

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

In the Matter of)
)
Pauline Van Horn, Michael Van Horn and)
Cynthia Garrison)
Transferors) WC Docket No. _____
)
Hilliary Acquisition Corp. 2016, LLC)
Transferee)
)
For the Transfer of Control of Oklahoma Western Telephone)
Company, which provides interstate interexchange and exchange)
access services in Oklahoma pursuant to a blanket domestic)
Section 214 authorization)

TO: Wireline Competition Bureau

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

Pauline Van Horn, Michael Van Horn and Cynthia Garrison (collectively “Transferors”); and Hilliary Acquisition Corp. 2016, LLC (“Hilliary” or “Transferee”; FRN: 0025853409) (Transferors and Hilliary collectively referred to as “Applicants”) hereby request Commission authorization for the transfer of control of Oklahoma Western Telephone Company (“Oklahoma Western”; FRN: 0001-6994-12), a rural incumbent local exchange carrier (“ILEC”), and its wholly-owned subsidiary, Phoenix Long Distance, Inc. (“Phoenix LD”; FRN: 0004-0679-14), a long distance toll service reseller, which provide interstate interexchange and exchange access services in the State of Oklahoma pursuant to blanket domestic Section 214 authorizations, from Transferors to Hilliary.

Oklahoma Western is an Oklahoma corporation that provides local exchange service and exchange access service as an ILEC in rural portions of the counties of Pittsburg, Pushmataha,

Latimer and Leflore in southeastern Oklahoma. Phoenix LD offers resold interstate and intrastate long distance services to customers in Oklahoma Western's local exchange service area.

Hilliary is an Oklahoma limited liability company; its members own and operate the Medicine Park Telephone Company, which provides local exchange service and exchange access service as an ILEC in two exchanges in rural southwest Oklahoma.

The proposed transaction is a stock purchase and sale. Transferors, who presently own 90.90 percent of the issued and outstanding stock of Oklahoma Western, propose to transfer all of their stock in Oklahoma Western to Hilliary. By acquiring virtually all of the issued and outstanding stock of Oklahoma Western, Hilliary will acquire control of the blanket Section 214 authorization of Oklahoma Western and that of its long distance toll subsidiary Phoenix LD.

Hilliary does not presently have operations in Oklahoma but its affiliates do presently have operations in Oklahoma and Texas. This application qualifies for streamlined processing pursuant to Section 63.03(b)(1)(ii) and/or 63.03(b)(2)(iii) of the Commission's Rules.

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:

Transferors:

Pauline Van Horn, Michael Van Horn and Cynthia Garrison
c/o Oklahoma Western Telephone Company
102 East Choctaw Street (P.O. Box 399)
Clayton, Oklahoma 74536
Telephone: (918) 569-4111
Facsimile: (918) 569-4121

Transferee:

Edward E. Hilliary, Jr., Dustin J. Hilliary, Michael J. Hilliary and Douglas J. Hilliary.
c/o Hilliary Acquisition Corp. 2016, LLC
#1 Big Rock Blvd (P.O. Box 171)
Medicine Park, OK 73557
Telephone: 580-529-8500 Facsimile: 580-529-5225

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

Oklahoma Western is an Oklahoma corporation.

Phoenix LD is an Oklahoma corporation.

Hilliary Acquisition Corp. 2016, LLC is an Oklahoma limited liability company.

(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 Transferor:

Pauline Van Horn
c/o Oklahoma Western Telephone Company
102 East Choctaw Street (P.O. Box 399)
Clayton, Oklahoma 74536
Telephone: (918) 569-4111
Facsimile: (918) 569-4121

With a copy to Counsel:

Scott Woodworth
Edinger Associates PLLC
1875 I Street, NW, Suite 500
Washington, DC 20006
Telephone: (202) 747-1694
Facsimile: (202) 747-1691

For Transferee:

Edward E. Hilliary, Jr.
c/o Hilliary Acquisition Corp. 2016, LLC
#1 Big Rock Blvd (P.O. Box 171)
Medicine Park, OK 73557
Telephone: 580-529-8500
Facsimile: 580-529-5225

With a copy to Counsel:

Ron Comingdeer
Ron Comingdeer & Associates
6011 N. Robinson Ave.
Oklahoma City, OK 73118
Telephone: (405) 848-5534

