

**INFORMATION REQUIRED BY SECTION 63.24(e)  
AND INTERNATIONAL SECTION 214 FORM**

By this application, First American Communications Enterprise, Inc. (“FACE” or “Transferor”), and TOTE Holdings, LLC (“TOTE” or “Transferee”), seek Federal Communications Commission (“FCC” or “Commission”) consent for the transfer of control of the international Section 214 authority held by FACE’s wholly-owned indirect subsidiary Comanche County Telecommunications, LP (“CCTLP”) (File Number ITC-214-19990630-00431). CCTLP is directly and indirectly wholly-owned by Totelcom Communications, LLC (“Totelcom”) which in turn is wholly-owned by FACE. The instant application is part of a larger transaction in which TOTE will acquire control of Totelcom and its operating subsidiaries CCTLP and Texas Communications of Brownwood, LP (“TCOM”). As described in this application, TOTE has agreed to purchase all of the membership interests of Totelcom (the “Interests”) from FACE in a cash-for-Interests transaction, and Totelcom will become a direct, wholly-owned subsidiary of TOTE. As a result of the proposed transaction CCTLP will become a subsidiary of TOTE. Concurrently with the purchase of the Interests, Totelcom also will transfer its 99% limited partnership interest in CCTLP to TOTE.<sup>1</sup>

Totelcom is a rural incumbent local exchange carrier (“ILEC”) that provides local exchange telephone service, exchange access, and Internet service in eight (8) exchanges in five counties in Texas. Totelcom also acts as a billing agent for interexchange carriers, including its

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<sup>1</sup> Concurrently herewith, the parties have filed an applications requesting FCC authority for the transfer of control of domestic Section 214 authority to TOTE and of wireless licenses held by Totelcom and TCOM.

subsidiary CCTLP. CCTLP provides long distance services as well as global international resale services throughout Totelcom's service area.

TOTE is a newly-formed Texas limited liability company 100% owned by the TRPTDP, LP ("TRPTDP LP"). The general partner of TRPTDP LP is TRPTDP Holdings, LLC ("TRP Holdings"). Toney Prather and his wife, Terrie Prather, each own 50% of TRP Holdings, and each owns a 49.5% limited partnership interest in TRPTDP LP.

**(a) Applicant's Name, Address and Telephone Number**

**Transferor:** First American Communications Enterprise, Inc.  
P.O. Box 290  
De Leon, TX 76444

Telephone: (254) 893-2003  
Facsimile: (254) 893-7070

**Transferee:** TOTE Holdings, LLC  
P.O. Box 290  
De Leon, TX 76444

Telephone: (254) 893-2003  
Facsimile: (254) 893-7070

**(b) State of Organization:**

1. FACE is a corporation organized under the laws of the State of Oklahoma. FRNs: 0005884150 and 0007885544.
2. TOTE is a limited liability company organized under the laws of the State of Texas. FRN: 0019205962.
3. Totelcom is a limited liability company organized under the laws of the State of Texas. FRN: 0005069232.
4. CCTLP is a limited partnership organized under the laws of the State of Texas. FRN: 0005859467.

**Answer to Question 10**

**(c) Contact Information**

All correspondence, notices and inquiries regarding this transaction should be addressed to:

**Transferor:** Tom L. Johnson  
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Telephone: (903) 893-8500  
Facsimile: (903) 893-8580

With a copy to:

Gregory W. Whiteaker  
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*Counsel for First American Communications Enterprise, Inc.*

**Transferee:** Toney Prather  
President  
TOTE Holdings, LLC  
P.O. Box 290  
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Telephone: (254) 893-2003  
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With a copy to:

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*Counsel for TOTE Holdings, LLC*

**(d) International Authorizations Held**

Transferor: FACE currently does not hold international Section 214 authority itself, but its subsidiary CCTLP holds authority to provide international global resale services (File Number ITC-214-19990630-00431).

Transferee: TOTE is a newly-formed limited liability company, and neither TOTE nor any entity or person that holds an interest in TOTE holds international Section 214 authority or have previously received authority under Section 214 of the Act.

