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December 17, 2020

Marlene Dortch
Federal Communications Commission
445 12th Street SW
Washington, DC 20554

Re: W. Jay Mitchell and Brian J. Mitchell and New Florence Telephone Company –
Domestic 214 Application

Dear Sir/Madam:

Attached is the Domestic 214 Application between W. Jay Mitchell and Brian J. Mitchell as Transferors and New Florence Telephone Company as Transferee, transferring control of Seneca Telephone Company, Ozark Telephone Company, Goodman Telephone Company, Cleveland County Telephone Company, Decatur Telephone Company, Wyandotte Telephone Company and S-GO Leasing Company.

Please let me know if you have any questions.

Sincerely,



RICHARD A. FINNIGAN

RAF/cs
Enclosures

cc: Client (via e-mail)

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

Application of

W. Jay Mitchell and Brian J. Mitchell

Transferors,

and

New Florence Telephone Company,

Transferee,

For Consent for Transfer of Control

WC Docket No. _____

To: Wireline Competition Bureau

APPLICATION FOR CONSENT FOR TRANSFER OF CONTROL

Pursuant to Section 214 of the Communications Act of 1934, as amended (the “Act”), 47 U.S.C. § 214, and Section 63.04 of the Commission’s rules, 47 C.F.R. § 63.04, W. Jay Mitchell and Brian J. Mitchell (“Transferors”) and New Florence Telephone Company (“New Florence” or “Transferee”) (together “Applicants” filing the “Application”) for the reasons detailed below hereby respectfully request the authority necessary to consummate a transaction (the “Transaction”) whereby New Florence will acquire direct control of the Mitchell Companies (as defined below) which hold domestic Section 214 authorization. New Florence is in the telecommunications business in the State of Missouri.

The proposed transaction contemplates acquisition of all of the stock of Seneca Telephone Company, Ozark Telephone Company, Goodman Telephone Company, Cleveland County Telephone Company, Decatur Telephone Company, Wyandotte Telephone Company and S-GO Leasing Company and (collectively the “Mitchell

Companies”) by New Florence. This will place New Florence in control of the Mitchell Companies. Each of the Mitchell Companies individually and the Mitchell Companies collectively currently serve fewer than two percent (2%) of the nation's access lines. With the acquisition, New Florence will also serve fewer than two percent (2%) of the nation's access lines.

Since this acquisition is a stock acquisition, service to customers will be provided at substantially the same rates, terms and conditions as are in effect today. Therefore, the proposed transaction will be largely transparent to existing customers. For these reasons, and for the reason detailed below, the transaction will serve the public interest and the Commission should grant this Application on a streamlined basis.

Applicants respectfully request that the Commission grant this Application on a streamlined basis. This Application is eligible for streamlined treatment pursuant to Section 63.03(b)(2)¹ of the Commission’s rules because the transaction will result in Transferee having a market share in the interstate, interexchange market of less than 10 percent; the Transferors² provide competitive telephone exchange services or competitive exchange access services, if at all, exclusively in geographic areas served by a dominant local exchange carrier, which dominant local exchange carrier is not a party to the transaction; and Applicants are owners of or are incumbent independent local exchange carriers that have, in combination, fewer than two percent of the nation’s subscriber lines installed in the aggregate nationwide, and no overlapping or adjacent service areas with Transferee.³ Neither the Transferor or Transferee is dominant with respect to any service.⁴ In the alternative, streamlined treatment is justified on a case-by-case basis.

¹ 47 C.F.R. § 63.03(b)(2).

² S-GO Leasing Company is a company providing interexchange and broadband services in the territories of the other Mitchell Companies. The remaining companies comprising the Mitchell Companies are all incumbent local exchange carriers.

³ 47 C.F.R. § 63.03 (b)(2)(iii).

⁴ 47 C.F.R. § 63.03 (b)(2)(i).

