

13-155
STAMP AND RETURN

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READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE
FORM 159

Approved by OMB
3060-0589
Page No. 1 of 1

(1) LOCKBOX # 979091	SECTION A - PAYER INFORMATION	
(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) Arent Fox LLP	(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) \$1,050.00	
(4) STREET ADDRESS LINE NO. 1 1717 K Street NW		
(5) STREET ADDRESS LINE NO. 2		
(6) CITY Washington	(7) STATE DC	(8) ZIP CODE 20036
(9) DAYTIME TELEPHONE NUMBER (include area code) 202-857-6104	(10) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED		
(11) PAYER (FRN) 0019154087	(12) FCC USE ONLY	
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C) COMPLETE SECTION BELOW FOR EACH SERVICE. IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET		
(13) APPLICANT NAME MexTel Corporation LLC		
(14) STREET ADDRESS LINE NO. 1 0015715097		
(15) STREET ADDRESS LINE NO. 2 401 East Memorial Road, Suite 400		
(16) CITY Oklahoma City	(17) STATE OK	(18) ZIP CODE 73114
(19) DAYTIME TELEPHONE NUMBER (include area code) 202-857-6104	(20) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED		
(21) APPLICANT (FRN) 0013556972	(22) FCC USE ONLY	
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET		
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE CDT	(25A) QUANTITY 1
(26A) FEE DUE FOR (PTC)	(27A) TOTAL FEE \$1,050.00	FCC USE ONLY
(28A) FCC CODE 1	(29A) FCC CODE 2	
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY
(28B) FCC CODE 1	(29B) FCC CODE 2	
SECTION D - CERTIFICATION		
CERTIFICATION STATEMENT I, <u><i>H. McNeill</i></u> , certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief.		
SIGNATURE <u><i>H. McNeill</i></u>		DATE <u><i>6/10/13</i></u>
SECTION E - CREDIT CARD PAYMENT INFORMATION		
MASTERCARD _____ VISA _____ AMEX _____ DISCOVER _____		
ACCOUNT NUMBER _____		EXPIRATION DATE _____
I hereby authorize the FCC to charge my credit card for the service(s)/authorization herein described.		
SIGNATURE _____		DATE _____

June 10, 2013

VIA FEDEX

Marlene H. Dortch
Secretary
Federal Communications Commission
445 12th Street SW
Washington, DC 20544

Ross A. Buntrock
Partner
202.857.6101 DIRECT
202.857.6395 FAX
ross.buntrock@arentfox.com

Katherine E. Barker Marshall
Senior Attorney
202.857.6104 DIRECT
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katherine.marshall@arentfox.com

Re: Joint Application of MexTel Corporation, LLC d/b/a LifeTel and UTPhone, Inc. for Approval of Transfer of Assets and Associated Request for Special Temporary Authority

Dear Ms. Dortch:

MexTel Corporation, LLC d/b/a LifeTel ("LifeTel"), and UTPhone, Inc. ("UTPhone") (collectively, "the Applicants") through their undersigned counsel and pursuant to Section 214 of the Communications Act of 1934, as amended, 47 U.S.C. §214, and Sections 63.03 and 63.04 of the Commission's Rules, 47 CFR §§ 63.03 and 63.04, hereby respectfully request that the Federal Communications Commission ("Commission") grant them the Special Temporary Authority ("STA") necessary to consummate a transaction involving the transfer of a portion of LifeTel's assets, including customer base to UTPhone (the "Transaction"), pending approval of the associated Application, which is included with this Request, because this Transaction occurred on December 8, 2011.¹

This Transaction involves the transfer of customers of LifeTel to UTPhone. The customer transfer occurred according to customer area codes, with approximately two-thirds of the customers being transferred to TerraCom, Inc., and one-third being transferred to UTPhone.²

¹ Concurrently with this Request and associated Application, a similar STA Request and Joint Application for the Transfer of Assets will be filed by MexTel and TerraCom, Inc. to account for some of the other assets of MexTel that were transferred to TerraCom, Inc.

² Approximately two-thirds of the customers were transferred to TerraCom, Inc., as described in the Application of MexTel and TerraCom, Inc., filed concurrently with this Application. A small portion of the customer base was notified that MexTel was discontinuing service, and would not be transferred to either TerraCom, Inc. or UTPhone because neither were certified to provide local exchange service in those customers' service area. The notices to these customers, primarily in the operating area of Windstream, specified that LifeTel was discontinuing service and those customers would need to obtain service from a different carrier.