Facsimile: (405) 843-5688

- (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:**

Phoenix Long Distance, Inc. (Before and After Transaction)

The names, addresses, citizenship and principal businesses of the only entity that owns at least ten (10) percent of the equity and voting power of Phoenix Long Distance, Inc. before the proposed transaction are:

| <u>Name & Address</u> | <u>Voting & Equity</u> | <u>Citizenship</u> | <u>Principal Business</u> |
|--|----------------------------|--------------------|---------------------------|
| Oklahoma Western Telephone Company 102 E. Choctaw Street Clayton, OK 74536 | % 100.00% | OK Corp. | Telecommunications |

Oklahoma Western Telephone Company (Before Transaction)

The names, addresses, citizenship and principal businesses of the entities that own at least ten (10) percent of the equity and voting power of Oklahoma Western before the proposed transaction are:

| <u>Name & Address</u> | <u>Voting & Equity</u> | <u>Citizenship</u> | <u>Principal Business</u> |
|--|----------------------------|--------------------|---------------------------|
| Pauline Van Horn 102 E. Choctaw Street Clayton, OK 74536 | % 52.00% | U.S.A. | Telecommunications |
| Michael Van Horn 102 E. Choctaw Street Clayton, OK 74536 | 22.55% | U.S.A. | Telecommunications |
| Cynthia Garrison 102 E. Choctaw Street Clayton, OK 74536 | 16.35% | U.S.A. | Telecommunications |

Pauline Van Horn is the mother of Michael Van Horn and Cynthia Garrison.

No other individual or entity directly or indirectly owns an interest of ten (10) percent of the equity and voting power of Oklahoma Western prior to the proposed transaction.

Oklahoma Western Telephone Company (After Transaction)

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

| <u>Name & Address</u> | <u>%</u> <u>Voting & Equity</u> | <u>Citizenship</u> | <u>Principal Business</u> |
|--|--|--------------------|---------------------------|
| Hilliary Acquisition Corp. 2016, LLC #1 Big Rock Blvd (P.O. Box 171) Medicine Park, OK 73557 | 100.00% | USA | Telecommunications |

In turn, the name, address, citizenship and principal business of the only entity that will own at least ten (10) percent of the equity and voting power of Hilliary Acquisition Corp. 2016, LLC both before and after the proposed transaction are:

| <u>Name & Address</u> | <u>%</u> <u>Voting & Equity</u> | <u>Citizenship</u> | <u>Principal Business</u> |
|--|--|--------------------|---------------------------|
| Edward E. Hilliary, Jr #1 Big Rock Blvd (P.O. Box 171) Medicine Park, OK 73557 | 25% | USA | Telecommunications |
| Dustin J. Hilliary #1 Big Rock Blvd (P.O. Box 171) Medicine Park, OK 73557 | 25% | USA | Telecommunications |
| Michael J. Hilliary #1 Big Rock Blvd (P.O. Box 171) Medicine Park, OK 73557 | 25% | USA | Telecommunications |
| Douglas J. Hilliary #1 Big Rock Blvd (P.O. Box 171) Medicine Park, OK 73557 | 25% | USA | Telecommunications |

No other individual or entity will directly or indirectly own or control an interest of ten (10) percent of the equity and voting power of Hilliary or Oklahoma Western 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.

Pauline Van Horn, Michael Van Horn, Cynthia Garrison and Hilliary 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:

Hilliary is acquiring all of issued and outstanding common stock of Oklahoma Western owned by from Pauline Van Horn, Michael Van Horn and Cynthia Garrison (which constitutes 90.90 percent of Oklahoma Western's issued and outstanding stock). Purchase of this stock will give Hilliary control of Oklahoma Western and its assets, including Oklahoma Western's blanket domestic Section 214 authorization.

(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 Oklahoma Western Telephone Company and Affiliates.**

Oklahoma Western provides local exchange service and exchange access service as an ILEC (approximately 1,650 access lines) in and around the communities of Albion, Buffalo Valley, Clayton, Fashawe, Leflore, Muse, Nashoba, Red Oak and Summerfield in the counties of Pittsburg, Pushmataha, Latimer and Leflore in rural southeastern Oklahoma.

Oklahoma Western offers digital subscriber line ("DSL") and dial-up Internet access services throughout most of its telephone service area. It also offers Internet access services via WiFi facilities in portions of McAlester and Hartshorne, Oklahoma outside its telephone service area.

