

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

In the Matter of)
)
UNION TELEPHONE COMPANY) WC Docket No. ____
Transferor)
)
AMHERST TELEPHONE COMPANY)
Transferee)
)
For the Transfer of Control of Union Telephone Company and)
Union Information Systems, LLC, which provide interstate)
interexchange and exchange access services in Wisconsin)
pursuant to domestic Section 214 authorizations)

TO: Wireline Competition Bureau

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

Union Telephone Company (“Union”; FRN: 0002-7170-31) on behalf of its current stockholders (collectively, the “Transferors”) and Amherst Telephone Company (“Amherst” or “Transferee”; FRN: 0002-7237-32) hereby request Commission authorization for the transfer of control of Union and its wholly-owned subsidiary Union Information Systems, LLC (“UIS”: FRN: 0012-3601-94) to Amherst.

Union, a Wisconsin corporation, provides local exchange and exchange access services to approximately 2,164 access lines as an incumbent local exchange carrier (“ILEC”) in the Plainfield, Hancock, Coloma and Almond exchanges in portions of Waushara, Portage, Adams and Marquette Counties in central Wisconsin. Union, a cost company, receives Alternative Connect America Cost Model (“ACAM”) I support for its Wisconsin study area (Study Area Code 330962), its only study area. Union also provides broadband Internet access services throughout its local exchange service area.

UIS, a Wisconsin limited liability company and wholly-owned subsidiary of Union, provides resold domestic and international toll services and Internet Protocol television (“IPTV”) services to customers in and around Union’s local exchange service area.

Amherst, a Wisconsin corporation, provides local exchange and exchange access services to approximately 4,400 access lines as an ILEC in the Amherst, Polonia and Rosholt exchanges in portions of Portage, Marathon and Waupaca Counties in central Wisconsin. Amherst, an average schedule company, receives ACAM II support for its Wisconsin study area (Study Area Code 330843), its only study area. Amherst also provides broadband Internet access services throughout its local exchange service area.

Portions of Union’s Almond exchange and Amherst’s Amherst exchange are adjacent to one another. Hence, although Union and Amherst are both small independent local exchange carriers that have, in combination, fewer than two (2) percent of the nation’s subscriber lines installed in the aggregate nationwide, this application does not appear to qualify for streamlined processing pursuant to Section 63.03(b)(2)(iii) of the Commission’s Rules because the applicants have adjacent service areas.

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:

Transferors:

Union Telephone Company
100 West North Street (P.O. Box 96)
Plainfield, Wisconsin 54966-0096
Telephone: (715) 335-6301
Facsimile: (715) 335-6305

Transferee:

Amherst Telephone Company
120 Mill Street (P.O. Box 279)
Amherst, Wisconsin 54406-0279
Telephone: (715) 824-5529
Facsimile: (715)-824-2050

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

Union Telephone Company is a Wisconsin corporation.

Union Information Systems, LLC is a Wisconsin limited liability company.

Amherst Telephone Company is a Wisconsin corporation.

(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:

For Transferors:

Katherine A. Kehl, Secretary and Treasurer
Union Telephone Company
100 West North Street (P.O. Box 96)
Plainfield, Wisconsin 54966-0096
Telephone: (715) 335-6301
Facsimile: (715) 335-6305

With a copy to Counsel:

Donald L. Herman, Jr.
Herman & Whiteaker, LLC
6720 Rockledge Drive, Suite 150
Bethesda, Maryland 20817
Telephone: (202) 600-7272
Facsimile: (202) 706-6056
Email: dee@hermanwhiteaker.com

For Transferee:

Richard Letto, General Manager
Amherst Telephone Company
120 Mill Street (P.O. Box 279)
Amherst, Wisconsin 54406-0279
Telephone: (715) 824-5529
Facsimile: (715)-824-2050

With a copy to Counsel:

