

**BEFORE THE  
FEDERAL COMMUNICATIONS COMMISSION  
WASHINGTON, D.C.**

**In the Matter of** )  
)  
**Darrell R. Brown, Sr. Management Trust, Bryanell S.** )  
**Brown Management Trust, GST Exempt Family Trust** )  
**for the benefit of Darrell Raiford Brown, Jr., GST** )  
**Exempt Family Trust for the benefit of Lisa Renee** )  
**Bond, and the GST Exempt Family Trust for the** )  
**benefit of Chera Dare Ogburn,** )  
**Shareholders of Millry Corporation** )  
)  
**Transferors** )  
)  
**Paul E. Brown Management Trust and GST Exempt** )  
**Family Trust for the benefit of Paul E. Brown, Jr.,** )  
**Shareholders of Millry Corporation** )  
)  
**Transferees** )  
)  
**Millry Telephone Company, Inc., Millry** )  
**Communication, Inc. and Millry Telephone LD, LLC** )  
)  
**Section 214 Authorization Holders** )  
)  
**Joint Application for Transfer of Control of Domestic** )  
**and International Section 214 Authorizations** )

**JOINT APPLICATION FOR TRANSFER OF CONTROL OF DOMESTIC AND  
INTERNATIONAL SECTION 214 AUTHORIZATIONS**

Millry Corporation (“Millry Corp”) shareholders the Darrell R. Brown, Sr. Management Trust, Bryanell S. Brown Management Trust, GST Exempt Family Trust for the benefit of Darrell Raiford Brown, Jr., GST Exempt Family Trust for the benefit of Lisa Renee Bond and the GST Exempt Family Trust for the benefit of Chera Dare Ogburn (collectively, the “Transferors”) and Millry Corp shareholders the Paul E. Brown, Sr. Management Trust and the GST Exempt Family Trust for the benefit of Paul E. Brown, Jr. (collectively, the “Transferees”)

hereby seek approval of the transfer of control of the domestic Section 214 authorizations held by Millry Telephone Company, Inc. (“Millry Telephone”), Millry Communication, Inc. (“Millry Communication”) and Millry Telephone LD, LLC (“Millry LD”) and the international Section 214 authorization held by Millry LD, from the Transferors to the Transferees, pursuant to Section 214(a) of the Communications Act of 1934, as amended (the “Act”), 47 U.S.C. § 214, and Sections 63.04, 63.18 and 63.24 of the Federal Communications Commission’s (“FCC” or the “Commission”) Rules, 47 C.F.R. §§ 63.04, 63.18 and 63.24. The parties respectfully request streamlined, expedited treatment of this application, pursuant to 47 C.F.R. §§ 63.03 and 63.12.

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

Millry Corp (FRN 0014367866) is an Alabama corporation formed in May 1990 to hold subsidiaries Millry Telephone, Millry Communication and Millry LD. The sole stockholders of Millry Corp are the Darrell R. Brown, Sr. Management Trust (14.44%), Bryanell S. Brown Management Trust (2.36%), GST Exempt Family Trust for the benefit of Darrell Raiford Brown, Jr., (11.07%), GST Exempt Family Trust for the benefit of Lisa Renee Bond (11.07%), GST Exempt Family Trust for the benefit of Chera Dare Ogburn (11.07%), Paul E. Brown Management Trust (16.80%) and the GST Exempt Family Trust for the benefit of Paul E. Brown, Jr. (33.20%). Darrell R. Brown, Sr. and Paul E. Brown, Sr. are adult brothers, and Bryanell Brown is married to Darrell R. Brown, Sr.; the Brown children are Darrell Raiford Brown, Jr., Lisa Bond, Chera Ogburn and Paul E. Brown, Jr. Millry Telephone (FRN 0001756089) is a small, independent incumbent local exchange carrier (“ILEC”) with approximately 4902 access lines that has been providing local exchange telephone and exchange access services to customers in portions of Washington and Choctaw counties in southwestern Alabama since 1945. In January 2007, Millry Telephone was also granted authority by the

Alabama Public Service Commission (“APSC”) as a competitive local exchange carrier (“CLEC”). Millry Telephone is a direct, wholly-owned subsidiary of Millry Corp. Millry Corp has been, since 1990, and remains, to date, the sole shareholder of Millry Telephone.

