

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

In the Matter of)
)
 The Estate of Jack Lee Barton)
 Transferor)
) **WC Docket No. 19- _____**
 and)
)
 Non-Exempt Marital Income Trust U/W)
 Jack Lee Barton)
 Transferee)
)
 For Consent to Transfer Control of Hart Telephone)
 Company and Hart Communications, Inc. pursuant to)
 Section 214 of the Communications Act of 1934, as amended)

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

The Estate of Jack Lee Barton (the “Estate”), through its Co-Executors, James R. Daniel, Jr. and Catherine L. Barton (collectively the “Transferor”) and the Non-Exempt Marital Income Trust U/W Jack Lee Barton and Lintel, Inc. (“Lintel”), a corporation organized under the laws of the State of Georgia (collectively the “Transferee”) (and along with the Transferor and Transferee along with Hart Telephone Company (“HTC”) and Hart Communications, Inc. (“HCI”) the “Applicants”) hereby file this transfer of control application to allow the Co-Executors of the Estate to transfer the Lintel stock currently held by the Estate to the testamentary trusts created under the provisions of Jack Lee Barton’s Last Will and Testament (the “Will”) as part of the winding down of the Estate and as required by the terms of the Will.¹

¹ Transferor notes that a notice of involuntary transfer was submitted to the Federal Communications Commission (the “Commission”) pursuant to 47 C.F.R. § 63.24(g) on April 20, 2016 (the “Notice”). The Notice was filed in the Electronic Comment Filing System as an “undocketed proceeding” and served upon individuals within the Commission’s International

As explained herein, the Estate currently holds 232,000 shares of common stock of Lintel, representing approximately 95% of the outstanding common stock of the company as a result of the death of Jack Lee Barton. The Transferor intends to transfer such shares of common stock to the beneficiaries of the Estate as required by the provisions of the Last Will and Testament of Jack Lee Barton on December 31, 2019, subject to the receipt of all necessary regulatory approvals (the “Transaction”). Lintel is currently and shall remain the one hundred percent (100%) owner of HTC (a rural incumbent local exchange carrier (“RLEC”) operating in portions of northeastern Georgia) and HCI (a long distance reseller providing domestic and international long distance service in and around the area served by HTC). Likewise, HTC and HCI plan to: (1) continue to provide those services they each currently provide; and (2) each remain wholly-owned subsidiaries of Lintel.

As explained in Section II, below, the transfer of the Estate’s Lintel stock will be made to five (5) testamentary trusts established under the Will of Jack Lee Barton, only one of which will have a ten percent (10%) or greater ownership interest in Lintel once the transfers are made. Post-Transaction, the sole 10% or greater shareholder of Lintel will be the Non-Exempt Marital Income Trust U/W Jack Lee Barton. The Applicants note, however, that each of the trusts are organized under the laws of State of Georgia and all beneficiaries and trustees are citizens of the United States.

For the reasons stated herein, Applicants respectfully submit that this Application is subject to the Commission’s “streamlined” processing rules found in Section 63.12 and Section

Bureau and Wireline Competition Bureau. On April 29, 2016, a pro forma transfer of control application was filed via the Commission’s International Bureau Filing System related to the death of Mr. Jack Lee Barton.

63.03, and thus prompt approval can be accomplished in a manner that raises no competitive concerns.

SECTION 63.04(a) INFORMATION

I. Background

HTC operates in portions of Hart County in northeastern Georgia, providing local exchange, broadband access, and exchange access service to approximately 4,500 access lines in this rural area. HTC is organized under the laws of State of Georgia. HTC is a wholly-owned subsidiary of Lintel.

HCI is likewise organized under the laws of the State of Georgia. HCI is a wholly-owned subsidiary of Lintel. HCI is a reseller of domestic and international long distance services operating in and around the service area of HTC. HCI provides its resold long distance service to approximately 2,100 customers.

