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June 6, 2025

VIA ELECTRONIC FILING

Matthew Homsher, Secretary
Pennsylvania Public Utility Commission:
Commonwealth Keystone Building
400 North Street
Harrisburg, PA 17210

**Re: Joint Application of Archtop Fiber LLC, Hancock Telephone Company, Inc.,
and Hancock Long Distance, Inc. for Approval of a
General Rule Transaction Resulting in a Change of Control
Docket No. A-2025-_____**

Dear Secretary Homsher:

Enclosed for filing please find the above-referenced Joint Application of Archtop Fiber LLC, Hancock Telephone Company, Inc., and Hancock Long Distance, Inc. seeking Commission approval for general rule transaction resulting in a change of control.

The fee for this filing is being remitted through the Commission's electronic filing system. Copies of this filing have been served in accordance with the attached Certificate of Service. Thank you and please feel free to contact me if you have any questions or concerns.

Respectfully submitted,

/s/ Michael A. Gruin

Michael A. Gruin

*Counsel for Archtop Fiber LLC, Hancock
Telephone Company, Inc., and Hancock
Long Distance, Inc.*

Enc.

Cc: Phil Marchesiello

Karen Milne

Keith Taub

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**BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

Joint Application of)
)
Archtop Fiber LLC) Docket Nos. A-2025-_____
Hancock Telephone Company, Inc.)
Hancock Long Distance, Inc.)
)
for Approval of a General Rule Transaction)
Resulting in a Change of Control)
)

**JOINT APPLICATION FOR
APPROVAL OF A GENERAL RULE TRANSACTION
RESULTING IN A CHANGE OF CONTROL**

Michael A. Gruin
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*Counsel for Archtop Fiber LLC,
Hancock Telephone Company, Inc.,
and Hancock Long Distance, Inc.*

Date: June 6, 2025

**BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

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**JOINT APPLICATION FOR
APPROVAL OF A GENERAL RULE TRANSACTION
RESULTING IN A CHANGE OF CONTROL**

Pursuant to 66 Pa. C.S. §§ 1102-103 and the Pennsylvania Public Utility Commission (“Commission”) regulations on Abbreviated Procedures for Review of Transfer of Control of Telecommunications Public Utilities at 52 Pa. Code § 63.321-63.325, Archtop Fiber LLC (“Archtop”), Hancock Telephone Company, Inc. (“HTC”), and Hancock Long Distance, Inc. (“HLD” and, together with Archtop and HTC, the “Applicants”), by their undersigned counsel, respectfully request approval from this Commission for a general rule transaction that will result in a change of control of Applicants. Specifically, the Applicants seek approval to insert a newly formed holding company, Archtop Fiber Parent LLC (“Archtop Parent”), into the controlling ownership structure of the Applicants (“Internal Structuring Transaction”). Ultimate ownership and control of the Applicants will not change as a result of the Internal Structuring Transaction.

The Internal Structuring Transaction will have no impact on the day-to-day operations or control of Applicants, and is being effectuated merely to facilitate Applicants’ participation in certain financing arrangements that will enhance Applicants’ operations by providing capital necessary to fund the deployment and construction of expansions of Archtop’s broadband

network in the Northeast.¹ However, as the proposed Internal Reorganization will result in the transfer of more than 20% of the indirect control of the Applicants, the Applicants respectfully request that the Commission expeditiously approve this Joint Application as a General Rule Transaction pursuant to 52 Pa. Code § 63.324(a)(2).

I. DESCRIPTION OF APPLICANTS

Archtop Fiber LLC (Utility Code 3125773). Archtop is a Delaware limited liability company with its principal place of business located at 300 Enterprise Drive, Kingston, New York, 12401. It is authorized to do business in the state of Pennsylvania. Archtop is certificated by the Commission as a competitive local exchange carrier in certain territories within the Commonwealth of Pennsylvania. Archtop is also certificated by the Commission as a detariffed facilities-based interexchange carrier and a detariffed interexchange reseller throughout the Commonwealth of Pennsylvania. Archtop also operates in Pennsylvania through its recently acquired subsidiaries, HTC and HLD, both of which are regulated by this Commission.²

Hancock Telephone Company, Inc. (Utility Code 31150). HTC is a New York corporation with its principal place of business located at 34 Read Street, Hancock, NY 13873. HTC is a wholly owned subsidiary of Archtop. Hancock is certificated by the Commission as an incumbent local exchange carrier in the County of Wayne and is a rural telecommunications carrier. Hancock provides local exchange and other services to customers in its service area.

