

**Before the
Federal Communications Commission
Washington, DC 20554**

In the Matter of

**Lightspeed Telecom, LLC,
Assignor**

and

**Wabash Independent Networks, Inc.,
Assignee**

Application for Authority Pursuant to
Section 214 of the Communications Act
of 1934, as Amended, to Assign
Domestic Section 214 Authority

WC Docket No. _____

JOINT APPLICATION

Lightspeed Telecom, LLC ("Lightspeed" or "Assignor") and Wabash Independent Networks, Inc. ("WIN" or "Assignee" and, together with Assignor, "Applicants"), pursuant to Section 214 of the Communications Act, as amended,¹ and Sections 63.03 and 63.04 of the Commission's rules,² hereby request approval of the assignment of Lightspeed's domestic Section 214 authority to WIN in connection with WIN's proposed acquisition of substantially all

¹ 47 U.S.C. §214.

² 47 C.F.R. §§63.03 and 63.04.

of Lightspeed's assets.³ This application presumptively qualifies for streamlined processing pursuant to Section 63.03(b)(2)(ii). In support of this request, Applicants show the following:

1. The name, address and telephone number of each applicant - 47 C.F.R. § 63.04(a)(1)

Assignors:

Lightspeed Telecom, LLC
123 East Main Street
Salem, Illinois 62881
Telephone: (618) 548-8484
Email: sandresw@ussonet.net

FRN: 0009873167

Assignee:

Wabash Independent Networks, Inc.
210 S. Church St.
Louisville, Illinois 62858
Telephone: (618) 665-3311
E-mail: barryadair@wabash.net

FRN: 0004327219

2. The government, state, or territory under the laws of which each corporate or partnership applicant is organized - 47 C.F.R. § 63.04(a)(2)

Lightspeed is an Illinois limited liability company. WIN is an Illinois corporation.

³ As part of the same transaction, Wabash will also purchase substantially all of the assets of Lightspeed's affiliate, US Sonet, LLC ("US Sonet"), a provider of broadband internet access service ("BIAS") and video services. The Commission forbears from the application of Section 214 merger review with respect to BIAS. *In the Matter of Protecting and Promoting the Open Internet*, Report and Order on Remand, Declaratory Ruling, and Order, 30 FCC Rcd. 5601, 5849 (2015), *aff'd sub nom United States Telecom Association v. FCC*, 825 F.3d 674 (D.C.Cir. 2016).

3. The name, title, post office address, and telephone number of the officer or contact point, such as legal counsel, to whom correspondence concerning the Joint Application is to be addressed - 47 C.F.R. § 63.04(a)(3)

Correspondence regarding this Joint Application should be addressed to:

For Lightspeed:

Susan J. Andrews
Manager/COO
Lightspeed Telecom, LLC
123 East Main Street
Salem, Illinois 62881
Telephone: (618) 548-8484
Email: sandresw@ussonet.net

Legal Counsel:

Gary L. Smith
Loewenstein, Hagen and Smith, PC
1204 S. 4th Street
Springfield, Illinois 62703
Telephone: (217) 789-0500
Email: lexsmith@lhoslaw.com

For WIN:

Barry Adair
Wabash Independent Networks, Inc.
210 S. Church St.
Louisville, Illinois 62858
Telephone: (618) 665-3311
E-mail: barryadair@wabash.net

Legal Counsel

Sylvia Lesse
Communications Advisory Counsel, LLC
5151 Wisconsin Avenue, NW
Suite 311
Washington DC 20016
Telephone: (202) 333-5273
E-mail: Sylvia@independent-tel.com

4. **The name, address, citizenship and principal business of any person or entity that directly or indirectly owns at least ten (10) percent of the equity of the applicant, and the percentage of equity owned by each of those entities (to the nearest one (1) percent) - 47 C.F.R. § 63.04(a)(4)**

Assignor Ownership (Lightspeed)

<u>Name and Address</u>	<u>Percentage</u>	<u>Principal Business</u>
Rhonda K. Andrews 3664 Andrews Court Salem, Illinois 62881	13.125%	Healthcare
Susan J. Andrews 3680 Hotze Road Salem, Illinois 62881	11.875%	Telecommunications
Steve Quick 16679 N Casey Pike Land Mt. Vernon, Illinois 62864	12.0625%	Retired

There are no other persons or entities holding ten percent (10%) or more of Assignor's equity interests. All equity owners are United States citizens.

Assignee Ownership (WIN)

WIN is wholly-owned by Wabash Telephone Cooperative, Inc. ("Wabash"), an Illinois cooperative corporation. Wabash is owned by its members-subscribers; no single member-subscriber owns or controls more than five percent (5%) of the equity interests of Wabash. The address for both WIN and Wabash is 210 S. Church Street, Louisville, Illinois 62858. The principal business of both WIN and Wabash is telecommunications.

