

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

In the Matter of	)	
	)	
Tri-County Telephone Membership Corporation	)	
Tri-County Communications, Inc.,	)	
	)	
Transferors,	)	
	)	
and	)	File No.
	)	
Wilkes Telephone Membership Corporation	)	
	)	
	)	
Transferee.	)	
	)	
For Consent to Transfer Control pursuant to Section 214	)	
of the Communications Act of 1934, as amended	)	

**JOINT APPLICATION FOR TRANSFER OF CONTROL  
OF DOMESTIC AND INTERNATIONAL AUTHORIZATIONS**

Tri-County Telephone Membership Corporation ("TTMC") and its wholly-owned subsidiary, Tri-County Communications, Inc. ("TCI") (together, the "Tri-County Companies" or "Transferors") and Wilkes Telephone Membership Corporation ("WTMC") ("Wilkes" or "Transferees") (and all jointly, "Applicants") hereby respectfully request authorization to transfer control of the Section 214 authorizations held by TTMC and TCI to WTMC pursuant to the Commission's streamlined procedures. This application is being filed simultaneously with the Wireline Competition Bureau and the International Bureau.

In support of the Applicants' request for consent to consummate the proposed transaction, the following information is provided:

**Transfer of Control of International Section 214 Authorization**

Applicant TCI 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-214-20000706-00384. In accordance with the requirements of Section 63.24(e) of the Commission's Rules, Applicants submit the following information:

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

**Transferors:**

Tri-County Telephone Membership Corporation	FRN 0001912138
Tri-County Communications, Inc.	FRN 0003763489
2193 NC Hwy 99 S	
PO Box 520	
Belhaven NC 27810	
Phone: (252) 964-8000	

**Transferee:**

Wilkes Telephone Membership Corporation	FRN 0003718426
1400 River Street	
Wilkesboro NC 28697	
Phone: (336) 973-6112	

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

Each Applicant to the proposed transaction is organized under the laws of the State of North Carolina.

**(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:**

Mr. Greg Coltrain  
CEO/General Manager  
Tri-County Telephone Membership Corp.  
2193 NC 99 Hwy S  
PO Box 520  
Belhaven NC 27810

*With a copy to.*

Sylvia Lesse  
Communications Advisory Counsel, LLC  
5151 Wisconsin Avenue, NW  
Suite 311  
Washington, DC 20016  
Tel. 202-333-5273

**For Transferee:**

Eric S. Cramer  
President and CEO  
Wilkes Telephone Membership Corp.  
1400 River Street  
Wilkesboro NC 28697

*With a copy to.*

Sylvia Lesse  
Communications Advisory Counsel, LLC  
5151 Wisconsin Avenue, NW  
Suite 311  
Washington, DC 20016  
Tel. 202-333-5273

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

Applicant WTMC owns 100% of the equity interests in Wilkes Communications, Inc., which holds international Section 214 authorization pursuant to File No. ITC-214-20110826-00284.

In addition, a wholly-owned subsidiary of WTMC, RiverStreet Networks, LLC, was granted authorization under Section 214 to assume control of Barnardsville Telephone Company, Saluda Mountain Telephone Company, and Service Telephone Company in 2015 (WTC Docket No. 15-5).<sup>1</sup>

- (5) **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:**

**Transferors:**

Tri-County Telephone Membership Corporation (“TTMC”) is a cooperative association, owned by its member/subscribers; no single member/subscriber owns or controls more than 5% of TTMC equity. Tri-County Communications, Inc. (“TCI”) is a wholly-owned subsidiary of TTMC. TTMC and TCI provide telecommunications services in eastern North Carolina. Both companies are headquartered at 2193 NC 99 Hwy S, PO Box 260, Belhaven NC 27810.

**Transferee:**

Wilkes Telephone Membership Corporation is a cooperative association, owned by its member/subscribers; no single member/subscriber owns or controls more than 5% of WTMC's equity. The address for both WTMC is 1400 River Street, Wilkesboro, North Carolina 28697. The principal business of WTMC is telecommunications.

