

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

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|--|---|---------------------|
| In the Matter |) | |
| |) | |
| Blue Casa Telephone, LLC |) | |
| |) | |
| and |) | WC Docket No. _____ |
| |) | |
| Jeff Compton and Howard Brand, Individuals. |) | IB File No. _____ |
| |) | |
| Application, Pursuant to Section 214 of the |) | |
| Communications Act of 1934, as Amended, for |) | |
| Approval of the Transfer of Control of |) | |
| Blue Casa Telephone, LLC to Jeff Compton |) | |
| and Howard Brand, Individuals |) | |

JOINT APPLICATION

Blue Casa Telephone, LLC (FRN 0020552303) (“BCT”), Jeff Compton (FRN 0024575094), an individual, and Howard Brand (FRN 0024575086), an individual, collectively “Joint Applicants,” hereby request, pursuant to Section 214 of the Communications Act of 1934, as amended, 47 U.S.C. § 214, and Sections 63.04 and 63.24 of the Commission’s Rules, 47 C.F.R. §§ 63.04 and 63.24, approval of the transfer of control of BCT to Mr. Compton and Mr. Brand. Information addressing the requirements of Commission Rule 63.04(a)(6)-(12) (47 C.F.R. § 63(a)(6)-(12)) is set forth in Attachment A.

I. INTRODUCTION AND SUMMARY OF TRANSACTION

BCT provides wireline local exchange, exchange access, and domestic and international interexchange telephone services to customers in California, with a particular focus on serving Spanish-speaking residential and small commercial customers.

BCT commenced operations in 2011, after acquiring the customer base and

associated assets of Blue Casa Communications, Inc. (“BCC”) via an assignment for the benefit of creditors. The assignment of BCC’s domestic interstate assets was authorized by the Commission in WC Docket 11-24. The assignment of BCC’s international assets, which included its International 214 license, was authorized by the Commission under File No. ITC-ASG-20110204-00043.

At the time of the acquisition, BCT was a wholly-owned subsidiary of TCAST Communications, Inc. (“TCAST”),¹ but under the day-to-day management of Jeff Compton and Howard Brand. Approximately ten months later, ownership and control of BCT was acquired by Mr. Compton and Mr. Brand, with Mr. Compton obtaining a 49% ownership interest and Mr. Brand obtaining a 51% ownership interest. This transfer had been contemplated at the time of the BCC assignment but, for logistical reasons, ownership and control of BCT was maintained by TCAST on an interim basis. An application for approval of the transfer of control was filed with the California Public Utilities Commission in August 2011, and a decision granting the application was issued on February 1, 2012, with the transaction being consummated shortly thereafter. Although Mr. Brand and Mr. Compton were represented by an experienced, now-retired telecommunications attorney, the need to obtain Federal Communications Commission (“FCC”) approval of the change in control was inadvertently overlooked, for reasons that are unknown at this time.

This oversight was discovered on May 4, 2014, following an inquiry by FCC International Bureau staff in connection with a very recently-filed, unrelated joint application for approval of a transfer of the customer base of Telscape Communications, Inc. to BCT.

By the instant application, Joint Applicants are seeking approval for the transfer

¹ TCAST Communications, Inc. ceased operations after filing for bankruptcy in 2013.

of control that occurred in 2012. Joint Applicants have filed requests for Special Temporary Authority to enable BCT to continue providing service to its customers pending Commission action on this Joint Application.

Since the BCC asset acquisition, BCT has been operating successfully under the guidance and direction of Mr. Compton and Mr. Brand. It is financially healthy and provides high quality affordable services that are uniquely tailored to the needs of its customers. Granting this Joint Application will enable BCT to continue to serve its customers without interruption or change under the highly-capable, proven management of Mr. Compton and Mr. Brand.

