

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

In the Matter of)
)
Prairieburg Telephone Company,)
Incorporated,)
Transferors)
) WC Docket No. ____
Hilliary Acquisition Iowa, LLC)
Transferee)
)
)
For the Transfer of Control of Prairieburg Telephone Company,)
Incorporated, a provider of interstate interexchange and exchange)
access services in Iowa pursuant to blanket domestic section)
214 authorization)

To: Wireline Competition Bureau

**APPLICATION FOR TRANSFER OF CONTROL OF DOMESTIC
BLANKET SECTION 214 AUTHORIZATIONS**

Prairieburg Telephone Company, Incorporated (“PTCI” or “Transferor”; FRN 0003748522) and Hilliary Acquisition Iowa, LLC (“Hilliary” or “Transferee”; FRN 0030225627) hereby request Commission authorization for the transfer of control of PTCI and the blanket domestic 214 authorization held by PTCI, from Transferor to Hilliary. PTCI is a rural incumbent local exchange carrier (“ILEC”) that provides local exchange telephone services and interstate exchange access services in the State of Iowa pursuant to a blanket domestic Section 214 authorization.

PTCI is an Iowa corporation that provides local exchange telephone services (including interstate exchange access) as an ILEC for approximately 240 access lines, including broadband Internet services to residential consumers and business customers in the Prairieburg, Iowa Exchange in Linn County, Iowa (Study Area Code (SAC) 351275). PTCI holds a certificate of convenience and necessity (“CCN”) from the Iowa Utilities Board and provides local exchange telephone services (including interstate exchange access) in Linn County, Iowa.

PTCI is a privately held Iowa corporation.

There are presently 283 shares of Common Stock issued and outstanding of PTCI owned by 135 shareholders. No stock holder holds 10 percent or more of PTCI. The present application seeks FCC consent for the transfer of control of PTCI and the Domestic 214 authorization held by PTCI to Hilliary, an Oklahoma limited liability holding company that was newly formed to acquire a controlling interest in PTCI, an Iowa corporation. The Transferor and Transferee will be filing through the IBFS an application for consent to transfer control of an International 214 authorization.

Hilliary is an Oklahoma holding company with its principal office in Lawton, Oklahoma. Hilliary is owned by Edward E. Hilliary, Jr. (FRN 0017195116), Dustin J. Hilliary (FRN 0017195173), Michael J. Hilliary (FRN 0017195207), and Douglas J. Hilliary (FRN 0017195132) with each holding a 25 percent interest. Each interest holder is a United States citizen. Hilliary does not offer domestic telecommunications services. Hilliary, and its owners, directly or indirectly hold ownership interests in the following entities that provide local exchange and domestic interexchange services in Oklahoma: (1) Medicine Park Telephone Company, Inc.; (2) Oklahoma Western Telephone Company, Inc.; (3) Phoenix Long Distance,

Inc.; (4) Wichita Online, LLC; (5) Southern Plains Cable, LLC; and (6) Texhoma Fiber, LLC. Hilliary, and its owners, directly or indirectly hold ownership interests in the following entities that provide local exchange and domestic interexchange services in Texas: (1) Tatum Telephone Company, Inc. (“Tatum”); (2) Electra Telephone Company, Inc. (“Electra”), and (3) Border to Border Communications, Inc.

The proposed transaction would be effectuated by a reverse triangular merger. Under this process, Hilliary’s wholly-owned subsidiary, PTCI Acquisition Corp., an Iowa Corporation, will merge with and into PTCI with PTCI being the surviving corporation in the merger. Pursuant to the merger, outstanding shares of PTCI immediately prior to the merger would be converted into the right to receive a cash amount per share, and outstanding shares of PTCI Acquisition Corp. will be converted into shares of PTCI. As a result, PTCI Acquisition Corp. will cease to exist, and PTCI will remain in existence as a wholly-owned subsidiary of Hilliary immediately following the merger. Upon consummation of the proposed transfer of control, PTCI will be owned and controlled by Hilliary. Douglas J. Hilliary, Dustin J. Hilliary, Edward E. Hilliary, Jr., and Michael J. Hilliary are the Managers of Hilliary.

