



interstate and international interexchange calling services, in thirteen (13) local exchanges in the counties of Butler, Chautauqua, Cowley, Elk, Greenwood, Sedgwick, Sumner and Wilson in south central and southeastern Kansas. Southern Kansas receives High Cost Loop Support (“HCLS”) and Connect America Fund – Broadband Loop Support (“CAF-BLS”) in its Kansas study area (Study Area Code: 411833).

SKT, a Kansas corporation that is owned separately by the principal shareholders of Southern Kansas, is a CLEC providing local exchange and exchange access services to approximately 710 access lines in Butler, Chautauqua, Elk, Greenwood, Sedgwick and Sumner Counties in south central and southeastern Kansas.

TVM, a Kansas corporation that operates as a holding company, will purchase 100 percent of the Class A voting and Class B non-voting stock of Southern Kansas, and 100 percent of the only class of stock issued by SKT, from the various Mikesell and Webb family trusts that currently own Southern Kansas and SKT. The acquisition by TVM of 100 percent of the issued and outstanding stock of both Southern Kansas and SKT will give TVM ownership and control of the Domestic Section 214 Authorizations of both Southern Kansas and SKT.

TVM currently owns 100 percent of Twin Valley Telephone, Inc. (“TVT”), a Kansas corporation that provides local exchange and exchange access services as an ILEC in nineteen local exchanges (approximately 3,306 access lines) in the counties of Clay, Cloud, Dickinson, Geary, Lincoln, Mitchell, Pottawatomie, Republic, Riley, Saline and Washington in north central Kansas. TVT receives Alternative Connect America Cost Model (“ACAM”) support in its Kansas study area (Study Area Code: 411840). TVT’s Kansas service area and study area does not overlap with or have any adjacent borders with the Kansas service area and study area of Southern Kansas or the Kansas service area of SKT.

TVM also owns Twin Valley Communications, Inc. (“TVC”), a Kansas corporation that provides local exchange and exchange access services to approximately 750 access lines as a CLEC, as well as interstate and intrastate long distance toll calling services, in several communities in Clay County in north central Kansas. TVC does not offer or provide its CLEC services in any of the areas served by Southern Kansas or SKT. TVC does receive CAF Phase II support for the area in Clay County that it won in the 2018 auction (Study Area Code: 419046). TVC also provides interstate and intrastate long distance toll calling services to customers in and around TVT’s Kansas service area.

The present application should qualify for streamlined processing pursuant to Section 63.03(b)(1)(ii) of the Commission’s Rules because transferee TVM is a holding company that is not itself a telecommunications provider. Moreover, if the ILEC operations of TVT and CLEC operations of TVC are considered, streamlined processing would still be warranted pursuant to Section 63.03(b)(2)(iii) of the Commission’s Rules because both “applicants” would be incumbent independent local exchange carriers that have, in combination, fewer than two (2) percent of the nation’s subscriber lines installed in the aggregate nationwide, and no overlapping or adjacent service areas.

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:**

The Southern Kansas Telephone Company, Inc.  
112 South Lee Avenue (P.O. Box 800)  
Clearwater, Kansas 67026-0800  
Telephone: (620) 584- 2255  
Facsimile: (620) 584-2220

SKT, Inc.  
112 South Lee Avenue (P.O. Box 800)  
Clearwater, Kansas 67026-0800  
Telephone: (620) 584- 2255  
Facsimile: (620) 584-2220

**Transferee:**

Twin Valley Management, Inc.  
22 West Spruce Street (P.O. Box 395)  
Miltonvale, Kansas 67466  
Telephone: (785) 427-2211  
Facsimile: (785)-427-2216

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

The Southern Kansas Telephone Company, Inc. is a Kansas corporation.

SKT, Inc. is a Kansas corporation.

