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

In the Matter of The Hancock Telephone Company, Inc., and Hancock Long Distance, Inc. Licensees, **RCW Family, LLC, The Margaret J.B. Reese Credit Shelter Trust, Suzanne B. Feehan, Maureen L. Mackin, and June B. Nolan** Transferors, and **Archtop Fiber LLC**, Transferee, Application for Consent to Transfer Control of The Hancock Telephone Company, Inc., and Hancock Long Distance, Inc. Pursuant to Section 214 of the Communications Act of 1934, as Amended	)	WC Docket No. 22-_______ IB File No. ITC-T/C-2022________

APPLICATION FOR CONSENT TO TRANSFER CONTROL OF DOMESTIC AND INTERNATIONAL SECTION 214 AUTHORIZATION HOLDERS

Pursuant to Section 214 of the Communications Act of 1934, as amended ("the Act"),[1] and Sections 63.04, 63.18, and 63.24 of the rules of the Federal Communications Commission ("FCC" or "Commission"),[2] RCW Family, LLC, The Margaret J.B. Reese Credit Shelter Trust, Suzanne B. Feehan, Maureen L. Mackin, and June B. Nolan (collectively, the "Transferors") and Archtop Fiber

[1] 47 U.S.C. § 214.
[2] 47 C.F.R. §§ 63.04, 63.18, and 63.24.

LLC ("Archtop" or "Transferee") request Commission consent for the transfer of control of The Hancock Telephone Company, Inc. ("Hancock") and its wholly owned subsidiary Hancock Long Distance, Inc. ("Hancock LD") (collectively, "Licensees," and, together with Archtop and the Transferors, the "Applicants") from Transferors to Archtop (the "Transaction").[3]

As demonstrated below, the Transaction is in the public interest because it will result in greater broadband investment and new efficiencies that will benefit the Licensees' customers. The Transaction will not result in a reduction or impairment of service to Licensees' customers and, prior to the realization of the benefits of the Transaction, will be transparent to Licensees' customers with respect to the telecommunications services that they currently receive.

Pursuant to Section 63.04(b) of the Commission's rules,[4] this Application is being filed concurrently with the Commission's Wireline Competition and International Bureaus.

I. DESCRIPTION OF THE APPLICANTS

A. Licensees: The Hancock Telephone Company, Inc. (FRN 0003436367) and Hancock Long Distance, Inc. (FRN 0016348203)

Licensees are both New York corporations with their principal place of business located at 34 Read Street, Hancock, New York 13873. Hancock is certificated as an incumbent local exchange carrier in the County of Delaware, New York, and in the County of Wayne, Pennsylvania, the New York Public Service Commission and the Pennsylvania Public Utility Commission, respectively.

[3] The Transaction also includes other subsidiaries identified in Exhibit B that do not require Commission approval for transfer of control.

[4] 47 C.F.R. § 63.04(b).

Hancock was designated as an Eligible Telecommunications Carrier under Section 214 of the Act by the New York Public Service Commission on December 1, 1997 in Case No. 94-C-0095 and by the Pennsylvania Public Utility Commission on December 4, 1997 in Docket P-00971264.

Hancock LD is certificated as a provider of telecommunications services by the New York Public Service Commission and as an interexchange reseller by the Pennsylvania Public Utility Commission.

Together with unlicensed affiliates, the Licensees provide local and long-distance voice, Internet, and multichannel video programming services to residential and business customers in and around the New York communities set forth in Section V(B) of this Application.

B. Transferors

Licensees are directly owned and controlled by the Transferors. RCW Family, LLC, a New York limited liability company with a principal place of business located at 34 Read Street, Hancock, New York 13783, owns 87% of Hancock's stock. The remaining 13% of the stock is owned by the other named shareholders.

C. Transferee: Archtop Fiber LLC (FRN: 00032986473)

Archtop is a Delaware limited liability company with its principal place of business located at 300 Enterprise Drive, Kingston, NY 12401. Archtop will leverage its experienced management team, support from strategic investors, and other strategic relationships to fulfill its plans to provide symmetrical multi-Gigabit, fiber Internet and phone service to residential and business customers in underserved communities across the Northeast. Professional biographies of the Archtop leadership and management team are attached as Exhibit A.

Founded by a group of well-known broadband, cable and telecommunications industry veterans with a depth of experience in provisioning cable, broadband and telecommunications services, Archtop's local leadership and presence in the markets it serves will enable the organization to quickly deliver fast, reliable, environmentally friendly and affordable Internet access to underserved or overlooked markets over a world-class XGS-PON fiber network. The company intends to expand its presence in the Northeast through additional investments and acquisitions that will lead to the deployment of robust broadband networks to many current underserved and rural communities.

II. DESCRIPTION OF THE TRANSACTION

On December 22, 2022, Transferors and Archtop entered into a Stock Purchase Agreement (the "Agreement"). Pursuant to the Agreement, and subject to all necessary Commission and state commission approvals, Archtop proposes to acquire 100% of the equity interests in Hancock in an all-cash transaction. As a result of the Transaction, Archtop will acquire one hundred percent of the equity and voting interest in the Licensees, and thus directly control the Licensees.

Archtop's leadership team and its investors have a long and established track record of successfully executing transactions of this type. Funding for the Transaction will be sourced from a combination of funds from the Archtop management team and Archtop's financial partner, Post Road Group ("PRG") and its affiliates. PRG invests in successful and dynamic telecommunications companies, partnering with best-in-class management teams, entrepreneurs and founders who are passionate about growing their businesses.

PRG is an alternative investment advisory firm focused on making private equity and private credit investments in digital infrastructure and real estate. Since its founding in 2015, the firm has invested over $1.7 billion in private equity, corporate credit, and real estate. It has completed 18 transactions in the digital infrastructure sector by partnering with best-in-class management teams to identify, validate, and capitalize businesses that can create long-term value through accelerated growth. PRG prides itself on its ability to provide flexible capital solutions and bring its broad network of resources to every partnership, with the single unified goal of increasing enterprise value while preserving culture and supporting all stakeholders.

Although the Transaction will result in a change in the ultimate control of the Licensees, it will not have any immediate effect on the Licensees' operations, nor will it adversely affect any of the customers who receive services in connection with the Licensees' ongoing operations. Current customers will continue to receive services over the same network and under the same terms and conditions after the Transaction is complete, and any future changes to the rates, terms, and conditions of service will be undertaken pursuant to customers' contracts, tariffs, and applicable law. Moreover, the Licensees will retain the assets used in the provision of their services. The Applicants have thus ensured the Transaction will have no adverse effect on the Licensees' customers.

