

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

In the Matter of the Joint Application of)	
)	
Sterling Family, LLC and Metzger Associates,)	WC Docket No. 21- _____
LLC, <i>Transferors</i>)	
)	IB File No. ITC-T/C-2021 _____
)	
And)	
)	
)	
Worth Telecoms Holdings, LLC, <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)	
Domestic and International Section 214)	
Authorization Holders to Worth Telecoms)	
Holdings, LLC.)	

JOINT APPLICATION

Sterling Family, LLC and Metzger Associates, LLC (collectively, the “Transferors”), and Worth Telecoms Holdings, LLC (“Worth Telecoms” or “Transferee,” and together with the Transferors, the “Applicants”), pursuant to Section 214 of the Communications Act of 1934, as amended (the “Act”),¹ and Sections 63.04 and 63.24 of the Commission’s Rules,² file this joint-application (“Application”) seeking Commission consent for the transfer of control of Plant Telephone Company (“Plant”) (an incumbent Rural Local Exchange Carrier (“RLEC”) and its wholly owned subsidiaries Plant TiftNet, Inc. (“TiftNet”),³ Plant Long Distance Company

¹ 47 U.S.C. § 214.

² 47 C.F.R. §§ 63.04 & 63.24.

³ TiftNet holds no Section 214 authorizations, but is a provider of cable television and VoIP-based voice services. Because its VoIP service has not been determined to be a “telecommunications service,” it is uncertain whether the FCC considers its Part 63 transfer of control rules applicable to TiftNet. TiftNet is included herein for disclosure purposes and due to the FCC registrations noted herein that TiftNet has obtained.

(“PLDC”), and Plant Telenet, Inc. (“Telenet”) from Transferors to Transferee. TiftNet, PLDC, and Telenet are wholly owned subsidiaries of Plant (the “Subsidiaries,” and together with Plant, the “Licensees”).

On November 3, 2021, the Applicants entered into a Stock Purchase Agreement (“SPA”) whereby Transferee will acquire from Transferors all of the ownership interests in Plant and, indirectly, the Subsidiaries (the “Transaction”).⁴ The Transaction will be transparent to the Licensees’ customers as the consummation of the Transaction will not cause any loss or impairment of service for any such customers and will have no adverse effects upon competition in any areas where Plant and the Subsidiaries provide their respective communications service. Rather, Applicants fully anticipate that Plant and its customers will benefit substantially from the financial resources and management and operational expertise of Transferee. Accordingly, the Commission should find that the Transaction serves the public interest.

Pursuant to Section 63.04(b) of the Commission’s rules,⁵ the Applicants are filing this joint Application for the proposed transfer of control of the Licensees, including domestic and international authorizations.⁶ The Applicants provide below the information required by Sections

⁴ The Transaction will also include acquisition by the Transferee of 100% of the interests in Plant Telecommunications Sales and Services, Inc. (“PTSS”), a company that is 70 percent held by Danny Sterling. PTSS has a wholly owned subsidiary, Plant Broadcasting, LLC, that currently holds a number of FCC full power FM and AM radio broadcast and FM translator licenses, and related broadcast ancillary remote pickup and aural studio transmitter link licenses. These licenses are subject to a *pro forma* assignment application (LMS File No. 0000166207) between PTSS and a separate entity with the same ownership as PTSS that we expect to be approved by the FCC and consummated prior to completion of the Transaction. As a result, control of these broadcast and related wireless licenses will not be transferred to Transferee as part of the Transaction.

⁵ 47 C.F.R. § 63.04(b).

⁶ TiftNet holds an FCC authorization to operate a satellite receive-only earth station, operates a number of FCC-registered antennas, and is registered with the FCC as a cable operator. Necessary filings with respect to these authorizations and registrations will be made following consummation of the Transaction.

63.24(e)(2) and 63.04(a)(6) through (a)(12) of the Commission’s Rules.⁷ In support of this Application, Applicants offer the following information:

I. DESCRIPTION OF THE APPLICANTS

A. Worth Telecoms Holdings, LLC

Worth Telecoms, a Delaware limited liability company, is a wholly owned subsidiary of TruVista Communications, Inc., a South Carolina corporation (“TruVista”). TruVista is a communications provider headquartered in Chester, South Carolina, that has served the local community since 1897. TruVista, a wholly owned subsidiary of York Telecoms Holdings US L.P. (“York”), is an indirect subsidiary of iCON Infrastructure Partners IV (US AIV), L.P., which is an investment vehicle and indirect subsidiary of iCON Infrastructure LLP (“iCON Parent,” and together with its affiliated funds described herein, the “iCON IV Fund”). 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.⁸

iCON Parent, established in 2011 and headquartered in London, United Kingdom, is an independent investment group with over €4.3 billion in assets under management. iCON Parent

⁷ 47 C.F.R. §§ 63.24(e)(2), 63.04(a)(6)-(12). For purposes of this Joint Application, only PLDC offers international resold services. See ITC-214-19980-831-00630.

⁸The 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 is responsible for regulating in accordance with standards set by international bodies (e.g., the Financial Action Task Force, the International Organization of Securities Commissions and the International Association of Insurance Supervisors).

is wholly owned by a number of its executives. iCON Parent is authorized and regulated by the UK Financial Conduct Authority.⁹

Through its family of investment funds, including the iCON IV Fund, iCON Parent focuses on investments in infrastructure businesses in Europe and North America. iCON Parent's funds manage a diversified portfolio of investments in the energy, regulated utilities, healthcare, telecommunications and transportation sectors across Europe and North America. iCON Parent's funds currently control two portfolio companies in the United States, and of those, only TruVista is a communications provider. Other than the information disclosed in the Application and herein, no other individual or entity associated with the current ownership of Worth Telecoms holds a direct or indirect 10% or greater interest in any other domestic telecommunications service provider.

B. Transferors of Plant Telephone Company and Its Subsidiaries

Plant Telephone Company ("Plant") is an RLEC and began operations in 1885. Plant operates in portions of eleven (11) counties in south central Georgia: Atkinson, Colquitt, Cook, Crisp, Dooly, Emanuel, Laurens, Montgomery, Treutlen, Turner, and Worth. Plant provides local exchange and exchange access service to approximately 5,490 access lines in this rural area. Plant's Study Area Code is 220379. Plant has elected to receive its federal Universal Service Fund disbursements using the Federal Communications Commission's "Alternative Connect America Cost Model" or "ACAM."¹⁰

⁹The 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.

¹⁰ As explained herein, TruVista directly controls Chester Telephone Company, now TruVista Communications, Inc. (SPIN 143001512), Study Area Code: 240516, Study Area: Chester Tel. Co. TruVista's is affiliated with two additional RLECs -- Lockhart Telephone Company, Inc. (SPIN 14300122), Study Area Code: 240532, Study Area:

Telenet, PLDC and TiftNet are also Georgia corporations and are wholly owned subsidiaries of Plant. PLDC is a reseller of long-distance services operating in and around the service area of Plant. PLDC provides its resold long-distance service to approximately 5,050 customers. Telenet is a “competitive local exchange carrier” (“CLEC”) and provides its service to discrete areas outside of the service area of its parent company, Plant. TiftNet is a cable television service provider in Tifton, Georgia, providing cable television service and VoIP services via broadband connection. TiftNet services are provided in an area outside of the service area of its parent company.