Millry Communication (FRN 0004335386) is a CLEC with statewide authority in Alabama that has been providing local telephone, interexchange and Internet services in portions of Washington and Choctaw counties since August 2008; Millry Communication was originally certificated by the APSC as a telephone toll reseller in January 1999. Millry Communication is also a direct, wholly-owned subsidiary of Millry Corp. Millry Corp has been, since 1990, and remains, to date, the sole shareholder of Millry Communication.

Millry LD (FRN 0024129470) is an Alabama limited liability company formed on August 21, 2014, providing interexchange services to Millry Telephone and Millry Communication customers pursuant to the *pro forma* assignment of Millry Communication’s domestic and international interexchange Section 214 authority to Millry LD, notice of which was filed with the FCC on December 3, 2014, and approved by the APSC on November 20, 2014. Millry LD is a wholly-owned subsidiary of Millry Telephone, which is, in turn, a direct, wholly-owned subsidiary of Millry Corp. Millry Corp has been, since 1990, and remains, to date, the sole shareholder of Millry LD.

The Transferors presently hold, in the aggregate, 8,522.64 shares (50%) of Millry Corp’s issued and outstanding Class A voting stock and 5,681.76 shares (50%) of Millry Corp’s issued and outstanding Class B non-voting stock. The Transferees likewise hold, in the aggregate, the remaining 8,522.64 shares (50%) of Millry Corp’s issued and outstanding Class A voting stock and 5,681.76 shares (50%) of Millry Corp’s issued and outstanding Class B non-voting stock. The proposed transaction will entail the redemption by Millry Corp of all of the Transferors’

Class A and Class B stock. At the completion of the transaction, the Transferees' percentage ownership in Millry Corp's outstanding stock and their voting membership in the corporation will increase from 50% to 100%, giving the Transferees clear and complete *de jure* control of Millry Corp, and thus its subsidiaries' Section 214 domestic and international authorizations.

Prior to completion of the transaction, Millry Corp may create another wholly owned intermediate subsidiary for internal corporate purposes. In such case, Millry Corp would transfer 100% of the stock of its subsidiaries, Millry Telephone, Millry Communication and Millry LD, to such new subsidiary, which would then serve as an intermediate holding company between Millry Corp and the subsidiaries. The creation of such an intermediate subsidiary would have no impact on the transfer of control of Millry Corp and its subsidiaries as described herein and would be considered a pro forma transaction under 47 C.F.R. §§ 63.03(d) and 63.24(d), subject to the Commission's notification requirements set forth in 47 C.F.R. § 63.24(f)(2). In such event, the subsidiaries will timely file the requisite notifications to the Commission within thirty (30) days after the transfer of control to the new intermediate subsidiary is completed.

**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 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 therewith, the Transferors and Transferees provide the following information to this Commission 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:**

Millry Corporation  
30433 Highway 17  
P.O. Box 561  
Millry, Alabama 36558  
Telephone: (251) 846-2911  
Facsimile: (251) 846-3200

Transferors:

Darrell R. Brown, Sr. Management Trust  
created on December 29, 2003  
Darrell R. Brown, Sr., Trustee  
P.O. Box 347  
Millry, Alabama 36558-0347  
Telephone: (251) 846-2911  
Facsimile: (251) 846-3200

Bryanell S. Brown Management Trust  
created on December 29, 2003  
Bryanell S. Brown, Trustee  
P.O. Box 347  
Millry, Alabama 36558-0347  
Telephone: (251) 846-2911  
Facsimile: (251) 846-3200

GST Exempt Family Trust for the benefit of Darrell Raiford Brown, Jr.  
created under the Darrell R. Brown Irrevocable Trust dated December 29, 2003  
Darrell Raiford Brown, Jr., Trustee  
5001 Lone Oak Trail  
Franklin, Tennessee 37064  
Telephone: (251) 846-2911  
Facsimile: (251) 846-3200

