

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

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In the Matter of the Joint Application of )  
 )  
**Shoreham Telephone Company, Inc.** )  
Transferor )  
 )  
and )  
**Otelco Inc.** )  
Transferee )  
 )  
For Grant of Authority Pursuant to )  
Section 214 of the Communications Act of 1934, )  
as amended, and Sections 63.04 and 63.24 )  
of the Commission's Rules to Complete a )  
Transfer of Control of Authorized )  
Domestic and International Section 214 Carriers )

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**JOINT APPLICATION**

**I. INTRODUCTION**

**Summary of Transaction**

Shoreham Telephone Company, Inc. ("Shoreham" or "Transferor") and Otelco Inc. ("Otelco" or "Transferee"), through their undersigned counsel and pursuant to Section 214 of the Communications Act, as amended, 47 U.S.C. § 214, and Sections 63.04 and 63.24 of the Commission's Rules, 47 C.F.R. §§ 63.04, 63.24, hereby respectfully request the Federal Communications Commission's ("Commission") approval to consummate a transaction whereby Otelco will acquire control of Shoreham which holds an international Section 214 authorization and offers interstate services pursuant to the blanket domestic authorization provided in Section

63.01 of the Commission's rules (the "Transaction"). The Transferor and Transferee are collectively the "Applicants."

Pursuant to the proposed Transaction, a newly-formed wholly-owned subsidiary of Otelco, Shoreham Telephone LLC ("Shoreham Telephone"), will purchase all of the issued and outstanding capital stock of Shoreham. As a result, Shoreham will become an indirect wholly owned subsidiary of Otelco. Immediately after the close of the proposed Transaction, Shoreham will merge with and into Shoreham Telephone, with Shoreham Telephone being the surviving entity. Shoreham Telephone will continue to serve the former Shoreham customers pursuant to the same rates, terms and conditions. The only change visible to customers, therefore, will be the associated name change.<sup>1</sup> As an Otelco affiliate, Shoreham will receive the benefit of the expertise of Otelco's management and operational personnel as well as the economies of scale associated with Otelco's operations that will enable it to compete more efficiently.

### **Request for Streamlined Processing**

Applicants respectfully submit that this Application should be afforded streamlined processing pursuant to Section 63.03(b)(2)(iii), 47 C.F.R. §§ 63.03(b)(2)(iii). Immediately following the transaction, (1) Applicants and their affiliates, as defined in Section 3(1) of the Communications Act, combined will hold less than a ten percent (10%) share of the interstate, interexchange market; (2) the Applicants and their affiliates are ILEC and CLEC carriers that provide service exclusively outside the geographic area of the ILECs; (3) the Applicants are incumbent independent local exchange carriers that have, in combination, fewer than two percent of the nation's subscriber lines installed in the aggregate nationwide, and no overlapping or adjacent ILEC service areas.

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<sup>1</sup> Pursuant to the Commission's Rules, 47 C.F.R. § 64.1120(e), the Transferor will provide the required advanced customer notice of the change of service provider to the current Shoreham subscribers.

With respect to international authority, this Application is eligible for streamlined processing pursuant to Section 63.12(a)-(b) of the Commission's Rules, 47 C.F.R. §63.12(a)-(b). In particular, Section 63.12(c)(1) is inapplicable because none of the Applicants is a foreign carrier, or is affiliated with any foreign carriers, and none of the scenarios outlined in Section 63.12(c) of the Commission's Rules, 47 C.F.R. § 63.12(c), applies.

## II. DESCRIPTION OF THE APPLICANTS

### Otelco Inc. ("Transferee")

Otelco is a publicly-held Delaware corporation located at 505 Third Avenue East, Oneonta, AL 35121. Through its wholly-owned subsidiaries, Otelco is a full service telecommunications provider and offers a wide array of communications services including local exchange, long distance, internet, broadband services and cable television in areas of Alabama, Maine, Massachusetts, Missouri, New Hampshire, and West Virginia. Otelco is the direct parent of nine LECs serving rural areas of Alabama, Massachusetts, Maine, and West Virginia; the indirect parent of a LEC serving rural areas of Missouri; and the direct parent of two CLECs operating in Maine, New Hampshire and Massachusetts.<sup>2</sup> Otelco is also the direct parent of two interexchange carrier ("IXC") affiliates serving customers in a number of its LEC service areas.<sup>3</sup> A corporate organization chart of Otelco is provided to the Commission for its convenience at *Exhibit A*.

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<sup>2</sup> A detailed description of each Otelco operating subsidiary is located in Section VI of this Application.

