

# WILLKIE FARR & GALLAGHER

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March 19, 2002

## **VIA COURIER**

Federal Communications Commission  
1270 Fairfield Road  
Gettysburg, PA 17325-7245

**Re: FCC Forms 602 for Saco River Telegraph and Telephone Company; Evans Telephone Company; and Evans Telephone Holdings, Inc.**

Dear Sir or Madam:

Transmitted herewith, on behalf of Saco River Telegraph and Telephone Company, Evans Telephone Company, and Evans Telephone Holdings, Inc. are FCC Forms 602. These forms are being submitted in support of the transfer of control applications (FCC Forms 603) filed for Saco River Telegraph and Telephone Company and Evans Telephone Company; both companies are indirect, wholly-owned subsidiaries of Country Road Communications, Inc. ("Country Road"). As discussed in the transfer of control applications, Country Road is seeking to convert to a limited liability company and to transfer control to ABRY Partners IV, L.P. Counsel for ABRY Partners IV, L.P. is submitting a Form 602 separately.

Please date-stamp the duplicate copy and return it to the courier.

If there are any questions regarding this filing, please contact either Mike Jones at 202/429-4787 or the undersigned at 202/429-4726.

Sincerely,



Angie Kronenberg

Enclosures

MAR 19 2002

**Applicant / Licensee Information**

1) First Name (if individual):	MI:	Last Name:	Suffix:
2) Applicant Name (if entity): Evans Telephone Holdings, Inc.		3) FCC Registration Number (FRN): 0088383210	

**Related FCC Regulated Businesses of Applicant | Licensee**

4a) Name and address of all FCC Regulated Businesses owned by Applicant/ Licensee (use additional sheets, if necessary):	4b) Principal Business:	4c) FCC Registration Number (FRN):	4d) Percent of interest Held:
See Exhibit 1			

**Signature**

**5) Typed or Printed Name of Party Authorized to Sign**

First Name: <b>Thomas</b>	MI:	Last Name: <b>Mendenhall</b>	suffix:
Title: Vice President - Finance, Secretary, and Treasurer of Country Road Communications, Inc.			

Signature: 	Date: MAR 19 2002	Date: 03/14/2002
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Failure to Sign This Application May Result in Dismissal Of The Application And Forfeiture Of Any Fees Paid

WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1) AND/ OR FORFEITURE (U.S. Code, Title 47, Section 883).

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Evans Telephone Holdings, Inc. Schedule A

Related FCC Regulated Businesses of Evans Telephone Holdings, Inc. :

11a) Name and address of all FCC Regulated Businesses:	11b) Principal Business:	11c) FRN:	11d) Percent of Interest Held:
Evans Communications 4918 Taylor Court Turlock, CA 95382	Telecommunications equipment supplier that is currently seeking Section 214 authority for its Division, Evans Long Distance, to provide IXC services	0006531792	100%

FCC Ownership Disclosure Information for the  
Wireless Telecommunications Services

Schedule for Disclosable Interest Holders

Disclosable interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if Individual).		MI	Last Name	Suffix:
2) Disclosable Interest Holder's Name (if entity): <b>Country Road Communications, LLC</b>			3) FCC Registration Number(FRN): <b>See Exhibit 2</b>	
4) Disclosable Interest Holder's Address: <b>1500 Mt. Kemble Ave., Ste. 203 Morristown, NJ 07960</b>				
5) Type of Interest in Applicant ( ) (refer to Instructions for list): <b>D</b>		6) Disclosable Interest Holder is a (n): ( ) (refer to instructions for list of codes): <b>M</b>		7) Percent of Interest Held in Applicant: <b>100%</b>
8) Disclosable Interest Holder's Type of Ownership ( ) (refer to instructions for list):  ( ) Voting <b>C, Voting</b> ( ) Non-Voting			9) Disclosable Interest Holder's Country of Citizenship:  U.S.	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant), <b>Country Road Communications, LLC will wholly own Evans Telephone Holdings, Inc.</b>				

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

II a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary),	II b) Principal Business:	II c) FCC Registration Number (FRN):	II d) Percent of Interest Held:
<b>See Exhibit 3</b>			

Country Road Communications, LLC Schedule A

Country Road Communications, Inc. (FRN: 00063 1055 1) will convert to an LLC and will be named Country Road Communications, LLC upon the closing of the proposed transaction. Country Road Communications, LLC does not yet have a Taxpayer Identification Number ("TIN") and, therefore, has not registered with CORES.

