

Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, DC 20554

In re Application of)	
)	
OK-5 HOLDCO, LLC,)	
Transferor)	
)	
and)	File No. _____
)	
CELLULAR NETWORK PARTNERSHIP,)	
A LIMITED PARTNERSHIP)	
Transferee,)	
)	
for Consent to the Transfer of Control of)	
)	
OKLAHOMA INDEPENDENT RSA 5)	
PARTNERSHIP)	
Authorization holder)	
)	
pursuant to Sections 214 and 310(d))	
of the Communications Act)	

**APPLICATION FOR TRANSFER OF CONTROL OF
INTERNATIONAL SECTION 214 AUTHORIZATION**

OK-5 Holdco, LLC (“OK-5” or “Transferor” – FRN 0017648965) and Cellular Network Partnership, A Limited Partnership (“CNP” or “Transferee” – FRN 0001696319) (jointly “the Applicants”), pursuant to Section 214 of the Communications Act of 1934, as amended, and Section 63.24 of the Commission’s Rules (47 C.F.R. § 63.24), hereby request Commission consent to the transfer of control to CNP of OK-5’s indirect interest in Section 214 authorization held by Oklahoma Independent RSA 5 Partnership (“OK 5 Partnership” – FRN 0010698959).¹

¹ On November 15, 2011, a notification of a *pro forma* assignment of the subject Section 214 authorization, from Oklahoma 5 LLC to OK 5 Partnership, was submitted in File No. ITC-ASG-INTR2011-04910.

The Applicants request streamlined processing pursuant to Section 63.12 of the Commission's rules (47 C.F.R. § 63.12).

Information responsive to the format of the IBFS Main Form application follows.

ANSWER TO QUESTION 10 - Section 63.18(c)-(d):

(c) Correspondence concerning this application should be sent to:

Transferor:

Jonathan D. Foxman, President and CEO
OK-5 Holdco, LLC
1170 Devon Park Drive, Suite 104
Wayne, PA 19087
Tel: 610-535-6900

With a copy to:

Todd Slamowitz, Esq.
Lukas, Nace, Gutierrez & Sachs, LLP
8300 Greensboro Drive, Suite 1200
McLean, VA 22102
Tel: 703-584-8661
Email: tslamowitz@fcclaw.com

Transferee:

Richard A. Ruhl, General Manager
Cellular Network Partnership, A 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
8300 Greensboro Drive, Suite 1200
McLean, VA 22102
Tel: 703-584-8661
Email: dnace@fcclaw.com

- (d) OK 5 Partnership holds the following international Section 214 authorization which is the subject of this transfer application: File No. ITC-214- 20071219-00537.

ANSWER TO QUESTION 11 – 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 58.05 percent interest in CNP and is the managing general partner of CNP. OT&T is a wholly owned subsidiary of Pioneer Telephone Cooperative, Inc. (“Pioneer”). The address of both OT&T and Pioneer is P.O. Box 539, Kingfisher, Oklahoma 73750 and the principal business of both companies is the ownership 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.

South Central Communications, Inc. (“South Central”), a Kansas corporation, owns a 10.11 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 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.

ANSWER TO QUESTION 13 – Narrative of Transfer of Control and Public Interest Statement

As the Commission’s files reflect, OK 5 Partnership is 65 percent owned by OK 5 LLC which, in turn, is 100 percent owned by Transferor. Immediately prior to closing of the proposed transaction, Oklahoma 5 LLC, will transfer to a newly formed limited liability company (“Newco LLC”) the 65 percent partnership interest it holds in OK 5 Partnership. At closing, CNP will acquire all of the membership interests in Newco LLC and thereby acquire control of OK 5 Partnership. In this and companion applications that are pending before the Wireless Telecommunications Bureau the parties seek FCC consent to the nearly concurrent transactions by which CNP will acquire control of OK 5 Partnership.²

The proposed transaction is in the public interest. CNP is a regional wireless services provider that serves rural populations in the Oklahoma-Kansas region. CNP’s acquisition of control of OK 5 Partnership will increase CNP’s spectrum holdings in the area and enable CNP to improve wireless service offerings in the counties served by OK 5 Partnership. Favorable action on this and companion radio authorization transfer of control applications will enable CNP to further the Commission’s stated objective of expediting the provision of advanced technologies to rural areas.³

ANSWER TO QUESTION 20 – Section 63.18(p)

This application qualifies for streamlined processing pursuant to Section 63.12 of the Commission’s Rules (47 C.F.R. § 63.12). CNP qualifies for streamlined processing procedures

² On November 10, 2011 the Applicants filed applications with the Wireless Telecommunications Bureau on FCC Forms 603 and 608 to transfer control of radio licenses and spectrum leases held by OK 5 Partnership, and by a subsidiary of Transferor, to CNP. See File Nos. 0004948514 and 0004948412.

³ See *In the Matter of Implementation of Section 309(j) of the Communications Act, Competitive Bidding*, PP Docket No. 93-253, Fifth Report and Order, 9 FCC Rcd 5532, ¶¶ 149-153 (1994).

in accordance to Section 63.12 and its requirements. None of the circumstances listed in subpart (c) of Section 63.12 is applicable to CNP or its operations.

CNP has no affiliation with any foreign carrier. Customers of OK 5 Partnership will continue to make international calls by means of OK 5 Partnership's resale of the facilities of unaffiliated international telecommunications carriers.

CONCLUSION

For the reasons set forth above, the public interest, convenience and necessity would be furthered by grant of this application. As requested herein, the Commission should thus consent to the transfer of control to CNP of the international Section 214 authorization held by OK 5 Partnership.