

Lance J.M. Steinhart, P.C.

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September 25, 2018

VIA ECFS

Office of the Secretary
Federal Communications Commission
445 12th Street, S.W.
Washington, D.C. 20554

**RE: Application for Approval of a Transfer of Control for
Teo Communication Services, Inc.**

To Whom It May Concern,

Attached please find for filing an Application for Consent to Transfer of a Company Holding Blanket Domestic Section 214 Authority Pursuant to the Communications Act of 1934, as Amended for Teo Communication Services, Inc.

In Compliance with Section 61.14 of the Commission's Rules, the transmittal, associated files, required form 159 and filing fee are being transmitted electronically today via the Commission's Electronic Filing System. All correspondence and inquiries in connection with this filing should be forwarded to the undersigned.

Respectfully submitted,

/s/ Lance J.M. Steinhart

Lance J.M. Steinhart
Managing Attorney
Lance J.M. Steinhart, P.C.
Attorney for Teo Communication Services, Inc.

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

In the Matter of)
TEO COMMUNICATION SERVICES, INC.) **WC Docket No. _____**
FRN No. 0023341290

And

TEO ACQUISITION SUB, LLC) **File No. ITC-T/C- _____**
)
Application Pursuant to Section 214 of the)
Communications Act of 1934, as amended,)
for Approval of the)
Transfer of Control of a Company Holding)
Domestic Section 214 Authority)

APPLICATION

Teo Communication Services, Inc. ("Teo Services"), hereby requests approval from the Federal Communications Commission (the "Commission") pursuant to Section 214 of the Communications Act of 1934, as amended (the "Act"), 47 U.S.C. § 214, and Sections 1.763, 63.03, 63.04, 63.18, and 63.24(e) of the Commission's rules, to transfer control of Teo Services from Stephen R. Hill to Teo Acquisition Sub, LLC ("Teo Sub"), as described herein. Teo Services and Teo Sub may herein after be referred to as "Applicants".

Effective, September 11, 2018 all of the issued and outstanding capital stock in Teo Services was sold to Teo Sub (the "Transaction") pursuant to a stock purchase agreement dated September 11, 2018 by and between Stephen R. Hill and Teo Sub (the "Agreement").

I. REQUEST FOR STREAMLINED TREATMENT OF APPLICATION

Under Section 63.04(a) of the Commission's rules, the Applicants are filing a domestic application and respectfully request streamlined treatment of this Application pursuant to Sections

63.03 of the Commission's rules, 47 C.F.R. § 63.03. This Application is eligible for streamlined processing pursuant to Section 63.03(b)(2) of the Commission's rules because: (1) the Transaction will result in Teo Sub having a market share in the interstate interexchange market of less than ten percent (10%); (2) Teo Sub will provide nomadic VoIP services exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the Transaction; and (3) Neither Teo Sub nor any of its affiliates are regulated as dominant with respect to any service.

II. APPLICANTS

Teo Communication Services, Inc. (FRN: 0023341290)

Teo Communication Services, Inc. is a corporation organized under the laws of the State of Washington. Its principal offices are located at 11609 49th Place West, Mukilteo, WA 98275.

Teo Services provides domestic nomadic VoIP service to business subscribers in six jurisdictions: California, Florida, Arizona, Ohio, Texas and the District of Columbia.

Teo Acquisition Sub, LLC

Teo Acquisition Sub, LLC is a limited liability company organized under the laws of Delaware. Its principal offices are located at 1104 Palm View Avenue, Belleair, FL 33756. Teo Sub is a holding company which was formed for purposes of the Transaction and is 100% owned by Reclinata Group, LLC.

III. DESCRIPTION OF THE TRANSACTION

On September 11, 2018, Stephen R. Hill and Teo Sub entered into the Agreement under which Teo Sub acquired all the issued and outstanding capital stock of Teo Services from Stephen R. Hill. Upon consummation of the Transaction, Teo Sub owns 100% of the equity interests in Teo Services.

The Transaction will not result in any loss or impairment of service to any customer. These customers will continue to receive the same services to which they are currently subscribed and will not incur any costs associated with the Transaction.

Unfortunately, the Applicants did not seek timely Commission approval of the Transaction. The oversight was inadvertent and unintentional. At the time of the Transaction, the Applicants did not have advice from federal communications counsel on the Transaction and it was not aware of the obligation to request Commission approval. As soon as this failure came to the Applicants' attention, the Applicants took steps to remedy the noncompliance and to seek authority, to the extent necessary, for the continued provision of service to customers. The Applicants regret this oversight and have taken steps to ensure compliance with all applicable Commission requirements going forward.

