

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

In the Matter of the Joint Application of)	
)	
Future Fiber FinCo, Inc., <i>Transferee</i>)	WC Docket No. 20-_____
)	
and)	IB File Nos. ITC-T/C-2020_____
)	ITC-T/C-2020_____
Otelco Inc., <i>Transferor</i>)	ITC-T/C-2020_____
)	ITC-T/C-2020_____
for Grant of Authority Pursuant to Section 214)	ITC-T/C-2020_____
of the Communications Act of 1934, as)	
amended, and Sections 63.04 and 63.24 of the)	
Commission’s Rules to Transfer Indirect Con-)	
trol of Subsidiaries of Otelco Inc. to Future Fi-)	
ber FinCo, Inc.)	
)	

JOINT APPLICATION

Future Fiber FinCo, Inc. (“Future Fiber” or “Transferee”) and Otelco Inc. (the “Transferor”) (together with Transferee, the “Applicants”), pursuant to Section 214 of the Communications Act of 1934, as amended (the “Act”), 47 U.S.C. § 214, and Sections 63.04 and 63.24 of the Commission’s Rules, 47 C.F.R. §§ 63.04 & 63.24, request Commission approval for Transferee to acquire ownership and control of Otelco Inc. (the “Transaction”) and therefore indirect control of the subsidiaries of Transferor listed in Exhibit A that hold domestic or international Section 214 authorization (the “Licensees”).

In support of this Application, Applicants provide the following information:

I. DESCRIPTION OF THE APPLICANTS

A. Transferee

Future Fiber is a newly formed company created for the purpose of completing the Transaction. As described in more detail below, Future Fiber is primarily owned and controlled by funds and entities affiliated with Oak Hill Capital Management, which is a private equity fund based in

the United States but whose funds are organized in the Cayman Islands. The equity in the Oak Hill Capital Management funds are held through limited partnership interests held by numerous, primarily U.S.-based investors, including individuals, trusts, institutions and business entities. Control of these funds ultimately rests in U.S. entities or citizens.

B. Transferor and Licensees

Transferor through Licensees (collectively with Transferor, the “Company”) provides a broad range of communications services on a retail and wholesale basis. These services include local and long distance calling; network access to and from the Company’s customers; data transport; digital high-speed internet access; cable and Internet Protocol television; other telecommunications related services; and cloud hosting and managed services. The principal markets for these services are business and residential customers residing in and adjacent to the service territories of the Company’s rural incumbent local exchange carriers (“RLECs”) in Alabama, Maine, Massachusetts, Missouri, Vermont, and West Virginia. The Company’s competitive carrier subsidiaries also serve business customers throughout Connecticut, Maine and New Hampshire.

Transferor is a publicly traded company (NASDAQ: OTEL) with no majority owner. The 10% or greater owners of Transferor are the Ira Sochet Trust (directly, approximately 42.5%), a Florida trust, and Ira Sochet (indirectly, approximately 49.3%), a U.S. citizen. Mr. Sochet indirectly owns, or is the beneficial owner of, three separate entities, the Ira Sochet Trust, Ira Sochet IRA Account and Sochet & Company, Inc. that collectively directly own approximately 49.3% of Transferor.

II. DESCRIPTION OF THE TRANSACTION

Pursuant to an Agreement and Plan of Merger (“Agreement”), dated as of July 26, 2020, by and among Transferee, Olympus Merger Sub, Inc.¹ (“Olympus”), and Transferor, Olympus will merge with and into Transferor where upon the separate corporate existence of Olympus will cease and Transferor will continue as the surviving entity. As a result, Transferor will be a direct, wholly owned subsidiary of Future Fiber and Licensees will be indirect, wholly owned subsidiaries of Future Fiber. Diagrams depicting the current and post-Transaction corporate ownership structures of Licensees are provided as Exhibit B.

III. PUBLIC INTEREST CONSIDERATIONS

The Transaction will serve the public interest. The Transaction will provide Otelco with access to Transferee’s financial and operational expertise, permitting Licensees to continue to provide robust communications solutions to their customers and to better compete in the domestic and international telecommunications marketplace. Oak Hill Capital Partners have substantial experience investing in communications infrastructure companies including the current portfolio companies of related Oak Hill funds: (a) Metro FiberNet, LLC (“MetroNet”), CMN-RUS, Inc. (“CMN-RUS”), and Jaguar Communications (“Jaguar”) and (b) Clarity Telecom, LLC (“Clarity”) doing business as Vast Broadband and its subsidiary NTS Communications, LLC (“NTS”) doing business as Vexus.² Otelco’s management can call on this experience as together, Otelco’s management under Transferee’s ownership will seek to build on Otelco’s existing assets, support

¹ Olympus is a Delaware corporation and direct, wholly owned subsidiary of Transferee created for purposes of the Transaction.

² Oak Hill funds also had prior investments in: FirstLight Fiber (previously known as TVC Albany) including Oxford Networks, Sovernet, ION and BayRing; WideOpenWest; Nextwave Wireless; Cincinnati Bell; Atlantic Broadband; and Wave Broadband.

investment in new infrastructure and continue to offer innovative and high-quality services to customers.

