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August 27, 2009

VIA HAND DELIVERY

Chairman Sara Kyle
c/o Ms. Sharla Dillon
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, Tennessee 37243

filed electronically in docket office on 08/27/09

**Re: Joint Application Of Ardmore Telephone Company, Inc. and Synergy
Technology Partners, Inc. Regarding Transfer of Control**
Docket No. 09-00103

Dear Chairman Kyle:

Enclosed please find an original and five (5) copies of Petitioners Response to the Tennessee Regulatory Authority's Data Request No. 1. Petitioners have also transmitted this submission electronically to the Authority. Please stamp a copy of this Response as "filed" and return it to me by way of our courier.

Please note that Exhibit 3 contains proprietary commercial information and is stamped "*CONFIDENTIAL*" for filing under seal with the Authority.

Should you have any questions concerning any of the enclosed, please do not hesitate to contact me.

With kindest regards, I remain

Very truly yours,



R. Dale Grimes

Enclosures

cc: Hon. Mary Freeman (*w/o enclosure*)
Hon. Eddie Roberson, Ph.D. (*w/o enclosure*)
Hon. Kenneth C. Hill (*w/o enclosure*)
Andy McQueen, Esq.

Chairman Sara Kyle
August 27, 2009
Page 2

Mr. Trevor Bonnstetter
Mr. Levoy Knowles
Mr. Clyde Warren Nunn
Melvin Malone, Esq.
Clint Cromwell, Esq.
Mr. Terry Wales

**Docket 09-00103 Joint Application of Ardmore Telephone Company, Inc.,
and Synergy Technology Partners, Inc. Regarding Transfer of Control of Ardmore
Telephone Company, Inc.**

Tennessee Regulatory Authority Data Request No. 1 to Petitioners, dated August 19, 2009

Q1. Have the Petitioners filed a similar application with the FCC? If so, list any action taken and the associated docket number. If a schedule to complete the review of your petition has been established by any federal agency, provide such with your response.

A: Yes. On August 11, 2009, Petitioners filed an application with the Federal Communications Commission ("FCC") seeking FCC consent to the assignment and transfer of control of International Section 214 authority, file number ITC-ASG-20090811-00371 ("International 214 Application"), and an application seeking FCC consent to the transfer of control of wireless licenses held by Ardmore Telephone Company, Inc. (FCC Form 603) (file number 0003917876). On August 19, 2009, the FCC issued a public notice accepting Petitioners' wireless application and establishing a 14-day notice period (relevant excerpts attached as Exhibit 1).

On August 12, 2009, Petitioners also filed an application requesting FCC consent for the assignment and transfer of control of Domestic Section 214 authority ("Domestic 214 Application"). On August 14, 2009, the FCC released a public notice accepting Petitioners' Domestic 214 Application for filing and setting a deadline of August 28, 2009 for the filing of comments in WC Docket 09-148 (attached as Exhibit 2). Reply Comments will be due by September 4, 2009. Petitioners' Domestic 214 Application is not eligible for streamlined treatment under FCC rules.

On August 25, 2009, the FCC contacted counsel for the Petitioners and requested that the Petitioners file separate applications to address the assignment and transfer of control of the International Section 214 authority - the first to address the merger of Ardmore Telephone Company, Inc. with Ardmore Communications, Inc., and a second to address Synergy Technology Partners, Inc.'s stock purchase of Ardmore Telephone Company, Inc. Pursuant to direction from FCC staff, Petitioners will amend the International 214 Application filed August 11, 2009, to address the merger and will file a new application to address the stock purchase. Petitioners are currently preparing the amendment and application and expect to have both filed with the FCC no later than September 1, 2009. Both applications will be subject to streamlined consideration under applicable FCC rules.

**Docket 09-00103 Joint Application of Ardmore Telephone Company, Inc.,
and Synergy Technology Partners, Inc. Regarding Transfer of Control of Ardmore
Telephone Company, Inc.**

Tennessee Regulatory Authority Data Request No. 1 to Petitioners, dated August 19, 2009

Q2. Provide organizational charts for Ardmore Telephone Company, Synergy Technology Partners, Inc., West Kentucky, and Ben Lomand before and after the transaction.

A: Please see enclosed documents. Organizational charts for each entity pre- and post-transaction are provided under seal as Exhibit 3.

