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VIA ECFS - NON-DOCKETED FILING

October 29, 2021

Marlene H. Dortch, Secretary
Federal Communications Commission
45 L Street NE
Washington, DC 20554

Attention: Wireline Competition Bureau

Re: In the Matter of Joint Application For Authority Pursuant to Section 214 of the Communications Act of 1934, as Amended, For Consent to Transfer Control of Midstate Telephone Company, LLC and Midstate Communications, Inc. to Reservation Telephone Cooperative

Dear Ms. Dortch:

Please find enclosed the above-referenced Joint Application for approval to transfer control of authorized domestic Section 214 carriers filed pursuant to Section 63.04 of the Commission's rules. The FCC Form 159 and requisite filing fee are being submitted this date via the Commission's Fee Filer system.

Inquiries may be directed to the undersigned.

Sincerely,

John Kuykendall
Vice President
jkuykendall@jsitel.com

Enclosures

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

In the Matter of Joint Application)
)
Midstate Telephone Company, LLC and)
Midstate Communications, Inc.)
Transferors)
)
and)
)
Reservation Telephone Cooperative)
Transferee)
)
For Authority Pursuant to Section 214 of the)
Communications Act of 1934, as Amended,)
For Consent to the Transfer Control of)
Midstate Telephone Company, LLC and)
Midstate Communications, Inc.)
to Reservation Telephone Cooperative)

WC Docket No. 21-_____

DOMESTIC SECTION 214 APPLICATION

Midstate Telephone Company, LLC and Midstate Communications, Inc. (“Midstate Companies” or “Transferors”) and Reservation Telephone Cooperative (“RTC” or “Transferee”) (collectively, the “Applicants”), pursuant to Section 214 of the Communications Act of 1934, as amended, 47 U.S.C. § 214, and Section 63.04 of the rules and regulations of the Federal Communications Commission (“Commission” or “FCC”),¹ request approval to transfer control of the Midstate Companies to RTC. The Midstate Companies and RTC hold blanket domestic Section 214 authorizations pursuant to 47 C.F.R. § 63.01.

Pursuant to a Stock Purchase Agreement, RTC proposes to acquire all operations and assets of Midstate Telephone Company, LLC, which includes incumbent local exchange carrier (“ILEC”)

¹ 47 C.F.R. § 63.04.

study area 381617 comprised of three North Dakota exchanges, and Midstate Communications, Inc., which includes ILEC study area 381638 comprised of one North Dakota exchange.

As described herein, the proposed transaction will promote the public interest by enabling the Applicants to achieve economies of scale. The proposed transaction will strengthen the Midstate Companies' combined competitive position by allowing the Midstate Companies' to leverage RTC's financial, technical and managerial resources to continue to provide high-quality services and compete effectively in the telecommunications marketplace. The proposed transaction will be seamless for consumers and is not expected to result in any discontinuance or impairment of the Midstate Companies' services. The proposed transaction will also have no adverse effects on competition in the areas served by the Midstate Companies since there is no overlap between the Applicants' service areas.

I. Information Required by Section 63.04

Pursuant to Section 63.04(a) of the Commission's Rules, the Applicants submit the following information:

1. Name, address and telephone number of each Applicant and Licensee:²

Transferors:

Midstate Telephone Company, LLC
215 South Main Street
P.O. Box 400
Stanley, ND 58784-0400
(701) 628-2522
FRN 0003755808

Midstate Communications, Inc.
215 South Main Street
P.O. Box 400
Stanley, ND 58784-0400
(701) 628-2522
FRN 0003755832

² 47 C.F.R. § 63.04(a)(1).

Transferee:

Reservation Telephone Cooperative
24 North Main Street
P.O. Box 68
Parshall, ND 58770-0068
701-862-3115
FRN 0002477743

2. Jurisdiction of Organizations:³

Midstate Telephone Company, LLC is a limited liability corporation organized under the laws of the state of North Dakota.

Midstate Communications, Inc. is a corporation organized under the laws of the state of North Dakota.

