

**BEFORE THE  
FEDERAL COMMUNICATIONS COMMISSION  
WASHINGTON, DC 20554**

<b>In the Matter of</b>	)	
	)	
<b>Clinton County Telephone Company</b>	)	
	)	
<b>Transferor</b>	)	
	)	<b>WC Docket No. 17-_____</b>
<b>and</b>	)	
	)	
<b>Chapin Communications Corporation</b>	)	
	)	
<b>Transferee</b>	)	
	)	
<b>Application for Authorization Pursuant to</b>	)	
<b>Section 214 of the Communications Act of 1934,</b>	)	
<b>as Amended, for Assignment of Assets</b>	)	

**APPLICATION FOR TRANSFER OF CONTROL**

Clinton County Telephone Company (“Clinton) and two of its wholly-owned subsidiaries, Westphalia Telephone Company (“WTC”) and Westphalia Broadband, Inc. (“WBI”) (WTC and WBI collectively, the “Companies”) and Chapin Communications Corporation (“Chapin”) (Clinton, the Companies, and Chapin collectively, “Applicants”), by undersigned counsel, and pursuant to Section 214 of the Communications Act of 1934, as amended, 47 U.S.C. § 214 (the “Act”), and Section 63.04 of the rules of the Federal Communications Commission (the “Commission”), 47 C.F.R. §63.04, hereby request authority to transfer control of the Companies to Chapin. This Application presumptively qualifies for streamlined processing pursuant to Sections 63.03(b)(1)(ii), 63.03(b)(2)(ii) and 63.03(b)(2)(iii) of the Commission's Rules, 47 C.F.R. §§63.03(b)(1)(ii), 63.03(b)(2)(ii) and 63.03(b)(2)(iii).

In support of this request, Applicants show the following information required by Section 64.04(a) of the Commission's Rules, 47 C.F.R. §64.04(a):

**1. The name, address and telephone number of each applicant - 47 C.F.R. § 63.04(a)(1).**

Clinton County Telephone Company  
109 E. Main Street  
P.O. Box 368  
Westphalia, Michigan  
Attention: David A. Fox, President

Westphalia Telephone Company  
109 E. Main Street  
P.O. Box 368  
Westphalia, Michigan 48894  
Attention: David A. Fox, President

Westphalia Broadband, Inc.  
109 E. Main Street  
P.O. Box 368  
Westphalia, Michigan 48894  
Attention: David A. Fox, President

Chapin Communications Corporation  
19994 W Ridge Road  
Elsie, Michigan 48831  
Attention: Greg Ringle, Manager, Chapin Telephone Company

**2. The government, state, or territory under the laws of which each corporate or partnership applicant is organized - 47 C.F.R. § 63.04(a)(2).**

Each of the Companies is organized under the laws of the State of Michigan. Clinton is organized under the laws of the State of Michigan. Chapin is organized under the laws of the State of Michigan.

3. **The name, title, post office address, and telephone number of the officer or contact point, such as legal counsel, to whom correspondence concerning the Joint Application is to be addressed - 47 C.F.R. § 63.04(a)(3).**

**For Clinton and the Companies:**

David A. Fox  
President  
Westphalia Telephone Company  
Westphalia Broadband, Inc.  
109 E. Main Street  
P.O. Box 368  
Westphalia, Michigan 48894  
Telephone Number (989) 587-5000  
Email: dave.fox@4wbi.net

with a copy to:

Michael G. Oliva  
Loomis, Ewert, Parsley, Davis & Gotting, P.C.  
124 W. Allegan Street, Suite 700  
Lansing, MI 48933  
517-318-9266  
mgoliva@loomislaw.com

**For Chapin:**

Chapin Communications Corporation  
c/o  
Greg Ringle, Manager  
Chapin Telephone Company  
19994 W Ridge Road  
Elsie, Michigan 48831  
Telephone Number: (989) 661-2476  
Email: chapintel@4cld.net

with a copy to:

Thomas J. Moorman  
Woods & Aitken, LLP  
5151 Wisconsin Ave., N.W., Suite 310  
Washington, DC 20016  
Telephone: (202) 944-9502  
Email: tmoorman@woodsaitken.com

4. **The name, address, citizenship and principal business of any person or entity that directly or indirectly owns at least ten (10) percent of the equity of the applicant, and the percentage of equity owned by each of those entities (to the nearest one (1) percent) - 47 C.F.R. § 63.04(a)(4).**

**For the Transferor:**

WTC and WBI are corporations organized under the laws of the State of Michigan, and are wholly-owned subsidiaries of Clinton, a Michigan Corporation. Clinton is a wholly owned subsidiary of Great Lakes Comnet, Inc, a Michigan corporation (“GLC”) GLC is under the administration of a Liquidating Trust. The Liquidation Trustee is Peter Kravitz, Province, Inc. 2360 Corporate Circle, Suite 330 Henderson, Nevada 89074”).<sup>1</sup>.