GST Exempt Family Trust for the benefit of Lisa Renee Bond  
created under the Darrell R. Brown Irrevocable Trust dated December 29, 2003  
Lisa Renee Bond, Trustee  
P.O. Box 562  
Millry, Alabama 36558-0562  
Telephone: (251) 846-2911  
Facsimile: (251) 846-3200

GST Exempt Family Trust for the benefit of Chera Dare Ogburn  
created under the Darrell R. Brown Irrevocable Trust dated December 29, 2003  
Chera Dare Ogburn, Trustee  
P.O. Box 174  
Point Clear, Alabama 36564

Telephone: (251) 846-2911  
Facsimile: (251) 846-3200

Transferees:

Paul E. Brown Management Trust  
created on November 12, 2004, as amended and restated on August 2, 2006  
Paul E. Brown, Trustee  
P.O. Box 51  
Millry, Alabama 36558-0051  
Telephone: (251) 846-2911  
Facsimile: (251) 846-3200

GST Exempt Family Trust for the benefit of Paul E. Brown, Jr.  
created under the Paul E. Brown Irrevocable Trust dated March 10, 2004, as amended  
and restated on August 2, 2006  
Paul E. Brown, Jr., Trustee  
6045 Carpenter Road  
Millry, Alabama 36558  
Telephone: (251) 846-2911  
Facsimile: (251) 846-3200

Section 214 Authorization Holders:

Millry Telephone Company, Inc.  
30433 Highway 17  
Millry, Alabama 36558  
Telephone: (251) 846-2911  
Facsimile: (251) 846-3200

Millry Communication, Inc.  
30433 Highway 17  
Millry, Alabama 36558  
Telephone: (251) 846-2911  
Facsimile: (251) 846-3200

Millry Telephone LD, LLC  
30433 Highway 17  
Millry, Alabama 36558  
Telephone: (251) 846-2911  
Facsimile: (251) 846-3200

**(b) 47 C.F.R. § 63.18(b)**

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

Millry Corporation and domestic Section 214 authorization holders Millry Telephone and Millry Communication are corporations organized and existing under the laws of the State of Alabama. Domestic and international interexchange Section 214 authorization holder Millry LD is a limited liability company organized and existing under the laws of the State of Alabama.

**(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:**

Bobby Williams, Vice President and Assistant Secretary  
Millry Corporation  
30433 Highway 17  
P.O. Box 561  
Millry, Alabama 36558  
Telephone: (251) 846-2911  
Facsimile: (251) 846-3200  
Email: bobbywilliams@millry.net

With a copy to:

Mark D. Wilkerson, Esq.  
Wilkerson & Bryan, P.C.  
405 South Hull Street  
Montgomery, Alabama 36104  
Telephone: (334) 265-1500  
Facsimile: (334) 265-0319  
E-mail: mark@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:**

Millry Corp does not hold any Section 214 authorization.

Millry Telephone and Millry Communication hold blanket domestic Section 214

authority to provide domestic telecommunications services. Millry LD has existing Section 214 authority under File No. ITC-214-19970508-00257 to provide resold international toll telecommunications services. Millry LD also has 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 Millry Corporation and the percentage of equity owned by each of those entities:**

Prior to Transaction:

<u>Name</u>	<u>Economic Ownership</u>	<u>Voting Ownership</u>	<u>Citizenship</u>	<u>Principal Business</u>
Darrell R. Brown, Sr. Mgt Trust P.O. Box 347 Millry, Alabama 36558-0347	14.44%	24.07%	U.S.	Investment Mgt
GST Exempt Family Trust for the benefit of Darrell Raiford Brown, Jr. 5001 Lone Oak Trail Franklin, Tennessee 37064	11.07%	7.33%	U.S.	Investment Mgt
GST Exempt Family Trust for the benefit of Lisa Renee Bond P.O. Box 562 Millry, Alabama 36558-0562	11.07%	7.33%	U.S.	Investment Mgt
GST Exempt Family Trust for the benefit of Chera Dare Ogburn P.O. Box 174 Point Clear, Alabama 36564	11.07%	7.33%	U.S.	Investment Mgt
Paul E. Brown Mgt Trust P.O. Box 51 Millry, Alabama 36558-0051	16.80%	28.00%	U.S.	Investment Mgt

