

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

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In the Matter of the Joint Application of )  
 )  
**EBB Connect, Inc.** )  
    *Transferor* )  
 )  
and )  
 )  
**Telrite Corporation** )  
    *Transferee* )  
 )  
to Transfer Control of International )  
Authorization Pursuant to Section 214 of the )  
Communications Act of 1934, as Amended )  

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**APPLICATION**

EBB Connect, Inc. (“EBB Connect” or “Transferor”) and Telrite Corporation (“Telrite Corp.” or “Transferee”) (together, the “Applicants”), request authorization pursuant to section 214 of the Communications Act of 1934, as amended (the “Act”), 47 U.S.C. § 214, and pursuant to sections 63.18 and 63.24(e)(2)<sup>1</sup> of the Commission’s rules, for EBB Connect to transfer ownership and control to Telrite Corp. by the merger of EBB Connect into Telrite Corp. As demonstrated herein, the transfer of control is in the public interest.

The Applicants request streamlined processing of the Application pursuant to section 63.12 of the Commission’s rules.<sup>2</sup> The application is eligible for streamlined processing

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<sup>1</sup> 47 C.F.R. §§ 63.18, 63.24(e)(2).

<sup>2</sup> 47 C.F.R. § 63.12.

pursuant to section 63.12 of the Commission's rules because subsections 63.12(c)(1)-(3) do not apply to the Applicants.

In support of this application, the Applicants providing the following information:

**I. DESCRIPTION OF THE APPLICANTS**

**A. EBB Connect, Inc.**

EBB Connect, Inc. is a Delaware corporation. EBB Connect was formed on November 17, 2018 as Tello Telecom, LLC, a Delaware limited liability company. On January 28, 2019, Tello Telecom, LLC changed its name to EBB Connect, LLC.<sup>3</sup>

EBB Connect provides international services from approximately 42 states and the District of Columbia. EBB Connect provides international telecommunications services to wireless customers on a flat fee basis to designated countries. EBB is responsible for the origination, transport, and termination of international calls through its network providers in connection with its wireless calling plans. EBB Connect holds international 214 authority to provide global or limited resale services.

EBB Connect has no affiliates. EBB Connect is owned by its two officers, Judith Nowalsky, President, and Kelley Howsare, Vice President, each of whom own 46% of EBB Connect.<sup>4</sup>

**B. Telrite Corporation**

Telrite Corporation is a Georgia corporation incorporated on February 1, 2000. Telrite Corp. is a telecommunications provider authorized to provide interexchange telecommunications

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<sup>3</sup> On December 5, 2019, EBB Connect converted its corporate structure from an LLC to a business corporation, effective January 1, 2019. This change had no effect on the ownership of EBB Connect.

<sup>4</sup> The remaining 8% is owned by Crescent Merchant Services, LLC.

(IXC) services throughout the continental United States, including the District of Columbia.<sup>5</sup> Telrite Corp. holds international section 214 authority to provide resold international services and also holds blanket domestic 214 authority.

Telrite Corp. is authorized as a facilities-based competitive local exchange carrier (CLEC) in the states of Florida, Georgia, Indiana, Iowa, Maine, Massachusetts, Michigan, Montana, Ohio, Oklahoma, Oregon, Rhode Island, Texas, Washington, West Virginia, and Wisconsin. In addition, Telrite Corp. provides eligible telecommunications carrier services through Telrite Corporation d/b/a Life Wireless in Arkansas, Arizona, California, Colorado, Georgia, Illinois, Indiana, Iowa, Kansas, Kentucky, Louisiana, Maine, Maryland, Michigan, Minnesota, Mississippi, Missouri, Nevada, North Dakota, Ohio, Oklahoma, Puerto Rico, Pennsylvania, Rhode Island, South Carolina, Texas, Utah, the U.S. Virgin Islands, Washington, West Virginia, and Wisconsin.

The parent company of Telrite Corp., Telrite Holdings, Inc. (“Telrite Holdings”) offers nationwide prepaid wireless services through its wholly owned subsidiaries Puretalk Holdings, Inc. and Locus Telecommunications LLC (“Locus”). The current ownership of Telrite Corp. is detailed in the organizational chart attached hereto as **Exhibit A**.

