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

In the Matter of	)	
	)	
Alteva of Warwick LLC	)	
	)	
Licensee,	)	
	)	
MBS Intermediate Holdings, LLC	)	WC Docket No.
	)	IB File No. ITC-T/C-2023
Transferor,	)	
	)	
and	)	
	)	
Archtop Fiber LLC,	)	
	)	
Transferee,	)	
	)	
Application for Consent to Transfer Control	)	
of Alteva of Warwick LLC Pursuant to	)	
Section 214 of the Communications Act of	)	
1934, as Amended	)	
	)	

APPLICATION FOR CONSENT TO
TRANSFER CONTROL OF DOMESTIC AND INTERNATIONAL
SECTION 214 AUTHORIZATION HOLDER

Pursuant to Section 214 of the Communications Act of 1934, as amended ("the Act"),[1] and Sections 63.04, 63.18, and 63.24 of the rules of the Federal Communications Commission ("FCC" or "Commission"),[2] MBS Intermediate Holdings, LLC ("Transferor") and Archtop Fiber LLC ("Archtop" or "Transferee") request Commission consent for the transfer of control of Alteva of Warwick LLC (f/k/a Warwick Valley Telephone Company) ("Warwick" or "Licensee"), a

[1] 47 U.S.C. § 214.
[2] 47 C.F.R. §§ 63.04, 63.18, and 63.24.

wholly owned subsidiary of Alteva Inc., ("Alteva"), (together with Archtop and the Transferor, the "Applicants") from Transferor to Archtop (the "Transaction").

As demonstrated below, the Transaction is in the public interest because it will result in greater broadband investment and new efficiencies that will benefit the Licensee's customers. The Transaction will not result in a reduction or impairment of service to Licensee's customers and, prior to the realization of the benefits of the Transaction, will be transparent to Licensee's customers with respect to the telecommunications services that they currently receive.

Pursuant to Section 63.04(b) of the Commission's rules,[3] this Application is being filed concurrently with the Commission's Wireline Competition and International Bureaus.

I. DESCRIPTION OF THE APPLICANTS

A. Licensee: Alteva of Warwick LLC (FRN 0022150361)

Licensee is a New York limited liability company with its principal place of business located at 47 Main Street, Warwick, New York, 10990. Licensee is a wholly owned subsidiary of Alteva, Inc., a New York cooperation with its principal place of business located at 47 Main Street, Warwick, New York, 10990. Licensee holds domestic and international Section 214 licenses from the Commission as set forth below, and is certificated as an incumbent local exchange carrier and provider of other telecommunications services operating in the Townships of Warwick, Goshen and Wallkill in Orange County, New York) and in West Milford, Vernon and Franklin Borough, New Jersey. Licensee is also a competitive local exchange carrier serving (i) Middleton and Scotchtown, New York and (ii) areas in New Jersey that are outside its ILEC service territory.

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[3] 47 C.F.R. § 63.04(b).

B. Transferor (FRN: 0029939444)

Licensee is indirectly owned and controlled by Transferor. Transferor, a Delaware limited liability company with a principal place of business located at 1 Concourse Parkway NE, Suite 600, Atlanta, GA, 30328. Transferor is the sole stockholder of Alteva, Inc. ("Alteva") and owns 100% of Alteva's equity and voting stock. Alteva, in turn, directly owns 100% of the equity and voting interests of Licensee.

C. Transferee: Archtop Fiber LLC (FRN: 0032986473)

Archtop is a Delaware limited liability company with its principal place of business located at 300 Enterprise Drive, Kingston, NY, 12401. Archtop will leverage its experienced management team, support from strategic investors, and other strategic relationships to fulfill its plans to provide symmetrical multi-Gigabit, fiber Internet and phone service to residential and business customers in underserved communities across the Northeast. Professional biographies of the Archtop leadership and management team are attached as Exhibit A.

Founded by a group of well-known broadband, cable and telecommunications industry veterans with a depth of experience in provisioning cable, broadband and telecommunications services, Archtop's local leadership and presence in the markets it serves will enable the organization to quickly deliver fast, reliable, environmentally friendly and affordable Internet access to underserved or overlooked markets over a world-class XGS-PON fiber network. Archtop has previously entered into agreements to purchase Germantown Telephone Co. and The Hancock Telephone Co., and is a party to pending applications with the Commission for approval to receive control of those Section 214 licensees.[4] Thus, the pending applications

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[4] *See Domestic Section 214 Applications Filed for the Transfer of Control of Germantown Telephone Company, Inc. and Valstar, Inc. to Archtop Fiber LLC, WC Docket No. 22-421; and Hancock Telephone Company, Inc. to Archtop Fiber LLC*; Public Notice, Non-Streamlined Pleading Cycle Established, DA 23-147 (rel. Feb. 24, 2023).

filed by Archtop in separate dockets and this application likely present certain common questions for the Wireline Competition Bureau.

Archtop intends to expand its presence in the Northeast through additional investments and acquisitions that will lead to the deployment of robust broadband networks to many current underserved and rural communities.

II. DESCRIPTION OF THE TRANSACTION

On May 12, 2023, Transferor and Archtop entered into a Stock Purchase Agreement (the "Agreement"). Pursuant to the Agreement, and subject to all necessary Commission and state commission approvals, Archtop will acquire one hundred (100%) percent of the equity and voting interest in Alteva, and will thereby indirectly acquire one hundred percent of the equity and voting rights in Licensee.

Archtop's leadership team and its investors have a long and established track record of successfully executing transactions of this type. Funding for the Transaction will be sourced from a combination of funds from the Archtop management team and Archtop's financial partner, Post Road Group ("PRG") and its affiliates. PRG invests in successful and dynamic telecommunications companies, partnering with best-in-class management teams, entrepreneurs and founders who are passionate about growing their businesses.

PRG is an alternative investment advisory firm located in Stamford, Connecticut. The firm invests in both debt and equity across certain growth industries including digital infrastructure, telecom services, software, media, business services, and commercial real estate. Since its founding in 2015, the firm has invested and committed over $2.3 billion of capital. It has completed 18 transactions in the digital infrastructure sector by partnering with best-in-class management teams to identify, validate, and capitalize businesses that can create long-term value through accelerated growth. PRG prides itself on its ability to provide flexible capital solutions and bring its broad network of resources to every partnership, with the single unified goal of increasing enterprise value while preserving culture and supporting all stakeholders.

Although the Transaction will result in a change in the ultimate control of the Licensee, it will not have any immediate effect on the Licensee's operations, nor will it adversely affect any of the customers who receive services in connection with the Licensee's ongoing operations. Current customers will continue to receive services under the same terms and conditions after the Transaction is complete, and any future changes to the rates, terms, and conditions of service will be undertaken pursuant to customers' contracts, tariffs, and applicable law.

