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May 19, 2015

**VIA ELECTRONIC FILING**

International Bureau  
Federal Communications Commission  
9300 East Hampton Drive  
Capitol Heights, MD 20743

Re: Application for Approval of a Transfer of Control for SelecTel, Inc.

Dear Sir/Madam,

Enclosed please find for filing an Application for SelecTel, Inc. (“SelecTel”) requesting approval from the Federal Communications Commission (“FCC” or “Commission”) pursuant to Section 214 of the Communications Act of 1934, as amended, 47 U.S.C. § 214, and Sections 63.04 and 63.24 of the Commission’s rules, 47 C.F.R. §§ 63.04 and 63.24, to transfer control of SelecTel.

A combined Joint Application for approval of the transfer of control was filed on December 12, 2014; however, the international application was withdrawn at SelecTel’s request and the domestic application is currently pending before the Commission.

If you have any questions concerning the enclosed, please do not hesitate to contact me. Thank you.

Respectfully submitted,

*s/ Lance Steinhart*

Lance J.M. Steinhart, Esq.  
Managing Attorney  
Lance J.M. Steinhart, P.C.  
*Attorneys for SelecTel, Inc.,  
Compass Atlantic Inc. and  
Compass Capital Incorporated*

Encls.

**BEFORE THE  
FEDERAL COMMUNICATIONS COMMISSION  
WASHINGTON, DC 20554**

<b>In the Matter of</b>	)	
<b>SelecTel, Inc.</b>	)	
	)	<b>WC Docket No. 15-_____</b>
<b>Application for Authorization Pursuant to</b>	)	<b>File No. ITC-T/C-2015_____</b>
<b>Section 214 of the Communications Act of 1934,</b>	)	
<b>as Amended, for Assignment of Assets</b>	)	
<b>and/or Transfer of Control</b>	)	

**APPLICATION**

SelecTel, Inc. (“SelecTel” or “Applicant”), hereby requests approval from the Federal Communications Commission (“FCC” or “Commission”) pursuant to Section 214 of the Communications Act of 1934, as amended, 47 U.S.C. § 214, and Sections 63.04 and 63.24 of the Commission’s rules, 47 C.F.R. §§ 63.04 and 63.24, to transfer control of SelecTel, from Matthew S. O’ Flaherty, Teri L. O’Flaherty and Stacy Hergenrader (collectively "Transferors") to Compass Capital Incorporated and Compass Atlantic Inc. (collectively "Compass" or "Transferees"). The Applicant previously filed a combined domestic and international application, however, the international application was withdrawn at the Applicant’s request and the domestic application is currently pending before the Commission.

**I. APPLICANT**

**SelecTel, Inc. (FRN: 0018498352)**

Applicant is a corporation organized under the laws of the State of Nevada. Its principal offices are located at 1825 N Bell St, Fremont, NE 68025. Applicant provides competitive local exchange services on a retail basis in the following states: Massachusetts, Minnesota, New

Jersey, New York, Oregon, Pennsylvania, and Washington. Applicant also provides wireless telecommunications service as an MVNO in all fifty states.<sup>1</sup>

Transferee, Compass Atlantic Inc. ("Compass Atlantic") is a holding company organized under the laws of the state of Delaware. It is a wholly owned subsidiary of Compass Capital Incorporated, which in turn is organized under the laws of the province of Ontario, Canada.

Neither Compass Capital Incorporated nor Compass Atlantic Inc. currently provide any telecommunications services, nor are they affiliated with any provider of telecommunications service. Compass Atlantic was formed for the purposes of this transaction/investment opportunity.

## **II. DESCRIPTION OF THE TRANSACTION**

The transaction will have no impact on the day-to-day operations of SelecTel. The purpose of the transaction is to provide the potential for a new source of investment capital for SelecTel in order to continue and to expand its operations. As noted above, Compass Capital Incorporated has formed a new Delaware corporation, Compass Atlantic Inc. that will acquire a majority of the stock of SelecTel. SelecTel currently has three shareholders: Teri O'Flaherty, Matthew O'Flaherty, and Stacy Hergenrader, each holding 33.33% of the stock of SelecTel. Compass Atlantic will acquire all the stock of Teri O' Flaherty and Stacy Hergenrader. After the transaction, Compass Atlantic will hold 66.67% of the stock and Matthew O'Flaherty will own 33.33% of the stock. SelecTel will remain the certificated entity. A chart showing the current corporate structure and corporate structure post-Transaction is attached hereto as **Exhibit B**.