The Transaction will have no adverse impact on the customers or operations of Licensees, as upon closing of the Transaction, Licensees will continue to provide service at the same rates, terms, and conditions as governed by existing contracts or tariffs. The Transaction, therefore, will be transparent to customers. Transferee further expects that the existing management team will remain in place and that the managerial, technical and operational standards of the Licensees will be maintained. The only change immediately following the closing from a customer's perspective will be the new upstream ownership of Licensees.

IV. INFORMATION REQUIRED BY SECTION 63.24(e)

Pursuant to Section 63.24(e)(2) of the Commission's Rules, the Applicants submit the following information requested in Section 63.18 (a)-(d) and (h)-(p) in support of this Application:

(a) Name, address and telephone number of each Applicant:

Transferee:

Future Fiber FinCo, Inc.	FRN: 0029860236
c/o Oak Hill Capital Management	
One Stamford Plaza	
263 Tresser Boulevard, 15th Floor	
Stamford, CT 06901	
203-328-1600	

Transferor:

Otelco Inc.	FRN: 0022618441
505 Third Avenue East	
Oneonta, Alabama 35121	
205-625-3596	

Licensees:

Blountsville Telephone LLC	FRN: 0006925440
Brindlee Mountain Telephone	FRN: 0018538553
CRC Communications LLC	FRN: 0003713906
Granby Telephone LLC	FRN: 0003731791
Hopper Telecommunications LLC	FRN: 0008702433
Mid-Maine Telecom LLC	FRN: 0017225723
Mid-Maine Telplus LLC	FRN: 0021454806
Otelco Mid-Missouri LLC	FRN: 0018538496
Otelco Telecommunications LLC	FRN: 0003741980
Otelco Telephone LLC	FRN: 0019491604
Pine Tree Telephone LLC	FRN: 0004997516
Saco River Telephone LLC	FRN: 0005555925
Shoreham Telephone LLC	FRN: 0020820189
War Telephone LLC	FRN: 0005057328

505 3rd Ave
Oneonta, AL 35121
205-625-3536

(b) Jurisdictions of Organization:

Transferee: Future Fiber is a corporation formed under the laws of Delaware.

Transferor: Otelco Inc. is a corporation formed under the laws of Delaware.

Licensees: The jurisdiction of organization for each Licensee is included in Exhibit A.

(c) (Answer to Question 10) Correspondence concerning this Application should be sent to:

For Transferee:

Catherine Wang
Brett P. Ferenchak
Stephany Fan
Morgan, Lewis & Bockius LLP
1111 Pennsylvania Ave, N.W.
Washington, DC 20004-2541
202-739-3000 (tel)
202-739-3001 (fax)
catherine.wang@morganlewis.com
brett.ferenchak@morganlewis.com
stephany.fan@morganlewis.com

For Otelco Inc.:

Marc D. Machlin
Janine P. Yaniak
Troutman Pepper Hamilton Sanders LLP
2000 K Street, N.W., Suite 600
Washington, DC 20006
202-220-1200 (tel)
202-220-1465 (fax)
marc.machlin@troutman.com
janine.yaniak@troutman.com

With copies for Transferee to:

Christopher Taylor
c/o Oak Hill Capital Management
One Stamford Plaza
263 Tresser Boulevard, 15th Floor
Stamford, CT 06901
ctaylor@oakhillcapital.com

With copies for Otelco to:

Trina Bragdon
Otelco, Inc.
900 D Hammond St.
Bangor, ME 04401
trina.bragdon@otelco.com

(d) Section 214 Authorizations

Transferee: Transferee does not hold any Section 214 authorizations.

Licensees: Blountsville Telephone LLC (“Blountsville”) is authorized to provide interstate service by virtue of blanket domestic Section 214 authority. *See* 47 C.F.R. § 63.01. Blountsville does not hold international Section 214 authority.

Brindlee Mountain Telephone (“BMT”) is authorized to provide interstate service by virtue of blanket domestic Section 214 authority. *See* 47 C.F.R. § 63.01. BMT does not hold international Section 214 authority.

CRC Communications LLC (“CRC”) holds international Section 214 authority to provide (a) global facilities-based and resale services granted in IB File No. ITC-214-19980608-00391 and (b) global or limited global resale services granted in IB File No. ITC-214-20000807-00468. CRC also is authorized to provide interstate service by virtue of blanket domestic Section 214 authority. *See* 47 C.F.R. § 63.01.

Granby Telephone LLC (“Granby”) holds international Section 214 authority to provide global or limited global facilities-based and resale services granted in ITC-214-20020524-00291. Granby also is authorized to provide interstate service by virtue of blanket domestic Section 214 authority. *See* 47 C.F.R. § 63.01.

Hopper Telecommunications LLC (“Hopper”) is authorized to provide interstate service by virtue of blanket domestic Section 214 authority. *See* 47 C.F.R. § 63.01. Hopper does not hold international Section 214 authority.³

³ Hopper does not provide international telecommunications services and therefore surrendered its international Section 214 authorization (IB File No. ITC-214-19980608-00390) on August 19, 2020. *See* Public Notice, International Authorizations Granted, DA No. 20-906 (Aug. 20, 2020).

