

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, DC 20554**

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| In the Matter of |) | |
| |) | |
| CP-Tel Holdings, Inc. |) | WC Docket No. 19-_____ |
| Transferor, |) | |
| |) | |
| Campti-Pleasant Hill Telephone Co., Inc., |) | File No. ITC-T/C-2019_____ |
| CP-TEL Network Services, Inc. |) | |
| Licensees, |) | |
| |) | |
| and |) | |
| |) | |
| Epic Touch Co., Inc. |) | |
| Transferee, |) | |
| |) | |
| Joint Application for Consent to Transfer |) | |
| Control of Domestic and International |) | |
| Authorizations Pursuant to Section 214 of |) | |
| The Communications Act of 1934, as Amended |) | |

**APPLICATION FOR CONSENT TO THE TRANSFER OF CONTROL OF DOMESTIC
AND INTERNATIONAL SECTION 214 AUTHORIZATIONS**

Pursuant to Section 214 of the Communications Act of 1934, as amended, (“Act”) 47 U.S.C. § 214, and Sections 63.03, 63.04, 63.12 63.18, and 63.24 of the Commission’s rules, 47 C.F.R. §§ 63.03, 63.04, 63.12, 63.18, and 63.24, CP-TEL Holdings, Inc. (“CP-TEL”), which indirectly controls Section 214 authorizations through its wholly-owned subsidiaries Campti-Pleasant Hill Telephone Co., Inc. (“Campti”) and CP-TEL Network Services, Inc. (“CPTN”) (collectively “CP-TEL entities”), and Epic Touch Co., Inc. (“Epic Touch”) (all parties collectively, the “Applicants”) request that the Federal Communications Commission (“FCC” or “Commission”) grant its consent to the transfer of control of the CP TEL entities to Epic Touch.

As further detailed below, Epic Touch and CP-TEL have entered into a stock purchase agreement (“Agreement”) whereby Epic Touch will purchase one hundred percent (100%) of the

issued and outstanding shares of CP-TEL's stock, which will result in the transfer of control of CP-TEL and its wholly-owned subsidiaries to Epic Touch. For the reasons set forth below, the Applicants submit that this application is subject to the Commission's "streamlined" processing rules found in Section 63.03, and thus prompt approval can be accomplished because there are no competitive concerns that could delay Commission approval of the transaction.¹

I. DESCRIPTION OF THE PARTIES

CP-TEL: CP-TEL is a Louisiana corporation located at 5909 Highway 1 Bypass, Natchitoches, LA 71457. CP-TEL is a holding company and does not provide any regulated telecommunications services. It is the sole direct owner of Campti and CPTN.

Campti: Campti is a Louisiana corporation located at 5909 Highway 1 Bypass, Natchitoches, LA 71457. It is authorized by the Louisiana Public Service Commission ("PSC") as a rural incumbent local exchange carrier. It began operations in 1933 as a land line telephone provider. Today, Campti provides telephone services, and through its affiliate, CPTN, it also provides Internet, and digital cable services to subscribers in Louisiana, specifically in portions of Natchitoches, Sabine, and Desoto Parishes. Campti is family-owned indirectly through CP-TEL. It is also an Eligible Telecommunications Carrier. Campti's FRN is 0004341855.

CPTN: CPTN is a Louisiana Corporation located at 5909 Highway 1 Bypass, Natchitoches, LA 71457. It was created to provide local, long distance, and international resold telephone service, broadband services, and digital cable services in Northwest Louisiana. It is

¹ Attachment A separately sets forth the domestic Section 214 information as required by 47 C.F.R. § 63.04(b).

authorized as a telecommunications service provider by the Louisiana PSC.² CPTN also holds international Section 214 authority.³ Its FRN is 0004341830.

Epic Touch: Epic Touch is a Kansas Corporation located at 610 S. Cosmos, Avenue, Elkhart, KS 67950. It provides telephone and broadband service in Southwest Kansas and the Oklahoma panhandle through its affiliates. Epic Touch's affiliates are not parties to the Agreement (defined below) and will have no direct relationship to the CP-TEL entities post-transaction. After the transaction, Epic Touch's current affiliates will be affiliated with the CP-TEL entities through common ownership by Epic Touch. Epic Touch's FRNs are 0005599634 and 0004923934.