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<sup>1</sup> On December 21, 2017, RiverStreet and Consolidated Communications Holdings, Inc. (“Consolidated”) filed a Joint Application for transfer of control of the domestic and international Section 214 authorizations held by Peoples Mutual Telephone Company (“PMTTC”) and Peoples Mutual Long Distance Company (“PMLDC”) (together, the “Peoples Companies”) from Consolidated to RiverStreet, including the International Section 214 authorization held by PMLDC (File No. ITC-214-20001207-00717) and the domestic interstate blanket authorizations held by the Peoples Companies by virtue of Section 63.01 of the Commission's Rules. See *Domestic Section 214 Application Filed for the Transfer of Control of Peoples Mutual Telephone Company and Peoples Mutual Long Distance Company to RiverStreet Management Services, LLC*, Non-Streamlined Pleading Cycle Established, WC Docket No. 17-365, DA 18-48 (Jan. 16, 2018). That application is currently pending.



**(6) Certification as to whether or not Transferee is, or is affiliated with, a foreign carrier.**

WTMC 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.

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

WTMC certifies that neither it nor any affiliate or successor will provide international telecommunications to any destination country for which WTMC 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.

**(8) 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

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

N/A

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

WTMC and its affiliates certify that they have 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.

**(11) 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.

**(12) 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. 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 transaction in such a manner that would continue the current operations as a non-dominant carrier reselling the international switched services of one or more unaffiliated US carriers.

**Transfer of Control of Domestic Section 214 Authorization**

**(1) Description of the transaction**

The Applicants propose the consummation of a transaction whereby TTMC will merge into WTMC, and TTMC will cease to exist, with WTMC remaining as the surviving entity. TTMC's subsidiary company, TCI, will maintain its separate existence

as a wholly-owned subsidiary of WTMC.<sup>2</sup> WTMC will continue TTMC's current provision of incumbent local exchange and exchange access services in Beaufort, Hyde and Washington Counties. In addition, with WTMC's acquisition of control of TCI through merger with its parent, WTMC will cause the continuation of TCI's provision of competitive local exchange and exchange access services in Beaufort, Hyde and Washington Counties, as well as the continuation of TCI's provision of competitive long distance and video services throughout the current combined TTMC-TCI service area.

North Carolina does not require prior state authorization to consummate the proposed transaction.<sup>3</sup>

TTMC and WTMC have entered into a separate transition agreement to facilitate the anticipated integration of operations, promote the efficient utilization of resources, and prepare for a seamless transaction at closing of the proposed transaction. Under the agreement, the parties are planning for technical, contractual and personnel integration, and WTMC is providing interim employee training for current employees and additional personnel as necessary, all subject to the maintenance of day-to-day operational control by current TTMC management.

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<sup>2</sup> Applicants will inform affected customers of the change in the identity of the local exchange carrier (i.e., the termination of the corporate existence of TTMC) via the Section 64.1120 notification process.

<sup>3</sup> Proposed financing arrangements relating to the transaction are subject to review and approval by the North Carolina Utilities Commission.

**(2) Description of the geographic areas in which the transferor and transferee (and their affiliates) offer domestic telecommunications services, and what services are provided in each area**

**Transferors:**

TTMC provides local exchange and exchange access service to rural communities in eastern North Carolina: the 964 exchange serves 1063 loops in and around Beaufort County, the 935 exchange serves 335 loops in and around Beaufort, Hyde and Washington Counties, and the 927 exchange serves 956 loops in and around Beaufort and Washington Counties.

TCI provides competitive local exchange services to approximately 25 subscribers in and around Beaufort County (in CenturyLink incumbent service territory), as well as domestic and international interexchange services and video services to these subscribers. In addition, TCI offers domestic and international interexchange services and video services to TTMC local exchange customers. As an interexchange carrier, TCI serves approximately 2910 subscribers.

The Tri-County Companies own no interest in any wireless telecommunications service provider.

**Transferee:**

Applicant WTMC provides incumbent local exchange, exchange access and broadband services to approximately 8,853 subscribers in the exchanges of Boomer, Champion, Clingman, and Lomax in western North Carolina, mostly within Wilkes County.