III. PUBLIC INTEREST STATEMENT

Under 47 U.S.C. § 214(a), the Commission must determine whether a proposed transfer of control of a provider of interstate or international telecommunications services is consistent with the public interest, convenience, and necessity.[5] In making such a determination, the Commission, among other matters, assesses "whether the proposed transaction complies with the specific provisions of the Act, other applicable statutes, and the Commission's rules"[6] and then,

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[5] *See, e.g.*, *Applications of Level 3 Communications, Inc. and CenturyLink, Inc. for Consent to Transfer Control of Licenses and Authorizations*, Memorandum Opinion and Order, 32 FCC Rcd. 9581, 9585 ¶ 8 (2017) ("Level 3-CenturyLink Order"); *Applications of AT&T Inc. and DIRECTV For Consent to Assign or Transfer Control of Licenses and Authorizations*, Memorandum Opinion and Order, 30 FCC Rcd. 9131, 9139-40 ¶ 18 (2015) ("AT&T-DIRECTV Order"); *Applications of XO Holdings and Verizon Communications Inc. For Consent to Transfer Control of Licenses and Authorizations*, Memorandum Opinion and Order, 31 FCC Rcd. 12,501, 12,504-05 ¶ 7 (Wireline Comp., Int'l, and Wireless Tel. Burs. 2016) ("Verizon-XO Order").

[6] *See Level 3-CenturyLink Order*, 32 FCC Rcd. at 9585 ¶ 8; *AT&T-DIRECTV Order*, 30 FCC Rcd. at 9139-40 ¶ 18 (citations omitted); *Verizon-XO Order*, 31 FCC Rcd. at 12,504-05 ¶ 7 (citations omitted); *Applications of SoftBank Corp., Starburst II, Inc., Sprint Nextel Corp., and Clearwire Corp.*, Memorandum Opinion and Order, Declaratory Ruling, and Order on Reconsideration, 28 FCC Rcd. 9642, 9650 ¶ 23 (citations omitted) ("Softbank-Sprint-Clearwire Order"); *Applications Filed by Qwest Communications International Inc. and CenturyTel, Inc. d/b/a CenturyLink for Consent to Transfer Control*, Memorandum Opinion and Order, 26 FCC Rcd. 4194, 4198-99 ¶ 7 (citation omitted) ("Qwest-CenturyLink Order").

if a proposed transaction would not violate the Act, any other applicable statute, or any of the Commission's rules, the Commission considers whether a proposed transaction "could result in public interest harms by substantially frustrating or impairing the objectives or implementation of the [Communications] Act or related statutes."[7] The Applicants respectfully submit that approval of the proposed Transaction complies with applicable laws and regulations and is in the public interest.

As demonstrated below, the Transaction will generate substantial public interest benefits for the Licensee's existing customer base and new prospective customers with no countervailing harms.

First, the Transaction will serve the public interest, convenience and necessity by providing the residents and businesses of the Licensee's service areas with access to Archtop's financial, managerial and operational expertise and resources. Archtop plans to invest millions of dollars over the next five years to build a new regional broadband network through the acquisition of Germantown Telephone Company, The Hancock Telephone Company, the Licensee, and additional broadband service providers, as well as through greenfield broadband construction in new areas including unserved areas.

Although a new company, Archtop's leadership team has extensive experience investing in and operating broadband and voice networks. Led by Jeffrey S. DeMond, with nearly 40 years of experience in communications and broadband, the Archtop leadership team includes deeply experienced leaders from the communications industry who have worked together for decades in multiple companies including Bresnan Communications and, most recently, Vyve Broadband (named the cable industry's Independent Operator of the Year in 2018).

[7] *See Level 3-CenturyLink Order*, 32 FCC Rcd. at 9585 ¶ 9; *AT&T-DIRECTV Order*, 30 FCC Rcd. at 9140 ¶ 18 (citation omitted); *Verizon-XO Order*, 31 FCC Rcd. at 12,504-05 ¶ 7 (citation omitted); *SoftBank-Sprint-Clearwire Order*, 28 FCC Rcd. at 9651 ¶ 23 (citation omitted); *Qwest-CenturyLink Order*, 26 FCC Rcd. at 4199 ¶ 7.

The Archtop leadership team has spent decades serving primarily rural and suburban markets across the United States. Many of those businesses were initially acquired from family owners who chose their successor owners carefully, knowing they would still live in the communities their successors would serve. Additionally, in partnership with TCI International (later Liberty Media), Archtop team members built modern networks and established some of the earliest Internet infrastructure in Chile and Poland. Through these experiences, the team has continued to emphasize providing excellent customer service, investing in the most modern technology and products, and partnering with communities and colleagues to deliver the very best information, technology and entertainment services possible.

Archtop was founded with a commitment to bring the fastest, most reliable, environmentally friendly and affordable Internet access to those who have traditionally been underserved — or even overlooked. The Archtop team has decades of success partnering with communities, large and small, to create technology-driven opportunities. With a fully funded business strategy, Archtop is dedicated to local investment, which ensures that it will support customers with upgrades to existing infrastructure while deploying the latest multi-gig, symmetrical, all-fiber network technology to bring faster, more secure and scalable broadband services to those that need them. Archtop is proudly invested in delivering the digital world to communities, businesses, and other anchor institutions.

Second, Archtop plans to invest resources and technical expertise to enhance Warwick's network capabilities. Warwick currently provides services via a legacy copper DSL network, which Archtop plans to upgrade to an all-fiber network. With fiber technology, Warwick's customers will benefit from a significantly upgraded broadband service with improved speed and reliability and reduced latency.

Fiber is the technology best equipped to address accelerating bandwidth demands (particularly upload speeds). Many residential consumers demand and use significantly more bandwidth in the new economy in which many more people are working and conducting their affairs remotely from their homes. However, many underserved communities have not been able to meet these demands because legacy networks lack the necessary speed and reliability. Fiber enables superior download speeds, lower latency, maximum reliability and easily upgradeable technology to support bandwidth growth for the foreseeable future. Fiber also consumes substantially less power and requires fewer truck rolls to service than traditional communications networks, making fiber networks a greener alternative.

Archtop's all-fiber network will deliver gigabit-plus speeds with no speed throttling or bandwidth caps. Archtop will also offer lower speed options for price conscious consumers and plans to enroll Warwick in in the FCC's Affordable Connectivity Program, which contributes up to $30 per month toward Internet service for eligible households. Archtop has selected XGS-PON technology for its all-fiber network, offering multi-gig residential and commercial service capability (up to 10 Gbps symmetrical service). Archtop's fiber network will be positioned to deliver the fastest upload and download broadband speeds in its service area.

Third, Archtop's assumption of indirect control of Licensee will bring tangible benefits to the company and the community. Archtop expects to add employees, which will provide much needed economic development and new jobs.

Fourth, the Transaction will not adversely impact competition or the Licensee's current customers because neither Archtop nor its recently acquired local exchange carrier entities provide service within the Licensee's service territory. The Licensee's customers will continue to enjoy high quality telecommunications and broadband service following the consummation of the Transaction. The Transaction will be conducted in a manner that is seamless and transparent, with customers continuing to receive their services over the same network. Customers' rates, terms, and conditions of service will not change except in compliance with customers' contracts, tariffs, and applicable law. Thus, the Licensee will continue offering services without change to existing customers and there will be no loss of a competitive provider in the markets in which the Licensee currently operates.

