

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, DC 20554**

Joint Application of)	
)	
NTS Communications, LLC d/b/a Vexus Fiber,)	WC Docket No. 21-_____
Assignor,)	
)	
and)	
)	
Poka Lambro Telecommunications, Ltd.,)	
Assignee,)	
)	
For Consent To Assign Assets and Customers)	
Subject to Blanket Domestic Section 214)	
Authority and To Partially Assign International)	
Section 214 Authority Held by NTS)	
Communications, LLC d/b/a Vexus Fiber to Poka)	
Lambro, Ltd., Pursuant to an Asset Purchase)	
Agreement)	

JOINT APPLICATION

Pursuant to Section 214 of the Communications Act of 1934, as amended (the “Act”), 47 U.S.C. § 214, and Sections 63.01, 63.03, 63.04, 63.12, 63.18, and 63.24 of the Commission’s rules, 47 C.F.R. §§ 63.01, 63.03, 63.04, 63.12, 63.18, and 63.24, NTS Communications, LLC d/b/a Vexus Fiber (“Vexus” or “Assignor”) and Poka Lambro Telecommunications, Ltd. (“Poka Lambro” or “Assignee”) (collectively, the “Applicants”) hereby request Commission consent for the: (i) assignment to Poka Lambro of assets and customers of Vexus in certain Texas communities, and (ii) partial assignment of the international Section 214 authorization held by Vexus, pursuant to an Asset Purchase Agreement (“Agreement”), dated August 9, 2021, between Vexus and Poka Lambro. The assignment of assets, customers, and authorizations pursuant to

the Agreement is hereinafter referred to as the Transaction. The Transaction will be consummated following Commission approval.

Poka Lambro will acquire from Vexus certain assets used in the business of providing residential and commercial broadband Internet access services and Voice over Internet Protocol (“VoIP”) telephony, including local exchange, interexchange, and international services, over fiber facilities in the west Texas communities of Brownfield, Lamesa, Ropesville, Wilson, and Meadow (“West Texas Communities”). The Transaction involves the sale of assets of Vexus as a holder of blanket domestic Section 214 authority under Section 63.01 of the Commission’s rules, 47 C.F.R. § 63.01, as well as the partial assignment of the international Section 214 authorizations held by Vexus to allow the transition of customers, including Lifeline customers, from Vexus to Poka Lambro. Vexus will retain its international Section 214 authorization to continue to provide international services in other areas, and to certain retained customers in the West Texas Communities.

The Transaction will not result in a reduction or impairment of voice or broadband service to customers of Vexus in other parts of Texas or in other states. The Transaction will be virtually transparent to the assigned customers with respect to the broadband and voice services that they will receive. As more fully described below in the public interest statement, Poka Lambro will continue to provide a high level of technical operations and customer service with Poka Lambro’s acquisition of the Vexus fiber facilities, which will be integrated into Poka Lambro’s own network, plant, systems, and operations.

The Transaction raises no competitive issues. Poka Lambro will compete with other local providers in the local and long distance markets, as well as in the broadband market. Poka

Lambro will comply with the customer and Commission notice requirements of FCC rule Section 64.1120(e), 47 C.F.R. §64.1120(e).

No radio licenses or other authorizations are included in the Transaction.

As required by Section 63.04(b) of the Commission's rules, 47 C.F.R. § 63.04(b), Section V of this Joint Application provides the additional information required for the assignment of the assets used in the provision of domestic telecommunications services arising from the Transaction. In Section IV of this Joint Application, the Applicants provide the information required by Sections 63.18 and 63.24 of the Commission's rules, 47 C.F.R. §§ 63.18 and 63.24, for the partial assignment of Vexus' international Section 214 authorization.