II. REQUEST FOR STREAMLINED TREATMENT

The Applicants request streamlined treatment of this Application pursuant to Section 63.03 and 63.12 of the Commission's rules, 47 C.F.R. §§ 63.03 and 63.12. The Application is eligible for streamlined processing under Section 63.03(b)(2)(iii) because (1) Epic Touch (the Transferee) will have a total market share of less than ten percent (10%) in the interstate, interexchange market, (2) Epic Touch, both pre- and post-transaction will provide competitive telephone exchange services or exchange access services in areas served by a dominant local exchange carrier that is not a party to the Agreement or this Application, and (3) Applicants are incumbent independent local exchange carriers that have, in combination, fewer than two percent (2%) of the nation's subscriber lines and no overlapping or adjacent service areas.

With respect to international Section 214 authority, the Application is eligible for streamlined processing under Section 63.12 of the Commission's rules. The Applicants are not

² See Certificate Number TSP00343.

³ See File No. ITC-214-20001222-00758 for the international Section 214 authorization.

affiliated with any foreign carriers or any dominant U.S. carriers whose international switched or private line services the Applicants seek authority to resell. Therefore, Applicants are eligible for streamlined processing because no part of Section 63.12(c)(1) or (2) applies to any Applicant.

Additional information regarding the transaction and response required by Section 63.24 and 63.04 are set forth in **Attachment 1** and **Attachment 2** to this Application.

III. CONCLUSION

For the foregoing reasons, the Applicants request that the Commission consent to the transfer of control of the CP-TEL entities, and their domestic and international Section 214 authorizations, to Epic Touch.

Respectfully submitted,

/s/ Tony S. Lee
James U. Troup
Tony S. Lee
Seth L. Williams
FLETCHER, HEALD & HILDRETH
1300 17th Street North, 11th Floor
Arlington, VA 22209
Tel: (703) 812-0400
Fax: (703) 812-0486
Email: troupe@fhhlaw.com
lee@fhhlaw.com
williams@fhhlaw.com

Dated: March 5, 2019

Attachment 1

Answer to Question 10

Rule 63.18(c): The names, titles, addresses, phone numbers, fax numbers, and e-mail addresses of the officers and other contact points to whom correspondence concerning this application is to be addressed are as follows:

Transferor:

Richard N. Gill, President
CP-TEL, Holdings, Inc.
P.O. Box 777
Natchitoches, LA 71458
Tel: (318) 352-0014

With a copy to counsel:

J. Mark Miller
P.O. Box Drawer 1288
Natchitoches, LA 71458
Tel: (318) 352-4559

Transferee:

Trent D. Boaldin, President
Epic Touch Co., Inc.
6601 Westlake Blvd
Oklahoma City, OK 73142
Tel: (405) 503-7122

With a copy to counsel:

Tony S. Lee
Fletcher, Heald & Hildreth
1300 N. 17th Street
Suite 1100
Arlington, VA 22209
Tel: (703) 812-0442
Fax: (703) 812-0486
lee@fhhlaw.com

Rule 63.18(d) Authority Held by Applicants:

CP-TEL Network Services, Inc. (“CPTN”): CPTN is authorized pursuant to Section 214 of the Act and Section 63.18 of the Commission’s rules to provide global or limited global

resale services between the United States and all authorized international points. *See* File No. ITC-214-20001222-00758. CPTN also holds blanket domestic Section 214 authority.

Campti-Pleasant Hill Telephone Co., Inc. (“Campti”): Campti holds blanket domestic Section 214 authority.