Mid-Maine Telecom LLC (“MMT”) is authorized to provide interstate service by virtue of blanket domestic Section 214 authority. *See* 47 C.F.R. § 63.01. MMT does not hold international Section 214 authority.

Mid-Maine Telplus LLC (“MM Telplus”) holds international Section 214 authority to provide global resale services granted in ITC-214-19961101-00549. MM Telplus also is authorized to provide interstate service by virtue of blanket domestic Section 214 authority. *See* 47 C.F.R. § 63.01.

Otelco Mid-Missouri LLC (“OMM”) is authorized to provide interstate service by virtue of blanket domestic Section 214 authority. OMM does not hold international Section 214 authority.

Otelco Telecommunications LLC (“Otelco Telecom”) holds international Section 214 authority to provide global or limited global resale services granted in ITC-214-19981211-00879. Otelco Telecom also is authorized to provide interstate service by virtue of blanket domestic Section 214 authority. *See* 47 C.F.R. § 63.01.

Otelco Telephone LLC (“Otelco Telephone”) is authorized to provide interstate service by virtue of blanket domestic Section 214 authority. *See* 47 C.F.R. § 63.01. Otelco Telephone does not hold international Section 214 authority.

Pine Tree Telephone LLC (“Pine Tree”) is authorized to provide interstate service by virtue of blanket domestic Section 214 authority. *See* 47 C.F.R. § 63.01. Pine Tree does not hold international Section 214 authority.

Saco River Telephone LLC (“Saco River”) is authorized to provide interstate service by virtue of blanket domestic Section 214 authority. *See* 47 C.F.R. § 63.01. Saco River does not hold international Section 214 authority.

Shoreham Telephone LLC (“Shoreham”) holds international Section 214 authority to provide global or limited global resale services granted in ITC-214-20110201-00041. Shoreham is also authorized to provide interstate service by virtue of blanket domestic Section 214 authority. *See* 47 C.F.R. § 63.01.

War Telephone LLC (“War”) is authorized to provide interstate service by virtue of blanket domestic Section 214 authority. *See* 47 C.F.R. § 63.01. War does not hold international Section 214 authority.

(h) (*Answer to Questions 11 & 12*) Following completion of the Transaction, the Licensees will remain direct, wholly owned subsidiaries of Transferor. As a result of the Transaction, Transferor will become a direct, wholly owned subsidiary of Future Fiber. The following entities

will hold, directly or indirectly, a ten percent (10%) or greater interest⁴ in Future Fiber as calculated pursuant to the Commission’s ownership attribution rules for wireline and international telecommunications carriers:

1. 100% Owners of Future Fiber: Upon completion of the Transaction, the following entities will directly or indirectly wholly own **Future Fiber**:

Name: Future Fiber Intermediate, Inc. (“FF-Intermediate”)
Address: One Stamford Plaza
263 Tresser Boulevard, 15th Floor
Stamford, CT 06901
Citizenship: U.S. (Delaware)
Principal Business: Holdings Company
Interest Held: 100% (directly)

Name: Future Fiber Holdings, Inc. (“FF-Holdings”)
Address: One Stamford Plaza
263 Tresser Boulevard, 15th Floor
Stamford, CT 06901
Citizenship: Delaware
Principal Business: Holding Company
Interest Held: 100% (indirectly, as 100% owner of FF-Intermediate)

Name: Future Fiber Parent, L.P. (“FF-Parent”)
Address: One Stamford Plaza
263 Tresser Boulevard, 15th Floor
Stamford, CT 06901
Citizenship: U.S. (Delaware)
Principal Business: Investment Fund
Interest Held: 100% (indirectly, as 100% owner of FF-Holdings)

⁴ The ownership interests provided herein represent both equity and voting interests unless otherwise indicated or if the entity is a limited partner. Limited partners only have equity interests and do not have voting interests in the limited partnership unless otherwise indicated.

2. Ownership and Control of FF-Parent: The following entities (collectively, the “OHCP V Entities”) will indirectly, own or control a ten percent (10%) or greater interest in Licensees through FF-Parent:⁵

Name: Future Fiber GenPar, LLC (“FF-GenPar”)
Address: One Stamford Plaza
263 Tresser Blvd., 15th floor
Stamford, CT 06901
Citizenship: Delaware
Principal Business: Investment Activities
Interest Held: 100% (general partner of FF-Parent)

As described below, the sole member of FF-GenPar is OHCP GenPar V, L.P.

Name: Oak Hill Capital Partners V (Onshore), L.P.
 (“OHCP V Onshore”)
Address: One Stamford Plaza
263 Tresser Blvd., 15th floor
Stamford, CT 06901
Citizenship: Cayman Islands
Principal Business: Investment Activities
Interest Held: 45.6% (indirectly, as a 45.6% limited partner in FF-Parent)

No limited partner of OHCP V Onshore is attributed a 10% or greater interest in FF-Parent. As described below, the general partner of OHCP V Onshore is OHCP GenPar V L.P.

