PUBLIC NOTICE

Federal Communications Commission
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DA 05-1262
Released: April 28, 2005

DOMESTIC SECTION 214 APPLICATION FILED FOR TRANSFER OF CONTROL OF S&A TELEPHONE COMPANY, INC., FROM MID-SOUTH TELECOMMUNICATIONS COMPANY CHARITABLE REMAINDER UNITRUST TO EASTERN KANSAS HOLDINGS, INC.

STREAMLINED PLEADING CYCLE ESTABLISHED

WC Docket No. 05-164

Comments Due: May 12, 2005
Reply Comments Due: May 19, 2005

On March 28, 2005, Eastern Kansas Holdings, Inc., ("Eastern Kansas" or "Transferee") and S&A Telephone Company, Inc. ("S&A"), Mid-South Telecommunications Company Charitable Remainder Unitrust ("Mid-South") (together with S&A, "Transferors") (collectively, the "Applicants"), filed an application pursuant to section 63.04 of the Commission's rules[1] requesting authority to transfer control of S&A from Mid-South to Eastern Kansas.[2]

Applicants assert that this transaction is entitled to presumptive streamlined treatment pursuant to section 63.03(b)(2)(iii) of the Commission's rules.[3] Immediately following the transaction, Eastern Kansas and its affiliates will hold less than 10% share of the interstate, interexchange market. Applicants are independent incumbent local exchange carriers (LEC) that have, in combination, fewer than two percent of the nation's subscriber lines, and have no overlapping or adjacent services areas.

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1 47 C.F.R. § 63.04; *see* 47 U.S.C. § 214.

2 Applicants have also filed an application to transfer control of IG radio license KNDU 915, and will apply for authorization to transfer control of their International Section 214 authority. Any action on this domestic section 214 application is without prejudice to Commission action on other related pending applications.

3 47 C.F.R. § 63.03(b)(2)(iii).

S&A, a Kansas corporation, is an independent incumbent LEC providing local exchange, exchange access service, and long distance service to subscribers in two exchanges in and around *Allen and Scranton, Kansas. Mid-South owns 100% of S&A pursuant to a trust agreement dated* July 1, 1991.[4] The Harry E. Bovay, Jr. Foundation owns 100% of Mid-South. The directors of the Foundation are Harry E. Bovay, Jr., Chairman; Peggy Larkin Kelly; Michael L. Patrick; W. Michael Stephens; and C. Travis Taylor, Jr., all U.S. citizens.

Eastern Kansas is a corporation organized under North Carolina law. The ten percent or greater owners of Eastern Kansas include the following entities, all of U.S. citizenship: American Broadband Communications, LLC ("ABB LLC"), 49%; and Signal Equity Partners II, LP, 51%. The ten percent or greater owners of ABB LLC include the following, all of U.S. citizenship: William H. Tucker, 50%; and Patrick L. Eudy, 47.5%. Patrick L. Eudy also owns 60% of Dialog Telecommunications, a competitive LEC operating in Kentucky, Mississippi, and North Carolina.

The General Partner of Signal Equity Partners II, LP is Signal Equity Advisors II, LLC (holding an ownership interest of 2.94%). The ten percent or greater owners of Signal Equity Advisors II, LLC include the following entities, all of U.S. citizenship: Timothy P. Bradley, 23.3%; Alfred J. Puchala, Jr., 22.3%; Christian Nolen, 19.6%; Malcolm C. Nolen, 19.6%; and Charles T. Lake II, 11.2%. The ten percent or greater owners and Limited Partners of Signal Equity Advisors II, LLC include the following entities: Garden House, LLC, 58.9%; Eurazeo, 23.5%; and Burden Direct Investment Fund III, 11.76%. Eliot Nolen, a U.S. citizen, owns 95% of Garden House, LLC. Eurazeo, a French investment company, indirectly owns 15.2% of Eutelsat that it holds through a 66% interest in Bluebirds, a French organization, which has a 23% interest in Eutelsat. Eurazeo also owns an 11% interest in Distacom, which owns companies providing mobile telephone services in Hong Kong and India. Burden Direct Investment Fund III is a U.S. citizen.

American Broadband Communications, Inc. is a sister company to ABB LLC, and has a 40% interest in American Georgetown, Inc., which owns 100% of Georgetown Telephone Company, an incumbent LEC in Mississippi. Signal Equity Partners II, LP owns the remaining 60% of American Georgetown, Inc. American Broadband Communications, Inc. also has a 49% interest in Northwest Missouri Holdings, Inc., which owns 100% of Oregon Farmers Mutual Telephone Company, an incumbent LEC in Missouri. Signal Equity Partners II, LP owns the remaining 51% of Northwest Missouri Holdings, Inc. The ten percent or greater owners of American Broadband Communications, Inc. include the following entities, all of U.S. citizenship: William Tucker, 57%; and Patrick Eudy, 35%.[5]

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4 At termination on June 30, 2011, the corpus of the trust will pass to the foundation.

5 American Broadband Communications, LLC and Signal Equity Partners II, L.P. also have an agreement to purchase the Pymatuning Independent Telephone Company, an incumbent LEC in Pennsylvania. *See Domestic Section 214 Application Filed For Transfer Of Control Pymatuning Independent Telephone Company To Pymatuning Holding Company, Inc.*, Public Notice, WC Docket No. 05-160, DA 05-1046 (rel. April 8, 2005).

