

WC 08-37

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of Columbia

March 12, 2008

STAMP & RETURN

Marlene H. Dortch
Secretary
Federal Communications Commission
445 12th Street, NW
Washington, DC 20554

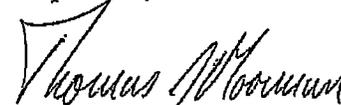
**Re: In the Matter of Yukon-Waltz Telephone Company, Yukon-Waltz
Communications, Inc. and Laurel Highland Total Communications, Inc.
Application for Authorization Pursuant to Section 214 of the
Communications Act, as Amended, for Transfer of Control
WC Docket No. _____**

Dear Ms. Dortch:

On behalf of Yukon-Waltz Telephone Company, Yukon-Waltz Communications, Inc. and Laurel Highland Total Communication, Inc., we attach herewith five copies of the above-referenced Application. The original and five (5) copies of this Application, along with the appropriate FCC Form 159 and application fee of \$965.00, are submitted this date to the Commission's depository agent, U.S. Bank, in St. Louis, Missouri.

Please contact the undersigned should you have any questions or require additional information.

Respectfully submitted,


Thomas J. Moorman

Attachments

**BEFORE THE
FEDERAL COMMUNICATIONS COMMISSION
WASHINGTON, DC 20554**

In the Matter of)
)
Yukon-Waltz Telephone Company,)
Yukon-Waltz Communications, Inc., and)
Laurel Highland Total Communications, Inc.) WC Docket No. _____
)
Application for Authorization Pursuant to)
Section 214 of the Communications Act of 1934,)
as Amended, for Transfer of Control)

APPLICATION FOR TRANSFER OF CONTROL

Yukon-Waltz Telephone Company ("Yukon-Waltz"), Yukon-Waltz Communications, Inc. ("YWCP"), and Laurel Highland Total Communications, Inc. ("Laurel Highland") (collectively the "Applicants"), hereby submit this Application for Authority to Transfer Control of Yukon-Waltz and its wholly-owned subsidiary, YWCI (both of which are Pennsylvania corporations), to Laurel Highland, also a Pennsylvania corporation. This Application is submitted in contemplation of the sale of all of the outstanding capital stock of Yukon-Waltz that, upon Commission approval, will result in transfer of control of Yukon-Waltz (and its wholly-owned subsidiary YWCI) from its current shareholders identified herein to Laurel Highland. Prompt grant of this Application will allow the Applicants to take advantage of increased efficiencies that will be realized from broader-based rural operations while, at the same time, ensuring that the Applicants' respective commitment to high quality, reasonably priced rural telecommunications services in Pennsylvania are advanced. For the reasons stated herein, Applicants respectfully submit that this Application is subject to the Commission's "streamlined" processing rules found in Section 63.03(b)(2) and thus prompt approval can be

accomplished in a manner that raises no competitive concerns that should delay Commission approval of the transaction.

SECTION 63.04(a) INFORMATION

Pursuant to Section 63.04(a) of the Commission's rules, the Applicants provide the following information in support of this requested transfer of control:

(1) Applicants' Name, Address and Telephone Number

Yukon-Waltz and YWCI

Carol Sue Rucker
CEO/Treasurer
Yukon-Waltz Telephone Company
P.O. Box 398
Yukon, Pennsylvania 15698-0398

Telephone: (724) 722-3131
Facsimile: (724) 722-4790

Laurel Highland

James J. Kail
President and CEO
Laurel Highland Total Communications, Inc.
4157 Main Street
P.O. Box 168
Stahlstown, Pennsylvania 15687

Telephone: (724) 593-2411
Facsimile: (724) 593-2423

(2) State of Organization

Yukon-Waltz and YWCI are Pennsylvania corporations.