5. **Certification pursuant to §§1.2001 through 1.2003 of this chapter that no party to the joint application is subject to a denial of Federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988. See 21 U.S.C. 853 - 47 C.F.R. § 63.04(a)(5).**

By their signatures below, Applicants certify that no party to the instant Joint Application is subject to a denial of Federal benefits that includes Commission benefits pursuant to section

5301 of the Anti-Drug Abuse Act of 1988. Applicants certify that this certification is true, complete, and correct to the best of their knowledge and belief, and are made in good faith.

(6) A description of the transaction - 47 C.F.R. § 63.04(a)(6)

Lightspeed seeks to sell, and WIN seeks to acquire, substantially all of the assets and business of Lightspeed as an ongoing operation. Under the terms of the proposed acquisition, Lightspeed will sell the entirety of its interest in operational assets, customer and supplier contracts. Following the grant of the proposed transaction, WIN will operate the assets and business of Lightspeed and will continue to provide domestic telecommunications services to the customers of Lightspeed. There will be no immediate changes in rates, terms or conditions as a result of this transaction. The transaction will be entirely transparent to all customers of Lightspeed. Applicants will notify all customers consistent with 47 C.F.R. § 64.1120(e)(3). Such notice will be provided to the Commission.

(7) A 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 - 47 C.F.R. § 63.04(a)(7)

A. Lightspeed

Lightspeed is an Illinois limited liability company, providing competitive local and interexchange voice and VoIP services to approximately 1,397 customers in Salem, Iuka, Odin and Sandoval, Illinois, all in rural Marion County. Lightspeed's affiliate, US Sonet, provides broadband internet services to approximately 1,064 customers and video services to approximately 1,021 customers in the same area. The services of both companies typically are

provided on a bundled basis, primarily to residential users. Lightspeed's services are provided through a combination of leased and owned facilities.

B. WIN

WIN is an Illinois corporation, wholly-owned by Wabash Telephone Cooperative, Inc. ("Wabash"), also an Illinois corporation. Wabash is an incumbent rural local exchange company, providing exchange and exchange access service to nine rural exchanges in Clay, Wayne, Effingham, Jasper, Marion, Edwards, Wabash and Richland Counties, Illinois, serving approximately 597 business and 3488 residential access lines.

WIN provides competitive telecommunications services adjacent to, but wholly outside, the telephone service area of Wabash. In addition, Wabash provides broadband, video and interexchange services to its own customers, as well as Wabash customers. WIN serves approximately 3800 interexchange customers, approximately 2610 video customers, and approximately 4000 broadband customers. The service area of neither WIN nor Wabash are overlapping or adjacent to the service area of Lightspeed or US Sonet. See attached map, Exhibit 1.

(8) A statement as to how the Joint Application fits into one or more of the presumptive streamlined categories in this section or why it is otherwise appropriate for streamlined treatment - 47 C.F.R. § 63.04(a)(8)

This application presumptively qualifies for streamlined processing pursuant to Section 63.03(b)(2)(ii) because, immediately following the transaction: (1) Applicants and their affiliates combined will hold less than a ten percent share of the interstate, interexchange market; (2) WIN will provide competitive telephone exchange services or exchange access services only in geographic areas served by dominant local exchange carriers that are not a party to this

transaction; and (3) Lightspeed is a non-dominant carrier that provides services exclusively outside of the geographic service area of WIN and its parent, Wabash (a dominant carrier). Lightspeed's service area is wholly outside the incumbent service territory of Wabash, providing competitive service only within the service territories of Illinois Bell Telephone Company (Salem and Iuka), Odin Telephone Exchange dba Fairpoint Communications (Odin) and Frontier Communications (Sandoval).

(9) Identification of all other Commission applications related to the same transaction - 47 C.F.R. § 63.04(a)(9)

In connection with this transaction, Applicants will also file an application for authority assign the international Section 214 authorization held Lightspeed, File No. ITC-214-20161026-00289.

(10) A statement of whether the applicants are requesting special consideration because either party to the transaction is facing imminent business failure 47 C.F.R. §§63.04(a)(10);

Applicants are not facing imminent business failure.

(11) Identification of any separately filed waiver requests being sought in conjunction with the transaction 47 C.F.R. §§63.04(a)(11)

There are no separately filed waiver requests being sought in conjunction with this transaction.

(12) A statement showing how grant of the Joint 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 - 47 C.F.R. § 63.04(a)(12)

The proposed assignment of Lightspeed's assets to WIN serves the public interest and will cause no offsetting public interest harms. The transaction will provide additional capitalization needed to expand services and operations, and enhance WIN's ability to provide

competitive telecommunications services to the public. Further, consolidation of current operations will promote efficiencies in operations, enabling the provision of added value to all customers. Therefore, the Commission should expeditiously approve the proposed assignment.

For the foregoing reasons, Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by a grant of the instant Joint Application. Applicants respectfully request streamlined and expedited treatment to permit Applicants to consummate the proposed transaction as soon as possible.