In accordance with the requirements of Section 63.04 of the Commission's rules, the Applicants provide the following information:

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

Transferors:

W. Jay Mitchell
816 Oneida St.
Seneca, MO 64865

Brian J. Mitchell
816 Oneida St.
Seneca, MO 64865

Transferee:

New Florence Telephone Company
PO Box 49
Oregon, MO 64473
(541) 932-4411

(2) State under the laws of which each applicant is organized.

Seneca Telephone Company is a corporation organized under the laws of the State of Missouri. Goodman Telephone Company is a corporation organized under the laws of the State of Missouri. Ozark Telephone Company is a corporation organized under the laws of the State of Missouri. Cleveland County Telephone Company is a corporation organized under the laws of the State of Arkansas. Decatur Telephone Company is a corporation organized under the laws of the State of Arkansas. Wyandotte Telephone Company is a corporation organized under the laws of the State of Oklahoma. S-GO Leasing Company is a corporation organized under the laws of the State of Missouri. New Florence is a corporation organized under the laws of the State of Missouri.

(3) Legal counsel to whom correspondence concerning the application is to be addressed.

For Transferors:

Brian McCartney
Brydon Swearengen & England, P.C.
312 E. Capitol Ave. (P.O. Box 456)
Jefferson City, MO 65101
(573) 635-7166
bmccartney@brydonlaw.com

For Transferee:

Richard A. Finnigan
Law Office of Richard A. Finnigan
2112 Black Lake Blvd SW
Olympia, WA 98512
(360) 956-7001
rickfinn@localaccess.com

(4) Name, address, citizenship, and principal business of entities that own at least ten percent (10%) of the equity of the applicants (to the nearest one percent (1%)).

For Transferors:

W. Jay Mitchell and Brian J. Mitchell are citizens of the United States. Their contact address is set out above. The principal business of W. Jay Mitchell and Brian J. Mitchell is telecommunications.

Mr. W. Jay Mitchell and Mr. Brian J. Mitchell own controlling interests in telecommunications companies that provide telephone and broadband services in Arkansas, Missouri and Oklahoma. Specifically, through various revocable trusts, Mr. W. Jay Mitchell and Mr. Brian J. Mitchell own 100% of the stock of Seneca Telephone Company (“Seneca”), Goodman Telephone Company (“Goodman”), and Ozark Telephone Company (“Ozark”). Seneca provides local exchange service in southwest Missouri and eastern Oklahoma in the Seneca and Tiff City exchanges. Goodman

provides local exchange service in southwest Missouri in the Goodman and Lanagan exchanges. Ozark provides local exchange service in southwest Missouri, eastern Oklahoma and northwest Arkansas in the Noel and Southwest City exchanges.

Through revocable trusts, Mr. W. Jay Mitchell and Mr. Brian J. Mitchell each own 50% of ARK-O Holding Company, a Missouri corporation, which in turns owns all of the common stock of Cleveland County Telephone Company (“Cleveland”), Decatur Telephone Company (“Decatur”), and Wyandotte Telephone Company (“Wyandotte”) which provide telephone and broadband services in Arkansas and Oklahoma. Cleveland provides local exchange and broadband services in the Kingsland, Rison, and Rowell exchanges in southeast Arkansas. Decatur provides local exchange and broadband services in the Decatur exchange in northwest Arkansas. Wyandotte provides local exchange and broadband services in the Wyandotte exchange in eastern Oklahoma.

Mr. W. Jay Mitchell and Mr. Brian J. Mitchell also each own 50% of S-GO Leasing Company d/b/a S-GO Long Distance and d/b/a S-GO Broadband, a corporation organized under the laws of the state of Missouri (“S-GO LD”). S-GO LD provides resold long distance services to the customers of the local exchange operating companies and also provides broadband services for the customers of Seneca, Goodman and Ozark.