Laurel Highland is a Pennsylvania corporation

(3) Contact Information

All correspondence, notices and inquiries regarding this Application should be addressed to:

Yukon-Waltz and YWCI

Carol Sue Rocker
CEO/Treasurer
Yukon-Waltz Telephone Company
P.O. Box 398
Yukon, Pennsylvania 15698-0398

Telephone: (724) 722-3131
Facsimile: (724) 722-4790

Laurel Highland

James J. Kail
President and CEO
Laurel Highland Total Communications, Inc.
4157 Main Street
P.O. Box 168
Stahlstown, Pennsylvania 15687

Telephone: (724) 593-2411
Facsimile: (724) 593-2423

Copies of all correspondence, notices, and inquiries should also be addressed to:

Thomas J. Moorman
Woods & Aitken LLP
2154 Wisconsin Avenue, NW, Suite 200
Washington, DC 20007

Telephone: (202) 944-9502
Facsimile: (202) 944-9501

(4) Ten percent (10%) Equity Shareholders:

A. Yukon-Waltz and YWCI

As indicated above, YWCI is a wholly-owned subsidiary of Yukon-Waltz. The shareholders that own Ten Percent (10%) or more of the issued and outstanding stock of Yukon-Waltz are provided below.

<u>Name</u>	<u>Occupation</u>	<u>Citizenship</u>	<u>Percent Ownership</u>
Carol Sue Rocker	Telecommunications	USA	49.6%
Estate of John S. Rocker, Constance J. Rocker Executrix	Telecommunications	USA	49.4%

The address for each of these individuals is: P.O. Box 398, Yukon, Pennsylvania 15698-0398.

B. TRANSFEREE - LHTC

Laurel Highland is a holding company organized under the laws of the State of Pennsylvania and owns two (2) telecommunications carriers operating in the State of Pennsylvania. No shareholder owns Ten Percent (10%) or more of the issued and outstanding stock of Laurel Highland. Operational control of Laurel Highland rests with its Board of Directors and its President and CEO. The individuals comprising the Board of Directors and the President and CEO of Laurel Highland are as follows:

<u>Name</u>	<u>Title</u>	<u>Occupation</u>	<u>Citizenship</u>
Morgan F. Withrow	Chairman of the Board	Retired	USA
Ralph Hunter	Vice Chairman of the Board	Retired	USA
Connie B. Beam	Secretary and Board Member	School Teacher	USA
Paul G. Hauger	Board Member	Retired	USA
John E. Shaffer	Board Member	Retired	USA
James J. Kail	President and CEO	Telecommunications	USA

The address for each of these individuals is: 4157 Main Street, P.O. Box 168, Stahlstown, Pennsylvania 15687.

As noted above, Laurel Highland also owns 100% of the issued and outstanding stock of the following telecommunications carriers:

<u>Name</u>	<u>Type of Carrier</u>	<u>State</u>
Laurel Highland Telephone Company	Incumbent Local Exchange Carrier	Southwestern Pennsylvania
Laurel Highland Long Distance Company	Resale Interexchange Carrier	Southwestern Pennsylvania (predominantly service area of Laurel Highland Telephone Company)

The foregoing reflects all 10% or more derivative equity interests of the Applicants.

(5) Certification Pursuant to Rules 1.2001-1.2003

Applicants hereby certify, pursuant to 47 C.F.R. §§ 1.2001-1.2003, that to the best of their knowledge, information, and belief, no party to the Application is subject to denial of federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862.

(6) Description of the Transaction

Laurel Highland will acquire all of the outstanding capital stock of Yukon-Waltz. Following this acquisition, Yukon-Waltz will be held as a 100% wholly-owned subsidiary of Laurel Highland. Accordingly, upon consummation of the transaction control of Yukon-Waltz will be transferred from the current shareholders of Yukon-Waltz to Laurel Highland.

(7) Geographic Description

Yukon-Waltz is an incumbent local exchange carrier providing local exchange and exchange access service to subscribers in and around the town of Yukon in discrete portions of

Westmoreland County, Pennsylvania. Westmoreland County is located in the southwest portion of Pennsylvania. Yukon-Waltz operates one exchange and has approximately 850 access lines.

YWCI is an interexchange service reseller providing service to subscribers in and around Yukon, Pennsylvania, and in the general area served by Yukon-Waltz.