The ownership of Transferors is as follows.

The shareholders that own Ten Percent (10%) or more of the issued and outstanding voting stock of Plant, and thus the same percentage indirectly in Plant Telenet, Inc. and in PLDC are provided below.¹¹ Each shareholder is a United States Citizen.

Lockhart Tel. Co. Inc.; and Ridgeway Telephone Company, Inc. (SPIN 143001528), Study Area Code 240541, Study Area: Ridgeway Tel. Co.

¹¹ For completeness, Plant and its subsidiaries provide the following information regarding the history of its shareholders, and to correct the information previously submitted to the Commission. At the time of the submission of the PLDC August, 1998 international Section 214 application, and rather than as reported in that application that Plant was owned equally (50%) by Betty Metzger and Beverly Sterling, both US Citizens, the following ownership of Plant existed: the voting interests in Plant were individually owned by Ms. Sterling (20%) and Ms. Metzger (20%) with 30% voting interest in Plant held by the Sterling Family LLC (the “SF LLC”) and 30% of the voting interests held by the Metzger & Associates, LLC (the “MA, LLC”). Of the 30% attributable voting interest in Plant owned by SF LLC, 31% of SF LLC was held by Ms. Sterling, thus providing an attributable ownership in Plant by Ms. Sterling of a combined approximately 29.3% voting interest in August 1998, with Ms. Sterling’s family members (all U.S. Citizens) owning the remaining 20.7% attributable voting interest in Plant (no greater than 10% attributable owners of Plant). At this same time, of the 30% attributable voting interest in Plant owned by MA, LLC, approximately 52% of MA LLC was held by Ms. Metzger, thus providing an attributable voting ownership in Plant by Ms. Metzger of a combined approximately 35.7% voting interest, an attributable voting ownership in Plant by Ms. Metzger’s son – James Metzger (a U.S. Citizen) – of approximately 11.5%, with various other of Ms. Metzger’s family members (all U.S. Citizens) owning the remaining approximately 2.8% attributable voting interest in Plant. After a series of intra-family transfers associated with estate planning in 1999 through 2001, in May of 2003, the remaining individual voting interests of Ms. Metzger and Ms. Sterling were transferred to MA, LLC and SF, LLC respectively. As a result of these transfers, (1) the attributable voting interest in Plant at that time held by Ms. Metzger was approximately 34%, James Metzger held an attributable voting interest in Plant of approximately 13%, with the remaining Metzger family members (again all U.S. Citizens) owning approximately a 3% attributable voting interest in Plant; and (2) the attributable voting interest in Plant held by Ms. Sterling was approximately 28%, with the remaining Sterling family members (again all U.S. Citizens) owning approximately a 21.6% attributable voting interest in Plant. Further, in October, 2017, Ms. Sterling, as manager of the SF, LLC entered into a voting agreement with Ms. Metzger, manager

<u>Name</u>	<u>Voting Percent</u>	<u>Citizenship</u>	<u>Business</u>
The Sterling Family LLC	50%	United States	Telecommunications
Metzger Associates, LLC	50%	United States	Telecommunications

The 10% or greater owner of the voting stock of the Sterling Family, LCC is Beverly G. Sterling (approximately 56%), a United States Citizen and telecommunications executive.¹²

The 10% or greater owners of the voting stock of the Metzger & Associates, LLC are Ray Metzger (approximately 71%), a United States Citizen and telecommunications executive and James Metzger (approximately 13%), also a United States Citizen and telecommunications executive.

For purposes of this application, the address for each of these shareholders is Plant Telephone Company, P. O. Box 187, 1703 U. S. Highway 82, West, Tifton, GA 31793. Other than the information disclosed in the Application and herein, no other individual or entity associated with the current ownership of Plant holds a direct or indirect 10% or greater interest in any other domestic telecommunications service provider.

All members of these entities are United States Citizens.

II. DESCRIPTION OF THE TRANSACTION

of MA, LLC, whereby MA, LLC's voting stock in Plant would be voted in the same manner as the SF, LLC voting stock. In 2019, Ms. Metzger passed away and her attributable ownership interest in Plant of approximately 34% was transferred to her husband, Ray Metzger (who was previously a less than 10% attributable owner in Plant), resulting in the MA, LLC voting interest for Plant noted above. Plant regrets the need to update its ownership since the submission of PLDC's 1998 international application, but seeks to correct the record with this additional ownership information. The ownership structure reflected above remains in place today.

¹² In addition, the SPA includes the purchase of Plant Telecommunications Sales and Services, Inc. ("PTSS"), a company owned by members that also own Plant as discussed herein. The remaining members of the Sterling Family, LLC – Danny E. Sterling (husband of Ms. Sterling) and their Daughters (Angela S. Ringenberg and Ginger S. Nelson) (all of which are United States citizens) – own PTSS. PTSS has secured a CLEC certificate of authority from the Georgia Public Service Commission which is and has been inactive since its issuance. PTSS also is the sole member of Plant Broadcasting, LLC ("PBL"), which is the licensee of broadcast radio stations WTIF(AM), WTIF-FM, WFFM(FM), and W260AT, in the Tifton, Georgia, radio market (the "Licenses").

Pursuant to the SPA, Transferee will acquire all of the outstanding equity interests in Plant. As a result, Plant will become a direct, wholly owned subsidiary of Transferee. TiftNet, PLDC, and Telenet will remain subsidiaries of Plant and, therefore, will become indirect subsidiaries of Transferee. Diagrams depicting the pre- and post-Transaction corporate ownership structures are appended hereto as **Exhibit A**.

III. PUBLIC INTEREST CONSIDERATIONS

Pursuant to sections 214(a) and 310(d) of the Act, the Commission must determine whether the Transaction is consistent with the public interest, convenience, and necessity.¹³ The Commission considers the following questions in making its public interest assessment: (i) whether the transaction complies with the specific provisions of the Act, other applicable statutes, and the Commission's rules; (ii) whether the transaction could result in public interest harms by substantially frustrating or impairing the Commission's implementation or enforcement of the Act or interfere with the objectives of that and other statutes; and (iii) whether the transaction will yield affirmative public interest benefits beyond fostering the free transferability of licenses and authorizations.¹⁴

The Applicants believe that the Transaction is consistent with the Act and the Commission's rules, and therefore the Applicants are not aware of any public interest harms that will arise from the Commission's approval of the Transaction. As the surviving entity upon

¹³ See, e.g., *Applications of Level 3 Communications, Inc. and CenturyLink, Inc. for Consent to Transfer Control of Licenses and Authorizations*, Memorandum Opinion and Order, 32 FCC Rcd. 9581, 9585, para. 8 (2017) ("*Level 3-CenturyLink Order*"); *Applications of AT&T Inc. and DIRECTV For Consent to Assign or Transfer Control of Licenses and Authorizations*, Memorandum Opinion and Order, 30 FCC Rcd. 9131, 9139-40, para. 18 (2015) ("*AT&T-DIRECTV Order*"); *Applications of XO Holdings and Verizon Communications Inc. For Consent to Transfer Control of Licenses and Authorizations*, Memorandum Opinion and Order, 31 FCC Rcd. 12,501, 12,504-05, para. 7 (WCB, WTB, and IB 2016).