Neither HTC nor HCI provides competitive local exchange carrier services.

Prior to his death, Mr. Jack Lee Barton was the sole ten percent (10%) or greater owner of the stock interest in Lintel, owning approximately 95.08% of the stock of Lintel. As noted above, Lintel, in turn, was, is remains the one hundred percent (100%) owner of both HTC and HCI.

With Mr. Jack Lee Barton's passing on March 21, 2016 and pursuant to his estate planning, the ability to vote Mr. Jack Lee Barton's interest in Lintel immediately passed to James R. Daniel, Jr., President and an existing Director of Lintel. Mr. Daniel's role as Director of Lintel is anticipated to continue post consummation. Mr. Daniel is also the President of both HTC and HCI and, since the death of Mr. Jack Lee Barton, continues to have responsibility for

the day-to-day operations; such responsibility will also continue once the closing of the Estate occurs.

II. Description of the Transaction

This Application proposes the transfer of control of the Section 214 authorizations held by HTC and HCI. The transfer of control will be consummated at the time of the disbursement of the 95.08% of the stock of Lintel held by the Estate. The closing of the Estate is scheduled to occur on or around December 31, 2019. Once the stock transfers have occurred,² the Non-Exempt Marital Income Trust U/W Jack Lee Barton Jack Lee Barton (the “Nonexempt Trust”) will be the sole shareholder that will own a 10% or greater interest in Lintel. The sole beneficiary of the Nonexempt Trust is the spouse of Mr. Jack Lee Barton, Kim L. Barton, a U. S. Citizen, during her lifetime. Voting rights for the Nonexempt Trust (which will own approximately seventy-nine percent (79%) of Lintel upon consummation of the Transaction)³ will be exercised by James R. Daniel, Jr., while he is serving as a Co-Trustee of the Nonexempt Trust. Mr. Daniel is a U.S. citizen.

Post consummation, HTC and HCI will continue to exist and operate under their same names in their respective service territories, and provide service pursuant to the then-existing rates, terms and conditions. No carrier change charges are associated with the transaction, and

² As referenced above, the winding down of the Estate will result in 5 trusts being recipients of Lintel stock currently held by the Estate. The trusts established for each of Mr. Jack Lee Barton’s children will have James R. Daniel, Jr. and Catherine L. Barton serving as the initial Co-Trustees. The trusts established for the benefit of Mr. Jack Lee Barton’s surviving spouse will have Mr. Daniel and Kim L. Barton serving as the initial Co-Trustees. Pursuant to the terms of the Will, Mr. Daniel is granted the exclusive right to vote Lintel, Inc. stock while he is serving as a Co-Executor of the Estate or a Co-Trustee of these trusts.

³ The actual percentage of Lintel stock that will be transferred to the Nonexempt Trust will await the final valuation of Lintel as required under applicable law. Applicants submit, however, that no other greater than 10% owner of Lintel would be established based on that valuation.

no customer service or billing contact information will change as a result of the transfer. The closing of the Estate will not affect customers' preferred carrier freezes. Accordingly, the proposed transactions will be transparent to consumers.

The Applicants are also requesting authorization from the Georgia Public Service Commission ("GA PSC"). As is true with the required FCC approvals, GA PSC prior authorization is required in order to consummate the proposed transaction.

III. Transfer of Control of International Section 214 Authorization⁴

HCI 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-214-20060727-00369. In accordance with the requirements of Section 63.24(e) of the Commission's Rules, Applicants submit the following Section 63.18 information:

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

Transferors:

Estate of Jack Lee Barton

James R. Daniel, Jr., in his capacity as
a Co-Executor of the Estate of Jack Lee Barton
c/o
Lintel, Inc.
196 North Forest Ave.
P.O. Box 388
Hartwell, Georgia 30643
Telephone: 706-376-4701
Facsimile: 706-376-1445

⁴ The information contained herein references both HTC and HCI. The combined HTC and HCI information is provided because it is relevant to the Applicants' responses in Section IV *infra* regarding the transfer of the domestic Section 214 authorizations held by HTC and held by HCI. As noted in this Section III, the only international authorization is that held by HCI. HTC has no international Section 214 authorization.

