

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554**

| | | |
|--|---|-------------------------------|
| In the Matter of the Joint Application of |) | |
| |) | |
| The Chester Telephone Company d/b/a Tru- |) | WC Docket No. 19-_____ |
| Vista Communications, <i>Transferor</i> |) | |
| |) | IB File No. ITC-T/C-2019_____ |
| and |) | |
| |) | |
| York Telecoms Holdings US L.P., <i>Transferee</i> |) | |
| |) | |
| for Grant of Authority Pursuant to Section 214 |) | |
| of the Communications Act of 1934, as |) | |
| amended, and Sections 63.04 and 63.24 of the |) | |
| Commission’s Rules to Transfer Control of Do- |) | |
| mestic and International Section 214 Authoriza- |) | |
| tion Holders to York Telecoms Holdings US |) | |
| L.P. |) | |

JOINT APPLICATION

The Chester Telephone Company d/b/a TruVista Communications (“TruVista” or “Transferor”) and York Telecoms Holdings US L.P. (“York” or “Transferee”) (together, “Applicants”), pursuant to Section 214 of the Communications Act of 1934, as amended (the “Act”), 47 U.S.C. § 214, and Sections 63.04 and 63.24 of the Commission’s Rules, 47 C.F.R. §§ 63.04 & 63.24, request Commission approval for Transferee to acquire ownership and control of TruVista (the “Transaction”), which will result in the transfer of direct or indirect control to Transferee of the following Section 214 authority holders: TruVista, Lockhart Telephone Company (“Lockhart”), Ridgeway Telephone Company (“Ridgeway”), Fairfield Communications, Inc. (“Fairfield”), Camden Corporate Investments, LLC (“Camden”), TruVista Communications of Georgia, LLC (“TruVista-GA”), and Chester Long Distance Services, Inc. (“Chester Long Distance”) (Lockhart, Ridgeway, Fairfield, Camden, Chester Communications, LLC (“Chester Comm”), TruVista-GA, and Chester Long Distance are wholly

owned subsidiaries of TruVista (“Subsidiaries”), and TruVista together with its Subsidiaries, the “Licensees”).

As discussed in more detail below, the Applicants have entered into an agreement whereby York will acquire all of the ownership interests in TruVista and, indirectly, its Subsidiaries. The Transaction will not result in any loss or impairment of service for any of the Licensees’ customers and will have no adverse effects upon competition in any areas where TruVista and its Subsidiaries provides communications service, the rest of the United States, or abroad. Indeed, as a result of the proposed Transaction, TruVista will gain access to the financial resources and management expertise of York and its affiliates. Consequently, the Commission should find that the change in the ownership of TruVista and its Subsidiaries will serve the public interest.

Pursuant to Section 63.04(b) of the Commission’s rules, 47 C.F.R. § 63.04(b), the Applicants are filing a combined application for the proposed transfer of control of Licensees, including domestic and international authorizations. The Applicants provide below the information required by Sections 63.24(e)(2) and 63.04(a)(6) through (a)(12) of the Commission’s Rules, 47 C.F.R. §§ 63.24(e)(2), 63.04(a)(6)-(12). In support of this Application, Applicants provide the following information:

I. DESCRIPTION OF THE APPLICANTS

A. York Telecoms Holdings US L.P.

Transferee is a newly formed Delaware limited partnership created as a holding entity for acquiring TruVista and aggregating the ownership interest of iCON Infrastructure Partners IV, L.P. (the “iCON IV Fund”) and its affiliates. Transferee is a wholly owned subsidiary of York Telecoms Holdings US LLC and iCON Infrastructure Partners IV (US AIV), L.P., an investment vehicle and indirect subsidiary of iCON Infrastructure LLP (“iCON Parent”). The iCON IV Fund is an infrastructure investment fund established in 2017, focused on acquiring and managing a

diversified range of infrastructure assets in Europe and North America. All investment decision-making of the iCON IV Fund is controlled by its managing general partner iCON Infrastructure Management IV Limited (“iCON IV GP”), itself a wholly-owned subsidiary of iCON Parent. iCON IV GP is advised by iCON Parent and incorporated and registered in Guernsey, and is authorized and regulated by the Guernsey Financial Services Commission .¹

iCON Parent, established in 2011 and headquartered in London, United Kingdom, is an independent investment group with over €2.5 billion in assets under management. iCON Parent is wholly owned by a number of its executives. iCON Parent is authorized and regulated by the UK Financial Conduct Authority.²

Through its family of investment funds, iCON focuses on investments in infrastructure businesses in Europe and North America. iCON’s funds manage a diversified portfolio of investments in the energy, regulated utilities and transportation sectors across Europe and North America. iCON’s funds currently control a single portfolio company in the United States, and none of its portfolio companies are communications providers.

