

Newcastle Holdings, Inc.

Question 10: In Attachment 1, provide justification of need for special temporary authority requested.

Response:

Newcastle Holdings, Inc. (“Newcastle”) respectfully submits that the public interest would be served by a grant of this Special Temporary Authority (“STA”) pending grant of its application for the transfer of control regarding its Section 63.18(e)(2) (global resale authority), File No. ITC-214-20060113-00039, filed simultaneously herewith.¹ Thus, prompt action granting this STA will allow Newcastle’s customers to continue to utilize the international long distance service offered by Dalton Telecommunications, Inc., a wholly owned subsidiary of Newcastle, which is providing international resold service under Newcastle’s international Section 214 authority. *See* Public Notice, Report No. TEL-011107, DA No. 07-104, released January 18, 2007 at 3-4.

Newcastle seeks to correct the errors in its ownership information as originally reported to and approved by the Commission in the above-referenced grant of authority to provide international global resold service. *See* Public Notice, Report No. TEL-00997, DA No. 06-360, released February 16, 2006.² The ownership error was identified in the context of preparing for

¹ Newcastle has also filed a STA request to continue the domestic operations of its directly owned incumbent local exchange carrier subsidiaries, Dalton Telephone Company (“Dalton”) and Elsie Communications, Inc. (“Elsie”). A copy of this STA request is attached hereto as Attachment 1-A.

² The instant request for STA is a companion filing to correct the ownership errors associated with Newcastle in a domestic transfer of control application approved by the Commission in February, 2006. *See* Public Notice, WC Docket Nos. 06-4 & 06-13, DA 06-380, released February 17, 2006; *see also* Public Notice, WC Docket No. 06-13, DA 06-75, released January 17, 2006. As noted in the domestic transfer of control application approved in WC Docket No. 06-13, Newcastle planned to and did file for the international Section 214 authority that is the subject of this STA request. Newcastle’s January, 2006 filing for global resale authority reflected the same erroneous ownership information reported in the domestic transfer of control application. In the domestic transfer of control application, the applicants thereto described a transaction whereby Newcastle would acquire all of the issued and outstanding shares of Elsie from SKT Ventures, Inc., as well as all of the issued and outstanding shares of Dalton from Dalton Holdings, Inc. Newcastle consummated the transaction in June 2006, but the ownership of its parent company, American Broadband Acquisition Corp IV (“ABAC IV”) was then significantly different from the structure reported in the original application.

**Section 214 Application for
Special Temporary Authority
Attachment 1, Page 2 of 3**

the sale of ABAC IV (which is the direct parent of Newcastle) by Signal Secondary Fund, L.P. (“SSF”),³ the controlling shareholder of ABAC IV. SSF seeks to correct these reporting errors by submitting this Request and the associated Application seeking formal approval of the Newcastle ownership structure as it exists today, which, except for the redemption of a minority interest by SSF, is the same as that which existed on the June 2006 consummation date.⁴

Newcastle’s then President, Patrick L. Eudy, supervised the preparation and filing of the original application for international global resale authority by Newcastle.⁵ In that application, Mr. Eudy reported that Newcastle’s parent, ABAC IV, was owned 49% by American Broadband Communications, LLC (a company then owned equally by Mr. Eudy and William H. Tucker), and 40% by an SSF affiliate, Signal Equity Partners II, LP. That information was incorrect. The correct ownership information, with the redemption of the minority interest by SSF noted above, is reflected in the companion transfer of control application and in Attachment 2 to this STA request.

Based upon review of the Newcastle corporate documentation available to SSF, it is believed that Mr. Eudy provided information in the 2006 application based upon his anticipation of the ownership structure for ABAC IV that would exist as of the closing date of the proposed transaction.⁶ In any event, the ultimate ownership structure of ABAC IV differed significantly from that reported in the January 2006 application. Until preparing for the sale of ABAC IV (which will be the subject of soon-to-be-filed transfer of control applications), SSF was unaware that Newcastle ownership information had been reported incorrectly in 2006. SSF now seeks to correct the record as quickly and efficiently as possible.

Grant of this request for STA will ensure that Dalton Telecommunications, Inc. will be able to continue to provide uninterrupted international resold service. Newcastle expressly acknowledges that grant of this request will not prejudice action by the Commission on the

³ See generally Attachment 1-A.

⁴ The redemption that occurred was a 4.7% minority interest raising SSF interests in Newcastle from the reported 38.2% to 42.9%.

⁵ Mr. Eudy also supervised the preparation a March, 2006 transfer of control application of the international 214 authorization held by Elsie.

