

Categories of Services for 214 Applications
(Streamlined/Non-streamline)

- LIMITED/GLOBAL RESALE SERVICE
- LIMITED/GLOBAL FACILITIES-BASED SERVICE
- LIMITED/GLOBAL FACILITIES-BASED/RESALE SERVICE
- INDIVIDUAL FACILITIES-BASED SERVICE
- INTERCONNECTED PRIVATE LINE RESALE SERVICE
- INMARSAT AND MOBILE SATELLITE SERVICE
- INTERNATIONAL SPECIAL PROJECT
- SWITCHED RESALE SERVICE
- TRANSFER OF CONTROL
- ASSIGNMENT OF LICENSE
- PRO FORMA TRANSFER/ASSIGNMENT
- SPECIAL TEMPORARY AUTHORITY
- SUBMARINE CABLE LANDING LICENSE

Description of Application: _____

~~\$1100 writing for FAX - then de for PN - called applicant~~

(Citizenship + OS certification)

HQD - writ for JOINT PN w/ Wireless Bureau!

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE

APPROVED BY OMB

3060-0589

(1) LOCKBOX # 358115

PAGE NO. 1 OF 1
EXPIRES JUL 20 2000

SPECIAL USE
FCC USE ONLY

SECTION A - PAYER INFORMATION

(2) PAYER NAME (if paying by credit card, enter name exactly as it appears on your card)
Lukas, Nace, Gutierrez & Sachs, Chartered

(3) TOTAL AMOUNT PAID (dollars and cents)
\$ 780.00

(4) STREET ADDRESS LINE NO. 1
1111 Nineteenth Street, N.W.

(5) STREET ADDRESS LINE NO. 2
Suite 1200

(6) CITY
Washington, DC

(7) STATE

(8) ZIP CODE
20036

(9) DAYTIME TELEPHONE NUMBER (include area code)
(202) 857-3500

(10) COUNTRY CODE (if not in U.S.A.)

**IF PAYER NAME AND THE APPLICANT NAME ARE DIFFERENT, COMPLETE SECTION B
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C)**

SECTION B - APPLICANT INFORMATION

(11) APPLICANT NAME (if paying by credit card, enter name exactly as it appears on your card)
Communications Design, Inc.

(12) STREET ADDRESS LINE NO. 1
Main Street

(13) STREET ADDRESS LINE NO. 2
P.O. Box 48

(14) CITY
Bar Mills

(15) STATE
ME

(16) ZIP CODE
04004

(17) DAYTIME TELEPHONE NUMBER (include area code)
(207) 929-9911

(18) COUNTRY CODE (if not in U.S.A.)

COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEETS (FORM 159-C)

SECTION C - PAYMENT INFORMATION

(18A) FCC CALL SIGN/OTHER ID
Section 214

(20A) PAYMENT TYPE CODE (PTC)
C U T

(21A) QUANTITY
1

(22A) FEE DUE FOR (PTC) IN BLOCK 20A
\$ 780.00

FCC USE ONLY

(18B) FCC CALL SIGN/OTHER ID

(20B) PAYMENT TYPE CODE (PTC)

(21B) QUANTITY

(22B) FEE DUE FOR (PTC) IN BLOCK 20B

FCC USE ONLY

(23B) FCC CODE 1

(24B) FCC CODE 2

(19C) FCC CALL SIGN/OTHER ID

(20C) PAYMENT TYPE CODE (PTC)

(21C) QUANTITY

(22C) FEE DUE FOR (PTC) IN BLOCK 20C

FCC USE ONLY

(23C) FCC CODE 1

(24C) FCC CODE 2

(19D) FCC CALL SIGN/OTHER ID

(20D) PAYMENT TYPE CODE (PTC)

(21D) QUANTITY

(22D) FEE DUE FOR (PTC) IN BLOCK 20D

FCC USE ONLY

(23D) FCC CODE 1

(24D) FCC CODE 2

SECTION D - TAXPAYER INFORMATION (REQUIRED)