¹⁴ See, e.g., *Level 3-CenturyLink Order*, 32 FCC Rcd at 9585-86, paras. 8-10; *AT&T-DIRECTV Order*, 30 FCC Rcd at 9139-40, para. 18.

consummation, Transferee respectfully submits that approval of the Transaction would not substantially frustrate or impair the Commission’s implementation or enforcement of the Act or interfere with the objectives of the Act or other statutes. Rather, as described below, the Transaction will offer substantial public interest benefits without causing any material harms.

The Applicants assert that approval of this Application and the proposed Transaction will serve the public interest.¹⁵ Plant and its Subsidiaries have a long history of providing wireline telecommunications services, broadband Internet, and video service to customers in rural Georgia. Transferee anticipates that the Transaction will result in substantial capital investments in Plant by TruVista, with the goal of continuing to advance Plant’s network migration to an upgraded fiber-based infrastructure provider, and therefore allow Plant to continue to bring improved and innovative service offerings to even more customers.

Additionally, Applicants fully anticipate that the Transaction will not negatively impact the customers or operations of Plant and the Subsidiaries. Rather, upon consummation of the Transaction, Transferee will operate Plant and the Subsidiaries in a manner that will continue to provide the same high-quality communications services under the same authorizations, terms and conditions as exist today. Additionally, in an effort to enhance the options and services available to customers, Transferee intends to offer customers upgraded services with additional offerings such as increased bandwidth capacity beyond what was previously available. Moreover, the Transaction will be transparent to the Applicants’ respective customers and there will be no interruption or degradation of service, contract termination, or customer confusion. Future

¹⁵ The Commission “has long recognized the clear public interest benefits in a license or authorization holder being able to assign or transfer control of its license or authorization freely.” *In the Matter of Applications of T-Mobile US, Inc., & Sprint Corp., for Consent to Transfer Control of Licenses & Authorizations, Applications of American H Block Wireless L.L.C., Dbsd Corp., Gamma Acquisition L.L.C., & Manifest Wireless L.L.C. for Extension of Time*, 34 FCC Rcd. 10578, para. 41 (2019). *See also Level 3-CenturyLink Order* 32 FCC Rcd. at 9586, para. 10.

changes, if any, in rates, terms and conditions of service will be made in accordance with applicable rules and notice requirements.¹⁶ Additionally, Transferee expects that the Transaction will greatly benefit Plant and its Subsidiaries by providing them with access to additional operational and management expertise and capital that will make them stronger competitors.

IV. APPLICANTS REQUEST THAT THE COMMISSION EXERCISE ITS DISCRETION TO EXCLUDE THIS APPLICATION FROM REFERRAL TO THE COMMITTEE FOR REVIEW.

In the interest of successfully completing the Transaction in accordance with the terms of the SPA, and allowing for the quickened deployment of additional capital to Plant for the benefit of its customers, the Applicants respectfully submit that the public interest would be advanced if all necessary prior approvals can be received so that the Transaction can be consummated by December 31, 2021. As described herein, this end-of-year target is critical to ensure that a significant amount of value to customers is not lost via delays. There are improvements to Plant that TruVista plans to implement that, based on TruVista's funding and operational timetable, makes closing by the end of 2021 important and beneficial. In this regard, any delay in granting the Application beyond year-end, including by virtue of a referral to the Committee for the Assessment of Foreign Participation in the U.S. Telecommunications Services Sector (the "Committee"), would result in reduced benefits to both the parties to the transaction and to Plant's customers. Transferee respectfully submits that there is strong justification for the Commission to decline to refer the Application to the Committee for review, and the Applicants hereby request

¹⁶ 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 Commission's carrier selection rules, 47 C.F.R. §64.1120 et seq., or under analogous state rules.

that the Commission exercise its discretion to exclude the Application from such referral. In support thereof, the Transferee submits the following facts upon which this request is based.

In the *Executive Branch Review R&O*, the Commission established a policy to generally exclude Section 214 applications from referral to the Committee where the applicant “was cleared by the [Committee] within the past 18 months from the filing of the application without mitigation and there are no new reportable foreign owners in the applicant since that review” (the “18-Month Exclusion Policy”).¹⁷ Although the 18-Month Exclusion Policy does not strictly apply to the Application, Applicants request that the Commission nevertheless exclude the Application from Committee review because, for the reasons set forth below, the purposes of the 18-Month Exclusion Policy would be achieved by such exclusion.

The Committee recently cleared the Transferee’s Ownership without Mitigation. In May 2019, York and the Chester Telephone Company, currently d/b/a TruVista Communications (“Chester”),¹⁸ filed an application seeking Commission consent to transfer control of the Transferee from Chester to York (the “Chester Application”).¹⁹ As demonstrated in **Exhibit B**, the Chester Application involved significant foreign ownership based on the iCON IV Fund acquiring entity, which warranted Commission referral of the Chester Application to the Committee for review. In June 2019, after the Commission placed the Chester Application on Public Notice, the Committee filed a request with the Commission to review the Chester

¹⁷ *Process Reform for Executive Branch Review of Certain FCC Applications and Petitions Involving Foreign Ownership*, IB Docket No. 16-155, Report and Order, 35 FCC Rcd 10927, 10940-41, paras. 30, 35 (2020) (“*Executive Branch Review R&O*”).

¹⁸ Per the South Carolina Secretary of State’s website, the company now operates as TruVista Communications, Inc.

¹⁹ Joint Application of The Chester Telephone Company d/b/a TruVista Communications, Transferor, and York Telecom Holdings US L.P., Transferee, 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 Domestic and International Section 214 Authorization Holders to York Telecoms Holdings US L.P., WC Docket No. 19-139 (filed May 13, 2019).

Application, which the Commission obliged.²⁰ In finding that there were no national security, law enforcement, or public safety concerns raised by the proposed acquisition of Chester by the iCON IV Fund, the Committee filed a September 2019 letter with the Commission clearing the applicants in the Chester Application without mitigation.²¹ The iCON IV Fund is the indirect parent and 100% indirect owner of the Transferee in the Transaction for which approval is being sought in this Application.

There are no new reportable foreign owners in the Transferee since the Committee's Review of the Chester Application. As demonstrated in Exhibit B, the iCON IV Fund cleared by the Committee without mitigation in 2019 to acquire Chester is exactly the same as the iCON IV Fund seeking to acquire the Licensees, with no new reportable foreign owners. In addition, TruVista, formerly Chester, was the entity that the same iCON IV Fund was cleared in 2019 to acquire, and is the exact same entity that will wholly own the Transferee and indirectly acquire the Licensees, with no new reportable foreign owners. Accordingly, other than falling roughly eight months after the 18-month window provided in the 18-Month Exclusion Policy, the Transaction would fit squarely within the four corners of that policy. Based on these facts, Applicants respectfully submit that it would be in the public interest to exclude the Transaction from Committee review in light of the 18-Month Exclusion Policy.

The amount of time that has lapsed since the end of the 18-month window is de minimis. In establishing the 18-Month Exclusion Policy, the Commission indicated that applications within the 18-month window “are less likely to raise significant risks because the applicant will have

²⁰ Letter from Alice Suh Jou, Attorney, National Security Division, U.S. Department of Justice, to Marlene H. Dortch, Secretary, FCC, WC Docket No. 19-139 (filed June 7, 2019).