The following persons are the officers and directors of Clinton, WTC, and WBI :

<u>Name</u>	<u>Title</u>	<u>Address</u>	<u>Citizenship</u>
David Fox	President	Westphalia, MI	US
Sid Shank	Secretary	PawPaw, MI	US
Janet Beilfuss	Director	Springport, MI	US
Todd Roesler	Director	Houston, MN	US
Randy Fletcher	Director	Lennon, MI	US
Dave Schroeder	Director	Buckley, MI	US
George Orphan	Director	Grand Rapids, MI	US

No person owns 10% of more of the issued and outstanding stock of GLC.

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<sup>1</sup> GLC and one of its other subsidiaries, Comlink, LLC (“Comlink”) are in liquidation. See *Re Great Lakes Comnet et al*, WD Mich Bankruptcy Court No-16-00290 (JTG). GLC (Case No. 16-00290) and its wholly owned subsidiary, Comlink, LLC (Case No. 16-00292). GLC and Comlink made their chapter 11 filings in the United States Bankruptcy Court for the Western District of Michigan on January 25, 2016. The cases were assigned to Honorable John T. Gregg. On March 30, 2017, GLC and Comlink, LLC’s Joint Plan of Liquidation was confirmed by the Bankruptcy Court. Pursuant to the Order of Liquidation, shares of GLC stock were cancelled (Plan of Liquidation, §4.15), the assets of GLC were transferred to control of the Liquidation Trustee (Liquidation Order, ¶15) and all of the officers and directors of GLC are deemed to have resigned (Liquidation Order, ¶16) <https://www.kccllc.net/glc/document/16002901703300000000000001> The instant transaction is not related to or dependent upon the outcome of this pending bankruptcy.

**For Transferee:**

Chapin is a holding company organized under the laws of the State of Michigan and currently owns two (2) telecommunications carriers operating in the State of Michigan. No shareholder owns Ten Percent (10%) or more of the issued and outstanding stock of Chapin. Operational control of Chapin rests with its Board of Directors. The individuals comprising the Board of Directors are as follows:

<u>Name</u>	<u>Title</u>	<u>Occupation</u>	<u>Citizenship</u>
Aaron Somers	President	Farmer	USA
Steve Maynard	Vice President	Farmer	USA
Ron Maynard	Secretary	Farmer	USA
Laurie Ringle	Treasurer	Bank Teller	USA
Daren Mort	Director	Retired Teacher	USA
Gene Maynard	Director	Retired Trucker	USA
Roger Reed	Director	Retired Shop Worker	USA

The address for each of these individuals is: 19994 W. Ridge Road, Elsie, Michigan 48831.

Chapin also owns 100% of the issued and outstanding stock of Farmers Mutual of Chapin d/b/a Chapin Telephone Company (“CTC”) and Chapin Long Distance, Inc. (“CLD”). CTC is a rural independent incumbent local exchange carrier (“ILEC”) operating in portions of Saginaw and Shiawassee Counties in Central Michigan within the State of Michigan. CLD provides resold long distance service in and around the area served by CTC.<sup>2</sup>

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<sup>2</sup> CLD also provides resold international long distance service. See Public Notice, Report No. TEL 00704, DA 03- 3295, released December 11, 2003 (File No. ITC-214-20031118-00521).

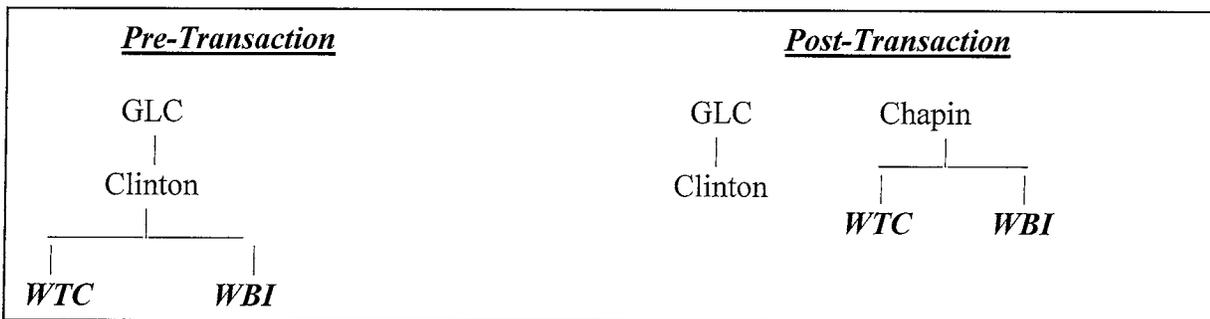
5. **Certification pursuant to §§ 1.2001 through 1.2003 of this chapter that no party to the joint application is subject to a denial of Federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988. See 21 U.S.C. § 853 - 47 C.F.R. § 63.04(a)(5).**