¹ Applicants, together with Archtop Parent, are separately filing submitting a Joint Abbreviated Securities Certificate regarding the financing arrangements (“Financing Transaction” and, with the Internal Restructuring Transaction, the “Transactions”).

² See *Joint Application of The Hancock Telephone Company, Inc., Hancock Long Distance, Inc., RCW Family, LLC, The Margaret J.B. Reese Credit Shelter Trust, Suzanne B. Feehan, Maureen L. Mackin, June B. Nolan, and Archtop Fiber LLC, for Approval of General Rule Transfer of Control*, Letter, Docket No. A-2023-3037647 (PA Commission Apr. 24, 2023).

Hancock Long Distance, Inc. (Utility Code 311441). HLD is a New York corporation with its principal place of business located at 34 Read Street, Hancock, NY 13873. HLD is an indirect wholly owned subsidiary of Hancock which, in turn, is a wholly owned subsidiary of Archtop. HLD is certificated by the Commission as an interexchange reseller.

II. DESIGNATED CONTACTS

Correspondence concerning this Joint Application should be directed to:

Michael A. Gruin
Stevens & Lee
Harrisburg, PA 17101
Tel: (717) 255-7365
Fax: (610) 988-0852
Email: mag@stevenslee.com

With copies to:

Phil Marchesiello
Karen Milne
Wilkinson Barker Knauer, LLP
1800 M Street, Suite 800N
Washington, DC 20036
Tel: (202) 383-3343
Email: pmarchesiello@wbklaw.com; kmilne@wbklaw.com

Archtop Fiber LLC
300 Enterprise Dr,
Kingston, NY 12401
Attention: Keith Taub; Kevin Culver
Email: ktaub@archtopfiber.com; kculver@archtopfiber.com

III. DESCRIPTION OF THE INTERNAL RESTRUCTURING TRANSACTION

Applicants seek approval from the Commission for the Internal Structuring Transaction, which supports the public interest as further described below.

As set forth in Exhibit A, each of the Applicants currently is a wholly owned subsidiary of Archtop Fiber Intermediate LLC, a Delaware limited liability company (“Archtop Intermediate”), which, in turn, is a direct, wholly owned subsidiary of Archtop Fiber Holdings

LLC, also a Delaware limited liability company (“Archtop Holdings”). In order to facilitate the Financing Transaction, following Commission approval, Archtop Parent will be inserted in Applicants’ ownership structure as the direct parent of Archtop Intermediate and a direct wholly owned subsidiary of Archtop Holdings. The Internal Structuring Transaction will have no effect on the ultimate ownership or control of the Applicants. Archtop Holdings will remain their ultimate parent company.³

Archtop Parent is a Delaware limited liability company created for purposes of the Transactions, with a principal place of business located at 300 Enterprise Drive, Kingston, New York, 12401.

IV. PUBLIC INTEREST CONSIDERATIONS

The Internal Structuring Transaction will unleash significant public interest benefits to Pennsylvania consumers without posing any risks of consumer harm. The Internal Structuring Transaction will have no effect on the ultimate ownership or control of the Applicants; it will not result in the assignment of the Applicants’ licenses, assets, or customers; and it will have no impact on the day-to-day operations of the Applicants. Existing customer rates and contracts will not be affected. Similarly, the Internal Structuring Transaction will not cause a reduction or impairment of service to consumers and, indeed, will be imperceptible and transparent to the Applicants’ current customers. It also will not adversely affect the employment markets in the areas served by the Applicants, and will not reduce competition in the Applicants’ markets in any way. Because the Internal Structuring Transaction is an essential component of the Financing

³ The Applicants have submitted applications to seek approval of the Transactions from the New York Public Service Commission and the New Jersey Board of Public Utilities. In addition, the Registrants will submit *pro forma* notice filings with the Federal Communications Commission (“FCC”) regarding the Internal Structuring Transaction in connection with certain FCC licenses held by certain Registrants.

