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October 1, 2012

Via Hand-Delivery

Executive Director Earl Taylor
c/o Sharla Dillon
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, Tennessee 37243

filed electronically in docket office
on 10/01/12

Re: *Joint Application of Millington Telephone Company, Inc., MTel Long Distance, Inc., and E. Ritter Communications Holdings, Inc. Regarding Transfer of Control of Millington Telephone Company, Inc. and MTel Long Distance, Inc., Docket No. 12-00117*

Dear Mr. Taylor:

Enclosed please find an original and five (5) copies of the Joint Application of Millington Telephone Company, Inc., MTel Long Distance, Inc., and E. Ritter Communications Holdings, Inc. Regarding Transfer of Control. I also enclose a \$25 filing fee check. This document also has been filed by way of email sent today to the Tennessee Regulatory Authority Docket Manager, Sharla Dillon.

Please stamp a copy of these data responses as "filed" and return it to me by way of our courier.

Should you have any questions concerning any of the enclosed, please do not hesitate to contact me.

With kindest regards, I remain

Very truly yours,



R. Dale Grimes

RDG:cdk

Enclosures

Executive Director Earl Taylor

October 1, 2012

Page 2

cc: Mr. David Foster, Chief of Utilities Division
Mr. Jerry Kettles, Chief of Economic Analysis & Policy Division
Mr. Mike Chesney
Mr. Daniel B. Hatzenbuehler

11194473.1

**BEFORE THE TENNESSEE REGULATORY AUTHORITY
NASHVILLE, TENNESSEE**

In re:)	
)	
Joint Application of Millington Telephone)	
Company, Inc., MTel Long Distance, Inc., and)	Docket No. 12- _____
E. Ritter Communications Holdings, Inc.)	
Regarding Transfer of Control of Millington)	
Telephone Company, Inc. and MTel Long)	
Distance, Inc.)	

**JOINT APPLICATION OF MILLINGTON TELEPHONE COMPANY, INC.,
MTel LONG DISTANCE, INC. AND E. RITTER COMMUNICATIONS
HOLDINGS, INC. REGARDING TRANSFERS OF CONTROL**

Millington Telephone Company, Inc. ("Millington Telephone") and MTel Long Distance, Inc., a wholly-owned subsidiary of Millington Telephone ("MTel", and with Millington Telephone, "Millington"), certificated to provide telecommunications services in the State of Tennessee, and E. Ritter Communications Holdings, Inc., an Arkansas corporation ("Buyer") (jointly, the "Applicants") respectfully request that the Tennessee Regulatory Authority (the "Authority"), pursuant to Tenn. Code Ann. §§ 65-4-112 and 65-4-113, approve Buyer's acquisition of all of the issued and outstanding common stock of Millington and the corresponding transfer of control of Millington Telephone and MTel from their current equity holders to Buyer (the "Transaction"). The Applicants also seek approval of any other related transactions or other such relief as may be necessary or appropriate to fully consummate the Transaction. Finally, the Applicants respectfully request that the Authority approve this Joint Application in an expedited timeframe, to allow the Applicants to timely consummate the Transaction no later than December 31, 2012.

I. INTRODUCTION

1. Millington and Buyer entered into a Stock Purchase Agreement as of September 20, 2012. A copy of the Stock Purchase Agreement is being filed under seal as Exhibit 1.¹ Millington Telephone is an independent, privately-owned telecommunications company operating out of Millington, Tennessee, that provides local telephone, Internet and alarm services to several rural exchanges in West Tennessee. MTel is a wholly-owned subsidiary of Millington Telephone. MTel provides long-distance service to customers of Millington Telephone who choose MTel as their long-distance provider. Under the terms of the Stock Purchase Agreement, Buyer will acquire all of the outstanding shares of Millington Telephone and its wholly-owned subsidiary, MTel.

2. In connection with this Transaction, the Applicants respectfully request that the Authority approve the acquisition of Millington by Buyer and the simultaneous transfer of control of Millington to Buyer.