The Joint Applicants truly regret the oversight that led to the failure to obtain prior Commission approval of the transfer of control and, are now, promptly correcting that oversight through this Joint Application. Because this failure was purely inadvertent and approval of this Joint Application will enable BCT's customers to continue to enjoy and benefit from BCT's ongoing operation, Joint Applicants submit that granting this Joint Application is in the public interest.

II. SECTION 63.24(e) INFORMATION

Pursuant to Section 63.24(e) of the Commission's Rules, Joint Applicants submit the following information requested in Section 63.18 (a)-(d) and (h)-(p) in support of this application. (In accordance with Section 63.24(e)(2), items (i)-(p) pertain to the transferees, only; but, item (h) contains ownership information for both the transferor and the transferees.)

(a) Names, Addresses, and Telephone Numbers of Applicants

(1) Transferor (BCT); FRN 0020552303

Blue Casa Telephone, LLC
114 E. Haley Street, Suite A
Santa Barbara, CA 93101
Tel: 805 560-7809

(2) Transferee (Compton); FRN 0024575094

Jeff Compton
114 E. Haley Street, Suite A
Santa Barbara, CA 93101
Tel: 805-560-7809

(3) Transferee (Brand); FRN 0024575086

Howard Brand
1732 Aviation Blvd., Suite 223
Redondo Beach, CA 90278
Tel: 310-379-4605

(b) Jurisdiction of Organization

Blue Casa is a California limited liability company. Mr. Compton and Mr. Brand are individuals.

(c) Contact Information

All correspondence and other communications concerning this application should be directed to:

John L. Clark
Goodin, MacBride,
Squeri & Day, LLP
505 Sansome Street, 9th Floor
San Francisco, California 94111
Tel: 415-765-8443
Fax: 415-398-4321
E-mail: jclark@goodinmacbride.com

(d) International Authorizations

BCT holds authority to provide global facilities-based and global resale services under File No. ITC-214-20030602-00265. (BCT also holds blanket domestic operating authority pursuant to Rule 63.01, 47 C.F.R. § 63.01.)

(h) Ownership

The following persons and entities currently hold 10% or greater direct ownership

or control interests in Blue Casa Telephone, LLC. These ownership and control interests will remain the same following approval of this Joint Application:

| Name and Address | Citizenship | Principal Business | Percentage Direct Ownership of Blue Casa |
|---|---------------|-------------------------------|--|
| Jeff Compton 114 E. Haley Street, Suite A Santa Barbara, CA 93101 | United States | Telecommunications Management | 49% |
| Howard Brand 1732 Aviation Blvd., Suite 223 Redondo Beach, CA 90278 | United States | Investment Manager | 51% |

No other person or entity holds or is attributed with a 10% or greater direct or indirect ownership or control interest in BCT and there are no interlocking directorships with any foreign carrier.

(i) As evidenced by the certifications attached to this application, Mr. Brand and Mr. Compton certify under penalty of perjury under the laws of the United States that neither BCT nor either of them has any affiliation with a foreign carrier.

(j) As evidenced by the certifications attached to this application, Mr. Brand and Mr. Compton certify under penalty of perjury under the laws of the United States that neither BCT nor either of them, directly or through any affiliate, seeks to provide international telecommunications services to any destination country for which any of the statements in subsections 63.18(j)(1)-(4), inclusive, of the Commission's Rules (47 C.F.R. § 63.18(j)(1)-(4), inclusive) is true.

(k) Not applicable.

(l) Not applicable.

(m) Not applicable.

(n) As evidenced by the certifications attached to this application, Mr. Brand and Mr.

Compton certify under penalty of perjury under the laws of the United States that neither BCT nor either of them or any affiliate has 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 that neither BCT nor either of them or any affiliate will enter into such agreements in the future.

(o) As evidenced by the certification attached to this application, Mr. Brand and Mr. Compton certify under penalty of perjury under the laws of the United States that that neither BCT nor either of them or any affiliate is subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998. *See* 21 U.S.C. § 853a. *See also* 47 C.F.R. §§ 1.2001-1.2003.

