

**Before the  
FEDERAL COMMUNICATIONS COMMISSION  
Washington, D.C. 20554**

<b>In the Matter of</b>	)	
	)	
<b>SHAREHOLDERS OF ONWAV INC.,</b>	)	
	)	
<i>Transferors</i>	)	
	)	
<b>AND</b>	)	<b>File No. _____</b>
	)	
<b>TWIN LAKES TELEPHONE</b>	)	
<b>COOPERATIVE CORPORATION,</b>	)	
	)	
<i>Transferee</i>	)	
	)	
<b>FOR CONSENT TO TRANSFER CONTROL</b>	)	
<b>PURSUANT TO SECTION 214 OF THE</b>	)	
<b>COMMUNICATIONS ACT OF 1934,</b>	)	
<b>AS AMENDED</b>	)	

**JOINT APPLICATION FOR STREAMLINED TRANSFER OF CONTROL  
OF DOMESTIC AND INTERNATIONAL AUTHORIZATIONS**

The shareholders of OnWav Inc. ("OnWav") and Twin Lakes Telephone Cooperative Corporation ("Twin Lakes") hereby request authorization to transfer control of the Section 214 authorizations held by OnWav to Twin Lakes, pursuant to the Commission's streamlined procedures. This Application is being filed simultaneously with the Wireline Competition Bureau and the International Bureau.

In support of the Parties' request for consent to consummate the proposed transaction, the following information is provided:

**Transfer of Control of International Section 214 Authorization**

Applicant OnWav resells switched international long distance toll services to residential and business customers pursuant to an international Section 214 authorization

granted by the Commission under File No. ITC-214-20110728-00214.<sup>1</sup> In accordance with the requirements of Section 63.24(e) of the Commission's Rules, Applicants submit the following information:

**(1) Name, address and telephone number of each applicant:**

**Transferors:**

The Shareholders of OnWav Inc.  
1400 Plantation Drive  
Cookeville TN 38506  
TEL: (888) 876-6928  
FAX: (866) 875-2264

**Transferee**

Twin Lakes Telephone Cooperative Corporation  
200 Telephone Lane  
Gainesboro TN 39562  
TEL: (931) 405-3247  
FAX: (931) 268-3702

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

Each party to the proposed transaction is organized under the laws of the State of Tennessee.

**(3) Name, title, post office address, and telephone number of the officer or contact point to whom correspondence concerning the application is to be addressed:**

**For the Transferor**

Michael Powell  
President and CEO  
OnWav Inc.  
1400 Plantation Drive  
Cookeville TN 38506  
TEL: (888) 876-6928  
FAX: (866) 875-2264

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<sup>1</sup> On July 28, 2011, OnWav filed with the Commission an application for Special Temporary Authorization to continue the provision of international resold services (ITC-STA-20110728-00213, granted August 1, 2011) pending action on OnWav's Application for Section 214 International Authorization (File No. ITC-214-20110728-00214.), that was granted on August 19, 2011 "without prejudice to any enforcement action by the Commission for non-compliance with the Communications Act of 1934, as amended, or the Commission's rules." Public Notice, Rpt. No. 01515, rel. Aug. 25, 2011.

**For the Transferee**

Jonathan West  
General Manager and CEO  
Twin Lakes Telephone Cooperative Corporation  
200 Telephone Lane  
Gainesboro TN 39562  
TEL: (931) 405-3247  
FAX: (931) 268-3702

With a copy to Counsel:

Sylvia Lesse, Esquire  
Communications Advisory Counsel, LLC  
2154 Wisconsin Ave NW  
Washington, DC 20007  
TEL: 202/333-5273  
FAX: 202/333-5274

**(4) Statement as to whether the application had previously received authority under Section 214 of the Act.**

Applicant Twin Lakes owns 100% of the equity interests in Twin Lakes Communications, Inc., which is itself an applicant for global switched resale authority under Section 214 pursuant to File No. ITC-214-20110826-00284.<sup>2</sup>

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<sup>2</sup> In the course of preparing the instant application, Twin Lakes discovered that its subsidiary, Twin Lakes Communications, Inc., apparently had overlooked filing an application for international authorization. As noted in its request for Special Temporary Authorization (File No. ITC-STA-214-20110826-00283, granted August 30, 2011, Twin Lakes Communications, Inc. acknowledges that grant of the STA does not prejudice any action the Commission may take on its underlying application for permanent authorization, the instant application, or subsequent enforcement action by the Commission.