Finally, Archtop will continue to honor all of the Licensee's current obligations and commitments under the Commission's current universal support programs as a condition of continued receipt of support from such programs.

IV. INFORMATION REQUIRED BY SECTIONS 63.18 AND 63.24 OF THE COMMISSION'S RULES REGARDING THE TRANSFER OF INTERNATOINAL 214 AUTHORITY

The Applicants submit the following information, pursuant to 47 C.F.R. §§ 63.04, 63.18, 63.24, in support of their request for consent regarding the transfer of indirect control of Licensee to Archtop:

A. Name, Address, and Telephone Number of Each Applicant (Section 63.18(a))

<u>Transferors</u>:

MBS Intermediate Holdings, LLC
1 Concourse Parkway NE, Suite 600
Atlanta, GA 30328
(470) 632-3979

<u>Transferee</u>:

Archtop Fiber LLC
300 Enterprise Drive
Kingston, NY 12401
(914) 329-7182

Licensee:

Alteva of Warwick LLC
47 Main Street
Warwick, New York 10990
(607) 637-9911

B. Jurisdiction of Organizations (Section 63.18(b))

Licensee: Warwick is a limited liability company organized under the laws of the State of New York.

Transferor: MBS is a limited liability company organized under the laws of the State of Delaware.

Transferee: Archtop is a limited liability company organized under the laws of the State of Delaware.

C. Contact Information (Answer to Question 10 – Section 63.18(c))

Correspondence concerning this Application should be directed to the following:

For the Transferor and Licensee:

Paige K. Fronabarger
Morgan O. Schick
1800 M Street N.W.
Suite 800N
Wilkinson Barker Knauer LLP
Washington, D.C. 20036
202-783-4141
pfronabarger@wbklaw.com
mschick@wbklaw.com

With a copy to:

Robert F. Hagan
EVP, Chief Financial Officer
Momentum Telecom, Inc.
1 Concourse Parkway NE, Suite 600
Atlanta, GA 30328
470-632-3979
bob.hagan@momentumtelecom.com

For the Transferee:

K.C. Halm
Paul B. Hudson
Carolyn A. Mahoney
1301 K Street, N.W., Suite 500 East
Davis Wright Tremaine LLP
Washington, D.C. 20005
202-973-4287
kchalm@dwt.com
paulhudson@dwt.com
carolynmahoney@dwt.com

With a copy to:

Shawn Beqaj
EVP, Chief Development Officer
Archtop Fiber LLC
300 Enterprise Drive
Kingston, NY 12401
914-329-7182
sbeqaj@archtopfiber.com

D. Section 214 Authority Held by Applicants (Answer to 10 – Section 63.18(d))

Warwick holds a domestic Section 214 authorization pursuant to 47 C.F.R. § 63.01. Warwick also holds an international Section 214 authorization to provide global resold telecommunications services between the United States and international points (File No. ITC-214-19931022-00192).[8] Archtop does not currently hold any Section 214 authorizations.[9]

E. Post-Closing Ownership (Answer to Question 11 – Section 63.18(h))

The following entities will hold a direct or indirect 10 percent or greater ownership interest in Licensee, post-closing:

Name:	Alteva, Inc.
Address:	47 Main Street Warwick, New York 10990
Citizenship:	New York
Principal Business:	Holding Company
Ownership Interest:	100% direct voting and equity interest in Licensee

Name:	Archtop Fiber LLC
Address:	300 Enterprise Drive Kingston, NY 12401
Citizenship:	Delaware
Principal Business:	Operating Company
Ownership Interest:	100% direct voting and equity interest in Alteva, Inc.

Name:	Archtop Intermediate Fiber LLC
Address:	300 Enterprise Drive Kingston, NY 12401
Citizenship:	Delaware
Principal Business:	Holding Company
Ownership Interest:	100% voting and equity interest in Archtop Fiber LLC

Name:	Archtop Fiber Holdings LLC
Address:	300 Enterprise Drive Kingston, NY 12401
Citizenship:	Delaware

[8] *See* International Bureau, *International Authorizations Granted*, Public Notice, 30 FCC Rcd. 8404 (2015). Assignment to current owner approved in ITC-ASG-20180413-00075.

[9] Archtop is a party to two pending domestic and international Section 214 applications to be permitted to receive control of Germantown Telephone Co. and The Hancock Telephone Co., filed with the Commission on December 1, 2022 and January 12, 2023, respectively. *See, supra*, note 4.

Principal Business:	Holding Company
Ownership Interest:	100% voting and equity interest in Archtop Fiber Intermediate LLC
Name:	Post Road Digital Infrastructure Fund I LLC
Address:	2 Landmark Square Stamford, CT 06901
Citizenship:	Delaware
Principal Business:	Investment Company
Ownership Interest:	98.7% voting and equity interest in Archtop Fiber Holdings LLC
Name:	Post Road Digital Infrastructure Fund I LP
Address:	2 Landmark Square Stamford, CT 06901
Citizenship:	Delaware
Principal Business:	Investment Company
Ownership Interest:	98.7% voting and equity interest in Post Road Digital Infrastructure Fund I LLC
Name:	Post Road DIF I GP LLC
Address:	2 Landmark Square Stamford, CT 06901
Citizenship:	Delaware
Principal Business:	Investment Company
Ownership Interest:	50.5% voting interest in Post Road Digital Infrastructure Fund I LP
Name:	Post Road Special Opportunity Fund II
Address:	2 Landmark Square Stamford, CT 06901
Citizenship:	Delaware
Principal Business:	Investment Company
Ownership Interest:	12.73% equity interest in Post Road Digital Infrastructure Fund I LP[10]
Name:	Post Road Special Opportunity Fund II Offshore LP
Address:	2 Landmark Square Stamford, CT 06901
Citizenship:	Cayman Islands
Principal Business:	Investment Company

[10] Combined interest held with Post Road Special Opportunity Fund II Offshore LP. The equity interest in Post Road Digital Infrastructure Fund I LP held solely by Post Road Special Opportunity Fund II is 7.81%.

Ownership Interest:	12.73% equity interest in Post Road Digital Infrastructure Fund I LP[11]

Name:	Post Road SOF GP II LLC
Address:	2 Landmark Square Stamford, CT 06901
Citizenship:	Delaware
Principal Business:	Investment Company
Ownership Interest:	12.73% general partner interest in Post Road Special Opportunity Fund II and Post Road Special Opportunity Fund II Offshore LP [12]

Name:	CC Cove LP
Address:	345 Park Avenue, 41st Fl. New York, NY 10154-0101
Citizenship:	Bermuda
Principal Business:	Investment Company
Ownership Interest:	9.23% equity interest in Post Road Digital Infrastructure Fund I LP; 2.3% equity interest Post Road Special Opportunity Fund II; (an aggregate 11.53% equity interest) in entity below

Name:	OPTrust Infrastructure Direct N.A. VII Inc.
Address:	1 Adelaide St. East, Suite 1200 Toronto, ON M5C 3A7
Citizenship:	Ontario, Canada
Principal Business:	Investment Company
Ownership Interest:	49.5% voting and equity interest in Post Road Digital Infrastructure Fund I LP

Name:	OPSEU Pension Plan Trust Fund
Address:	1 Adelaide St. East, Suite 1200 Toronto, ON M5C 3A7
Citizenship:	Ontario, Canada
Principal Business:	Public Pension Plan
Ownership Interest:	100% voting and equity interest in OPTrust Infrastructure Direct N.A. VII Inc.