Request for Streamlined Treatment. The Applicants respectfully request streamlined treatment of both the domestic and international components of this Joint Application pursuant to Sections 63.03 and 63.12 of the Commission's rules, 47 C.F.R. §§ 63.03 and 63.12, respectively. Streamlined treatment of the Applicants' request for authority to assign the assets of Vexus used in the provision of domestic telecommunications services is appropriate pursuant to Section 63.03(b)(2) of the Commission's rules. The Transaction will result in Poka Lambro, the Assignee, having a market share in the interstate, interexchange market of less than 10 percent, and Poka Lambro will provide competitive telephone local exchange services and exchange access services exclusively in geographic areas served by a dominant, incumbent local exchange carrier ("ILEC"), specifically Windstream Communications Southwest, which is not a party to the Transaction, in the West Texas Communities. Neither of the Applicants is dominant with respect to any service.

The Applicants' request for consent to the partial assignment of the international Section 214 authorization held by Vexus to Poka Lambro qualifies for streamlined processing under

Section 63.12 of the Commission’s rules because, in accordance with Section 63.12(c), neither Vexus nor Poka Lambro is affiliated with any foreign or dominant U.S. carrier. Furthermore, Poka Lambro continues to operate under its own existing international 214 authority. Poka Lambro does not have and does not request authority to provide switched basic services over private lines to a country for which the Commission has not previously authorized the provision of switched services over private lines. In the alternative, should the Commission determine that the application does not qualify for streamlined processing, Applicants seek expedited processing because the Joint Application involves a small transaction that is limited in scope, the Applicants are both CLECs, there are no competitive concerns, and the Transaction is in the public interest.

The Applicants request expeditious approval of the assignments, which would serve the public interest by allowing customers to receive competitive services from Poka Lambro without interruption. Poka Lambro is well qualified to provide domestic interstate and international services to the assigned customers.

I. DESCRIPTION OF THE APPLICANTS

A. NTS Communications, LLC d/b/a Vexus

Vexus is a telecommunications service provider with headquarters in Sikeston, Missouri. Vexus is a competitive local exchange carrier (“CLEC”) registered in Texas and Louisiana.¹ Vexus is also an interexchange carrier (“IXC”) registered in Texas, Louisiana, New Mexico, and Arizona (“Vexus Operating States”). Vexus provides a range of competitive local, long distance (domestic and international), high-speed Internet, and video services in the Vexus Operating States. Vexus is an eligible telecommunications carrier (“ETC”) in Texas, and was designated as

¹ Vexus also holds statewide authorization in Texas and local authorizations in Louisiana to provide video services.

an ETC on October 6, 2003 in Docket No. 28381. Vexus is not a recipient of high cost Universal Service Fund (“USF”) support in the West Texas Communities, but Vexus does provide Lifeline and Emergency Broadband Benefit (“EBB”) services to customers in the West Texas Communities.

Vexus offers interexchange services through a combination of its own facilities and resale arrangements with other carriers. These communications services are provided over Vexus’ own fiber optic and copper facilities throughout its service areas.² With regard to this Transaction, Vexus provides domestic interstate and international services in the West Texas Communities, with service areas mirroring the ILEC Windstream Communications Southwest. Vexus will retain its authority to provide local and long distance services to certain retained customers in the West Texas Communities, in other parts of Texas, and in its service areas in Louisiana, as well as authority to provide long distance services in New Mexico and Arizona.

B. Poka Lambro Telecommunications, Ltd.

Poka Lambro is a telecommunications service provider with headquarters in Lynn County, Texas. Poka Lambro is a CLEC registered in Texas and a wholly owned subsidiary of Poka Lambro Telephone Cooperative, Inc. (“PLTC”). Poka Lambro provides competitive local, long distance, and high-speed Internet services in Texas. Poka Lambro’s interexchange services are offered through a combination of its own facilities and resale arrangements with other carriers. Poka Lambro provides communications services over fiber optic and copper facilities throughout its services areas.³ As a result of this Transaction, Poka Lambro will expand provision of its domestic interstate and international services, as well as high-speed Internet

² Vexus is in the process of transitioning all copper facilities to fiber.