**(5) 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:**

<u>Name &amp; Address</u>	<u>Equity</u>	<u>Citizenship</u>	<u>Principal Business</u>
<b>Transferor (owners of OnWav):</b>			
Michael Powell 1400 Plantation Drive Cookeville TN 38506	46.4%	USA	communications
Beauregard Smith 1400 Plantation Drive Cookeville TN 38506	28.6%	USA	communications
Charlotte Smith 1400 Plantation Drive Cookeville TN 38506	25%	USA	communications

**Transferee (owners of Twin Lakes):**

Twin Lakes is a member-owned cooperative; no person owns or controls 5% or more of the interests of the company.

**(6) Certification as to whether or not Transferee is, or is affiliated with, a foreign carrier.**

Twin Lakes certifies that neither it nor any affiliate or successor is or will be foreign carriers, and that neither it nor any affiliate or successor is or will be affiliated with any foreign carrier.

**(7) Certification as to whether or not Transferee seeks to provide international telecommunications services to any country for which certain conditions are true.**

Twin Lakes certifies that neither it nor any affiliate or successor will provide international telecommunications to any destination country for which Twin Lakes or an affiliate or successor (1) is a foreign carrier in that country; (2) controls a foreign carrier

in that country; (3) is owned more than 25% by or controlled by an entity that controls a foreign carrier in that country.

- (8) Showing regarding provision of international telecommunications service to a country where the applicant is a foreign carrier or is affiliated with a foreign carrier.**

N/A

- (9) Regulatory classification under Section 63.10 of the Rules for foreign-affiliated carrier.**

N/A

- (10) Certification that applicant has not agreed to accept special concessions directly or indirectly from any foreign carrier.**

Twin Lakes and its affiliates certify that they have not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any US international route where the foreign carrier possesses market power on the foreign end of the route and will not enter into such agreements in the future.

- (11) Certification pursuant to 47 C.F.R. §§ 1.2001-1.2003 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, 21 U.S.C. § 583**

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. § 583.

- (12) Qualification for streamlined processing.**

This application qualifies for streamlined processing under Sections 63.12(a) and (b) of the Commission's rules. No party is affiliated with any foreign carrier in any destination market. No party has an affiliation with a dominant US carrier whose

international switched or private line services the applicants seek authority to resell, and none is anticipated as a result of the public offering which likely will result in widely held interests. No party to this application seeks authority to provide switched basic services over private lines to a country for which the Commission has not previously authorized the provision of switched services over private lines. Authorization is sought to complete a transaction in such a manner that would continue the current operations as a non-dominant carrier reselling the international switched services of one or more unaffiliated US carriers.

### **Transfer of Control of Domestic Section 214 Authorization**

**(1) Description of the Transaction:**

Transferee Twin Lakes proposes the purchase of 100% of the issued and outstanding stock of Transferor OnWav. State authorization for consummation of the proposed transaction will be requested, as required.

After the proposed transaction, OnWav will continue to operate in the same service territory, and under the same trade name. OnWav will continue to offer services pursuant to its current rates, terms and conditions. No carrier change charges are associated with the transaction, and no customer service or billing contact information will change as a result of the transfer. The transaction will not affect any customer's preferred carrier freezes.

**(2) 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:**

**Description of OnWav**

OnWav is a competitive local exchange company, providing exchange, exchange access and interexchange services primarily in and around Cookeville, Tennessee in competition incumbent local exchange companies, Citizens Telecommunications Company of Tennessee LLC d/b/a Frontier Communications of Tennessee (“Frontier”) and BellSouth Telecommunications d/b/a AT&T Tennessee (“AT&T”). OnWav serves approximately 20 access lines (as a reseller of Frontier and AT&T) with traditional exchange and interexchange services, as well voice and data services through a combination of Internet protocol technology and more traditional network platforms Nationwide, OnWav serves approximately 65 customers through Internet protocol technology.<sup>3</sup> OnWav is also the recipient of a BTOP grant to provide middle- and last-mile broadband network components in portions of Jackson, Clay, Overton, Pickett and Fentress Counties, Tennessee (*see* Exhibit A). This project is in its early stages.