Reservation Telephone Cooperative is a cooperative association organized under the laws of the state of North Dakota.

3. Contact Information:⁴

Correspondence concerning this Application should be sent to:

Consultant for Transferee

John Kuykendall
Vice President
John Staurulakis, Inc.
7852 Walker Drive
Suite 200
Greenbelt, Maryland 20770
301-459-7590
jkuykendall@jsitel.com

With copies for Midstate Telephone Company, LLC and
For Midstate Communications, Inc. to:

Ryan Wilhelmi
General Manager
Midstate Telephone Company
215 South Main Street
P.O. Box 400
Stanley, ND 58784-0400

³ 47 C.F.R. § 63.04(a)(2).

⁴ 47 C.F.R. § 63.04(a)(3).

(701) 628-2522
ryanw@midstate.net

With copies for Reservation Telephone Cooperative to:

Shane Hart
CEO/General Manager
Reservation Telephone Cooperative
24 North Main Street
P.O. Box 68
Parshall, ND 58770-0068
701-862-3115
shaneh@rtc.email

4. Ownership Information:⁵

Transferors

The following currently own or control a ten percent (10%) or greater, direct or indirect interest in Midstate Telephone Company, LLC:

Name and Address	Percent Equity	Citizenship	Principal Business
A. Gordon Wilhelmi Testamentary Trust 1530 16 th ST NW Minot, ND 58701	16.3%	U.S.	Telecommunications
Wilhelmi Spousal Trust FBO Rhonda Wilhelmi P.O. Box 893 Stanley, ND 58784	11.98%	U.S.	Telecommunications
Ryan Wilhelmi Living Trust P.O.Box 836 Stanley, ND 58784	22.20%	U.S.	Telecommunications
Tim Wilhelmi 10315 HWY 10 Dickinson, ND 58601	14.36%	U.S.	Telecommunications
Tom Wilhelmi Box 868 Beach ND 58784	14.36%	U.S.	Telecommunications

⁵ 47 C.F.R. § 63.04(a)(4).

The following currently own or control a ten percent (10%) or greater, direct or indirect interest in Midstate Communications, Inc:

Name and Address	Percent Equity	Citizenship	Principal Business
Ryan Wilhelmi Box 400 Stanley ND 58784	30%	U.S.	Telecommunications
David Wilhelmi Box 400 Stanley ND 58784	35%	U.S.	Telecommunications
Thomas J. Wilhelmi Irrevocable Trust P.O. Box 818 Beach, ND 58621	17.5%	U.S.	Telecommunications
Timothy J. Wilhelmi Irrevocable Trust 10315 Hwy 10 Dickinson, ND 58601	17.5%	U.S.	Telecommunications

Transferee

Reservation Telephone Cooperative is organized as a cooperative corporation owned by its member-subscribers. No single member-subscriber owns or controls more than 10% of the equity interests of RTC.

RTC is controlled by its Board of Directors, all of whom are US Citizens. No Board member or officer holds a 10% or greater direct or indirect interest in any other domestic telecommunications provider.

RTC Officers and Board of Directors

Jeanette Hoff, President
Wayne Skarda, Vice President
Jenifer Sorenson, Secretary/Treasurer
Terry Wilber, Director
Jared Eagle, Director
Amy Ones, Director
Barbara Steinmetz, Director
John McElwain, Director
Shane Hart, CEO and General Manager

The address for RTC, its Board of Directors and officers is:

Reservation Telephone Cooperative
24 North Main Street
P.O. Box 68
Parshall, ND 58770-0068

Post-Transaction Ownership of Midstate Telephone Company, LLC and Midstate Communications, Inc.

Upon completion of the transaction, the following entity will hold a ten percent (10%) or greater interest in the Midstate Companies.

Name and Address	Percent Equity	Citizenship	Principal Business
Reservation Telephone Cooperative 24 North Main Street P.O. Box 68 Parshall, ND 58770-0068	100% Direct Ownership	U.S.	Telecommunications

Other than as set forth in this Application, to RTC's knowledge, no other entity or individual will own a ten percent (10%) or greater direct or indirect equity or voting interest in RTC or the Midstate Companies after consummation of the transaction.