<sup>3</sup> Otelco owns 100% of Otelco Telecommunications LLC ("Otelco Telecommunications") and Communications Design Acquisition Corporation ("CDAC"), both IXC affiliates.

### **Shoreham Telephone Company, Inc. ("Transferor")**

Shoreham is an incumbent local exchange carrier in the State of Vermont. Shoreham provides local exchange, intra- and interLATA toll, Internet, and ancillary services to approximately 4,975 access line equivalents in the towns of Shoreham, Benson, Cornwall, Hubbardton, Orwell, and Whiting.

### **III. DESCRIPTION OF THE TRANSACTION**

Applicants request authority for the transfer of control of Shoreham to Otelco. Pursuant to the Transaction, Shoreham Telephone, a newly-formed, wholly-owned subsidiary of Otelco, will purchase all of the issued and outstanding capital stock of Shoreham. As a result, Otelco will have full indirect ownership of Shoreham. Attached as *Exhibit A and B* are pre- and post-Transaction organization charts for the Commission's convenience. Immediately following the consummation of the proposed Transaction, Shoreham will merge with and into Shoreham Telephone, with Shoreham Telephone being the surviving entity. Shoreham Telephone will continue to serve the former Shoreham customers pursuant to the same rates, terms and conditions. With the exception of the change of its name, the transfer of control of Shoreham to Otelco, and corresponding *pro forma* internal restructuring, will be seamless and virtually transparent to consumers.

### **IV. PUBLIC INTEREST STATEMENT**

Applicants submit that the Transaction will serve the public interest. The Transaction will strengthen the ability of Shoreham to provide its customers advanced services as well as continue to provide the quality services that it is known for. Shoreham will benefit from Otelco's enhanced access to financial resources that strengthens its ability to offer telecommunications services. Otelco and its subsidiaries and affiliates provide operational synergies, deregulated business and deployment resources and economies of scale to affiliates.

Therefore, as a result of the Transaction, Shoreham will be in an enhanced position to provide high quality telecommunications services to customers as members of the Otelco family of companies. Moreover, Applicants emphasize that the proposed indirect transfer of control and subsequent *pro forma* internal restructuring will be seamless and, except for the change of the name of the operating entity, virtually transparent to the customers of Shoreham, and will not result in the discontinuance, reduction, loss or impairment of service to customers.

**V. INFORMATION REQUIRED BY SECTION 63.24(e)**

Pursuant to Section 63.24(e)(3) of the Commission's Rules, the Applicants submit the following information requested in Section 63.18 (a)-(d) and (h)-(p) in support of this Application:

**63.18(a) Name, address and telephone number of each Applicant:**

Transferor:

Shoreham Telephone Company, Inc.                      FRN: 0004380200  
3167 Route 22A  
Shoreham, VT 05770  
Telephone: (802) 897-9911

Transferee:

Otelco Inc.    FRN: 0010883189  
505 Third Avenue East  
Oneonta, AL 35121  
Telephone: (205) 625-3574

**63.18(b) Jurisdiction of Organizations:**

Transferor: Shoreham is a corporation organized under the laws of the state of Vermont.

Transferee: Otelco Inc. is a corporation organized under the laws of the state of Delaware. The jurisdiction of the organization of its subsidiaries are reflected in the corporate organization chart that is attached as *Exhibit A*.

**63.18(c) Correspondence concerning this Application should be sent to:**

For Shoreham:

Susan J. Bahr  
Law Offices of Susan Bahr PC  
9302 Taverney Terrace  
Gaithersburg, MD 20879  
Tel: (301) 926-4930  
Email: sbahr@bahrlaw.com

*with copies to:*

Donald Arnold  
Shoreham Telephone Company, Inc.  
P.O. Box 236  
Shoreham, VT 05770  
(802) 897-9911  
Email: dsarnold@shoreham.net

For Otelco:

Karly B. Werner  
Dorsey & Whitney LLP  
50 South Sixth Street, Suite 1500  
Minneapolis, MN 55402  
Tel: (612) 492-6538  
Email: baraga.karly@dorsey.com

*with copies to:*

Michael D. Weaver  
Otelco Inc.  
900 D Hammond Street  
Bangor, ME 04401  
Tel: (207) 992-9925  
Email: mike@otelcotel.com

**63.18(d)** Shoreham own 100% of the interest of Shoreham Telephone Company, Inc., d/b/a Shoreham Long Distance, which holds global switched resale authority under Section 214 pursuant to a grant under File No. ITC-214-20110201-00041. For the Commission's convenience, Otelco has attached as *Exhibit C* a chart that illustrates the Section 214 authorizations that are held by the Otelco operating subsidiaries.

