

COLLEEN R. JAMISON  
JAMISON LAW, LLC

May 1, 2023

Lynn M. Retz, Executive Director  
Kansas Corporation Commission  
1500 SW Arrowhead Rd.  
Topeka, KS 66604

RE: Oklahoma Corp. Comm.  
Final Order Approving Joint Application & Notification of Transaction  
Docket No. 22-UTAT-519-CCS

Dear Ms. Retz:

In accordance with the Commission's July 27, 2022, Order in this docket, please find attached a copy of the Oklahoma Corporation Commission's April 27, 2023, Order granting Panhandle Telephone Cooperative, Inc.'s and United Telephone Association, Inc.'s Joint Application and Notice of Transfer

As of this date, no filings have been made at the FCC for federal action. As soon as the FCC issues an order approving, we will also file that in the docket.

If you have any questions, please let me know.

Sincerely,

JAMISON LAW, LLC

*Colleen R. Jamison*

Colleen R. Jamison

Att.

cc: Todd Houseman  
Tony Lee

**BEFORE THE CORPORATION COMMISSION OF THE STATE OF OKLAHOMA**

JOINT APPLICATION & NOTIFICATION OF  
TRANSACTION RESULTING IN A TRANSFER  
OF CUSTOMERS FROM UNITED TELEPHONE  
ASSOCIATION, INC. TO PANHANDLE  
TELEPHONE COOPERATIVE, INC.

CASE NO. PUD 2023-000020

ORDER NO. 733926

**FINAL ORDER APPROVING JOINT APPLICATION AND  
NOTIFICATION OF TRANSACTION**

The Corporation Commission (“Commission”) of the State of Oklahoma being regularly in session and the undersigned Commissioners present and participating, there comes on for consideration and action the Joint Application and Notification of Transaction of United Telephone Association (“United” or “Assignor”), and Panhandle Telephone Cooperative, Inc. (“Panhandle” or “Assignee”) (collectively, “the Parties”) regarding the planned acquisition of certain assets, including related telecommunications network infrastructure (the “Transaction”) to include the transfer of customers.

**I. PROCEDURAL HISTORY**

On March 16, 2023, pursuant to OAC 165:55-15-1, the Parties filed a Joint Application and Notification of Transaction (“Joint Application”) to notify the Commission of the transfer of certain of United’s telecommunications assets and Oklahoma customers to Panhandle. The Joint Application states that on March 31, 2022, the Parties entered into an Asset Purchase Agreement to become effective following regulatory approvals where required.

The Parties are subject to the authority and jurisdiction of the Commission. No other parties have intervened in this case, and there are no objections to the approval of the transfer of customers and assets.

**II. FINDINGS OF FACT AND CONCLUSIONS OF LAW**

The Commission makes the following findings of fact and conclusions of law:

1. The Commission has jurisdiction over this Case pursuant to Article IX, Section 18 of the Oklahoma Constitution, 17 O.S. §§ 131 *et seq.*, and 18 O.S. § 438.31.
2. United was granted a Certificate of Convenience and Authority by the Commission to provide telecommunication services in Cause No. PUD 930-001536, Order No. 376679, on September 22, 1993.
3. Panhandle was granted a CCN by the Commission to provide local exchange, interexchange, and data telecommunications services on a facilities-based and resold basis within the South Englewood exchange of United, with an initial service territory limited to the South

Englewood exchange of United in Case No. PUD 2022-000038, Order No. 728924, on October 4, 2022.

4. The Notification of Transaction filed in the Case on March 16, 2023, along with the confidential Asset Purchase Agreement, financial statements, and number of customers being transferred to Panhandle meets the requirements of OAC: 165:55-15-1(e) as follows:

(1) The name of the acquiring entity and the acquired entity.

The name of the acquiring entity is Panhandle Telephone Cooperative, Inc. The name of the entity selling to Panhandle is United Telephone Association, Inc.

(2) Identification of acquired assets.

This transaction involves approximately 36 Oklahoma customer accounts and a total of 40 access lines (37 residential access lines and 3 business access lines), of which, there are 33 residential customers and 3 business customers along with all infrastructure in the South Englewood Exchange.

(3) The anticipated completion date and the effective date of the transaction.

The anticipated completion date and effective date of the transaction is the second business day after all conditions to closing set forth in Article VII of the asset purchase agreement (*Joint Application*, Exhibit A), including but not limited to receiving all consents, authorizations, orders, and approvals from Governmental Authorities, are either satisfied or waived.

(4) The name of the entity that will be providing telecommunications services in Oklahoma subsequent to the effective date of the transaction.

Panhandle Telephone Cooperative, Inc.

(5) The name, address and telephone number of a contact person for purposes of the Notification of Transaction.