Answer to Question 11

In response to Sections 63.04(a)(4) and 63.18(h), the following entities will hold a 10% or greater direct or indirect ownership interest in the transferee, Epic Touch, pre- and post-transaction:

- (1) Bob Boaldin Irrevocable Epic Trust
610 S. Cosmos Street
Elkhart, KS 67950
Percent of Equity Interest Held: 49.55%
Country of Citizenship: US
Principal Business: Investments
Trustee: Trent Boaldin
Trustee Citizenship: US
Trustee Principal Business: Telecommunications/Attorney
Beneficiaries (in equal shares): Trent Boaldin (US) and Roxanna (Boaldin) Grimes (US)

- (2) Dian Boaldin Irrevocable Epic Trust
610 S. Cosmos Street
Elkhart, KS 67950
Percent of Equity Interest Held: 49.55%
Country of Citizenship: US
Principal Business: Investments
Trustee: Harvey Sorenson
Trustee Citizenship: US
Trustee Principal Business: Attorney
Beneficiaries (in equal shares): Trent Boaldin (US) and Roxanna (Boaldin) Grimes

In response to Section 63.04(a)(4), the following entities presently hold a 10% or greater direct ownership interest in transferor CP-TEL (Note: Following consummation of the proposed transaction, Epic Touch will hold 100% of the stock of CP-TEL):

- (1) Richard N. Gill
195 St. Charles Street
Natchitoches, LA 71457
Percent of Equity Interest Held: 63.25%
Country of Citizenship: US
Principal Business: Telecommunications

- (2) Michael Lawrence Gill Estate
195 St. Charles Street
Natchitoches, LA 71457
Percent of Equity Interest Held: 26.2%
Country of Citizenship: US
Principal Business: Estate
Executor: Richard N. Gill (see above for information on Richard N. Gill)

Answer to Question 12

Applicants do not have any interlocking directorates with foreign carriers.

Answer to Question 13

Pursuant to a February 25, 2019 Stock Purchase Agreement (“Agreement”) Epic Touch will purchase all of CP-TEL’s stock. Post-transaction, Epic Touch will own one hundred percent (100%) of the issued and outstanding CP-TEL stock and will control CP-TEL and its wholly-owned subsidiaries. Regulatory approval is a condition to close the proposed transaction. Accordingly, the CP-TEL entities and Epic Touch respectfully request that the Commission move as expeditiously as possible in considering this application. Upon completion of the proposed transaction, CP-TEL will be a wholly-owned direct subsidiary of Epic Touch, and Campti and CPTN will be wholly-owned indirect subsidiaries of Epic Touch through CP-TEL.

The proposed transaction will be completely transparent to Campti and CPTN’s customers. Key personnel from CP-TEL will remain in a management position at the company post-transaction, and Campti and CPTN will continue to serve their Louisiana customers in the same geographic service areas and under the same company names, rates, terms, and conditions as currently provided. Campti and CPTN will also retain their current authorizations and day-to-day operations. Thus, the CP-TEL companies will continue to be operated by highly experienced, well-qualified management and technical personnel, and Campti and CPTN’s customers will not experience any discontinuance, reduction, loss, or impairment of service.

In addition, Applicants provide the following narrative responses pursuant to Section 63.18(i)-(o) and 63.24(e)(2).

- 63.18(i) Applicants certify that they are not foreign carriers within the meaning of Section 63.09(d) of the Commission’s Rules, nor is it affiliated with a foreign carrier within the meaning of Section 63.09(e) of the Commission’s Rules.
- 63.18(j) Applicants certify that they do not seek to provide international telecommunications services to any destination country where: (i) any Applicant is or controls a foreign carrier; (ii) any entity that owns more than 25 percent of any Applicant or controls any Applicant controls a foreign carrier in that country; or (iii) two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate, more than 25 percent of any Applicant and are parties to, or the beneficiaries of, a contractual relation

affecting the provision or marketing of international basic telecommunications services in the United States.

- 63.18(n) Applicants certify that they have 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.
- 63.18(o) Applicants certify that, pursuant to Sections 1.2001 through 1.2003 of the Commission's Rules, that they are not subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988.

Answer to Question 20

The Applicants request streamlined processing of this Application. They qualify for streamlined processing because no part of Section 63.12(c)(1) or (2) applies to any Applicant. The Applicants are not affiliated with a foreign carrier, and no Applicants seek authority to resell the international switched or private line services of any affiliated dominant U.S. carrier.

