

ITC-71c-20080604-00252

ORIGINAL

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

In the Matter of

LINCOLNVILLE TELEPHONE COMPANY,
LINCOLNVILLE COMMUNICATIONS, INC.,
TIDEWATER TELECOM, INC.,
LINCOLNVILLE NETWORKS, INC., and
SHIRLEY MANNING

FILED/ACCEPTED

JUN - 4 2008

Federal Communications Commission
Office of the Secretary

File No. _____

FOR CONSENT TO TRANSFER OF CONTROL AND
ASSIGNMENT OF ASSETS OF COMPANIES
HOLDING DOMESTIC AND INTERNATIONAL
AUTHORITIES PURSUANT TO SECTION 214 OF THE
COMMUNICATIONS ACT OF 1934, AS AMENDED)
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RECEIVED

JUN 10 2008

Policy Division
International Bureau

**JOINT APPLICATION FOR CONSENT TO TRANSFER CONTROL
AND ASSIGNMENT OF ASSETS PURSUANT TO THE COMMISSION'S
STREAMLINED PROCESSING RULES**

Lincolnville Telephone Company ("Lincolnville"), Lincolnville Communications, Inc.

("Communications"), Tidewater Telecom, Inc. ("Tidewater"), and Lincolnville Networks, Inc.

("Networks"), together with their proposed majority owner, Shirley Manning (collectively,

"Applicants"), respectfully request authorization pursuant to Section 214 of the Communications Act, as amended, and Sections 63.03 and 63.04(a) of the Commission's Rules, to accomplish a proposed corporate reorganization and ownership change, as described herein. This Application is being filed simultaneously with the International Bureau and the Wireline Competition Bureau.

Each of Lincolnville and Tidewater is a rural incumbent local exchange carrier ("ILEC"), providing local exchange and exchange access services in rural portions of Maine. Communications provides interstate and international interexchange services, as well as competitive local exchange services and video programming services. Ms. Manning currently serves as the President and General Manager of each of Lincolnville, Tidewater and Communications, and will occupy the same position in Networks.

The proposed transaction will not result in any loss or impairment of services to existing subscribers. Furthermore, no change in service or rates is contemplated upon consummation of the proposed transactions. Subscribers will be informed of the change in the identity of service provider in accordance with the requirements of Section 64.1120 of the Commission's Rules.

The proposed transaction is entitled to streamlined treatment pursuant to section 63.03(b)(2)(iii) of the Commission's Rules. The proposed reorganization and change of ownership will result in all affiliated companies having a market share in the interstate, interexchange market of less than 10%; the rural LEC subsidiaries having, in combination, fewer than two (2) percent of the subscriber lines installed in the aggregate nationwide; and the transaction would result in no new overlapping or adjacent service areas.

In support of this request, Applicants respectfully submit the following information:

Section 63.04 Application – Domestic Section 214 Authorization

(1) Name, address and telephone number of each applicant:

Lincolnville Telephone Company
PO Box 199
Lincolnville Center, Maine 04850
(207) 763-9911

Lincolnville Communications, Inc.
PO Box 200
Lincolnville Center, Maine 04850
(207) 763-9900

Tidewater Telecom, Inc.
133 Back Meadow Road
Nobleboro, Maine 04555
(207) 563-9911

Lincolnville Networks, Inc.
PO Box 199
Lincolnville Center, Maine 04850
(207) 763-9911

Ms. Shirley Manning
133 Back Meadow Road
Nobleboro, Maine 04555
(207) 563-9911

- (2) Government, state or territory under the laws of which each corporate or partnership applicant is organized:

Each corporate applicant is organized under the laws of the State of Maine.

- (3) Name, title, post office address, and telephone number of the officer or contact point to whom correspondence concerning the application is to be addressed:

For all corporate applicants and Ms. Manning:

Ms. Shirley Manning
PO Box 199
Lincolnville Center, Maine 04850
(207) 763-9911

with a copy to Counsel:

Sylvia Lesse
Communications Advisory Counsel, LLC
2154 Wisconsin Ave., NW
Washington, DC 20007
(202) 333-5273 (phone)

- (4) Name, address, citizenship and principal business of any person or entity that directly owns at least ten (10) percent of the equity of the applicant, and the percentage of equity owned by each of those entities:

Lincolnville Telephone Company

Currently, no person or entity owns ten percent or more of the equity of Lincolnville Telephone Company. Ms. Manning currently holds an indirect interest in Lincolnville by virtue of her 98.5% ownership interest in Shepard Hill, Inc., which owns less than ten percent of Lincolnville shares.

