

BASS, BERRY & SIMS PLC

A PROFESSIONAL LIMITED LIABILITY COMPANY
ATTORNEYS AT LAW

R. DALE GRIMES
TEL: (615) 742-6244
dgrimes@bassberry.com

315 DEADERICK STREET, SUITE 2700
NASHVILLE, TN 37238-3001
(615) 742-6200

www.bassberry.com

OTHER OFFICES

KNOXVILLE
MEMPHIS

September 10, 2009

VIA E-MAIL AND 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 09/10/09

**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' Supplemental Response to the Tennessee Regulatory Authority's Data Request No. 1, Question 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.

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 *per me by permission*
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.
Mr. Trevor Bonnstetter
Mr. Levoy Knowles
Mr. Clyde Warren Nunn

Chairman Sara Kyle
September 10, 2009
Page 2

Melvin Malone, Esq.
Clint Cromwell, Esq.
Mr. Terry Wales

8044319.2

**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.

SUPPLEMENTAL RESPONSE: In accordance with direction from FCC staff, counsel for Petitioners submitted an amended International 214 Application on August 31, 2009. The transfer of control application, which had to be manually filed, was filed on September 1, 2009. As noted above, both applications will be subject to streamlined consideration under applicable FCC rules. These documents are attached hereto as Supplemental Exhibit 1.

In WC Docket 09-148, the docket opened to address the Domestic 214 Application, the FCC issued a Public Notice setting an August 28, 2009 deadline to submit comments on the application. No comments were submitted in that docket.

Supplemental Exhibit 1



Law Offices of Bennet & Bennet, PLLC

Maryland

4350 East West Highway, Suite 201
Bethesda, Maryland 20814
Tel: (202) 371-1500
Fax: (202) 371-1558

District of Columbia

10 G Street NE, Suite 710
Washington, DC, 20002

Caressa D. Bennet

Michael R. Bennet

Gregory W. Whiteaker

Marjorie G. Spivak*

Donald L. Herman, Jr.

Kenneth C. Johnson†

Howard S. Shapiro

Daryl A. Zakov‡

Robert A. Silverman

Of Counsel

Andrew Brown*

*Admitted in DC & PA Only

†Admitted in DC & VA Only

‡Admitted in DC & WA Only

◆Admitted in DC & ME Only

August 31, 2009

Via Overnight Courier

Federal Communications Commission
International and Satellite Service
c/o U.S. Bank – Government Lockbox # 979093
SL-MO-C2-GL
1005 Convention Plaza
St. Louis, MO 63101

Attn: FCC Government Lockbox

**Re: Application of Ardmore Telephone Company, Inc. and Synergy
Technology Partners, Inc. for Consent to the Transfer of Control of
International 214 Authority
ITC-214-20000214-00058**

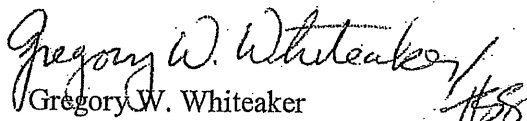
Dear Madam or Sir:

On behalf of Ardmore Telephone Company, Inc. and Synergy Technology Partners, Inc., enclosed are an original and five (5) copies of their Application for Consent to the Transfer of Control of International 214 Authority. Included in this package are a completed Form 159 and check in the amount of \$1,015.00 to cover the filing fee associated with this application. By an Email on August 25, 2009, to the undersigned counsel, David Krech, Associate Division Chief of the Policy Division of the International Bureau, granted the applicants a waiver of the electronic filing requirement in order to allow the applicants to file this paper copy of the application.

Also enclosed is an additional copy of the application along with a return Federal Express envelope and shipping label for billing the shipment to our account. Kindly date-stamp and return the copy via overnight delivery.

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

Respectfully submitted,


Gregory W. Whiteaker

Enclosures

READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE
FORM 159

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

(1) LOCKBOX # 979093		SPECIAL USE ONLY	
SECTION A - PAYER INFORMATION		FCC USE ONLY	
(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) Bennet & Bennet, PLLC		(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) \$1,015.00	
(4) STREET ADDRESS LINE NO. 1 4350 East West Highway			
(5) STREET ADDRESS LINE NO. 2 Suite 201			
(6) CITY Bethesda		(7) STATE MD	(8) ZIP CODE 20814
(9) DAYTIME TELEPHONE NUMBER (include area code) (202)371-1500		(10) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(11) PAYER (FRN) 0005 8902 64		(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 Synergy Technology Partners, Inc.			
(14) STREET ADDRESS LINE NO. 1 237 North 8th Street			
(15) STREET ADDRESS LINE NO. 2 P.O. Box 649			
(16) CITY Mayfield		(17) STATE KY	(18) ZIP CODE 42066
(19) DAYTIME TELEPHONE NUMBER (include area code) (270) 856-1000		(20) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(21) APPLICANT (FRN) 0018 9956 21		(22) FCC USE ONLY	
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE CUT	(25A) QUANTITY 1	
(26A) FEE DUE FOR (PTC) \$1,015.00	(27A) TOTAL FEE \$1,015.00	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, <u>LINDA BRABY</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>Linda Braby</u>		DATE <u>8/31/09</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 _____	

SEE PUBLIC BURDEN ON REVERSE

FCC FORM 159

FEBRUARY 2003



BENNET & BENNET, PLLC

150 EAST WASHINGTON AVENUE SUITE 200

SEATTLE, WA 98101

206-461-1500

CITIBANK N.A. BR 7942

WASHINGTON DC 20005

202-638-2570

DATE

CHECK

AMOUNT

08/31/09

8497

\$1,015.00

PAY

TO THE

ORDER

OF

ONE THOUSAND FIFTEEN & 00/100 DOLLARS

OVER \$1000.00

Federal Communications Commission

⑈008497⑈ ⑆254070116⑆ ⑈6678 0101⑈

BENNET & BENNET, PLLC

8497

Vendor: Federal Communications Commission

<u>Date</u>	<u>Description</u>	<u>Invoice #</u>	<u>Amount</u>	<u>Disc</u>	<u>Net Amt</u>
08/31/09	International 214 Transfer of Control Fee	ARDMORE	1,015.00		1,015.00
<u>Check Date</u>	<u>Check #</u>	<u>Gross Amt</u>	<u>Disc Amt</u>	<u>Net Amt</u>	
08/31/09	8497	1,015.00	0.00	1,015.00	

RETURN COPY

Approved by OMB
3060-0686

**INTERNATIONAL SECTION 214 AUTHORIZATIONS
FOR ASSIGNMENT OR
TRANSFER OF CONTROL
FCC FORM 214TC
FOR OFFICIAL USE ONLY**

APPLICANT INFORMATION

Enter a description of this application to identify it on the main menu:
Transfer of Control

1. Legal Name of Applicant

Name:	Synergy Technology Partners, Inc.	Phone Number:	270-856-1000
DBA Name:		Fax Number:	
Street:	237 North 8th Street P.O. Box 649	E-Mail:	
City:	Mayfield	State:	KY
Country:	USA	Zipcode:	42066 -
Attention:	Trevor R Bonnsetter		

2. Name of Contact Representative

Name:	Gregory Whiteaker	Phone Number:	202-371-1500
Company:	Bennet & Bennet, PLLC	Fax Number:	202-371-1558
Street:	4350 East West Highway Suite 201	E-Mail:	gwhiteaker@bennetlaw.com
City:	Bethesda	State:	MD
Country:	USA	Zipcode:	-
Attention:	Gregory Whiteaker	Relationship:	Legal Counsel

CLASSIFICATION OF FILING

3. Choose the button next to the classification that best describes this filing. Choose only one.

☐ a. Assignment of Section 214 Authority.

