



**I. The Applicants and Related Section 214 Authorization Holders**

Transferor LTC (FRN 0027084300) is a Tennessee corporation and a holding company for its wholly-owned subsidiaries, Loretto Telephone and Loretto LD, both doing business as Loretto Telecom. The owners of ten percent (10%) or more of LTC's common (voting) stock are: (1) Trust Under Will of Ralph J. Passarella, First Farmers and Merchants Bank of Columbia, Dawn Moore, Trustee (45.0%) (a Tennessee Trust); (2) Louise Brown Family Limited Partnership ("LPI"), a Tennessee limited partnership, Desda K. Hutchins, President of LPI's general partner, Passarella GP, Inc., a Tennessee corporation (24.0%); (3) Louise Brown Family Limited Partnership II ("LPII"), a Tennessee limited partnership, Desda K. Hutchins, President of LPII's general partner, Passarella GP, Inc. (24.0%).<sup>1</sup>

Loretto Telephone (FRNs 0004926796 and 0019373034) is a small, rural independent incumbent local exchange carrier ("ILEC") in Tennessee with approximately 3479 access lines. Loretto Telephone's predecessor acquired its first telephone exchange in 1946. Loretto Telephone was incorporated on May 3, 1956, and has been providing local exchange telephone and exchange access services to customers in portions of Lawrence, Giles and Wayne counties in southern Tennessee since that time. LTC has been, since June 1, 2001, and remains, to date, the sole shareholder of Loretto Telephone.

Loretto LD (FRN 0011125911) is a Tennessee corporation formed on May 18, 2000, providing interexchange long distance (approximately 2437 customers), broadband (approximately 2026 customers) and medical alert services (approximately 69 customers) to customers in the Loretto Telephone service area. Loretto LD received authority from this Commission on August 27, 2004, to provide global or limited global resale service (ITC-214-

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<sup>1</sup> LTC has also issued Preferred Class A shares and Preferred Class B shares, all non-voting. The fully-distributed equitable ownership of LTC is virtually identical to the voting ownership. Both Class A and Class B preferred shares will be redeemed prior to close of the proposed transaction.

20040726-00304). Loretto LD also provides interstate, interexchange long distance services by virtue of the blanket domestic Section 214 authorization granted by Section 63.01 of the Commission's Rules, 47 C.F.R. § 63.01. LTC has been, since June 1, 2001, and remains, to date, the sole shareholder of Loretto LD.

Transferee SkyBest (FRN 0027130731) is North Carolina limited liability company formed on June 22, 2017. SkyBest is a direct, 100% wholly-owned subsidiary of SkyBest Communications, Inc. ("SkyBest Communications"), which in turn is a wholly-owned subsidiary of SkyLine Telephone Membership Corporation ("SkyLine"). SkyLine (FRN 0001952555) is a local, member-owned telephone cooperative formed on January 4, 1951, providing incumbent local exchange and exchange access services to approximately 27,343 access lines in the following counties and exchanges in North Carolina: Alleghany County (Scottville, Glade Creek, and Sparta exchanges), Ashe County (Baldwin, Creston, Nathans Creek, and Lansing exchanges), Avery County (Banner Elk and Beech Mountain exchanges), and Watauga County (Sugar Grove and Watauga exchanges); and Johnson County, Tennessee (Shady Valley exchange). SkyBest Communications (FRN 0004274890), a North Carolina corporation, provides competitive local exchange ("CLEC") and exchange access services to approximately 2,921 access lines, predominately in areas bordering SkyLine's ILEC operations. Within the ILEC and CLEC footprint, SkyBest Communications also offers Internet, video, long distance and home security services. SkyBest Communications offers international toll telecommunications services pursuant to ITC-214-20000328-00157.

SkyLine also holds minority interests in two wireless companies which hold licenses in western North Carolina (39.6% of Carolina West Wireless, Inc. and 39.6% of WSS, L.L.C.). SkyLine also owns 18.99% of Access/On Multimedia, Inc., a regional fiber transport network,

which serves north-central and northwestern North Carolina.