³ By the end of 2021, Poka Lambro expects its entire network to be 100% fiber optic.

services, in the West Texas Communities currently served by Vexus, with service areas mirroring the ILEC Windstream Communications Southwest. Poka Lambro will continue to provide local, long distance, and high-speed Internet services in the communities of Post, Tahoka, and Seagraves, Texas, where it already operates. Poka Lambro is not currently an ETC, but it is in the process of seeking designation as a Lifeline-only ETC from the Texas Public Utilities Commission (“Texas PUC”) to serve the West Texas Communities and Poka Lambro’s existing service areas of Post, Tahoka, and Seagraves, Texas.

II. DESCRIPTION OF THE TRANSACTION

The Transaction is an asset acquisition by which Poka Lambro will acquire the existing customers and substantially all of the fiber facility assets of Vexus that are currently utilized to provide VoIP telephony, including service to Lifeline and EBB customers, in the service areas to be transferred, specifically the West Texas Communities. Following the consummation of the Transaction, the West Texas Communities will receive service from Poka Lambro, pursuant to its existing state regulatory authorities to offer local and intrastate services in Texas, its domestic Section 214 authority, and international Section 214 authority, subject to the Commission’s consent. Vexus will retain its existing state regulatory authority to offer local and intrastate services to certain retained customers in the West Texas Communities, in other parts of Texas outside the West Texas Communities, and likewise will retain its domestic Section 214 authority and international Section 214 authority for interstate and international long-distance services. The boundaries of the West Texas Communities will continue to remain identical to the current ILEC exchange boundaries of Windstream Communications Southwest, as reflected in its exchange boundary maps on file with the Texas PUC.

Following the consummation of the Transaction, Poka Lambro will own substantially all of the assets of Vexus used in the provision of VoIP telephony, including those used to provide service to Lifeline customers, in the West Texas Communities, and will provide local exchange and long-distance services to customers in the West Texas Communities on substantially the same terms and conditions as previously provided by Vexus. The consummation of the Transaction will not result in an interruption, reduction, loss or impairment of voice or broadband services to any subscriber.

A diagram of the corporate structure of Poka Lambro is provided in Exhibit A.

III. PUBLIC INTEREST STATEMENT

Approval of the Transaction, including the partial assignment of the international Section 214 authority from Vexus to Poka Lambro will serve the public interest, convenience, and necessity. Approval will permit the continued, uninterrupted provision of high-quality voice and Internet service to customers, and it will promote competition in the communications services marketplace. The Transaction will not result in an interruption, reduction, loss or impairment of services to any subscriber, and the Applicants are not aware of any potential harms to customers or to the market from the Transaction. The continued provision of service by Poka Lambro will have a positive impact on the communications market, allowing Poka Lambro to provide competitive voice and broadband Internet services to customers.

IV. INFORMATION REGARDING THE PARTIAL ASSIGNMENT OF THE INTERNATIONAL SECTION 214 AUTHORIZATIONS

In support of this Joint Application, the Applicants submit the following information pursuant to Section 63.24(e) of the Commission's rules, include the information requested in Section 63.18(a)-(d) and (h)-(p), 47 C.F.R. §§ 63.18(a)-(d), (h)-(p), 63.24(e):

§ 63.18(a) Name, address, and telephone number of each applicant.

Assignor:

NTS Communications, LLC d/b/a Vexus Fiber
912 S. Main Street, Suite 106
Sikeston, MO 63801
Phone: (573) 481-2265
Attention: J. Keith Davidson
FRN: 0004266938

Assignee:

Poka Lambro Telecommunications, Ltd.
1647 Avenue J
P. O. Box 1340
Tahoka, TX 79373
Phone: (806) 924-7234
Attention: Patrick Sherrill, CEO & General Manager
FRN: 0004384525

§ 63.18(b) State under the laws of which each applicant is organized.

Vexus is a limited liability company organized under the laws of Delaware. Poka

Lambro is a corporation organized under the laws of Texas.

ANSWER TO QUESTION 10 IN THE INTERNATIONAL SECTION 214 AUTHORIZATION
ASSIGNMENT APPLICATION FORM -- §§ 63.18(c) and (d)

§ 63.18(c) Name, title, address, and telephone number of an officer for each applicant and legal counsel.