Although there will be a change in ownership, with Compass Atlantic now owning a majority of the stock of SelecTel, there will be no immediate changes to SelecTel's management

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<sup>1</sup> In addition, Applicant has received an International Section 214 Authorization to provide "Global or Limited Global Facilities-Based Service Global or Limited Global Resale Service."

team. SelecTel will have the necessary managerial and technical expertise, with the current management team running SelecTel successfully operating the company today, to successfully operate the company after the proposed transaction. A copy of the SelecTel Organizational Chart after the Transaction is attached hereto as **Exhibit C**. The principal post-Transaction managers will be Matthew S. O'Flaherty, who will continue as President of SelecTel; Teri L. O'Flaherty, who will continue as Treasurer and Director, Human Resources; Stacy Hergenrader, who will continue as Manager of Customer Relations; and Patrick Hall, who will continue as Dealer Manager. The bios of these key members of the current SelecTel management team are attached hereto as **Exhibit D**.

### **III. PUBLIC INTEREST STATEMENT**

Applicant respectfully submits that the transaction and transfer of control described herein will serve the public interest. The proposed transaction will serve the public interest because the transfer of control to Compass will provide SelecTel with new sources of investment that will allow SelecTel to continue its track record of rapid growth. SelecTel is a low-cost operator and additional financing will provide opportunities for the company to expand the reach of its current products. Compass and its affiliates will have the capability to provide additional resources to SelecTel which might not otherwise be readily available to SelecTel, including additional back office support, as well as support for long term business planning and growth. SelecTel currently offers competitive telecommunications service that feature competitive pricing, high quality services, and responsive customer service. The transaction will permit SelecTel to continue to offer these services to its existing consumers and will allow SelecTel to expand these same competitive services to more customers over the next decade.

SelecTel customers will not see any change to their services as a result of this change of control. The SelecTel management team will not immediately change and customers will receive the same reliable, low-cost service after the transaction closes. Because the transaction will expand competition and benefit consumers, Applicant submits that the Transaction is in the public interest.

**IV. INFORMATION REQUIRED BY SECTION 63.24(e) OF THE COMMISSION'S RULES**

In support of this Application, the Applicant submits the following information pursuant to Section 63.24(e) of the Commission's rules, which is the information requested in paragraphs (a), (d), (o) and (p) of Section 63.18 for both the Transferors and Transferees and the information requested in paragraphs (h) through (n) of Section 63.18 for Applicant.

**(a) Name, Address and Telephone Number**

**i. Transferors**

Name: Teri L. O'Flaherty  
Business Address: 1825 N. Bell Street, Fremont, NE 68025  
Telephone: (402) 719-4350

Name: Stacy Hergenrader  
Business Address: 1825 N. Bell Street, Fremont, NE 68025  
Telephone: (386) 846-3871

Name: Matthew S. O'Flaherty  
Business Address: 1825 N. Bell Street. Fremont, NE 68025  
Telephone: (402) 727-2502

**ii. Transferees**

Compass Capital Incorporated  
536 Kipling Avenue  
Toronto, Ontario, Canada M8Z 5E3  
Telephone: (416) 318-1904  
Fax: (416) 252-2425

Compass Atlantic Inc.  
536 Kipling Avenue

Toronto, Ontario, Canada M8Z 5E3  
Telephone: (416) 318-1904  
Fax: (416) 252-2425

**(b) State of Organization**

SelecTel is a corporation organized under the laws or the state of Nevada. Compass Capital Incorporated is a corporation organized under the laws of Ontario, Canada, and Compass Atlantic, Inc. is a corporation organized under the laws of the state of Delaware.