Country Road Communications, LLC Schedule A

Related FCC Regulated Businesses of Country Road Communications, LLC (“CRC LLC”):

CRC LLC will own 100% of CRC Communications, Inc. which owns 100% of

11a) Name and address of all FCC Regulated Businesses:	11b)- Principal Business:	11c) FRN:	11d) Percent of Interest Held:
CRC Communications of Maine, Inc. d/b/a Pine Tree Networks 1500 Mt. Kemble Ave., Suite 203 Morristown, NJ 07960	CLEC and IXC in Maine	0003713906	100%
CRC Communications of California, Inc 1500 Mt. Kemble Ave., Suite 203 Morristown, NJ 07960	CLEC in California	0006557789	100%

CRC LLC will own 100% of Pine Tree Holdings, Inc., which owns 100% of

11a) Name and address of all FCC Regulated Businesses:	11b) Principal Business:	11c) FRN:	11d) Percent of Interest Held:
Pine Tree Telephone & Telegraph Co. P.O. Box 300 15 Shaker Road Gray, ME 04039	Rural local exchange telephone company	0004997516	100%
Communications Design Acquisition Corporation 1500 Mt. Kemble Ave., Suite 203 Morristown, NJ 07960	IXC serving rural LEC customers in Maine	0006362495	100%
Saco River Telegraph and Telephone	Rural local exchange telephone company	0005555925	100%

Company P.O. Box 48 Main Street Bar Mills, ME 04004	telephone company		
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CRC LLC will own 100% of War Holdings, Inc., which owns 100% of

11a) Name and address of all FCC Regulated Businesses:	11b) Principal Business:	11c) FRN:	11d) Percent of Interest Held:
War Acquisition Corp., d/b/a War Telephone Co. 145 High Street War, WV 24892	Rural local exchange telephone company	0005057328	100%

CRC LLC will own 100% of Evans Telephone Holdings, Inc. which owns 100% of

11a) Name and address of all FCC Regulated Businesses:	11b) Principal Business:	11c) FRN:	11d) Percent of Interest Held:
Evans Telephone Company 49 18 Taylor Court Turlock, CA 95382	Rural local exchange telephone company	0001550029	100%
Evans Communications 49 18 Taylor Court Turlock, CA 95382	Telecommunications equipment supplier that is currently seeking Section 2 14 authority for its Division, Evans Long Distance, to provide IXC services	0006531792	100%

Schedule for Disclosable Interest Holders

**Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)**

1) Disclosable interest Holder's First Name (if individual):		MI	Last Name	Suffix:
2) Disclosable Interest Holders Name (if entity): <b>Prudential Insurance Company-of America</b>			3) FCC Registration Number(FRN): <b>0006733372</b>	
4) Disclosable Interest Holder's Address: <b>Four Gateway Center 100 Mulberry Street Newark, NJ 07102</b>				
5) Type of Interest in Applicant ( ) (refer to Instructions for list): I	6) Disclosable Interest Holder is a (n): ( ) (refer to instructions for list of codes): C		7) Percent of Interest Held in Applicant: <b>See Exhibit 4</b>	
8) Disclosable Interest Holder's Type of Ownership ( ) (refer to instructions for list):  ( ) Voting <b>0, See Exhibit 4</b> ( ) Non-Voting			9) Disclosable Interest Holder's Country of Citizenship:  U.S.	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): <b>See Exhibit 4</b>				

**Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)**

II a) Name and address of all FCC Regulated Businesses owned by Disclosable interest Holder listed in Item 1 or 2 (use additional sheets, if necessary)	II b) Principal Business:	II c) FCC Registration Number (FRN):	II d) Percent of Interest Held:
<b>See Exhibit 4</b>			