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EXHIBIT 1



PUBLIC NOTICE

Federal Communications Commission
445 12th St., S.W.
Washington, D.C. 20554

News Media Information 202 / 418-0500
Internet: <http://www.fcc.gov>
TTY: 1-888-835-5322

Report Number: 5197

Date of Report: 08/19/2009

Wireless Telecommunications Bureau

Assignment of License Authorization Applications, Transfer of Control of Licensee Applications, and De Facto Transfer Lease Applications, and Designated Entity Reportable Eligibility Event Applications Accepted for Filing

Below is a listing of applications, subject to applicable pre-grant notice and petition procedures, that upon initial review were accepted for filing. The Commission may return any of the applications, if upon further examination, it is determined they are defective or not in conformance with the Commission's rules and regulations.

Final action will not be taken on applications involving an Assignment of Authorization or Transfer of Control of FCC licenses, de facto transfer leases, including subleases, or transfer of control or assignment of existing lease rights, or designated entity reportable eligibility event earlier than 15 days following the date of the public notice, except for applications not requiring a prior notice period.

Assignment of License Authorization Applications and Transfer of Control of Licensee Applications

Applications: 14-Day Notice Period

Purpose	File Number	Parties	Date Received
AA	0003920619	Assignor: eLandia Technologies, Inc. Assignee: SAL Spectrum LLC	08/11/2009

FULL Assignment

Call Sign or Lead Call Sign: WPOJ804

Radio Service Code(s)

CW

Purpose	File Number	Parties	Date Received
TC	0003909872	Licensee: LINK Investments, LTD. Transferor: LINK Investments, LTD. Transferee: Defiance Holdings, LLC	07/28/2009

Transfer OF Control

Call Sign or Lead Call Sign: WPUG346

Radio Service Code(s)

CF

MG

TC	0003917876	Licensee: Ardmore Telephone Company, Inc. Transferor: Ardmore Telephone Company, Inc. Transferee: Synergy Technology Partners, Inc.	08/11/2009
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Transfer OF Control

Call Sign or Lead Call Sign: KPB295

Radio Service Code(s)

CD

IG

Applications: No Prior Notice Period Required

Purpose	File Number	Parties	Date Received
AA	0003913980	Assignor: The Four Dam Pool Power Agency Assignee: Kodiak Electric Association, Inc.	07/28/2009

FULL Assignment

Call Sign or Lead Call Sign: WPEK325

Radio Service Code(s)

IG

For further information, please contact Elizabeth Williams, Mobility Division, Wireless Telecommunication Bureau at (202) 418-1343.

Purpose Key:

AA	Assignment of Authorization	LE	Extend the Term of a Lease/Sublease/
AM	Amendment		Private Commons Arrangement
TC	Transfer of Control	LT	Transfer of Control of a Lessee/Sublessee
LN	New Lease/Sublease/Private Commons Arrangement	RE	DE Reportable Event

Radio Service Key:

AA	Aviation Auxiliary Group	MA	Marine Auxiliary Group
AB	Aural Microwave Booster	MC	Coastal Group
AF	Aeronautical and Fixed	MG	Microwave Industrial/Business Pool
AI	Aural Intercity Relay	MK	Alaska Group
AR	Aviation Radionavigation	MM	Millimeter Wave 70/80/90 GHz Service
AS	Aural Studio Transmitter Link	MR	Marine Radiolocation Land
AW	AWS, 1710-1755/2110-2155 MHz bands	MS	Multiple Address Service, Auctioned
BA	1390-1392 MHz Band, Market Area	NC	Nationwide Commercial 5 Channel, 220 MHz
BB	1392-1395 and 1432-1435 MHz Bands, Market Area	NN	3650-3700 MHz
BC	1670-1675 MHz Band, Market Area	PC	Public Coast Stations, Auctioned
BR	Broadband Radio Service	PE	Digital Electronic Message Service - Private
CA	Commercial Air-ground Radiotelephone	QA	220-222 MHz Band Auction
CB	BETRS	QD	Non-Nationwide Data, 220 MHz
CD	Paging and Radiotelephone	QO	Non-Nationwide Other, 220 MHz
CE	Digital Electronic Message Service	QQ	Intelligent Transportation Service (Non-Public Safety)
CF	Point to Point Microwave	QT	Non-Nationwide 5 Channel Trunked, 220 MHz
CG	Air-ground Radiotelephone	RP	Broadcast Auxiliary Remote Pickup
CJ	Commercial Aviation Air-Ground Radiotelephone (800 MHz band)	RS	Land Mobile Radiolocation
CL	Cellular	TB	TV Microwave Booster
CN	PCS Narrowband	TI	TV Intercity Relay
CO	Offshore Radiotelephone	TN	39 GHz, Auctioned
CP	Part 22 VHF/UHF Paging (excluding 931MHz)	TP	TV Pickup
CR	Rural Radiotelephone	TS	TV Studio Transmitter Link
CT	Local Television Transmission	TT	TV Translator Relay
CW	PCS Broadband	TZ	24 GHz Service
CY	1910-1915/1990-1995 MHz Bands, Market Area	WA	Microwave Aviation
CZ	Paging and Radiotelephone, Auctioned	WM	Microwave Marine
DV	Multichannel Video Distribution AND Data Service	WP	700 MHz Upper Band (Block D)
ED	Educational Broadband Service	WR	Microwave Radiolocation
GB	Business, 806-821/851-866 MHz, Conventional	WS	Wireless Communications Service
GC	929-930 MHz Paging Systems, Auction	WU	700 MHz Upper Band (Block C)
GI	Other Indust/Land Transp, 896-901/935-940 MHz, Conv.	WX	700 MHz Guardband
GJ	Business and Industrial/Land Transportation (809 - 824 and 8)	WY	700 MHz Lower Band (Blocks A, B, E)
GL	900 MHz Conventional SMR (SMR, Site-Specific)	WZ	Lower 700 MHz Bands
GM	800 MHz Conventional SMR (SMR, Site-specific)	YB	Business, 806-821/851-866 MHz, Trunked
GO	Other Indust/Land Transp, 806-821/851-866 MHz, Conv.	YC	SMR, 806-821/851-866 MHz, Trunked, Auctioned
GR	SMR, 896-901/935-940 MHz, Conventional	YD	SMR, 896-901/935-940 MHz, Auctioned
GS	Private Carrier Paging, 929-930 MHz	YH	SMR, 806-821/851-866 MHz, Auctioned (Rebanded YC license)
GU	Business, 896-901/935-940 MHz, Conventional	YI	Other Indust/Land Transp. 896-901/935-940 MHz, Trunked
GX	SMR, 806-821/851-866 MHz, Conventional	YJ	Business and Industrial/Land Transportation (809 - 824 and 8)
IG	Industrial/Business Pool, Conventional	YK	Industrial/Business Pool - Commercial, Trunked
IK	Industrial/Business Pool - Commercial, Conventional	YL	900 MHz Trunked SMR (SMR, Site-Specific)
LD	Local Multipoint Distribution Service	YM	800 MHz Trunked SMR (SMR, Site-specific)
LN	902-928 MHz Location Narrowband (Non-Multilateration)	YO	Other Indust/Land Transp. 806-821/851-866 MHz, Trunked
LP	Broadcast Auxiliary Low Power	YS	SMR, 896-901/935-940 MHz, Trunked
LS	Location and Monitoring Service, Multilateration (LMS)	YU	Business, 896-901/935-940 MHz, Trunked
LV	Low Power Wireless Assist Video Devices	YX	SMR, 806-821/851-866 MHz, Trunked
LW	902-928 MHz Location Wideband (Grandfathered AVM)	ZV	Interactive Video and Data Service

The Bureau's weekly Public Notices only provide basic information regarding applications filed and actions taken. Specifically, our Public Notices do not list detailed transaction descriptions or new call signs assigned by the Bureau as a result of assignments of authorization. The detailed instructions below are intended to guide interested parties in obtaining more detailed information via ULS.

How to view an application listed on this Public Notice via ULS.

- * Note the 10-digit file number listed on the Public Notice;
- * Access the ULS (instructions are on the internet at <http://wireless.fcc.gov/uls>);
- * From the ULS Online Systems Menu in the center of the screen, scroll down to the "Search" section and click on the "Applications" button;
- * Type the application's 10-digit file number into the "File Number:" field on the Application Search screen and click the "Search" button;
- * When the search is completed, the application will be listed by file number on the screen;
- * Click on the file number (in hypertext) to view the application and attachments.

How to find new call signs created as a result of an assignment of authorization.

- * View the assignment application in ULS as listed above in "How to view an application on this Public Notice via ULS";
- * At the bottom of the application display screen, select "History" from the "Application Options" and click on the "Go" button;
- * From the History screen, locate the Application Consented Date, this will be the Grant Date of the new call sign generated as a result of a consummated assignment of authorization;
- * Click on the "Home" button at the bottom of the screen to return to the ULS Online Systems page;
- * Scroll to the "Search" section and click on "Licenses";
- * On the License Search screen, click the "Advanced License Search" link;
- * In the Licensee Name field, key the name of the Assignor of the Assignment, under License Detail Dates, select "Grant Date", select the "To" and "From" dates and enter the Application Consented Date in both the "To" and "From" fields;
- * Scroll to the bottom of the screen and click "Submit";
- * Click on the call sign (in hypertext) to view the license details.

