

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

In the Matter of)
)
THE RYE TELEPHONE COMPANY)
(FRN 0001615665))
)
SOUTH PARK L.L.C. D/B/A SOUTH PARK)
TELEPHONE COMPANY)
(FRN0005070933))
)
CABLECO, LLC d/b/a ghVALLEY LONG)
DISTANCE)
(FRN 0007485386))
)
)
Section 214 Authorization Holders and Transferors)
)
And)
)
USCONNECT HOLDINGS INC.)
(FRN 0022834212))
)
And its subsidiary:)
)
USCONNECT ACQUISITIONS III, INC.)
(FRN 0022931331))
)
Transferees)
)
Joint Application for Transfer of Control of)
Section 214 Authorizations for)
Domestic and International)
Telecommunications Authorizations)

WC Docket No. _____

File No. ITC- _____

JOINT APPLICATION

The Rye Telephone Company (“RTC”), South Park L.L.C. d/b/a South Park Telephone Company (“SPTC”) and CableCo, LLC d/b/a ghValley Long Distance (“CableCo”), on their

own behalf and behalf of their respective shareholders or members, (jointly, the “214 Holders” or “Transferors”), and USConnect Holdings Inc. (“USConnect”) and its subsidiary USConnect Acquisitions III, Inc. (“USConnect Acquisitions”) (jointly, the “Transferees”), hereby request approval of the Federal Communications Commission (“Commission”) pursuant to Section 214 of the Communications Act of 1934, as amended, 47 U.S.C. §214, and Sections 1.763, 63.03, 63.04, 63.18, and 63.24(e) of the Commission’s rules, 47 C.F.R. §§1.763, 63.03, 63.04, 63.18, and 63.24(e), to transfer control of the Section 214 authorizations from the Transferors to the Transferees. All parties are collectively referred to herein as the “Applicants.”

I. Combined Application to Transfer Control of Domestic and International Section 214 Authorizations

Under Section 63.04(b) of the Commission’s rules, the Applicants are filing a combined domestic and international application for the transfer of control of the Section 214 authorizations of the Transferors to the Transferees.

This application qualifies for streamlined processing under applicable rules.

II. Applicants

A. The Rye Telephone Company, Inc.

RTC is a Colorado corporation whose address is PO Box 19048, 60 Beckwith Drive, Colorado City, CO 81019. RTC is authorized by the Colorado Public Utilities Commission to provide local telephone service as the incumbent local exchange carrier (“ILEC”) in three exchanges in south central Colorado.

RTC is a wholly owned subsidiary of Corona Holdings, Inc. (“Corona”) (a U.S. corporation under the laws of the state of North Carolina) which, in turn, is a wholly owned subsidiary of American Broadband Acquisition Corp. III (“ABAC III”), a Delaware corporation

whose address is 60 Beckwith Drive, PO Box 19787, Colorado City, CO 81019. The ownership and control of ABAC III is provided in Section III, below.

B. South Park L.L.C. d/b/a South Park Telephone Company

SPTC is a Colorado limited liability company. Like RTC, SPTC is a wholly-owned subsidiary of Corona which, in turn, is a wholly owned subsidiary of ABAC III. Its address is P.O. Box 19166, Colorado City, CO 81019. SPTC is authorized by the Colorado Public Utilities Commission to provide local telephone service as the incumbent local exchange carrier in a portion of Park County, Colorado.

C. CableCo, LLC d/b/a ghValley Long Distance

CableCo is a Colorado limited liability company whose address is PO Box 19579, Colorado City, CO 81019. Like RTC and SPTC, CableCo is a wholly-owned subsidiary of Corona which, in turn, is a wholly owned subsidiary of ABAC III. CableCo has authority from the Commission to provide interstate and international telecommunications services. CableCo currently provides interstate and international telecommunications services in and around the service areas of its affiliates, RTC and SPTC.

D. USConnect Holdings Inc.

USConnect is a Delaware corporation formed on March 4, 2013. Its address is 1000 Elm Street, Suite 1901, Manchester, NH 03101. USConnect was created to purchase and operate rural local exchange carriers. The operations and management of the USConnect will be led by experienced telecommunications executives. In addition, each of USConnect's major equity shareholders is a company, or an affiliate of a company, which has extensive experience in the telecommunications industry.

E. USConnect Acquisitions III, Inc.

USConnect Acquisitions is a corporation recently formed under Delaware law for the purpose of acquiring the shares of ABAC III in the transaction described in Section III of this application. Its address is 1000 Elm Street, Suite 1901, Manchester, NH 03101. USConnect Acquisitions is a wholly-owned subsidiary of USConnect.

III. Description of the Transaction

ABAC III, USConnect and USConnect Acquisitions have entered into an Agreement and Plan of Merger (“Agreement”) whereby USConnect Acquisitions will merge with and into ABAC III, with ABAC III to be the surviving corporation after the merger. As a result, ABAC III and its subsidiaries will be controlled by USConnect after the merger (the “Transaction”). Consummation of the Transaction is contingent upon receipt of Commission approval and all other necessary approvals.

As indicated above, ABAC III is the ultimate 100% owner of RTC, SPTC and CableCo through an intermediary holding company, Corona, a U.S. corporation organized under the laws of the state of North Carolina. The 10% or greater shareholders of Corona are American Broadband Communications, LLC (“American Broadband”) (30% currently) (a U.S. limited liability company organized under the laws of the State of Delaware) and SSF Partners, LLC (“SSF Partners”) (70% currently) (a U.S. limited partnership organized under the laws of the State of Delaware).¹

¹ As of the closing of the transaction, SSF Partners plans to obtain an additional 10% of the outstanding common stock of ABAC III, thus reducing American Broadband’s currently non-controlling ownership interest in ABAC III to 20% and increasing SSF Partners’ existing controlling interest to 80%.

American Broadband's only 10% or greater shareholder is the Estate of Patrick L. Eudy (the "Estate").² SSF Partners understands that Ms. Jane R. Eudy is the Personal Representative of the Estate and a U.S. citizen.