B. The Chester Telephone Company d/b/a TruVista Communications and Subsidiaries

TruVista, a South Carolina corporation, is a communications provider headquartered in Chester, South Carolina, that has operated in the local community since 1897. Lockhart,

¹ The Guernsey Financial Services Commission (GFSC) is the regulatory body for the finance sector in the Bailiwick of Guernsey. The GFSC is an independent public body funded entirely by the firms it regulates by charging them fees and responsible for regulating in accordance with standards set by international bodies (e.g. the Financial Action Task Force, the International Organisation of Securities Commissions and the International Association of Insurance Supervisors).

² The UK Financial Conduct Authority (FCA) is the conduct regulator for financial services firms and financial markets in the UK. Its key objectives are protecting consumers, protecting financial markets and promoting competition. Like the GFSC, the FCA is an independent public body funded entirely by the firms it regulates by charging them fees and is responsible for regulating in accordance with standards set by international bodies.

Ridgeway, Fairfield, Camden, Chester Comm, TruVista-GA, and Chester Long Distance are wholly-owned subsidiaries of TruVista. The Licensees provide a combination of data, video, voice and other ancillary communications services in rural markets in South Carolina and Georgia. TruVista's network currently has approximately 1400 route miles of fiber-optic cable; 2,000 miles of 750 MHz coaxial cable and 2,600 miles of its legacy copper access network. The Licensees are either the incumbent cable network provider, dual-incumbent cable and telephone network provider, or the incumbent cable network provider and a competitive local exchange carrier. The current ownership of TruVista and its Subsidiaries is set forth in **Exhibit A**.

II. DESCRIPTION OF THE TRANSACTION

Pursuant to the Agreement and Plan of Merger, dated as of April 17, 2019, by and among Transferee, York Telecoms Operations LLC ("Merger Sub"), a South Carolina limited liability company and a wholly owned subsidiary of Transferee, and TruVista, Transferee will acquire all of the outstanding equity interests in TruVista (the "Transaction"). Specifically, Merger Sub will merge with and into TruVista, whereupon the separate existence of Merger Sub will cease and TruVista will be the surviving corporation. As a result, TruVista will become a direct, wholly owned subsidiary of Transferee. Lockhart, Ridgeway, Fairfield, Camden, Chester Comm, TruVista-GA, and Chester Long Distance will remain subsidiaries of TruVista and, therefore, Licensees will become indirect subsidiaries of Transferee. Diagrams depicting the pre- and post-Transaction corporate ownership structures are appended hereto as **Exhibit B**.

III. PUBLIC INTEREST CONSIDERATIONS

Approval of this Application and the proposed Transaction is consistent with the public interest. TruVista and its Subsidiaries, have a long history of providing wireline telecommunications services, broadband Internet, and video service to customers in rural areas of South Carolina and Georgia. The Applicants anticipate that the Transaction will continue to

advance TruVista's network migration to a state-of-the-art fiber-based infrastructure provider, which will permit TruVista to bring even more innovative service offerings to even more customers.

In addition, the Transaction will be seamless to customers and will not affect any of the operations or legal identities of TruVista or its Subsidiaries. After the transfer of control, TruVista and its Subsidiaries will continue to provide high-quality communications services under the TruVista brand name on reasonable terms and conditions to customers, and there will be no interruption of service.

Specifically, the Transaction will have no adverse impact on the customers or operations of TruVista and its Subsidiaries, as upon closing of the Transaction, the Licensees will continue to provide service at the same rates, terms, and conditions, as governed by existing tariffs and contracts, which are subject to change in the ordinary course of business. Future changes, if any, in rates, terms and conditions of service will be made in accordance with applicable rules and notice requirements.³ The Licensees will continue to serve customers under their existing authorizations. The Transaction will be transparent to customers. The Licensees entities and service provider trade names will remain intact immediately upon closing, and the only change immediately following the closing from a customer's perspective will be the new ownership of the Licensees. York and iCON further expect that existing management will continue to oversee TruVista and its Subsidiaries on a day-to-day basis. Additionally, Transferee expects that the

³ The Transaction does not raise any slamming concerns or necessitate compliance with procedures to notify customers prior to a carrier-to-carrier sale or transfer of subscribers as it does not involve a change in any customer's existing service provider. The customers of each of the Licensees will remain with their service provider and will continue to receive services pursuant to each Licensee's existing authorizations. Accordingly, there are no changes in customers' preferred carrier, and no further filings or authorizations are required under the FCC's carrier selection rules, 47 C.F.R. §64.1120 et seq., or under analogous state rules.