Name: Oak Hill Capital Partners V (Offshore), L.P.
 (“OHCP V Offshore”)
Address: One Stamford Plaza
263 Tresser Blvd., 15th floor
Stamford, CT 06901
Citizenship: Cayman Islands
Principal Business: Investment Activities
Interest Held: 26.7% (indirectly, as a 26.7% limited partner in FF-Parent)

No limited partner of OHCP V Offshore is attributed a 10% or greater interest in FF-Parent. As described below, the general partner of OHCP V Offshore is OHCP GenPar V, L.P.

⁵ The OHCP V Funds (as defined below) are still raising funds through the end of 2020. The percentages identified as the interest held are as of the filing date and will adjust as additional funds are raised by the individual funds. The additional funds raised are not expected to result in any unreported person or entity obtaining a direct or indirect ten percent (10%) or greater interest in FF-Parent by closing of the Transaction.

Name: Oak Hill Capital Partners V (Offshore 892), L.P.
("OHCP V 892")
Address: One Stamford Plaza
263 Tresser Blvd., 15th floor
Stamford, CT 06901
Citizenship: Cayman Islands
Principal Business: Investment Activities
Interest Held: 16.3% (indirectly, as a 16.3% limited partner in FF-Parent)

No limited partner of OHCP V 892 is attributed a 10% or greater interest in FF-Parent. As described below, the general partner of OHCP V 892 is OHCP GenPar V, L.P.

Name: OHCP GenPar V, L.P. ("GenPar V")
Address: One Stamford Plaza
263 Tresser Blvd., 15th floor
Stamford, CT 06901
Citizenship: Cayman Islands
Principal Business: Investment Activities
Interest Held: 100% (indirectly, as (a) the sole member of FF-GenPar and (b) the general partner (<1% equity) of the following limited partnerships:
(i) OHCP V Onshore;
(ii) OHCP V Offshore;
(iii) OHCP V 892;
(iv) Oak Hill Capital Partners V (Onshore Tax Exempt), L.P. ("OHCP V Onshore T-E"), an approximately 8.1% limited partner in FF-Parent;
(v) Oak Hill Capital Partners V (Management), L.P. ("OHCP V Management"), an approximately 3.4% limited partner in FF-Parent;
(vi) Oak Hill Capital Partners V (Onshore Feeder), L.P. ("Onshore Feeder"), a limited partner of OHCP V Onshore attributed less than a 10% interest in FF-Parent; and
(vii) Oak Hill Capital Partners V (Offshore Feeder), L.P. ("Offshore Feeder"), a limited partner of OHCP Offshore attributed less than a 10% interest in FF-Parent)⁶

Except for OHCP GenPar Holdco, L.P. (see below) and Oak Hill Reserve V (Cayman), L.P., no limited partner of GenPar V is attributed a 10% or

⁶ Each of OHCP V Onshore, OHCP V Offshore, OHCP V 892, OHCP V Onshore T-E, OHCP V Management, Onshore Feeder and Offshore Feeder (collectively, the "OHCP V Funds"), is a Cayman Exempt Limited Partnership.

greater interest in FF-Parent. The general partner of GenPar V is OHCP MGP V, Ltd. (see below).

Name: Oak Hill Reserve V (Cayman), L.P. (“Reserve V”)
Address: One Stamford Plaza
263 Tresser Blvd., 15th floor
Stamford, CT 06901
Citizenship: Cayman Islands
Principal Business: Investment Activities
Interest Held: 12.6% (indirectly, as (i) a 10.6% limited partner in GenPar V and (ii) a 4.3% limited partner in OHCP V Management)

Reserve V GenPar has three (3) limited partners. Each limited partner is an individual and U.S. citizen and is included in the list of individuals identified in paragraph 3 below. The general partner of Reserve V is OHCP MGP V, Ltd. (see below).

Name: OHCP MGP V, Ltd. (“MGP V”)
Address: One Stamford Plaza
263 Tresser Blvd., 15th floor
Stamford, CT 06901
Citizenship: Cayman Islands
Principal Business: Investment Activities
Interest Held: 100% (indirectly, as (i) the general partner (<1% equity) of GenPar V and (ii) the general partner (<1% equity) of Reserve V)

The shares in MGP V are distributed equally (100 shares each) among twelve individuals, each of which is a U.S. citizen. Each shareholder that is attributed a 10% or greater interest in FF-Parent in FF-Parent through his interest in MGP V and/or other Oak Hill V Entities or OHCM Entities is included in the list of individuals identified in paragraph 3 below.

Name: OHCP GenPar Holdco, L.P. (“GenPar Holdco”)
Address: One Stamford Plaza
263 Tresser Blvd., 15th floor
Stamford, CT 06901
Citizenship: Cayman Islands
Principal Business: Investment Activities
Interest Held: 100% (indirectly, as 82.94% limited partner of GenPar V)

GenPar Holdco has a single limited partner, SR Warehouse LLC with an approximately 14.5 % limited partnership interest. Please see paragraph 4 below for additional information regarding SR Warehouse LLC. The general partner of GenPar Holdco is OHCP GenPar Super Holdco, L.P. (see below), with an approximately 85.5% partnership interest.