Twin Valley Management, Inc. is a Kansas 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 Transferors:**

Donna L. Van Allen, Director of Operations  
The Southern Kansas Telephone Company, Inc.  
112 South Lee Avenue (P.O. Box 800)  
Clearwater, Kansas 67026-0800  
Telephone: (620) 584- 2255  
Facsimile: (620) 584-2220

With a copy to Counsel:  
Thomas J. Moorman  
5335 Wisconsin Avenue, N.W., Suite 950  
Washington, D.C. 20015-2163  
Telephone: (202) 944-9502  
Facsimile: (202) 944-9501

**For Transferee:**

Benjamin M. Foster, President  
Twin Valley Management, Inc.  
22 West Spruce Street (P.O. Box 395)  
Miltonvale, Kansas 67466  
Telephone: (785) 427-2211  
Facsimile: (785)-427-2216

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:**

**The Southern Kansas Telephone Company, Inc. (Before Transaction)**

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

<b><u>Name &amp; Address</u></b>	<b><u>% Voting &amp; Equity</u></b>	<b><u>Citizenship</u></b>	<b><u>Principal Business</u></b>
Kendall S. Mikesell Revocable Trust, under agreement dated January 9, 1997, as amended 112 South Lee Avenue Clearwater, KS 67026	49.96% Voting 2.21% Equity	Kansas Trust	Telecommunications Investment

The trustees of the Kendall S. Mikesell Revocable Trust are Kendall S. Mikesell and Sherry L. Mikesell. The beneficiaries are members of the Kendall S. Mikesell family. All trustees and beneficiaries are United States citizens, and all can be contacted via the 112 South Lee Avenue address in Clearwater, Kansas 67026.

**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 (continued):**

<u>Name &amp; Address</u>	<u>% Voting &amp; Equity</u>	<u>Citizenship</u>	<u>Principal Business</u>
Elaine L. Webb Revocable Trust, under agreement dated May 8, 1995, as amended 112 South Lee Avenue Clearwater, KS 67026	49.96% Voting 2.21% Equity	Kansas Trust	Telecommunications Investment

The trustees of the Elaine L. Webb Revocable Trust are Elaine L. Webb and Robert D. Webb. The beneficiaries are members of the Elaine L. Webb family. All trustees and beneficiaries are United States citizens, and all can be contacted via the 112 South Lee Avenue address in Clearwater, Kansas 67026.

Mikesell Irrevocable Family Investment Trust, under agreement Dated October 21, 2008 112 South Lee Avenue Clearwater, KS 67026	0.00% Voting 47.79% Equity	Kansas Trust	Investments
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The trustee of the Mikesell Irrevocable Family Investment Trust is Sherry L. Mikesell. The beneficiaries are members of the Kendall S. Mikesell family. All trustees and beneficiaries are United States citizens, and all can be contacted via the 112 South Lee Avenue address in Clearwater, Kansas 67026.

Webb Irrevocable Family Investment Trust, under agreement dated October 16, 2008 112 South Lee Avenue Clearwater, KS 67026	0.00% Voting 47.79% Equity	Kansas Trust	Investments
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The trustee of the Webb Irrevocable Family Investment Trust is Robert D. Webb. The beneficiaries are members of the Elaine L. Webb family. All trustees and beneficiaries are United States citizens, and all can be contacted via the 112 South Lee Avenue address in Clearwater, Kansas 67026.

No other individual or entity owns or controls ten (10) percent or more of the equity or voting power of Southern Kansas before the proposed transaction.

**SKT, Inc. (Before Transaction)**

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

<b><u>Name &amp; Address</u></b>	<b><u>% Voting &amp; Equity</u></b>	<b><u>Citizenship</u></b>	<b><u>Principal Business</u></b>
Kendall S. Mikesell Revocable Trust, under agreement dated January 9, 1997, as amended 112 South Lee Avenue Clearwater, KS 67026	50.00% Voting & Equity	Kansas Trust	Telecommunications Investment

The trustees of the Kendall S. Mikesell Revocable Trust are Kendall S. Mikesell and Sherry L. Mikesell. The beneficiaries are members of the Kendall S. Mikesell family. All trustees and beneficiaries are United States citizens, and all can be contacted via the 112 South Lee Avenue address in Clearwater, Kansas 67026.

Elaine L. Webb Revocable Trust, under agreement dated May 8, 1995, as amended 112 South Lee Avenue Clearwater, KS 67026	50.00% Voting & Equity	Kansas Trust	Telecommunications Investment
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The trustees of the Elaine L. Webb Revocable Trust are Elaine L. Webb and Robert D. Webb. The beneficiaries are members of the Elaine L. Webb family. All trustees and beneficiaries are United States citizens, and all can be contacted via the 112 South Lee Avenue address in Clearwater, Kansas 67026.