Assignor:

J. Keith Davidson
Chief Financial Officer
NTS Communications, LLC d/b/a Vexus Fiber
912 S. Main Street, Suite 106
Sikeston, MO 63801
Phone: (573) 481-2265
E-mail: keith.davidson@vexusfiber.com

Assignee:

Patrick Sherrill
CEO & General Manager
Poka Lambro Telecommunications, Ltd.
1647 Avenue J
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Tahoka, TX 79373
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§ 63.18(d) Statement about previous international Section 214 authorizations for each applicant.

Vexus holds an international Section 214 authorization to provide global facilities-based services and global resale services. *See* File No. ITC-214-19971024-00657. Vexus is retaining its international Section 214 authorization and by this application does not seek to assign it.

Poka Lambro holds an international Section 214 authorization to provide global facilities-based services and global resale services. *See* File No. ITC-214-19940714-00224. Poka Lambro will provide international services to the acquired customers via its own international authorization.

ANSWER TO QUESTION 11 IN THE INTERNATIONAL SECTION 214 AUTHORIZATION
ASSIGNMENT APPLICATION FORM -- § 63.18(h)

§ 63.18(h) Ten Percent or Greater Interest Holder in Poka Lambro.

There is only one ten percent or greater interest holder in Poka Lambro and that is Poka Lambro Telephone Cooperative, Inc.

Poka Lambro Telephone Cooperative, Inc.
1647 Avenue J
P. O. Box 1340
Tahoka, TX 79373
Principal Business: Telephone cooperative and incumbent local exchange carrier
providing a range of communications services
Citizenship: Texas cooperative
Percentage Held: 99 percent direct interest and 1 percent indirect interest
FRN: 0004384517

The remaining one percent direct interest in Poka Lambro is held by Poka Lambro Management, LLC (“PLM”).

Poka Lambro Management LLC
1647 Avenue J
P. O. Box 1340
Tahoka, TX 79373
Principal Business: Management services
Citizenship: Texas limited liability company
Percentage Held: 1 percent direct interest
FRN: 0007756448

PLM is wholly owned by PLTC. PLM has the following directors: Randy Hensley, President; Randy Simpson, Vice President; Quinton Kearney, Secretary; Kevin Pepper, Treasurer; Wayne Barton, Director; Aaron Martin, Director; Andy Maeker, Director; and Patrick Sherrill, Director. By virtue of its ownership interest in PLM, PLTC also holds a one percent indirect interest in Poka Lambro.

Poka Lambro Telephone Cooperative, Inc. is a Texas cooperative and wholly owned by its subscribers, none of which hold a ten percent or greater equity ownership of PLTC.

No other person or entity holds a ten percent or greater direct or indirect interest in Poka Lambro.

ANSWER TO QUESTION 13 IN THE INTERNATIONAL SECTION 214 AUTHORIZATION ASSIGNMENT APPLICATION FORM -- § 63.24(e)

See Section II of this Joint Application, above, for a narrative of the Transaction, assignment, and partial assignment. See Section III of this Joint Application, above, for the public interest statement.

ANSWER TO QUESTION 20 IN THE INTERNATIONAL SECTION 214 AUTHORIZATION ASSIGNMENT APPLICATION FORM -- § 63.18(p)

§ 63.18(p) Statement Regarding Streamlined Processing.

This Joint Application qualifies for streamlined processing pursuant to Section 63.12 of the Commission's rules, 47 C.F.R. § 63.12, because Poka Lambro is not affiliated with any foreign or dominant U.S. carrier whose international switched or private line services Poka Lambro seeks authority to resell, and Poka Lambro does not provide and does not request authority to provide switched basic services over private lines to a country for which the Commission has not previously authorized the provision of switched services over private lines.

V. INFORMATION REGARDING DOMESTIC ASSIGNMENT OF ASSETS AND CUSTOMERS

In support of this Joint Application and in accordance with the requirements of the Commission's rule Section 63.04(b), 47 C.F.R. § 63.04(b), the Applicants submit the following additional information:

§ 63.04(a)(5) Certification Regarding Denial of Federal Benefits.