² The Estate is also the indirect 10% or greater owner of the following telecommunications carriers operating in discrete areas of the United States that are outside of the State of Kansas and Georgia: (a) Arlington Telephone Company, a Nebraska corporation and ILEC, that provides local exchange and exchange access services in and around Arlington, Nebraska; (b) The Blair Telephone Company, a Nebraska corporation and ILEC, that provides local exchange and exchange access services in and around Blair, Kennard and Fort Calhoun, Nebraska; (c) Eastern Nebraska Telephone Company, a Nebraska corporation and ILEC, that provides local exchange and exchange access services in and around Walthill, Macy, Winnebago, Rosalie, Osmond, Meadow Grove, Carroll and Belden, Nebraska; (d) Rock County Telephone Company, a Nebraska corporation and ILEC, that provides local exchange and exchange access services in and around Bassett and Newport, Nebraska; (e) HunTel Cablevision d/b/a HunTel Communications, a Nebraska corporation and CLEC, that provides local exchange and exchange access services in and around Lyons, Oakland and Tekamah, Nebraska, and is also an interexchange carrier ("IXC") that resells interstate interexchange and international long distance services throughout the Nebraska areas served by the above-listed affiliated Nebraska ILECs; (f) Holway Telephone Company, a Missouri corporation and ILEC, that provides local exchange and exchange access services in and around Maitland, Missouri; (g) K.L.M. Telephone Company, a Missouri corporation and ILEC, that provides local exchange and exchange access services in and around Rich Hill, Missouri; (g) Holway Long Distance Company, a Missouri corporation and IXC that resells interstate interexchange and international long distance services in and around Maitland, Missouri; (h) KLM Long Distance Company, a Missouri corporation and IXC that resells interstate interexchange and international long distance services in and around Rich Hill, Missouri; (i) Interior Telephone Company, an Alaska corporation and ILEC, that provides local exchange and exchange access services in Alaska; (j) Mukluk Telephone Company, Inc., an Alaska corporation and ILEC, that provides local exchange and exchange access services in Alaska; (k) TelAlaska Long Distance, Inc., an Alaska corporation that resells interstate interexchange and international long distance services; (l) TelAlaska Cellular, Inc., an Alaska corporation that provides mobile voice and data services in Alaska, and is the licensee of Cellular Radio Service Stations WQIQ306, Alaska Rural Service Area 2 – Bethel (Cellular Market Area 316) and WQIQ308, Alaska Rural Service Area 1 – Wade (Cellular Market Area 315); (m) Cameron Communications, LLC ("Cameron Communications"), a Louisiana limited liability company that resells interstate interexchange and international long distance services under the trade name of Cameron Long Distance in the ILEC and CLEC exchanges served by Cameron Telephone Company, LLC ("Cameron Telephone"), Elizabeth Telephone Company, L.L.C. ("Elizabeth") and LBH, L.L.C ("LBH") in Cameron, Allen, Vernon, Rapides and Beauregard Parishes in southwestern Louisiana, and in Jefferson, Chambers, Liberty and Galveston Counties in southeastern Texas; (n) Cameron Telephone, a Louisiana limited liability company and ILEC that provides local exchange telephone and exchange access services in the Cameron, Carlyss, Creole, Grand Chenier, Hackberry, Holly Beach and Johnson Bayou

(continued on next page)

The 10% or greater owners of SSF Partners as follow:

SSF Partners, LLC

	<u>% Equity</u>	<u>Citizenship</u>	<u>Principal Business</u>
ZM Private Equity Fund II, L.P.	99%	USA	Investments

ZM Private Equity Fund II, L.P.

	<u>% Equity</u>	<u>Citizenship</u>	<u>Principal Business</u>
Pantheon Global Secondary Fund III "A", L.P.	31.3%	Scotland	Investment
Lexington Partners VI Holdings, L.P.	22.3%	Delaware	Investment
Pantheon Global Secondary Fund III "B", L.P.	14.5%	Delaware	Investment
Pomona Capital VII, L.P.	10.2%	Delaware	Investment

No entity or person that owns an interest in any of the Funds that comprise ZM Private Equity Fund II, L.P. ("ZM") has a derivative ownership that would result in a 10% interest or greater ownership interest in ZM and, ultimately the applicants involved in this application. With the agreement of ZM Private Equity Fund II, L.P., the authority to oversee and control the day-to-

exchanges in Cameron and Calcasieu Parishes in southwestern Louisiana and also provides local exchange telephone and exchange access services in the Nome and High Island exchanges in Jefferson, Chambers, Liberty and Galveston counties in southeastern Texas; (o) Elizabeth, a Louisiana limited liability company and ILEC that provides local exchange telephone and exchange access services in the Elizabeth, Pitkin and Sugartown exchanges in Allen, Vernon, Rapides and Beauregard Parishes in southwestern Louisiana; (p) LBH, a Louisiana limited liability company that provides broadband voice, video and data services as a CLEC in Grand Lake and Sweetlake in Cameron Parish, and in Moss Bluff in Calcasieu Parish, in southwestern Louisiana. In addition, the Estate indirectly has a greater than 10% ownership interest in the following telecommunications carriers: (a) Dialog Telecommunications, Inc., which provides voice and data services as a CLEC in Kentucky, Mississippi and North Carolina; (b) Acorn Telephone LLC, which provides voice and data services as a CLEC in Kentucky; (c) AMA Communications LLC, which provides voice and data services, resold interstate interexchange and international long distance services, as a CLEC in Texas; and (d) Mesa Broadband, LLC, which is the licensee of 3650-3700 MHz Service station WQKW948.

day management and operations of SSF Partners, LLC will be delegated to SSF Advisors, LLC.