Oklahoma Western provides video services via traditional cable television service or Multichannel Multipoint Distribution Service ("MMDS") in portions of its telephone service area that would not otherwise have access to cable television service.

Phoenix LD resells interstate and intrastate long distance toll services within Oklahoma Western's local exchange service area.

Oklahoma Western doing business as Phoenix Communications provides cellular service (Call Sign KNKN972: CMA605 – Oklahoma 10 – Haskell) and Personal Communications Service ("PCS") service (Call Sign KNLH307: BTA267 – McAlester, Oklahoma) in southeastern Oklahoma.

Oklahoma Western has no ownership interests in any other entity that offers domestic telecommunications services.

Areas and Services of Hilliary Acquisition Corp. 2016, LLC and Affiliates

Medicine Park Telephone Company
#1 Big Rock Blvd.
Medicine Park, OK 73557

- Medicine Park Telephone provides local exchange service and exchange access service as an ILEC (approximately 679 access lines) in and around the communities of Medicine Park, Comanche County, Oklahoma.

Southern Plains Cable, LLC
PO Box 165
Medicine Park, OK 73557

-Southern Plains Cable provides video and high speed internet service throughout Southwest Oklahoma.

Texhoma Fiber, LLC
22937 SH 58
Lawton, OK 73507

-Texhoma Fiber has two Community Connect Grants that provides video and high speed internet access linking Oklahoma into North Texas. In addition Texhoma Fiber has 300 miles of fiber in the Wichita Falls, TX area serving multiple cellular carriers.

Wichita Online, Inc.
PO Box 275
Medicine Park, OK 73557

-Wichita Online, Inc. has intrastate authority to provide competitive local exchange and interexchange services as a CLEC in the service areas of Southwestern Bell Telephone Company and Windstream in Oklahoma. The company also has 5 Community Connect Grants that provide free Wi Fi services in each community it serves. These community centers are operated and open generally 50+ hours per week for the benefit of and use by its community members.

(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 fits within the presumptive streamlined categories in Section 63.03(b) of the Commission's Rules, and streamlined treatment is requested. Specifically, the proposed transaction fits within Section 63.03(b)(2)(iii) because Hilliary and its affiliates do not serve overlapping or adjacent service areas with and Oklahoma Western and its affiliates and when aggregated the applicants serve fewer than two (2) percent of the nation's subscriber lines.

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

Applicants will also be filing an application for transfer of control of the following wireless licenses: (a) Cellular Radio Service Station KNKN972 (CMA605 – Oklahoma 10 – Haskell); (b) PCS Broadband Service Station KNLH307 (BTA267 – McAlester. Oklahoma); (c)

Broadband Radio Service Stations WLK382, WNTC500, WNTC664 and WNTD797; (d) Common Carrier Microwave Service Stations WQJJ464, WQJJ465, WQVQ507, WQVQ508, WQWA533, WQWJ351, WQWJ352, WQXH715, WQXU492, WQXU494, and WQXU497; and (e) Industrial Business Radio Service Station WQY280.

(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:

The proposed transaction will bring synergies that will result in efficiencies and reduced costs to the consumers of Oklahoma Western. Hilliary's management team has extensive experience in the design and deployment of broadband and granting the application will allow their management team to design and deploy a network that will make higher speeds and more capacity available throughout Oklahoma Western's service territory.

Conclusion

In light of the foregoing facts and public interest considerations, the Commission is respectfully requested to authorize the transfer of control of the blanket domestic Section 214 authorization of Oklahoma Western Telephone Company, Inc. from Pauline Van Horn, Michael Van Horn and Cynthia Garrison to Hilliary Acquisition Corp. 2016, LLC.

Pauline Van Horn, Michael Van Horn, Cynthia Garrison and Hilliary Acquisition Corp. 2016, LLC 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,

PAULINE VAN HORN

By: Pauline Van Horn

Date: 9-1-16

HILLIARY ACQUISITION CORP. 2016, LLC

By: Edward E. Hilliary, Jr.

Name: Edward E. Hilliary, Jr.
Title: Managing Member

MICHAEL VAN HORN

By: Michael Van Horn Date: 9-1-16

Date: 9-7-16

CYNTHIA GARRISON

By: Cynthia Garrison

Date: 9-1-18