3. As explained in detail below, the Transaction is in the public interest and is in full compliance with applicable law. Buyer is committed to Millington's customers, community, and employees. As such, after the close of the Transaction, the main operations of Millington will continue to be conducted out of its office in Millington, Tennessee. Buyer plans to continue employing Millington's current experienced and dedicated workforce immediately following the Transaction, all of whom have extensive knowledge of local operations and markets and all of whom have experience serving the needs of the local community and customers. Buyer also intends to continue Millington's investments in broadband and advanced services, which are

¹ The Stock Purchase Agreement constitutes commercially sensitive and competitively significant information that is not otherwise released to the public. Unrestricted availability of this information would provide competitors with knowledge that would be otherwise unavailable and could place Applicants at a competitive disadvantage. Confidential treatment of the Stock Purchase Agreement is therefore required to avoid commercial and competitive injury.

critical to the economic vitality of the rural communities, businesses, and residents Millington serves. Millington Telephone and MTel will continue as certificated carriers in Tennessee and will continue to have the requisite managerial, technical and financial capability to provide services to its local and long-distance customers. Immediately upon the completion of the Transaction, end user customers will continue to receive the same services at the same rates, terms and conditions as immediately prior to the Transaction; as such, the Transaction will be transparent to the customers. Any subsequent service or price changes will be made in accordance with applicable laws and regulations.

4. The Transaction also provides Millington with access to a larger management team that has substantial experience providing today's communications technologies to customers while ensuring that excellent customer service remains a top priority. Buyer will appoint a general manager who will be based in Millington after the sale. In addition, Buyer will utilize the experience and skills of Millington's current management team in Millington as well as providing support from Buyer's management resources in Jonesboro, Arkansas. Buyer can also provide advanced business products and services to West Tennessee that it currently offers in the Northeast Arkansas area. Buyer has a Wholesale Transport Division that focuses on products and services for other carriers and has a history of partnering with other independent providers in Arkansas to provide more efficient broadband and voice services. Buyer has operated independent rural local exchange carriers ("RLECs") since 1906 and remains a family-owned, local company that is committed to its customers, community and employees and will bring the same approach to Millington. Buyer is currently, and has been for many years, an active corporate citizen in the communities it serves in Arkansas and sees community involvement and support as essential elements of the way in which it conducts business generally

and will conduct business through Millington following the closing of the Transaction.

II. THE PARTIES

5. Millington Telephone is a corporation organized and existing under the laws of the State of Tennessee, with its principal office located at 4880 Navy Road, Millington, Tennessee 38053-2031. Millington Telephone is a public utility, as defined by Tenn. Code Ann. § 65-4-101, and offers communications services to residential consumers and businesses, including local telephone, internet services, and alarm services. Millington Telephone has incumbent local exchange carrier (“ILEC”) operations in Tipton, Shelby, Haywood and Fayette counties in Tennessee, with over 18,000 access lines. Millington Telephone serves six exchanges located in Munford, Drummonds, Shelby Forest, Rosemark, Mason, and Stanton, Tennessee. Millington has approximately 114 employees, all of whom are committed to providing advanced communications products and the highest quality customer service to the communities that Millington serves. The Transaction will not change how Millington Telephone is regulated by the Authority immediately following the closing.

6. MTel is a limited liability company organized and existing under the laws of the State of Tennessee, with its principal office located at 4880 Navy Road, Millington, Tennessee 38053-2031. MTel provides long-distance service to Millington Telephone’s customers who select MTel as their long-distance provider. As a wholly-owned subsidiary of Millington Telephone, MTel utilizes Millington Telephone’s billing and customer service functions, shares management personnel and occupies the same office space. Accordingly, MTel’s customers receive a single bill that includes charges for both entities, and customers contact the same business and customer service lines for either company.

7. Buyer is a corporation organized and existing under the laws of the State of

Arkansas, with its principal office located at 2400 Ritter Drive, Jonesboro, Arkansas, 72401. Buyer is a wholly-owned subsidiary of E. Ritter & Company, a fifth-generation family business formed in 1886 which has owned and operated rural telecommunications companies since 1906. Today, Buyer owns and operates two RLECs in Northeast and Central Arkansas; a facilities-based competitive exchange carrier ("CLEC") and fiber network in Jonesboro, Arkansas serving primarily small and medium-sized businesses; cable television systems in a six-county area of Northeast Arkansas, one county in Southeast Missouri and a three-county area in Central Arkansas; and is in the process of developing a fiber network consortium extending across Northern Arkansas.