## **II. DESCRIPTION OF THE TRANSACTION**

Pursuant to the Agreement and Plan of Merger between EBB Connect and Telrite Corp. dated November 24, 2020 (“Merger Agreement” or “Agreement”), EBB Connect will be merged with and into Telrite Corp. and the separate corporate existence of EBB Connect will cease. Telrite Corp. will be the surviving entity and shall continue to exist as a Georgia corporation.

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<sup>5</sup> In other words, Telrite Corp. provides service in the District of Columbia and every state except Alaska and Hawaii.

Telrite Corp. shall possess all rights, permits, agreements, privileges, and assets of any kind of the merged corporation, as well as all restrictions and duties thereof. All of EBB Connect's property shall be transferred to the merged corporation. In addition, all of EBB Connect's indebtedness, including any creditor claims and taxes, fees, or assessments of any kind shall attach to Telrite Corp. as the surviving corporation. EBB Connect stock will be cancelled by virtue of the merger, with the shareholders receiving consideration therefore via both Telrite Corp.'s assumption of EBB Connect's liabilities and separate indemnification commitments. The merger is scheduled to close by December 31, 2020, although the Applicants will not close before all requisite Commission and other necessary regulatory approvals are obtained.

Diagrams depicting the EBB Connect and Telrite Corp. organization pre- and post-merger are attached hereto as **Exhibit A**.

### **III. PUBLIC INTEREST CONSIDERATIONS**

The Transaction will serve the public interest. Telrite Corp.'s financial, technical, and managerial resources will enable it to increase its competitiveness by expanding its portfolio of customers and services and generating efficiencies that will benefit customers. The directors and officers of Telrite Corp. will be the same as immediately prior to the merger and will continue to be fully qualified from a managerial and technical perspective to run the merged entity. In addition, because EBB Connect is a reseller of service and does not own any facilities, there is no concern about a reduction in competition based on overlapping facilities.

The transaction will be seamless and transparent to EBB Connect's customers. Telrite Corp. has substantial experience operating similar companies and will bring that expertise to bear in support of EBB's customers. The transaction is not expected to adversely affect the

rates or other terms of service that EBB Connect customers currently experience, nor is it expected to have any adverse effect on the already high quality of service that EBB Connect's customers receive and will continue to receive under Telrite Corp.'s stewardship.

**IV. RESPONSE TO ITEMS ON IBFS ELECTRONIC FORM AS REQUIRED BY 47 C.F.R. § 63.18**

The following information is provided in support of Applicants' request for authority to transfer control of EBB Connect by its merger into Telrite Corp. The information is provided in response to the numbered questions on the IBFS electronic form and to provide the information required by section 63.18 of the Commission's rules.

**Answer to Question 10 – Contact and 214 Information – Section 63.18(c)-(d)**

**(c) Name, title, post office address, and telephone number of official and any other contact point**

Correspondence concerning these applications should be directed to:

For EBB Connect, Inc.:

James C. Falvey  
Emily Daniels  
Lawler, Metzger, Keeney & Logan, LLC  
1717 K St., NW  
Suite 1075  
Washington, D.C. 20006  
Tel: (202) 777-7732  
Email: [jfalvey@lawlermetzger.com](mailto:jfalvey@lawlermetzger.com)

With a copy to:

Judith Nowalsky  
President  
EBB Connect, Inc.  
1433 Harmony Street  
New Orleans, LA 70115  
Tel: (504) 895-6957

For Telrite Corporation:

Kelly Jesel  
Chief Financial Officer and Secretary  
4113 Monticello Street  
Covington, GA 30013  
Tel: (866) 890-4135  
Email: sales@telrite.com

With a copy to:

Reginald McFarland  
Telrite Corporation  
4113 Monticello Street  
Covington, GA 30014  
Tel: (678) 202-0828  
Email: [rpm@ilk.com](mailto:rpm@ilk.com)

**(d) Statement as to whether applicants have previously received authority under section 214**

Transferor EBB Connect holds the following international section 214 authorization: IB File No. ITC-214-20190215-00078 (Global or Limited Global Resale Service) (March 15, 2019).