Transaction will enable TruVista and its Subsidiaries to access additional capital that will make them stronger competitors.

IV. INFORMATION REQUIRED BY SECTION 63.24(e)

Pursuant to Section 63.24(e)(2) of the Commission's Rules, the Applicants submit the following information requested in Section 63.18 (a)-(d) and (h)-(p) in support of this Application:

(a) Name, address and telephone number of each Applicant:

Transferee:

| | |
|--|------------------------|
| York Telecoms Holdings US L.P. 155 Wellington Street West, Suite 2930 Toronto, Ontario M5V 3H1 Tel: 1.416.649.1331 | FRN: 0028442861 |
|--|------------------------|

Transferor (TruVista):

| | |
|---|------------------------|
| The Chester Telephone Company d/b/a TruVista Communications 112 York Street Chester, SC 29706 Tel: (800) 868-0542 | FRN: 0003707775 |
|---|------------------------|

Licensees:

| | |
|--|------------------------|
| Lockhart Telephone Company | FRN: 0003707874 |
| Ridgeway Telephone Company | FRN: 0003707791 |
| Fairfield Communications, Inc. | FRN: 0001887116 |
| Camden Corporate Investments, LLC | FRN: 0015360563 |
| TruVista Communications of Georgia, LLC | FRN: 0021445440 |
| Chester Long Distance Services, Inc. | FRN: 0003707833 |
| Chester Communications, LLC 112 York Street Chester, SC 29706 Tel: (800) 868-0542 | FRN: 0014938948 |

(b) Jurisdiction of Organizations:

Transferee: Transferee is a Delaware limited partnership.

Transferor: TruVista is a South Carolina corporation.

Licenses: TruVista is a South Carolina corporation.
Lockhart is a South Carolina corporation.
Ridgeway is a South Carolina corporation.
Fairfield is a South Carolina corporation.
Camden is a South Carolina limited liability company.
Chester Comm is a South Carolina limited liability company.
TruVista-GA is a Georgia limited liability company.
Chester Long Distance is a South Carolina corporation.

(c) (**Answer to Question 10**) Correspondence concerning this Application should be sent to:

For Transferee:

Ronald W. Del Sesto, Jr.
Joshua M. Bobeck
Stephany Fan
Morgan, Lewis & Bockius LLP
1111 Pennsylvania Ave, N.W.
Washington, DC 20004-2541
202-739-3000 (tel)
202-739-3001 (fax)
ronald.delsesto@morganlewis.com
joshua.bobek@morganlewis.com
stephany.fan@morganlewis.com

For Transferor and Licensees:

Donald L. Herman
Robin Tuttle
Carrie L. DeVier
Herman & Whiteaker, LLC
6720B Rockledge Drive, Suite 150
Bethesda MD 20817
202-600-7272 (tel)
202-706-6056 (fax)
dee@hermanwhiteaker.com
rtuttle@hermanwhiteaker.com
cdevier@hermanwhiteaker.com

(d) Section 214 Authorizations

Transferee: Transferee currently does not hold any Section 214 authorizations.

Transferor/Licensees: TruVista and its subsidiaries, Lockhart, Ridgeway, Fairfield, Camden, and TruVista-GA, are authorized to provide domestic interstate service by virtue of blanket domestic Section 214 authority. *See* 47 C.F.R. § 63.01.

Transferor's subsidiary, Chester Long Distance, holds international Section 214 authority to provide resold public switched services granted in IB File No. ITC-214-19930528-00087.