RPP/600548.1

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After the transfer of customers from LifeTel to TPhone and TerraCom, Inc., LifeTel ceased telecommunications operations in Oklahoma.³

The Transfer of LifeTel's customer base was effectuated pursuant to the approval of the Oklahoma Corporation Commission ("OCC"). The OCC reviewed and approved the customer notices. Further, customers were provided with advanced notice of this change in carrier, at least thirty (30) days in advance, and were also able to select a different carrier, other than the one that they were being transferred to, pursuant to the OCC's approval and without interruption of service.⁴ All of the consumer safeguards in place to protect consumers were met in this instance, and there were no complaints from customers regarding the transfer. Thus, the underlying purpose of the Commission's rules regarding the transfer of customer has been met, *i.e.* LifeTel's customers were aware that their carrier was changing, the customer were given adequate notice of at least thirty (30) days in advance of this transfer, the transfer was completed pursuant to the review of a regulatory body, the OCC, which administers the Commission's slamming rules.⁵

The Applicants regret not seeking timely Commission approval of the Transaction. The parties and its outside counsel for the Transaction were apparently unaware of the obligation to request Commission approval of the transfer, presuming that OCC approval was sufficient. The Applicants have established new protocols to ensure that such an oversight does not occur in the future. Ultimately, the Transaction has had a positive impact, in that the LifeTel customers maintained their service at the same rates, terms, and conditions. The LifeTel customers were given ample notice of the Transaction, and the option of selecting another carrier for their service other than UTPhone.

Grant of this STA will serve the public interest. First, it will permit the continued service to the former LifeTel customers now being served by UTPhone. Further, it will allow the Applicants to come into compliance and begin the formal wind-down process for LifeTel, thereby reducing the administrative burden on the Commission.

The Applicants acknowledge that the grant of this STA will not prejudice any action the Commission may take on the Application, and that once granted, the STA may be revoked on the Commission's own notice, without hearing. The Applicants further acknowledge that the grant

³ LifeTel is still an active corporate entity, however, is no longer licensed as a competitive local exchange carrier and has not been operational since December 8, 2011.

⁴ See 47 CFR §64.1120(e).

⁵ The Commission defers slamming complaints in Oklahoma to the OCC, pursuant to §64.1110(a) of the Commission's Rules. 47 C.F.R. §64.1110(a). See <http://www.fcc.gov/encyclopedia/slamming-states-administering-slamming-rules#Oklahoma> (reviewed May 8, 2013)

Arent Fox

of the STA will neither preclude nor dictate the scope of any enforcement action related to the underlying Transaction.

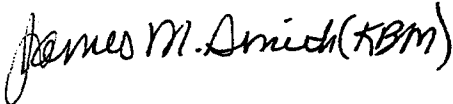
Enclosed please find one original and six (6) copies of this filing, the associated Application and Request for Waiver of §64.1120(e). In addition, a check in the amount of \$1,050.00, and associated FCC Form 159, have been sent to US Bank in St. Louis, MO as of this date. Please date-stamp the duplicate of this filing and return accordingly. Thank you for your assistance in this matter and please do not hesitate to contact the undersigned if you have any questions or concerns.

Respectfully submitted,



Ross A. Buntrock
Katherine E. Barker Marshall

Counsel to MexTel Corporation, LLC
d/b/aLifeTel



James M. Smith
DAVIS WRIGHT TREMAINE LLP
1919 Pennsylvania Avenue, N.W.
Suite 800
Washington, D.C. 20006
Telephone: (202) 973-4288
Facsimile: (202) 973-4488
E-mail: jamesmsmith@dwt.com

Counsel to UTPhone, Inc.