III. PUBLIC INTEREST STATEMENT

Under 47 U.S.C. § 214(a), the Commission must determine whether a proposed transfer of control of a provider of interstate or international telecommunications services is consistent with the public interest, convenience, and necessity.[5] In making such a determination, the Commission, among other matters, assesses "whether the proposed transaction complies with the specific provisions of the Act, other applicable statutes, and the Commission's rules"[6] and then, second, if a

[5] *See, e.g., Applications of Level 3 Communications, Inc. and CenturyLink, Inc. for Consent to Transfer Control of Licenses and Authorizations*, Memorandum Opinion and Order, 32 FCC Rcd. 9581, 9585 ¶ 8 (2017) ("*Level 3-CenturyLink Order*"); *Applications of AT&T Inc. and DIRECTV For Consent to Assign or Transfer Control of Licenses and Authorizations*, Memorandum Opinion and Order, 30 FCC Rcd. 9131, 9139-40 ¶ 18 (2015) ("*AT&T-DIRECTV Order*"); *Applications of XO Holdings and Verizon Communications Inc. For Consent to Transfer Control of Licenses and Authorizations*, Memorandum Opinion and Order, 31 FCC Rcd. 12,501, 12,504-05 ¶ 7 (Wireline Comp., Int'l, and Wireless Tel. Burs. 2016) ("*Verizon-XO Order*").

[6] *See Level 3-CenturyLink Order*, 32 FCC Rcd. at 9585 ¶ 8; *AT&T-DIRECTV Order*, 30 FCC Rcd. at 9139-40 ¶ 18 (citations omitted); *Verizon-XO Order*, 31 FCC Rcd. at 12,504-05 ¶ 7 (citations omitted); *Applications of SoftBank Corp., Starburst II, Inc., Sprint Nextel Corp., and Clearwire Corp.*, Memorandum Opinion and Order, Declaratory Ruling, and Order on Reconsideration, 28 FCC Rcd. 9642,

proposed transaction would not violate the Act, any other applicable statute, or any of the Commission's rules, the Commission then considers whether a proposed transaction "could result in public interest harms by substantially frustrating or impairing the objectives or implementation of the [Communications] Act or related statutes."[7] The Applicants respectfully submit that approval of the proposed Transaction complies with applicable laws and regulations and is in the public interest.

As demonstrated below, the Transaction will generate substantial public interest benefits for the Licensees' existing customer base and new prospective customers with no countervailing harms.

First, Applicants submit that the Transaction will serve the public interest, convenience and necessity by providing the residents and businesses of the Licensees' service areas with access to Archtop's financial, managerial and operational expertise and resources. Archtop plans to invest millions of dollars over the next five years to build a new regional broadband network through the acquisition of the Licensees, additional broadband service providers, and greenfield broadband construction in new areas including unserved areas.

Although a new company, Archtop's leadership team has extensive experience investing in and operating broadband and voice networks. Led by Jeffrey S. DeMond, a serial founder and seasoned C-level executive with nearly 40 years of experience in communications and broadband, the Archtop leadership team includes deeply experienced leaders from the communications industry

9650 ¶ 23 (citations omitted) ("*Softbank-Sprint-Clearwire Order*"); *Applications Filed by Qwest Communications International Inc. and CenturyTel, Inc. d/b/a CenturyLink for Consent to Transfer Control*, Memorandum Opinion and Order, 26 FCC Rcd. 4194, 4198-99 ¶ 7 (citation omitted) ("*Qwest-CenturyLink Order*").

[7] *See Level 3-CenturyLink Order*, 32 FCC Rcd. at 9585 ¶ 9; *AT&T-DIRECTV Order*, 30 FCC Rcd. at 9140 ¶ 18 (citation omitted); *Verizon-XO Order*, 31 FCC Rcd. at 12,504-05 ¶ 7 (citation omitted); *SoftBank-Sprint-Clearwire Order*, 28 FCC Rcd. at 9651 ¶ 23 (citation omitted); *Qwest-CenturyLink Order*, 26 FCC Rcd. at 4199 ¶ 7.

who have worked together for decades in multiple companies including Bresnan Communications and, most recently, Vyve Broadband (named the cable industry's Independent Operator of the Year in 2018).

The Archtop leadership team has spent decades serving primarily rural and suburban markets across the United States. Many of those businesses were initially acquired from family owners who chose their successor owners carefully, knowing they would still live in the communities their successors would serve. Additionally, in partnership with TCI International (later Liberty Media), Archtop team members built modern networks and established some of the earliest Internet infrastructure in Chile and Poland. Through these experiences, the team has continued to emphasize providing excellent customer service, investing in the most modern technology and products, and partnering with communities and colleagues to deliver the very best information, technology and entertainment services possible.

Archtop was founded with a commitment to bring the fastest, most reliable, environmentally friendly and affordable Internet access to those who have traditionally been underserved — or even overlooked. The Archtop team has decades of success partnering with communities, large and small, to create technology-driven opportunities. With a fully funded business strategy, Archtop is dedicated to local investment, which ensures that it will support customers with upgrades to existing infrastructure while deploying the latest multi-gig, symmetrical, all-fiber network technology to bring faster, more secure and scalable broadband services to those that need them. Archtop is proudly invested in delivering the digital world to communities, businesses, and other anchor institutions.

Second, Archtop plans to invest resources and technical expertise to enhance Hancock's network capabilities. Archtop will offer higher speeds and bandwidth, excellent locally-based customer service, competitive pricing, and a simplified product set.

Fiber is the technology best equipped to address accelerating bandwidth demands (particularly upload speeds). Many residential consumers demand and use significantly more bandwidth in the new economy in which many more people are working and conducting their affairs remotely from their homes. Many underserved communities have not been able to meet these demands because legacy networks lack the necessary speed and reliability. Fiber enables superior download speeds, lower latency, maximum reliability and easily upgradeable technology to support bandwidth growth for the foreseeable future. Fiber also consumes substantially less power and requires fewer truck rolls to service than traditional cable networks, making fiber networks a greener alternative.

Archtop's all-fiber network will deliver gigabit-plus speeds with no speed throttling or bandwidth caps. Archtop will also offer lower speed options for price conscious consumers and will continue Hancock's participation in in the FCC's Affordable Connectivity Program, which contributes up to $30 per month toward Internet service for eligible households. Archtop has selected XGS-PON technology for its all-fiber network, offering multi-gig residential and commercial service capability (up to 10 Gbps symmetrical service). Archtop's fiber network will be positioned to deliver the fastest upload and download broadband speeds in its service area.

Third, Archtop's assumption of control will bring tangible benefits to the company and the community. Archtop expects to add employees, which will provide much needed economic development and new jobs.