To RTC's knowledge and other than as set forth in this Application, no other person or entity listed in this Application as having an ownership interest in RTC currently owns or controls ten percent (10%) or more of any other telecommunications-related entity.

5. Certification Pursuant to Rule Sections 1.2001-1.2003:⁶

Applicants hereby certify, pursuant to 47 C.F.R. §§ 1.2001-1.2003, that to the best of their knowledge, information, and belief, no party to this application is subject to denial of federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 853.

⁶ 47 C.F.R. § 63.04(a)(5).

6. Description of the Transaction:⁷

Pursuant to an October 28, 2021 Stock Purchase Agreement between the Midstate Companies and RTC, RTC will acquire the stock of the Midstate Companies and thus all of the operations and assets of Midstate Telephone Company, LLC and Midstate Communications, Inc. ILEC local exchange areas in the state of North Dakota. The ultimate result of the transaction will be that RTC will directly own one hundred percent (100%) of the equity interests of, and thus control, the Midstate Companies.

Charts depicting the pre- and post-transaction ownership of the Midstate Companies are provided in Exhibit A. Consummation of the proposed transaction is contingent upon, among other things, receipt of all necessary regulatory approvals.

Following the foregoing transaction, RTC and the Midstate Companies will continue to hold domestic Section 214 authority in their respective serving areas. The Midstate Companies will continue to exist and operate under their existing corporate structures and will continue to provide service pursuant to existing rates, terms and conditions for the near term. RTC is a rate-of-return cost ILEC, Midstate Telephone Company, LLC is a rate-of-return cost ILEC, and Midstate Communications, Inc. is a rate-of-return average schedule ILEC. RTC does not seek to modify the regulatory status of Midstate Communications, Inc. as an average schedule carrier.

A “doing business as” name, “D/B/A RTC Networks,” will be added to the Midstate Companies’ names. The transaction will otherwise be transparent to customers as their services and billing will continue to be provided by the Midstate Companies.

The proposed transaction does not require the prior authorization of the North Dakota Public Service Commission.

⁷ 47 C.F.R. § 63.04(a)(6).

7. Description of Geographic Service Area and Services in Each Area:⁸

Midstate Telephone Company, LLC is a rural ILEC that provides local telecommunications services, high speed Internet access services, video services and access services to approximately 2,000 residential and business customers in the Stanley, Medora and Portal local exchanges in the state of North Dakota. Midstate Communications, Inc. is a rural ILEC that provides the foregoing services to approximately 1,000 residential and business customers in the Beach local exchange. Midstate Telephone Company, LLC holds a 7.52% minority interest in Dakota Carrier Network, LLC, a North Dakota limited liability company providing broadband, data storage, private line and related carrier services throughout North Dakota. Midstate Telephone Company, LLC owns a ten percent (10%) interest in North Dakota Long Distance (“NDLD”) who provides domestic interexchange and international service to subscribing Midstate Telephone Companies’ customers.

RTC is a rural ILEC that provides local telecommunications services, high speed Internet access services, video services and access services to approximately 11,000 residential and business customers in the following twenty (20) exchanges throughout northwestern North Dakota: Alexander, Arnegard, Douglas, Emmet, Garrison, Keene, Kenmare, Makoti, Mandaree, Max, New Town, Norma, Parshall, Plaza, Roseglen, Ross, Ryder, Spencer, Squaw Gap, and Watford City. RTC holds a 7.52% minority interest in Dakota Carrier Network, LLC. RTC owns a ten percent (10%) interest in NDLD who provides domestic interexchange and international service to subscribing RTC customers.

The Midstate Telephone Company, LLC Medora exchange and the Midstate Communications, Inc. Beach exchange are contiguous with the south border of the RTC Squaw Gap exchange. The Midstate Telephone Company, LLC Stanley exchange is contiguous with the

⁸ 47 C.F.R. § 63.04(a)(7).

eastern border of the RTC Ross exchange, portions of the western border of the RTC Plaza exchange, and the northern borders of the RTC New Town and Parshall exchanges. The Midstate Telephone Company, LLC Portal exchange is adjacent to the northwest of the RTC Norma exchange. None of the Applicants' service areas overlap. None of the Applicants provide competitive local exchange services. The geographic location of the foregoing exchanges is shown in the map in Exhibit B.