(8) Streamlined Treatment

The Application is entitled to a presumption of the applicability of the streamlined procedures pursuant to Sections 63.03(b)(2)(ii) and (iii). At the close of the transaction, all of the long distance affiliates of Laurel Highland will have a less than 10% share of the interstate, interexchange market.¹ See 47 C.F.R. § 63.03(b)(2). With respect to Section 63.03(b)(2)(ii), the current telephone company subsidiary of Laurel Highland – Laurel Highland Telephone Company (“LHTC”) -- does not provide competitive telephone exchange services or exchange access services within the service area of Yukon-Waltz. See 47 C.F.R. § 63.03(b)(2)(ii). LHTC provides these services solely within its service area to approximately 5,520 access lines. Moreover, Laurel Highland Long Distance Company (“Laurel Highland – LD”) provides *no* telephone exchange service or exchange access. See *id.* Moreover, the two telephone companies that are involved either directly or indirectly as a result of affiliation with one of the Applicants – Yukon-Waltz and LHTC – have, in combination, fewer than two (2) percent of the nation's subscriber lines installed in the aggregate nationwide, and have no overlapping or adjacent service areas. See 47 C.F.R. § 63.03(b)(2)(iii); see also Exhibit A.² Thus, the presumptive

¹ As noted herein, Laurel Highland is a holding company, which does not itself provide telecommunications services at any location. Thus, the transferee is a non-telecommunications provider. See 47 C.F.R. §63.03(b)(1)(ii).

² When the approximate number of access lines of Yukon and LHTC are added together, that figure – 6370 – is far below the 2% threshold of approximately 3.35 million access lines associated with the nation's approximate 167.5 million access lines estimated by the Federal Communications Commission (“FCC”) as of December 31, 2006. See “Local Telephone Competition: Status as of December 31, 2006” released December, 2007, Table 6; see also FCC News Release, “Federal Communications Commission Releases Data on Local Telephone Competition” (released December 31, 2007).

streamlining of the instant Application is proper under Section 63.03(b)(2) of the Commission's Rules.

(9) Other Related Applications Before the Commission

The Applicants will file for authority to transfer YWCI's authority to provide international global resale service once YWCI's pending application for International Section 214 Authority is granted.³

(10) Statement of Imminent Business Failure

Not applicable.

(11) Separately Filed Waiver Requests

None

(12) Public Interest Statement

Prompt grant of this Application will allow the Applicants to take advantage of increased efficiencies that will be realized from broader-based rural operations while, at the same time, ensuring that the Applicants' respective commitment to high quality, reasonably priced rural telecommunications services in Pennsylvania are advanced. Applicants respectfully submit that this result can be accomplished in a manner that raises no competitive concerns that should delay Commission approval of the transaction. Upon consummation of the transaction, Yukon-Waltz and LHTC will continue to provide high quality, modern local exchange and exchange access

³ On March 5, 2008, YWCI filed with the Commission a request for Special Temporary Authority to continue to provide international resold long distance as well as an application for international global resale authority. As explained in those applications, the need for these filings arose from the discovery of certain compliance issues associated with YWCI's operations that had been brought to the Commission's attention by the Applicants. In addition to the international authorization compliance issues, issues also exist with YWCI's domestic operations (e.g., registration and Section 254(g) certifications) which have likewise been discussed with the Commission staff. Upon consummation of the instant transaction, the Applicants have taken the necessary steps to address compliance with any Commission requirements arising from the resolution of these issues. The Applicants recognize that a grant of this Application and consummation of the underlying transaction will not, in any way, prejudice the resolution of any compliance issue by the Commission.

services to their customers. Likewise, upon consummation of the transaction, YWCI and Laurel Highland - LD will continue to provide resold long distance service to their current respective subscribers. Accordingly, the Applicants respectfully submit that the public interest would be served by a grant of this requested transfer of control.

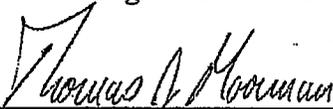
CONCLUSION

For the foregoing reasons, Applicants respectfully request that the Commission promptly grant this Application.

