



PUBLIC NOTICE

Federal Communications Commission
445 12th Street, S.W.
Washington, D.C. 20554

News Media Information 202 / 418-0500
Fax-On-Demand 202 / 418-2830
TTY 202 / 418-2555
Internet: <http://www.fcc.gov>
<ftp.fcc.gov>

DA 05-1046
Released: April 8, 2005

**DOMESTIC SECTION 214 APPLICATION FILED FOR TRANSFER OF CONTROL
PYMATUNING INDEPENDENT TELEPHONE COMPANY TO PYMATUNING
HOLDING COMPANY, INC.**

STREAMLINED PLEADING CYCLE ESTABLISHED

WC Docket No. 05-160

Comments Due: April 22, 2005

Reply Comments Due: April 29, 2005

On March 23, 2005, Pymatuning Holding Company, Inc., PITC Acquisition Sub Inc. (together “Pymatuning Holdings” or “Transferee”) and The Pymatuning Independent Telephone Company (“Pymatuning Telco” or “Transferor”)(collectively the “Applicants”), pursuant to sections 63.03 and 63.04 of the Commission’s rules,¹ filed an application requesting authority to transfer control of Pymatuning Telco to Pymatuning Holdings.

Applicants assert that this transaction is entitled to presumptive streamlined treatment pursuant to section 63.03(b)(2)(ii) of the Commission’s rules because immediately following the transactions: (1) Applicants and their affiliates (as defined in Section 3(1) of the Communications Act – “Affiliates”) combined will hold less than a ten percent (10%) share of the interstate, interexchange market; (2) Applicants and their Affiliates will provide local exchange service only in areas served by dominant local exchange carriers (none of which is a party to the proposed transactions) and; (3) Applicants are a dominant carrier and a non-dominant carrier that provides services exclusively outside the geographic area where the dominant carrier is dominant.²

Transferor, Pymatuning Telco, is an independent, incumbent local exchange carrier providing local exchange and exchange access service to subscribers in and around Pennsylvania.

¹ 47 C.F.R. §§ 63.03, 63.04; *see* 47 U.S.C. § 214.

² 47 C.F.R. § 63.03(b)(2)(ii).

The ten percent or greater owners of Pymatuning Telco include the following entities, all of U.S. citizenship: Estate of Hazel L. Parker, 69% and Rodney L. Benton and/or Eva Lou Benton, 13%.

PITC Acquisition Sub, Inc. is a Pennsylvania corporation which is wholly-owned by Pymatuning Holding Company, Inc. Pymatuning Holdings is a corporation organized under Delaware law. The ten percent or greater owners of Pymatuning Holdings include the following entities, all of U.S. citizenship: American Broadband Communications, LLC (“ABB LLC”), 49%; and Signal Equity Partners II, LP, 51%. The ten percent or greater owners of ABB LLC include the following entities of U.S. citizenship: William Tucker, 50%; and Patrick Eudy, 47.5%. Patrick Eudy owns 60% of Dialog Telecommunications, a Competitive Local Exchange Carrier operating in Kentucky, Mississippi and North Carolina.

The General Partner of Signal Equity Partners II, LP is Signal Equity Advisors II, LLC (holding an ownership interest of 2.94%). The ten percent or greater owners of Signal Equity Advisors II, LLC include the following entities, all of U.S. citizenship: Timothy P. Bradley, 23.3%; Alfred J. Puchala, Jr., 22.3%; Christian Nolen, 19.6%; Malcolm C. Nolen, 19.6%; and Charles T. Lake II, 11.2%. The ten percent or greater owners and Limited Partners of Signal Equity Advisors II, LLC include the following entities: Garden House, LLC, 58.9%; Eurazeo, 23.5%; and Burden Direct Investment Fund III, 11.76%. Eliot Nolen, a U.S. citizen, owns 95% of Garden House, LLC. Eurazeo, a French investment company, indirectly owns 15.2% of Eutelsat that it holds through a 66% interest in Bluebirds, a French organization, which has a 23% interest in Eutelsat. Eurazeo also owns an 11% interest in Distacom which owns companies providing mobile telephone services in Hong Kong and India. Burden Direct Investment Fund III is a U.S. citizen.

American Broadband Communications, Inc. is a sister company to ABB LLC and has a 40% interest in American Georgetown, Inc. which owns 100% of Georgetown Telephone Company, an Incumbent Local Exchange Carrier in Mississippi. Signal Equity Partners II, LP owns the remaining 60% of American Georgetown. American Broadband Communications, Inc. also has a 49% interest in Northwest Missouri Holdings, Inc. which owns 100% of Oregon Farmers Mutual Telephone Company, and Incumbent Local Exchange Carrier in Missouri. Signal Equity Partners II, LP owns the remaining 51% of Northwest Holdings, Inc. The ten percent or greater owners of American Broadband Communications, Inc. include the following entities, all of U.S. citizenship: William Tucker, 57%; and Patrick Eudy, 35%.