²¹ Letter from Alice Suh Jou, Attorney, National Security Division, U.S. Department of Justice, to Marlene H. Dortch, Secretary, FCC, WC Docket No. 19-139 (filed Sep. 4, 2019).

recently received review,” and that the “longer the period since the last review the greater the likelihood for potential national security and law enforcement issues to arise.”²² While the Commission was silent as to what happens to qualifying applications filed outside of the 18-month window, the Commission did definitively conclude that “five years is too long as the threat environment and the policies and concerns of the Committee are more likely to have evolved.”²³ As it relates here, based again on the facts presented, Applicants again respectfully submit that the roughly eight months between the filing of the Application and the expiration of the 18-month window is *de minimis* when compared to the “five years” that the Commission conclusively stated was “too long.”

Furthermore, Transferee asserts that nothing has occurred since March 2021 (which would have been within the 18-month window) that would change the “threat environment and the policies and concerns” of the Committee since the time it cleared the iCON IV Fund to acquire Chester (now TruVista) without mitigation. Transferee notes that all of the considerations that led the Committee to clear the iCON IV Fund to acquire TruVista are exactly the same today as they were in 2019, as nothing material has changed with the iCON IV Fund, and the Licensees are simply being bolted onto TruVista, with the same TruVista management and control structure that was cleared by the Committee in 2019 without mitigation. Accordingly, the rationale and objectives of the 18-Month Exclusion Policy would be fully served by excluding the Transaction from Committee review.

The Application raises no new national security concerns thus giving the Commission full discretion to exclude the Application from Committee for Review. Finally, the underlying rationale

²² *Executive Branch Review R&O*, 35 FCC Rcd at 10940-41, para. 35.

²³ *Executive Branch Review R&O*, 35 FCC Rcd at 10940-41, para. 35.

applicable to the 18-Month Exclusion Policy can readily be applied here based on the facts. The Applicants assert that the Commission has full authority to exclude the Application from Committee review despite it falling outside the 18-month window of the 18-Month Exclusion Policy, particularly given that the Transaction meets all of the other requirements, as well as the spirit and intent, of that policy. In the *Executive Branch Review R&O*, the Commission stated that “it is appropriate to exclude from referral certain applications that present a low or minimal risk to national security, law enforcement, foreign policy, and trade policy concerns.”²⁴ As described in detail above, the ownership structure of the proposed Transaction is exactly the same as the ownership structure in the Chester Application, which the Committee cleared without mitigation roughly 26 months ago after finding that there were no national security, law enforcement, or public safety concerns. Accordingly, based on this fact alone, the Commission has the power to, and should, exclude referring the Application to the Committee for review.

In conclusion, the Applicants aver that the Commission can save the U.S. government resources by not requesting that the Committee review the Application, which involves a transferee recently cleared by the Committee without mitigation. The Commission will additionally avoid action that could create uncertainty in the Georgia telecommunications markets and delay the anticipated TruVista investment and services that should be a benefit for customers if the Transaction is delayed beyond December 31, 2021.

V. 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:

²⁴ *Executive Branch Review R&O*, 35 FCC Rcd at 10940, para. 30.

Transferee:

Worth Telecoms Holdings, LLC
c/o TruVista Communications, Inc.
112 York Street
Chester, SC 29706
Tel: (800) 868-0542

FRN: 0031579527

Transferee Parent:

TruVista Communications, Inc.
112 York Street
Chester, SC 29706
Tel: (800) 868-0542

FRN: 0003707775²⁵

Transferee Affiliates:

Lockhart Telephone Company
Ridgeway Telephone Company
Fairfield Communications, Inc.
Camden Corporate Investments, LLC
TruVista Communications of Georgia, LLC
Chester Long Distance Services, Inc.
Chester Communications, LLC
112 York Street
Chester, SC 29706
Tel: (800) 868-0542

FRN: 0003707874²⁶

FRN: 0003707791²⁷

FRN: 0001887116²⁸

FRN: 0015360563²⁹

FRN: 0021445440³⁰

FRN: 0003707833³¹

FRN: 0014938948

Transferor:

Sterling Family, LLC and
Metzger Associates, LLC
c/o
Danny E. Sterling
President & General Manager

²⁵ TruVista Communications, Inc., formerly Chester Telephone Company (SPIN 143001512), Study Area Code: 240516, Study Area: Chester Tel. Co.

²⁶ The Lockhart Telephone Company, Inc. (SPIN 14300122), Study Area Code: 240532, Study Area: Lockhart Tel. Co. Inc.

²⁷ Ridgeway Telephone Company, Inc. (SPIN 143001528), Study Area Code: 240541, Study Area: Ridgeway Tel. Co.

²⁸ Fairfield Communications, Inc. (SPIN 143036548).

²⁹ Camden Corporate Investments, LLC (SPIN 143037131).

³⁰ TruVista Communications of Georgia, LLC (SPIN 143036865).

³¹ Chester Long Distance Services, Inc. (SPIN 143003862).

Plant Telephone Company
P. O. Box 187
1703 U. S. Highway 82, West
Tifton, GA 31793
Tel: (800) 342-7564

Licensees:

Plant Telephone Company	FRN: 0001833193³²
Plant TiftNet, Inc.	FRN: 0019525336³³
Plant Long Distance Company	FRN: 0004961637
Plant Telenet, Inc.	FRN: 0016956815
1703 U.S. Highway 82 West	
P.O. Box 187	
Tifton, Georgia 31793	
Tel: (800) 342-7564	

(b) Jurisdiction of Organizations:

Transferee: Worth Telecoms is a Delaware limited liability company.

Transferor: Sterling Family, LLC is a Delaware limited liability company.

Metzger Associates, LLC is a Delaware limited liability company.

Licensees: Plant is a Georgia corporation.

TiftNet, a Plant subsidiary, is a Georgia corporation.

PLDC, a Plant subsidiary, is a Georgia corporation.

Telenet, a Plant subsidiary, is a Georgia corporation.

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

sent to:

For Transferee:

Patrick S. Campbell, Esq.
Darren C. Fernandez, Esq.
Brian C. Murff

For Transferor and Licensees:

Thomas J. Moorman
Woods Aitken LLP
5335 Wisconsin Ave., N.W., Suite 950

³² Plant Telephone Company (SPIN 143001469), Study Area Code: 220379, Study Area: Plant Tel. Co.

³³ As mentioned in footnote 3, TiftNet is a cable television provider and provides a VoIP-based voice service. TiftNet's SPIN is 143034928.³⁴ Notice of transfer for this earth station registration will be provided separately in accordance with § 25.119(j) of the Commission's Rules, 47 CFR § 25.119(j).

Milbank, LLP
1850 K St. NW, Suite 1100
Washington, DC 20006
202-835-7500 (tel)
202-263-7586 (fax)
pcampbell@milbank.com
dfernandez@milbank.com
bmurff@milbank.com

Washington, DC 20015
202-944-9502 (tel)
202-944-9501 (fax)
tmoorman@woodsaitken.com

(d) Section 214 Authorizations

Transferee: Worth Telecoms does not hold any international or domestic Section 214 authorizations.

