



PUBLIC NOTICE

Federal Communications Commission
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DA 18-926
September 7, 2018

**DOMESTIC SECTION 214 APPLICATION FILED FOR THE TRANSFER OF CONTROL
OF UNITED TELEPHONE COMPANY D/B/A UNITED COMMUNICATIONS TO
MTE HOLDINGS, LLC**

STREAMLINED PLEADING CYCLE ESTABLISHED

WC Docket No. 18-256

Comments Due: September 21, 2018
Reply Comments Due: September 28, 2018

By this Public Notice, the Wireline Competition Bureau seeks comment from interested parties on an application filed by United Communications Holdings, LLC (UCH), United Telephone Company d/b/a United Communications (UTC), United Communications, Inc. (UCI) (formerly UTC Video Concepts, LLC), UTC Long Distance, LLC, (UTC-LD), and MTE Holdings, LLC (MTEH), (collectively, Applicants), pursuant to section 214 of the Communications Act of 1934, as amended, and sections 63.03-04 of the Commission's rules, requesting Commission approval to transfer control of UCH, and its subsidiaries, UTC, UCI and UTC-LD, to MTEH.¹

UCH, a Delaware limited liability company, does not provide telecommunications services, but wholly owns UTC and UTC-LD. UTC, a Tennessee corporation, is a rural incumbent local exchange carrier (LEC) serving approximately 12,000 access lines and both fiber and DSL-based Internet service to approximately 10,000 customers in Bedford, Davidson, Franklin, Marshall, Maury, Moore, Rutherford, and Williamson counties in Tennessee. UTC wholly owns UCI, a Tennessee corporation, which offers competitive LEC and cable television services in the state of Tennessee.² UTC-LD, a Tennessee limited liability company, provides resold long distance services to customers of UTC in the same service area.

MTEH, a Tennessee limited liability and holding company, was formed for the purpose of acquiring a controlling interest in UCH and its subsidiaries. MTEH is a wholly owned subsidiary of

¹ See 47 U.S.C. § 214; 47 CFR §§ 63.03-04. Applicants also filed applications for the transfer of authorizations associated with international and wireless services. Any action on the domestic section 214 applications is without prejudice to Commission action on other related, pending applications.

² Applicants state the following U.S. citizens and Florida trust currently hold a 10 percent or greater interest in UCH: William H. Bradford (54.23 percent equity and 82 percent voting), and Eugene B. Johnson (22.02 percent equity and 18 percent voting), and Community Investments Foundation (20.74 percent equity).

the Middle Tennessee Electric Membership Cooperative (MTEMC), a Tennessee member owned electric utility cooperative. Applicants state that no single member holds a 10 percent or greater interest in MTEMC. Applicants further state that neither MTEH nor MTEMC provides telecommunications services or holds interest in any other telecommunications provider.

Pursuant to the terms of the proposed transaction, MTEH will purchase membership interests in UCH. Applicants state that, following the consummation of the transaction, MTEH will hold 68.6 percent, Mr. Bradford will hold 23.8 percent, and Mr. Johnson will hold 7.6 percent of the equity and voting interest in UCH.³ Applicants assert the proposed transaction is entitled to presumptive streamlined treatment under section 63.03(b)(1)(ii) of the Commission's rules and that a grant of the application will serve the public interest, convenience, and necessity.⁴

Domestic Section 214 Application Filed for the Transfer of Control of
United Telephone Company d/b/a United Communications to MTE Holdings, LLC,
WC Docket No. 18-256 (filed August 24, 2018).

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 September 21, 2018**, and reply comments **on or before September 28, 2018**. Pursuant to section 63.52 of the Commission's rules, 47 CFR § 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 using the Commission's Electronic Comment Filing System (ECFS): <http://apps.fcc.gov/ecfs/>.

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;
- 2) Gregory Kwan, Competition Policy Division, Wireline Competition Bureau, gregory.kwan@fcc.gov;
- 3) David Krech, International Bureau; david.krech@fcc.gov;
- 4) Sumita Mukhoty, International Bureau; sumita.mukhoty@fcc.gov; and

³ Applicants state UCH will be directly controlled by a Board of Managers, initially composed of five members, with two members appointed by Mr. Bradford and Mr. Johnson and three members appointed by MTEH. Applicants further state that Mr. Bradford will remain in his current position as President and Chief Executive Officer of UCH and Mr. Johnson will remain in his current position as Chairman.

⁴ 47 CFR § 63.03(b)(1)(ii).

5) Jim Bird, Office of General Counsel, jim.bird@fcc.gov.

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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 CFR § 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 Gregory Kwan at (202) 418-1191.

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