Transaction, which, as further discussed in the Joint Abbreviated Securities Certificate, will also serve the public interest, and the Internal Structuring Transaction cannot pose any adverse effect on the Applicants' customers or the markets that the Applicants serve, the Commission should approve the Internal Structuring Transaction as a General Rule Transaction pursuant to 52 Pa. Code § 63.324(a)(2).

V. INFORMATION REQUIRED BY 52 PA. CODE § 63.324(d)

Pursuant to Pa. Code § 63.324(d), the Applicants provide the following information:

1. *Description of Applicants:* Please see Sections I and III.
2. *Jurisdiction of Applicants:* Please see Sections I and III.
3. *Points of Contact:* Please see Section II.
4. *Ownership Information:* Please see Sections I and III, and Exhibit A.
5. *Description of Transaction:* Please see Section III.
6. *Services and Service Territories Affected:* No service or service territories will be affected by the proposed Internal Structuring Transaction. The Applicants will continue to provide the same services in the same locations in Pennsylvania before and after the proposed Internal Structuring Transaction.
7. *Categorization of Transaction:* The proposed Internal Structuring Transaction involves a transfer of more than 20 percent of the indirect control of the Applicants and therefore qualifies as a General Rule Transaction per 52 Pa. Code § 63.324(a)(2).
8. *Identification of Related Transactions:* As explained above, the Internal Structuring Transaction is being undertaken to facilitate Applicants' participation in certain financing arrangements that will enhance Applicants' operations by providing capital necessary to fund the deployment and construction of expansions of Archtop's broadband network in the Northeast. Applicants, together with Archtop Parent, are separately filing with the Commission a Joint Abbreviated Securities Certificate regarding these financing arrangements.
9. *Special Considerations:* No party to the proposed Internal Structuring Transaction is facing imminent business failure.
10. *Waivers Sought:* None.

11. *Promotion of Public Interest and Impacts on Competition*: Each Applicant verifies the facts and allegations set forth in Section IV, *supra*, demonstrating that the proposed Internal Structuring Transaction will affirmatively promote the service, accommodation, convenience, and safety of the public in several substantive ways, as required by state law; that approval is necessary or proper for the service, accommodation, convenience, or safety of the public; and that the proposed Internal Structuring Transaction will benefit and not adversely impact competition in Pennsylvania because it will not result in a reduction of competitors. Each Applicant will retain its current expert management and capital access, and customers will continue to have access to the same competitive alternatives they have today.
12. *Compliance*: Upon information and belief, each Applicant is in compliance with Commission obligations and filings. Applicants verify that no Applicant has been party to any state or federal proceedings over the last three years involving allegations of violations of state or federal requirements.
13. *Customer Notice*: Each Applicant verifies that, per 52 Pa. Code § 63.324(g), customer notice is not required or needed in this instance because the proposed Internal Structuring Transaction will be entirely transparent to customers. The same entity will continue providing service to customers, and there will be no change in rates, terms, or conditions of service.
14. *Utility Certificates*: Each Applicant verifies the information in Section I of this Application listing each such applicant's utility certificates. HTC is a long standing incumbent local exchange carrier; HLD's interexchange reseller certificate is attached in Exhibit B.
15. *Tariffs*: Insofar as any of the Applicant's services are subject to tariffs, each such Applicant verifies that the proposed Internal Reorganization will have no effect on those tariffs. Any tariff changes sought by the Applicant in the future will be made pursuant to normal Commission procedures.
16. *Affiliate Interest Agreements*: Each Applicant verifies that the Internal Structuring Transaction will have no effect on any affiliated interest agreements of Applicant.
17. *Federal and State Proceedings*: Applicant verifies that no state or federal regulatory agency is expected to undertake an informal or formal investigation, complaint, or proceeding relating to the proposed Internal Structuring Transaction, except for public utility commission reviews typically required for such transactions or for the Financing Transaction.
18. *Organization Charts*: Charts depicting the Applicants' ownership structure before and after the proposed Internal Structuring Transaction are attached as Exhibit A.
19. *Federal Applications*: HLD holds an international Section 214 authorization granted by the FCC. See FCC File No. ITC-214-20070517-00194. Pursuant to Section

