

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

In the Matter of	)	
	)	
The Shareholders of	)	
Respond Communications, Inc.	)	
Transferors,	)	
	)	
and	)	WC Docket No. ____
	)	
Wabash Independent Networks, Inc.	)	
Transferee,	)	
	)	
For Consent pursuant to Section 214	)	
of the Communications Act of 1934, as amended, to	)	
Transfer Control of	)	
Montrose Mutual Telephone Company and	)	
Montrose Mutual Long Distance, Inc.	)	

**JOINT APPLICATION FOR TRANSFER OF CONTROL  
OF DOMESTIC AND INTERNATIONAL SECTION 214 AUTHORIZATIONS**

The Shareholders of Respond Communications, Inc. ("Shareholders" or "Transferors") and Wabash Independent Networks, Inc. ("WIN" or "Transferee") (and jointly, "Applicants") hereby respectfully request authorization to transfer control of the Section 214 authorizations held by the wholly-owned subsidiaries of Respond Communications, Inc. ("Respond"), Montrose Mutual Telephone Company ("MMTC") and Montrose Mutual Long Distance, Inc. ("MMLD"), (together, the "Montrose Companies" or "Licensees") from Transferors to WIN. Applicants request processing of these requests pursuant to the Commission's streamlined procedures.

In support of this Application, the following information is provided:

**I. Transfer of Control of International Section 214 Authorization Holder**

Applicant MMLD holds an international Section 214 authorization to provide international services granted by the Commission under File No. ITC-214-19960227-00019. In accordance with the requirements of Section 63.24(e) of the Commission's Rules, Applicants submit the following information:

**(1) Name, address and telephone number of each applicant:**

**Transferors:**

Shareholders of  
Respond Communications, Inc. (no FRN)  
c/o Bruce Elliott  
1204 S. 4<sup>th</sup> St.  
Springfield, IL 62703  
Telephone: (217) 924-4310  
E-mail: funnyfarm@mmtcnet.com

**Licensees:**

Montrose Mutual Telephone Company FRNs: 0003726890  
0002812493  
0020071650  
Montrose Mutual Long Distance, Inc. FRN: 0003726916  
102 N Main St.,  
Dieterich, IL 62424  
Telephone: (217) 925-5242  
E-mail: geot@mmtcnet.com

**Transferee:**

Wabash Independent Networks, Inc. FRNs: 0004327219  
210 S. Church St. 0000053124  
Louisville, Illinois 62858  
Telephone: (618) 665-3311  
E-mail: barryadair@wabash.net

**(2) The government, state, or territory under the laws of which each corporate or partnership applicant is organized.**

All Applicants and are organized under the laws of the State of Illinois.

(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 application is to be addressed (and response to Question 10, International Application).**

**For Transferors, Respond and the Montrose Companies:**

Bruce Elliott  
President  
Montrose Mutual Telephone Company  
102 N. Main St  
Dieterich IL 62424  
Telephone: (217) 925-5242  
Email: funnyfarm@mmtcnet.com

*With copies to:*

Gary L. Smith  
Loewenstein and Smith, PC  
1204 S. 4th Street  
Springfield, Illinois 62703  
Telephone: (217) 789-0500  
Email: lexsmith@lhoslaw.com

**For Transferee:**

Barry Adair  
Executive Vice President/General Manager  
Wabash Independent Networks, Inc.  
210 S. Church St.  
Louisville, Illinois 62858  
Telephone: (618) 665-3311  
E-mail: barryadair@wabash.net

*With a copy to:*

Sylvia Lesse  
Communications Advisory Counsel, LLC  
5151 Wisconsin Avenue, NW, Suite 311  
Washington, DC 20016  
Phone: (202) 333-5273  
Fax: (202) 318-3213  
Email: [sylvia@independent-tel.com](mailto:sylvia@independent-tel.com)

- (4) **Statement as to whether the applicants have previously received authority under Section 214 of the Act (and response to Question 10, International Application).**

**Transferor:**

MMLD holds international Section 214 authority pursuant to IB File No. ITC-214-19960227-00019. The Montrose Companies provide interstate service by virtue of blanket domestic Section 214 authority, 47 C.F.R. § 63.01.

