

BASS

BERRY • SIMS^{PLC}

150 Third Avenue South, Suite 2800
Nashville, TN 37201
(615) 742-6200

David Killion
PHONE: (615) 742-7718
FAX: (615) 742-0414
E-MAIL: dkillion@bassberry.com

October 24, 2012

VIA HAND DELIVERY

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

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 Millington Telephone Company, Inc., MTel Long Distance, Inc., and E. Ritter Communications Holdings, Inc.'s Responses to the TRA's First Set of Data Requests. 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 this matter, please do not hesitate to contact me at the email address or telephone number listed above.

Sincerely,



David Killion

Enclosures

Cc: Jerry Kettles (w/enclosure)

11273328.1

MILLINGTON TELEPHONE COMPANY, INC., MTEL LONG DISTANCE, INC., and E.
RITTER COMMUNICATIONS HOLDINGS, INC.
Docket No. 12-00117

Tennessee Regulatory Authority Staff Data Request No. 1

Question:

1. Provide an update on the FCC Section 214 application discussed in the *Joint Application*.

Response:

The Applicants filed two applications with the FCC's Wireline Competition Bureau on October 2, 2012, for approval of the transfer of control of the Applicants' Domestic Section 214 authorizations. One application was for the transfer of control of Millington Telephone Company, Inc.'s domestic Section 214 authorization to E. Ritter Communications Holdings, Inc. ("Ritter"), and the second was for the transfer of control of MTel Long Distance, Inc.'s domestic 214 authorization to Ritter. The filings have been assigned one docket number, WC 12-284. The FCC issued a Public Notice regarding the applications on October 12, 2011 (attached hereto as **Exhibit No. 1**), and established a streamlined pleading cycle for processing. Interested parties may file comments to the applications on or before October 26, 2012, and reply comments are due on or before November 2, 2012. Unless otherwise notified by the Commission, the Applicants may transfer control on the 31st day after the date of the Public Notice, or on November 12, 2012.

On October 2, 2012, MTel Long Distance, Inc. also electronically filed an application with the FCC's International Bureau for approval of the transfer of control of its international Section 214 authorization to Ritter. On October 12, 2012, the FCC issued a Public Notice (attached hereto as **Exhibit No. 2**) for MTel Long Distance, Inc.'s application for approval of the transfer of control of its International Section 214 authorization to Ritter. Pursuant to the Public Notice

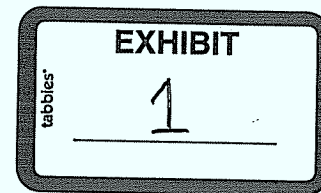
and Section 63.12 of the Commission's rules, the application will be granted 14 days after the date of the Public Notice (on October 27, 2012), unless the Commission has informed the Applicant otherwise in writing, within 14 days after the date of the Public Notice. It is anticipated that the Public Notice regarding the approval will be issued on November 1, 2012.



PUBLIC NOTICE

Federal Communications Commission
445 12th St., S.W.
Washington, D.C. 20554

News Media Information 202 / 418-0500
Internet: <http://www.fcc.gov>
TTY: 1-888-835-5322



DA 12-1631
Released: October 12, 2012

**DOMESTIC SECTION 214 APPLICATION FILED FOR THE TRANSFER OF CONTROL OF
MILLINGTON TELEPHONE COMPANY, INC. AND MTEL LONG DISTANCE, INC.
TO E. RITTER COMMUNICATIONS HOLDINGS, INC.**

STREAMLINED PLEADING CYCLE ESTABLISHED

WC Docket No. 12-284

Comments Due: October 26, 2012
Reply Comments Due: November 2, 2012

On October 2, 2012, Millington Telephone Company, Inc. (Millington), MTel Long Distance, Inc. (MTel) (together, the Licensees) and E. Ritter Communications Holdings, Inc. (Ritter) (all together, Applicants) filed an application pursuant to section 63.03 of the Commission's rules¹ to transfer control of Licensees to Ritter.

Millington, an incumbent independent local exchange carrier, provides voice telephone service and broadband Internet access in seven exchanges in western Tennessee. MTel, a Tennessee corporation, is a wholly owned, direct subsidiary of Millington that provides long distance telephone services in Millington's service area to customers of Millington. No person or entity owns or controls a majority interest in Millington.²

Ritter, an Arkansas corporation, is a wholly owned subsidiary of E. Ritter & Company (ERC), also an Arkansas corporation. Ritter is a holding company whose operating subsidiaries provide telecommunications services in Arkansas and cable television and IP-based telephone services service in Arkansas and Missouri. Ritter has two incumbent independent local exchange company (LEC) subsidiaries, E. Ritter Telephone Company (ERTC) and Tri-County Telephone Company (Tri-County), which provide circuit switched local and long distance telephone services and broadband internet access

¹ 47 C.F.R § 63.03; *see* 47 U.S.C. § 214. Applicants also filed applications for transfer of control associated with authorizations for international services and radio license KIW854. Any action on this domestic section 214 application is without prejudice to Commission action on other related, pending applications.