Enclosures

cc: Dennis Johnson, WCB (via e-mail)
Jodie May, WCB (via e-mail)

RPP/600548.1

**Before the
Federal Communications Commission**

Joint Application of)
)
MexTel Corporation, LLC d/b/a LifeTel,)
Transferor)
)
and)
)
UTPhone, Inc., Transferee) **Docket No. _____**
)
For Consent to Transfer Assets of a Company)
Holding a Blanket Domestic Authorization)
to Provide Telecommunications Service)
Pursuant to Section 214 of the)
Communications Act of 1934, As Amended)

APPLICATION

UTPhone, Inc. (“UTPhone”) [FRN: 0015408552] and MexTel Corporation, LLC d/b/a LifeTel (“LifeTel”) [FRN: 0015715097] (collectively, “the Applicants”) by their counsel and pursuant to Section 214 of the Communications Act of 1934, as amended, 47 U.S.C. §214 (the “Act”), and Sections 63.03 and 63.04 of the Commission’s Rules, 47 CFR §§ 63.03 and 63.04, hereby respectfully request that the Federal Communications Commission (“Commission”) grant them the authority necessary to consummate a transaction involving the transfer of a portion of LifeTel’s assets, including customer base to UTPhone (the “Transaction”).¹ LifeTel provided domestic interstate service, pursuant to blanket authority granted by the Commission. Upon

¹ Concurrently with this Application, a Joint Application for the Transfer of Assets will be filed by LifeTel and TerraCom, Inc. to account for some of the other assets of LifeTel that were transferred to TerraCom, Inc. In addition, because this Transaction occurred on December 8, 2011, Applicants, along with TerraCom, Inc., are including with these filings, a request for Special Temporary Authority (“STA”) for approval of these Transactions, pending approval of these Applications.

approval of this Transaction, and the separate approval of the transaction between LifeTel and TerraCom, Inc., LifeTel requests discontinuance of its blanket authority under Section 214.

The Applicants respectfully request streamlined treatment of this Application, pursuant to Sections 63.03 of the Commission's Rules, 47 C.F.R. §63.03. This Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) of the Commission's Rules, 47 C.F.R. §63.03(b)(2)(i), because: (1) post-close, UTPhone (including any affiliates, as that term is defined in Section 3(1) of the Act) will have a market share of less than ten percent (10%) in the interstate, interexchange market, and will provide competitive services exclusively in areas served by a dominant local carrier not a party to this Transaction; and (2) neither the Applicants nor any of their affiliates are regulated as dominant with respect to any service.

In support of this Application, the Applicants provide the following information:

I. APPLICANTS

A. UTPhone, Inc.

UTPhone currently holds domestic authority to provide interstate telecommunications services, pursuant to Section 214 of the Act and the Commission's Rules. In addition, UTPhone is a certified competitive local exchange carrier and Eligible Telecommunications Carrier ("ETC") in the State of Oklahoma and provides primarily Lifeline service in Oklahoma.

B. MexTel Corporation, LLC d/b/a/ LifeTel

LifeTel was a certified competitive local exchange carrier and a designated ETC in the State of Oklahoma. LifeTel ceased providing telecommunications services on December 8, 2011. LifeTel's discontinuance of service was approved by the Oklahoma Corporation Commission ("OCC") as part of this Transaction, effective December 8, 2011.² LifeTel is an Oklahoma

² See OCC Cause No. PUD 201100085.

limited-liability company, and is currently still an active corporate entity, but is no longer a certified telecommunications carrier in the State of Oklahoma. LifeTel still holds domestic authority to provide interstate telecommunications services, pursuant to Section 214 of the Act and the Commission's Rules.

II. DESIGNATED CONTACTS

The designated contacts for questions concerning this Application are:

For LifeTel:

Jason Hirzel
Member
MexTel Corporation, LLC d/b/a LifeTel
401 East Memorial Road, Suite 400
Oklahoma City, OK 73114
Telephone: (405) 401-5533
Facsimile: (888) 716-8883

With a copy to:

Ross A. Buntrock,
Katherine E. Barker Marshall
Arent Fox LLP
1717 K. Street NW
Washington, DC 20036
Telephone: (202) 857-6104
Facsimile: (202) 857-6395
E-mail: katherine.marshall@arentfox.com

For UTPhone:

Jason Ledlow
President
UTPhone, Inc.
4900 Richmond Square Ste 110
Oklahoma City, OK 73118
Telephone: (405) 757-2301
Facsimile: (405) 843-5868
E-mail: jason@utphone.com

With a copy to:

James M. Smith
Davis Wright Tremaine LLP

1919 Pennsylvania Avenue, N.W.
Suite 800
Washington, D.C. 20006
Telephone: (202) 973-4288
Facsimile: (202) 973-4488
E-mail: jamesmsmith@dwt.com