Fourth, the Transaction will not adversely impact competition or the Licensees' current customers because neither Archtop nor Germantown Telephone Company, Inc. (another incumbent local exchange carrier that Archtop has reached agreement to purchase[8]) provides service within the Licensees' service territory. The Licensees' customers will continue to enjoy high quality telecommunications and broadband service following the consummation of the Transaction. The Transaction will be conducted in a manner that is seamless and transparent, with customers continuing to receive their services over the same network. Customers' rates, terms, and conditions of service will not change except in compliance with customers' contracts, tariffs, and applicable law. Thus, the Licensees will continue offering services without change to existing customers and there will be no loss of a competitive provider in the markets in which the Licensees currently operate.

Finally, Archtop will continue to honor all of the Licensees' current obligations and commitments under the Commission's current universal support programs, as a condition of continued receipt of support from such programs.

IV. INFORMATION REQUIRED BY SECTIONS 63.18 AND 63.24 OF THE COMMISSION'S RULES REGARDING THE TRANSFER OF INTERNATIONAL 214 AUTHORITY

The Applicants submit the following information, pursuant to 47 C.F.R. §§ 63.04, 63.18, 63.24, in support of their request for consent regarding the transfer of control of Licensees to Archtop:

[8] An application for the Commission's approval of that transaction was filed on December 1, 2022.

A. Name, Address, and Telephone Number of Each Applicant (Section 63.18(a))

Transferors:

RCW Family, LLC
33 Lakeside Drive
PO Box 608
Hancock, NY 13783

The Margaret J.B. Reese Credit Shelter Trust
7587 Ashlind Circle
Manlius, NY 13104

Suzanne B. Feehan
1577 Taughannock Blvd.
Trumansburg, NY 14886

Maureen L. Mackin
2928 Billy Casper Drive
Las Vegas, NY 89134

June B. Nolan
30 Main Street
PO Box 135
Deposit, NY 13754

Transferee:

Archtop Fiber LLC
300 Enterprise Drive
Kingston, NY 12401
(914) 329-7182

Licensees:

The Hancock Telephone Company, Inc.
Hancock Long Distance, Inc.
34 Read Street
Hancock, New York 13873
(607) 637-9911

B. Jurisdiction of Organizations (Section 63.18(b))

Licensee: Hancock and Hancock LD are each corporations organized under the laws of the State of New York.

Transferee: Archtop is a limited liability company organized under the laws of the State of Delaware.

C. Contact Information (Answer to Question 10 – Section 63.18(c)

Correspondence concerning this Application should be directed to the following:

For the Transferors and Licensees:

Keith J. Roland
4 Tower Place
2nd Floor
Albany, NY 12205
518-694-3993
kroland@keithrolandlaw.com

With a copy to:

Robert Wrighter Jr.
Vice President and General Manager
The Hancock Telephone Company, Inc.
34 Read Street
Hancock, NY 13783
607 637 9912
robjr@hancocktelephone.com

For the Transferee:

K.C. Halm
Paul B. Hudson
John C. Nelson, Jr.
Davis Wright Tremaine LLP
1301 K Street, N.W., Suite 500 East
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202-973-4287
kchalm@dwt.com
paulhudson@dwt.com
johnnelson@dwt.com

With a copy to:

Shawn Beqaj
EVP, Chief Development Officer
Archtop Fiber LLC
300 Enterprise Drive
Kingston, NY 12401
914-329-7182
sbeqaj@archtopfiber.com

D. Section 214 Authority Held by Applicants (Answer to Question 10 – Section 63.18(d)

Hancock and Hancock LD each hold a domestic Section 214 authorization pursuant to 47 C.F.R. § 63.01. Hancock LD also holds an international Section 214 authorization to provide global resold telecommunications services between the United States and international points (File No. ITC-214-20070517-00194).[9] Archtop does not hold any Section 214 authorizations.

[9] *See* International Bureau, *International Authorizations Granted*, Public Notice, 22 FCC Rcd. 10266 (2007).

E. Post-Closing Ownership (Answer to Question 11 – Section 63.18(h))

The following entities will hold a direct or indirect 10 percent or greater ownership interest in Licensees, post-closing:

Name:	Archtop Fiber LLC
Address:	300 Enterprise Drive Kingston, NY 12401
Citizenship:	Delaware
Principal Business:	Operating Company
Ownership Interest:	100% direct voting and equity interest in Licensees

Name:	Archtop Fiber Intermediate LLC
Address:	300 Enterprise Drive Kingston, NY 12401
Citizenship:	Delaware
Principal Business:	Holding Company
Ownership Interest:	100% indirect voting and equity interest in Licensees

Name:	Archtop Fiber Holdings LLC
Address:	300 Enterprise Drive Kingston, NY 12401
Citizenship:	Delaware
Principal Business:	Holding Company
Ownership Interest:	100% indirect voting and equity interest in Licensees

Name:	Post Road Digital Infrastructure Fund I LLC
Address:	2 Landmark Square Stamford, CT 06901
Citizenship:	Delaware
Principal Business:	Investment Company
Ownership Interest:	98.7% indirect voting and equity interest in Licensees

Name:	Post Road Digital Infrastructure Fund I LP
Address:	2 Landmark Square Stamford, CT 06901
Citizenship:	Delaware
Principal Business:	Investment Company
Ownership Interest:	100% indirect voting and 98.7% indirect equity interest in Licensees

Name:	Post Road DIF I GP LLC
Address:	2 Landmark Square Stamford, CT 06901
Citizenship:	Delaware
Principal Business:	Investment Company
Ownership Interest:	100% indirect voting interest in Licensees

Name:	Post Road Special Opportunity Fund II
Address:	2 Landmark Square Stamford, CT 06901
Citizenship:	Delaware
Principal Business:	Investment Company
Ownership Interest:	12.73% indirect equity interest in Licensees[10]

Name:	Post Road Special Opportunity Fund II Offshore LP
Address:	2 Landmark Square Stamford, CT 06901
Citizenship:	Cayman Islands
Principal Business:	Investment Company
Ownership Interest:	12.73% indirect equity interest in Licensees[11]

Name:	Post Road SOF GP II LLC
Address:	2 Landmark Square Stamford, CT 06901
Citizenship:	Delaware
Principal Business:	Investment Company
Ownership Interest:	12.73% indirect equity general partner interest in Licensees[12]

Name:	CC Cove LP
Address:	2 Landmark Square Stamford, CT 06901
Citizenship:	Bermuda
Principal Business:	Investment Company
Ownership Interest:	12.38% total direct equity interest in Post Road Special Opportunity Fund II (above) and Post Road Digital Infrastructure Fund I LP (above), and through those interests, a 12.38% indirect equity interest in Licensees

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[10] Combined interest held with Post Road Special Opportunity Fund II Offshore LP. The indirect equity interest in Licensees held solely by Post Road Special Opportunity Fund II is 7.81%.