**63.18 (h)** In accordance with 63.24(e)(3), items (h)-(p) are provided for the transferee, Otelco.

Otelco Inc., a Delaware corporation, is a publicly-held corporation, trading on NASDAQ under the symbol "OTT" and on the Toronto Stock Exchange under the symbol "OTT.un." Otelco has approximately 16,250 shareholders. No single shareholder holds 10% or more of the voting stock of Otelco, and the largest 5 shareholders combined hold less than 15.6% of Otelco's voting stock. Management and members of the Otelco Board of Directors combined hold less than 1.0% of Otelco's voting stock.

Otelco's principal business is telecommunications, and may be contacted at 505 3<sup>rd</sup> Avenue East, Oneonta, AL 35121

There are no officers or directors of Otelco, Inc. that also serve as an officer or director of a foreign carrier as defined in Section 63.09(d).

**63.18 (i)** The Transferee certifies that it is not a foreign carrier, nor is it affiliated with foreign carriers, nor will it become affiliated with foreign carriers as a result of this transaction.

**63.18 (j)** The Transferee certifies that it does not seek to provide international telecommunications services to any destination country where:

- (1) The Transferee is a foreign carrier in that country; or
- (2) The Transferee controls a foreign carrier in that country; or
- (3) Any entity that owns more than 25 percent of the Transferee, or that controls the Transferee, controls a foreign carrier in that country; or
- (4) Two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate, more than 25 percent of the Transferee and are parties to, or the beneficiaries of, a contractual relation affecting the provision or marketing of international basic telecommunications services in the United States.

**63.18 (k)** Not applicable.

**63.18 (l)** Not applicable.

**63.18 (m)** Not applicable.

**63.18 (n)** The Transferee certifies that it 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 will not enter into such agreements in the future.

**63.18 (o)** Pursuant to the attached Certification, the Transferee certifies that it is not subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998. See 21 U.S.C. § 853a. See also 47 C.F.R. §§ 1.2001-1.2003.

**63.18 (p)** Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Section 63.12(a)-(b) of the Commission's Rules, 47 C.F.R. §63.12(a)-(b). In particular, Section 63.12(c)(1) is inapplicable because none of the Applicants is or is affiliated with any foreign carriers and none of the scenarios outlined in Section 63.12(c) of the Commission's Rules, 47 C.F.R. § 63.12 applies.

## **VI. INFORMATION REQUIRED BY SECTION 63.04**

In lieu of an attachment, pursuant to Commission Rule 63.04(b), 47 C.F.R. § 63.04(b)

Applicants submit the following information in support of their request for domestic Section 214 authority in order to address the requirements set forth in Commission Rule 63.04(a)(6)-(12), 47 C.F.R. § 63.04(a)(6)-(12):

### **Section 63.04(a)(6) Description of the Transaction.**

Applicants request authority for the transfer of control of Shoreham with respect to its Section 63.01 blanket domestic Section 214 authorization to Otelco. Pursuant to the Transaction, Otelco's newly-formed, wholly-owned subsidiary Shoreham Telephone will purchase all of the issued and outstanding capital stock of Shoreham. Attached as *Exhibit B* are pre- and post-Transaction organization charts for the Commission's convenience. Immediately following the consummation of the proposed Transaction, Shoreham will merge into Shoreham Telephone, with Shoreham Telephone being the surviving entity. Shoreham Telephone will serve the former Shoreham customers pursuant to the same rates, terms and conditions. The transfer of control of Shoreham to Otelco, and corresponding *pro forma* internal restructuring, therefore, except for the change in name of the operating entity, will be seamless and virtually transparent to consumers.

### **Section 63.04(a)(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.**

#### **Transferor**

Shoreham Telephone Company is a rural incumbent local exchange carrier operating in Shoreham, Vermont, which has been assigned the FCC Study Area Code 140064. Shoreham provides local exchange, intra- and interLATA toll, Internet, and ancillary services to approximately 4,975 access line equivalents in the towns of Shoreham, Benson, Cornwall, Hubbardton, Orwell, and Whiting.