No other individual or entity owns or controls ten (10) percent or more of the equity or voting power of SKT before the proposed transaction.

**The Southern Kansas Telephone Company, Inc. and SKT, Inc. (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/or voting power of both Southern Kansas and SKT after the proposed transaction are:

<b><u>Name &amp; Address</u></b>	<b><u>% Voting &amp; Equity</u></b>	<b><u>Citizenship</u></b>	<b><u>Principal Business</u></b>
Twin Valley Management, Inc. 22 West Spruce Street Miltonvale, KS 67466	100% Voting & Equity	Kansas Corporation	Telecommunications

In turn, names, addresses, citizenship and principal businesses of the entity that own at least ten (10) percent of the equity and voting power of TVM before and after the proposed transaction are:

<u>Name &amp; Address</u>	<u>% Voting &amp; Equity</u>	<u>Citizenship</u>	<u>Principal Business</u>
John G. Foster Trust No, 2 22 West Spruce Street Miltonvale, KS 67466	26.57% Voting & Equity	Kansas Trust	Telecommunications Investment

The trustees of the John G. Foster Trust No. 2 are Shellee Frederick, Peggy Foster, Penny Gisselbeck and Dale Bradley. The beneficiaries are thirty-nine members of the Foster, Frederick, Howze, Gisselbeck and Wertenberger families. All trustees and beneficiaries are United States citizens, and all can be contacted via the 22 West Spruce Street address in Miltonvale, Kansas 67466.

The other shareholders of TVM consist of four separate Foster or Gisselbeck family trusts (ranging from 7.15 percent to 7.81 percent voting and equity interests per trust), and nine individual members of the Foster, Gisselbeck or Wertenberger families (ranging from 0.10 percent to 7.22 percent voting and equity interests per individual).

No other individual or entity will own or control ten (10) percent or more of the equity or voting power of TVM, Southern Kansas or SKT 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.**

The Southern Kansas Telephone Company, Inc.; SKT, Inc.; and Twin Valley Management, Inc. 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:**

TVM is purchasing all 100 percent of the issued and outstanding stock of Southern Kansas and SKT. Both Southern Kansas and SKT will remain in existence after completion of the transaction and will continue operating their respective ILEC and CLEC businesses as wholly-owned subsidiaries of TVM and as sister companies of TVT and TVC. TVM's 100 percent ownership and control of Southern Kansas and SKT will give it ownership and control of their domestic Section 214 authorizations.

**(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 The Southern Kansas Telephone Company, Inc. and SKT, Inc and Affiliates**

Southern Kansas provides local exchange service and exchange access service as an ILEC in thirteen rural local exchanges (the Atlanta, Beaumont, Burden, Cambridge, Clearwater, Dexter, Elk Falls, Grenola, Latham, Longton, Piedmont, Reece and Rosalia exchanges) in portions of eight counties (Butler, Chautauqua, Cowley, Elk, Greenwood, Sedgwick, Sumner and Wilson Counties) in south central and southeastern Kansas. These exchanges serve, in the aggregate, approximately 2,494 access lines. As indicated above, Southern Kansas provides the following telecommunications services: local exchange, exchange access and long distance. In addition to voice service and custom calling features, Southern Kansas offers high-speed Internet access services and alarm services.

SKT provides the following telecommunications services: local exchange service and exchange access service as a CLEC in the counties of Chautauqua, Sumner, Elk, Butler, Sedgwick and Greenwood in south central and southeastern Kansas (approximately 710 access lines). In addition to voice service and custom calling features, SKT offers high-speed Internet access services and alarm services.

SKT holds a non-controlling 3.575233 percent interest in Kansas Fiber Network, LLC, a Kansas limited liability company that provides competitive interexchange access and middle-mile transport services throughout Kansas.

Neither Southern Kansas nor SKT has an ownership interest in any other entity that offers domestic telecommunications services.

**Areas and Services of Twin Valley Management, Inc. and Affiliates**

TVM is a holding company that does not directly provide telecommunications services.