Gerard J. Duffy
Blooston, Mordkofsky, Dickens, Duffy & Prendergast, LLP
2120 L Street, N.W. (Suite 300)
Washington, D.C. 20037
Telephone: (202) 659-0830
Facsimile: (202) 828-5568
Email: gjd@bloostonlaw.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:**

Union Information Systems, LLC (Before and After Transaction)

The name, address, citizenship and principal business of the sole entity that will own at least ten (10) percent of the equity and voting power of UIS both before and after the proposed transaction are:

<u>Name & Address</u>	<u>% Voting & Equity</u>	<u>Citizenship</u>	<u>Principal Business</u>
Union Telephone Company 100 West North Street Plainfield, WI 54966	100.00%	Wisconsin Corporation	Telecommunications

Union Telephone Company (Before Transaction)

The names, addresses, citizenship and principal businesses of the individuals and entities that own at least ten (10) percent of the equity and voting power of Union before the proposed transaction are:

<u>Name & Address</u>	<u>% Voting & Equity</u>	<u>Citizenship</u>	<u>Principal Business</u>
Trust No. 1 under will of Alton H. Bowden 7002 County Road D Almond, WI 54966	36.18%	Wisconsin Trust	Investments

The trustee of Trust No. 1 u/w of Alton H. Bowden is Dwight H. Bowden. The beneficiaries are Katherine Kehl, Ronald Bowden and Karen Stardy. The trustee and all beneficiaries are United States citizens, and all can be contacted via the 7002 County Road D address in Almond, Wisconsin 54966.

Katherine A Kehl Trust Dated May 24, 2012 N7050 County Road BB Plainfield, WI 54966	18.26%	Wisconsin Trust	Investments
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The trustee of the Katherine A. Kehl Trust Dated May 24, 2012 is Katherine A. Kehl. The beneficiary is Katherine Kehl. The trustee and beneficiary are United States citizens, and can be contacted via the N7050 County Road BB address in Plainfield, Wisconsin 54966.

Ronald A. Bowden 6997 County Road D Almond, WI 54966	18.22%	U.S.A.	Investments
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Bowden D. Severns 335 S. Walker Street P.O. Box 886 Wautoma, WI 54982	13.50%	U.S.A.	Investments
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Mary L Brock Living Trust Dated 11/15/2007 1519 Ash Street Baraboo, WI 53913	13.48%	Wisconsin Trust	Investments
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The trustee of the Mary L. Brock Living Trust Dated 11/15/2007 is Mary L. Brock. The beneficiary is Mary Brock. The trustee and beneficiary are United States citizens, and can be contacted via the 1519 Ash Street address in Baraboo, Wisconsin 53913.

No other individual or entity owns or controls ten (10) percent or more of the equity or voting power of Union before the proposed transaction.

Union Telephone Company (After Transaction)

The name, address, citizenship and principal business of the sole entity that will own at least ten (10) percent of the equity and voting power of Union after the proposed transaction are:

<u>Name & Address</u>	<u>%</u>	<u>Voting & Equity</u>	<u>Citizenship</u>	<u>Principal Business</u>
Amherst Telephone Company 120 Mill Street Amherst, WI 54406	100.00%		Wisconsin Corporation	Telecommunications

In turn, the names, addresses, citizenship and principal businesses of the only entities that own at least ten (10) percent of the equity and voting power of Amherst both before and after the proposed transaction are:

<u>Name & Address</u>	<u>% Voting & Equity</u>	<u>Citizenship</u>	<u>Principal Business</u>
Carl F. Bohman 120 Mill Street Amherst, WI 54406	18.10%	U.S.A.	Telecommunications
Rita L. Danielson 120 Mill Street Amherst, WI 54406	13.00%	U.S.A.	Telecommunications

Carl F. Bohman and Rita L. Danielson are brother and sister. None of the other twenty-one (21) stockholders of Amherst directly or indirectly owns or controls ten (10) percent of the equity or voting power of Amherst either before or after the proposed transaction.