PAYER TIN

0 5 2 1 3 8 6 7 1 1

APPLICANT TIN

0 0 1 0 3 9 1 8 7 4

(27) CERTIFICATION STATEMENT

SECTION E - CERTIFICATION

I, _____ (PRINT NAME) _____, Certify under penalty of perjury that the foregoing and supporting information

are true and correct to the best of my knowledge, information and belief. SIGNATURE _____

(28) _____

SECTION F - CREDIT CARD PAYMENT INFORMATION

EXPIRATION DATE:

MASTERCARD/MISA ACCOUNT NUMBER: _____

MONTH YEAR

MASTERCARD
VISA
I hereby authorize the FCC to charge my VISA or MASTERCARD for the services listed on this report (when applicable)

AUTHORIZED SIGNATURE

DATE

SEE PUBLIC BURDEN ESTIMATE ON REVERSE

LUKAS, NACE, GUTIERREZ & SACHS

CHARTERED
1111 NINETEENTH STREET, N.W.
SUITE 1200
WASHINGTON, D.C. 20036
(202) 857-3500

CONSULTING ENGINEERS
ALI KUZEHKANANI
LEROY A. ADAM
LEILA REZANAVAZ
AHMAD EL-OMAR

RUSSELL D. LUKAS
DAVID L. NACE
THOMAS GUTIERREZ
ELIZABETH R. SACHS
GEORGE L. LYON, JR.
JOEL R. KASWELL
PAMELA L. GIST
DAVID A. LAFURIA
MARILYN SUCHECKI MENSE
PAMELA GAARY HOLRAN
B. LYNN F. RATNAVALE
TODD SLAMOWITZ
DAVID M. BRIGLIA+
ALLISON M. JONES+

July 20, 2000

OF COUNSEL
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Email: lngs@fcclaw.com
<http://www.fcclaw.com>

WRITER'S DIRECT DIAL
(202) 828-9469
dnace@fcclaw.com

RECEIVED

Federal Communications Commission
International Bureau - Telecommunications
P.O. Box 358115
Pittsburgh, Pennsylvania 15251-5115

JUL 25 2000
Telecom Division
International Bureau

Re: Application for Transfer of Control of Section 214 Authority
FCC File No. 98-431
Authorized Reseller: Communications Design, Inc.
Transferor: Robert C. Carroll, et al.
Transferee: TLA Spectrum LLC

Dear Sir or Madam:

Transmitted herewith is an application for transfer of control of Section 214 Authority granted in File No. 98-431 to Communications Design, Inc, from Robert C. Carroll et al. to TLA Spectrum LLC.

Attached to the original application is a check in the amount of \$780.00, made payable to the Federal Communications Commission, in payment of the required filing fee.

Very truly yours,



David L. Nace

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

In re: Application of)
)
Communications Design, Inc.,) File No. _____
Robert C. Carroll, et al., and)
TLA Spectrum, LLC)

For Transfer of Control of Authorization)
granted in File No. 98-431 to Communications)
Design, Inc. under Section 214 of the)
Communications Act of 1934, as Amended, to)
Resell the Provision of International Switched,)
Private Line, Data, Television and Business)
Services To International Points)
RECEIVED
. 1111. 2 5 2000
Telecom Division
International Bureau

To: Chief, Telecommunications Division, International Bureau

APPLICATION FOR TRANSFER OF CONTROL OF SECTION 214 AUTHORITY

Communications Design, Inc. ("CDI"), Robert C. Carroll and other stockholders of Saco River Telegraph and Telephone Company ("SRTT") (collectively, "Transferor") and TLA Spectrum, LLC ("Transferee" or "TLA") hereby seek authorization to transfer control of the Section 214 authorization granted to CDI in FCC File No. ITC-98-431 to provide international switched, private line, data, television and business services to all international points through the resale of existing facilities of authorized U.S. common carriers, and to resell private lines for the purpose of providing international basic switched services to countries found to offer equivalent resale opportunities.