8. Qualification for Streamlining:⁹

Applicants are ILECs that have, in combination, fewer than 2% of subscribers nationwide. However, this Application does not qualify for streamlined processing as the proposed transaction involves ILECs with adjacent service areas, as demonstrated in Exhibit B. Applicants respectfully request that the Commission act on this Application as close to the thirty-one (31) day streamlined period as possible.

9. Related Commission Applications:¹⁰

None. The Midstate Companies do not provide international service and hold no wireless licenses. Midstate Telephone Company, LLC holds two Antenna Structure Registrations for which notice of change in ownership will be filed within five days of the transaction close pursuant to Section 17.57 of the Commission's rules.

10. Special Consideration:¹¹

None. No party is requesting special consideration due to either party facing imminent business failure.

11. Waiver Requests:¹²

⁹ 47 C.F.R. § 63.04(a)(8).

¹⁰ 47 C.F.R. § 63.04(a)(9).

¹¹ 47 C.F.R. § 63.04(a)(10).

¹² 47 C.F.R. § 63.04(a)(11).

None. No waiver requests are being sought in conjunction with the transaction.

12. Public Interest Statement:¹³

Approval of the transactions will serve the public interest, convenience and necessity. Transferee submits that competition will not be substantially harmed by the proposed transactions in that competitors have a strong presence in the subject service areas through nationwide carriers, mobile wireless, satellite TV, over-the-top video or IP voice providers utilizing the broadband network. Additionally, the transaction will not result in any overlap of fiber facilities in the markets where the Applicants operate. Thus, the transaction will not provide the Applicants with a competitive advantage as a result of concentration of fiber assets and will not harm consumers or negatively impact the market for facilities-based service.

Approval of the transaction will advance economic efficiency by enabling Applicants to achieve economies of scale and will enable Applicants to strengthen their competitive position to the benefit of consumers and the communications marketplace. Further, RTC is in a geographically strategic location by virtue of its proximity to the Midstate Companies' exchanges which facilitates operational efficiencies. The efficiencies of scope and scale generated by the transaction will create public interest benefits in line with those emphasized by the Commission in the *USF/ICC Transformation Order*,¹⁴ allowing for more efficient and productive operation of the rate-of-return ILEC service areas included in the acquisition.

Midstate Companies' customers will not experience any immediate change to rates, terms or conditions of service, and in no event will the transaction result in the interruption, reduction,

¹³ 47 C.F.R. § 63.04(a)(12).


¹⁴ See, e.g., *Connect America Fund et al.*, WC Docket No. 10-90 et al., Report and Order and Further Notice of Proposed Rulemaking, 26 FCC Rcd 17984-85, para. 902 (2011). *aff'd In re FCC 11-161*, 753 F. 3d 1015 (10th Cir. 2014).

loss or impairment of service to customers. Any future name change or service changes will be preceded by appropriate notices to customers and required regulatory filings.

II. Conclusion

The Applicants respectfully submit that the transfer of control of the Midstate Companies to RTC will not harm competition in the North Dakota telecommunications market and that the public interest, convenience and necessity would be furthered through telecommunications services which will be continued without interruption to Midstate Companies' customers.

Respectfully Submitted,


By: Shane Hart
CEO/General Manager
RESERVATION TELEPHONE COOPERATIVE
24 North Main Street
P.O. Box 68
Parshall, ND 58770-0068
701-862-3115
shaneh@rtc.email


By: Ryan Wilhelmi
General Manager
MIDSTATE TELEPHONE COMPANY, LLC
MIDSTATE COMMUNICATIONS, INC.
215 South Main Street
P.O. Box 400
Stanley, ND 58784-0400
(701) 628-2522
ryanw@midstate.net

October 28, 2021

DECLARATION OF SHANE HART
RESERVATION TELEPHONE COOPERATIVE

I, Shane Hart, CEO and General Manager of Reservation Telephone Cooperative, do hereby declare under penalty of perjury that the statements made in this Application for Domestic Section 214 Transfer of Control are true and accurate to the best of my knowledge, information and belief.

