

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

In the Matter of)
)
UNION SPRINGS TELEPHONE COMPANY)
(FRN 0006164636))
)
ROPIR COMMUNICATIONS, INC.)
(FRN 0015115207))
)
Section 214 Authorization Holders and Transferors)
)
And)
)
ROBERT E. L. GILPIN (FRN 0023227689),)
PERSONAL REPRESENTATIVE OF THE ESTATE)
OF BILLIE K. PIRNIE)
)
Transferee)
)
Joint Application for Transfer of Control of)
Section 214 Authorizations for)
Domestic and International)
Telecommunications Authorizations)

WC Docket No. _____

File No. ITC- _____

JOINT APPLICATION

Union Springs Telephone Company (“USTC”) and Ropir Communications, Inc. (“RCI”), on their own behalf and behalf of their shareholders (jointly, the “214 Holders” or “Transferors”), and Robert E. L. Gilpin, as Personal Representative of the Estate of Billie K. Pirnie (“Mr. Gilpin” 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 authorizations from the Transferors to the Transferee. As will be explained, there have been stock

transfers, redemptions and a death that have resulted in transfers of control of the 214 Holders from Billie K. Pirnie (“Mrs. Pirnie”) to the Billie K. Pirnie Revocable Living Trust (“Mrs. Pirnie Trust”), and ultimately to Mr. Gilpin as Personal Representative of the Estate of Billie K. Pirnie. This application (i) provides information to correct certain stock ownership and control information contained in RCI’s 1996 International Section 214 Application, and (ii) requests approval of all changes in control of the 214 Holders that occurred from 1996 to date as the result of various transfers and redemptions of stock that primarily involved members of a single family or which were made for estate planning purposes. This application requests approval of all changes of control, including *pro forma* and involuntary transfers of control of the 214 Holders to date, culminating with the involuntary transfer of control to Transferee upon the death of Mrs. Pirnie on October 22, 2011. 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. Union Springs Telephone Company

USTC is a corporation organized under the laws of Alabama. Its address is 8208 Old Federal Road, Montgomery, Alabama 36117. USTC is authorized by the Alabama Public Service Commission to provide local exchange telephone service as the incumbent local exchange carrier (“ILEC”) in portions of Bullock, Macon, Barbour, and Pike Counties, Alabama.

USTC is a wholly owned subsidiary of Ropir Industries, Inc. (“Ropir Industries”) (FRN 0015143415), a Delaware corporation formed in 1982. The address of Ropir Industries is 8208 Old Federal Road, Montgomery, Alabama 36117. Ropir Industries has been and remains, from 1982 to date, the sole stockholder of USTC.¹

B. Ropir Communications, Inc.

RCI (originally named Call Points, Inc.) is a corporation formed in 1988 under the laws of Delaware. Its address is 8208 Old Federal Road, Birmingham, Alabama 36117. RCI is a reseller of long distance services. Since 1996, RCI has continuously provided interstate interexchange and international telecommunications services in and around the area served by USTC.

Like USTC, RCI is controlled by Ropir Industries. RCI’s authorized and outstanding stock consists of Class A and Class B common stock. Ropir Industries owns and has always owned all of the Class A common stock. Ropir Industries also owns (since December 1996) 1200 of the 1400 authorized and outstanding shares of RCI’s Class B common stock. The other 200 shares of RCI Class B common stock are now and have always been owned by USTC, a wholly owned subsidiary of Ropir Industries.

C. Robert E. L. Gilpin, Personal Representative of the Estate of Billie K. Pirnie

Mr. Gilpin is a United States citizen and attorney in Montgomery, Alabama whose address is Gilpin Givhan, PC, 2660 EastChase Lane, Suite 300, Montgomery, AL 36117.

Mr. Gilpin does not have a controlling interest in any other telecommunications service provider.

¹ Ownership information for Ropir Industries is provided in Section III of this application.

III. Current Control and Management of USTC and RCI

Ropir Industries and its subsidiaries, USTC and RCI (collectively the “Ropir Companies”), are currently controlled by Mr. Gilpin. Mr. Gilpin controls the Ropir Companies in his capacity as the Personal Representative of the Estate of Billie K. Pirnie. Mrs. Pirnie was a United States citizen who died October 22, 2011.²

Since 1996 (and in the case of USTC, from an earlier date), USTC and RCI have operated continuously under the day-to-day management of Larry C. Grogan (“Mr. Grogan”) (FRN 0023231657) with no change in operations resulting from the ownership changes that will be summarized in this application. Since October 24, 2011, Mr. Grogan has served as the President, Treasurer and Chairman of the Board of both companies and Mr. Gilpin has served as Secretary. Also, since October 24, 2011, the Board of Directors of both companies has consisted of Mr. Grogan and Mr. Gilpin.

IV. Changes of Ownership and Control of Ropir Industries

A. Correction of Stock Ownership and Control Information Contained in RCI’s 1996 International Section 214 Application

In RCI’s application for international Section 214 resale authority, filed February 7, 1996, Mrs. Pirnie was identified as the 70% direct stockholder of RCI.³ That information was provided to undersigned counsel by Mr. Grogan based upon his incorrect understanding of certain facts,

² The Ropir Companies and Mr. Gilpin were unaware of the need to provide prompt notice of Mrs. Pirnie’s death to the Commission and of the resulting involuntary, *pro forma* transfer of control of USTC and RCI.

