

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

In the Matter of)	
)	
UNION SPRINGS TELEPHONE COMPANY, INC.)	
(FRN 0006164636) and)	
)	
ROPIR COMMUNICATIONS, INC.)	
(FRN 0015115207))	
)	
Section 214 Authorization Holders)	
)	
BILLIE K. PIRNIE REVOCABLE TRUST)	WC Docket No. _____
(FRN 0023227630))	
)	
Transferor)	
)	
and)	File No. ITC- _____
)	
TROY CABLEVISION, INC. (FRN 0005017298))	
)	
Transferee)	
)	
Joint Application for Transfer of Control of)	
Section 214 Authorizations for)	
Domestic and International)	
Telecommunications Authorizations)	

JOINT APPLICATION

Union Springs Telephone Company, Inc. (“USTC”) and Ropir Communications, Inc. (“RCI”) (jointly, the “214 Holders”), Billie K. Pirnie Revocable Trust (“Transferor”), and Troy Cablevision, Inc. (“Troy” 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 Holders from Transferor to 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 to the Transferee.

This application qualifies for streamlined processing under applicable rules.

II. Applicants

A. Union Springs Telephone Company, Inc.

USTC is a corporation organized under the laws of Alabama. Its address is 206 Hardaway Avenue East, Union Springs, AL 36089. 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 206 Hardaway Avenue East, Union Springs, AL 36089. Ropir Industries has been and remains, from 1982 to date, the sole stockholder of USTC.

All stock of Ropir Industries is owned by the Billie K. Pirnie Revocable Trust of which Robert E. L. Gilpin is the sole trustee.

B. Ropir Communications, Inc.

RCI (originally named Call Points, Inc.) is a corporation formed in 1988 under the laws of Delaware. Its address is 206 Hardaway Avenue East, Union Springs, AL 36089. 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.

As noted in Section II.A., all stock of Ropir Industries is owned by the Billie K. Pirnie Revocable Trust of which Robert E. L. Gilpin is the sole trustee.

C. Billie K. Pirnie Revocable Trust

Robert E. L. Gilpin (FRN 0023227689) is a United States citizen and attorney in Montgomery, Alabama whose address is Gilpin Givhan, PC, 2660 EastChase Lane, Suite 300, Montgomery, AL 36117 is the sole trustee of the Billie K. Pirnie Revocable Trust which owns all of the stock of Ropir Industries, Inc..

Aside from the telecommunications service providers named in this application, neither the Billie K. Pirnie Revocable Trust nor Mr. Gilpin has a controlling interest in any telecommunications service provider.

D. Troy Cablevision, Inc.

Troy Cablevision, Inc. is a corporation organized under the laws of Alabama. Its address is 1006 S. Brundidge Street, Troy, AL 36081. Exhibit B contains a list of company officers and shareholders.

Currently, Troy Cablevision, Inc. provides cable television services in the following areas of Alabama: Banks, Brantley, Brundidge, Clayhatchee, Daleville, Elba, Enterprise, Glenwood, Goshen, Grimes, Level Plains, Luverne, Midland City, Napier Field, New Brockton, Newton, Ozark, Petrey, Pinckard, Rutledge, Troy, and unincorporated areas of Coffee, Crenshaw, Dale, Houston, and Pike counties.

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 sole trustee of The Billie K. Pirnie Revocable Trust. Mrs. Pirnie was a United States citizen who died October 22, 2011.¹

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. 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. Proposed Change of Ownership and Control of the 214 Holders

By terms of a Stock Purchase Agreement, Transferee has agreed to purchase all shares of Ropir Industries from Transferor. As a result, Transferee will acquire full control of the 214 Holders.

¹ Domestic and International Section 214 authorizations for a transfer of control of the 214 Holders to Mr. Gilpin were granted by the Wireline Competition Bureau in WC Docket 13-320, and by the International Bureau in IB File No. ITC-T/C-20131230-00345.

Transferee Troy Cablevision, Inc. intends to operate USTC and Ropir Communications, Inc. in a manner similar to how it is currently operated. Key management employees in accounting, outside plant operations and engineering will be retained. Executive management will continue to operate at the holding company level. And while Mr. Grogan, USTC's current executive manager, has expressed desire to retire next year, it is the Transferee's intent to allow an orderly transition during this process.

To that end, Transferee intends on executing a consulting/management contract with a local ILEC executive to work with Mr. Grogan on daily operations, contracting and regulatory reporting for the first six months. The consultant has over 30 years of experience in the ILEC industry. In addition to the consultant, Transferee intends on supplementing his expertise with other current Transferee executives.

