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LNGS

LUKAS,
NACE,
GUTIERREZ
& SACHS, LLP

Stamp & Return

US BANK/FCC NOV 18 2013

November 15, 2013

Marlene H. Dortch, Secretary
Federal Communications Commission
445 12th Street, S.W.
Washington, DC 20554

Attn: Jodie May, Competition Policy Division
Wireline Competition Bureau

Re: Joint Application for Transfer of Control of Domestic and International
Section 214 Authorizations from Dalton Telephone Company, Inc., Elsie
Communications, Inc., Dalton Telecommunications, Inc. and Newcastle
Holdings, Inc. to USConnect Acquisitions IV, Inc., and ultimately
USConnect Holdings Inc.

Dear Ms. Dortch:

Transmitted herewith is a Joint Application for the transfer of control of Dalton Telephone Company, Inc., Elsie Communications, Inc., Dalton Telecommunications, Inc. and Newcastle Holdings, Inc. ("214 Holders" and "Transferors") to USConnect Acquisitions IV, Inc., and ultimately USConnect Holdings, Inc. ("Transferees").

The applicants request streamlined processing of this application. A fee transmittal form, FCC Form 159, is submitted with the application showing payment of a filing fee of \$1,050.00.

This application is also being filed electronically in the IBFS filing system for processing by the International Bureau. A separate filing fee will be paid with that submission.

Should any questions arise with regard to this matter, please communicate directly with this office which represents the Transferees, and with Thomas J. Moorman, Esq. (tmoorman@woodsaitken.com) who represents the 214 Holders and Transferors.

Very truly yours,



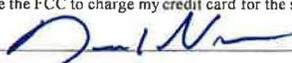
David L. Nace

Cc: Jodie May (FCC, by email)
Tracey Wilson (FCC, by email)
Thomas J. Moorman (by email)

READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE
FORM 159

Approved by OMB
3060-0589
Page No 1 of 1

(1) LOCKBOX # 979091		SPECIAL USE ONLY	
		FCC USE ONLY	
SECTION A - PAYER INFORMATION			
(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) Lukas, Nace, Gutierrez & Sachs, LLP		(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) \$1,050.00	
(4) STREET ADDRESS LINE NO. 1 8300 Greensboro Drive			
(5) STREET ADDRESS LINE NO. 2 Suite 1200			
(6) CITY McLean		(7) STATE VA	(8) ZIP CODE 22102
(9) DAYTIME TELEPHONE NUMBER (include area code) 703-584-8678		(10) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(11) PAYER (FRN) 0003746385		(12) FCC USE ONLY	
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 Dalton Telephone Company, et al.			
(14) STREET ADDRESS LINE NO. 1 P.O. Box 19868			
(15) STREET ADDRESS LINE NO. 2 60 Beckwith Drive			
(16) CITY Colorado City		(17) STATE CO	(18) ZIP CODE 81019
(19) DAYTIME TELEPHONE NUMBER (include area code) 866-542-6779		(20) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(21) APPLICANT (FRN) 0003745791		(22) FCC USE ONLY	
COMPLETE SECTION C FOR EACH SERVICE. IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(23A) CALL SIGN/OTHER ID Section 214 Authorization	(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 <input checked="" type="checkbox"/> 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 11/15/2013	

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

In the Matter of)	
)	
DALTON TELEPHONE COMPANY, INC.)	
(FRN 0003745791))	
)	
ELSIE COMMUNICATIONS, INC.)	
(FRN 0004327417))	
)	
DALTON TELECOMMUNICATIONS, INC.)	
(FRN 0016032815))	
)	WC Docket No. _____
NEWCASTLE HOLDINGS, INC.)	
(FRN 0014480362))	
)	
Section 214 Authorization Holders and Transferors)	
)	File No. ITC- _____
And)	File No. ITC- _____
)	
USCONNECT HOLDINGS INC.)	
(FRN 0022834212))	
)	
And its subsidiary:)	
)	
USCONNECT ACQUISITIONS IV, INC.)	
(FRN 0022931356))	
)	
Transferees)	
)	
Joint Application for Transfer of Control of)	
Section 214 Authorizations for)	
Domestic and International)	
Telecommunications Authorizations)	

JOINT APPLICATION

Dalton Telephone Company, Inc. ("DTC"), Elsie Communications, Inc. ("ECI"), Dalton Telecommunications, Inc. ("DTI") and Newcastle Holdings, Inc. ("Newcastle"), on their own

behalf and behalf of their respective shareholders (jointly, the “214 Holders” or “Transferors”),¹ and USConnect Holdings Inc. (“USConnect”) and its subsidiary USConnect Acquisitions IV, Inc. (“USConnect Acquisitions”) (jointly, the “Transferees”), hereby request approval of the Federal Communications Commission (“Commission”) pursuant to Section 214 of the Communications Act of 1934, as amended, 47 U.S.C. §214, and Sections 1.763, 63.03, 63.04, 63.18, and 63.24(e) of the Commission’s rules, 47 C.F.R. §§1.763, 63.03, 63.04, 63.18, and 63.24(e), to transfer control of the Section 214 authorizations from the Transferors to the Transferees. All parties are collectively referred to herein as the “Applicants.”

I. Combined Application to Transfer Control of Domestic and International Section 214 Authorizations

Under Section 63.04(b) of the Commission’s rules, the Applicants are filing a combined domestic and international application for the transfer of control of the Section 214 authorizations of the Transferors to the Transferees.

This application qualifies for streamlined processing under applicable rules.

II. Applicants

A. Dalton Telephone Company, Inc.

DTC is a Nebraska corporation whose address is 413 Elliot Street, Dalton, Nebraska 69131. DTC is authorized by the Nebraska Public Service Commission to provide local

¹ On November 6, 2013, Newcastle made various filings with the Commission to address errors in reported ownership information arising from the earlier transfer of control of DTC and ECI to Newcastle in WC Docket No. 06-13, and similar corrections required with respect to international authorizations. See WC Docket 13-265, IB Submission ID 2013002359 and IB Submission ID2013002361. On November 12, 2013, the Commission placed the domestic transfer of control application on Public Notice subject to streamlined processing. See Public Notice, WC Docket No. 13-265, DA 13-2164, released November 12, 2013. These applications remain pending.

telephone service as the incumbent local exchange carrier (“ILEC”) in five exchanges in southwestern Nebraska.

DTC is a wholly owned subsidiary of Newcastle, a corporation organized under the laws of the state of North Carolina whose address is 60 Beckwith Drive, PO Box 19868, Colorado City, Colorado 81019. Newcastle, in turn, is a wholly owned subsidiary of American Broadband Acquisition Corp. IV (“ABAC IV”), a Delaware corporation whose address is 60 Beckwith Drive, PO Box 19787, Colorado City, CO 81019. The ownership and control of ABAC IV is provided in Section III, below.