63.24(d) of the FCC's rules, 47 CFR § 63.24(d), a transfer of control of an international Section 214 authorization that does "not result in a change in the actual controlling party" is considered non-substantial or pro forma, and not subject to FCC approval. Instead, Section 63.24(f)(2) of the FCC's rules, 47 CFR § 63.24(f)(2), requires only that a notice filing be made to the FCC within 30 days *after* a pro forma transfer of international Section 214 authority is consummated. Accordingly, because the Internal Structuring Transaction is a pro forma transaction for purposes of the FCC's rules, Applicant will file the required notice with the FCC after the transaction is consummated.

In addition, both HTC and HLD hold domestic Section 214 authority pursuant to the FCC's grant of blanket authority in Section 63.01(a) of the FCC's rules, 47 C.F.R. § 63.01(a). However, the FCC does not require any notice or application to be filed in connection with "any corporate restructuring, reorganization or liquidation of internal business operations that does not result in a change of ultimate ownership or control of the carrier's lines or authorization to operate." *See* 47 C.F.R. § 63.03(d). Consequently, the Applicants are not required to make a filing with the FCC in connection with the Internal Structuring Transaction as related to their domestic Section 214 authorizations.

20. *Effect of Transaction on Capital Structure*: Each Applicant verifies that the public effect of the proposed Internal Structuring Transaction on the capital structure of the applicable Applicant is, and over the next five years is expected to be, non-negative.
21. *Broadband Commitment Compliance*: HTC verifies that it is in compliance with its broadband deployment commitments. HLD verifies that this item is not applicable.
22. *Not Eligible Telecommunications Carriers ("ETCs")*: Each Applicant verifies that it is not an ETC in Pennsylvania.
23. *Cross-subsidization*: Each Applicant verifies that this item is not applicable. Nevertheless, the proposed Internal Structuring Transaction described in the Joint Application complies with any applicable prohibition against cross-subsidization imposed under federal or state law.

VI. CONCLUSION

For the reasons stated above, Applicants respectfully submits that the public interest, convenience and necessity would be served by expeditious grant of this Joint Application to permit Applicants to participate in the Internal Restructuring Transaction described above.

Respectfully submitted,

/s/ Michael A. Gruin

Michael A. Gruin

Stevens & Lee

17 N. 2nd Street, 16th Fl.

Harrisburg, PA 17101

Tel: (717) 255-7365

Fax: (610) 988-0852

mag@stevenslee.com

*Counsel for Archtop Fiber LLC,
Hancock Telephone Company, Inc.,
and Hancock Long Distance, Inc.*

Date: June 6, 2025

List of Exhibits

Exhibit A	Pre- and Post-Reorganization Diagrams
Exhibit B	Utility Certificates
Exhibit C	Verification of Keith Taub

Exhibit A
Ownership Structure of the Applicants
Prior to Internal Restructuring Transaction