**Answer to Question 11 – Ten Percent Equity Holders (63.18(h))**

TOTE is a limited liability company organized in the state of Texas. It is a newly-formed holding company with its principal address at P.O Box 290, De Leon, TX 76444. TOTE is wholly-owned by TRPTDP, LP, a limited partnership formed under the laws of the state of Texas. The general partner of TRPTDP LP (with a 1% general partnership interest) is TRP Holdings, a Texas limited liability company. The principal address of TRPTDP LP and TRP Holdings is the same as TOTE.

Toney Prather and his wife, Terrie Prather, each own 50% of TRP Holdings, and each owns a 49.5% limited partnership interest in TRPTDP LP. Mr. and Mrs. Prather both are U.S. citizens. Currently, Mr. Prather is the President and manager of Totelcom. Mr. Prather also is the President and a director of Okalahoma Telephone & Telegraph, Inc. (“OT&T”) and North

Texas Telephone Company (“NTTC”) and the Vice President and a director of FACE. Mr. and Mrs. Prather’s contact address is P.O. Box 290, De Leon, Texas 76444.

The transferee does not have any interlocking directorates with a foreign carrier.

**Answer to Question 13**

The proposed transfer of control will take place in the following manner. TOTE will purchase 100% of the membership interests of Totalcom from FACE in a cash-for-Interests transaction. Upon the acquisition of Totalcom, TOTE also will obtain control of Totalcom’s operating subsidiaries, including CCTLP, as well as intermediary holding companies.

Concurrently with TOTE’s acquisition of the Interests from FACE, TOTE also will acquire the 99% limited partnership interest in CCTLP from Totalcom. Totalcom will continue to indirectly hold the 1% general partnership interest in CCTLP through Totalcom’s wholly-owned subsidiary, CCT Management, LLC (“CCT Management”). Accordingly, as of the consummation of the proposed transaction, TOTE directly will own 100% of Totalcom, and the 99% limited partnership interest in CCTLP, and will indirectly own the 1% general partnership interest in CCTLP through CCT Management and Totalcom. The organizational diagram attached as Exhibit I shows the current ownership of Totalcom and CCTLP as well as the proposed ownership.

Totalcom will continue to exist and will continue to provide service to its existing customers. CCTLP also will continue to exist and will continue to provide services upon the same rates, terms and conditions as immediately prior to the transaction. Any future changes in the rates terms and conditions will be pursuant to applicable law. Accordingly, the proposed transaction will be transparent to the customers of CCTLP.

**Answer to Question 20--Streamlined Processing (63.18(p) and 63.12)**

This Application qualifies for streamlined processing pursuant to Section 63.12 of the Commission's Rules because no party to the Application is (1) affiliated with any foreign carrier; (2) affiliated with any dominant U.S. carrier whose international switched or private line services it seeks to resell; and (3) requesting authority to provide switched service over private lines to countries not previously authorized for service by the Commission.

**Public Interest Statement**

The proposed transaction will serve the public interest, convenience and necessity, by providing significant benefits to the customers of Totelcom and CCTLP without any countervailing harms. TOTE and its ultimate owners, Toney and Terrie Prather have the technical, financial, and managerial qualifications to continue to provide high quality service to the subscribers of Totelcom and CCTLP. Mr. Prather has significant experience and expertise managing Totelcom, CCTLP and other companies to provide high quality service in difficult to serve rural areas. Mr. and Mrs. Prather live in the area served by Totelcom and CCTLP. They are engaged in the community. They understand the challenges and importance of providing service to rural communities.

Post transaction, Totelcom and CCTLP will continue to provide high-quality services to their customers. The local operations of Totelcom and CCTLP will continue to be managed by employees with extensive knowledge of the local telephone operations and the needs of the communities served. Mr. and Mrs. Prather, however, also will look to deploy new and advanced services and technologies to improve service and efficiency.

The proposed transaction will not result in an increase in market concentration or raise other public interest concerns. Consistent with precedent, the proposed transaction will serve the public interest, convenience, and necessity by directly benefiting all affected consumers. Accordingly, the Commission should approve the proposed transaction expeditiously.