

**BEFORE THE  
FEDERAL COMMUNICATIONS COMMISSION  
WASHINGTON, D.C.**

**In the Matter of** )  
 )  
**SkyLine Telephone Membership Corporation** )  
**Transferor,** ) **File No.**  
**and** )  
 )  
**Comporium, Inc.** )  
**Transferee,** )  
 )  
**Joint Application for Transfer of Control of Domestic** )  
**214 Authorization of Chesnee Telephone Company,** )  
**Incorporated d/b/a Chesnee Communications, and** )  
**International 214 Authorization of Chesnee Cable, Inc.** )

To: Wireline Competition Bureau and International Bureau

**APPLICATION FOR TRANSFER OF CONTROL OF DOMESTIC AND  
INTERNATIONAL SECTION 214 AUTHORIZATIONS**

Skyline Telephone Membership Corporation d/b/a SkyLine Membership Corporation ("SkyLine" or "Transferor") and Comporium, Inc. ("Comporium" or "Transferee"), hereby seek approval of the transfer of control of the domestic Section 214 authorization held by Chesnee Telephone Company, Incorporated ("Chesnee Telephone") a wholly-owned subsidiary of SkyLine, and the International 214 authorization held by Chesnee Cable, Inc. ("Chesnee Cable"), a wholly-owned subsidiary of Chesnee Telephone, from the Transferor to the Transferee, pursuant to Section 214(a) of the Communications Act of 1934, as amended (the "Act"),<sup>1</sup> and Sections 63.04, 63.18 and 63.24 of the Federal Communications Commission's ("FCC" or the "Commission") Rules.<sup>2</sup> The parties respectfully request streamlined, expedited treatment of this application pursuant to FCC Rule

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<sup>1</sup> 47 U.S.C. § 214.

<sup>2</sup> 47 C.F.R. §§ 63.04, 63.18 and 63.24.

Sections 63.03 and 63.12.<sup>3</sup>

## **I. The Applicants and Related Section 214 Authorization Holders**

### **Applicant**

Chesnee Telephone (FRN 0001887728), the domestic 214 authorization holder, is a small, independent incumbent local exchange carrier ("ILEC") in South Carolina with approximately 1,737 access lines. Chesnee Telephone was formed on January 2, 1948, and provides local exchange telephone and exchange access services to customers in Spartanburg and Cherokee counties in northwestern South Carolina. Chesnee Telephone also provides fixed broadband service to customers in Cherokee and Spartanburg counties.

Chesnee Cable (FRN 0003765435), the International 214 holder and wholly-owned subsidiary of Chesnee Telephone, provides digital cable television services and long distance toll service in Cherokee and Spartanburg counties in South Carolina. Chesnee Cable also provides interexchange services in South Carolina. Chesnee Cable holds a certificate of Public Convenience and Necessity to provide resold interexchange telecommunications services in South Carolina from the South Carolina Public Service Commission ("SCPSC").<sup>4</sup> Chesnee Cable (f/k/a Chesnee LD), received authority from the FCC on October 13, 1999, to provide global or limited global resale service (ITC-214-19990903-00581).<sup>5</sup>

### **Transferor**

Transferor, SkyLine (FRN 0001952555), a North Carolina corporation, owns,

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<sup>3</sup> 47 C.F.R. §§ 63.03 and 63.12.

<sup>4</sup> See Docket No. 1999-307-C, September 1, 1999. Chesnee Cable received the Certificate by virtue of a corporate reorganization on December 31, 2020. Chesnee Long Distance, Inc. ("Chesnee LD"), the original holder of the Certificate, and Chesnee Cable, both wholly-owned by Chesnee Telephone, were merged with Chesnee Cable being the surviving entity.

<sup>5</sup> Chesnee LD and Chesnee Cable notified the FCC on January 22, 2021, of the *pro forma* assignment of the International Section 214 authorization (ITC-214-19990903-00581) from Chesnee LD to Chesnee Cable, effective December 31, 2020.

beneficially and of record, all of the shares of capital stock of Chesnee Telephone. SkyLine is a local, member-owned telephone cooperative formed on January 4, 1951, providing incumbent local exchange and exchange access services to approximately 22,459 access lines in the following counties and exchanges in North Carolina: Alleghany County (Scottville, Glade Creek, and Sparta exchanges), Ashe County (Baldwin, Creston, Nathans Creek, and Lansing exchanges), Avery County (Banner Elk and Beech Mountain exchanges), and Watauga County (Sugar Grove and Watauga exchanges); and Johnson County, Tennessee (Shady Valley exchange).

