

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

In the Matter of)
)
United Communications Holdings, LLC)
Transferor)
) WC Docket No. ____
United Communications Holdings, LLC)
Transferee)
)
For the Transfer of Control of United Telephone Company)
d/b/a United Communications, its wholly-owned subsidiary)
United Communications, Inc. (formerly UTC Video Concepts, LLC),)
and its affiliate UTC Long Distance, LLC that provide interstate)
interexchange and exchange access services in Tennessee)
pursuant to a blanket domestic Section 214 authorization)

To: Wireline Competition Bureau

**STREAMLINED APPLICATION FOR TRANSFER OF CONTROL OF DOMESTIC
BLANKET SECTION 214 AUTHORIZATIONS**

United Communications Holdings, LLC (“UCH”; FRN: 0020970117) hereby requests Commission authorization for the transfer of control of its direct and indirect subsidiaries: United Telephone Company d/b/a United Communications (“UTC”; FRN: 0005069299), a rural incumbent local exchange carrier (“ILEC”); United Communications, Inc. (“UCI”; FRN: 0014414059) (formerly UTC Video Concepts, LLC) a competitive local exchange carrier (“CLEC”) broadband services provider and cable operator; and UTC Long Distance, LLC (“UTC-LD”; FRN: 0005023940), a long distance toll service reseller, that provide interstate interexchange and exchange access services in the State of Tennessee pursuant to blanket domestic Section 214 authorizations.

UTC, a wholly-owned subsidiary of UCH, is a Tennessee corporation that provides local exchange service and Internet service to residential consumers and businesses in Bedford, Davidson, Franklin, Marshall, Maury, Moore, Rutherford and Williamson counties in Tennessee and provides exchange access services to other telecommunications carriers. UTC-LD, also a wholly-owned subsidiary of UCH, holds a certificate of public convenience and necessity (“CPCN”) from the Tennessee Public Utilities Commission (“TPUC”) and provides resold interstate and intrastate long distance services to customers in UTC’s local exchange service area. UCI, a wholly-owned subsidiary of UTC, holds both a CPCN from the TPUC to offer competing telecommunications services in the state of Tennessee and a statewide certificate of franchise authority to offer CATV services. UCI currently provides voice, internet, and digital TV services to previously unserved and underserved portions of Middle Tennessee.

UCH, the ultimate parent company of UTC, UCI and UTC-LD, is a limited liability company that was formed in 2011 by MSouth Equity Partners, LP (“MSouth”), William H. Bradford (President and Chief Executive Officer), and Eugene B. Johnson (Chairman) to acquire, *inter alia*, ownership of UTC and UTC-LD. There are two classes of membership interests in UCH; Class A interests which carry voting rights and Class B interests which do not carry voting rights. The proposed transaction will consist of a redemption by UCH of the all of the Class A and Class B membership interests in UCH held by MSouth. MSouth currently holds a controlling 58.2% voting interest and a 46.7% equity interest in UCH. Upon consummation of this transaction, MSouth will no longer have any ownership interest in UCH. UCH will be controlled by Messrs. Bradford and Johnson who will each hold 50 percent of the remaining issued and outstanding Class A voting units. The post consummation equity ownership of the company (consisting both the remaining issued and outstanding Class A voting units and the remaining issued and outstanding Class B non-voting units) will be held by Mr. Bradford

(53.3%), Mr. Johnson (40.8%) and Michael F. Jury (5.8%), an employee of the company who currently holds Class B units amounting to a 3.1% equity ownership interest in UCH. Messrs. Bradford, Johnson and Jury are all U.S. citizens.

This transaction entails a redemption and retirement of the Class A and Class B interests held by MSouth, the controlling interest holder in UCH. None of the other interest holders in UCH will be acquiring MSouth's units and no new parties will acquire any equity or voting interests in UCH as a result of this transaction. William Bradford will remain in his current position as President and Chief Executive Officer of UCH and Eugene B. Johnson will remain in his current position as Chairman. Michael Jury will remain in his position as Chief operating Officer. Accordingly, although the retirement of MSouth's ownership units will result in a transfer of *de jure control* (>50% of the voting control) to the two remaining Class A unit holders of UCH, this transaction will not in fact result in any change in *de facto* control of the day-to-day operations of the UCH or any of its subsidiaries. Nor will this transaction result in any changes to the operations of, including the geographic areas served and services offered by, UCH and its subsidiaries. None of the remaining interest holders in UCH holds any cognizable ownership interest in any telecommunications service providers that serve any territories that overlap or are adjacent to the service areas of UCH and its subsidiaries. Therefore, this application should qualify for streamlined processing pursuant to Section 63.03 of the Commission's Rules.