#### **Transferee**

Otelco is the ultimate parent of ten ILEC entities. Each of these ILECs offer basic local exchange, exchange access, and vertical services, as well as DSL services to its customers. Each ILEC also provides internet access service. The ILECs are as follows:

- Otelco Telephone LLC is a rural incumbent local exchange carrier operating in Blount County, Alabama;



- Brindlee Mountain Telephone Company is a rural incumbent local exchange carrier operating in three exchanges in Blount, Marshall, Morgan and Cullman counties, Alabama;
- Hopper Telecommunications Company, Inc., is a rural incumbent local exchange carrier operating in two exchanges in Blount and Etowah counties, Alabama;
- Blountsville Telephone Company, Inc., is a rural incumbent local exchange carrier operating in two exchanges in Blount County, Alabama;
- Mid-Missouri Telephone Company is a rural incumbent local exchange carrier operating in twelve exchanges in Cooper, Moniteau, Morgan, Pettis and Saline counties, Missouri;
- Mid-Maine Telecom, Inc. (“Mid-Maine Telecom”), is a rural incumbent local exchange carrier operating in the exchanges of Levant, Plymouth, Alton, Old Town Rural and West Enfield, Maine.
- The Pine Tree Telephone and Telegraph Company (“Pine Tree”) is a rural incumbent local exchange carrier operating in New Gloucester and Gray (Cumberland County), Maine;
- Saco River Telegraph and Telephone Company (“Saco River”) is a rural incumbent local exchange carrier operating in Bar Mills, Hollis, Buxton and Waterboro (York County), Maine;
- War Acquisition Corp. (“War”) is a rural incumbent local exchange carrier operating in War (McDowell County), West Virginia;
- The Granby Telephone and Telegraph Company of Massachusetts, Inc. (“Granby”) is a rural incumbent local exchange carrier operating in Granby (Hampshire County), Massachusetts.

Otelco wholly owns Mid-Maine Telplus and CRC Communications of Maine, Inc. (“CRC”), which are competitive local exchange carriers that provide competitive voice and data services within the incumbent territory of the dominant carrier FairPoint.

Otelco wholly owns Otelco Telecommunications and CDAC, which provide interstate and international toll service. Otelco Telecommunications offers its services to customers of Otelco’s four Alabama rural local exchange carriers. CDAC offers its services to customers of the Otelco affiliates in West Virginia, Maine and Massachusetts.

Mid-Missouri Telephone Company provides cable television services in the towns of Bunceton and Pilot Grove in Missouri. Otelco Telecommunications provides cable television services in portions of Blount and Etowah counties in Alabama.

**Section 63.04(a)(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.**

The instant Application should be afforded streamlined processing under Section 63.03(b)(2)(iii) of the Commission's Rules because (1) to the extent competitive local exchange service is provided, it is provided within the service territory of a dominant local exchange telephone company that is not a party to the proposed transaction; (2) the proposed transfer would result in Otelco subsidiaries having a market share in the interstate, interexchange market of less than 10 percent; and (3) Applicant local exchange carriers collectively service fewer than two (2) percent of the nation's subscriber lines; and there are no new overlapping or adjacent ILEC service areas among Applicants arising as a result of the proposed transactions.

Mid-Maine Telplus and CRC, Otelco's wholly owned CLECs, do not currently operate in Vermont.<sup>4</sup>

Collectively, Otelco's operating incumbent telephone companies, all of which are rural ILECs, as these are defined in Section 64.1902 of the Commission's Rules, serve far fewer than two percent of subscriber lines installed in the aggregate nationwide. They serve approximately 66,363 access lines in rural portions of north central Alabama, central Missouri, central Maine, central Massachusetts and West Virginia. Altogether, Applicants' telephone company subsidiaries serve approximately 104,700 access lines. This comprises a negligible fraction of the approximately 162,230,000 access lines in the nation. See Federal Communications Commission: Trends in Telephone Service, September 2010 (Table 8.1, End-User Switched Access Lines as of December 2008).

The Applicants' relevant ILEC service territories do not overlap and are not adjacent.

**Section 63.04(a)(9)**

By this Application, Applicants seek authority with respect to both international and domestic Section 214 authorizations (this Application is being separately and concurrently filed with respect to both types of authorities in compliance with Commission Rule 63.04(b), 47 C.F.R. § 63.04). There are no waiver requests being sought in conjunction with this transaction.

**Section 63.04(a)(10)**

Prompt completion of the proposed transaction is critical to ensure that Applicants can obtain the benefits described in the foregoing application. Accordingly, Applicants can respectfully request

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<sup>4</sup> CRC is not currently authorized to provide service in Vermont and does not provide services in Shoreham's telephone exchange. CRC plans to apply for CLEC and IXC certification with the Vermont Public Service Board. After the proposed Transaction is consummated, and after Otelco completes its *pro forma* restructuring wherein Shoreham will merge with and into Shoreham Telephone, Shoreham Telephone's long distance customers will receive the service from CRC. The Transaction, therefore, does not in any way reduce the independently-owned competitive telephone alternatives of the customers in the Shoreham exchange.

that the Commission approve this Application expeditiously in order to allow Applicants to consummate the proposed transaction as soon as possible.

