

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

In the Matter of)
)
Robert G. Riddell and Ruth E. Riddell)
Transferors) WC Docket No. _____
)
Shane Young)
Transferee)
)
For Transfer of Control of Northern Telephone Company of)
Minnesota, Inc. and Wilderness Valley Telephone Company, Inc.,)
which provide interstate exchange access services in Minnesota)
pursuant to domestic Section 214 authorizations)

TO: Wireline Competition Bureau

**APPLICATION FOR STREAMLINED TRANSFER OF CONTROL
OF BLANKET DOMESTIC SECTION 214 AUTHORIZATION**

Robert G. Riddell and Ruth E. Riddell (“Mr. Riddell” and “Mrs. Riddell” and, collectively the “Transferors”) and Shane Young (“Mr. Young” or “Transferee”) hereby request Commission authorization for the transfer of control of Northern Telephone Company of Minnesota, Inc. (“Northern”; FRN: 0003-7742-62) from Mr. Riddell to Mr. Young, and for the transfer of control of Wilderness Valley Telephone Company, Inc. (“Wilderness Valley”; FRN: 0003-7744-60) from Mr. Riddell and Mrs. Riddell to Mr. Young.

Northern is a Minnesota corporation that provides local exchange service and exchange access service as an incumbent local exchange carrier (“ILEC”) in a single Minnesota exchange (the Wawina exchange) and study area (Study Area Code 361500) that encompasses the area in and around the community of Wawina in Itasca County in rural northeastern Minnesota. Wilderness Valley is also a Minnesota corporation that provides local exchange service and exchange access service as an ILEC in a single Minnesota exchange (the Washington Forest

exchange) and study area (Study Area Code 361348) that encompasses unincorporated areas in and around the George Washington State Forest in Itasca and St. Louis Counties in rural northeastern Minnesota. Northern (which serves less than 50 access lines) and Wilderness Valley (which serves less than 100 access lines) are both average schedule carriers that provide residential and business voice and broadband telecommunications services. Northern and Wilderness Valley are also both eligible telecommunications carriers (“ETCs”) that have elected to receive model-based Universal Service Fund (“USF”) support via the Commission’s Alternative Connect America Cost Model (“ACAM”) mechanism.

Mr. Riddell has been the sole full-time employee of both Northern and Wilderness Valley. Mr. Young has worked with Mr. Riddell on a contract basis to support the day-to-day operations and construction activities of Northern and Wilderness Valley. Mr. Young has been involved in the installation and maintenance of the digital central office switch that serves the Northern and Wilderness Valley exchanges, and was the lead engineer and project manager for the first phase of the Northern and Wilderness Valley broadband upgrades (specifically, when they converted their backhaul facilities from T1s to fiber/Ethernet facilities).

The proposed transaction involves the sale by Mr. Riddell of all of the issued and outstanding capital stock of Northern to Mr. Young, and the sale by Mr. Riddell and Mrs. Riddell of all of the issued and outstanding capital stock of Wilderness Valley to Mr. Young. After completion of the transaction, Mr. Young will own all of the issued and outstanding capital stock of Northern and Wilderness Valley, and will have full control of their assets and operations, including their subject domestic Section 214 authorizations.

The proposed transaction qualifies for streamlined processing pursuant to Section 63.03(b)(1)(ii) of the Commission’s Rules because the transferee Mr. Young is not a

telecommunications provider. Applicants note also that Northern and Wilderness Valley have a market share in the interstate, interexchange market of substantially less than 10 percent (10%), and that their less than 150 total access lines constitute far less than two percent (2.0%) of the nation's subscriber lines installed in the aggregate nationwide.

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:

Authorization Holders:

Northern Telephone Company of Minnesota, Inc.
13448 County Road 25
Wawina, MN 55736
Telephone: (218) 777-1100
Facsimile: (218) 488-6509

Wilderness Valley Telephone Company, Inc.
13448 County Road 25
Wawina, MN 55736
Telephone: (218) 777-1100
Facsimile: (218) 488-6509

Transferors:

Robert G. Riddell
Ruth E. Riddell
13448 County Road 25
Wawina, MN 55736
Telephone: (218) 777-1100
Facsimile: (218) 488-6509

Transferee:

Shane Young.
4644 Lyndale Avenue South
Minneapolis, Minnesota 55419
Telephone: (612) 824-3938
Facsimile: (218) 488-6509

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

Northern is a corporation organized under the laws of the State of Minnesota.

Wilderness Valley is a corporation organized under the laws of the State of Minnesota.

