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REDACTED – FOR PUBLIC INSPECTION

November 23, 2015

VIA HAND DELIVERY

Marlene H. Dortch, Secretary
Federal Communications Commission
Office of the Secretary
445 12th Street, SW
Washington, DC 20554

Re: Application of USCOC of Central Illinois, LLC and Adams Telcom, Inc. for Consent to Assign Two Lower 700 MHz C Block Licenses (WT Docket No. 15-266)

Dear Ms. Dortch:

Adams Telcom, Inc. (“Adams”) hereby responds (the “Response”) to the Wireless Telecommunications Bureau General Information Request dated November 9, 2015 (“Request”).¹ The Request seeks information to assist the Federal Communications Commission (“FCC” or “Commission”) to complete its review of the application in the above-referenced proceeding.

The Request calls for Adams to submit certain information that is sensitive from a commercial, competitive, and financial perspective, and that Adams would not reveal in the ordinary course of business to the public or its competitors. Adams is submitting information on a Highly Confidential basis pursuant to the Protective Order issued in this proceeding on November 9, 2015. The inadvertent inclusion of any material that is subject to an assertion of the attorney-client, attorney work-product, or other applicable privilege is not intended as a

¹ Letter from Roger C. Sherman, Chief, Wireless Telecommunications Bureau, to James W. Broemmer, Jr., Adams Telcom, Inc., WT Docket No. 15-266 (Nov. 9, 2015) and accompanying General Information Request.

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waiver of such privilege. Adams requests that any privileged material inadvertently produced be returned to Adams as soon as such inadvertent production is discovered by any party, and reserves all rights to seek the return of any such material.

In the public version of the Response, Adams has redacted Highly Confidential Information and marked the redactions with “[BEGIN ADAMS HIGHLY CONFIDENTIAL INFORMATION] . . . [END ADAMS HIGHLY CONFIDENTIAL INFORMATION]”. The redacted Response is marked “REDACTED – FOR PUBLIC INSPECTION” and is being filed electronically in the Commission’s Electronic Comment Filing System. The Highly Confidential, unredacted Response is marked “HIGHLY CONFIDENTIAL INFORMATION – SUBJECT TO PROTECTIVE ORDER IN WT DOCKET NO. 15-266 BEFORE THE FEDERAL COMMUNICATIONS COMMISSION” and is being delivered to the Secretary. Additional copies of the unredacted Response are being delivered as instructed in the Request.

RESPONSE

Request:

1. Explain in detail the decision made by Adams to assign the Lower 700 MHz C Block spectrum that is the subject of this application to USCOC, including any attempts made to enter into a sale of this spectrum or alternative arrangements with parties other than USCOC.

Response:

Adams is a wholly owned subsidiary of Adams Telephone Co-Operative (“ATC”). ATC is a rural incumbent local exchange carrier that, among other things, provides local telephone service and broadband Internet service in rural areas in western Illinois. Adams provides fixed wireless broadband Internet access service to its customers using its licensed Lower 700 MHz C Block spectrum, 3650-3700 MHz spectrum (“3650 MHz”), and leased 2.5 GHz licenses in rural Illinois.

[BEGIN ADAMS HIGHLY CONFIDENTIAL INFORMATION]

[END ADAMS

HIGHLY CONFIDENTIAL INFORMATION]

In April 2015, Adams consulted with, and engaged Alpina Capital, LLC (“Alpina”) to assist in a strategic review of Adams’ wireless business and operations. Alpina is a FINRA-registered investment bank that has negotiated the sale of over 100 wireless systems and/or spectrum transactions since 2006. In addition, one of Alpina’s Managing Partners has substantial management experience operating, constructing, and financing wireless systems in rural markets. Alpina and Adams evaluated several business options regarding Adams’ wireless assets, and ultimately focused Alpina’s review and efforts on: **[BEGIN ADAMS HIGHLY CONFIDENTIAL INFORMATION]**

[END ADAMS HIGHLY CONFIDENTIAL INFORMATION]

Alpina contacted a diverse group of potential buyers for Adams’ 700 MHz licenses, including wireline, wireless, video and data services providers. Specifically, Alpina contacted the following parties regarding sale of the licenses: **[BEGIN ADAMS HIGHLY CONFIDENTIAL INFORMATION]**

[END ADAMS HIGHLY CONFIDENTIAL INFORMATION] On August 21, 2014, Adams and USCOC executed a final license purchase agreement.

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Please direct any questions regarding this Response to the undersigned.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "D. L. Herman, Jr.", with a long, sweeping flourish extending to the right.

Donald L. Herman, Jr.
Counsel for Adams Telcom, Inc.