(h) (Answer to Questions 11 & 12) Following completion of the Transaction, Lockhart, Ridgeway, Fairfield, Camden, Chester Comm, TruVista-GA, and Chester Long Distance will remain wholly owned subsidiaries of TruVista. The following entities will hold, directly or indirectly, a ten percent (10%) or greater interest⁴ in TruVista and its Subsidiaries upon completion of the Transaction as calculated pursuant to the Commission's ownership attribution rules for wireline and international telecommunications carriers:

Post-Transaction Ownership:

Upon completion of the Transaction, the following entity will wholly own the Subsidiaries:

| | |
|---------------------|--|
| Name: | The Chester Telephone Company ("Transferor" or "TruVista") |
| Address: | 112 York Street Chester, SC 29706 |
| Citizenship: | U.S. (South Carolina) |
| Principal Business: | Communications |
| Interest Held: | 100% (directly in Licensees) |

Upon completion of the Transaction, the following entity will directly, wholly own **Transferor**:

| | |
|---------------------|--|
| Name: | York Telecoms Holdings US L.P. ("Transferee") |
| Address: | 155 Wellington Street West, Suite 2930, Toronto, Ontario M5V 3H1 |
| Citizenship: | U.S. (Delaware) |
| Principal Business: | Holding Company |
| Interest Held: | 100% (directly in Transferor) |

Upon completion of the Transaction, the following entities will directly, own **Transferee**:

| | |
|----------|---|
| Name: | York Telecoms Holding US LLC |
| Address: | 155 Wellington Street West, Suite 2930 Toronto, Ontario M5V 3H1 |

⁴ The ownership interests identified in this Joint Application represent both equity and voting interests unless otherwise indicated or if the entity is a limited partner. Limited partners only have equity interests and do not have voting interests in the limited partnership unless otherwise indicated.

Citizenship: U.S. (Delaware)
Principal Business: Holding Company
Interest Held: 100% (as the general partner of Transferee)

Name: iCON Infrastructure Partners IV (US AIV), L.P. (“iCON AIV”)

Address: Martello Court
Admiral Park
St Peter Port
Guernsey
GY1 3HB

Citizenship: England & Wales
Principal Business: Investment Activities
Interest Held: 100% (directly as approximately 97% limited partner in Transferee; and indirectly, as sole member of York Telecoms Holdings US LLC)

Upon completion of the Transaction, the following entities will directly or indirectly, wholly own or control **iCON AIV**:

Name: iCON Infrastructure Partners IV (US AIV-A), L.P. (“iCON AIV-A”)

Address: Martello Court
Admiral Park
St Peter Port
Guernsey
GY1 3HB

Citizenship: Guernsey
Principal Business: Investment Activities
Interest Held: 100% (as approximately 77% limited partner in iCON AIV)

Name: iCON Infrastructure Management IV Limited (“iCON IV GP”)

Address: Martello Court
Admiral Park
St Peter Port
Guernsey
GY1 3HB

Citizenship: Guernsey
Principal Business: Investment Activities
Interest Held: 100% (directly, as general partner in iCON AIV and iCON AIV-A, and indirectly, as <1% equity holder in iCON AIV-A)

The remaining approximately 23% of the ownership in iCON AIV is held by the passive limited partner investors in the iCON IV Fund. No such passive limited partner investor nor any other person or entity holds a 10% or greater interest in iCON AIV.

iCON AIV and ICON AIV-A are limited partnerships which will have certain other limited partners that have committed capital to the iCON IV Fund and that are insulated in accordance with Commission rules. These passive LP investors in the iCON IV Fund will not exercise any control over TruVista and none of the investors have committed capital that will result in having a 10% indirect ownership interest in TruVista. While all of the 10% or greater investors are reflected in this filing, the precise allocation of investors' equity commitments between iCON AIV and ICON AIV-A have not been finalized. If the distribution of investors' capital between iCON AIV and iCON AIV-A causes an entity or individual not already disclosed in this Application to obtain a 10% or greater interest in Transferee, Applicants will promptly supplement this Application.

Upon completion of the Transaction, the following entity will directly wholly own **iCON IV GP** and indirectly, own or control a ten percent (10%) or greater interest in Licensees:

| | |
|---------------------|---|
| Name: | iCON Infrastructure LLP (“iCON Parent”) |
| Address: | 1st Floor, Pollen House 10-12 Cork Street London W1S 3NP |
| Citizenship: | United Kingdom |
| Principal Business: | Investment Activities |
| Interest Held: | 100% (as 100% owner of iCON IV GP) |