SkyLine recently acquired 100% of the issued and outstanding shares of the stock in Chesnee Telephone Company, Incorporated (FRN 0001887728) (“Chesnee Telephone”), a small, independent ILEC in South Carolina, including its wholly-owned subsidiaries, Chesnee Long Distance, Inc. (FRN 0003765435) (“Chesnee LD”), Chesnee Digital, Inc. and Chesnee Cable, Inc. This transaction was consummated on October 15, 2017, following the Commission’s approval of SkyLine’s application for the transfer of control of the Section 214 authorizations in WC Docket No. 17-177 and International Bureau File No. ITC-T/C-20170628-00126. Chesnee Telephone provides local exchange telephone and exchange access services to customers in Spartanburg and Cherokee counties in northwestern South Carolina, with approximately 2,750 access lines. Chesnee LD provides resold interexchange telecommunications services to Chesnee Telephone customers, and received authority from this Commission on October 13, 1999, to provide global or limited global resale service (ITC-214-19990903-00581). Chesnee Cable, Inc., formerly known as Chesnee Communications, Inc., provides digital cable television services in Cherokee and Spartanburg counties in South Carolina. Chesnee Digital, Inc. was created to provide Internet service in Cherokee and Spartanburg counties to Chesnee Telephone Company’s customers.

The proposed transaction involves SkyBest’s purchase of 100% of the issued and outstanding shares of LTC’s common stock. Prior to such purchase, LTC shall redeem all its issued and outstanding shares of Preferred Class A stock and Preferred Class B stock, leaving only its common stock issued and outstanding. As a result of the transaction, SkyBest will acquire complete control of LTC and its wholly-owned subsidiaries, Loretto Telephone and Loretto LD.

II. Under 47 C.F.R. § 63.04(b), applicants wishing to file a joint international and domestic Section 214 transfer of control application must submit information that satisfies the requirements of 47 C.F.R. § 63.18, and, in an attachment, provide additional information satisfying the requirements of 47 C.F.R. §§ 63.04(a)(6) – (12). In accordance with this requirement, Transferor and Transferee provide the following information relative to the requirements of 47 C.F.R. § 63.18, and have included in Attachment “A” the additional information required under 47 C.F.R. §§ 63.04(a)(6) – (12).

**(a) 47 C.F.R. § 63.18(a)**

**The name, address and telephone number of each applicant is as follows:**

**Transferor:**

LTC Holding Company, Inc.  
136 South Main Street  
Post Office Box 130  
Loretto, Tennessee 38469  
Telephone: (931) 853-4351

**Transferee:**

SkyBest Holding Company, LLC  
1200 NC Highway 194 N  
Post Office Box 759  
West Jefferson, North Carolina 28694  
Telephone: (336) 877-1350

**(b) 47 C.F.R. § 63.18(b)**

**The state under the laws of which each corporate applicant is organized:**

LTC, and its wholly-owned subsidiaries, Loretto Telephone and Loretto LD, are corporations organized and existing under the laws of the State of Tennessee. SkyBest is a limited liability company organized and existing under the laws of the State of North Carolina.

(c) **47 C.F.R. § 63.18(c) - Answer to Question 10.**

**The name, title, post office address and telephone number of the officer or contact person to whom correspondence concerning the application is to be addressed:**

**For Transferor:**

Desda K. Hutchins, President  
LTC Holding Company, Inc.  
136 South Main Street  
Post Office Box 130  
Loretto, Tennessee 38469  
Telephone: (931) 853-4351  
Email: Desda@lorettotel.com

With a copy to:

Sylvia Lesse, Esq.  
Communications Advisory Counsel, LLC  
5151 Wisconsin Avenue, NW  
Suite 311  
Washington, DC, 20016  
Telephone: (202) 333-5273  
Email: sylvia@independent-tel.com

**For Transferee:**

Jimmy C. Blevins, Manager  
Kimberly M. Shepherd, Manager  
SkyBest Holding Company, LLC  
1200 NC Highway 194 N  
Post Office Box 759  
West Jefferson, North Carolina 28694  
Telephone: (336) 877-1350  
Email: jimmy.blevins@skyline.org  
Email: kim.shepherd@skyline.org

