

WC 11-107

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DANA H. BILLINGSLEY

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June 23, 2011

VIA FEDERAL EXPRESS

Federal Communications Commission
Wireline Competition Bureau Applications
c/o U.S. Bank – Government Lockbox #979091
SL-MO-C2-GL
1005 Convention Plaza
St. Louis, Missouri 63101
Attn: FCC Government Lockbox

RE: Joint Application of United Communications Holdings, LLC and UTC Long Distance, LLC for Transfer of Control of Domestic Section 214 Authorization

Dear Madam or Sir:

On behalf of United Communications Holdings, LLC and UTC Long Distance, LLC (the "Applicants"), enclosed are an original and six (6) copies of their Joint Application for Transfer of Control of International and Domestic Section 214 Authorizations. Included in this package are a completed Form 159 and a check in the amount of \$1,050.00 to cover the filing fee associated with this application. The Applicants have also filed this application with the International Bureau through the MyIBFS filing system.

Also enclosed is an additional copy of the first page of the application, clearly marked as "COPY," to be date-stamped and returned to us by mail via the attached stamped self-addressed envelope.

Should you have any questions or require additional information with respect to this matter, please contact me.

Very Truly Yours,

WILKERSON & BRYAN, P.C.


Dana H. Billingsley

Enclosures

cc: Terry Wales
William Bradford

READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE
FORM 159

Approved by OMB
3060-0589
Page No. 1 of 2

(1) LOCKBOX #			
SECTION A - PAYER INFORMATION			
(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) Wilkerson & Bryan, P.C.		(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) \$1,050.00	
(4) STREET ADDRESS LINE NO. 1 405 South Hull Street			
(5) STREET ADDRESS LINE NO. 2			
(6) CITY Montgomery		(7) STATE AL	(8) ZIP CODE 36104
(9) DAYTIME TELEPHONE NUMBER (include area code) 334.265.1500		(10) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(11) PAYER (FRN) 0006209720			
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C) COMPLETE SECTION BELOW FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(13) APPLICANT NAME UTC Long Distance, LLC			
(14) STREET ADDRESS LINE NO. 1 120 Taylor Street			
(15) STREET ADDRESS LINE NO. 2			
(16) CITY Chapel Hill		(17) STATE TN	(18) ZIP CODE 37034-3123
(19) DAYTIME TELEPHONE NUMBER (include area code) 931.364.2289		(20) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(21) APPLICANT (FRN) 0005023940			
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE CDT	(25A) QUANTITY 1	
(26A) FEE DUE FOR (PTC) \$1,050.00	(27A) TOTAL FEE \$1,050.00		
(28A) FCC CODE 1		(29A) FCC CODE 2	
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY	
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE		
(28B) FCC CODE 1		(29B) FCC CODE 2	
SECTION D - CERTIFICATION			
CERTIFICATION STATEMENT I, <u>Mark D. Wilkerson</u> certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief.			
SIGNATURE <u>[Signature]</u>		DATE <u>6-23-11</u>	
SECTION E - CREDIT CARD PAYMENT INFORMATION			
MASTERCARD _____ VISA _____ AMEX _____ DISCOVER _____			
ACCOUNT NUMBER _____		EXPIRATION DATE _____	
I hereby authorize the FCC to charge my credit card for the service(s)/authorization herein described.			
SIGNATURE _____		DATE _____	

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE (CONTINUATION SHEET)
FORM 159-C

