

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

In the Matter of)
)
Curtis H. Hunt)
Herman C. Roark, Jr.)
Transferors)
) WC Docket No. ____
Hilliary Acquisition B2B, LLC)
Transferee)
)
For the Transfer of Control of Border to Border Communications, Inc.,)
a provider of interstate interexchange and exchange access services in)
Texas pursuant to blanket domestic section 214 authorization)

To: Wireline Competition Bureau

**APPLICATION FOR TRANSFER OF CONTROL OF DOMESTIC
BLANKET SECTION 214 AUTHORIZATIONS**

Curtis H. Hunt (FRN 0012466488) and Herman C. Roark, Jr. (FRN 0012466587) (collectively, “Transferors”) and Hilliary Acquisition B2B, LLC (“Hilliary” or “Transferee”; FRN 0027988831) hereby request Commission authorization for the transfer of control of Border to Border Communications, Inc. (“Border”; FRN 000167735) and the blanket domestic 214 authorization held by Border, from Transferors to Hilliary. Border is a rural incumbent local exchange carrier (“ILEC”) that provides local exchange telephone services and interstate exchange access services in the State of Texas pursuant to a blanket domestic Section 214 authorization.

Border is a Texas corporation that provides local exchange telephone services (including interstate exchange access) as an ILEC and broadband Internet services to residential consumers and business customers in the Falcon Exchange in Zapata County, Texas. Border holds a certificate of convenience and necessity (“CCN”) from the Public Utility Commission of Texas and provides local exchange telephone services (including interstate exchange access) in Zapata County in south Texas.

Transferors, Curtis H. Hunt and Herman C. Roark, Jr., are both citizens of the United States and each hold a 50 percent interest in Border.

There are presently 2,000 shares of Common Stock (with no par value) issued and outstanding of Border owned 50 percent by Curtis H. Hunt and 50 percent by Herman C. Roark, Jr. The present application seeks FCC consent for the transfer of control of Border and the Domestic 214 authorization held by Border from the Transferors to Hilliary, an Oklahoma limited liability holding company that was newly formed to acquire a controlling interest in Border, a Texas corporation. A separate application has been filed with the Wireless Telecommunications Bureau through the FCC’s Universal Licensing System (ULS) seeking FCC consent for the transfer of control of the wireless licenses held by Border.¹ The Transferor and Transferee will be filing through the IBFS an application for consent to transfer control of an International 214 authorization.

¹ The parties have filed an application (File No. 0008429416) requesting FCC authorization for the transfer of control of wireless licenses held by Border from the Transferors to Hilliary. Border holds the following wireless licenses: Call Signs: KNLM716, (CR), KNLN510 (CB-BETRS), WQCM494 (WZ- Lower C Band, CMA670, Texas 19-Atascosa), WQJH853 (NN 3650-3700 MHz) and WQXF465 (NN 3650-3700 MHz).

Hilliary is an Oklahoma holding company with its principal office in Medicine Park, Oklahoma. Hilliary is owned by Edward E. Hilliary, Jr. (FRN 0017195116), Dustin J. Hilliary (FRN 0017195173), Michael J. Hilliary (FRN 0017195207), and Douglas J. Hilliary (FRN 0017195132) with each holding a 25 percent interest. Each interest holder is a United States citizen. Hilliary does not offer domestic telecommunications services. Hilliary, and its owners, directly or indirectly hold ownership interests in the following entities that provide local exchange and domestic interexchange services in Oklahoma: (1) Medicine Park Telephone Company, Inc.; (2) Oklahoma Western Telephone Company, Inc.; (3) Phoenix Long Distance, Inc.; (4) Wichita Online, LLC; (5) Southern Plains Cable, LLC; and (6) Texhoma Fiber, LLC.

The proposed transaction will involve the purchase by Hilliary of all the issued and outstanding shares of Common Stock of Border owned by the Transferors. Upon consummation of the proposed transfer of control, Border will be controlled by Hilliary. Dustin J. Hilliary is the Managing Member of Hilliary.