With a copy to:

Mark D. Wilkerson, Esq.  
Dana Billingsley, Esq.  
Wilkerson & Bryan, P.C.  
405 South Hull Street  
Montgomery, Alabama 36104  
Telephone: (334) 265-1500  
E-mail: mark@wilkersonbryan.com

E-mail: dana@wilkersonbryan.com

**(d) 47 C.F.R. § 63.18(d) – Answer to Question 10.**

**A statement as to whether the applicant has previously received authority under Section 214 of the Act and if so, a general description of the categories of facilities and services authorized:**

Transferor LTC is a holding company and does not hold any Section 214 authority to provide telecommunications services; however, its wholly-owned subsidiary, Loretto Telephone, holds blanket domestic Section 214 authority to provide domestic telecommunications services. Subsidiary Loretto LD has existing international Section 214 authority under File No. ITC-214-20040726-00304 to provide resold global or limited global telecommunications services. Loretto LD also has Section 214 authority to provide domestic resold toll telecommunications services by virtue of the blanket authority granted by Section 63.01 of the Commission's Rules, 47 C.F.R. § 63.01.

As a holding company, Transferee SkyBest does not hold any Section 214 authority to provide telecommunications services; however, SkyBest is a direct, wholly-owned subsidiary of SkyBest Communications, which is a wholly-owned subsidiary of SkyLine. SkyLine holds blanket domestic Section 214 authority to provide domestic telecommunications services; SkyBest Communications has existing international Section 214 authority under File No. ITC-214-20000328-00157 to provide resold global or limited global telecommunications services and Section 214 authority to provide domestic resold toll telecommunications services by virtue of the blanket authority granted by Section 63.01 of the Commission's Rules, 47 C.F.R. § 63.01.

SkyLine subsidiary Chesnee Telephone holds blanket domestic Section 214 authority to provide domestic telecommunications services. Subsidiary Chesnee LD also

has existing international Section 214 authority under File No. ITC-214-19990903-00581 to provide resold global or limited global telecommunications services and implicit Section 214 authority to provide domestic resold toll telecommunications services.

(e) **47 C.F.R. § 63.18(h) – Answer to Question 11.**

**The name, address, citizenship and principal business of any person or entity that directly or indirectly owns at least ten percent (10%) of the equity of the applicant (to the nearest one percent (1%)):**

**Transferor:**

<u>Name</u>	<u>Voting Ownership</u>	<u>Citizenship</u>	<u>Principal Business</u>
Trust Under Will of Ralph J. Passarella (the “Trust”), First Farmers and Merchants Bank of Columbia, Dawn Moore, Trustee Post Office Box 1148 816 South Garden Street Columbia TN 38402-1148	45%	U.S.	Investment Mgt.
Louise Brown Family Limited Partnership, Desda K. Hutchins <sup>2</sup> , President of Passarella GP, Inc., the General Partner 136 South Main Street Post Office Box 130 Loretto, Tennessee 38469	24%	U.S.	Investment Mgt.
Louise Brown Family Limited Partnership II, Desda K. Hutchins, President of Passarella GP, Inc., the General Partner 136 South Main Street Post Office Box 130 Loretto, Tennessee 38469	24%	U.S.	Investment Mgt.

<sup>2</sup> Ms. Hutchins is also a beneficiary of the Trust, and holds an indirect derivative interest of less than 10% in Transferor by virtue of her individual ownership interests in both of the Louise Brown Family Limited Partnerships. Her siblings, Tanya Sandy and Anthony J. Passarella, are also beneficiaries of the Trust, and each holds indirect derivative interests of less than 10% in Transferor by virtue of their respective ownership interests in both of the Louise Brown Family Limited Partnerships. No other person or entity owns a derivative interest of 10% or more in the Transferor. Ms. Hutchins, Ms. Sandy and Mr. Passarella comprise the Board of Directors of the general partner of both limited partnerships, Passarella GP, Inc. Ms. Sandy and Mr. Passarella are U.S. citizens, and may be reached at 136 South Main Street, P.O. Box 130, Loretto, Tennessee 38469.