Transferee Telrite Corp. holds the following international section 214 authorization: IB File No. ITC-214-20021118-00543 (Global or Limited Global Resale Service) (Dec. 6, 2002).<sup>6</sup>

**Answer to Question 11 – Disclosable Interest Holders – Section 63.18(h)**

The following entities and persons hold, directly or indirectly, a ten percent or greater equity interest in the Transferee:

Name:	Telrite Holdings, Inc.
Address:	4113 Monticello Street Covington, GA 30014
Ownership:	100% equity of Telrite Corporation

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<sup>6</sup> Locus Telecommunications LLC (“Locus”) is indirectly wholly owned by the parent of Telrite Corp., Telrite Holdings, Inc. Locus has the following authority under section 214: IB File No. ITC-214-19950819-00044 (Global or Limited Global Resale Service) (Sept. 1, 1995). PureTalk Holdings, Inc. is also wholly owned by Telrite Holdings, Inc. and has the following authority under section 214: IB File No. ITC-214-20190930-00161 (Global or Limited Global Resale Service) (Oct. 25, 2019).

Citizenship: Closely-held, private Georgia corporation  
Business: Principal Holding Company

Name: Reginald McFarland  
Address: 4113 Monticello Street  
Covington, GA 30013  
Ownership: 27.49% equity of Telrite Holdings, Inc.  
Citizenship: United States  
Principal Business: Shareholder

Mr. McFarland is the CEO of Telrite Holdings and has exercised de facto control over the company since its formation. Mr. McFarland does not own a 10% or more equity or a controlling interest in any other telecommunications company.

Name: Prairie Fire Trust  
Address: 4113 Monticello Street  
Covington, GA 30013  
Ownership: 12.24% equity of Telrite Holdings  
Citizenship: United States  
Principal Business: Grantor Trust

The Prairie Fire Trust is a Grantor Trust established by Reginald McFarland for the benefit of Reginald McFarland's children and grandchildren. The Prairie Fire Trust does not own a 10% or more equity or a controlling interest in any other telecommunications company.

Name: Kelly Jesel  
Address: 4113 Monticello  
Street Covington,  
GA 30013  
Ownership: 13.89% equity of Telrite  
Holdings  
Citizenship: United States  
Principal Business: Shareholder

Ms. Jesel is the Chief Financial Officer and Secretary of Telrite Holdings, and is the daughter of Reginald McFarland. Ms. Jesel does not own a 10% or more equity or a controlling interest in any other telecommunications company.

No other individual or entity holds a 10% or greater ownership interest in Telrite Holdings, Inc.

**Answer to Question 12 – Interlocking Directorates – Section 63.18(h)**

Neither Telrite Corp. nor Telrite Holdings has any interlocking directorates with any foreign carrier.

**Answer to Question 13 – Narrative of Means by Which Proposed Transfer Will Take Place**

See description of the transaction in Section II and **Exhibit A**.

**Answer to Question 14 – Foreign Carrier Affiliates – Section 63.18(i)**

By its signature below, Telrite Corp. certifies that it is not a foreign carrier and is not affiliated with any foreign carrier.

**Answer to Question 15 – Destination Countries and Foreign Carrier Affiliates – Section 63.18(j)**

By its signature below, Telrite Corporation certifies that following the transaction, it does not seek authority to provide international telecommunications services to any country for which any of the conditions described in paragraphs (1) through (4) of 47 C.F.R. § 63.18(j) is true.

**Answer to Question 20 – Streamlined Processing – Section 63.18(p)**

This Application qualifies for streamlined processing pursuant to 47 C.F.R. § 63.12 because, as stated above, Transferee Telrite Corp.: (a) is not affiliated with any foreign carrier; and (b) is not affiliated with any dominant U.S. carrier whose international switched or private line services Transferee seeks authority to resell. Accordingly, the Applicants respectfully request streamlined processing treatment for the instant application to transfer control of EBB Connect's international section 214 authorization.