² The Applicants state at the time that this application is being filed, the Estate of William S. Howard, Sr. (the Estate), a U.S. citizen, holds a 40.80% ownership interest in Millington. Prior to the consummation of the proposed transaction, the Estate will distribute its ownership interest to (1) Mr. Howard's children, Charlotte Howard Barry, William Stuart Howard, Jr., Holly Howard Starnes and Laura Howard Rosas, who each currently hold 10.64% of Millington, and certain grandchildren or trusts created for their benefit, none of whom currently own or control more than 10%. Applicants state that no other person or entity currently owns or controls more than 10% of Millington and therefore the distribution of the Estate will be *pro forma* and will not result in a transfer of control of Licensees.

services to residential and business subscribers. Tri-County also provides cable television services in its service areas. Ritter provides cable television and IP-based telephone services outside of its incumbent local telephone services areas through E. Ritter Communications, Inc., a competitive LEC serving primarily business customers in Jonesboro, Arkansas. The following U.S. citizens and entity hold, and upon completion of the proposed transaction will continue to hold, a ten percent or greater direct interest in E. Ritter Communications Holdings, Inc.: E. Ritter & Company (ERC) (100 percent); Jane Ritter Clawson (13.99 percent directly in ERC and indirectly in Ritter)³ and Ann Ritter Johnston (19.60 percent directly in ERC and indirectly in Ritter). Applicants state that the service territories of Licensees and the Ritter operating companies are not physically adjacent and do not overlap.

Pursuant to a Stock Purchase Agreement, by and among Ritter and the owners of Millington, Ritter will acquire all of the outstanding stock in Millington for cash. As a result, Millington will become a wholly-owned direct subsidiary of Ritter. MTel will remain a direct subsidiary of Millington, and therefore, will become an indirect subsidiary of Ritter. Applicants assert that the proposed transaction is entitled to presumptive streamlined treatment under section 63.03(b)(2)(iii) of the Commission's rules and that a grant of the application will serve the public interest, convenience, and necessity.⁴

Domestic Section 214 Application Filed for the Transfer of Control of Millington Telephone Company, Inc. and MTel Long Distance, Inc. to E. Ritter Communications Holdings, Inc., WC Docket No. 12-284 (filed Oct. 2, 2012).

GENERAL INFORMATION

The transfer of control identified herein has been found, upon initial review, to be acceptable for filing as a streamlined application. The Commission reserves the right to return any transfer application if, upon further examination, it is determined to be defective and not in conformance with the Commission's rules and policies. Pursuant to section 63.03(a) of the Commission's rules, 47 CFR § 63.03(a), interested parties may file comments **on or before October 26, 2012**, and reply comments **on or before November 2, 2012**. Unless otherwise notified by the Commission, the Applicants may transfer control on the 31st day after the date of this notice.⁵ Comments should be filed using the Commission's Electronic Comment Filing System (ECFS). *See Electronic Filing of Documents in Rulemaking Proceedings*, 63 FR 24121 (1998).

- Electronic Filers: Comments may be filed electronically using the Internet by accessing the ECFS: <http://fjallfoss.fcc.gov/ecfs2/>.

In addition, e-mail one copy of each pleading to each of the following:

- 1) The Commission's duplicating contractor, Best Copy and Printing, Inc., fcc@bcpiweb.com; phone: (202) 488-5300; fax: (202) 488-5563;
- 2) Tracey Wilson, Competition Policy Division, Wireline Competition Bureau, tracey.wilson@fcc.gov;
- 3) Dennis Johnson, Competition Policy Division, Wireline Competition Bureau, dennis.johnson@fcc.gov;

³ Ms. Clawson is also a co-Trustee of the Charles and Jane Clawson Trust 0901, which directly holds a 5.7% interest in Ritter.

⁴ 47 C.F.R. § 63.03(b)(2)(iii).

⁵ Such authorization is conditioned upon receipt of any other necessary approvals from the Commission in connection with the proposed transaction.

4) Jim Bird, Office of General Counsel, jim.bird@fcc.gov.