IV. PUBLIC INTEREST STATEMENT

Approval of the Transaction is in the public interest because Teo Sub will provide customers with the same service as they are receiving today from Teo Services and the Transaction will have no adverse effect on the current customers. The transfer of control involves no disruption, impairment, or other changes in the entity providing service to customers, the facilities used to provide such services, or the rates, terms and conditions of such service. In addition, the contact points for customers and Commission inquiries will remain the same after the transfer of control.

All existing customer service numbers/operations, contracts and procedures of Applicant will remain in place after the proposed Transaction, including procedures relating to billing and repair complaints.

Further, as stated above, the Transaction will be conducted in a manner that will not affect the ongoing service of existing customers. Following consummation of the Transaction, Teo Sub continues to provide high-quality communications services to its customers without interruption and without immediate change in rates, terms or conditions.

The Transaction poses no risk of anticompetitive impact in the U.S. telecommunications marketplace. Based on its share of the market, Teo Sub will have no ability to adversely affect competition. No foreign carrier affiliations will result from this Transaction, and consumers will not be harmed.

V. INFORMATION REQUIRED BY SECTION 63.04(a) OF THE COMMISSION'S RULES

In support of this Application, the Applicants submit the following information pursuant to Section 63.04(a) of the Commission's rules:

(1) Name, address, and telephone number

Transferor:	Teo Communication Services, Inc. Attn: Stephen R. Hill 13910 64th Pl W. Edmonds, WA 98026 (800) 524-0024 (Telephone) FRN: 0023341290
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Transferee:	Teo Acquisition Sub, LLC: Attn: Richard Hirsh 1104 Palm View Avenue Belleair, Florida 33756 (727) 460-0847 (Telephone)
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(2) Organization

Teo Communication Services, Inc. is a corporation organized under the laws of the State of Washington.

Teo Acquisition Sub, LLC is limited liability company organized under the laws of the State of Delaware.

(3) Correspondence concerning this Application should be sent to:

Lance J.M. Steinhart
Managing Attorney
Lance J.M. Steinhart P.C.
1725 Windward Concourse, Suite 150
Alpharetta, GA 30005
Telephone: (770) 232-9200
Facsimile: (770) 232-9208
Email: lsteinhart@telecomcounsel.com

(4) Information concerning the ten percent (10%) or greater shareholders of Transferor/Teo Services:

Stephen R. Hill 100%
US Citizen

Information concerning the ten percent (10%) or greater shareholders of Transferee/Teo Sub:

Reclinata Group, LLC, a Delaware limited liability company, whose primary business is consulting and advisory services, owns one hundred percent (100%) of Teo Sub.

Reclinata Group, LLC is owned as follows:

Richard Hirsh 50%
US Citizen

Greg Forrest 50%
US Citizen

(5) By the attached certifications, the Applicants certify, pursuant to Sections 1.2001 through 1.2003 of the Commission's rules 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.

(6) The Transaction is described in Section III of the Application.

(7) A description of the geographic service areas and services provided in each area is included in Section II of the Application.

(8) Applicant requests streamlined processing of this Application pursuant to Section 63.03(b)(1) and 63.03(b)(2) of the Commission's rules, for the reasons set forth in Section I.

(9) In connection with this Application, the Applicants will submit a Request for Special Temporary Authorization regarding the continued provision of service to customers.

(10) The Applicants are not requesting any special consideration.

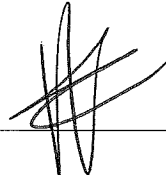
(11) The Applicants are not requesting any waivers.

(12) The Transaction will serve the public interest for the reasons detailed in Section IV of the Application.

VII. CONCLUSION

For the reasons stated above, Applicant respectfully submit that the public interest, convenience, and necessity would be furthered by grant of this Application for consent to the transfer of control of Teo Communication Services, Inc., a holder of domestic section 214 authority, to Teo Acquisition Sub, LLC.