No other individual or entity will directly or indirectly own or control ten (10) percent or more of the equity or voting power of Union or Amherst after the proposed transaction.

(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.

Union Telephone Company and Amherst Telephone Company 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:

Amherst is purchasing 100 percent of the issued and outstanding common stock (the only class of stock) of Union. Amherst's 100 percent ownership and control of Union will give it ultimate ownership and control of the domestic Section 214 authorizations of Union and UIS.

Both Union and UIS will remain in existence after completion of the transaction. Union will continue operating its ILEC business in its existing Wisconsin study area (Study Area Code 330962) as a wholly-owned subsidiary of Amherst, and will continue receiving ACAM I support and complying with its related ACAM service, reporting and performance testing obligations. UIS will remain in existence during the foreseeable future, but may engage in some internal reorganizations wherein some of its IPTV and/or domestic toll service operations are merged with or transferred to other Amherst divisions or subsidiaries.

(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:

Areas and Services of Union Telephone Company and Affiliates

Union provides local exchange service and exchange access service as an ILEC in four rural local exchanges (the Plainfield, Hancock, Coloma and Almond exchanges) in portions of four counties (Waushara, Portage, Adams and Marquette) in central Wisconsin. These exchanges serve, in the aggregate, approximately 2,164 access lines. In addition to voice service and custom calling features, Union offers high-speed Internet access services over fiber and copper facilities.

UIS provides resold domestic and international toll services and Internet Protocol television (“IPTV”) services to customers in and around Union’s local exchange service area.

Union holds a non-controlling 5.456 percent membership interest in Lake Mobility LLC, a Wisconsin limited liability company which is the licensee of Cellular Station KNKN406 which serves Wisconsin Rural Service Area 7 (Wood) in central Wisconsin.

Union holds a non-controlling 3.23 percent membership interest in Communication Management Group, LLC, a Wisconsin limited liability company which controls a number of companies (such as the Wisconsin Independent Network, Airstream Communications LLC and Midwest Video Solutions) that provide fiber optic transport, competitive local exchange services, Internet access services, data centers and other IT services throughout the Upper Midwest.

Union holds a non-controlling 3.33 percent Class A stock interest and a non-controlling 1.52 percent Class B stock interest in Wisconsin Independent Telecommunications System, Inc dba Access Wisconsin, a Wisconsin corporation, which operates BadgerNet, the State of Wisconsin’s core broadband network, and provides a variety of related telecommunications and information consulting, design, installation and support services to state and local governments, schools, libraries and hospitals throughout the state.

Neither Union nor UIS has an ownership interest in any other entity that offers domestic telecommunications services.

Areas and Services of Amherst Telephone Company and Affiliates

Amherst provides local exchange service and exchange access as an ILEC in three exchanges (the Amherst, Polonia and Rosholt exchanges) which serve portions of Portage, Marathon and Waupaca Counties in central Wisconsin. These exchanges serve, in the aggregate, approximately 4,400 access lines. In addition to voice service and custom calling features, Amherst offers resold domestic and international long distance toll services as well as high-speed broadband services over fiber optic and digital subscriber line (“DSL”) facilities.

Amherst doing business as Amherst Communications provides local exchange service and exchange access (as well as domestic and international long distance toll services and high-speed broadband services) as a competitive local exchange carrier (“CLEC”) in competition with AT&T in the Stevens Point and Waupaca exchanges in Portage and Waupaca Counties in central Wisconsin, and in competition with TDS in the Iola and Scandinavia exchanges in Waupaca County. These CLEC exchanges serve, in the aggregate, less than 2,000 access lines. Portions of this CLEC service area also share a border with Union’s Almond exchange.

Tomorrow Valley Cable Television, Inc., a wholly-owned subsidiary of Amherst, provides IPTV services in Amherst’s ILEC and CLEC service areas.

