

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

In the Matter of)	
)	
Arcadia Telephone Cooperative)	
Monarc Technologies, LLC)	
Assignors)	WC Docket No. _____
)	
Westside Independent Telephone Company,)	
d/b/a Western Iowa Networks)	
BTC, Inc., d/b/a Western Iowa Networks)	
Assignees)	
)	
For Assignment of the Wireline Telecommunications Service)	
Assets of Arcadia Telephone Cooperative and Monarc)	
Technologies, LLC, which provide interstate interexchange)	
and exchange access services in Iowa pursuant to blanket domestic)	
Section 214 authorizations)	

TO: Wireline Competition Bureau

**APPLICATION FOR STREAMLINED ASSIGNMENT
OF DOMESTIC BLANKET SECTION 214 AUTHORIZATIONS**

Arcadia Telephone Cooperative (“Arcadia”; FRN: 0003-7573-74), Monarc Technologies, LLC (“Monarc”; FRN: 0019-1303-27), Westside Independent Telephone Company, d/b/a Western Iowa Networks (“Westside”; FRN: 0003-7679-69) and BTC, Inc., d/b/a Western Iowa Networks (“BTC”: FRN:0003-7680-25) hereby request Commission authorization for: (a) the assignment of the wireline incumbent local exchange carrier (“ILEC”) telecommunications assets of Arcadia (including its blanket domestic Section 214 authorization) to Westside, and the continuation of the interstate interexchange and exchange access services provided in the Iowa study area of Arcadia pursuant to the assigned domestic Section 214 authorization; and (b) the assignment of the wireline competitive local exchange carrier (“CLEC”) assets of Monarc (including its blanket Section 214 authorization) to BTC, and the continuation of the interstate

interexchange and exchange access services provided by Monarc pursuant to the assigned domestic Section 214 authorization.

Arcadia is an Iowa cooperative that provides local exchange service and exchange access service as an ILEC in a single Iowa study area (Study Area Code 351098) that encompasses the Arcadia exchange in Carroll County in west central Iowa. Arcadia provides local exchange and resold long distance voice services, custom calling features, and Internet access and other residential and business data services.

Monarc is an Iowa limited liability company ("LLC") whose sole member is Arcadia. Monarc provides local exchange service and exchange access service as a CLEC in competition with Frontier Communications in the Denison exchange in Crawford County in west central Iowa. Monarc provides local exchange and resold long distance voice services, custom calling features, and Internet access and other residential and business data services.

Westside is an Iowa corporation that provides local exchange and exchange access service in a single Iowa study area (Study Area Code 351335) that encompasses the Westside exchange in Crawford and portions of Carroll County in west central Iowa. Westside is a wholly-owned subsidiary of Breda Telephone Corp., d/b/a Western Iowa Networks ("Breda"), an Iowa corporation that provides local exchange service and exchange access service as an ILEC in a single Iowa study area (Study Area Code 351112) that encompasses the Breda, Lidderdale and Macedonia exchanges in Carroll, Pottawattamie, Crawford, Sac, Mills and Montgomery Counties in central and south western Iowa. Breda also owns 100 percent of Prairie Telephone Co., Inc., d/b/a Western Iowa Networks ("Prairie"), an Iowa corporation that provides local exchange and exchange access service in a single Iowa study area (Study Area Code 351344) that encompasses the Farragut and Pacific Junction exchanges in Fremont and Mills Counties in

southwestern Iowa. Prairie, in turn owns BTC, an Iowa corporation that provides local exchange and exchange access service as a CLEC in competition with CenturyLink in the Carroll and Glidden exchanges in Carroll County in west central Iowa. All of the Western Iowa Networks companies provide local exchange and resold long distance voice services, custom calling features, and Internet access and other residential and business data services, while Breda, Westside and BTC also offer Internet Protocol television (“IPTV”) services. Another Breda subsidiary, Tele-Services, Ltd., provides cable television services in Auburn, Breda, Westside and Arcadia, Iowa.

The proposed transaction is a sale to Westside of all of the wireline telecommunications facilities and assets of Arcadia that are used to provide local exchange, exchange access, resold long distance telecommunications, and Internet access, and to BTC of all of the wireline telecommunications facilities and assets of Monarc that are used to provide local exchange, exchange access, resold long distance telecommunications, and Internet access.

Westside, Breda and Prairie all elected to receive Alternative Connect America Cost Model (“ACAM”) support in 2016, and continue to be recipients of model-based High Cost support. Arcadia is an average schedule company that has recently elected to receive ACAM II support.