III. DESCRIPTION OF THE TRANSACTION

This transaction involves the transfer of customers of LifeTel to UTPhone. The customer transfer occurred according to customer area codes, with approximately one-third of the customers being transferred to UTPhone, and two-thirds being transferred to TerraCom, Inc.³ After the transfer of customers from LifeTel to UTPhone and TerraCom, LifeTel ceased operations in Oklahoma.⁴

The Transfer of LifeTel's customer base was effectuated pursuant to the approval of the OCC. The OCC reviewed and approved the customer notices. Further, customers were provided with advance notice of this change in carrier, at least thirty (30) days in advance, and were also able to select a different carrier, other than the one that they were being transferred to, pursuant to the OCC's approval and without interruption of service.⁵ All of the consumer safeguards in place to protect consumers under the Commission's rules were met in this instance, and there were no complaints from customers regarding the transfer. Thus, the underlying purpose of the Commission's rules regarding the transfer of customer has been met, *i.e.* LifeTel's customers

³ Approximately two-thirds of the customers were transferred to TerraCom, Inc., as described in the Application of LifeTel and TerraCom, Inc., filed concurrently with this Application. A small portion of the customer base was notified that LifeTel was discontinuing service, and would not be transferred to either TerraCom or UTPhone, Inc. because neither were certified to provide local exchange service in those customers' service area. The notices to these customers, primarily in the operating area of Windstream, specified that LifeTel was discontinuing service and those customers would need to obtain service from a different carrier.

⁴ LifeTel is still an active corporate entity, however, is no longer licensed as a competitive local exchange carrier and has not been operational since December 8, 2011.

⁵ See 47 CFR §64.1120(e).

were aware that their carrier was changing, the customers were given adequate notice of at least thirty (30) days in advance of this transfer, and the transfer was completed pursuant to the review of a regulatory body, the OCC, which administers the Commission's slamming rules.⁶ Copies of the customer notices that were sent out are included as *Exhibit A*.

IV. INFORMATION REQUIRED BY SECTION 63.04(a) OF THE COMMISSION'S RULES

- (1) Name, address and telephone number of the parties:

LifeTel was headquartered at:

116 NW 132nd Street
Oklahoma City, OK 73114

UTPhone is headquartered at:

4900 Richmond Square, Suite 110
Oklahoma City, OK, 73118
Telephone: 800-996-0098

- (2) LifeTel is a limited-liability company formed under the laws of Oklahoma. UTPhone is a corporation formed under the laws of Oklahoma.

- (3) Correspondence concerning this Application should be sent to:

For LifeTel:

Jason Hirzel
Member
MexTel Corporation, LLC d/b/a LifeTel
401 East Memorial Road, Suite 400
Oklahoma City, OK 73114
Telephone: (405) 401-5533
Facsimile: (888) 716-8883

With a copy to:

Ross A. Buntrock

⁶ The Commission defers slamming complaints in Oklahoma to the OCC, pursuant to §64.1110(a) of the Commission's Rules. 47 C.F.R. §64.1110 (a). See <http://www.fcc.gov/encyclopedia/slamming-states-administering-slamming-rules#Oklahoma> (reviewed May 8, 2013)

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1717 K. Street NW
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Facsimile: (202) 857-6395
E-mail: katherine.marshall@arentfox.com

For UTPhone:

Jason Ledlow
President
UTPhone, Inc.
4900 Richmond Square Ste 110
Oklahoma City, OK 73118
Telephone: (405) 757-2301
Facsimile: (405) 843-5868
E-mail: jason@utphone.com

With a copy to:

James M. Smith
Davis Wright Tremaine LLP
1919 Pennsylvania Avenue, N.W.
Suite 800
Washington, D.C. 20006
Telephone: (202) 973-4288
Facsimile: (202) 973-4488
E-mail: jamesmsmith@dwt.com

(4) As a result of the Transaction, UTPhone acquired approximately one-third of LifeTel's customer base. The following persons or entities may assert a 10% or more ownership interest in UTPhone:

Jason Ledlow
Business Address: 4900 Richmond Square Ste 110, Oklahoma City, OK 73118
Telephone: (405) 757-2301
Facsimile: (405) 843-5868
E-mail: jason@utphone.com
Percentage of Ownership: 50%
Citizenship: US Citizen
Principal Business: Telecommunications

GWH Revocable Trust
George Huffman, Trustee
Business Address: 4900 Richmond Square Ste 200, Oklahoma City, OK 73118
Telephone: (405) 752-2525
Facsimile: (405) 752-5050
Percentage of Ownership: 50%
Citizenship: US Citizen
Principal Business: Real Estate

(5) As evidenced by the signature of their authorized representatives to this Application, the Applicants 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

(6) A description of the Transaction is in Section III, above.