In the proposed transaction, SRTT Acquisition Corp., a newly formed wholly owned subsidiary of TLA, will be merged into SRTT with SRTT to survive after the merger. The name SRTT will be changed to Saco River Telecommunications, Inc. ("SRTI") after the merger. Transferee will hold all of the stock of SRTI. SRTI's wholly owned subsidiary, Saco River Communications

Corporation, will continue to own all the stock of CDI. The current and proposed organizational structures of the companies to be acquired are shown in diagrams attached hereto.

In support of this request, the applicants submit the following information required by Section

63.18 of the Commissions Rules:

(a) Name and Address of CDI:

Communications Design, Inc.
Main Street
P.O. Box 408
Bar Mills, Maine 04004

Name and address of Transferor:

Robert C. Carroll, et al.
Main Street
P.O. Box 48
Bar Mills, Maine 04004

Name and address of Transferee:

TLA Spectrum, LLC
P.O. Box 2000
Alexandria, Minnesota 56308

(b) Transferor stockholders are United States citizens and Transferee is organized in the state of Minnesota.

(c) Correspondence concerning this application concerning CDI or Transferor should be addressed to:

Mr. Robert C. Carroll
Main Street
P.O. Box 48
Bar Mills, Maine 04004
(207) 929-9911

with a copy to:

Theresa F. Falk, Esq.
Pillsbury, Madison & Sutro, LLP
1100 New York Avenue, N.W., 9th Floor
Washington, D.C. 20005
(202) 861-3094

and

David L. Nace, Esq.
Lukas, Nace, Gutierrez & Sachs
1111 Nineteenth Street, N.W., Suite 1200
Washington, D.C. 20036
(202) 857-3500

Correspondence concerning this application for Transferee should be addressed to:

Ann K. Newhall
Vice President and General Counsel
TLA Spectrum, LLC
P.O. Box 2000
Alexandria, Minnesota 56308
(320) 762-2000

with a copy to:

David L. Nace, Esq.
Lukas, Nace, Gutierrez & Sachs
1111 Nineteenth Street, N.W., Suite 1200
Washington, D.C. 20036
(202) 857-3500

and

Theresa F. Falk, Esq.
Pillsbury, Madison & Sutro, LLP
1100 New York Avenue, N.W., 9th Floor
Washington, D.C. 20005
(202) 861-3094

- (d) Statement of previously received authority:
CDI, under the control of Transferor, was granted authority under Section 214 of the Act in FCC File No. ITC-98-431.
Transferee holds authority under Section 214 of the Act through its parent company Rural Cellular Corporation. See FCC File No. ITC-98-264.
- (e) Request for authority to resell services of authorized U.S. common carrier:
No change from Section 214 authorizations as referenced above.
- (f) Application for any or all authority:
Not applicable
- (g) Applicant's existing facilities:
Not applicable
- (h) Transferee is a wholly owned subsidiary of Rural Cellular Corporation ("RCC"). RCC is a Minnesota corporation whose address is the same as that of TLA.
There are various classes and types of common or preferred stock of RCC. Only Class A Common Stock of RCC is publicly traded. Class A Common Stock of RCC, of which there were 10,909,541 shares outstanding as of July 10, 2000, entitles the holder to 1 vote per share. Class B Common Stock of RCC, of which there were 861,562 shares outstanding as of July 10, 2000, entitles the holder to 10 votes per share. Class M Convertible Preferred Stock, of which there were 110,000 shares outstanding as of July 10, 2000, entitles the holder to 18.868 votes per share.
Additional forms of securities issued by RCC are non-voting securities:
 - 1. Class T Convertible Preferred Stock, of which there were 2,176,875 shares of Series A and 5,363,214 shares of Series B outstanding as of July 10, 2000, is a non-voting security classifiable as a form of debt of RCC. Its holders may exchange such securities, according to whether Series A or Series B is held, for Class A or Class B Common Stock of RCC if and when such exchange would not result in a violation of Section 22.942 or similar rule of the FCC which restricts cross-ownership in cellular system licensees that serve the same market area;
 - 2. 12 1/4% Junior Exchangeable Preferred Stock, issued February 8, 2000;
 - 3. 11 3/4% Senior Exchangeable Preferred Stock, issued February 8, 2000; and

4. 9 5/8% Senior Subordinated Notes.