Filings and comments are available for public inspection and copying during regular business hours at the FCC Reference Information Center, Portals II, 445 12th Street, S.W., Room CY-A257, Washington, D.C. 20554. They may also be purchased from the Commission's duplicating contractor, Best Copy and Printing, Inc., Portals II, 445 12th Street, S.W., Room CY-B402, Washington, D.C. 20554; telephone: (202) 488-5300; fax: (202) 488-5563; e-mail: fcc@bcpiweb.com; url: www.bcpiweb.com.

People with Disabilities: To request materials in accessible formats for people with disabilities (braille, large print, electronic files, audio format), send an e-mail to fcc504@fcc.gov or call the Consumer & Governmental Affairs Bureau at (202) 418-0530 (voice), (202) 418-0432 (tty).

For further information, please contact Tracey Wilson at (202) 418-1394 or Dennis Johnson at (202) 418-0809.

- FCC -



PUBLIC NOTICE

FEDERAL COMMUNICATIONS COMMISSION
445 12th STREET S.W.
WASHINGTON D.C. 20554

News media information 202-418-0500
Internet: <http://www.fcc.gov> (or <ftp.fcc.gov>)
TTY (202) 418-2555

Report No. TEL-01582S

Friday October 12, 2012

Streamlined International Applications Accepted For Filing

Section 214 Applications (47 C.F.R. § 63.18); Section 310(B)(4) Requests

Unless otherwise specified, the following procedures apply to the applications listed below:

The international Section 214 applications listed below have been found, upon initial review, to be acceptable for filing and subject to the streamlined processing procedures set forth in Section 63.12 of the Commission's rules, 47 C.F.R. § 63.12. These applications are for authority under Section 214 of the Communications Act, 47 U.S.C. § 214, (a) to transfer control of an authorized carrier or to assign a carrier's existing authorization; and/or (b) to become a facilities-based international common carrier; and/or (c) to become a resale-based international common carrier.

Pursuant to Section 63.12 of the rules, these Section 214 applications will be granted 14 days after the date of this public notice (see 47 C.F.R. § 1.4 regarding computation of time), and the applicant may commence operations on the 15th day, unless the Commission has informed the applicant in writing, within 14 days after the date of this public notice, that the application, on further examination, has been deemed ineligible for streamlined processing.

Communications between outside parties and Commission staff concerning these applications are permitted subject to the Commission's rules for "permit-but-disclose proceedings." See 47 C.F.R. § 1.1206. An application can be removed from streamlined processing only in the sound discretion of Commission staff. The filing of comments or a petition to deny will not necessarily result in an application being deemed ineligible for streamlined processing.

The petitions for declaratory ruling listed below are for authority under Section 310(b)(4) of the Communications Act, 47 U.S.C. § 310(b)(4), to exceed the 25 percent foreign ownership benchmark applicable to common carrier radio licensees. The requested rulings will be granted 14 days after the date of this public notice, effective the next day, unless the application is formally opposed or the Commission has informed the applicant in writing, within 14 days of the date of this public notice, that the application, on further examination, has been deemed ineligible for streamlined processing. For this purpose, a formal opposition shall be sufficient only if it is received by the Commission and by the applicant within 14 days of the date of this public notice and its caption and text make it unmistakably clear that it is intended to be a formal opposition.

Copies of all applications listed here are available for public inspection in the FCC Office of Public Affairs Reference and Information Center, located in room CY-A257 at the Portals 2 building, 445 12th Street SW, Washington DC 20554. The center can be contacted at (202) 418-0270. People with Disabilities: To request materials in accessible formats for people with disabilities (braille, large print, electronic files, audio format), send an e-mail to fcc504@fcc.gov or call the Consumer & Governmental Affairs Bureau at 202-418-0530 (voice), 202-418-0432 (tty). All applications listed are subject to further consideration and review, and may be returned and/or dismissed if not found to be in accordance with the Commission's rules, regulations, and other requirements.

We request that comments on any of these applications refer to the application file number shown below.

ITC-214-20120803-00199 E

Southwest Minnesota Broadband Services

International Telecommunications Certificate

Service(s): Global or Limited Global Resale Service

Application for authority to provide resale service in accordance with section 63.18(e)(2) of the Commission's rules, 47 C.F.R. § 63.18(e)(2).

ITC-214-20120928-00251 **E** **Voice- Jump.com LLC**
International Telecommunications Certificate
Service(s): Global or Limited Global Resale Service
Application for authority to provide resale service in accordance with section 63.18(e)(2) of the Commission's rules, 47 C.F.R. § 63.18(e)(2).

ITC-214-20121002-00247 **E** **AVT GLOBAL, LLC**
International Telecommunications Certificate
Service(s): Global or Limited Global Facilities-Based Service, Global or Limited Global Resale Service
Application for authority to provide facilities-based service in accordance with section 63.18(e)(1) of the Commission's rules, and also to provide resale service in accordance with section 63.18(e)(2) of the Commission's rules, 47 C.F.R. § 63.18(e)(1), (2).