An Assignment of an authorization is a transaction in which the authorization, or a portion of it, is assigned from one entity to another. Following an assignment, the authorization will usually be held by an entity other than the one to which it was originally granted. (See Section 63.24(b).)

☒ b. Transfer of Control of Section 214 Authority.

A Transfer of Control is a transaction in which the authorization remains held by the same entity, but there is a change in the entity or entities that control the authorization holder. (See Section 63.24(c).)

☐ c. Notification of Pro Forma Assignment of Section 214 Authority (No fee required)

☐ d. Notification of Pro Forma Transfer of Control of Section 214 Authority (No fee required)

Date of Consummation: Must be completed if you select c or d.

4. File Number(s) of Section 214 Authority(ies) for Which You Seek Consent to Assign or Transfer Control:

Note: If the Section 214 Authorization Holder whose authority is being assigned or transferred does not have an "ITC" File No. under which it is operating, contact the Help Desk for assistance before proceeding further with this application. You

cannot enter an "ITC-ASG" or "ITC-T/C" File No. in response to this question. Your response must specify one or more "ITC" File Nos. Relevant "ITC-ASG" or "ITC-T/C" File Nos. should be listed only in Attachment 1 in response to Question 10.

File Number:ITC2142000021400058	File Number:	File Number:	File Number:	File Number:	File Number:	File Number:	File Number:
------------------------------------	-----------------	-----------------	-----------------	-----------------	-----------------	-----------------	-----------------

5. Name of Section 214 Authorization Holder

Name: Ardmore Telephone Company, Inc. Phone Number: 256-423-2131
 DBA Name: Fax Number: 256-423-2308
 Street: 30190 Ardmore Ave E-Mail:
 549
 City: Ardmore State: TN
 Country: USA Zipcode: 38449 -
 Attention: Terry Wales

6. Name of Assignor / Transferor

Name: Ardmore Telephone Company, Inc. Phone Number: 256-423-2131
 DBA Name: Fax Number: 256-423-2308
 Street: 30190 Ardmore Ave E-Mail:
 549
 City: Ardmore State: TN
 Country: USA Zipcode: 38449 -
 Attention: Terry Wales

7. Name of Assignee / Transferee

Name: Synergy Technology Partners, Inc. Phone Number: 270-856-1000
 DBA Name: Fax Number:
 Street: 237 North 8th Street E-Mail:
 P.O. Box 649
 City: Mayfield State: KY
 Country: USA Zipcode: 42066 -
 Attention: Trevor R Bonnstetter

8a. Is a fee submitted with this application?

☒ If Yes, complete and attach FCC Form 159.

If No, indicate reason for fee exemption (see 47 C.F.R. Section 1.1114).

- ☐ Governmental Entity ☐ Noncommercial educational licensee ☐ Notification of Pro Forma (No fee required.)
☐ Other (please explain):

8b. You must file a separate application for each legal entity that holds one or more Section 214 authorizations to be assigned or transferred.

Fee Classification CUT - Section 214 Authority

9. Description (Summarize the nature of the application.)
 See attachment 1.

10. In Attachment 1, please respond to paragraphs (c) and (d) of Section 63.18 with respect to the assignor/transferor and the assignee/transferee. Label your response "Answer to Question 10".

11. Does any entity, directly or indirectly, own at least ten (10) percent of the equity of the assignee/transferee as determined by successive multiplication in the manner specified in the note ☒ Yes ☐ No to Section 63.18(h) of the rules?

If you answered "Yes" to this question, provide in Attachment 1, the name, address, citizenship, and principal businesses of each person or entity that directly or indirectly owns at least ten (10) percent of the equity of the assignee/transferee, and the percentage of equity owned by each of those persons or entities (to the nearest one percent). Label your response "Answer to Question 11."

12. Does the assignee/transferee have any interlocking directorates with a foreign carrier? ☐ Yes ☒ No

If you answered "Yes" to this question, identify each interlocking officer/director in Attachment 1. (See Section 63.09(g).) Provide the name and position/title of the individual or entity, the name of the foreign carrier, and the country in which the foreign carrier is authorized to operate. Label your response: "Answer to Question 12."

13. Provide in Attachment 1 a narrative of the means by which the proposed assignment or transfer of control will take place. In circumstances of a substantial assignment or transfer of control pursuant to Section 63.24(e), where the assignor seeks authority to assign only a portion of its U.S. international assets and/or customer base, please specify whether the assignor requests authority to continue to operate under any or all of its international Section 214 File Nos. after consummation; and, if so, please specify in Attachment 1 each File No. it seeks to retain in its own name. Label your response "Answer to Question 13."

Note: The assignor may retain any or all of its international Section 214 File Nos. In that case, the assignor will continue to hold the international section 214 authorizations that it specifies in response to this question. The ITC-ASG File No. that the Commission assigns to this application will, when granted, constitute Commission authorization of the proposed assignment of assets and /or customers from the assignor to the assignee. Unless Commission grant of the assignment application specifies otherwise, the assignee may provide the same services on the same routes as permitted under the assignor's Section 214 authorization(s), and the assignee may provide such service to any customers it may obtain in the ordinary course of business.

If this filing is not a notification of a *pro forma* assignment or *pro forma* transfer of control, please respond to Questions 14-20 below. (See Section 63.24(d).) Otherwise, you may proceed to Question 21 below.

14. Check "Yes" below if the assignee is a foreign carrier or if, upon consummation of the proposed assignment or transfer of control, the Section 214 holder would be affiliated with a foreign carrier. (See Section 63.18 (i).) The terms "foreign carrier" and "affiliated" are defined in Section 63.09 (d) & (e) of the rules respectively. ☐ Yes ☒ No

If you answered "Yes" to this question, please specify in Attachment 1 each foreign country in which the assignee is a foreign carrier or in which the Section 214 holder, upon consummation, would be affiliated with a foreign carrier. Label your response, "Answer to Question 14."