Upon completion of the Transaction, the following individuals will directly own or control a ten percent (10%) or greater interest in **iCON Parent and indirectly in** Licensees:

| | |
|---------------------|---|
| Name: | Daniel Micheal Agostino |
| Address: | 1st Floor, Pollen House 10-12 Cork Street London W1S 3NP |
| Citizenship: | United Kingdom |
| Principal Business: | Individual |
| Interest Held: | 11.12%/7.41% equity/voting (as 11.12%/7.41% equity/voting owner of iCON Parent) |

Name: Paul Richard Malan
Address: 1st Floor, Pollen House
10-12 Cork Street
London
W1S 3NP
Citizenship: United Kingdom and Australia
Principal Business: Individual
Interest Held: 39.95%/59.96% equity/voting (as 39.95%/59.96% equity/voting owner of iCON Parent)

Name: Iain Ross Macleod
Address: 1st Floor, Pollen House
10-12 Cork Street
London
W1S 3NP
Citizenship: United Kingdom
Principal Business: Individual
Interest Held: 20.01%/13.34% equity/voting (as 20.01%/13.34% equity/voting owner of iCON Parent)

No other partners in iCON Parent hold 10% or more equity or voting interest in iCON Parent. To the Transferee's knowledge, no other person or entity, directly or indirectly, will own or control a ten percent (10%) or greater interest in Transferee.

Transferee does not have and will not have any interlocking directorates with a foreign carrier.

(i) **(Answer to Question 14)** Transferee certifies that it is not a foreign carrier or affiliated (as defined in 47 C.F.R. § 63.09) with any foreign carriers. Currently, neither Transferor nor its Subsidiaries are foreign carriers or affiliated with any foreign carrier(s).

(j) **(Answer to Question 15)** Applicants certify that they do not seek to provide international telecommunications services to any destination country where (1) an Applicant is a foreign carrier in that country, (2) an Applicant controls a foreign carrier in that country, (3) any entity that owns more than 25 percent of an Applicant, or that controls an Applicant, controls a foreign carrier in that country; or (4) two or more foreign carriers (or parties that control foreign carriers) own in the aggregate more than 25 percent of an Applicant and are parties to, or the beneficiaries

of, a contractual relation affecting the provision or marketing or international basic telecommunications services in the United States.

(k) Not applicable.

(m) Not applicable.

(n) Applicants certify that they have 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.

(o) Applicants certify that they are not subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998. *See* 21 U.S.C. § 853a; *see also* 47 C.F.R. §§ 1.2001-1.2003.

(p) No party is requesting streamlined processing pursuant to Section 63.12(a)-(b) of the Commission's Rules, 47 C.F.R. § 63.12(a)-(b).

V. INFORMATION REQUIRED BY SECTION 63.04

Pursuant to Commission Rule 63.04(b), 47 C.F.R. § 63.04(b), Applicants submit the following information in support of their request for domestic Section 214 authority to transfer indirect control of TruVista and its Subsidiaries to Transferee in order to address the requirements set forth in Section 63.04(a)(6)-(12) of the Commission's Rules:

(a)(6) A description of the proposed Transaction is set forth in **Section II** above.

(a)(7)(i) Collectively, Licensees provide intrastate and/or interstate telecommunications services in Georgia and South Carolina. Specifically, Chester Long Distance is authorized to operate as a reseller of interexchange and intraLATA services in South Carolina and Georgia; TruVista, Lockhart, Ridgeway, Camden, and Fairfield are authorized to provide local exchange and exchange access services in South Carolina; TruVista-GA is authorized to provide competitive

local exchange and to operate cable systems in certain communities in Georgia where it offers video services.

TruVista and its Camden, Fairfield, and Chester Comm subsidiaries also operate cable systems in certain communities in South Carolina.

TruVista also holds a private mobile radio service license, IG - Industrial/Business Pool, Conventional under Call Sign WYP209. Chester Comm registered a domestic receive-only C-band Satellite Earth Station for providing video services on September 4, 2018, File Number SES-REG-INTR2018-05354.

(ii) Transferee does not own or control a 10% or greater, direct or indirect interest in any domestic telecommunications carrier. To Transferee's knowledge, Transferee is not affiliated with any domestic telecommunications carriers through the persons or entities that own or control a 10% or greater, direct or indirect interest in Transferee.

(a)(8) No party is requesting streamlined processing pursuant to Section 63.12(a)-(b) of the Commission's Rules, 47 C.F.R. § 63.12(a)-(b).

(a)(9) Through this Application, Applicants seek authority with respect to both international and domestic Section 214 authorizations (this Application is being separately and concurrently filed with respect to both types of authorities in compliance with Section 63.04(b) of the Commission's rules). In addition, the appropriate submissions will be made with respect to the wireless licenses held by TruVista or Subsidiaries.

