

READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE
FORM 159

Approved by OMB
3060-0589
Page 1 of 1

(1) LOCKBOX # 979091	SPECIAL USE ONLY FCC USE ONLY
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SECTION A - PAYER INFORMATION

(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) 3 Rivers Telephone Cooperative d/b/a 3 Rivers Communications	(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) 1,050.00	
(4) STREET ADDRESS LINE NO. 1 P.O. Box 429		
(5) STREET ADDRESS LINE NO. 2		
(6) CITY Fairfield	(7) STATE MT	(8) ZIP CODE 59436
(9) DAYTIME TELEPHONE NUMBER (include area code) 406-467-2535	(10) COUNTRY CODE (if not in U.S.A.)	

FCC REGISTRATION NUMBER (FRN) REQUIRED

(11) PAYER (FRN) 0001-6464-54	(12) FCC USE ONLY
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**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 3 Rivers Telephone Cooperative, Inc. d/b/a 3 Rivers Communications		
(14) STREET ADDRESS LINE NO. 1 P.O. Box 429		
(15) STREET ADDRESS LINE NO. 2		
(16) CITY Fairfield	(17) STATE MT	(18) ZIP CODE 59436
(19) DAYTIME TELEPHONE NUMBER (include area code) 406-467-2535	(20) COUNTRY CODE (if not in U.S.A.)	

FCC REGISTRATION NUMBER (FRN) REQUIRED

(21) APPLICANT (FRN) 0001-6464-54	(22) FCC USE ONLY
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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	FCC USE ONLY
(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	FCC USE ONLY
(28B) FCC CODE 1		(29B) FCC CODE 2

SECTION D - CERTIFICATION

CERTIFICATION STATEMENT

I, _____, 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 _____ DATE _____

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 _____

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

In the Matter of)	
)	
Montana Opticom, LLC)	WC Docket No.
Assignor)	
)	
3 Rivers Telephone Cooperative, Inc.)	
Assignee)	
)	
For Assignment of Facilities Used in the Provision of)	
Competitive Interstate Telecommunications Services in the)	
Big Sky Exchange in Madison and Gallatin Counties of)	
Montana Pursuant to a Domestic Blanket Authorization)	
under Section 214 of the Communications Act)	

TO: Chief, Wireline Competition Bureau

**NON-STREAMLINED APPLICATION FOR ASSIGNMENT OF ASSETS
SUBJECT TO DOMESTIC BLANKET SECTION 214 AUTHORIZATION**

Montana Opticom, LLC (“Opticom” or “Assignor”; FRN: 0014-3633-29) and 3 Rivers Telephone Cooperative, Inc. (“3 Rivers” or “Assignee”; FRN: 0001-6464-54) hereby request Commission authorization for the assignment to 3 Rivers of Opticom’s interstate telecommunications facilities and operations in a private ski and golf development within the Big Sky exchange in Madison and Gallatin Counties of Montana.

Opticom, a Montana limited liability corporation, presently provides interstate telecommunications and other voice, data and video services to approximately 65 customers within a private ski and golf community situated within the central portion of the Big Sky, Montana exchange. Whereas Opticom is classified as a competitive local exchange carrier (“CLEC”), its operations in the Big Sky exchange are limited to the ski and golf community, and it does not currently compete with 3 Rivers in the surrounding

portions of the Big Sky exchange. Rather, Opticom was originally formed partially by a minority founder of the ski and golf community to provide telecommunications and video services to the subdivision. Since that time, both the private ski and golf development and Opticom have come under different ownership. Opticom has now determined that the private ski and golf subdivision does not constitute a financially feasible or viable business for it in the long term. Rather, Opticom has decided to focus its efforts and resources instead upon a fiber-optic system in the Four Corners area near Bozeman, Montana for which it received a grant-loan in 2010 as part of the Broadband Initiatives Program (“BIP”) of the Rural Utilities Service (“RUS”).

3 Rivers is a Montana cooperative corporation which provides interstate telecommunications services as an incumbent local exchange carrier (“ILEC”) in twenty-six (26) local telephone exchanges (approximately 16,600 total access lines) throughout fourteen (14) counties in rural western Montana (Study Area No. 482255). Its operations include a cluster of seven exchanges in southwestern Montana which contains the Big Sky exchange that encompasses the private ski and golf development.