**Transferee:**

WIN holds authorization to provide global switched resale authority under Section 214 pursuant to File No. ITC-214-19960226-00089. In addition, WIN is the assignee of Section 214 authority granted in File No. ITC-214-20161026-00289 (via assignment of that authorization under File No. ITC-ASG-20161214-00359). WIN also provides interstate service by virtue of blanket domestic Section 214 authority, 47 C.F.R. § 63.01.

- (5) **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) (and response to Question 11, International Application)**

**Transferors**

Respond Communications, Inc. (“Respond”), an Illinois corporation, holds 100% of the shares of both MMTC and MMLD. Respond is widely-held, with no person or

entity holding ten percent or more of its shares. The two persons with the largest holdings in Respond are:

<u>Name and Address</u>	<u>Percentage</u>	<u>Citizenship</u>	<u>Business</u>
George P. Tays 102 N Main St Dieterich IL 62424	8%	USA	Communications
David Behrns 102 N Main St Dieterich IL 62424	5%	USA	Communications

**Transferee**

WIN is wholly-owned by Wabash Telephone Cooperative, Inc. ("Wabash"), FRN 0004327201, an Illinois incumbent telephone company, organized as a cooperative corporation. Wabash is owned by its members-subscribers; no single member-subscriber owns or controls more than five percent (5%) of the equity interests of Wabash. The address for both WIN and Wabash is 210 S. Church Street, Louisville, Illinois 62858. The principal business of both WIN and Wabash is telecommunications.

**(6) Certification as to whether or not Transferee is, or is affiliated with, a foreign carrier.**

WIN certifies that neither it nor any affiliate or successor is or will be foreign carriers, and that neither it nor any affiliate or successor is or will be affiliated with any foreign carrier.

**(7) Certification as to whether or not Transferee seeks to provide international telecommunications services to any country for which certain conditions are true.**

WIN certifies that neither it nor any affiliate or successor will provide international telecommunications to any destination country for which it or an affiliate or successor (1) is a foreign carrier in that country; (2) controls a foreign carrier in that

country; (3) is owned more than 25% by or controlled by an entity that controls a foreign carrier in that country.

- (8) **Showing regarding provision of international telecommunications service to a country where the applicant is a foreign carrier or is affiliated with a foreign carrier.**

N/A

- (9) **Regulatory classification under Section 63.10 of the Rules for foreign-affiliated carrier.**

N/A

- (10) **Certification that applicant has not agreed to accept special concessions directly or indirectly from any foreign carrier.**

WIN and its affiliates and the Montrose Companies certify that they have not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any US international route where the foreign carrier possesses market power on the foreign end of the route and will not enter into such agreements in the future.

- (11) **Certification pursuant to §§1.2001 through 1.2003 of this chapter that no party to the 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.**

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 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. § 583.

- (12) **Qualification for streamlined processing (*and response to Question 20, International Application*).**

This Application qualifies for streamlined processing under Sections 63.12(a) and (b) of the Commission's rules. No party is a foreign carrier or affiliated with any foreign

carrier in any destination market. No party has an affiliation with a dominant US carrier whose international switched or private line services the Applicants seek authority to resell, and none is anticipated as a result of the public offering which likely will result in widely held interests. No party to this application seeks authority to provide switched basic services over private lines to a country for which the Commission has not previously authorized the provision of switched services over private lines.

Authorization is sought to complete a transaction in such a manner that would continue the current operations as a non-dominant carrier providing international services of one or more unaffiliated US carriers.

## **II. Transfer of Control of Domestic Section 214 Authorization**

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

**(1) Name, address and telephone number of each applicant:**

Please see Section I(1).

**(2) The government, state, or territory under the laws of which each corporate or partnership applicant is organized.**

Please see Section I(2).

**(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 application is to be addressed.**

Please see Section I(3).

**(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).**

Please see Section I(5).

- (5) **Certification pursuant to §§1.2001 through 1.2003 of this chapter that no party to the 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.**

Please see Section I(11).