[11] Combined interest held with Post Road Special Opportunity Fund II. The indirect equity interest in Licensees held solely by Post Road Special Opportunity Fund II Offshore LP is 4.92%.

[12] Post Road SOF GP II LLC holds its indirect equity interest in Licensees as a result of its role as the general partner of Post Road Special Opportunity Fund II and Post Road Special Opportunity Fund II Offshore LP.

Name:	OPTrust Infrastructure Direct N.A. VII Inc.
Address:	1 Adelaide St. East, Suite 1200 Toronto, ON M5C 3A7
Citizenship:	Ontario, Canada
Principal Business:	Investment Company
Ownership Interest:	49.5% indirect voting and equity interest in Licensees

Name:	OPSEU Pension Plan Trust Fund
Address:	1 Adelaide St. East, Suite 1200 Toronto, ON M5C 3A7
Citizenship:	Ontario, Canada
Principal Business:	Public Pension Plan
Ownership Interest:	100% voting and equity interest in OPTrust Infrastructure Direct N.A. VII Inc. (above), and through that interest, a 49.5% indirect voting and equity interest in Licensees

Name:	Post Road DIF I GP LLC
Address:	2 Landmark Square Stamford, CT 06901
Citizenship:	Delaware
Principal Business:	Investment Company
Ownership Interest:	100% indirect voting and equity interest in Licensees

Name:	PRG Investment Holdings LP
Address:	2 Landmark Square Stamford, CT 06901
Citizenship:	Delaware
Principal Business:	Investment Company
Ownership Interest:	100% indirect voting and equity interest in Licensees

Name:	Post Road Group Holdings LP
Address:	2 Landmark Square Stamford, CT 06901
Citizenship:	Delaware
Principal Business:	Investment Company
Ownership Interest:	100% indirect voting and 80% equity interest in Licensees

Name:	Post Road Group GP LLC
Address:	2 Landmark Square Stamford, CT 06901
Citizenship:	Delaware
Principal Business:	Investment Company
Ownership Interest:	100% indirect voting general partner interest in Licensees

Name:	Seventh Avenue Capital Group LLC
Address:	2 Landmark Square Stamford, CT 06901
Citizenship:	Delaware
Principal Business:	Investment Company
Ownership Interest:	50% indirect voting and equity interest in Licensees

Name:	Seventh Avenue Capital Group II LLC
Address:	2 Landmark Square Stamford, CT 06901
Citizenship:	Delaware
Principal Business:	Investment Company
Ownership Interest:	45% indirect equity interest in Licensees

Name:	Kevin Davis
Address:	2 Landmark Square Stamford, CT 06901
Citizenship:	United States
Principal Business:	Investor
Ownership Interest:	100% indirect voting and equity interest in Licensees

Name:	Birch Hill Capital LLC
Address:	2 Landmark Square Stamford, CT 06901
Citizenship:	United States
Principal Business:	Investor
Ownership Interest:	50% indirect voting and equity interest in Licensees

Name:	Michael Bogdan
Address:	2 Landmark Square Stamford, CT 06901
Citizenship:	United States
Principal Business:	Investor
Ownership Interest:	100% indirect voting and equity interest in Licensees

No other person or entity will hold a direct or indirect 10% or greater equity or voting interest in Licensees, post-closing. Exhibits B and C, respectively, provide organizational diagrams depicting the pre- and post-closing ownership structure of Licensees.

F. Narrative of Transfer of Control and Public Interest Statement (Answer to Question 13)

A description of the Transaction and demonstration of how it will serve the public interest are set forth in Sections II and III, *supra*.

G. Foreign Carrier Affiliates (Answer to Questions 14-17)

Neither Applicants nor any of their affiliates are foreign carriers, and they will continue to have no such affiliates following the consummation of the Transaction. Accordingly, Applicants qualify for a presumption of non-dominance under Section 63.10 of the Commission's rules on all U.S. international routes.

H. Certifications Required by Sections 63.18(n) and 63.18(o)

Transferee, Archtop, certifies that it has 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.

Applicants certify pursuant to Sections 1.2001 through 1.2003 of the Commission's Rules[13] 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.[14]

I. Eligibility for Streamlined Processing (Answer to Question 20)

No Applicant is affiliated with a foreign carrier or a dominant U.S. carrier, but the Applicants do not request streamlined processing of this Application.

V. INFORMATION REQUIRED BY SECTION 63.04 OF THE COMMISSION'S RULES REGARDING THE TRANSFER OF DOMESTIC 214 AUTHORITY

In support of their request for consent to transfer control of Licensees to Archtop, the Applicants submit the following information pursuant to Section 63.04(a)(6) through (a)(12) of the Commission's rules.[15]

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[13] 47 C.F.R. §§ 1.2001-1.2003.

[14] 21 U.S.C. § 853(a).

[15] 47 C.F.R. § 63.04.

A. Section 63.04(a)(6) – Description of the Proposed Transaction

A description of the Transaction is set forth in Section II, *supra*.

B. Section 63.04(a)(7) – Description of the Geographic Area in Which the Transferor and Transferee Offer Domestic Telecommunications Services and What Services Are Provided in Each Area

Hancock currently provides local and private line telecommunications services in the towns of Hancock, Fish's Eddy, East Branch, Kelsey and French Woods, New York, and Starlight, Lake Como, Preston Park, Lakewood, and Shehawken, Pennsylvania. Hancock LD provides long distance telecommunications services in same service area. Hancock's subsidiary Han-cel also holds a cable franchise from the Village of Hancock, NY; the Town of Hancock, New York; and the Town of Tompkins, New York and offers cable services in these markets.

Transferee does not have current operations, but plans to serve residential and business customers in surrounding markets beyond those currently served by the Licensees.

C. Section 63.04(a)(8) – Statement as to How the Application Qualifies for Streamlined Treatment

The Parties are not requesting streamlined treatment of this application.

D. Section 63.04(a)(9) – Identification of All Other Commission Applications Related to this Proposed Transaction

No other applications to the Commission are anticipated in connection with the Transaction. Hancock's subsidiary Han-cel, Inc. holds a receive-only earth station authorization (call sign E210036) and six MVPD community unit identification numbers (NY1674 Tompkins, NY; NY1675 Hancock, NY; PA2838 Lakewood, PA; PA2983 Lake Como, PA; PA3082 Preston Park, PA; and PA3169 Starlight, PA).

Transferees will retain all of the foregoing and will file the required notices of the change of control upon closing the Transaction.

