

December 10, 2025

Tennessee Public Utility Commission
c/o Tory Lawless, Dockets and Records Manager
502 Deaderick Street
4th Floor
Nashville, TN 37243

Womble Bond Dickinson (US) LLP
1222 Demonbreun Street
Suite 1201
Nashville, TN 37203
25-00093

Electronically Filed in TPUC Docket Room
on December 10, 2025 at 12:56 p.m.

Re: Notification of the Proposed Transfer of Control of Loretto Telephone Company, Inc. and Loretto Communication Services, Inc.

William T. Ramsey
Partner
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Dear Ms. Lawless:

By this letter, SkyBest Communications, Inc. (“SkyBest” or “Transferor”), and United Communications Holdings, LLC (“UCH” or “Transferee”), provide prior notice to the Tennessee Public Utility Commission (the “Commission”) of the transfer of control of Loretto Telephone Company, Inc. (“Loretto Telephone”), a Tennessee corporation and a wholly-owned subsidiary of SkyBest, and Loretto Communication Services, Inc. (“Loretto Communications”), a Tennessee corporation and wholly-owned subsidiary of Loretto Telephone, from the Transferor to UCH, a Delaware limited liability holding company.

Description of the Parties

Entities that will be Transferred

Loretto Telephone is a rural incumbent local exchange carrier (ILEC), in southern Tennessee serving customers in portions of Lawrence, Giles, and Wayne counties. Loretto Communications is a competitive local exchange carrier (“CLEC”) that provides interstate, interexchange long distance services, and broadband and global resale services to customers in portions of Lawrence, Giles, and Wayne counties.¹ Loretto Telephone is a wholly owned subsidiary of SkyBest, which is a wholly owned subsidiary of Skyline Telephone Membership Corporation (“SkyLine”), a North Carolina member owned cooperative. Loretto Communications is wholly owned by Loretto Telephone. Both Loretto Telephone and Loretto Communications are market regulated.²

¹ See *Application of Loretto Communication Services, Inc. for Certificate to Provide Competing Local Telecommunication Services in Tennessee*, Docket 22-00140, Initial Order Granting Certificate of Public Convenience and Necessity (May 2, 2023).

² See *Tennessee Public Utility Commission List of Telecom Providers, Market Regulated*, <https://www.tn.gov/content/dam/tn/publicutility/documents/utilitydivdocs/utilityreports/listoftelecomproviders.pdf>.



Transferor

SkyBest, a North Carolina corporation, owns, beneficially and of record, all the shares of capital stock of Loretto Telephone.³ SkyBest is wholly owned by SkyLine, a local, member-owned telephone cooperative formed on January 4, 1951. SkyLine provides incumbent local exchange and exchange access services to customers in Johnson County, Tennessee (Shady Valley exchange), and to exchanges in North Carolina. SkyBest provides CLEC and exchange access services to customers in Tennessee and North Carolina, predominately in areas bordering SkyLine's ILEC operations.⁴ Within the ILEC and CLEC footprint, SkyBest also offers Internet, video, long distance and home security services. SkyBest also offers international toll telecommunications services.

Transferee

Transferee is a Delaware limited liability holding company that holds 100% of United Telephone Company ("UTC"), a Tennessee corporation and rural ILEC.⁵ UTC provides incumbent local exchange telephone and exchange access services to customers in portions of Bedford, Davidson, Marshall, Franklin, Rutherford, Williamson, and Moore Counties. UTC's wholly owned subsidiary, United Communications, Inc. ("UCI") is a Tennessee corporation and a CLEC, broadband services provider, and cable operator. UCI serves customers in portions of Bedford, Davidson, Franklin, Giles, Lincoln, Marshall, Moore, Maury, Rutherford, Williamson, and Wilson counties. Both UTC and UCI are market regulated.⁶

UCH also holds 100% of UTC Long Distance, LLC (UTC Long Distance), a Tennessee limited liability company and provider of resold interstate and intrastate long-distance services to customers in Tennessee.

UCH is majority owned by MTE Holdings, LLC ("MTEH"), a Tennessee limited liability company, which is wholly owned by The Middle Tennessee Electric Membership Corporation ("MTEMC"), an electric utility that is organized as a Tennessee non-profit corporation. MTEMC is a member-owned cooperative that is governed by a Board of Directors elected by its member owners. No member owner holds an interest of 10% or more in MTEMC.