**Description of Twin Lakes**

Applicant Twin Lakes is a Tennessee cooperative telephone company, providing local exchange and exchange access to approximately 32,300 access lines in 15 exchanges.<sup>4</sup> In addition, Twin Lakes’s wholly-owned subsidiary, Twin Lakes

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<sup>3</sup> OnWav currently serves customers in Arizona, California, Colorado, Connecticut, the District of Columbia, Florida, Georgia, Illinois, Kentucky, Massachusetts, Maryland, Montana, North Dakota, New Jersey, Nevada, New York, Ohio, Oregon, Rhode Island, Tennessee, Texas, Virginia and Washington. In no single state does OnWav serve more than 50 customers.

<sup>4</sup> Twin Lakes serves the exchanges of Celina, Moss, Gainesboro, Livingston, Cookeville South, Crawford, Rickman, North Springs, Granville, Highland, Jamestown, Baxter, Clarkrange, Byrdstown and Chestnut in Fentress, Overton, Pickett, Clay and Jackson Counties, Tennessee.

Communications, Inc. (“Communications”) provides long distance services to Twin Lakes subscribers, as well as to subscribers in Putnam County, Tennessee, where it also provides competitive local exchange and exchange access services.<sup>5</sup> Both Twin Lakes and Communications offer broadband services to their respective subscribers. There is no overlap of areas currently being served between the dominant (incumbent) service area of Twin Lakes and OnWav’s current service areas,<sup>6</sup> but Twin Lakes incumbent telephone service area is contiguous with OnWav’s Cookeville operations. In addition, Communications plans to compete with Frontier and OnWav in portions of Putnam County. *See* map attached as Exhibit A.

**(3) 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:**

The proposed transaction is entitled to streamlined treatment pursuant to section 63.03(b)(2)(ii) of the Commission's Rules because it would result in Twin Lakes having a market share in the interstate, interexchange market of less than 10 percent; and the Applicants are (i) a dominant carrier (Twin Lakes, a rural local exchange company providing exchange and exchange access service in Tennessee) and (ii) a non-dominant carrier (OnWav) that provides services exclusively outside the geographic area where Twin Lakes is dominant. Accordingly, the parties qualify for streamlined treatment pursuant to subparagraph (ii) of the relevant rule section: Transferor OnWav is a non-

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<sup>5</sup> Communications provides interstate long distance services to approximately 22,000 customers. Communications plans to initiate competitive local exchange and exchange access services within the next month within Putnam County. In addition, Communications anticipates the initiation of video services throughout the combined Twin Lakes/Communications service areas within the same time frame.

<sup>6</sup> OnWav has state-wide certification within Tennessee, but does not provide competitive service in Twin Lakes’s ILEC service territory. Although OnWav and Twin Lakes have entered into an interconnection agreement in anticipation of a future exchange of traffic, it is executory in nature, there being no facilities in place, nor OnWav customers in the Twin Lakes ILEC service territory.



dominant carrier, and does not provide service within the geographic area where Twin Lakes is the dominant carrier.

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

On August 16, 2011, Applicants filed an application for the transfer of control of OnWav's 3.65 GHz radio license WQIH439 (File No. 0004839394).

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

No party to the application is requesting special consideration because of imminent business failure.

**(6) Identification of any separately filed waiver requests being sought in conjunction with the transaction:**

No separately filed waiver requests are being sought in conjunction with the contemplated transaction.

**(7) 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 will serve the public interest by ensuring no interruption of service, no inconvenience to the affected customers, and no significant diminution in the availability of competitive local services. Transferee has the technical, financial and managerial capabilities to continue the provision of quality service to Transferor's customers. Accordingly, Applicants respectfully request that the Commission grant the Application as soon as practicable.