15. If this application is granted and the proposed assignment or transfer is consummated, would the Section 214 holder be authorized to provide service to any destination country for which any of the following statements is true? ☐ Yes ☒ No

- (1) The Section 214 holder is a foreign carrier in that country; or
- (2) The Section 214 holder controls a foreign carrier in that country; or
- (3) Any entity that owns more than 25 percent of the Section 214 holder, or that controls the Section 214 holder, controls a foreign carrier in that country.
- (4) Two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate, more than 25 percent of the Section 214 holder 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.

If you answered "Yes" to this question, please specify in Attachment 1 each foreign carrier and country for which any of the above statements would be true. Label your response, "Answer to Question 15."

16. If you answered "Yes" to question 14, do you request classification of the Section 214 holder

as a "non-dominant" carrier, upon consummation of the proposed transaction, between the United States and *any or all* countries listed in response to Question 14? See Section 63.10 of the rules. ☐ Yes ☒ No

If you answered "Yes" to this question, you must provide information in Attachment 1 to demonstrate that the Section 214 holder would qualify for non-dominant classification under Section 63.10 of the rules on each U.S.-destination country route where it would be a foreign carrier, or would be affiliated with a foreign carrier and for which you request non-dominant classification. Label your response, "Answer to Question 16."

17. If you answered "Yes" to question 14 and you have not provided information in response to Question 16 to demonstrate that the Section 214 holder would qualify for non-dominant classification under Section 63.10 of the rules on each U.S.-destination route where it would be a foreign carrier, or be affiliated with a foreign carrier, check "Yes" below to certify that the assignee/transferee agrees to comply with the dominant carrier safeguards in Section 63.10 (c) & (e) of the rules in the provision of international service between the United States and any foreign country(ies) for which you have not provided the required information.

☐ Yes, I certify that I agree to comply with the dominant carrier safeguards in Section 63.10 (c) & (e) of the rules in my provision of international service between the United States and the following foreign country(ies):

☒ No, Does not apply.

18. If you answered "Yes" to question 15, and if you have not provided information in response to question 16 to demonstrate that the Section 214 holder would qualify for non-dominant classification under Section 63.10 of the rules in its provision of service to each of the countries identified in response to question 15, the Section 214 holder may not be eligible to provide international telecommunications service between the U.S. and each such country following consummation of the assignment or transfer. In order to determine whether the public interest would be served by authorizing service on these U.S.-destination country routes, the assignee/transferee must provide information, in Attachment 1, to satisfy one of the showings specified in Section 63.18(k) of the rules. Label your response, "Answer to Question 18."

19. *If the assignee, or the Section 214 holder that is the subject of this transfer of control application, is a provider of Commercial Mobile Radio Services, you need not answer this question.*

If any of the Section 214 authorization(s) that would be assigned or transferred, authorize the Section 214 holder to resell the international switched services of an unaffiliated U.S. carrier for the purpose of providing international telecommunications services to a country listed in response to question 14, and unless you have provided information in response to question 16 to demonstrate that the Section 214 holder would qualify for non-dominant classification under Section 63.10(a)(3) of the rules for each country, check "Yes" below to certify that the assignee/transferee will file the quarterly traffic reports required by Section 43.61(c) of the rules; and/or state in Attachment 1 that the foreign carrier(s) for which the applicant has not made a showing under Section 63.10(c)(3) do(es) not collect settlement payments from U.S. international carriers. (See Section 63.18(l).)

☐ Yes, I certify that I agree to comply with the quarterly traffic reporting requirements set forth in section 43.61(c) of the rules.

20. If the applicant desires streamlined processing pursuant to Section 63.12 of the rules, provide in Attachment 1 a statement of how the application qualifies for streamlined processing. (See Section 63.18(p).) Note that, if the application is being filed in connection with a sale of assets or reorganization of a carrier or its parent pursuant to the U.S. bankruptcy laws, the application may not be eligible for streamlined processing until final bankruptcy court approval of the proposed sale or reorganization.

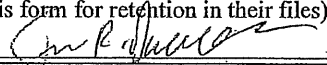
Applicant certifies that its responses to questions 21 through 25 are true:

21. The assignee/transferee certifies that it has not agreed to accept special concessions directly or indirectly from a foreign carrier with respect to any U.S. international route where the foreign carrier possesses sufficient market power on the foreign end of the route to affect competition adversely in the U.S. market and will not enter into any such agreements in the future. ☐ Yes ☒ No

22. By signing this application, the undersigned certify either (1) that the authorization(s) will not be assigned or that control of the authorization(s) will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to the notification procedures for *pro forma* transactions under Section 63.24 of the rules. The assignee/transferee also acknowledges that the Commission must be notified by letter within 30 days of a consummation or of a decision not to ☐ Yes ☒ No

consummate. (See Section 63.24(e)(4).)	
23. If this filing is a notification of a <i>pro forma</i> assignment or transfer of control, the undersigned certify that the assignment or transfer of control was <i>pro forma</i> and that, together with all previous <i>pro forma</i> transactions, does not result in a change in the actual controlling party.	<input type="radio"/> Yes <input type="radio"/> No <input checked="" type="radio"/> Not a Pro Forma
24. The undersigned certify that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.	
25. The assignee/transferee certifies that neither it nor any other 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. § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification.	

CERTIFICATION

26. Printed Name of Assignor / Transferor Terry Wales	29. Printed Name of Assignee / Transferee Trevor Bonnstetter
27. Title (Office Held by Person Signing) General Manager	30. Title (Office Held by Person Signing) President
28. Signature (Enter the name of the person who will sign the paper version of this form for retention in their files) Terry Wales	31. Signature (Enter the name of the person who will sign the paper version of this form for retention in their files) Trevor Bonnstetter 
WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND / OR IMPRISONMENT (U.S. Code, Title 18, Section 1001), AND/OR REVOCATION OF ANY STATION AUTHORIZATION (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).	

FCC NOTICE REQUIRED BY THE PAPERWORK REDUCTION ACT

The public reporting for this collection of information is estimated to average 8 hours per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the required data, and completing and reviewing the collection of information. If you have any comments on this burden estimate, or how we can improve the collection and reduce the burden it causes you, please write to the Federal Communications Commission, AMD-PERF, Paperwork Reduction Project (3060-0686), Washington, DC 20554. We will also accept your comments regarding the Paperwork Reduction Act aspects of this collection via the Internet if you send them to PRA@fcc.gov. PLEASE DO NOT SEND COMPLETED FORMS TO THIS ADDRESS.

Remember - You are not required to respond to a collection of information sponsored by the Federal government, and the government may not conduct or sponsor this collection, unless it displays a currently valid OMB control number or if we fail to provide you with this notice. This collection has been assigned an OMB control number of 3060-0686.