SkyLine's wholly-owned subsidiary, SkyBest Communications, Inc. ("SkyBest") (FRN 0004274890), is a North Carolina corporation that provides competitive local exchange ("CLEC") and exchange access services to approximately 3,536 access lines, predominately in areas bordering SkyLine's ILEC operations. Within the ILEC and CLEC footprint, SkyBest also offers Internet, video, long distance and home security services. SkyBest offers international toll telecommunications services pursuant to International 214 authorization ITC-214-20000328-00157. SkyLine also holds minority interests in two wireless companies which hold licenses in western North Carolina (50.0% of Carolina West Wireless, Inc. and 50.0% of WSS, L.L.C.). SkyLine also owns 18.44% of Access/On Multimedia Inc. L.L.C., a regional fiber transport network, which serves north-central and northwestern North Carolina.

### **Transferee**

Transferee, Comporium, Inc. ("Comporium") (FRN 0001888718), is a South Carolina corporation and ILEC. Comporium, and its affiliates, provide incumbent local exchange telephone and exchange access services to 32 exchanges in South Carolina and North Carolina, serving approximately 84,000 access lines. Comporium and its affiliates also provide enhanced local calling features, long distance toll services, Internet access services, wireless services,

cable television services, and competitive local exchange services in communities neighboring their incumbent local service areas.<sup>6</sup>

The proposed transaction involves the purchase by Comporium of Chesnee Telephone, and its wholly-owned subsidiary, Chesnee Cable, from the Transferor, of one hundred percent of the issued and outstanding shares of Chesnee Telephone's stock. As a result of the transaction, Comporium will acquire complete control of Chesnee Telephone and its wholly-owned subsidiary, Chesnee Cable.

## **II. 47 C.F.R. § 63.04(b); Joint Filing of Domestic and International 214 Transfer of Control**

Pursuant to the FCC's rules, Applicants that wish to file a joint international and domestic Section 214 transfer of control application are required to submit information that satisfies the requirements of FCC Rule Section 63.18, and, in an attachment, provide additional information satisfying the requirements of FCC Rule Section 63.04(a)(6) - (12).<sup>7</sup> In accordance with the Commission's rules, Transferor and Transferee provide the following information pursuant to FCC Rule Section 63.18, and have included in Attachment "A" the additional information required under FCC Rule Sections 63.04(a)(6) - (12).

### **a. 47 C.F.R. § 63.18(a); Name, Address and Telephone Number of Each Applicant**

#### **Domestic and International 214 Holder**

Chesnee Telephone Company, Incorporated  
Chesnee Cable, Inc.  
208 South Alabama Avenue  
Post Office Box 430  
Chesnee, South Carolina 29323-0430  
Telephone: (864) 461-2211

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<sup>6</sup> Comporium's FCC-regulated affiliates are set forth in Attachment A.

<sup>7</sup> 47 C.F.R. § 63.18; 47 C.F.R. § 63.04(a)(6) - (12).

**Transferor:**

Skyline Telephone Membership Corporation  
1200 NC Highway 194 N  
Post Office Box 759  
West Jefferson, North Carolina 28694  
Telephone: (336) 877-3111

**Transferee:**

Comporium, Inc.  
330 East Black Street  
Post Office Box 470  
Rock Hill, SC 29731-6470  
Telephone: (803) 326-5703

**b. 47 C.F.R. §63.18(b); State Under Which Each Corporate Applicant is Organized**

Chesnee Telephone and its subsidiary, Chesnee Cable, are corporations organized and existing under the laws of the State of South Carolina.

SkyLine and its subsidiary, SkyBest, are corporations organized and existing under the laws of the State of North Carolina.

Comporium is a corporation organized and existing under the laws of the State of South Carolina.

**c. 47 C.F.R. § 63.18(c); Answer to Question 10; Name, Title, Post Office Address and Telephone Number of the Officer or Contact Person to Whom Correspondence Concerning the Application is to be Addressed**

**Section 214 Authorization Holder:**

Kimberly M. Shepherd Chief Executive Officer  
Chesnee Telephone Company, Incorporated  
Chesnee Cable, Inc.  
208 South Alabama Avenue  
Post Office Box 430  
Chesnee, South Carolina 29323  
Telephone: (864) 461-2211  
Email: [kim.shepherd@skyline.org](mailto:kim.shepherd@skyline.org)

**For Transferor:**

Kimberly M. Shepherd  
Chief Executive Officer  
SkyLine Telephone Membership Corporation  
1200 NC Highway 194 North  
Post Office Box 759  
West Jefferson, NC 28694  
Telephone: (336) 877-3111  
E-mail: kim.shepherd@skyline.org