Name:	PRG Investment Holdings LP
Address:	2 Landmark Square Stamford, CT 06901
Citizenship:	Delaware

[11] Combined interest held with Post Road Special Opportunity Fund II. The equity interest in Post Road Digital Infrastructure Fund I LP held solely by Post Road Special Opportunity Fund II Offshore LP is 4.92%.

[12] Post Road SOF GP II LLC holds its indirect equity interest in Licensees as a result of its role as the general partner of Post Road Special Opportunity Fund II and Post Road Special Opportunity Fund II Offshore LP.

Principal Business:	Investment Company
Ownership Interest:	100% voting and equity interest in Post Road DIF I GP LLC

Name:	Post Road Group Holdings LP
Address:	2 Landmark Square Stamford, CT 06901
Citizenship:	Delaware
Principal Business:	Investment Company
Ownership Interest:	100% voting and 80% equity interest in PRG Investment Holdings LP

Name:	Post Road Group GP LLC
Address:	2 Landmark Square Stamford, CT 06901
Citizenship:	Delaware
Principal Business:	Investment Company
Ownership Interest:	100% voting general partner interest in Post Road Group GP LLC

Name:	Seventh Avenue Capital Group LLC
Address:	2 Landmark Square Stamford, CT 06901
Citizenship:	Delaware
Principal Business:	Investment Company
Ownership Interest:	50% voting and equity interest in Post Road Group GP LLC

Name:	Seventh Avenue Capital Group II LLC
Address:	2 Landmark Square Stamford, CT 06901
Citizenship:	Delaware
Principal Business:	Investment Company
Ownership Interest:	45% equity interest in Post Road Group Holdings LP

Name:	Kevin Davis
Address:	2 Landmark Square Stamford, CT 06901
Citizenship:	United States
Principal Business:	Investor
Ownership Interest:	100% voting and equity interests in Seventh Avenue Capital Group LLC and Seventh Avenue Capital Group II LLC

Name:	Birch Hill Capital LLC
Address:	2 Landmark Square Stamford, CT 06901
Citizenship:	United States
Principal Business:	Investor

Ownership Interest:	50% voting and equity interest in Post Road Group GP LLC, and 45% equity interest in Post Road Group Holdings LP

Name:	Michael Bogdan
Address:	2 Landmark Square Stamford, CT 06901
Citizenship:	United States
Principal Business:	Investor
Ownership Interest:	100% voting and equity interest in Birch Hill Capital LLC

No other person or entity will hold a direct or indirect 10% or greater equity or voting interest in Licensee, post-closing. Exhibits B and C, respectively, provide organizational diagrams depicting the pre- and post-closing ownership structure of Licensee.

F. Narrative of Transfer of Control and Public Interest Statement (Answer to Question 13)

A description of the Transaction and demonstration of how it will serve the public interest are set forth in Sections II and III, *supra*.

G. Foreign Carrier Affiliates (Answer to Questions 14-17)

Neither Applicants nor any of their affiliates are foreign carriers, and they will continue to have no such affiliates following the consummation of the Transaction. Accordingly, Applicants qualify for a presumption of non-dominance under Section 63.10 of the Commission's rules on all U.S. international routes.

H. Certifications Required by Sections 63.18(n) and 63.18(o)

Transferee, Archtop, certifies that it has not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route and will not enter into such agreements in the future.

Applicants certify pursuant to Sections 1.2001 through 1.2003 of the Commission's

Rules[13] that no party to the Application is subject to a denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988.[14]

I. Eligibility for Streamlined Processing (Answer to Question 20)

No Applicant is affiliated with a foreign carrier or a dominant U.S. carrier, but the Applicants do not request streamlined processing of this application.

V. INFORMATION REQUIRED BY SECTION 63.04 OF THE COMMISSION'S RULES REGARDING THE TRANSFER OF DOMESTIC 214 AUTHORITY

In support of their request for consent to transfer indirect control of Licensee to Archtop, the Applicants submit the following information pursuant to Section 63.04(a)(6) through (a)(12) of the Commission's rules.[15]

A. Section 63.04(a)(6) – Description of the Proposed Transaction

A description of the Transaction is set forth in Section II, *supra*.

B. Section 63.04(a)(7) – Description of the Geographic Area in Which the Transferor and Transferee Offer Domestic Telecommunications Services and What Services are Provided in Each Area

Warwick currently provides local, long distance and private line telecommunications services in the towns of Warwick, Goshen, Wallkill, Middletown, and Scotchtown, New York, and in the Townships of Vernon and West Milford, New Jersey and Franklin Borough, New Jersey.

Transferee does not have current operations but plans to serve residential and business customers in surrounding markets beyond those currently served by the Licensee.

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[13] 47 C.F.R. §§ 1.2001-1.2003.

[14] 21 U.S.C. § 853(a).

[15] 47 C.F.R. § 63.04.

C. Section 63.04(a)(8) – Statement as to How the Application Qualifies for Streamlined Treatment

The Parties are not requesting streamlined treatment of this application.

D. Section 63.04(a)(9) – Identification of All Other Commission Applications Related to this Proposed Transaction

No other applications to the Commission are anticipated in connection with this Transaction. Transferees will file the required notices of change upon closing the Transaction.

E. Section 63.04(a)(1) – Statement of Whether the Applicants Request Special Consideration Because Either Party is Facing Imminent Business Failure

The Applicants do not request special consideration because they are not currently facing imminent business failure.

F. Section 63.04(a)(11) – Identification of any Separately Filed Waiver Requests Being Sought in Conjunction with this Application

No separately filed waiver requests are being sought in conjunction with this Application.

G. Section 63.04(a)(12) – Statement Showing How Grant of the Application Will Serve the Public Interest, Convenience, and Necessity

A demonstration of how the Transaction will serve the public interest is set forth in Section III, *supra*.

VI. UNIVERSAL SERVICE INFORMATION, STUDY AREA CODE AND SUPPLEMENTAL INFORMATION

Warwick receives high-cost support for Study Area Code 150135 in New York through the Commission's Intercarrier Compensation (ICC) Recovery support and Alternative Connect America Cost Model (A-CAM) II monthly support. Warwick receives high-cost support for Study Area Code 160135 in New Jersey through the Commission's Intercarrier Compensation (ICC) Recovery support and the Connect America Fund Broadband Loop Support.

