



PUBLIC NOTICE

FEDERAL COMMUNICATIONS COMMISSION
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DA 02-0039

Released: January 9, 2002

ELISKA WIRELESS VENTURES LICENSE SUBSIDIARY I, L.L.C., ELISKA WIRELESS INVESTORS I, L.P., POWERTEL, INC., AND SONERA HOLDING, B.V. SEEK FCC CONSENT TO TRANSFER CONTROL OF LICENSES AND SECTION 214 AUTHORIZATIONS AND REQUEST DECLARATORY RULING ALLOWING INCREASED INDIRECT FOREIGN OWNERSHIP

PLEADING CYCLE ESTABLISHED

Petitions/Comments due: February 6, 2002
Oppositions/Responses due: February 16, 2002

I. THE TRANSACTION

On November 28, 2001, Eliska Wireless Ventures License Subsidiary I, L.L.C. ("Licensee"), Eliska Wireless Investors I, L.P. ("Eliska"), Powertel, Inc. ("Powertel"), and Sonera Holding B.V. ("Sonera" and together with Licensee, Eliska, and Powertel, the "Applicants") filed applications under Section 1.948(b)(1) of the Commission's Rules to transfer control to Powertel of common carrier wireless licenses and authorizations presently held by Eliska. This transfer of control would take place as a result of two separate and independent transactions: (1) the proposed *pro forma* transfer from Sonera to Powertel of Sonera's non-controlling equity and voting interest in the ultimate corporate parent of the Licensee¹ and (2) the proposed transfer from Eliska to Powertel of Eliska's controlling equity and voting interest in the ultimate corporate parent of the Licensee.² Upon consummation of these separate and independent transactions, Eliska and Sonera each proposes to transfer its ownership and voting interest in the Licensee to Powertel, resulting in Powertel's 100 percent ownership of the Licensee. In addition, in light of Deutsche Telekom AG's ("DT's") 100 percent indirect ownership of Powertel, DT's indirect foreign ownership in the Licensee will increase from 49.9 percent to 100 percent and its indirect voting interest will increase from 24.95 percent to 100 percent. Therefore, Applicants also jointly petition the Commission to issue a declaratory ruling that the proposed increase in the level of indirect foreign ownership in

¹ Pursuant to the proposed transaction, Sonera will first sell its 15.05 percent indirect voting and 30.1 percent equity interests in Licensee to Powertel as part of a *pro forma* transaction. Powertel will thereafter hold an indirect 40 percent voting interest in Licensee and an indirect 80 percent ownership interest. *See* FCC File No. 0000673265.

² Pursuant to the proposed transaction, Eliska will sell its 60 percent indirect voting and 20 percent equity interests in Licensee to Powertel, and Powertel will thereafter hold 100 percent indirect voting and ownership interest in Licensee. *See* FCC File No. 0000668813

excess of 25 percent held by DT in the Licensee is consistent with the public interest pursuant to Section 310(b)(4) of the Communications Act of 1934, as amended (the “Act”).³

II. THE PARTIES

The Licensee, a Delaware limited liability company, is headquartered in Orange Beach, Alabama, and holds FCC authorizations for eight C-Block broadband personal communications services (“PCS”) licenses in Mississippi, Florida and Alabama (the “FCC Licenses”).⁴ Licensee uses the FCC Licenses to provide broadband PCS voice and data services in eight Basic Trading Areas utilizing Global System for Mobile Communications (“GSM”) technology.

The Licensee is wholly-owned by Eliska Wireless Ventures I, Inc. (“EWVI”). EWVI is the Licensee’s sole member and a Delaware corporation. EWVI is in turn a wholly-owned subsidiary of EWV Holding Company, Inc, a Delaware corporation (“EWWH”). Eliska holds the controlling interest in EWWH with a 60 percent voting interest and a 20 percent equity interest. Powertel holds a non-controlling interest in EWWH with 24.95 percent of the voting interest and 49.9 percent of the equity interest.⁵ Sonera, a corporation organized under the laws of The Netherlands, also holds a non-controlling interest in EWWH, with a 15.05 percent voting interest and a 30.1 percent equity interest.

Powertel is an indirect wholly-owned domestic subsidiary of T-Mobile International AG, which in turn is a wholly-owned subsidiary of DT, a publicly-traded German corporation. Powertel, headquartered in Bellevue, Washington, is qualified to operate, construct and provide broadband PCS service, and currently controls licenses covering portions of the southeastern United States. As part of DT, Powertel operates under the VoiceStream® Wireless brand name as part of a national wireless network using GSM technology.

III. PETITION FOR DECLARATORY RULING ALLOWING INDIRECT FOREIGN OWNERSHIP

³ 47 U.S.C. § 310(b)(4).

⁴ The Licensee holds the following eight broadband PCS C Block licenses: KNLF618 (Mobile, AL), KNLF619 (Pensacola, FL), KNLF620 (Biloxi-Gulfport-Pascagoula, MS), KNLF621 (Fort Walton Beach, FL), KNLF622 (Hattiesburg, MS), KNLF623 (Laurel, MS), KNLF624 (Meridian, MS), and KNLF625 (Columbus-Starkville, MS).