With a copy to (which will not constitute notice):

Kristen Beavers  
Mark D. Wilkerson  
Wilkerson & Bryan, P.C.  
405 South Hull Street  
Montgomery, Alabama 36104  
Telephone: (334) 265-1500  
E-mail: [kristen@wilkersonbryan.com](mailto:kristen@wilkersonbryan.com)  
E-mail: [mark@wilkersonbryan.com](mailto:mark@wilkersonbryan.com)

**Transferee**

Jake Roberts  
Executive Vice President/General Counsel  
Comporium, Inc.  
330 East Black Street  
P.O. Box 470  
Rock Hill, SC 29731-6470  
Telephone: (803) 326-5703  
Email: [jake.roberts@comporium.com](mailto:jake.roberts@comporium.com)

with a copy to:

Carri Bennet  
Marjorie Spivak  
Womble Bond Dickinson (US) LLP  
1200 Nineteenth Street, NW, Suite 500  
Washington D.C. 20036  
Telephone: (202) 857-4538  
Email: [marjorie.spivak@wbd-us.com](mailto:marjorie.spivak@wbd-us.com)

- d. 47 C.F.R. § 63.18(d); Answer to Question 10; Statement as to Whether the Applicant Has Previously Received Authority Under Section 214 of the Act and if so, a General Description of the Categories of Facilities and Services Authorized**

Chesnee Telephone holds blanket domestic Section 214 authority to provide domestic telecommunications services. Chesnee Cable holds an International Section 214 authority under File No. ITC-214-19990903-00581 to provide resold global or limited global telecommunications services.

Transferor, SkyLine and SkyBest, hold blanket domestic Section 214 authority to provide domestic telecommunications services. SkyBest also has existing International Section 214 authority under File No. ITC-214-20000328-00157 to provide resold global or limited global telecommunications services and implicit Section 214 authority to provide domestic resold toll telecommunications services.

Transferee, Comporium, and Comporium's affiliates, Fort Mill Telephone Company, Lancaster Telephone Company, Home Telephone ILEC, LLC, Citizens Telephone Company, and PBT Telecom, Inc. hold blanket domestic Section 214 authority to provide domestic telecommunications services.<sup>8</sup> Comporium also has International 214 authority under File No. ITC-214-19960906-00427, to provide resold global or limited global telecommunications services. Comporium's affiliate, Berkeley Cable Television Company, Inc. dba Home Telecom ("Berkeley Cable"), a South Carolina corporation and cable television provider, holds an International 214 authorization under File No. ITC-214-19941103-00334, to provide resold global or limited global telecommunications services.<sup>9</sup> In addition, Comporium's affiliate Tide Mobility LLC, a South Carolina limited liability company and wireless service provider, holds an International 214 authorization under File No. ITC-214-20130319-00101, to provide resold global or limited global telecommunications services.<sup>10</sup>

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<sup>8</sup> See Attachment A which includes all of Comporium's FCC regulated subsidiaries and affiliates.

<sup>9</sup> Comporium holds a 47.80 percent interest in Berkeley Cable through Home Telephone Company, which owns 100 percent of Berkeley Cable. See Attachment A.

<sup>10</sup> Comporium holds an 11.97 percent interest through Comporium Wireless, LLC in Tide Mobility LLC. See

**e. 47 C.F.R. § 63.18(h); Answer to Question 11; Name, Address, Citizenship and Principal Business of any Person or Entity that Directly or Indirectly Owns at Least Ten Percent (10%) of the Equity of the Applicant (to the nearest one percent (1%))**

**Transferor:**

SkyLine owns one hundred percent (100%) of the issued and outstanding shares of Chesnee Telephone. SkyLine is owned by its members/subscribers; no single member/subscriber owns or controls more than five percent (5%) of SkyLine's equity. The address of SkyLine is 1200 NC Highway 194 N, West Jefferson, North Carolina 28694. The principal business of SkyLine is telecommunications. Chesnee Telephone owns one hundred percent (100%) of the issued and outstanding shares of stock of Chesnee Cable. Chesnee Cable will remain a wholly owned subsidiary of Chesnee Telephone. The address of Chesnee Telephone is 208 South Alabama Avenue, Chesnee, South Carolina 29323. The principal business of Chesnee Telephone is telecommunications.

