

**INFORMATION REQUIRED BY SECTION 63.24(e)
AND INTERNATIONAL SECTION 214 FORM**

By this application, Ardmore Communications, LLC (“Ardmore Communications” or “Assignor”) and Ardmore Telephone Company, Inc. (“Ardmore” or “Assignee”) seek Federal Communications Commission (“FCC” or “Commission”) consent to the assignment of international Section 214 authority (File Number ITC-214-20000214-00058) from Ardmore Communications to Ardmore pursuant to a merger of the two companies. Specifically, Ardmore Communications will merge with and into Ardmore in a statutory merger with Ardmore being the surviving company and Ardmore Communications ceasing to exist.

The instant application is part of a larger transaction in which Synergy Technology Partners, Inc. (“Synergy”) will acquire control of Ardmore and its related operations.¹ Synergy is a newly-formed corporation owned equally by West Kentucky Rural Telephone Cooperative Corporation, Inc. (“West Kentucky”) and Ben Lomand Rural Telephone Cooperative, Inc. (“Ben Lomand”). Synergy has agreed to purchase all of the outstanding stock of Ardmore in a cash-for-stock transaction, and Ardmore will become a direct, wholly-owned subsidiary of Synergy.² Immediately prior to, but in conjunction with the sale of the Ardmore stock to Synergy, Ardmore Communications and Ardmore will merge with Ardmore being the surviving company. As a result of the merger, Ardmore will acquire the international Section 214 authority currently held

¹ The parties have requested FCC authority for the transfer of control of domestic Section 214 authority to Synergy. *See* WC Docket 09-148.

² *See* Stock Purchase Agreement by and among West Kentucky Rural Telephone Cooperative Corporation, Inc., Ben Lomand Rural Telephone Cooperative, Inc., Synergy Technology Partners, Inc., and Ardmore Telephone Company, Inc., *et al.* (June 19, 2009) (“Stock Purchase Agreement”).

by Ardmore Communications. Immediately thereafter, Synergy will acquire all of the stock of Ardmore. Accordingly, as of the consummation of the proposed two-step transaction, Synergy will own 100% of Ardmore and will acquire control of Ardmore's domestic and international Section 214 authorizations.³

(a) Applicant's Name, Address and Telephone Number

Assignor: Ardmore Communications, LLC
P.O. Box 549
Ardmore, Tennessee 38449

Telephone: (256) 423-2131
Facsimile: (256) 423-2308

Assignee: Ardmore Telephone Company, Inc.
P.O. Box 549
Ardmore, Tennessee 38449

Telephone: (256) 423-2131
Facsimile: (256) 423-2308

(b) State of Organization:

- (1) Ardmore is a corporation organized under the laws of the State of Tennessee.
- (2) Ardmore Communications is a limited liability company organized under the laws of the state of Tennessee.

³ Ardmore and Synergy are concurrently herewith filing an application requesting FCC consent to the transfer of control of the international Section 214 authority from Ardmore to Synergy once Ardmore acquires the authorization from Admore Communications. Because Ardmore currently does not hold the international Section 214 authority, however, that transfer application is being filed as a paper copy pursuant to the instructions of staff and a waiver of the electronic filing requirement.

Answer to Question 10

(c) Contact Information

All correspondence, notices and inquiries regarding this transaction should be addressed to:

Assignor: Terry Wales
Chief Manager
Ardmore Communications, LLC
P.O. Box 549
Ardmore, Tennessee 38449
Telephone: (256) 423-2131
Facsimile: (256) 423-2308

With a copy to:

Gregory W. Whiteaker
Bennet & Bennet, PLLC
4350 East West Highway
Suite 201
Bethesda, MD 20814

Telephone: (202) 371-1500
Facsimile: (202) 371-1558

Counsel for Ardmore Communications, LLC

Assignee: Terry Wales
General Manager
Ardmore Telephone Company, Inc.
P.O. Box 549
Ardmore, Tennessee 38449
Telephone: (256) 423-2131
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With a copy to:

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Bennet & Bennet, PLLC

4350 East West Highway
Suite 201
Bethesda, MD 20814

Telephone: (202) 371-1500
Facsimile: (202) 371-1558

Counsel for Ardmore Telephone Company, Inc.

(d) **International Authorizations Held**

Assignor: Ardmore Communications holds international Section 214 authority to provide international global resale services (File Number ITC-214-20000214-00058).

Assignee: Ardmore currently does not hold international Section 214 authority. Ardmore currently holds authorization to provide domestic telecommunications pursuant to Section 214. Specifically, Ardmore provides local exchange telephone service, and exchange access service in five (5) exchanges in two (2) counties in south central Tennessee and two (2) counties in north central Alabama around Huntsville, Alabama. Ardmore serves as a billing and collections agent for long distance providers, including among others, Ardmore Communications.