Respectfully submitted,



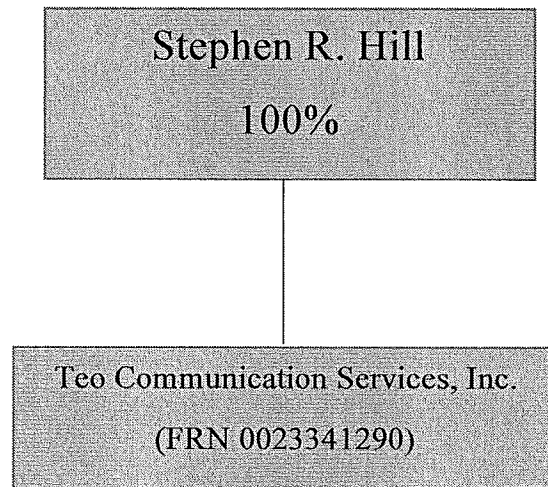
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lsteinhart@telecomcounsel.com (E-Mail)

Counsel for Applicants

Dated: September 25th, 2018

EXHIBIT A
ORGANIZATIONAL CHARTS

Pre Close Organizational Chart



Post Close Organizational Chart

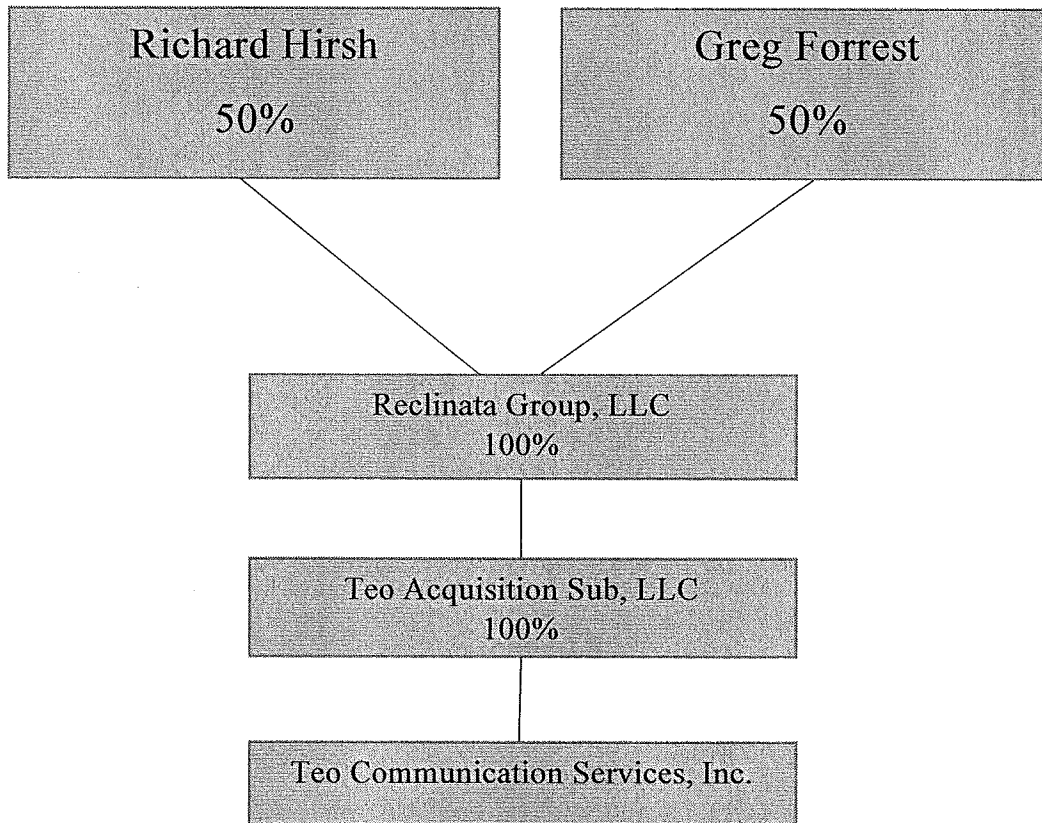


EXHIBIT B

REQUEST FOR SPECIAL TEMPORARY AUTHORITY

Application for Approval of Transfer of Control

Lance J.M. Steinhart, P.C.
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Alpharetta, Georgia 30005

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VIA ECFS

Ms. Marlene H. Dortch, Secretary
Office of the Secretary
Federal Communications Commission
445 12th Street, S.W.
Washington, DC 20554

Attn: Wireline Competition Bureau

Re: Teo Communication Services, Inc. and Teo Acquisition Sub., LLC; Joint
Request for Special Temporary Authority to Operate Pending
Approval of Transfer of Control Application

Dear Ms. Dortch,

Pursuant to 47 U.S.C. § 214, Teo Communication Services, Inc. (FRN 0023341290) ("Teo Services"), along with Teo Acquisition Sub, LLC ("Teo Sub") ('collectively, the "Applicants"), hereby request Special Temporary Authority ("STA") so that for Teo Sub can continue to service newly acquired business pending Commission approval of their Section 214 application for domestic transfer of control (the "Application").

