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JUN 28 2017

PUBLIC SERVICE
COMMISSION

June 28, 2017

Via Hand Delivery

Dr. Talina Mathews
Executive Director
Kentucky Public Service Commission
211 Sower Blvd.
Frankfort, KY 40601

Re: *The Verified Joint Application of Brandenburg Communications Corporation and Brandenburg Telephone Company for the Expedited Transfer of Certain Ownership Shares of Brandenburg Communications Corporation*

Dear Dr. Mathews:

Enclosed for filing with the Public Service Commission of the Commonwealth of Kentucky are an original and eleven (11) copies of the following documents.

1. Verified Joint Responses of Brandenburg Communications Corporation and Brandenburg Telephone Company to the Commission Staff's Initial Requests for Information dated June 13, 2017.

Accompanying the Joint Responses is a scanned version of Allison T. Willoughby's signed certification. The joint applicants will promptly provide the original executed version under separate cover letter when it becomes available.

Please return a file-stamped copy to the courier.

Sincerely yours,

DINSMORE & SHOHL LLP



Edward T. Depp

ETD/lb

Enclosures

cc: Allison T. Willoughby (w/ att.)
John E. Selent, Esq. (w/ att.)

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JUN 28 2017

**PUBLIC SERVICE
COMMISSION**

**COMMONWEALTH OF KENTUCKY
BEFORE THE PUBLIC SERVICE COMMISSION**

IN THE MATTER OF:

**THE VERIFIED JOINT APPLICATION OF
BRANDENBURG COMMUNICATIONS
CORPORATION AND BRANDENBURG
TELEPHONE COMPANY FOR THE EXPEDITED
TRANSFER OF CERTAIN OWNERSHIP SHARES
OF BRANDENBURG COMMUNICATIONS
CORPORATION**

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Case No. 2017-00209

**Brandenburg Communications Corporation and Brandenburg Telephone Company's
Joint Responses to the Commission Staff's Initial Requests for Information
dated June 13, 2017**

FILED: June 28, 2017

**IN THE MATTER OF THE VERIFIED JOINT APPLICATION OF
BRANDENBURG COMMUNICATIONS CORPORATION AND
BRANDENBURG TELEPHONE COMPANY FOR THE
EXPEDITED TRANSFER OF CERTAIN OWNERSHIP SHARES
OF BRANDENBURG COMMUNICATION CORPORATION
Case No. 2017-00209**

**Brandenburg Communications Corporation and Brandenburg Telephone Company's
Joint Responses to the Commission Staff's Initial Requests for Information
dated June 13, 2017**

June 28, 2017

1 **Item 1)** *Provide a copy of the probated will of Mr. Joseph D. Tobin, Jr. ("Mr. Tobin").*

2

3 **Response)** Please see the attached document.

4

5 **Witness)** **Allison T. Willoughby**

6

Last Will and Testament

OF

JOSEPH D. TOBIN, JR.

I, JOSEPH D. TOBIN, JR., of Meade County, Kentucky, declare that this is my last Will, and I revoke all prior Wills and Codicils.

ARTICLE 1

DEFINITIONS

- 1.1 My wife, RUTH CAROLYN CRAWFORD, is referred to as "RUTH."
- 1.2 My daughter, ALLISON ANN TOBIN WILLOUGHBY, is referred to as "ALLISON."
- 1.3 My son, JOSEPH D. TOBIN, III, is referred to as "TOBY."
- 1.4 My son, TOM HULETT TOBIN, is referred to as "TOM."
- 1.5 ALLISON, TOBY and TOM and no others are referred to collectively as "my children."
- 1.6 All references to the Code are to the Internal Revenue Code of 1986, as amended, any subsequent similar federal provision, and include similar provisions of any state law.

ARTICLE 2

PERSONAL REPRESENTATIVE

2.1 I appoint RUTH and JOHN E. SELENT ("JOHN") Co-Executors of my estate. If one Co-Executor does not qualify as such or does not complete the administration of my estate, I appoint JAMES J. HINES ("JIM") as a Co-Executor to serve in his or her place. Co-Executors will act by unanimous agreement, but no party dealing with any Co-Executor will be required to ascertain whether or not the Co-Executors are in agreement, and all parties may deal with a Co-Executor as if each is possessed of full and complete independent power and authority.

Any Co-Executor may delegate ministerial powers (such as to sign checks and other instruments and documents) to another Co-Executor. All Executors are referred to as Personal Representative. I appoint Personal Representative as Ancillary Administrator. If Personal Representative does not so serve, I request the court having jurisdiction over the assets requiring ancillary administration to appoint the person or corporation nominated by Personal Representative. I request that no surety or bond be required of Personal Representative or Ancillary Administrator.

2.2 It is my desire that Personal Representative shall receive payment for serving as such. If RUTH and JOHN serve as Co-Executors, JOHN shall receive a fee which shall not exceed One Million Dollars (\$1,000,000), and RUTH shall serve without compensation. If RUTH and JIM serve as Co-Executors, JIM shall receive a fee which shall not exceed One Million Dollars (\$1,000,000), and RUTH shall serve without compensation. If JOHN and JIM serve as Co-Executors, each shall receive a fee which shall not exceed Seven Hundred Fifty Thousand Dollars (\$750,000). The fee to Personal Representative may be paid in cash or in kind. If the fee is paid in kind, then the value of the assets used to compensate Personal Representative shall be the value as finally determined for federal estate tax purposes.

2.3 I believe that the persons appointed above are the best persons to serve as Personal Representative due to their superior judgment and because they possess the expertise necessary to settle my estate and, in the process, manage my various and complex business interests while balancing the needs and concerns of the estate's beneficiaries.

ARTICLE 3

PAYMENT OF DEBTS, EXPENSES, AND TAXES

3.1 Personal Representative will pay all of my legal debts, funeral expenses (regardless of any statutory limitation), and administration costs (including expenses incurred to protect, deliver, and sell assets bequeathed herein and costs of ancillary administration) from the residue of my estate.

3.2 Notwithstanding the foregoing, if any property or interest in property passing by reason of my death is encumbered by a mortgage or lien, or is pledged to secure any

obligations, such indebtedness will not be charged to or paid from my estate, but the recipient of such property or interest therein will take it subject to all encumbrances existing at the time of my death.