Page No 2 of 2

USE THIS SECTION ONLY FOR EACH ADDITIONAL APPLICANT
SECTION BB - ADDITIONAL APPLICANT INFORMATION

(13) APPLICANT NAME United Communications Holdings, LLC		
(14) STREET ADDRESS LINE NO. 1 365 Anthony Circle		
(15) STREET ADDRESS LINE NO. 2		
(16) CITY Charlotte	(17) STATE NC	(18) ZIP CODE 28211
(19) DAYTIME TELEPHONE NUMBER (include area code) 704.651.4409	(20) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED		
(21) APPLICANT (FRN) 0020970117		
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET		
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE CDT	(25A) QUANTITY 1
(26A) FEE DUE FOR (PTC) \$1,050.00	(27A) TOTAL FEE \$1,050.00	
(28A) FCC CODE 1	(29A) FCC CODE 2	
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	
(28B) FCC CODE 1	(29B) FCC CODE 2	
(23C) CALL SIGN/OTHER ID	(24C) PAYMENT TYPE CODE	(25C) QUANTITY
(26C) FEE DUE FOR (PTC)	(27C) TOTAL FEE	
(28C) FCC CODE 1	(29C) FCC CODE 2	
(23D) CALL SIGN/OTHER ID	(24D) PAYMENT TYPE CODE	(25D) QUANTITY
(26D) FEE DUE FOR (PTC)	(27D) TOTAL FEE	
(28D) FCC CODE 1	(29D) FCC CODE 2	
(23E) CALL SIGN/OTHER ID	(24E) PAYMENT TYPE CODE	(25E) QUANTITY
(26E) FEE DUE FOR (PTC)	(27E) TOTAL FEE	
(28E) FCC CODE 1	(29E) FCC CODE 2	
(23F) CALL SIGN/OTHER ID	(24F) PAYMENT TYPE CODE	(25F) QUANTITY
(26F) FEE DUE FOR (PTC)	(27F) TOTAL FEE	
(28F) FCC CODE 1	(29F) FCC CODE 2	

US BANK/FCC JUN 24 2011

FILE COPY

BEFORE THE
FEDERAL COMMUNICATIONS COMMISSION
WASHINGTON, D.C.

Joint Application of United Communications)
Holdings, LLC and UTC Long Distance, LLC)
for Transfer of Control of International and)
Domestic Section 214 Authorizations)

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

United Communications Holdings, LLC (“UCH”) and UTC Long Distance, LLC (“UTC LD”) hereby seek approval of the transfer of control of UTC LD to UCH, pursuant to Section 214(a) of the Communications Act of 1934, as amended (the “Act”), 47 U.S.C. § 214, and Sections 63.04(b), 63.18 and 63.24(e) of the Federal Communications Commission’s (“FCC” or the “Commission”) Rules, 47 C.F.R. §§ 63.04(b), 63.18 and 63.24(e). UCH and UTC respectfully request streamlined, expedited treatment of this application.

UCH and UTC LD seek approval for the transfer of control of UTC LD’s existing Section 214 authorization to provide international and domestic telecommunications services to its customers to UCH, pursuant to a June 6, 2011 Agreement and Plan of Merger (“UTC LD Agreement”) between UCH, UTC LD and certain related parties. Under the UTC LD Agreement, UCH will acquire 100% of the issued and outstanding equity interests of UTC LD by way of a reverse subsidiary merger in which a wholly-owned subsidiary of UCH will merge with and into UTC LD, with UTC LD surviving as a wholly-owned subsidiary of UCH.

UCH is a limited liability company newly formed by MSouth Equity Partners, LP (“MSouth”), William H. Bradford (President and Chief Executive Officer), and Eugene B. Johnson (Chairman) for purposes of consummating the transactions. UCH will be the holding

company for UTC LD and its affiliate, United Telephone Company (“UTC”), after the close of the transactions described herein. Neither UCH nor its attributable owners are telecommunications providers.

UTC LD is an independent, privately-owned telecommunications company providing resold long distance service to certain customers of UTC, a small, independent incumbent local exchange carrier (“ILEC”) providing service to customers in certain areas of Middle Tennessee. In a related transaction, UCH and UTC have entered into an April 28, 2011 Agreement and Plan of Merger (“UTC Agreement”), through which UCH will acquire 100% of the issued and outstanding equity interests of UTC, making UTC a wholly-owned subsidiary of UCH. A separate application has been filed with the FCC seeking approval of the change of control of UTC’s domestic 214 authority pursuant to the UTC Agreement.

Under 47 C.F.R. § 63.04(b), applicants wishing to file a joint international and domestic Section 214 transfer of control application must submit information that satisfies the requirements 47 C.F.R. § 63.18, and, in an attachment, provide additional information satisfying the requirements of 47 C.F.R. §§ 63.04(a)(6) – (12). In accordance therewith, UCH and UTC LD provide the following information to this Commission relative to the requirements of 47 C.F.R. § 63.18, and have included in Attachment “A” the additional information required under 47 C.F.R. §§ 63.04(a)(6) – (12).