Effective, September 11, 2018, all of the issued and outstanding capital stock in Teo Services was sold to Teo Sub (the "Transaction") pursuant to a stock purchase agreement dated September 11, 2018 by and between Stephen R. Hill and Teo Sub (the "Agreement"). The Transaction resulted in the sale of Teo Services domestic operations and customers, *see* 47 C.F.R. §§ 63.01, 63.03, and 63.04.

Additional details about the sale and the Applicants are included in the Application seeking Commission approval for the transfer of control.

Unfortunately, the Applicants did not seek timely Commission approval of the Transaction. The oversight was inadvertent and unintentional. At the time of the Transaction, Teo did not have advice from federal communications counsel on the Transaction and it was not aware of the obligation to request Commission approval. As soon as this failure came to the Applicants' attention, the Applicants took steps to remedy the noncompliance and to seek authority, to the extent necessary, for the continued provision of service to customers. The Applicants regret this oversight and have taken steps to ensure compliance with all applicable Commission requirements going forward.

Ms. Marlene H. Dortch, Secretary

September 25, 2018

Page 2

Grant of the STA will serve the public interest by permitting the continued, uninterrupted provision of service to customers while the Commission reviews the Application. Grant of the STA also will promote competition in the VoIP telephone services marketplace. Without discounting the regulatory obligation to obtain prior approval, the Applicants note that no harm to customers or to the market occurred as a result of Applicants' oversight. The Applicants have acted in good faith to rectify the failure to file for approval of the domestic assignment as quickly as possible.

The Applicants request temporary authority for sixty (60) days while the Application is pending. The Applicants acknowledge that grant of the requested STA will not prejudice any action the Commission may take on the Application, and that, once granted, the STA may be revoked on the Commission's own notice, without hearing. The Applicants further acknowledge that grant of an STA and the t Application will not preclude enforcement action.

This filing and the applicable credit card payment in the amount of \$1,195.00, which satisfies the filing fee required under line 2.d. of Section 1.1107 of the Commission's rules, are being submitted electronically through the ECFS.

If you have any questions or if I may provide you with any additional information, please do not hesitate to contact me.

Respectfully submitted,

A handwritten signature in black ink, appearing to be 'Lance J.M. Steinhart', written over a horizontal line.

Lance J.M. Steinhart, Esq.
Managing Attorney
Lance J.M. Steinhart, P.C.
*Attorneys for Teo Communication
Services, Inc. and Teo Acquisition Sub, LLC*

EXHIBIT C
CERTIFICATIONS

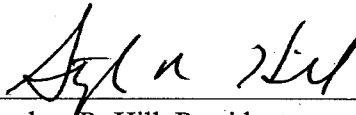
STATE OF WASHINGTON)

COUNTY OF SNOHOMISH)

CERTIFICATION

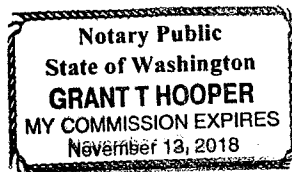
I, Stephen R. Hill, hereby state under penalty the perjury that I am the President of Teo Communication Services, Inc., that I have reviewed the foregoing Application and know the contents thereof, and that the statements made therein are true and correct to the best of my knowledge and belief.

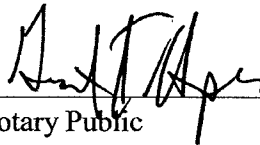
Dated: 9/24/18



Stephen R. Hill, President
Teo Communication Services, Inc

Subscribed and sworn to before me, the undersigned authority, this the 24th day of September 2018.





Notary Public

My Commission expires 11-13-18

STATE OF FLORIDA

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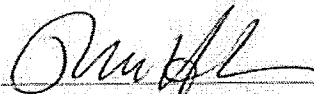
COUNTY OF PINELLAS

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CERTIFICATION

I, Richard Hirsh, hereby state under penalty the perjury that I am the President of Teo Acquisition Sub, LLC, that I have reviewed the foregoing Application and know the contents thereof, and that the statements made therein are true and correct to the best of my knowledge and belief.

Dated: _____



Richard Hirsh, President
Teo Acquisition Sub, LLC

Subscribed and sworn to before me, the undersigned authority, this the _____ day of
September 2018.

Notary Public

My Commission expires _____