(7) LifeTel provided competitive local exchange service, including Lifeline services within the State of Oklahoma. UTPhone is certified as a competitive local exchange carrier in Oklahoma.

(8) The Applicants respectfully request streamlined treatment of this Application, pursuant to Sections 63.03 of the Commission's Rules, 47 C.F.R. §63.03. This Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) of the Commission's Rules, 47 C.F.R. §63.03(b)(2)(i), because: (1) post-close, UTPhone (including any affiliates, as that term is defined in Section 3(1) of the Act) will have a market share of less than ten percent (10%) in the interstate, interexchange market, and will provide competitive services exclusively in areas served by a dominant local carrier not a party to this Transaction; and (2) neither the Applicants nor any of their affiliates are regulated as dominant with respect to any service.

(9) Concurrently with this Application, LifeTel and TerraCom, Inc. are filing for approval of the transfer of the approximately two-thirds of the customer base that was not transferred to UTPhone. Additionally, the parties to both of these related transactions are seeking STA for authorization of these transactions pending review of these Applications.

(10) Neither UTPhone nor LifeTel are facing an imminent business failure. However, LifeTel requests discontinuance of its blanket authority under Section 214.

(11) Applicants request waiver of §64.1120(e) of the Commission's Rules, which is being filed concurrently with this Application.

(12) The changes described in this Application served the public interest. The Transaction was conducted in a manner consistent with consumer protection policies of the Commission. LifeTel's customers were given ample notification of the Transaction, as well as the option of selecting a different carrier, other than UTPhone. UTPhone continued to serve LifeTel's customers under the same rates, terms, and conditions as did LifeTel. Further, the Transaction was approved and overseen by the state regulatory body, the OCC. The

telecommunications marketplace in Oklahoma is robust, and customers have a number of carriers to select from that offer competitive local exchange carriers and Lifeline services, including the incumbent carriers. Therefore, the competitive marketplace should not be impacted by this change.

V. PUBLIC INTEREST STATEMENT

The Applicants submit that this Transaction, and its companion transaction, for which approval is requested concurrently with this Application, will serve the public interest. Approval will allow LifeTel to formally wind-up its operations in accordance with Commission Rules. Further, the Transaction was approved by the OCC, and was conducted in a manner that was transparent to customers. Customers were given ample notice that their carrier would be changing and the opportunity to seek a new carrier, if they so desired. Following the consummation of the Transaction, UTPhone continued to provide high-quality communications services to its customers, including the former LifeTel customers, without interruption and without immediate change to the rates, terms, and conditions of service that the LifeTel customers had come to expect from their service. Additionally, the Applicants did not receive any complaints from customers regarding the Transaction and associated transfer of accounts from LifeTel to UTPhone.

The Applicants regret that they did not seek prior approval of this Transaction from the Commission, and have instituted safeguards in place to ensure that such an oversight is not repeated in the future.

WHEREFORE, the Applicants respectfully request that the Commission grant them the authority necessary to consummate the Transaction, and whatever further relief that the Commission deems is appropriate to consummate the transactions described herein.

Respectfully submitted,

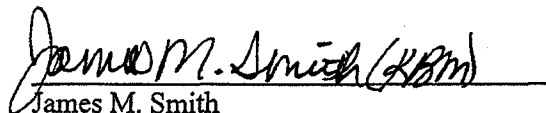
MexTel Corporation, LLC d/b/a LifeTel



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Its Counsel

UTPhone, Inc.



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E-mail: jamesmsmith@dwt.com

Its Counsel

June 10, 2013

EXHIBIT A

Customer Notices

EXHIBIT A

An Important Message from LifeTel and TerraCom, Inc. Regarding Your Local and Long Distance Phone Service

Dear Valued Customer,

LifeTel is pleased to announce that TerraCom, Inc. is purchasing some of their local and long distance telecommunications service business. The anticipated completion and effective date for the transfer of these services to TerraCom is June 12, 2011 or as soon thereafter as the necessary regulatory approvals have been issued. During the transfer period, before TerraCom becomes your new service provider, you will continue to receive the same great LifeTel service you enjoy today. TerraCom is working closely with LifeTel to ensure the transfer goes smoothly and without service interruptions to any customers. Your local telephone number will NOT change as a result of this transfer.

