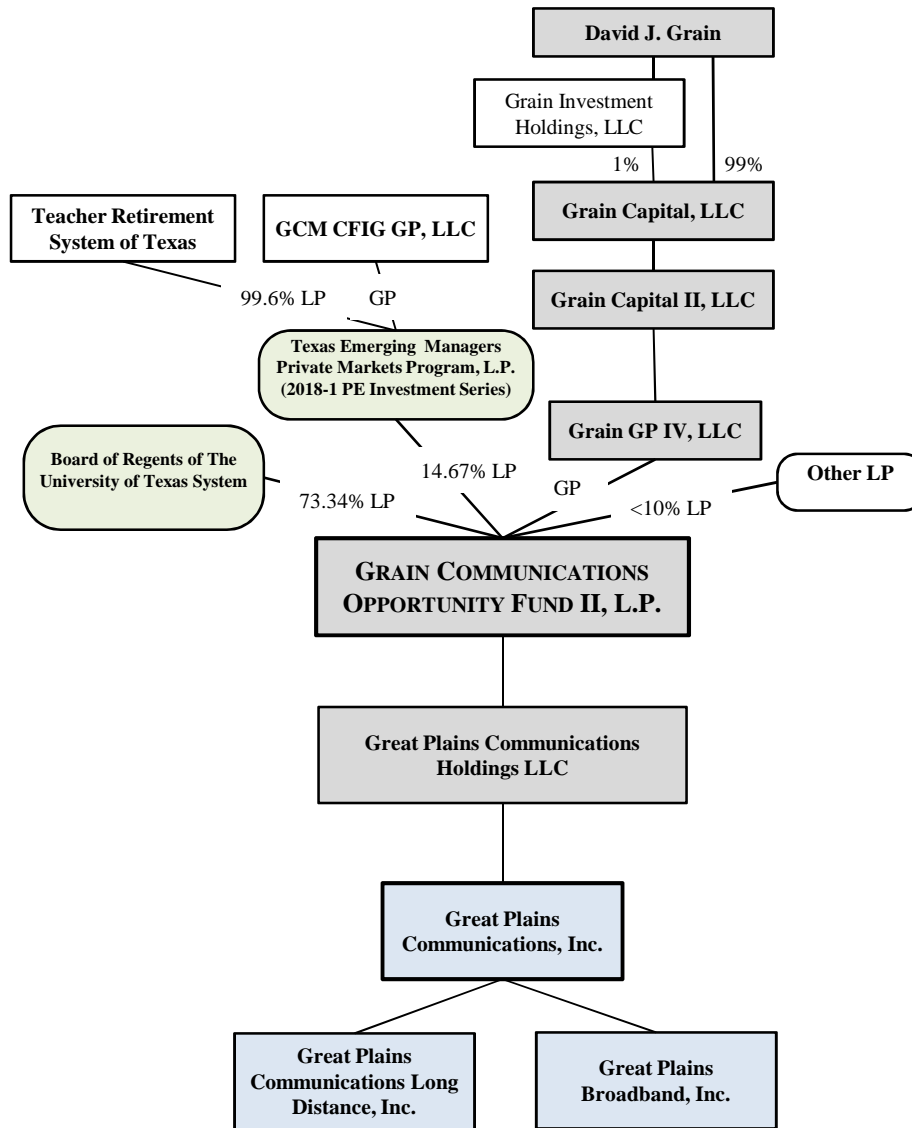
EXHIBIT A

Pre-Transaction Corporate Structure

All lines denote 100% economic ownership and control



Post-Transaction Ownership



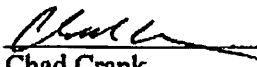
All lines denote 100% economic ownership and control unless noted.

VERIFICATIONS

VERIFICATION

I, Chad Crank, hereby declare that I am the Chief Executive Officer of Great Plains Communications Holdings LLC; that I am authorized to make this Verification on behalf of Great Plains Communications Holdings LLC; that the foregoing filing was prepared under my direction and supervision; and that the contents 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 2nd day of July, 2018.



Chad Crank
Chief Executive Officer
Great Plains Communications Holdings LLC

VERIFICATION

I, Todd A Foje, state that I am President and CEO of GPC, Inc.; that I am authorized to make this Verification on behalf of GPC, Inc. and its subsidiaries; that the foregoing application was prepared under my direction and supervision; and that the contents and certifications contained therein with respect to the GPC, Inc. and its subsidiaries 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 2nd day of July.



Todd A. Foje
President and CEO
GPC, Inc.