⁶ Mr. Eudy passed away in June of 2013, and SSF does not have access to his personal records. SSF notes, however, that the structure as reported by Mr. Eudy was similar to then-existing investment structures that Mr. Eudy had previously negotiated with representatives of other SSF-affiliated investment companies.

**Section 214 Application for
Special Temporary Authority
Attachment 1, Page 3 of 3**

underlying International 214 Application and that any authority granted pursuant to this request is subject to cancellation or modification upon notice but without a hearing.

Good cause exists for grant of the instant request, which would ensure that consumers would not suffer inconvenience or loss of service, or otherwise be affected adversely. Having become aware of the errors in prior applications, SSF is voluntarily attempting to take all steps necessary to rectify the situation. Accordingly, SSF submits that the public interest would be serviced by prompt grant of the instant request.

Applicants request that the STA be granted for a period of sixty (60) days to permit the Commission to complete its processing of the pending domestic 214 application in due course.

Question 16: In Attachment 1, respond to paragraphs (d), (e)(3) and (g) of Section 63.18.

Response:

In response to 47 C.F.R. §63.18(d), Applicant has been granted international global resale authority under File No. ITC-214-20060113-00039. *See* Public Notice, Report No. TEL-00997, DA No. 06-360, released February 16, 2006. Newcastle seeks authorization to transfer control of its parent company's ownership to correct erroneous ownership information originally submitted in the application for the referenced global resale authority that permitted Newcastle to resell the international services of authorized U.S. common carriers for the provision of international switched, private line, data, television and business services to all international points, and to resell private lines for the purpose of providing international basic switched services to countries found to offer equivalent resale opportunities. Accordingly, Sections 63.18(e)(3) and 63.18(g) are not applicable.

Attachment 1-A

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*Admitted to practice only in the District of
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November 6, 2013

Ms. Marlene H. Dortch
Secretary
Federal Communications Commission
445 12th Street, NW
Washington, DC 20554

**Re: WC Docket No. _____ (To Be Assigned)
Request for Special Temporary Authority**

Dear Ms. Dortch:

Simultaneously with this Request, Elsie Communications, Inc. (Elsie¹), SKT Ventures, Inc., Dalton Telephone Company, Inc. ("Dalton") and Dalton Holdings, Inc. (collectively, "Transferors") and Newcastle Holdings, Inc., ("Newcastle" or "Transferee") (Transferors and Transferees collectively referred to as "Applicants"), by their undersigned counsel, and pursuant to Section 214 of the Communications Act of 1934, as amended, 47 U.S.C. § 214 (the "Act"), and Section 63.04 of the rules of the Federal Communications Commission ("FCC" or the "Commission"), 47 C.F.R. § 63.04, have filed a request for authority to transfer control of the domestic 214 authorizations held by Elsie and Dalton to Newcastle (the "Application"). By this letter, the Applicants request Special Temporary Authorization seeking immediate authorization to continue operations under current ownership.

As noted in the Application, the Applicants seek to correct the errors in Transferee's ownership information as originally reported to and approved by the Commission in an application for transfer of control in WC Docket No. 06-13.¹ Therein, Applicants described a transaction whereby Newcastle would acquire all of the issued and outstanding shares of Elsie from SKT, as well as all of the issued and outstanding shares of Dalton from Dalton Holdings, Inc. Newcastle consummated the transaction in June 2006, but the ownership of its parent company, American Broadband Acquisition Corp IV ("ABAC IV") was then significantly different from the structure reported in the original application.

¹ See Public Notice, WC Docket Nos. 06-4 & 06-13, DA 06-380, released February 17, 2006; see also Public Notice, WC Docket No. 06-13, DA 06-75, released January 17, 2006.

Request for Special Temporary Authorization

In the context of preparing for the sale of ABAC IV, Signal Secondary Fund, L.P. (“SSF”),² the controlling shareholder of ABAC IV, discovered these reporting errors and hereby seeks to correct these errors by submitting this Request and the associated Application seeking formal approval of the Newcastle ownership structure as it existed on the June 2006 consummation date.³

Newcastle’s President, Patrick L. Eudy, supervised the preparation and filing of the application for the transfer of control of the domestic authorization of Elsie and Dalton to Newcastle.⁴ In that application, Mr. Eudy reported that Newcastle’s parent, ABAC IV, was owned 49% by American Broadband Communications, LLC (a company then owned equally by Mr. Eudy and William H. Tucker), and 40% by an SSF affiliate, Signal Equity Partners II, LP. That information was incorrect. The correct ownership information as of the June 2006 consummation of the purchase of Elsie and Dalton by Newcastle is provided on Attachment 1 (and is compared with the ownership information as originally filed), and is reflected in the Application filed simultaneously herewith.

