

STATE OF NEW HAMPSHIRE
BEFORE THE
PUBLIC UTILITIES COMMISSION

DT 12-__

**Joint Petition of Dixville Telephone Company and Balsams View, LLC
For Approval of Transfer of Control**

Pursuant to RSA 374:30, II, Dixville Telephone Company (“DTC”), a division of Tillotson Corporation (“Tillotson”), a Massachusetts company, engaged in business as a telecommunications public utility subject to the jurisdiction of the New Hampshire Public Utilities Commission (the “Commission”), and Balsams View, LLC (“Balsams View”), a New Hampshire limited liability corporation, respectfully represent to the Commission as follows:

1. DTC has its principal place of business at 450 Bedford Street, Lexington, MA 02420 and provides telecommunications service, including but not limited to exchange service, intrastate toll and exchange access service, to portions of the Dixville township area of Coos County, New Hampshire.
2. All of the assets of DTC are owned by Tillotson Corporation, a Massachusetts company.
3. Balsams View is a New Hampshire limited liability corporation formed for the purpose of purchasing and renovating the Balsams Resort and its accompanying properties.
6. Tillotson and Balsams View have entered into a Purchase and Sale Agreement dated as of November 23, 2011 (the “Agreement”) pursuant to which Tillotson will transfer to Balsams View, among other things, all of the rights and franchises of DTC, subject to and conditioned upon the receipt of all necessary final approvals, authorizations and consents of all

governmental entities required for such a transfer. Balsams View may designate one or more affiliate entities to hold title to the assets being transferred by Tillotson. Following the completion of the transfer, Balsams View will control DTC and the business of providing local exchange and switched access service to customers within the DTC service territory.

7. Balsams View is technically, managerially and financially capable of maintaining DTC's obligations and the incumbent local exchange carrier for the following reasons:

- A. DTC's operations are extremely small, with only 14 end user lines, and the operational structure of DTC will not be affected by the transfer of the assets. It will continue to operate in accordance with the existing management services agreements and arrangements ("MSAs") for operations and billing which will be assigned to Balsams View.
- B. The tariffs and customer contracts of DTC will not be altered or amended by the transfer of the assets. The transaction will be transparent from the perspective of customers.
- C. The assets, including rate base, of DTC will not be altered by the transfer of the assets.
- D. The DTC billing system will not be altered by the transfer of assets, nor is any such alteration contemplated in the near future.
- E. There will be no change in in customer support services by the transfer of assets.
- F. As a subsidiary of Balsams View, DTC will be held by the entity that has the most to gain from DTC's continued existence and the preservation of

the assets, since telephone service is vital to any plans for redevelopment of the Balsams Resort and environs.

9. DTC will comply with the requirements of RSA 374:28-a and RSA 378:46.
10. The parties respectfully request that notices regarding this filing be addressed to:

Counsel for DTC:

Harry N. Malone
Devine, Millimet & Branch P.A.
111 Amherst Street
Manchester, NH 03101
(603) 695-8532
hmalone@devinemillimet.com

Counsel for Balsams View:

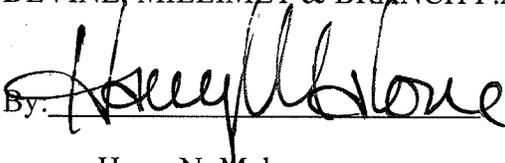
Bradford E. Cook
Sheehan Phinney Bass + Green
1000 Elm Street, 17th Floor
P.O. Box 3701
Manchester, NH 03105-3701
(603) 627-8110
bcook@sheehan.com

WHEREAS, DTC and Balsams View respectfully request that the Commission approve the transfer of control of DTC to Balsams View.

Respectfully submitted,

TILLOTSON CORPORATION

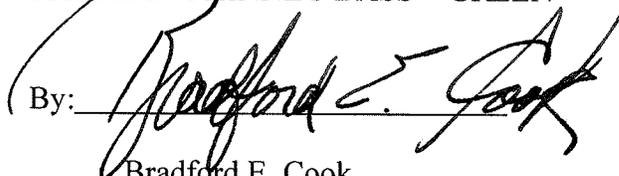
By its Attorneys,
DEVINE, MILLIMET & BRANCH P.A.

By: 

Harry N. Malone
111 Amherst Street
Manchester, NH 03101
(603) 695-8532
hmalone@devinemillimet.com

BALSAMS VIEW, LLC

By its Attorneys,
SHEEHAN PHINNEY BASS + GREEN

By: 

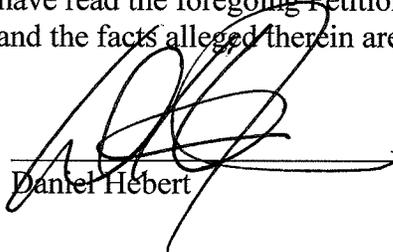
Bradford E. Cook
1000 Elm Street, 17th Floor
P.O. Box 3701
Manchester, NH 03105-3701
(603) 627-8110
bcook@sheehan.com

Dated: August 24, 2012

VERIFICATION

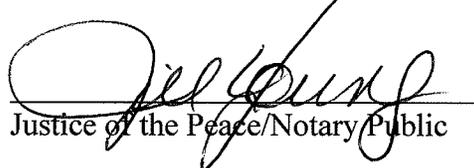
I, Daniel Hebert, the duly authorized Member of Balsams View, LLC being first duly sworn, hereby depose and say that I have read the foregoing Petition by Dixville Telephone Company and Balsams View, LLC, and the facts alleged therein are true to the best of my knowledge and belief.

Dated: August 22, 2012


Daniel Hebert

STATE OF NEW HAMPSHIRE
COUNTY OF COOS

Sworn to and subscribed before me this 22nd day of August, 2012.


Justice of the Peace/Notary Public

My Commission Expires:

JILL E. YOUNG, Notary Public
My Commission Expires April 18, 2017

VERIFICATION

I, Ann C. Walsh, Assistant Treasurer of Tillotson Corporation, being first duly sworn, hereby depose and say that I have read the foregoing Petition by Dixville Telephone Company and Balsams View, LLC, and the facts alleged therein are true to the best of my knowledge and belief.

Dated: August 20, 2012



Ann C. Walsh

COMMONWEALTH OF MASSACHUSETTS
COUNTY OF MIDDLESEX

Sworn to and subscribed before me this 20 day of August, 2012.



Justice of the Peace/Notary Public

My Commission Expires: 9/20/2017