Ms. Moore and Ms. Hutchins are both U.S. citizens.

**Transferee:**

SkyBest is a 100% wholly-owned subsidiary of SkyBest Communications, which is a 100% wholly-owned subsidiary of SkyLine. SkyLine is owned by its members/subscribers; no single member/subscriber owns or controls more than five percent (5%) of SkyLine's equity. The address for SkyBest, SkyBest Communications and SkyLine is 1200 NC Highway 194 N, West Jefferson, North Carolina 28694. The principal business of both SkyLine and SkyBest Communications is telecommunications.

Transferor and Transferee have no ownership or control over any provider of domestic or international telecommunications services other than the entities identified in this application.

**(f) 47 C.F.R. § 63.18(h) – Answer to Question 12.**

Neither Transferor or Transferee nor any of their subsidiaries has interlocking directorates with a foreign carrier.

**(g) Answer to Question 13.**

**Provide a narrative of the means by which the proposed transfer of control will take place.**

On December 27, 2017, Transferor and Transferee entered into a Stock Purchase Agreement whereby SkyBest will purchase, and LTC will sell, 100% of LTC's outstanding common shares (totaling 100% of the corporation's economic and voting ownership, as the preferred shares will have been redeemed prior to closing). As a result of the transaction, LTC will become a wholly-owned subsidiary of SkyBest, and LTC and its subsidiaries, Loretto Telephone and Loretto LD, will become indirect subsidiaries

of SkyLine.

**(h) 47 C.F.R. § 63.18(i) – Answer to Question 14.**

**A certification as to whether or not the applicant is, or is affiliated with, a foreign carrier.**

Neither Transferor or Transferee nor any of their subsidiaries is a foreign carrier or affiliated with a foreign carrier, nor will they become affiliated with a foreign carrier as a result of the proposed transaction.

**(i) 47 C.F.R. §§ 63.18(j) – (m) – Answer to Question 15.**

**A certification as to whether or not the applicant seeks to provide international telecommunications services to any destination country for which any of the following is true. (1) The applicant is a foreign carrier in that country; or (2) The applicant controls a foreign carrier in that country; or (3) Any entity that owns more than 25 percent of the applicant, or that controls the applicant, controls a foreign carrier in that country. (4) Two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate, more than 25 percent of the applicant and are parties to, or the beneficiaries of, a contractual relation (e.g., a joint venture or market alliance) affecting the provision or marketing of international basic telecommunications services in the United States.**

Transferor and Transferee hereby certify that neither of them, nor any of their subsidiaries, is a foreign carrier in any destination country or controls a foreign carrier in any destination country, and none is affiliated with a foreign carrier or is owned, in whole or in part, by a foreign carrier. Transferor and Transferee further certify that neither of them, nor any of their subsidiaries, is in a contractual relationship with any foreign carrier affecting the provision or marketing of international basic telecommunications services in the United States. Loretto LD satisfies the requirements of 47 C.F.R. § 63.10(a)(1) to be presumptively classified as “non-dominant” for the provision of international telecommunications services.

**(j) 47 C.F.R. § 63.18(n)**

**A certification that the applicant has not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route and will not enter into such agreements in the future.**

Transferor and Transferee hereby certify that neither of them, nor any of their subsidiaries, has agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route and will not enter into such agreements in the future.

**(k) 47 C.F.R. § 63.18(o)**

**Certification pursuant to 47 C.F.R. §§ 1.2001 through 1.2003 that no party to the application is subject to denial of Federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988.**

Transferor and Transferee hereby certify that no party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 853a.

**(l) 47 C.F.R. § 63.18(p) – Answer to Question 20.**

**If the applicant desires streamlined processing pursuant to 47 C.F.R. § 63.12, a statement of how the application qualifies for streamlined processing.**

Transferor and Transferee request streamlined treatment of the application pursuant to 47 C.F.R. § 63.12 in that neither of them, nor any of their subsidiaries, is affiliated with a foreign carrier in a destination market and none has an affiliation with a dominant U.S. carrier whose international switched or private line services it seeks authority to resell (either directly or indirectly through the resale of another reseller's services).