⁵ As part of the Commission’s approval of the acquisition of Powertel and VoiceStream Wireless Corporation by DT, the Commission issued a declaratory ruling that, among other things, authorized the extent of DT’s indirect investment in EWWH at that time (49.9 percent), and authorized 100 percent direct investment by DT in other Powertel and VoiceStream subsidiaries that were wholly-owned. The Commission found that such indirect investment by DT, in excess of the 25 percent benchmark set forth in Section 310(b)(4), was consistent with the public interest. *VoiceStream Wireless Corporation, Powertel, Inc. and Deutsche Telecom AG Seek FCC Consent to Transfer of Control of Licenses and Authorizations and Request Declaratory Ruling Allowing Indirect Foreign Ownership*, Memorandum Opinion and Order, 16 FCC Rcd 9779 (rel. April 27, 1001)(“*VoiceStream-Powertel-DT Order*”). In the *VoiceStream-Powertel-DT Order* the Commission authorized DT and its German shareholders to indirectly acquire 100 percent of Powertel. In the *VoiceStream-Powertel-DT Order* the Commission also specifically authorized Eliska “to be indirectly owned up to 49.9 percent by DT and DT’s German shareholders” but stated that “Eliska would need additional Commission authority under section 310(b)(4) before DT or DT’s German shareholders could increase investment above this authorized level.” *Id.*, at ¶ 142.

Eliska, Powertel and Sonera filed a petition pursuant to Section 310(b)(4)⁶ of the Act for a declaratory ruling approving an increase in the level of indirect foreign ownership in the Licensee from the current 80 percent equity and 40 percent voting interest to 100 percent indirect foreign ownership held by DT, through its indirect wholly-owned subsidiary Powertel. As of the filing date of the application, the German government owns 43 percent of the equity in DT.⁷ The Applicants request that the Commission find that the indirect foreign ownership of DT and its government shareholder in excess of 25 percent will serve the public interest, consistent with its finding in the *VoiceStream-Powertel-DT Order*. The petition has been assigned the following file number:

ISP-PDR-20011128-00054

Eliska Wireless Ventures License Subsidiary I, L.L.C.

IV. APPLICATIONS

This Public Notice lists two applications for the transfer of control of eight common carrier wireless licenses from Eliska Wireless Ventures License Subsidiary I, L.L.C. to Powertel, Inc. These licenses are all in the broadband personal communications services. These applications have been assigned the following file number:

File No.

Licensee

0000668813

Eliska Wireless Ventures License Subsidiary I, L.L.C.

Call Signs

KNLF618, KNLF619, KNLF620, KNLF621, KNLF622, KNLF623, KNLF624, KNLF625

V. SECTION 214 APPLICATIONS

The following application for consent to transfer control of international Section 214 authorizations has also been filed:

ITC-T/C-20011221-00649

Eliska Wireless Ventures License Subsidiary I, L.L.C.
(ITC-214-2000080100444; ITC-214-20000627-00370)

VI. GENERAL INFORMATION

Interested parties may file comments regarding or petitions to deny the applications no later than February 6, 2002. Oppositions or responses to these comments and petitions may be filed no later than February 16, 2002. All filings concerning matters referenced in this Public Notice should refer to DA 02-0039, as well as the specific file numbers of the individual applications or other matters to which the filings pertain.

Because of recent events in Washington, D.C., resulting in the disruption of regular mail delivery and of the processing of other deliveries, the Commission released, on November 29, 2001, the Commission issued an Order temporarily amending certain procedural rules on an emergency basis. See Implementation of Interim Electronic Filing Procedures for certain Commission Filings, FCC 01-345, *Order*, (rel. November 29, 2001). Certain pleadings must be filed electronically (electronic mail or Facsimile), by hand delivery, or by overnight delivery service other than U.S. Postal Service Express and Priority Mail.

⁶ Section 310(b)(4) of the Act prohibits greater than 25 percent indirect investment by foreign individuals, corporations and governments in U.S. common carrier radio licenses if the Commission determines that the public interest will be served by the refusal or revocation of the license. 47 U.S.C. §310(b)(4).

⁷ See FCC Form 602.

The applications referenced herein have been found, upon initial review, to be acceptable for filing. The Commission reserves the right to return any application if, upon further examination, it is determined to be defective and not in conformance with the Commission's rules or policies.

In addition, one copy of each pleading must be delivered to each of the following locations: (1) the Commission's duplicating contractor, Qualex International, 445 12th Street, S.W., Room CY-B402, Washington, D.C. 20554, telephone (202) 863-2893; (2) Office of Media Relations, Reference Operations Division, 445 12th St., S.W., Room CY-A257, Washington, D.C. 20554; (3) Claudia Fox, Policy and Facilities Branch, Telecommunications Division, International Bureau, 445 12th St., S.W., Room 6-A848, Washington, D.C. 20554; (4) Imani K. Ellis-Cheek, Policy and Facilities Branch, Telecommunications Division, International Bureau, 445 12th St., S.W., Room 6-A739, Washington, D.C. 20554; (5) Robert Krinsky, Auctions and Industry Analysis Division, Wireless Telecommunications Bureau; and (6) Jim Bird, Office of General Counsel, 445 12th St., S.W., Room 8-C824, Washington, D.C. 20554.

For further information, contact Imani K. Ellis-Cheek, Policy and Facilities Branch, Telecommunications Division, International Bureau, at (202) 418-1028 (regarding the Section 310(b)(4) petition for declaratory ruling and international Section 214 authorizations); or Robert Krinsky, Auctions and Industry Analysis Division, Wireless Telecommunications Bureau, at 418-0660.

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