Transferee Parent: TruVista, the parent entity of Transferee, is authorized to provide domestic interstate service under blanket domestic Section 214 authority. *See* 47 C.F.R. § 63.01.

Transferor/Licensees: Plant and its subsidiaries, TiftNet, PLDC, and Telenet are authorized to provide domestic interstate telecommunications service pursuant to blanket domestic Section 214 authority. *See* 47 C.F.R. § 63.01.

Plant's subsidiary, Plant Long Distance Company, holds international Section 214 authority to provide resold public switched services granted in IB File No. ITC-214-19980831-00630.

(e) Non-Section 214 Licenses and Registrations

Licensees: Plant's subsidiary, TiftNet, holds an FCC authorization to operate a receive-only earth station, granted in IB File No. SES-REG-20150311-00139.³⁴

Plant's subsidiary TiftNet additionally has an antenna registration with the FCC (ASR Number 1250036) and is registered with the FCC as a cable operator (Cable System PSID 016869).

Affiliates: Plant Telecommunications Sales & Service ("PTSS"), and its wholly owned subsidiary, Plant Broadcasting LLC, have antenna registrations with the FCC (PTS: ASR Number

³⁴ Notice of transfer for this earth station registration will be provided separately in accordance with § 25.119(j) of the Commission's Rules, 47 CFR § 25.119(j).

1019555, Plant Broadcasting: ASR Numbers 10202019, 1258558).

Plant Broadcasting holds the following FCC Broadcast Licenses and the related wireless licenses, providing full power FM, full power AM, FM translator, broadcast auxiliary remote pickup (Br. Aux. RP), and aural studio transmitter link (ASTL) services:

Call Sign	Facility ID	FCC Registration Number	State	City	Service	Expiration
WTIF-FM	63841	0020917605	GA	Omega	Full Power FM	04/01/2028
WTIF	67097	0020917605	GA	Tifton	Full Power AM	04/01/2028
WFFM	72056	0020917605	GA	Ashburn	Full Power FM	04/01/2028
W260AT	152360	0020917605	GA	Tifton	FM Translator	04/01/2028
KJ5493		0020917605			Br. Aux. RP	04/01/2028
WLE589		0020917605			ASTL	04/01/2028
WLG784		0020917605			ASTL	04/01/2028
WLE 401		0020917605			ASTL	04/01/2028 (Terminated)

As mentioned above, these broadcast and related wireless licenses will be assigned to the owners of PTSS separately from this application pursuant to a *Pro Forma* assignment application prior to the consummation of the Transaction. As a result, control of these broadcast and related wireless licenses will not be transferred to Transferee as part of the Transaction.

(f) (Answer to Questions 11 & 12).

Upon consummation of the Transaction, TiftNet, PLDC, and Telenet will remain wholly owned subsidiaries of Plant. The following entities will hold, directly or indirectly, a ten percent (10 percent) or greater interest³⁵ in Plant and its Subsidiaries upon completion of the Transaction

³⁵ The ownership interests identified in this 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.

as calculated pursuant to the Commission's ownership attribution rules for wire-line and international telecommunications carriers:

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

Name:	Plant Telephone Company
Address:	1703 U.S. Highway 82 West P.O. Box 187 Tifton, Georgia 31793
Citizenship:	U.S. (Georgia)
	Principal Business: Communications
Interest Held:	100 percent (directly in Licensees)

Upon consummation of the Transaction, the following entity will directly wholly own Plant:

Name:	Worth Telecoms Holdings, LLC ("Transferee")
Address:	112 York Street Chester, SC 29706
Citizenship:	U.S. (Delaware)
	Principal Business: Holding Company
Interest Held:	100 percent (directly in Transferor)

Upon consummation of the Transaction, the following entity will directly wholly own Worth Telecoms:

Name:	TruVista Communications, Inc. ("Transferee Parent")
Address:	112 York Street Chester, SC 29706
Citizenship:	U.S. (South Carolina)
	Principal Business: Communications
Interest Held:	100 percent (directly in Transferor)

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

Name:	York Telecoms Holding US L.P. ("York")
Address:	155 Wellington Street West, Suite 2930 Toronto, Ontario M5V 3H1

Citizenship: U.S. (Delaware)
Principal Business: Holding Company
Interest Held: 100 percent (directly in Transferee)

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

Name: York Telecoms Holding US LLC (“York GP”)
Address: 155 Wellington Street West, Suite 2930
Toronto, Ontario
M5V 3H1
Citizenship: U.S. (Delaware)
Principal Business: Holding Company
Interest Held: 100 percent voting interest as the general partner of York

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: 98 percent (directly as approximately 98 percent limited partner in York); and 100 percent voting interest (indirectly, as sole member of York GP (the general partner of iCON AIV))

Upon completion of the Transaction, the following entities will directly or indirectly, 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: Approximately 45 percent limited partner interest

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 percent voting interest (as the general partner of iCON AIV and iCON AIV-A)

The remaining approximately 55 percent 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 percent or greater interest in iCON AIV.

iCON AIV and iCON AIV-A are limited partnerships that 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 the Licensees and none of the investors have committed capital that will result in them having a 10 percent indirect ownership interest in the Licensees.

Upon consummation of the Transaction, the following entity will directly own iCON IV GP and indirectly own or control a ten percent (10 percent) 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 percent voting interest (as 100 percent owner of iCON IV GP)

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

Name: Daniel Michael Agostino
Address: 1st Floor, Pollen House
10-12 Cork Street
London
W1S 3NP

Citizenship:	United Kingdom
	Principal Business: Individual
Interest Held:	11.066 percent/7.377 percent equity/voting (as 11.066 percent/7.377 percent 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:	39.747 percent/59.831 percent equity/voting (as 39.747 percent/59.831 percent 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:	19.913 percent/13.276 percent equity/voting (as 19.913 percent/13.276 percent equity/voting owner of iCON Parent)

No other partners in iCON Parent hold a 10 percent or greater 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 percent) or greater interest in Transferee. Transferee does not have and will not have any interlocking directorates with a foreign carrier.

(g) **(Answer to Question 14)** Transferor certifies that it is neither a foreign carrier nor affiliated (as defined in 47 C.F.R. § 63.09) with any foreign carriers. Transferee and its subsidiaries certify that they are not foreign carriers but are affiliated, through a separate

investment fund managed by iCON Parent, with foreign carriers located in Denmark and Germany.³⁶

(h) *(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 of international basic telecommunications services in the United States.

(i) *(Answer to Question 16)* Transferee requests classification as a non-dominant carrier pursuant to section 63.10(a)(3) of the Commission's rules. Under section 63.10(a)(3), a foreign affiliate is presumptively non-dominant if it lacks a 50% market share in the international transport and local access markets on the foreign end of the route. In Denmark, Transferee is affiliated, through a separate investment fund managed by iCON Parent, with Bornfiber ApS ("Bornfiber"), which lacks sufficient market power to adversely affect competition in the U.S. markets because it is a small telecommunications company that provides telecommunications services to nine out of every ten homes on the Danish island of Bornholm, which has a population of approximately 40,000 people, significantly less than a 50% market share in Denmark. In Germany, Transferee is affiliated, through a separate investment fund managed by iCON Parent, with ropa GmbH & Co. KG; NGN Telecom GmbH; and Wisotel GmbH (together the "SFN

³⁶ Transferee, through a separate investment fund managed by iCON Parent, is affiliated with the following foreign carriers: (i) in Denmark, Transferee is affiliated with Bornfiber ApS, a telecommunications provider; and (ii) in Germany, Transferee is affiliated with ropa GmbH & Co. KG, NGN Telecom GmbH, and Wisotel GmbH (together the "SFN Group").