SSF Advisors, LLC

	<u>% Equity</u>	<u>Citizenship</u>	<u>Principal Business</u>
Timothy P. Bradley	36.84%	USA	Investments
Alfred J. Puchala, Jr.	36.84%	USA	Investments
Charles T. Lake, II	18.42%	USA	Investments

The foregoing reflects all general partnership interests and all 10% or more derivative equity interests in ABAC III.³

³ Affiliates of American Broadband and SSF Advisors, LLC also are affiliated with other entities with ownership in other telecommunications carriers operating in discrete areas of the United States including: Gridley Telephone Company (“Gridley”) (a small rural ILEC operating in the State of Illinois); Gridley Communications, Inc. (a resale interexchange carrier offering interstate interexchange and international resold long distance services in and around the service area of Gridley); S&A Telephone Company, Inc. (“S&A”) (a small rural ILEC operating in the State of Kansas); 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); Waverly Hall Telephone Company, L.L.C. (“WHT”) (a small rural ILEC operating in the State of Georgia); 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); 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); Oregon Farmers Mutual Telephone Company, a rural ILEC in the State of Missouri; and 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; Zenda Telephone Company, Inc. (“Zenda”) (a rural ILEC operating in the State of Kansas); West Side Telecommunications (“West Side”) (a rural ILEC operating in the State of West Virginia); Miller Telephone Co. (Miller”) (a rural ILEC operating in the State of Missouri); 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); Dalton Telephone Company, Inc. (a small rural ILEC operating in the State of Nebraska (“DTC”), Elsie Communications, Inc. (“ECI”) (a small rural ILEC operating in the State of Nebraska), and Dalton Telecommunications, Inc. (a reseller of interstate interexchange and, operating under the authority of its parent company, Newcastle Holdings, Inc., international long distance services in and around the service areas of DTC and ECI.

Following closing (1) US Connect intends to continue to operate RTC and SPTC as ILECs serving their same respective exchanges, and using in their operations the same respective assets, as each of the companies did prior to the closing and (2) CableCo will continue to operate as a provider of resold interstate interexchange and international services in and around the service areas of RTC and SPTC.

IV. Public Interest Statement

The Transaction furthers the public interest, convenience and necessity. RTC was founded in 1959 after Robert and Maxine MacCormack made a proposal to acquire the Farmers Mutual Cooperative in Rye, CO. The proposal stated if the MacCormacks could successfully build a new telephone network, install a switch, and provide telephone service to every home within one year, the telephone system would become theirs. If they could not accomplish the tasks within the proposal the system would remain with the Cooperative. The community agreed and the improvements were successfully implemented. Today, RTC has a serving area of approximately 1,800 square miles with over 2,000 subscribers. RTC utilizes a state-of-the-art fiber optic network and offers an abundance of products and services for subscribers' telecommunications needs.

SPTC was established in 1996 by the MacCormack Family as means to provide telephone service to an unserved region of central Colorado. Due to the diverse terrain, sparsely populated area, and lack of commercial power, SPTC deployed a unique wireless technology along with a solar power platform that enabled the SPTC to offer telephone service to South Park and surrounding areas. Today, SPTC has one full time employee (relying on employees of RTC as needed) to serve approximately 170 customers over approximately 600 square miles and provides a suite of communication services.

CableCo offers resold interstate interexchange and international services in and around the service areas of RTC and SPTC.

USConnect possesses the requisite financial and managerial resources to maintain, and improve, the services provided by all of the 214 Holders.

A. Continued Provision of High-Quality Service is Ensured

Following the Transaction, US Connect plans to continue to operate RTC and SPTC as ILECs providing local exchange service to their respective customers, and CableCo will continue to provide resold interstate interexchange and international service to its customers. Further, USConnect will bring greater financial resources to all of the 214 Holders.

Customers will be notified of the transaction as required by the applicable state and federal laws and regulations.

B. No Anti-Competitive Issues are Present

The Transaction does not present any anti-competitive issues. CableCo's total market share, combined with that of equity owners of USConnect, is less than ten percent (10%) of the interstate interexchange and international telecommunications markets. There remain other interexchange carriers operating in the Colorado areas where the 214 Holders will continue to market its services.

In summary, the Transaction has no potential to harm the public interest and is expected to preserve and increase competition in the domestic and international telecommunications markets.

V. Information Required by Section 63.24(e) of the Commission's Rules for a Transfer of Control Section 214 Authorizations

In furtherance of this application the Applicants submit the specific information pursuant to Section 63.24(e) of the Commission's rules. The following paragraphs refer to Sections (a) through (d), and (h) through (p), of Section 63.18.

- (a) Name, address and telephone number of Applicants:

214 Holders:

The Rye Telephone Company
PO Box 19048, 60 Beckwith Drive
Colorado City, CO 81019
Attn: David Shipley, General Manager
Tel: 719-676-3131

South Park L.L.C, d/b/a South Park Telephone Company
P.O. Box 19166
Colorado City, CO 81019
Attn: David Shipley, General Manager
Tel: 719-676.4151

CableCo, LLC d/b/a ghValley Long Distance
PO Box 19579
Colorado City, CO 81019
Attention: David Shipley, General Manager
Tel: 719-676-3131

Transferees:

USConnect Holdings Inc.
US Connect Acquisitions III, Inc.

1000 Elm Street, Suite 1901
Manchester, NH 03101
Attn: William E. King
Tel: (603) 622-0379

- (b) RTC is a corporation organized under the laws of Colorado. SPTC is a limited liability corporation organized under the laws of Colorado. CableCo is a limited liability company organized under the laws of Colorado. USConnect Holdings, Inc. is a corporation

organized under the laws of Delaware. USConnect Acquisitions III, Inc. is a corporation organized under the laws of Delaware.