Based upon review of the Newcastle corporate documentation available to SSF, it is believed that Mr. Eudy provided information in the 2006 applications based upon his anticipation of the ownership structure for ABAC IV that would exist as of the closing date of the proposed transaction.⁵ In any event, the ultimate ownership structure of ABAC IV differed significantly from that reported in the January 2006 application. Until preparing for the sale of ABAC IV (which will be the subject of soon-to-be-filed transfer of control applications), SSF was unaware

² The Commission records reflect that affiliates of SSF have been approved as indirect owners of entities holding Section 214 authorizations. In addition to Elsie and Dalton, SSF and its affiliated companies indirectly own interests of ten percent (10%) or more of the companies regulated by the Commission listed on Attachment 2.

³ Minor changes in ownership interests have occurred since the consummation date, and are reflected in the footnotes to Attachment 1.

⁴ Mr. Eudy also supervised the preparation and filing of Newcastle’s application for international 214 authorization in February, 2006, and a March, 2006 transfer of control application of the international 214 authorization held by Elsie.

⁵ Mr. Eudy passed away in June of 2013, and SSF does not have access to his personal records. SSF notes, however, that the structure as reported by Mr. Eudy was similar to then-existing investment structures that Mr. Eudy had previously negotiated with representatives of other SSF-affiliated investment companies.

Marlene H. Dortch
Secretary
Federal Communications Commission
November 6, 2013
Page 3

Request for Special Temporary Authorization

that Newcastle ownership information had been reported incorrectly in 2006. SSF now seeks to correct the record as quickly and efficiently as possible.

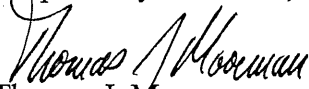
Since consummation of the referenced transaction in 2006, Elsie and Dalton have continued to provide high quality, modern local exchange and exchange access services to their current subscribers in a manner that was transparent to them as wholly-owned subsidiaries of Newcastle. Grant of this request for Special Temporary Authorization will ensure that Elsie and Dalton will continue to provide uninterrupted local exchange and exchange access services. Applicants expressly acknowledge that grant of this request will not prejudice action by the Commission on the underlying Domestic and International 214 Applications and that any authority granted pursuant to this request is subject to cancellation or modification upon notice but without a hearing.

Good cause exists for grant of the instant request, which would ensure that consumers would not suffer inconvenience or loss of service, or otherwise be affected adversely. Having become aware of the errors in prior applications, SSF is voluntarily attempting to take all steps necessary to rectify the situation. Accordingly, SSF submits that the public interest would be served by prompt grant of the instant request.

Applicants request that the STA be granted for a period of sixty (60) days to permit the Commission to complete its processing of the pending domestic 214 application in due course.

Please contact the undersigned should you have any questions.

Respectfully submitted,


Thomas J. Moorman

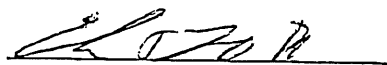
Attachments

cc: J. May, Competition Policy Division
Wireline Competition Bureau, Federal Communications Commission
(via email)
D. Johnson, Competition Policy Division
Wireline Competition Bureau, Federal Communications Commission
(via email)
D. Krech, International Bureau, Federal Communications Commission
(via email)
S. Lesse, Communications Advisory Counsel, LLC

11/06/2015 11:45 2120/21175 PAGE 02/02

DECLARATION

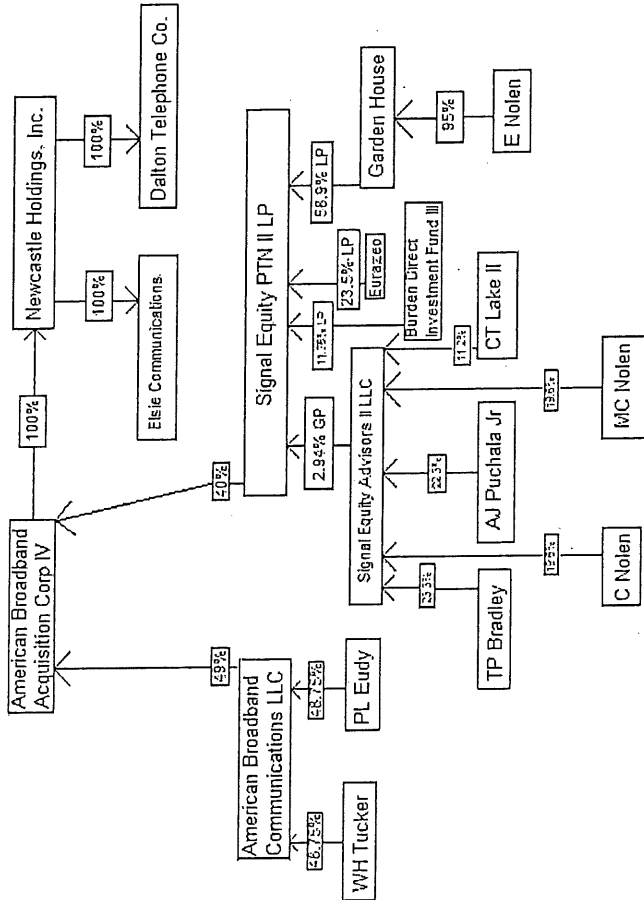
I, Charles T. Lake, II, Managing Director of SSF Advisors, LLC, the managing member of Signal Secondary Advisors, LLC, the general partner of Signal Secondary Fund, L.P, do hereby declare under penalties of perjury that I have read the foregoing "Request for Special Temporary Authorization," and that the information contained therein is true and accurate to the best of my knowledge, information, and belief.