B. Elsie Communications, Inc.

ECI is a Nebraska corporation whose address is 101 Perkins Avenue, Elsie, Nebraska 69134. ECI is authorized by the Nebraska Public Service Commission to provide local telephone service as the ILEC in the Elsie exchange in Perkins County, in southwestern Nebraska.²

ECI is a wholly owned subsidiary of Newcastle which, in turn, is wholly owned by ABAC IV. The ownership and control of ABAC IV is provided in Section III, below.

C. Dalton Telecommunications, Inc.

DTI is a North Carolina corporation. DTI is a wholly-owned subsidiary of Newcastle which, in turn, is a wholly owned subsidiary of ABAC IV. DTI’s address is 413 Elliot Street, Dalton, Nebraska 69131. DTI currently provides interstate and international telecommunications

² ECI holds an International Telecommunications Certification for global and/or limited global resale service, *See* File No. ITC-214-2000-0317-00144. ECI notes that no operations are being conducted pursuant to this authority. ECI also notes that a transfer of control application addressing its ownership was approved in 2006 (*see* Public Notice, Report No. TEL—01010, DA No. 06-700, released March 30, 2006) and that it filed an application on November 6, 2013 to correct the reported ownership of its direct parent company, Newcastle. *See* IB Submission 2013002361.

(continued on next page)

services in and around the service areas of its affiliates, DTC and ECI. DTI relies upon international Section 214 authorization held by its parent company, Newcastle, to resell international telecommunications services.

D. Newcastle Holdings, Inc.

Newcastle is a North Carolina corporation whose address is 60 Beckwith Drive, PO Box 19868, Colorado City, Colorado 81019. Newcastle is a wholly-owned subsidiary of ABAC IV. Newcastle holds a Section 214 international global resale authorization which is used by Newcastle's wholly-owned subsidiary DTI to provide international telecommunications services.

D. USConnect Holdings Inc.

USConnect is a Delaware corporation formed on March 4, 2013. Its address is 1000 Elm Street, Suite 1901, Manchester, NH 03101. USConnect was created to purchase and operate rural local exchange carriers. The operations and management of the USConnect will be led by experienced telecommunications executives. In addition, each of USConnect's major equity shareholders is a company, or an affiliate of a company, which has extensive experience in the telecommunications industry.

E. USConnect Acquisitions IV, Inc.

USConnect Acquisitions is a corporation recently formed under Delaware law for the purpose of acquiring the shares of ABAC IV in the transaction described in Section III of this application. Its address is 1000 Elm Street, Suite 1901, Manchester, NH 03101. USConnect Acquisitions is a wholly-owned subsidiary of USConnect.

III. Description of the Transaction

ABAC IV, USConnect and USConnect Acquisitions have entered into an Agreement and Plan of Merger (“Agreement”) whereby USConnect Acquisitions will merge with and into ABAC IV, with ABAC IV to be the surviving corporation after the merger. As a result, ABAC IV and its subsidiaries will be controlled by USConnect after the merger (the “Transaction”). Consummation of the Transaction is contingent upon receipt of Commission approval and all other necessary approvals.

As indicated above, ABAC IV is the ultimate 100% owner of DTC, ECI and DTI through an intermediary holding company, Newcastle, a U.S. corporation organized under the laws of the state of North Carolina. The ABAC IV shareholders with 10% or greater derivative ownership in Newcastle, DTC, ECI and DTI shareholders are American Broadband Communications, LLC (“American Broadband”) (40%) (a U.S. limited liability company organized under the laws of the State of Delaware) and Signal Secondary Fund, L.P. (“SSF”) (42.9%) (a U.S. limited partnership organized under the laws of the State of Delaware).

American Broadband’s only shareholder with a 10% or greater derivative interest in Newcastle, DTC, ECI and DTC is the Estate of Patrick L. Eudy (the “Estate”).³ SSF understands that Ms. Jane R. Eudy is the Personal Representative of the Estate and a U.S. citizen.

³ The Estate is also the indirect 10% or greater owner of the following telecommunications carriers operating in discrete areas of the United States that are outside of the State of Kansas and Georgia: (a) Arlington Telephone Company, a Nebraska corporation and ILEC, that provides local exchange and exchange access services in and around Arlington, Nebraska; (b) The Blair Telephone Company, a Nebraska corporation and ILEC, that provides local exchange and exchange access services in and around Blair, Kennard and Fort Calhoun, Nebraska; (c) Eastern Nebraska Telephone Company, a Nebraska corporation and ILEC, that provides local exchange and exchange access services in and around Walthill, Macy, Winnebago, Rosalie, Osmond, Meadow Grove, Carroll and Belden, Nebraska; (d) Rock County Telephone Company, a Nebraska corporation and ILEC, that provides local exchange and exchange access services in and around Bassett and Newport, Nebraska; (e) HunTel Cablevision d/b/a HunTel

(continued on next page)