³ See RCI’s Application for Section 214 Authorization to resell telecommunications services to international points, filed February 7, 1996, p. 4. (File No. ITC-214-19960207-00059, formerly File No. 96-100) (the “International 214 Application”).

including the stock ownership of Ropir Industries and intra-family transfers of that stock after the death of Mrs. Pirnie's husband, R.M. Pirnie in 1991.⁴

In early 1996 and until the time of her death in 2011, Mrs. Pirnie was the President of RCI⁵ and Ropir Industries. Her stock ownership in Ropir Industries, as of the time the International Section 214 Application was filed, amounted to a 44.24% ownership interest.⁶ Under the terms of R.M. Pirnie's will, which had not yet been effectuated as of early 1996, Mrs. Pirnie also was to acquire beneficial interests in two trusts that were to hold 30.22% of Ropir Industries stock.⁷ The remainder of Ropir Industries stock was controlled by Pirnie family members, either personally or through trusts. As a result, while Mrs. Pirnie owned and voted more stock than any other stockholder, she did not vote a majority of the stock and did not have *de jure* control of the Ropir

⁴ There were details of Mr. Pirnie's will that were unknown to Mr. Grogan. Mr. Grogan operated the companies with the understanding that Mrs. Pirnie had a 70% stock interest, without knowledge that her interest in early 1996 was in fact comprised of Mrs. Pirnie's own stock interest in Ropir Industries of less than 50% as well as certain not yet perfected beneficial interests totaling 30.22% by the terms of her deceased husband's will.

⁵ Documents obtained from the Secretary of State of Delaware show that RCI was formed in 1988, but has since changed its name twice, most recently in 1998 to "Ropir Communications, Inc." It appears that the name "Ropir Communications, Inc." was used as d/b/a for "Call Points, Inc." in 1996.

⁶ Mrs. Pirnie also served as custodian for Katherine Fielding Pirnie, a minor, who held slightly less than a 1% stock interest in Ropir Industries. Thus, Mrs. Pirnie had voting rights to just over 45% of Ropir Industries stock.

⁷ Mr. Pirnie's will provided that his trust holdings, including a 30.22% stock ownership in Ropir Industries, would be divided into two trusts upon his death. A "Family Trust" and a "Marital Trust" would each receive half of the stock. Mrs. Pirnie was to be a lifetime beneficiary of the Family Trust and the sole beneficiary of the Marital Trust. She was not named as a trustee of either the Family Trust or the Marital Trust. Mr. Grogan was not privy to such details and mistakenly identified Mrs. Pirnie as owner of 70% of RCI stock (also overlooking the fact that it was Ropir Industries stock not RCI stock that was owned by Mrs. Pirnie).

Companies in early 1996. However, Mrs. Pirnie served as the President of each of the Ropir Companies in early 1996, served as the sole member of the Board of Directors, and exercised a level of control that by all indications amounted to *de facto* control of the Ropir Companies in early 1996. To that extent, the International Section 214 Application correctly identified Mrs. Pirnie as the controlling party of RCI.

B. Events from 1996 to Date Involving Ownership and Control of Ropir Industries

In a series of stock transfers in May 1996, various family members surrendered stock of Ropir Industries for redemption by the company. In addition, Ropir Industries stock was issued to certain trusts and to Mrs. Pirnie individually. By May 10, 1996, Mrs. Pirnie's personally owned stock surpassed the 50% level, at which time she was entitled to vote approximately 54% of Ropir Industries' stock. The need for prior Commission approval was not recognized for what amounted to a *pro forma* transfer of control of USTC and RCI.⁸

In ensuing years, Mrs. Pirnie's stock ownership percentage increased as stock held by other family members and trusts was redeemed by Ropir Industries. By October 7, 2003, Mrs. Pirnie owned or controlled all of the then issued and outstanding stock of Ropir Industries. On that date, for estate planning purposes, she directed the transfer of 100% of the issued and outstanding stock of Ropir Industries to the Billie K. Pirnie Revocable Living Trust (FRN 0023227630) ("Mrs. Pirnie Trust") of which her attorney, Mr. Gilpin, was named the successor trustee.⁹ That transfer did not alter Mrs. Pirnie's control of the Ropir Companies but the substitution of the Mrs. Pirnie Trust for

⁸ Because Mrs. Pirnie already controlled the Ropir Companies on a *de facto* basis, the increase in her Ropir Industries stockholdings to a majority position did not amount to a substantial transfer of control of USTC or RCI.

⁹ As "successor trustee" Mr. Gilpin would assume control of the assets held in the Mrs. Pirnie Trust, including stock of Ropir Industries, only upon the death or incapacity of Mrs. Pirnie.

Mrs. Pirnie as the sole owner of Ropir Industries' issued and outstanding stock amounted to a *pro forma* (non-substantial) transfer of control of USTC and RCI. The parties did not did not recognize the need for prior Commission approval of a stock transfer that did not alter Mrs. Pirnie's actual control of the Ropir Companies.