In addition to the certifications provided in the electronic Application for Assignment of International Section 214 Authorization, which is a part of this Joint Application, the Applicants individually certify, pursuant to Sections 1.2001 through 1.2003 of the Commission's rules, 47

C.F.R. §§ 1.2001-1.2003, that they are not subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862, because of a conviction for possession or distribution of a controlled substance.

§ 63.04(a)(6) Description of the Transaction.

The Applicants describe the Transaction in Section II of this Joint Application.

§ 63.04(a)(7) Geographic Areas Served and Services Provided.

The Applicants describe the geographic areas in which they offer domestic voice communications services and the services that are provided in each area in Sections I and II of this Joint Application.

§ 63.04(a)(8) Statement Regarding Streamlined Treatment.

In addition to the answer provided for question 20 in the international Section 214 authorization assignment application, pursuant to rule Section 63.18(p), the Applicants' domestic Section 214 assignment application is eligible for streamlined processing pursuant to Section 63.03(b)(2), 47 C.F.R. § 63.03(b)(2), of the Commission's rules. The Transaction will result in Poka Lambro, the Assignee, having a market share in the interstate, interexchange market of less than 10 percent, and Poka Lambro will provide competitive local exchange services and exchange access services exclusively in geographic areas served by the dominant ILEC Windstream Communications Southwest, which is not a party to the Transaction, in the West Texas Communities, and neither of the Applicants is dominant with respect to any service.

§ 63.04(a)(9) Other Related Commission Applications.

There are no related Commission applications to this Application.

§ 63.04(a)(10) Statement Regarding Special Consideration.

The Applicants do not request special consideration because no party to the Transaction is facing imminent business failure.

§ 63.04(a)(11) Identification of Waiver Requests.

The Applicants do not seek a waiver in connection with this Joint Application.

§ 63.04(a)(12) Public Interest Statement.

The Applicants provide a statement showing how the grant of this application will serve the public interest, convenience, and necessity in Section III of this Joint Application.

VI. CONCLUSION

Based on the foregoing, the Applicants respectfully request that the Commission grant this Joint Application and consent to the assignment of Vexus' assets and customers in the West Texas Communities to Poka Lambro for use in the provision of domestic voice services, including Lifeline service, and consent to the partial assignment of the international Section 214 authorization held by Vexus to allow the transition of customers from Vexus to Poka Lambro.

Respectfully submitted,



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d/b/a Vexus Fiber and Poka Lambro
Telecommunications, Inc.*

