

### **Summary of *Pro Forma* Assignment of International Section 214 Authorizations**

Oklahoma Independent RSA 5 Partnership (“OK-5 Partnership”) hereby notifies the Commission of a non-substantial (*pro forma*) assignment of its International Section 214 authorizations to Cellular Network Partnership, An Oklahoma Limited Partnership (“CNP”) that occurred on April 9, 2012.<sup>1</sup> This filing is submitted within thirty days of the subject transaction and, accordingly, is timely filed according to Section 63.24(f)(2) of the Commission’s rules.

On April 5, 2012, CNP acquired control of OK-5 Partnership, as authorized by the International Bureau in File No. ITC-T/C-20111118-00350. As a supplement to its application for FCC approval of that transaction CNP explained that, in addition to its agreement to acquire the majority 65% ownership interest in OK-5 Partnership, it also reached agreements to acquire the remaining minority partnership interests, such that CNP would control 100% of the partnership interests in OK-5 Partnership when the transactions closed.<sup>2</sup>

On April 9, 2012, OK-5 Partnership was merged into CNP, with CNP being the surviving entity upon the merger. As reflected by the application for transfer of control of OK-5 Partnership, CNP is controlled by Pioneer Telephone Cooperative, Inc. (“Pioneer”) which owns 100% of O.T. & T. Communications, Inc. which, in turn, is a 58.18% general partner of CNP. Pioneer is the manager of CNP.<sup>3</sup>

Separate notifications are being filed with the Commission to report the *pro forma* assignment to CNP of (i) cellular license KNKN607 that was held by OK-5 Partnership, and (2) PCS license WQIR791 and AWS license WQGA841 that were held by OK-5 Partnership’s affiliate, OK-5 Licensee Co., LLC.

#### Answer to Question 10 - Responses to Paragraphs (a) through (d) of Section 63.18

Pursuant to Section 63.24(f)(2)(i), the following information is provided:

- (a) The name, address and telephone number of each applicant:

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<sup>1</sup> OK-5 Partnership was granted authority in File No. ITC-214-200712190-0537 to resell international telecommunications services. Authority for a substantial transfer of control of OK-5 Partnership, from OK-5 Holdco, LLC to CNP, was granted in File No. ITC-T/C-20111118-00350. Notification of consummation of the transfer of control to CNP was submitted April 6, 2012 (File No. CONSMT2012040600024).

<sup>2</sup> See Notice by email from David Nace, attorney for CNP, to Sumita Mukhoty, International Bureau, January 10, 2012.

<sup>3</sup> See Application for Transfer of Control of International Section 214 Authorization, File No. ITC-T/C-20111118-00350, Attachment 1, p. 3.

Assignor:

Oklahoma Independent RSA 5 Partnership  
PO Box 539  
108 E. Robberts Avenue  
Kingfisher, OK 73750  
Tel: 405-375-4111

Assignee:

Cellular Network Partnership, An Oklahoma Limited Partnership  
PO Box 539  
108 E. Robberts Avenue  
Kingfisher, OK 73750  
Tel: 405-375-4111

- (b) The assignee, CNP, is a limited partnership organized under the laws of Oklahoma.
- (c) Correspondence concerning this application should be sent to:

Richard A. Ruhl, General Manager  
Cellular Network Partnership, An Oklahoma Limited Partnership  
PO Box 539  
108 E. Robberts Avenue  
Kingfisher, OK 73750  
Tel: 405-375-4111

With a copy to:

David L. Nace, Esq.  
Lukas, Nace, Gutierrez & Sachs, LLP  
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McLean, VA 22102  
Tel: 703-584-8661  
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- (d) International Section 214 authorizations previously granted to the assignor, OK-5 Partnership, are referenced in footnote 1 of this exhibit. CNP provides international resale services in accordance with Section 214 authorization granted to Pioneer Long Distance, Inc., an affiliate of Pioneer which is CNP's controlling company, in File No. ITC-214-19940709-00397. Before assignment of International Section 214 authorizations as reported in this notification CNP did not hold in its own name an International Section 214 authorization.

Answer to Question 11 - Response to Paragraph (h) of Section 63.18

(h) The following entities own at least a 10 percent interest in CNP:

O.T.& T. Communications, Inc. (“OT&T”), an Oklahoma corporation, owns a 58.18 percent interest in CNP and is the managing general partner of CNP. OT&T is a wholly owned subsidiary of Pioneer. The address of both OT&T and Pioneer is P.O. Box 539, 108 E. Robberts Avenue, Kingfisher, Oklahoma 73750 and the principal business of both companies is the ownership or operation of telecommunications businesses. Pioneer is an Oklahoma corporation that is organized as a cooperative. No owner of Pioneer owns as much as a 1 percent interest in Pioneer.

KanOkla Telephone Association (“KanOkla”), a Kansas corporation, owns a 24.05 percent interest as non-managing general partner of CNP. The address of KanOkla is PO Box 111, 100 KanOkla Avenue, Caldwell, KS 67022-0111. KanOkla’s principal business is the ownership and operation of telecommunications businesses. KanOkla is organized as a cooperative. No owner of KanOkla owns as much as a 1 percent interest in the company.

South Central Communications, Inc. (“South Central”), a Kansas corporation, owns a 10.13 percent interest in CNP as a general partner. South Central is a wholly owned subsidiary of South Central Telephone Association, Inc. (“SC Telephone”). The address of both South Central and SC Telephone is P.O. Box B, Medicine Lodge, Kansas 67104 and the principal business of both companies is the ownership or operation of telecommunications businesses. SC Telephone is a Kansas corporation that is organized as a cooperative. No owner of SC Telephone owns as much as a 1 percent interest in SC Telephone.

There are no interlocking directorates between CNP and a foreign carrier.

Certification Pursuant to Section 63.24(f)(2)(ii):

The assignee, CNP, hereby certifies that the assignment of International Section 214 authorization by OK-5 Partnership to CNP was *pro forma* and that, together with all previous *pro forma* transactions known to it, does not result in a change in the actual controlling party.