A wholly-owned subsidiary of WTMC, RiverStreet Networks, LLC ("RiverStreet"), owns 100% of the issued and outstanding stock of three rural North



Carolina incumbent local exchange carriers: Barnardsville Telephone Company, Inc. ("Barnardsville"), Saluda Mountain Telephone Company, Inc. ("Saluda Mountain"), and Service Telephone Company, Inc. ("Service"). Barnardsville serves 614 loops in and around Barnardsville, North Carolina; Saluda Mountain serves 1,169 loops in and around Saluda Mountain, North Carolina, and Service serves 510 loops in and around Fair Bluff, North Carolina.<sup>4</sup>

In addition, as described *supra* n. 1, RiverStreet is also currently an applicant for authorization to assume control of the Peoples Companies. PMTC provides local exchange and exchange access services to rural communities in Pittsylvania County, Virginia, consisting of approximately 4287 loops in and around Gretna, Virginia, with high-speed Internet access available to approximately 92% of the PMTC service territory. PMLDC provides domestic and international interexchange services in and around PMTC's incumbent service territory.

A direct, wholly owned subsidiary of RiverStreet, RiverStreet Communications of North Carolina, Inc. ("RSNC"), a North Carolina corporation, provides competitive local exchange, exchange access and broadband service to approximately 500 loops in areas outside of the Wilkes CLEC and other ILEC service areas in the region. Another direct, wholly owned subsidiary of RiverStreet, RiverStreet Communications of Virginia, Inc., a

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<sup>4</sup> Concurrently with this Application, RiverStreet is filing a Joint Application for Transfer of Control of Domestic and International Section 214 Authorizations of Ellerbe Telephone Company, Inc. ("Ellerbe") and its wholly-owned subsidiary, ETCOM, LLC, ("ETCOM"). Ellerbe provides local exchange and exchange access service to approximately 1,100 loops in the town of Ellerbe, Richmond County, North Carolina. ETCOM provides competitive voice and broadband services to approximately 879 loops in Anson, Montgomery, Moore, Richmond and Scotland Counties, North Carolina. In addition, ETCOM provides interexchange services to approximately 617 loops.

Virginia corporation, is authorized to provide competitive local exchange services in Virginia but does not currently provide such services.

Wilkes Communications, Inc. ("WCI"), a North Carolina corporation and another wholly-owned subsidiary of WTMC, provides competitive local exchange, exchange access and broadband service to approximately 3,100 subscribers in areas bordering WTMC's ILEC operations.<sup>5</sup> In addition, WCI also offers long distance and video services within the ILEC and CLEC footprint of the Wilkes company affiliates (WTMC, WCI, Barnardsville, Saluda Mountain, and Service. As an interexchange carrier, WCI currently serves approximately 11,115 customers.

WTMC holds minority interests in two wireless companies holding licenses in western North Carolina. WTMC holds 20.77% of Carolina West Wireless, Inc., which provides competitive wireless services in and around Buncombe County (where Barnardsville operates) and in Polk County (where Saluda Mountain operates), as well as areas adjacent to the Barnardsville and Saluda Mountain operating territories. WTMC also owns 19.65% of WSS, L.L.C., which holds a license with service territory adjacent to the Barnardsville service area. WTMC also owns 23.05% in Visions West, L.L.C, a company owning video distribution facilities, and also holds 18.99% of Access/On Multimedia Inc. L.L.C., a regional fiber transport network serving north-central and north-western North Carolina.

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<sup>5</sup> See map attached as Exhibit A showing Transferee (and affiliates) and Transferor (and affiliate) service areas.