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, Inc.
206 Hardaway Avenue East
Union Springs, AL 36089
Attn: Robert E. L. Gilpin, Secretary
Tel: 334-244-1111

Ropir Communications, Inc.
206 Hardaway Avenue East
Union Springs, AL 36089
Attn: Robert E. L. Gilpin, Secretary
Tel: 334-244-1111

Transferor:

Robert E. L. Gilpin, Trustee
The Billie K. Pirnie Revocable Trust
Gilpin Givhan, PC
2660 EastChase Lane, Suite 300
Montgomery, AL 36117
Tel: 334-244-1111
Email: rgilpin@gilpingivhan.com

Transferee:

Troy Cablevision, Inc.
1006 S. Brundidge Street
Troy, AL 36081
Attn: Vicki F. McPherson
Tel: 334-566-3310
Email: vicki.mcpherson@troycable.com

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

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

For the 214 Holders and Transferor:

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

For the Transferee:
Troy Cablevision, Inc.
1006 S. Brundidge Street
Troy, AL 36081
Attention: Vicki F. McPherson
Tel: 334-566-3310
Email: vicki.mcpherson@troycable.com

With a copy to:

Scott Friedman, Esq.
Cinnamon Mueller
307 N. Michigan Ave., Suite 1020
Chicago, IL 60601
Tel: 312-580-8557
Email: sfriedman@cinnamonmueller.com

(d) (i) RCI provides international telecommunications under Section 214 authorization for global resale in File No. ITC-214-19960207-00059 and ITC-T/C-20131230-00345. USTC and RCI hold blanket domestic Section 214 authority to provide domestic telecommunications services and transfer of control authorization in WC Docket 13-320.

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

(h) Information responsive to Section 63.18(h) is provided in Exhibit B. 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 it is not a foreign carrier in any destination country.

(2) *The applicant controls a foreign carrier in that country.* Transferee 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.* 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 Transferee.

(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 it is not a foreign carrier, and it is not 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 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)(ii) of the Commission’s Rules. The local exchange operations of USTC serve fewer than 2% of the subscriber lines installed in the aggregate nationwide. Transferee is presently a cable television service provider non-dominant with respect to services provides. 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 to this application.

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 Transferee whose qualifications are shown herein.

Respectfully submitted,

UNION SPRINGS TELEPHONE COMPANY, INC.

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

Date: 11/6/2014

ROPIR COMMUNICATIONS, INC.

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

Date: 11/6/2014

BILLIE K. PIRNIE REVOCABLE TRUST

By: Robert E. L. Gilpin
Robert E. L. Gilpin, Sole Trustee

Date: 11/6/2014

TROY CABLEVISION, INC.

By: _____
William H. Freeman, President

Date: _____

Respectfully submitted,

UNION SPRINGS TELEPHONE COMPANY, INC.

By: _____
Robert E. L. Gilpin, Secretary

Date: _____

ROPIR COMMUNICATIONS, INC.

By: _____
Robert E. L. Gilpin, Secretary


Date: _____

BILLIE K. PIRNIE REVOCABLE TRUST

By: _____
Robert E. L. Gilpin, Sole Trustee

Date: _____

TROY CABLEVISION, INC.

By: 
William H. Freeman, President

Date: November 6, 2014

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., Section II.B. and Section II.D. 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

None

§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 transfer 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.

Exhibit B

**TROY CABLEVISION, INC.
Shareholders
As of October 23, 2014**

N. Kenneth Campbell Post Office Box 707 Troy, Alabama 36081-0707 U. S. Citizen	1,003 shares	0.066
N. J. Cervera 914 South Brundidge Street Troy, Alabama 36081 U. S. Citizen	1,003 shares	0.066
James Ryan Freeman 4477 Lee Road 137, Lot #57 Auburn, Alabama 36832-8037 U. S. Citizen	8 shares	0.001
Kristen L. Freeman 1506 Windsor Street Columbia, MO 65201 U. S. Citizen	8 shares	0.001
William H. Freeman Troy Cablevision, Inc., President Post Office Box 365 Troy, Alabama 36081-0365 U. S. Citizen	4,717 shares	0.312
Vicki F. McPherson Troy Cablevision, Inc., Chairman, Secretary, Treasurer Post Office Box 475 Troy, Alabama 36081-0475 U. S. Citizen	4,717 shares	0.312

Vicki F. McPherson, Executor Under the Last Will of William Harold Freeman, Sr. Post Office Box 475 Troy, Alabama 36081-0475 Executor, U. S. Citizen	1,796 shares	0.119
Vicki F. McPherson, Trustee of the W. Harold Freeman Irrevocable Trust #3 Post Office Box 475 Troy, Alabama 36081-0475 Trustee, U. S. Citizen	816 shares	0.054
Vicki F. McPherson, Trustee of the W. Harold Freeman Irrevocable Trust #4 Post Office Box 475 Troy, Alabama 36081-0475 Trustee, U. S. Citizen	444 shares	0.029
Vicki F. McPherson, Trustee of the W. Harold Freeman Irrevocable Trust #5 Post Office Box 475 Troy, Alabama 36081-0475 Trustee, U. S. Citizen	588 shares	0.039
Total shares outstanding	15,100 shares	