Respectfully Submitted,

**Yukon-Waltz Telephone Company
Yukon-Waltz Communications, Inc.
Laurel Highland Total Communications, Inc.**

By:



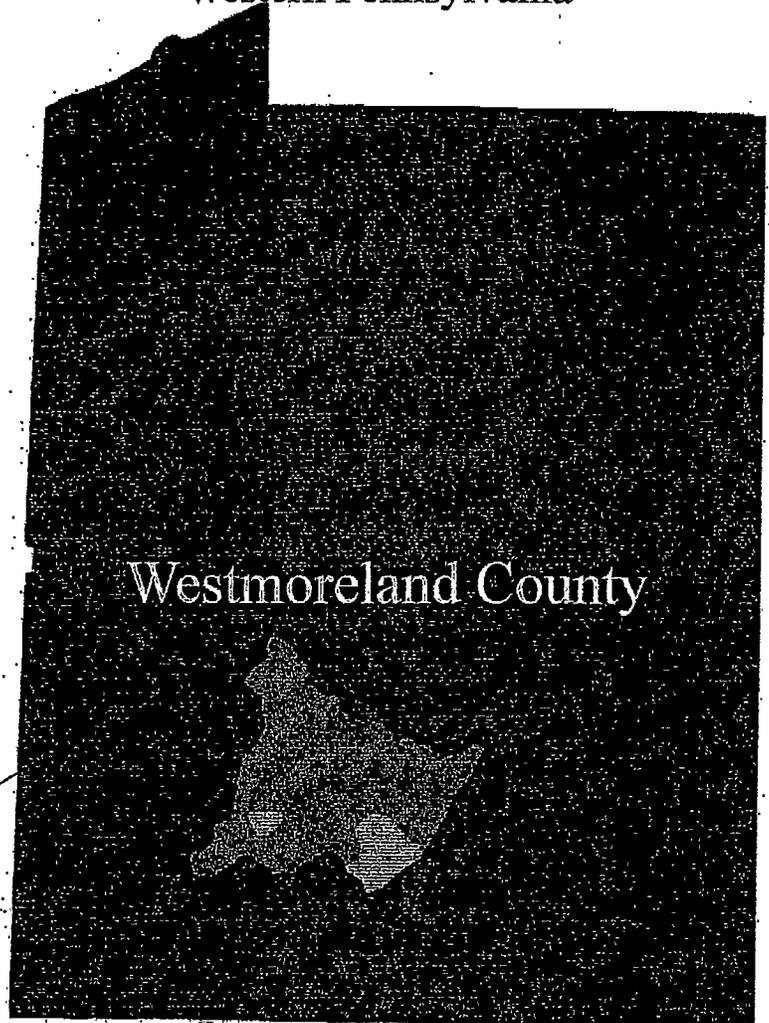
Thomas J. Moorman
Woods & Kitken LLP
2154 Wisconsin Avenue, NW, Suite 200
Washington, DC 20007
202/944-9500 (Tel)
202/944-9501 (Fax)

March 12, 2008

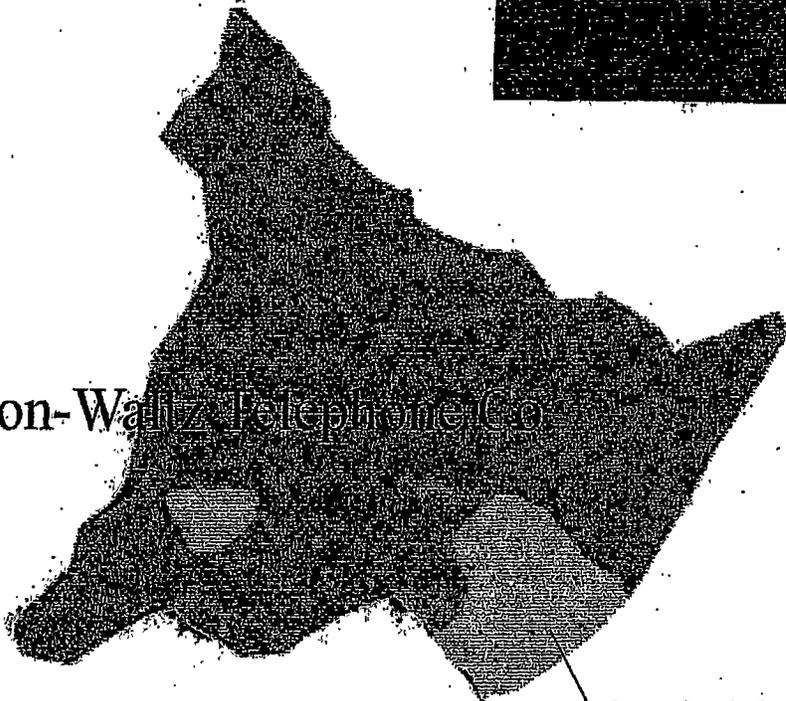
Their Attorney

Exhibit A

Western Pennsylvania



Westmoreland County



Yukon-Walitz Telephone Co.