**(3) Statement as to how the application fits into one or more of the presumptive streamlined categories in Section 63.03 of the Commission's Rules or why it is otherwise appropriate for streamlined treatment**

Section 63.03(b)(2)(iii) affords streamlined procedures where "a proposed transaction would result in a transferee having a market share in the interstate, interexchange market of less than 10 percent, and the transferee would provide competitive telephone exchange services or exchange access services (if at all) exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the transaction" and "[t]he applicants are incumbent local exchange carriers . . . that have, in combination, fewer than two (2) percent of the nation's subscriber lines installed in the aggregate nationwide, and no overlapping or adjacent service areas."<sup>6</sup>

Both Transferors and Transferee, together with their affiliates, currently serve fewer than 2% of the nation's aggregate subscriber lines, with no overlapping or adjacent service areas, as demonstrated by the map attached as Exhibit A. Furthermore, upon consummation of the proposed transaction, Transferee and its affiliates will continue to have a market share in the interstate, interexchange market well less than ten percent (10%). Finally, to the extent Transferee and its affiliates provide competitive telephone exchange services or competitive exchange access services, upon consummation of the transaction, they will do so exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the transaction. Accordingly, streamlined treatment is warranted.

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<sup>6</sup> 47 C.F.R. § 63.03(b)(2)(iii).



**(4) Identification of all other Commission applications related to the same transaction**

Application for transfer of control of International Section 214 Authorization held by Tri-County Communications, Inc. (ITC-214-20000706-00384), filed simultaneously herewith.

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

Neither party to the transaction is facing imminent business failure. Therefore, Applicants are not requesting special consideration for this reason.

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

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

**(7) 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 allow the continued provision of high-quality communications services to the Tri-County Companies' customers. Transferee and its affiliates are North Carolina companies, experienced in the provision of rural telecommunications services. Customers will enjoy a seamless transition in ownership, without disruption of interruptions in service. The transaction will not adversely affect subscribers, competitors or the market for the provision of telecommunications services.



**Conclusion**

For the foregoing reasons, the Applicants respectfully request the expeditious grant of this Application.

Respectfully submitted,

**Tri-County Telephone Membership Corporation  
Tri-County Communications, Inc.**

*and*




















**Wilkes Telephone Membership Corporation**

By:   
Sylvia Lesse  
Their Counsel

5151 Wisconsin Avenue NW  
Suite 311  
Washington DC 20016  
(202) 333-5273

Date: March 26, 2018

MAP LEGEND

	TRI-COUNTY TELEPHONE MEMBERSHIP CORPORATION I/EC
	TRI-COUNTY COMMUNICATIONS, INC. C/EC
	TRI-COUNTY COMMUNICATIONS, INC. LONG DISTANCE COMPANY
	ELLEBERG TELEPHONE COMPANY INC.
	ETCOM, LLC LONG DISTANCE COMPANY
	ETCOM, LLC
	PEOPLES MUTUAL TELEPHONE COMPANY
	PEOPLES MUTUAL LONG DISTANCE COMPANY
	WILKES TELEPHONE MEMBERSHIP CORPORATION I/EC
	WILKES COMMUNICATIONS INC. C/EC
	WILKES COMMUNICATIONS INC. LONG DISTANCE COMPANY
	RIVERSTREET COMMUNICATIONS OF NC
	RIVERSTREET NETWORKS
	BARBAROSSULE TELEPHONE COMPANY
	DNA, RIVERSTREET NETWORKS
	SALUDA MOUNTAIN TELEPHONE COMPANY
	DNA, RIVERSTREET NETWORKS
	SERVICE TELEPHONE COMPANY
	DNA, RIVERSTREET NETWORKS