Lincolnville Communications, Inc.

%

<u>Name & Address</u>	<u>Equity</u>	<u>Citizenship</u>	<u>Principal Business</u>
Lincolnville Telephone Company	100%	USA	telecommunications

Tidewater Telecom, Inc.

<u>Name & Address</u>	<u>Equity</u>	<u>Citizenship</u>	<u>Principal Business</u>
Coastal Telco Services, Inc.	100%	USA	information services

Coastal Telco Services, Inc. (“Coastal”) is a wholly-owned subsidiary of Lincolnville Telephone Company, Inc. Coastal provides various management and other services to both Lincolnville and Tidewater, and provides internet services to the public. Coastal is organized under the laws of the State of Maine.

Lincolnville Networks, Inc.

Under the reorganization plan, Lincolnville Networks, Inc. (“Networks”), a Maine corporation, will be a wholly-owned subsidiary of Lincolnville Telephone Company (under new ownership).

(5) Certification pursuant to 47 C.F.R. Sections 1.2001 through 1.2003 that no party to the application is subject to denial of Federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988.

All parties to this application hereby certify, pursuant to 47 C.F.R. Sections 1.2001- 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.

(6) Description of the Transaction:

Ms. Manning has formed and owns 98.5% of Shepard Hill, Inc.¹ (“Shepard Hill”), a Maine corporation. Under the plan of reorganization, Shepard Hill will merge with Lincolnville (which will be the surviving corporation). This merger will result in the change of control of (1) Lincolnville, (2) Coastal, the parent of Tidewater, and (3) Lincolnville’s direct wholly-owned subsidiary, Communications. In addition, as part of the reorganization, Tidewater, currently an indirectly-owned subsidiary of Lincolnville, will become a direct subsidiary of Lincolnville, under its new ownership. Finally, newly-formed Networks, a subsidiary of Lincolnville, will assume the regulated assets and operations of Lincolnville. Networks will continue the exchange and exchange access services currently provided by Lincolnville.² In sum, newly-reorganized Lincolnville, under new ownership, will operate as a holding company with four direct subsidiaries: Networks and Tidewater, each providing ILEC exchange and exchange access services; Communications, providing interstate and international interexchange services, cable and competitive local exchange services; and Coastal, providing unregulated internet and management support services. Except for the assumption of Lincolnville’s ILEC operations by Networks, there will be no change in current operations.

(7) Description of the geographic areas in which the assignor and assignee (and their affiliates) offer domestic telecommunications services, and what services are provided in each area:

Lincolnville (as will its successor, Networks) provides ILEC exchange and exchange access in the rural exchanges of Lincolnville and Lincolnville Beach, Maine. Tidewater provides exchange and exchange access services in Bremen, Damariscotta, New Harbor, Sheepscot, South Bristol and Union, Maine. Communications provides interstate and international interexchange services to the subscribers of Lincolnville (and will continue such services to the subscribers of Lincolnville’s successor, Networks) and Tidewater. Communications also provides cable services in Lincolnville

¹ The remaining equity interest in Shepard Hill, Inc. is owned jointly by Ms. Manning and her children.

² Because subscribers will encounter a carrier name change due to this element of the proposed reorganization, Applicants will provide the required notifications pursuant to Section 64.1120 of the Commission’s Rules.

and Hope, Maine and competitive local exchange and exchange access services in Camden, Belfast, and Rockland, Maine, where Fairpoint Communications, Inc. is the incumbent telephone service provider, as well as dedicated high-capacity service to requesting subscribers throughout the State of Maine. Applicants anticipate that all current services will continue after the proposed reorganization.

(8) Statement as to how the application fits into one or more of the presumptive streamlined categories in section 63.03 or why it is otherwise appropriate for streamlined treatment:

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

Collectively, Applicants serve approximately 13,000 access lines in rural Maine. This total comprises a minute fraction of the approximately 170,000,000 access lines in the nation. *See* Federal Communications Commission: Trends in Telephone Service, February, 2007 (Table 8.1, End-User Switched Access Lines as of June, 2006).