Applicants certify, pursuant to 47 C.F.R. §§ 1.2001-1.2003, that to the best of their knowledge, information, and belief, no party to the Application is subject to denial of federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862.

6. **A description of the transaction - 47 C.F.R. § 63.04(a)(6).**

Clinton and Chapin have entered into an agreement whereby, subject to typical pre-conditions for closing including the receipt of all necessary regulatory approvals, will allow Chapin to purchase the issued and outstanding stock of WTC and WBI. Upon consummation of the transaction, WTC and WBI will be wholly-owned subsidiaries of Chapin.

The following illustrates the current ownership structure of Clinton, WTC, WBI and the proposed ownership structure after the transaction is completed, excluding both the subsidiaries and telecommunications carrier affiliates of Clinton not involved in the transaction:



7. **A 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 - 47 C.F.R. § 63.04(a)(7).**

WTC is a rural independent incumbent local exchange carrier providing local exchange and exchange access service to approximately 950 subscribers in and around Westphalia, Michigan in portions of Clinton and Ionia Counties in South-Central Michigan.

WBI provides competitive local exchange carrier (“CLEC”) service and broadband services to approximately 500 subscribers in and around St. Johns and DeWitt, Michigan in portions of Clinton County in South-Central Michigan. WBI also provides resold long distance service to approximately 950 subscribers in its CLEC service area and in the area in and around the area served by WTC.

As indicated above, Chapin is the parent company of two affiliated telecommunications carriers – CTC and CLD. CTC is an independent ILEC and provides local exchange, broadband access and exchange access services to approximately 500 access lines in in portions of Saginaw and Shiawassee Counties in Central Michigan. CLD provides resold long distance service to approximately 300 in and around the area served by CTC.

**8. A statement as to how the Joint Application fits into one or more of the presumptive streamlined categories in this section or why it is otherwise appropriate for streamlined treatment - 47 C.F.R. § 63.04(a)(8).**

Applicants request streamlined treatment of this Application in accordance with Section 63.03(b)(1)(ii), 63.03(b)(2)(ii) and 63.03(b)(2)(iii). The Transferee (Clinton) and the Transferor (Chapin) are not telecommunications providers. At the close of the transaction, the commonly controlled long distance affiliates of Chapin – WBI and CLD -- will have a less than a 10% share of the interstate, interexchange market. *See* 47 C.F.R. § 63.03(b)(2).<sup>3</sup> Likewise, the requirements of Section 63.03(b)(2)(iii) are met since, post consummation, the independent local exchange carrier subsidiaries of Chapin – CTC (500 estimated access lines) and WTC and WBI

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<sup>3</sup> As of December 31, 2015, the Commission reported that the presubscribed local exchange telephone service and long-distance service was 645,720,000 nationwide. *See Voice Telephone Services: Status as of December 31, 2016* (Industry Analysis and Technology Division, Wireline Competition Bureau, November, 2016) (the “*FCC Report*”), Table 1 (page 9). Upon consummation of the transaction, Chapin’s wholly-owned long distance carriers will provide such services to approximately 1250 customers, far less than 10% of the pre-subscribed long distance and local exchange market.

1450 estimated access lines – collectively serve less than 2% of the nation’s subscriber lines.<sup>4</sup> Moreover, CTC and WTC – do not operating in overlapping service or adjacent service areas. With respect to Section 63.03(b)(2)(ii), the current telephone company subsidiary of Chapin – CTC-- does not provide competitive telephone exchange services or exchange access services within the service area of the current WTC or WBI. *See* 47 C.F.R. § 63.03(b)(2)(ii).

**9. Identification of all other Commission applications related to the same transaction - 47 C.F.R. § 63.04(a)(9).**

In connection with this transaction, Applicants will also file an application for authority to transfer the international Section 214 authorization held by WBI, File No. ITC-214-19980710-00463.