**Transferee:**

The name, address, citizenship and principal business of any person or entity that directly or indirectly owns at least ten percent (10%) of the equity of the Transferee, Comporium, are as follows:

<b>Name and Address</b>	<b>FRN</b>	<b>Citizenship</b>	<b>Principal Business</b>	<b>% Equity</b>
Bryant G. Barnes 2015 Revocable Trust Trustee: Bryant G. Barnes 330 East Black Street Rock Hill, SC 29730	0031169170	Trust/Trustee United States	Trust	16.19%
2007 Jean D. Barnes Irrevocable Trust Dated March 22, 2007 Co-Trustees: John M. Barnes Jr.; Charles D. Barnes; Jean S. Barnes 330 East Black Street Rock Hill, SC 29730	0017118803	Trust/Trustees United States	Trust	16.54%
Edwin Ladson Barnes Revocable Living Trust Dated March 7, 2017 Co-Trustees: Louise Barron Barnes; Susan Barnes Ellis	0031169584	Trust/Trustees United States	Trust	16.33%

330 East Black Street Rock Hill, SC 29730				
LAB Associates, Limited Partnership 104 E. Summersby Street Fort Mill, SC 29715	0010376440	United States	Investments	46.03%

LAB Associates, Limited Partnership (“LAB Associates”), is a South Carolina limited partnership. Its general partners are as follows:

Name and Address	FRN	Citizenship	Principal Business	Percent Interest
Martha Rebecca Francis PO Box 757 Beaufort, SC 29901	0015029093	United States	Investor	1% General Partner
Ladson A Barnes, III 4298 Honeysuckle Road Rock Hill, SC 29732	0015292790	United States	Investor	1% General Partner
The Estate of Ladson A. Barnes, Jr. [Co-Personal Representatives Martha Rebecca Francis and Ladson A. Barnes, III] PO Box 757 Beaufort, SC 29901	0031169659	Estate/Co-Personal Reprs. United States	Estate	1% General Partner

LAB Associates’ limited partners that hold a 10 percent or more interest are as follows:

Name and Address	FRN	Citizenship	Principal Business	Percent Interest
2009 Francis Irrevocable Trust [Trustee: Ladson A. Barnes III] 4298 Honeysuckle Road Rock Hill, SC 29732	0031169782	Trust/Trustee United States	Trust	27.03% Limited Partner Interest
2010 Oma Lucille Barnes M G Trust [Trustee is: Dewey Franklin Marshall IV] 1571 Summit View Dr Rock Hill, SC 29732	0031169824	Trust/Trustee United States	Trust	28.03% Limited Partner Interest
2010 Ladson A. Barnes III Irrevocable Trust [Trustee is: Martha Rebecca Francis] PO Box 757 Beaufort, SC 29901	0031169832	Trust/Trustee United States	Trust	27.03% Limited Partner Interest

The remaining limited partnership interests in LAB Associates are held by Barnes’s family members, and each hold a less than ten percent interest.

**f. 47 C.F.R. § 63.18(h); Answer to Question 12; No Interlocking Directorates**

Neither Transferor nor Transferee nor any of their subsidiaries has interlocking directorates with a foreign carrier.

**g. Answer to Question 13; Means by Which the Proposed Transfer of Control Will Take Place**

On August 2, 2021, Transferor and Transferee entered into a Stock Purchase Agreement whereby Comporium will purchase, and SkyLine will sell, one hundred percent (100%) of Chesnee Telephone's outstanding Class A and Class B<sup>11</sup> shares (totaling 100% of the corporation's economic ownership). As a result of the transaction, Chesnee Telephone will become wholly-owned subsidiary of Comporium, and Chesnee Cable will become indirect subsidiary of Comporium.

**h. 47 C.F.R. § 63.18(i); Answer to Question 14; Certification as to Whether or Not the Applicant is, or is Affiliated with, a Foreign Carrier**

Transferor and Transferee hereby certify that neither of them, nor any of their subsidiaries, are affiliated with a foreign carrier.

**i. 47 C.F.R. §§ 63.18(j) - (m); Answer to Question 15**

Transferor and Transferee hereby certify that neither of them, nor any of their subsidiaries, are a foreign carrier in any destination country or control a foreign carrier in any destination country, and none are affiliated with a foreign carrier or owned, in whole or in part, by a foreign carrier. Transferor and Transferee further certify that neither of them, nor any of their subsidiaries, are in a contractual relationship with any foreign carrier affecting the provision or marketing of international basic telecommunications services in the United States.

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<sup>11</sup> In accordance with the Resolution adopted by the Board of Directors of Skyline Telephone Membership Corporation on July 13, 2021, all issued and outstanding shares of Class B stock certificates were canceled and terminated.

