

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

In the Matter of)	
)	
CALLIS COMMUNICATIONS, INC.)	
(FRN 0008725491))	
)	
Section 214 Authorization Holder and Transferors)	
)	
And)	
)	
CELLULAR SOUTH, INC.)	
(FRN 0001746221))	WC
)	Docket
Transferee)	No.
)	_____
)	
Joint Application for Transfer of Control of)	
Section 214 Authorizations for)	
Domestic and International)	File No. ITC-
Telecommunications Authorizations)	_____

JOINT APPLICATION

Callis Communications, Inc. (“Callis”) on its own behalf and behalf of its shareholders (jointly, the “214 Holder” or “Transferors”), and Cellular South, Inc. (“CSI” or “Transferee”), hereby request approval of the Federal Communications Commission (“Commission”) pursuant to Section 214 of the Communications Act of 1934, as amended, 47 U.S.C. §214, and Sections 1.763, 63.03, 63.04, 63.18, and 63.24(e) of the Commission’s rules, 47 C.F.R. §§1.763, 63.03, 63.04, 63.18, and 63.24(e), to transfer control of the Section 214 authorization from the Transferors to the Transferee. All parties are collectively referred to herein as the “Applicants.”

I. Combined Application to Transfer Control of Domestic and International Section 214 Authorizations

Under Section 63.04(b) of the Commission's rules, the Applicants are filing a combined domestic and international application for the transfer of control of the Section 214 authorizations of the Transferors to the Transferee.

This application qualifies for streamlined processing under applicable rules.

II. Applicants

A. Callis Communications, Inc.

Callis is an Alabama corporation whose address is 720 Oak Circle Drive East, Suite 100, Mobile, Alabama 36609. Callis is authorized by the Alabama Public Service Commission to provide telecommunications service as a competitive local exchange carrier ("CLEC") in the states of Alabama, Florida and Mississippi.

Callis is a privately held company. Dean N. Parker, Jr., a United States citizen, is the company's President and Chief Executive Officer and one of the two largest stockholders.

B. Cellular South, Inc.

CSI is a Mississippi corporation whose address is 1018 Highland Colony Parkway, Suite 300, Ridgeland, Mississippi 39157. CSI provides wireless telecommunications services under the name "C Spire Wireless" in Mississippi and in portions of Tennessee, Alabama and Florida.

CSI is wholly owned by Telapex, Inc., a privately held company also organized under the laws of Mississippi and with the same address as CSI. Details of ownership appear in Section V(h) of this application. The operations of CSI are led by experienced telecommunications executives.

III. Description of the Transaction

CSI has entered into a Stock and Asset Purchase Agreement (“Agreement”) with the shareholders of Callis, including Dean N. Parker, Jr., whereby CSI will purchase the stock of Callis. As a result, Callis will be controlled by CSI after the purchase (the “Transaction”). Consummation of the Transaction is contingent upon receipt of Commission approval and all other necessary approvals.

As indicated above, Callis is a CLEC that provides hosted VoIP communications services primarily in Alabama, Florida and Mississippi. Callis also offers and delivers cloud-based telephony, hosted PBX, data, security, email and collaboration services.

Following closing (1) CSI intends to continue to operate Callis as a CLEC serving the same markets and using in its operations the same assets as Callis did prior to the closing; and (2) Callis will continue to operate as a provider of resold interstate interexchange and international services in the markets currently served.

IV. Public Interest Statement

The Transaction furthers the public interest, convenience and necessity. Callis provides competitive local exchange and other telecommunications service to approximately 300 subscribers primarily in Alabama, Florida and Mississippi. In so doing, Callis provides resold interstate interexchange and international services to its customers.

CSI possesses the requisite financial and managerial resources to maintain and improve the services provided by Callis.

A. Continued Provision of High-Quality Service is Ensured

Following the Transaction, CSI plans to continue to operate Callis as a CLEC providing local exchange as well as resold interstate interexchange and international service to customers. CSI will bring greater financial resources to the Callis operations.

Customers of Callis will be notified of the Transaction as required by the applicable state and federal laws and regulations.

B. No Anti-Competitive Issues are Present

The Transaction does not present any anti-competitive issues. Callis's total market share, combined with that of equity owners of CSI, is less than ten percent (10%) of the interstate interexchange and international telecommunications markets. There are many other interexchange carriers operating in the Alabama, Florida and Mississippi areas where Callis will continue to market its CLEC services.