Answer to Question 11 – Ten Percent Equity Holders (63.18(h))

The name, address, citizenship and principal business of any person or entity that directly or indirectly owns at least ten percent (10%) of the equity of Ardmore Communications (and the equity held to the nearest 1%) prior to the proposed transaction are⁴:

Name & Address	Percent Equity/Vote	Citizenship	Principal Business
The Katherine Moss Rogers Irrevocable Trust Dated December 30, 1994, Judy P. Rogers, Trustee	8	U.S.	Homemaker

⁴ Ardmore Communications is owned and controlled by the same three families that own Ardmore. The members of Ardmore Communications are either the same individuals as the shareholders of Ardmore, the children of such shareholders, or trusts established for the benefit of the children of such shareholders.

The King W. Rogers, IV Irrevocable Trust dated December 30, 1994, Judy P. Rogers, Trustee	8	U.S.	Homemaker
The Robert M. Rogers and Carolyn T. Rogers Trust under Trust Agreement dated December 31, 1994, Boyd L. Rhodes, Jr., Trustee	17	U.S.	Attorney
John A. Brayton P.O. Box 667 308 W Court Street Dyersburg, TN 38024	17	U.S.	Investments
Katherine M. Brayton P.O. Box 667 308 W Court Street Dyersburg, TN 38024	17	U.S.	Farming
Chris Nunn P.O. Box 8 101 Main Street Halls, TN 38040	17	U.S.	Banking
Nick Nunn P.O. Box 8 101 Main Street Halls, TN 38040	17	U.S.	Banking

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 Ardmore (and the equity held to the nearest 1%) are:

Name & Address	Percent Equity/Vote	Citizenship	Principal Business
King W. Rogers III 6000 Poplar Avenue	12	U.S.	Attorney

Suite 100
Memphis, TN 38119

Robert M. Rogers 530 Oak Court St. Suite 165 Memphis, TN 38117	15	U.S.	Investments
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John A. Brayton P.O. Box 667 308 W Court St. Dyersburg, TN 38024	16	U.S.	Investments
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Katherine M. Brayton P.O. Box 667 308 W Court St. Dyersburg, TN 38024	16	U.S.	Farming
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Clyde Warren Nunn P.O. Box 8 101 Main Street Halls, TN 38040	30	U.S.	Banking
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Answer to Question 13

The proposed transaction will take place in the following manner. In the first step – the step that is the subject of this application – Ardmore Communications will merge with and into Ardmore in a statutory merger with Ardmore being the surviving company and Ardmore Communications ceasing to exist. Ardmore will continue to provide service to the former customers of Ardmore Communications upon the same rates, terms and conditions as immediately prior to the transaction, and the companies will comply with the streamlined requirements of Rule Section 64.1120(e).

Immediately following the merger, Synergy will purchase all of the outstanding shares of stock of Ardmore in a cash-for-stock transaction, and Ardmore will become a direct, wholly-

owned subsidiary of Synergy. Accordingly, as of the consummation of the proposed two-step transaction, Synergy will own 100% of Ardmore and will acquire control of Ardmore's domestic and international Section 214 authorizations. Ardmore will continue to exist and will continue to provide service to its customers and to the former customers of Ardmore Communications upon the same rates, terms and conditions as immediately prior to the transaction.

Answer to Question 20--Streamlined Processing (63.18(p) and 63.12)

This Application qualifies for streamlined processing pursuant to Section 63.12 of the Commission's Rules because no party to the Application is (1) affiliated with any foreign carrier; (2) affiliated with any dominant U.S. carrier whose international switched or private line services it seeks to resell; and (3) requesting authority to provide switched service over private lines to countries not previously authorized for service by the Commission.

Public Interest Statement

The proposed transaction will serve the public interest, convenience and necessity, by making possible the overall transaction and acquisition of Ardmore by Synergy. This will provide significant benefits to the customers of Ardmore, and the former customers of Ardmore Communications, without any countervailing harms. Post transaction, Ardmore will continue to provide high-quality services to its customers and the former customers of Ardmore Communications. The acquisition of Ardmore by Synergy will, however, bring together the experience and resources of two companies with a long history of providing service to customers in predominantly rural areas and smaller markets: West Kentucky and Ben Lomand. The transaction will allow Ardmore to achieve greater efficiencies and economies of scale and scope

than if it were to continue to operate alone. This will enhance its ability to adapt and to provide its customers a full portfolio of advanced communications services.

Consistent with precedent, the proposed transaction will serve the public interest, convenience, and necessity by strengthening Ardmore and by directly benefiting all affected consumers. Accordingly, the Commission should approve the proposed transaction expeditiously.

ND: 4842-7743-8212, v. 1

ND: 4836-4587-9300, v. 1