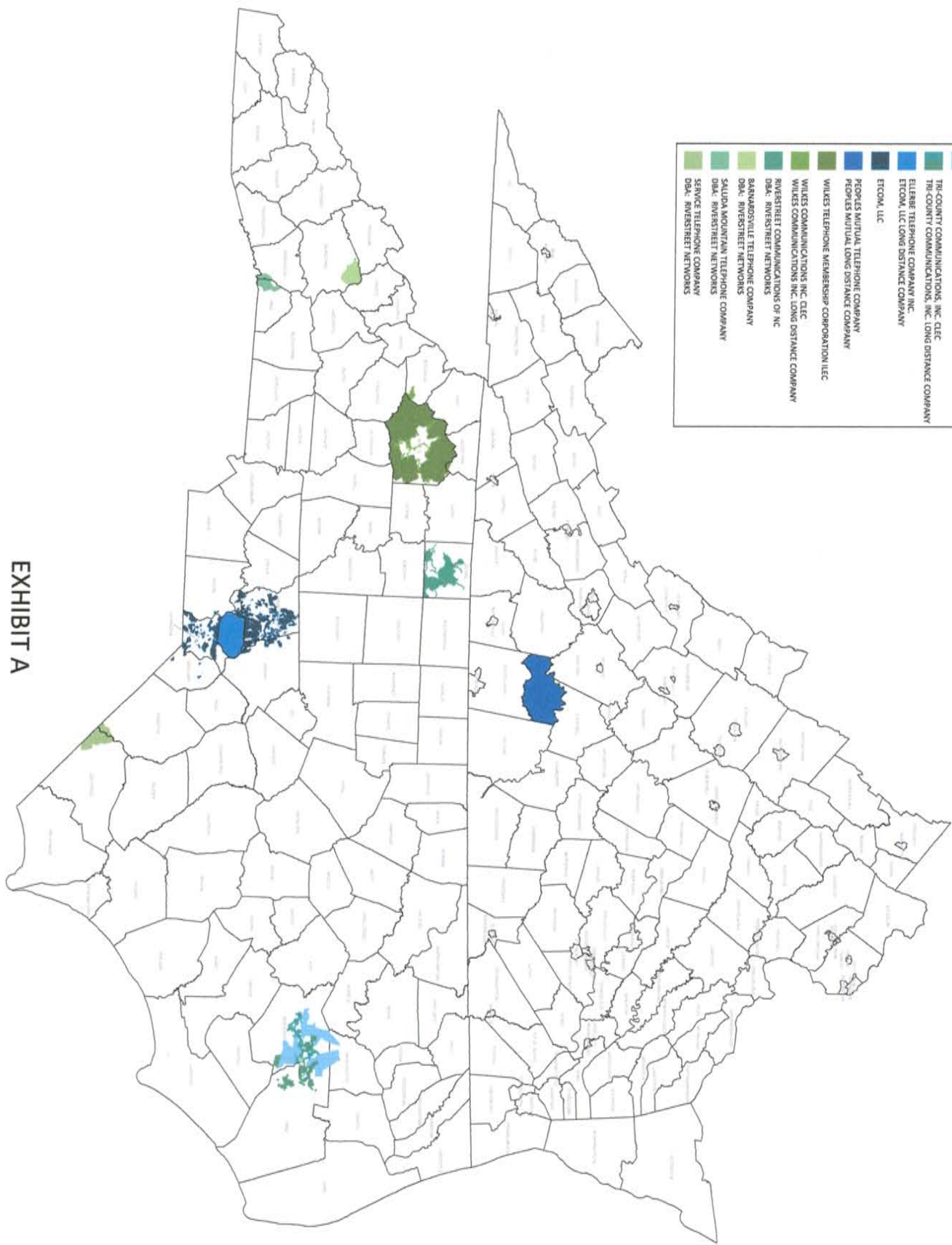


EXHIBIT A

Exhibit B-1 – Pre-Transaction Ownership