Respectfully submitted,

LIGHTSPEED TELECOM, LLC

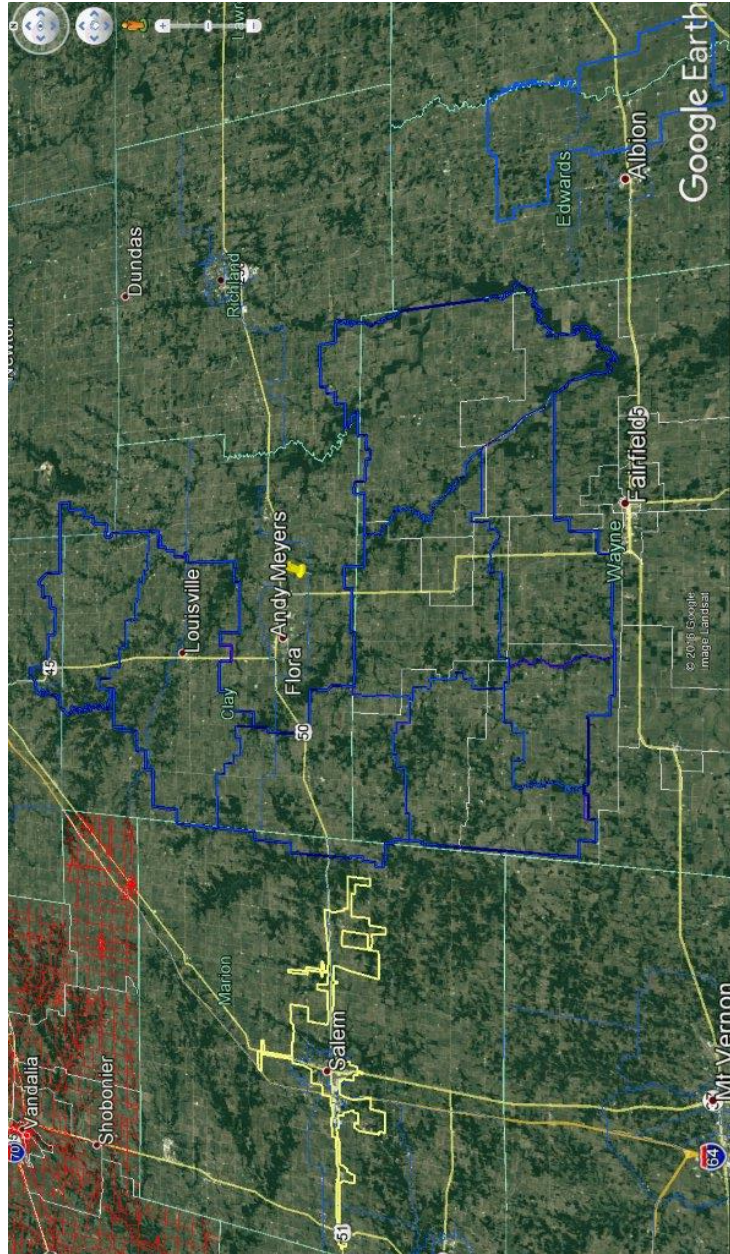
Gary Smith (sl)
By: Gary Smith
Its Counsel

WABASH INDEPENDENT NETWORKS, INC.

Sylvia Lesse
By: Sylvia Lesse
Its Counsel

Dated: December 14, 2016

Exhibit 1 - Map of Service Areas of Assignor and Affiliates and Assignee and Affiliates



Service Areas of Assignor and Affiliates
Outlined in Yellow

Service Areas of Assignee and Affiliates
Outlined in Blue

DECLARATION OF SUSAN J. ANDREWS

I, Susan J. Andrews, Manager and COO of Lightspeed Telecom, LLC and US Sonet, LLC. (collectively, "Lightspeed") do hereby declare under penalty of perjury that I have read the foregoing "JOINT Application" and the information contained therein regarding Lightspeed is true and accurate to the best of my knowledge, information, and belief.

12/13/16

Date


Susan J. Andrews

DECLARATION OF BARRY ADAIR

I, Barry Adair, Executive Vice President of Wabash Independent Networks, Inc. and General Manager of Wabash Telephone Cooperative, Inc. (collectively, "Wabash") do hereby declare under penalty of perjury that I have read the foregoing "JOINT Application" and the information contained therein regarding Wabash is true and accurate to the best of my knowledge, information, and belief.

12/13/16

Date

Barry Adair

Barry Adair

CERTIFICATE OF SERVICE

I, Sylvia Lesse, of Communications Advisory Counsel, LLC, do hereby verify that on this 14th day of December, 2016, I caused to be sent via First Class US Mail, postage prepaid, the foregoing "JOINT APPLICATION" to the following:

The Hon. Bruce Rauner
Office of the Governor
207 State House
Springfield, Illinois 62706

US Department of Defense
Assistant Secretary for Network Information and Integration (NII)
6000 Defense Pentagon
Washington, DC 20301-6000

US Department of State
EB/CIP/SCA
Room 4826
2001 C Street, NW
Washington, DC 20520

*Tracey Wilson-Parker
Wireline Competition Bureau
Federal Communications Commission
445 12th Street SW
Washington DC 20554

*George Li
*JoAnn Sutton
International Bureau
Federal Communications Commission
445 12th Street, SW
Washington, DC 20554

*Via e-mail



Sylvia Lesse