

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

In the Matter of)
)
BPM, Inc. d/b/a Noxapater Telephone Company) WC Docket No. 14-269
Assignor)
)
Dunnell Telephone Company, Incorporated)
Assignee (Amended))
)
For the Assignment of Assets of BPM, Inc. d/b/a Noxapater)
Telephone Company, which provides interstate interexchange)
and exchange access services in Mississippi pursuant to a blanket)
domestic Section 214 authorization)

TO: Wireline Competition Bureau

REPLY COMMENTS

The Nova Telephone Company (“Nova”) and Dunnell Telephone Company, Incorporated (“Dunnell”), by their attorney, hereby respond to the comment filed by Vincent J. Godinich in this proceeding on or about January 23, 2015.

Mr. Godinich requests that Bureau processing of the captioned Domestic Section 214 application that proposes the assignment of assets of BPM, Inc. d/b/a Noxapater Telephone Company (“BPM”) be postponed and that the application placed under further review due to certain private contractual litigation that he is pursuing in the Texas state courts against Nova, its direct owner VNC Enterprises, LLC (“VNC”) and its ultimate owner Charles D. Mattingly, Jr.

Mr. Mattingly has a different view of Mr. Godinich’s lawsuit, and will defend himself and VNC and Nova accordingly in the Texas civil proceedings. However, the Texas contractual litigation may take significant time to resolve, and such delays would be very detrimental to the owners, employees and customers of Noxapater Telephone Company now that it is public

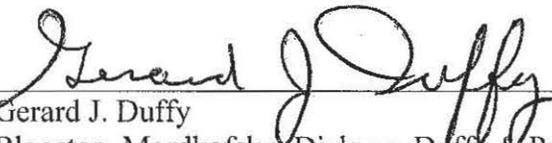
knowledge that the company is being sold. Therefore, Mr. Mattingly and BPM have reached an agreement to restructure the proposed transaction to change the assignee from Nova to Dunnell. A *pro forma* amendment making the change has been prepared, and will be filed as soon as possible.

Just as Nova is an Ohio corporation owned 100 percent by VNC, a Texas limited liability company that is owned 100 percent by Mr. Mattingly, Dunnell is a Minnesota corporation owned 100 percent by KCL Enterprises, LLC (“KCL”), a Texas limited liability company that is also owned 100 percent by Mr. Mattingly. Because Mr. Mattingly is the ultimate 100 percent owner of both Nova and Dunnell, this constitutes a *pro forma* change in the assignee. However, because the Dunnell and KCL entities are not subject to, or involved in, Mr. Godinich’s litigation, the restructured and amended transaction will not be affected by the litigation.

Mr. Godinich’s comment indicates that in November 2013 he sold his 50 percent interest in VNC to Mr. Mattingly (who at that time owned the other 50 percent of VNC). At that time, Mr. Mattingly was still relatively new to the regulated telephone business, and did not realize that an increase from 50 percent ownership (negative control) to more than 50 percent ownership (positive control) of a holding company like VNC that controlled a local exchange carrier like Nova required a Domestic Section 214 application and prior Commission approval. Since that time, Mr. Mattingly has complied with the Commission’s applicable rules and procedures in his acquisition of Dunnell and his proposed acquisition of the Noxapater Telephone Company assets. He hopes to acquire additional telephone and telecommunications businesses, and will do so in accordance with the Commission’s Rules.

In light of the above, the Bureau is respectfully requested to process and grant the forthcoming *pro forma* amendment to the application for sale of the assets of BPM to Dunnell Telephone Company, Incorporated, an entity owned by Charles D. Mattingly, Jr. that is not subject to Mr. Godinich's Texas civil litigation. This action will serve the public interest, particularly of the innocent owners, employees and customers of Noxapater Telephone Company.

Respectfully submitted,
THE NOVA TELEPHONE COMPANY
DUNNELL TELEPHONE COMPANY, INCORPORATED

By: 
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Dated: January 29, 2015

CERTIFICATE OF SERVICE

I hereby certify that a copy of the foregoing REPLY COMMENTS was mailed on January 29, 2015, by first class United States mail, postage prepaid, to the following:

Vincent J. Godinich
P.O. Box 609
Harleton, Texas 75651


Gerard J. Duffy