Pursuant to FCC Public Notice grant of domestic Section 214 transfer of control granted in WC Docket No. 18-268, Public Notice, DA 18-1169 (rel. November 15, 2018), and consistent with the requirements in FCC Form 481 for companies that do not maintain separate audited financials, Warwick is already subject to conditions applicable to mixed support transactions as set forth in the Joint Application of W. Mansfield Jennings Limited Partnership and Hargray Communications Group, Inc. for Consent to the Transfer of Control of ComSouth Corporation Pursuant to Section 214 of the Communications Act of 1934, WC Docket 18-52, Memorandum Opinion and Order, 33 FCC Rcd 4780, 4784, paras. 26-31 (2018). Archtop is aware that similar conditions may be imposed in light of its pending acquisition of other high-cost support recipients.[16]

Archtop intends to make significant investments and enhancements to the current technology, management and financial arrangements that will enhance Warwick's ongoing operations. For that reason, the Applicants do not anticipate any changes that may occur that would compromise Warwick's ability to meet their service obligations as recipient of high-cost support.

Warwick has been designated as an Eligible Telecommunications Carrier under Section 214 of the Act in the States of New Jersey[17] and New York[18] to receive Universal Service support. The Transferors do not otherwise receive any Universal Service Fund high-cost support

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[16] *See Domestic Section 214 Applications Filed for the Transfer of Control of Germantown Telephone Company, Inc. and Valstar, Inc. to Archtop Fiber LLC, WC Docket No. 22-421; and Hancock Telephone Company, Inc. to Archtop Fiber LLC*; Public Notice, Non-Streamlined Pleading Cycle Established, DA 23-147 (rel. Feb. 24, 2023).

[17] *See Petition by Warwick Valley Telephone Company for Designation as an Eligible Telecommunications Carrier Under the Telecommunications Act of 1996*, Order of Approval, Docket No. TO97080587 (Nov. 25, 1997).

[18] Letter to Fred Knipp, President, Warwick Valley Telephone Company, from Janet Hand, State of New York Public Service Commission, Case No.98-C-1173 (Oct. 2, 1998).

from the Connect America Fund, Rural Digital Opportunity Fund (RDOF) Phase I Auction (Auction 904), Alaska Plan, Rural Broadband Experiment, Uniendo a Puerto Rico Fund, or the Connect USVI Fund.

Two disclosable interest holders identified in the Application hold a ten percent or greater interest in other domestic telecommunications service providers. Specifically, as described in greater detail below, OPSEU Pension Plan Trust Fund and Post Road Group Special Opportunity Fund II ("SOF II") each hold interests in other telecommunications service providers, as follows.

SOF II holds a 20% percent equity interest in T3 Communications, Inc. ("T3"), a Florida corporation that holds a Section 214 authorization and operates as a competitive access provider and competitive local exchange carrier in Florida, Georgia, Iowa, Michigan, Minnesota, New York and Texas. T3 is owned and controlled by Shift8 Networks, Inc. a Texas corporation registered with the Commission as an interconnected VoIP provider. T3 has two subsidiaries: Nexogy and NextLevel Internet, Inc. Nexogy is a Florida corporation, registered with the Commission as an interconnected VoIP provider providing services in thirty-five states.[19] Next Level Internet, Inc. is a California corporation and registered with the Commission as an interconnected VoIP provider providing services in thirty-five states.[20]

SOF II also holds a 36% percent equity interest in CloudWyze, Inc., a North Carolina corporation registered with the Commission as an interconnected VoIP provider providing services in California, Georgia, North Carolina and South Carolina. And SOF II holds a 37% interest, via

[19] Alabama, Arizona, Arkansas, California, Colorado, Delaware, Florida, Georgia, Idaho, Illinois, Indiana, Iowa, Kentucky, Louisiana, Maryland, Massachusetts, Michigan, Mississippi, Missouri, Nebraska, Nevada, New Jersey, New Mexico, New York, North Carolina, Ohio, Oklahoma, Oregon, Pennsylvania, South Carolina, Tennessee, Texas, Utah, Virginia and Washington.

[20] Alabama, Arkansas, California, Colorado, Connecticut, Florida, Georgia, Hawaii, Idaho, Illinois, Indiana, Iowa, Kansas, Kentucky, Louisiana, Maryland, Massachusetts, Michigan, Minnesota, Mississippi, Missouri, Montana, Nebraska, Nevada, New Jersey, New York, North Carolina, Ohio, Oklahoma, Oregon, Pennsylvania, South Carolina, Tennessee, Texas, Utah, Virginia, Washington and Wisconsin.

unconverted penny warrants, in Intermountain Infrastructure Group, LLC, a Delaware LLC operating as an interexchange carrier in California, Idaho, Illinois, Montana, Nevada, Oregon and Washington.

Finally, OPSEU Pension Plan Trust Fund holds an approximately 10.5% indirect interest in Dobson Fiber, an interstate telecommunications carrier offering services in Arkansas, Oklahoma and Texas. Dobson Fiber is the parent of these wholly-owned subsidiaries: Dobson Telephone Company, Inc., (DTC), Dobson Technologies – Transport and Telecom Solutions, LLC (DTTTS), Lavaca Telephone Company, Inc. (Lavaca), Pinnacle Telecom L.L.C. (Pinnacle), and Vantage Telecom, LLC (Vantage).[21]

Further, certain disclosable interest holders identified above hold a ten percent or greater interest in other domestic telecommunications service providers that receive both fixed and high-cost support. Specifically, Dobson Fiber and its subsidiaries participate, in the aggregate, in the following Universal Service Fund (USF) programs: Alternative Connect America Model (A-CAM), Connect America Fund–Broadband Loop Support, Emergency Broadband Benefit/Affordable Connectivity Program, E-Rate, Rural Health Care, Lifeline, and the CAF Intercarrier Compensation Recovery.[22] The ILEC affiliates of Dobson Fiber receive universal service support under the different mechanisms of fixed model-based support and cost-based

[21] DTC, an Oklahoma corporation, provides service as an incumbent LEC and Eligible Telecommunications Carrier (ETC) to approximately 5,200 access lines in western and eastern Oklahoma. DTTTS, an Oklahoma limited liability company, provides service as a competitive LEC in Oklahoma. Lavaca, an Arkansas corporation, provides service as an incumbent LEC and ETC to about 1,800 access lines in rural western Arkansas and rural eastern Oklahoma. Pinnacle, an Arkansas limited liability company, is authorized to provide competitive telecommunications services throughout Arkansas. Vantage, an Arkansas limited liability company, provides competitive LEC services in Arkansas and Oklahoma. *See* FCC Public Notice, DA 22-1092 (rel. Oct. 13, 2022).