Prudential Insurance Company of America Schedule A

Response to Question 7: The Prudential Insurance Company of America (“Prudential”) and its affiliates will hold, in the aggregate, approximately 43% of the equity interests on a fully diluted basis, giving effect to certain Management Options provided for in the Agreement, in Country Road Communications, LLC (“CRC LLC”). Prudential will hold its interest in CRC LLC through shares held in Prudential’s name, shares held by two of Prudential’s affiliates, Prudential Securities Incorporated and PIM Warehouse, Inc., and through shares held by two investment funds that are also affiliates of Prudential. All of the ownership interests of Prudential and its affiliates have been aggregated for purposes of responding to this form.

Response to Question 8: It has not been determined whether Prudential will hold a voting or a non-voting equity interest in CRC LLC.

Response to Question 10: Prudential will hold a direct interest in CRC LLC which will wholly own Evans Telephone Holdings, Inc. which wholly owns Evans Telephone Company.

Response to Question 1 la: Prudential is a wholly-owned insurance company subsidiary of Prudential Financial, Inc., a publicly traded company, with affiliates engaged in a variety of services including primarily insurance, brokerage, investment services, banking and real estate. Across these businesses, Prudential and its affiliates collectively manage and/or administer assets of \$590 billion. Unsurprisingly, Prudential and its affiliates make and manage investments on a very broad, diversified basis. These investments include telecommunications and media companies plainly subject to regulation by the FCC, as well as companies with principal businesses outside the telecommunications and media industry but which nonetheless have FCC licenses or are otherwise in some tangential respect subject to regulation by the FCC. These companies may be either publicly traded or privately held.

Prudential has undertaken reasonable efforts to ensure compliance with FCC rules. First, it has established a policy for both itself and its affiliates of not acquiring interests that would be deemed under FCC rules to be “attributable” unless a special exception to this internal policy has been approved. Second, as an additional precaution, Prudential regularly tracks its investments in both public and private media companies known to be engaged in communications activities where Prudential’s interest (and those of its affiliates, in the aggregate) exceed a 3% level. Given the broad range of FCC attribution rules that address both ownership and positional interests, the limited availability of information about every line of business of every company in which Prudential or its affiliates might have some limited interest that might be subject to regulation by the FCC, and the daily changes to the relevant information, it is impossible to obtain absolute certainty in this area.

Using the regularly kept information described above, Prudential does not hold greater than a 10% position in any FCC-regulated businesses.

Schedule for Disclosable Interest Holders

**Disclosable Interest Holder Information (complete as many as required to describe II disclosable interest holders)**

1) Disclosable Interest Holder's First Name (if Individual) <b>MI</b>		Last Name:	Suffix:
2) Disclosable Interest Holder's Name (if entity): <b>ABRY Partners N, L.P.</b>		3) FCC Registration Number(FRN): 0006710941	
4) Disclosable Interest Holder's Address: <b>111 Huntington Avenue 30th Floor Boston, MA 02199</b>			
5) Type of Interest in Applicant ( ) (refer to Instructions for list): <b>I</b>	6) Disclosable Interest Holder is a (n): ( ) (refer to instructions for list of codes): <b>L</b>	7) Percent of Interest Held in Applicant: <b>See Exhibit 5</b>	
8) Disclosable Interest Holder's Type of Ownership ( ) (refer to instructions for list):  ( ) Voting <b>0, Voting</b> ( ) Non-Voting		9) Disclosable Interest Holder's Country of Citizenship:  U.S.	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): <b>ABRY Partners IV, L.P. will hold a direct interest in Country Road Communications, LLC which will wholly own Evans Telephone Holdings, Inc.</b>			

**Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)**

<b>IIa)</b> Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary)	<b>IIb)</b> Principal Business:	<b>IIc)</b> FCC Registration Number (FRN):	<b>II d)</b> Percent of Interest Held:
None			