(p) This application is eligible for streamlined processing under Section 63.12 of the Commission's Rules, 47 CFR § 63.12. because none of the exceptions to streamlined processing specified by paragraph (c) of Section 63.12 applies.

III. PUBLIC INTEREST

As noted above, BCT has been operating successfully under the guidance and direction of Mr. Compton and Mr. Brand for four years. It is financially healthy and provides high quality affordable services that are uniquely tailored to the needs of its customers. Granting this Joint Application will enable BCT to continue to serve its customers without interruption or change under the highly-capable, proven management of Mr. Compton and Mr. Brand.

The Joint Applicants truly regret the oversight that led to the failure to obtain prior Commission approval of the transfer of control and, are now, promptly correcting that oversight through this Joint Application. Because this failure was purely inadvertent and approval of this Joint Application will enable BCT's customers to continue to enjoy and benefit

from BCT's ongoing operation, Joint Applicants submit that granting this Joint Application is in the public interest.

CONCLUSION

As demonstrated in this application, Joint Applicants submit that the public interest, convenience, and necessity would be furthered by a grant of this application.

Respectfully submitted this 5th day of May 2015.

GOODIN, MACBRIDE,
SQUERI & DAY, LLP
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By



John L. Clark

Attorneys for Joint Applicants

LIST OF ATTACHMENTS

Certification of Transferor

Certification of Transferee Compton

Certification of Transferee Brand

Attachment A - Section 63.04 Information

CERTIFICATION OF TRANSFEROR

I hereby certify that the statements in the foregoing application on behalf of
behalf of Blue Casa Telephone, LLC are true, complete, and correct to the best of my knowledge
and are made in good faith. I declare under penalty of perjury under the laws of the United
States that the foregoing is true and correct.

Blue Casa Telephone, LLC

By: 

Name: Jeff Compton

Title: President and CEO

Date: 5-4-15

CERTIFICATION OF ASSIGNEE COMPTON

I hereby certify that the statements in the foregoing application on behalf of Jeff Compton are true, complete, and correct to the best of my knowledge and are made in good faith. I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct.



Jeff Compton

CERTIFICATION OF ASSIGNEE BRAND

I hereby certify that the statements in the foregoing application on behalf of Howard Brand are true, complete, and correct to the best of my knowledge and are made in good faith. I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct.



Howard Brand

ATTACHMENT A

SECTION 63.04 INFORMATION

Information addressing the requirements set forth in Commission Rule

63.04(a)(6)-(12) is as follows:

(a)(6) A description of the transaction is set forth above in section I of this application.

(a)(7) **Blue Casa Telephone, LLC**: BCT provides facilities-based local exchange, exchange access, and domestic and international interexchange telephone services, broadband Internet access, and data networking services to customers in California.

Jeff Compton: Mr. Compton is the President and CEO of BCT. Mr. Compton does not separately provide telecommunications services or hold authority to do so.

Howard Brand: Mr. Brand is an investment manager. Mr. Brand does not separately provide telecommunications services or hold authority to do so.

(a)(8) This application is eligible for streamlining pursuant to 47 C.F.R. § 63.03 because the proposed transaction would result in BCT's having less than a 10% share in the interstate, interexchange market, BCT would provide competitive telephone local exchange services or exchange access services, if any, exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the proposed transaction, and none of the applicants is dominant with respect to any service. *See* 47 C.F.R. § 63.03(b)(2)(i).

(a)(9) Through this application, Joint Applicants are seeking authority with respect to both international and domestic Section 214 authorizations (this application is being separately and concurrently filed with respect to both types of authorities in compliance with Commission Rule 63.04(b), 47 C.F.R. § 63.04(b)).

(a)(10) Joint Applicants are not seeking special consideration of this application.

(a)(11) Not applicable.

(a)(12) A statement showing how grant of this application will serve the public interest, convenience, and necessity is set forth above in section III of this application.