3.3 All transfer, estate, and inheritance taxes (including interest and penalties, collectively "death taxes") payable by reason of my death on account of the inclusion in my estate of property, whether passing under this Will or otherwise, will be paid out of my estate as an administrative expense, without apportionment, except as otherwise provided below. Provided, however, any death taxes imposed on property included in my estate by reason of sections 2036 or 2038 of the Code, or because I have a power of appointment over such property, will be apportioned against and paid by the recipient of the property to which such tax is attributable. With respect to property included in my estate by reason of Code section 2044 and/or a corresponding provision of applicable state law, the incremental death taxes attributable to such property will be apportioned against and paid by the recipient of such property. Taxes imposed by Chapter 13 or section 2032A(c) of the Code will be apportioned against and paid by the recipient of such property. If Personal Representative elects to defer death taxes on certain property under section 6166 of the Code, such taxes will be apportioned against and paid by the recipient of such property. If Personal Representative may qualify property for the marital deduction and does not qualify all of such property, then, to the extent permitted by the Code, the resulting increase in death taxes will be paid from such property as is not qualified for the marital deduction.

3.4 All transfer, estate and inheritance taxes payable by reason of my death on account of the inclusion in my estate of property which is disposed of by paragraph 5.2 of this Will will be equitably apportioned against and paid by the recipients of such property in the proportion that the value of the property received by a recipient bears to the total value of the property received by all recipients (using for this purpose the values as finally determined in the federal estate tax proceeding relating to my estate). The benefit of a deduction, credit, reduction or exemption under any provision of the Code (for instance, due to the marital or charitable deductions, the previously taxed property credit, the reduction in value under section 2032A, a state or foreign death tax credit, a credit for gift taxes paid, the applicable credit amount [unified credit], or otherwise) will inure to the recipient of the property to which such benefit is

attributable. Personal Representative may pay any such taxes from the residue of my estate prior to recovering the attributable tax from the recipient of the property, or may subtract the attributable tax from such recipient's share, as Personal Representative deems advisable.

ARTICLE 4

TANGIBLE PERSONAL PROPERTY

4.1 I give the following automobiles, if owned by me at the time of my death, to the following persons:

- A. My 1974 Chevrolet, VIN 1Z67J4S436332, and my 1965 Buick Riviera, to TOBY, if he survives me;
- B. My 1966 Ford, VIN 6F08C175541, to TOM, if he survives me;
- C. My 1957 Ford Thunderbird, VIN D7FH333816, to DONALD C. BUTLER, if he survives me; and
- D. Any other automobiles, including any lapsed gifts of automobiles, to RUTH, if she survives me.

4.2 All of the household goods, including without limiting the generality of the foregoing, furniture and furnishings, appliances, portraits and works of art now located in the residence which RUTH and I occupy, or which may be located in any other residence which we may occupy at the time of my death, are already the absolute property of RUTH, or, if hereafter acquired, will become her absolute property upon their acquisition. Accordingly, I do not dispose of any such property through this Will except to the extent that I may acquire such property (a) from RUTH if she predeceases me, or (b) after RUTH's death. I give any such property that I receive from RUTH upon her death, or that I acquire after her death, in equal shares to my surviving children.

4.3 I give all of my tangible personal property not specifically bequeathed hereinabove, such as clothing, jewelry and personal effects, but excluding any tangible personal property held for investment or income producing purposes, to RUTH, if she survives me and if not, in equal shares to my surviving children.

4.4 All insurance policies which provide indemnity for the loss of or damage to any personal or real property (including any claim for the loss or damage to any such property which I might have at the time of my death against any insurance company) will be delivered to those persons who will or would have become the owners of such properties, whether such ownership be acquired under the provisions of this Will, by survivorship, or by other means.

ARTICLE 5

SPECIFIC DEVICES AND BEQUESTS

5.1 I give any interest I may own at the time of my death in the following Condominium Unit in Brown Suburban Condominium Homes to RUTH, if she survives me:

A. Unit V4, established by the Master Deed recorded in Deed Book 5202, Page 904, and plans of which are contained completely in File 237, which is of record in Apartment Ownership Book 22, Pages 1 through 17, all in the Office of the Clerk of the County Court of Jefferson County, Kentucky.

BEING the same property conveyed to J.D. Tobin, Jr. by deed dated March 3, 1988, and recorded in Deed Book 5755, Page 969 in the office of the Clerk aforesaid.

5.2 I give the following property, if owned by me at the time of my death, to my cousin, STEVE STONE, if he survives me:

A. One-half (1/2) of the shares of common stock of Bank of Lexington, Inc., Lexington, Kentucky, or its corporate successor, which I own at the time of my death, including any warrants and other rights associated with the stock.

ARTICLE 6

DISPOSITION OF RESIDUE

6.1 I direct that the balance of the residue of my estate, including all lapsed legacies (but excluding property over which I have a power of appointment), will be divided in four (4) equal shares and distributed as follows:

A. One share will be distributed in fee to RUTH, if she survives me. If RUTH does not survive me, this share will be divided into equal shares and distributed as provided in paragraphs B., C. and D. as are capable of taking effect at my death.

B. One share will be distributed in fee to ALLISON, if she survives me. If ALLISON does not survive me, this share will be divided in two equal shares and distributed to her children, DRAY DALTON WILLOUGHBY ("DRAY") and BLAKE BROADBENT WILLOUGHBY ("BLAKE"). The share of either DRAY or BLAKE who also does not survive me will be distributed among his descendants, per stirpes, who are living at my death. If DRAY or BLAKE also does not survive me and has no descendants who survive me, his share will be distributed to such named child of ALLISON who does survive me or to his descendants, per stirpes, if he is not living at my death. If ALLISON, DRAY, BLAKE and no descendants of DRAY or BLAKE survive me, this share shall be divided into equal shares and distributed as provided in paragraphs A., C. and D. as are capable of taking effect at my death.

C. One share will be distributed in fee to TOBY, if he survives me. If TOBY does not survive me, this share will be distributed in fee to my granddaughter, TARA NIKOLE TOBIN HAGER ("TARA"). If TARA also does not survive me, this share will be distributed among those of her descendants, per stirpes, who are living at my death. If TOBY and TARA do not survive me and there are no descendants of TARA who survive me, this share will be divided into equal shares and distributed as provided in paragraphs A., B. and D. as are capable of taking effect at my death. After careful consideration, I make no provision for my grandson, JOSEPH D. TOBIN, IV, in this Will.