Name: OHCP GenPar Super Holdco, L.P.
("GenPar Super Holdco")
Address: One Stamford Plaza
263 Tresser Blvd., 15th floor
Stamford, CT 06901
Citizenship: Cayman Islands
Principal Business: Investment Activities
Interest Held: 100% (indirectly, as general partner (approximately 85.5% equity) of GenPar Holdco)

GenPar Super Holdco has eight (8) limited partners. The limited partners consist of (i) seven (7) individuals, each a U.S. citizen and included in the list of individuals identified in paragraph 3 below and (ii) a Delaware limited liability company (<1% limited partner interest) that is wholly owned by one of the individuals that are limited partners of GenPar Super Holdco. The general partner of GenPar Super Holdco is OHCP GenPar Super Holdco GP, Ltd.

Name: OHCP GenPar Super Holdco GP, Ltd.
("GenPar Super Holdco GP")
Address: One Stamford Plaza
263 Tresser Blvd., 15th floor
Stamford, CT 06901
Citizenship: Cayman Islands
Principal Business: Investment Activities
Interest Held: 100% (indirectly, as general partner (<1% equity) of GenPar Super Holdco)

GenPar Super Holdco GP has three (3) equal shareholders. Each shareholder is an individual and U.S. citizen and is included in list of the individuals identified in paragraph 3 below.

3. Additional Ownership Information Regarding the Oak Hill V Entities: The following individuals each holds interests in one or more Oak Hill V Entities that exceed a 10% attributable interest in FF-Parent: Scott A. Baker, Brian N. Cherry, Benjamin Diesbach, Stratton R. Heath, III, John R. Monsky, Steven G. Puccinelli, and Tyler J Wolfram. Each of these individuals is a U.S. citizen and can be reached at c/o Oak Hill Capital Partners, One Stamford Plaza, 263 Tresser Blvd., 15th floor, Stamford, Connecticut 06901.

4. Additional Information Regarding SR Warehouse LLC: Below is information regarding SR Warehouse LLC and the entities that indirectly control a ten percent (10%) or greater interest in FF-Parent through their ownership or control of SR Warehouse LLC:

Name: SR Warehouse LLC
Address: c/o Jefferies Financial Group, Inc.
520 Madison Avenue
New York, NY 10022
Citizenship: Delaware
Principal Business: Investment Activities
Interest Held: approximately 14.5% limited partnership interest in GenPar Holdco and approximately 14.5% membership interest in OHCM

Name: JFG Funding LLC
Address: c/o Jefferies Financial Group, Inc.
520 Madison Avenue
New York, NY 10022
Citizenship: Delaware
Principal Business: Investment Activities
Interest Held: approximately 14.5% limited partnership interest in GenPar Holdco and approximately 14.5% membership interest in OHCM as sole member of SR Warehouse LLC

Name: Jefferies Financial Group, Inc. (“Jefferies”)
Address: 520 Madison Avenue
New York, NY 10022
Citizenship: Delaware
Principal Business: Investment Activities
Interest Held: approximately 14.5% limited partnership interest in GenPar Holdco and approximately 14.5% membership interest in OHCM as sole member of JFG Funding LLC

Jefferies is a publicly traded company (NYSE: JEF). To the knowledge of Transferee based solely on the Definitive Proxy Statement of Jefferies dated April 17, 2020, no shareholder holds a 10% or greater ownership interest in Jefferies. Therefore, to the knowledge of Transferee no shareholder in Jefferies is attributed a 10% or greater ownership interest in Transferee through its ownership in Jefferies.

To the Transferee's knowledge, no other person or entity, directly or indirectly, will own or control a ten percent (10%) or greater interest in Licensees through Transferee.

Transferee does not have and will not have any interlocking directorates with a foreign carrier.

(i) (**Answer to Question 14**) Transferee certifies that it is not a foreign carrier or affiliated (as defined in 47 C.F.R. § 63.09) with any foreign carriers. Currently, neither Transferor nor any Licensees is a foreign carrier or affiliated with any foreign carrier(s).

(j) (**Answer to Question 15**) Applicants certify that they do not seek to provide international telecommunications services to any destination country where (1) an Applicant is a foreign carrier in that country, (2) an Applicant controls a foreign carrier in that country, (3) any entity that owns more than 25 percent of an Applicant, or that controls an Applicant, controls a foreign carrier in that country; or (4) two or more foreign carriers (or parties that control foreign carriers) own in the aggregate more than 25 percent of an Applicant and are parties to, or the beneficiaries of, a contractual relation affecting the provision or marketing of international basic telecommunications services in the United States.

(k) Not applicable.

(m) Not applicable.

(n) Applicants certify that they have not 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) Applicants certify that they are not subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998. *See* 21 U.S.C. § 853a; *see also* 47 C.F.R. §§ 1.2001-1.2003.

(p) Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Section 63.12(a)-(b) of the Commission's Rules, 47 C.F.R. § 63.12(a)-(b). In particular, Section 63.12(c) is inapplicable because none of the Applicants is or is affiliated with any foreign carriers, and none of the scenarios outlined in Section 63.12(c) of the Commission's Rules applies.