E. Section 63.04(a)(10) – Statement of Whether the Applicants Request Special Consideration Because Either Party is Facing Imminent Business Failure

The Applicants do not request special consideration because they are not currently facing imminent business failure.

F. Section 63.04(a)(11) – Identification of any Separately Filed Waiver Requests Being Sought in Conjunction With this Application

No separately filed waiver requests are being sought in conjunction with this Application.

G. Section 63.04(a)(12) – Statement Showing How Grant of the Application Will Serve the Public Interest, Convenience, and Necessity

A demonstration of how the Transaction will serve the public interest is set forth in Section III, *supra*.

VI. UNIVERSAL SERVICE INFORMATION, STUDY AREA CODE[16] AND SUPPLEMENTAL INFORMATION

Hancock receives high-cost support for Study Area Code 150099 in New York through the Commission's Connect America Fund Intercarrier Compensation (ICC) Recovery support and Alternative Connect America Cost Model (A-CAM) II monthly support.[17]

The Transferors do not otherwise receive any Universal Service Fund high-cost support from the Rural Digital Opportunity Fund (RDOF) Phase I Auction (Auction 904), Alaska Plan, Rural Broadband Experiment, Uniendo a Puerto Rico Fund, or the Connect USVI Fund.

Hancock participates in Lifeline and Affordable Connectivity Program (ACP) and will continue to do so after consummation of the Transaction.

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[16] The information in this section is provided as responsive to the Bureau's guidance set forth in *Wireline Competition Bureau Lists Best Practices for Addressing Universal Service Fund Information in Section 214 Transfer of Control Applications*, Public Notice, DA 22-436, 2022 WL 1184545 (Apr. 19, 2022).

[17] The LATA covered by Study Area Code 150099 includes approximately 100 customers in Pennsylvania. The A-CAM II monthly support Hancock receives for these Pennsylvania customers is included in the A-CAM II monthly support Hancock receives for Study Area Code 15099.

Neither Archtop nor any of its affiliates or subsidiaries receive any Universal Service support, so the Transaction will not result in a risk of cost-shifting similar to that which has occurred in recent transactions involving entities controlling incumbent local exchange carriers.

Two disclosable interest holders identified in the Application holds a ten percent or greater interest in other domestic telecommunications service providers. Specifically, as described in greater detail below, OPSEU Pension Plan Trust Fund and Post Road Group Special Opportunity Fund II ("SOF II") each hold interests in other telecommunications service providers, as follows.

SOF II holds a 20% percent equity interest in T3 Communications, Inc. ("T3"), a Florida corporation that holds a Section 214 authorization and operates as a competitive access provider and competitive local exchange carrier in Florida, Georgia, Iowa, Michigan, Minnesota, New York and Texas. T3 is owned and controlled by Shift8 Networks, Inc. a Texas corporation registered with the Commission as an interconnected VoIP provider. T3 has two subsidiaries: Nexogy and NextLevel Internet, Inc. Nexogy is a Florida corporation, registered with the Commission as an interconnected VoIP provider providing services in thirty-five states.[18] Next Level Internet, Inc. is a California corporation and registered with the Commission as an interconnected VoIP provider providing services in thirty-five states.[19]

SOF II also holds a 36% percent equity interest in CloudWyze, Inc., a North Carolina corporation registered with the Commission as an interconnected VoIP provider providing services

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[18] Alabama, Arizona, Arkansas, California, Colorado, Delaware, Florida, Georgia, Idaho, Illinois, Indiana, Iowa, Kentucky, Louisiana, Maryland, Massachusetts, Michigan, Mississippi, Missouri, Nebraska, Nevada, New Jersey, New Mexico, New York, North Carolina, Ohio, Oklahoma, Oregon, Pennsylvania, South Carolina, Tennessee, Texas, Utah, Virginia and Washington.

[19] Alabama, Arkansas, California, Colorado, Connecticut, Florida, Georgia, Hawaii, Idaho, Illinois, Indiana, Iowa, Kansas, Kentucky, Louisiana, Maryland, Massachusetts, Michigan, Minnesota, Mississippi, Missouri, Montana, Nebraska, Nevada, New Jersey, New York, North Carolina, Ohio, Oklahoma, Oregon, Pennsylvania, South Carolina, Tennessee, Texas, Utah, Virginia, Washington and Wisconsin.

in California, Georgia, North Carolina and South Carolina. And SOF II holds a 37% interest, via unconverted penny warrants, in Intermountain Infrastructure Group, LLC, a Delaware LLC operating as an interexchange carrier in California, Idaho, Illinois, Montana, Nevada, Oregon and Washington.

Finally, OPSEU Pension Plan Trust Fund holds an approximately 10.5% indirect interest in Dobson Fiber, an interstate telecommunications carrier offering services in Arkansas, Oklahoma and Texas. Dobson Fiber is the parent of these wholly-owned subsidiaries: Dobson Telephone Company, Inc., (DTC), Dobson Technologies – Transport and Telecom Solutions, LLC (DTTTS), Lavaca Telephone Company, Inc. (Lavaca), Pinnacle Telecom L.L.C. (Pinnacle), and Vantage Telecom, LLC (Vantage).[20]

To the best of Applicants' knowledge, none of the entities listed above provide local exchange or interexchange services in the same geographic market as the transferor, Hancock. No other disclosable interest holder holds a ten percent or greater interest in any other domestic telecommunications service providers.

VII. CONCLUSION

For the foregoing reasons, Applicants submit that the public interest, convenience and necessity would be furthered by grant of this Application permitting the Transaction and the associated change in ownership and control of Licenses.

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[20] DTC, an Oklahoma corporation, provides service as an incumbent LEC and Eligible Telecommunications Carrier (ETC) to approximately 5,200 access lines in western and eastern Oklahoma. DTTTS, an Oklahoma limited liability company, provides service as a competitive LEC in Oklahoma. Lavaca, an Arkansas corporation, provides service as an incumbent LEC and ETC to about 1,800 access lines in rural western Arkansas and rural eastern Oklahoma. Pinnacle, an Arkansas limited liability company, is authorized to provide competitive telecommunications services throughout Arkansas. Vantage, an Arkansas limited liability company, provides competitive LEC services in Arkansas and Oklahoma. *See* FCC Public Notice, DA 22-1092 (rel. Oct. 13, 2002).

Respectfully submitted,

By: Transferors and Licensees

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Dated: January 12, 2023

EXHIBIT A

Archtop Fiber LLC Management Biographies

Archtop was founded by telecom industry veterans with significant experience successfully developing broadband businesses. Archtop's leadership team includes Jeffrey S. DeMond as Chairman and CEO, Lenny Higgins as President and COO, Shawn Beqaj as EVP/Chief Development Officer and Diane Quennoz as EVP/Chief Customer Officer.