Attachment 2

Domestic Section 214 Assignment Application

Pursuant to Section 63.04(b) of the Commission's rules, 47 C.F.R. § 63.04(b), Applicants submit the following information in support of their Application to assign CP-TEL's domestic Section 214 authorization to Epic Touch and address the requirements set forth in Section 63.04(a)(6)-(12):

63.04(a)(6): Description of Transaction

A description of the transaction is set forth in Attachment 1, Answer to Question 13.

63.04(a)(7): Description of the geographic areas in which the transferor and the transferee (and their affiliates) offer domestic telecommunications services, and what services are provided in each area

Epic Touch provides telephone and internet access services (through its affiliates) in Southwest Kansas and portions of the Oklahoma panhandle.

CP-TEL provides telephone and internet access services through its wholly-owned subsidiaries, Campti and CPTN, in Louisiana. Specifically, Campti provides services in portions of Natchitoches, Sabine, and Desoto Parishes. CPTN provides competitive services in Northwest Louisiana.

63.04(a)(8): Statement as to how the application fits into one or more of the presumptive streamlined categories in section 63.03 or why it is otherwise appropriate for streamlined treatment

The Application is eligible for streamlined processing under Section 63.03(b)(2)(iii) because (1) Epic Touch (the Transferee) will have a total market share of less than ten percent (10%) in the interstate, interexchange market, (2) Epic Touch, both pre- and post-transaction will provide competitive telephone exchange services or exchange access services in areas served by a dominant local exchange carrier that is not a party to the Agreement or this Application, and (3) Applicants are incumbent independent local exchange carriers that have, in combination, fewer than two percent (2%) of the nation's subscriber lines and no overlapping or adjacent service areas.

63.04(a)(9): Identification of all other Commission applications related to the same transaction

Applicants seek authority to transfer all relevant international and domestic Section 214 authorizations by this Application and have filed no other applications relevant to this transaction.

63.04(a)(10) Statement of whether the applicants are requesting special consideration because either party to the transaction is facing imminent business failure

The Applicants seek no special consideration because no party to the transaction is facing imminent business failure.

63.04(a)(11): Identification of any separately filed waiver request being sought in conjunction with the transaction

No separately filed waiver requests are being sought in conjunction with the transaction.\

63.04(a)(12): Statement showing how grant of the application will serve the public interest convenience and necessity, including any additional information that may be necessary to show the effect of the proposed transaction on competition in domestic markets:

The proposed transfer will serve the public interest by making the CP-TEL entities and Epic Touch financially stronger and better able to compete to provide service to current and prospective customers. The modern telecommunications industry is highly competitive, and customer demand for cutting edge services continues to grow. As a unified organization, Epic Touch and CP-TEL will be able to share their management, financial, and technical expertise and resources, giving both Epic Touch and the CP-TEL entities access to new competitive opportunities and more robust financing opportunities. Moreover, because Epic Touch and its affiliates do not currently compete with or provide service in any of the territories served by the CP-TEL entities the proposed transaction will not reduce competition.

VERIFICATION

I, Trent Boaldin, state that I am the President of Epic Touch Co., Inc.; that I am authorized to make this Verification on behalf of the Assignee; that the foregoing filing was prepared under my direction and supervision; and that the contents with respect to the Assignee are true and correct to the best of my knowledge, information, and belief.

I declare under penalty of perjury that the foregoing is true and correct.

Executed this 4th day of March 2019.



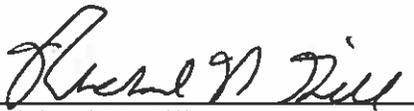
Trent Boaldin
President
Epic Touch Co., Inc.

VERIFICATION

I, Richard N. Gill, state that I am the CEO of CP-TEL Holdings, Inc.; that I am authorized to make this Verification on behalf of the Assignors; that the foregoing filing was prepared under my direction and supervision; and that the contents with respect to the Assignors are true and correct to the best of my knowledge, information, and belief.

I declare under penalty of perjury that the foregoing is true and correct.

Executed this 4th day of March 2019.



Richard N. Gill
CEO
CP-Tel Holdings, Inc.