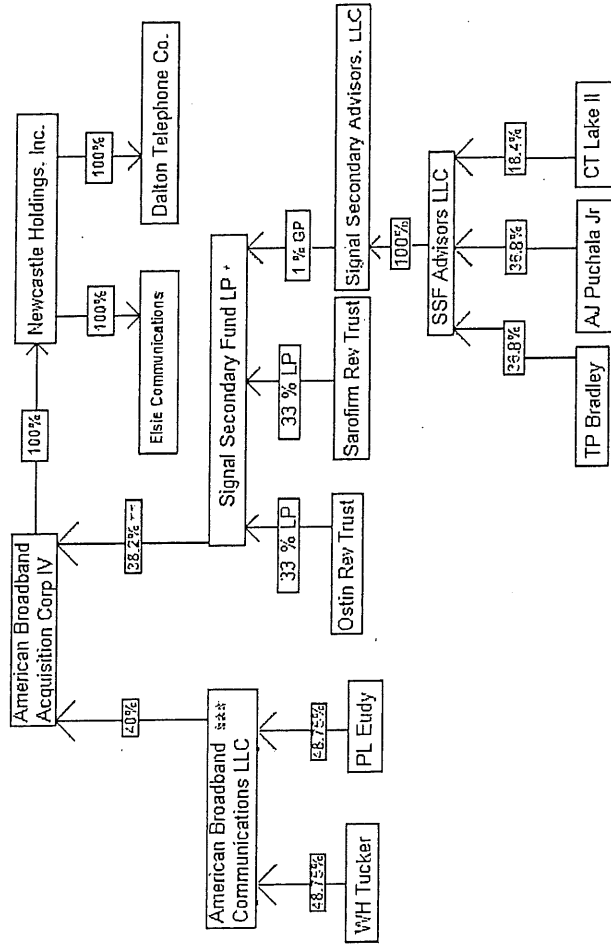
Charles T. Lake, II
Managing Director

Date: 11/6/15

As filed, January 2006



As consummated, June 2006



* Signal Secondary Fund LP ("SSF") controls American Broadband Acquisition Corp IV ("ABAC IV") by virtue of a shareholders agreement that grants SSF the right to appoint three of the five members of the ABAC IV board of directors.

** SSF subsequently purchased an additional 4.7% interest from a minority shareholder, bringing its current total interest to 42.9%.

** The Estate of Patrick L. Eudy currently holds 100% of American Broadband Communications LLC.

**Interests in Telecommunications Carriers of
Signal Secondary Fund, L.P. ("SSF")
and its Affiliates**

In addition to Elsie and Dalton, SSF and affiliates indirectly own interests of ten percent (10%) or more in seventeen (17) other telecommunications carriers operating in discrete areas of the United States as noted below. Fifteen (including Elsie and Dalton) of these affiliated telecommunications carriers described herein are controlled by either (1) SSF Advisors, LLC or (2) Signal Equity Advisors II, LLC. These two entities, which also hold indirect minority interests in four additional companies, are affiliated through common ownership, as shown in the attached schematic (Attachment 2, page 3), and as summarized on Attachment 2, page 4.

