



PUBLIC NOTICE

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DA 26-298
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**DOMESTIC 214 APPLICATION GRANTED FOR THE TRANSFER OF CONTROL OF
HOLWAY LONG DISTANCE COMPANY, HOLWAY TELEPHONE COMPANY, KLM LONG
DISTANCE COMPANY, K.L.M. TELEPHONE COMPANY, AND N.W. COMMUNICATIONS
CO. TO SOCKET HOLDINGS, LLC**

WC Docket No. 25-352

By this Public Notice, the Wireline Competition Bureau (Bureau) grants an application filed by American Broadband Holding Company (American Broadband), Holway Long Distance Company (Holway LD), Holway Telephone Company (Holway Telephone), KLM Long Distance Company (KLM LD), K.L.M. Telephone Company (K.L.M. Telephone), and N.W. Communications Co. (N.W. Communications, collectively with Holway LD, Holway Telephone, KLM LD, and K.L.M. Telephone, the Licensees), and Socket Holdings, LLC (Socket Holdings), pursuant to section 214(a) of the Communications Act of 1934, as amended, and section 63.04 of the Federal Communications Commission's (Commission) rules,¹ requesting approval to transfer indirect ownership and control of the Licensees to Socket Holdings.²

On February 13, 2025, the Bureau released a public notice seeking comment on the Application.³ We did not receive comments or petitions in opposition to the Application.

American Broadband, a Delaware corporation, does not directly provide telecommunications services, but, through its subsidiaries, provides telecommunications, cable, and other communications services in Alabama, Alaska, Louisiana, Missouri, Nebraska, and Texas.⁴ American Broadband currently wholly owns RBJ Corp. (RBJ), which, in turn, wholly owns the Licensees.⁵

Holway LD is authorized to provide intrastate interexchange telecommunication services in Maitland and Skidmore, Missouri; Holway Telephone Company is an incumbent local exchange carrier (LEC) that provides services in Maitland and Skidmore, Missouri; KLM LD is authorized to provide intrastate interexchange telecommunication services in Rich Hill, Richards, Metz, and Deerfield,

¹ See 47 U.S.C. § 214(a); 47 CFR § 63.04.

² Domestic Section 214 Application for the Transfer of Control of Holway Long Distance Company, Holway Telephone Company, KLM Long Distance Company, K.L.M. Telephone Company, and N.W. Communications Co., to Socket Holdings, LLC, WC Docket No. 25-352 (filed Dec. 19, 2025) (Application). Any action on the Application is without prejudice to Commission action on other related, pending applications.

³ *Domestic Section 214 Filed for the Transfer of Control of Holway Long Distance Company, Holway Telephone Company, KLM Long Distance Company, K.L.M. Telephone Company, and N.W. Communications Co. to Socket Holdings, LLC*, Public Notice, WC Docket No. 25-352 (WCB 2026).

⁴ Application at 2. Applicants provide pre-transaction ownership information. *Id.* at 12-14; *id.* Exh. A (Current Ownership Structure of Licensees) at 1-2.

⁵ *Id.* Applicants state that RBJ, and each of the Licensees, are expected to convert to Missouri limited liability companies prior to the closing of the proposed transaction. *Id.*, Exh. A (Post-Transaction Ownership Structure of Licensees) at 1.

Missouri; K.L.M. Telephone is an incumbent LEC that provides services in Rich Hill, Richards, Metz, and Deerfield, Missouri; and N.W. Communications is a competitive LEC authorized to provide services in the State of Missouri.⁶

Socket Holdings, a Delaware limited liability and holding company, is wholly owned by Last Dance Intermediate II, LLC (Last Dance Intermediate), a Delaware limited liability company, which, in turn, is indirectly and wholly owned by Last Dance Holdings, L.P. (Last Dance Holdings), a Delaware limited partnership.⁷ Last Dance Holdings is primarily owned and controlled by funds and entities affiliated with Oak Hill Capital Management (Oak Hill)⁸ and Pamlico Capital Management (Pamlico), which are private equity funds based in the United States.⁹ Applicants state that the equity in the Oak Hill and Pamlico funds are held through passive limited (and insulated) partnership interests held by numerous, primarily U.S.-based investors, including individuals, trusts, institutions, and business entities, and that control of these funds ultimately rests in U.S. entities or citizens.¹⁰