**10. A statement of whether the applicants are requesting special consideration because either party to the transaction is facing imminent business failure - 47 C.F.R. §§ 63.04(a)(10).**

Applicants are not facing imminent business failure. As stated above, GLC, the ultimate parent of Clinton, WTC and WBI, is under the administration of a Liquidating Trust, but the instant transaction is not related to or dependent upon the out come of this pending bankruptcy.

**11. Identification of any separately filed waiver requests being sought in conjunction with the transaction - 47 C.F.R. §§ 63.04(a)(11).**

None.

**12. A statement showing how grant of the Joint 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 - 47 C.F.R. § 63.04(a)(12).**

Applicants respectfully submit that a grant of this application for the transfer of control is in the public interest. Upon consummation of the contemplated transaction, WTC and WBI will

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<sup>4</sup> As of December 31, 2015, the Commission reported that the retail switched access lines were approximately 64,572,000 nationwide. *See FCC Report*, Figure 2 (page 3). Upon consummation of the transaction, Chapin’s wholly-owned local exchange carrier operations of CTC, WTC and WBI will provide such services to approximately 1450 customers, far less than 2% of the nations presubscribed access lines.

continue to provide the same high quality, modern services to their current respective subscribers as those provided today, and will do so in a manner that will render the transfers for which authorization is sought herein transparent to these companies' subscribers. While as part of the transaction the ownership of WTC and WBI will be diversified, generally local management and ownership of the Companies will continue, thus resulting in what is anticipated to be continued customer responsiveness.

**Conclusion**

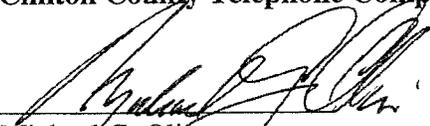
For the foregoing reasons, Applicants respectfully request that the Commission promptly grant this Application.

April 18, 2017

Respectfully submitted,

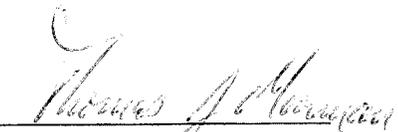
**Clinton County Telephone Company**

By:

  
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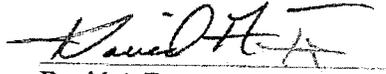
**Chapin Communications Corporation**

By:

  
Thomas J. Moorman  
Woods & Aitken LLP  
5151 Wisconsin Ave., N.W., Suite 310  
Washington, D.C. 20016  
(202) 944-9502  
tmoorman@woodsaitken.com

**DECLARATION**

I, DAVID A FOX of Clinton County Telephone Company (the Company), do hereby declare under penalties of perjury that I have read the foregoing Application, and the information contained therein regarding the Company and its wholly-owned subsidiaries is true and accurate to the best of my knowledge, information, and belief.

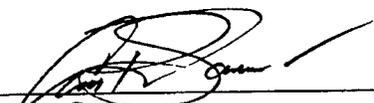


David A Fox  
President  
Clinton County Telephone Company

Date: April 18, 2017

## DECLARATION

I, AARON SOMERS, President of Chapin Communications Corporation (the Company), do hereby declare under penalties of perjury that I have read the foregoing Application, and the information contained therein regarding the Company and its wholly-owned subsidiaries is true and accurate to the best of my knowledge, information, and belief.

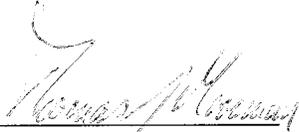
  
\_\_\_\_\_

Aaron Somers  
President  
Chapin Communications Corporation

Date: 4-18-17

CERTIFICATE OF SERVICE

I, Thomas J. Moorman, of Woods & Aitken LLP, 5151 Wisconsin Avenue, N.W., Suite 310, Washington, DC 20016, do hereby certify that on this 18<sup>th</sup> day of April, 2017, the foregoing "Application for Transfer of Control" was mailed, first class postage prepaid, to the following:

  
Thomas J. Moorman

The Honorable Rick Snyder  
Governor  
P.O. Box 30013  
Lansing, Michigan 48909

US Department of Defense  
Assistant Secretary for Network Information and Integration (NII)  
6000 Defense Pentagon  
Washington, DC 20301-6000

Department of State  
EB/CIP/SCA  
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\*Dennis Johnson  
Wireline Competition Bureau  
Federal Communications Commission  
445 12<sup>th</sup> Street, S.W. Washington, D.C. 20554

\* via email