Even though Westside’s Westside, Iowa exchange is adjacent to the Arcadia’s Arcadia, Iowa exchange on the west and Breda’s Breda, Iowa exchange is adjacent to Arcadia’s Arcadia, Iowa exchange on the north and east, the proposed transaction qualifies for streamlined processing pursuant to Sections 63.03(b)(1)(iii) and 63.03(b)(2)(iii) of the Commission’s Rules because: (a) the proposed transaction involves only the transfer of the local exchange assets of an ILEC and a CLEC by means other than an acquisition of corporate control; and (b) the proposed

transaction will result in the Western Iowa Networks organization having a market share in the interstate, interexchange market of well less than 10 percent, and the applicants are independent incumbent and competitive local exchange carriers that have, in combination, fewer than two (2) percent 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:

Assignors:

Arcadia Telephone Cooperative
 Monarc Technologies, LLC
 200 West Center Street (P.O. Box 7)
 Arcadia, Iowa 51430
 Telephone: (712) 689-2238
 Facsimile: (712) 689-2600

Assignees:

Westside Independent Telephone Company, d/b/a Western Iowa Networks
 BTC, Inc., d/b/a Western Iowa Networks.
 112 East Main Street (P.O. Box 190)
 Breda, Iowa 51436
 Telephone: (712) 673-2311
 Facsimile: (712) 673-2800

(2) State under the laws of which each corporate or partnership applicant is organized:

Arcadia Telephone Cooperative is an Iowa cooperative corporation.

Monarc Technologies, LLC is an Iowa limited liability company.

Westside Independent Telephone Company, d/b/a Western Iowa Networks is an Iowa corporation.

BTC, Inc., d/b/a Western Iowa Networks is an Iowa 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 Assignors:

Tony Vonnahme, President
Arcadia Telephone Cooperative
Monarc Technologies, LLC
200 West Center Street (P.O. Box 7)
Arcadia, Iowa 51430
Telephone: (712) 689-2238
Facsimile: (712) 689-2600

With a copy to Counsel:

John Pietila
Davis Brown Law Firm
4201 Westown Parkway, Suite 300
West Des Moines, IA 50266
Telephone: (515) 288-2500
Facsimile: (515) 243-0654

For Assignees:

Jeff Roiland, Chief Executive Officer
Westside Independent Telephone Company, d/b/a Western Iowa Networks
BTC, Inc., d/b/a Western Iowa Networks
112 East Main Street (P.O. Box 190)
Breda, Iowa 51436
Telephone: (712) 673-2311
Facsimile: (712) 673-2800

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

- (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:**

Monarc Technologies, LLC (Before Transaction)

The name, address, citizenship and principal business of the sole entity that owns at least ten (10) percent of the equity and voting power of Monarc Technologies, LLC before the proposed transaction are:

<u>Name & Address</u>	<u>% Voting & Equity</u>	<u>Citizenship</u>	<u>Principal Business</u>
Arcadia Telephone Cooperative 200 West Street Arcadia, IA 51430	100.00%	Iowa Cooperative	Telecommunications

Arcadia Telephone Cooperative (Before Transaction)

Arcadia Telephone Cooperative is an Iowa cooperative with approximately 209 member-owners. None of such member-owners directly or indirectly owns or controls, or votes or has the right to vote, more than ten percent (10.00%) of the member-owner shares of Arcadia Telephone Cooperative.

No other individual or entity directly or indirectly owns an interest of ten (10) percent or more of the equity and voting power of Monarc Technologies, LLC or Arcadia Telephone Cooperative.

After completion of the proposed transaction, Arcadia and Monarc will survive briefly as legal entities that have no remaining telecommunications facilities or assets. It is intended and expected that both will be dissolved and their legal existence will be terminated after any remaining legal and business affairs are concluded.