In accordance with the requirements of Section 63.04(a) of the Commission's Rules, the Applicants submit the following information:

1. Name, address and telephone number of each applicant:

Transferor:

Prairieburg Telephone Company, Inc.
120 W Main St.
Prairieburg, IA 52219
Phone: (319) 437-3611

Transferee:

Hilliary Acquisition Iowa, LLC
22937 St Hwy 58
Lawton, OK 73507
Phone: (580) 529-5000

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

PTCI, the domestic 214 holder, is a domestic corporation organized under the laws of the State of Iowa.

Hilliary Acquisition Iowa, LLC (Hilliary), is an Oklahoma limited liability company.

3. Name, title, post office address, and telephone number of the officer or contact person to whom correspondence concerning the application is to be addressed:

Transferor and Applicant (PTCI):

Leon Soukup, Board President
Prairieburg Telephone Company, Inc.
5086 Red School Rd
Central City, IA 52214
Phone: (319) 350-8143

Legal Counsel

Ben Dickens
2120 L Street NW, STE 300
Washington, DC 20037
Phone: (703) 597-4447
Email: bhd@bloostonlaw.com

Transferee:

Dustin J. Hilliary, Manager
Hilliary Acquisition Iowa, LLC
22937 St Hwy 58
Lawton, OK 73507
Phone: (580) 529-5000
E-mail: dustin.hilliary@hillcom.net

Legal Counsel

Carri Bennet
Womble Bond Dickinson (US) LLP
1200 Nineteenth Street, NW, Suite 500
Washington, DC 20036
Phone: (202) 857-4519
E-mail: carri.bennet@wbd-us.com

4. Name, address, citizenship and principal business of any person or entity that directly owns at least ten (10) percent of the equity of the applicant, and the percentage of equity owned by each of those entities:

Applicant, PTCI (Before the Transaction) is owned 100% by its 135 shareholders, none of whom own at least 10 percent of the equity of the Applicant.

Applicant, PTCI (After the Transaction) will be 100 percent owned by Hilliary. The ownership of Hilliary is set forth below:

Name & Address	Ownership %	Citizenship	Principal Business
Edward E. Hilliary, Jr. FRN 0017195116 931 NE Brown Elgin, OK 73538	25%	US	Telecommunications, Manager
Dustin J. Hilliary FRN 0017195173 301 Hilliary Ln Lawton, OK 73507	25%	US	Telecommunications, Manager
Michael J. Hilliary FRN 0017195207 9980 NW Wolf Rd Lawton, OK 73507	25%	US	Telecommunications, Manager
Douglas J. Hilliary FRN 0017195132 4052 NW Tackle Box Road Lawton, OK 73507	25%	US	Telecommunications, Manager

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.

The parties hereby certify, pursuant to 47 C.F.R. §§1.2001 through 1.2003, that no party to the present 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 will be effectuated by a reverse triangular merger. Under this process, Hilliary's wholly-owned subsidiary, PTCI Acquisition Corp., an Iowa Corporation will merge with and into PTCI with PTCI being the surviving corporation in the merger. Pursuant to the merger, outstanding shares of PTCI immediately prior to the merger would be converted into the right to receive a cash amount per share, and outstanding shares of PTCI Acquisition Corp., held by Hilliary would be converted into shares of PTCI. As a result, PTCI would remain in existence as a wholly-owned subsidiary of Hilliary immediately following the merger. Upon consummation, Hilliary will own 100 percent of PTCI.

7. Description of the geographic areas in which the transferor and transferee (and their affiliates) offer domestic telecommunications services, and what services are provided in each area:

Transferors:

PTCI provides local exchange telephone services (including interstate exchange access) as an ILEC and broadband Internet services to residential consumers and business customers in SAC 351275 in Linn County, Iowa. PTCI receives average schedule high-cost support.

PTCI also provides Internet services throughout Linn County, Iowa, and is the FCC licensee of Call Sign WQPL287, a nationwide common carrier license for the 3650-3700 MHz band.

