

Transfer of Control was filed with the Commission in its Electronic Comment Filing System (“ECFS”) on June 29, 2015 (Confirmation No. 2015629165230).

OFM Telephone, a Missouri corporation, provides local exchange telephone services (including interstate exchange access) and other telecommunications and information services as an incumbent local exchange carrier (“ILEC”) in a single exchange serving the areas in and around the communities of Oregon, New Point and Forest City in Holt County in northwestern Missouri. OFM Long Distance, also a Missouri corporation, is a wholly-owned subsidiary of OFM Telephone that resells interstate and intrastate long distance toll services and other telecommunications-related services in and around OFM Telephone’s local exchange service area.

Townes, a Delaware corporation, is a wholly-owned subsidiary of Townes Telecommunications, a Texas corporation and holding company that directly or indirectly owns the following eight ILECs that provide local exchange telephone services (including interstate exchange access) in rural portions of Texas, Arkansas, Kansas, Missouri, Colorado, Florida and Pennsylvania: (1) Tatum Telephone Company (one exchange in Texas); (2) Electra Telephone Company (one exchange in Texas); (3) Walnut Hill Telephone Company (six exchanges in Arkansas); (4) MoKan Dial, Inc. (four exchanges in Kansas and Missouri); (5) Choctaw Telephone Company (one exchange in Missouri); (6) Haxtun Telephone Company (three exchanges in Colorado); (7) Northeast Florida Telephone Company (two exchanges in Florida); and (8) Pymatuning Independent Telephone Company (one exchange in Pennsylvania).

The proposed transaction is the result of a default on a note held by the Rural Telephone Finance Cooperative (“RTFC”), which was subsequently purchased by

Townes. Following a judgment entered against Northwest and its subsidiaries, the parties entered into a settlement agreement wherein Northwest's shares were transferred to the Receiver, and upon regulatory approval, the Receiver will transfer the shares of Northwest to Townes.

The Missouri exchange of OFM Telephone is not overlapping with or adjacent to the Missouri, Kansas or Arkansas exchanges owned and operated by Townes affiliates Choctaw Telephone Company, MoKan Dial, Inc. and Walnut Hill Telephone Company. For this and other reasons, the present application qualifies for streamlined treatment under Section 63.03 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:

Transferor:

Nicholas Robb, Receiver
Morton, Reed, Counts, Briggs & Robb
400 Jules Street #320
St. Joseph, Missouri 64501
Telephone: (816) 232-8411
Facsimile: (816) 232-8418

Transferee:

Townes Missouri, Inc.
Highway 82 at 29 (P.O. Box 729)
Lewisville, Arkansas 71845
Telephone: (870) 921-4224
Facsimile: (870) 921-4400

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

Northwest is a corporation organized under the laws of Missouri.

OFM Telephone is a corporation organized under the laws of Missouri.

OFM Long Distance is a corporation organized under the laws of Missouri.

Townes Missouri is a corporation organized under the laws of Delaware.

Townes Tele-Communications is a corporation organized under the laws of Texas.

(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:

Nicholas Robb, Receiver
Morton, Reed, Counts, Briggs & Robb
400 Jules Street #320
St. Joseph, Missouri 64501
Telephone: (816) 232-8411
Facsimile: (816) 232-8418

For Transferee:

Larry C. Townes, President
Townes Missouri, Inc.
Highway 82 at 29 (P.O. Box 729)
Lewisville, Arkansas 71845
Telephone: (870) 921-4224
Facsimile: (870) 921-4400

With a copy to Counsel:

Benjamin H. Dickens, Jr.
Gerard J. Duffy
Blooston, Mordkofsky, Dickens, Duffy & Prendergast, LLP
2120 L Street, NW (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:

Ownership of OFM Long Distance Before and After Proposed Transaction:

The name, address, citizenship and principal business of the sole entity that will own at least ten (10) percent of the equity and voting power of OFM Long Distance before and after the proposed transaction are:

<u>Name & Address</u>	<u>Voting & Equity</u>	<u>Citizenship</u>	<u>Principal Business</u>
OFM Telephone 118 East Nodaway St. Oregon, MO 64473	% 100.00%	MO Corp.	Telecommunications

Ownership of OFM Telephone Before and After Proposed Transaction:

The name, address, citizenship and principal business of the sole entity that owned at least ten (10) percent of the equity and voting power of OFM Telephone before and after the proposed transaction are:

<u>Name & Address</u>	<u>Voting & Equity</u>	<u>Citizenship</u>	<u>Principal Business</u>
Northwest Missouri Holdings, Inc. 118 East Nodaway St. Oregon, MO 64473	% 100.00%	MO Corp.	Telecommunications

Control of Northwest Missouri Holdings, Inc. Before Proposed Transaction:

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

<u>Name & Address</u>	<u>Voting & Equity</u>	<u>Citizenship</u>	<u>Principal Business</u>
Nicholas Robb, Receiver 400 Jules St. #320 St. Joseph, MO 64501	% 100.00%	U.S.A.	Attorney

Ownership of Northwest Missouri Holdings, Inc After Proposed Transaction:

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

<u>Name & Address</u>	<u>Voting & Equity</u>	<u>Citizenship</u>	<u>Principal Business</u>
Townes Missouri Inc. 120 East First Street Lewisville, Arkansas 71845	100.00%	DE Corp.	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 of Townes Missouri Inc. both before and after the proposed transaction are:

<u>Name & Address</u>	<u>Voting & Equity</u>	<u>Citizenship</u>	<u>Principal Business</u>
Townes Tele-Communications, Inc. 120 East First Street Lewisville, Arkansas 71845	100.00%	TX Corp.	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 of Townes Tele-Communications, Inc. both before and after the proposed transaction are:

<u>Name & Address</u>	<u>Voting & Equity</u>	<u>Citizenship</u>	<u>Principal Business</u>
Larry C. & Phillis Townes 120 East First Street Lewisville, Arkansas 71845	100.00%	U.S.A.	Telecommunications

Larry C. and Phillis Townes are husband and wife, and jointly own 100 percent of Townes pursuant to Texas community property law.

No other individual or entity will directly or indirectly own or control at least ten (10) percent of the equity or voting interests of OFM Long Distance, OFM Telephone, Northwest or Townes 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.

Receiver and Townes 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 the result of a default on a note held by the RTFC, which was subsequently purchased by Townes. Following a judgment entered against Northwest and its subsidiaries, the parties entered into a settlement agreement wherein Northwest's shares were transferred to the Receiver, and upon regulatory approval, the Receiver will transfer the shares of Northwest to Townes.

(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:

A map showing the Missouri local exchange service area of OFM Telephone is attached.

Areas and Services of Northwest Missouri and affiliates

Northwest holds the stock of OFM Telephone and also holds an International Section 214 Authorization for global resale (File No. ITC-214-19970825-00589).

OFM Telephone, a Missouri corporation, provides local exchange services (including interstate interexchange access) as an ILEC in a single exchange serving the areas in and around the communities of Oregon, New Point and Forest City in Holt County in northwestern Missouri. OFM Telephone's exchange serves approximately 826 access lines.

OFM Long Distance, also a Missouri corporation, is a wholly-owned subsidiary of OFM Telephone that resells intrastate and interstate and long distance toll services to customers in and around OFM Telephone's local exchange service area.

South Holt Cablevision, Inc., an affiliate of OFM Telephone, provides cable television services in and around OFM Telephone's local exchange service area.

OFM Telephone owns a 17.12 percent general partnership in Northwest Missouri Cellular Limited Partnership, a cellular/PCS/700 MHz/AWS licensee and/or spectrum lessee that serves the Missouri 1 – Atchison Cellular Market Area (CMA504).

Northwest, OFM Telephone, OFM Long Distance and their affiliates have no ownership interests in any other entities that offer domestic telecommunications services.

Areas and Services of Townes and Affiliates

Townes is a holding company that directly provides no telecommunications services.

Townes Tele-Communications, Inc., the parent company of Townes, is a holding company that directly provides no telecommunications services.

Townes Tele-Communications, Inc. directly or indirectly owns the following eight ILECs that provide local exchange telephone services (including interstate exchange access) in rural portions of Texas, Arkansas, Kansas, Missouri, Colorado and Florida: (1) Tatum Telephone Company (one exchange in Texas); (2) Electra Telephone Company (one exchange in Texas); (3) Walnut Hill Telephone Company (six exchanges in Arkansas); (4) MoKan Dial, Inc. (four exchanges in Kansas and Missouri); (5) Choctaw Telephone Company (one exchange in Missouri); (6) Haxtun Telephone Company (three exchanges in Colorado); (7) Northeast Florida Telephone Company (two exchanges in Florida); and (8) Pymatuning Telephone Company (one exchange in Pennsylvania). In the aggregate, these 19 local exchanges serve approximately 16,480 access lines.