Group”). The SFN Group is an independent, vertically integrated fiber and cable telecommunications business, primarily serving the retail market in the regions of Baden Württemberg and Lower Saxony. Collectively, the SFN Group serves approximately 16,000 customers. Accordingly, the SFN Group also lacks sufficient market power to adversely affect competition in the U.S. market, and has substantially less than a 50% market share in Germany. Additional information on Bornfiber and the SFN Group is provided in Exhibit C.

(j) **(Answer to Question 17)** Not applicable.

(k) **(Answer to Question 18)** Not applicable.

(l) **(Answer to Question 19)** Not applicable.

(m) **(Answer to Question 20)** Applicants request streamlined processing pursuant to Section 63.12(a)-(b) of the Commission’s Rules, 47 C.F.R. § 63.12(a)-(b). Although Transferee, through a separate investment fund managed by iCON Parent, is affiliated with a foreign carrier in a destination market, as restricted in Section 63.12(c)(1), Transferee qualifies for a presumption of non-dominance according to Section 63.10(a)(3). Under Section 63.12(c)(1)(iii), the presumption of non-dominance is sufficient to overcome the restriction on streamlining on the basis of affiliation with a foreign carrier.³⁷ Therefore, the Application qualifies for streamlined processing. Applicants do not have an affiliation with a dominant U.S. carrier whose international switched or private line services the applicant seeks authority to resell, as restricted in Section 63.12(c)(2).

³⁷ See, e.g., *In the Matter of Saskatchewan Telecommunications Application for Authority Pursuant to Section 214 of the Communications Act of 1934, as Amended, to Provide International Facilities-Based and Resold Services between the United States and All Permissible International Points*, 22 FCC Rcd. 91 (IB Jan 4, 2007) (finding that a small local exchange carrier, not a major carrier of U.S. international traffic, had a low risk of adversely affecting competition in the U.S.).

(n) **(Answer to Question 21)** 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) **(Answer to Question 25)** Applicants certify that, in accordance with §§ 1.2001 through §§ 1.2003 of the Commission's Rules, no party to the application is subject to denial of federal benefits, pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998. *See* 21 U.S.C. § 853a.

VI. INFORMATION REQUIRED BY SECTION 63.04

Applicants submit the below information in support of their application for domestic Section 214 authority to transfer ownership and indirect control of Plant and its subsidiaries to Worth Telecoms in accordance with Commission Rule 63.04(b), 47 C.F.R. § 63.04(b). This section addresses the requirements established in Section 63.04(a)(6)-(12) of the Commission's Rules.

Section 63.04(a)(6) A description of the proposed Transaction is set forth in **Section II** above.

Section 63.04 (a)(7)(i) Collectively, Licensees provide intrastate and/or interstate telecommunications services in Georgia. Plant is authorized to operate local exchange and access services as an RLEC in Georgia, and provides regulated telephone service to seven Georgia exchanges: Lenox, Omega, Pearson, Pinehurst, Soperton, Warwick, and Willacoochee. TiftNet provides interconnected VoIP services in Georgia, offered in conjunction with a broadband connection, and operates cable systems in south-central Georgia where it offers video services. PLDC is authorized to operate as a toll reseller and payphone service provider in Georgia and has international Section 214 authority for global resale under File Number ITC-214-19980831-

00630. Telenet is a competitive local exchange carrier authorized to provide interconnected VoIP services in Georgia, offered in conjunction with a broadband connection.

TiftNet has a license for a domestic receive-only C-band Satellite Earth Station for providing analog and digital audio and video cable programming services, granted April 21, 2015, File Number SES-REG-20150311-00139. As noted previously, TiftNet additionally has an antenna registration with the FCC (ASR Number 1250036) and is registered with the FCC as a cable operator (Cable System PSID 016869).

TruVista, the parent entity of Transferee, is also a domestic telecommunications carrier. TruVista and its subsidiaries provide intrastate and/or interstate telecommunications services in Georgia and South Carolina. Collectively, TruVista and its subsidiaries are authorized to operate as a reseller of interexchange and intraLATA services in South Carolina and Georgia; to provide local exchange and exchange access services in South Carolina; and to provide competitive local exchange and operate cable systems in certain communities in Georgia and South Carolina. TruVista also holds a private mobile radio service license, IG-Industrial/Business Pool, Conventional under Call Sign WYP209. A TruVista subsidiary registered a domestic receive-only C-band Satellite Earth Station for providing video services, granted on September 4, 2018, File Number SES-REG-INTR2018-05354, which was subsequently transferred to TruVista's owner York on November 21, 2019.

Section 63.04(a)(8) The Applicants request streamlined treatment of their international Section 214 applications pursuant to Section 63.12 of the Commission's rules. Transferor has no foreign carrier affiliates. Transferee has foreign carrier affiliates, but none of them have sufficient market power to adversely affect competition in the U.S. market. The foreign carrier affiliates therefore qualify for a presumption of non-dominance under Section 63.10 of the Commission's

rules on all U.S.-international routes. Applicants request qualification for streamlined processing of their domestic Section 214 application under one of the presumptive categories listed in § 63.03(b)(2). Applicants' proposed Transaction would result in Transferee having a market share in the interstate, interexchange market of less than ten percent, and Transferee would provide competitive telephone exchange services exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the transaction. Under that standard, Applicants qualify under § 63.03(b)(2)(iii) as incumbent independent local exchange carriers that have, in combination, fewer than two percent of the nation's subscriber lines installed in the aggregate nationwide, and no overlapping or adjacent service areas.³⁸

Section 63.04(a)(9) 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). No wireless or broadcasting licenses are included in the proposed Transaction.

Section 63.04(a)(10) No party is requesting special consideration because it is facing imminent business failure.

Section 63.04(a)(11) Not applicable.

Section 63.04(a)(12) A statement showing how grant of the Application will serve the public interest, convenience and necessity is provided in **Section III**, above.

³⁸ As of June 30, 2019, the Commission reported that the retail switched access lines were approximately 40,956,000 nationwide. See *Voice Telephone Services: Status as of June 30, 2019* (Industry Analytics Division, Office of Economics and Analytics, April 2021), Figure 2. Plant serves approximately 5,490 subscriber access lines. Transferee serves approximate 26,000 subscriber access lines. Post consummation, the combined number of access lines would be 31,490, considerably less than 2% of the presubscribed access lines.