In summary, the Transaction has no potential to harm the public interest and is expected to preserve and increase competition in the domestic and international telecommunications markets.

V. Information Required by Section 63.24(e) of the Commission's Rules for a Transfer of Control Section 214 Authorizations

In furtherance of this application the Applicants submit the specific information pursuant to Section 63.24(e) of the Commission's rules. The following paragraphs refer to Sections (a) through (d), and (h) through (p), of Section 63.18.

- (a) Name, address and telephone number of Applicants:

214 Holder:

Callis Communications, Inc.
720 Oak Circle Drive East, Suite 100
Mobile, Alabama 36609
Attn: Dean N. Parker, Jr., President/CEO
Tel: 251-662-8300

Transferee:

Cellular South, Inc.
1018 Highland Colony Parkway, Suite 300
Ridgeland, Mississippi 39157
Attn: Benjamin C. Pace, CFO
Tel: (601) 355-1522

(b) Callis is a corporation organized under the laws of Alabama. CSI is a corporation organized under the laws of Mississippi.

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

For the 214 Holder and Transferors:

Callis Communications, Inc.
720 Oak Circle Drive East, Suite 100
Mobile, Alabama 36609
E-Mail: dean.parker@mycallis.com
Attn: Dean N. Parker, Jr., President/CEO

With copies to:

J.G. Harrington, Esq.
Dow Lohnes PLLC
1200 New Hampshire Avenue, NW, Suite 800
Washington, DC 20036-6802
Tel: 202-776-2818
E-Mail: jharrington@dowlohn.com

and to:

Mike Lincoln, Esq.
Cooley LLP
One Freedom Square, Reston Town Center
11951 Freedom Drive
Reston, VA 20190
Tel: 703-456-8022
E-mail: mlincoln@cooley.com

For the Transferee:

Cellular South, Inc.
1018 Highland Colony Parkway, Suite 300

Ridgeland, Mississippi 39157
Attn: Benjamin C. Pace, CFO
E-mail: bpace@cspire.com

With copies 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

and to:

W. Ken Rogers, Esq.
Brunini, Grantham, Grower & Hewes, PLLC
190 E. Capitol Street, Suite 100
Jackson, MS 39157
Tel: 601-960-6902
E-mail: krogers@brunini.com

(d) (i) Callis provides international telecommunications under Section 214 authorization for global resale in File No. ITC-214-20051216-00504. Callis holds blanket domestic Section 214 authority to provide domestic telecommunications services.

(ii) CSI provides wireless telecommunications services under the trade name C Spire Wireless.¹ CSI provides international telecommunications under Section 214 authorizations for global resale in File Nos. ITC-214-19970212-00083 and ITC-214-19970212-00084.² CSI holds blanket domestic Section 214 authority to provide domestic telecommunications services.

(h) The following hold a ten percent (10%) or greater attributable interest in the 214 Holder:

Dean N. Parker, Jr.
A United States citizen who owns 48% of the stock of the 214 Holder

¹ The radio licenses utilized to provide C Spire Wireless service are held by CSI's wholly owned subsidiary, Cellular South Licenses, LLC.

² The international Section 214 authorizations held by CSI were originally granted in 1997 to Cellular Holding, Inc. which later changed its name to Telepak, Inc. (*See* Public Notice, Report No. TEL-00360, March 1, 2001.) By letter filed with the Commission dated January 4, 2011, CSI provided notice that Telepak, Inc. had changed its name to Cellular South, Inc.

Thomas John Kane Revocable Trust
A Virginia trust that holds 48% of the stock of the 214 Holder

The sole trustee of the Thomas John Kane Trust is Thomas John Kane, a United States citizen. The contact address for Mr. Parker, the Trust and Mr. Kane is 720 Oak Circle Drive East, Suite 100, Mobile, Alabama 36609.

As indicated above, CSI is wholly owned by Telapex, Inc., a Mississippi corporation. The following hold a ten percent (10%) or greater attributable interest in Telapex, Inc.:

Telapex, Inc. Employee Stock Ownership Plan
FRN 0008519506
Organized under Mississippi law and owns 13.7972% of Telapex, Inc. through voting common stock; and

James H. Creekmore, Sr.
FRN 0008519530
A United States citizen who owns 11.9827% of Telapex, Inc. through voting common stock.

The address of each of the above-named Telapex, Inc. stockholders is 1018 Highland Colony Parkway, Suite 700, Ridgeland, MS 39157.