- (c) Correspondence concerning this application should be sent to:

For the 214 Holders and Transferors:

The Rye Telephone Company
PO Box 19048, 60 Beckwith Drive
Colorado City, CO 81019
Attn: David Shipley, General Manager

South Park L.L.C. d/b/a South Park Telephone Company
P.O. Box 19166
Colorado City, CO 81019
Attn: David Shipley, General Manager

CableCo, LLC d/b/a ghValley Long Distance
PO Box 19579
Colorado City, CO 81019
Attention: David Shipley, General Manager

With copies to:

Charles T. Lake, II
c/o SSF Advisors, LLC
805 Third Avenue, Suite 1202 New York, NY 10022
Tel: 646-580-3195
E-mail: CLake@signal-equity.com

Thomas J. Moorman, Esq.
Woods & Aitken, LLP
2154 Wisconsin Avenue, NW, Suite 200
Washington, DC 20007
Tel: 202-944-9502
E-mail: tmoorman@woodsaitken.com

For the Transferees:

USConnect Holdings Inc.
1000 Elm Street, Suite 1901
Manchester, NH 03101
Attn: William E. King
Tel: (603) 622-0379
E-mail: bking@jsicapital.com

With copies to:

Sheehan Phinney Bass + Green PA
1000 Elm Street
Manchester, NH 03101
Attn: Michael J. Drooff, Esq.
Tel: (603) 627-8167
E-mail: mdroff@sheehan.com

David L. Nace, Esq.
Lukas, Nace, Gutierrez & Sachs, LLP
8300 Greensboro Drive, Suite 1200
McLean, VA 22102
Tel: 703-584-8661
Email: dnace@fcclaw.com

(d) (i) CableCo provides international telecommunications under Section 214 authorization for global resale, File No. ITC-214-20040609-00224. (*See also* File Nos. ITC-T/C-20060113-00041, ITC-T/C-20061107-00508 and ITC-T/C-20090116-00031 which authorized various transfers of control of CableCo.) RTC and SPTC hold blanket domestic Section 214 authority to provide domestic telecommunications services.

(ii) Neither of the Transferees currently provides telecommunications services and neither holds any Section 214 authorization. USConnect is the authorized transferee of control of Livingston Telephone Company and Telcom Supply, Inc. in WC Docket 13-186 and File No. ITC-T/C-20130719-00191.

(h) As described above, USConnect owns 100% of USConnect Acquisitions. The following entities and individuals will hold a ten percent (10%) or greater attributable interest in USConnect when the Transaction closes. The preferred stock shareholders of USConnect, as a group, will hold 90% of the voting power. All five preferred stockholders of USConnect are local exchange carriers or affiliated with a local exchange carrier. None of the service territories of those five stockholders (or affiliates) adjoins or overlaps the local exchange service territories

of RTC or SPTC. Attached as Exhibit B is a list of county areas served in full or in part by the five preferred stockholders as well as their service area maps. Neither does Livingston Telephone Company, a Texas local exchange carrier and a company to be acquired by USConnect pursuant to Commission authorization, have a local exchange service territory that adjoins or overlaps the local exchange service territories of RTC or SPTC.

(i) Brazoria Telephone Company (“Brazoria”) will own 19.2857% of the preferred stock of USConnect and have a 17.357% voting interest in USConnect. Brazoria is a corporation organized in the state of Texas, and its address is PO Box 2008, Brazoria, TX 77422-2008, Attention John H. Greenberg, President and Manager (Telephone: 979-798-2121). Brazoria’s principal business is telecommunications. There are no ownership interests in Brazoria of a level that require disclosure in order to comply with Section 63.04(a)(4) or Section 63.18(h) of the Commission’s rules.

(ii) Dickey Rural Telephone Cooperative, Inc. (“Dickey”) will own 19.2857% of the preferred stock of USConnect and have a 17.357% voting interest in USConnect. Dickey is a corporation organized in the state of North Dakota, and its address is Box 69, Ellendale, ND 58436-0069, Attention Robert Johnson, General Manager (Telephone: 701-344-5000). Dickey’s principal business is telecommunications. Dickey is a cooperative in which no stockholder owns or votes as much as a one percent interest.

(iii) FTC Management Group, Inc. (“FTC”) will own 19.2857% of the preferred stock of USConnect and have a 17.357% voting interest in USConnect. FTC is a corporation organized in the state of South Carolina, and its address is PO Box 588, Kingstree, SC 29556-0588, Attention Brad Erwin, CEO (Telephone: 843-382-2333). FTC’s principal business is communications. FTC is a wholly owned subsidiary of Farmers Telephone

Cooperative, Inc., a South Carolina corporation with the same address as FTC. Farmers Telephone Cooperative, Inc. is a cooperative in which no stockholder owns or votes as much as a one percent interest.

(iv) Golden West Telecommunications Cooperative, Inc. (“Golden West”) will own 19.2857% of the preferred stock of USConnect and have a 17.357% voting interest in USConnect. Golden West is a corporation organized in the state of South Dakota, and its address is PO Box 411, Wall, SD 57790-0411, Attention Denny Law, General Manager (Telephone: 605-279-2161). Golden West’s principal business is telecommunications. Golden West is a cooperative in which no stockholder owns or votes as much as a one percent interest.

(v) Horry Telephone Cooperative, Inc. (“Horry”) will own 19.2857% of the preferred stock of USConnect and have a 17.357% voting interest in USConnect. Horry is a corporation organized in the state of South Carolina, and its address is PO Box 1820, Conway, SC 29528-1820, Attention Michael Hagg, CEO (Telephone: 843-365-2151). Horry’s principal business is telecommunications. Horry is a cooperative in which no stockholder owns or votes as much as a one percent interest.

In addition to preferred stock issued by USConnect there will be common stock whose holders will have 10% of the voting power. While no common stockholder will hold as much as a 10% interest in USConnect, Leo Staurulakis and Manny Staurulakis, who are brothers principally engaged in the telecommunications consulting business, each own 1/3 of the common stock of USConnect, and jointly own MLStar, LLC, a limited liability company organized in Virginia, that will own 3.6% of the preferred stock of USConnect. Both are United States citizens with the following business address: 7852 Walker Drive, Suite 200, Greenbelt, MD 20770 (Telephone: 301-459-7590). Leo Staurulakis and Manny Staurulakis do not own any other

telecommunications entities, either individually or jointly except to the extent either may from time to time hold small, non-controlling interests in public companies engaged in telecommunications and to the extent both are stockholders of USConnect which is the authorized or proposed transferee of control of the various telecommunications companies that are not parties to this application: Livingston Telephone Company and its subsidiary Telcom Supply, Inc.; and other telecommunications carriers that are subject to companion transactions.⁴

Section 63.18(h) also calls for disclosure of any interlocking directorates with a foreign carrier. Transferees and their affiliates have no interlocking directorates with a foreign carrier.