D. One share will be distributed in fee to TOM, if he survives me. If TOM does not survive me, this share will be divided in two equal shares and distributed to his children, KASEY ROXANNE TOBIN BEATON ("KASEY") and KRISTIN RACHELLE TOBIN DOSSETT ("KRISTIN"). The share of either KASEY or KRISTIN who also does not survive me will be distributed among her descendants, per stirpes, who are living at my death. If KASEY or KRISTIN also does not survive me and has no descendants who survive me, her share will be distributed to such named child of TOM who does survive me or to her descendants, per stirpes, if she is not living at my death. If TOM, KASEY, KRISTIN and no descendants of KASEY or KRISTIN survive me, this share shall be divided into equal shares and distributed as provided in paragraphs A., B. and C. as are capable of taking effect at my death.

6.2 It is my desire that, to the extent any beneficiary under this Article wishes to receive his or her pro rata share of the equity interests in Brandenburg Communications Corporation, Meade Bancorp, Inc., or First Breckinridge Bancshares, Inc., or any successor businesses thereto, which are part of the residue of my estate, then he or she shall receive such interest or interests. Accordingly, I urge Personal Representative to distribute my interests in such business entities to the beneficiaries who wish to receive them to the extent possible.

ARTICLE 7

DISTRIBUTIONS TO MINORS

7.1 Whenever, under the provisions of this Will, funds (regardless of the amount) or other assets (regardless of their value) are distributable from my estate to a minor, I authorize Personal Representative to distribute such funds or other assets to an individual or corporate fiduciary to be held by such individual or corporate fiduciary as custodian for the minor under the provisions of the Kentucky Uniform Transfers to Minors Act or any other applicable Uniform Transfers to Minors Act or Uniform Gifts to Minors Act. The individual or corporate fiduciary who is to serve as custodian will be designated by Personal Representative, and Personal Representative may designate himself or herself as the custodian. As used in this paragraph, the term "assets" shall include interests in real property. The authority granted to Personal Representative in this paragraph will be in addition to, and not in derogation of, any authority granted under other provisions of this Will or by law to Personal Representative with respect to distributions of funds or other assets to, or for the benefit of, a minor.

ARTICLE 8

PERSONAL REPRESENTATIVE'S POWERS

8.1 I grant to Personal Representative the continuing discretionary power to deal with any property, real or personal, held in my estate, as freely as I might in the handling of my own affairs subject to any limitations contained herein, and to make any tax elections allowed under applicable law. Such power may be exercised independently and without prior or subsequent approval of any court or judicial authority. Personal Representative will have no liability for any exercise of discretion so long as made in good faith. Further, I grant the following specific powers in addition to those conferred by law:

A. Original Assets. To retain, without liability for loss or depreciation, any security or other asset owned by me at the time of my death, so long as such retention appears advisable, even though said assets represent the total assets of my estate.

B. Sale. To sell, transfer, or convey, publicly or privately, for cash or credit, all or any part of any real or personal property. This property may be sold at its prevailing market price or fair market value to a Personal Representative, trustee or to a beneficiary under this Will or of any trust.

C. Investments. To invest and reinvest in stocks and bonds of domestic and foreign corporations and governments, real estate, mortgages, interests in common trust funds and mutual funds (including those managed by Personal Representative or an affiliate of Personal Representative wherever located), or assets of any kind or nature without diversification, although such assets may not be of the character prescribed by law for the investment of such assets, and to hold cash if deemed advisable; to purchase and sell option contracts which give Personal Representative or another the option to buy or sell, at some future time, any stock or security of any company; to register assets in nominee name or to hold them in bearer form; and to deposit funds in accounts of Personal Representative's banking division that bear a reasonable rate of interest. Personal Representative will not invest in non-income producing assets if to do so would result in adverse tax consequences to the estate or any beneficiary thereof.

D. Payments of Income and Principal. To pay income or principal during the minority or incapacity of any beneficiary to whom income is directed to be paid or for whose benefit income and principal may be distributed in any of the following ways: (1) directly to a beneficiary, (2) to the guardian of a beneficiary, (3) to a relative of a beneficiary, (4) to a custodian under a Uniform Transfers (or Gifts) to Minors Act, or (5) by expending the same directly for the benefit of a beneficiary. Personal Representative will not be obligated to see to the application of the funds so distributed and the receipt of such person will be full acquittance to Personal Representative.

E. Division and Distribution. Whenever required or permitted to divide and distribute assets, to make such divisions or distributions in money or in kind, or partly in both, and to allocate different kinds or disproportionate shares of property or undivided interests in property among the beneficiaries, and to do so without regard to the income tax basis of specific property allocated to any beneficiary (including any trust) and without making pro rata distributions of specific assets. To determine the value of any such property, and to exercise all powers herein conferred until all assets have been fully distributed. Further, to distribute in fee to any beneficiary assets that otherwise would be distributed to a trustee if the trustee certifies in writing that the trustee would distribute the assets immediately to such beneficiary.

F. Claims. To compromise, settle, or adjust all claims, charges, debts, or demands.

G. Agents. To employ attorneys, appraisers, accountants, investment advisors, and other agents or advisors to assist Personal Representative, and to act without independent investigation upon their recommendation, and instead of acting personally, to employ one or more agents to perform any act of administration, whether discretionary or not.

H. Generation Skipping Tax Elections. To allocate any part of my generation skipping tax exemption to any assets, including assets transferred by me during life as to which I did not make an allocation prior to my death. I desire Personal Representative to allocate said exemption in a manner which, in Personal Representative's opinion, will most likely produce the least overall generation skipping tax and/or delay the payment of

any such tax for as long a period as possible because I realize that this tax may be eliminated or modified in the future. Personal Representative will make no compensating adjustments as a result of Personal Representative's decision regarding allocation of my generation skipping tax exemption, and may make such determinations without regard to any duty of impartiality as between different beneficiaries.

I. Allocation of Basis Increase. To determine which assets will receive basis increases pursuant to section 1022(b) and (c) of the Code and the amount of such increases and to make such determinations without regard to any duty of impartiality as between different beneficiaries.

J. Conservation Easement. To impose a conservation easement on real estate, with the consent of a majority of the adult beneficiaries (or the trustee if such real estate is devised in trust) receiving the real estate, no later than the date on which the federal estate tax return for my estate would be due, including any extensions.

K. Accounting. To treat as principal all dividends payable in stock, all dividends in liquidation, and all rights issued on any securities; and to treat as income all other dividends received. To charge or credit to principal any premiums and discounts on securities purchased at more or less than par.