Mrs. Pirnie died October 22, 2011. Mr. Gilpin became Personal Representative of the Estate of Billie K. Pirnie and, in that role, Mr. Gilpin obtained control of USTC and RCI. It is now recognized that Mrs. Pirnie's death should have been reported promptly to the FCC, followed by an application for consent to an involuntary transfer of control of USTC and RCI to Mr. Gilpin.

V. Information Required by Section 63.24(e) of the Commission's Rules for Transfer of Control of 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 Holders:

Union Springs Telephone Company
8208 Old Federal Road
Montgomery, Alabama 36117
Attn: Robert E. L. Gilpin, Secretary
Tel: 334-244-1111

Ropir Communications, Inc.
8208 Old Federal Road
Birmingham, AL 36117
Attn: Robert E. L. Gilpin, Secretary
Tel: 334-244-1111

Transferee:

Robert E. L. Gilpin
Gilpin Givhan, PC
2660 EastChase Lane, Suite 300

Montgomery, AL 36117
Tel: 334-244-1111
Email: rgilpin@gilpingivhan.com

(b) USTC is a corporation organized under the laws of Alabama. RCI is a corporation organized under the laws of Delaware.

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

For the 214 Holders and Transferee:

Robert E. L. Gilpin
Gilpin Givhan, PC
2660 EastChase Lane, Suite 300
Montgomery, AL 36117
Tel: 334-244-1111
Email: rgilpin@gilpingivhan.com

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) (i) RCI provides international telecommunications under Section 214 authorization for global resale in File No. ITC-214-19960207-00059. USTC and RCI hold blanket domestic Section 214 authority to provide domestic telecommunications services.

(ii) Transferee does not hold any Section 214 authorization.

(h) USTC is wholly owned by Ropir Industries, Inc. As described in Section II.B. of this application, RCI is controlled by Ropir Industries. All of the stock of Ropir Industries is held in the Estate of Billie K. Pirnie of which Robert E. L. Gilpin is the Personal Representative. As indicated above, Mr. Gilpin is a United States citizen and attorney in Montgomery, Alabama whose address is Gilpin Givhan, PC, 2660 EastChase Lane, Suite 300, Montgomery, AL 36117.

Section 63.18(h) also calls for disclosure of any interlocking directorates with a foreign carrier. None of the Applicants have interlocking directorates with a foreign carrier.

(i) Section 63.18(i) calls for a certification as to whether or not the applicants are, or are affiliated with, a foreign carrier. Applicants hereby certify that none is a foreign carrier and that none is 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.* Transferee hereby certifies that neither he nor the Estate of Billie K. Pirnie is a foreign carrier in any destination country.

(2) *The applicant controls a foreign carrier in that country.* Transferee hereby certifies that neither he nor the Estate of Billie K. Pirnie controls 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.* Transferee hereby certifies that there is no entity that controls a foreign carrier in any destination country has more than a 25 percent interest in the Estate of Billie K. Pirnie.

(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.* Transferee hereby certifies that the foregoing statement is not true as relating to Transferee.

(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 Transferee's certifications in response to Section 63.18(j), no showing is required of Transferee in response to Section 63.18(j).

(l) In response to Section 63.18(l), Transferee 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) Transferee hereby responds to Section 63.10(m) by confirming that neither he nor Estate of Billie K. Pirnie is a foreign carrier, and that neither is affiliated with a foreign carrier. Transferee satisfies the requirements of Section 63.10(a)(1) to be presumptively classified as "non-dominant" for the provision of international communications services.

(n) Transferee certifies that he 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. The local exchange operations of USTC serve fewer than 2% of the subscriber lines installed in the aggregate nationwide. Finally, the ownership and

control changes described in this application 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 hereto.

VII. Conclusion

Applicants respectfully submit that the public interest, convenience and necessity would be furthered by grant of this application which will permit a continuation of telecommunications services by USTC and RCI under the control of Mr. Gilpin whose qualifications are shown herein.

Respectfully submitted,

UNION SPRINGS TELEPHONE COMPANY
on its own behalf and on behalf of its shareholder

By: Robert E. L. Gilpin
Robert E. L. Gilpin, Secretary

Date: December 27, 2013

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

By: Robert E. L. Gilpin
Robert E. L. Gilpin, Secretary

Date: December 27, 2013

ROBERT E. L. GILPIN,
PERSONAL REPRESENTATIVE OF THE ESTATE
OF BILLIE K. PIRNIE

By: Robert E. L. Gilpin

Robert E. L. Gilpin

Date: November 27, 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 Transfers of Control

The transfers of control are summarized in Section IV 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 applications filed contemporaneously with this application, Applicants request Special Temporary Authority from the Wireline Competition Bureau and the International Bureau for the completed transfers of control described in this application.

§63.04(a)(10) – Special Considerations

None

§63.04(a)(11) – Waiver Requests

None

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

As shown herein, Transferee is qualified to control USTC and RCI. Authorization of the transfers of control described in this application will serve the public interest by allowing for a continuation of telecommunications services to customers of USTC and RCI.