In accordance with the requirements of Section 63.04(a) of the Commission's Rules, the Applicants submit the following information:

1. Name, address and telephone number of each applicant:

Transferors and Applicant (Border):

Border to Border Communications, Inc.
Herman C. Roark, Jr., President
2123 Sidney Baker St.
Kerrville, TX 78028
Phone: (956) 936-2000
E-mail: herman.roark@border2border.com

Herman C. Roark Jr.
P. O. Box 171
Comfort, Texas 78013
Phone: (830) 995-3891
E-mail: hroark@htc.net

Curtis H. Hunt
188 Northwest Hills Drive
Kerrville, TX 78028
Phone: (830) 257-5585
E-mail: curtis.hunt37@gmail.com

Transferee:

Dustin J. Hilliary, Managing Member
Hilliary Acquisition B2B, LLC
P.O. Box 171
#1 Big Rock Boulevard
Medicine Park, OK 73557
Phone: (580) 529-5000
E-mail: dustin.hilliary@hillcom.net

2. Government, state or territory under the laws of which each corporate or partnership applicant is organized:

Curtis H. Hunt and Herman C. Roark, Jr. are both United States citizens.

Border, the domestic 214 holder, is a domestic corporation organized under the laws of the State of Texas.

Hilliary Acquisition B2B, LLC (Hilliary), is an Oklahoma limited liability company.

3. Name, title, post office address, and telephone number of the officer or contact person to whom correspondence concerning the application is to be addressed:

Transferor and Applicant (Border):

Herman C. Roark, Jr., President
Border to Border Communications, Inc.
2123 Sidney Baker St.
Kerrville, TX 78028
Phone: (956) 936-2000
E-mail: herman.roark@border2border.com

Legal Counsel

Keith E. Gamel and James T. Howard
Naman, Howell, Smith & Lee, PLLC
8310 N. Capital of Texas Hwy., Suite 490
Austin, Texas 78731
Phone: 512-807-2466
E-mail: Gamel@namanhowell.com

Transferee:

Dustin J. Hilliary, Managing Member
Hilliary Acquisition B2B, LLC
P.O. Box 171
#1 Big Rock Boulevard
Medicine Park, OK 73557
Phone: (580) 529-5000
E-mail: dustin.hilliary@hillcom.net

Legal Counsel

Carri Bennet
Womble Bond Dickinson (US) LLP
1200 Nineteenth Street, NW, Suite 500
Washington, DC 20036
Phone: (202) 857-4519
E-mail: carri.bennet@wbd-us.com

4. Name, address, citizenship and principal business of any person or entity that directly owns at least ten (10) percent of the equity of the applicant, and the percentage of equity owned by each of those entities:

Applicant, Border (Before the Transaction) is 50 percent owned by Curtis H. Hunt and 50 percent owned by Herman C. Roark, Jr. as set forth below:

Name & Address	Ownership %	Citizenship	Principal Business
Herman C. Roark, Jr. FRN 0012466587 P. O. Box 171 Comfort, Texas 78013	50%	US	Telecommunications, President and Director
Curtis H. Hunt FRN 0012466488 188 Northwest Hills Drive Kerrville, TX 78028	50%	US	Telecommunications, Secretary and Director

Applicant, Border (After the Transaction) will be 100 percent owned by Hilliary. The ownership of Hilliary is set forth below:

Name & Address	Ownership %	Citizenship	Principal Business
Edward E. Hilliary, Jr. FRN 0017195116 931 NE Brown Elgin, OK 73538	25%	US	Telecommunications
Dustin J. Hilliary FRN 0017195173 #1 Hilliary Dr. Lawton, OK 73507	25%	US	Telecommunications, Managing Member
Michael J. Hilliary FRN 0017195207 P.O. Box 223 Medicine Park, OK 73507	25%	US	Telecommunications
Douglas J. Hilliary FRN 0017195132 4052 NW Tackle Box Road Lawton, OK 73507	25%	US	Telecommunications

5. Certification pursuant to 47 C.F.R. §§1.2001 through 1.2003 that no party to the application is subject to denial of Federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988.

The parties hereby certify, pursuant to 47 C.F.R. §§1.2001 through 1.2003, that no party to the present application is subject to denial of Federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988.

6. Description of the transaction:

The proposed transaction will involve the purchase by Hilliary of 2,000 shares of Common Stock, all of the issued and outstanding common stock of Border, owned 50 percent by Curtis H. Hunt and 50 percent by Herman C. Roark, Jr. Upon consummation, Hilliary will own 100 percent of Border.