Tatum Telephone Company, a wholly-owned subsidiary of Townes, provides local exchange telephone services (including interstate exchange access) in the Tatum exchange in Rusk and Panola Counties in northeastern Texas. Tatum Telephone Company also provides intraLATA long distance toll services to customers within its local exchange service area.

Electra Telephone Company, a wholly-owned subsidiary of Townes, provides local exchange telephone services (including interstate exchange access) in the Electra exchange in Wichita County in north central Texas. Electra Telephone Company also provides intraLATA, intrastate and interstate long distance toll services to customers within its local exchange service area.

Walnut Hill Telephone Company, a wholly-owned subsidiary of Townes, provides local exchange telephone services (including interstate exchange access) in the Lewisville, Foreman, Mineral Springs, Bradley, Saratoga and Winthrop exchanges in Lafayette, Little River and Howard Counties in southwestern Arkansas. Walnut Hill Telephone Company also provides intraLATA, intrastate and interstate long distance toll services to customers within its local exchange service area.

KM Dial, Inc., a wholly-owned subsidiary of Townes is a holding company that owns MoKan Dial, Inc. KM Dial, Inc. directly provides no telecommunications services.

MoKan Dial, Inc., a wholly-owned subsidiary of KM Dial, Inc., provides local exchange telephone services (including interstate exchange access) in the Louisburg, Hillsdale and Rantoul exchanges in Miami and Franklin Counties in east central Kansas and in the Freeman exchange in Cass County in west central Missouri.

MoKan Communications, Inc., a wholly-owned subsidiary of MoKan Dial, Inc., provides intrastate and interstate long distance toll services, broadband services and customer premises equipment in portions of eastern Kansas and western Missouri.

Choctaw Telephone Company, a wholly-owned subsidiary of Townes, provides local exchange telephone services (including interstate exchange access) in the Halltown exchange in Lawrence and Greene Counties in southwestern Missouri.

Haxtun Telephone Company, a wholly-owned subsidiary of Townes, provides local exchange telephone services (including interstate exchange access) in the Haxtun, Crook and Fleming exchanges in Phillips, Logan, Washington, Yuma and Sedgwick Counties in northeastern Colorado.

NEFCOM, Inc., a wholly-owned subsidiary of Townes, is a holding company that owns Northeast Florida Telephone Company and Northeast Florida Long Distance. NEFCOM, Inc. directly provides no telecommunications services.

Northeast Florida Telephone Company, a wholly-owned subsidiary of NEFCOM, Inc., provides local exchange telephone services (including interstate exchange access) in the Macclenny and Sanderson exchanges in Baker County in northeastern Florida. Northeast Florida Telephone Company also provides intraLATA long distance toll services to customers within its local exchange service area.

Northeast Florida Long Distance, a wholly-owned subsidiary of NEFCOM, Inc., provides competitive intrastate and interstate long distance toll services, broadband services, customer premises equipment and payphone services in northeastern Florida.

Pymatuning Independent Telephone Company (“Pymatuning”), a Pennsylvania corporation, provides local exchange services (including interstate interexchange access) as an ILEC in portions of the Borough of Greenville in Mercer County in northwestern Pennsylvania. Pymatuning’s local exchange services include a variety of calling features, including caller ID and voice mail. Pymatuning’s exchange serves approximately 2,400 access lines. Pymatuning also provides high-speed Internet access services and radio paging services.

P.T. Communications Corporation (“PTCC”), a wholly-owned subsidiary of Pymatuning, resells intrastate, interstate and international long distance toll services to customers in and around Pymatuning’s local exchange service area. PTCC also furnishes business systems, fiber optic networking, data cabling and video conferencing in portions of western Pennsylvania and eastern Ohio.

Townes holds a non-controlling 3.28 percent limited partnership interest in Texahoma Cellular Limited Partnership, the licensee of Cellular Radio Service Station KNKA577 in the Wichita Falls, Texas market.

Townes Tele-Communications, Inc. and its subsidiaries and affiliates have no ownership interests in any other entities 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:

Applicants believe that this application qualifies for presumed streamlined treatment pursuant to Section 63.03(b)(2)(iii) of the Commission's Rules. First, both before and after completion of the proposed transaction, Townes and its existing affiliates, OFM Telephone, OFM Long Distance and their affiliates will have a market share in the interstate, interexchange market of substantially less than ten percent (10.0%). Second, Townes will be taking control of the existing telephone exchange and exchange access services provided by OFM Telephone and Townes and its owners have no affiliated telecommunications carriers that provide competitive local exchange services or exchange access services within the Missouri service area of OFM Telephone or its affiliates, while OFM Telephone and its subsidiaries and affiliates do not provide competitive local exchange services or exchange access services within the Texas, Arkansas, Kansas, Missouri, Colorado, Florida or Pennsylvania service areas of any of the telecommunications carriers presently affiliated with Townes. Third, the approximately 826 access lines served by OFM Telephone (as well as the approximately 16,480 total access lines served by Townes' ILEC affiliates listed in response to Item 7 above) are far fewer than two percent of the nation's subscriber lines installed in the aggregate nationwide. Fourth, Townes and its subsidiaries have no overlapping or adjacent service areas with OFM Telephone.