[22] *See Joint Application of Dobson CC Limited Partnership and Mesa Telecoms Investments, LLC*, Domestic Section 214 Application Granted Subject to Condition, Public Notice, WC Docket No. 22-10, DA 22-1092 at n. 4 (rel. Oct. 13, 2022) ("*Dobson and Mesa Public Notice*").

support; specifically, Dobson Telephone Company[23] elected to receive universal service support under the A-CAM, and Lavaca Telephone Company[24] did not elect to receive model-based support but receives cost-based universal service support for voice and broadband services.[25]

Finally, this application presents certain common questions for the Commission arising from pending applications filed by Archtop in separate dockets. Specifically, the pending application in WC Docket No. 23-29 and IB File No. ITC-T/C 20230113-00002, which seeks the Commission's consent for the transfer of control of Hancock Telephone Company, Inc. and its affiliate Hancock Long Distance, Inc. to Archtop Fiber, LLC also involves the acquisition of a 214 authorization holder receiving both fixed and high-cost support (either directly or thru affiliates).[26] Similarly, the pending application in WC Docket No. 22-421 and IB File No. ITC-T/C 20221202-00143, which seeks the Commission's consent for the transfer of control of Germantown Telephone Company, Inc. and its affiliate Valstar, Inc. to Archtop Fiber, LLC also involves the acquisition of a 214 authorization holder receiving both fixed and high-cost support (either directly or thru affiliates).[27]

To the best of Applicants' knowledge, none of the entities listed above provide local exchange or interexchange services in the same geographic market as Warwick. No other

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[23] Dobson receives support for Study Area Code 431988 in Oklahoma.

[24] Lavaca receives support for Study Area Code 431704 in Oklahoma and Study Area Code 401704 in Arkansas.

[25] *See Dobson and Mesa Public Notice* at n. 4.

[26] Hancock receives high-cost support for Study Area Code 150099 in New York through the Commission's Connect America Fund Intercarrier Compensation (ICC) Recovery support and Alternative Connect America Cost Model (A-CAM) II monthly support.

[27] Germantown Telephone receives high-cost support for Study Area Code 150097 in New York through the Commission's Connect America Fund Broadband Loop Support and Intercarrier Compensation (ICC) Recovery support, and frozen legacy High-Cost Loop support. Valstar receives high-cost support for Study Area Code 159034 (doing business as GTEL Teleconnections) in New York from the Commission's Connect America Fund Phase II Auction (Auction 903) (through the New NY Broadband Program).

disclosable interest holder holds a ten percent or greater interest in any other domestic telecommunications service providers.

VII. CONCLUSION

For the foregoing reasons, Applicants submit that the public interest, convenience, and necessity would be furthered by the grant of this Application permitting the Transaction and the associated change in indirect ownership and control of Licensee.

Respectfully submitted,

By: Transferors and Licensee

/s/ Paige K. Fronabarger
Paige K. Fronabarger
Morgan O. Schick
1800 M Street N.W.
Wilkinson Barker Knauer LLP
Suite 800N
Washington, D.C. 20036
202-783-4141
pfronabarger@wbklaw.com
mschick@wbklaw.com

Counsel to Transferor and Licensee

By: Transferee

/s/ K.C. Halm
K.C. Halm
Paul B. Hudson
Carolyn A. Mahoney
Davis Wright Tremaine LLP
1301 K Street, N.W., Suite 500 East
Washington, D.C. 20005
202-973-4287
kchalm@dwt.com
paulhudson@dwt.com
carolynmahoney@dwt.com

Counsel to Transferee

Dated: May 26, 2023

EXHIBIT A

<u>Archtop Fiber LLC</u>
<u>Management Biographies</u>

EXHIBIT A

ARCHTOP FIBER LLC MANAGEMENT BIOGRAPHIES

Archtop was founded by telecom industry veterans with significant experience successfully developing broadband businesses. Archtop's leadership team includes Jeffrey S. DeMond as Chairman and CEO, Lenny Higgins as President and COO, Shawn Beqaj as EVP/Chief Development Officer and Diane Quennoz as EVP/Chief Customer Officer.

Jeffrey S. DeMond, Chairman and CEO. Mr. DeMond has nearly 40 years of experience in broadband telecommunications. As Chairman and CEO at Archtop, he oversees company operations and strategies, including the vision, mission and overall business growth. He is a proven leader in the telecommunications industry and has deep experience and expertise in building and growing successful tech-driven businesses. Prior to Archtop, Mr. DeMond founded and served as President and CEO of Vyve Broadband, a broadband telecommunications company providing high-speed Internet and data services, digital video and voice services to residential and commercial customers across eight states. Throughout the years, he has served on the boards of NCTA – The Internet & Television Association and C-SPAN, where he continues to serve as Senior Director and Chair of the Finance and Audit Committee. He currently serves on the board of The Cable Center (Executive Committee, Chair of Investment Committee and *Bresnan Ethics in Business Award* committee). In 2007, he was inducted into the Cable Television Pioneers. Jeff is a certified public accountant and a business school honors graduate of the University of Alabama where he won various academic awards, as well as the Stan Kenton Outstanding Jazz Soloist award as a member of the University's all-star jazz ensemble.

Lenny Higgins, President and COO. Mr. Higgins is a proven C-level executive in the cable television, technology and telecommunication industries. Prior to assuming his position at Archtop, Mr. Higgins served as President and CEO of The Nexus Group, Inc., a technology company offering data center services, network connectivity, network security and voice solutions. He earlier ran Mario Gabelli's LICT Corp., a group of rural telephone companies. Mr. Higgins contributes to the company's success through the management of extensive due diligence and planning, including benchmarking, target market assessment, in-depth feasibility and operational and financial analysis.

Shawn Beqaj, EVP/Chief Development Officer. Mr. Beqaj was most recently a member of Armstrong's senior leadership team as Vice President, Regulatory & Interconnection. He is responsible for development of network expansion and identifying and integrating strategic acquisitions while overseeing public policy, regulatory and government funding programs.

Diane Quennoz, EVP/Chief Customer Officer. Prior to Archtop, Ms. Quennoz was Senior Vice President of Marketing and Customer Experience at Vyve Broadband. Self-described as "customer-obsessed," she oversees customer experience strategies in addition to branding, marketing and communications at Archtop.