THE FOREGOING NOTICE IS REQUIRED BY THE PAPERWORK REDUCTION ACT OF 1995, PUBLIC LAW 104-13, OCTOBER 1, 1995, 44 U.S.C. SECTION 3507.

consummate. (See Section 63.24(e)(4).)

23. If this filing is a notification of a *pro forma* assignment or transfer of control, the undersigned certify that the assignment or transfer of control was *pro forma* and that, together with all previous *pro forma* transactions, does not result in a change in the actual controlling party. ☐ Yes ☐ No ☒ Not a Pro Forma

24. The undersigned certify that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith. ☒ Yes ☐ No

25. The assignee/transferee certifies that neither it nor any other 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. § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification. ☒ Yes ☐ No

CERTIFICATION

26. Printed Name of Assignor / Transferor Terry Wales	29. Printed Name of Assignee / Transferee Trevor Bonnstetter
27. Title (Office Held by Person Signing) General Manager	30. Title (Office Held by Person Signing) President
28. Signature (Enter the name of the person who will sign the paper version of this form for retention in their files) Terry Wales <i>Terry M. Wales</i>	31. Signature (Enter the name of the person who will sign the paper version of this form for retention in their files) Trevor Bonnstetter
WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND / OR IMPRISONMENT (U.S. Code, Title 18, Section 1001), AND/OR REVOCATION OF ANY STATION AUTHORIZATION (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).	

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The public reporting for this collection of information is estimated to average 8 hours per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the required data, and completing and reviewing the collection of information. If you have any comments on this burden estimate, or how we can improve the collection and reduce the burden it causes you, please write to the Federal Communications Commission, AMD-PERF, Paperwork Reduction Project (3060-0686), Washington, DC 20554. We will also accept your comments regarding the Paperwork Reduction Act aspects of this collection via the Internet if you send them to PRA@fcc.gov. PLEASE DO NOT SEND COMPLETED FORMS TO THIS ADDRESS.

Remember - You are not required to respond to a collection of information sponsored by the Federal government, and the government may not conduct or sponsor this collection, unless it displays a currently valid OMB control number or if we fail to provide you with this notice. This collection has been assigned an OMB control number of 3060-0686.

THE FOREGOING NOTICE IS REQUIRED BY THE PAPERWORK REDUCTION ACT OF 1995, PUBLIC LAW 104-13, OCTOBER 1, 1995, 44 U.S.C. SECTION 3507.

**INFORMATION REQUIRED BY SECTION 63.24(e)
AND INTERNATIONAL SECTION 214 FORM**

By this application, Ardmore Telephone Company, Inc. ("Ardmore" or "Transferor") on behalf of the shareholders of Ardmore, and Synergy Technology Partners, Inc. ("Synergy" or "Transferee") seek Federal Communications Commission ("FCC" or "Commission") consent for the transfer of control of the international Section 214 authority to be acquired by Ardmore pursuant to its planned merger with its sister company, Ardmore Communications, LLC ("Ardmore Communications"). The instant application is part of a larger transaction in which Synergy will acquire control of Ardmore and its related operations, including the authorization to provide international global resale services currently held by Ardmore Communications (File Number ITC-214-20000214-00058).¹

Synergy is a newly-formed corporation owned equally by West Kentucky Rural Telephone Cooperative Corporation, Inc. ("West Kentucky") and Ben Lomand Rural Telephone Cooperative, Inc. ("Ben Lomand"). Synergy has agreed to purchase all of the outstanding stock of Ardmore in a cash-for-stock transaction, and Ardmore will become a direct, wholly-owned subsidiary of Synergy.² Immediately prior to, but in conjunction with the sale of the Ardmore stock to Synergy, Ardmore Communications will merge with and into Ardmore with Ardmore being the surviving company and Ardmore Communications ceasing to exist. As a result of the

¹ The parties have requested FCC authority for the transfer of control of domestic Section 214 authority to Synergy. *See* WC Docket 09-148.

² *See* Stock Purchase Agreement by and among West Kentucky Rural Telephone Cooperative Corporation, Inc., Ben Lomand Rural Telephone Cooperative, Inc., Synergy Technology Partners, Inc., and Ardmore Telephone Company, Inc., *et al.* (June 19, 2009) ("Stock Purchase Agreement").

merger, Ardmore will acquire the international Section 214 authority currently held by Ardmore Communications. Synergy will then acquire all of the stock of Ardmore. Accordingly, as of the consummation of the proposed two-step transaction, Synergy will own 100% of Ardmore and will acquire control of Ardmore's domestic and international Section 214 authorizations.³ The proposed two-step transaction thus involves a merger/assignment of the international 214 authority from Ardmore Communications to Ardmore, and a subsequent transfer of control of Ardmore to Synergy.

(a) Applicant's Name, Address and Telephone Number

Transferor: Ardmore Telephone Company, Inc.
P.O. Box 549
Ardmore, Tennessee 38449

Telephone: (256) 423-2131
Facsimile: (256) 423-2308

Transferee: Synergy Technology Partners, Inc.
237 North 8th Street
P.O. Box 649
Mayfield, KY 42066

Telephone: (270) 856-1000
Facsimile: (270) 856-3651

³ Ardmore and Ardmore Communications are concurrently herewith filing an application via the IBFS requesting FCC consent to the assignment of international Section 214 authority from Ardmore Communications to Ardmore. Because Ardmore currently does not hold the international Section 214 authority, the instant transfer application is being filed as a paper copy pursuant to the instructions of staff and a waiver of the electronic filing requirement.

(b) State of Organization:

- (1) Ardmore is a corporation organized under the laws of the State of Tennessee.
- (2) Ardmore Communications is a limited liability company organized under the laws of the state of Tennessee.
- (3) Synergy is a corporation organized under the laws of the State of Tennessee.
- (4) West Kentucky is a corporation organized under the laws of the State of Kentucky.
- (5) Ben Lomand is a corporation organized under the laws of the State of Tennessee.

Answer to Question 10

(c) Contact Information

All correspondence, notices and inquiries regarding this transaction should be addressed to:

Transferor: Terry Wales
General Manager and Shareholder's Representative
Ardmore Telephone Company, Inc.
P.O. Box 549
Ardmore, Tennessee 38449
Telephone: (256) 423-2131
Facsimile: (256) 423-2308

With a copy to:

Gregory W. Whiteaker
Bennet & Bennet, PLLC
4350 East West Highway
Suite 201
Bethesda, MD 20814

Telephone: (202) 371-1500
Facsimile: (202) 371-1558

Counsel for Ardmore Telephone Company, Inc.