V. INFORMATION REQUIRED BY SECTION 63.04

Pursuant to Commission Rule 63.04(b), 47 C.F.R. § 63.04(b), Applicants submit the following information in support of their request for domestic Section 214 authority to transfer indirect control of Otelco Licensees to Transferee in order to address the requirements set forth in Section 63.04(a)(6)-(12) of the Commission's Rules:

(a)(6) A description of the proposed Transaction is set forth in **Section II** above.

(a)(7) (i) Transferor is a holding company with no operations. Collectively, Licensees provide wireline intrastate and/or interstate telecommunications services in Alabama, Maine, Massachusetts, Missouri, New Hampshire, Vermont, and West Virginia as follows:

- Blountsville is an RLEC in Alabama.
- BMT is an RLEC in Alabama.
- CRC is a competitive local exchange carrier and interexchange carrier in Maine, Massachusetts, Missouri, New Hampshire, and Vermont.⁷
- Granby is an RLEC in Massachusetts.
- Hopper is an RLEC in Alabama.
- MMT is an RLEC in Maine.
- MM Telplus LLC is a competitive local exchange and interexchange carrier in Maine.
- OMM is an RLEC in Missouri.

⁷ CRC is also a registered Voice over Internet Protocol (VoIP) provider in Connecticut.

- Otelco Telecom is a toll reseller in Alabama and an interexchange carrier in Missouri, Vermont, and West Virginia. Otelco Telecom also provides cable television services in various localities in Alabama.
- Otelco Telephone is an RLEC in Alabama.
- Pine Tree is an RLEC in Maine.
- Saco River is an RLEC in Maine.
- Shoreham is an RLEC in Vermont.
- War is an RLEC in West Virginia.

In addition, Internet Services LLC (“I-Land”), a subsidiary of OMM, holds multiple wireless licenses including private microwave industrial/business pool licenses, a non-common carrier and private millimeter wave license, and a common carrier 3650-3700 MHz license.

(ii) Currently, Transferee does not own or control a 10% or greater, direct or indirect interest in any domestic telecommunications carrier.

(iii) Through related Oak Hill funds, Transferee is affiliated with the following domestic telecommunications carriers:

- Clarity and NTS:

Clarity is authorized to provide competitive local exchange and/or interexchange in Minnesota and South Dakota. Clarity is also an incumbent local exchange carrier in South Dakota. Clarity holds a non-common carrier wireless 3650-3700 MHz license (Call Sign WQKD374) that will expire on October 17, 2020, as part of the Citizens Broadband Radio Service transition. Clarity filed a complete short-form application to participate in Auction 105 for a Priority Access License for the 3550-3650 MHz Band in the Clay, Lincoln, Turner and Union, South Dakota areas⁸ and was designated as a qualified bidder.⁹ Clarity also operates cable systems in certain communities in Minnesota and South Dakota. In connection with its cable services Clarity holds C-Band receive-only earth station registrations for Vibor and Rapid City, SD (Call Signs E970192 and E180002, respectively).

⁸ *Auction of Priority Access Licenses for the 3550-3650 Band (Auction 105)*, AU Docket No. 19-244, Public Notice - Status of Short-Form Applications to Participate in Auction 105, DA 20-591 (June 8, 2020).

⁹ *Auction of Priority Access Licenses for the 3550-3650 Band (Auction 105)*, AU Docket No. 19-244, Public Notice - 271 Applicants Qualified to Bid in Auction 105, DA 20-695 (July 1, 2020).

NTS-Comm is authorized to provide facilities-based and/or resold telecommunications services in Arizona (interexchange only), Louisiana, New Mexico, Oklahoma (interexchange only), and Texas. NTS-Comm also operates cable systems in certain communities in Louisiana and Texas. In connection with these cable services, NTS-Comm holds Cable Television Relay Service Authorizations under Call Signs WLY-648 and WHZ-407, various Antenna Structure Registrations, certain Cable Community Registrations, and applications pending for C-Band Receive-Only Earth Station Authorizations.

- MetroNet, CMN-RUS and Jaguar:

MetroNet provides non-dominant telecommunications services in Florida, Illinois, Indiana, Iowa, Kentucky, Michigan, Minnesota, North Carolina and Ohio.

CMN-RUS provides non-dominant telecommunications services in Indiana and Kentucky.

Jaguar provides competitive local exchange and interexchange telecommunications in certain areas of Minnesota. Jaguar is authorized by the Commission to provide voice and broadband services in certain specified census blocks in the State of Minnesota pursuant to Auction 903 (“CAF II Auction”).¹⁰

The service territories of the Licensees are not adjacent to and do not overlap with the service territories of Clarity, NTS, Metro FiberNet, CMN-RUS or Jaguar.

(iv) To Transferee’s knowledge after inquires to SR Warehouse, LLC, Jefferies and its subsidiaries, SR Warehouse LLC and JFG Funding LLC, do not have a 10% or greater ownership interest in any entity that provides domestic telecommunications services.

