PUBLIC NOTICE

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

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DA 05-2218
Released: July 29, 2005

DOMESTIC SECTION 214 APPLICATION FILED FOR TRANSFER OF CONTROL OF THE UNIT HOLDERS OF WAVERLY HALL TELEPHONE, LLC TO WAVERLY HALL HOLDINGS, INC.

STREAMLINED PLEADING CYCLE ESTABLISHED

WC Docket No. 05-225

Comments Due: Aug. 13, 2005
Reply Comments Due: Aug. 20, 2005

On June 30, 2005, Waverly Hall Telephone, LLC ("Waverly Hall") and Waverly Hall Holdings, Inc. ("WHH") (collectively, "Applicants") filed an application pursuant to sections 63.03 and 63.04 of the Commission's rules[1] requesting authority to transfer control of Waverly Hall to WHH.

Applicants assert that this transaction is entitled to presumptive streamlined treatment pursuant to sections 63.03(b)(2)(iii) of the Commission's rules for the following reasons: (1) the proposed transaction would result in the Transferee and its affiliates having less than a 10 percent share of the interstate, interexchange market; (2) the Transferee provides competitive telephone exchange services exclusively in geographic areas served by dominant local exchange carriers which are not parties to this transaction, and; (3) the applicants' are incumbent, independent local exchange carriers that have, in combination, fewer than two (2) percent of the nation's subscriber lines installed in the aggregate nationwide and no overlapping or adjacent service areas.[2]

Waverly Hall, a Delaware corporation, is a rural telephone company operating one exchange in rural portions of Harris and Talbott Counties, Georgia. Mary Eunice Jones Family

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

2 47 C.F.R. § 63.03(b)(2)(iii). Applicants have certified that those of their affiliates who engage in the provision of telephone exchange service are either incumbent local exchange carriers or competitive local exchange carriers. *See* Letter from Sylvia Lesse, Counsel, Waverly Hall Holdings, Inc., to Marlene H. Dortch, Federal Communications Commission, WC Docket No. 05-225 (filed July 25, 2005).

Partnership, LP owns 97% of Waverly Hall. The following entities own ten percent or more of Mary Eunice Jones Family Partnership, LP: Mary E. Jones-Bowden, a U.S. citizen, 59%; and Bobby Jones, a U.S. citizen, 40%.

WHH is a Delaware corporation that is wholly-owned by American Broadband Acquisition Corp., a U.S. corporation. American Broadband Acquisition Corp. is wholly-owned by ABB Holdco, Inc., a U.S. corporation. The following entities own ten percent or more of ABB Holdco, Inc.: American Broadband Communications, LLC,[3] a U.S. corporation, 49%; and Signal Equity Partners II, LP,[4] a U.S. corporation, 27%. The following entities own ten percent or more of American Broadband Communications, LLC: William H. Tucker, a U.S. citizen, 50%; and Patrick L. Eudy, a U.S. citizen, 47.5%.[5] The following entities have an ownership interest in Signal Equity Partners II, LP: Signal Equity Advisors II, LLC, a U.S. Limited Liability Company, 2.94% GP; Garden House, LLC, a U.S. Limited Liability Company, 58.9% LP; Eurazeo, a French corporation, 23.5% LP; and Burden Direct Investment Fund III, a U.S. corporation, 11.76% LP. The following entities own ten percent or more of Signal Equity Advisors II, LLC: Timothy P. Bradley, a U.S. citizen, 23.3%; Alfred J. Puchala, Jr., a U.S. citizen, 22.3%; Christian Nolen, a U.S. citizen, 19.6%; Malcolm C. Nolen, a U.S. citizen, 19.6%; and Charles T. Lake, II, a U.S. citizen, 11.2%. WHH affiliates provide local exchange service in rural areas in the states of Mississippi, Missouri, Pennsylvania and Kansas. In addition, WHH affiliates provide interstate and international interexchange services to approximately 430 customers.

The proposed transaction entails the purchase of 100% of the issued and outstanding ownership units of Waverly Hall by WHH. WHH contemplates that the proposed change in ownership will be transparent to Waverly Hall subscribers because service will continue to be provided by Waverly Hall, and WHH intends to maintain local management and existing employees.