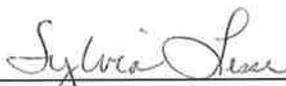
- (m) Transferor and Transferee understand that they have a duty to notify the Commission of consummation of the transfer or decision not to proceed within thirty (30) days thereof.

**III. Conclusion**

For the reasons stated above, the public interest, convenience and necessity would be furthered by approving this application for the acquisition by SkyBest Holding Company, LLC of all of the stock of LTC Holding Company, Inc., resulting in SkyBest's clear and complete control of LTC's wholly-owned subsidiaries, Loretto Telephone Company, Inc. and Loretto Communication Services, Inc., which will permit a continuation of the telecommunications services being provided by Loretto Telephone Company, Inc. and Loretto Communication Services, Inc.

Additional questions regarding this application may be addressed to the undersigned.

Respectfully submitted on this 16<sup>th</sup> day of January, 2018.



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SYLVIA LESSE  
Attorney for Transferor LTC Holding Company, Inc.

*DMB*

COMMUNICATIONS ADVISORY COUNSEL, LLC  
5151 Wisconsin Ave NW, Suite 311  
Washington DC 20016  
Telephone: (202) 333-5273  
Facsimile: (202) 318-3213  
Sylvia@independent-tel.com

and



\_\_\_\_\_  
MARK D. WILKERSON  
DANA H. BILLINGSLEY  
Attorneys for Transferee SkyBest Holding Company, LLC

OF COUNSEL:

WILKERSON & BRYAN, P.C.  
405 South Hull Street  
P.O. Box 830  
Montgomery, Alabama 36101-0830  
Telephone: (334) 265-1500  
Facsimile: (334) 265-0319  
mark@wilkersonbryan.com  
dana@wilkersonbryan.com

Date: 1-16-18

## Attachment A

In accordance with 47 C.F.R. § 63.04(b), Transferor and Transferee provide the following information required under 47 C.F.R. §§ 63.04(a)(6) – (12):

**(a) 47 C.F.R. § 63.04(a)(6)**

**A description of the transaction:**

On December 27, 2017, Transferor and Transferee entered into a Stock Purchase Agreement whereby SkyBest will purchase, and LTC will sell, 100% of the outstanding common stock in LTC (totaling 100% of the corporation's economic ownership, as the preferred stock will have been redeemed prior to closing). As a result of the transaction, LTC's wholly-owned subsidiaries, Loretto Telephone and Loretto LD, will become wholly-owned subsidiaries of SkyBest and indirect subsidiaries of SkyLine. An application for approval of the change of control of Loretto Telephone and Loretto LD is being contemporaneously filed with the Tennessee Public Utility Commission.

Loretto Telephone and Loretto LD will continue to exist and will provide service to their customers at the same rates, terms and conditions as immediately prior to the transaction. Customers will experience no disruption of service or apparent change in service as a result of the transaction.

Loretto LD provides resold domestic and international toll service to certain Loretto Telephone customers. An application has also been filed with the FCC's International Bureau seeking approval of this change of control.

**(b) 47 C.F.R. § 63.04(a)(7)**

**A description of the geographic areas in which the transferor and transferee and their affiliates offer domestic telecommunications services and what services are provided in each area:**

**Transferor:**

LTC is a holding company and does not hold any Section 214 authority to provide telecommunications services; however, its wholly-owned subsidiary, Loretto Telephone, is an ILEC providing local exchange telephone service to residential and business customers in portions of Lawrence, Giles and Wayne counties in southern Tennessee, with approximately 3479 access lines, and provides exchange access services to other telecommunications carriers. Loretto LD is another wholly-owned subsidiary of LTC that provides interexchange, broadband and medical alert services to Loretto Telephone customers in portions of Lawrence, Giles and Wayne counties in southern Tennessee. As an interexchange carrier, Loretto LD currently serves approximately 2437 customers.