**(c) Contact Information**

All correspondence, notices and inquiries regarding this Application should be addressed to:

**i. Transferors**  
**Lance J.M. Steinhart**  
**Managing Attorney**  
Lance J.M. Steinhart, P.C.  
Attorneys At Law  
1725 Windward Concourse, Ste. 150  
Alpharetta, GA 30005  
Telephone: (770) 232-9200  
Fax: (770) 232-9208  
Email: [lsteinhart@telecomcounsel.com](mailto:lsteinhart@telecomcounsel.com)

**ii. Transferees**  
**Lance J.M. Steinhart**  
**Managing Attorney**  
Lance J.M. Steinhart, P.C.  
Attorneys At Law  
1725 Windward Concourse, Ste. 150  
Alpharetta, GA 30005  
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Fax: (770) 232-9208  
Email: [lsteinhart@telecomcounsel.com](mailto:lsteinhart@telecomcounsel.com)

**(d) International Section 214 Authorizations (Answer to IBFS Main Form Question 10)**

Applicant provides domestic telecommunications services pursuant to the blanket Section 214 authority granted in Section 63.01 of the Commission's Rules, and it also has Section 214

authority to Provide Global Facilities-Based and Resale Telecommunications Services pursuant to FCC File No. ITC- 214-2009-0326-00133.

Transferee, Compass Atlantic has not received authority from the FCC under Section 214 of the Act.

**(e) Ten Percent Greater Interest Holders Interlocking Directorates (Answer to IBFS Main Form Question 11 and 12)**

**i. Transferor**

The parties that currently own Ten Percent (10%) or more of the issued and outstanding stock of SelecTel are provided below:

<b>Name</b>	<b>Occupation</b>	<b>Citizenship</b>	<b>Ownership Percent</b>
Teri L. O'Flaherty	Telecommunications	USA	33.33%
Stacy Hergenrader	Telecommunications	USA	33.33%
Matthew S. O'Flaherty	Telecommunications	USA	33.33%

The business address for each of these individuals is 1825 N. Bell Street, Fremont, NE 68025.

**ii. Transferees**

As noted above. Compass Atlantic Inc. is a holding company organized under the laws of the state of Delaware. It is a wholly owned subsidiary of Compass Capital Incorporated, which in turn is organized under the laws of the province of Ontario, Canada and 100% owned by The CC Trust (2014). The CC Trust (2014) was formed in Ontario, Canada and the beneficiaries of the trust are (i) the issue of Grant Hood; (ii) 2445506 Ontario Inc., an Ontario corporation, which is 100% owned by Grant Hood; and (iii) any corporation wholly owned by any one or more of the beneficiaries.

Thus, the parties that will, directly or indirectly, control ten percent (10%) or more of the issued and outstanding stock of SelecTel after the consummation of this transaction are provided below:

<u>Name</u>	<u>Occupation</u>	<u>Citizenship</u>	<u>Ownership Percent</u>
Grant Hood	Investor	Canada	66.67% (Indirect)
The CC Trust (2014)	N/A	Canada	66.67% (Indirect)
Compass Capital Incorporated	N/A	Canada	66.67% (Indirect)
Compass Atlantic Inc.	N/A	USA	66.67% (Direct)
Matthew S. O'Flaherty	Telecom	USA	33.33% (Direct)

The business address of Compass, The CC Trust 214 and Grant Hood is located at 536 Kipling Avenue Toronto, Ontario, Canada M8Z 5E3. Mr. O'Flaherty's business address is 1825 N. Bell Street, Fremont, NE 68025.

Transferees do not have any interlocking directorates with a foreign carrier,<sup>2</sup> nor will Applicant have any such directorates or managers after consummation of this transaction.

**(f) Foreign Carrier Affiliation Certification (Answer to IBFS Main Form Questions 14- 17)**

As evidenced by the signature of its authorized representative to this filing, Applicant certifies that it is, or will be as a result of this transaction, affiliated with foreign carriers as follows:

<u>Foreign Carrier</u>	<u>Country</u>
Frontier Networks, Inc.	Canada

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<sup>2</sup> As defined by 47 C.F.R. § 63.09(d).



Frontier Networks Inc. (Ontario Corporation) resells broadband connectivity and VOIP to end user customers in the business to business space. They are mainly Canadian corporations with US subsidiaries. Grant Hood is the owner of Frontier Networks.

**(g) Foreign Carrier and Destination Countries (Answer to IBFS Main Form Questions 14- 17)**

As evidenced by the signatures to this Application, Applicant certifies that upon consummation of this transaction it will not provide telecommunications services to any country in which: (1) Applicant is a foreign carrier in the destination market; (2) Applicant controls a foreign carrier in the destination market; (3) any entity that owns more than twenty-five (25%) of Applicant, or that controls Applicant, controls a foreign carrier in the destination market; and (4) two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate, more than twenty-five (25%) of the Applicant and are parties to, or the beneficiaries of, a contractual relationship affecting the provision or marketing of international basic telecommunications service in the United States.