(a)(8) Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Sections 63.03 of the Commission’s Rules, 47 C.F.R. §63.03. In particular, with respect to domestic authority, this Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(ii) because, immediately following the Transaction, (i) Transferee (and its Affiliates) will have a market share in the interstate, interexchange market of less than ten percent

¹⁰ See Public Notice, *Connect America Fund Phase II Auction Support Authorized for 593 Winning Bids*, AU Docket No. 17-182, WC Docket No. 10-90, DA 19-769, Attachment A, at 7-8 (Wir. Comp. Bur., rel. Aug. 12, 2019).

(10%), and (ii) Transferee (and its Affiliates) will 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.

(a)(9) An application for the transfer of control of non-common carrier wireless licenses held by I-Land¹¹ also will be submitted. I-Land also holds a common carrier wireless license (Call Sign WQIW460 – NN 3650-3700 MHz service (the “NN License”)) that will expire on October 17, 2020, as part of the Citizens Broadband Radio Service (“CBRS”) transition. I-Land is transitioning the wireless Internet services provided by using the NN License to using frequencies permitted as a General Authorized Access user under Part 96 of the Commission’s rules. Since I-Land expects to complete this transition by the end of August, an application with respect to the NN License is not being filed at this time and I-Land will surrender the NN License once the transition is completed. Applicants request that the Commission proceed with issuing a public notice with respect to this Application irrespective of the status of the NN License.

(a)(10) No party is requesting special consideration because it is facing imminent business failure.

(a)(11) Not applicable.

(a)(12) A statement showing how grant of the application will serve the public interest, convenience and necessity is provided in **Section III**, above.

¹¹ I-Land does not hold domestic or international 214 authorization.

VI. CONCLUSION

For the reasons stated above, Applicants respectfully submit that the public interest, convenience and necessity would be furthered by a grant of this Application to transfer indirect ownership and control of Licensees to Transferee.

Respectfully submitted,

/s/ Marc D. Machlin
Marc D. Machlin
Janine P. Yaniak
Troutman Pepper Hamilton Sanders LLP
2000 K Street, N.W., Suite 600
Washington, DC 20006
202-220-1200 (tel)
202-220-1465 (fax)
marc.machlin@troutman.com
janine.yaniak@troutman.com

Counsel for Transferor and Licensees

/s/ Brett P. Ferenchak
Catherine Wang
Brett P. Ferenchak
Stephany Fan
MORGAN, LEWIS & BOCKIUS LLP
1111 Pennsylvania Avenue, N.W.
Washington, DC 20004
202-739-3000 (tel)
202-739-3001 (fax)
catherine.wang@morganlewis.com
brett.ferenchak@morganlewis.com
stephany.fan@morganlewis.com