³ See *Petition of SkyBest Communications, Inc. for a Certificate to Provide Competing Local Telecommunication Services Within the State of Tennessee*, Docket No. 16-00078, Initial Order Granting Certificate of Public Convenience and Necessity (September 28, 2016).

⁴ SkyLine also holds minority interests in two wireless companies which hold licenses in western North Carolina (50.0% of Carolina West Wireless, Inc. and 50.0% of WSS, L.L.C.). SkyLine also owns 18.44% of Access/On Multimedia Inc. L.L.C., a regional fiber transport network, which serves northcentral and northwestern North Carolina.

⁵ UCH, as a holding company, does not provide telecommunications services.

⁶ See *Tennessee Public Utility Commission List of Telecom Providers, Market Regulated*, <https://www.tn.gov/content/dam/tn/publicutility/documents/utilitydivdocs/utilityreports/listoftelecomproviders.pdf>.



Contacts

Questions, correspondence, or other communications concerning this filing should be directed to:

Transferor:

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1200 NC Highway 194 North
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West Jefferson, NC 28694
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E-mail: kim.shepherd@skyline.org

Transferee:

William H. Bradford, President, and Chief Executive Officer
United Communications Holdings, LLC
120 Taylor Street
P.O. Box 38
Chapel Hill, TN. 37034
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Email: wbradford@gounited.net

With a copy to:

Ben Boston
Boston, Holt & Durham, PLLC
235 Waterloo Street
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Lawrenceburg, TN 38464
Telephone: (931) 201-9452

With a copy to:

William T. Ramsey
Womble Bond Dickinson (US) LLP
1222 Demonbreun Street, Suite 1201
Nashville, Tennessee 37203
Telephone: (629) 312-1835
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Description of the Transaction

On September 25, 2025, Transferor and Transferee entered into a Stock Purchase Agreement whereby UCH will purchase, and SkyBest will sell, one hundred percent (100%) of the outstanding shares in Loretto Telephone. As a result of the transaction, Loretto Telephone will become a wholly owned subsidiary of UCH, and Loretto Communications will remain a wholly owned subsidiary of Loretto Telephone (and an indirect subsidiary of UCH).

Loretto Telephone and Loretto Communications will continue to exist and will provide service to their customers at the same rates, terms, and conditions as immediately prior to the transaction. Customers will experience no disruption of service or apparent change in service because of the proposed transaction.

Diagrams depicting the pre- and post-Transaction ownership of Loretto Telephone and Loretto Communications are included in Exhibit A.



We would appreciate acknowledgement of receipt and acceptance of this filing, which is being filed by e-mail. Should you have any questions, please do not hesitate to contact the persons identified above.

Best regards,

Womble Bond Dickinson (US) LLP

A handwritten signature in blue ink that reads "Wm T Ramsey". The signature is written in a cursive, flowing style. The "W" is large and prominent, followed by "m", "T", and "Ramsey". The signature is positioned above the printed name and title.

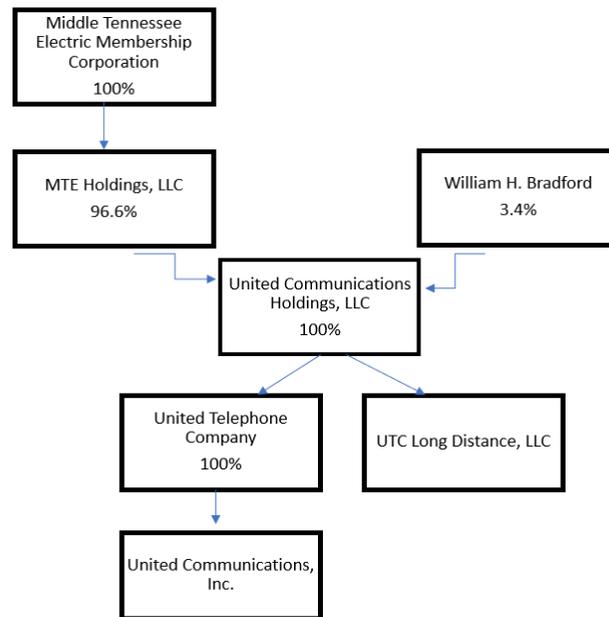
William T. Ramsey
Partner



EXHIBIT A

Pre- and Post-Transaction Corporate Ownership Structure

Pre-Transaction Ownership Diagram



Post-Transaction Ownership Diagram