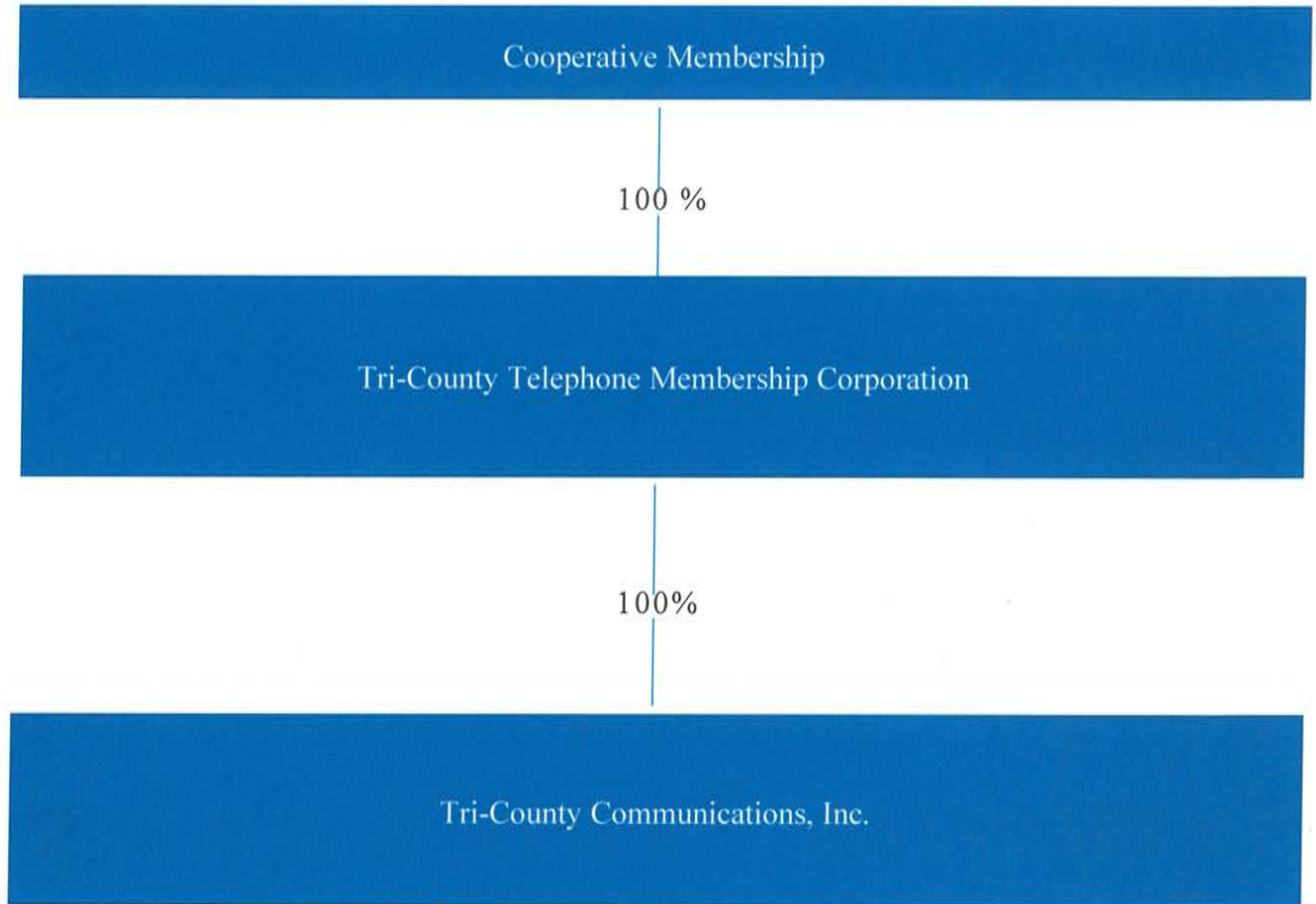
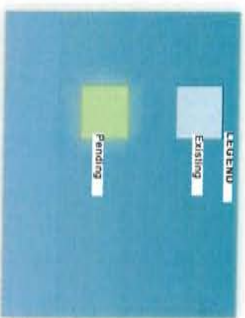
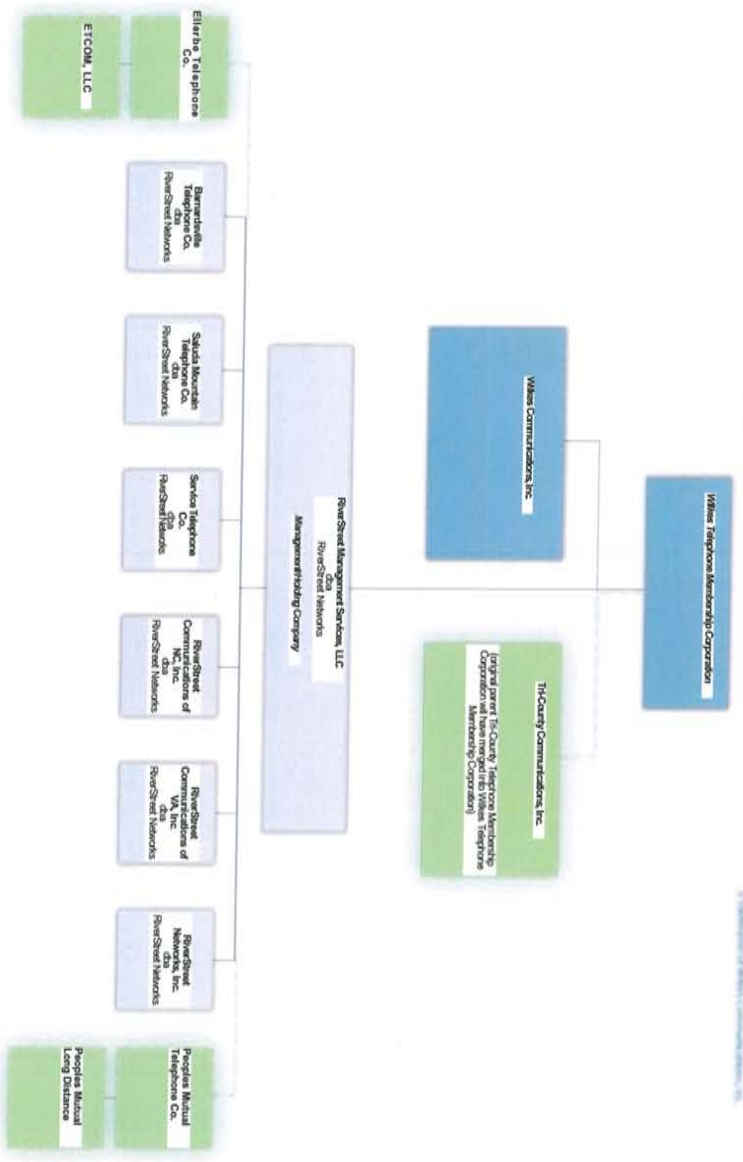