Communications, a Nebraska corporation and Competitive Local Exchange Carrier (“CLEC”), that provides local exchange and exchange access services in and around Lyons, Oakland and Tekamah, Nebraska, and is also an interexchange carrier (“IXC”) that resells interstate interexchange and international long distance services throughout the Nebraska areas served by the above-listed affiliated Nebraska ILECs; (f) Holway Telephone Company, a Missouri corporation and ILEC, that provides local exchange and exchange access services in and around Maitland, Missouri; (g) K.L.M. Telephone Company, a Missouri corporation and ILEC, that provides local exchange and exchange access services in and around Rich Hill, Missouri; (g) Holway Long Distance Company, a Missouri corporation and IXC that resells interstate interexchange and international long distance services in and around Maitland, Missouri; (h) KLM Long Distance Company, a Missouri corporation and IXC that resells interstate interexchange and international long distance services in and around Rich Hill, Missouri; (i) Interior Telephone Company, an Alaska corporation and ILEC, that provides local exchange and exchange access services in Alaska; (j) Mukluk Telephone Company, Inc., an Alaska corporation and ILEC, that provides local exchange and exchange access services in Alaska; (k) TelAlaska Long Distance, Inc., an Alaska corporation that resells interstate interexchange and international long distance services; (l) TelAlaska Cellular, Inc., an Alaska corporation that provides mobile voice and data services in Alaska, and is the licensee of Cellular Radio Service Stations WQIQ306, Alaska Rural Service Area 2 – Bethel (Cellular Market Area 316) and WQIQ308, Alaska Rural Service Area 1 – Wade (Cellular Market Area 315); (m) Cameron Communications, LLC (“Cameron Communications”), a Louisiana limited liability company that resells interstate interexchange and international long distance services under the trade name of Cameron Long Distance in the ILEC and CLEC exchanges served by Cameron Telephone Company, LLC (“Cameron Telephone”), Elizabeth Telephone Company, L.L.C. (“Elizabeth”) and LBH, L.L.C (“LBH”) in Cameron, Allen, Vernon, Rapides and Beauregard Parishes in southwestern Louisiana, and in Jefferson, Chambers, Liberty and Galveston Counties in southeastern Texas; (n) Cameron Telephone, a Louisiana limited liability company and ILEC that provides local exchange telephone and exchange access services in the Cameron, Carlyss, Creole, Grand Chenier, Hackberry, Holly Beach and Johnson Bayou exchanges in Cameron and Calcasieu Parishes in southwestern Louisiana and also provides local exchange telephone and exchange access services in the Nome and High Island exchanges in Jefferson, Chambers, Liberty and Galveston counties in southeastern Texas; (o) Elizabeth, a Louisiana limited liability company and ILEC that provides local exchange telephone and exchange access services in the Elizabeth, Pitkin and Sugartown exchanges in Allen, Vernon, Rapides and Beauregard Parishes in southwestern Louisiana; (p) LBH, a Louisiana limited liability company that provides broadband voice, video and data services as a CLEC in Grand Lake and Sweetlake in Cameron Parish, and in Moss Bluff in Calcasieu Parish, in southwestern Louisiana. In addition, the Estate indirectly has a greater than 10% ownership interest in the following telecommunications carriers: (a) Dialog Telecommunications, Inc., which provides voice and data services as a CLEC in Kentucky, Mississippi and North Carolina; (b) Acorn Telephone LLC, which provides voice and data services as a CLEC in Kentucky; (c) AMA Communications LLC, which provides voice and data services, resold interstate interexchange and international long distance services, as a CLEC in Texas; and (d) Mesa Broadband, LLC, which is the licensee of 3650-3700 MHz Service station WQKW948.

The owners of SSF that have a 10% or greater derivative ownership interest or control of Newcastle, DTC, ECI and DTI are as follows:

	% Equity	Citizenship	Principal Business
Ostin Revocable Trust	33.0%	US	Investments
Louisa Stud Sarofim Revocable Trust	33.0%	US	Investments

SSF's operations are controlled by its single General Partner, Signal Secondary Advisors, LLC ("SSA"). SSA has a 1% General Partnership interest in SSF. SSA is wholly owned by SSF Advisors, LLC ("SSF Advisors"). SSF Advisors therefore controls SSF by virtue of SSF Advisors owning 100% of SSA.

The 10% or greater owners of SSF Advisors are Timothy P. Bradley (36.8%); Alfred J. Puchala, Jr. (36.8%); and Charles T. Lake II (18.4%); each a citizen of the United States whose principal business is investments.

Each of the individuals and entities noted above may be contacted through SSF Advisors, LLC, 805 Third Avenue, Suite 1202, New York, New York, 10002.

The foregoing reflects all general partnership interests and all 10% or more derivative equity interests in Newcastle, DTC, ECI and DTI.⁴

⁴ In addition to DTI, ECI, and DTI, affiliates of American Broadband and SSF also are affiliated with other entities with indirect ownership interests of 10% or greater in other telecommunications carriers operating in discrete areas of the United States including: Gridley Telephone Company ("Gridley") (a small rural ILEC operating in the State of Illinois); Gridley Communications, Inc. (a resale interexchange carrier offering interstate interexchange and international resold long distance services in and around the service area of Gridley); S&A Telephone Company, Inc. ("S&A") (a small rural ILEC operating in the State of Kansas), S&A Communications, Inc. d/b/a S&A Long Distance (a resale interexchange carrier offering interstate interexchange and international resold long distance services in and around the service area of S&A), Waverly Hall Telephone Company, L.L.C. ("WHT") (a small rural ILEC operating in the State of Georgia), Waverly Hall Communications, Inc. (a resale interexchange carrier offering interstate interexchange and international resold long distance services in and around the service area of WHT); Georgetown Telephone Company, Inc. ("Georgetown"), a rural ILEC in the State of Mississippi that also through a separate operating division provides resold interstate interexchange and, operating under authority of its parent company, American Georgetown, Inc., international long distance services in and around the areas served by Georgetown); Oregon Farmers Mutual Telephone Company, a rural ILEC in the State of Missouri; and Oregon Farmers Mutual Long Distance, Inc. (a reseller of interstate interexchange and international long distance services in and around the area served by Oregon Farmers); The
(continued on next page)

Following closing (1) US Connect intends to continue to operate DTC and ECI as ILECs serving their same respective exchanges, and using in their operations the same respective assets, as each of the companies did prior to the closing and (2) DTI will continue to operate as a provider of resold interstate interexchange and international services in and around the service areas of DTC and ECI.

IV. Public Interest Statement

The Transaction furthers the public interest, convenience and necessity. DTC provides local exchange and other telecommunications service to approximately 1,025 subscribers through five exchanges in southwestern Nebraska. The Dalton, Gurley, Lodgepole, Dix and Bushnell exchanges cover 1,406 square miles across portions of Cheyenne, Deuel, Kimball counties in Nebraska and very limited portions of Banner and Morrill counties also in Nebraska.

ECI provides local exchange and other telecommunications service in its Elsie exchange to approximately 200 subscribers in Elsie (Perkins County), Nebraska. While ECI holds an international authorization to provide global resale service, this authorization is inactive.

DTI offers resold interstate interexchange and international services in and around the service areas of DTC and ECI and provides its international resold services under authority of authorization granted by the Commission to Newcastle.

Rye Telephone Company (“Rye”) (a small rural ILEC operating in the State of Colorado); South Park L.L.C. d/b/a South Park Telephone Company (“South Park”) (a small rural ILEC operating in a distinct other area in the State of Colorado from Rye); CableCo, LLC d/b/a Valley Long Distance (a resale interexchange carrier offering interstate interexchange and international resold long distance service in and around the service areas of both Rye and South Park); Zenda Telephone Company, Inc. (“Zenda”) (a rural ILEC operating in the State of Kansas); West Side Telecommunications (“West Side”) (a rural ILEC operating in the State of West Virginia); Miller Telephone Co. (Miller”) (a rural ILEC operating in the State of Missouri); and Tel-Atlantic Communications, Inc. (which, through various dba’s provides resold interstate interexchange and international long distance services in and around the service areas of Zenda, West Side, and Miller).

USConnect possesses the requisite financial and managerial resources to maintain, and improve, the services provided by all of the 214 Holders.

A. Continued Provision of High-Quality Service is Ensured

Following the Transaction, US Connect plans to continue to operate DTC and ECI as ILECs providing local exchange service to their respective customers, and DTI will continue to provide resold interstate interexchange and international service to its customers. Further, USConnect will bring greater financial resources to all of the 214 Holders.