Transferee: Trevor R. Bonnstetter
President
Synergy Technology Partners, Inc.
237 North 8th Street
P.O. Box 649
Mayfield, KY 42066

Telephone: (270) 856-1000
Facsimile: (270) 856-3651

With a copy to:

Gregory W. Whiteaker
Bennet & Bennet, PLLC
4350 East West Highway
Suite 201
Bethesda, MD 20814

Telephone: (202) 371-1500
Facsimile: (202) 371-1558

Counsel for Synergy Technology Partners, Inc.

(d) International Authorizations Held

Transferor: Ardmore currently does not hold international Section 214 authority, but will be acquiring authority to provide international global resale services from Ardmore Communications (File Number ITC-214-20000214-00058) in the first step of the proposed two-step transaction. Ardmore currently holds an authorization to provide domestic telecommunications pursuant to Section 214. Specifically, Ardmore provides local exchange telephone service, and exchange access service in five (5) exchanges in two (2) counties in south central Tennessee and two (2) counties in north central Alabama around Huntsville, Alabama. Ardmore serves as a billing and collections agent for long distance providers, including, among others, its sister company, Ardmore Communications.

Transferee: Synergy is a newly-formed corporation and does not hold international Section 214 authority. Ben Lomand holds an authorization pursuant to Section 214 to provide international global resale services (File No. ITC-214-19940331-00127). West Kentucky's wholly-owned subsidiary, West Kentucky Networks, Inc., also holds authorizations pursuant to Section 214 to provide international global resale services (File Nos. ITC-214-19981123-00814 and ITC-214-20000110-00009).

Answer to Question 11 – Ten Percent Equity Holders (63.18(h))

The name, address, citizenship and principal business of any person or entity that directly or indirectly owns at least ten (10) percent of the equity of Ardmore *prior to the proposed sale of stock to Synergy* (and the equity held to the nearest 1%) are:

Name & Address	Percent Equity/Vote	Citizenship	Principal Business
King W. Rogers III 6000 Poplar Avenue Suite 100 Memphis, TN 38119	12	U.S.	Attorney
Robert M. Rogers 530 Oak Court St. Suite 165 Memphis, TN 38117	15	U.S.	Investments
John A. Brayton P.O. Box 667 308 W Court St. Dyersburg, TN 38024	16	U.S.	Investments
Katherine M. Brayton P.O. Box 667 308 W Court St. Dyersburg, TN 38024	16	U.S.	Farming
Clyde Warren Nunn P.O. Box 8 101 Main St. Halls, TN 38040	30	U.S.	Banking

The name, address, citizenship and principal business of any person or entity that directly or indirectly owns at least ten (10) percent of the equity of Synergy (and the equity held to the nearest 1%) are

Name and Address	Percent Equity/Vote	Citizenship	Principal Business
West Kentucky Rural Telephone Cooperative Corporation, Inc.	50	KY Corp.	Telecommunications

237 North 8th Street
P.O. Box 649
Mayfield, KY 42066

Ben Lomand Rural Telephone Cooperative, Inc. 311 N Chancery Street PO Box 670 McMinnville, TN 37111	50	TN Corp.	Telecommunications
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West Kentucky is a Kentucky telephone cooperative owned by its member-subscribers. No member-subscriber owns a 10% or greater interest.

Ben Lomand is a Tennessee telephone cooperative owned by its member-subscribers. No member-subscriber owns a 10% or greater interest.

Answer to Question 13

The proposed transfer of control will take place in the following manner. Synergy will purchase all of the outstanding shares of stock of Ardmore in a cash-for-stock transaction, and Ardmore will become a direct, wholly-owned subsidiary of Synergy. Immediately prior to the acquisition of the stock, however, Ardmore Communications will merge with and into Ardmore. Accordingly, as of the consummation of the proposed two-step transaction, Synergy will own 100% of Ardmore and will acquire control of Ardmore's domestic and international Section 214 authorizations. Ardmore will continue to exist and will continue to provide service to its customers and to the former customers of Ardmore Communications upon the same rates, terms and conditions as immediately prior to the transaction.

Answer to Question 20--Streamlined Processing (63.18(p) and 63.12)

This Application qualifies for streamlined processing pursuant to Section 63.12 of the Commission's Rules because no party to the Application is (1) affiliated with any foreign carrier; (2) affiliated with any dominant U.S. carrier whose international switched or private line services

it seeks to resell; and (3) requesting authority to provide switched service over private lines to countries not previously authorized for service by the Commission.

Public Interest Statement

The proposed transaction will serve the public interest, convenience and necessity, by providing significant benefits to the customers of Ardmore without any countervailing harms. Post transaction, Ardmore will continue to provide high-quality services to its customers. The acquisition of Ardmore by Synergy will, however, bring together the experience and resources of two companies with a long history of providing service to customers in predominantly rural areas and smaller markets: West Kentucky and Ben Lomand. The transaction will allow Ardmore to achieve greater efficiencies and economies of scale and scope than if it were to continue to operate alone. This will enhance its ability to adapt and to provide its customers a full portfolio of advanced communications services.

Consistent with precedent, the proposed transaction will serve the public interest, convenience, and necessity by strengthening Ardmore and by directly benefiting all affected consumers. Accordingly, the Commission should approve the proposed transaction expeditiously.

**INFORMATION REQUIRED BY SECTION 63.24(e)
AND INTERNATIONAL SECTION 214 FORM**

By this application, Ardmore Communications, LLC (“Ardmore Communications” or “Assignor”) and Ardmore Telephone Company, Inc. (“Ardmore” or “Assignee”) seek Federal Communications Commission (“FCC” or “Commission”) consent to the assignment of international Section 214 authority (File Number ITC-214-20000214-00058) from Ardmore Communications to Ardmore pursuant to a merger of the two companies. Specifically, Ardmore Communications will merge with and into Ardmore in a statutory merger with Ardmore being the surviving company and Ardmore Communications ceasing to exist.

The instant application is part of a larger transaction in which Synergy Technology Partners, Inc. (“Synergy”) will acquire control of Ardmore and its related operations.¹ Synergy is a newly-formed corporation owned equally by West Kentucky Rural Telephone Cooperative Corporation, Inc. (“West Kentucky”) and Ben Lomand Rural Telephone Cooperative, Inc. (“Ben Lomand”). Synergy has agreed to purchase all of the outstanding stock of Ardmore in a cash-for-stock transaction, and Ardmore will become a direct, wholly-owned subsidiary of Synergy.² Immediately prior to, but in conjunction with the sale of the Ardmore stock to Synergy, Ardmore Communications and Ardmore will merge with Ardmore being the surviving company. As a result of the merger, Ardmore will acquire the international Section 214 authority currently held

¹ The parties have requested FCC authority for the transfer of control of domestic Section 214 authority to Synergy. *See* WC Docket 09-148.