Chesnee Cable satisfies the requirements of FCC Rule Section 63.10(a)(1) to be presumptively classified as "non-dominant" for the provision of international telecommunications services.<sup>12</sup>

**j. 47 C.F.R. § 63.18(n); Certification that the Applicant Has Not Agreed to Accept Special Concessions Directly or Indirectly from any Foreign Carrier**

Transferor and Transferee hereby certify that neither of them, nor any of their subsidiaries, 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.

**k. 47 C.F.R. § 63.18(o); Certification pursuant to 47 C.F.R. §§ 1.2001 through 1.2003 That No Party to the Application is Subject to Denial of Federal Benefits Pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988.**

Transferor and Transferee hereby 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, 21 U.S.C. § 853a.

**l. 47 C.F.R. § 63.18(p); Answer to Question 20; Statement That Applicant Desires Streamlined Processing Pursuant to 47 C.F.R. § 63.12.**

Transferor and Transferee request streamlined treatment of the application pursuant to FCC Rule Section 63.12. Neither Transferor nor Transferee, nor any of their subsidiaries, are affiliated with a foreign carrier in a destination market and none have an affiliation with a dominant U.S. carrier whose international switched or private line services it seeks authority to resell (either directly or indirectly through the resale of another reseller's services).<sup>13</sup>

### **III. Conclusion**

Transferor and Transferee respectfully submit that the public interest, convenience

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<sup>12</sup> 47 C.F.R. § 63.10 (a)(1).

<sup>13</sup> 47 C.F.R. § 63.12.

and necessity would be furthered by grant of this application for the transfer of control of Chesnee Telephone, and its wholly-owned subsidiary Chesnee Cable, to Comporium, which will permit a continuation of the telecommunications services being provided by Chesnee Telephone and Chesnee Cable.

In light of the foregoing facts and public interest considerations, the parties respectfully request that the Commission consent to the transfer of control of Chesnee Telephone and its blanket domestic Section 214 authorization, and Chesnee Cable and its International 214 authorization, that will result from Comporium's acquisition of a controlling interest in Chesnee Telephone. Consistent with precedent, the proposed transaction will serve the public interest, convenience, and necessity by ensuring that Chesnee Telephone and its subsidiary, Chesnee Cable, will continue to be controlled and managed by individuals with extensive knowledge of local telephone operations and the needs of the communities it serves, thereby directly benefitting all area consumers.

Please address any questions regarding this application to the undersigned.

Respectfully submitted,

**By:**



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Carri Bennet  
Marjorie Spivak  
Counsel for Comporium, Inc.

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1200 Nineteenth Street NW, Suite 500  
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**By:**



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Dated: August 9, 2021

## **Attachment A**

In accordance with FCC Rule Section 63.04(b), Transferor and Transferee provide the following information pursuant to FCC Rule Sections 63.04(a)(6) - (12):

**a) 47 C.F.R. § 63.04(a)(6); Description of the transaction**

On August 2, 2021, Transferor and Transferee entered into a Stock Purchase Agreement whereby Comporium will purchase, and SkyLine will sell, one hundred percent (100%) of the outstanding Class A and Class B shares<sup>14</sup> in Chesnee Telephone (totaling 100% of the corporation's economic ownership). As a result of the transaction, Chesnee Telephone will become a wholly-owned subsidiary of Comporium, and Chesnee Cable will become an indirect subsidiary of Comporium. South Carolina state law does not require prior state authorization to consummate the proposed transaction.

Chesnee Telephone and Chesnee Cable will continue to exist and will provide service to their customers at the same rates, terms and conditions as immediately prior to the transaction. Customers will experience no disruption of service or apparent change in service as a result of the transaction.

Chesnee Cable provides resold domestic and international toll service to certain Chesnee Telephone customers. An application has also been filed with the FCC's International Bureau seeking approval of this transfer of control.

**b) 47 C.F.R. § 63.04(a)(7); Description of the Geographic Areas in which the Transferor and Transferee and their Affiliates offer Domestic Telecommunications Services and the Services Provided in Each Area**

**Domestic 214 Authorization Holder**

Chesnee Telephone is an ILEC providing local exchange telephone service to residential

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<sup>14</sup> In accordance with the Resolution adopted by the Board of Directors of Skyline Telephone Membership Corporation on July 13, 2021, all issued and outstanding shares of Class B stock certificates were canceled and terminated.

and business customers in Spartanburg and Cherokee counties in northwestern South Carolina, with approximately 1,737 access lines, and provides exchange access services to other telecommunications carriers.