**Answer to Question 21 – Agreement Not to Accept Special Concessions – Section 63.18(n)**

Transferee certifies that it has not agreed to accept special concessions directly or indirectly from a 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 will not enter into any such agreements in the future.

**Answer to Question 25 – Certification Pursuant to Anti-Drug Abuse Act – Section 63.18(o)**

Transferee certifies 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 and/or 47 C.F.R. §§ 1.2001-1.2002.

**VI. CONCLUSION**

For the reasons stated above, Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by a grant of this Application approving the transfer of EBB Connect to Telrite Corp. by the merger of Transferor into Transferee.

Respectfully submitted,

/s/ James C. Falvey

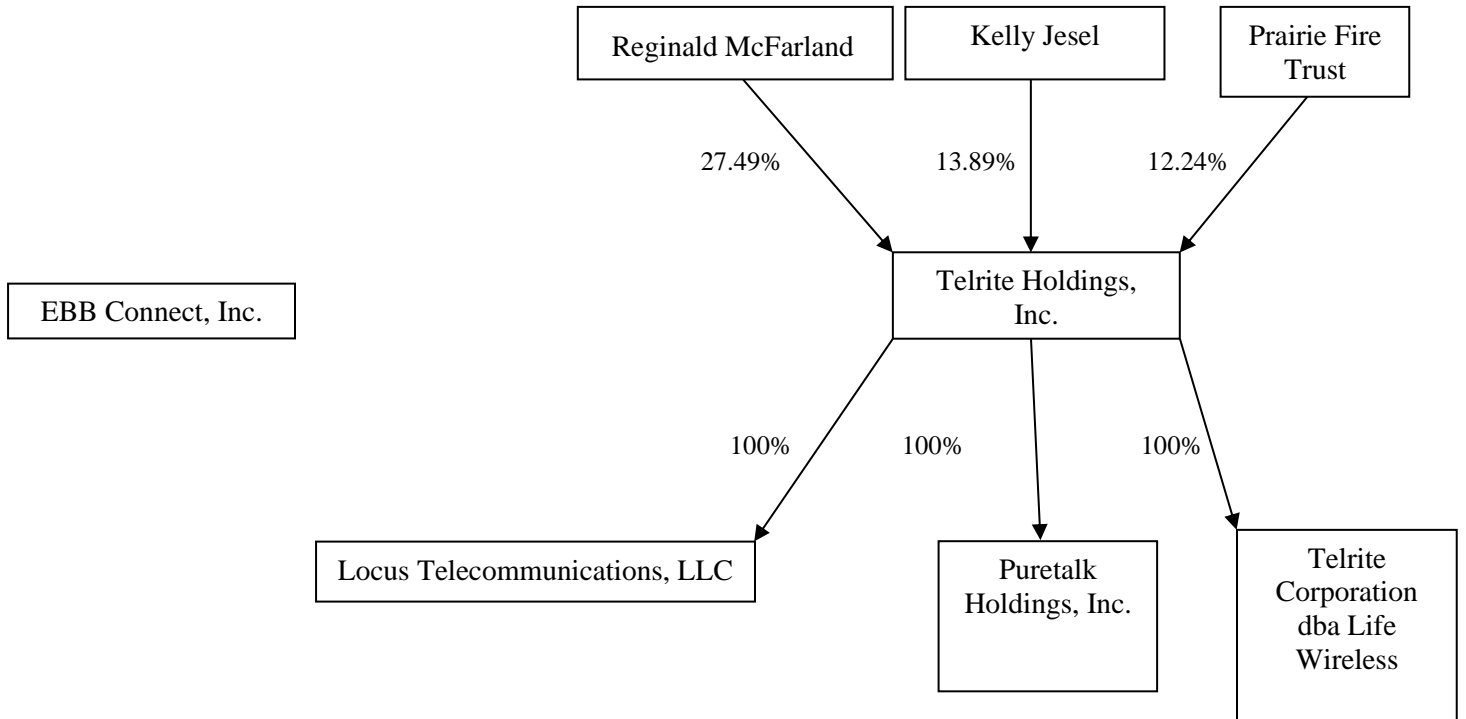
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Dated: December 2, 2020