L. Administer Real Property. To lease, mortgage (including to Personal Representative in an individual capacity), repair and improve and take any steps prudent with regard to real property, to subdivide real estate, to dedicate same to public use, and to grant easements (other than conservation easements) as Personal Representative deems advisable. Any lease made by Personal Representative will be valid for the full period of the lease, even though it may extend beyond the final settlement of my estate or any trust.

M. Business Interests. To retain and continue to operate any business interest for such period as Personal Representative deems advisable and in this connection to determine the manner and extent of Personal Representative's active participation in the operation of said business; to incorporate, recapitalize, or otherwise change the capital structure of any business and to sell or liquidate all or part of said business at such time and price and on such terms and conditions as Personal Representative deems advisable and in this connection a sale may be made (pursuant to an agreement entered into by me during my lifetime or otherwise) to a partner, officer, employee, or beneficiary hereunder. I am aware that certain risks are inherent in the operation of any business and, therefore, except for bad faith or willful misconduct, Personal Representative will not be liable for any loss resulting from the retention and operation of any business.

N. Borrowing. To borrow money, from Personal Representative or a trustee individually, or from others, on such terms and conditions as deemed advisable, and to mortgage and pledge assets as security for the repayment thereof.

O. Expense Elections. To charge administration expenses to income or principal, provided, that no such allocation will be made to income that would require a reduction in the estate tax marital deduction pursuant to section 2056(b)(4) of the Internal

Revenue Code; and to deduct certain administration and other expenses (insofar as permitted under the tax laws applicable to my estate) on either the income tax returns of my estate or on the estate (and/or inheritance) tax return. It is my desire that Personal Representative take said deductions on the particular tax returns which in Personal Representative's opinion produces the least combined taxes, irrespective of whether such taxes are payable from income or principal. I direct Personal Representative not to make any compensating adjustments between income or principal or between the property interests passing to the beneficiaries of this Will that may result because of the exercise of the discretion hereunder, irrespective of the fact that a decision may substantially affect beneficially or adversely my beneficiaries' interest in my estate.

P. Corporate Fiduciary Services. For its services hereunder, a bank or trust company will receive compensation in accordance with its regular schedule of fees in effect at the time such services are rendered.

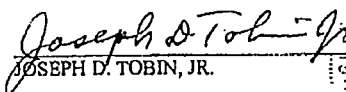
ARTICLE 9
SURVIVORSHIP

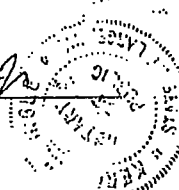
9.1 If any beneficiary under this Will does not survive me by sixty (60) days, then for the purpose of receiving benefits under this Will, he or she will be deemed to have predeceased me.

ARTICLE 10
NO CONTEST CLAUSE

10.1 If valid under the laws of the state having jurisdiction over the administration of my estate, then any beneficiary under this Will who contests the probate of this Will or any of its provisions, or who elects to take a statutory share of my estate, will be deemed to have predeceased me for purposes of this Will.

I, JOSEPH D. TOBIN, JR., the Testator, sign my name to this instrument on Nov 2 2012, 2012, and being first duly sworn, hereby declare to the undersigned authority that I sign and execute this instrument as my last Will, that I sign it willingly, that I execute it as my free and voluntary act for the purposes herein expressed, and that I am 18 years of age or older, of sound mind, and under no constraint or undue influence.


JOSEPH D. TOBIN, JR.



We, Gordon B. Wright and John E. Seient
the witnesses, sign our names to this instrument, being first duly sworn, hereby declare to the undersigned authority that the Testator signs and executes this instrument as the Testator's last Will and that the Testator signs it willingly, and that each of us, in the presence and hearing of the Testator and in the presence of the other subscribing witness, hereby signs this Will as witness to the Testator's signing, and that to the best of our knowledge the Testator is 18 years of age or older, of sound mind, and under no constraint or undue influence.

Gordon B. Wright residing at Louisville, Kentucky
Witness City, State

John E. Seient residing at Louisville, Ky.
Witness City, State

COMMONWEALTH OF KENTUCKY)
: SS.
COUNTY OF JEFFERSON)

Subscribed, sworn to, and acknowledged before me by JOSEPH D. TOBIN, JR.,
the Testator, and subscribed and sworn to before me by John E. Seient
and Gordon B. Wright, Witnesses, on November 2, 2012.

My commission expires: February 17, 2016

Kenny W. [Signature]
Notary Public

THIS INSTRUMENT PREPARED BY:

Gordon B. Wright
Gordon B. Wright
WYATT, TARRANT & COMBS, LLP
500 West Jefferson Street, Suite 2800
Louisville, Kentucky 40202-2898
502.589.5235

Filed: 01/17/2013 04:12:35 PM
KATRINA FITZGERALD, County Clerk
MEADE County, KY

10324807.2

**IN THE MATTER OF THE VERIFIED JOINT APPLICATION OF
BRANDENBURG COMMUNICATIONS CORPORATION AND
BRANDENBURG TELEPHONE COMPANY FOR THE
EXPEDITED TRANSFER OF CERTAIN OWNERSHIP SHARES
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Case No. 2017-00209**

**Brandenburg Communications Corporation and Brandenburg Telephone Company's
Joint Responses to the Commission Staff's Initial Requests for Information
dated June 13, 2017**

June 28, 2017

1 **Item 2)** *Describe the duties and responsibilities that Mr. Tobin had in regard to the*
2 *day-to-day operations of Brandenburg Telephone, and who will succeed Mr. Tobin in the*
3 *performance of these duties.*

4
5 **Response)** Brandenburg Telephone is a family-owned business. Neither Mr. Tobin's death
6 nor the distribution of Brandenburg Communications shares as directed by Mr. Tobin's estate
7 creates any substantive changes of control to Brandenburg Telephone's operations or
8 management.

9 Prior to 2012, Mr. Tobin served as the General Manager of Brandenburg Telephone for
10 more than 25 years. In that role, he held ultimate responsibility for the overall management and
11 operation of Brandenburg Telephone, including all of its day-to-day functions. During the last
12 several years of his tenure as General Manager, however, Mr. Tobin transitioned his
13 Brandenburg Telephone managerial duties to Allison T. Willoughby, who served as
14 Brandenburg Telephone's Assistant General Manager throughout Mr. Tobin's tenure as General
15 Manager. As the Assistant General Manager, Ms. Willoughby was responsible for the
16 performance of all general management duties. In 2012, in culmination of a long-term succession

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1 plan, Ms. Willoughby formally succeeded Mr. Tobin as General Manager of Brandenburg
2 Telephone.