GST Exempt Family Trust for the benefit of Paul E. Brown, Jr. 6045 Carpenter Road Millry, Alabama 36558	33.20%	22.00%	U.S.	Investment Mgt
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Post Transaction:

<u>Name</u>	<u>Economic Ownership</u>	<u>Voting Ownership</u>	<u>Citizenship</u>	<u>Principal Business</u>
Paul E. Brown Mgt Trust P.O. Box 51 Millry, Alabama 36558-0051	33.60%	56.00%	U.S.	Investment Mgt
GST Exempt Family Trust for the benefit of Paul E. Brown, Jr. 6045 Carpenter Road Millry Alabama 36558	66.40%	44.00%	U.S.	Investment Mgt

The Transferors and the Transferees have no ownership or control over any provider of domestic or international telecommunications services other than the Millry Corp subsidiaries – Millry Telephone, Millry Communication and Millry LD – identified in this application.

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

Neither the Transferors nor the Transferees, Millry Corp or the Section 214 authorization holders 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.**

The Transferors presently hold, in the aggregate, 8,522.64 shares (50%) of Millry Corp’s issued and outstanding Class A voting stock and 5,681.76 shares (50%) of Millry Corp’s issued and outstanding Class B non-voting stock. The Transferees likewise hold, in the aggregate, the remaining 8,522.64 shares (50%) of Millry Corp’s issued and

outstanding Class A voting stock and 5,681.76 shares (50%) of Millry Corp's issued and outstanding Class B non-voting stock. On August 9, 2016, the Transferors and Transferees entered into a Purchase Agreement whereby Millry Corp will purchase, and the Transferors will sell, 100% of the Transferors' outstanding Class A and Class B shares in Millry Corp (totaling 50% of the corporation's economic ownership). As a result of the transaction, the Transferees' ownership in Millry Corp's outstanding stock and their voting membership in the corporation will increase from 50% to 100%, giving the Transferees clear and complete *de jure* control of Millry Corp, and thus its subsidiaries' Section 214 domestic and international authorizations.

**(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 Millry Corp nor any of the Section 214 authorization holders 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.**

The Transferors and Transferees hereby certify that neither Millry Corp nor any of the Section 214 authorization holders 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. The Transferors and Transferees further certify that neither Millry Corp nor any of the Section 214 authorization holders is in a contractual relationship with any foreign carrier affecting the provision or marketing of international basic telecommunications services in the United States. Millry 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.**

The Transferors and Transferees hereby certify that neither Millry Corporation nor any of the Section 214 authorization holders 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.**

The Transferors and Transferees 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.**

The Transferors and Transferees request streamlined treatment of the application pursuant to 47 C.F.R. § 63.12 in that neither Millry Corp nor any of the Section 214 authorization holders 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).

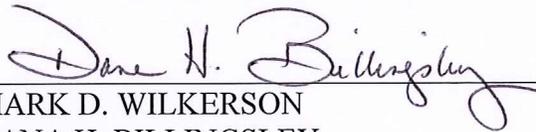
**(m)** The Transferors and the Transferees understand that, pursuant to the streamlined processing provisions of 47 C.F.R. § 63.12, the application for transfer of control of Millry LD's international Section 214 authority under 47 C.F.R. § 63.18 shall be granted by the Commission fourteen (14) days after the date of public notice listing the application as accepted for filing. The Transferors and Transferees further 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.

**IV. Conclusion**

For the reasons stated above, the Transferors and Transferees respectfully submit that the public interest, convenience and necessity would be furthered by approving this application for the redemption by Millry Corporation of all of the Transferors' stock, resulting in the Transferees' clear and complete *de jure* control of Millry Corp, and thus its subsidiaries' Section 214 domestic and international authorizations, which will permit a continuation of the telecommunications services being provided by Millry Telephone Company, Inc., Millry Communication, Inc. and Millry Telephone LD, LLC.