**Section 63.04(a)(11)**

Not applicable.

**Section 63.04(a)(12)**

A statement showing how grant of the Application will serve the public interest, convenience and necessity is provided in **Section IV** above.


**VII. CONCLUSION**


For the foregoing reasons, Applicants respectfully request that the Commission promptly grant this Application.

Respectfully submitted,

By: \_\_\_\_\_  
Donald Arnold  
President  
Shoreham Telephone Company, Inc.  
P.O. Box 236  
Shoreham, VT 05770  
(802) 897-9911

By: \_\_\_\_\_  
Susan J. Bahr  
Law Offices of Susan Bahr PC  
9302 Taverney Terrace  
Gaithersburg, MD 20879  
Tel: (301) 926-4930  
  
*Counsel to Shoreham Telephone  
Company, Inc.*

By:   
Michael D. Weaver  
President & Chief Executive Officer  
OTELCO INC.  
505 Third Avenue East  
Oneonta, Alabama 35121  
(205) 625-3596


By:   
Karly B. Werner  
DORSEY & WHITNEY LLP  
50 South 6<sup>th</sup> Street  
Suite 1500  
Minneapolis, MN 55402  
(612) 492-6538  
  
*Counsel to Otelco Inc.*

April 12, 2011


VII. CONCLUSION

For the foregoing reasons, Applicants respectfully request that the Commission promptly grant this Application.

Respectfully submitted,

By:   
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Shoreham Telephone Company, Inc.  
P.O. Box 236  
Shoreham, VT 05770  
(802) 897-9911

By: \_\_\_\_\_  
Michael D. Weaver  
President & Chief Executive Officer  
OTELCO INC.  
505 Third Avenue East  
Oneonta, Alabama 35121  
(205) 625-3596

By:   
Susan J. Bahr  
Law Offices of Susan Bahr PC  
9302 Taverney Terrace  
Gaithersburg, MD 20879  
Tel: (301) 926-4930  
  
*Counsel to Shoreham Telephone  
Company, Inc.*

By: \_\_\_\_\_  
Karly B. Werner  
DORSEY & WHITNEY LLP  
50 South 6<sup>th</sup> Street  
Suite 1500  
Minneapolis, MN 55402  
(612) 492-6538  
  
*Counsel to Otelco Inc.*

April 12, 2011

## CERTIFICATION

The Transferee reiterates that it certifies, pursuant to 47 C.F.R. §§1.2001 through 1.2003, that no party to the present application is subject to denial of Federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988. The Applicants certify that statements in the foregoing Application are true and correct to the best of their knowledge and belief.

Respectfully submitted,

### OTELCO INC.

By: \_\_\_\_\_

*Michael D. Weaver*  
Michael D. Weaver  
President & Chief Executive Officer  
505 Third Avenue East  
Oneonta, Alabama 35121  
(205) 625-3596

### SHOREHAM TELEPHONE COMPANY, INC.

By: \_\_\_\_\_

Donald Arnold  
President  
Shoreham Telephone Company, Inc.  
P.O. Box 236  
Shoreham, VT 05770  
(802) 897-9911

April 12, 2011

**CERTIFICATION**

The Transferee reiterates that it certifies, pursuant to 47 C.F.R. §§1.2001 through 1.2003, that no party to the present application is subject to denial of Federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988. The Applicants certify that statements in the foregoing Application are true and correct to the best of their knowledge and belief.