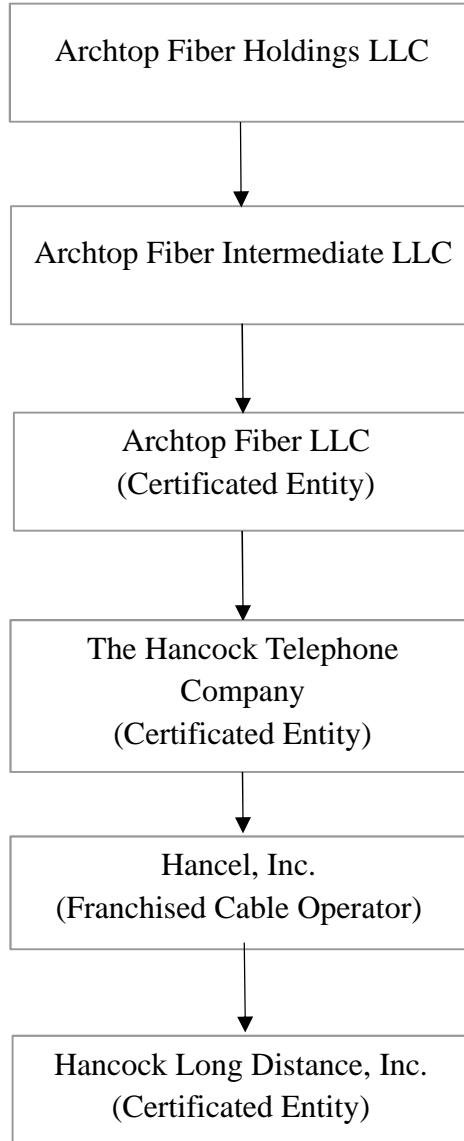


Exhibit A (cont'd)
Ownership Structure of the Applicants
Following Internal Restructuring Transaction

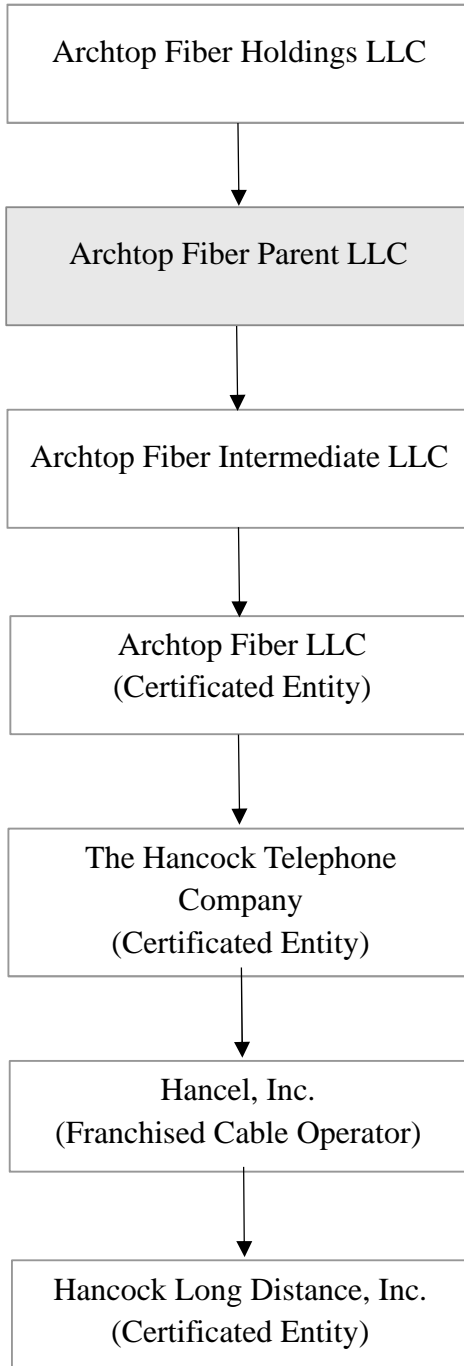


Exhibit B
Utility Certificates

See attached.



COMMONWEALTH OF PENNSYLVANIA
PENNSYLVANIA PUBLIC UTILITY COMMISSION
P.O. BOX 3265, HARRISBURG, PA 17105-3265

IN REPLY PLEASE
REFER TO OUR FILE

August 29, 2007

A-311441

JENNIFER M SULTZABERGER ESQ
THOMAS THOMAS ARMSTRONG & NIESEN
212 LOCUST STREET SUITE 500
PO BOX 9500
HARRISBURG PA 17108-9500

DOCUMENT
FOLDER

Application of Hancock Long Distance, Inc. for approval to offer, render, furnish or supply telecommunications services as a Reseller of Interexchange Toll Services to the public in the Commonwealth of Pennsylvania.