3 After 2012, Mr. Tobin had no direct duties or responsibilities in regard to the day-to-day
4 operations of Brandenburg Telephone, except that he continued to serve on Brandenburg
5 Telephone's Board of Directors until his death. In that role he, along with the other Board
6 members, was involved in providing high-level oversight and guidance to Brandenburg
7 Telephone's management. In 2013, Ms. Willoughby was elected chair of the Brandenburg
8 Telephone Board of Directors, replacing Mr. Tobin in that role. Also in 2013, Blake B.
9 Willoughby was appointed to the Board to fill the empty seat. Mr. Willoughby is an
10 accomplished businessperson and brought to the Board his significant financial experience,
11 including serving as the CEO of five community banks; the Chairman, President, and CEO of a
12 banking holding company; and the Chairman of a second banking holding company. The
13 existing Board, including longtime Board members Allison T. Willoughby and Ruth Crawford,
14 will continue to serve its functions as before.

15

16 **Witness) Allison T. Willoughby**

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dated June 13, 2017

June 28, 2017

1 Item 3) *Provide the names, duties, and relative experience of current Brandenburg*
2 *Telephone management employees who are to remain in place.*

3
4 Response) As explained in the affidavit accompanying the Application in this matter, the
5 distribution of Brandenburg Communications shares as described in the Application has no effect
6 on the roles or management responsibilities of Brandenburg Telephone's existing management
7 employees. Specific Brandenburg Telephone management employees who are to remain in place
8 include:

- 9 • Allison Willoughby (General Manager) – Ms. Willoughby has been an employee of
10 Brandenburg Telephone for 30 years. She has served as Brandenburg Telephone's
11 General Manager for almost 5 years, and previously served for many years as its
12 Assistant General Manager, a role which functioned as a combined Chief Executive
13 Officer and Chief Operational Officer. She holds ultimate responsibility for the overall
14 management and operation of Brandenburg Telephone, including all of its day-to-day
15 functions. In addition, she serves as a director on the boards of all entities fully or partly

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June 28, 2017

- 1 owned by Brandenburg Communications. Please also see the response to Request 10(b)
2 for additional information about Ms. Willoughby's duties and relative experience.
- 3 • Randall Bradley (Controller) – Mr. Bradley has served at Brandenburg Telephone for 19
4 years and has been in his current position for that entire time period. He is the company's
5 chief financial officer, and his responsibilities include Brandenburg Telephone's
6 accounting, finances, and planning.
 - 7 • Dennis Willoughby (Plant Manager) – Mr. Willoughby has served at Brandenburg
8 Telephone for 33 years and has been in his current position for 30 years. He is
9 responsible for all outside utility plant technology, construction, maintenance, and repair.
10 He is also responsible for overseeing all personnel, equipment, materials, and technology
11 associated with such plant services.
 - 12 • Kelly Roberts (Commercial Manager) – Mr. Roberts has served at Brandenburg
13 Telephone for 16 years and has been in his current position for 11 years. He is
14 responsible for all purchasing, tariffs, and regulatory filings, as well as Brandenburg
15 Telephone's commercial and security system services.

**IN THE MATTER OF THE VERIFIED JOINT APPLICATION OF
BRANDENBURG COMMUNICATIONS CORPORATION AND
BRANDENBURG TELEPHONE COMPANY FOR THE
EXPEDITED TRANSFER OF CERTAIN OWNERSHIP SHARES
OF BRANDENBURG COMMUNICATION CORPORATION
Case No. 2017-00209**

**Brandenburg Communications Corporation and Brandenburg Telephone Company's
Joint Responses to the Commission Staff's Initial Requests for Information
dated June 13, 2017**

June 28, 2017

- 1 • Joe Lasley (Central Office Supervisor) – Mr. Lasley has served at Brandenburg
2 Telephone for almost 19 years and has been in his current position for 5 years. He is
3 responsible for all central office technology, including switching equipment.
- 4 • Tom Hewlett (Marketing Manager) – Mr. Hewlett has served at Brandenburg Telephone
5 for 20 years and has been in his current position for that entire time period. He is
6 responsible for conducting and supervising all of Brandenburg Telephone's marketing
7 and public relations functions.

8

9 **Witness) Allison T. Willoughby**

**IN THE MATTER OF THE VERIFIED JOINT APPLICATION OF
BRANDENBURG COMMUNICATIONS CORPORATION AND
BRANDENBURG TELEPHONE COMPANY FOR THE
EXPEDITED TRANSFER OF CERTAIN OWNERSHIP SHARES
OF BRANDENBURG COMMUNICATION CORPORATION
Case No. 2017-00209**

**Brandenburg Communications Corporation and Brandenburg Telephone Company's
Joint Responses to the Commission Staff's Initial Requests for Information
dated June 13, 2017**

June 28, 2017

1 Item 4) *As the General Manager of Brandenburg Telephone, describe Allison T.*
2 *Willoughby's duties and responsibilities in the day-to-day operations and management.*

3
4 Response) Allison T. Willoughby holds ultimate responsibility for the overall management
5 and operation of Brandenburg Telephone, including all of its day-to-day functions. Her
6 responsibilities extend to supervising all compliance, safety matters, day-to-day office functions,
7 and all other elements of the company's operations, as well as ensuring the company provides
8 efficient, high quality, and reasonable services at reasonable prices.

9 Due to the fact that the General Manager is ultimately responsible for anything and
10 everything required in the course of Brandenburg Telephone's operations, it is not possible to
11 provide a comprehensive list of associated duties; however, some specific functions include:

- 12 • monitoring the competitive environment in the industry and in the company's market;
13 • monitoring all company conditions (financial status, condition and direction);
14 • ensuring compliance with all regulatory matters;
15 • conducting Board/Shareholders meetings;
16 • keeping directors informed on company operations;

**IN THE MATTER OF THE VERIFIED JOINT APPLICATION OF
BRANDENBURG COMMUNICATIONS CORPORATION AND
BRANDENBURG TELEPHONE COMPANY FOR THE
EXPEDITED TRANSFER OF CERTAIN OWNERSHIP SHARES
OF BRANDENBURG COMMUNICATION CORPORATION
Case No. 2017-00209**

**Brandenburg Communications Corporation and Brandenburg Telephone Company's
Joint Responses to the Commission Staff's Initial Requests for Information
dated June 13, 2017**

June 28, 2017

- 1 • strategic planning / future planning;
- 2 • overseeing company investments (long term & short term);
- 3 • reviewing company policies;
- 4 • personnel and benefits (salaries/overtime);
- 5 • evaluating vendors and renewing and negotiating contracts;
- 6 • working with department heads to keep updated on factors which affect the company;
- 7 • monitoring disbursements/expenditures;
- 8 • interacting with customers;
- 9 • reviewing audit findings;
- 10 • working with city and county officials; and
- 11 • evaluating new technology offerings and overseeing implementation.