(a)(10) No party is requesting special consideration because it is facing imminent business failure.

(a)(11) Not applicable.

(a)(12) A statement showing how grant of the application will serve the public interest, convenience and necessity is provided in **Section III**, above.

VI. CONCLUSION

For the reasons stated above, Applicants respectfully submit that the public interest, convenience and necessity would be furthered by a grant of this Application to transfer ownership and control of TruVista and Subsidiaries to Transferee.

Respectfully submitted,

/s/ Donald L. Herman

Donald L. Herman
Robin Tuttle
Carrie L. DeVier
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Counsel for Transferee

Dated: May 10, 2019

EXHIBIT A

The following entities hold 10% or greater interest in TruVista:

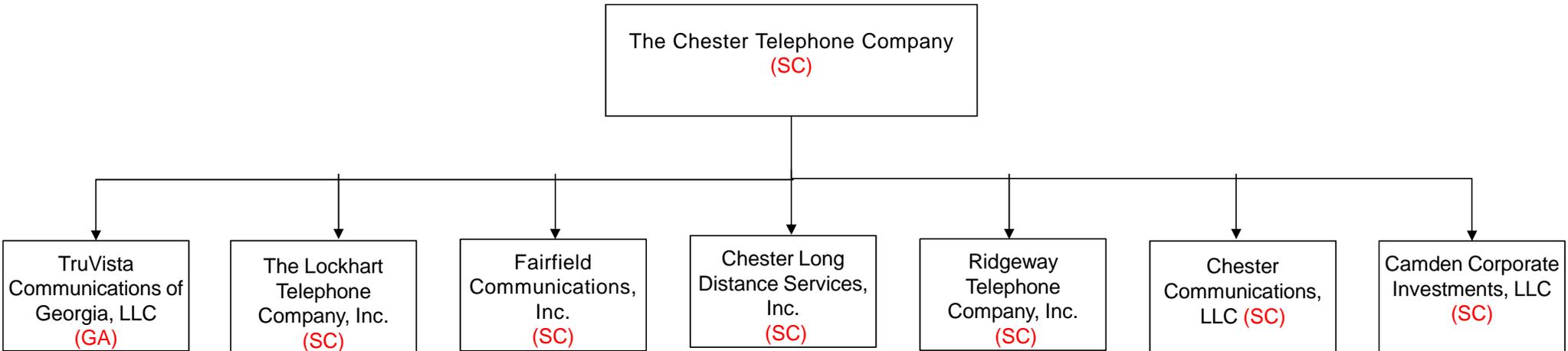
- Joseph M. McElwee, Jr., Trustee of the Joseph M. McElwee Grandchildren's Trust, Trustee of the Elizabeth A. McElwee Grandchildren's Trust, and Trustee of the Samuel L. Bell Trust B DTD 05/31/1973, acting in his individual capacity combined with his fiduciary role as Trustee controls approximately 23 % of the outstanding shares of TruVista.