Amherst holds a non-controlling 6.20 percent member interest in Lake Mobility LLC, a Wisconsin limited liability company which is the licensee of Cellular Station KNKN406 which serves Wisconsin Rural Service Area 7 (Wood) in central Wisconsin. After completion of the proposed transaction, Amherst will hold a non-controlling 11.656 percent member interest in Lake Mobility, LLC.

Amherst holds a non-controlling 3.23 percent member interest in Communication Management Group, LLC, a Wisconsin limited liability company, which controls a number of companies (such as the Wisconsin Independent Network, Airstream Communications LLC and Midwest Video Solutions) that provide fiber optic transport, competitive local exchange services, Internet access services, data centers and other IT services throughout the Upper Midwest. After completion of the proposed transaction, Amherst will hold a non-controlling 6.46 percent member interest in Communication Management Group, LLC.

Amherst holds a non-controlling 3.33 percent Class A stock interest and a non-controlling 1.64 percent Class B stock interest in Wisconsin Independent Telecommunications System, Inc dba Access Wisconsin, a Wisconsin corporation, which operates BadgerNet, the State of Wisconsin’s core broadband network, and provides a variety of related telecommunications and information consulting, design, installation and support services to state and local governments, schools, libraries and hospitals throughout the state. After completion of the proposed transaction, Amherst will hold a non-controlling 6.66 percent Class A stock interest and a non-controlling 3.16 percent Class B stock interest in Wisconsin Independent Telecommunications System, Inc. dba Access Wisconsin.

Amherst and its affiliates have no ownership interests in any other entity that offers domestic telecommunications services.

(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 present application does not appear to qualify for streamlined processing pursuant to Section 63.03(b)(2)(iii) of the Commission's Rules. Although Union and Amherst are both small independent local exchange carriers, whose total of 6,564 ILEC access lines and less than 8,564 overall ILEC and CLEC access lines, in combination, constitute fewer than two (2) percent of the nation's subscriber lines installed in the aggregate nationwide, portions of Union's Almond exchange and Amherst's Amherst exchange are adjacent to one another.

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

The Applicants will file separately an electronic application via the International Bureau Filing System for transfer of control of the International Section 214 authorization for global resale of switched services held by UIS (ITC-214-20041222-00495).

(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) 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:

The proposed transaction entails the acquisition of 100 percent ownership and control of Union and UIS by another Wisconsin rural local exchange carrier that has long provided similar ILEC and related telecommunications services in rural central Wisconsin. Amherst has a long and proven record of investing in its rural networks and communities, and of providing high-quality, state-of-the-art voice, broadband and video services at affordable rates to its rural service areas. The proposed transaction will ensure that the rural Wisconsin customers of Union and UIS will continue to receive high-quality, state-of-the-art voice, broadband and video services at affordable rates during the foreseeable future.

Conclusion

In light of the foregoing facts and public interest considerations, the Commission is respectfully requested to authorize the transfer of control of Union Telephone Company and Union Information Systems, LLC and their domestic Section 214 authorizations to Amherst Telephone Company.

Union Telephone Company and Amherst Telephone Company 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.

Respectfully submitted,

UNION TELEPHONE COMPANY

Signature: Katherine Kehl

Printed Name: Katherine Kehl

Title: Sec/Treasurer

Date: 10/20/21

AMHERST TELEPHONE COMPANY

Signature: _____

Printed Name: _____

Title: _____

Date: _____

Conclusion

In light of the foregoing facts and public interest considerations, the Commission is respectfully requested to authorize the transfer of control of Union Telephone Company and Union Information Systems, LLC and their domestic Section 214 authorizations to Amherst Telephone Company.

Union Telephone Company and Amherst Telephone Company 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.

Respectfully submitted,

UNION TELEPHONE COMPANY

Signature: _____

Printed Name: _____

Title: _____

Date: _____

AMHERST TELEPHONE COMPANY

Signature: Carl F. Bohman

Printed Name: Carl F. Bohman

Title: President

Date: 10-19-2021