12 Furthermore, because Brandenburg Telephone is a family-owned business that serves
13 neighbors in the community where Ms. Willoughby makes her home, her duties and obligations
14 as General Manager are reinforced by her own personal duties and obligations to her family and
15 community.

16

17 **Witness) Allison T. Willoughby**

**IN THE MATTER OF THE VERIFIED JOINT APPLICATION OF
BRANDENBURG COMMUNICATIONS CORPORATION AND
BRANDENBURG TELEPHONE COMPANY FOR THE
EXPEDITED TRANSFER OF CERTAIN OWNERSHIP SHARES
OF BRANDENBURG COMMUNICATION CORPORATION
Case No. 2017-00209**

**Brandenburg Communications Corporation and Brandenburg Telephone Company's
Joint Responses to the Commission Staff's Initial Requests for Information
dated June 13, 2017**

June 28, 2017

1 **Item 5)** *As a current shareholder in Brandenburg Communications, which is the sole*
2 *shareholder of Brandenburg Telephone, will Allison T. Willoughby's duties and*
3 *responsibilities in the day-to-day operations and management of Brandenburg Telephone*
4 *change if the Commission approves the distribution of additional shares to her from Mr.*
5 *Tobin's estate that will increase her ownership to more than ten percent? Explain the*
6 *answer in full detail.*

7
8 **Response)** No. Allison T. Willoughby's duties and responsibilities in the day-to-day
9 operations and management of Brandenburg Telephone will not change if the Commission
10 approves the distribution requested in the Application in this matter.

11
12 **Witness)** **Allison T. Willoughby**

13

**IN THE MATTER OF THE VERIFIED JOINT APPLICATION OF
BRANDENBURG COMMUNICATIONS CORPORATION AND
BRANDENBURG TELEPHONE COMPANY FOR THE
EXPEDITED TRANSFER OF CERTAIN OWNERSHIP SHARES
OF BRANDENBURG COMMUNICATION CORPORATION
Case No. 2017-00209**

**Brandenburg Communications Corporation and Brandenburg Telephone Company's
Joint Responses to the Commission Staff's Initial Requests for Information
dated June 13, 2017**

June 28, 2017

1 **Item 6)** *Provide Joseph D. Tobin III's role in Brandenburg Telephone and describe*
2 *his duties and responsibilities in the day-to-day operations and management.*

3

4 **Response)** Joseph D. Tobin III has no duties or responsibilities in the day-to-day operations
5 and management of Brandenburg Telephone. He previously served as an employee of
6 Brandenburg Telephone, working with the company's financial operation. He retired from that
7 role in 2013.

8 All day-to-day operations and management decisions and actions are undertaken by
9 Brandenburg Telephone's Board of Directors and management team, not by Brandenburg
10 Communications shareholders.

11

12 **Witness)** **Allison T. Willoughby**

IN THE MATTER OF THE VERIFIED JOINT APPLICATION OF
BRANDENBURG COMMUNICATIONS CORPORATION AND
BRANDENBURG TELEPHONE COMPANY FOR THE
EXPEDITED TRANSFER OF CERTAIN OWNERSHIP SHARES
OF BRANDENBURG COMMUNICATION CORPORATION
Case No. 2017-00209

Brandenburg Communications Corporation and Brandenburg Telephone Company's
Joint Responses to the Commission Staff's Initial Requests for Information
dated June 13, 2017

June 28, 2017

1 Item 7) *As a current shareholder in Brandenburg Communications, will Joseph D.*
2 *Tobin III's duties and responsibilities in the day-to-day operations and management of*
3 *Brandenburg Telephone change if the Commission approves the distribution of additional*
4 *shares to him from Mr. Tobin's estate that will increase his ownership to more than ten*
5 *percent? Explain the answer in full detail.*

6
7 Response) No. Joseph D. Tobin III has no duties or responsibilities in the day-to-day
8 operations and management of Brandenburg Telephone, and that will not change if the
9 Commission approves the distribution requested in the Application in this matter. Please also see
10 the response to Request 6 for additional information.

11

12 Witness) Allison T. Willoughby

IN THE MATTER OF THE VERIFIED JOINT APPLICATION OF
BRANDENBURG COMMUNICATIONS CORPORATION AND
BRANDENBURG TELEPHONE COMPANY FOR THE
EXPEDITED TRANSFER OF CERTAIN OWNERSHIP SHARES
OF BRANDENBURG COMMUNICATION CORPORATION
Case No. 2017-00209

Brandenburg Communications Corporation and Brandenburg Telephone Company's
Joint Responses to the Commission Staff's Initial Requests for Information
dated June 13, 2017

June 28, 2017

1 Item 8) *Provide Tom H. Tobin's role in Brandenburg Telephone and describe his*
2 *duties and responsibilities in the day-to-day operations and management.*

3
4 **Response)** Tom H. Tobin has no duties or responsibilities in the day-to-day operations and
5 management of Brandenburg Telephone.

6 All day-to-day operations and management decisions and actions are undertaken by
7 Brandenburg Telephone's Board of Directors and management team, not by Brandenburg
8 Communications shareholders.

9
10 **Witness)** Allison T. Willoughby

11

IN THE MATTER OF THE VERIFIED JOINT APPLICATION OF
BRANDENBURG COMMUNICATIONS CORPORATION AND
BRANDENBURG TELEPHONE COMPANY FOR THE
EXPEDITED TRANSFER OF CERTAIN OWNERSHIP SHARES
OF BRANDENBURG COMMUNICATION CORPORATION
Case No. 2017-00209

Brandenburg Communications Corporation and Brandenburg Telephone Company's
Joint Responses to the Commission Staff's Initial Requests for Information
dated June 13, 2017

June 28, 2017

1 Item 9) *As a current shareholder in Brandenburg Communications, will Tom H.*
2 *Tobin's duties and responsibilities in the day-to-day operations and management of*
3 *Brandenburg Telephone change if the Commission approves the distribution of additional*
4 *shares to him from Mr. Tobin's estate that will increase his ownership to more than ten*
5 *percent? Explain the answer in full detail.*

6
7 **Response)** No. Tom H. Tobin has no duties or responsibilities in the day-to-day operations
8 and management of Brandenburg Telephone, and that will not change if the Commission
9 approves the distribution requested in the Application in this matter. Please also see the response
10 to Request 8 for additional information.