Chesnee Cable is a wholly-owned subsidiary of Chesnee Telephone that provides interexchange services to Chesnee Telephone customers in Spartanburg and Cherokee counties in northwestern South Carolina. As an interexchange carrier, Chesnee Cable currently serves approximately 1,500 customers. Chesnee Cable also provides digital cable television services to Chesnee Telephone's customers in Spartanburg and Cherokee counties. In addition, Chesnee Telephone provides fixed broadband services to customers in Spartanburg and Cherokee counties.

Chesnee Telephone receives average schedule cost-based support in Study Area Code (SAC) 240515 in South Carolina.

**Transferor:**

SkyLine provides local exchange telephone and exchange access services to approximately 22,459 access lines in Johnson County, Tennessee (Shady Valley exchange), and to the following counties and exchanges in North Carolina: Alleghany County (Scottville, Glade Creek, and Sparta exchanges), Ashe County (Baldwin, Creston, Nathans Creek, and Lansing exchanges), Avery County (Banner Elk and Beech Mountain exchanges), and Watauga County (Sugar Grove and Watauga exchanges). SkyBest Communications, Inc., a wholly-owned subsidiary of SkyLine, is a CLEC also offering local exchange telephone service and exchange access services to approximately 3,536 access lines, predominately in areas bordering Sky Line's ILEC operations. Within the ILEC and CLEC footprint, Sky Best also offers Internet, video, long distance and home security services.

SkyLine also holds minority interests in two wireless companies which hold licenses in

western North Carolina (50.0% of Carolina West Wireless, Inc. and 50.0% of WSS, L.L.C.). SkyLine also owns 18.44% of Access/On Multimedia Inc. L.L.C., a regional fiber transport network, which serves north-central and northwestern North Carolina.

### **Transferee**

Comporium, Inc. (“Comporium”)(FRN 0001888718), and its affiliates, provide local exchange telephone and exchange access services to 32 exchanges in South Carolina and North Carolina, serving approximately 84,000 access lines. As described below, Comporium and its affiliates provide local exchange telephone services, enhanced local calling features, long distance toll services, Internet access, wireless services, cable television services, and competitive local exchange services in communities neighboring incumbent local service areas.

Comporium is an ILEC that provides service in South Carolina (SAC 240542).<sup>15</sup> Comporium owns 100 percent of Fort Mill Telephone Company (“Fort Mill Telephone”)(FRN 0001889617), a South Carolina corporation and an ILEC that provides local exchange and exchange access services in South Carolina (SAC 240521).<sup>16</sup> Comporium also holds a 95.52 percent interest in Lancaster Telephone Company (“Lancaster Telephone”)(FRN 0001889245), a South Carolina corporation and ILEC that provides local exchange and exchange access services in South Carolina (SAC 240531).<sup>17</sup> Together these entities provide services in York, Lancaster, and portions of Chester and Kershaw Counties in South Carolina. Comporium, Fort Mill Telephone and Lancaster Telephone receive cost-based support.<sup>18</sup>

Comporium owns 100 percent of Catawba Services, LLC (FRN 0003742830), a South

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<sup>15</sup> Comporium also holds private radio licenses.

<sup>16</sup> Fort Mills holds a business radio license.

<sup>17</sup> Lancaster Telephone holds a business radio license.

<sup>18</sup> Comporium also holds an International 214 authorization under File No. ITC-214-19960906-00427, to provide resold global or limited global telecommunications services.

Carolina limited liability company that provides cable television services to Rock Hill in York County, Lancaster in Lancaster County, and Fort Lawn in Chester County, South Carolina.

Comporium holds a 47.80% percent interest in Home Telephone Company, Inc. (“Home Telephone”) (FRN 0001886845),<sup>19</sup> a South Carolina corporation, which is the sole member of Home Telephone ILEC, LLC dba Home Telecom (“Home Telephone ILEC”) (FRN 0020980116), a South Carolina limited liability company and ILEC that provides services in Berkeley, Charleston, and Dorchester Counties, South Carolina (SAC 240527).<sup>20</sup> Home Telephone receives model-based support based on the Alternative Connect America Cost Model (A-CAM).

Comporium also holds a 47.80 percent interest in Berkeley Cable Television Company, Inc. dba Home Telecom (“Berkeley Cable”) (FRN 0005792700), a South Carolina corporation wholly-owned by Home Telephone Company, and a cable television provider serving Berkeley, Charleston, and Dorchester Counties.<sup>21</sup>

Comporium owns 100 percent of Citizens Telephone Company (“Citizens Telephone”)(FRN 0001961416), a North Carolina corporation and ILEC.<sup>22</sup> Citizens Telephone provides service in Brevard and surrounding Transylvania County, North Carolina (SAC 230473). Citizens Telephone receives cost-based support.