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

In connection with the proposed transaction, an application will be filed with the International Bureau for Commission consent to the transfer of control of the International Section 214 Authorization for global resale held by Northwest (File No. ITC-214-19970825-00589).

OFM Telephone is asking Northwest Missouri Cellular Limited Partnership to file an application with the Wireless Telecommunications Bureau for consent to the transfer of control of OFM's general partnership interest in the licensee for the Missouri 1 – Atchison Cellular Market Area (CMA504) to Townes, and an application with the International Bureau for consent to the transfer of control of the Partnership's related global resale license (File No. ITC-214-20010427-00255).

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

Although the subject Domestic Section 214 Authorization is currently in the hands of the Receiver, no party to the transaction is deemed to be 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 entails the transfer of control of OFM Telephone and OFM Long Distance to Townes, which is part of an established and financially sound rural telephone organization that has long owned ILEC subsidiaries that serve rural portions of Texas, Arkansas, Kansas, Missouri, Colorado, Florida and Pennsylvania. Townes has a proven record of investing in the rural networks and communities of its ILEC subsidiaries and affiliates, and of providing high-quality, state-of-the-art telecommunications services at affordable rates to their rural service areas. The proposed transaction will ensure that the rural Missouri customers of OFM Telephone and OFM Long Distance will continue to receive high-quality, state-of-the-art telecommunications services at affordable rates for 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 domestic blanket Section 214 authorizations of OFM Telephone and OFM Long Distance by the Receiver to Townes.

Receiver and Townes 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,

NICHOLAS ROBB, RECEIVER

TOWNES MISSOURI, INC.

Signature: 

Signature: _____

Printed Name: Nicholas K. Robb

Printed Name: _____

Title: Receiver

Title: _____

Date: 11/9/15

Date: _____

Conclusion

In light of the foregoing facts and public interest considerations, the Commission is respectfully requested to authorize the transfer of control of the domestic blanket Section 214 authorizations of OFM Telephone and OFM Long Distance by the Receiver to Townes.

Receiver and Townes 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,

NICHOLAS ROBB, RECEIVER

TOWNES MISSOURI, INC.