For Transferee:

One hundred percent (100%) of the equity of New Florence is owned by Oregon Telephone Corporation (“OTC”), an Oregon corporation. Mr. Garrin Bott owns, directly and indirectly, one hundred percent (100%) of the equity of OTC, which is incorporated under the laws of the State of Oregon. Mr. Bott's address is 3055 Grandview Drive, Baker City, Oregon 97814.

Mr. Bott is a citizen of the United States. No other person or entity owns a ten percent (10%) or more direct or indirect interest in New Florence.

The address of OTC is One Telephone Drive, Mount Vernon, Oregon, 97865. The principal business of OTC is telecommunications. The principal business of Mr. Bott is telecommunications.

Mr. Bott holds ownership interests in one other domestic telecommunications carrier. Specifically, Mr. Bott indirectly owns seven and one-half percent (7.5%) of Direct Communications Long Distance, Inc. Direct Communications Long Distance, Inc. is an interexchange carrier. The corporation is organized under the laws of the State of Idaho.

(5) Certification pursuant to Sections 1.2001 through 1.2003 that no party to the application is subject to a denial of Federal benefits.

By their signatures below, the Applicants certify 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.

(6) Description of the transaction.

Applicants have entered into an agreement dated as of December 17, 2020, pursuant to which New Florence will acquire one hundred percent (100%) of the capital stock from Transferors, which currently hold one hundred percent (100%) of the capital stock of the Mitchell Companies.

(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.

The service areas are described above. All of the Mitchell Companies other than S-GO LD provide local exchange service and exchange access service as rural incumbent local exchange companies. S-GO LD provides interexchange service for traffic

originating in the exchanges of the other Mitchell Companies. The Study Area Codes and number of working loops for each of the Mitchell Companies that is a rural incumbent local exchange carrier are as follows:

<u>Company</u>	<u>SAC</u>	<u>Working Loops</u>
Seneca Telephone Company	421945	1783
Ozark Telephone Company	421866	1443
Goodman Telephone Company	421886	943
Cleveland County Telephone Company	401698	1666
Decatur Telephone Company	401699	405
Wyandotte Telephone Company	432034	391

New Florence provides local exchange and exchange access services in the New Florence wire center located in the State of Missouri as a rural incumbent local exchange carrier using SAC 421927. New Florence serves 212 working loops as of the date of this Application.

(8) Statement on how the application fits into one or more of the presumptive streamlined categories or why it is otherwise appropriate for streamlined treatment.

This Application is eligible for presumptive streamlined treatment under Section 63.03(b)(2)(iii) of the Commission’s rules, or in the alternative, is otherwise appropriate for streamlined treatment.

Under Section 63.03(b)(2)(iii), the Commission’s streamlined procedures are presumed to apply where “a proposed transaction would result in a transferee having a market share in the interstate, interexchange market of less than 10 percent, and the transferee would provide competitive telephone exchange services or exchange access services (if at all) exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the transaction” and “[t]he applicants are 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.”⁵ The Mitchell Companies are incumbent local exchange carriers which individually and collectively serve fewer than two percent (2%) of the nation's subscriber lines.⁶ Upon completion of this transaction, New Florence is and will continue to be an incumbent local exchange carrier serving fewer than two percent (2%) of the nation's subscriber lines. Further, in combination, the Mitchell Companies and New Florence, both before and after completion of this transaction, have fewer than two percent (2%) of the nation's subscriber lines installed in the aggregate nationwide.

In addition, since there are no overlapping service areas and no adjacent service territories between the Mitchell Companies and Transferee, the proposed transaction accordingly falls within the presumptively streamlined category. Finally, New Florence, as the Transferee, will, after the completion of the transaction, have a market share in the interstate, interexchange market of less than ten percent (10%). New Florence does not provide competitive telephone exchange service or competitive exchange access service.