The entities which held, as of July 10, 2000, 10% or more of each class of RCC stock, warrants, options or debt securities are the following:

Arvig Enterprises, Inc., a Minnesota corporation located at 150 2nd Avenue SW, Perham, MN 56573 (through two subsidiaries named East Otter Tail Telephone Company and Twin Valley Ulen) holds the following interests: 169,545 shares of Class A Common Stock which represents 1.6% of the class and 121,664 shares of Class B Common Stock which represents 14.1% of the class. The combined voting rights of Arvig Enterprises, Inc. total 6.4% of all voting rights in RCC.

Consolidated Telephone Company, a Minnesota corporation located at 1102 Madison Street, Brainerd, MN 56401, holds the following interests: 171,107 shares of Class A Common Stock which represents 1.6% of the class and 86,189 shares of Class B Common Stock which represents 10.0% of the class. The combined voting rights of Consolidated Telephone Company total 4.8% of all voting rights in RCC.

J & W Seligman & Co., Inc., 100 Park Avenue, New York, NY 10017, holds the following interest on behalf of itself or others: 1,162,215 shares of Class A Common Stock which represents 10.7% of the class. The voting rights associated with such stock total 5.4% of all voting rights in RCC.

Madison Dearborn Capital Partners III, L.P., Three First National Plaza, Suite 1300, Chicago, IL 60670, directly and through the holdings of two affiliated entities, holds the following interest on behalf of itself or others: 55,000 shares of Class M Convertible Preferred Stock which represents 50% of the class. The voting rights associated with such stock total 4.8% of all voting rights in RCC.

Boston Ventures Limited Partnership V, 21 Custom House Street, 10th Floor, Boston, MA 02110, holds the following interest: 36,666.67 shares of Class M Convertible Preferred Stock which represents 33.3% of the class. The voting rights associated with such stock total 3.2% of all voting rights in RCC.

Toronto Dominion Investments, Inc., 909 Fannin, Suite 1700, Houston, TX 77010, holds the following interest: 18,333.33 shares of Class M Convertible Preferred Stock which represents 16.7% of the class. The voting rights associated with such stock total 1.6% of all voting rights in RCC.

Through various subsidiaries, Telephone and Data Systems, Inc. ("TDS"), a Delaware corporation located at 30 North LaSalle Street, Chicago, Illinois 60602, holds the following interests in RCC:

(a) Class A and Class B Common Stock which, in the aggregate, amounts to less than a 5% overall equity or voting interest in RCC; and

(b) Class T Convertible Stock, non-voting in type and classifiable as debt, as follows:

(i) TDS owns approximately 80% of the issued and outstanding shares of United States Cellular Corporation ("USCC"). USCC owns 100% of United States Cellular Investment Company which owns 100% of Minnesota Invco of RSA #5, Inc. Minnesota Invco RSA #5, Inc. owns Class T Convertible Stock, Series A: 2,176.875 shares (100% of total of Series A issued and outstanding); and Series B: 1,128.533 shares (21% of Series B issued and outstanding);

(ii) TDS owns 100% of TDS Telecommunications Corporation which owns 100% of Arvig Telcom, Inc. which, in turn, owns 100% of Arvig Cellular, Inc. Arvig Cellular Inc. owns 3,106.148 shares of RCC=s Class T Convertible Stock, Series B (58% of total of Series B issued and outstanding); and

(iii) TDS owns 100% of TDS Telecommunications Corporation which, in turn, owns 100% of Mid State Telephone Co. Mid State Telephone Co. owns 1,128.533 shares of RCC=s Class T Convertible Stock, Series B (21% of total of Series B issued and outstanding).