**Transferee:**

SkyBest is a holding company and a wholly-owned subsidiary of SkyBest Communications, which is, in turn, a 100% wholly-owned subsidiary of SkyLine. As such, SkyBest does not hold any Section 214 authority to provide telecommunications services; however, SkyLine provides local exchange telephone and exchange access services to approximately 27,343 access lines in Johnson County, Tennessee (Shady Valley exchange), and following counties and exchanges in North Carolina: Alleghany County (Scottville, Glade Creek, and Sparta exchanges), Ashe County (Baldwin, Creston, Nathans Creek, and Lansing exchanges), Avery County (Banner Elk and Beech Mountain exchanges), and Watauga County (Sugar Grove and Watauga exchanges). SkyBest Communications is a CLEC also offering local exchange telephone service and exchange access services to approximately 2,921 access lines, predominately in areas bordering SkyLine's ILEC operations. Within the ILEC and CLEC footprint, SkyBest

Communications also offers Internet, video, long distance and home security services.

SkyLine also holds minority interests in two wireless companies which hold licenses in western North Carolina (39.6% of Carolina West Wireless, Inc. and 39.6% of WSS, L.L.C.). SkyLine also owns 18.99% of Access/On Multimedia, Inc., a regional fiber transport network, which serves north-central and northwestern North Carolina.

SkyLine recently acquired 100% of the issued and outstanding shares of the stock in Chesnee Telephone (FRN 0001887728), a small, independent ILEC in South Carolina, including its wholly-owned subsidiaries, Chesnee LD (FRN 0003765435), Chesnee Digital, Inc. and Chesnee Cable, Inc. This transaction was consummated on October 15, 2017, following the Commission's approval of SkyLine's application for the transfer of control of the Section 214 authorizations in WC Docket No. 17-177 and International Bureau File No. ITC-T/C-20170628-00126. Chesnee Telephone provides local exchange telephone and exchange access services to customers in Spartanburg and Cherokee counties in northwestern South Carolina, with approximately 2,750 access lines. Chesnee LD provides resold interexchange telecommunications services to Chesnee Telephone customers, and received authority from this Commission on October 13, 1999, to provide global or limited global resale service (ITC-214-19990903-00581). Chesnee Cable, Inc., formerly known as Chesnee Communications, Inc., provides digital cable television services in Cherokee and Spartanburg counties in South Carolina. Chesnee Digital, Inc. was created to provide Internet service in Cherokee and Spartanburg counties to Chesnee Telephone Company's customers.

**(c) 47 C.F.R. § 63.04(a)(8)**

**A statement as to how the application fits into one or more of the presumptive streamlined categories under 47 C.F.R. § 63.03 or why it is otherwise appropriate for streamlined treatment:**

As demonstrated below, this application is presumptively entitled to streamlined procedures pursuant to Section 63.03(b)(2)(iii) of the Commission's Rules. In addition, streamlined treatment is appropriate generally<sup>3</sup> in this situation because the proposed transaction will have no adverse effect on local competition, and the proposed transaction will not negatively affect the national competitive marketplace. The transaction involves only a sale of equity interests to a qualified operator, and customers will continue to receive service at the same rates, and under the same terms and conditions, as are currently in effect. These factors, together with the absence of any novel questions of law, fact or policy, render this application suitable for streamlined treatment.

47 C.F.R. § 63.03(b)(2)(iii) affords streamlined procedures where "a proposed transaction would result in a transferee having a market share in the interstate, interexchange market of less than 10 percent, and the transferee would provide competitive telephone exchange services or exchange access services (if at all) exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the transaction" and "[t]he applicants are incumbent 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."

Transferor LTC's subsidiaries, Loretto Telephone and Loretto LD, and Transferee SkyBest, together with its affiliates, currently serve fewer than two percent (2%) of the nation's aggregate subscriber lines, with no overlapping or adjacent service areas.

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<sup>3</sup> In addition to the categories of transactions entitled presumptively to streamlined processing, applications may be deemed appropriate for streamlined treatment on a case-by-case basis. *See, generally, Implementation of Further Streamlining Measures for Domestic Section 214 Authorizations*, Report and Order, 17 FCC Rcd 5517, 5535.