(i) Section 63.18(i) calls for a certification as to whether or not the applicant is, or is affiliated with, a foreign carrier. Transferees hereby certify that neither is a foreign carrier and neither is affiliated with a foreign carrier.

(j) Section 63.18(j) calls for a certification as to whether or not the applicant seeks to provide international telecommunications services to any destination country for which any of the following is true:

(1) The applicant is a foreign carrier in that country. Transferees hereby certify that neither is a foreign carrier in any destination country.

(2) The applicant controls a foreign carrier in that country. Transferees hereby certify that neither controls a foreign carrier in any destination country.

⁴ As noted in Section V(d)(ii) of this application, USConnect is the transferee of control of Livingston Telephone Company and Telcom Supply, Inc. in WC Docket 13-186 and File No. ITC-T/C-20130719-00191. USConnect has also entered into an agreement to acquire control of S&A Telephone Company, Inc., S&A Communications, Inc. d/b/a S&A Long Distance in Kansas, and Waverly Hall Telephone Company, L.L.C., Waverly Hall Communications, Inc. in Georgia, for which applications for Commission approval will be filed in the near future.

(3) Any entity that owns more than 25 percent of the applicant, or that controls the applicant, controls a foreign carrier in that country. Transferees hereby certify that no entity that controls a foreign carrier in any destination country owns more than 25 percent of either of the Transferees.

(4) Two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate, more than 25 percent of the applicant and are parties to, or the beneficiaries of, a contractual relation (e.g., a joint venture or market alliance) affecting the provision or marketing of international basic telecommunications services in the United States. Transferees hereby certify that the foregoing statement is not true as relating to each Transferee.

(k) Section 63.18(k) calls for one of certain showings by the applicant for any destination country listed by the applicant in response to paragraph (j). Based upon Transferees' certifications in response to Section 63.18(j), no showing is required of Transferees in response to Section 63.18(j).

(l) In response to Section 63.18(l), Transferees do not propose to resell the international switched services of an unaffiliated U.S. carrier for the purpose of providing international telecommunications services to a country where it is a foreign carrier or is affiliated with a foreign carrier.

(m) Transferees hereby respond to Section 63.10(m) by confirming that neither is a foreign carrier, and neither is affiliated with a foreign carrier. Transferees satisfy the requirements of Section 63.10(a)(1) to be presumptively classified as "non-dominant" for the provision of international communications services.

(n) Transferees certify that neither has 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.

(o) With reference to §§ 1.2001 through 1.2003 of the Commission's rules, Applicants certify that no party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988. See 21 U.S.C. 853a.

(p) Applicants request streamlined processing of this application pursuant to Section 63.03(b)(2)(iii) of the Commission's Rules. Consummation of the proposed transaction would result in a market share in the interstate, interexchange market of less than 10% among Transferees and their affiliates. Similarly, the local exchange affiliates and subsidiaries of Transferees would have, collectively, fewer than 2% of the subscriber lines installed in the aggregate nationwide. Finally, the transaction would result in no new overlapping or adjacent local service areas.

VI. Additional Information Required by Section 63.04(b) of the Commission's Rules or Assignment/Transfer of Control

In response to requirements of Section 63.04(b) of the Commission's rules, the additional information required by Sections 63.04(a)(6) through 63.04(a)(12) is provided in Exhibit A to this application.

VII. Conclusion

In view of the foregoing, Applicants respectfully submit that the public interest, convenience and necessity would be furthered by grant of this application.

Respectfully submitted,

THE RYE TELEPHONE COMPANY
on its own behalf and on behalf of its shareholder

By: 
Charles T. Lake, II, Treasurer

Date: 9/19/13

**SOUTH PARK L.L.C. d/b/a SOUTH PARK
TELEPHONE COMPANY**
on its own behalf and on behalf of its member

By: 
Charles T. Lake, II, Treasurer

Date: 9/19/13

**CABLECO, LLC d/b/a ghVALLEY LONG
DISTANCE**
on its own behalf and on behalf of its member

By: 
Charles T. Lake, II, Treasurer

Date: 9/19/13

USCONNECT HOLDINGS, INC.

By: _____
William E. King, President

Date: _____

USCONNECT ACQUISITIONS III, INC.

By: _____
William E. King, President

Date: _____

Respectfully submitted,

THE RYE TELEPHONE COMPANY
on its own behalf and on behalf of its shareholder

By: _____
Charles T. Lake, II, Treasurer

Date: _____

**SOUTH PARK L.L.C. d/b/a SOUTH PARK
TELEPHONE COMPANY**
on its own behalf and on behalf of its member

By: _____
Charles T. Lake, II, Treasurer

Date: _____

**CABLECO, LLC d/b/a ghVALLEY LONG
DISTANCE**
on its own behalf and on behalf of its member

By: _____
Charles T. Lake, II, Treasurer

Date: _____

USCONNECT HOLDINGS, INC.

By: _____
William E. King, President

Date: SEP 19, 2013

USCONNECT ACQUISITIONS III, INC.

By: _____
William E. King, President

Date: SEP 19, 2013

Exhibit A

Information Required by Sections 63.04(a)(6) through 63.04(a)(12)

Pursuant to Section 63.04(b) of the Commission's rules, Applicants provide the following information in connection with the proposed transfer of control:

§63.04(a)(6) – Description of the Transaction

The Transaction is summarized in Section III of the Application.

§63.04(a)(7) – Description of the Geographic Service Area and Services in Each Area

Descriptions of the geographic service areas and the services provided in each area are provided in Section II.A. and Section II.B. of the Application.