Respectfully submitted,

**OTELCO INC.**

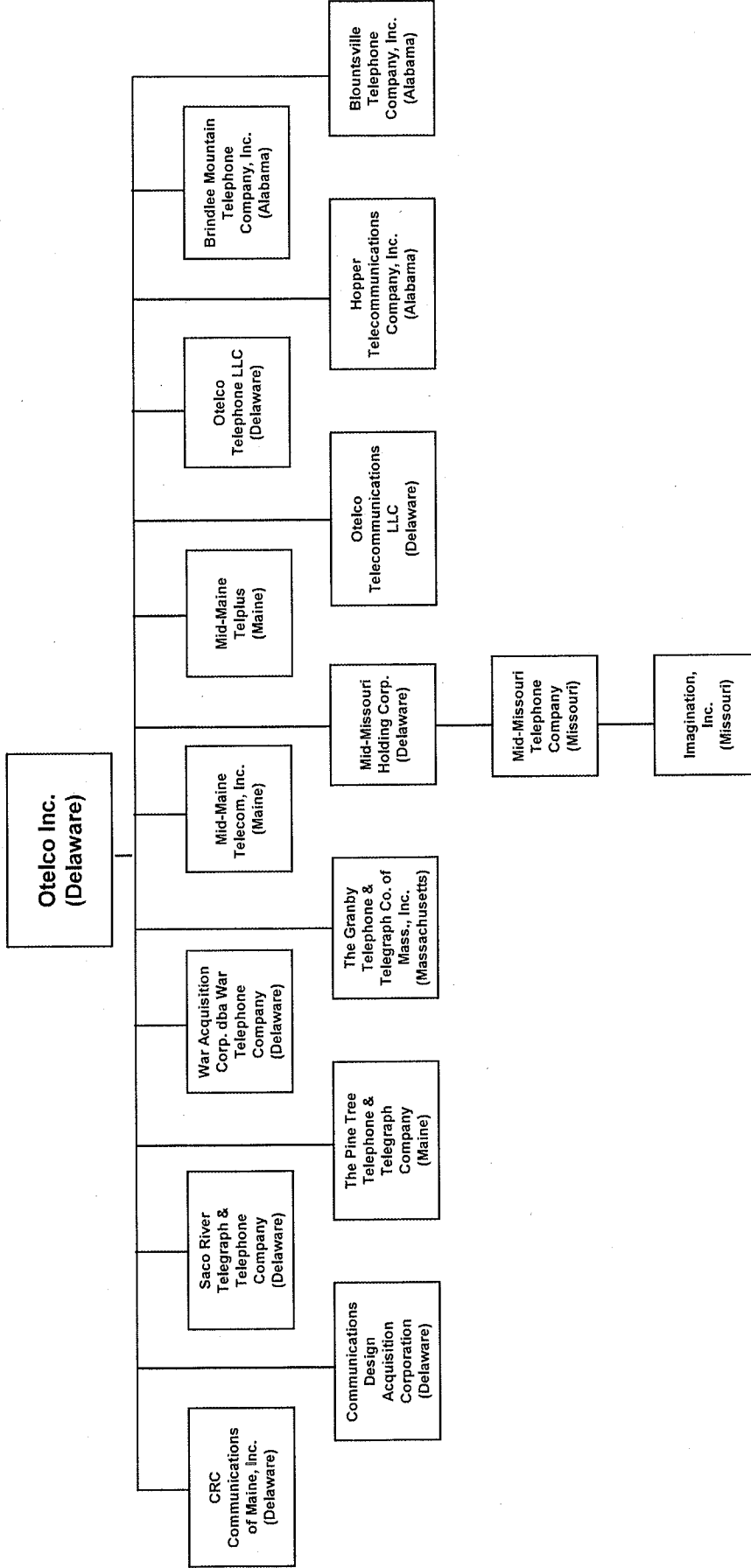
By: \_\_\_\_\_  
Michael D. Weaver  
President & Chief Executive Officer  
505 Third Avenue East  
Oneonta, Alabama 35121  
(205) 625-3596

**SHOREHAM TELEPHONE COMPANY, INC.**

By: *Donald Arnold*  
Donald Arnold  
President  
Shoreham Telephone Company, Inc.  
P.O. Box 236  
Shoreham, VT 05770  
(802) 897-9911