Furthermore, upon consummation of the proposed transaction, Transferee and its affiliates will continue to have a market share in the interstate, interexchange market well less than ten percent (10%). Finally, to the extent Transferee and its affiliates provide competitive telephone exchange services or competitive exchange access services, upon consummation of the transaction, they will do so exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the transaction. Accordingly, streamlined treatment is warranted.

**(d) 47 C.F.R. § 63.04(a)(9)**

**Identification of all other Commission applications related to the same transaction:**

Loretto LD provides resold domestic and international toll service to certain Loretto Telephone customers. An application has also been filed with the FCC's International Bureau seeking approval of this change of control.

An application will be filed with the FCC's Wireless Bureau for the transfer of control of the Radio Station authorization granted to Loretto LD on January 26, 2010, for Call Sign WQLH896 (File No. 0004053293), and for the authorization granted to Loretto Telephone on June 28, 2014, for Call Sign WPFE879 (File No. 0006343835).

**(e) 47 C.F.R. § 63.04(a)(10)**

**A statement of whether the applicants are requesting special consideration because either party to the transaction is facing imminent business failure:**

Neither Transferee or Transferor nor any of their subsidiaries is facing imminent business failure, and none of the companies is requesting special consideration as a result thereof.

**(f) 47 C.F.R. § 63.04(a)(11)**

**Identification of any separately filed waiver requests being sought in conjunction with the transaction:**

There are no separately filed waiver requests being sought in conjunction with the transaction.

**(g) 47 C.F.R. § 63.04(a)(12)**

**A statement showing how grant of the application will serve the public interest, convenience and necessity, including any information that may be necessary to show the effect of the proposed transaction on competition in domestic markets:**

The proposed transaction will serve the public interest by ensuring the continued provision of high quality telecommunications services to Transferor's customers. The transaction will be transparent to Loretto Telephone and Loretto LD customers, who will experience no disruption in service as a result thereof. Transferee SkyBest's affiliates, SkyLine and SkyBest Communications, are experienced in the provision of rural telecommunications services and, to date, have had an excellent record of serving their North Carolina customers. The transaction will not adversely affect subscribers, competitors or the market for the provision of telecommunications services.

**(h) Transferor and Transferee understand that they have a duty to notify the Commission of consummation of the transfer or decision not to proceed within thirty (30) days thereof.**

**Attachment B**

In accordance with 47 C.F.R. §§ 63.04, 63.18 and 63.24, I, Desda K. Hutchins, as President of LTC Holding Company, Inc., hereby certify that I have read the foregoing application, and the statements herein are true, complete and correct to the best of my knowledge.

LTC HOLDING COMPANY, INC.

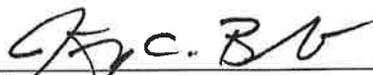
  
Desda K. Hutchins  
As Its: President

Date: January 8, 2018

Attachment C

In accordance with 47 C.F.R. §§ 63.04, 63.18 and 63.24, I, Jimmy C. Blevins, as Manager of SkyBest Holding Company, LLC, hereby certify that I have read the foregoing application, and the statements herein are true, complete and correct to the best of my knowledge. I further certify compliance with all other statutory and FCC requirements that apply to the FCC's streamlining process, as described in 47 C.F.R. § 63.03.

SKYBEST HOLDING COMPANY, LLC



Jimmy C. Blevins

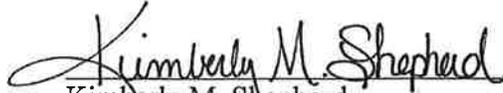
As Its: Manager

Date: 01/15/18

**Attachment D**

In accordance with 47 C.F.R. §§ 63.04, 63.18 and 63.24, I, Kimberly M. Shepherd, as Manager of SkyBest Holding Company, LLC, hereby certify that I have read the foregoing application, and the statements herein are true, complete and correct to the best of my knowledge. I further certify compliance with all other statutory and FCC requirements that apply to the FCC's streamlining process, as described in 47 C.F.R. § 63.03.

SKYBEST HOLDING COMPANY, LLC

  
\_\_\_\_\_  
Kimberly M. Shepherd  
As Its: Manager

Date: 01/15/18