Citizens Telephone owns 100 percent of Sylvan Valley CATV Company (FRN 0003726056), a North Carolina corporation that provides cable television service to subscribers

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<sup>19</sup> Home Telephone holds a business radio license.

<sup>20</sup> Home Telephone ILEC is a Rural Digital Opportunity Fund (RDOF) application (File No. 0009149155).

<sup>21</sup> Berkeley Cable holds an International 214 license under File No. ITC-214-19941103-00334, and an FCC receive-only Earth Station license for video services under Call Sign E180776.

<sup>22</sup> Citizens Telephone is the Commission licensee of an industrial business radio license.

within Transylvania County, North Carolina.

Comporium owns 100 percent of PBT Telecom, Inc. (“PBT Telecom”) (FRN 0003717709), a South Carolina corporation and ILEC that provides service in parts of Batesburg-Leesville and Lexington in Lexington and Saluda counties, South Carolina (SAC 240539).<sup>23</sup> PBT Telecom receives cost-based support.

Comporium also owns 100 percent of PBT Communications, Inc. (“PBT Communications”) (FRN 0003717725), a South Carolina corporation and CLEC that provides domestic (intra- and interstate) and international toll services to subscribers within PBT Telecom’s service area. PBT Communications also provides cable television service in Lexington and Saluda, Counties South Carolina.

Comporium holds a 66.50 percent interest in Comporium Wireless, LLC (“Comporium Wireless”) (FRN 0005464284), a South Carolina Limited Liability Company, and wireless services provider. Comporium Wireless provides wireless services within a geographic area co-extensive with certain of Comporium’s ILEC affiliates service areas including Comporium, Lancaster Telephone, and Fort Mill Telephone in Lancaster and York Counties, South Carolina.<sup>24</sup>

Comporium holds an 11.97 percent interest through Comporium Wireless in Tide Mobility LLC (FRN 0022415855), a South Carolina limited liability company that is the Commission licensee and lessee of wireless spectrum and provides wireless services in portions of Chester, Georgetown, Kershaw, Lancaster and York counties in South Carolina.<sup>25</sup>

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<sup>23</sup> PBT Telecom also holds industrial business radio licenses.

<sup>24</sup> Comporium Wireless is the Commission Licensee of advanced wireless spectrum and 700 MHz B Block spectrum in CMA633, South Carolina 9 – Lancaster.

<sup>25</sup> Tide Mobility is jointly owned by New Cingular Wireless PCS, LLC (“New Cingular”), Horry Telephone Cooperative, Inc. and Comporium Wireless. Tide Mobility is the FCC Lessee of advanced wireless, 700 MHz and PCS spectrum, the licensee of PCS spectrum, and the holder of International 214 authorization under File No.

**c) 47 C.F.R. § 63.04(a)(8); Statement as to how the Application Fits into One or More of the Presumptive Streamlined Categories under 47 C.F.R. § 63.03 or Why it is Otherwise Appropriate for Streamlined Treatment**

The parties request streamlined treatment for the transfer of control of Chesnee Telephone and its wholly-owned subsidiary Chesnee Cable. The acquisition will not result in any changes to the operations of, including the geographic areas served and services offered by Chesnee Telephone or Chesnee Cable. As demonstrated below, this application is presumptively entitled to streamlined procedures pursuant to Section 63.03(b)(2)(iii) of the Commission's Rules. Streamlined treatment is appropriate in this situation because the proposed transaction will have no adverse effect on local competition, and will not negatively affect the national competitive marketplace. The subject transaction involves only a sale of equity interests to a qualified operator, and customers will continue to receive services at the same rates, under the same terms and conditions, and in the same geographic areas as currently offered by Chesnee Telephone and Chesnee Cable. These factors, together with the absence of any novel questions of law, fact or policy, render this application suitable for streamlined treatment.

Specifically, this transaction qualifies for streamlined treatment under Section 63.03(b)(2)(iii) of the Commission's Rules. Comporium and its affiliates, and Chesnee Telephone and its affiliate, Chesnee Cable, (a) together have a market share in the interstate, interexchange market of substantially less than 10 percent; (b) together have less than two percent of the nation's subscriber lines installed in the aggregate nationwide; and (c) do not overlap or abut the telecommunications service areas of any other company in which any of the equity holders have any cognizable interest. Accordingly, streamlined treatment is warranted.

**d) 47 C.F.R. § 63.04(a)(9); Identification of all other Commission Applications Related to the Same Transaction**

Chesnee Cable provides resold domestic and international toll service to certain Chesnee Telephone customers. An application is being submitted simultaneously with the FCC's International Bureau seeking approval of this transfer of control.