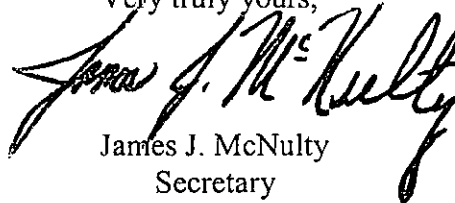
To Whom It May Concern:

This is to advise you that the Tariff-Telephone Pa. P.U.C. No. 1 has been permitted to become effective on May 22, 2007 in accordance with Pa. Code §§63.114 et seq.

The application approved at the Public Meeting on April 24, 2007 in the above entitled proceeding has now met the Commission's requirements and the Certificate of Public Convenience can be issued.

A copy of this Certificate of Public Convenience is enclosed for your records.

Very truly yours,



James J. McNulty
Secretary

mh
Encls.
Cert. Mail

**PENNSYLVANIA
PUBLIC UTILITY COMMISSION**

DOCUMENT
FOLDER

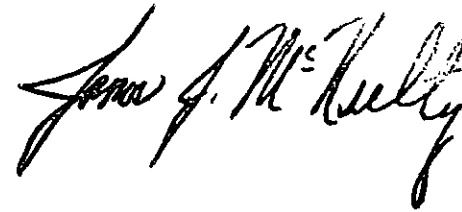
IN THE MATTER OF THE APPLICATION OF: **A-311441**

Application of Hancock Long Distance, Inc. for approval to offer, render, furnish or supply telecommunication services as a Reseller of Interexchange Toll Services to the public in the Commonwealth of Pennsylvania.

The Pennsylvania Public Utility Commission hereby certifies that after an investigation and/or hearing, it has, by its report and order made and entered, found and determined that the granting of the application is necessary or proper for the service, accommodation, convenience and safety of the public and hereby issues to the applicant this **CERTIFICATE OF PUBLIC CONVENIENCE** evidencing the Commission's approval.

In Witness Whereof, The PENNSYLVANIA PUBLIC UTILITY COMMISSION has caused these presents to be signed and sealed, and duly attested by its secretary at its office in the city of Harrisburg this 24th day of April 2007.

DOCKETED
AUG 30 2007



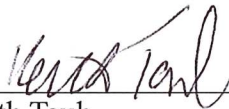
Secretary

Exhibit C
Verification of Keith Taub

See attached.

VERIFICATION

I, Keith Taub, state that I am the Senior Vice President and Chief Financial Officer of Archtop Fiber LLC (“Archtop”). I am authorized to make this verification on behalf of Archtop, Hancock Telephone Company, Inc., and Hancock Long Distance, Inc. I have read the foregoing joint application, and the statements therein are true and correct to the best of my knowledge, information, and belief, and that I expect to be able to prove the same at any hearing held in this matter. I specifically state that all statements pertaining to the foregoing entities required to be verified under 52 Pa. Code § 63.324(d) are true and correct to the best of my knowledge, information and belief and that I expect to be able to prove the same at any hearing held in this matter. I understand that the statements herein are made subject to the penalties of 18 Pa. C.S. § 4904 (relating to unsworn falsification to authorities). I declare under the penalty of perjury under the laws of the State of Pennsylvania that the foregoing is true and correct.



Keith Taub
Senior Vice President and Chief Financial
Officer of Archtop Fiber LLC

Executed this 5 day of June 2025

CERTIFICATE OF SERVICE

I, Michael A. Gruin, hereby certify that on this 6th day of June 2025, a copy of the foregoing Joint Application was served upon the persons listed below in the manner indicated in accordance with the requirements of 52 Pa. Code Section 1.54:

Office of Consumer Advocate
555 Walnut Street
5th Floor, Forum Place
Harrisburg, PA 17101-1923

Office of Small Business Advocate
555 Walnut St.
1st Floor, Forum Place
Harrisburg, PA 17101

Office of Attorney General
Bureau of Consumer Protection
16th Floor, Strawberry Square
Harrisburg, PA 17120

Pennsylvania Public Utility Commission
Bureau of Investigation & Enforcement
400 North Street
Harrisburg, PA 17120



Michael A. Gruin

Dated: June 6, 2025