(a) 47 C.F.R. § 63.18(a)

The name, address and telephone number of each applicant is as follows:

United Communications Holdings, LLC
365 Anthony Circle
Charlotte, North Carolina 28211
Telephone: (704) 651-4409

UTC Long Distance, LLC
120 Taylor Street
Chapel Hill, Tennessee 37034-3123
Telephone: (931) 364-2289
Facsimile: (931) 364-4370

(b) 47 C.F.R. § 63.18(b)

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

UCH is a limited liability company organized and existing under the laws of the State of Delaware. UTC LD is a limited liability company organized and existing under the laws of the State of Tennessee.

(c) 47 C.F.R. § 63.18(c)

The name, title, post office address and telephone number of the officer to whom correspondence concerning the application is to be addressed:

William H. Bradford, President & Chief Executive Officer
United Communications Holdings, LLC
365 Anthony Circle
Charlotte, North Carolina 28211
Telephone: (704) 651-4409
E-mail: wbradford@bradfordadvisory.com

Mark L. Feidler, Manager
MSouth Equity Partners, L.P.
Two Buckhead Plaza
3050 Peachtree Road NW, Suite 550
Atlanta, Georgia 30305
Telephone: (404) 816-3255
Facsimile: (404) 816-3258
E-mail: mfeidler@msouth.com

Terry Wales, Chief Executive Officer
UTC Long Distance, LLC
P.O. Box 38
120 Taylor Street
Chapel Hill, Tennessee 37034-3123
Telephone: (931) 364-4355
Facsimile: (931) 364-4370
Email: twales@ardmore.net

(d) **47 C.F.R. § 63.18(d)**

A statement regarding previous authority under Section 214 and a general description of the facilities and services authorized:

UTC LD has existing Section 214 authority under FCC License No. ITC-214-19970205-00061 to provide resold international toll telecommunications services. UTC LD also has implicit Section 214 authority to provide resold domestic toll telecommunications services. UCH is not a telecommunications provider.

(e) **47 C.F.R. § 63.18(h)**

The name, address, citizenship and principal business of any person or entity that directly or indirectly owns at least ten percent (10%) of the equity of UTC LD is:

The ten percent (10%) or more direct owners of UTC LD are as follows:

<u>Name</u>	<u>Percentage Ownership</u>	<u>Citizenship</u>	<u>Principal Business</u>
Mildred W. Nunn Residuary Trust, Warren Nunn, Trustee	16.7%	U.S.	Investments
James Cabaniss	16.7%	U.S.	Investments

The name, address, citizenship and principal business of any person or entity that directly or indirectly own at least ten percent (10%) of the equity of UCH is:

Post-transaction, UCH will own 100% of the equity interest in UTC LD. The following entities will hold a ten percent (10%) or greater direct interest in UCH:

<u>Name</u>	<u>Percentage Ownership</u>	<u>Citizenship</u>	<u>Principal Business</u>
MSouth Equity Partners, LP Two Buckhead Plaza 3050 Peachtree Road NW Suite 550 Atlanta, Georgia 30305	85.4%	U.S.	Investments

William H. Bradford
365 Anthony Circle
Charlotte, North Carolina 28211

10.6%

U.S. Telecommunications
Management

MSouth is a private equity investment firm that provides equity capital and expertise to support management teams in acquisitions and recapitalizations of companies typically valued at \$25 – \$125 million. Based in Atlanta, Georgia, MSouth invests primarily in the South with a consistent focus on management buyouts. Each of MSouth's partners has extensive experience in acquiring and successfully growing businesses. MSouth will control the board of directors of UCH.

MSouth is controlled by its general partner, MSouth Equity Partners, GP, LLC. The managing members of MSouth Equity Partners, GP, LLC are Mark L. Feidler, Michael D. Long, Bart A. McLean and Peter S. Petit. None of the managing members has a 50% or greater interest in the general partnership. All of the managing members are U.S. citizens – neither MSouth nor MSouth Equity Partners, GP, LLC has any foreign ownership interests, and neither has any direct or indirect ownership interests in any incumbent and/or competitive local exchange carriers or other telecommunications providers, including wireless interests.

The following entity holds a ten percent (10%) or greater direct interest in the equity of MSouth:

<u>Name</u>	<u>Percentage Ownership</u>	<u>Citizenship</u>	<u>Principal Business</u>
The Board of Regents of the University of Texas System 401 Congress Avenue Suite 2800 Austin, Texas 78701	approx. 18.9%	U.S.	Education/ Investments

(f) 47 C.F.R. § 63.18(i)

UCH hereby certifies that it is not, and is not affiliated with, a foreign carrier.