April 12, 2011

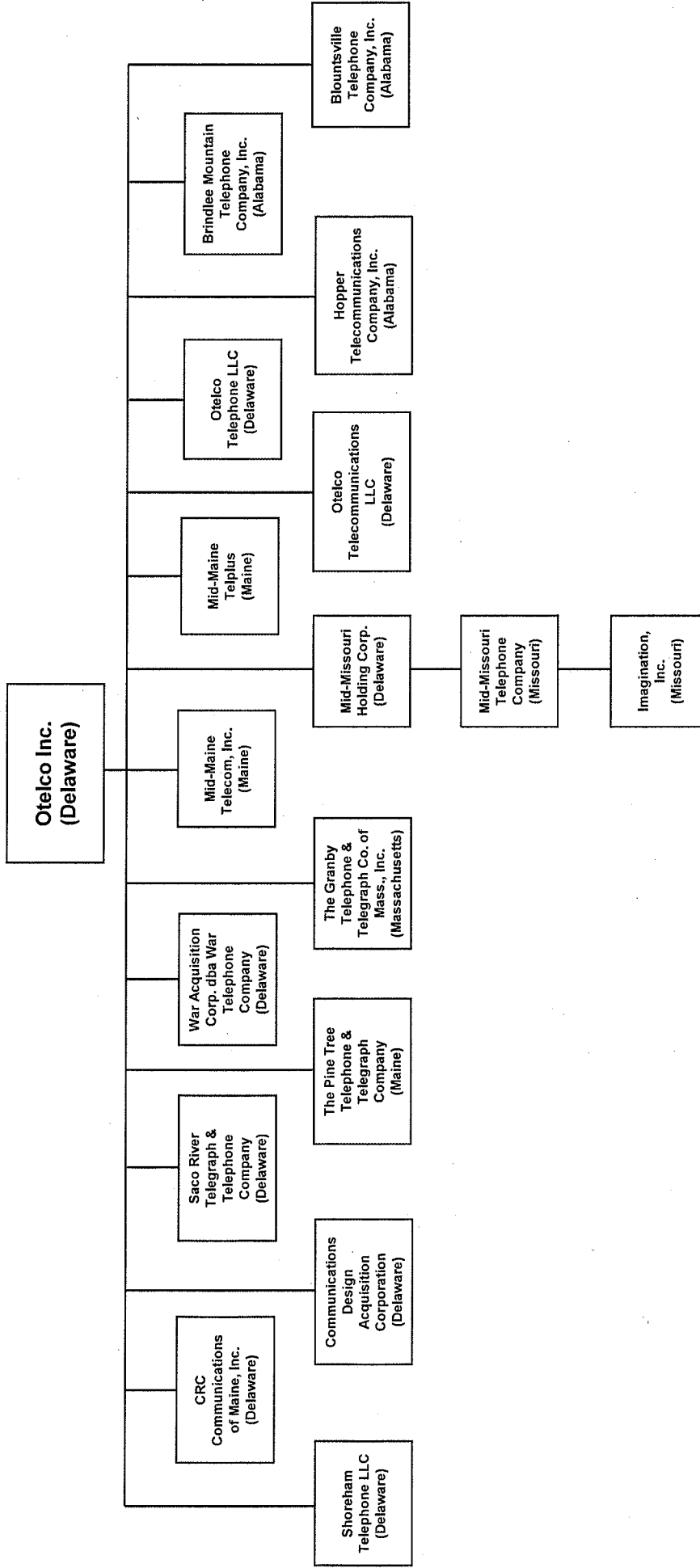
# Otelco Inc.