The proposed transaction involves the purchase by 3 Rivers from Opticom of all of the wireline telecommunications assets (as well as broadband and video assets) used by Opticom to provide telecommunications, information and related services within the private ski and golf subdivision. As it has focused upon its BIP project in the Four Corners and surrounding areas, Opticom no longer has a business office or technicians located in the private ski and golf development or other portions of the Big Sky exchange. In contrast, 3 Rivers maintains a customer service office and a permanent staff (two customer service representatives and seven technicians) in the Big Sky exchange which completely

surrounds and encompasses the private ski and golf subdivision, and is the logical telecommunications service provider for the residents of the development.

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

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

Assignor:

Montana Opticom, LLC
144 Quail Run Road
Bozeman, Montana 59718
Telephone: (406) 993-5533
Facsimile: (406) 993-5531

Assignee:

3 Rivers Cooperative Telephone, Inc.
202 5th Street South (P.O. Box 429)
Fairfield, Montana 59436
Telephone: (406) 467-2535
Facsimile: (406) 467-5055

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

Opticom is a limited liability corporation organized under the laws of the State of Montana.

3 Rivers is a corporation organized under the laws of the State of Montana.

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

For Assignor:

James J. Dolan, Jr., President
 Montana Opticom, LLC
 144 Quail Run Road
 Bozeman, Montana 59718
 Telephone: (406) 993-5533
 Facsimile: (406) 993-5531

For Assignee:

Bradley C. Veis, Chief Financial Officer
 3 Rivers Cooperative Telephone, Inc.
 202 5th Street South (P.O. Box 429)
 Fairfield, Montana 59436
 Telephone: (406) 467-2535
 Facsimile: (406) 467-5055

With a copy to Counsel:

Gerard J. Duffy, Esquire
 Blooston, Mordkofsky, Dickens, Duffy & Prendergast, LLP
 2120 L Street, N.W. (Suite 300)
 Washington, D.C. 20037
 Telephone: (202) 659-0830
 Facsimile: (202) 828-5568

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

Opticom:

The name, address, citizenship and principal business of the entities that own ten percent (10.00%) or more of the equity and voting power of Assignor Opticom both before and after the proposed transaction are:

<u>Name & Address</u>	<u>Voting & Equity</u>	<u>Citizenship</u>	<u>Principal Business</u>
James J. Dolan 144 Quail Run Road Bozeman, MT 59718	16.25%	U.S.A.	Investments
Patricia D. Dolan 144 Quail Run Road Bozeman, MT 59718	16.25%	U.S.A.	Investments

<u>Name & Address</u>	<u>Voting & Equity</u>	<u>Citizenship</u>	<u>Principal Business</u>
James J. Dolan Jr. 144 Quail Run Road Bozeman, MT 59718	12.5%	U.S.A.	Telecommunications
UGMA Trust for Minor (Name Withheld) 144 Quail Run Road Bozeman, MT 59718	10.0%	U.S.A.	Investments

No other individual or entity owns or controls ten percent (10.00%) or more of the equity and voting power of Opticom.

3 Rivers:

3 Rivers is a telephone cooperative which has approximately 24,845 active member-owners, none of which member-owners directly or indirectly controls ten percent (10.00%) or more of the equity and voting power of 3 Rivers. To the best of the information and belief of 3 Rivers, all or virtually all of its member-owners are United States citizens.

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

Opticom and 3 Rivers hereby certify, pursuant to 47 C.F.R. Sections 1.2001 through 1.2003 that no party to the present application is subject to denial of Federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988.

(6) Description of the transaction:

The proposed transaction entails the purchase by 3 Rivers from Opticom of all of the wireline telecommunications assets, as well as broadband and video assets, used by Opticom to provide telecommunications, information and related services within the private ski and golf development. These assets include (but are not limited to) fiber optic cable, switching and routing devices, other transmission and termination equipment, contractual rights, governmental authorizations and permits, subscriber lists, engineering records, maps, databases, files, records, deposits and other tangible and intangible property used and useful in the provision of Opticom's services within the Big Sky exchange.