Dated this 28th day of October, 2021.

Reservation Telephone Cooperative



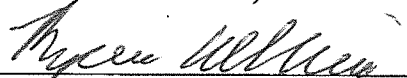
By: Shane Hart

DECLARATION OF RYAN WILHELMI
MIDSTATE TELEPHONE COMPANY, LLC
MIDSTATE COMMUNICATIONS, INC.

I, Ryan Wilhelmi, General Manager of Midstate Telephone Company, LLC and Midstate Communications, Inc., do hereby declare under penalty of perjury that the statements made in this Application for Domestic Section 214 Transfer of Control are true and accurate to the best of my knowledge, information and belief.

Dated this 28 day of October, 2021.

Midstate Telephone Company, LLC
Midstate Communications, Inc.

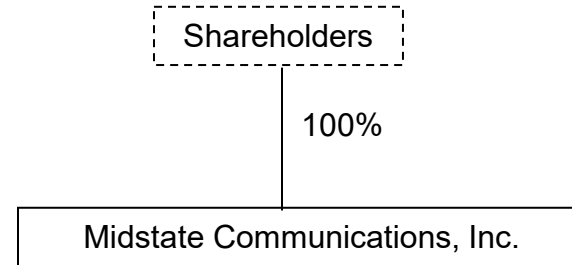
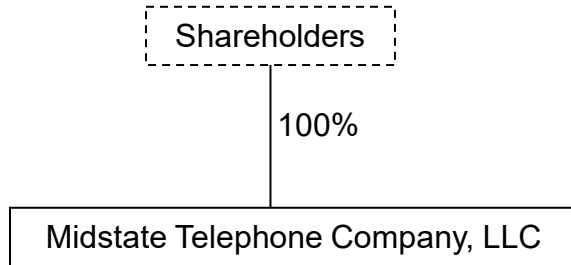


By: Ryan Wilhelmi, General Manager

EXHIBIT A

PRE AND POST-TRANSACTION OWNERSHIP OF MIDSTATE COMPANIES

Pre-Transaction Ownership



Post-Transaction Ownership

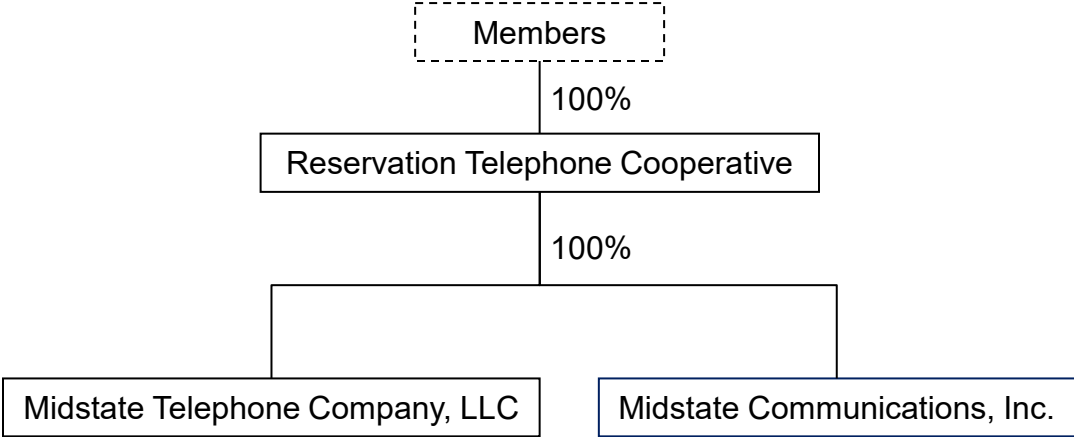


EXHIBIT B

SERVICE AREA MAP