The Applicants have entered into a Stock Purchase Agreement, which proposes that Eastern Kansas, as assignee of American Broadband Communications, LLC, will acquire all of the issued and outstanding capital stock of S&A. Upon closing of the proposed transaction, S&A will continue to provide local and long distance telephone service to its current subscribers.

Applicants assert the proposed transaction will serve the public interest because, upon consummation, S&A will continue to provide high quality, local exchange, exchange access and long distance service to its current subscribers in a manner that will be transparent to them, and will be financially stronger through affiliation with a larger organization with greater resources. In addition, Applicants assert that Eastern Kansas intends to expand DSL to 100% of its subscribers within three years, and to construct a fiber ring for increased reliability.

GENERAL INFORMATION

The transfer of control identified herein has been found, upon initial review, to be acceptable for filing as a streamlined application. The Commission reserves the right to return any transfer of control application if, upon further examination, it is determined to be defective and not in conformance with the Commission's rules and policies. Interested parties may file **comments on or before May 12, 2005** and **reply comments on or before May 19, 2005.**[6] Unless otherwise notified by the Commission, Applicants are permitted to transfer the stock and related control on the 31st day after the date of this notice.[7] Comments may be filed using the Commission's Electronic Comment Filing System (ECFS) or by filing paper copies. *See Electronic Filing of Documents in Rulemaking Proceedings*, 63 Fed. Reg. 24121 (1998).

Comments filed through the ECFS can be sent as an electronic file via the Internet to <http://www.fcc.gov/e-file/ecfs.html>. Generally, only one copy of an electronic submission must be filed. If multiple docket or rulemaking numbers appear in the caption of this proceeding, however, commenters must transmit one electronic copy of the comments to each docket or rulemaking number referenced in the caption. In completing the transmittal screen, commenters should include their full name, U.S. Postal Service mailing address, and the applicable docket or rulemaking number. Parties may also submit an electronic comment by Internet e-mail. To get filing instructions for e-mail comments, commenters should send e-mail to ecfs@fcc.gov, and should include the following words in the subject line "get form <your e-mail address>." A sample form and directions will be sent in reply.

Parties who choose to file by paper must file an original and four copies of each filing. If more than one docket or rulemaking number appears in the caption of this proceeding, commenters must submit two additional copies for each additional docket or rulemaking number. Filings can be sent by hand or messenger delivery, by commercial overnight courier, or by first-

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6 *See* 47 C.F.R. § 63.03(a).

7 Such authorization is conditioned upon receipt of any other necessary approvals from the Commission in connection with the proposed transaction.

class or overnight U.S. Postal Service mail (although we continue to experience delays in receiving U.S. Postal Service mail). The Commission's contractor, Natek, Inc., will receive hand-delivered or messenger-delivered paper filings for the Commission's Secretary at 236 Massachusetts Avenue, N.E., Suite 110, Washington, D.C. 20002. The filing hours at this *location are 8:00 a.m. to 7:00 p.m. All hand deliveries must be held together with rubber bands* or fasteners. Any envelopes must be disposed of before entering the building. Commercial overnight mail (other than U.S. Postal Service Express Mail and Priority Mail) must be sent to 9300 East Hampton Drive, Capitol Heights, MD 20743. U.S. Postal Service first-class mail, Express Mail, and Priority Mail should be addressed to 445 12th Street, S.W., Washington, D.C. 20554. All filings must be addressed to the Commission's Secretary, Office of the Secretary, Federal Communications Commission.

In addition, one copy of each pleading must be sent to each of the following:

(1) The Commission's duplicating contractor, Best Copy and Printing, Inc., 445 12th Street, S.W., Room CY-B402, Washington, D.C. 20554, www.bcpiweb.com; phone: (202) 488-5300 fax: (202) 488-5563;

(2) Tracey Wilson-Parker Competition Policy Division, Wireline Competition Bureau, 445 12th Street, S.W., Room 5-C212, Washington, D.C. 20554; e-mail: tracey.wilson-parker@fcc.gov;

(3) Adam Kirschenbaum, Competition Policy Division, Wireline Competition Bureau, 445 12th Street, S.W., Room 5-C211, Washington, D.C. 20554; e-mail: adam.kirschenbaum@fcc.gov

(4) Terri Natoli, Competition Policy Division, Wireline Competition Bureau, 445 12th Street, S.W., Room 5-C234, Washington, D.C. 20554; e-mail: terri.natoli@fcc.gov;

(5) Susan O'Connell, Policy Division, International Bureau, 445 12th Street, S.W., Room 7-B544, Washington, D.C. 20554; email: susan.o'connell@fcc.gov; and

(6) James Bird, Office of General Counsel, 445 12th Street, S.W., Room 8-C824, Washington, D.C. 20554; e-mail: james.bird@fcc.gov.

Filings and comments are also available for public inspection and copying during regular business hours at the FCC Reference Information Center, Portals II, 445 12th Street, S.W., Room CY-A257, Washington, D.C., 20554. They may also be purchased from the Commission's duplicating contractor, Best Copy and Printing, Inc., Portals II, 445 12th Street, S.W., Room CY-B402, Washington, D.C. 20554, telephone: (202) 488-5300, fax: (202) 488-5563, or via e-mail www.bcpiweb.com.

For further information, please contact Tracey Wilson-Parker, at (202) 418-1394, or Adam Kirschenbaum at (202) 418-7280.

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