- (6) **Description of the transaction (*and response to Question 13, International Application*)**

WIN proposes to acquire all of the stock of Respond through a reverse triangular merger, wherein a single-purpose acquisition subsidiary is formed by WIN for the purpose of merging with Respond, which will be the survivor of the merger transaction. Specifically, WIN has formed an Illinois corporate subsidiary, Wabash Respond Corporation, which will merge with Respond, in accordance with the corporate law of the State of Illinois. Respond will be the surviving corporation and the existence of Wabash Respond Corporation, upon consummation and effectiveness of the proposed transaction, will terminate, leaving Respond as a wholly-owned subsidiary of WIN. After consummation of this transaction, the Montrose Companies will continue to exist and operate in their existing corporate formats and under existing corporate names, and continue to provide service pursuant to then-existing rates, terms and conditions for the near term. No carrier change charges will result from this transaction and no customer service or billing contact information will change as a result of this transaction. Furthermore, this transaction will not affect customers' preferred carrier freezes. Accordingly, this transaction will be transparent to consumers. Moreover, WIN does not seek any modification in the federal regulatory status of the Montrose Companies, facilitating post-transaction administration and administrative efficiency.

Charts depicting the pre- and post-transaction ownership structure of the Montrose Companies are provided as Exhibit A.

The proposed transaction will be reviewed by the Illinois Commerce Commission.

**(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**

**Licensees:**

MMTC, an Illinois corporation, is a rural incumbent local exchange company, providing local exchange and exchange access service to four exchanges in Effingham, Jasper and Cumberland Counties, Illinois. In addition, high-speed Internet access is available in approximately 90% of the MMTC service territory.

MMLD, also an Illinois corporation, provides domestic interexchange services in and around MMTC's incumbent service territory to approximately 866 subscribers.

Respond is a holding company with no current operations.

**Transferee:**

Applicant WIN, an Illinois corporation, is wholly-owned by Wabash Telephone Cooperative, Inc. ("Wabash"), also an Illinois corporation. Wabash is a rural incumbent local exchange company, providing exchange and exchange access service to nine rural exchanges in Clay, Wayne, Effingham, Jasper, Marion, Edwards, Wabash and Richland Counties, Illinois, serving approximately 146 business and 402 residential access lines.

WIN provides competitive exchange and exchange access telecommunications services adjacent to, but wholly outside, the telephone service area of Wabash, to approximately 3,801 subscribers in and around Flora, Fairfield and Salem, Illinois. In addition, WIN provides broadband, video and interexchange services to its own customers, as well as Wabash customers. WIN serves approximately 5,350

interexchange customers, approximately 3,507 video customers, and approximately 7,024 broadband customers. The service area of Wabash abuts the service area of MMTC.

See attached map, Exhibit B.

**(8) Statement as to how the application fits into one or more of the presumptive streamlined categories in Section 63.03 of the Commission's Rules or why it is otherwise appropriate for streamlined treatment**

Although Wabash and MMTC's service areas border one another, Applicants nonetheless submit that streamlined treatment is appropriate in this situation. Fulfilling all requirements of Section 63.03(b)(2)(iii) of the Commission's Rules<sup>1</sup> except that related to adjacent service areas, Applicants submit that in this transaction between small entities, the interests of predictability, efficiency and transparency in the review process are not diminished by the fact that the Applicants share a small border.

Applicants, together with their affiliates, currently serve fewer than 2% of the nation's aggregate subscriber lines. Upon consummation of the proposed transaction, Transferee and its affiliates will continue to have a market share in the interstate, interexchange market well less than ten percent (10%). Finally, to the extent Transferee and its affiliates provide competitive telephone exchange services or competitive exchange access services, upon consummation of the transaction, they will do so exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the transaction.

This proposed transaction simply does not raise any public interest issues requiring an in-depth review because competitive service is currently available from two national wireless service providers in the MMTC service area. Streamlined processing

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<sup>1</sup> 47 C.F.R. § 63.03(b)(2)(iii).

would further the public interest by reducing the burden on the business and legal resources of both the buying and selling entities, without sacrificing meaningful oversight. Accordingly, streamlined treatment is warranted.

