



PUBLIC NOTICE

Federal Communications Commission
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DA 06-1014
Released: May 11, 2006

DOMESTIC SECTION 214 APPLICATION FILED FOR THE TRANSFER OF CONTROL OF MID-MAINE COMMUNICATIONS, INC., MID-MAINE TELECOM, INC., AND MID-MAINE TELPLUS D/B/A MID-MAINE LONG DISTANCE TO OTELCO INC.

STREAMLINED PLEADING CYCLE ESTABLISHED

WC Docket No. 06-93

Comments Due: May 25, 2006

Reply Comments Due: June 1, 2006

On April 20, 2006, Mid-Maine Communications, Inc. (“Communications”), Mid-Maine Telecom, Inc. (“Telecom”) and Mid-Maine Telplus d/b/a Mid-Maine Long Distance (“Telplus”) (collectively the “Mid-Maine Companies” or “Transferors”) and Otelco Inc. (“Otelco” or “Transferee,” Transferors and Transferee will be referred to as “Applicants”), filed an application, pursuant to section 63.04 of the Commission’s rules,¹ requesting authority to transfer control of Communications, the parent company of Telecom and Telplus, to Otelco.²

Applicants submit that this transaction is entitled to presumptive streamlined treatment under 63.03(b)(2)(iii) of the Commission’s rules because (i) the proposed transaction would result in Otelco and its subsidiaries having a market share in the interstate, interexchange market of less than 10 %; (ii) to the extent competitive local exchange service is offered, it is offered exclusively by a dominant local exchange carrier that is not a party to the proposed transaction, and (iii) the Otelco local exchange carriers have, in combination, fewer than 2% of the nation’s subscriber lines installed and there are no overlapping or adjacent service areas among Applicants.³

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

² Applicants are also filing applications for transfer of control associated with authorization for international services. Any action on this domestic 214 application is without prejudice to Commission action on other related, pending applications.

³ 47 C.F.R. § 63.03(b)(2)(iii). Telecom’s incumbent local exchange territories in West Enfield, Lavant and Alton abut the corporate limits of Bangor, Maine, where Telplus offers CLEC services.

Otelco, a Delaware corporation, is the ultimate parent of five independent LECs serving rural areas of Alabama and Missouri: (1) Otelco Telephone LLC, operating approximately 8,177 lines in one exchange in Blount County, Alabama; (2) through its ownership of Brindlee Holdings LLC, Brindlee Mountain Telephone Company operating approximately 12,312 lines in three exchanges in Blount, Marshall, Morgan, and Cullman counties, Alabama; (3) through its ownership of Hopper Holding Company, Inc., Hopper Telecommunications Company, Inc., operating approximately 3,795 lines in two exchanges in Blount and Etowah counties, Alabama; (4) through its ownership of Page & Kiser Communications, Inc., Blountsville Telephone Company, Inc., operating approximately 3,927 lines in two exchanges in Blount County, Alabama; and (5) through its ownership of Mid-Missouri Holding Corp., Mid-Missouri Telephone Company, operating approximately 4,366 lines in twelve exchanges in Cooper, Moniteau, Morgan, Pettis, and Saline counties, Missouri. Each of these operating companies offers basic local exchange, exchange access, vertical services, and Internet access services, including DSL. Mid Missouri Telephone Company also provides cable television services in the towns of Bruceton and Pilot Grove in Missouri. Otelco does not currently offer competitive telephone exchange service or competitive exchange access service.

Otelco also wholly owns Otelco Telecommunications LLC, which resells interstate and international toll service to the customers of the four Alabama rural LECs identified above and provides cable television services in portions of Blount and Etowah counties in Alabama.

Otelco is a publicly-held corporation trading on the American Stock Exchange under the symbol "OTT" and on the Toronto Stock Exchange under the symbol "OTT.un." No stockholder holds a 5% or greater interest in Otelco.

The Applicants propose to transfer control of the domestic Section 214 authorizations of Telecom and Telplus to Otelco through a reverse triangular merger, wherein a single-purpose acquisition subsidiary is formed by Otelco for the purpose of merging with Communications, which will be the surviving entity. Specifically, Otelco has formed a subsidiary, MM Merger Corp., a Delaware corporation, which will merge with Communications. Communications will be the surviving corporation, and the existence of MM Merger Corp. will, upon consummation and effectiveness of the proposed transaction, terminate, leaving Communications a wholly-owned subsidiary of Otelco.

After the proposed transaction, Telecom and Telplus will continue to operate in the same service territory, under the same trade name. The companies will continue to offer services pursuant to their current rates, terms and conditions. No carrier change charges are associated with the proposed transaction, and no customer service or billing contact information will change as a result of the transfer. The transaction will not affect customers' preferred carrier freezes.

Applicants submit that the proposed transaction will serve the public interest because (i) the ownership structure and investment participation will enable the continued provision of high-quality communications services to Mid-Maine subscribers; (ii) the economic and strategic efficiencies that will result from the proposed transaction, benefiting the current subscribers of

both Mid-Maine and Otelco companies; and (iii) the proposed transaction will be transparent to consumers.

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. Pursuant to sections 1.415 and 1.419 of the Commission's rules, 47 CFR §§ 1.415, 1.419, interested parties may file **comments on or before May 25, 2006 and reply comments on or before June 1, 2006.**⁴ Unless otherwise notified by the Commission, Applicants are permitted to transfer the assets and related control on the 31st day after the date of this notice.⁵ Comments may be filed using: (1) the Commission's Electronic Comment Filing System (ECFS), (2) the Federal Government's eRulemaking Portal, or (3) by filing paper copies. *See Electronic Filing of Documents in Rulemaking Proceedings*, 63 FR 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

⁴ See 47 C.F.R. § 63.03(a).

⁵ Such authorization is conditioned upon receipt of any other necessary approvals from the Commission in connection with the proposed transaction.

receiving U.S. Postal Service mail). All filings must be addressed to the Commission's Secretary, Office of the Secretary, Federal Communications Commission.

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 the above noted docket number, 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, S.W., Room CY-B402, Washington, D.C. 20554, www.bcpweb.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-A103, Washington, D.C. 20554; email: tracey.wilson-parker@fcc.gov;
- (3) Heather Hendrickson, Competition Policy Division, Wireline Competition Bureau, 445 12th Street, S.W., Room 5-C225, Washington, D.C. 20554; e-mail: heather.hendrickson@fcc.gov;
- (4) Susan O'Connell, Policy Division, International Bureau, 445 12th Street, S.W., Room 7-B544, Washington, D.C. 20554; email: susan.o'connell@fcc.gov; and

(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, S.W., Room CY-A257, Washington, D.C. 20554. They may also be purchased from the Commission's duplicating contractor, Best Copy and Printing, Inc., Portals II, 445 12th Street, S.W., Room CYB402, Washington, D.C. 20554, telephone: (202) 488-5300, fax: (202) 488-5563, or via e-mail www.bcpweb.com.

For further information, please contact Tracey Wilson-Parker at (202) 418-1394, or Heather Hendrickson at (202) 418-7295.

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