3 Rivers is the ILEC serving the Big Sky exchange, and operates its own interstate and intrastate telecommunications facilities therein. 3 Rivers and Opticom presently have an interconnection arrangement in the Big Sky exchange, and exchange traffic with each other. Upon completion of the proposed transaction, 3 Rivers will move as quickly as

feasible to integrate the acquired Opticom facilities, services and customers into its own Big Sky exchange network so that it can offer both its existing and new Big Sky customers quality, affordable and reasonably comparable services in accordance with the requirements of Title II of the Communications Act.

(7) Description of the geographic areas in which the assignor and assignee (and their affiliates) offer domestic telecommunications services, and what services are provided in each area:

Attachment A is a map showing the location of the exchanges of 3 Rivers within two clusters in western Montana. Attachment B is a map of the Big Sky exchange that shows the location of the private ski and golf development within the central portion thereof.

Areas and Services of Opticom and its Affiliates

Opticom presently provides wireline and wireless telecommunications services, as well as broadband and multi-channel video services, to approximately 65 customers in the private ski and golf community located within the central portion of the Big Sky, Montana exchange. As a wireline competitive local exchange carrier, Opticom provides local exchange service, intrastate and interstate toll resale services, custom calling services, broadband, and is a re-seller of satellite television.

In 2010, Opticom was awarded a BIP grant-loan to construct a buried fiber-optic system throughout a 153 square mile area of Gallatin County, Montana, from Manhattan to Belgrade and south along U.S. Highway 191 to the mouth of Gallatin Canyon. Opticom is selling its private ski and golf subdivision network in order to focus its efforts and resources upon this BIP project.

Opticom has no other subsidiaries or affiliates that offer domestic telecommunications services.

Areas and Services of 3 Rivers and its Affiliates

3 Rivers is an ILEC that provides local exchange telephone service and exchange access in twenty-six exchanges throughout portions of fourteen (14) counties in western Montana (Study Area No. 482255). One cluster in southwestern Montana includes the Big Sky exchange and seven (7) other exchanges (Harrison, Ennis, Virginia City, Sheridan, Twin Bridges, Melrose and Lima) serving parts of five counties (Gallatin, Madison, Beaverhead, Silver Bow and Jefferson). A second cluster in north central Montana contains eighteen (18) exchanges (Browning, Valier, Dupuyer, Pendroy, Choteau, Fairfield, Augusta, Fort Shaw, Power, Brady, East Conrad, Carter, Highwood, Belt, Stockett, Raynesford, Geysler, and Neihart) serving portions of nine counties (Teton, Chouteau, Cascade, Judith Basin, Lewis and Clark, Pondera, Glacier, Toole and

Liberty). 3 Rivers currently serves approximately 16,600 access lines in these 26 exchanges. Its local exchange service offerings include custom calling features, CLASS services and voice mail.

3 Rivers also provides local exchange telephone service and exchange access as a CLEC in four exchanges (Conrad, Shelby, Great Falls and Helena) in portions of four counties (Pondera, Toole, Cascade and Lewis and Clark) in rural central Montana (Study Area No. 489003). 3 Rivers currently serves approximately 2,300 access lines in these four CLEC exchanges.

3 Rivers resells intrastate, interstate and international long distance toll services to business and residential customers throughout its ILEC and CLEC service areas. It also provides high-speed and/or dial-up Internet access service throughout its service area, and cable television service in twelve of its exchanges.

3 Rivers owns a 33.33 percent interest in NDP, a directory publishing company, which provides directories throughout the western states.

3 Rivers owns a 15.8 percent interest in Vision Net, Inc., a Montana corporation which provides video conferencing and associated network and support services, and integrates statewide networks in the region.

3 Rivers has no other subsidiaries or affiliates that offer domestic telecommunications services.

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

This application does not fit within the presumptive streamlined categories in Section 63.03(b) of the Commission's Rules, and streamlined treatment is not requested.

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

No other Commission applications are being filed with respect to the subject transaction.

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

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

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

No separately filed waiver requests are being sought in conjunction with the subject transaction.

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

The proposed transaction will serve the public interest by permitting the residents of the subject private ski and golf development within the Big Sky exchange to receive quality and affordable telecommunications service from an established carrier that has a demonstrable long-term interest and outstanding record of serving the Big Sky area, while permitting Opticom to focus its efforts and resources upon its BIP project.