There is no overlap of service territories, and no change in existing instances of adjacent service areas. No party is affiliated with a facilities-based interstate domestic toll carrier. All domestic interstate toll services are offered through the resale of the services of unaffiliated, facilities-based exchange carriers. Communications serves fewer than one percent (1.0%) of the interstate, interexchange market.

The proposed transaction will have no adverse effect on competition. The Applicants' markets are individually and collectively so small that the proposed transaction will have no perceptible effect on competition. Accordingly, grant of streamlined treatment for this Application is consistent with Commission precedent.

(9) Identification of all other Commission applications related to the same transaction:

Application for transfer of control of Communication's International Section 214 authorization (File No. ITC-214-20050114-00014) is filed contemporaneously herewith.

(10) Statement of whether the applicants are requesting special consideration because either party to the transaction is facing imminent business failure:

No party to the application is requesting special consideration because of imminent business failure.

³ Lincolnville's Lincolnville exchange is adjacent to Tidewater's Union exchange. Communications' competitive local exchange service territory of Camden, Maine borders Lincolnville's Lincolnville and Lincolnville Beach exchanges, as well as Tidewater's Union exchange.

(11) Identification of any separately filed waiver requests being sought in conjunction with the transaction:

There are no separately filed waiver requests being sought in conjunction with the transaction.

(12) Statement showing how grant of the application will serve the public interest, convenience and necessity, including any additional information that may be necessary to show the effect of the proposed transaction on competition in domestic markets:

The proposed transaction will serve the public interest by ensuring no interruption of service and no inconvenience to the affected customers. Current management, having already demonstrated the necessary technical and managerial capabilities to provide quality telecommunications services, will assume greater ownership position to continue its provision and expansion of traditional and advanced telecommunications services required by its subscribers. Accordingly, Applicants respectfully request that the Commission grant the Application as soon as practicable.

Transfer of Control of International Section 214 Authorization

Applicant Communications resells switched international long distance toll services to residential and business customers pursuant to an international Section 214 authorization granted by the Commission under File No. ITC-214-20050114-00014. Under the proposed change of ownership and corporate reorganization, Communication's direct parent, Lincolnville, will have new ownership. To effect the transfer of the subject authorization, Applicants submit the following information in accordance with the requirements of Section 63.24(e) of the Commission's Rules:

(1) Name, address and telephone number of each applicant:

Please see information provided above in response to Item 1 above.

(2) Government, state or territory under the laws of which each corporate or partnership applicant is organized

Please see information provided above in response to Item 2 above.

(3) Name, title, post office address, and telephone number of the officer or contact point to whom correspondence concerning the application is to be addressed

Please see information provided above in response to Item 3 above.

(4) Statement as to whether the applicant had previously received authority under Section 214 of the Act.

Other than the Section 214 authorization under consideration, no Applicant has previously received such authorization.

(5) Application purpose.

Applicants seek authorization for a transfer of control of the international Section 214 authorization held under File No. ITC-214-20050114-00014. Applicants certify that all parties will comply with the terms and conditions of Sections 63.21 and 63.23 of the Commission's Rules.

(6) Non-streamlined services.

N/A

(7) Environmental Assessment

N/A

(8) Name, address, citizenship and principal business of any person or entity that directly or indirectly owns at least ten percent of the equity of the applicant entities:

Please see information provided above in response to Item 4 above.

(9) Certification as to whether or not Transferee/Assignee is, or is affiliated with, a foreign carrier.

Communications certifies that neither it nor any affiliate or successor is or will be foreign carriers, and that neither it nor any affiliate or successor is or will be affiliated with any foreign carrier.

(10) Certification as to whether or not Transferee/Assignee seeks to provide international telecommunications services to any country for which certain conditions are true.

Communications certifies that neither it nor any affiliate or successor will provide international telecommunications to any destination country for which Communications or an affiliate or successor (1) is a foreign carrier in that country; (2) controls a foreign carrier in that country; (3) is owned more than 25% by or controlled by an entity that controls a foreign carrier in that country.

(11) Showing regarding provision of international telecommunications service to a country where the applicant is a foreign carrier or is affiliated with a foreign carrier.