EXHIBIT 2



PUBLIC NOTICE

Federal Communications Commission
445 12th St., S.W.
Washington, D.C. 20554

News Media Information 202 / 418-0500
Internet: <http://www.fcc.gov>
TTY: 1-888-835-5322

DA 09-1817
Released: August 14, 2009

**DOMESTIC SECTION 214 APPLICATION FILED FOR THE TRANSFER OF CONTROL AND
TRANSFER OF ASSETS OF ARDMORE TELEPHONE COMPANY, INC. AND
ARDMORE COMMUNICATIONS LLC**

NON-STREAMLINED PLEADING CYCLE ESTABLISHED

WC Docket No. 09-148

Comments Due: August 28, 2009
Reply Comments Due: September 4, 2009

On August 12, 2009, the shareholders of Ardmore Telephone Company, Inc. (Ardmore), Ardmore Communications LLC (Ardmore Communications), and Synergy Technology Partners, Inc. (Synergy) (collectively, Applicants) filed an application pursuant to section 63.03 of the Commission's rules¹ seeking approval to transfer control of Ardmore from the current shareholders to Synergy. As part of this transaction, Ardmore Communications will merge with and into Ardmore with Ardmore being the surviving company.

The Applicants do not request streamlined treatment for this application pursuant to section 63.03 of the Commission's rules.² Ardmore, a Tennessee corporation, is a rural incumbent local exchange carrier (LEC) serving five exchanges in Giles and Lincoln counties in south central Tennessee and in Limestone and Madison counties in north central Alabama. The exchanges are: Ardmore, Alabama/Tennessee; Elmont, Alabama; New Market, Alabama; Minor Hill, Tennessee; and McBurg, Tennessee. Ardmore offers long distance service in its LEC territory through its sister company, Ardmore Communications, a Tennessee limited liability company that resells long distance service.³

¹ 47 C.F.R. § 63.03; *see* 47 U.S.C. § 214. Applicants are also filing applications for transfer of control associated with authorization for international and wireless services. Any action on this domestic section 214 application is without prejudice to Commission action on other related, pending applications. Applicants filed a supplement to their domestic section 214 application on August 14, 2009.

² 47 C.F.R. § 63.03.

³ Applicants state that the following U.S. citizens own at least 10 percent of the equity of Ardmore: King W. Rogers III (12 percent), Robert M. Rogers (15 percent), John A. Brayton (16 percent), Katherine M. Brayton (16 percent), and Clyde Warren Nunn (30 percent). They further state that the following U.S. citizens and U.S. entities own at least 10 percent of the equity of Ardmore Communications: Katherine Moss Rogers Irrevocable Trust (8 percent), King W. Rogers, IV Irrevocable Trust (8 percent), Robert M. Rogers and Carolyn T. Rogers Trust (17 percent), John A. Brayton (17 percent), Katherine M. Brayton (17 percent), Chris Nunn (17 percent), and Nick Nunn (17 percent).

Synergy, a newly-formed Tennessee corporation that does not, itself, provide telecommunications service, is owned 50 percent by West Kentucky Rural Telephone Cooperative Corporation, Inc. (West Kentucky), a Kentucky corporation, and Ben Lomand Rural Telephone Cooperative, Inc. (Ben Lomand), a Tennessee corporation. Applicants state that no member-subscriber owns a 10 percent or greater interest in either cooperative. West Kentucky is an incumbent LEC serving 23 exchanges in eight counties in northwest Tennessee and west Kentucky. It also offers long distance service in its LEC territory through its subsidiary. Ben Lomand is an incumbent LEC serving 17 exchanges in 10 counties in central Tennessee. It also provides, through its subsidiaries, competitive LEC service in Sparta, McMinnville, and Crossville in central Tennessee, as well as long distance service in these areas, the LEC territory of Ben Lomand, and, to a limited extent, in areas served by BellSouth and Frontier Communications Corp. in Tennessee.⁴ Applicants state that they are incumbent independent local exchange carriers that have, in combination, fewer than two percent of the nation's subscriber lines installed in the aggregate nationwide and no overlapping or adjacent service areas. Because this transaction is more complex than usual, in order to analyze whether the proposed transaction would serve the public interest, this application will not be streamlined.⁵

Pursuant to the terms of the proposed transaction, Applicants state that Synergy will purchase 100 percent of the issued and outstanding shares of Ardmore's common stock. Prior to, but in conjunction with, the sale of the common stock, Ardmore Communications will merge with and into Ardmore with Ardmore being the surviving company, and Ardmore Communications will cease to exist. As of the consummation of the proposed transaction, Synergy will own 100 percent of Ardmore.