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

In addition to this combined application for the transfer of control of the Domestic and International Section 214 Authorizations held by the Montrose Companies, applications for the transfer of control of MMRC's Microwave Industrial/Business Pool license (WQBI285), and 3650-3700 MHz license (WQML998) will be filed with the Commission to allow consummation of this transaction.

**(10) Statement of whether the applicants are requesting special consideration because either party to the transaction is facing imminent business failure**

Neither party to the transaction is facing imminent business failure. Therefore, Applicants are not requesting special consideration for this reason.

**(11) Identification of any separately filed waiver requests being sought in conjunction with the transaction**

No separately filed waiver requests are being sought in conjunction with the 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 it (1) will not result in any violation of the Communications Act of 1934, as amended (the "Act"), or any other applicable statutory provision; (2) will not result in a violation of the Commission's Rules; (3) will not substantially frustrate or impair the Commission's

enforcement of the Act or interfere with the objective of the Act or other statutes; and (4) does promise to yield affirmative public interest benefits.<sup>2</sup>

The Application itself indicates that its grant will result in no violation of the Act, Commission Rules or other statutory provisions. Moreover, the grant will not in any way frustrate or impair the Commission's enforcement of the Act or interfere with the objectives of the Act inasmuch as Wabash seeks no change of the current regulatory treatment of the Montrose Companies.

Finally, the proposed transaction will yield affirmative public interest benefits by allowing for the continued provision of high-quality communications services to customers of the Montrose Companies. Transferee and its affiliates are experienced in the provision of rural telecommunications services, and will efficiently integrate management of the Montrose Companies into ongoing operations. The proximity of service areas will allow greater efficiencies in operations, and WIN intends to ensure that customers enjoy a seamless transition in ownership, without disruption or interruptions in service. The transaction will not adversely affect subscribers, competitors or the market for the provision of telecommunications services.

After consummation of the proposed transaction, the Montrose Companies will continue to exist and operate under the Section 214 authorizations each currently holds, and each of the Montrose Companies will, post-consummation, continue to provide the

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<sup>2</sup> See, e.g., *SBC Communications, Inc. and BellSouth Corp. for Consent to Transfer of Control or Assignment of Licenses and Authorizations*, Memorandum Opinion and Order, 15 FCC Rcd. 25459, 25464 (Wireline Telecommunications Bureau and International Bureau 2000).

same services at the same rates for the near term. Accordingly, the proposed transaction will be wholly transparent to current customers.

**Conclusion**

For the foregoing reasons, the Applicants respectfully request the expeditious grant of this Application.

Respectfully submitted,

**The Shareholders of Respond  
Communications, Inc.,  
Transferor**

**Wabash Independent Networks, Inc.,  
Transferee**

By: Gary Smith (sl)  
Gary Smith

By: Sylvia Lesse  
Sylvia Lesse

*Their Counsel*

*Its Counsel*

Loewenstein and Smith, PC  
1204 S. 4th Street  
Springfield, Illinois 62703  
(217) 789-0500

Communications Advisory Counsel, LLC  
5151 Wisconsin Avenue NW, Suite 311  
Washington DC 20016  
(202) 333-5273