Signature: _____

Signature:  _____

Printed Name: _____

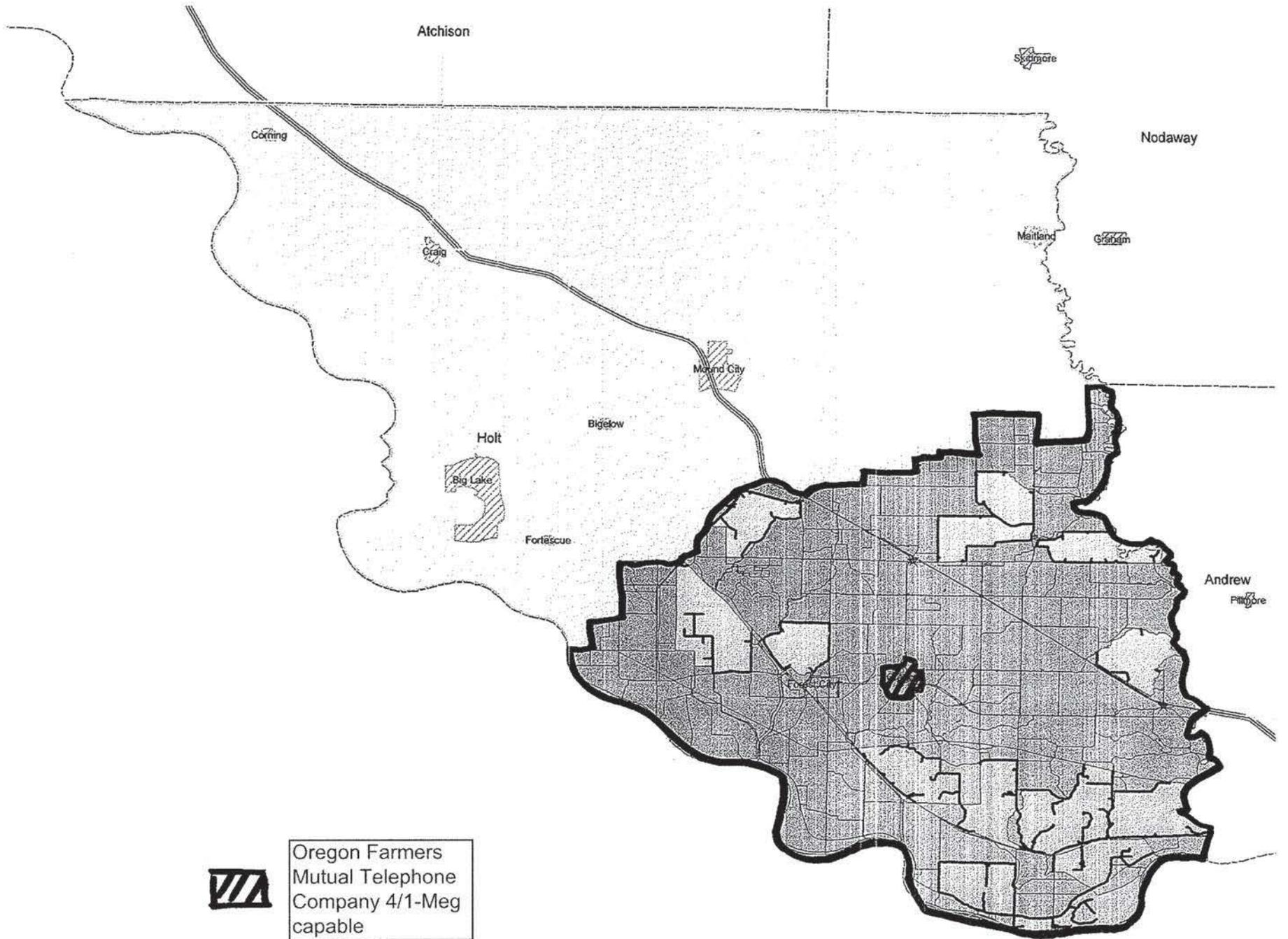
Printed Name: Johnny Ross

Title: _____

Title: General Manager

Date: _____

Date: 11/09/2015



FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE
FORM 159

(1) LOCKBOX # 979091	SPECIAL USE ONLY <hr/> FCC USE ONLY
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SECTION A - PAYER INFORMATION

(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) Blooston, Mordkofsky, Dickens, Duffy & Prendergast, LLP		(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) \$1,130.00
(4) STREET ADDRESS LINE NO. 1 2120 L Street, NW, Suite 300		
(5) STREET ADDRESS LINE NO. 2		
(6) CITY Washington	(7) STATE DC	(8) ZIP CODE 20037
(9) DAYTIME TELEPHONE NUMBER (include area code) (202)659-0830	(10) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED		
(11) PAYER (FRN) 0003714193	(12) FCC USE ONLY	

IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C)
COMPLETE SECTION BELOW FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET

(13) APPLICANT NAME Townes Missouri, Inc.		
(14) STREET ADDRESS LINE NO. 1 Highway 82 at 29		
(15) STREET ADDRESS LINE NO. 2 P.O. Box 729		
(16) CITY Lewisville	(17) STATE AR	(18) ZIP CODE 71845
(19) DAYTIME TELEPHONE NUMBER (include area code) (870)921-4224	(20) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED		
(21) APPLICANT (FRN) 0025021536	(22) FCC USE ONLY	

COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET

(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE CDT	(25A) QUANTITY 1
(26A) FEE DUE FOR (PTC) \$1,130.00	(27A) TOTAL FEE \$1,130.00	FCC USE ONLY
(28A) FCC CODE 1		(29A) FCC CODE 2
(23b) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY
(28B) FCC CODE 1		(29B) FCC CODE 2

SECTION D - CERTIFICATION

CERTIFICATION STATEMENT
I, _____, certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief.

SIGNATURE _____ DATE _____

SECTION E - CREDIT CARD PAYMENT INFORMATION

MASTERCARD _____ VISA _____ AMEX _____ DISCOVER _____

ACCOUNT NUMBER _____ EXPIRATION DATE _____

I hereby authorize the FCC to charge my credit card for the service(s) authorization herein described.

SIGNATURE _____ DATE _____