**(h) WTO Membership of Destination Countries (Answer to IBFS Main Form Questions 14-17)**

Not applicable.

**(i) International Telecommunications Services (Answer to IBFS Main Form Questions 14-17)**

Applicant will not 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.

**(j) Non-dominant Regulatory Classification (Answer to IBFS Main Form Questions 14-17)**

Not applicable.

**(k) Special Concessions Certification (Answer to IBFS Main Form Question 21)**

As evidenced by the signatures to this Application. Applicant 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 sufficient market power on the foreign end of the route to adversely affect competition in the U.S. market, and will not enter into such agreements in the future.

**(l) Federal Benefits/Anti-Drug Act of 1988 Certification (Answer to IBFS Main Form Question 25)**

As evidenced by the signatures to this Application, the parties certify, pursuant to Sections 1.2001 through 1.2003 of the Commission's rules that they are not subject to a denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988. 21 U.S.C. § 862.

**V. INFORMATION REQUIRED BY SECTION 63.04(b) OF THE COMMISSION'S RULES**

In accordance with the requirements of Section 63.04(b) of the Commission's rules, the additional information required by Section 63.04(b) of the Commission's rules for transfer of control of assets is provided in **Exhibit A**.

**CONCLUSION**

For the foregoing reasons, Applicant respectfully requests that the Commission promptly grant this Application.

Respectfully Submitted,

**Matthew S. O'Flaherty, Teri L. O'Flaherty and  
Stacy Hergenrader**

Along with

**Compass Atlantic Inc. and  
Compass Capital Incorporated**

*s/ Lance Steinhart*

**By:**

\_\_\_\_\_  
**Lance J.M. Steinhart, Esq.**  
**Managing Attorney**  
**Lance J.M. Steinhart, P.C.**  
**1725 Windward Concourse, Ste. 150**  
**Alpharetta, GA 30005**  
**Telephone: (770) 232-9200**  
**Fax: (770) 232-9208**  
**Email: lsteinhart@telecomcounsel.com**  
*Their Attorney*

May 19, 2015

## **EXHIBIT A**

### **DOMESTIC SECTION 214 TRANSFER OF CONTROL INFORMATION**

#### **63.04(a)(6): Description of the Transaction**

Section III of the Application contains a full description of the proposed transaction.

#### **63.04(a)(7): Description of Geographic Service Area and Services in Each Area**

Applicant provides competitive local exchange services on a retail basis in the following states: Massachusetts, Minnesota, New Jersey, New York, Oregon, Pennsylvania, and Washington. Applicant also provides wireless telecommunications service as an MVNO in all fifty states.

#### **63.04(a)(8): Presumption of Non-Dominance**

Applicant will have market share in the interstate, interexchange market of substantially less than 10 percent (10%) and will provide competitive telephone exchange services exclusively in geographic areas serviced by a dominant local exchange carrier that is not a party to the proposed transaction, and the Applicant will not be dominant with respect to any domestic service.

#### **63.04(a)(9): Other Pending Commission Applications Concerning the Proposed Transaction**

**FCC File Number: ITC-T/C-20141212-00331 (WC Docket No. 15-8).****63.04(a)(10): Special Consideration**

None.

#### **63.04(a)(II): Waiver Requests (If Any)**

None.

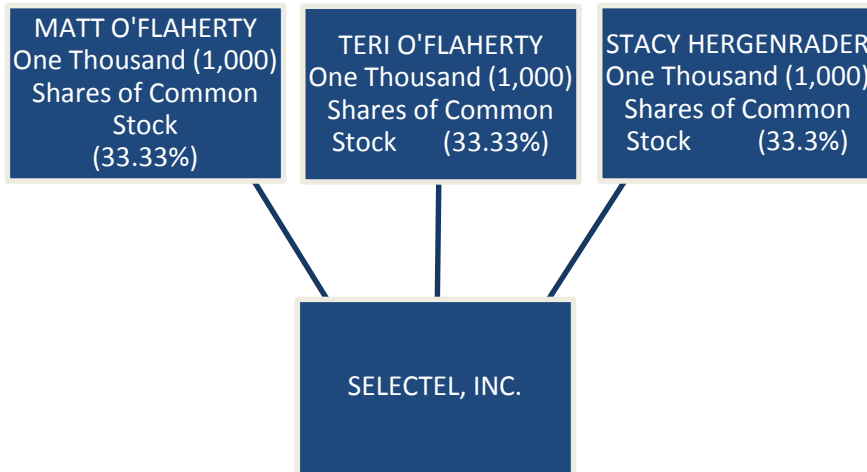
#### **63.04(3)(12): Public Interest Statement**

Section IV of the Application contains the required public interest statement.