Applicants state that a grant of this application will serve the public interest, convenience, and necessity because Synergy's owners have long running experience in serving rural areas, and the combination of the companies will enhance their ability to provide advanced services to Ardmore's customers. In addition, Applicants state that the proposed transaction will not harm competition and that it will be transparent to customers who will continue to receive service upon the same rates, terms, and conditions as immediately prior to the transaction.

GENERAL INFORMATION

The transfer of control and assets identified herein has been found, upon initial review, to be acceptable for filing as a non-streamlined application. The Commission reserves the right to return any transfer application if, upon further examination, it is determined to be defective and not in conformance with the Commission's rules and policies. Pursuant to section 63.03(a) of the Commission's rules, 47 CFR § 63.03(a), interested parties may file comments **on or before August 28, 2009** and reply comments **on or before September 4, 2009**. Comments may be filed using: (1) the Commission's Electronic Comment Filing System (ECFS), (2) the Federal Government's e-Rulemaking Portal, or (3) by filing paper copies. See *Electronic Filing of Documents in Rulemaking Proceedings*, 63 FR 24121 (1998).

- **Electronic Filers:** Comments may be filed electronically using the Internet by accessing the ECFS: <http://www.fcc.gov/cgb/ecfs/> or the Federal e-Rulemaking Portal: <http://www.regulations.gov>. Filers should follow the instructions provided on the website for submitting comments.
- For ECFS filers, if multiple docket or rulemaking numbers appear in the caption of this proceeding, filers must transmit one electronic copy of the comments for each docket or

⁴ Ben Lomand resells mobile wireless service in its incumbent and competitive LEC service areas. Applicants state that it does not offer wireless service in any area that overlaps or is adjacent to the areas in which Ardmore and Ardmore Communications provide service.

⁵ 47 C.F.R. § 63.03(b), (c)(1)(v).

rulemaking number referenced in the caption. In completing the transmittal screen, filers should include their full name, U.S. Postal Service mailing address, and the applicable docket or rulemaking number. Parties may also submit an electronic comment by Internet e-mail. To get filing instructions, filers should send an e-mail to ecfs@fcc.gov, and include the following words in the body of the message, "get form." A sample form and directions will be sent in response.

- **Paper Filers:** Parties who choose to file by paper must file an original and four copies of each filing. If more than one docket or rulemaking number appears in the caption of this proceeding, filers must submit two additional copies for each additional docket or rulemaking number.

Filings can be sent by hand or messenger delivery, by commercial overnight courier, or by first-class or overnight U.S. Postal Service mail. All filings must be addressed to the Commission's Secretary, Office of the Secretary, Federal Communications Commission.

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

People with Disabilities: To request materials in accessible formats for people with disabilities (braille, large print, electronic files, audio format), send an e-mail to fcc504@fcc.gov or call the Consumer & Governmental Affairs Bureau at (202) 418-0530 (voice), (202) 418-0432 (tty).

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

- 1) The Commission's duplicating contractor, Best Copy and Printing, Inc., 445 12th Street, S.W., Room CY-B402, Washington, D.C. 20554, www.bcpweb.com; phone: (202) 488-5300 fax: (202) 488-5563;
- 2) The Commission's duplicating contractor, Best Copy and Printing, Inc., fcc@bcpweb.com; phone: (202) 488-5300; fax: (202) 488-5563;
- 3) Tracey Wilson-Parker, Competition Policy Division, Wireline Competition Bureau, tracey.wilson-parker@fcc.gov;
- 4) Jodie May, Competition Policy Division, Wireline Competition Bureau, jodie.may@fcc.gov;
- 5) Jim Bird, Office of General Counsel, jim.bird@fcc.gov.

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

People with Disabilities: To request materials in accessible formats for people with disabilities (braille, large print, electronic files, audio format), send an e-mail to fcc504@fcc.gov or call the Consumer & Governmental Affairs Bureau at (202) 418-0530 (voice), (202) 418-0432 (tty).

For further information, please contact Tracey Wilson-Parker at (202) 418-1394 or Jodie May at (202) 418-0913.