§63.04(a)(8) – Presumption of Non-Dominance and Qualification for Streamlining

Applicants request streamlined processing of this application. See Section V(p) above.

§63.04(a)(9) – Other Pending Commission Applications Concerning the Subject Transaction

- (1) In separate applications filed on the appropriate FCC Form, Applicants request consent to transfer control of the following licenses:⁵

RTC, Telephone Maintenance Service, Call Sign KNGA688
RTC, Common Carrier Point to Point Microwave Service, Call Sign WLV821
RTC, Common Carrier Point to Point Microwave Service, Call Sign WQBJ319
RTC, 3.65 GHZ point-to-multipoint microwave registration, Call Sign WQLX351
SPTC, 3.65 GHZ point-to-multipoint microwave registration, Call Sign
WQLX353

- (2) In separate Section 214 applications to be filed in the near future, Transferees will request domestic and international transfer of control authorizations as noted in footnote 4, *supra*, page 15.

§63.04(a)(10) – Special Considerations

None

§63.04(a)(11) – Waiver Requests

⁵ In addition to the licenses noted herein, CableCo holds a receive-only earth station registration, Call Sign E020312, that is subject to post-consummation notification to the Commission.

None

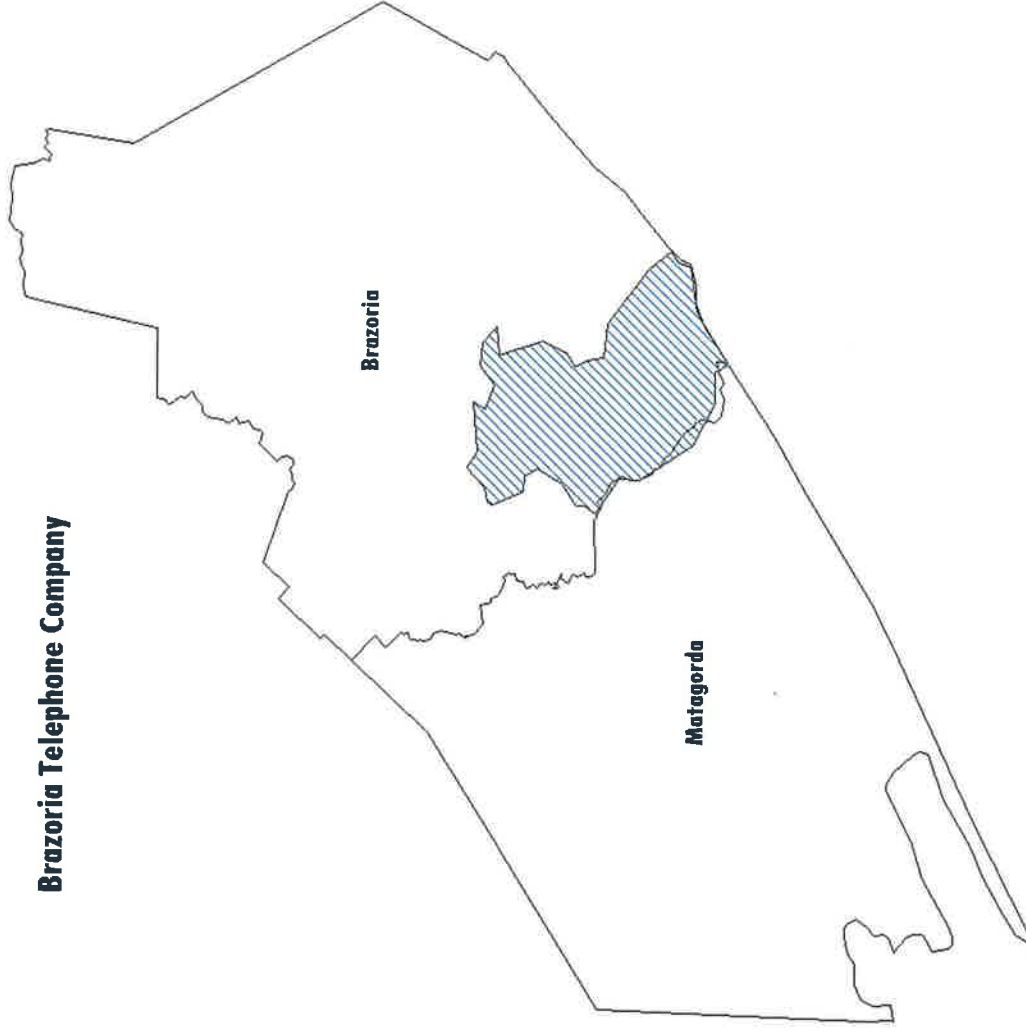
§63.04(a)(12) – Public Interest Statement

The Transaction is in the public interest for the reasons stated in Section IV of the Application.