Monarc Technologies, LLC Assets (After Transaction)

All of the CLEC telecommunications facilities and assets of Monarc (including Monarc's blanket Domestic Section 214 authorization) will be acquired by BTC, Inc., d/b/a Western Iowa Networks and integrated into BTC's CLEC operations. The name, address, citizenship and principal business of the sole entity that owns at least ten percent (10.0%) of the equity and voting power of BTC both before and after completion of the proposed transaction are:

<u>Name & Address</u>	<u>% Voting & Equity</u>	<u>Citizenship</u>	<u>Principal Business</u>
Prairie Telephone Co., Inc. d/b/a Western Iowa Networks 112 East Main Street Breda, IA 51436	100.00%	Iowa Corporation	Telecommunications

In turn, the name, address, citizenship and principal business of the sole entity that owns at least ten percent (10.0%) of the equity and voting power of Prairie Telephone Co., Inc., d/b/a Western Iowa Networks both before and after completion of the proposed transaction are:

<u>Name & Address</u>	<u>% Voting & Equity</u>	<u>Citizenship</u>	<u>Principal Business</u>
Breda Telephone Corp. d/b/a Western Iowa Networks 112 East Main Street Breda, IA 51436	100.00%	Iowa Corporation	Telecommunications

In turn, Breda Telephone Corp., Inc., d/b/a Western Iowa Networks has approximately 776 stockholders of its three (3) classes of common stock. Pursuant to Breda's corporate bylaws, no single stockholder can own in the aggregate more than one percent (1.0%) of Breda's outstanding shares of common stock. All directors, officers and key management personnel of Breda and its subsidiaries and affiliates are U.S. citizens.

Arcadia Telephone Cooperative Assets (After Transaction)

All of the ILEC telecommunications facilities and assets acquired from Arcadia (including Arcadia's blanket Domestic Section 214 authorization) will be acquired and operated by Westside Independent Telephone Company d/b/a Western Iowa Networks. The name, address, citizenship and principal business of the sole entity that owns at least ten percent (10.0%) of the equity and voting power of Westside Independent Telephone Company, d/b/a Western Iowa Networks both before and after completion of the proposed transaction are:

<u>Name & Address</u>	<u>% Voting & Equity</u>	<u>Citizenship</u>	<u>Principal Business</u>
Breda Telephone Corp. d/b/a Western Iowa Networks 112 East Main Street Breda, IA 51436	100.00%	Iowa Corporation	Telecommunications

In turn, Breda Telephone Corp., d/b/a Western Iowa Networks has approximately 776 stockholders of its three (3) classes of common stock. Pursuant to Breda's corporate bylaws, no single stockholder can own in the aggregate more than one percent (1.0%) of Breda's outstanding shares of common stock. All directors, officers and key management personnel of Breda and its subsidiaries and affiliates are U.S. citizens.

No other individual or entity will directly or indirectly own or control an interest of ten (10) percent of the equity and/or voting power of Westside Independent Telephone Company, d/b/a Western Iowa Networks or its subsidiaries or affiliates before or 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.**

Arcadia, Monarc, Westside and BTC 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 is a sale to Westside of all of the wireline ILEC telecommunications facilities and assets of Arcadia that are used to provide local exchange, exchange access, long distance telecommunications and Internet access, and a sale to BTC of all of the wireline CLEC telecommunications facilities and assets of Monarc that are used to provide local exchange, exchange access, long distance telecommunications and Internet access. Westside will continue to provide local exchange service and exchange access service as an ILEC in Arcadia's Arcadia, Iowa exchange (Study Area Code 351098) as the successor and assign of Arcadia. Upon completion of the transaction, Westside will continue to offer the same services and rates as Arcadia, and maintain its separate and distinct study area operations and books of account. The Arcadia study area is currently an average schedule study area, but Arcadia has recently elected to receive model-based ACAM II high-cost support. The Monarc facilities and assets will be integrated into the existing CLEC operations of BTC.

(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 Arcadia and Monarc and Affiliates.

Arcadia is an Iowa cooperative that provides local exchange service and exchange access service as an ILEC in a single Iowa study area (Study Area Code 351098) that encompasses the Arcadia exchange in Carroll County in west central Iowa (approximately 228 access lines). Arcadia provides local exchange and resold long distance voice services, custom calling features, and Internet access and other residential and business data services.

Monarc is an Iowa limited liability company ("LLC") whose sole member is Arcadia. Monarc provides local exchange service and exchange access service as a CLEC in competition with Frontier Communications in the Denison exchange in Crawford County in west central Iowa (approximately 500 access lines). Monarc provides local exchange and resold long distance voice services, custom calling features, and Internet access and other residential and business data services.

Arcadia owns a non-controlling 0.130 percent preferred stock interest and 0.413 percent common stock interest in Iowa Network Services, Inc., an Iowa corporation that provides centralized equal access and transport services within the state of Iowa. This asset is included within the proposed transaction.

Arcadia and Monarc have no other subsidiaries or affiliates that offer domestic telecommunications services.