11

12 **Witness)** Allison T. Willoughby

**IN THE MATTER OF THE VERIFIED JOINT APPLICATION OF
BRANDENBURG COMMUNICATIONS CORPORATION AND
BRANDENBURG TELEPHONE COMPANY FOR THE
EXPEDITED TRANSFER OF CERTAIN OWNERSHIP SHARES
OF BRANDENBURG COMMUNICATION CORPORATION
Case No. 2017-00209**

**Brandenburg Communications Corporation and Brandenburg Telephone Company's
Joint Responses to the Commission Staff's Initial Requests for Information
dated June 13, 2017**

June 28, 2017

1 **Item 10)** *Refer to the Application, page 7, where the Joint Applicants state that Allison*
2 *T. Willoughby, Joseph D. Tobin III, and Tom H. Tobin have been long-time shareholders*
3 *of Brandenburg Communications.*

4 *a. Provide how long each individual has been a shareholder of Brandenburg*
5 *Communications.*

6 *b. Describe how Allison T. Willoughby, Joseph D. Tobin III, and Tom H. Tobin*
7 *each individually possess the financial, technical, and managerial ability to*
8 *provide reasonable service to Brandenburg Telephone ratepayers.*

9

10 **Response)**

11 a. Allison T. Willoughby, Joseph D. Tobin III, and Tom H. Tobin have all been
12 shareholders of Brandenburg Communications since 1985.

13 b. Prior to joining Brandenburg Telephone 30 years ago, Allison T. Willoughby
14 received her BS in Accounting with honors from the University of Kentucky in 1980. She
15 worked for Ernst and Whinney Certified Public Accountants, and received her CPA certification
16 in 1983. In 1983, she joined the First Breckinridge Bancshares/Meade Bancorp organization and

**IN THE MATTER OF THE VERIFIED JOINT APPLICATION OF
BRANDENBURG COMMUNICATIONS CORPORATION AND
BRANDENBURG TELEPHONE COMPANY FOR THE
EXPEDITED TRANSFER OF CERTAIN OWNERSHIP SHARES
OF BRANDENBURG COMMUNICATION CORPORATION
Case No. 2017-00209**

**Brandenburg Communications Corporation and Brandenburg Telephone Company's
Joint Responses to the Commission Staff's Initial Requests for Information
dated June 13, 2017**

June 28, 2017

1 became the organization's Chief Financial Officer. During her tenure there, Ms. Willoughby
2 helped lead the organization through its largest period of acquisition, growing it from two
3 commercial banks to five commercial banks.

4 Now, as the long-time General Manager—and previously as Assistant General
5 Manager—of Brandenburg Telephone, Ms. Willoughby is the individual most knowledgeable
6 about the company's operations and management. She has had significant management
7 responsibilities at Brandenburg Telephone for more than two decades, and she learned about the
8 intricacies of the business directly from Mr. Tobin throughout his tenure as Brandenburg
9 Telephone's General Manager. Consequently, she has extensive experience with the day-to-day
10 operations of Brandenburg Telephone and is intimately familiar with the company's compliance
11 efforts, safety matters, and supervision of the day-to-day office functions. In short, Ms.
12 Willoughby's "financial, technical, and managerial ability to provide reasonable service to
13 Brandenburg Telephone ratepayers" is thoroughly demonstrated by Brandenburg Telephone's
14 successful operation for the past decade.

15 Neither Joseph D. Tobin III nor Tom H. Tobin will have direct duties or obligations in
16 connection with the day-to-day operation or management of Brandenburg Telephone. They will

**IN THE MATTER OF THE VERIFIED JOINT APPLICATION OF
BRANDENBURG COMMUNICATIONS CORPORATION AND
BRANDENBURG TELEPHONE COMPANY FOR THE
EXPEDITED TRANSFER OF CERTAIN OWNERSHIP SHARES
OF BRANDENBURG COMMUNICATION CORPORATION
Case No. 2017-00209**

**Brandenburg Communications Corporation and Brandenburg Telephone Company's
Joint Responses to the Commission Staff's Initial Requests for Information
dated June 13, 2017**

June 28, 2017

1 appropriately rely on the financial, technical, and managerial ability of the experienced and
2 continuing Brandenburg Telephone management team. Nevertheless, in connection with their
3 long-time ownership of Brandenburg Communications shares, each has gained familiarity with
4 Brandenburg Telephone's business operations and management. In addition, Joseph D. Tobin
5 III's 30-year tenure as an employee of Brandenburg Telephone gave him direct experience with
6 Brandenburg Telephone's financial operations.

7

8 Witness) Allison T. Willoughby

IN THE MATTER OF THE VERIFIED JOINT APPLICATION OF
BRANDENBURG COMMUNICATIONS CORPORATION AND
BRANDENBURG TELEPHONE COMPANY FOR THE
EXPEDITED TRANSFER OF CERTAIN OWNERSHIP SHARES
OF BRANDENBURG COMMUNICATION CORPORATION
Case No. 2017-00209

Brandenburg Communications Corporation and Brandenburg Telephone Company's
Joint Responses to the Commission Staff's Initial Requests for Information
dated June 13, 2017

June 28, 2017

1 Item 11) *Joint Applicants are requesting the approval of distribution of Brandenburg*
2 *Communications shares to six individuals who did not previously own shares: Mr. Tobin's*
3 *widow Ruth Crawford, and five grandchildren.*

4 a. *Provide the role that each individual has with Brandenburg Telephone, and*
5 *any duties and responsibilities in the day-to-day operations and*
6 *management.*

7 b. *If the Commission approves the distribution of shares to these six*
8 *individuals, will their roles and/or duties and responsibilities in the day-today*
9 *operations and management at Brandenburg Telephone change?*

10 *Explain the answer in full detail.*

11 c. *Describe how each of the six individuals that did not previously own shares*
12 *possess the financial, technical, and managerial ability to provide*
13 *reasonable service to Brandenburg Telephone ratepayers.*