Pursuant to the terms of the proposed transaction, Socket Holdings will acquire all of the outstanding equity interests in RBJ and, therefore, indirect ownership and control of its subsidiaries, including the Licensees.¹¹

Applicants assert that a grant of the Application would serve the public interest, convenience, and necessity.¹² Applicants assert that the Licensees will be able to benefit from this financial and operational

⁶ *Id.* at 15. As confirmed by the Bureau, Holway Telephone receives Connect America Fund Inter-carrier Compensation (CAF ICC) support and Enhanced A-CAM support for SAC 421929, and K.L.M. Telephone receives CAF ICC support and Enhanced A-CAM support for SAC 421900. See Second Quarter, 2026, High Cost Support Projected by Study Area by State, <https://www.usac.org/about/reports-orders/fcc-filings/#results>.

⁷ Application at 4.

⁸ *Id.*, Exh. A (Pre-Transaction and Post Transaction Ownership Charts) at 2; *id.*, Exh. B (Post-Transaction Ownership Structure) at 5-6. Applicants provide further information on entities with upstream ownership interests in Oak Hill. *Id.*, Exh. A at 2-4; Exh. B at 7-10. Applicants also provide information on various providers of domestic telecommunications services that are affiliates of Last Dance Holdings and Oak Hill. Application at 13-16.

⁹ *Id.* at 4.

¹⁰ *Id.* Following the consummation of the proposed transaction, the following Delaware entities and U.S. citizen will hold a 10% or greater interest in Last Dance Holdings: (1) OHDOP Last Dance Aggregator, L.P. (OHDOP Last Dance Aggregator) (approximately 41.03% equity and voting); (2) Pamlico Last Dance Aggregator, L.P. (Pamlico Last Dance Aggregator) (approximately 32.24% equity and voting); and (3) George A. Pfenenger (approximately 12.82% equity and voting). *Id.*, Exh. A at 2; Exh. B at 4-5. The general partner of Last Dance Holdings will be Last Dance Holdings GP, LLC, in which OHDOP Last Dance Aggregator and Pamlico Last Dance Aggregator will each hold 50% of the voting and equity interest. *Id.*, Exh. B at 5. OHDOP Last Dance Aggregator is ultimately held by Scott A. Baker, Benjamin Diesbach, Stratton R. Heath, III, John R. Monsky, Steven G. Puccinelli, and Tyler J. Wolfman, each of whom are U.S. citizens. *Id.*, Exh. B at 9. Pamlico Last Dance Aggregator is ultimately held by Scott B. Perper, L. Watts Hamrick III, Frederick W. Eubank II, Arthur C. Roselle, Scott R. Stevens, Walker C. Simmons, and Eric J. Wilkins, each a U.S. citizen. *Id.*, Exh. B at 10. Pursuant to a recently granted transaction, Licensees have become affiliated with Oak Hill Capital Management, including a cost company affiliate receiving legacy cost-based support (Elkhart Telephone Company, Inc. for SAC 411764), as well as number of additional affiliates, several of which receive different forms of fixed high-cost support. *Domestic 214 Application Granted for the Transfer of Control of Epic Touch Co., Inc. and Elkhart Telephone Company, Inc. to IdeaTek Telecom, LLC*, WC Docket No. 25-31, Public Notice, DA 26-246 (WCB rel. Mar. 16, 2026) (*Epic/Elkhart Grant Public Notice*).

¹¹ *Id.* at 5. Based on the most recent service information reported by carriers in the National Broadband Map (NBM), this transaction does not involve Broadband Serviceable Location Fabric locations where one party to the transaction receives high-cost support and the other party to the transaction already makes fixed broadband service available at 100/20 Mbps or greater. National Broadband Map (NBM) data as of June 30, 2025, <https://broadbandmap.fcc.gov/data-download/nationwide-data>.