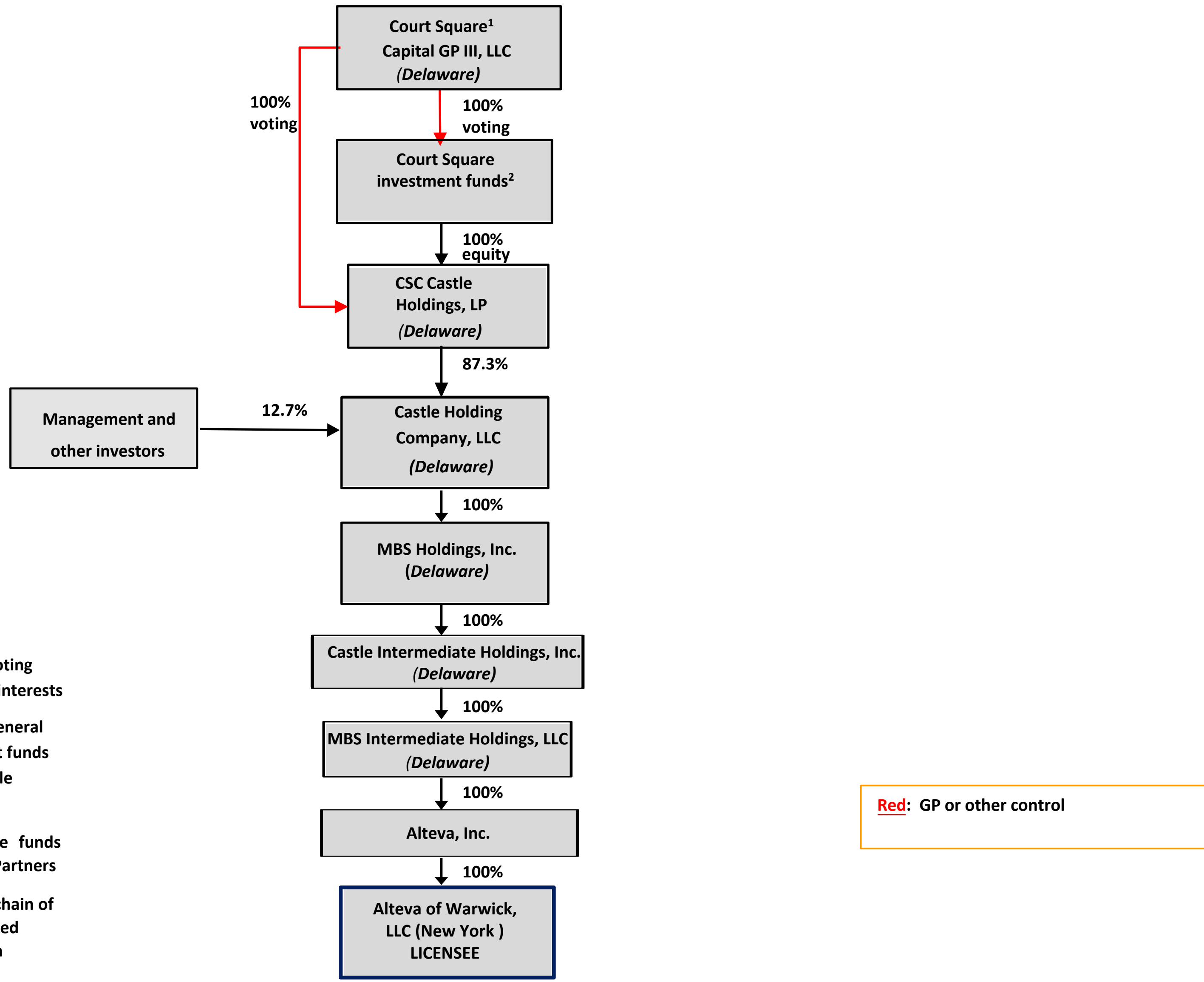
Members of the Archtop team have worked together for decades in multiple companies including Bresnan Communications and, most recently, Vyve Broadband. In 2018, Vyve Broadband was named the Cable industry's Independent Operator of the Year. Archtop prides itself on being a good partner to its strategic and financial partners as well as to its companies, its employees and its communities. Members of the Archtop team helped establish the *Bresnan Ethics in Business Award*, one of the highest honors granted in the industry at the annual Cable Hall of Fame awards ceremony. Named for their former colleague and mentor, Bill Bresnan, the award recognizes people in the broadband industry who exhibit the highest ethical behavior in their business and daily lives.

EXHIBIT B

Pre-Closing Ownership Chart

ATTACHMENT B:
Alteva of Warwick LLC

PRE-CLOSE OWNERSHIP STRUCTURE



All interests are voting and equity unless otherwise stated; GP interests stated as voting interests; LP interests stated as economic interests

1. Court Square Capital GP III, LLC is the general partner of the Court Square investment funds and the sole managing member of Castle Holding Company, LLC
2. Aggregate equity held by 4 separate funds managed by Court Square Capital Partners
3. Note: This chart shows the ownership chain of the Licensee but does not show regulated entities under common ownership with Transferor which are not part of this transaction.