As a TerraCom customer, you will continue to receive all the same features, services, rates and terms and conditions of service that you receive today. Notice of any future changes in rates or terms and conditions will be provided to you by mail or in your bill.

As always, you may choose another carrier for your telephone service any time provided another service provider is available. Unless you choose another provider before the effective date of the transfer, you will automatically become a TerraCom customer for any of the services you are currently receiving from LifeTel. You do not need to take any action to receive service from TerraCom. You will not be charged for the transfer of your service. If you have placed a "freeze" on your local or long distance services with LifeTel, it will be lifted during the transfer. At your request, TerraCom will re-establish the freeze for you after the transfer at no charge.

It has been LifeTel's pleasure to provide you with quality telecommunications services and we emphasize that you will continue to be treated as a valuable customer of TerraCom. Until the actual transfer date, LifeTel will continue to be responsible for all customer service and billing issues. You should contact LifeTel at **1-877-273-8500** with any questions or requests prior to the transfer date. After the transfer date, please contact TerraCom at **1-855-875-5722**.

We appreciate your understanding and support during the transition period. It has been our pleasure to have provided you service.

EXHIBIT B

An Important Message from LifeTel and UT Phone Regarding Your Local and Long Distance Phone Service

Dear Valued Customer,

LifeTel is pleased to announce that UTPhone is purchasing some of their local and long distance telecommunications service business. The anticipated completion and effective date for the transfer of these services to UTPhone is June 12, 2011 or as soon thereafter as the necessary regulatory approvals have been issued. UTPhone is working closely with LifeTel to ensure the transfer goes smoothly and without service interruptions to any customers. Your local telephone number will NOT change as a result of this transfer.

As a UTPhone customer, you will continue to receive all the same features, services, rates and terms and conditions of service that you receive today. **You will not see any increase in your telephone bill.** Notice of any future changes in rates or terms and conditions will be provided to you by mail or in your bill.

As always, you may choose another carrier for your telephone service any time provided another service provider is available. Unless you choose another provider before the effective date of the transfer, you will automatically become a UTPhone customer for any of the services you are currently receiving from LifeTel. You do not need to take any action to receive service from UTPhone. You will not be charged for the transfer of your service. If you have placed a "freeze" on your local or long distance services with LifeTel, it will be lifted during the transfer. At your request, UT Phone will re-establish the freeze for you after the transfer at no charge.

It has been LifeTel's pleasure to provide you with quality telecommunications services and we emphasize that you will continue to be treated as a valuable customer of UTPhone. Until the actual transfer date, LifeTel will continue to be responsible for all customer service and billing issues. You should contact LifeTel at **1-877-273-8500** with any questions or requests prior to the transfer date. After the transfer date, please contact UTPhone at **1-800-996-0098**.

We appreciate your understanding and support during the transition period. It has been our pleasure to have provided you service.



An Important Message from LifeTel Regarding Your Local and Long Distance Phone Service

Dear Valued Customer,

You were recently sent a notice in reference to an important change that would be made to your local home phone service. In the original notice it stated that as of June 12, 2011 LifeTel would no longer provide telecommunications service in your area. We have extended that date to August 31, 2011, if at that time you have not found a new service provider; your service will be disconnected. We strongly suggest that you find a new local service provider in your area as soon as possible so that you will not have time without service.

To help you with your selection, we have provided below a service provider in your area. This is not a recommendation, simply a resource.

WINDSTREAM COMMUNICATIONS
1-866-445-5880
www.windstream.com

Until the date you select your new local service provider, LifeTel will continue to be responsible for all customer service and billing issues. You should contact LifeTel at **1-877-523-2260** with any questions or requests you might have concerning this matter.

We appreciate your understanding and support. It has been LifeTel's pleasure to provide you with quality telecommunications services.

**An Important Message from LifeTel Regarding Your
Local and Long Distance Phone Service**

Dear Valued Customer,

LifeTel regrets to announce that as of June 12, 2011 it will no longer be providing telecommunications service in your area. Therefore, it is very important that you take action to transfer your service to an alternate carrier. Until you select your new telephone provider, you will continue to receive the same great LifeTel service you enjoy today. However, as of June 12, 2011 you must have transferred your service to a new provider in order to avoid service interruption. LifeTel will assist you if needed in order to ensure the transfer goes smoothly but you must make the choice of a new provider, we cannot do this for you.