RCC does not have information as to the current holders of 12 1/4% Junior Exchangeable Preferred Stock, 11 3/4% Junior Exchangeable Preferred Stock or 9 5/8% Senior Subordinated Notes. Since those are non-voting forms of securities, it is not believed that such information is essential for the purposes of this application, but if the Commission staff has a need for such information, RCC will attempt to obtain and provide such information, upon request.

(i) Transferee certifies that it is not, nor is it affiliated with, a foreign carrier.

(j) Not applicable. See Section (i), above. The Transferee so certifies.

(k) Not applicable. See Section (i), above.

(l) Not applicable. See Section (i), above.

(m) Not applicable. See Section (i), above.

(n) Transferee certifies that it has not agreed, and will not in the future agree, to accept any 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.

(o) Transferee certifies that, to the best of its knowledge, information and belief, neither Transferee nor any party to this application is subject to a denial of federal benefits under Section 5301 of the Anti-Drug Abuse Act of 1988.

(p) Transferee requests streamlined processing of this application. As demonstrated herein, the exceptions to streamlined processing that are stated in Section 63.12(c) do not apply to Transferee.

For the foregoing reasons, the applicants request that the Commission grant the authority requested in this application.

Respectfully submitted,

COMMUNICATIONS DESIGN, INC.

Date: 7.19.00
By: 
Officer

ROBERT C. CARROLL, et al.

Date: 7.19.00
By: 
Robert C. Carroll
For the Transferor

TLA SPECTRUM, LLC

Date: _____ By: _____
Officer
For the Transferee

- (o) Transferee certifies that, to the best of its knowledge, information and belief, neither Transferee nor any party to this application is subject to a denial of federal benefits under Section 5301 of the Anti-Drug Abuse Act of 1988.
- (p) Transferee requests streamlined processing of this application. As demonstrated herein, the exceptions to streamlined processing that are stated in Section 63.12(c) do not apply to Transferee.

For the foregoing reasons, the applicants request that the Commission grant the authority requested in this application.

Respectfully submitted,

COMMUNICATIONS DESIGN, INC.

Date: _____ By: _____
Officer

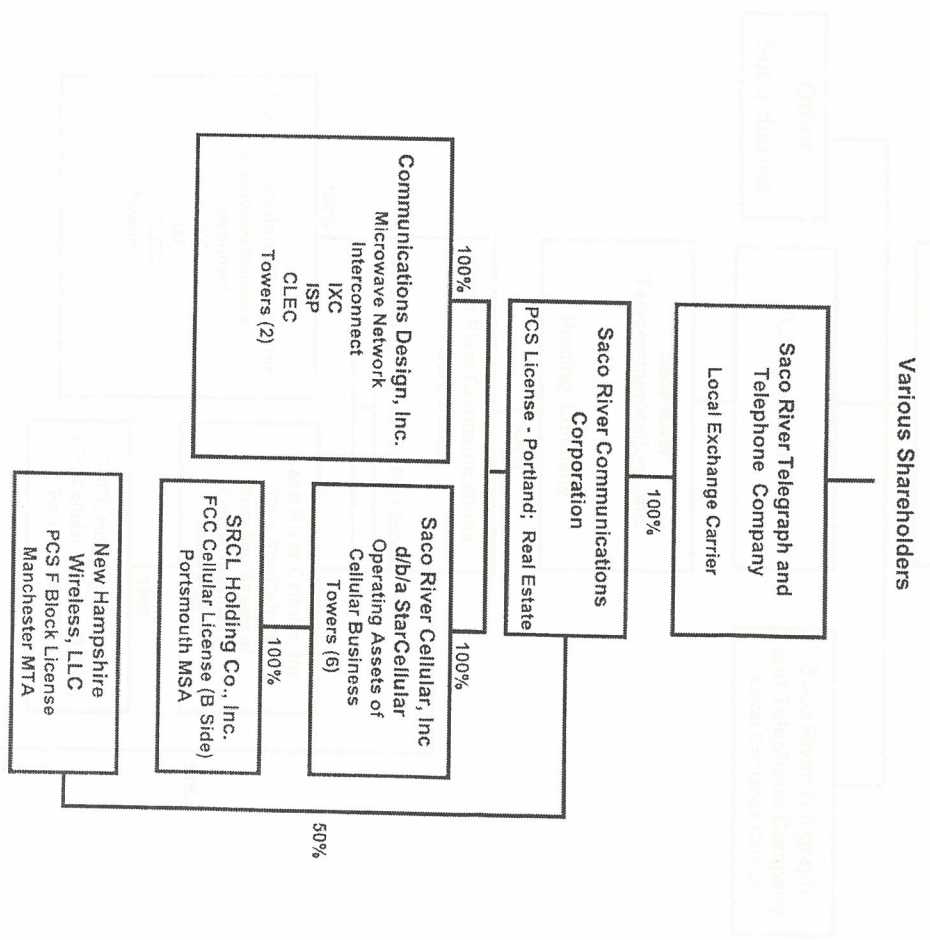
ROBERT C. CARROLL, et al.