ITC-214-20121002-00248 **E** **Prepaid Wireless, Group, LLC**
International Telecommunications Certificate
Service(s): Global or Limited Global Resale Service
Application for authority to provide resale service in accordance with section 63.18(e)(2) of the Commission's rules, 47 C.F.R. § 63.18(e)(2).

ITC-214-20121005-00255 **E** **SkyNet360, LLC**
International Telecommunications Certificate
Service(s): Global or Limited Global Resale Service
Application for authority to provide resale service in accordance with section 63.18(e)(2) of the Commission's rules, 47 C.F.R. § 63.18(e)(2).

ITC-T/C-20121001-00249 **E** **MTel Long Distance, Inc.**
Transfer of Control
Current Licensee: MTel Long Distance, Inc.
FROM: Millington Telephone Co., Inc.
TO: E. Ritter Communications Holdings, Inc.

Application filed for consent to the transfer of control of international section 214 authorization, ITC-214-20000616-00366, held by MTel Long Distance, Inc. (MTel), from its 100% direct parent, Millington Telephone Company, Inc. (Millington), to E. Ritter Communications Holdings, Inc. (Ritter). Pursuant to a September 20, 2012 stock purchase agreement, Ritter will acquire all of the outstanding stock in Millington for cash. Upon closing, Millington will become a wholly-owned direct subsidiary of Ritter and MTel will become a wholly-owned indirect subsidiary of Ritter.

Ritter is a wholly-owned subsidiary of E. Ritter & Company (ERC). The following two individuals, both U.S. citizens, hold 10 percent or greater direct ownership interests in ERC and thus will have an indirect ownership interests in MTel: Jane Ritter Clawson (13.99%); Ann Ritter Johnston (19.60%). No other person or entity will hold a 10% or greater direct or indirect equity or voting interest in Ritter or MTel.

INFORMATIVE

ITC-214-20000616-00366 MTel Long Distance, Inc.

MTel Long Distance Company, Inc. states that it has changed its name to MTel Long Distance, Inc., see ITC-T/C-20121001-00249 (fn. 1).

ITC-214-20120910-00222 HARP TELECOM

This application has been removed from Streamlined processing pursuant to Section 63.12(c)(3) of the Commission's rules.

ITC-214-20120913-00230 Marcatel Telecommunications, LLC

This application has been removed from Streamlined processing pursuant to Section 63.12(c)(3) of the Commission's rules.

ITC-T/C-20120919-00231 Next Communications, Inc.

This application has been removed from Streamlined processing pursuant to Section 63.12(c)(3) of the Commission's rules.

REMINDERS:

Applicants must certify that neither the applicant nor any party to the application is subject to a denial of federal benefits by federal and/or state courts under authority granted in 21 U.S.C. § 862. See 47 C.F.R. §§ 1.2001-.2003.

A current version of Section 63.09-.24 of the rules, and other related sections, is available at <http://www.fcc.gov/ib/pd/pf/telecomrules.html>.

MILLINGTON TELEPHONE COMPANY, INC., MTEL LONG DISTANCE, INC., and E.
RITTER COMMUNICATIONS HOLDINGS, INC.
Docket No. 12-00117

Tennessee Regulatory Authority Staff Data Request No. 2

Question:

2. Provide a copy of the terms and conditions of the loan from CoBank, ACB as described in paragraph 21 of the *Joint Application*.

Response:

The terms and conditions of the loan from CoBank, ACB, are being filed as **Exhibit No. 3**, under seal.

Exhibit 3

Terms and Conditions of loan from CoBank, ACB

(Filed Under Seal)

MILLINGTON TELEPHONE COMPANY, INC., MTEL LONG DISTANCE, INC., and E.
RITTER COMMUNICATIONS HOLDINGS, INC.
Docket No. 12-00117

Tennessee Regulatory Authority Staff Data Request No. 3

Question:

3. Provide a pro forma balance sheet for Millington Telephone Company, Inc. ("Millington") after closing of the transaction described in the *Joint Application*. As a comparative, provide the last set of audited financials for Millington.

Response:

A pro forma balance sheet for Millington after closing of the transaction is being filed as **Exhibit No. 4**, under seal. The latest set of audited financials for Millington, dated December 31, 2011 and 2010, are being filed as **Exhibit No. 5**, under seal.

Exhibit 4

Pro Forma Balance Sheet for Millington Post-Closing

(Filed Under Seal)

Exhibit 5

Audited Financial Statement of Millington, December 31, 2011 and 2010

(Filed Under Seal)