¹² *Id.* at 5-8.

expertise under Socket Holdings's ownership which seeks to build on Licensees' existing network, support investment in new infrastructure, and continue to offer innovative and high-quality services to customers.¹³ Applicants state that the proposed transaction will not result in any changes to management, technology, debt, or other matters that would compromise the support recipients' ability to meet their service obligations under the high-cost and Lifeline programs, as well as other responsibilities as an ETC designee or under the Commission's rules and the Communications Act.¹⁴ Applicants state that Socket Holdings plans to use its administrative, managerial and technical resources to ensure compliance with and completion of Holway Telephone and KLM Telephone's High Cost obligations.¹⁵ Applicants further state that the proposed transaction will have no adverse impact on the customers or operations of Licensees and that there will be no service disruption, contract termination, or customer confusion.¹⁶ Following the consummation of the proposed transaction, Licensees plan to continue to provide their services at the same rates, terms, and conditions, as governed by existing contracts, as applicable, without changes to service offerings, billing or other aspects of service to current customers.¹⁷ Accordingly, Applicants affirm that the proposed transaction is consistent with the public interest, convenience, and necessity.¹⁸

Grant of Application

We find, upon consideration of the record, that the proposed transfer will serve the public interest, convenience, and necessity.¹⁹

Therefore, pursuant to section 214 of the Act, 47 U.S.C. § 214, and sections 0.91, 0.291, 63.03, and 63.04 of the Commission's rules, 47 CFR §§ 0.91, 0.291, 63.03, and 63.04, the Bureau hereby grants the Application discussed in this Public Notice, subject to Applicants' compliance with all applicable obligations.

Pursuant to section 1.103 of the Commission's rules, 47 CFR § 1.103, the grant is effective upon release of this Public Notice. Petitions for reconsideration under section 1.106 or applications for review

¹³ *Id.* at 7.

¹⁴ *Id.*

¹⁵ *Id.*

¹⁶ *Id.*

¹⁷ *Id.*

¹⁸ *Id.* at 4-7. The *Epic/Elkhart Grant Public Notice* applied the *Hargray/ComSouth* condition to parties to that transaction, a condition that limits the potential risk of cost-shifting resulting from a newly-created affiliation between any cost company affiliate (and any future acquired or converted cost-based support recipient) and any fixed support recipient. See *Joint Application of W. Mansfield Jennings Limited Partnership and Hargray Communications Group, Inc. for Consent to the Transfer of Control of ComSouth Corporation Pursuant to Section 214 of the Communications Act of 1934*, WC Docket No. 18-52, Memorandum Opinion and Order, 33 FCC Rcd 4780, 4789, para. 27 (2018). The Commission has created an exception to this condition where sufficient evidence of separation between each individual cost company and each individual fixed support recipient has sufficiently mitigated such risk (pursuant to specifically defined factors). Application at 22; See *Domestic Section 214 Application for the Transfer of Control of Lavaca Telephone Company, Inc. to Dobson Technologies Inc.*, Order on Reconsideration, WC Docket No. 20-389, 36 FCC Rcd 8859, 8864, para. 14 (2021). Based on information in the Application, we find that as between Elkhart, Holway Telephone, and K.L.M. Telephone, such an exception is warranted here due to separation between the companies, unless and until such separation no longer applies. See *Domestic Section 214 Applications Granted, Subject to Condition, for the Transfer of Control of Germantown Tel. Co., Inc. & Valstar, Inc. to Archtop Fiber LLC & Hancock Tel., Inc. & Hancock Long Distance, Inc. to Archtop Fiber LLC*, Order on Reconsideration, 38 FCC Rcd 7908, 7918, para. 8 (2023) ("if any of these factors cease to apply, Applicants must notify the Commission within 30 days so that the Bureau can re-apply the mixed support condition, if warranted....").

¹⁹ See 47 U.S.C. § 214(a); 47 CFR § 63.03.

under section 1.115 of the Commission's rules, 47 CFR §§ 1.106, 1.115, may be filed within 30 days of the date of this Public Notice.

For further information, please contact Gregory Kwan, Wireline Competition Bureau, Competition Policy Division, (202) 418-1191; Nissa Laughner, Telecommunications Access Policy Division, (202) 418-1358.

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