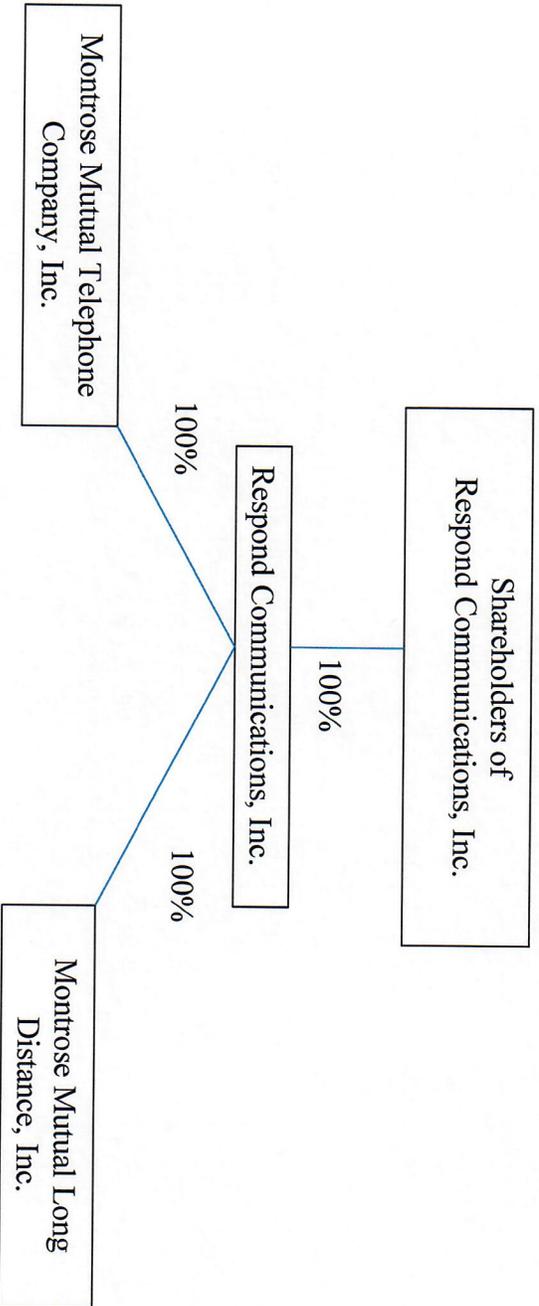
Date: April 30, 2018

**EXHIBIT A**

**Pre- and Post-Transaction Ownership Structure of the Montrose Companies**

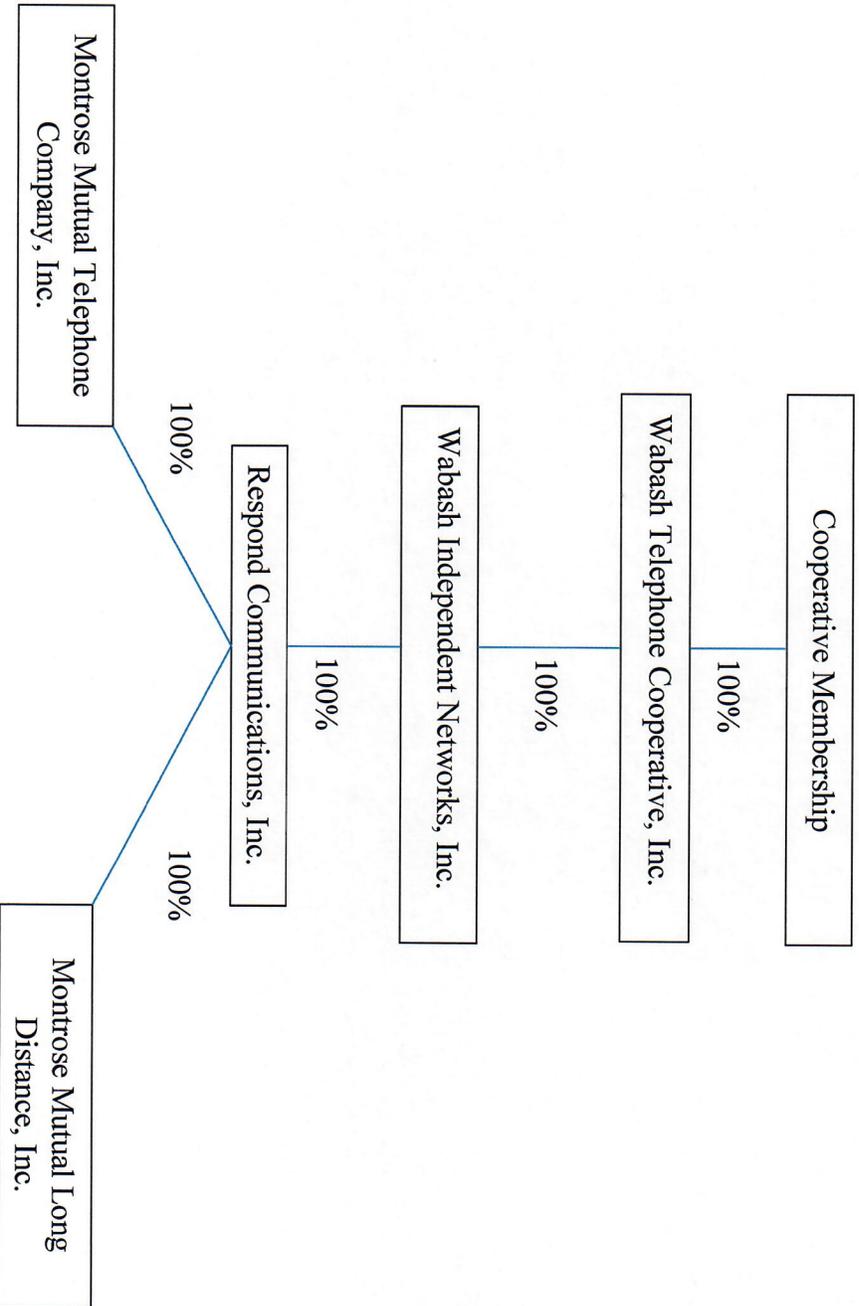
**EXHIBIT A-1**

**PRE-TRANSACTION OWNERSHIP**



**EXHIBIT A-2**

**POST-TRANSACTION OWNERSHIP**



**EXHIBIT B**

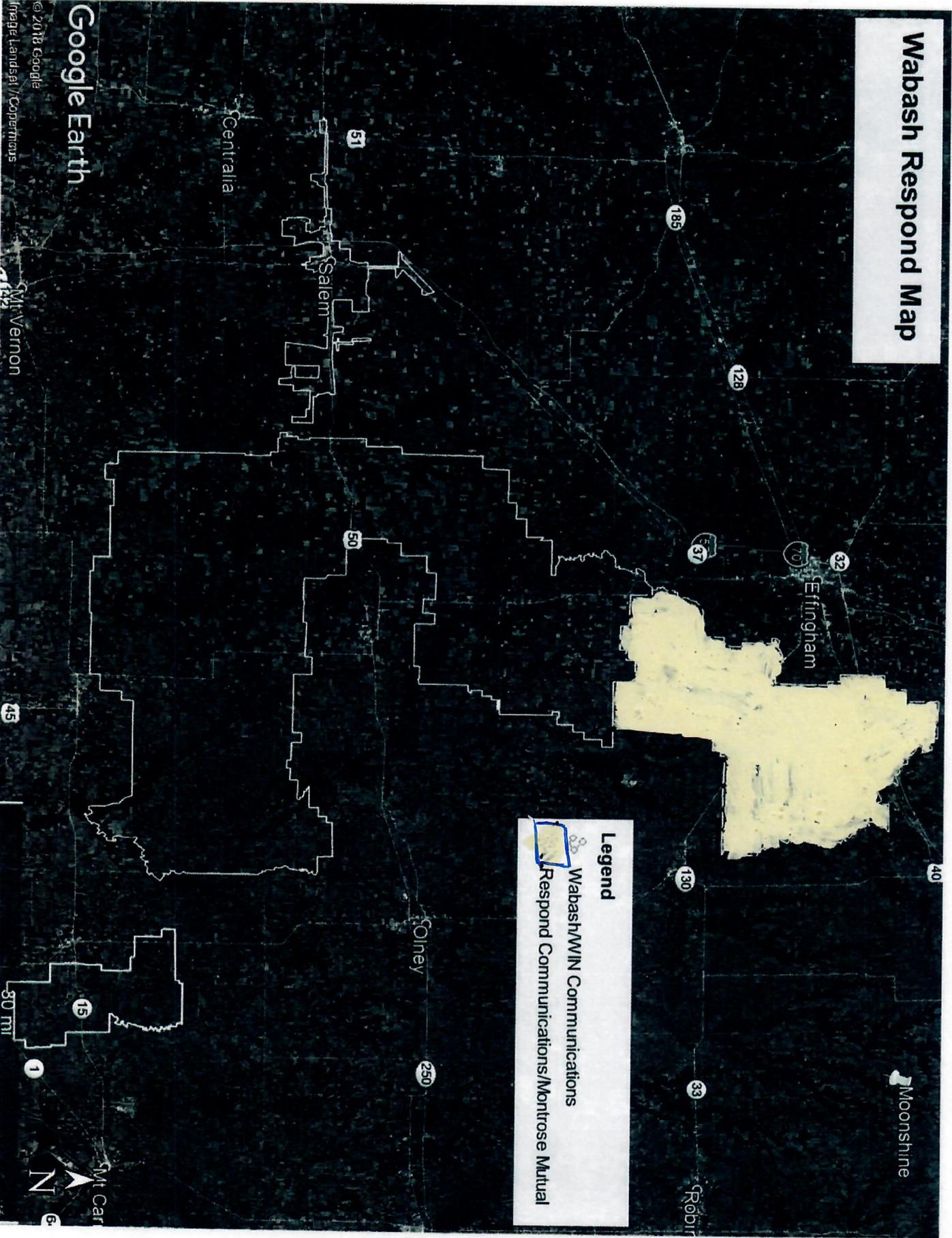
**Map**

# Wabash Respond Map



**Legend**

-  Wabash/WIN Communications
-  Respond Communications/Montrose Mutual



Google Earth

© 2018 Google  
Fredje Landstet / Kopertheus

Mt. Vernon

45

80 mi

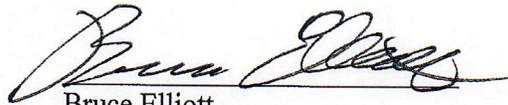


**DECLARATION OF BRUCE ELLIOTT**

I, Bruce Elliott, President of Respond Communications, Inc., President of Montrose Mutual Telephone Company, and President of Montrose Mutual Long Distance, Inc. (collectively, "Montrose") do hereby declare under penalty of perjury that I have read