EXHIBIT B

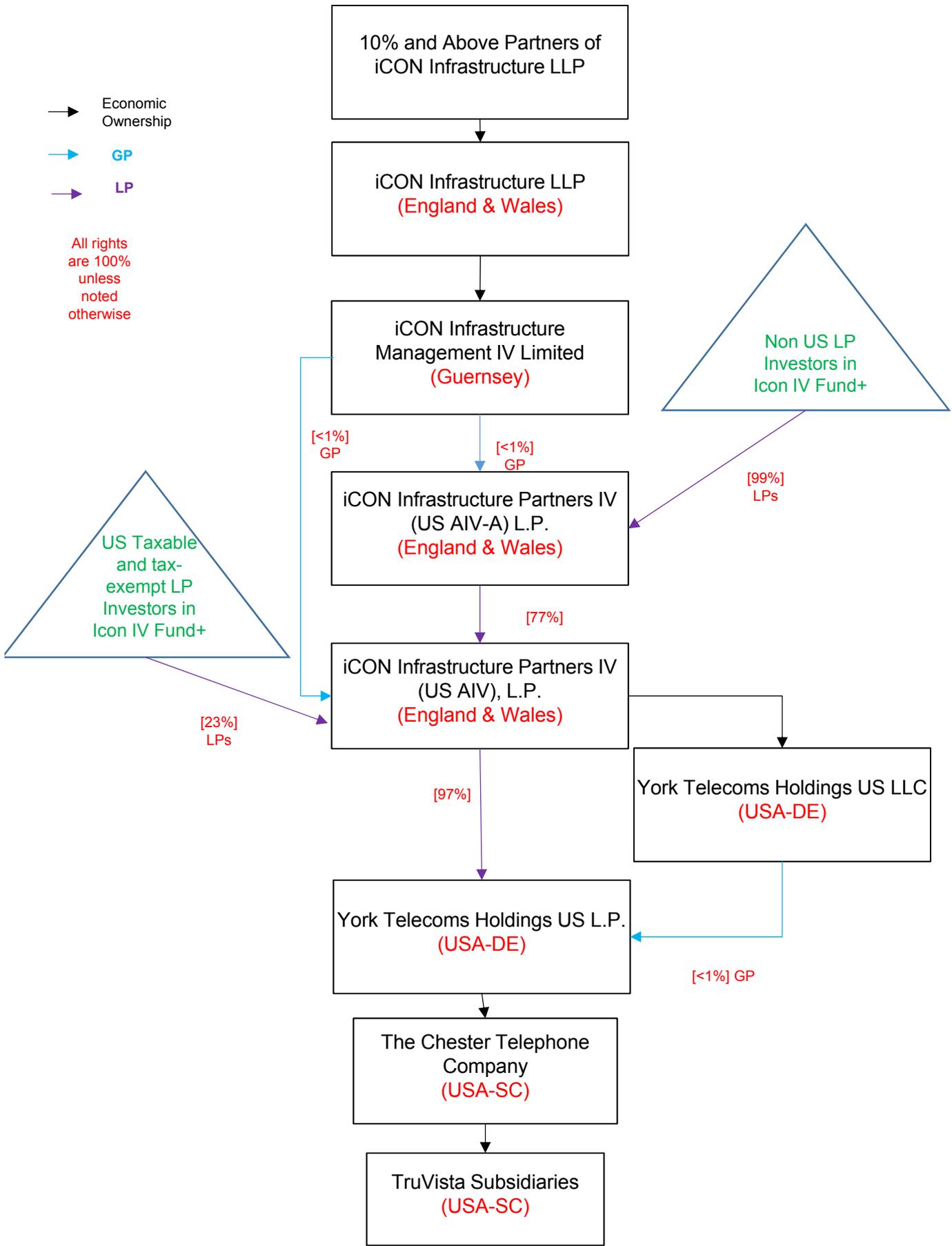
Corporate Ownership Structure Charts

The Chester Telephone Company Pre-Transaction Structure Chart

All rights are 100% unless noted otherwise
Licensed Communications Business Entities Only



ICON-TRUVISTA POST-TRANSACTION STRUCTURE



VERIFICATION

I, Rory Hunter, state that I am an Authorized Representative of York Telecoms Holdings US L.P. ("York Parent"); that I am authorized to make this Verification on behalf of York Parent; that the foregoing filing was prepared under my direction and supervision; and that the contents with respect to York Parent are true and correct to the best of my knowledge, information, and belief.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 9th day of May, 2019.

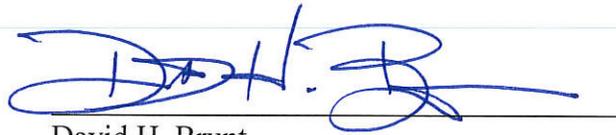


Rory Hunter
Manager
York Telecoms Holdings US L.P.
By: York Telecoms Holdings US LLC,
its general partner

VERIFICATION

I, David H. Brunt, state that I am an authorized officer of The Chester Telephone Company d/b/a TruVista Communications; that I am authorized to make this Verification on behalf of The Chester Telephone Company d/b/a TruVista Communications and its subsidiaries, including Lockhart Telephone Company, Inc., Ridgeway Telephone Company, Inc., Fairfield Communications, Inc., Camden Corporate Investments, LLC, Chester Communications, LLC, and TruVista Communications of Georgia, LLC (collectively, the "Company"); and that the contents of the foregoing filing with respect to the Company are true and correct to the best of my knowledge, information, and belief after reasonable inquiry.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 10th day of May, 2019.

A handwritten signature in blue ink, appearing to read 'D. H. Brunt', is written over a horizontal line. The signature is stylized and cursive.

David H. Brunt