

NOTIFICATION OF PRO FORMA TRANSFER OF MINORITY INTERESTS

Introduction

OpticTel Long Distance, L.L.C. (“OpticTel” or “Licensee”) holds an International 214 Authorization from the International Bureau of the Federal Communications Commission (“Commission” or “FCC”) for the resale of international services (File No. ITC-214-19941219-00398). OpticTel is owned by six entities each holding a 16.67% interest¹. Pursuant to FCC Rule Section 63.24(f)(2), OpticTel provides notice of the *pro forma* transfer of minority interests in three of its owners on December 31, 2020. The three entities are affiliated companies, and the subject *pro forma* transfer involved the transfer of minority member interests in the ownership structure of the three affiliated entities.²

Description of the Parties

The three affiliated entities each holding a 16.67% interest in OpticTel are as follows:

Cimarron Telephone Company, L.L.C.
101 Cimarron Street
PO Box 160
Mannford, OK 74044

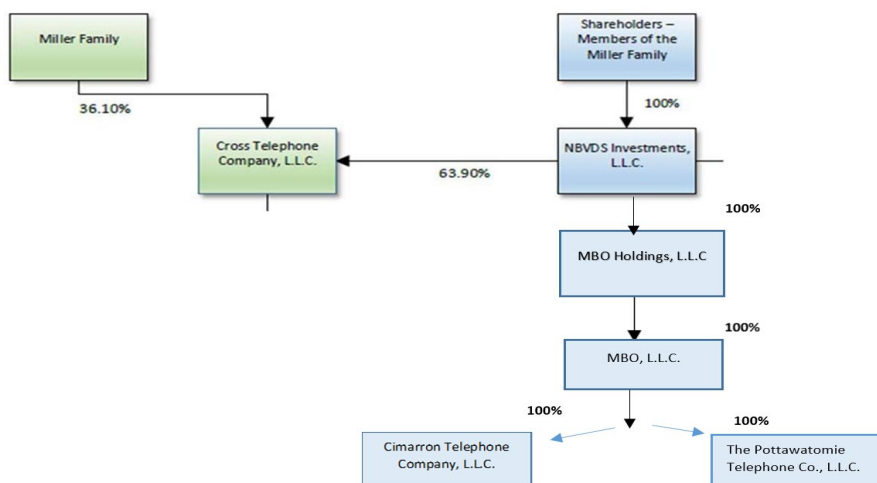
Cross Telephone Company, L.L.C.
101 Cimarron Street
PO Box 160
Mannford, OK 74044

The Pottawatomie Telephone Co., L.L.C.
101 Cimarron Street
PO Box 160
Mannford, OK 74044

The subject *pro forma* transfer involved the transfer of member interests in (1) Cross Telephone Company, L.L.C. (“CTC”) and (2) the parent company of Cimarron Telephone Company, L.L.C. (“Cimarron”) and The Pottawatomie Telephone Co., L.L.C. (“TPTC”). Cimarron and TPTC are wholly-owned by NBVDS Investments, L.L.C. (“NBVDS”), through holding companies, as set forth below.

¹ These entities are Canadian Valley Telephone, L.L.C., Central Oklahoma Telephone Co., Cherokee Telephone Company, Cimarron Telephone Company, L.L.C., and The Pottawatomie Telephone Co., L.L.C.

² As only one person may be listed as transferor, Susan Miller Baldwin is listed as transferor. The transferee includes family member trusts, and because only one person or entity may be listed as transferee, transferee is listed as Susan K. Baldwin 1993 Trust.



As depicted above, CTC is 36.10% owned by members of the Miller Family through trusts, and 63.90% owned by NBVDS.

The subject transaction entailed the transfer of minority ownership interests held by members of the Miller Family in NBVDS to other members of the Miller Family. As explained herein, the subject transfer of member interests did not result in any family member holding a majority interest in NBVDS or (through NBVDS) CTC. In addition, the board members and officers of CTC and NBVDS remain the same. As the proposed transaction involved the transfer of minority interests, and the transfer of minority interests to trusts, and because there was no change in the ultimate control of the subject entities or the Licensee, the transaction was *pro forma* in nature.

Information Required by FCC Rule Section 63.24(f)

Pursuant to FCC Rule Section 63.24(f), the Transferees provide the information requested in Rule Sections 63.18 (a)-(d) and 63.18(h).

(a) Name, address, and telephone number of Transferees:

Susan K. Baldwin 1993 Trust
 101 Cimarron Street
 PO Box 160
 Mannford, OK 74044
 (918) 865-3311

V. David Miller II 1993 Trust
101 Cimarron Street
PO Box 160
Mannford, OK 74044
(918) 865-3311

Nancy E. Overland 1993 Trust
101 Cimarron Street
PO Box 160
Mannford, OK 74044
(918) 865-3311

The Transferees also include other family member trusts that hold interests of less than 5 percent.