the foregoing "JOINT APPLICATION FOR TRANSFER OF CONTROL OF DOMESTIC AND INTERNATIONAL SECTION 214 AUTHORIZATIONS" and the information contained therein regarding Montrose is true and accurate to the best of my knowledge, information, and belief.

4-30-18

Date



Bruce Elliott

## DECLARATION OF BARRY ADAIR

I, Barry Adair, Executive Vice President of Wabash Independent Networks, Inc. and General Manager of Wabash Telephone Cooperative, Inc. (collectively, "Wabash") do hereby declare under penalty of perjury that I have read the foregoing "JOINT APPLICATION FOR TRANSFER OF CONTROL OF DOMESTIC AND INTERNATIONAL SECTION 214 AUTHORIZATIONS" and the information contained therein regarding Wabash is true and accurate to the best of my knowledge, information, and belief.

4/30/18

Date

Barry Adair

Barry Adair

## CERTIFICATE OF SERVICE

I, Sylvia Lesse, of Communications Advisory Counsel, LLC, do hereby verify that on this 30th day of April, 2018, I caused to be sent via First Class US Mail, postage prepaid, the foregoing "JOINT APPLICATION FOR TRANSFER OF CONTROL OF DOMESTIC AND INTERNATIONAL SECTION 214 AUTHORIZATIONS" to the following:

The Hon. Bruce Rauner  
Office of the Governor  
207 State House  
Springfield, Illinois 62706

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

US Department of State  
EB/CIP/SCA  
Room 4826  
2001 C Street, NW  
Washington, DC 20520

\*Jodie May Donovan  
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Federal Communications Commission  
445 12<sup>th</sup> Street SW  
Washington DC 20554

\*Sumita Makhoty  
\*David Krech  
\*Adrienne McNeil  
International Bureau  
Federal Communications Commission  
445 12<sup>th</sup> Street, SW  
Washington, DC 20554

\*Via e-mail

  
Sylvia Lesse