(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:

Robert G. Riddell
13448 County Road 25
Wawina, MN 55736
Telephone: (218) 777-1100
Facsimile: (218) 488-6509

For Transferee:

Shane Young.
4644 Lyndale Avenue South
Minneapolis, Minnesota 55419
Telephone: (612) 824-3938
Facsimile: (218) 488-6509

With a copy to Counsel:

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

Northern Telephone Company of Minnesota, Inc. (Before Transaction)

The name, address, citizenship and principal business of the sole entity that currently owns or controls at least ten (10) percent of the equity and voting power of Northern prior to the proposed transaction are:

<u>Name & Address</u>	<u>% Voting & Equity</u>	<u>Citizenship</u>	<u>Principal Business</u>
Robert G. Riddell 13448 County Road 25 Wawina, MN 55736	100.00%	U.S.A.	Telecommunications

Wilderness Valley Telephone Company, Inc. (Before Transaction)

The names, addresses, citizenship and principal businesses of the sole entities that currently own or control at least ten (10) percent of the equity and voting power of Wilderness Valley prior to the proposed transaction are:

<u>Name & Address</u>	<u>% Voting & Equity</u>	<u>Citizenship</u>	<u>Principal Business</u>
Robert G. Riddell 13448 County Road 25 Wawina, MN 55736	50.00%	U.S.A.	Telecommunications
Ruth E. Riddell 13448 County Road 25 Wawina, MN 55736	50.00%	U.S.A.	Telecommunications

Robert G. Riddell and Ruth E. Riddell are husband and wife.

Northern Telephone Company of Minnesota, Inc. (After Transaction)

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

<u>Name & Address</u>	<u>% Voting & Equity</u>	<u>Citizenship</u>	<u>Principal Business</u>
Shane Young 4644 Lyndale Avenue South Minneapolis, Minnesota 55419	100.00%	U.S.A.	Telecommunications

Wilderness Valley Telephone Company, Inc. (After Transaction)

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

<u>Name & Address</u>	<u>% Voting & Equity</u>	<u>Citizenship</u>	<u>Principal Business</u>
Shane Young 4644 Lyndale Avenue South Minneapolis, Minnesota 55419	100.00%	U.S.A.	Telecommunications

(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.

Robert G. Riddell, Ruth E. Riddell and Shane Young 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 involves the purchase by Mr. Young of all of the issued and outstanding stock of Northern from Mr. Riddell, and the purchase by Mr. Young of all of the issued and outstanding stock of Wilderness Valley from Mr. Riddell and Mrs. Riddell. At closing, Mr. Young will own and control Northern and Wilderness Valley, and thereby control the domestic Section 214 authorizations held by Northern and Wilderness Valley.

(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 Northern

Northern provides local exchange telephone service (including interstate exchange access) as an ILEC in a single Minnesota exchange (the Wawina exchange) and study area (SAC: 361500) that encompasses the area in and around the community of Wawina in Itasca County in rural northeastern Minnesota. Northern also provides broadband Internet access services within this service area. Northern currently serves less than 50 access lines.

Northern has no subsidiaries or affiliates other than Wilderness Valley that offer telecommunications services.

Areas and Services of Wilderness Valley

Wilderness Valley provides local exchange service (including interstate exchange access) as an ILEC in a single Minnesota exchange (the Washington Forest exchange) and study area (Study Area Code 361348) that encompasses unincorporated areas in and around the George Washington State Forest in Itasca and St. Louis Counties in rural northeastern Minnesota. Wilderness Valley also provides broadband Internet access services within this service area. Wilderness Valley currently serves less than 100 access lines.

Wilderness Valley has no subsidiaries or affiliates other than Northern that offer telecommunications services.

Mr. Riddell and Mrs Riddell have no ownership interests in other entities that offer telecommunications services.

Areas and services of Shane Young

Mr. Young has 25 years of experience in the telecommunications industry as an engineer, project manager and provider of installation, maintenance and other technical services. The proposed transaction constitutes his first venture into ownership.

(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 proposed transaction qualifies for streamlined processing pursuant to Section 63.03(b)(1)(ii) of the Commission's Rules because the transferee Mr. Young is not a telecommunications provider. Applicants note also that Northern and Wilderness Valley have a market share in the interstate, interexchange market of substantially less than 10 percent (10%), and that their less than 150 total access lines constitute far less than two percent (2.0%) of the nation's subscriber lines installed in the aggregate nationwide.

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

Applicants will not be filing any other applications with the Commission with respect to this transaction.

(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:

Grant of this Application will serve the public interest because the proposed transaction will allow for the continued provision of quality telecommunications communications services to customers of Northern and Wilderness Valley. Mr. Young is an experienced telecommunications engineer and project manager who has participated extensively in the construction and upgrade of the Northern and Wilderness Valley networks, and who is financially and technically to succeed Mr. Riddell as the primary full-time employee of the two companies. The proposed transaction will ensure that the rural Minnesota customers of Northern and Wilderness Valley will continue to receive quality voice and broadband 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 Northern Telephone Company of Minnesota, Inc. from Robert G. Riddell to Shane Young, and the transfer of control of Wilderness Valley Telephone Company, Inc. from Robert G. Riddell and Ruth E. Riddell to Shane Young.

Robert G. Riddell, Ruth E. Riddell and Shane Young reiterate that they 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,

ROBERT G. RIDDELL

By: Robert G. Riddell

Date: 4-8-18

SHANE YOUNG

By: Shane Young

Date: 4-8-2018

RUTH E. RIDDELL

By: Ruth E. Riddell

Date: 4-8-18