Areas and Services of Westside and Affiliates

Westside Independent Telephone Company, d/b/a Western Iowa Networks (“Westside”), a wholly-owned subsidiary of Breda Telephone Corp., d/b/a Western Iowa Networks, is an Iowa corporation that provides local exchange and exchange access service in a single Iowa study area (Study Area Code 351335) that encompasses the Westside exchange in Crawford and portions of Carroll County in west central Iowa (approximately 261 access lines). Westside provides local exchange and resold long distance voice services, custom calling features, Internet access and other residential and business data services, and IPTV services.

Breda Telephone Corp., d/b/a Western Iowa Networks (“Breda”) is an Iowa corporation that provides local exchange service and exchange access service as an ILEC in a single Iowa study area (Study Area Code 351112) that encompasses the Breda, Lidderdale and Macedonia exchanges in Carroll, Pottawattamie, Crawford, Sac, Mills and Montgomery Counties in central and south western Iowa (approximately 750 access lines). Breda provides local exchange and resold long distance voice services, custom calling features, Internet access and other residential and business data services, and IPTV services.

Prairie Telephone Co., Inc., d/b/a Western Iowa Networks (“Prairie”), a wholly-owned subsidiary of Breda, is an Iowa corporation that provides local exchange and exchange access service in a single Iowa study area (Study Area Code 351344) that encompasses the Farragut and Pacific Junction exchanges in Fremont and Mills Counties in southwestern Iowa (approximately 341 access lines). Prairie provides local exchange and resold long distance voice services, custom calling features, and Internet access and other residential and business data services.

BTC, Inc., d/b/a Western Iowa Networks, a wholly-owned subsidiary of Prairie, is an Iowa corporation that provides local exchange and exchange access service as a CLEC in competition with CenturyLink in the Carroll exchange and with Windstream Communications in the Glidden exchange, both in Carroll County in west central Iowa (approximately 1,600 access lines). BTC provides local exchange and resold long distance voice services, custom calling features, Internet access and other residential and business data services, and IPTV services.

Tele-Services, Ltd (“Tele-Services”), a wholly-owned Breda subsidiary, is an Iowa corporation that provides cable television services in Auburn, Breda, Westside and Arcadia, Iowa. Note that Tele-Services provides cable television services in Arcadia, Iowa, where Arcadia does not have a competing cable television business. Likewise, neither Breda nor any of its Western Iowa Networks subsidiaries and affiliates provide competing telecommunications services within Arcadia’s study area.

Westside owns a 0.298 percent preferred stock interest and a 0.456 percent common stock interest in Iowa Network Services, Inc., an Iowa corporation that provides centralized equal access and transport services within the state of Iowa.

Prairie also owns a 0.405 percent preferred stock interest and a 0.685 percent common stock interest in Iowa Network Services, Inc., an Iowa corporation that provides centralized equal access and transport services within the state of Iowa.

Note that after the proposed transaction is completed, the Western Iowa Networks companies will own in the aggregate only a non-controlling 0.833 percent preferred stock interest and a non-controlling 1.554 percent common stock interest in Iowa Network Services, Inc.

Breda, Westside and Prairie each own a non-controlling 1.428 percent voting stock interest (an aggregate interest of 4.284 percent) in Solix, Inc., a New Jersey corporation that provides telecommunications billing and collection, program management, customer support and business growth services throughout the United States.

Breda and Prairie each own a non-controlling 12.500 percent voting stock interest (an aggregate non-controlling voting stock interest of 25.000 percent) in West Iowa Cellular, Inc., an Iowa corporation that provides wireless telecommunications services in western Iowa.

Breda owns a non-controlling 15.001 percent limited partnership interest in Iowa RSA No. 9 Limited Partnership, an Iowa limited partnership that provides wireless telecommunications services in western Iowa.

Prairie owns a non-controlling 11.140 percent limited partnership interest in Iowa RSA No. 1 Limited Partnership, an Iowa limited partnership that provides wireless telecommunications services in western Iowa.

Prairie owns a non-controlling 4.450 percent limited partnership interest in Iowa RSA No. 7 Limited Partnership, an Iowa limited partnership that provides wireless telecommunications services in western Iowa.

Breda owns a 22.266 percent member interest in Alpine Communications, LC, an Iowa limited liability company what provides voice, Internet access and video services in northeastern Iowa.

Breda owns a 9.501 percent limited partnership interest in Cypress Cellular, LP, an Iowa limited partnership that holds AWS spectrum licenses.

Breda holds a 66.667 percent member interest in Carroll County Wireless LLC, an Iowa limited liability company that previously owned and recently divested certain PCS spectrum licenses in Iowa.