Transferee:

Transferee, Hilliary, is an Oklahoma holding company. Hilliary does not offer domestic telecommunications services. Hilliary is affiliated with the following companies that provide local exchange and domestic interexchange services in Oklahoma and Texas:

Medicine Park Telephone Company, Inc. ("Medicine Park") is 100 percent owned by Hilliary Family First, LLC ("HFF"), which is owned by two family trusts, 50 percent owned by the Alice Jo Hilliary (AFH) Revocable Trust Dated April 16, 2014, and 50 percent owned by the Edward A. Hilliary, Jr. (EAH) Revocable Trust. Douglas J. Hilliary and Edward E. Hilliary Jr. are co-managers of HFF and co-managers and Trustees of both the AFH and EAH Trusts. The following U.S. citizens each hold a 14.29 percent equity interest in, and are beneficiaries of, both the EAH Trust and the AFH Trust and, therefore, each hold a 14.29 percent interest in Medicine Park: Douglas J. Hilliary, Edward E. Hilliary, Jr., Michael J. Hilliary, Dustin J. Hilliary, Dacia N. Hilliary, Cody K. Hilliary, and Edward E. Hilliary. Medicine Park is a rural ILEC providing local exchange telephone service in SAC 432008 in South Western Oklahoma. Medicine Park receives high cost-based support.

Oklahoma Western Telephone Company, Inc. (“Oklahoma Western”) is 100 percent owned by Hilliary Acquisition Corp 2016, LLC. Douglas J. Hilliary, Dustin J. Hilliary, Michael J. Hilliary, and Edward E. Hilliary, Jr. each hold a 25 percent interest in Hilliary Acquisition Corp 2016, LLC. Oklahoma Western is an ILEC providing local exchange service in SAC 432014 in Oklahoma. Oklahoma Western receives model-based support based on the Alternative Connect America Cost Model (A-CAM).

Oklahoma Western is also the FCC licensee of the Cellular Radio Service Station KNKN972 in Oklahoma 10 – Haskell, and PCS Broadband Station KNLH307 in BTA267, McAlester, Oklahoma. Oklahoma Western also holds Broadband Radio Service and Common Carrier Fixed Point-to-Point microwave licenses.

Phoenix Long Distance, Inc. is 100 percent owned by Oklahoma Western and provides domestic interexchange service in southwest Oklahoma.

Wichita Online, LLC (“Wichita Online”) is owned by Douglas J. Hilliary, Dustin J. Hilliary, Michael J. Hilliary, and Edward E. Hilliary, Jr. who each hold a 25 percent interest. Wichita Online provides local exchange and domestic interexchange services in southwest Oklahoma.

Oklahoma Fiber Network, LLC (“OFN”) is owned by Douglas J. Hilliary, Dustin J. Hilliary, Michael J. Hilliary, and Edward E. Hilliary, Jr. who each hold a 25 percent interest. OFN provides domestic interexchange services in southwest Oklahoma.

Southern Plains Cable, LLC (“Southern Plains”) is owned by Douglas J. Hilliary, Dustin J. Hilliary, Michael J. Hilliary, and Edward E. Hilliary, Jr. who each hold a 25 percent interest. Southern Plains is a CLEC and provides local exchange and domestic interexchange services in southwest Oklahoma.

Texhoma Fiber, LLC (“Texhoma”) is owned by Douglas J. Hilliary, Dustin J. Hilliary, Michael J. Hilliary, and Edward E. Hilliary, Jr. who each hold a 25 percent interest. Texhoma provides domestic interexchange services in southwest Oklahoma.

Hilliary Acquisition Corp. Texas, LLC (HACT), is an Oklahoma holding company owned by Edward E. Hilliary, Jr., Dustin J. Hilliary, Michael J. Hilliary, and Douglas J. Hilliary with each holding a 25 percent interest. HACT owns 100 percent of Tatum Telephone Company, Inc. (“Tatum”) and Electra Telephone Company, Inc. (“Electra”), both Texas corporations.

Electra is an ILEC providing local exchange telephone services in SAC 442069 in Wichita County in North Central Texas. Electra receives high cost-based support.

Tatum is an ILEC providing local exchange telephone services in SAC 442150 in Rusk and Panola Counties, in North East Texas. Tatum receives high cost-based support.

Hilliary Acquisition B2B, LLC (Hilliary B2B), is an Oklahoma holding company owned by Edward E. Hilliary, Jr., Dustin J. Hilliary, Michael J. Hilliary, and Douglas J. Hilliary with each holding a 25 percent interest. Hilliary B2B owns 100 % of Border to Border Communications, Inc. (Border), a Texas corporation. Border provides Internet services and is an ILEC providing local exchange services in SAC

442073 in Zapata County South West Texas. Border receives high cost-based support. Border also holds wireless licenses.