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

Transferors:

Transferors, Curtis H. Hunt and Herman C. Roark, Jr. each hold a 50% interest in Border. Border provides local exchange telephone services (including interstate exchange access) as an ILEC and broadband

Internet services to residential consumers and business customers in SAC 442073 in Zapata County, Texas. Border receives high cost-based support.

Border is also the FCC licensee of Call Sign KNLM716 in the Rural Radiotelephone service and Call Sign KNLN510 in the Basic Exchange Telephone Radio Service (BETRS). Border also holds a 700 MHz Lower C Band license under Call Sign WQCM494, in CMA670, Texas 19, Atascosa, and provides broadband Internet services throughout Zapata County, Texas. Border is also the FCC licensee of Call Sign WQJH853, a nationwide common carrier license for the 3650-3700 MHz band and Special Temporary Authority Call Sign WQXF465, a nationwide common carrier license in the 3650-3700 MHz.

Transferee:

Transferee, Hilliary, is an Oklahoma holding company. Hilliary does not offer domestic telecommunications services. Hilliary is affiliated with the following companies that provide local exchange and domestic interexchange services in Oklahoma:

Medicine Park Telephone Company, Inc. (“Medicine Park”) is 100 percent owned by Hilliary Family First, LLC (“HFF”), which is owned by two family trusts, 50 percent owned by the Alice Jo Hilliary (AFH) Revocable Trust Dated April 16, 2014, and 50 percent owned by the Edward A. Hilliary, Jr. (EAH) Revocable Trust. Douglas J. Hilliary and Edward E. Hilliary Jr. are co-managers of HFF and co-managers and Trustees of both the AFH and EAH Trusts. The following U.S. citizens each hold a 14.29 percent equity interest in, and are beneficiaries of, both the EAH Trust and the AFH Trust and, therefore, each hold a 14.29 percent interest in Medicine Park: Douglas J. Hilliary, Edward E. Hilliary, Jr., Michael J. Hilliary, Dustin J. Hilliary, Dacia N. Hilliary, Cody K. Hilliary, and Edward E. Hilliary. Medicine Park is a rural ILEC providing local exchange telephone service in SAC 432008 in South Western Oklahoma. Medicine Park receives high cost- based support.

Oklahoma Western Telephone Company, Inc. (“Oklahoma Western”) is 100 percent owned by Hilliary Acquisition Corp 2016, LLC. Douglas J. Hilliary, Dustin J. Hilliary, Michael J. Hilliary, and Edward E. Hilliary, Jr. each hold a 25 percent interest in Hilliary Acquisition Corp 2016, LLC. Oklahoma Western is an ILEC providing local exchange service in SAC 432014 in Oklahoma. Oklahoma Western receives model-based support based on the Alternative Connect America Cost Model (A-CAM).

Oklahoma Western is also the FCC licensee of the Cellular Radio Service Station KNKN972 in Oklahoma 10 – Haskell, and PCS Broadband Station KNLH307 in BTA267, McAlester, Oklahoma. Oklahoma Western also holds Broadband Radio Service and Common Carrier Fixed Point-to-Point microwave licenses.

Phoenix Long Distance, Inc. is 100 percent owned by Oklahoma Western and provides domestic interexchange service in southwest Oklahoma.

Wichita Online, LLC (“Wichita Online”) is owned by Douglas J. Hilliary, Dustin J. Hilliary, Michael J. Hilliary, and Edward E. Hilliary, Jr. who each hold a 25 percent interest. Wichita Online provides local exchange and domestic interexchange services in southwest Oklahoma.

Southern Plains Cable, LLC (“Southern Plains”) is owned by Douglas J. Hilliary, Dustin J. Hilliary, Michael J. Hilliary, and Edward E. Hilliary, Jr. who each hold a 25 percent interest. Southern Plains is a CLEC and provides local exchange and domestic interexchange services in southwest Oklahoma.

Texhoma Fiber, LLC (“Texhoma”) is owned by Douglas J. Hilliary, Dustin J. Hilliary, Michael J. Hilliary, and Edward E. Hilliary, Jr. who each hold a 25 percent interest. Texhoma provides domestic interexchange services in southwest Oklahoma.