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

Respectfully submitted on this 15th day of August, 2016.



MARK D. WILKERSON

DANA H. BILLINGSLEY

Attorneys for the Transferors and Transferees, shareholders of Millry Corporation, and Section 214 Authorization Holders Millry Telephone Company, Inc., Millry Communication, Inc. and Millry Telephone LD, 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@wilkinsonbryan.com  
dana@wilkinsonbryan.com

## Attachment A

In accordance with 47 C.F.R. § 63.04(b), the Transferors and Transferees 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 August 9, 2016, the Transferors and Transferees entered into a Purchase Agreement whereby Millry Corp will purchase, and the Transferors will sell, 100% of the Transferors' outstanding Class A and Class B shares in Millry Corp (totaling 50% of the corporation's economic ownership). As a result of the transaction, the Transferees' percentage ownership in Millry Corp's outstanding stock and their voting membership in the corporation will increase from 50% to 100%, giving the Transferees clear and complete *de jure* control of Millry Corp, and thus its subsidiaries' Section 214 domestic and international authorizations.<sup>1</sup> Millry Corp's subsidiaries – Millry Telephone, Millry Communication and Millry 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.

Millry LD provides resold domestic and international toll service to certain Millry Telephone and Millry Communication customers. An application has also been filed

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<sup>1</sup> Prior to completion of the transaction, Millry Corp may create another wholly owned intermediate subsidiary for internal corporate purposes. In such case, Millry Corp would transfer 100% of the stock of its subsidiaries, Millry Telephone, Millry Communication and Millry LD, to such new subsidiary, which would then serve as an intermediate holding company between Millry Corp and the subsidiaries. The creation of such an intermediate subsidiary would have no impact on the transfer of control of Millry Corp and its subsidiaries as described herein and would be considered a pro forma transaction under 47 C.F.R. §§ 63.03(d) and 63.24(d), subject to the Commission's notification requirements set forth in 47 C.F.R. § 63.24(f)(2). In such event, the subsidiaries will timely file the requisite notifications to the Commission within thirty (30) days after the transfer of control to the new intermediate subsidiary is completed.

with the 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:**

Millry Corp is the holding company for the Section 214 authorization holders Millry Telephone, Millry Communication and Millry LD; Millry Corp is not a telecommunications provider.

Millry Telephone is an ILEC providing local exchange telephone service and Internet service to residential and business customers in portions of Washington and Choctaw counties in southwestern Alabama, with approximately 4902 access lines, and provides exchange access services to other telecommunications carriers; Millry Telephone also has authority to provide alternative facilities-based and resold local exchange telecommunications in Alabama as a CLEC. Millry Communication is a CLEC also offering local exchange telephone service, Internet and Ethernet service to residential and business customers in Washington and Choctaw counties. Millry Telephone's affiliate, Millry LD, provides resold interexchange service to customers of Millry Telephone and Millry Communication in the same service area, who select Millry LD as their long distance provider.

**(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:**

The application meets the requirements for streamlined processing under 47 C.F.R. § 63.03(b)(2)(ii), in that Millry Corp is not a telecommunications provider and, moreover, upon consummation of the transaction, Millry Corp and its subsidiaries will not provide competitive telephone exchange services or exchange access services in geographic areas served by a dominant local exchange carrier that is not a party to the transaction and will serve far fewer than two percent (2%) of the nation's subscriber lines. Millry Telephone's, Millry Communication's and Millry LD's operations are limited to Washington and Choctaw counties in Alabama, and Millry Telephone has approximately 4902 access lines. As a result of the transactions, Millry Corp and its affiliates together will have a market share in the interstate, interexchange market of far less than ten percent (10%), and far less than two percent (2%) of the nation's subscriber lines.