Jeffrey S. DeMond, Chairman and CEO. Mr. DeMond is a serial founder and seasoned C-level executive with nearly 40 years of experience in broadband telecommunications. As Chairman and CEO at Archtop, he oversees company operations and strategies, including the vision, mission and overall business growth. He is a proven leader in the telecommunications industry and has deep experience and expertise in building and growing successful tech-driven businesses. Prior to Archtop, Mr. DeMond founded and served as President and CEO of Vyve Broadband, a broadband telecommunications company providing high-speed Internet and data services, digital video and voice services to residential and commercial customers across eight states. Throughout the years, he has served on the boards of NCTA – The Internet & Television Association and C-SPAN, where he continues to serve as a Special Advisor. He currently serves on the board of The Cable Center (Executive Committee, Chair of Investment Committee and *Bresnan Ethics in Business Award* committee). In 2007, he was inducted into the Cable Television Pioneers.

Jeff is a certified public accountant and a business school honors graduate of the University of Alabama where he won various academic awards, as well as the Stan Kenton Outstanding Jazz Soloist award as a member of the University's all-star jazz ensemble.

Lenny Higgins, President and COO. Prior to assuming his position at Archtop, Mr. Higgins served as President and CEO of The Nexus Group, Inc., a technology company offering data center services, network connectivity, network security and voice solutions. He earlier ran Mario Gabelli's LICT Corp., a group of rural telephone companies. As a proven C-level executive in the cable television, technology and telecommunication industries, Mr. Higgins contributes to the company's success through the management of extensive due diligence and planning. This includes benchmarking, target market assessment, in-depth feasibility and operational and financial analysis.

Shawn Beqaj, EVP/Chief Development Officer. Mr. Beqaj was most recently a member of Armstrong's senior leadership team as Vice President, Regulatory & Interconnection. He is responsible for development of greenfield network expansion and identifying and integrating strategic acquisitions while overseeing public policy, regulatory and government funding programs.

Diane Quennoz, EVP/Chief Customer Officer. Prior to Archtop, Ms. Quennoz was Senior Vice President of Marketing and Customer Experience at Vyve Broadband. Self-described as "customer-obsessed," she oversees customer experience strategies in addition to branding, marketing and communications at Archtop.

Members of the Archtop team have worked together for decades in multiple companies including Bresnan Communications and, most recently, Vyve Broadband. In 2018, Vyve Broadband was named the Cable industry’s Independent Operator of the Year. Archtop prides itself on being a good partner to its strategic and financial partners as well as to its companies, its employees and its communities. Members of the Archtop team helped establish the *Bresnan Ethics in Business Award*, one of the highest honors granted in the industry at the annual Cable Hall of Fame awards ceremony. Named for their former colleague and mentor, Bill Bresnan, the award recognizes people in the broadband industry who exhibit the highest ethical behavior in their business and daily lives.