Transferee:

The Non-Exempt Marital Income Trust U/W Jack Lee Barton
c/o James R. Daniel, Jr., in his capacity as co-Trustee
c/o
Lintel, Inc.
196 North Forest Ave.
P.O. Box 388
Hartwell, Georgia 30643
Telephone: 706-376-4701
Facsimile: 706-376-1445

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

Lintel is a Georgia corporation and is organized under the laws of the State of Georgia.

HTC is a Georgia corporation and is organized under the laws of the State of Georgia.

HCI is a Georgia corporation and is organized under the laws of the State of Georgia.

(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.

Transferors:

Estate of Jack Lee Barton

James R. Daniel, Jr., and Catherine L. Barton in their capacities as
Co-Executors of the Estate of Jack Lee Barton
c/o
Lintel, Inc.
196 North Forest Ave.
P.O. Box 388
Hartwell, Georgia 30643
Telephone: 706-376-4701
Facsimile: 706-376-1445

Transferee:

New 10% Shareholders of Lintel

The Non-Exempt Marital Income Trust U/W Jack Lee Barton
c/o James R. Daniel, Jr., in his capacity as co-Trustee
c/o
Lintel, Inc.
196 North Forest Ave.
P.O. Box 388
Hartwell, Georgia 30643
Telephone: 706-376-4701
Facsimile: 706-376-1445

With copies to:

Thomas J. Moorman, Esquire
Woods & Aitken LLP
Suite 950
5335 Wisconsin Ave., N.W.
Washington, DC 20015
Email: tmoorman@woodsaitken.com
Telephone: (202) 944-9502
Facsimile: (202) 944-9501

and

Paul M. Schudel
Woods & Aitken LLP
301 South 13th Street, Suite 500
Lincoln, NE68508
Email: pschudel@woodsaitken.com
Telephone: (402) 437-8500
Facsimile: (402) 437-8558

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

HCI holds a blanket domestic Section 214 authorization as provided for under 47 C.F.R. § 63.01 and holds an international Section 214 authorization under File No. ITC-214-20060727-00369. HTC holds a blanket domestic Section 214 authorization as provided for under 47 C.F.R. § 63.01.

- (5) **Name, address, citizenship and principal business of any person or entity that directly or indirectly owns at least ten percent of the equity of the applicant entities.**

Transferor:

HTC and HCI are wholly-owned subsidiaries of Lintel.

The shareholder that owns Ten Percent (10%) or more of the issued and outstanding stock of Lintel, and thus indirectly the same percentage of HTC and HCI, is:

<u>Name</u>	<u>Occupation</u>	<u>Citizenship</u>	<u>Percent Ownership</u>
Estate of J. Jack Lee Barton	N/A	USA	95.08%
Co-Executors: James R. Daniel, Jr. Catherine Leigh Barton			

The address for the Estate is 96 North Forest Ave., P.O. Box 388, Hartwell, Georgia 30643.⁵

Transferee:

With the closing of the Estate, the shareholders that will own Ten Percent (10%) or more of the issued and outstanding stock of Lintel is:

<u>Name</u>	<u>Occupation</u>	<u>Citizenship</u>	<u>Percent Ownership</u>
The Non-Exempt Marital Income Trust U/W Jack Lee Barton	N/A	USA	79% (approx.)
Co-Trustees: James R. Daniel, Jr. (who will have sole voting rights for this trust) Kim L. Barton			

⁵ A wholly-owned subsidiary of Lintel, CoastalNet Georgia, Inc., owns a non-controlling, minority Limited Partner interest in the North Georgia Limited Partnership that operates in RSA 3 within the State of Georgia. Upon consummation of the Transaction, Lintel will continue to own CoastalNet Georgia, Inc.