8. Communications and correspondence for the proceeding herein should be sent to the following individuals:

FOR MILLINGTON TELEPHONE AND MTEL:

R. Dale Grimes, Esq.
Bass, Berry & Sims PLC
150 Third Ave. South, Suite 2800
Nashville, Tennessee 37201
Telephone: 615-742-6200
dgrimes@bassberry.com

Mike Chesney
General Manager
P.O. Box 429
Millington TN 38083-0429
Telephone: 865-805-4784
Mchesney1230@aol.com

FOR BUYER:

R. Dale Grimes, Esq.
Bass, Berry & Sims PLC
150 Third Ave. South, Suite 2800
Nashville, Tennessee 37201
Telephone: 615-742-6200
dgrimes@bassberry.com

John D. Strode, Jr.
VP, External Affairs
2400 Ritter Drive
Jonesboro, AR 72401
Telephone: 870-336-2345
jstrode@rittermail.com

III. STANDARD OF REVIEW

9. Tenn. Code Ann. §§ 65-4-112 and 65-4-113 grant the Authority the ability to approve mergers, consolidation of utility property or franchises, as well as transfers of authority

to provide utility services in Tennessee. In approving this Transaction, the Authority must consider whether Buyer is suitable and financially capable to oversee the utility services being transferred, and whether Millington will continue to provide such service in an efficient manner to the benefit of the consuming public. Applicants respectfully submit that the Transaction and corresponding transfer of control is in the public interest for the reasons set forth herein.

IV. THE TRANSACTION

10. The Stock Purchase Agreement calls for Buyer to purchase 100% of the outstanding shares of Millington. The Transaction is expected to close on or before December 31, 2012. Upon closing, a General Manager appointed by Buyer will assume day-to-day operational responsibilities and will ensure no service disruption or degradation to Millington's residential and business customers. Buyer will review opportunities to upgrade current products and services and provide new products and services to Millington customers. The current operating environment for independent telecom providers is changing rapidly as broadband services are emphasized over traditional voice services. As such, Buyer will review processes to find opportunities for improvement in the way Millington serves its customers. In addition, Buyer will seek additional interconnection opportunities as it reviews possible new services.

11. Pre-Transaction, Millington has approximately \$14.1 million in total USDA debt and \$26.4 million in shareholders' equity. Post-Transaction, Millington will only have about \$1 million in USDA debt, all of which is related to Millington's \$3.8 million stimulus-backed loan and grant to fund broadband expansion in the Stanton and Mason areas of Millington's service area (the "RUS Stimulus Grant"). The Transaction will significantly improve Millington's financial strength and stability by providing access to additional capital resources to adapt in a highly competitive market.

12. Buyer will become the parent of Millington. Buyer will also be the borrower of the acquisition debt, which is expected to be approximately 70% of the acquisition price and has been arranged through CoBank, ACB with the balance being a cash contribution by the Buyer from existing cash reserves of the Buyer. The acquisition debt will be secured by the stock of the subsidiaries of the Buyer including Millington Telephone's stock. Additionally, Buyer's subsidiaries, including Millington, will sign negative pledges that they will not guarantee debt or pledge its assets to anyone other than Buyer's lender, notwithstanding the existing pledge related the RUS Stimulus Grant. The acquisition debt is not otherwise secured with any specific assets of Buyer or any of its subsidiaries, including Millington. However, as previously mentioned, the operating assets of Millington will continue to be pledged to RUS to secure the RUS Stimulus Grant.

13. On or before October 1, 2012, the Applicants will file a Joint Application for Grant of Authority with the Federal Communication Commission, pursuant to § 214 of the Communications Act of 1934², as amended, and §§ 63.04 and 63.24 of the Federal Communication Commission Rules, to complete a transfer of control of licenses to Buyer.