(g) 47 C.F.R. § 63.18(j)

UCH hereby certifies that it does not seek to provide international telecommunications services to any destination country for which it is a foreign carrier, that it does not control a foreign carrier and that no entity having more than 25% ownership in or control of UCH controls a foreign carrier in that country. Neither does any foreign carrier own in the aggregate more than 25% of UCH and is a party to or the beneficiary of a contractual relation affecting the provision or marketing of international basic telecommunications services in the United States.

(h) 47 C.F.R. § 63.18(l)

UCH hereby certifies that it is not proposing to resell the international switched services of an unaffiliated U.S. carrier for the purpose of providing international telecommunications services to a country where it is a foreign carrier or is affiliated with a foreign carrier.

(i) 47 C.F.R. § 63.18(n)

UCH hereby certifies that it has not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route and will not enter into such agreements in the future.

(j) 47 C.F.R. § 63.18(o)

UCH hereby certifies that no party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 853a.

(k) 47 C.F.R. § 63.18(p)

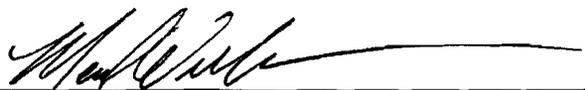
The application meets the requirements for streamlined processing under 47 C.F.R. § 63.12, in that UCH is a small reseller of interexchange telephone service which is (1) not affiliated with a foreign carrier in a destination market; (2) not affiliated with a dominant U.S. carrier whose international switched or private line services it either directly or indirectly seeks to resell; and (3) it is not requesting authority to provide switched service over private lines to countries not previously authorized for service by this Commission.

- (l) UCH and UTC LD understand that, pursuant to the streamlined processing provisions of 47 C.F.R. § 63.12, the application for transfer of control of UTC LD's international Section 214 authority under 47 C.F.R. § 63.18 shall be granted by the Commission fourteen (14) days after the date of public notice listing the application as accepted for filing. UCH further understands that it has a duty to notify the Commission of consummation of the transfer or decision not to proceed within thirty (30) days thereof.

For the reasons stated herein, UCH and UTC LD respectfully submit that the public interest, convenience and necessity would be furthered by approving this application for the transfer of control of UTC LD's existing Section 214 authorizations to provide domestic and international telecommunications services to UCH.

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

Respectfully submitted on this 23rd day of June, 2011.



MARK D. WILKERSON
DANA H. BILLINGSLEY
Attorneys for Applicants United Communications
Holdings, LLC and UTC Long Distance, LLC

OF COUNSEL:

WILKERSON & BRYAN, P.C.
405 South Hull Street
P.O. Box 830
Montgomery, Alabama 36101-0830
Telephone: (334) 265-1500
Facsimile: (334) 265-0319
mark@wilkinsonbryan.com
dana@wilkinsonbryan.com

Attachment A

In accordance with 47 C.F.R. § 63.04(b), UCH and UTC LD provide the following information required under 47 C.F.R. §§ 63.04(a)(6) – (12):

(a) 47 C.F.R. § 63.04(a)(6)

A description of the transaction:

UCH, UTC LD and certain related parties have entered into a June 6, 2011 Agreement and Plan of Merger (“UTC LD Agreement”), through which UCH will acquire 100% of the issued and outstanding equity interests of UTC LD by way of a reverse subsidiary merger in which a wholly-owned subsidiary of UCH will merge with and into UTC LD, with UTC LD surviving as a wholly-owned subsidiary of UCH. UCH is a limited liability company newly formed by MSouth Equity Partners, LP (“MSouth”), William H. Bradford (President and Chief Executive Officer), and Eugene B. Johnson (Chairman) for purposes of consummating the transactions described herein and will be the holding company for UTC LD and its affiliate, UTC, after the close of the transactions. UTC LD is an independent, privately-owned telecommunications company providing long distance service to customers of UTC, an independent, incumbent local exchange carrier (“ILEC”) providing service to customers in certain areas of Middle Tennessee, who choose UTC LD as their long distance provider.