The applicants have entered into an Agreement and Plan of Merger under which Pymatuning Holdings will acquire all of the issued and outstanding capital stock of Pymatuning Telco by virtue of the merger of PITC Acquisition Sub into Pymatuning Telco, pursuant to Pennsylvania law. Upon closing of the transaction, Pymatuning Telco will continue to provide local and long distance telephone service to Pymatuning Telco’s current subscribers.

The Applicants assert that the proposed transfer of control is in the public interest because it will ensure the continuation of high quality, uninterrupted service to all customers currently served by Pymatuning Telco. The Applicants state that the proposed transfer of

control will also create a heightened level of operating efficiency which generally will serve to enhance the overall capacity of Pymatuning Holdings to compete in the marketplace and to provide telecommunications services for a greater number of consumers at competitive rates.

GENERAL INFORMATION

The transfer of control identified herein has been found, upon initial review, to be acceptable for filing as a streamlined application. The Commission reserves the right to return any transfer of control application if, upon further examination, it is determined to be defective and not in conformance with the Commission's rules and policies. Interested parties may file **comments on or before April 22, 2005** and **reply comments on or before April 29, 2005**.³ Unless otherwise notified by the Commission, Applicants are permitted to transfer the stock and related control on the 31st day after the date of this notice.⁴ Comments may be filed using the Commission's Electronic Comment Filing System (ECFS) or by filing paper copies. *See Electronic Filing of Documents in Rulemaking Proceedings*, 63 Fed. Reg. 24121 (1998).

Comments filed through the ECFS can be sent as an electronic file via the Internet to <<http://www.fcc.gov/e-file/ecfs.html>>. Generally, only one copy of an electronic submission must be filed. If multiple docket or rulemaking numbers appear in the caption of this proceeding, however, commenters must transmit one electronic copy of the comments to each docket or rulemaking number referenced in the caption. In completing the transmittal screen, commenters should include their full name, U.S. Postal Service mailing address, and the applicable docket or rulemaking number. Parties may also submit an electronic comment by Internet e-mail. To get filing instructions for e-mail comments, commenters should send e-mail to ecfs@fcc.gov, and should include the following words in the subject line "get form <your e-mail address>." A sample form and directions will be sent in reply.

Parties who choose to file by paper must file an original and four copies of each filing. If more than one docket or rulemaking number appears in the caption of this proceeding, commenters must submit two additional copies for each additional docket or rulemaking number. Filings can be sent by hand or messenger delivery, by commercial overnight courier, or by first-class or overnight U.S. Postal Service mail (although we continue to experience delays in receiving U.S. Postal Service mail). The Commission's contractor, Natek, Inc., will receive hand-delivered or messenger-delivered paper filings for the Commission's Secretary at 236 Massachusetts Avenue, N.E., Suite 110, Washington, D.C. 20002. The filing hours at this location are 8:00 a.m. to 7:00 p.m. All hand deliveries must be held together with rubber bands or fasteners. Any envelopes must be disposed of before entering the building. Commercial overnight mail (other than U.S. Postal Service Express Mail and Priority Mail) must be sent to 9300 East Hampton Drive, Capitol Heights, MD 20743. U.S. Postal Service first-class mail, Express Mail, and Priority Mail should be addressed to 445 12th Street, SW, Washington, D.C.

³ See 47 C.F.R. § 63.03(a).

⁴ Such authorization is conditioned upon receipt of any other necessary approvals from the Commission in connection with the proposed transaction.

20554. All filings must be addressed to the Commission's Secretary, Office of the Secretary, Federal Communications Commission.

In addition, one copy of each pleading must be sent to each of the following:

- (1) The Commission's duplicating contractor, Best Copy and Printing, Inc., 445 12th Street, SW, Room CY-B402, Washington, DC 20554, www.bcpiweb.com; phone: (202) 488-5300 fax: (202) 488-5563;
- (2) Tracey Wilson-Parker Competition Policy Division, Wireline Competition Bureau, 445 12th Street, S.W., Room 5-C212, Washington, D.C. 20554; e-mail: tracey.wilson-parker@fcc.gov;
- (3) Kimberly Jackson, Competition Policy Division, Wireline Competition Bureau, 445 12th Street, S.W., Room 5-C142, Washington, D.C. 20554; e-mail: kimberly.jackson@fcc.gov
- (4) Terri B. Natoli, Competition Policy Division, Wireline Competition Bureau, 445 12th Street, S.W., Room 5-C234, Washington, D.C. 20554; e-mail: terri.natoli@fcc.gov;
- (5) James Bird, Office of General Counsel, 445 12th Street, S.W., Room 8-C824, Washington, D.C. 20554; e-mail: james.bird@fcc.gov.

Filings and comments are also available for public inspection and copying during regular business hours at the FCC Reference Information Center, Portals II, 445 12th Street, SW, Room CY-A257, Washington, DC, 20554. They may also be purchased from the Commission's duplicating contractor, Best Copy and Printing, Inc., Portals II, 445 12th Street, SW, Room CY-B402, Washington, DC 20554, telephone: (202) 488-5300, fax: (202) 488-5563, or via e-mail www.bcpiweb.com.

For further information, please contact Tracey Wilson-Parker, at (202) 418-1394, or Erin Boone at (202) 418-0064.

- FCC -