EXHIBIT C

Post-Closing Ownership Chart

Exhibit C
Post-Closing Ownership Chart
Page 1 of 3

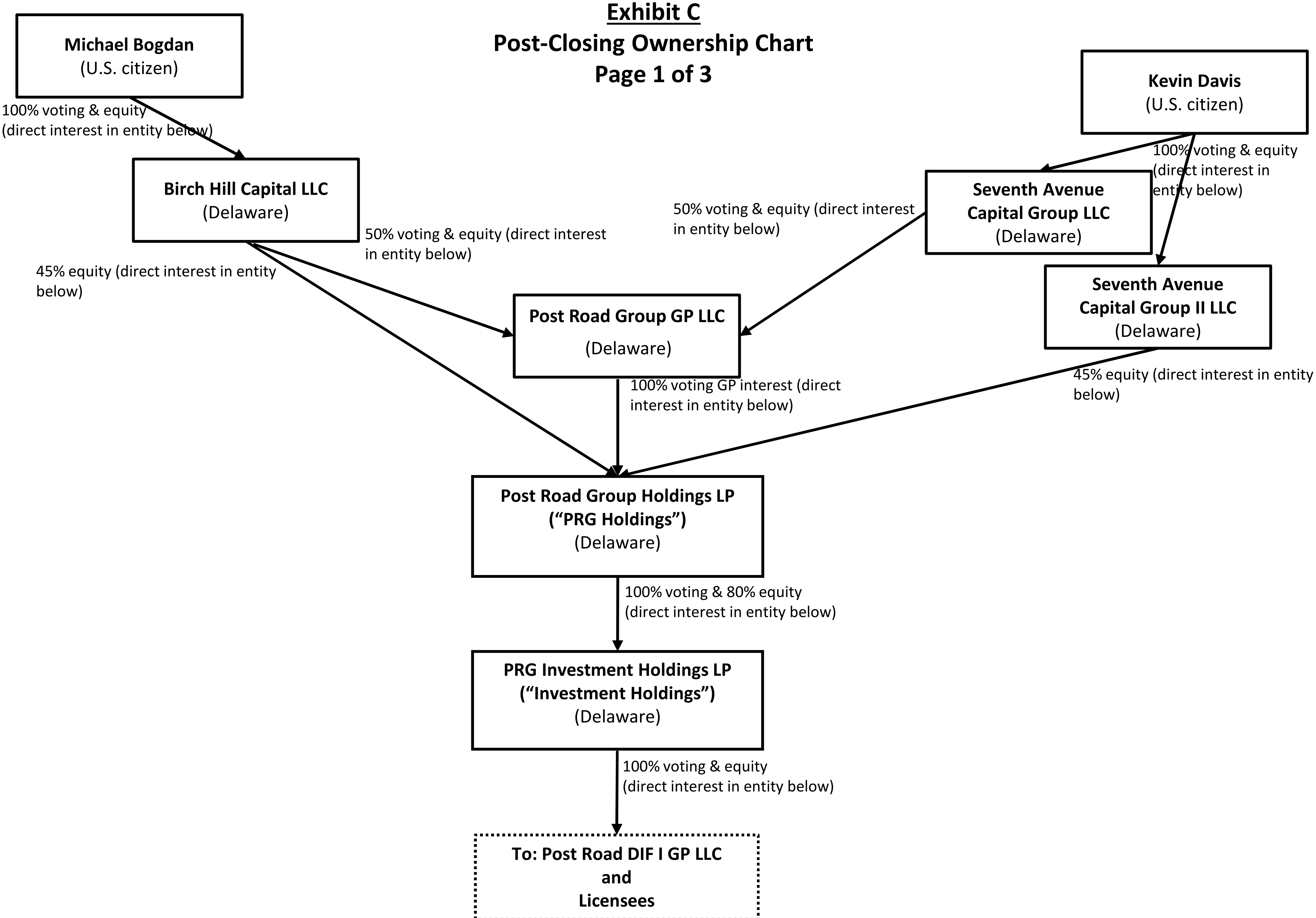


Exhibit C Continued
Page 2 of 3

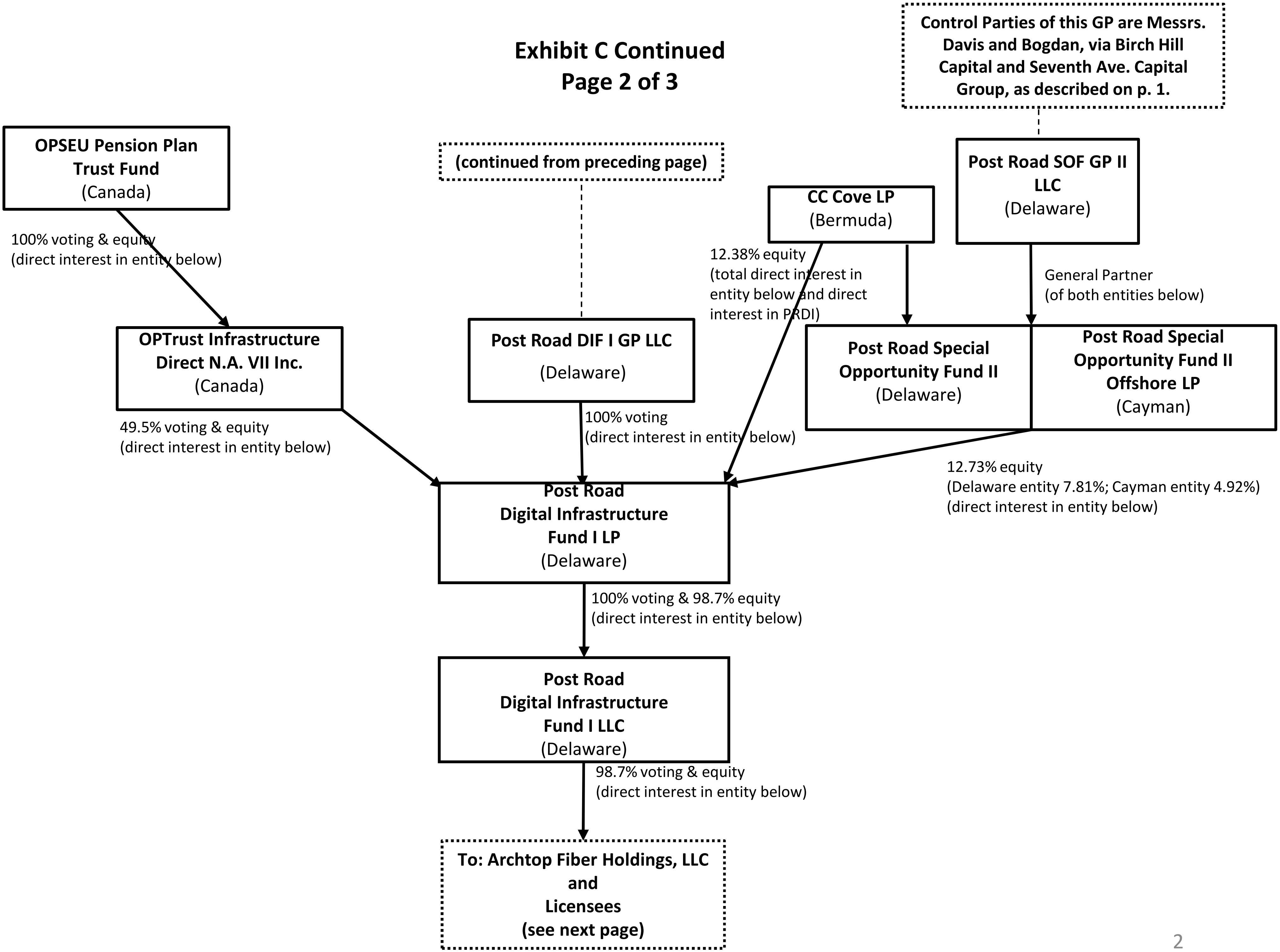


Exhibit C Continued
Page 3 of 3

(continued from preceding page)

Archtop Fiber Holdings LLC
(Delaware)

100% voting & equity
(direct interest in entity below)

Archtop Fiber Intermediate LLC
(Delaware)

100% voting & equity
(direct interest in entity below)

Archtop Fiber LLC
(Delaware)

100% voting & equity
(direct interest in Licensees)

Alteva, Inc.
(New York)

100% equity
(direct interest in entity below)

Alteva of Warwick LLC
(New York)

FCC Domestic & International 214 Licensee

CERTIFICATION ON BEHALF OF

ALTEVA OF WARWICK LLC AND MBS INTERMDIATE HOLDINGS, LLC

On behalf of Alteva of Warwick LLC ("Warwick") and MBS Intermediate Holdings, LLC ("Transferor"), I, Robert F. Hagan, hereby certify upon penalty of perjury that I am the Executive Vice President and Chief Financial Officer of Warwick and Transferor, that I am authorized to make this verification on behalf of Warwick and Transferor and that the statements in the foregoing Application related to Warwick, Transferor and their affiliates are true, complete, and correct to the best of my knowledge, and that such statements are being made in good faith.

Robert F. Hagan
EVP and Chief Financial Officer
Alteva of Warwick LLC
MBS Intermediate Holdings, LLC

Dated May 26, 2023

CERTIFICATION ON BEHALF OF ARCHTOP FIBER LLC

On behalf of Archtop Fiber LLC ("Archtop"), I, Jeffrey S. DeMond, hereby certify upon penalty of perjury that I am the Chief Executive Officer of Archtop, that I am authorized to make this verification on behalf of Archtop, and that the statements in the foregoing Application related to Archtop and its affiliates are true, complete, and correct to the best of my knowledge, and that such statements are being made in good faith.

J DeMond

Jeffrey S. DeMond
Chief Executive Officer
Archtop Fiber LLC

Dated: May 26, 2023

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Attorney/Author/Submitter Name(s)	
Primary Contact Email	carolynmahoney@dwt.com
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