Date: _____ By: _____
Robert C. Carroll
For the Transferor

TLA SPECTRUM, LLC

Date: 7/19/00 By: 
Officer
For the Transferee

SACO RIVER TELEGRAPH AND TELEPHONE COMPANY EXISTING ORGANIZATIONAL STRUCTURE



LUKAS, NACE, GUTIERREZ & SACHS, CHARTERED

OPERATING ACCOUNT
1111 NINETEENTH STREET N.W., SUITE 1200
WASHINGTON, DC 20036
(202) 857-3500

BRANCH BANKING & TRUST COMPANY

CITY
15-154-540

30972

CHECK NO. CHECK DATE VENDOR NO.

030972 07/20/00 FCC
CHECK AMOUNT

PAY

SEVEN HUNDRED EIGHTY AND 00/100 DOLLARS*****

\$*****780.00

TO THE
ORDER
OF

F. C. C.

TWO SIGNATURES REQUIRED IF AMOUNT IS OVER \$2,500.00



⑈00030972⑈ ⑆054001547⑆5160013267⑈

090164795

Security features included. Details on back.

CERTIFICATE OF SERVICE

I, Loren B. Costantino, a legal assistant in the law offices of Lukas, Nace, Gutierrez & Sachs, Chartered, do hereby certify that I have on this 20th day of July, 2000, sent by first class United States mail, copies of the foregoing Application for Transfer of Control of Section 214 Authority to the following:

Governor Angus King
State of Maine
1 State House Station
Augusta, Maine 04333

Lauren Kravetz, Attorney*
Wireless Telecommunications Bureau
Federal Communications Commission
445 12th Street S. W. Room 4-A163
Washington, D.C. 20554

Secretary of Defense
Attention: Special Assistant for
Telecommunications
Pentagon
Washington, D.C. 20301

John Branscome, Attorney*
Wireless Telecommunications Bureau
Federal Communications Commission
445 12th Street S. W. Room 4-A234
Washington, D.C. 20554

Secretary Madeleine Albright
Department of State
2201 C Street, N.W., 7th Floor
Washington, D.C. 20520

Rebecca Arbogast, Chief*
Telecommunications Division
International Bureau
Federal Communications Commission
445 12th Street S.W. Room 6-A763
Washington, D.C. 20554

Justin Connor, Attorney*
International Bureau
Federal Communications Commission
445 12th Street S.W. Room 6-A832
Washington, D.C. 20554


Loren B. Costantino

*Hand Delivery