V. BUYER HAS THE REQUISITE FINANCIAL, MANAGERIAL AND TECHNICAL QUALIFICATIONS

14. Daniel B. Hatzenbuehler is currently Chairman and CEO of E. Ritter & Company, a position which he has held since 2000. He has served on the board of directors of the Company for over 30 years. Prior to joining the Company in 1998, he was a partner with the law firm of Baker Donelson Bearman Caldwell & Berkowitz, concentrating in corporate, securities and health care law. He is married to one of the fourth generation shareholders of E. Ritter & Company. Mr. Hatzenbuehler joined E. Ritter & Company in 1998 as Vice Chairman

² See 47 U.S.C. § 214; 47 C.F.R. § 63.04.

of the Board of Directors and also the Chairman of the Buyer, a position which he has held with Buyer since then. He has also been very active in the Organization for the Promotion and Advancement of Small Telecommunications Companies ("OPASTCO"), where he currently serves on the Finance and Bylaws Committees and the Board of Directors of the Foundation for Rural Education and Development, an organization of which he is also a past president.

15. Charles R. Dickinson, Jr. joined E. Ritter & Company in 2011 as President as a part of a succession plan established by the board of directors in 2010. It is anticipated that in 2013, Mr. Dickinson will become the CEO of the Company and Mr. Hatzenbuehler will remain as Chairman of the Board. Prior to joining the Company, Mr. Dickinson held several positions with Anderson-Tully Company, a timber management and hardwood lumber company, serving as President since 2003. He was employed with Ernst & Young for 14 years before joining Anderson-Tully. Mr. Dickinson was recruited to the Company because of his depth of management and executive experience. Both Mr. Dickinson and Mr. Hatzenbuehler will remain active in the executive leadership of the Buyer following the acquisition.

16. David A. Adams is the Chief Operations Officer for Buyer, with operating responsibility for its residential, business and wholesale services. Before assuming his current role in January of 2012, Mr. Adams served as Vice President of the Northeast Arkansas Division of Buyer. He was responsible for all residential and small business services to 35 rural communities, providing cable TV, internet access and local and long distance telephone service to over 18,000 subscribers. Mr. Adams joined E. Ritter and Company initially as the Director of Human Resources, serving for three years in that capacity.

17. Jody W. Craft is the Chief Technology Officer for Buyer and is responsible for its overall technical vision and leadership of all Engineering, Network Operations, and Software

Development activities. Prior to joining Buyer, Mr. Craft held senior executive positions at Deutsche Telekom, 360networks, Telia, and AGIS. During his 20 year career since his service in the United States Air Force, he has had extensive experience in regional, national, and international production of telecom services.

18. Gregory W. Smith has served as Chief Financial and Business Intelligence Officer of Buyer since July of 2011 and is responsible for financial and operational intelligence, billing and marketing. Prior to his present role, Mr. Smith served as Vice President of Business Development and was responsible for mergers and acquisitions and new revenue opportunities like tower backhaul and dark fiber. Before joining Buyer in 2009, he served as Chief Financial Officer for a small healthcare company and a private equity firm. Prior to that, Mr. Smith served in Controller roles for public and venture backed software companies in Atlanta. Mr. Smith began his career in public accounting with Ernst & Young in Memphis, Tennessee.

19. John D. Strobe has served as Vice President-External Affairs for Buyer since January 2005. In that position, he is responsible for relations with, and advocacy before, all governmental agencies/entities, contract negotiation and administration and compliance with all regulations and franchise requirements for all of Buyer's operations. He has worked in utility-related matters since 1979, first as a member of the Staff of the Arkansas Public Service Commission and, since December 1995, as an executive at Buyer. Mr. Strobe was the President of E. Ritter Telephone Company from December 1995 to January 2005.

20. William F. Harrison joined E. Ritter & Company as Chief Financial Officer in 2009. His role includes strategic planning with the business unit managers, managing the balance sheets of E. Ritter & Company and subsidiaries, and reporting the progress of the business to the Company's board of directors and shareholders. He was a partner at SSM

Partners, a Memphis-based private equity and family business advisory group, is a CPA and also holds an MBA from Harvard Business School.