In a related transaction, UCH and UTC have entered into an April 28, 2011 Agreement and Plan of Merger (“UTC Agreement”). UTC provides local telephone and Internet services to several rural communities in Middle Tennessee. Under the terms of the UTC Agreement, UCH will acquire UTC in a reverse subsidiary merger, in which UTC Acquisition Company, Inc., a newly created, wholly-owned subsidiary of UCH, will

merge with and into UTC, with UTC as the surviving company. UTC will then become a direct, wholly-owned subsidiary of UCH. A separate application has been filed with the FCC seeking approval of this change of control.

MSouth, the majority owner of UCH, is a private equity investment firm that provides equity capital and expertise to support management teams in acquisitions and recapitalizations of companies typically valued at \$25 – \$125 million. Based in Atlanta, Georgia, MSouth invests primarily in the South with a consistent focus on management buyouts. Each of MSouth's partners has extensive experience in acquiring and successfully growing businesses. MSouth will control the board of directors of UCH.

MSouth is controlled by its general partner, MSouth Equity Partners, GP, LLC. The managing members of MSouth Equity Partners, GP, LLC are Mark L. Feidler, Michael D. Long, Bart A. McLean and Peter S. Petit. None of the managing members has a 50% or greater interest in the general partnership. All of the managing members are U.S. citizens – neither MSouth Equity Partners, LP nor MSouth Equity Partners, GP, LLC has any foreign ownership interests, and neither has any direct or indirect ownership interests in any incumbent and/or competitive local exchange carriers or other telecommunications providers, including wireless interests.

As a result of the transactions, UCH will own 100% of UTC LD and will acquire control of UTC LD's international and domestic Section 214 authorizations. UTC LD will continue to exist and will provide service to its customers at the same rates, terms and conditions as immediately prior to the transaction. Customers will experience no disruption of service or apparent change in service, as UTC LD's service is already and will continued to be billed on UTC's customer bill, and because UTC LD's customers

already utilize the same business line and customer service line to communicate with both UTC and UTC LD.

(b) 47 C.F.R. § 63.04(a)(7)

A description of the geographic areas in which the transferor and transferee and their affiliates offer domestic telecommunications services and what services are provided in each area:

UTC LD, located in Chapel Hill, Tennessee, provides resold interexchange service to customers of its ILEC affiliate, UTC, who choose UTC LD as their interexchange carrier. UTC provides local exchange telephone service and Internet service to residential consumers and businesses in Bedford, Coffee, Davidson, Franklin, Marshall, Maury, Rutherford and Williamson counties in Tennessee, and provides exchange access services to other telecommunications carriers.

UCH is a newly formed entity and will be the holding company for UTC LD and UTC after the close of the transactions described herein; UCH is not a telecommunications provider.

(c) 47 C.F.R. § 63.04(a)(8)

A statement as to how the application fits into one or more of the presumptive streamlined categories under 47 C.F.R. § 63.03 or why it is otherwise appropriate for streamlined treatment:

The application meets the requirements for streamlined processing under 47 C.F.R. § 63.03(b)(2)(ii), in that UCH is not currently a telecommunications provider and, moreover, upon consummation of the transaction will not provide competitive telephone exchange services or exchange access services in geographic areas served by a dominant

local exchange carrier that is not a party to the transaction and will serve far fewer than two percent (2%) of the nation's subscriber lines. UTC's incumbent local exchange carrier operations are limited to Bedford, Coffee, Davidson, Franklin, Marshall, Maury, Rutherford and Williamson counties in Tennessee, and it has approximately 12,500 access lines. As a result of the transactions, UCH and its affiliates together will have a market share in the interstate, interexchange market of far less than ten percent (10%), and far less than two percent (2%) of the nation's subscriber lines. Neither UTC LD nor its affiliate, UTC, provides service to customers outside of UTC's incumbent local exchange territory in Tennessee.

Alternatively, streamlined treatment is appropriate under the Commission's "case-by-case approach"¹, in that the transaction involves a simple transfer of underlying equity interests in a small reseller of long distance telecommunications services, which presents no competitive concerns and no "novel questions of fact, law, or policy which cannot be resolved under outstanding precedents and guidelines."²

(d) 47 C.F.R. § 63.04(a)(9)

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

A separate application has been filed seeking approval of the transfer of control of the domestic 214 authorization of UTC LD's affiliate, UTC, pursuant to the UTC Agreement between UCH and UTC.