TVT, a wholly-owned subsidiary of TVM, Kansas provides local exchange service and exchange access service as an ILEC in nineteen rural local exchanges (the Aurora, Barnard, Bennington, Beverly, Clifton, Clyde, Delphos, Glasco, Green, Greenleaf, Leonardville, Longford, Milford, Miltonvale, Morganville, Olsburg, Riley, Tescott and Wakefield exchanges) in portions of twelve counties (Clay, Cloud, Dickinson, Geary, Lincoln, Mitchell, Ottawa, Pottawatomie, Republic, Riley, Saline and Washington Counties) in north central Kansas. These exchanges serve, in the aggregate, approximately 3,306 access lines. In addition to voice service and custom calling features, TVT offers long distance toll services, high-speed Internet access and video streaming services.

TVC, a wholly-owned subsidiary of TVM, provides local exchange service and exchange access service as a CLEC in Clay County (approximately 750 access lines). In addition to

voice service and custom calling features, TVC offers long distance toll services, high-speed Internet access services, and digital video services.

TVC holds a non-controlling 3.575233 percent interest in Kansas Fiber Network, LLC, a Kansas limited liability company that provides competitive interexchange access and middle-mile transport services throughout Kansas. Upon completion of the proposed transaction, the interest of SKT in the Kansas Fiber Network, LLC will be transferred to TVC, giving TVC a non-controlling 7.150466 percent interest in the entity.

TVM and its affiliates have no ownership interests in any other entity that offers 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:**

The present application should qualify for streamlined processing pursuant to Section 63.03(b)(1)(ii) of the Commission's Rules because transferee TVM is a holding company that is not itself a telecommunications provider. Moreover, if the ILEC operations of TVT and CLEC operations of TVC are considered (approximately 7,260 aggregate access lines), streamlined processing would still be warranted pursuant to Section 63.03(b)(2)(iii) of the Commission's Rules because both "applicants" would be incumbent independent local exchange carriers that have, in combination, fewer than two (2) percent of the nation's subscriber lines installed in the aggregate nationwide, and no overlapping or adjacent service areas.

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

The Applicants will file an electronic application via the International Bureau Filing System for transfer of control of the International Section 214 authorization for global resale of switched services held by Southern Kansas. (ITC-214-20000317-00146).

In addition, the Applicants will be submitting transfer of control applications for the following wireless licenses held by Southern Kansas: Nationwide 3650-3700 MHz Service Station WQNQ466; Common Carrier Fixed Point-to-Point Microwave Service Station WQUD322; and Industrial/Business Pool, Conventional Station KGW589. Southern Kansas also has a C-Band Receive-Only Earth Station registration (File No. SES-REG-20181011-05383) for which an application for transfer of control will be filed.

**(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. However, the Applicants note that because the Kansas study area of Southern Kansas (SAC: 411833) receives HCLS and CAF-BLS while the Kansas study area of TVT (SAC:411840) receives ACAM support, the Bureau will impose the mixed support condition that was adopted in the *Hargray/ComSouth Order*, 33 FCC Rcd 4780 (2018) and employed in several subsequent conditional Domestic Section 214 application grants.

**(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 100 percent ownership and control of Southern Kansas and SKT by another rural local exchange carrier that has long provided similar ILEC, CLEC and related telecommunications services in rural Kansas. TVM and its affiliates have a long and proven record of investing in their rural networks and communities, and of providing high-quality, state-of-the-art voice, broadband and video services at affordable rates to their rural service areas. The proposed transaction will ensure that the rural south central and southeastern Kansas customers of Southern Kansas and SKT will continue to receive high-quality, state-of-the-art 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 The Southern Kansas Telephone Company, Inc. and SKT, Inc. and their domestic Section 214 authorizations to Twin Valley Management, Inc.

The Southern Kansas Telephone Company, Inc.; SKT, Inc.; and Twin Valley Management, Inc. 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.

Respectfully submitted,

**THE SOUTHERN KANSAS TELEPHONE COMPANY, INC.    TWIN VALLEY MANAGEMENT, INC.**

Signature: <u>Kendall S. Mikezell</u>	Signature: <u>[Handwritten Signature]</u>
Printed Name: <u>KENDALL S. MIKEZELL</u>	Printed Name: <u>BENJAMIN M. FOSTER</u>
Title: <u>PRESIDENT</u>	Title: <u>PRESIDENT</u>
Date: <u>11/18/2020</u>	Date: <u>11/18/20</u>

**SKT, INC.**

Signature: Kendall S. Mikezell

Printed Name: KENDALL S. MIKEZELL

Title: PRESIDENT

Date: 11/18/2020