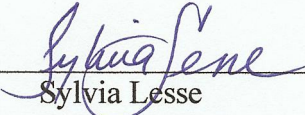
Respectfully submitted,

**SHAREHOLDERS OF  
ONWAV INC.,  
TRANSFERORS**

and

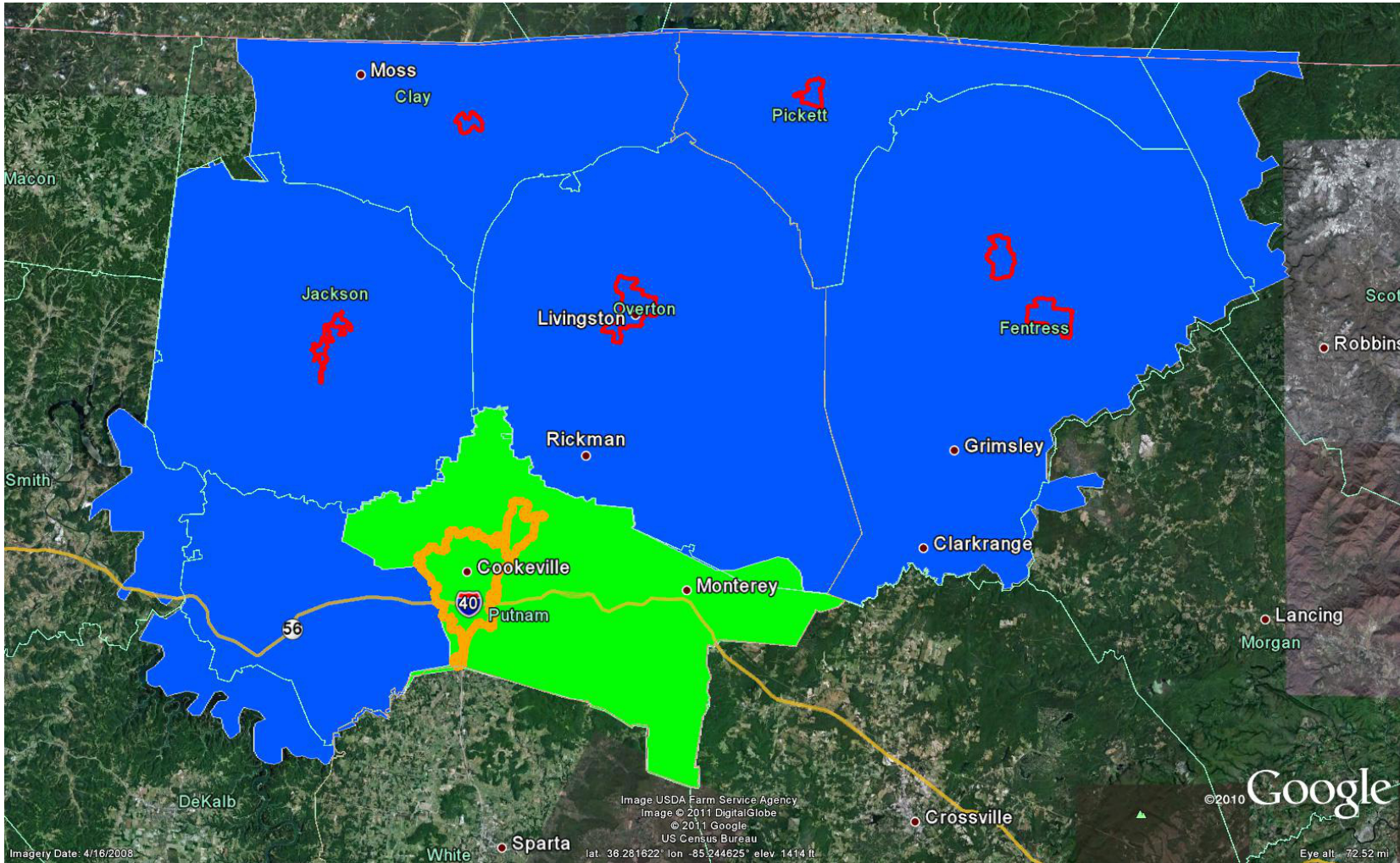
**TWIN LAKES TELEPHONE  
COOPERATIVE CORPORATION,**

**TRANSFeree**

By:  \_\_\_\_\_  
Sylvia Lesse  
Their Counsel

Communications Advisory Counsel, LLC  
2154 Wisconsin Avenue, NW  
Washington, DC 20007  
(202) 333-5273