Customers will be notified of the transaction as required by the applicable state and federal laws and regulations.

B. No Anti-Competitive Issues are Present

The Transaction does not present any anti-competitive issues. DTI's total market share, combined with that of equity owners of USConnect, is less than ten percent (10%) of the interstate interexchange and international telecommunications markets. There remain other interexchange carriers operating in the Nebraska areas where the 214 Holders will continue to market their services.

In summary, the Transaction has no potential to harm the public interest and is expected to preserve and increase competition in the domestic and international telecommunications markets.

V. Information Required by Section 63.24(e) of the Commission's Rules for a Transfer of Control Section 214 Authorizations

In furtherance of this application the Applicants submit the specific information pursuant to Section 63.24(e) of the Commission's rules. The following paragraphs refer to Sections (a) through (d), and (h) through (p), of Section 63.18.

- (a) Name, address and telephone number of Applicants:

214 Holders:

Dalton Telephone Company, Inc.
413 Elliot Street
Dalton, Nebraska 69131
Attn: Newcastle Holdings, Inc.
Charles T. Lake, II
Treasurer
c/o SSF Advisors, LLC
805 Third Avenue, Suite 1202 New York, NY 10022
Tel: 646-580-3195
E-mail: CLake@signal-equity.com

Elsie Communications, Inc.
101 Perkins Avenue
Elsie, Nebraska 69134
Attn: Newcastle Holdings, Inc.
Charles T. Lake, II
Treasurer
c/o SSF Advisors, LLC
805 Third Avenue, Suite 1202 New York, NY 10022
Tel: 646-580-3195
E-mail: CLake@signal-equity.com

Dalton Telecommunications, Inc.
413 Elliot Street
Dalton, Nebraska 69131
Attn: Newcastle Holdings, Inc.
Charles T. Lake, II
Treasurer
c/o SSF Advisors, LLC
805 Third Avenue, Suite 1202 New York, NY 10022
Tel: 646-580-3195
E-mail: CLake@signal-equity.com

Newcastle Holdings, Inc.
Charles T. Lake, II
Treasurer
c/o SSF Advisors, LLC
805 Third Avenue, Suite 1202 New York, NY 10022
Tel: 646-580-3195
E-mail: CLake@signal-equity.com

Transferees:

USConnect Holdings Inc.
US Connect Acquisitions IV, Inc.

1000 Elm Street, Suite 1901
Manchester, NH 03101
Attn: William E. King
Tel: (603) 622-0379

(b) DTC and ECI are corporations organized under the laws of Nebraska. DTI and Newcastle are corporations organized under the laws of North Carolina. USConnect Holdings, Inc. is a corporation organized under the laws of Delaware. USConnect Acquisitions IV, Inc. is a corporation organized under the laws of Delaware.

(c) Correspondence concerning this application should be sent to:

For the 214 Holders and Transferors:

Dalton Telephone Company, Inc.
c/o
Newcastle Holdings, Inc.
Charles T. Lake, II
Treasurer
c/o SSF Advisors, LLC
805 Third Avenue, Suite 1202 New York, NY 10022
Tel: 646-580-3195
E-mail: CLake@signal-equity.com

Elsie Communications, Inc.
c/o
Newcastle Holdings, Inc.
Charles T. Lake, II
Treasurer
c/o SSF Advisors, LLC
805 Third Avenue, Suite 1202 New York, NY 10022
Tel: 646-580-3195
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Dalton Telecommunications, Inc.
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Newcastle Holdings, Inc.
Charles T. Lake, II
Treasurer
c/o SSF Advisors, LLC
805 Third Avenue, Suite 1202 New York, NY 10022
Tel: 646-580-3195
E-mail: CLake@signal-equity.com

With copies to:

Thomas J. Moorman, Esq.
Woods & Aitken LLP
2154 Wisconsin Avenue, NW, Suite 200
Washington, DC 20007
Tel: 202-944-9502
Facsimile: (202) 944-9501
E-mail: tmoorman@woodsaitken.com

and

Sylvia Lesse
Communications Advisory Counsel, LLC
2154 Wisconsin Ave., N.W.
Washington, D.C. 20007
Telephone: 202-333-5273
Facsimile: 202-318-3213
E-mail: sylvia@independent-tel.com

For the Transferees:

USConnect Holdings Inc.
USConnect Acquisitions IV, Inc.
1000 Elm Street, Suite 1901
Manchester, NH 03101
Attn: William E. King
Tel: (603) 622-0379
E-mail: bking@jsicapital.com

With copies to:

Sheehan Phinney Bass + Green PA
1000 Elm Street
Manchester, NH 03101
Attn: Michael J. Drooff, Esq.
Tel: (603) 627-8167
E-mail: mdroff@sheehan.com

David L. Nace, Esq.
Lukas, Nace, Gutierrez & Sachs, LLP
8300 Greensboro Drive, Suite 1200
McLean, VA 22102
Tel: 703-584-8661
Email: dnace@fcclaw.com

(d) (i) DTI provides international telecommunications under Section 214 authorization for global resale held by its parent company, Newcastle, in File No. ITC-214-20060113-00039. By letter dated December 20, 2006, Newcastle notified the Commission that DTI would provide services under File No. ITC-214-20060113-00039 pursuant to 47 C.F.R. § 63.21(h). While ECI holds an authorization to provide global resale (*see* File No. ITC-214-2000-0317-00144), this authorization is inactive.

DTC, ECI, and DTI hold blanket domestic Section 214 authority to provide domestic telecommunications services.

(ii) Neither of the Transferees currently provides telecommunications services and neither holds any Section 214 authorization. As USConnect is the authorized transferee of

control of Livingston Telephone Company and Telcom Supply, Inc. in WC Docket 13-186 and File No. ITC-T/C-20130719-00191. USConnect is also the proposed transferee of control of telecommunications service providers named in footnote 4, *infra*.

(h) As described above, USConnect owns 100% of USConnect Acquisitions. The following entities and individuals will hold a ten percent (10%) or greater attributable interest in USConnect when the Transaction closes. The preferred stock shareholders of USConnect, as a group, will hold 90% of the voting power. All five preferred stockholders of USConnect are local exchange carriers or affiliated with a local exchange carrier. None of the service territories of those five stockholders (or affiliates) adjoins or overlaps the local exchange service territories of DTC or ECI. Attached as Exhibit B is a list of county areas served in full or in part by the five preferred stockholders as well as their service area maps. Neither does Livingston Telephone Company, a Texas local exchange carrier and a company to be acquired by USConnect pursuant to Commission authorization, have a local exchange service territory that adjoins or overlaps the local exchange service territories of DTC or ECI. Also, none of the local exchange carriers that USConnect proposes to control in other applications pending with the Commission have a local exchange territory that adjoins or overlaps the local exchange territories of DTC or ECI.