² *See* Stock Purchase Agreement by and among West Kentucky Rural Telephone Cooperative Corporation, Inc., Ben Lomand Rural Telephone Cooperative, Inc., Synergy Technology Partners, Inc., and Ardmore Telephone Company, Inc., *et al.* (June 19, 2009) (“Stock Purchase Agreement”).

by Ardmore Communications. Immediately thereafter, Synergy will acquire all of the stock of Ardmore. Accordingly, as of the consummation of the proposed two-step transaction, Synergy will own 100% of Ardmore and will acquire control of Ardmore's domestic and international Section 214 authorizations.³

(a) Applicant's Name, Address and Telephone Number

Assignor: Ardmore Communications, LLC
P.O. Box 549
Ardmore, Tennessee 38449

Telephone: (256) 423-2131
Facsimile: (256) 423-2308

Assignee: Ardmore Telephone Company, Inc.
P.O. Box 549
Ardmore, Tennessee 38449

Telephone: (256) 423-2131
Facsimile: (256) 423-2308

(b) State of Organization:

- (1) Ardmore is a corporation organized under the laws of the State of Tennessee.
- (2) Ardmore Communications is a limited liability company organized under the laws of the state of Tennessee.

³ Ardmore and Synergy are concurrently herewith filing an application requesting FCC consent to the transfer of control of the international Section 214 authority from Ardmore to Synergy once Ardmore acquires the authorization from Admore Communications. Because Ardmore currently does not hold the international Section 214 authority, however, that transfer application is being filed as a paper copy pursuant to the instructions of staff and a waiver of the electronic filing requirement.

Answer to Question 10

(c) Contact Information

All correspondence, notices and inquiries regarding this transaction should be addressed to:

Assignor: Terry Wales
Chief Manager
Ardmore Communications, LLC
P.O. Box 549
Ardmore, Tennessee 38449
Telephone: (256) 423-2131
Facsimile: (256) 423-2308

With a copy to:

Gregory W. Whiteaker
Bennet & Bennet, PLLC
4350 East West Highway
Suite 201
Bethesda, MD 20814

Telephone: (202) 371-1500
Facsimile: (202) 371-1558

Counsel for Ardmore Communications, LLC

Assignee: Terry Wales
General Manager
Ardmore Telephone Company, Inc.
P.O. Box 549
Ardmore, Tennessee 38449
Telephone: (256) 423-2131
Facsimile: (256) 423-2308

With a copy to:

Gregory W. Whiteaker
Bennet & Bennet, PLLC

4350 East West Highway
Suite 201
Bethesda, MD 20814

Telephone: (202) 371-1500
Facsimile: (202) 371-1558

Counsel for Ardmore Telephone Company, Inc.

(d) International Authorizations Held

Assignor: Ardmore Communications holds international Section 214 authority to provide international global resale services (File Number ITC-214-20000214-00058).

Assignee: Ardmore currently does not hold international Section 214 authority. Ardmore currently holds authorization to provide domestic telecommunications pursuant to Section 214. Specifically, Ardmore provides local exchange telephone service, and exchange access service in five (5) exchanges in two (2) counties in south central Tennessee and two (2) counties in north central Alabama around Huntsville, Alabama. Ardmore serves as a billing and collections agent for long distance providers, including among others, Ardmore Communications.

Answer to Question 11 – Ten Percent Equity Holders (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 Ardmore Communications (and the equity held to the nearest 1%) prior to the proposed transaction are⁴:

Name & Address	Percent Equity/Vote	Citizenship	Principal Business
The Katherine Moss Rogers Irrevocable Trust Dated December 30, 1994, Judy P. Rogers, Trustee	8	U.S.	Homemaker

⁴ Ardmore Communications is owned and controlled by the same three families that own Ardmore. The members of Ardmore Communications are either the same individuals as the shareholders of Ardmore, the children of such shareholders, or trusts established for the benefit of the children of such shareholders.

The King W. Rogers, IV Irrevocable Trust dated December 30, 1994, Judy P. Rogers, Trustee	8	U.S.	Homemaker
The Robert M. Rogers and Carolyn T. Rogers Trust under Trust Agreement dated December 31, 1994, Boyd L. Rhodes, Jr., Trustee	17	U.S.	Attorney
John A. Brayton P.O. Box 667 308 W Court Street Dyersburg, TN 38024	17	U.S.	Investments
Katherine M. Brayton P.O. Box 667 308 W Court Street Dyersburg, TN 38024	17	U.S.	Farming
Chris Nunn P.O. Box 8 101 Main Street Halls, TN 38040	17	U.S.	Banking
Nick Nunn P.O. Box 8 101 Main Street Halls, TN 38040	17	U.S.	Banking

The name, address, citizenship and principal business of any person or entity that directly or indirectly owns at least ten (10) percent of the equity of Ardmore (and the equity held to the nearest 1%) are:

Name & Address	Percent Equity/Vote	Citizenship	Principal Business
King W. Rogers III 6000 Poplar Avenue	12	U.S.	Attorney

Suite 100
Memphis, TN 38119

Robert M. Rogers 530 Oak Court St. Suite 165 Memphis, TN 38117	15	U.S.	Investments
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John A. Brayton P.O. Box 667 308 W Court St. Dyersburg, TN 38024	16	U.S.	Investments
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Katherine M. Brayton P.O. Box 667 308 W Court St. Dyersburg, TN 38024	16	U.S.	Farming
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Clyde Warren Nunn P.O. Box 8 101 Main Street Halls, TN 38040	30	U.S.	Banking
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Answer to Question 13

The proposed transaction will take place in the following manner. In the first step – the step that is the subject of this application– Ardmore Communications will merge with and into Ardmore in a statutory merger with Ardmore being the surviving company and Ardmore Communications ceasing to exist. Ardmore will continue to provide service to the former customers of Ardmore Communications upon the same rates, terms and conditions as immediately prior to the transaction, and the companies will comply with the streamlined requirements of Rule Section 64.1120(e).

Immediately following the merger, Synergy will purchase all of the outstanding shares of stock of Ardmore in a cash-for-stock transaction, and Ardmore will become a direct, wholly-

owned subsidiary of Synergy. Accordingly, as of the consummation of the proposed two-step transaction, Synergy will own 100% of Ardmore and will acquire control of Ardmore's domestic and international Section 214 authorizations. Ardmore will continue to exist and will continue to provide service to its customers and to the former customers of Ardmore Communications upon the same rates, terms and conditions as immediately prior to the transaction.

Answer to Question 20--Streamlined Processing (63.18(p) and 63.12)

This Application qualifies for streamlined processing pursuant to Section 63.12 of the Commission's Rules because no party to the Application is (1) affiliated with any foreign carrier; (2) affiliated with any dominant U.S. carrier whose international switched or private line services it seeks to resell; and (3) requesting authority to provide switched service over private lines to countries not previously authorized for service by the Commission.