September 2, 2011




 - Twin Lakes ILEC Service Area

 - Twin Lakes CLEC Service Area

**Twin Lakes services provided in all areas:**

- Local Voice
- Long Distance Voice
- Video (launch anticipated within the month)
- Broadband Internet

 - OnWav Landline resale area  
 - OnWav Wireless Internet Area  
 - OnWav VoIP available

 - OnWav Future Grant Area

Imagery Date: 4/16/2008

Image USDA Farm Service Agency  
 Image © 2011 DigitalGlobe  
 © 2011 Google  
 US Census Bureau  
 lat. 36.281622° lon -85.244625° elev. 1414 ft.

©2010 Google

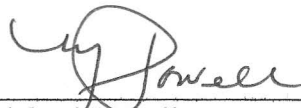
Eye alt 72.52 mi

**DECLARATION OF MICHAEL POWELL**

I, Michael Powell, President and CEO of OnWav Inc., do hereby declare under penalty of perjury that I have read the foregoing "JOINT APPLICATION FOR STREAMLINED TRANSFER OF CONTROL OF DOMESTIC AND INTERNATIONAL AUTHORIZATIONS" and the information contained therein regarding OnWav Inc. is true and accurate to the best of my knowledge, information, and belief.

9-2-2011

Date



Michael Powell

**DECLARATION OF JONATHAN WEST**

I, Jonathan West, General Manager and CEO of Twin Lakes Telephone Cooperative Corporation (“Twin Lakes”), do hereby declare under penalty of perjury that I have read the foregoing “JOINT APPLICATION FOR STREAMLINED TRANSFER OF CONTROL OF DOMESTIC AND INTERNATIONAL AUTHORIZATIONS” and the information contained therein regarding Twin Lakes is true and accurate to the best of my knowledge, information, and belief.

9-1-11

\_\_\_\_\_  
Date

  
\_\_\_\_\_  
Jonathan West

## CERTIFICATE OF SERVICE

I, Sylvia Lesse, of Communications Advisory Counsel, LLC, do hereby verify that on this 2nd day of September, 2011, I caused to be sent via First Class US Mail, postage prepaid, the foregoing "JOINT APPLICATION FOR STREAMLINED TRANSFER OF CONTROL OF DOMESTIC AND INTERNATIONAL AUTHORIZATIONS" to the following:

The Hon. Bill Haslam  
Governor of Tennessee  
First Floor  
State Capitol  
Nashville TN 37243

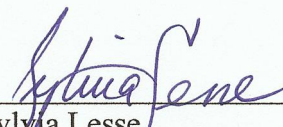
US Department of Defense  
Assistant Secretary for Network Information and Integration (NII)  
6000 Defense Pentagon  
Washington, DC 20301-6000

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 12<sup>th</sup> Street SW  
Washington DC 20554

\*George Li  
\*JoAnn Sutton  
International Bureau  
Federal Communications Commission  
445 12<sup>th</sup> Street, SW  
Washington, DC 20554

\*Via e-mail

  
\_\_\_\_\_  
Sylvia Lesse

FEDERAL COMMUNICATIONS COMMISSION  
**REMITTANCE ADVICE**  
FORM 159

(1) LOCKBOX # <b>979091</b>	SPECIAL USE ONLY
	FCC USE ONLY

**SECTION A - PAYER INFORMATION**

(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) <b>Sylvia Lesse</b>	(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) <b>\$1,050.00</b>
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(4) STREET ADDRESS LINE NO. 1 <b>2154 Wisconsin Ave NW</b>
(5) STREET ADDRESS LINE NO. 2

(6) CITY <b>Washington</b>	(7) STATE <b>DC</b>	(8) ZIP CODE <b>20007</b>
-------------------------------	------------------------	------------------------------