Dated: August 16, 2021

EXHIBIT A

POKA LAMBRO TELECOMMUNICATIONS, LTD. ORGANIZATION CHART

EXHIBIT A

Poka Lambro Telecommunications, Ltd.
Corporate Structure

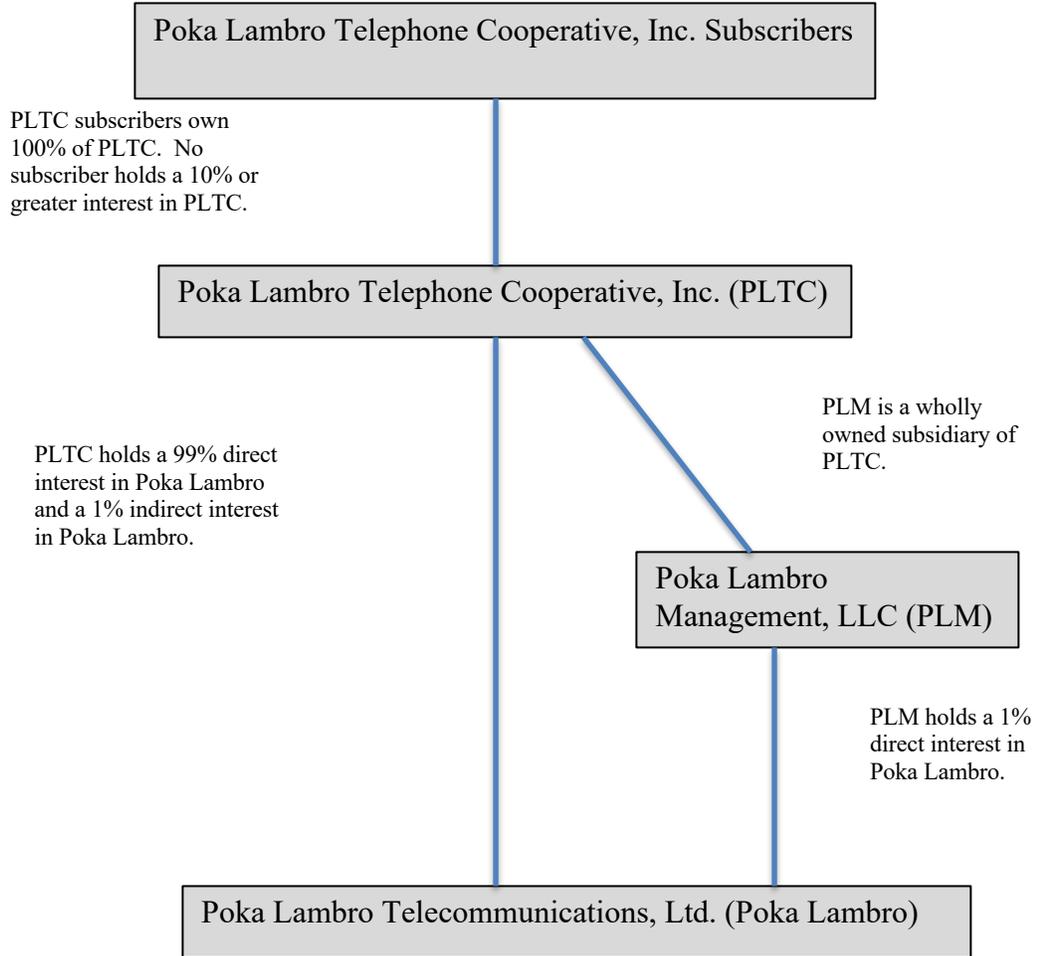


EXHIBIT B
DECLARATIONS

DECLARATION OF PATRICK SHERRILL

I, Patrick Sherrill, declare, under penalty of perjury:

1. I am the CEO and General Manager of Poka Lambro Telecommunications, Ltd. (“Poka Lambro”).

2. I have read the foregoing Joint Application requesting that the Federal Communications Commission (“Commission”) consent: (a) to the assignment of assets and customers of NTS Communications, LLC d/b/a Vexus Fiber (“Vexus”) as a holder of blanket domestic Section 214 authority under Section 63.01 of the Commission’s rules, 47 C.F.R. §63.01, to Poka Lambro, and (b) to the partial assignment of the international Section 214 authorization held by Vexus to allow the transition of customers to Poka Lambro.

3. The statements stated in the Joint Application, with respect to Poka Lambro are true and accurate to the best of my information, knowledge, and belief.



Patrick Sherrill

Dated: August 16, 2021

DECLARATION OF J. KEITH DAVIDSON

I, J. Keith Davidson, declare, under penalty of perjury:

1. I am the Chief Financial Officer of NTS Communications, LLC d/b/a Vexus Fiber (“Vexus”).

2. I have read the foregoing Joint Application requesting that the Federal Communications Commission (“Commission”) consent: (a) to the assignment of assets and customers of Vexus as a holder of blanket domestic Section 214 authority under Section 63.01 of the Commission’s rules, 47 C.F.R. §63.01, to Poka Lambro Telecommunications, Ltd. (“Poka Lambro”), and (b) to the partial assignment of the international Section 214 authorization held by Vexus to allow the transition of customers to Poka Lambro.

3. The statements stated in the Joint Application, with respect to Vexus are true and accurate to the best of my information, knowledge, and belief.



J. Keith Davidson

Dated: August 16th, 2021