Counsel for Transferee

Dated: August 25, 2020

EXHIBIT A

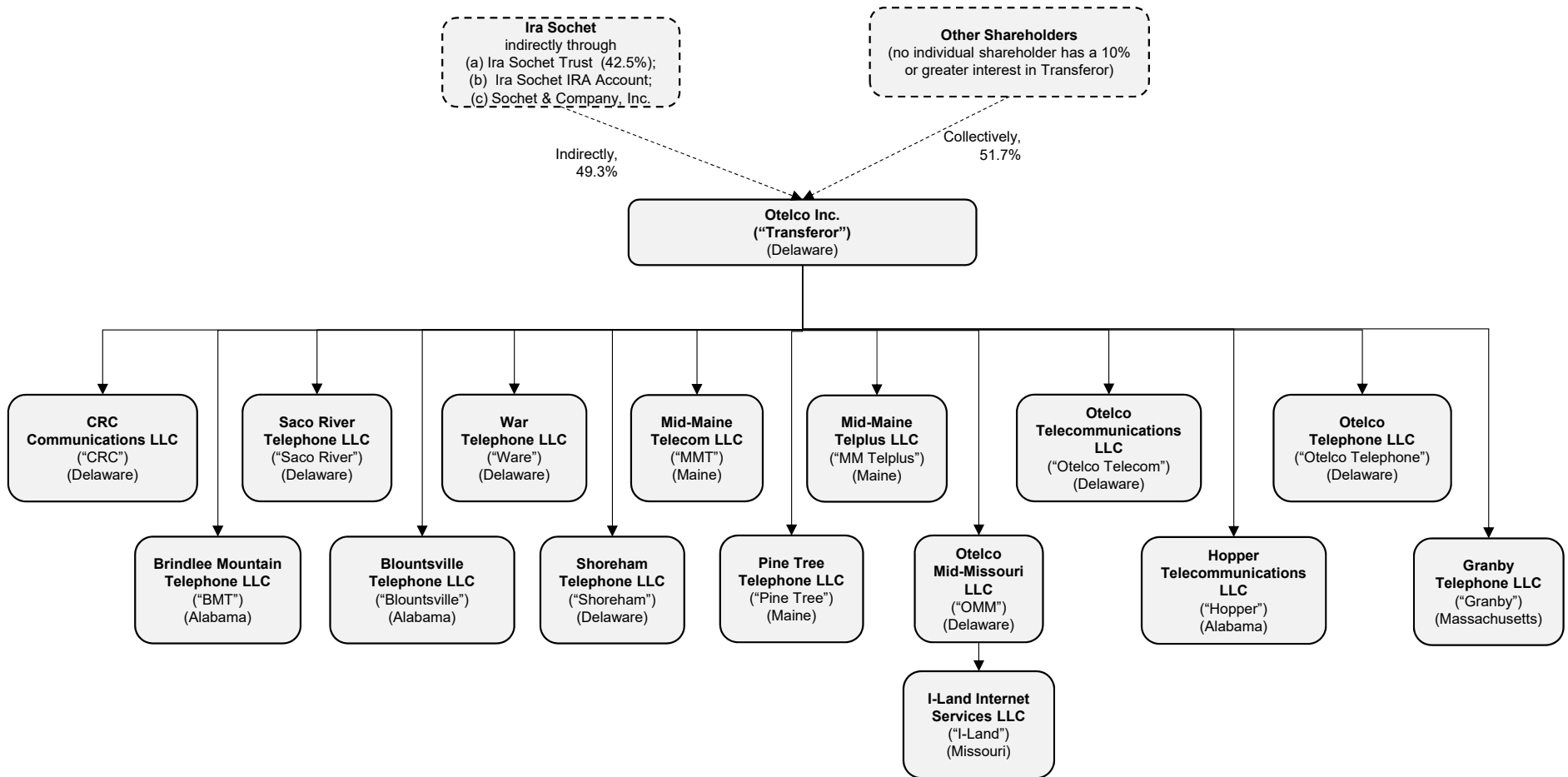
List of Licensees

Licensee Name	Jurisdiction of Organizations	Provider Type(s)
Blountsville Telephone LLC	Alabama	RLEC
Brindlee Mountain Telephone LLC	Alabama	RLEC
CRC Communications LLC	Delaware	CLEC/IXC/VoIP
Granby Telephone LLC	Massachusetts	RLEC/IXC
Hopper Telecommunications LLC	Alabama	RLEC
Mid-Maine Telecom LLC	Maine	RLEC
Mid-Maine Telplus LLC	Maine	CLEC/IXC
Otelco Mid-Missouri LLC	Missouri	RLEC/IXC
Otelco Telecommunications LLC	Delaware	CLEC/IXC
Otelco Telephone LLC	Delaware	RLEC/IXC
Pine Tree Telephone LLC	Maine	RLEC/IXC
Saco River Telephone LLC	Delaware	RLEC/IXC
Shoreham Telephone LLC	Delaware	RLEC
War Telephone LLC	Delaware	RLEC/IXC

EXHIBIT B

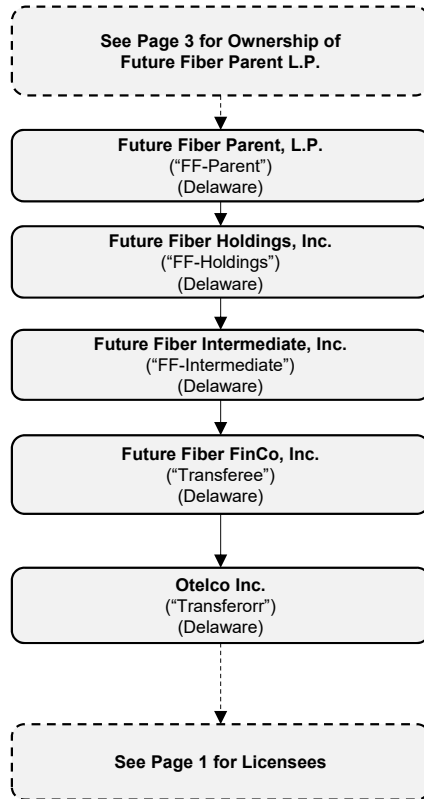
Current and Post Transaction Organizational Structure of Otelco

Current Ownership Structure of Otelco



Unless other indicated, all ownership/control percentages are 100%.

Post-Transaction Ownership Structure of Otelco



All ownership percentages are 100%.

VERIFICATION

I, Christopher Taylor, state that I am an Authorized Representative of Future Fiber FinCo, Inc. (the "Company"); that I am authorized to make this Verification on behalf of the Company; that the foregoing filing was prepared under my direction and supervision; and that the contents with respect to the Company are true and correct to the best of my knowledge, information, and belief.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 25th day of August, 2020.

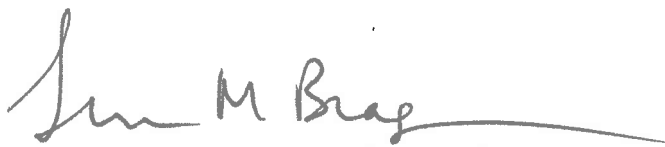


Christopher Taylor
Authorized Person
Future Fiber FinCo, Inc.

VERIFICATION

I, Trina Bragdon, state that I am General Counsel and Vice President for Otelco, Inc.; that I am authorized to make this Verification on behalf of Otelco Inc. and its subsidiaries (collectively, the "Company"); that the foregoing filing was prepared under my direction and supervision; and that the contents with respect to the Company are true and correct to the best of my knowledge, information, and belief.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 10th day of August, 2020.

A handwritten signature in cursive script, reading "Trina M. Bragdon", written in black ink. The signature is positioned above a horizontal line.

Name: Trina M. Bragdon

Title: General Counsel and Vice President
Otelco, Inc.