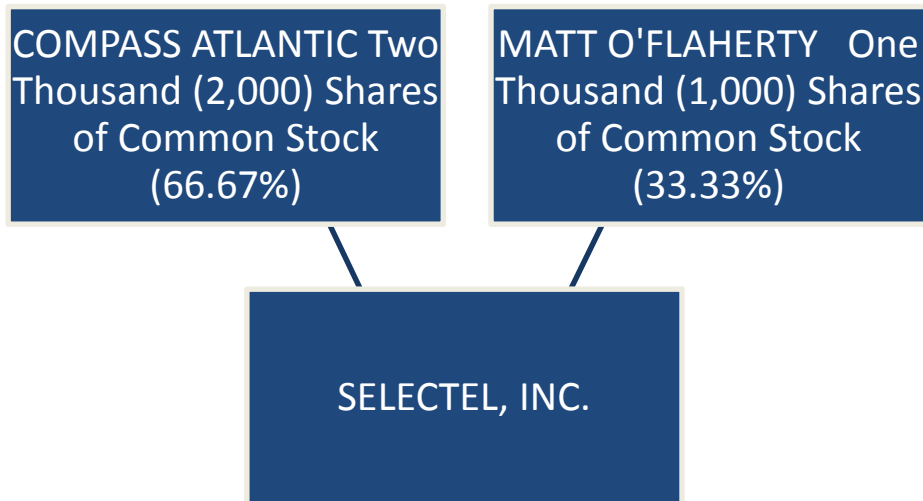
**EXHIBIT B**

**SELECTEL, INC. CORPORATE STRUCTURE PRE AND POST TRANSACTION**

PRE-TRANSACTION

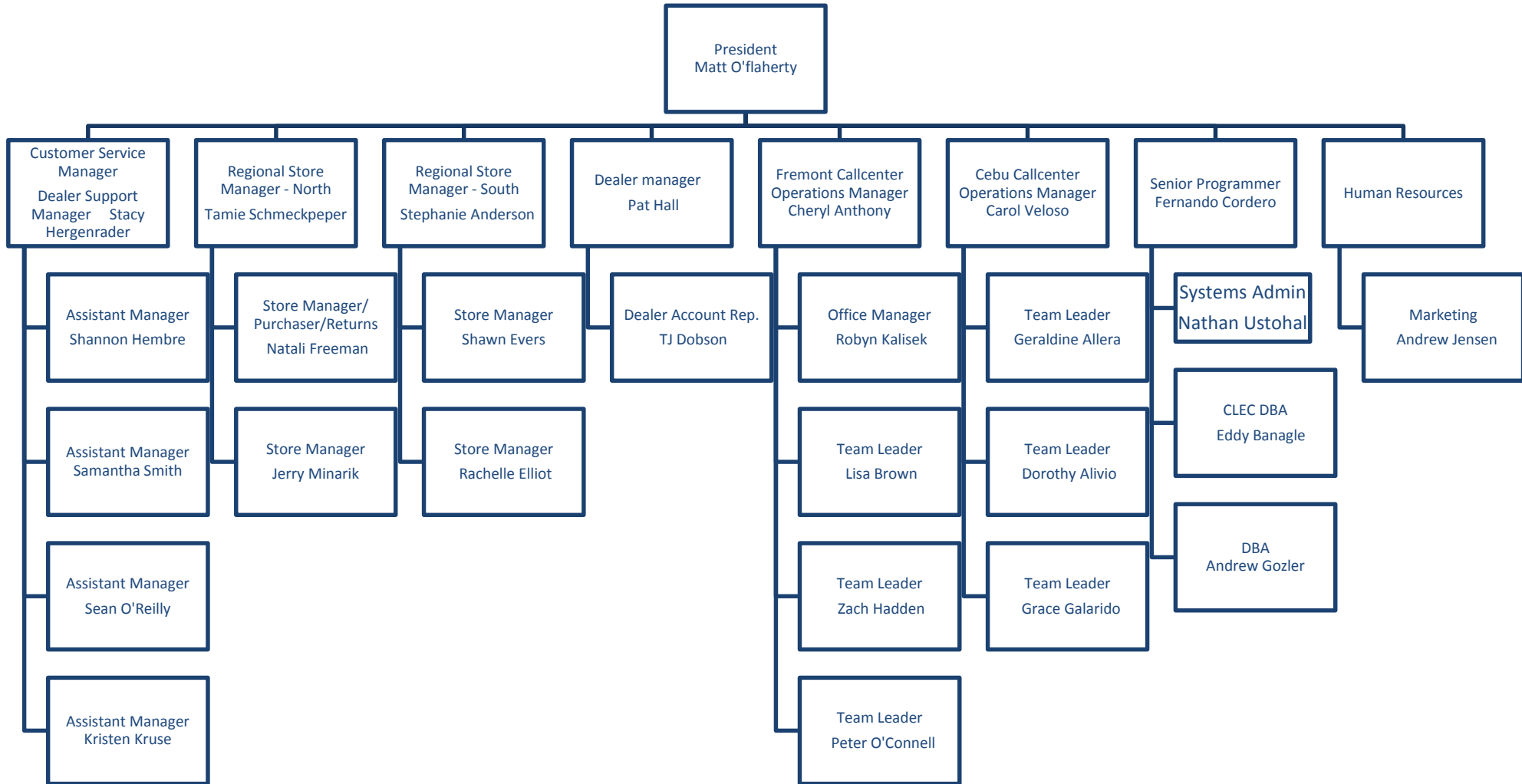


POST-TRANSACTION



**EXHIBIT C**

**SELECTEL, INC. ORGANIZATIONAL CHART POST TRANSACTION**



## EXHIBIT D

**Matthew S O’Flaherty**, President of SelecTel, Inc. has over 20 years of experience in the telecom industry. Mr. O’Flaherty oversees the corporate direction and strategy for SelecTel’s operations. He focuses on leadership, strategy, innovation, and customers. Mr. O’Flaherty performed similar duties and responsibilities at NorthStar Telecom and Midwest Marketing Group, Inc.

Previous Employment History:

Cordia Communications, October 2007-May 2010, National Sales Marketing Executive  
NorthStar Telecom, May 2003-October 2007, Co-owner/Manager-Sales, IT, Regulatory  
Midwest Marketing Group, Inc., July 1997-October 2007, Co-owner/Manager  
Furst Group, 1993-July 1997, Sales Manager

**Stacy L Hergenrader**, Secretary of SelecTel, Inc. manages the customer service, order provisioning and collections departments. Ms. Hergenrader also manages a wireless retail store located in Florida. Ms. Hergenrader performed similar duties and responsibilities at NorthStar Telecom and Midwest Marketing Group, Inc.

Previous Employment History:

NorthStar Telecom, May 2003-October 2007, Co-owner/Manager-Customer Service  
Midwest Marketing Group, Inc., July 1997-October 2007, Co-owner/Manager  