(9) DAYTIME TELEPHONE NUMBER (include area code) <b>202-333-5273</b>	(10) COUNTRY CODE (if not in U.S.A.)
---	--------------------------------------

**FCC REGISTRATION NUMBER (FRN) REQUIRED**

(11) PAYER (FRN) <b>0010900918</b>	(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 <b>OnWav Inc.</b>
--

(14) STREET ADDRESS LINE NO. 1 <b>1400 Plantation Drive</b>
(15) STREET ADDRESS LINE NO. 2

(16) CITY <b>Cookeville</b>	(17) STATE <b>TN</b>	(18) ZIP CODE <b>38506</b>
--------------------------------	-------------------------	-------------------------------

(19) DAYTIME TELEPHONE NUMBER (include area code) <b>888-876-6928</b>	(20) COUNTRY CODE (if not in U.S.A.)
--	--------------------------------------

**FCC REGISTRATION NUMBER (FRN) REQUIRED**

(21) APPLICANT (FRN) <b>0018007898</b>	(22) FCC USE ONLY
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COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET

(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE <b>CUT</b>	(25A) QUANTITY
--------------------------	---------------------------------------	----------------

(26A) FEE DUE FOR (PTC) <b>\$ 1,050.00</b>	(27A) TOTAL FEE <b>\$ 1,050.00</b>	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, Sylvia Lesse, 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 Sylvia Lesse DATE 9-2-11

**SECTION E - CREDIT CARD PAYMENT INFORMATION**

MASTERCARD   
  VISA   
  AMEX   
  DISCOVER

ACCOUNT NUMBER [REDACTED] EXPIRATION DATE [REDACTED]

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

SIGNATURE Sylvia Lesse DATE 9-2-11

FEDERAL COMMUNICATIONS COMMISSION  
REMITTANCE ADVICE (CONTINUATION SHEET)  
FORM 159-C

Page No. 2 of 2

SPECIAL USE

FCC USE ONLY

USE THIS SECTION ONLY FOR EACH ADDITIONAL APPLICANT  
SECTION BB - ADDITIONAL APPLICANT INFORMATION

(13) APPLICANT NAME

**Twin Lakes Telephone Cooperative Corporation**

(14) STREET ADDRESS LINE NO.1

**200 Telephone Lane**

(15) STREET ADDRESS LINE NO. 2

(16) CITY

**Gainesboro**

(17) STATE

**TN**

(18) ZIP CODE

**39562**

(19) DAYTIME TELEPHONE NUMBER (include area code)

**931-405-3247**

(20) COUNTRY CODE (if not in U.S.A.)

FCC REGISTRATION NUMBER (FRN) REQUIRED

(21) APPLICANT (FRN)

(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

(25A) QUANTITY

(26A) FEE DUE FOR (PTC)

(27A) TOTAL FEE

FCC USE ONLY

(28A) FCC CODE I

(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 I

(29B) FCC CODE 2

(23C) CALL SIGN/OTHER ID

(24C) PAYMENT TYPE CODE

(25C) QUANTITY

(26C) FEE DUE FOR (PTC)

(27C) TOTAL FEE

FCC USE ONLY

(28C) FCC CODE I

(29C) FCC CODE 2

(23D) CALL SIGN/OTHER ID

(24D) PAYMENT TYPE CODE

(25D) QUANTITY

(26D) FEE DUE FOR (PTC)

(27D) TOTAL FEE

FCC USE ONLY

(28D) FCC CODE I

(29D) FCC CODE 2

(23E) CALL SIGN/OTHER ID

(24E) PAYMENT TYPE CODE

(25E) QUANTITY

(26E) FEE DUE FOR (PTC)

(27E) TOTAL FEE

FCC USE ONLY

(28E) FCC CODE I

(29E) FCC CODE 2

(23F) CALL SIGN/OTHER ID

(24F) PAYMENT TYPE CODE

(25F) QUANTITY

(26F) FEE DUE FOR (PTC)

(27F) TOTAL FEE

FCC USE ONLY

(28F) FCC CODE I

(29F) FCC CODE 2