

Adrienne Downs

From: David Nace [DNace@fcclaw.com]
Sent: Tuesday, January 10, 2012 11:03 AM
To: Sumita Mukhoty
Cc: David Krech; Adrienne Downs; Todd Slamowitz
Subject: File No. ITC-T/C-2011118-00350

Dear Sumita:

The above-identified application for Section 214 transfer of control authority was recently granted by the Commission. On December 7, 2011, prior to the application's acceptance, we provided additional information for the application and I write today to provide an update to that information. This update does not alter the applicants' plans for a transfer of control of the authorization holder, which has not yet been completed, or trigger any need for additional approval by the Commission according to our review of applicable rules.

I write to inform you that the proposed transferee, Cellular Network Partnership, A Limited Partnership ("CNP"), reached separate agreements in principle last week to acquire two minority ownership interests in the licensee, Oklahoma Independent RSA 5 Partnership ("OK 5 Partnership"). Definitive purchase agreements have not yet been signed by the parties to the minority interest transactions which are described below. CNP plans to complete the minority interest transactions at the same time as the proposed transfer of control is completed by CNP's acquisition of the 65% managing partnership interest held by Oklahoma 5 Holdco, LLC in OK 5 Partnership.

On January 3, 2012, Stojmat LLC ("Stojmat") agreed to accept a conditional purchase offer by CNP of Stojmat's 15% non-managing partnership interest in OK 5 Partnership. The purchase is conditioned upon:

- i) Closing of the pending transaction by which CNP plans to acquire control of the 65% controlling interest in OK 5 Partnership held by OK 5 Holdco LLC;
- ii) Signing of a definitive agreement with terms of sale of the Stojmat interest to CNP; and
- iii) Regulatory approval, if any is required.

On January 4, 2012, The Hinton Telephone Company Co., LLC ("Hinton") agreed to accept a conditional purchase offer by CNP of Hinton's 20% non-managing partnership interest in OK 5 Partnership. The purchase is conditioned upon:

- i) Closing of the pending transaction by which CNP plans to acquire control of the 65% controlling interest in OK 5 Partnership held by OK 5 Holdco LLC;
- ii) Signing of a definitive agreement with terms of sale of the Hinton interest to CNP; and
- iii) Regulatory approval, if any is required.

CNP's purchase of the minority ownership interests held by Stojmat and Hinton, when combined with CNP's acquisition of the controlling interest held by OK 5 Holdco, LLC, will result in CNP having control of 100% of the ownership interests in OK 5 Partnership. Hinton currently holds a non-managing partnership interest in CNP of less than 8% that is not affected by the plans for sale of its 20% interest in OK 5 Partnership to CNP.

If you have any questions please contact me at 703-584-8661.

Thanks.
David

DAVID L. NACE

2/3/2012

**LUKAS, NACE,
GUTIERREZ & SACHS, LLP**
8300 Greensboro Drive
Suite 1200
McLean, Virginia 22102
direct dial 703.584.8661
email: dnace@fcclaw.com
fax line 703.584.8695
www.fcclaw.com

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