Public Interest Statement

The proposed transaction will serve the public interest, convenience and necessity, by making possible the overall transaction and acquisition of Ardmore by Synergy. This will provide significant benefits to the customers of Ardmore, and the former customers of Ardmore Communications, without any countervailing harms. Post transaction, Ardmore will continue to provide high-quality services to its customers and the former customers of Ardmore Communications. The acquisition of Ardmore by Synergy will, however, bring together the experience and resources of two companies with a long history of providing service to customers in predominantly rural areas and smaller markets: West Kentucky and Ben Lomand. The transaction will allow Ardmore to achieve greater efficiencies and economies of scale and scope

than if it were to continue to operate alone. This will enhance its ability to adapt and to provide its customers a full portfolio of advanced communications services.

Consistent with precedent, the proposed transaction will serve the public interest, convenience, and necessity by strengthening Ardmore and by directly benefiting all affected consumers. Accordingly, the Commission should approve the proposed transaction expeditiously.

ND: 4842-7743-8212, v. 1

ND: 4836-4587-9300, v. 1

Approved by OMB
3060-0686

INTERNATIONAL SECTION 214 AUTHORIZATIONS FOR ASSIGNMENT OR TRANSFER OF CONTROL FCC FORM 214TC FOR OFFICIAL USE ONLY	
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APPLICANT INFORMATION

Enter a description of this application to identify it on the main menu:
Assignment

1. Legal Name of Applicant					
Name:	Ardmore Telephone Company Inc	Phone Number:	256-423-2131		
DBA Name:		Fax Number:	256-423-2308		
Street:	30190 Ardmore Ave 549	E-Mail:			
City:	Ardmore	State:	TN		
Country:	USA	Zipcode:	38449 -		
Attention:	Mr. Terry Wales				

2. Name of Contact Representative

Name:	Gregory Whiteaker	Phone Number:	202-371-1500
Company:	Bennet & Bennet, PLLC	Fax Number:	202-371-1558
Street:	4350 East West Highway Suite 201	E-Mail:	gwhiteaker@bennetlaw.com
City:	Bethesda	State:	MD
Country:	USA	Zipcode:	20814-
Attention:	Gregory Whiteaker	Relationship:	Legal Counsel

CLASSIFICATION OF FILING

3. Choose the button next to the classification that best describes this filing. Choose only one.

☒ a. Assignment of Section 214 Authority

An Assignment of an authorization is a transaction in which the authorization, or a portion of it, is assigned from one entity to another. Following an assignment, the authorization will usually be held by an entity other than the one to which it was originally granted. (See Section 63.24(b).)

☐ b. Transfer of Control of Section 214 Authority

A Transfer of Control is a transaction in which the authorization remains held by the same entity, but there is a change in the entity or entities that control the authorization holder. (See Section 63.24(c).)

☐ c. Notification of Pro Forma Assignment of Section 214 Authority (No fee required)

☐ d. Notification of Pro Forma Transfer of Control of Section 214 Authority (No fee required)

Date of Consummation: Must be completed if you select c or d.

6. Name of Assignor / Transferor

Name:	Ardmore Communications, LLC	Phone Number:	256-423-2131
DBA Name:		Fax Number:	256-423-2308
Street:	P.O. Box 549	E-Mail:	twales@ardmore.nett
City:	Ardmore	State:	TN
Country:	USA	Zipcode:	38449
Attention:	Mr. Terry Wales		-

7. Name of Assignee / Transferee			
Name:	Ardmore Telephone Company Inc	Phone Number:	256-423-2131
DBA Name:		Fax Number:	256-423-2308
Street:	30190 Ardmore Ave	E-Mail:	twales@ardmore.nett
	549		
City:	Ardmore	State:	TN
Country:	USA	Zipcode:	38449
Attention:	Mr. Terry Wales		
8a. Is a fee submitted with this application?			
<input checked="" type="radio"/> If Yes, complete and attach FCC Form 159. If No, indicate reason for fee exemption (see 47 C.F.R. Section 1.1114). <input type="radio"/> Governmental Entity <input type="radio"/> Noncommercial educational licensee <input type="radio"/> Notification of Pro Forma (No fee required.) <input type="radio"/> Other (please explain):			
8b. You must file a separate application for each legal entity that holds one or more Section 214 authorizations to be assigned or transferred.			
Fee Classification CUT – Section 214 Authority			

<p>9. Description (Summarize the nature of the application.) (If the complete description does not appear in this box, please go to the end of the form to view it in its entirety.)</p> <div style="border: 1px solid black; height: 100px; width: 100%; text-align: center; vertical-align: middle;">See Attachment 1</div>
<p>10. In Attachment 1, please respond to paragraphs (c) and (d) of Section 63.18 with respect to the assignor/transferor and the assignee/transferee. Label your response "Answer to Question 10".</p>
<p>11. Does any entity, directly or indirectly, own at least ten (10) percent of the equity of the assignee/transferee as determined by successive multiplication in the manner specified in the note to Section 63.18(h) of the rules? If you answered "Yes" to this question, provide in Attachment 1, the name, address, citizenship, and principal businesses of each person or entity that directly or indirectly owns at least ten (10) percent of the equity of the assignee/transferee, and the percentage of equity owned by each of those persons or entities (to the nearest one percent). Label your response "Answer to Question 11."</p> <p style="text-align: right;"><input checked="" type="radio"/> Yes <input type="radio"/> No</p>
<p>12. Does the assignee/transferee have any interlocking directorates with a foreign carrier? If you answered "Yes" to this question, identify each interlocking officer/director in Attachment 1. (See Section 63.09(g).) Provide the name and position/title of the individual or entity, the name of the foreign carrier, and the country in which the foreign carrier is authorized to operate. Label your response: "Answer to Question 12."</p> <p style="text-align: right;"><input type="radio"/> Yes <input checked="" type="radio"/> No</p>

13. Provide in Attachment 1 a narrative of the means by which the proposed assignment or transfer of control will take place. In circumstances of a substantial assignment or transfer of control pursuant to Section 63.24(e), where the assignor seeks authority to assign only a portion of its U.S. international assets and/or customer base, please specify whether the assignor requests authority to continue to operate under any or all of its international Section 214 File Nos. after consummation; and, if so, please specify in Attachment 1 each File No. it seeks to retain in its own name. Label your response "Answer to Question 13."

Note: The assignor may retain any or all of its international Section 214 File Nos. In that case, the assignor will continue to hold the international section 214 authorizations that it specifies in response to this question. The ITC-ASG File No. that the Commission assigns to this application will, when granted, constitute Commission authorization of the proposed assignment of assets and /or customers from the assignor to the assignee. Unless Commission grant of the assignment application specifies otherwise, the assignee may provide the same services on the same routes as permitted under the assignor's Section 214 authorization(s), and the assignee may provide such service to any customers it may obtain in the ordinary course of business.