In accordance with the requirements of Section 63.04(a) of the Commission's Rules, the Applicants submit the following information:

(1) Name, address and telephone number of each applicant:

Transferor:

United Communications Holdings, LLC
120 Taylor Street
P.O. Box 38
Chapel Hill, TN 37034
Phone: 931-364-4321
Facsimile: 931-364-4370

Transferee:

United Communications Holdings, LLC
120 Taylor Street
P.O. Box 38
Chapel Hill, TN 37034
Phone: 931-364-4321
Facsimile: 931-364-4370

(2) Government, state or territory under the laws of which each corporate or partnership applicant is organized:

United Communications Holdings, LLC is a limited liability company organized under the laws of Delaware. UCH does not itself provide any telecommunications services.

United Telephone Company d/b/a United Communications is a Tennessee corporation.

United Communications, Inc. is a Tennessee corporation.

UTC Long Distance, LLC is a limited liability company organized under the laws of Tennessee.

(3) Name, title, post office address, and telephone number of the officer or contact person to whom correspondence concerning the application is to be addressed:

Transferor/Transferee:

William Bradford, CEO and President
United Communications Holdings, LLC
120 Taylor Street
P.O. Box 38
Chapel Hill, TN 37034
Phone: 931-364-4321
Facsimile: 931-364-4370

With a copy to Counsel:

Howard Shapiro
Bennet & Bennet, PLLC
6124 MacArthur Blvd
Bethesda MD 20816
Telephone: 202-371-1500

(4) Name, address, citizenship and principal business of any person or entity that directly owns at least ten (10) percent of the equity of the applicant, and the percentage of equity owned by each of those entities:

(a) United Telephone Company (Before and After Transaction)

| Name & Address | Ownership % | Citizenship | Principal Business |
|--|--------------------|--------------------|---------------------------|
| United Communications Holdings, LLC 120 Taylor Street P.O. Box 38 Chapel Hill, TN 37034 | 100% | Delaware | Holding Company |

(b) United Communications Inc. (Before and After Transaction)

| Name & Address | Ownership % | Citizenship | Principal Business |
|---|--------------------|--------------------|---------------------------|
| United Telephone Company 120 Taylor Street P.O. Box 38 Chapel Hill, TN 37034 | 100% | Tennessee | ILEC |

(c) UTC-Long Distance (Before and After Transaction)

| Name & Address | Ownership % | Citizenship | Principal Business |
|--|--------------------|--------------------|---------------------------|
| United Communications Holdings, LLC 120 Taylor Street P.O. Box 38 Chapel Hill, TN 37034 | 100% | Delaware | Holding Company |

(d) United Communicatons Holdings, LLC (Before transaction)

| Name & Address* | Ownership % (Equity) | Ownership % (Voting) | Citizenship | Principal Business |
|----------------------------|---------------------------------|---------------------------------|--------------------|---------------------------|
| MSouth Equity Partners, LP | 46.7% | 58.2% | USA | Investment |
| William H. Bradford | 28.4% | 20.9% | USA | Telecommunications |
| Eugene B. Johnson | 21.8% | 20.9% | USA | Telecommunications |
| Michael F. Jury | 3.1% | n/a | USA | Telecommunications |

*The address for MSouth Equity Partners, LP is 3050 Peachtree Road NW, Suite 550, Atlanta, Georgia 30305. The address for Messrs. Bradford, Johnson and Jury is 120 Taylor Street, P.O. Box 38, Chapel Hill, TN 37034.

(e) United Communicatons Holdings, LLC (After Transaction)

| Name & Address* | Ownership % (Equity) | Ownership % (Voting) | Citizenship | Principal Business |
|----------------------------|---------------------------------|---------------------------------|--------------------|---------------------------|
| William H. Bradford | 53.3% | 50.0% | USA | Telecommunications |
| Eugene B. Johnson | 40.8% | 50.0% | USA | Telecommunications |
| Michael F. Jury | 5.8% | n/a | USA | Telecommunications |

* The address for Messrs. Bradford, Johnson and Jury is 120 Taylor Street, P.O. Box 38, Chapel Hill, TN 37034.

(5) 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 parties hereby certify, pursuant to 47 C.F.R. §§1.2001 through 1.2003, that no party to the present application is subject to denial of Federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988.

(6) Description of the transaction:

The proposed transaction will consist of a redemption by UCH of the all of the Class A and Class B membership interests in UCH held by MSouth. MSouth currently holds a controlling 58.2% voting interest and a 46.7% equity interest in UCH. Upon

consummation of this transaction, MSouth will no longer have any ownership interest in UCH. UCH will be controlled by Messrs. Bradford and Johnson who will each hold 50 percent of the remaining issued and outstanding Class A voting units of UCH.

(7) 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:

UCH is a privately owned holding company with three wholly-owned subsidiaries: UTC (a local exchange carrier providing telephone and internet service to the eight (8) traditional telephone exchanges located in Bedford, Davidson, Franklin, Marshall, Maury, Moore, Rutherford and Williamson counties in Tennessee); UTC-LD (a provider of resold interstate and intrastate long distance services to customers in the State of Tennessee); and, UCI a competitive local exchange carrier, cable television system operator and broadband service provider that holds both a certificate of public convenience and necessity to offer competing telecommunications services in the state of Tennessee and a statewide certificate of franchise authority to offer CATV services. These companies are headquartered in Chapel Hill, Tennessee.