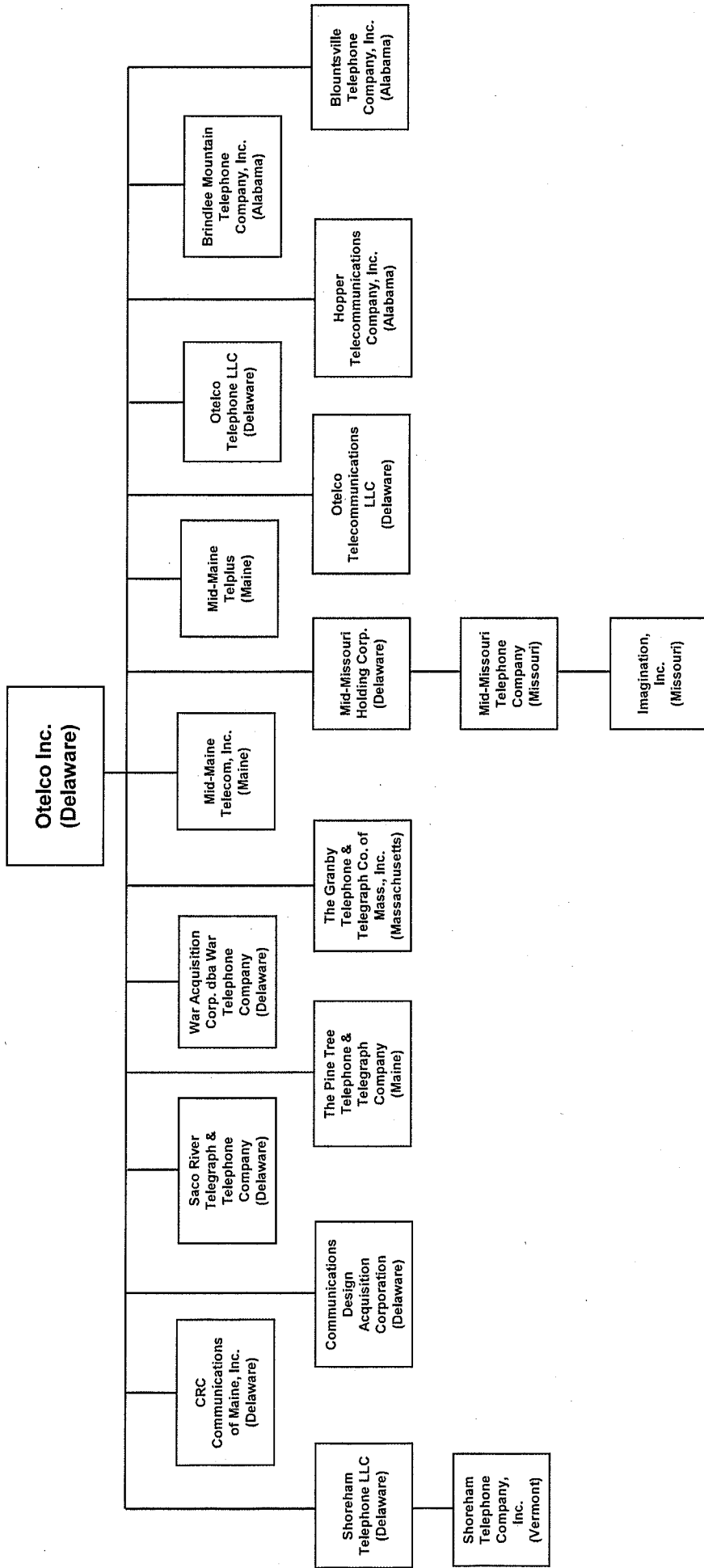


# Otelco Inc.

## Structure Immediately After Closing of the Pro Forma Merger



# Otelco Inc. Structure Immediately After Closing of Stock Purchase But Prior to the Pro Forma Merger



**Exhibit C**

Otelco Inc. Affiliate Licensee	FCC Section 214 Authorization Held by Affiliate Licensee
Otelco Telecommunications LLC	<p>International Section 214 authorization to provide Global Resale international telecommunications services (ITC-214-19981211-00879)</p> <p>Domestic Section 214 authorization under Section 47 C.F.R. § 63.01</p>
Mid-Maine Telplus	<p>International Section 214 authorization to provide Global Resale international telecommunications services (ITC-214-19962201-00549)</p> <p>Domestic Section 214 authorization under Section 47 C.F.R. § 63.01</p>
CRC Communications of Maine, Inc.	<p>International Section 214 authorization to provide Global Facilities-Based and Global Resale international telecommunications services (ITC-214-20000807-00468 &amp; ITC-214-19980608-00391)</p> <p>Domestic Section 214 authorization under Section 47 C.F.R. § 63.01</p>
Communications Design Acquisition Corporation	<p>International Section 214 authorization to provide Global Facilities-Based and Global Resale international telecommunications services (ITC-214-20020213-00076)</p> <p>Domestic Section 214 authorization under Section 47 C.F.R. § 63.01</p>
The Granby Telephone and Telegraph Company of Massachusetts, Inc.	<p>International Section 214 authorization to provide Global Facilities-Based and Global Resale international telecommunications services (ITC-214-20020524-00291)</p> <p>Domestic Section 214 authorization under Section 47 C.F.R. § 63.01</p>
The Pine Tree Telephone and Telegraph Company	<p>Domestic Section 214 authorization under Section 47 C.F.R. § 63.01</p>
Saco River Telegraph and Telephone Company	<p>Domestic Section 214 authorization under Section 47 C.F.R. § 63.01</p>

War Acquisition Corp. d/b/a War Telephone Company	Domestic Section 214 authorization under Section 47 C.F.R. § 63.01
Blountsville Telephone Company, Inc.	Domestic Section 214 authorization under Section 47 C.F.R. § 63.01
Brindlee Mountain Telephone Company, Inc.	Domestic Section 214 authorization under Section 47 C.F.R. § 63.01
Hopper Telecommunications Company, Inc.	Domestic Section 214 authorization under Section 47 C.F.R. § 63.01
Otelco Telephone LLC	Domestic Section 214 authorization under Section 47 C.F.R. § 63.01
Mid-Missouri Telephone Company	Domestic Section 214 authorization under Section 47 C.F.R. § 63.01
Mid-Maine Telecom, Inc.	Domestic Section 214 authorization under Section 47 C.F.R. § 63.01