Prairie owns a 33.333 percent member interest in Guthrie Group LLC, an Iowa limited liability company that previously owned and recently divested certain PCS spectrum licenses in Iowa.

Breda and its Western Iowa Networks organization is an authorized dealer for the cellular services of U.S. Cellular in the western Iowa area.

Breda has no other subsidiaries or affiliates that offer 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:

This application qualifies for streamlined processing pursuant to Sections 63.03(b)(1)(iii) and 63.03(b)(2)(iii) of the Commission's Rules because: (a) the proposed transaction involves the transfer of the local exchange assets of an ILEC and a CLEC by means other than an acquisition of corporate control; and (b) the proposed transaction will result in the assignee organization having a market share in the interstate, interexchange market of well less than 10 percent, and the applicants are incumbent and competitive local exchange carriers that have, in combination, fewer than 4,000 access lines which constitute far less than two (2) percent 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 Commission applications related to this transaction.

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

While no party to the transaction is facing imminent business failure, there are concerns about Arcadia's ability to continue much longer as a going concern. The Applicants are not now requesting special consideration because a party to the transaction is facing imminent business failure, but that can change if the processing of this application extends beyond the normal Domestic Section 214 application processing period.

(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. Assignee Westside will be the successor and assign of Arcadia. Westside is an existing ILEC and will qualify as an ILEC in the Arcadia exchange pursuant to Section 251(h)(1)(B)(ii) of the Communications Act, 47 U.S.C. §251(h)(1)(B)(ii). Westside is acquiring the entire existing Iowa study areas of Arcadia (Study Area Code 351098) and will continue to operate it as a separate study area; hence no study area waiver or Part 51 CAF-ICC waiver is required. Finally, Westside is an ACAM recipient and is taking over the entire study area and telecommunications service operations of Arcadia, an average

schedule carrier which recently elected ACAM II support. As such, it appears that no waiver of the Rule 69.605(c) definition of average schedule company appears to be required.

(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 all of the wireline ILEC telecommunications assets and operations of Arcadia by Westside and all of the wireline CLEC telecommunications assets and operations of Monarc by BTC. Westside, BTC and the entire Western Iowa Networks organization have long operated telecommunications networks in the state of Iowa. They have a long and proven record of investing in rural networks and communities, and of providing high-quality, state-of-the-art voice, data and video services at affordable rates to their rural service areas. The proposed transaction will ensure that the rural Iowa customers of Arcadia and Monarc will receive high-quality, state-of-the-art voice, data 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 assignment of the wireline telecommunications assets of Arcadia Telephone Cooperative and Monarc Technologies, LLC to Westside Independent Telephone Company, d/b/a Western Iowa Networks and BTC, Inc. d/b/a Western Iowa Networks, and the continuation by Westside of the ILEC interstate interexchange and exchange access services provided by Arcadia and by BTC, Inc., of the CLEC interstate interexchange and exchange access services provided by Monarc pursuant to the subject blanket domestic Section 214 authorizations being assigned.

Arcadia Telephone Cooperative, Monarc Technologies, LLC, Westside Independent Telephone Company, d/b/a Western Iowa Networks and BTC, Inc., d/b/a Western Iowa Networks 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,

ARCADIA TELEPHONE COOPERATIVE

By: _____
Tony Vonnahme, President

Date: _____

MONARC TECHNOLOGIES, LLC

By: _____
Tony Vonnahme, President

Date: _____

**WESTSIDE INDEPENDENT
TELEPHONE COMPANY
d/b/a WESTERN IOWA NETWORKS**

By: _____
Jeff Roiland, Chief Executive Officer

Date: 7-15-19

**BTC, INC., d/b/a WESTERN IOWA
NETWORKS**

By: _____
Jeff Roiland, Chief Executive Officer

Date: 7-15-19

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,

ARCADIA TELEPHONE COOPERATIVE

By: Tony Vonnahme President
Tony Vonnahme, President

Date: 7/15/2019

MONARC TECHNOLOGIES, LLC

By: Tony Vonnahme President
Tony Vonnahme, President

Date: 7/15/2019

**WESTSIDE INDEPENDENT
TELEPHONE COMPANY
d/b/a WESTERN IOWA NETWORKS**

By: _____
Jeff Roiland, Chief Executive Officer

Date: _____

**BTC, INC., d/b/a WESTERN IOWA
NETWORKS**

By: _____
Jeff Roiland, Chief Executive Officer

Date: _____