(i) Brazoria Telephone Company (“Brazoria”) will own 19.2857% of the preferred stock of USConnect and have a 17.357% voting interest in USConnect. Brazoria is a corporation organized in the state of Texas, and its address is PO Box 2008, Brazoria, TX 77422-2008, Attention John H. Greenberg, President and Manager (Telephone: 979-798-2121). Brazoria’s principal business is telecommunications. There are no ownership interests in Brazoria of a level that require disclosure in order to comply with Section 63.04(a)(4) or Section 63.18(h) of the Commission’s rules.

(ii) Dickey Rural Telephone Cooperative, Inc. (“Dickey”) will own 19.2857% of the preferred stock of USConnect and have a 17.357% voting interest in USConnect. Dickey is a corporation organized in the state of North Dakota, and its address is Box 69, Ellendale, ND 58436-0069, Attention Robert Johnson, General Manager (Telephone: 701-344-5000). Dickey’s principal business is telecommunications. Dickey is a cooperative in which no stockholder owns or votes as much as a one percent interest.

(iii) FTC Management Group, Inc. (“FTC”) will own 19.2857% of the preferred stock of USConnect and have a 17.357% voting interest in USConnect. FTC is a corporation organized in the state of South Carolina, and its address is PO Box 588, Kingstree, SC 29556-0588, Attention Brad Erwin, CEO (Telephone: 843-382-2333). FTC’s principal business is communications. FTC is a wholly owned subsidiary of Farmers Telephone Cooperative, Inc., a South Carolina corporation with the same address as FTC. Farmers Telephone Cooperative, Inc. is a cooperative in which no stockholder owns or votes as much as a one percent interest.

(iv) Golden West Telecommunications Cooperative, Inc. (“Golden West”) will own 19.2857% of the preferred stock of USConnect and have a 17.357% voting interest in USConnect. Golden West is a corporation organized in the state of South Dakota, and its address is PO Box 411, Wall, SD 57790-0411, Attention Denny Law, General Manager (Telephone: 605-279-2161). Golden West’s principal business is telecommunications. Golden West is a cooperative in which no stockholder owns or votes as much as a one percent interest.

(v) Horry Telephone Cooperative, Inc. (“Horry”) will own 19.2857% of the preferred stock of USConnect and have a 17.357% voting interest in USConnect. Horry is a corporation organized in the state of South Carolina, and its address is PO Box 1820, Conway,

SC 29528-1820, Attention Michael Hagg, CEO (Telephone: 843-365-2151). Horry's principal business is telecommunications. Horry is a cooperative in which no stockholder owns or votes as much as a one percent interest.

In addition to preferred stock issued by USConnect there will be common stock whose holders will have 10% of the voting power. While no common stockholder will hold as much as a 10% interest in USConnect, Leo Staurulakis and Manny Staurulakis, who are brothers principally engaged in the telecommunications consulting business, each own 1/3 of the common stock of USConnect, and jointly own MLStar, LLC, a limited liability company organized in Virginia, that will own 3.6% of the preferred stock of USConnect. Both are United States citizens with the following business address: 7852 Walker Drive, Suite 200, Greenbelt, MD 20770 (Telephone: 301-459-7590). Leo Staurulakis and Manny Staurulakis do not own any other telecommunications entities, either individually or jointly except to the extent either may from time to time hold small, non-controlling interests in public companies engaged in telecommunications and to the extent both are stockholders of USConnect which is the authorized or proposed transferee of control of the various telecommunications companies that are not parties to this application: Livingston Telephone Company and its subsidiary Telcom Supply, Inc.; and other telecommunications carriers that are subject to companion transactions.⁵

⁵ As noted in Section V(d)(ii) of this application, USConnect is the transferee of control of Livingston Telephone Company and Telcom Supply, Inc. in WC Docket 13-186 and File No. ITC-T/C-20130719-00191. USConnect has also entered into an agreement to acquire control of S&A Telephone Company, Inc., S&A Communications, Inc. d/b/a S&A Long Distance in Kansas, and Waverly Hall Telephone Company, L.L.C., Waverly Hall Communications, Inc. in Georgia for which applications for Commission approval are currently pending in File Nos. ITC-ASG-20130927-00269 and ITC-T/C-20130927-00270 and WC Docket No. 13-243. USConnect also entered into an agreement to acquire control of The Rye Telephone Company, South Park L.L.C. d/b/a South Park Telephone Company and CableCo, LLC d/b/a ghValley Long Distance in Colorado, for which applications for Commission approval was recently granted in File No. ITC-T/C-20130920-000259 and is pending in WC Docket No. 13-237.

(continued on next page)

Section 63.18(h) also calls for disclosure of any interlocking directorates with a foreign carrier. Transferees and their affiliates have no interlocking directorates with a foreign carrier.

(i) Section 63.18(i) calls for a certification as to whether or not the applicant is, or is affiliated with, a foreign carrier. Transferees hereby certify that neither is a foreign carrier and neither is affiliated with a foreign carrier.

(j) Section 63.18(j) calls for a certification as to whether or not the applicant seeks to provide international telecommunications services to any destination country for which any of the following is true:

(1) The applicant is a foreign carrier in that country. Transferees hereby certify that neither is a foreign carrier in any destination country.

(2) The applicant controls a foreign carrier in that country. Transferees hereby certify that neither controls a foreign carrier in any destination country.

(3) Any entity that owns more than 25 percent of the applicant, or that controls the applicant, controls a foreign carrier in that country. Transferees hereby certify that no entity that controls a foreign carrier in any destination country owns more than 25 percent of either of the Transferees.

(4) Two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate, more than 25 percent of the applicant and are parties to, or the beneficiaries of, a contractual relation (e.g., a joint venture or market alliance) affecting the provision or marketing of international basic telecommunications services in the United States. Transferees hereby certify that the foregoing statement is not true as relating to each Transferee.

(k) Section 63.18(k) calls for one of certain showings by the applicant for any destination country listed by the applicant in response to paragraph (j). Based upon Transferees' certifications in response to Section 63.18(j), no showing is required of Transferees in response to Section 63.18(j).

(l) In response to Section 63.18(l), Transferees do not propose 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.

(m) Transferees hereby respond to Section 63.10(m) by confirming that neither is a foreign carrier, and neither is affiliated with a foreign carrier. Transferees satisfy the requirements of Section 63.10(a)(1) to be presumptively classified as "non-dominant" for the provision of international communications services.