Alternatively, streamlined treatment is appropriate under the Commission's "case-by-case approach"<sup>2</sup>, in that the transactions involve a simple transfer of underlying equity interests in three small rural telephone companies and their holding corporation, which presents no competitive concerns and no "novel questions of fact, law, or policy which cannot be resolved under outstanding precedents and guidelines."<sup>3</sup>

**(d) 47 C.F.R. § 63.04(a)(9)**

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

Millry LD provides resold domestic and international toll service to certain Millry Telephone and Millry Communication customers. An application has also been filed

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<sup>2</sup> *Report and Order, In the Matter of Implementation of Further Streamlining Measures for Domestic Section 214 Authorizations*, CC Docket No. 01-150, 17 FCC Rcd 5517 at ¶ 34 (rel. Mar. 21, 2002) ("Streamlining Order"); see also 47 C.F.R. § 63.03(a) (permitting streamlining "[u]pon determination...that the application is appropriate for streamlined treatment").

<sup>3</sup> *Id.* at ¶ 28.

with the International Bureau seeking approval of this change of control.

In separate applications filed with the FCC on August 9, 2016, the Transferors and Transferees are also seeking approval for the transfer of control of the following licenses issued to Millry Telephone: CD – Paging and Radiotelephone license KNKK711, issued July 28, 1998, and IG – Industrial/Business Pool, Conventional license WQVJ839, issued on March 6, 2015. No approval is required from the FCC for the transfer of control of Antenna Structure Registration Numbers 1037303 and 1037304, entered on behalf of Millry Telephone on January 12, 1998.

**(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 Millry Corp nor any of the Section 214 authorization holders 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 operation of Millry Corp and provision of its subsidiaries' telecommunications services by Millry Corp's current majority shareholders, the Paul E. Brown Management Trust and the GST Exempt Family Trust for the benefit of Paul E. Brown, Jr. Trustees Paul E. Brown and Paul E. Brown, Jr. have been actively involved in the management of Millry Corp and its subsidiaries. The transaction will be transparent to Millry customers, who will experience no disruption in service as a result thereof. To date, Millry Corp and its subsidiaries, the Section 214 authorization holders, have had an excellent record of serving their southwestern Alabama customers. Under the sole ownership and control of the Paul E. Brown Management Trust and the GST Exempt Family Trust for the benefit of Paul E. Brown, Jr., Millry Corp and its subsidiaries will continue to provide their customers with quality local exchange, interexchange, exchange access and Internet services at affordable rates.

- (h)** The Transferors and Transferees understand that, pursuant to the streamlined processing provisions of 47 C.F.R. § 63.03, unless otherwise notified by the Commission, Millry Corp is permitted to transfer control of the authorization to operate on the 31<sup>st</sup> day after the date of public notice listing the domestic section 214 transfer of control application as accepted for filing as a streamlined application, but only in accordance with the operations proposed in the application. The Transferors and Transferees further 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 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 and 63.12. This Attachment B may be executed in one or more counterparts, each of which shall be deemed to be an original, but all of which shall constitute one and the same document.

MILRY CORPORATION

By: Paul E. Brown  
Paul E. Brown  
Its: President  
Date: 8-10-16

**Attachment C**

In accordance with 47 C.F.R. §§ 63.04, 63.18 and 63.24, I 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 and 63.12. This Attachment C may be executed in one or more counterparts, each of which shall be deemed to be an original, but all of which shall constitute one and the same document.

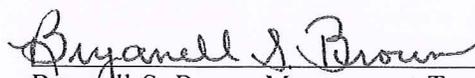
MILLRY CORPORATION TRANSFERORS



Darrell R. Brown, Sr. Management Trust created on December 29, 2003

Darrell R. Brown, Sr., Trustee

Date: 8-10-16



Bryanell S. Brown Management Trust created on December 29, 2003

Bryanell S. Brown, Trustee

Date: 8-10-16

GST Exempt Family Trust for the benefit of Darrell Raiford Brown, Jr. created under the Darrell R. Brown Irrevocable Trust dated December 29, 2003

Darrell Raiford Brown, Jr., Trustee

Date: \_\_\_\_\_



GST Exempt Family Trust for the benefit of Lisa Renee Bond created under the Darrell R. Brown Irrevocable Trust dated December 29, 2003

Lisa Renee Bond, Trustee

Date: 8-10-16

GST Exempt Family Trust for the benefit of Chera Dare Ogburn created under the Darrell R. Brown Irrevocable Trust dated December 29, 2003

Chera Dare Ogburn, Trustee

Date: \_\_\_\_\_

Attachment C

In accordance with 47 C.F.R. §§ 63.04, 63.18 and 63.24, I 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 and 63.12. This Attachment C may be executed in one or more counterparts, each of which shall be deemed to be an original, but all of which shall constitute one and the same document.