(b) The Transferees are all trusts established under the laws of the United States, and each trustee/beneficiary is a United States citizen.

Susan K. Baldwin is a United States citizen, and trustee and beneficiary of the Susan K. Baldwin 1993 Trust. V. David Miller is a United States citizen, and the trustee and beneficiary of the V. David Miller II 1993 Trust. Nancy E. Overland is a United States citizen and the trustee and beneficiary of the Trust Nancy E. Overland 1993 Trust.

Answer to Question 10

(c) Correspondence concerning this filing should be sent to:

Transferee:

Susan K. Baldwin
Susan K. Baldwin 1993 Trust
101 Cimarron Street
PO Box 160
Mannford, OK 74044
(918) 865-3311

Legal Counsel

Marjorie Spivak
Womble Bond Dickinson (US) LLP
1200 Nineteenth Street, N.W.
Suite 500
Washington, DC 20036
(202) 857-4538
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(d) None of the Transferees hold an International Section 214 Authorization.

Answer to Question 11

(h) The following lists the name, address, principal business and citizenship of the individuals who hold a 10% or greater interest in CTC, NBVDS, the Owners of Licensee, and Licensee itself, after the *pro forma* transfer of minority interests on December 31, 2020:

	Disclosable Interest Holder	Direct Ownership of CTC	Indirect Ownership in CTC Through NBVDS	Direct Ownership of NBVDS	Indirect Ownership in Cimarron	Indirect Ownership in TPTC	Indirect Ownership in Licensee, OticTel, through CTC, Cimarron and TPTC
Name	V. David Miller II, Trustee of the V. David Miller II 1993 Trust						
Address	101 Cimarron Street PO Box 160 Mannford, OK 74044	00.0%	27.708%	27.708%	27.708%	27.708%	13.8%
Business	Investor US Trust						
Citizenship	Trustee/Beneficiary is a US Citizen						
Name	Susan K. Baldwin, Trustee of the Susan K. Baldwin 1993 Trust						
Address	101 Cimarron Street PO Box 160 Mannford, OK 74044	00.0%	27.708%	27.708%	27.708%	27.708%	13.8%
Business	Investor US Trust						
Citizenship	Trustee/Beneficiary is a US Citizen						
Name	Nancy E. Overland, Trustee of the Nancy E. Overland 1993 Trust						
Address	101 Cimarron Street PO Box 160 Mannford, OK 74044	00.0%	27.708%	27.708%	27.708%	27.708%	13.8%
Business	Investor US Trust						
Citizenship	Trustee/Beneficiary is a US Citizen						

All remaining interest holders in CTC and NBVDS hold less than 5% interests.

Answer to Question 12

The Transferees have no interlocking directorates with a foreign carrier.

Certification of Pro Forma Transfer of Interests

The Transferees certify that the transfer of minority interests was *pro forma*, as defined in FCC Rule Section 63.24(d), and did not result in a change of the Licensee’s ultimate control. In short, the transfer of member interests did not result in any member holding a majority interest in CTC (a 16.67% owner of the Licensee) or in NBVDS (the parent company of two 16.67% owners of the Licensee). In

addition, the board members and officers of CTC and NBVDS remain the same. Because the proposed transaction involved the transfer of minority interests, and because there was no change in the ultimate control of the entities that hold an interest in the Licensee, the transaction was *pro forma* in nature. Accordingly, the subject *pro forma* transfer of minority interests in three 16.67% interest owners of OpticTel has no effect on the ownership and control of OpticTel.

Description of the Transaction (Answer to Question 13).

The subject transaction entailed the transfer of minority ownership interests held by members of the Miller Family in CTC. Specifically, V. David Miller Sr. and Billie Miller previously held a 17.89% and 18.21% interest, respectively, in CTC. V. David Miller Sr. and Billie Miller transferred part of their minority interests to trusts for the benefit of their nine grandchildren, and transferred their remaining interests to trusts. Specifically, V. David Miller Sr. retained a 2% interest in trust and Billie Miller retained a 2.2% interest in trust, and the nine grandchildren hold 3.5% interests through trusts. As a result, no interest holder holds a 5% interest or more in CTC.

In addition, five members of the Miller Family held 100% of NBVDS, which holds 100% of Cimarron and TPTC through holding companies, and holds 63.9% of CTC. Two members of the Miller Family (V. David Miller Sr. and Billie Miller) transferred their 8.49% and 8.44% minority interests in NBVDS to trusts for the benefit of their nine grandchildren, and each such trust holds a 1.87% interest. Three members of the Miller Family (V. David Miller II, Susan Miller Baldwin, and Nancy Elaine Overland) each transferred their 27.708% minority interests to trusts, where each is trustee and beneficiary as outlined above.