The address for each of these individuals is 196 North Forest Ave., P.O. Box 388, Hartwell, Georgia 30643.

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

HCI certifies that it is not a foreign carrier in any country, nor is it 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.

Upon consummation, HCI certifies that it does not seek to provide international telecommunications services to any destination country to which 47 C.F.R. § 63.18(j)(1) through (j)(4) applies.

(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.

Upon consummation, HCI certifies that it (a) has not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route and (b) 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 the Transaction that would continue the current operations as a non-dominant carrier reselling the international switched services of one or more unaffiliated US carriers.

IV. Transfer of Control of Domestic Section 214 Authorizations

Pursuant to Section 63.04(b) of the Commission's Rules, Applicants submit information required pursuant to Sections 63.04(a)(1) through 63.04(a)(12) of the Commission's Rules:

- (1) The name, address and telephone number of each applicant.**

Please see Section III(1).

- (2) The government, state, or territory under the laws of which each corporate or partnership applicant is organized.**

Please see Section III(2).

- (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 application is to be addressed.**

Please see Section III(3).

- (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).**

Please see Section III(5).

- (5) **Certification pursuant to §§1.2001 through 1.2003 of this chapter that no party to the 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.**

Please see Section III(11).

- (6) **Description of the Transaction.**

Please see Section II.

- (7) **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.**

Please see Section I.

- (8) **Statement as to how the application fits into one or more of the presumptive streamlined categories in Section 63.03 of the Commission's Rules or why it is otherwise appropriate for streamlined treatment.**

Applicants request streamlined treatment of this Application in accordance with Sections 63.03(b)(2)(ii) and (iii). With respect to Section 63.03(b)(2)(iii), HTC serves approximately 4,500 access lines in portions of Hart County in northeastern Georgia, which is fewer than two (2) percent of the nation's subscriber lines installed in the aggregate nationwide,⁶ and the

⁶ In its December 26, 2018 *Report*, the Commission indicated that fixed voice switched access lines were approximately 55,000,000 nationwide. See *In the Matter of Communications*

transaction will result in no new overlapping or adjacent service areas with another incumbent local exchange carrier.

With respect to Section 63.03(b)(2)(ii), neither HTC nor HCI provides competitive telephone exchange services or exchange access services within the service area of HCI. *See* 47 C.F.R. § 63.03(b)(2)(ii). Moreover, HCI does not provide telephone exchange service or exchange access. *See id.* Thus, the presumptive streamlining of the instant Application is proper under Section 63.03(b)(2)(ii) and (iii) of the Commission's Rules.

(9) Identification of all other Commission applications related to the same transaction.

None.

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

Neither party to the Transaction is facing imminent business failure. Therefore, Applicants are not requesting special consideration for this reason.

(11) 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 transaction.

(12) 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

Applicants respectfully submit that a grant of this application for the transfer of control of HTC and HCI is in the public interest.

Marketplace Report, Report, GN Docket No. 18-231, *et al.*, released December 26, 2018 at ¶ 205. HTC's approximate 4,500 access lines are far less than 2% of the nation's access lines reported by the Commission.

Upon consummation of the Transaction and the transfer of the currently held Lintel stock by the Estate, the operations of HTC and HCI are planned to continue in the same manner and with the same service area commitment as Mr. Jack Lee Barton before his death. Thus, HTC and HCI plan to continue to provide the same high-quality, modern services to their current respective subscribers as those provided today, and will do so in a manner that will render the transfer for which authorization is sought herein transparent to the customers of HTC and of HCI. Lintel and the management of HTC and HCI have a demonstrated commitment to the provision of high quality telecommunications services in rural areas served by HTC and HCI and will continue to advance that commitment through the post-consummation operations of HTC and HCI, which commitments will redound to the benefit of these entities' respective customer. As demonstrated herein, Applicants respectfully submit that this result can be accomplished in a manner that raises no competitive concerns.