21. Buyer, through its subsidiaries, currently provides voice telephone services to about 11,500 separate customers and about 12,750 access lines. Through its subsidiaries, Buyer also provides high-speed internet service to approximately 13,000 subscribers and video service to about 13,500 customers.

22. Buyer's operations generate consistent cash flow which can be reinvested in the business and used to pay down the acquisition indebtedness. Buyer has annual December 31 audits performed by KPMG, LLP and is filing its December 31, 2011 and 2010 audited financial statements for documentation of financial qualifications as Exhibit 2, under seal.

23. For all the reasons stated herein, Buyer has the requisite financial, managerial and technical capabilities to ensure a seamless transition in the provision of telecommunications services.

VI. THE PROPOSED TRANSACTION WILL BENEFIT THE PUBLIC AND WILL ENSURE THAT THE UTILITY SERVICES BEING TRANSFERRED ARE PROVIDED EFFICIENTLY

24. The proposed Transaction is in the public interest. Since its beginning in 1928, Millington Telephone has served the public interest by providing excellent services in the local service areas in Tennessee in which it operates. Today, Millington has approximately 18,000 access lines in the four counties in West Tennessee which it serves. Buyer also has an extensive history of providing excellent services in the local service areas in Arkansas in which it operates. Buyer's management has considerable expertise in provisioning high-quality, advanced telecommunications service, and plans to further increase product choice and customer service satisfaction.

25. Similarly, the acquisition of MTel by Buyer will also serve the public interest. MTel's customers are already customers of Millington Telephone, which has over seventy-five years of experience servicing customers in that area. MTel's customers, as well as all of Millington's customers, will continue to have the option to select any long-distance provider they choose post-merger. Further, as noted above, customers will experience no disruption in service because MTel already utilizes Millington Telephone's billing services and shares management personnel, office space, business telephone lines and customer service functions with Millington Telephone. Accordingly, customers will continue to receive the same dependable and high-quality service from Millington Telephone that they currently receive from MTel at the same rates and on the same terms and conditions.

26. Buyer plans to offer an expanded menu of advanced business products similar to the current product set it presently offers in Arkansas. Buyer also plans on increasing the broadband speeds for residential and business customers offered by Millington Telephone as soon as reasonably possible. In addition, Buyer will continue to provide the high quality service that Millington offered before the transaction at the same prices and under the same terms and conditions. Buyer will continue Millington's significant \$3.8 million RUS stimulus-backed broadband expansion in the Stanton and Mason areas of Millington's service area.

27. The communications industry has been and is expected in the future to be the subject of rapid and fundamental changes in technology, customer preferences, and the competitive landscape. Rapid changes in technology and customer preferences require equally rapid responses and execution strategies by telecommunications carriers. To respond rapidly and succeed most effectively in this competitive market environment, carriers must have a strategic focus on providing products and services that differentiate them in the market, and they need an

adequate financial basis upon which to grow. As explained herein, the Transaction will allow Millington to have an even stronger financial basis and a stable, experienced management team which will enhance Millington Telephone's ability to increase its business services and to rapidly respond to customer preferences in providing a full portfolio of quality, advanced communications services that will differentiate the company in the markets it serves.

28. Additionally, with its distinctive expertise in serving smaller, rural areas, Millington will continue to deliver these services to areas that are often underserved by the larger communications companies. Buyer believes the effect of this Transaction will result in creating many positive synergies for both Millington Telephone and the Buyer. By affiliating with Buyer, which has substantial experience serving rural telecommunications markets, Millington is assured of having adequate access to capital and the collective knowledge of its local customers' preferences to deliver innovations in technology and product offerings to the rural and smaller markets. Customers will benefit from increased access to those offerings, and the post-Transaction Millington will benefit from retaining and attracting customers whose needs are satisfied by its offerings, service quality and customer care. The Transaction will allow Millington to have access to the resources of Buyer, with the single focus of delivering a full portfolio of services to residential and business customers that meet the targeted needs of the local customers in rural and smaller markets. The Transaction will also enable Buyer and Millington to improve their buying power for equipment, goods and services and to realize network synergies such as: a) gaining additional, redundant transport routes for ever-growing data traffic, b) being able to consolidate long distance and internet-based traffic; c) sharing multiple switching platforms; and d) a greater distributed infrastructure including construction, engineering, network design and installation and repair capabilities which can aid in disaster

recovery situations.