Ron Comingdeer and Dustin Murer  
Comingdeer & Murer  
5400 N. Grand Blvd, Suite 102  
Oklahoma City, OK 73112  
Telephone: (405) 848-5534  
Fax: (405) 400-2429  
[hunter@comingdeerlaw.com](mailto:hunter@comingdeerlaw.com)  
[dustin.murer@comingdeerlaw.com](mailto:dustin.murer@comingdeerlaw.com)  
*Attorneys for Panhandle Telephone  
Cooperative, Inc.*

Colleen R. Jamison  
Jamison Law, LLC  
PO Box 128  
Tecumseh, KS 66542  
Telephone: (785) 331-8214  
Fax: (833) 233-4028  
[colleen.jamison@jamisonlaw.legal](mailto:colleen.jamison@jamisonlaw.legal)  
*Attorney for United Telephone  
Association, Inc.*

- (6) The names and qualifications of the individuals who will serve as officers and management of the surviving entity.

Panhandle's current management team will operate and provide services to customers in accordance with the Commission's rules and regulations and the laws of the State of Oklahoma as it has its existing customers in the State of Oklahoma.

- (7) The name(s), address(es) and telephone number(s) of the representatives of the surviving entity who will be the contact(s) for the Public Utility Division and the Consumer Services Division and will be primarily responsible for:

- (A) Providing customer service;

Stephanie Chapman  
Director of Customer, Member, and Marketing Operations  
PO Box 1188,  
603 S. Main  
Guymon, OK 73942  
580-468-2186

- (B) Repair and maintenance;

Brian Hough  
Director of Plant Operations  
PO Box 1188,  
603 S. Main  
Guymon, OK 73942  
580-651-3880

- (C) Answering complaints;

Stephanie Chapman  
Director of Customer, Member, and Marketing Operations  
PO Box 1188,  
603 S. Main  
Guymon, OK 73942  
580-468-2186

- (D) Authorizing and/or furnishing refunds to customers

Stephanie Chapman  
Director of Customer, Member, and Marketing Operations  
PO Box 1188,  
603 S. Main  
Guymon, OK 73942  
580-468-2186

- (E) Tariff issues; and  
Kelley Wells  
Director of Regulatory Affairs  
PO Box 1188,  
603 S. Main  
Guymon, OK 73942  
580-468-2179
- (F) Receiving notices related to cases docketed as the Commission.  
Ron Comingdeer  
5400 N. Grand Blvd. Ste. 102  
Oklahoma City, OK 73112  
405-848-5534
- (8) An affidavit, including a financial statement, that states that the surviving entity possesses the financial ability to provide telecommunications services in the State of Oklahoma.
- On April 11, 2023, PUD reviewed the purchase agreement and there were no irregularities or issues.
- (9) A copy of the notice which will be provided to affected customers informing them of the transaction, and any change in the name of the entity which provides services to them or in their rates, charges, or terms and conditions of services as a result of the transaction.
- A notice of the transfer will be provided to United's customers being transferred to Panhandle at least forty-five (45) days prior to the transfer. A sample of the customer notice letter is provided in Exhibit A, attached to the Notification filed in this Case.
- (10) Identification of any changes in services to be offered or tariffed rates to affected customers required by the transaction.
- After the transaction, affected United customers will continue to receive the same services that they currently receive without any immediate changes to the service offerings, rates, or terms and conditions. Panhandle will effectuate any tariff changes through a new filing.
- (11) A narrative and/or schematic description of the relationship between or among the acquired and acquiring entities and the surviving entity.
- The narrative is provided in Section II of the Notification that was filed in this Case.
- (12) An acknowledgment that any tariff revisions shall only be accomplished in a separate filing.

The parties acknowledge that any tariff revisions shall only be accomplished in a separate filing.

(13) A statement of the approximate number of Oklahoma customers.

This transaction involves approximately 36 Oklahoma customer accounts and a total of 40 access lines (37 residential access lines and 3 business access lines), of which, there are 33 residential customers and 3 business customers.

5. Pursuant to OAC 165:55-15-1(f), a copy of the Notification of Transaction was sent to the Office of the Attorney General of the State of Oklahoma on March 16, 2023.

6. Parties will notify customers of the proposed transfer of their service consistent with the 30-day requirement in 47 C.F.R. § 64.1120(E) of the Federal Communications Commission rules.

7. Pursuant to OAC 165:55-15-1(g), the PUD reviewed the Notification of Transaction filed in this Case, and all supporting documents. PUD found that United and Panhandle are both in compliance with the Annual Report, PUD Fee Assessment and Oklahoma Universal Service Fund.

#### IV. ORDER

THE COMMISSION THEREFORE ORDERS that the foregoing findings of fact and conclusions of law are adopted as the Order of the Commission.

THE COMMISSION FURTHER ORDERS that the Transaction between United Telephone Association, Inc. and Panhandle Telephone Cooperative, Inc., as set forth in the Notification of Transaction, is hereby approved.

OKLAHOMA CORPORATION COMMISSION

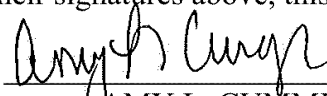
  
\_\_\_\_\_  
J. TODD HIETT, Chairman

\_\_\_\_\_  
BOB ANTHONY, Vice-Chairman

  
\_\_\_\_\_  
KIM DAVID, Commissioner

#### CERTIFICATION

**DONE AND PERFORMED** by the Commissioners participating in the making of the above and foregoing Final Order, as shown by their signatures above, this 27th day of April 2023.

  
\_\_\_\_\_  
AMY L. CUMMINGS, Commission Secretary