UTC operates an upgraded fiber network, including over 1,000 route miles of fiber backbone connecting in Nashville and covering Nolensville, portions of Brentwood, College Grove, Chapel Hill, Unionville, Fosterville, Estill Springs, Belfast, and Flat Creek, Tennessee. UTC's local exchange service area covers 8 telephone exchanges in Bedford, Davidson, Franklin, Marshall, Maury, Moore, Rutherford and Williamson counties in Tennessee. UTC currently provides local exchange service to a total of 11,500 access lines and both fiber and DSL-based Internet service to approximately 9,000 customers in its service area.

UTC-LD resells interstate and intrastate long distance toll in the State of Tennessee, primarily serving customerws of its affiliated companies, UCI and UTC.

UCI provides cable television services in areas in and around UTC's service area, many of whom would not otherwise have access to cable television service. UCI also provides high speed Internet and VoIP services in underserved markets contiguous to UTC's core telephone exchanges.

(8) Statement as to how the application fits into one or more of the presumptive streamlined categories in section 63.03 or why it is otherwise appropriate for streamlined treatment.

This application is appropriate for streamlined treatment because it reflects a simple corporate reorganization without the involvement of any new parties whose qualifications have not already been passed upon by the Commission. This transaction entails a redemption and retirement of the Class A and Class B interests in UCH held by MSouth, the controlling interest holder in UCH. None of the other interest holders in UCH will be acquiring MSouth's units and no new parties will acquire any equity or voting interests in UCH as a result of this transaction. William Bradford will remain in his current position President and Chief Executive Officer of UCH and Eugene Johnson will remain in his current position as Chairman. Michael Jury will remain in his position as Chief Operating Officer. Accordingly, although the retirement of MSouth's ownership units will result in a transfer of *de jure* control (>50% of the voting control) of UCH to the two remaining Class A unit holders of UCH, this transaction will not in fact result in any change in *de facto* control of the day-to-day operations of the UCH or any of its subsidiaries. Nor will this transaction result in any changes to the operations of, including the geographic areas served and services offered by, UCH and its subsidiaries. None of the remaining interest holders in UCH holds any cognizable ownership interest in any telecommunications service providers that serve any territories that overlap or are adjacent to the service areas of UCH and its subsidiaries.

UCH and its subsidiaries also fit within the presumptive streamlined categories in Section 63.03(b) of the Commission's Rules. UCH and its subsidiaries: (a) together have a market share in the interstate, interexchange market of less than 10 percent; (b) together have less than 12,000 access lines which constitute far fewer than two (2) percent of the nation's subscriber lines installed in the aggregate nationwide; and (c) do not overlap or abut the service areas of any other company in which any of the equity holders in UCH has any cognizable interest.

(9) Identification of all other Commission applications related to the same transaction:

Contemporaneously with the filing of this Domestic 214 Transfer of Control application, the transferor and transferee will be filing through the IBFS an application for consent to transfer control of the International 214 authorization (ITC-214-19970205-00061) held by UTC-LD. Additionally, an application for consent to transfer control of approximately one dozen private point-to-point microwave licenses will be filed contemporaneously through the ULS.

(10) Statement of whether the applicants are requesting special consideration because either party to the transaction is facing imminent business failure:

No party to the transaction is facing imminent business failure at this time. Therefore, the Applicants are not requesting special consideration because a party to the transaction is facing imminent business failure.

(11) Identification of any separately filed waiver requests being sought in conjunction with the transaction:

No separately filed waivers or waiver requests are being sought in conjunction with the proposed transaction.

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

As indicated above, this transaction will have no impact on competition in domestic markets. The corporate reorganization described herein is expected to free up capital resources that would otherwise be used to compensate investors and allow the companies to continue to provide new services and expand existing services to rural unserved and underserved areas of Middle Tennessee.

CONCLUSION

In light of the foregoing facts and public interest considerations, the Commission is respectfully requested to consent to the transfer of control of UCH and the blanket domestic Section 214 authorizations held by its subsidiaries, UTC, UTC-LD and UCI that will result from the redemption and retirement of the ownership units in UCH held by MSouth.

William Bradford, as representative of UCH, hereby certifies on behalf of the transferor, transferee and all domestic 214 holders, pursuant to 47 C.F.R. §§1.2001 through 1.2003, that no party to the present application is subject to denial of Federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988.

William Bradford, as representative of UCH, by his signatures below hereby certifies that he has read the foregoing application and that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.

Respectfully submitted,

UNITED COMMUNICATIONS HOLDINGS, LLC (Transferor)

By: William Bradford
William Bradford, CEO and President

Date:

UNITED COMMUNICATIONS HOLDINGS, LLC (Transferee)

By: William Bradford
William Bradford, CEO and President

Date: 9/8/2017