Accordingly, the Applicants respectfully submit that the public interest would be served by a grant of this requested transfer of control.

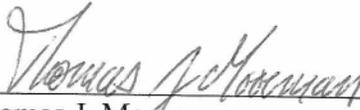
V. **CONCLUSION**

For the foregoing reasons, the Applicants respectfully request the expeditious grant of this Application.

Respectfully submitted,

**The Estate of Jack Lee Barton
Non-Exempt Marital Income Trust U/W Jack Lee
Barton
Lintel, Inc.
Hart Telephone Company
Hart Communications, Inc.**

By:



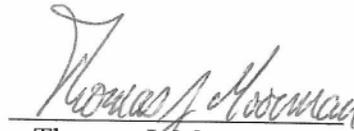
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Woods & Aitken LLP
5335 Wisconsin Avenue, NW
Suite 950
Washington, D.C. 20015
Telephone: (202) 944-9502
Facsimile: (202) 944-9501

September 18, 2019

Their Attorney

CERTIFICATE OF SERVICE

I, Thomas J. Moorman, of Woods & Aitken LLP, 5335 Wisconsin Avenue, N.W., Suite 950, Washington, DC 20015, do hereby certify that on this 18 day of September, 2019, I caused the the foregoing "Joint Application for Transfer of Control of Domestic and International Authorizations" was mailed, first class postage prepaid, to the following:


Thomas J. Moorman

The Honorable Bryan R. Kemp
Governor, State of Georgia
Office of the Governor
206 Washington Street
111 State Capitol
Atlanta, Georgia 30334

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6000 Defense Pentagon
Washington, DC 20301-6000

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Room 4826
2201 C Street, N.W.
Washington, DC 20520

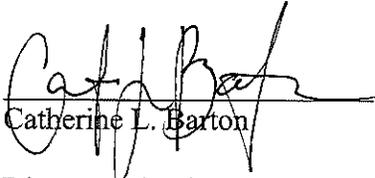
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Washington, D.C. 20554

*Sumita Mukhoty
International Bureau
Federal Communications Commission
445 12th Street, S.W.
Washington, D.C. 20554

* via email

DECLARATION

I, Catherine L. Barton, , in my capacity as a Co-Executor of the Estate of Jack Lee Barton and Director of Lintel (the "Entities"), do hereby declare under penalties of perjury that I have read the foregoing "Joint Application for Transfer of Control of Domestic and International Authorizations," and the information contained therein regarding the Entities and its affiliates is true and accurate to the best of my knowledge, information, and belief.



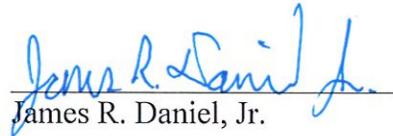
Catherine L. Barton

Director, Lintel, Inc.
Co-Executor of the
Estate of Jack Lee Barton

Date: 9/18/2019

DECLARATION

I, James R. Daniel, Jr. President of Hart Telephone Company and Hart Communications, Inc. and in my capacity as a Co-Executor of the Estate of Jack Lee Barton, Co-Trustee of the Nonexempt Marital Income Trust U/W Jack Lee Barton and Director of Lintel (the "Entities"), do hereby declare under penalties of perjury that I have read the foregoing "Joint Application for Transfer of Control of Domestic and International Authorizations," and the information contained therein regarding the Entities and its affiliates is true and accurate to the best of my knowledge, information, and belief.


James R. Daniel, Jr.

Date: 9/18/2019

President of Hart Telephone Company
President of Hart Communications, Inc.
Director, Lintel, Inc.

And in his capacity as both the Co-Executor of the
Estate of Jack Lee Barton and as Co-Trustee of the Nonexempt
Marital Income Trust U/W Jack Lee Barton