EXHIBIT B

Pre-Closing Ownership Chart

Exhibit B
Pre-Closing Ownership Chart

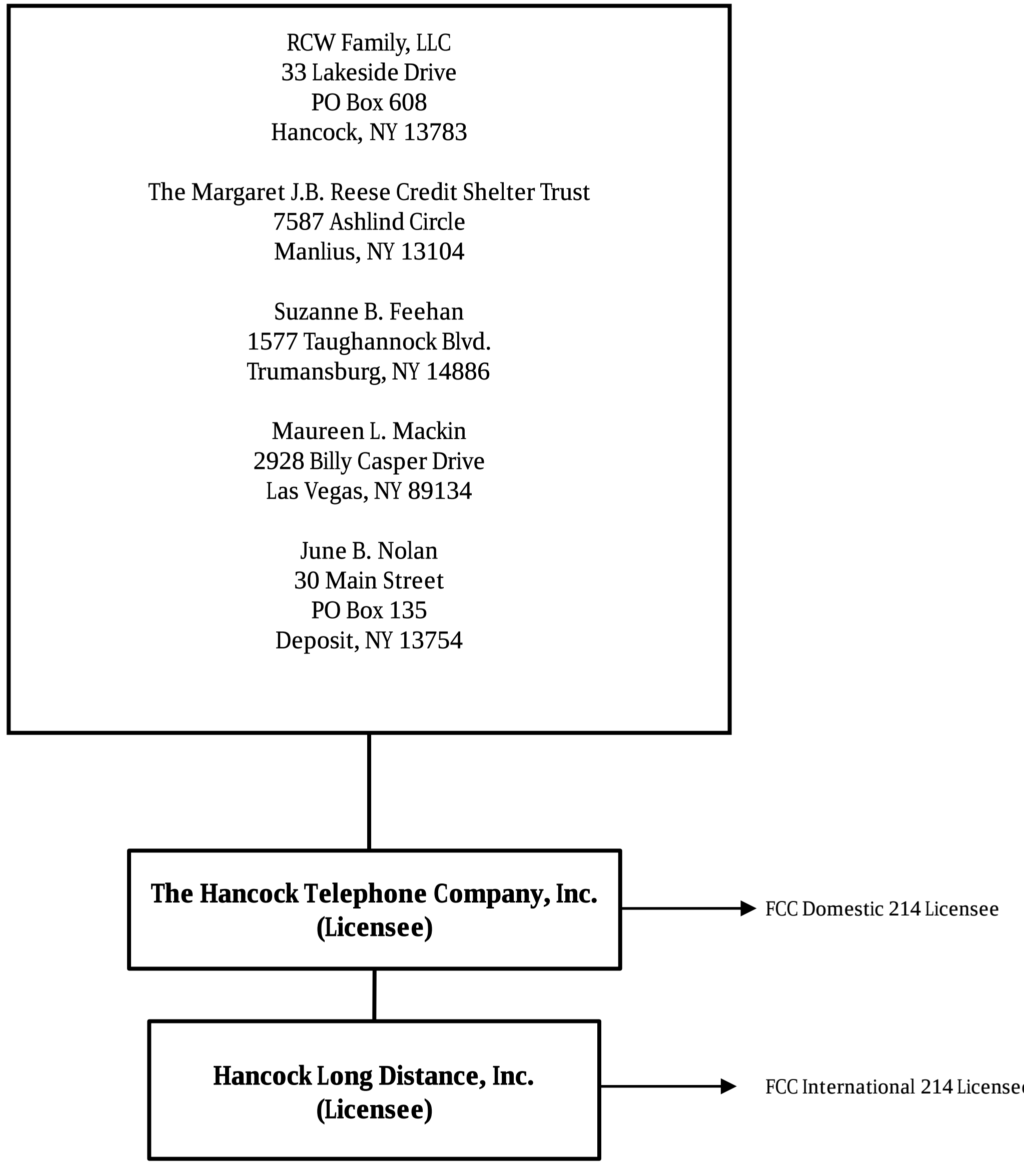

EXHIBIT C

Post-Closing Ownership Chart

Exhibit C
Post-Closing Ownership Chart
Page 1 of 3

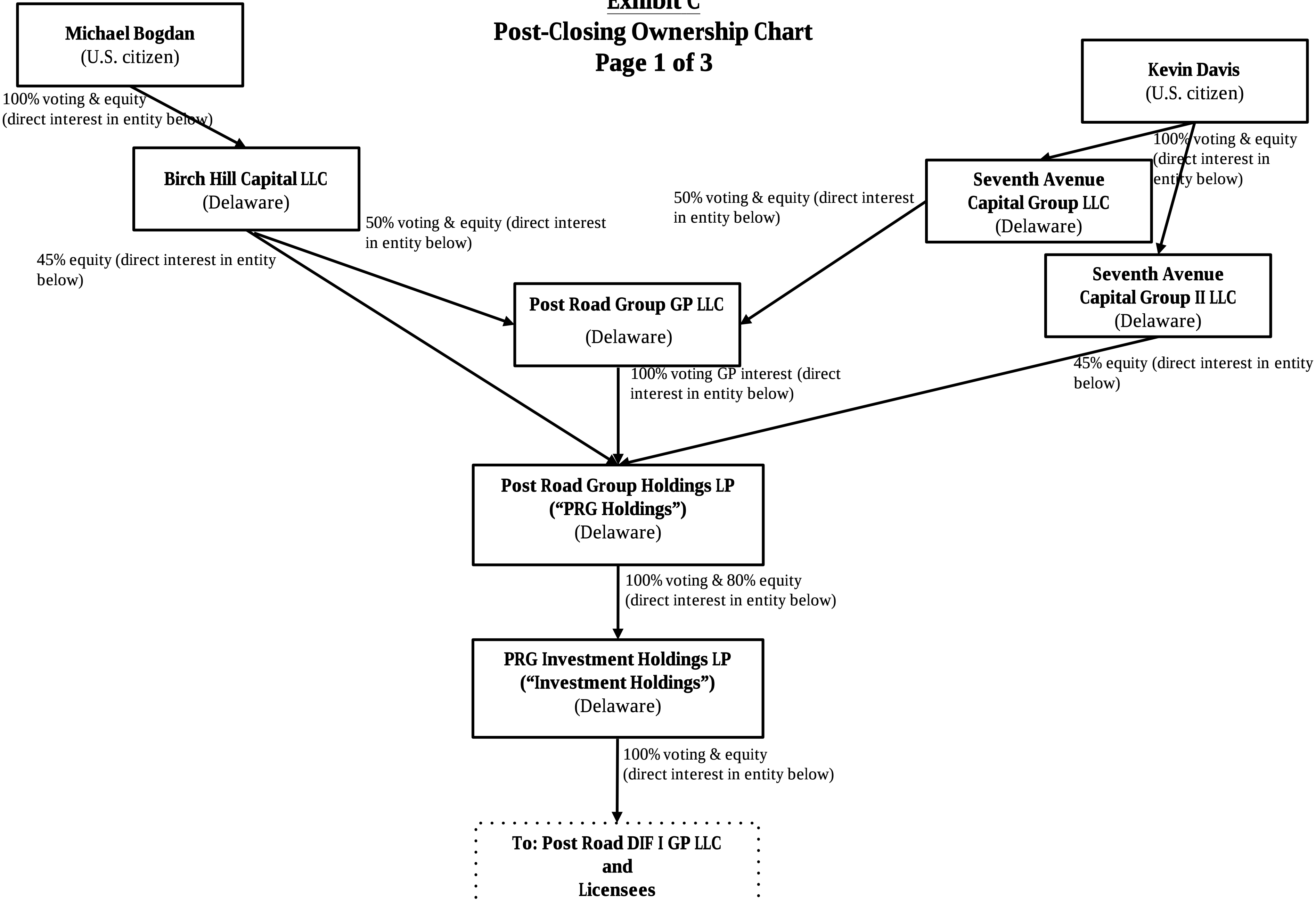

Exhibit C
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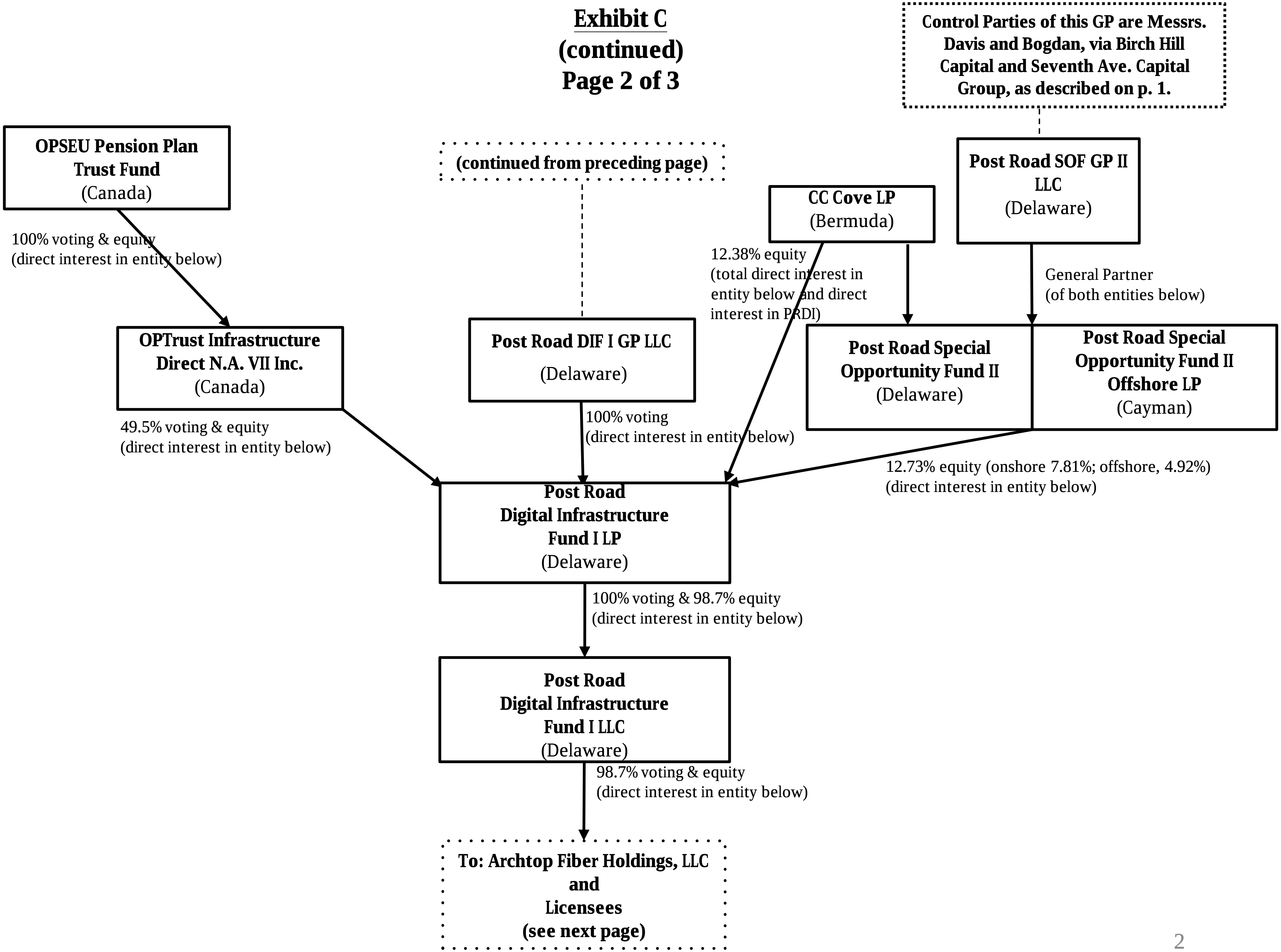
Page 2 of 3