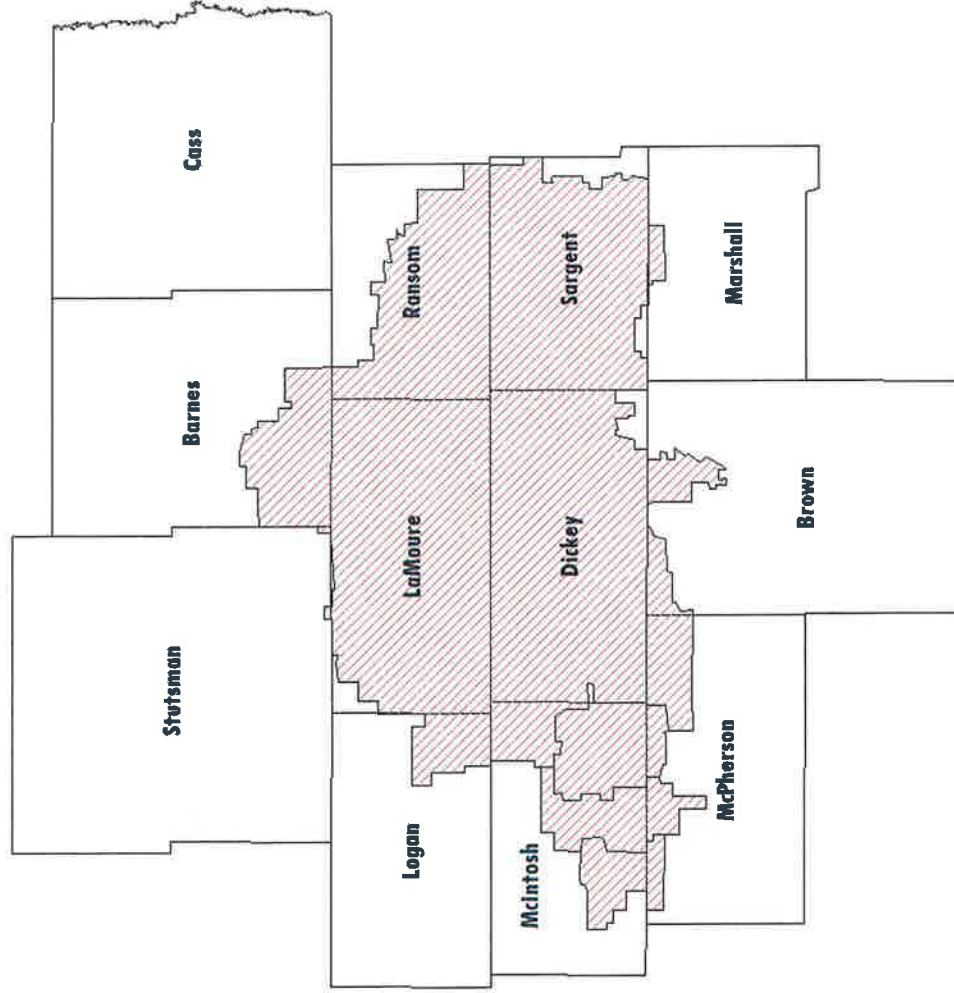
EXHIBIT B

<u>Telco</u>	<u>Counties Served</u>	<u>State</u>	<u>Coverage</u>
<u>Brazoria Telephone Company</u>			
	Brazoria	TX	Partial
<u>Dickey Rural Telephone Cooperative</u>			
	Barnes	ND	Partial
	Cass	ND	Partial
	Dickey	ND	Partial
	LaMoure	ND	Partial
	Logan	ND	Partial
	McIntosh	ND	Partial
	Ransom	ND	Partial
	Sargent	ND	Partial
	Stutsman	ND	Partial
	Brown	SD	Partial
	Marshall	SD	Partial
	McPherson	SD	Partial
<u>Farmers Telecommunications Cooperative</u>			
	Lee	SC	Partial
	Sumter	SC	Partial
	Clarendon	SC	Partial
	Florence	SC	Partial
	Williamsburg	SC	Partial
	Georgetown	SC	Partial
<u>Golden West Telecommunications Cooperative</u>			
	Boyd	NE	Partial
	Dawes	NE	Partial
	Keya Paha	NE	Partial
	Sheridan	NE	Partial
	Sioux	NE	Partial
	Aurora	SD	Partial
	Bennett	SD	Partial
	Bon Homme	SD	Partial
	Charles Mix	SD	Partial
	Custer	SD	Partial
	Douglas	SD	Partial
	Fall River	SD	Full
	Gregory	SD	Partial
	Haakon	SD	Full
	Hutchinson	SD	Full
	Jackson	SD	Full
	Jones	SD	Full
	Lyman	SD	Partial
	McCook	SD	Partial
	Meade	SD	Partial
	Mellette	SD	Full
	Minnehaha	SD	Partial
	Moody	SD	Partial
	Pennington	SD	Partial
	Perkins	SD	Partial
	Shannon	SD	Partial
	Stanley	SD	Partial
	Todd	SD	Partial
	Tripp	SD	Full
	Turner	SD	Partial
	Yankton	SD	Partial
	Niobrara	WY	Partial
<u>Horry Telephone Cooperative</u>			
	Georgetown	SC	Partial
	Horry	SC	Partial
	Marion	SC	Partial