MILRY CORPORATION TRANSFERORS

\_\_\_\_\_  
Darrell R. Brown, Sr. Management Trust created  
on December 29, 2003  
Darrell R. Brown, Sr., Trustee

Date: \_\_\_\_\_

\_\_\_\_\_  
Bryanell S. Brown Management Trust created on  
December 29, 2003  
Bryanell S. Brown, Trustee

Date: \_\_\_\_\_

\_\_\_\_\_  
GST Exempt Family Trust for the benefit of  
Darrell Raiford Brown, Jr. created under the  
Darrell R. Brown Irrevocable Trust dated  
December 29, 2003  
Darrell Raiford Brown, Jr., Trustee

Date: 8-10-16

\_\_\_\_\_  
GST Exempt Family Trust for the benefit of Lisa  
Renee Bond created under the Darrell R. Brown  
Irrevocable Trust dated December 29, 2003  
Lisa Renee Bond, Trustee

Date: \_\_\_\_\_

\_\_\_\_\_  
GST Exempt Family Trust for the benefit of Chera  
Dare Ogburn created under the Darrell R. Brown  
Irrevocable Trust dated December 29, 2003  
Chera Dare Ogburn, Trustee

Date: \_\_\_\_\_

**Attachment C**

In accordance with 47 C.F.R. §§ 63.04, 63.18 and 63.24, I 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 and 63.12. This Attachment C may be executed in one or more counterparts, each of which shall be deemed to be an original, but all of which shall constitute one and the same document.

MILLRY CORPORATION TRANSFERORS

\_\_\_\_\_  
Darrell R. Brown, Sr. Management Trust created  
on December 29, 2003

Darrell R. Brown, Sr., Trustee

Date: \_\_\_\_\_

\_\_\_\_\_  
Bryanell S. Brown Management Trust created on  
December 29, 2003

Bryanell S. Brown, Trustee

Date: \_\_\_\_\_

\_\_\_\_\_  
GST Exempt Family Trust for the benefit of  
Darrell Raiford Brown, Jr. created under the  
Darrell R. Brown Irrevocable Trust dated  
December 29, 2003

Darrell Raiford Brown, Jr., Trustee

Date: \_\_\_\_\_

\_\_\_\_\_  
GST Exempt Family Trust for the benefit of Lisa  
Renee Bond created under the Darrell R. Brown  
Irrevocable Trust dated December 29, 2003

Lisa Renee Bond, Trustee

Date: \_\_\_\_\_

*Chera Dare Ogburn, Trustee*

\_\_\_\_\_  
GST Exempt Family Trust for the benefit of Chera  
Dare Ogburn created under the Darrell R. Brown  
Irrevocable Trust dated December 29, 2003

Chera Dare Ogburn, Trustee

Date: 8-11-16

**Attachment D**

In accordance with 47 C.F.R. §§ 63.04, 63.18 and 63.24, I 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. This Attachment D may be executed in one or more counterparts, each of which shall be deemed to be an original, but all of which shall constitute one and the same document.

MILLRY CORPORATION TRANSFEREES



Paul E. Brown Management Trust created on November 12, 2004, as amended and restated on August 2, 2006

Paul E. Brown, Trustee

Date: 8-10-16



GST Exempt Family Trust for the benefit of Paul E. Brown, Jr. created under the Paul E. Brown Irrevocable Trust dated March 10, 2004, as amended and restated on August 2, 2006

Paul E. Brown, Jr., Trustee

Date: 8-10-16