To help you with your selection, we have provided below a service provider in your area. This is not a recommendation, simply a resource.

WINDSTREAM COMMUNICATIONS
1-866-445-5880
www.windstream.com

Until the date you select your new phone provider, LifeTel will continue to be responsible for all customer service and billing issues. You should contact LifeTel at 1-877-273-8500 with any questions or requests you might have concerning this matter.

We appreciate your understanding and support. It has been LifeTel's pleasure to provide you with quality telecommunications services.

Un Mensaje Importante de parte de MexTel y TerraCom, Inc.

Sobre su Servicio Local Y Larga Distancia

Estimado Cliente,

MexTel complace en anunciar que TerraCom, Inc. está en la compra de algunos de sus locales y larga distancia de negocio de servicios de telecomunicaciones. La fecha prevista de terminación y eficaz para la transferencia de estos servicios a TerraCom es el día 12 de Junio de 2011 o tan pronto como las aprobaciones reglamentarias necesarias se hayan expedido. Durante el periodo de transferencias, antes de que TerraCom se convierte en su nuevo servicio proveedor de servicios, seguirán recibiendo el mismo gran servicio que MexTel le brinda hoy en día. TerraCom está trabajando estrechamente con MexTel para garantizar la transferencia vaya sin problemas y sin interrupciones en el servicio a cualquier cliente. Su número de teléfono local no va a cambiar como resultado de esta transferencia.

Como Cliente de TerraCom, usted seguirá recibiendo las mismas características, servicios, tarifas y términos y condiciones de servicio que usted recibe en la actualidad. Aviso de cualquier cambio futuro en las tarifas o los términos y condiciones serán proporcionados a usted por correo o en su factura.

Como siempre, usted puede elegir otra compañía para su servicio telefónico en cualquier momento, siempre otro proveedor de servicios esté disponible. A menos que elija otro proveedor antes de la fecha efectiva de la transferencia, automáticamente se convertirá en un cliente de TerraCom para cualquiera de los servicios que actualmente está recibiendo de MexTel. Usted no necesita tomar ninguna acción para recibir el servicio de TerraCom. No se le cobrará por la transferencia de su servicio. Si usted ha puesto una "congelación" en sus servicios locales o de larga distancia con MexTel, se levanta durante la transferencia. En su solicitud, TerraCom restablecerá la congelación para usted después de la transferencia sin ningún cargo.

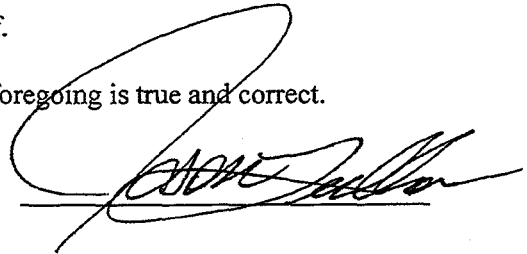
Ha sido un placer para MexTel ofrecerle los servicios de telecomunicaciones de calidad y hacemos hincapié en que seguirá siendo tratado como un cliente valioso de TerraCom. Hasta la fecha de la transferencia efectiva, MexTel seguirá siendo responsable de todas las cuestiones de servicio al cliente y facturación. Usted debe ponerse en contacto con MexTel al 1-877-273-8500 con sus preguntas o peticiones antes de la fecha de la transferencia. Después de la fecha de la transferencia, póngase en contacto con TerraCom al 1-855-875-5722.

Agradecemos su comprensión y apoyo durante el periodo de transición. Ha sido un placer haberle proporcionado el servicio.

VERIFICATION

I, Jason Ledlow, am the President of UTPhone, Inc. and am authorized to represent it, and to make this verification on its behalf. The statements in the foregoing document relating to UTPhone, Inc., except as otherwise specifically attributed, are true and correct to the best of my knowledge and belief.

I declare under penalty of perjury that the foregoing is true and correct.



Subscribed and sworn to before me this 31st day of May, 2013.


