



PUBLIC NOTICE

Federal Communications Commission
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DA 13-2164
Released: November 12, 2013

**DOMESTIC SECTION 214 APPLICATION FILED FOR THE TRANSFER OF CONTROL OF
ELSIE COMMUNICATIONS, INC. AND DALTON TELEPHONE COMPANY, INC.
TO NEWCASTLE HOLDINGS, INC.**

STREAMLINED PLEADING CYCLE ESTABLISHED

WC Docket No. 13-265

Comment Date: November 26, 2013
Reply Comment Date: December 3, 2013

On November 7, 2013, Elsie Communications, Inc. (Elsie), SKT Ventures, Inc. (SKT), Dalton Telephone Company, Inc. (Dalton), Dalton Holdings, Inc. (Dalton Holdings), and Newcastle Holdings, Inc. (Newcastle) (collectively Applicants) filed an application pursuant to section 63.03 of the Commission's rules¹ to transfer control of Elsie and Dalton to Newcastle. Applicants closed this transaction without prior authorization from the Commission in June 2006.

Elsie is an incumbent local exchange carrier (LEC) serving an exchange in Elsie, Nebraska. Dalton is an incumbent LEC serving exchanges in Bushnell, Dalton, Dix, Gurley, and Lodgepole, Nebraska. Both are Nebraska corporations. In June 2006, Applicants state that Newcastle, a North Carolina holding company that does not itself provide telecommunications services, acquired all of the issued and outstanding shares of Elsie from SKT as well as all of the issued and outstanding shares of Dalton from Dalton Holdings. Applicants state that this application seeks to correct errors in Newcastle's ownership information as originally reported to and approved by the Commission for the 2006 transaction.² Applicants state that the following reflects the correct post-consummation ownership of Newcastle: American Broadband Acquisition Corp. IV (ABAC IV) owns 100 percent of Newcastle. The following entities own ABAC IV: American Broadband Communications, LLC (ABB) (40 percent) and Signal Secondary Fund LP (SSF) (38.2 percent plus the right to appoint three of five members of ABAC

¹ 47 C.F.R. § 63.03; *see* 47 U.S.C. § 214. Applicants are also filing an application for transfer of control associated with authorizations for international services. Any action on this domestic section 214 application is without prejudice to Commission action on other related, pending applications.

² On November 12, 2013, the Wireline Competition Bureau granted for a period of 60 days Applicants' request for special temporary authority for authorization to continue to provide service pending approval of this application. A grant of the application will be without prejudice to any enforcement action by the Commission for non-compliance with the Communications Act of 1934, as amended, or the Commission's rules. Letter from Thomas J. Moorman to Marlene H. Dortch, Secretary, FCC, WC Docket No. 13-265 (filed Nov. 6, 2013).

IV's Board of Directors).³ Patrick L. Eudy and William H. Tucker, both U.S. citizens, each owned 48.75 percent of ABB.⁴ The 10 percent or greater shareholders and controlling equity of SSF that have a 10 percent or greater ownership in Newcastle are Ostin Revocable Trust (33 percent) and Louisa Stud Sarofim Revocable Trust (33 percent). SSF is controlled by its general partner, Signal Secondary Advisors, LLC (SSA). SSA has a one percent general partnership interest in SSF. SSA is wholly owned by SSF Advisors, LLC (SSF Advisors). SSF Advisors therefore controls SSF by virtue of SSF Advisors owning 100 percent of SSA. All entities are U.S. based. The following U.S. citizens are 10 percent or greater owners of SSF Advisors: Timothy P. Bradley (36.8 percent), Alfred J. Puchala (36.8 percent), and Charles T. Lake II (18.4 percent). Applicants state that, in addition to Elsie and Dalton, SSF and its affiliates indirectly own interests of 10 percent or more in 17 other telecommunications carriers. Applicants state that consummation of the 2006 transaction does not result in any new overlapping or adjacent service areas for Applicants or their affiliates.

Applicants further state that Elsie and Dalton have continued to provide service to their customers as wholly owned subsidiaries of Newcastle since 2006. Applicants assert that the proposed transaction is entitled to presumptive streamlined treatment under section 63.03(b)(2)(iii) of the Commission's rules and that a grant of the application will serve the public interest, convenience, and necessity.⁵

Domestic Section 214 Application Filed for the Transfer of Control of
Elsie Communications, Inc. and Dalton Telephone Company, Inc. to Newcastle Holdings, Inc.,
WC Docket No. 13-265 (filed Nov. 7, 2013).

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 application if, upon further examination, it is determined to be defective and not in conformance with the Commission's rules and policies. Pursuant to section 63.03(a) of the Commission's rules, 47 CFR § 63.03(a), interested parties may file comments **on or before November 26, 2013**, and reply comments **on or before December 3, 2013**. Pursuant to section 63.52 of the Commission's rules, 47 C.F.R. § 63.52, commenters must serve a copy of comments on the Applicants no later than the above comment filing date. Unless otherwise notified by the Commission, the Applicants may transfer control on the 31st day after the date of this notice.

Pursuant to section 63.03 of the Commission's rules, 47 CFR § 63.03, parties to this proceeding should file any documents in this proceeding using the Commission's Electronic Comment Filing System (ECFS): <http://fjallfoss.fcc.gov/ecfs2/>.

In addition, e-mail one copy of each pleading to each of the following:

- 1) Tracey Wilson, Competition Policy Division, Wireline Competition Bureau,
tracey.wilson@fcc.gov;

³ Applicants state that, in 2012, SSF acquired an additional 4.7 percent minority interest in Newcastle resulting in SSF's current ownership percentage in Newcastle of 42.9 percent. They state that this is the only ownership change in SSF's ownership interest in Newcastle since 2006.

⁴ Applicants state that Mr. Eudy passed away in June 2013 and that at sometime after the consummation of the transaction in June 2006, Mr. Eudy became the sole owner of ABB, and, subsequently, that ownership interest has become the property of his estate.

⁵ 47 C.F.R. § 63.03(b)(2)(iii).

- 2) Jodie May, Competition Policy Division, Wireline Competition Bureau, jodie.may@fcc.gov;
- 3) David Krech, Policy Division, International Bureau, david.krech@fcc.gov; and
- 4) Jim Bird, Office of General Counsel, jim.bird@fcc.gov.

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).

The proceeding in this Notice shall be treated as a “permit-but-disclose” proceeding in accordance with the Commission’s ex parte rules. Persons making ex parte presentations must file a copy of any written presentation or a memorandum summarizing any oral presentation within two business days after the presentation (unless a different deadline applicable to the Sunshine period applies). Persons making oral ex parte presentations are reminded that memoranda summarizing the presentation must (1) list all persons attending or otherwise participating in the meeting at which the ex parte presentation was made, and (2) summarize all data presented and arguments made during the presentation. If the presentation consisted in whole or in part of the presentation of data or arguments already reflected in the presenter’s written comments, memoranda or other filings in the proceeding, the presenter may provide citations to such data or arguments in his or her prior comments, memoranda, or other filings (specifying the relevant page and/or paragraph numbers where such data or arguments can be found) in lieu of summarizing them in the memorandum. Documents shown or given to Commission staff during ex parte meetings are deemed to be written ex parte presentations and must be filed consistent with rule 1.1206(b), 47 C.F.R. § 1.1206(b). Participants in this proceeding should familiarize themselves with the Commission’s ex parte rules.

For further information, please contact Tracey Wilson at (202) 418-1394 or Jodie May at (202) 418-0913.

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