The subdivision is a private ski and golf community consisting of approximately 65 customers that is located entirely within the Big Sky exchange. Opticom was originally formed partially by a minority owner of the private ski and golf subdivision to provide telecommunications and video services to its residents.

The private ski and golf subdivision was subsequently acquired by another developer and Opticom has been separately owned for many years. For the past three years, Opticom has been focused on a BIP grant-loan it received from RUS to provide broadband in the Four Corners and surrounding areas. Opticom no longer has an office or technicians located in the private ski and golf subdivision or elsewhere within the Big Sky exchange while the Four Corners area, where Opticom's business office and technicians reside, is more than a one hour drive from the private ski and golf subdivision. 3 Rivers is now the logical telecommunications service provider for the residents of the private ski and golf development, and the acquisition will benefit these consumers.

3 Rivers provides services to approximately 500 residences in other subdivisions within the Big Sky exchange that are also owned by the current owner of the subject ski and golf community. It has a very good working relationship with that new developer and with the respective homeowner associations in the area. 3 Rivers has a customer service office in Big Sky, and currently stations seven technicians and two customer service representatives there. The Big Sky exchange completely encompasses the private ski and golf subdivision and interconnects with the Opticom facilities. Adding the private ski and golf subdivision facilities and assets to 3 Rivers' existing network will require no service interruption or disruption. 3

Rivers has already begun discussions with the current developer to ensure a seamless transition once the acquisition receives the necessary approvals.

As noted above, this is not a typical ILEC-CLEC transaction, for Opticom has not been competing with 3 Rivers throughout the Big Sky exchange, but instead has focused its service predominately upon the private ski and golf development within which it previously held a minority ownership interest.

The parties note that, whether considered together or separately, 3 Rivers and Opticom have an aggregated market share in the interstate, interexchange market of substantially less than 10 percent. In addition, 3 Rivers' 16,600 ILEC access lines, 3 Rivers' 2,300 CLEC access lines, and Opticom's 65 access lines constitute far less than two percent of the nation's subscriber lines installed in the aggregate nationwide.

The parties will comply with the Commission's rules regarding anti-slamming notices and certifications.

3 Rivers has an excellent and proven record of providing basic and advanced telecommunications services to its Big Sky exchange and its other rural Montana exchange areas. It will provide similar quality and affordable service to the customers in the private ski and golf development.

Conclusion

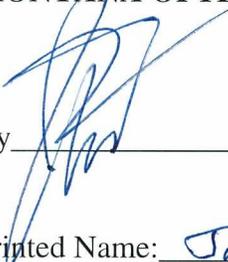
In light of the foregoing facts and public interest considerations, the Commission is respectfully requested to authorize the assignment to 3 Rivers of the assets of Opticom's interstate telecommunications operations in the subject private ski and golf development within the Big Sky exchange in Madison and Gallatin counties of Montana.

Opticom and 3 Rivers reiterate that they certify, pursuant to 47 C.F.R. §§1.2001 through 1.2003, that no party to the present application is subject to denial of Federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988.

Respectfully submitted,

MONTANA OPTICOM, LLC

**3 RIVERS TELEPHONE
COOPERATIVE, INC.**

By  _____

By David Gibson _____

Printed Name: James J. Donohue _____

Printed Name: David Gibson _____

Title: President _____

Title: CEO _____

Date: 9-16-13 _____

Date: 9-19-13 _____

From: (202) 659-0830
Kelly Laraia
BMDD&P,LLP
2120 L ST NW
STE 300
WASHINGTON, DC 20037