N/A

(12) Regulatory classification under Section 63.10 of the Rules for foreign-affiliated carrier.

N/A

(13) Certification that applicant has not agreed to accept special concessions directly or indirectly from any foreign carrier.

Applicants and their affiliates certify that it has not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any US 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.

(14) Certification pursuant to 47 C.F.R. §§ 1.2001-1.2003 that no party to the application is subject to denial of federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 583

Applicants hereby certify, pursuant to 47 C.F.R. §§ 1.2001-1.2003, that to the best of their knowledge, information, and belief, no party to the application is subject to denial of federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 583.

(15) Qualification for streamlined processing.

This application qualifies for streamlined processing under Sections 63.12(a) and (b) of the Commission's rules. No party is affiliated with any foreign carrier in any destination market. No party has an affiliation with a dominant US carrier whose international switched or private line services the applicants seek authority to resell, and none is anticipated as a result of the public offering which likely will result in widely held interests. No party to this application seeks authority to provide switched basic services over private lines to a country for which the Commission has not previously authorized the provision of switched services over private lines. Authorization is sought to complete a public sale which would continue the current operations as a non-dominant carrier reselling the international switched services of one or more unaffiliated US carriers.

Respectfully submitted,

LINCOLNVILLE TELEPHONE COMPANY,
LINCOLNVILLE COMMUNICATIONS, INC.,
TIDEWATER TELECOM, INC.,
LINCOLNVILLE NETWORKS, INC., and
SHIRLEY MANNING

By:



Sylvia Lesse
Their Counsel

Communications Advisory Counsel, LLC
2154 Wisconsin Avenue, NW
Washington, DC 20554
(202) 333-5273

June 4, 2008

DECLARATION OF SHIRLEY MANNING

I, Shirley Manning, President and General Manager of Lincolnville Telephone Company, Lincolnville Communications, Inc., Tidewater Telecom, Inc., and Lincolnville Networks, Inc., do hereby declare under penalties of perjury that I have read the foregoing "JOINT APPLICATION FOR CONSENT TO TRANSFER OF CONTROL AND ASSIGNMENT OF ASSETS PURSUANT TO THE COMMISSION'S STREAMLINED PROCESSING RULES," and the information contained therein is true and accurate to the best of my knowledge, information, and belief.

Date 5/29/08


Shirley Manning

CERTIFICATE OF SERVICE

I, Sylvia Lesse, of Communications Advisory Counsel, LLC, do hereby verify that on this 4th day of June, 2008, I caused to be sent via First Class US Mail, postage prepaid, the foregoing "Joint Application for Consent to Transfer Control and Assignment of Assets Pursuant to the Commission's Streamlines Processing Rules" o the following:

The Hon. John E. Baldacci
Office of the Governor
1 State House Station
Augusta ME 04333

US Department of Defense
Assistant Secretary of Defense for C#1
100 Defense Pentagon, Room 3E712
Washington DC 20301

US Department of State
EB/CIP/SCA
Room 4826
2001 C Street NW
Washington, DC 20520

*George Li
*Joann Ekblad

International Bureau
Federal Communications Commission
445 12th Street SW
Washington DC 20554

*Tracy-Wilson Parker
Wireline Competition Bureau
Federal Communications Commission
445 12th Street SW
Washington DC 20554