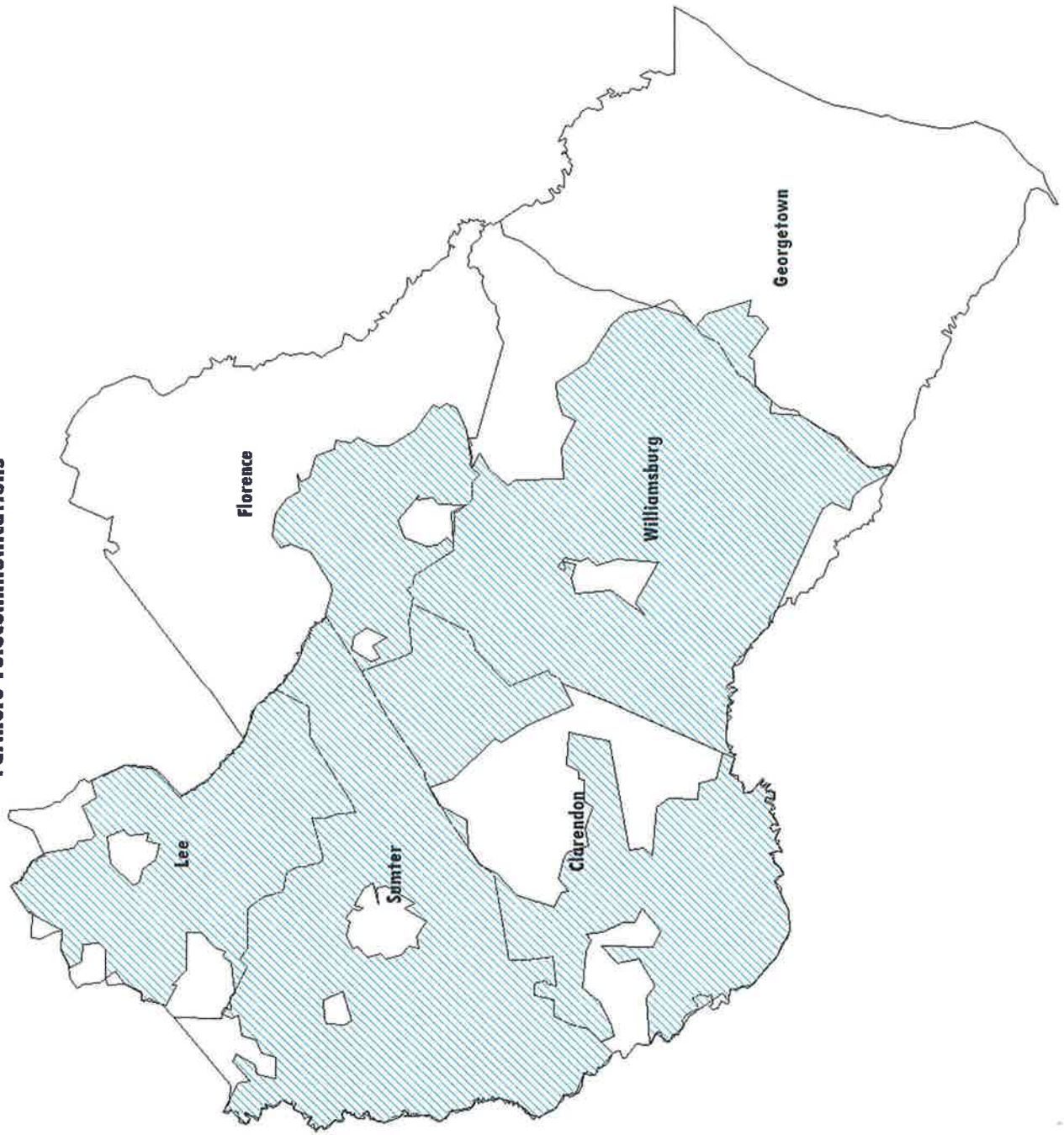
Brazoria Telephone Company



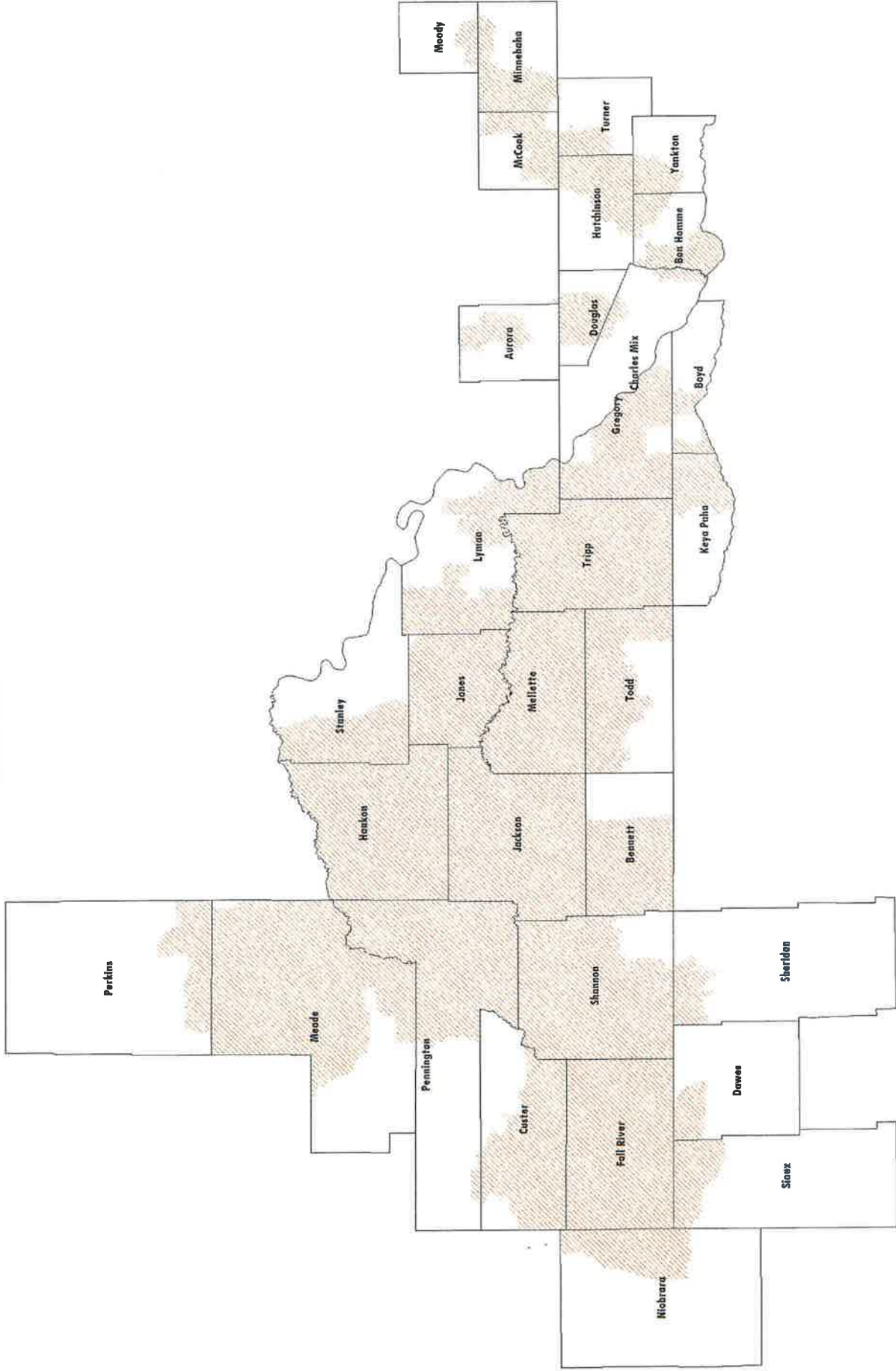
Dickey Rural



Farmers Telecommunications



Golden West



Horry Telephone Cooperative