Exhibit B-2  
Post-Transaction Ownership





**DECLARATION OF GREG COLTRAIN**

I, GREG COLTRAIN, CEO/Manager of Tri-County Telephone Membership Corporation and Tri-County Communications, Inc., do hereby declare under penalty of perjury that I have read the foregoing "JOINT APPLICATION FOR TRANSFER OF CONTROL OF DOMESTIC AND INTERNATIONAL AUTHORIZATIONS" and the information contained therein regarding each of the aforementioned companies is true and accurate to the best of my knowledge, information, and belief.

3/26/18  
Date

  
\_\_\_\_\_  
Greg Coltrain

**DECLARATION OF ERIC S. CRAMER**

I, ERIC S. CRAMER, Manager of RiverStreet Management Services, LLC ("RiverStreet"), do hereby declare under penalty of perjury that (1) I am authorized to make this Declaration on behalf of RiverStreet and its affiliates; (2) the foregoing "JOINT APPLICATION FOR TRANSFER OF CONTROL OF DOMESTIC AND INTERNATIONAL SECTION 214 AUTHORIZATIONS" was prepared under my direction and supervision; and (3) the information contained therein regarding RiverStreet and each of its affiliates is true and accurate to the best of my knowledge, information, and belief.

MARCH 26th, 2018

Date

Eric S. Cramer

Eric S. Cramer

## CERTIFICATE OF SERVICE

I, Sylvia Lesse, of Communications Advisory Counsel, LLC, do hereby verify that on this 26<sup>th</sup> day of March, 2018, I caused to be sent via First Class US Mail, postage prepaid, the foregoing "JOINT APPLICATION FOR TRANSFER OF CONTROL OF DOMESTIC AND INTERNATIONAL SECTION 214 AUTHORIZATIONS" to the following:

The Hon. Roy Cooper  
North Carolina Office of the Governor  
20301 Mail Service Center  
Raleigh NC 27699-0301

US Department of Defense  
Assistant Secretary for Network Information and Integration (NII)  
6000 Defense Pentagon  
Washington, DC 20301-6000

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

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\*Sumita Mukhoty  
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Washington DC 20554

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\_\_\_\_\_  
Sylvia Lesse