*Via e-mail


Sylvia Lesse

READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE
FORM 159

Approved by OMB
3064-9589
Page No. 1 of 2

(1) LOCKBOX # 358145		SECTION A - PAYER INFORMATION		SPECIAL USE ONLY	
				FCC USE ONLY	
(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) Sylvia Lesse				(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) \$965.00	
(4) STREET ADDRESS LINE NO. 1 2154 Wisconsin Avenue NW					
(5) STREET ADDRESS LINE NO. 2					
(6) CITY Washington	(7) STATE DC	(8) ZIP CODE 20007			
(9) DAYTIME TELEPHONE NUMBER (include area code) (202) 333-5273		(10) COUNTRY CODE (if not in U.S.A.)			
		FCC REGISTRATION NUMBER (FRN) REQUIRED			
(11) PAYER (FRN) 0010900918			(12) FCC USE ONLY		
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C)					
COMPLETE SECTION BELOW FOR EACH SERVICE. IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET					
(13) APPLICANT NAME Lincolnville Telephone Company					
(14) STREET ADDRESS LINE NO. 1 PO Box 199					
(15) STREET ADDRESS LINE NO. 2					
(16) CITY Lincolnville Center	(17) STATE ME	(18) ZIP CODE 04850			
(19) DAYTIME TELEPHONE NUMBER (include area code) (207) 763-9911		(20) COUNTRY CODE (if not in U.S.A.)			
		FCC REGISTRATION NUMBER (FRN) REQUIRED			
(21) APPLICANT (FRN) 0004930376			(22) FCC USE ONLY		
COMPLETE SECTION C FOR EACH SERVICE. IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET					
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE CUT	(25A) QUANTITY			
(26A) FEE DUE FOR (PTC) \$965.00	(27A) TOTAL FEE	FCC USE ONLY			
(28A) FCC CODE 1	(29A) FCC CODE 2				
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY			
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY			
(28B) FCC CODE 1	(29B) FCC CODE 2				
SECTION D - CERTIFICATION					
CERTIFICATION STATEMENT					
I, <u>Sylvia Lesse</u> , certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief.					
SIGNATURE <u>Sylvia Lesse</u>		DATE <u>6/4/08</u>			
SECTION E - CREDIT CARD PAYMENT INFORMATION					
ACCOUNT NUMBER <u>[REDACTED]</u>		EXPIRATION DATE <u>[REDACTED]</u>			
I hereby authorize the FCC to charge my credit card for the service(s)/authorization herein described.					
SIGNATURE <u>Sylvia Lesse</u>		DATE <u>6/4/08</u>			

SEE PUBLIC BURDEN ON REVERSE

FCC FORM 159

JULY 2005

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE (CONTINUATION SHEET)
 FORM 159-C

SPECIAL USE

Approved by OMB
3060-0289

FCC USE ONLY

Page No. 2 of 2

USE THIS SECTION ONLY FOR EACH ADDITIONAL APPLICANT
 SECTION BE - ADDITIONAL APPLICANT INFORMATION

(13) APPLICANT NAME
Lincolnville Communications, Inc.

(14) STREET ADDRESS LINE NO. 1
Box 200

(15) STREET ADDRESS LINE NO. 2

(16) CITY

Lincolnville Center

(17) STATE (18) ZIP CODE
ME 04850

(19) DAYTIME TELEPHONE NUMBER (include area code)

(207) 763-9990

(20) COUNTRY CODE (if not in U.S.)

FCC REGISTRATION NUMBER (FRN) REQUIRED

(21) APPLICANT (FRN)
0004930384

(22) FCC USE ONLY

COMPLETE SECTION C FOR EACH SERVICE. IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET

(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE	(25A) QUANTITY
(26a) FEE DUE FOR (PTC)	(27A) TOTAL FEE	FCC USE ONLY
(28A) FCC CODE 1	(29A) FCC CODE 2	
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY
(28B) FCC CODE 1	(29B) FCC CODE 2	
(23C) CALL SIGN/OTHER ID	(24C) PAYMENT TYPE CODE	(25C) QUANTITY
(26C) FEE DUE FOR (PTC)	(27C) TOTAL FEE	FCC USE ONLY
(28C) FCC CODE 1	(29C) FCC CODE 2	
(23D) CALL SIGN/OTHER ID	(24D) PAYMENT TYPE CODE	(25D) QUANTITY
(26D) FEE DUE FOR (PTC)	(27D) TOTAL FEE	FCC USE ONLY
(28D) FCC CODE 1	(29D) FCC CODE 2	
(23E) CALL SIGN/OTHER ID	(24E) PAYMENT TYPE CODE	(25E) QUANTITY
(26E) FEE DUE FOR (PTC)	(27E) TOTAL FEE	FCC USE ONLY
(28E) FCC CODE 1	(29E) FCC CODE 2	
(23F) CALL SIGN/OTHER ID	(24F) PAYMENT TYPE CODE	(25F) QUANTITY
(26F) FEE DUE FOR (PTC)	(27F) TOTAL FEE	FCC USE ONLY
(28F) FCC CODE 1	(29F) FCC CODE 2	

SEE PUBLIC BURDEN ON REVERSE

FCC FORM 159-C

JULY 2005