Hilliary Acquisition Corp. Texas, LLC (HACT), is owned by Edward E. Hilliary, Jr., Dustin J. Hilliary, Michael J. Hilliary, and Douglas J. Hilliary with each holding a 25 percent interest. HACT currently has applications pending with the Wireline Competition Bureau seeking FCC consent to the transfer of control of Tatum Telephone Company, Inc. (“Tatum”) and Electra Telephone Company, Inc. (“Electra”), and the Domestic 214 authorizations held by Tatum and Electra from Townes Telecommunications, Inc. (Townes) to HACT (WC Docket Nos. 18-301 and 18-302). HACT also has a separate application pending filed through the IBFS seeking FCC approval for the transfer of control from Townes to HACT of the International 214 authorization held by Electra (ITC-T/C-20181002-00179). Electra is an ILEC that receives high cost-based support in SAC 442069 in Texas. Tatum is an ILEC that receives high cost-based support in SAC 442150 in Texas.

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 parties are not requesting streamlined treatment for the transfer of control of Border from the Transferors to Hilliary.

9. Identification of all other Commission applications related to the same transaction:

The parties have filed an application (File No. 000842941) with the Wireless Telecommunications Bureau through ULS seeking Commission consent to the transfer of control of Border’s FCC licenses including the following Call Signs: KNLM716, (CR), KNLN510 (CB-BETRS), WQCM494 (WZ- Lower C Band, CMA670, Texas 19 -Atascosa), WQJH853 (NN 3650-3700 MHz) and WQXF465 (NN 3650-3700 MHz). The parties will also be filing through the IBFS an application for consent to transfer control of an International 214 authorization.

10. Statement of whether the applicants are requesting special consideration because either party to the transaction is facing imminent business failure:

No party to the transaction is facing imminent business failure at this time. Therefore, the Applicants are not requesting special consideration because a party to the transaction is facing imminent business failure.

11. Identification of any separately filed waiver requests being sought in conjunction with the transaction:

No separately filed waivers or waiver requests are being sought in conjunction with the proposed transaction.

12. A 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:

This transaction will have no impact on competition in domestic telecommunications markets. The proposed transaction entails the transfer of control of Border from the Transferors to Hilliary, an established and financially secure rural telephone organization that has long owned ILEC subsidiaries and affiliates that serve rural portions of Oklahoma. Hilliary has a proven record of investing in rural networks and communities of its subsidiaries and affiliates and of providing high quality telecommunications services to rural areas. Accordingly, the proposed transaction will benefit the residents of South Texas who will continue to have access to high quality communications offerings.

CONCLUSION

In light of the foregoing facts and public interest considerations, the parties respectfully request that the Commission consent to the transfer of control of Border and its blanket domestic Section 214 authorization that will result from the acquisition of a controlling interest in Border by Hilliary. Consistent with precedent, the proposed transaction will serve the public interest, convenience, and necessity by ensuring that Border will continue to be controlled and managed by individuals with extensive knowledge of local telephone operations and the needs of the communities it serves, thereby directly benefitting all area consumers.

Respectfully submitted,

By: */s/ Carri Bennet*

Carri Bennet
Marjorie Spivak
Counsel for Hilliary Acquisition B2B, LLC

Womble Bond Dickinson (US) LLP
1200 Nineteenth Street NW
Suite 500
Washington D.C., US 20036
(202) 857-4538

Dated: November 13, 2018

DECLARATION OF HERMAN C. ROARK, JR

I, Herman C. Roark, Jr., President of Border to Border Communications, Inc., and a Transferor, do hereby declare under penalty of perjury that the foregoing filing was prepared under my direction and supervision and that the contents of the filing and the certifications contained therein are true and correct to the best of my knowledge, information and belief.

Executed on 12 day of November, 2018


Herman C. Roark, Jr., President
Border to Border Communications, Inc.

DECLARATION OF DUSTIN J. HILLIARY

I, Dustin J. Hilliary, Managing Member of Transferee, Hilliary Acquisition B2B, LLC, do hereby declare under penalty of perjury that the foregoing filing was prepared under my direction and supervision and that the contents of the filing and the certifications contained therein are true and correct to the best of my knowledge, information.

Executed on 9th day of November, 2018



Dustin J. Hilliary, Managing Member
Hilliary Acquisition B2B, LLC