VII. 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 Plant and Subsidiaries to Transferee.

Respectfully submitted,

/s/ Thomas J. Moorman

Thomas J. Moorman
Woods Aitken LLP
5335 Wisconsin Ave., N.W., Suite 950
Washington, DC 20015
202-944-9502 (tel)
202-944-9501 (fax)
tmoorman@woodsaitken.com

*Counsel for Transferor, Plant Telephone
Company and Its Subsidiaries*

/s/ Patrick S. Campbell

Patrick S. Campbell, Esq.
Darren C. Fernandez, Esq.
Brian C. Murff
Milbank, LLP
1850 K St. NW, Suite 1100
Washington, DC 20006
202-835-7500 (tel)
202-263-7586 (fax)
pcambell@milbank.com
dfernandez@milbank.com
bmurff@milbank.com

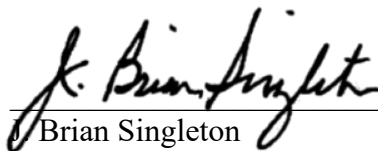
Counsel for Transferee

Dated: November 4, 2021

VERIFICATION

I, J. Brian Singleton, state that as Chief Executive Officer of TruVista Communications, Inc., Managing Member of Worth Telecoms Holdings, LLC (“Worth Telecoms”), I am an Authorized Representative of Worth Telecoms; that I am authorized to make this Verification on behalf of Worth Telecoms; that the foregoing filing was prepared under my direction and supervision; and that the contents with respect to Worth Telecoms 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 4th day of November 2021.



Brian Singleton

VERIFICATION

I, Danny E. Sterling, state that I am an authorized officer of Plant Telephone Company; that I am authorized to make this Verification on behalf of Plant Telephone Company and its subsidiaries, including Plant Long Distance Company, Plant Telenet, Inc., and Plant TiftNet, Inc. (collectively, the "Companies"); and that the contents of the foregoing filing with respect to the Companies and with respect to the matters disclosed therein related to Plant Telecommunications Sales and Services, Inc. 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 4th day of November 2021.



Danny E. Sterling

EXHIBIT A – PRE-TRANSACTION OWNERSHIP STRUCTURE

All rights are 100 percent unless noted otherwise

Licensed Communications Business Entities Only

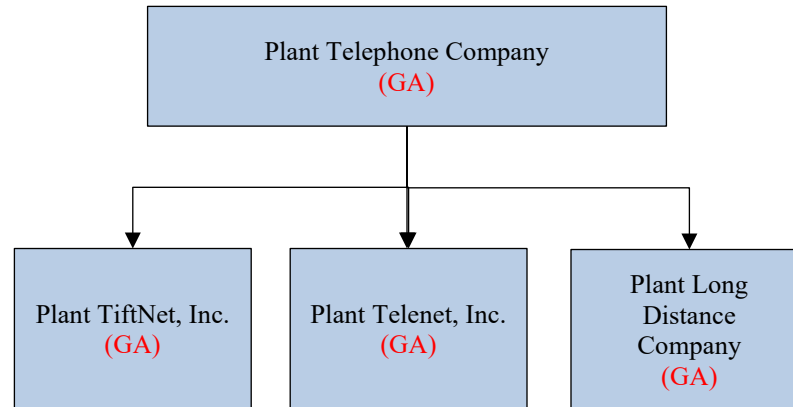


EXHIBIT A -- POST-TRANSACTION STRUCTURE

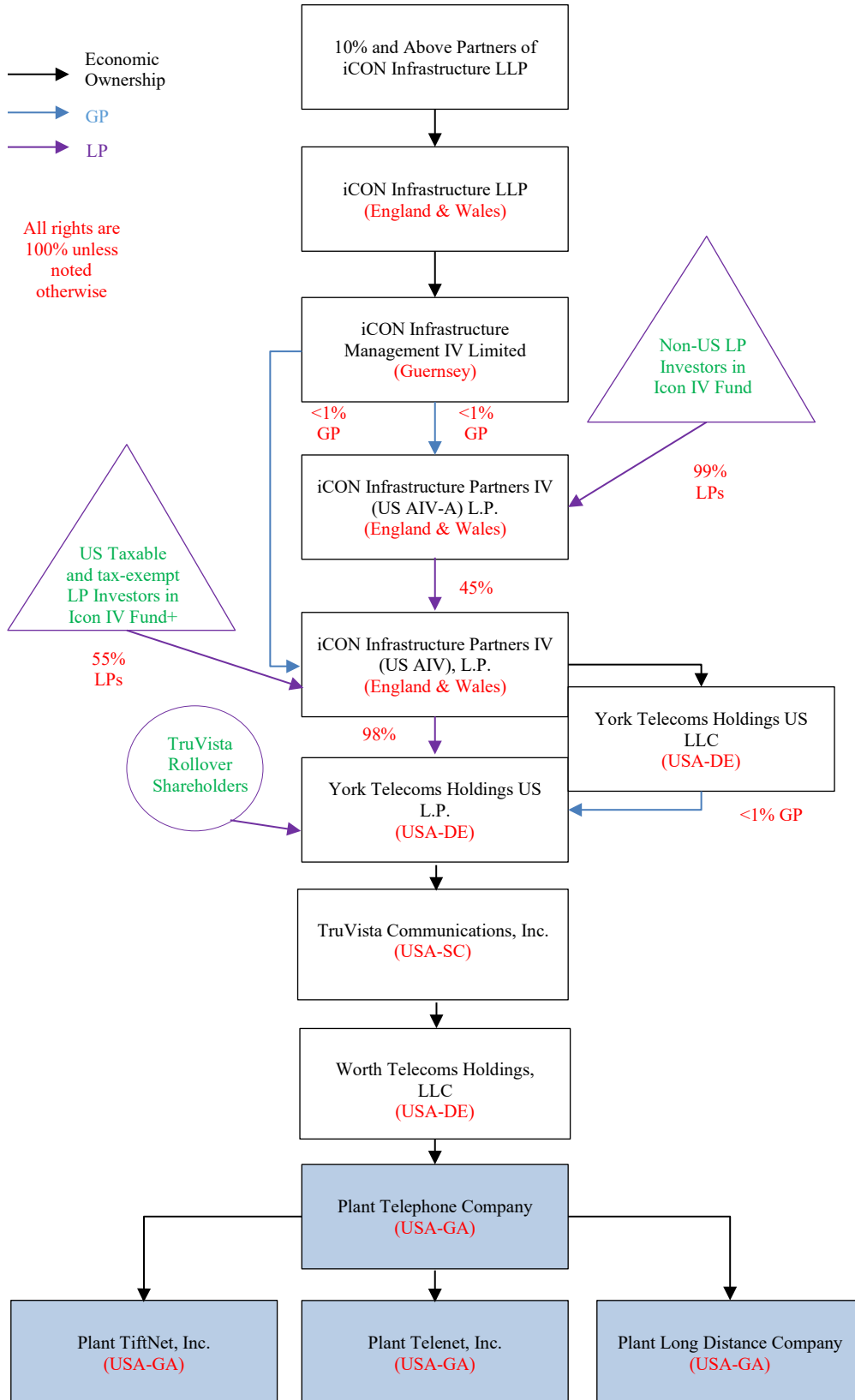


EXHIBIT B

CHESTER APPLICATION

**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.	FRN: 0028442861
155 Wellington Street West, Suite 2930	
Toronto, Ontario	
M5V 3H1	
Tel: 1.416.649.1331	

Transferor (TruVista):

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

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	FRN: 0014938948
112 York Street	
Chester, SC 29706	
Tel: (800) 868-0542	

(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 wire-line 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
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