Telapex, Inc. Employee Stock Ownership Plan ("Telapex ESOP") is a defined contribution plan whose sole trustee is Trustmark National Bank Trust Department, 248 East Capitol Street, Jackson, MS 39205. Trustmark National Bank is a national bank organized under the laws of the United States. There are numerous beneficiaries of the Telapex ESOP in that the plan is organized to benefit employees of Telapex, Inc. and its subsidiaries.

Other stockholders of Telapex, Inc. own interests of less than 10% each, although there are familial relationships among the stockholders. The following stockholders are identified because of those familial relationships:

Wade H. Creekmore, Jr. is a United States citizen who owns 6.2096% of Telapex, Inc. through voting common stock;

Betsy S. Creekmore is a United States citizen who owns 5.2406% of Telapex, Inc. through voting common stock;

Meredith W. Creekmore is a United States citizen who owns 5.7217% of Telapex, Inc. through voting common stock;

Ashley C. Meena is a United States citizen who owns 7.9250% of Telapex, Inc. through voting common stock;

Victor H. (Hu) Meena (FRN 0019102953), the President, Chief Executive Officer and controlling individual of CSI, is a United States citizen who owns 0.4751% of Telapex, Inc. through voting common stock. Mr. Meena's telephone number is 601-355-1522 and his email address is hmeena@cspire.com;

Elizabeth C. Byrd is a United States citizen who owns 8.4000% of Telapex, Inc. through voting common stock;

Sidney C. Crews is a United States citizen who owns 7.9250% of Telapex, Inc. through voting common stock;

Holt J. Crews is a United States citizen who owns 0.4751% of Telapex, Inc. through voting common stock;

Dolly C. Goings is a United States citizen who owns 8.4705% of Telapex, Inc. through voting common stock;

Wesley Goings is a United States citizen who owns 0.2547% of Telapex, Inc. through voting common stock;

James H. Creekmore, Jr. is a United States citizen who owns 9.8118% of Telapex, Inc. through voting common stock;

Elizabeth Creekmore is a United States citizen who owns 0.0236% of Telapex, Inc. through voting common stock; and

Victor M. Meena is a United States citizen who owns 0.0103% of Telapex, Inc. through voting common stock.

In addition, 11 minor children of various stockholders listed above are the beneficiaries, through trusts, of stock interests totaling approximately 1.8424%.

A mailing address for all listed stockholders is 1018 Highland Colony Parkway, Suite 700, Ridgeland, MS 39157.

The familial relationships among the above-listed individuals are as follows:

Wade H. Creekmore, Jr. is the spouse of Betsy S. Creekmore;

James H. Creekmore, Sr. is the spouse of Meredith W. Creekmore;

Ashley C. Meena is the spouse of Victor H. (Hu) Meena; Ashley is the daughter of Wade and Betsy Creekmore;

Sidney C. Crews is the spouse of J. Holt Crews; Sidney is the daughter of Wade and Betsy Creekmore;

Dolly C. Goings is the spouse of Wesley Goings; Dolly is the daughter of James H. Creekmore, Sr. and Meredith Creekmore;

James H. Creekmore, Jr. is the spouse of Elizabeth Creekmore; James H. Creekmore, Jr. is the son of James H. Creekmore, Sr. and Meredith Creekmore;

Elizabeth C. Byrd is the daughter of Wade and Betsy Creekmore; and

Victor M. Meena is the son of Ashley and Hu Meena.

Section 63.18(h) also calls for disclosure of any interlocking directorates with a foreign carrier. CSI and its affiliates have no interlocking directorates with a foreign carrier.

(i) Section 63.18(i) calls for a certification as to whether or not the applicant is, or is affiliated with, a foreign carrier. CSI hereby certifies that it is not a foreign carrier and that it is not affiliated with a foreign carrier.

(j) Section 63.18(j) calls for a certification as to whether or not the applicant seeks to provide international telecommunications services to any destination country for which any of the following is true:

(1) *The applicant is a foreign carrier in that country.* CSI hereby certifies that it is not a foreign carrier in any destination country.

(2) *The applicant controls a foreign carrier in that country.* CSI hereby certifies that it does not control a foreign carrier in any destination country.

(3) *Any entity that owns more than 25 percent of the applicant, or that controls the applicant, controls a foreign carrier in that country.* CSI hereby certifies that no entity that controls a foreign carrier in any destination country owns more than 25 percent of CSI.