**EXHIBIT A**

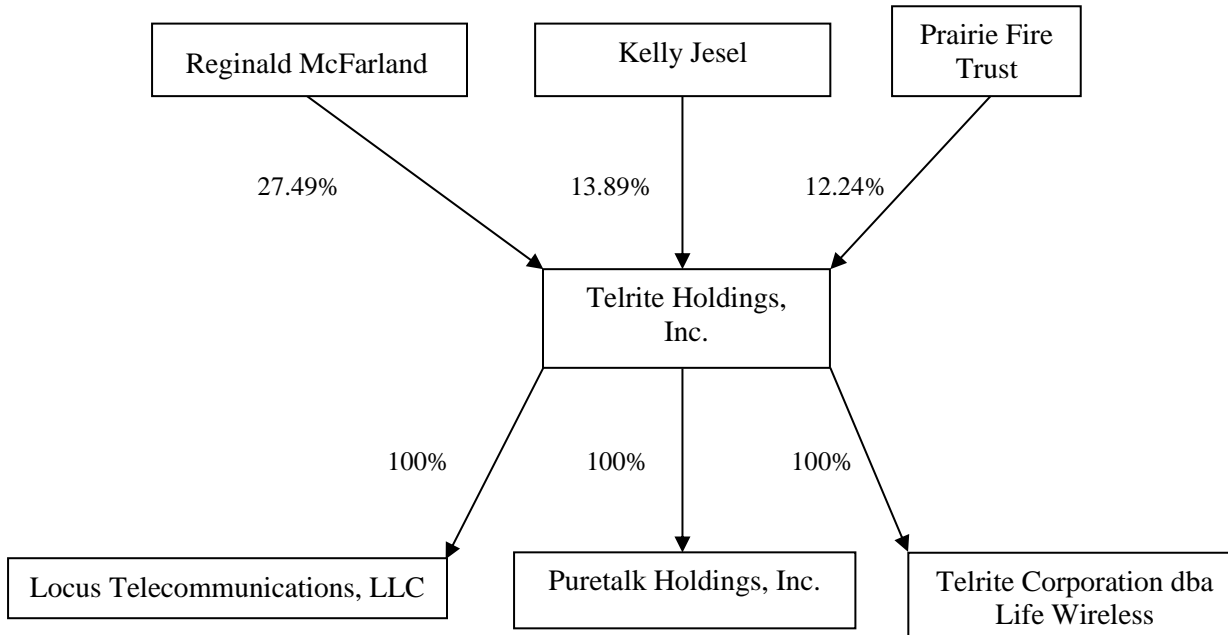
**Pre- and Post-Transaction  
Organizational Diagrams**

# Pre-Transaction Organizational Chart<sup>1</sup>



<sup>1</sup> No other individual or entity holds a 10% or greater ownership interest in Telrite Holdings, Inc.

## Post-Transaction Organizational Chart<sup>2</sup>



*EBB Connect, Inc. merged into Telrite Corporation*

<sup>2</sup> No other individual or entity holds a 10% or greater ownership interest in Telrite Holdings, Inc.

## **VERIFICATIONS**

## VERIFICATION

I, Judith Nowalsky, President of EBB Connect, Inc. ("EBB Connect"), hereby certify that the information in the attached application as it pertains to EBB Connect is true and accurate to the best of my knowledge and that EBB Connect is not subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988 and/or 47 C.F.R. §§ 1.2001-1.2002.

  
\_\_\_\_\_  
Judith Nowalsky  
President

Date: December 1, 2020

**VERIFICATION**

I, Reginald McFarland, Chief Executive Officer of Telrite Corporation (“Telrite Corp.”), hereby certify that the information in this attached application as it pertains to Telrite Corp. is true and accurate to the best of my knowledge and that Telrite Corp. is not subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988 and/or 47 C.F.R. §§ 1.2001-1.2002.

A handwritten signature in black ink, appearing to read 'Reginald McFarland', is written over a horizontal line.

Reginald McFarland  
Chief Executive Officer

Date: December 1, 2020