UTC Video Concepts, LLC ("UTC Video"), a wholly-owned subsidiary of UTC, having its principal business office at 120 Taylor Street, Chapel Hill, Tennessee 37034-

¹ *Report and Order, In the Matter of Implementation of Further Streamlining Measures for Domestic Section 214 Authorizations*, CC Docket No. 01-150, 17 FCC Rcd 5517 at ¶ 34 (rel. Mar. 21, 2002) ("Streamlining Order"); see also 47 C.F.R. § 63.03(a) (permitting streamlining "[u]pon determination...that the application is appropriate for streamlined treatment").

² *Id.* at ¶ 28.

3123, will also become a wholly-owned subsidiary of UCH as a result of the transactions, and will provide a separate, informal notice to the FCC's Media Bureau of the transfer of control of UTC Video's Open Video System ("OVS") certification to UCH. UTC Video's OVS certification was approved by the FCC on November 10, 2003.

(e) **47 C.F.R. § 63.04(a)(10)**

A statement of whether the applicants are requesting special consideration because either party to the transaction is facing imminent business failure:

Neither UTC LD nor UCH is facing imminent business failure, and neither company is requesting special consideration as a result thereof.

(f) **47 C.F.R. § 63.04(a)(11)**

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

There are no separately filed waiver requests being sought in conjunction with the transactions.

(g) **47 C.F.R. § 63.04(a)(12)**

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

The proposed transactions will serve the public interest because they will provide benefits to UTC LD's customers without any countervailing harms. By affiliating with UCH, which has solid financial fundamentals, UTC LD is assured of having adequate access to capital and the collective knowledge of its customers' preferences to deliver innovations in technology and product offerings. Customers will benefit from increased

access to those offerings, and UTC LD will benefit post-transaction from retaining and attracting customers whose needs are satisfied by its offerings, service quality and customer care. Additionally, the public interest will be served by the transactions because they will allow UTC LD to have access to the resources of UCH, with the single focus of delivering a full portfolio of services that meet the targeted needs of the local customers in rural and smaller markets.

As structured, the transactions and the resulting organizational structure are intended to create strengthened financial stability and streamlined operations for UTC LD's customers. Thus, the transactions offer the financial strength and flexibility to UTC LD to continue providing outstanding service and enhanced offerings to customers. These attributes help ensure that UTC LD will have the fiscal stability and access to capital necessary to continue to provide reliable services in the increasingly competitive telecommunications marketplace.

The transactions will be transparent to UTC LD's customers, who will experience no disruption in service as a result thereof.

- (h) UCH and UTC LD understand that, pursuant to the streamlined processing provisions of 47 C.F.R. § 63.03, unless otherwise notified by the Commission, UTC LD is permitted to transfer control of the domestic lines or authorization to operate on the 31st day after the date of public notice listing the domestic section 214 transfer of control application as accepted for filing as a streamlined application, but only in accordance with the operations proposed in the application. UCH further understands that it has a duty to notify the Commission of consummation of the transfer or decision not to proceed within thirty (30) days thereof.

Attachment B

On behalf of United Communications Holdings, LLC, and in accordance with 47 C.F.R. §§ 63.24, 63.18 and 63.04, I hereby certify that I have read the foregoing application and Attachment A thereto, and the statements herein are true, complete and correct to the best of my knowledge. I further certify compliance with all other statutory and FCC requirements that apply to the FCC's streamlining process, as described in 47 C.F.R. §§ 63.12 and 63.03.

UNITED COMMUNICATIONS HOLDINGS,
LLC

By: 
William H. Bradford, President & CEO
United Communications Holdings, LLC
365 Anthony Circle
Charlotte, North Carolina 28211
Telephone: (704) 651-4409
E-mail: wbradford@bradfordadvisorv.com

Attachment C

On behalf of UTC Long Distance, LLC, and in accordance with 47 C.F.R. §§ 63.18, 63.24 and 63.04, I hereby certify that I have read the foregoing application and Attachment A thereto, and the statements herein are true, complete and correct to the best of my knowledge. I further certify compliance with all other statutory and FCC requirements that apply to the FCC's streamlining process, as described in 47 C.F.R. §§ 63.12 and 63.03.

UTC LONG DISTANCE, LLC

By: Terry M. Wales
Terry Wales, Chief Executive Officer
UTC Long Distance, LLC
120 Taylor Street
Chapel Hill, Tennessee 37034-3123
Telephone: (931) 364-4355
Facsimile: (931) 364-4370
E-mail: twales@ardmore.net