(4) *Two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate, more than 25 percent of the applicant and are parties to, or the beneficiaries of, a contractual relation (e.g., a joint venture or market alliance) affecting the provision or marketing of international basic telecommunications services in the United States.* CSI hereby certifies that the foregoing statement is not true as relating to CSI.

(k) Section 63.18(k) calls for one of certain showings by the applicant for any destination country listed by the applicant in response to paragraph (j). Based upon CSI's certifications in response to Section 63.18(j), no showing is required of CSI in response to Section 63.18(j).

(l) In response to Section 63.18(l), CSI does not propose to resell the international switched services of an unaffiliated U.S. carrier for the purpose of providing international telecommunications services to a country where it is a foreign carrier or is affiliated with a foreign carrier.

(m) CSI hereby responds to Section 63.10(m) by confirming that it is not a foreign carrier, and that it is not affiliated with a foreign carrier. CSI satisfies the requirements of Section 63.10(a)(1) to be presumptively classified as "non-dominant" for the provision of international communications services.

(n) CSI certifies that it has not agreed to accept special concessions directly or indirectly from any 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 such agreements in the future.

(o) With reference to §§ 1.2001 through 1.2003 of the Commission's rules, Applicants certify 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. See 21 U.S.C. 853a.

(p) Applicants request streamlined processing of this application pursuant to Section 63.03(b)(2)(iii) of the Commission's Rules. Consummation of the proposed transaction would result in a market share in the interstate, interexchange market of less than 10% among CSI, Callis and all other CSI affiliates. Similarly, the local exchange affiliates of CSI would have, collectively, fewer than 2% of the subscriber lines installed in the aggregate nationwide.³ Finally, the transaction would result in no new overlapping or adjacent local service areas.

VI. Additional Information Required by Section 63.04(b) of the Commission's Rules or Assignment/Transfer of Control

In response to requirements of Section 63.04(b) of the Commission's rules, the additional information required by Sections 63.04(a)(6) through 63.04(a)(12) is provided in Exhibit A to this application.

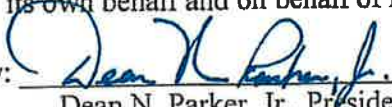
VII. Conclusion

In view of the foregoing, Applicants respectfully submit that the public interest, convenience and necessity would be furthered by grant of this application.

³ The controlling company of CSI, Telapex, Inc., also controls two incumbent local exchange carriers in the state of Mississippi: Franklin Telephone Company, Inc. ("Franklin") and Delta Telephone Company, Inc. ("Delta"). As mentioned, Callis is a CLEC based in Alabama. Callis does not provide CLEC service to any customers in the local exchange areas of Franklin or Delta, and CSI has no plans to market the CLEC services offered by Callis in the local exchange areas of Franklin or Delta.

Respectfully submitted,

CALLIS COMMUNICATIONS, INC.
on its own behalf and on behalf of its shareholders

By: 
Dean N. Parker, Jr., President and CEO

Date: December 11, 2013

CELLULAR SOUTH, INC.

By: _____
Benjamin C. Pace, Chief Financial Officer

Date: _____

Respectfully submitted,

CALLIS COMMUNICATIONS, INC.

on its own behalf and on behalf of its shareholders

By: _____
Dean N. Parker, Jr., President and CEO

Date: _____

CELLULAR SOUTH, INC.

By: Benjamin C. Pace
Benjamin C. Pace, Chief Financial Officer

Date: 12/11/2013

Exhibit A

Information Required by Sections 63.04(a)(6) through 63.04(a)(12)

Pursuant to Section 63.04(b) of the Commission's rules, Applicants provide the following information in connection with the proposed transfer of control:

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

The Transaction is summarized in Section III of the Application.

§63.04(a)(7) – Description of the Geographic Service Area and Services in Each Area

Descriptions of the geographic service areas and the services provided in each area are provided in Section II.A. and Section II.B. of the Application.

§63.04(a)(8) – Presumption of Non-Dominance and Qualification for Streamlining

Applicants request streamlined processing of this application. See Section V(p) above.

§63.04(a)(9) – Other Pending Commission Applications Concerning the Subject Transaction

In a separate application filed on the appropriate FCC Form, Applicants request consent to transfer control of the following license:

Private carrier paging license under call sign WPNP993

§63.04(a)(10) – Special Considerations

None

§63.04(a)(11) – Waiver Requests

None

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

The Transaction is in the public interest for the reasons stated in Section IV of the Application.