If this filing is not a notification of a pro forma assignment or pro forma transfer of control, please respond to Questions 14–20 below. (See Section 63.24(d).) Otherwise, you may proceed to Question 21 below.

14. Check "Yes" below if the assignee is a foreign carrier or if, upon consummation of the proposed assignment or transfer of control, the Section 214 holder would be affiliated with a foreign carrier. (See Section 63.18 (i).) The terms "foreign carrier" and "affiliated" are defined in Section 63.09 (d) & (e) of the rules respectively.

☐ Yes ☒ No

If you answered "Yes" to this question, please specify in Attachment 1 each foreign country in which the assignee is a foreign carrier or in which the Section 214 holder, upon consummation, would be affiliated with a foreign carrier. Label your response, "Answer to Question 14."

<p>15. If this application is granted and the proposed assignment or transfer is consummated, would the Section 214 holder be authorized to provide service to any destination country for which any of the following statements is true?</p> <p>(1) The Section 214 holder is a foreign carrier in that country; or</p> <p>(2) The Section 214 holder controls a foreign carrier in that country; or</p> <p>(3) Any entity that owns more than 25 percent of the Section 214 holder, or that controls the Section 214 holder, controls a foreign carrier in that country.</p> <p>(4) Two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate, more than 25 percent of the Section 214 holder 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.</p> <p>If you answered "Yes" to this question, please specify in Attachment 1 each foreign carrier and country for which any of the above statements would be true. Label your response, "Answer to Question 15."</p>	<div><div><input type="radio"/> Yes</div><div><input checked="" type="radio"/> No</div></div>
<p>16. If you answered "Yes" to question 14, do you request classification of the Section 214 holder as a "non-dominant" carrier, upon consummation of the proposed transaction, between the United States and any or all countries listed in response to Question 14? See Section 63.10 of the rules.</p> <p>If you answered "Yes" to this question, you must provide information in Attachment 1 to demonstrate that the Section 214 holder would qualify for non-dominant classification under Section 63.10 of the rules on each U.S.-destination country route where it would be a foreign carrier, or would be affiliated with a foreign carrier and for which you request non-dominant classification. Label your response, "Answer to Question 16."</p>	<div><div><input type="radio"/> Yes</div><div><input checked="" type="radio"/> No</div></div>

17. If you answered "Yes" to question 14 and you have not provided information in response to Question 16 to demonstrate that the Section 214 holder would qualify for non-dominant classification under Section 63.10 of the rules on each U.S.-destination route where it would be a foreign carrier, or be affiliated with a foreign carrier, check "Yes" below to certify that the assignee/transferee agrees to comply with the dominant carrier safeguards in Section 63.10 (c) & (e) of the rules in the provision of international service between the United States and any foreign country(ies) for which you have not provided the required information.

☐ Yes, I certify that I agree to comply with the dominant carrier safeguards in Section 63.10 (c) & (e) of the rules in my provision of international service between the United States and the following foreign country(ies):

☒ No, Does not apply.

18. If you answered "Yes" to question 15, and if you have not provided information in response to question 16 to demonstrate that the Section 214 holder would qualify for non-dominant classification under Section 63.10 of the rules in its provision of service to each of the countries identified in response to question 15, the Section 214 holder may not be eligible to provide international telecommunications service between the U.S. and each such country following consummation of the assignment or transfer. In order to determine whether the public interest would be served by authorizing service on these U.S.-destination country routes, the assignee/transferee must provide information, in Attachment 1, to satisfy one of the showings specified in Section 63.18(k) of the rules. Label your response, "Answer to Question 18."

19. If the assignee, or the Section 214 holder that is the subject of this transfer of control application, is a provider of Commercial Mobile Radio Services, you need not answer this question.

If any of the Section 214 authorization(s) that would be assigned or transferred, authorize the Section 214 holder to resell the international switched services of an unaffiliated U.S. carrier for the purpose of providing international telecommunications services to a country listed in response to question 14, and unless you have provided information in response to question 16 to demonstrate that the Section 214 holder would qualify for non-dominant classification under Section 63.10(a)(3) of the rules for each country, check "Yes" below to certify that the assignee/transferee will file the quarterly traffic reports required by Section 43.61(c) of the rules; and/or state in Attachment 1 that the foreign carrier(s) for which the applicant has not made a showing under Section 63.10(c)(3) do(es) not collect settlement payments from U.S. international carriers. (See Section 63.18(l).)

☒ Yes, I certify that I agree to comply with the quarterly traffic reporting requirements set forth in section 43.61(c) of the rules.

20. If the applicant desires streamlined processing pursuant to Section 63.12 of the rules, provide in Attachment 1 a statement of how the application qualifies for streamlined processing. (See Section 63.18(p).) Note that, if the application is being filed in connection with a sale of assets or reorganization of a carrier or its parent pursuant to the U.S. bankruptcy laws, the application may not be eligible for streamlined processing until final bankruptcy court approval of the proposed sale or reorganization.

Applicant certifies that its responses to questions 21 through 25 are true:

21. The assignee/transferee certifies that it has not agreed to accept special concessions directly or indirectly from a foreign carrier with respect to any U.S. international route where the foreign carrier possesses sufficient market power on the foreign end of the route to affect competition adversely in the U.S. market and will not enter into any such agreements in the future.

☒ Yes ☐ No

22. By signing this application, the undersigned certify either (1) that the authorization(s) will not be assigned or that control of the authorization(s) will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to the notification procedures for pro forma transactions under Section 63.24 of the rules. The assignee/transferee also acknowledges that the Commission must be notified by letter within 30 days of a consummation or of a decision not to consummate. (See Section 63.24(e)(4).)

☒ Yes ☐ No

23. If this filing is a notification of a pro forma assignment or transfer of control, the undersigned certify that the assignment or transfer of control was pro forma and that, together with all previous pro forma transactions, does not result in a change in the actual controlling party.

☐ Yes ☒ Not a Pro Forma

24. The undersigned certify that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.	<input checked="" type="radio"/> Yes <input type="radio"/> No
25. The assignee/transferee certifies that neither it nor any other 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. § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification.	<input checked="" type="radio"/> Yes <input type="radio"/> No

CERTIFICATION

26. Printed Name of Assignor / Transferor Terry Wales	29. Printed Name of Assignee / Transferee Terry Wales
27. Title (Office Held by Person Signing) Chief Manager	30. Title (Office Held by Person Signing) General Manager
28. Signature (Enter the name of the person who will sign the paper version of this form for retention in their files) Terry Wales	31. Signature (Enter the name of the person who will sign the paper version of this form for retention in their files) Terry Wales
<p>WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND / OR IMPRISONMENT (U.S. Code, Title 18, Section 1001), AND/OR REVOCATION OF ANY STATION AUTHORIZATION (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).</p>	

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