8. Statement as to how the application fits into one or more of the presumptive streamlined categories in section 63.03 or why it is otherwise appropriate for streamlined treatment.

The parties request streamlined treatment for the transfer of control of PTCI to Hilliary. The acquisition of PTCI will not result in any changes to the operations of, including the geographic areas served and services offered by PTCI.

This transaction qualifies for streamlined treatment under Section 63.03(b)(2)(iii) of the Commission's Rules. Hilliary and its affiliates together have a market share in the interstate, interexchange market of substantially less than 10 percent; (b) together have less than two percent of the nation's subscriber lines installed in the aggregate nationwide; and (c) do not overlap or abut the telecommunications service areas of any other company in which any of the equity holders have any cognizable interest.

9. Identification of all other Commission applications related to the same transaction:

The parties will be filing an application with the Wireless Telecommunications Bureau through ULS seeking Commission consent to the transfer of control of PTCI's FCC license WQPL287 (NN 3650-3700 MHz) to Hilliary. The parties will also be filing through the IBFS an application for consent to transfer of control of PTCI's International 214 authorization (ITC-214-20081015-00459).

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 a 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. A 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:

This transaction will have no impact on competition in domestic telecommunications markets. The proposed transaction entails the transfer of control of PTCI to Hilliary, an established and financially secure rural telephone organization that has long owned ILEC subsidiaries and affiliates that serve rural portions of Oklahoma and Texas. Hilliary has a proven record of investing in rural networks and communities of its subsidiaries and affiliates and of providing high quality telecommunications services to rural areas. Hilliary plans to invest in Iowa and expand the services currently being offered. Hilliary currently does not provide any other communications services in Iowa. Accordingly, the

proposed transaction will benefit the residents of Eastern Iowa who will have access to expanded high quality communications offerings.

CONCLUSION

In light of the foregoing facts and public interest considerations, the parties respectfully request that the Commission consent to the transfer of control of PTCI and its blanket domestic Section 214 authorization that will result from the acquisition of a controlling interest in PTCI by Hilliary. Consistent with precedent, the proposed transaction will serve the public interest, convenience, and necessity by ensuring that PTCI will continue to be controlled and managed by individuals with extensive knowledge of local telephone operations and the needs of the communities it serves, thereby directly benefitting all area consumers.

Respectfully submitted,

By: */s/ Carri Bennet*

Carri Bennet
Marjorie Spivak
Counsel for Hilliary Acquisition Iowa, LLC

Womble Bond Dickinson (US) LLP
1200 Nineteenth Street NW
Suite 500
Washington D.C., US 20036
(202) 857-4538

:

By: */s/ Benjamin H. Dickens, Jr.*

Benjamin H. Dickens, Jr.
Counsel for Prairieburg Telephone Company, Inc.

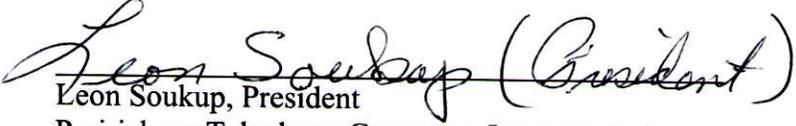
Blooston, Mordkofsky, Dickens, Duffy &
Prendergast LLP
2120 L Street NW
Suite 300
Washington D.C., US 20037
(703) 597-4447

Dated: January 26, 2021

DECLARATION OF LEON SOUKUP

I, Leon Soukup, President of the Board of Directors of Prairieburg Telephone Company, Incorporated and a Transferor, do hereby declare under penalty of perjury that the foregoing filing was prepared under my direction and supervision and that the contents of the filing and the certifications contained therein are true and correct to the best of my knowledge, information and belief.

Executed on 12th day of January, 2021


Leon Soukup, President
Prairieburg Telephone Company, Incorporated

DECLARATION OF DUSTIN J. HILLIARY

I, Dustin J. Hilliary, Manager of Transferee, Hilliary Acquisition Iowa, LLC, do hereby declare under penalty of perjury that the foregoing filing was prepared under my direction and supervision and that the contents of the filing and the certifications contained therein are true and correct to the best of my knowledge, information, and belief.

Executed on 26 day of January, 2021



Dustin J. Hilliary, Manager
Hilliary Acquisition Iowa, LLC