Counsel for Transferor and Subsidiaries

/s/ Joshua M. Bobeck

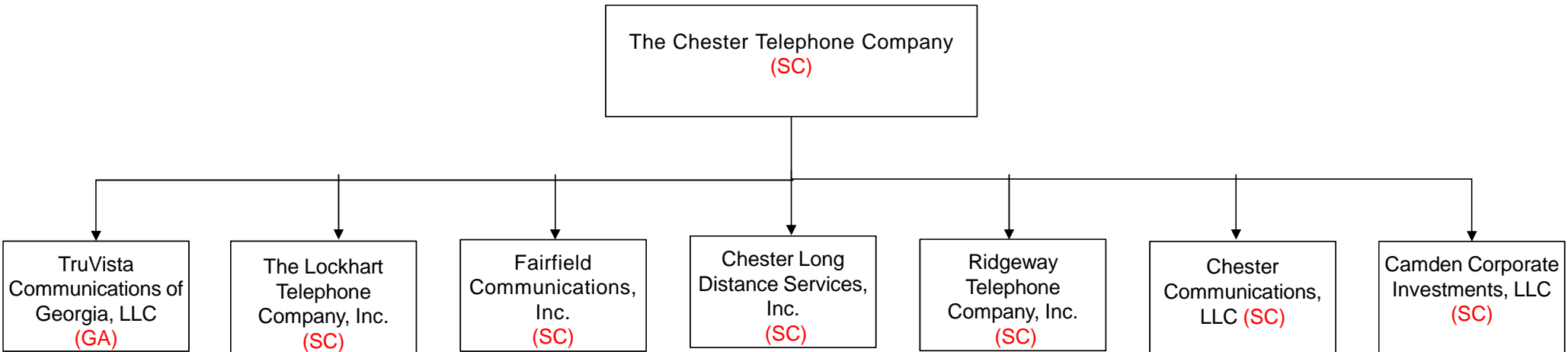
Ronald W. Del Sesto, Jr.
Joshua M. Bobeck
Stephany Fan
MORGAN, LEWIS & BOCKIUS LLP
1111 Pennsylvania Avenue, N.W.
Washington, DC 20004
202-739-3000 (tel)
202-739-3001 (fax)
ronald.delsesto@morganlewis.com
joshua.bobek@morganlewis.com
stephany.fan@morganlewis.com

Counsel for Transferee

Dated: May 10, 2019

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

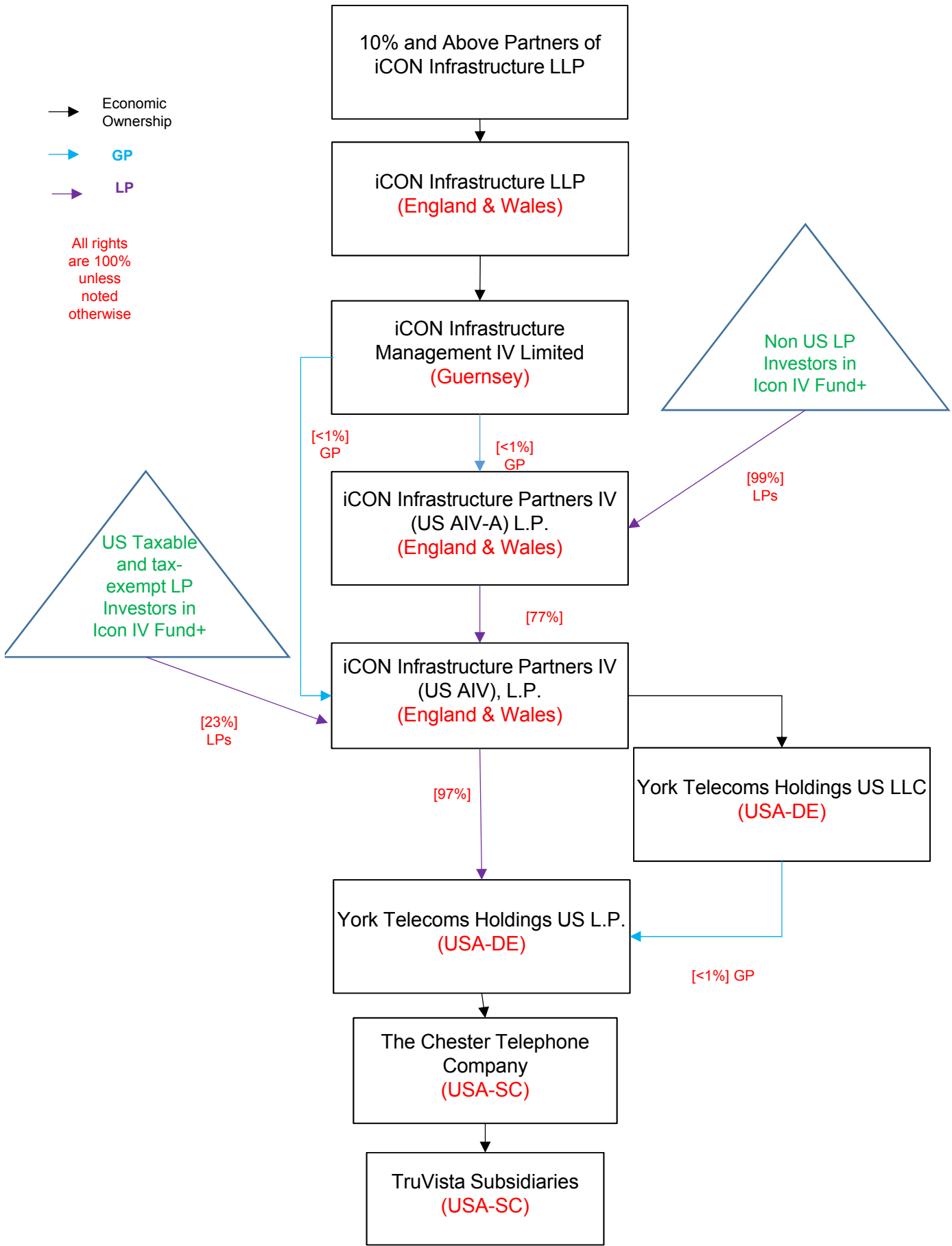


EXHIBIT C

FOREIGN CARRIER AFFILIATES

Denmark's total population in 2020 was 5,831,404.³⁹ Even if Bornfiber provided telecommunications service to all of the approximately 40,000 residents of Bornholm, they would still only be serving 0.68% of the Danish market, and 0.62% assuming that serving nine out of ten homes provides service to 90% of the island's population. Bornfiber serves far less than 50% of the Danish national market, thus qualifying for a presumption of non-dominance.

Germany's total population in 2020 was 83,240,525.⁴⁰ The SFN Group currently serves 16,000 customers in Baden Württemberg and Lower Saxony, approximately 0.02% of the national market, and approximately 0.08% of the regional market in Baden Württemberg and Lower Saxony. The SFN Group similarly serves far less than 50% of the German national market, also qualifying for a presumption of non-dominance.

³⁹ *Population, total – Denmark*, World Bank Data, <https://data.worldbank.org/indicator/SP.POP.TOTL?locations=DK> (last visited November 3, 2021).

⁴⁰ *Population, total – Germany*, World Bank Data, <https://data.worldbank.org/indicator/SP.POP.TOTL?locations=DE> (last visited November 3, 2021).