(n) Transferees certify that neither has 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) With reference to §§ 1.2001 through 1.2003 of the Commission's rules, Applicants certify 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. See 21 U.S.C. 853a.

(p) Applicants request streamlined processing of this application pursuant to Section 63.03(b)(2)(iii) of the Commission's Rules. Consummation of the proposed transaction would result in a market share in the interstate, interexchange market of less than 10% among Transferees and their affiliates. Similarly, the local exchange affiliates and subsidiaries of

Transferees would have, collectively, fewer than 2% of the subscriber lines installed in the aggregate nationwide. Finally, the transaction would result in no new overlapping or adjacent local service areas.

VI. Additional Information Required by Section 63.04(b) of the Commission's Rules or Assignment/Transfer of Control

In response to requirements of Section 63.04(b) of the Commission's rules, the additional information required by Sections 63.04(a)(6) through 63.04(a)(12) is provided in Exhibit A to this application.

VII. Conclusion

In view of the foregoing, Applicants respectfully submit that the public interest, convenience and necessity would be furthered by grant of this application.

Respectfully submitted,

DALTON TELEPHONE COMPANY, INC.
on its own behalf and on behalf of its shareholder

By: 
Charles T. Lake, II, Treasurer

Date: 11/15/13

ELSIE COMMUNICATIONS, INC.
on its own behalf and on behalf of its shareholder

By: 
Charles T. Lake, II, Treasurer

Date: 11/15/13

DALTON TELECOMMUNICATIONS, INC.
on its own behalf and on behalf of its shareholder

By: 
Charles T. Lake, II, Treasurer

Date: 11/15/13

NEWCASTLE HOLDINGS, INC.
on its own behalf and on behalf of its shareholder

By: 
Charles T. Lake, II, Treasurer

Date: 11/15/13

USCONNECT HOLDINGS, INC.

By: _____
William E. King, President

Date: _____

USCONNECT ACQUISITIONS IV, INC.

By: _____
William E. King, President

Date: _____

DALTON TELECOMMUNICATIONS, INC.
on its own behalf and on behalf of its shareholder

By: _____
Charles T. Lake, II, Treasurer

Date: _____

NEWCASTLE HOLDINGS, INC.
on its own behalf and on behalf of its shareholder

By: _____
Charles T. Lake, II, Treasurer

Date: _____

USCONNECT HOLDINGS, INC.

By: _____
William E. King, President

Date: NOVEMBER 15, 2013

USCONNECT ACQUISITIONS IV, INC.

By: _____
William E. King, President

Date: NOVEMBER 15, 2013

Exhibit A

Information Required by Sections 63.04(a)(6) through 63.04(a)(12)

Pursuant to Section 63.04(b) of the Commission's rules, Applicants provide the following information in connection with the proposed transfer of control:

§63.04(a)(6) – Description of the Transaction

The Transaction is summarized in Section III of the Application.

§63.04(a)(7) – Description of the Geographic Service Area and Services in Each Area

Descriptions of the geographic service areas and the services provided in each area are provided in Section II.A. and Section II.B. of the Application.

§63.04(a)(8) – Presumption of Non-Dominance and Qualification for Streamlining

Applicants request streamlined processing of this application. See Section V(p) above.

§63.04(a)(9) – Other Pending Commission Applications Concerning the Subject Transaction

- (1) In separate Section 214 applications currently pending before the Commission, Transferees will request domestic and international transfer of control authorizations as noted in footnote 5, *supra*.

§63.04(a)(10) – Special Considerations

None

§63.04(a)(11) – Waiver Requests

None

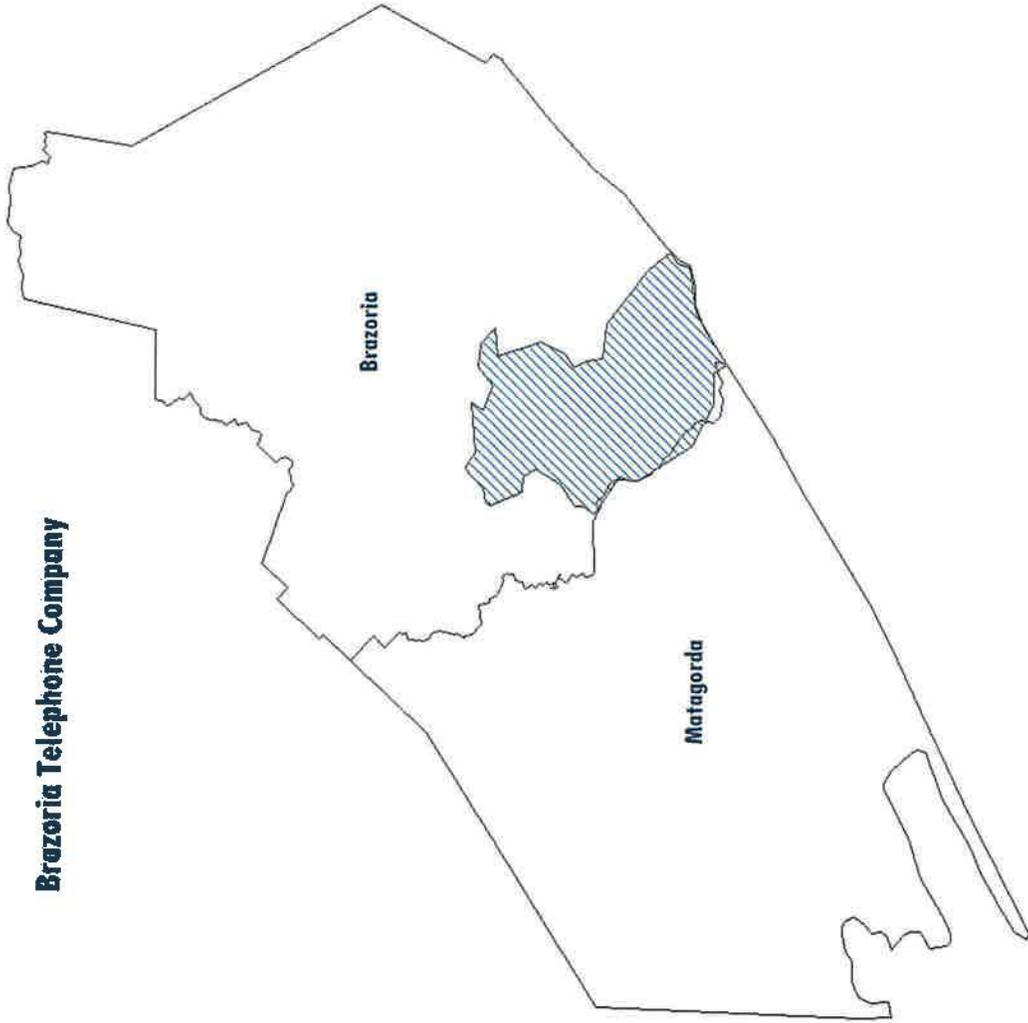
§63.04(a)(12) – Public Interest Statement

The Transaction is in the public interest for the reasons stated in Section IV of the Application.