Furst Group, 1994-July 1997, Sales

**Teri L O’Flaherty**, Treasurer and Director of Human Resources of SelecTel, Inc. manages the business finances, accounts receivable/payable and payroll. Ms. O’Flaherty oversees the operation of the wireless product and manages retail stores located in Nebraska. Ms. O’Flaherty performed similar duties and responsibilities at NorthStar Telecom and Midwest Marketing Group, Inc.

Previous Employment History:

Cordia Communications, October 2007-May 2010, Office Manager  
NorthStar Telecom, May 2003-October 2007, Co-owner/Manager-Finances/Office/Accts receivable/payable  
Midwest Marketing Group, Inc. July 1997-October 2007, Co-owner/Manager  
Furst Group, 1994-July 1997, Sales Manager

**Patrick Hall** brings more than 17 years of experience in business development, client relations and consultative sales approach to his role as a National Dealer Accounts Manager. He brings vitality and professionalism. Mr. Hall’s primary focus is to build a National Dealer program promoting awareness about SelecTel’s Wireless products and services among prospective clients, and develop and maintain relationships with current and potential clients. Prior to joining SelecTel, Inc., Mr. Hall spent 5 years with Dataflo Consulting building the medical reseller program from inception to well over a million dollars in annual revenue. During his time at Dataflo he was awarded the President’s award for 4 straight years.