29. As structured, the Transaction and the resulting organizational structure is intended to create strengthened financial stability and stream-lined operations for Millington's customers. Thus, the transaction offers the financial strength and flexibility to Millington to continue providing outstanding service and enhanced offerings to residential and business customers. These attributes help ensure that Millington will have the fiscal stability and access to capital necessary to continue to provide reliable services in the increasingly competitive telecommunications marketplace.

30. Ensuring the continuation of high quality service and customer experience pre- and post-acquisition is vitally important. Millington and Buyer understand that continuing to meet customer needs is Millington's top priority. Further, the Transaction will not change Millington or Buyer's incentives for continuing to do so. Accordingly, immediately following consummation of the Transaction, Millington Telephone will offer the same full range of products and services that it offered immediately prior to the Transaction, at the same prices, under the same terms and conditions, and in a manner that will be transparent to Millington's customers since there will be no change in company names or corporate logos until Buyer has had the opportunity to receive input from the community, customers and employees on corporate branding.

31. Buyer believes it is very important to immediately have local management at Millington focused on day-to-day operations and providing leadership to Millington's experienced and dedicated employees to ensure that excellent service to customers continues. Therefore, upon closing, Buyer intends to have a full time General Manager on site. In addition, there will be members of Buyer's leadership team who will be spending significant amounts of

time at Millington to provide support to the current Millington management team. Millington's customer service and other operations will remain in Millington after the sale. Buyer feels strongly that a local customer service presence is critical to its business strategy as reflected in its "Right by You" tagline.

32. Following the Transaction, Buyer will continue its and Millington's tradition of support to local charities, schools, festivals, chamber activities and local economic development initiatives that strengthen the communities and local economies which both Buyer and Millington currently serve. Like Millington, Buyer and its employees also have a long tradition of support of, and participation in, a variety of charitable, educational and community-oriented events in the communities they serve in Northeast and North Central Arkansas. Both through corporate financial support and employee involvement, Buyer views positive community involvement as an essential element of being "Right by You."

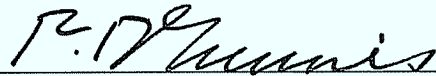
33. Upon completion of the Transaction, the Authority will retain the same regulatory authority over Millington as it now possesses, and Millington will provide local exchange and long distance service subject to the same rules, regulations and applicable tariffs. Millington will remain subject to existing rate regulation, service quality obligations, standards and tariffs, as modified pursuant to any future Authority or legislative decisions. The terms and prices for existing wholesale services under Millington's access tariffs will be unchanged immediately after closing of the Transaction. Moreover, this Transaction will have no impact on the terms of any existing interconnection agreements or Millington's obligations under state and federal laws regarding interconnection.

WHEREFORE, based on the foregoing, the Applicants respectfully request pursuant to Tenn. Code Ann. §§ 65-4-112 and -113, and any other applicable statutes, that the Authority: (1)

approve the acquisition of Millington by Buyer; (2) approve the transfer of control of Millington Telephone and MTel as described herein; (3) grant other such relief as may be necessary, reasonable and consistent with the foregoing; and (4) grant any approval found to be necessary in an expedited manner.

DATED this 1st day of October, 2012.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "R. Dale Grimes", is written over a horizontal line.

R. Dale Grimes (#006223)
C. David Killion (#026412)
BASS, BERRY & SIMS PLC
150 Third Avenue South, Suite 2800
Nashville, TN 37201
(615) 742-6200

Attorneys for Applicants

Exhibit 1

Stock Purchase Agreement

(Filed Under Seal)

Exhibit 2

2010 and 2011 Audited Financial Statements

(Filed Under Seal)

**BEFORE THE TENNESSEE REGULATORY AUTHORITY
NASHVILLE, TENNESSEE**

In re:)
)
Joint Application of Millington Telephone)
Company, Inc., MTel Long Distance, Inc., and) Docket No. 12-_____
E. Ritter Communications Holdings, Inc.)
Regarding Transfer of Control of Millington)
Telephone Company and MTel Long)
Distance, Inc.)