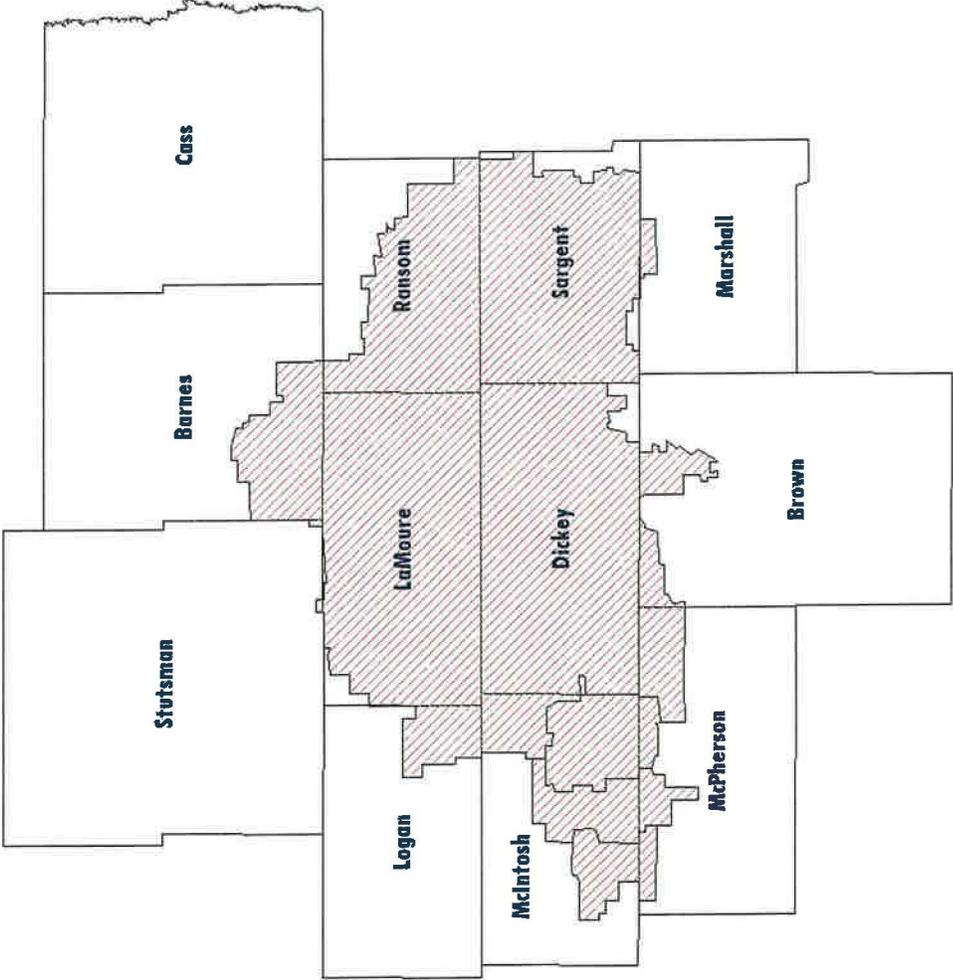
EXHIBIT B

<u>Telco</u>	<u>Counties Served</u>	<u>State</u>	<u>Coverage</u>
<u>Brazoria Telephone Company</u>			
	Brazoria	TX	Partial
<u>Dickey Rural Telephone Cooperative</u>			
	Barnes	ND	Partial
	Cass	ND	Partial
	Dickey	ND	Partial
	LaMoure	ND	Partial
	Logan	ND	Partial
	McIntosh	ND	Partial
	Ransom	ND	Partial
	Sargent	ND	Partial
	Stutsman	ND	Partial
	Brown	SD	Partial
	Marshall	SD	Partial
	McPherson	SD	Partial
<u>Farmers Telecommunications Cooperative</u>			
	Lee	SC	Partial
	Sumter	SC	Partial
	Clarendon	SC	Partial
	Florence	SC	Partial
	Williamsburg	SC	Partial
	Georgetown	SC	Partial
<u>Golden West Telecommunications Cooperative</u>			
	Boyd	NE	Partial
	Dawes	NE	Partial
	Keya Paha	NE	Partial
	Sheridan	NE	Partial
	Sioux	NE	Partial
	Aurora	SD	Partial
	Bennett	SD	Partial
	Bon Homme	SD	Partial
	Charles Mix	SD	Partial
	Custer	SD	Partial
	Douglas	SD	Partial
	Fall River	SD	Full
	Gregory	SD	Partial
	Haakon	SD	Full
	Hutchinson	SD	Full
	Jackson	SD	Full
	Jones	SD	Full
	Lyman	SD	Partial
	McCook	SD	Partial
	Meade	SD	Partial
	Mellette	SD	Full
	Minnehaha	SD	Partial
	Moody	SD	Partial
	Pennington	SD	Partial
	Perkins	SD	Partial
	Shannon	SD	Partial
	Stanley	SD	Partial
	Todd	SD	Partial
	Tripp	SD	Full
	Turner	SD	Partial
	Yankton	SD	Partial
	Niobrara	WY	Partial
<u>Horry Telephone Cooperative</u>			
	Georgetown	SC	Partial
	Horry	SC	Partial
	Marion	SC	Partial

