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JUN 26 2012
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COMPETITION POLICY DIVISION
WIRELINE COMPETITION BUREAU

William A. Dwyer

June 22, 2012

VIA OVERNIGHT COURIER AND EMAIL

Dennis.johnson@fcc.gov

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Marlene H. Dortch, Secretary
Federal Communications Commission
445 12th Street, N.W.
Washington, DC 20554

Attn: Dennis Johnson, Wireline Competition Bureau

Re: Communication Solutions Partners, Inc. and McGraw Communications Request for Special Temporary Authority To Operate Pending Approval of Domestic Application for Transfer of Assets of Company Holding Domestic 214 Authorization

Dear Ms. Dortch:

Pursuant to Section 214 of the Communications Act of 1934, as amended, 47 U.S.C. § 214, Communication Solutions Partners, Inc. ("CSP") with McGraw Communications ("McGraw," and with CSP, the "Applicants") hereby request Special Temporary Authority ("STA") to allow for McGraw to continue to provide service to certain former customers of CSP pending Commission approval of the parties' application for consent to transfer assets of CSP, which holds blanket domestic 214 authorization. A copy of the application is attached hereto. Because McGraw is already providing service to these customers, the Applicants respectfully request that the Commission grant this STA request as soon as possible.

As discussed in the application, CSP provided wireline local and long distance services. CSP holds blanket domestic Section 214 authority and certificates of public convenience and necessity or equivalent authorizations to provide local, interexchange or other intrastate telecommunications on a competitive basis in Massachusetts, Connecticut, Rhode Island, New Hampshire, Vermont, Maine and New York. Its affiliate, Whalley Computer Associates, Inc. ("WCA"), is a reseller of IT hardware and software products and services.

In July 2011, CSP decided to discontinue its telecommunications resale operations. Between November 16, 2011 and February 17, 2012, CSP filed with state regulatory agencies in all of the states where it provided service requests for approval to discontinue telecommunications services to its customers. CSP received approval from all of the state regulatory authorities.

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Although CSP considered selling its customer base to another carrier, instead, in order to preserve goodwill and relationships with its existing customers who would continue as customers of its affiliate, CSP worked with a Massachusetts-based sales agent, allConnex, to place its customers with another carrier that could offer similar services at a similar price point. CSP did not want to simply abandon its customers without aiding them in some way to find a suitable carrier to continue service. allConnex reviewed customer accounts, contacted and met with a number of CSP customers, and discussed their business needs and their options for obtaining service from another carrier. During these meetings, allConnex representatives discussed the customers' options for selecting a new service provider, including McGraw. A number of these customers, but not all of them, selected McGraw as their preferred service provider after the transition. On October 31, 2011, CSP provided notice to its customers that it would cease providing services by December 31, 2011, and for those migrating to McGraw, the notice provided contact information for the agent and the new provider.

McGraw did not pay CSP any consideration for these customers. Rather, McGraw, pursuant to a pre-existing agency relationship with allConnex, paid a sales commission to allConnex for each customer who elected and signed up for McGraw's services. WCA, an affiliate of CSP, has entered into a sales relationship with the same agent, and collects a referral fee or sales commission from the agent for any customers who subscribe to services with any of the agent's customer-carriers.

On April 13, 2012, CSP filed an application for authorization to discontinue its resale of wireline local and long distance telephone services with the Federal Communications Commission. After reviewing CSP's application, Commission staff advised that the migration of the majority of CSP's customer base to McGraw required prior Commission approval. Because the Applicants did not enter into an agreement for the sale of CSP's customer base to McGraw, and because McGraw paid no consideration to CSP for its customers, the Applicants had believed that no transfer of control or assignment had taken place. However, upon consideration with Commission staff, the Applicants recognize that Commission authorization was required before the migration took place. The Applicant's failure to obtain Commission consent prior to the migration of these customers was inadvertent because the Applicants were unaware that working through a sales agent to place its customers with new service providers would constitute an assignment necessitating FCC approval absent any agreement between the two carriers.¹ Certainly, the Applicants have been forthcoming about the facts of this transaction with staff, as CSP filed its discontinuance application detailing the transaction. With respect to those customers who elected to switch to another carrier, the Applicants understand that no prior Commission approval would be required.

Grant of this STA request will serve the public interest, as it will allow McGraw to continue providing uninterrupted telecommunications services to its customers. The Applicants note that McGraw has been able to offer customers service on similar rates, terms and conditions that they

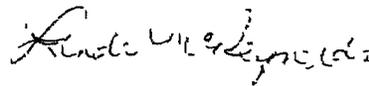
¹ The note to Rule 63.24(b) concerning assignments of international section 214 authorizations provides that the "sale of a customer base, or a portion of a customer base, by a carrier to another carrier, is a sale of assets and shall be treated as an assignment, which requires prior Commission approval under this section." Because the portion of CSP's customer base that is now served by McGraw did not change carriers pursuant to a sale by a carrier to another carrier, CSP and McGraw had believed that this migration did not constitute an assignment of authorization.

were receiving from CSP, and that the change in service providers did not result in any discontinuance of services. McGraw has the financial, technical and managerial resources to provide reliable high quality service to its customers.

The Applicants acknowledge that grant of this STA request will not prejudice any action the Commission might take on the application for Commission consent to the transfer of control related to the migration of most of CSP's customers to McGraw. The Applicants further acknowledge that the STA may be revoked by the Commission upon its own motion and without a hearing. Applicants further acknowledge that grant of the STAs and the Transfer of Control Application will not preclude enforcement action.

Please contact the undersigned at (703) 714-1318 if you have any questions or require additional information.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "Linda McReynolds".

Linda McReynolds
Counsel to Communication Solutions Partners, Inc.