Laurel Highland Telephone Co.

DECLARATION

I, Carol Sue Rocker, CEO and Treasurer of Yukon-Waltz Telephone Company and Yukon-Waltz Communications, Inc. (the "Companies"), do hereby declare under penalties of perjury that I have read the foregoing Application, and the information contained therein regarding the Companies is true and accurate to the best of my knowledge, information, and belief.



Date: 03 12 08

Carol Sue Rocker
CEO/Treasurer
Yukon-Waltz Telephone Company
Yukon-Waltz Communications, Inc.
P.O. Box 398
Yukon, Pennsylvania 15698-0398

DECLARATION

I, James J. Kail, President and CEO of Laurel Highland Total Communications, Inc. ("LHTC"), do hereby declare under penalties of perjury that I have read the foregoing Application, and the information contained therein regarding LHTC is true and accurate to the best of my knowledge, information, and belief.

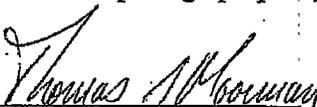

James J. Kail

President and CEO
Laurel Highland Total Communications, Inc.
4157 Main Street
P.O. Box 168
Stahlstown, Pennsylvania 15687

Date: 3/12/08

CERTIFICATE OF SERVICE

I, Thomas J. Moorman, of Woods & Aitken LLP, 2154 Wisconsin Avenue, N.W., Suite 200, Washington, DC 20007, do hereby certify that on this 12th day of March, 2008 of the foregoing "Application for Transfer of Control" was mailed, first class postage prepaid, to the following:


Thomas J. Moorman

The Honorable Edward G. Rendell
Governor of the State of Pennsylvania
225 Main Capitol Building
Harrisburg, Pennsylvania 17120

Pennsylvania Public Utility Commission
Commonwealth Keystone Building
P.O. Box 3265
Harrisburg, Pennsylvania 17105-3265

Department of Defense
c/o
Defense Information Systems Agency
ATTN: DISA/GC (Room 4300)
P.O. Box 4502
Arlington, Virginia 22204-4502

Department of State
EB/CIP/SCA
Room 4826
2201 C Street, N.W.
Washington, DC 20520

* Competition Policy Division
Wireline Competition Bureau
Federal Communications Commission
445 12th Street, S.W.
Washington, D.C. 20554

* Dennis Johnson
Wireline Competition Bureau
Federal Communications Commission
445 12th Street, S.W.
Washington, D.C. 20554

* via hand delivery

READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE
FORM 159

Approved by OMB
3060-0589
Page No. 1 of 2

(1) LOCKBOX # 979091	SPECIAL USE ONLY	
SECTION A - PAYER INFORMATION		
(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) Woods & Aiken LLP	(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) \$ 965.00	
(4) STREET ADDRESS LINE NO. 1 2154 Wisconsin Ave. N.W.		
(5) STREET ADDRESS LINE NO. 2 Suite 200		
(6) CITY Washington	(7) STATE DC	(8) ZIP CODE 20007
(9) DAY TIME TELEPHONE NUMBER (include area code) 202-944-9502	(10) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED		
(11) PAYER (FRN) 0016412827	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 Yukon-Waltz Telephone Company		
(14) STREET ADDRESS LINE NO. 1 P.O. Box 398		
(15) STREET ADDRESS LINE NO. 2		
(16) CITY YUKON	(17) STATE AK	(18) ZIP CODE 15078-0398
(19) DAY TIME TELEPHONE NUMBER (include area code) 724-722-3131	(20) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED		
(21) APPLICANT (FRN) 0004-3259-24	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 COT	(25A) QUANTITY 1
(26A) FEE DUE FOR (PTC) \$ 965.00	(27A) TOTAL FEE \$ 965.00	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, Thomas J. Monahan , 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 Thomas J. Monahan	DATE 3/12/08	
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 _____	

*SEE PUBLIC BURDEN ON REVERSE

FCC FORM 159

JULY 2005