VERIFICATION

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Mike Chesney, being duly sworn, deposes and says:

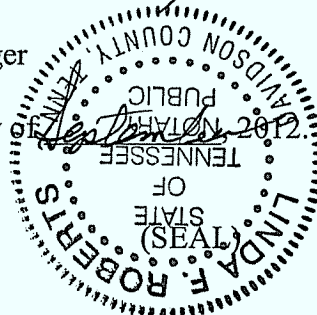
1. I am the General Manager of Millington Telephone Company, Inc. and am authorized to make this Verification on behalf of Millington Telephone Company, Inc.
2. I have read the contents of the foregoing Joint Application of Millington Telephone Company, Inc., MTel Long Distance, Inc., and E. Ritter Communications Holdings, Inc., regarding Transfer of Control and hereby verify that the statements therein contained, insofar as they relate to Millington Telephone Company, are true and accurate to the best of my knowledge, information and belief.

MILLINGTON TELEPHONE COMPANY, INC.

By: Mike Chesney
Its: General Manager

Sworn to and subscribed before me this 27th day of September, 2012.

Linda F. Roberts
Notary Public
My Commission Expires: 3-3-2014



**BEFORE THE TENNESSEE REGULATORY AUTHORITY
NASHVILLE, TENNESSEE**

In re:

Joint Application of Millington Telephone
Company, Inc., MTel Long Distance, Inc., and
E. Ritter Communications Holdings, Inc.
Regarding Transfer of Control of Millington
Telephone Company and MTel Long
Distance, Inc.

Docket No. 12-_____

VERIFICATION

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

MIKE CHESNEY, being duly sworn, deposes and says:

1. I am the General Manager of MTel Long Distance, Inc. and am authorized to make this Verification on behalf of MTel Long Distance, Inc.

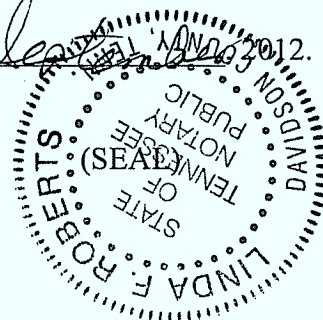
2. I have read the contents of the foregoing Joint Application of Millington Telephone Company, Inc., MTel Long Distance, Inc., and E. Ritter Communications Holdings, Inc., regarding Transfers of Control and hereby verify that the statements therein contained, insofar as they relate to MTel Long Distance, Inc. are true and accurate to the best of my knowledge, information and belief.

MTTEL LONG DISTANCE, INC.

Mike Chesney
By: Mike Chesney
Its: General Manager

Sworn to and subscribed before me this 27th day of September, 2012.

Linda F. Roberts
Notary Public
My Commission Expires: 3-3-2014



**BEFORE THE TENNESSEE REGULATORY AUTHORITY
NASHVILLE, TENNESSEE**

In re:)
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Joint Application of Millington Telephone)
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E. Ritter Communications Holdings, Inc.)
Regarding Transfer of Control of Millington)
Telephone Company and MTel Long)
Distance, Inc.)

VERIFICATION

STATE OF TENNESSEE)
)
COUNTY OF DAVIDSON)

Daniel B. Hatzenbuehler, being duly sworn, deposes and says:

1. I am the Chairman of E. Ritter Communications Holdings, Inc., and am authorized to make this Verification on behalf of E. Ritter Communications Holdings, Inc.

2. I have read the contents of the foregoing Joint Application of Millington Telephone Company, Inc., MTel Long Distance, Inc., and E. Ritter Communications Holdings, Inc., regarding Transfers of Control and hereby verify that the statements therein contained, insofar as they relate to E. Ritter Communications Holdings, Inc. are true and accurate to the best of my knowledge, information and belief.

E. RITTER COMMUNICATIONS HOLDINGS, INC.

Daniel B. Hatzenbuehler
By: Daniel B. Hatzenbuehler
Its: Chairman

Sworn to and subscribed before me this 27th day of September, 2012.
Linda F. Roberts
Notary Public
My Commission Expires: 3-3-2014