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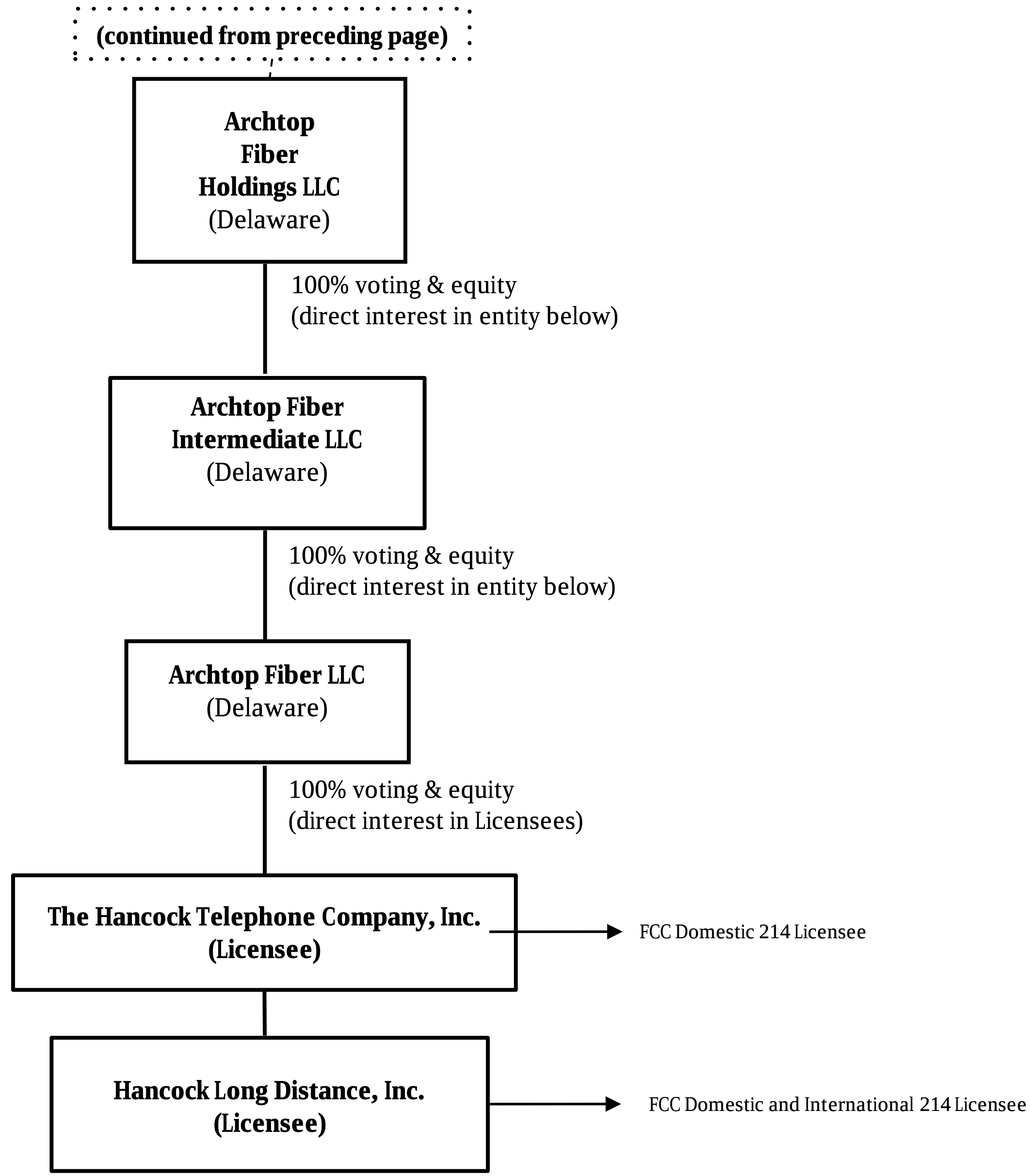
Page 3 of 3



CERTIFICATION ON BEHALF OF
HANCOCK TELEPHONE COMPANY AND
HANCOCK LONG DISTANCE, INC.

On behalf of Hancock Telephone Company and Hancock Long Distance, Inc. (collectively, "Licensees"), I, Robert Wrighter Jr., hereby certify upon penalty of perjury that I am the President of each of the Licensees and that I am authorized to make this Verification on behalf of Licensees, and that the statements in the foregoing Application related to Licensees are true, complete, and correct to the best of my knowledge, and that such statements are being made in good faith.

Robert Wrighter Jr

Robert Wrighter Jr.
President

Dated: January 12, 2023

CERTIFICATION ON BEHALF OF ARCHTOP FIBER LLC

On behalf of Archtop Fiber LLC ("Archtop"), I, Jeffrey S. DeMond, hereby certify upon penalty of perjury that I am the Chief Executive Officer of Archtop, that I am authorized to make this Verification on behalf of Archtop, and that the statements in the foregoing Application related to Archtop and its affiliates are true, complete, and correct to the best of my knowledge, and that such statements are being made in good faith.

J DeMond

Jeffrey S. DeMond
Chief Executive Officer
Archtop Fiber LLC

Dated: January 12, 2023