Chesnee Cable holds a license (SES-REG-20090601-00672; call sign E090094) for a C-band receive-only earth station and provides video programming services in conjunction with its cable television operations. Pursuant to FCC Rule Section 25.119(j), FCC prior approval is not required for the transfer of control of the receive-only earth station license. In addition, nor is approval required for the cable franchise granted to Chesnee Cable by the State of South Carolina.

**e) 47 C.F.R. § 63.04(a)(10); Statement of Whether the Applicants Are Requesting Special Consideration Because Either Party to the Transaction is Facing Imminent Business Failure**

Neither the Transferee nor Transferor, nor any of their subsidiaries, are facing imminent business failure, and none of the companies are requesting special consideration as a result thereof.

**f) 47 C.F.R. § 63.04(a)(11); Identification of Any Separately Filed Waiver Requests Being Sought in Conjunction with the Transaction**

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

**g) 47 C.F.R. § 63.04(a)(12); Statement Showing How Grant of the Application Will Serve the Public Interest, Convenience and Necessity, Including Information Necessary to Show the Effect of the Proposed Transaction on Competition in Domestic Markets:**

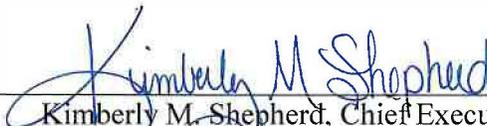
The proposed transaction will serve the public interest by ensuring the continued provision of high quality telecommunications services to Chesnee Telephone's and Chesnee

Cable's customers. The transaction will be transparent to Chesnee Telephone and Chesnee Cable customers, who will experience no disruption in service as a result thereof. Transferee, Comporium, is experienced in the provision of rural telecommunications services and has an excellent record of serving customers and communities. The transaction will not adversely affect subscribers, competitors, or the market for the provision of telecommunications services.

The proposed transaction entails the transfer of control of Chesnee Telephone and Chesnee Cable to Comporium, an established and financially secure rural telephone organization that has long owned ILEC subsidiaries and affiliates that serve rural portions of South Carolina and North Carolina. Comporium has a proven record of investing in rural networks and communities of its subsidiaries and affiliates and of providing high quality telecommunications services to rural areas. Comporium plans to invest in Chesnee Telephone and Chesnee Cable and expand the services currently being offered. Accordingly, the proposed transaction will benefit the residents of Spartanburg and Cherokee counties in northwestern South Carolina who will have access to expanded high quality communications offerings.

DECLARATION OF KIMBERLY M. SHEPHERD

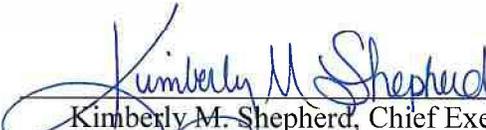
I, Kimberly M. Shepherd, Chief Executive Officer of Chesnee Telephone Company, Incorporated and Chesnee Cable, Inc, the 214 authorization holders, do hereby declare under penalty of perjury that the foregoing Application was prepared under my direction and supervision and that the contents of the filing and the certifications contained therein are true and correct to the best of my knowledge, information and belief.

  
\_\_\_\_\_  
Kimberly M. Shepherd, Chief Executive Officer  
Chesnee Telephone Company, Incorporated  
Chesnee Cable, Inc.

Executed on 6<sup>th</sup> day of August, 2021

DECLARATION OF KIMBERLY M. SHEPHERD

I, Kimberly M. Shepherd, Chief Executive Officer of SkyLine Telephone Membership Corporation, Transferor, do hereby declare under penalty of perjury that the foregoing Application was prepared under my direction and supervision and that the contents of the filing and the certifications contained therein are true and correct to the best of my knowledge, information and belief.

  
\_\_\_\_\_  
Kimberly M. Shepherd, Chief Executive Officer  
SkyLine Telephone Membership Corporation

Executed on 6<sup>th</sup> day of August, 2021

DECLARATION OF JAKE ROBERTS

I, Jake Roberts, Executive Vice President and General Counsel of Comporium, Inc, Transferee, do hereby declare under penalty of perjury that the foregoing Application was prepared under my direction and supervision and that the contents of the filing and the certifications contained therein are true and correct to the best of my knowledge, information and belief.

A handwritten signature in black ink, appearing to read "Jake Roberts", written over a horizontal line.

Jake Roberts, Executive Vice President General Counsel  
Comporium, Inc.

Executed on the 9th day of August, 2021