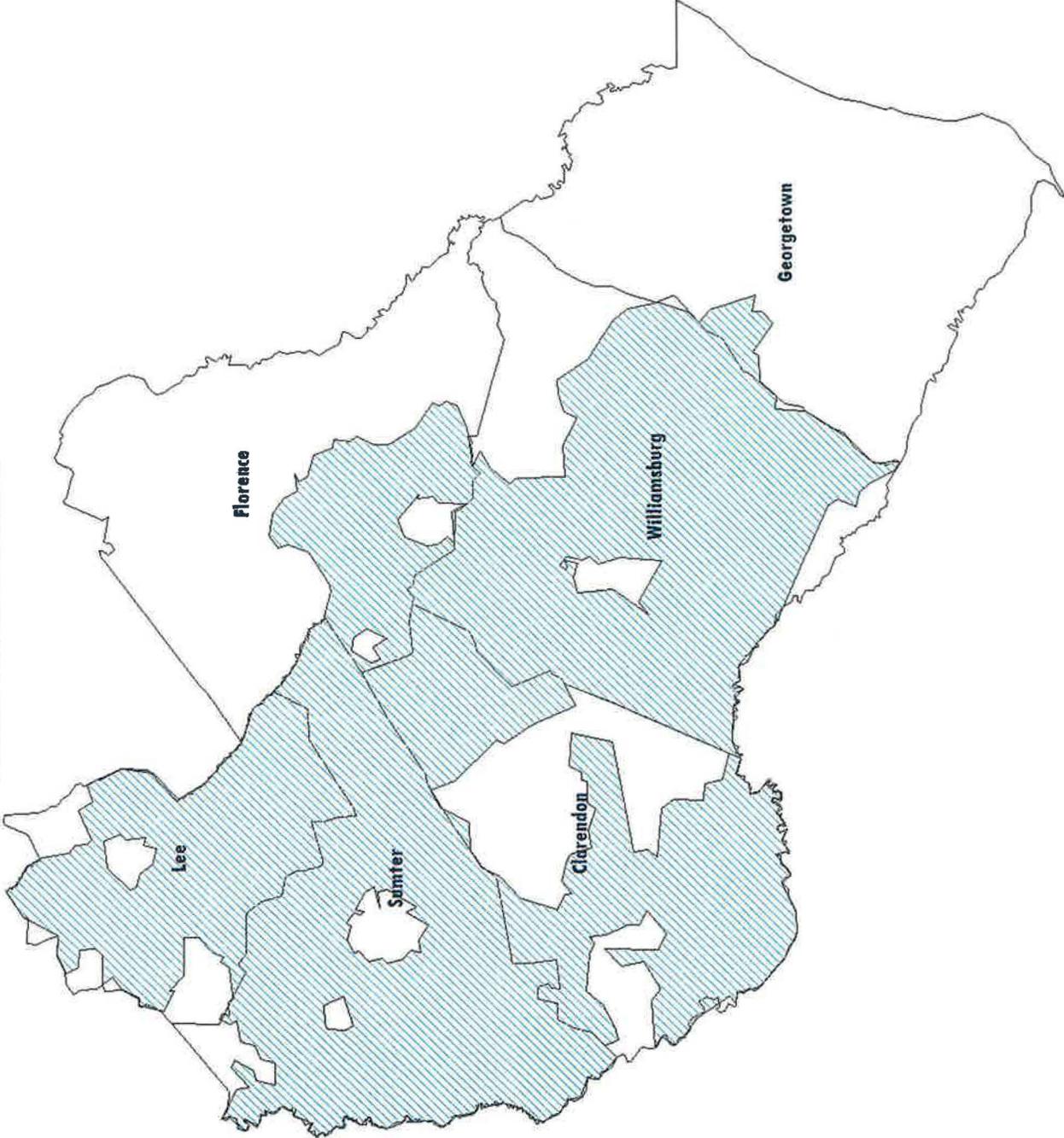
Brazoria Telephone Company



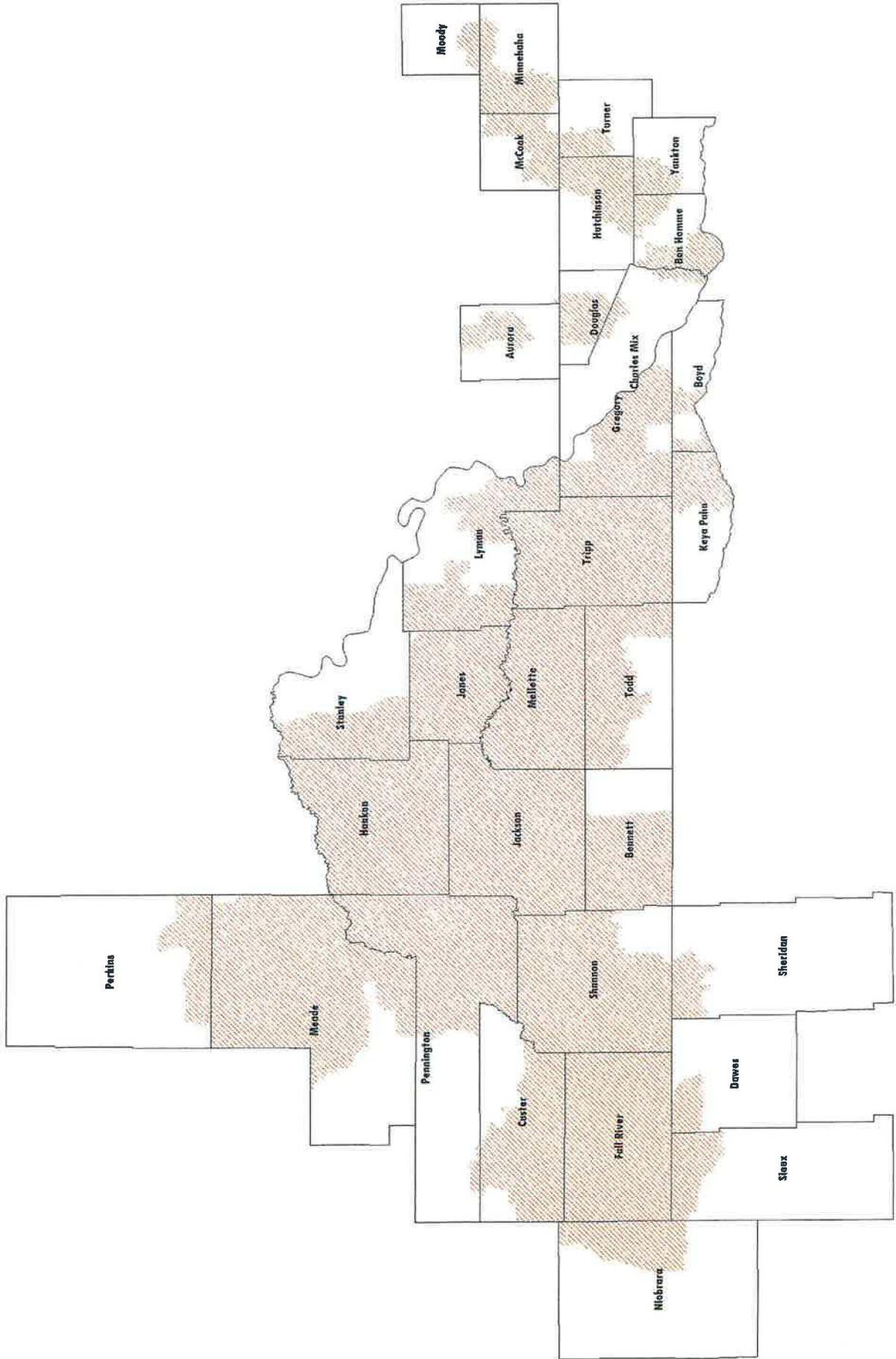
Dickey Rural



Farmers Telecommunications



Golden West



Horry Telephone Cooperative