ABRY Partners IV, L.P. Schedule A

Response to Question 7: ABRY Partners IV, L.P. (“ABRY”) and a sister fund, ABRY Investment Partnership, L.P. (collectively, the “Investing ABRY Funds”), will invest a minimum of \$20 million in Country Road Holdings, LLC (“CRC LLC”), and as a result, obtain an equity ownership position of approximately 33.4%, on a fully diluted basis, giving effect to certain Management Options provided for in the Agreement. (ABRY’s investment will be substantially greater than that of ABRY Investment Partnership, L.P.; therefore, the Applicants identify ABRY as being the Transferee in their FCC Form 603 and other transfer of control applications filed with the FCC.) In addition, ABRY will acquire the right to appoint three of the seven members of CRC LLC’s Board of Directors. Each ABRY director will have two votes on all matters to be voted on by the Board of Directors, and each other director will have one vote, thereby giving ABRY a majority of the votes of CRC LLC’s Board of Directors.

The general partner of ABRY Partners IV, L.P. is ABRY Capital Partners, L.P. The general partner of ABRY Capital Partners, L.P. is ABRY Capital Partners, LLC. Neither of these companies has any other FCC-regulated businesses. The sole member of ABRY Capital Partners, LLC is Mr. Royce Yudkoff. Mr. Yudkoff’s FCC related information is provided in a separate Schedule A and Exhibit 6.

The Investing ABRY Funds have entered into a management agreement with ABRY Partners, a related company, which performs certain management functions on behalf of the Funds. ABRY Partners ultimately is controlled by Mr. Yudkoff.

The present management of Country Road will not change as a result of the proposed transaction. Harry Bennett will continue as Chairman and Chief Executive Officer of CRC LLC.

Schedule for Disclosable Interest Holders

**Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)**

1) Disclosable interest Holders First Name (if individual):	MI	Last Name:	Suffix:	<b>1</b>
2) Disclosable Interest Holder's Name (if entity): <b>ABRY Capital Partners, L.P. -</b>		3) FCC Registration Number(FRN): <b>0006710966</b>		
4) Disclosable Interest Holder's Address: <b>111 Huntington Avenue 30th Floor Boston, MA 02199</b>				
5) Type of Interest in Applicant ( ) (refer to Instructions for list): <b>I</b>	6) Disclosable Interest Holder is a (n): ( ) (refer to instructions for list of codes): <b>L</b>	7) Percent of Interest Held in Applicant: <b>See Exhibit 5</b>		
6) Disclosable Interest Holder's Type of Ownership ( ) (refer to instructions for list):  ( ) Voting <b>0, Voting</b> ( ) Non-Voting		9) Disclosable Interest Holder's Country of Citizenship:  <b>U.S.</b>		
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): <b>ABRY Capital Partners, L.P. is the general partner of ABRY Partners IV, L.P., which will hold a direct interest in Country Road Communications, LLC which will wholly own Evans Telephone Holdings, Inc.</b>				

**Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)**

11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary).	11b) Principal Business:	11c) FCC Registration Number (FRN):	11d) Percent of Interest Held;
<b>None</b>			

**Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)**

1) Disclosable Interest Holder's First Name (if individual): MI		Last Name	Suffix
2) Disclosable Interest Holder's Name (if entity): ABRY Capital Partners, LLC -		3) FCC Registration Number(FRN): 0006711006	
l) Disclosable Interest Holders Address: 111 Huntington Avenue 30th Floor Boston, MA 02199			
5) Type of Interest in Applicant ( ) (refer to Instructions for list): I	6) Disclosable Interest Holder is a (n): ( ) (refer to instructions for list of codes): M	7) Percent of Interest Held in Applicant: See Exhibit 5	
8) Disclosable Interest Holder's Type of Ownership ( ) (refer to instructions for list):  ( ) Voting 0, Voting ( ) Non-Voting		9) Disclosable Interest Holder's Country of Citizenship: U.S.	
lO) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): ABRY Capital Partners, LLC is the general partner of ABRY Capital Partners, L.P., which is the general partner of ABRY Partners IV, L.P. ABRY Partners IV, L.P. will hold a direct interest in Country Road Communications, LLC which will wholly own Evans Telephone Holdings, Inc.			

**Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)**

11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary):	11b) Principal Business:	11c) FCC Registration Number (FRN):	11d) Percent of Interest Held.
None			

Schedule for Disclosable Interest Holders

**Disclosable Interest Holder information (complete as many as required to describe all disclosable interest holders)**

1) Disclosable Interest Holder's First Name (if individual): <b>Royce</b>	MI	Last Name: <b>Yudkoff</b>	Suffix
2) Disclosable Interest Holder's Name (if entity):		3) FCC Registration Number(FRN): <b>0006711030</b>	
4) Disclosable Interest Holder's Address: <b>111 Huntington Avenue 30th Floor Boston, MA 02199</b>			
5) Type of Interest in Applicant ( ) (refer to Instructions for list): <b>I</b>	6) Disclosable Interest Holder is a (n): ( ) (refer to instructions for list of codes): <b>I</b>	7) Percent of Interest Held in Applicant: <b>See Exhibit 5</b>	
8) Disclosable Interest Holder's Type of Ownership ( ) (refer to instructions for list):  <input type="checkbox"/> Voting <b>O, Voting</b> <input type="checkbox"/> Non-Voting		9) Disclosable Interest Holder's Country of Citizenship:  <b>U.S.</b>	
10) Relationship Description (if the disclosable interest holder is an Indirect owner, list path of ownership from indirect owner to the applicant): <b>Mr. Yudkoff is the sole member of ABRY Capital Partners, LLC which is the general partner of ABRY Capital Partners, L.P. which is the general partner of ABRY Partners IV, L.P. ABRY Partners IV, L.P. will hold a direct interest in Country Road Communications, LLC which will wholly own Evans Telephone Holdings, Inc.</b>			

**Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)**

11 a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary):	11 b) Principal Business:	11 c) FCC Registration Number (FRN):	11 d) Percent of Interest Held.
<b>See Exhibit 6</b>			

## Related FCC Regulated Businesses of Mr. Royce Yudkoff:

IIa) Name and address of FCC Regulated Businesses:	I lb) Principal Business:	IIc) FRN:	II d) <b>Percent of Interest Held</b>
Quorum Broadcast Holdings, LLC 10 New England Business Center, Suite 100 Andover, MA 02 180	Television company	0003762101	Indirect voting control of 100%
Nexstar Broadcasting Group, L.L.C. 200 Abington Executive Park, Suite 201 Clark Summit, PA 184 11	Television company	Not applied for	Indirect voting control of 97.5%
Muzak LLC 33 18 Lakemont Blvd Fort Mill, SC 29708	Muzak supplier and franchise owner	0003613239	Indirect voting control of 62%

**EXPLANATORY EXHIBIT**

Section 1.948(c) of the Commission's Rules, 47 C.F.R. § 1.948(c), governing transfers of control in the Wireless Radio Services, requires that a transferee subject to the ownership reporting requirements of Section 1.2112(a) file an updated FCC Form 602. The reporting requirements of Section 1.2112(a) of the Commission's Rules were modified by the Commission in *In re Amendment of Part I of the Commission's Rules -- Competitive Bidding Procedures*, Order on Reconsideration of the Third Report and Order, 13 FCC Rcd 15293 (Aug. 14, 2000) ("*Recon Order*"). Specifically, the Commission modified Section 1.2112(a) to streamline the information required to be filed by non-designated entity applicants, *inter alia*, by eliminating the requirement that non-designated entity applicants report their officers and directors. See *Recon Order* ¶¶10 and n.20; see also 47 C.F.R. § 1.2112(a), as amended. The instructions to Form 602 have not been modified to distinguish between designated entity applicants and non-designated entity applicants in terms of the information required to be submitted. Consistent with the Commission's streamlining modifications to Section 1.2112(a), Evans Telephone Company has not listed its officers and directors as disclosable interest holders in this Form 602.