Alternatively, streamlined treatment is appropriate under the Commission's “case-by-case approach.”⁷ Indeed, the Commission has adopted a “general rule in which all applications are eligible for streamlined processing,” finding that such general eligibility for streamlined processing “best reduces regulatory burdens on domestic telecommunications carriers, while at the same time ensuring that [the Commission] continue[s] to serve the public interest under section 214 of the Communications Act.”⁸ This Application should be subject to streamlined processing because it involves only a

⁵ 47 C.F.R. § 63.03(b)(2)(iii).

⁶ S-GO LD serves as a provider of interexchange services in the areas of the other Mitchell Companies.

⁷ *Implementation of Further Streamlining Measures for Domestic Section 214 Authorizations*, Report and Order, 17 FCC Rcd 5517 ¶34 (2002) (“*Streamlining Order*”); see also 47 C.F.R. § 63.03(a) (permitting streamlining “[u]pon determination ... that the application is appropriate for streamlined treatment”).

⁸ *Streamlining Order* ¶34.

transfer of equity interests, and presents no “novel questions of fact, law, or policy which cannot be resolved under outstanding precedents and guidelines.”⁹ As noted above (and discussed more fully below), this Application presents no competitive or public interest concerns. Upon completion of the proposed transaction, the Mitchell Companies will continue to provide service at the same rates, terms and conditions as are in effect today. No customer will lose service or be adversely affected as a result of the proposed transaction. Because this transaction poses no competitive concerns and raises no novel issues, this Application is appropriate for streamlined treatment.

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

None.

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

The Applicants are not requesting special consideration of the Application.

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

None. In addition, please note that there is no international 214 application required for this Transaction.

(12) A 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.

This proposed transaction will serve the public interest because it will provide benefits to customers without any countervailing harms. New Florence will bring vigorous ownership with sufficient financial resources to meet the needs of customers.

⁹ *Id.* ¶28.

In contrast to the substantial potential benefits, the proposed transaction poses no countervailing harms. The proposed transaction contemplates only a change of equity ownership. Upon consummation of the proposed transaction, the Mitchell Companies will continue to provide service at substantially the same rates, terms and conditions as are in effect today. There will be no reduction, impairment, or discontinuance of service to any customer as a result of the proposed transaction. Because of this, the proposed transaction will be largely transparent to the Mitchell Companies current customers.

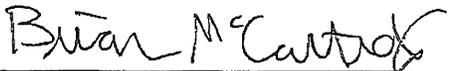
For all of the foregoing reasons, Applicants respectfully request that the Commission grant all authority necessary for consummation of the Transaction described herein. Please contact the undersigned with any inquiries concerning this Application.

Payment in the amount of \$1,195.00 was paid electronically via the Commission's website.

Respectfully submitted,

W. Jay Mitchell and Brian J. Mitchell

New Florence Telephone Company

By: 

By: 

Brian McCartney
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Their attorney

Its attorney

Dated: Dec. 17, 2020

DECLARATION OF W. JAY MITCHELL

I, W. Jay Mitchell, an officer of the Mitchell Companies, do hereby declare under penalty of perjury that I have read the foregoing "APPLICATION FOR CONSENT FOR TRANSFER OF CONTROL," and the information contained therein is true and correct to the best of my knowledge, information, and belief.

12-17-2020
Date


W. Jay Mitchell

DECLARATION OF BRIAN J. MITCHELL

I, Brian J. Mitchell, an officer of the Mitchell Companies, do hereby declare under penalty of perjury that I have read the foregoing "APPLICATION FOR CONSENT FOR TRANSFER OF CONTROL," and the information contained therein is true and correct to the best of my knowledge, information, and belief.

12-17-2020
Date

Brian J. Mitchell
Brian J. Mitchell

DECLARATION OF GARRIN BOTT

I, Garrin Bott, President for New Florence Telephone Company, do hereby declare under penalty of perjury that I have read the foregoing "APPLICATION FOR CONSENT FOR TRANSFER OF CONTROL," and the information contained therein is true and correct to the best of my knowledge, information, and belief.

12-17-2020
Date


Garrin Bott