Origin ID: AUKA



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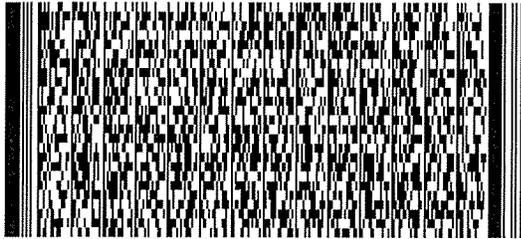
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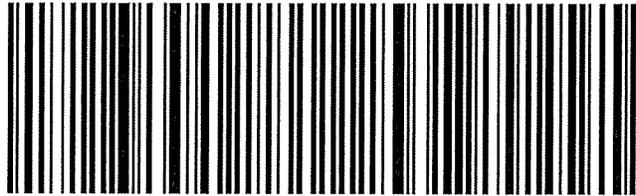
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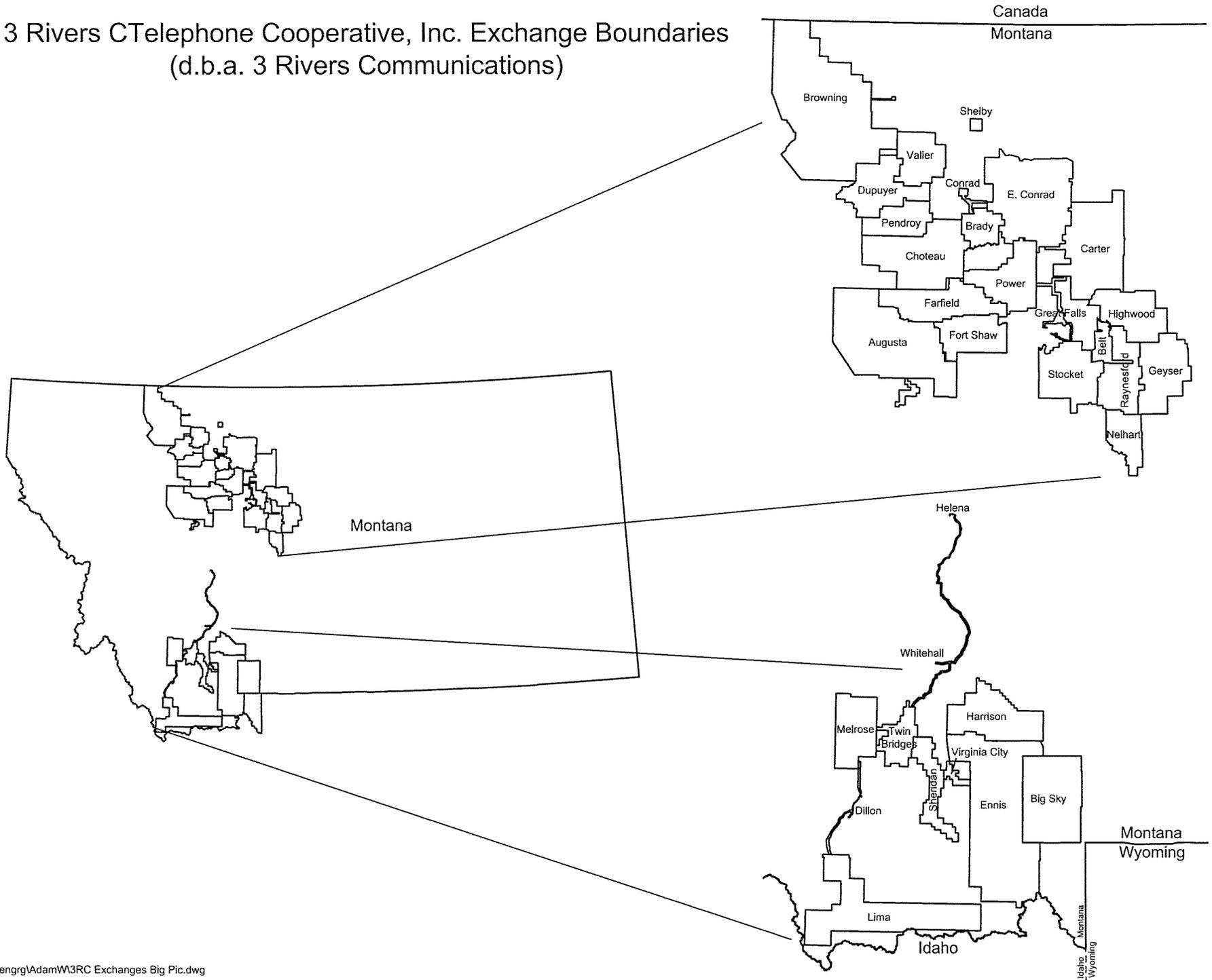
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ATTACHMENT A

3 Rivers CTelephone Cooperative, Inc. Exchange Boundaries (d.b.a. 3 Rivers Communications)



ATTACHMENT B

3 Rivers Communications Big Sky Exchange - Opticom Spanish Peaks