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[3] American Broadband Communications, Inc., ("ABCI"), a sister corporation to American Broadband Communications LLC ("ABCL"), holds a 40% of American Georgetown, Inc., which, in turn, owns 100% of Georgetown Telephone Company, an independent LEC in Mississippi. Signal Equity Partners II, LP ("Signal"), owns the remaining 60% of American Georgetown, Inc. ABCL also holds 49% of Northwest Missouri Holdings, Inc., which, in turn, holds 100% of Oregon Farmers Mutual Telephone Company, an ILEC in Missouri. Signal owns the remaining 51% of Northwest Missouri Holdings, Inc. ABCL, owns 49% of Eastern Kansas Holdings, Inc., which, in turn, owns 100% of S & A Telephone Company, Inc., a Kansas ILEC. Signal owns the remaining 51% of Eastern Kansas Holdings, Inc. ABCL owns 49% and Signal owns 51% of Pymatuning Holding Company, which owns 100% of the Pymatuning Independent Telephone Company, a Pennsylvania rural ILEC. ABCL will, pursuant to contract, provide management services to Waverly Hall and Waverly Hall Holdings, Inc.,

[4] Eliot Nolen, a US citizen, owns approximately 95% of Garden House, LLC and does not own or control other communications businesses. Eurazeo indirectly owns approximately 15.2% of Eutelsat, which it holds through a 66% interest in BlueBirds (which holds a 23% interest in Eutelsat). Eutelsat provides communications services in Europe and the Indian Ocean Region. Eurazeo also owns a 11% interest in Distacom, which owns companies providing telephone service in Hong Kong and India.

[5] Mr. Eudy owns 60% of Dialog Telecommunications, a competitive local exchange carrier operating in Kentucky, Mississippi and North Carolina.

The Applicants state that the proposed transaction will serve the public interest because WHH affiliates have a track record of providing quality basic and advanced telecommunications services to its subscribers. The Applicants submit that Waverly Hall subscribers will enjoy the benefits of expanded communications and information service capabilities while continuing to enjoy dependable and affordable basic telephone services. In addition, the Applicants state that their subscribers will benefit from increased efficiencies as a result of joint administration.

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 Aug. 13, 2005** and **reply comments on or before Aug. 20, 2005**.[6] 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.[7] 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).

- Electronic Filers: Comments may be filed electronically using the Internet by accessing the ECFS: http://www.fcc.gov/cgb/ecfs/ or the Federal eRulemaking Portal: http://www.regulations.gov. Filers should follow the instructions provided on the website for submitting comments.

- For ECFS filers, if multiple docket or rulemaking numbers appear in the caption of this proceeding, filers must transmit one electronic copy of the comments for each docket or rulemaking number referenced in the caption. In completing the transmittal screen, filers 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, filers should send an e-mail to ecfs@fcc.gov, and include the following words in the body of the message, "get form." A sample form and directions will be sent in response.

- Paper Filers: 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, filers 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). All filings must be addressed to the Commission's Secretary, Office of the Secretary, Federal Communications Commission.

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6 *See* 47 C.F.R. § 63.03(a).

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

The Commission's contractor 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, Express, and Priority mail should be addressed to 445 12th Street, S.W., Washington D.C. 20554.

People with Disabilities: To request materials in accessible formats for people with disabilities (braille, large print, electronic files, audio format), send an e-mail to fcc504@fcc.gov or call the Consumer & Governmental Affairs Bureau at 202-418-0530 (voice), 202-418-0432 (tty).

You may submit comments, identified by [WC Docket 05-225], by any of the following methods:

- Federal eRulemaking Portal: http://www.regulations.gov. Follow the instructions for submitting comments.
- Federal Communications Commission's Web Site: http://www.fcc.gov/cgb/ecfs/. Follow the instructions for submitting comments.
- People with Disabilities: Contact the FCC to request reasonable accommodations (accessible format documents, sign language interpreters, CART, etc.) by e-mail: FCC504@fcc.gov or phone: 202-418-0530 or TTY: 202-418-0432.

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) Renee R. Crittendon, Competition Policy Division, Wireline Competition Bureau, 445 12th Street, S.W., Room 5-C311, Washington, D.C. 20554; e-mail: renee.crittendon@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 Kimberly Jackson at (202) 418-7393.

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