Notary Public

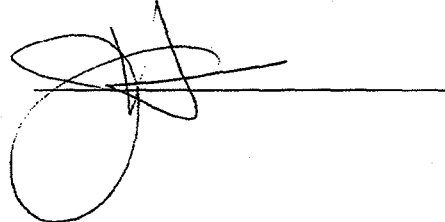


My Commission expires: 9.29.2015

VERIFICATION

I, Jason Hirzel, was the Managing Member of MexTel Corporation, LLC d/b/a LifeTel. and am authorized to represent it and its affiliates, and to make this verification on their behalf. The statements in the foregoing document relating to MexTel Corporation, LLC d/b/a LifeTel and its affiliates, except as otherwise specifically attributed, are true and correct to the best of my knowledge and belief.

I declare under penalty of perjury that the foregoing is true and correct.



Subscribed and sworn to before me this 21 day of May, 2013.

Mary Sue Reaves
Notary Public

Mary Sue Reaves
Notary Public, State of Oklahoma
My Commission Expires
September 29, 2014

My Commission expires: Sept. 29, 2014

**Before the
Federal Communications Commission**

Joint Application of)
)
MexTel Corporation, LLC d/b/a LifeTel,)
Transferor)
)
and)
)
UTPhone, Inc., Transferee) **Docket No. _____**
)
For Consent to Transfer Assets of a Company)
Holding a Blanket Domestic Authorization)
to Provide Telecommunications Service)
Pursuant to Section 214 of the)
Communications Act of 1934, As Amended)

REQUEST FOR WAIVER

MexTel Corporation, LLC d/b/a LifeTel (“MexTel” or “LifeTel”) [FRN: 0015715097] and UTPhone, Inc. (“UTPhone”) [FRN: 0010103745] (collectively, “the Applicants”) by their counsel, requests the Commission waive the requirements of §64.1120(e) of the Commission’s rules, 47 C.F.R. §64.1120(e), which requires approval of the Commission prior to the transfer of a customer base to another carrier.¹ Requests for waiver will be granted where either: “(i) The underlying purpose of the rule(s) would not be served or would be frustrated by application to the instant case, and that a grant of the requested waiver would be in the public interest; or (ii) In view of unique or unusual factual circumstances of the instant case, application of the rule(s) would be inequitable, unduly burdensome or contrary to the public interest, or the applicant has no reasonable alternative.” 47 C.F.R. §1.925(b)(3).

In this instance, the transfer of LifeTel’s customer base was made pursuant to the approval of the Oklahoma Corporation Commission (“OCC”) as of December 8, 2011. The

¹ The Applicants have filed for approval of this Transaction concurrently with this Request for Waiver, and have also requested Special Temporary Authority

OCC reviewed and approved both the Transaction, and the customer notices that were provided to the LifeTel customers informing them of this Transaction.

Further, customers were provided advanced notice of this change in carrier, at least thirty (30) days in advance, and were also able to select a different carrier other than the one that they were being transferred to, pursuant to the OCC's approval and without interruption of service. All of the consumer protection safeguards in place to protect consumers were met in this instance, and there were no complaints from customers regarding the transfer. Thus, the underlying purpose of the rules regarding the transfer of customers has been met, *i.e.* LifeTel's customers were aware that their carrier was changing, the customers were given adequate notice at least thirty (30) days in advance of this transfer, the transfer was completed pursuant to the review of a regulatory body, the OCC, which administers the Commission's slamming rules², and customers were given the option of selecting a different carrier to provide their telephone service other than the carriers provided. Copies of the customer notices that were sent are included as *Exhibit A* to the underlying Application.

Approval of this Waiver will serve the public interest in that it will allow the former LifeTel customers to maintain their service with UTPhone. Further, the transfer of the LifeTel customers was conducted under the oversight of the OCC, the state regulatory body charged with regulating telecommunications service within the State of Oklahoma.

² The Commission defers slamming complaints in Oklahoma to the OCC, pursuant to §64.1110(a) of the Commission's Rules. 47 C.F.R. §64.1110 (a). See <http://www.fcc.gov/encyclopedia/slamming-states-administering-slamming-rules#Oklahoma> (reviewed March 28, 2013)

Wherefore, MexTel Corporation, LLC d/b/a LifeTel, and UTPhone respectfully request waiver of §64.1120(e) of the Commission's rules, 47 C.F.R. §64.1120(e).

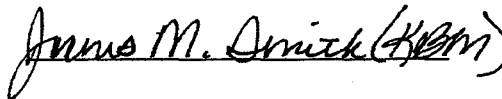
Respectfully submitted,

MexTel Corporation, LLC d/b/a LifeTel



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June 10, 2013