14

15 Response)

**IN THE MATTER OF THE VERIFIED JOINT APPLICATION OF
BRANDENBURG COMMUNICATIONS CORPORATION AND
BRANDENBURG TELEPHONE COMPANY FOR THE
EXPEDITED TRANSFER OF CERTAIN OWNERSHIP SHARES
OF BRANDENBURG COMMUNICATION CORPORATION
Case No. 2017-00209**

**Brandenburg Communications Corporation and Brandenburg Telephone Company's
Joint Responses to the Commission Staff's Initial Requests for Information
dated June 13, 2017**

June 28, 2017

16 a. Ruth Crawford and Blake B. Willoughby both serve on Brandenburg Telephone's
17 Board of Directors. Ms. Crawford has served as a Board member since 1986. Mr. Willoughby
18 has served as a Board member since 2013, and he currently serves as its Secretary. In connection
19 with their service on the Board, neither hold any direct duties or responsibilities for the day-to-
20 day operation or management of Brandenburg Telephone, although they, along with the other
21 Board members, are involved in providing high-level oversight and guidance to Brandenburg
22 Telephone's management. Dray D. Willoughby is an employee of Brandenburg Telephone, with
23 job duties related to the technical and plant department. He is not involved in the management of
24 the company.

25 None of the other individuals holds any role at Brandenburg Telephone, nor do they have
26 any direct duties or responsibilities for the day-to-day operation or management of Brandenburg
27 Telephone. All day-to-day operations and management decisions and actions are undertaken by
28 Brandenburg Telephone's Board of Directors and management team, not by Brandenburg
29 Communications shareholders.

30 b. No. The roles, duties, and responsibilities of Ruth Crawford, Blake B.
31 Willoughby, and Dray D. Willoughby in the day-to-day operations and/or management at

**IN THE MATTER OF THE VERIFIED JOINT APPLICATION OF
BRANDENBURG COMMUNICATIONS CORPORATION AND
BRANDENBURG TELEPHONE COMPANY FOR THE
EXPEDITED TRANSFER OF CERTAIN OWNERSHIP SHARES
OF BRANDENBURG COMMUNICATION CORPORATION
Case No. 2017-00209**

**Brandenburg Communications Corporation and Brandenburg Telephone Company's
Joint Responses to the Commission Staff's Initial Requests for Information
dated June 13, 2017**

June 28, 2017

32 Brandenburg Telephone will not change if the Commission approves the distribution requested
33 in the Application in this matter. All three of those individuals will continue in the roles
34 described in subresponse (a).

35 Tara T. Hager, Kasey T. Beaton, and Kristin T. Dossett have no duties or responsibilities
36 in the day-to-day operations and management of Brandenburg Telephone, and that will not
37 change if the Commission approves the distribution requested in the Application in this matter.
38 Please also see subresponse (a) above for additional information.

39 c. In connection with their service on the Brandenburg Telephone Board of
40 Directors, as described in subresponse (a) above, both Ruth Crawford and Blake B. Willoughby
41 have gained significant experience and knowledge regarding the details of Brandenburg
42 Telephone's business dealings, including the financial, technical, managerial, and regulatory
43 requirements of its operations. Ms. Crawford, in particular, has been a Board member for more
44 than two decades, and her long, direct experience with Brandenburg Telephone's business
45 operations during periods of tremendous growth has allowed her to develop significant and
46 valuable knowledge.

**IN THE MATTER OF THE VERIFIED JOINT APPLICATION OF
BRANDENBURG COMMUNICATIONS CORPORATION AND
BRANDENBURG TELEPHONE COMPANY FOR THE
EXPEDITED TRANSFER OF CERTAIN OWNERSHIP SHARES
OF BRANDENBURG COMMUNICATION CORPORATION
Case No. 2017-00209**

**Brandenburg Communications Corporation and Brandenburg Telephone Company's
Joint Responses to the Commission Staff's Initial Requests for Information
dated June 13, 2017**

June 28, 2017

47 Because Tara T. Hager, Kasey T. Beaton, and Kristin T. Dossett do not hold a role in
48 connection with Brandenburg Telephone's day-to-day operations or management, they will
49 appropriately rely on the financial, technical, and managerial ability of the experienced and
50 continuing Brandenburg Telephone management team. In connection with his role as an
51 employee of Brandenburg Telephone, Dray D. Willoughby has developed his own knowledge of
52 Brandenburg Telephone's technical and plant operations, and he will also rely on his coworkers,
53 supervisors, and Brandenburg Telephone's management team (which he is not a part of).

54 Separately, with respect to the "financial ability" of any individual Brandenburg
55 Communications shareholder to provide reasonable service to Brandenburg Telephone
56 ratepayers, it is important to reiterate that Brandenburg Telephone is not dependent on funding or
57 investment from Brandenburg Communications. Its operating expenses are funded from its
58 revenues. Therefore, the distribution of Brandenburg Communications shares as set forth in the
59 Application has no financial impact on Brandenburg Telephone.

60

61 **Witness) Allison T. Willoughby**

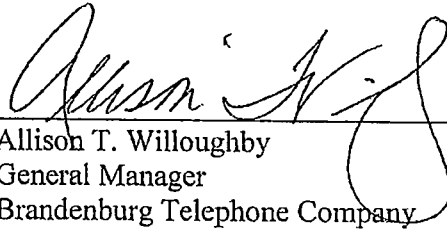
IN THE MATTER OF THE VERIFIED JOINT APPLICATION OF
BRANDENBURG COMMUNICATIONS CORPORATION AND
BRANDENBURG TELEPHONE COMPANY FOR THE
EXPEDITED TRANSFER OF CERTAIN OWNERSHIP SHARES
OF BRANDENBURG COMMUNICATION CORPORATION
Case No. 2017-00209

Brandenburg Communications Corporation and Brandenburg Telephone Company's
Joint Responses to the Commission Staff's Initial Requests for Information
dated June 13, 2017

June 28, 2017

CERTIFICATION

I hereby certify that I have supervised the preparation of the responses on behalf of Brandenburg Communications Corporation and Brandenburg Telephone Company to the Initial Requests for Information of the Commission Staff and that the responses contained herein are true and accurate to the best of my knowledge, information, and belief formed after reasonable inquiry.



Allison T. Willoughby
General Manager
Brandenburg Telephone Company

President
Brandenburg Communications Corporation

Date: 6/24/17

Case No. 2017-00209