A. Controlled Companies

1. Dalton Telecommunications, Inc. (a reseller of interstate interexchange and, operating under the authority of its parent company, Newcastle Holdings, Inc., providing international long distance services in and around the service areas of Dalton and Elsie).
2. Gridley Telephone Company ("Gridley") (a small rural ILEC operating in the State of Illinois).
3. Gridley Communications, Inc. (a resale interexchange carrier offering interstate interexchange and international resold long distance services in and around the service area of Gridley).
4. S&A Telephone Company, Inc. ("S&A") (a small rural ILEC operating in the State of Kansas).
5. S&A Communications, Inc. d/b/a S&A Long Distance (a resale interexchange carrier offering interstate interexchange and international resold long distance services in and around the service area of S&A).
6. Waverly Hall Telephone Company, L.L.C. ("WHT") (a small rural ILEC operating in the State of Georgia).
7. Waverly Hall Communications, Inc. (a resale interexchange carrier offering interstate interexchange and international resold long distance services in and around the service area of WHT).
8. Georgetown Telephone Company, Inc. ("Georgetown"), a rural ILEC in the State of Mississippi that also through a separate operating division provides resold interstate interexchange and, operating under authority of its parent company, American Georgetown, Inc., international long distance services in and around the areas served by Georgetown).

**Interests in Telecommunications Carriers
of Signal Secondary Fund, L.P. ("SSF")
and its Affiliates
(Cont'd)**

9. Oregon Farmers Mutual Telephone Company, a rural ILEC in the State of Missouri.
10. Oregon Farmers Mutual Long Distance, Inc. (a reseller of interstate interexchange and international long distance services in and around the area served by Oregon Farmers).
11. The Rye Telephone Company ("Rye") (a small rural ILEC operating in the State of Colorado).
12. South Park L.L.C. d/b/a South Park Telephone Company ("South Park") (a small rural ILEC operating in a distinct other area in the State of Colorado from Rye).
13. CableCo, LLC d/b/a ghValley Long Distance (a resale interexchange carrier offering interstate interexchange and international resold long distance services in and around the service areas of both Rye and South Park).

B. Minority Investment

1. Zenda Telephone Company, Inc. ("Zenda") (a rural ILEC operating in the State of Kansas).
2. West Side Telecommunications ("West Side") (a rural ILEC operating in the State of West Virginia).
3. Miller Telephone Co. (Miller") (a rural ILEC operating in the State of Missouri).
4. Tel-Atlantic Communications, Inc. (which, through various dba's provides resold interstate interexchange and international long distance services in and around the service areas of Zenda, West Side, and Miller).

Description of SSF Affiliated Companies Interrelationship

As demonstrated on page 3 of this Attachment, Messrs. Bradley, Puchala and Lake collectively control two companies, SSF Advisors, LLC (“SSF Advisors”) and Signal Equity Advisors, II, LLC (“SEA-II”).

SSF Advisors is the managing member of SSF Partners, LLC, the majority (70%) owner of American Broadband Acquisition Corp. III. This entity owns 100% of Corona Holdings, Inc., which, in turn, owns The Rye Telephone Company, South Park LLC dba South Park Telephone Company, and CableCo, LLC dba Valley Long Distance.

SSF Advisors is also the managing member of Signal Secondary Advisors, LLC, the general partner of Signal Secondary Fund, LP (“SSF”). SSF, in turn, owns 42.9% of American Broadband Acquisition Corp IV (“ABAC-IV”), an entity controlled by SSF by virtue of a shareholders agreement. ABAC-IV owns 100% of Newcastle Holdings, Inc., which, in turn, owns Elsie Communications, Inc., Dalton Telephone Company and Dalton Telecommunications, Inc.

SSF also holds controlling (60%) interest in Woodchuck Holdings, Inc. (“Woodchuck”). Woodchuck holds a non-controlling (45%) interest in TelAtlantic Communications, Inc., the controlling interest holder in Zenda Telephone Company, Inc., West Side Telecommunications, Miller Telephone Company and Tel-Atlantic Communications, Inc.

SEA-II is the general partner of Signal Equity Partners II, LP¹ (“Signal Equity”). Signal Equity owns 41.5% of ABB Holdco, Inc., an entity controlled by Signal Equity by virtue of a shareholders agreement. AAB Holdco, Inc.’s wholly-owned subsidiary, American Broadband Acquisition Corp., is the parent company of S&A Telephone Company, Inc., S&A Communications, Inc. dba S&A Long Distance, Waverly Hall Telephone Company, LLC, Waverly Hall Communications, Inc., and the indirect parent company of Gridley Telephone Company and Gridley Communications, Inc.

SEA-II is the majority (51%) owner of American Georgetown, Inc., the parent company of Georgetown Telephone Company. SEA-II also is the majority (51%) owner of Northwest Missouri Holdings, Inc., the parent company of Oregon Farmers Mutual Telephone Company and Oregon Farmers Mutual Long Distance, Inc.

¹ SSF holds a 23.5% limited partnership interest in Signal Equity.