



PUBLIC NOTICE

Federal Communications Commission
445 12th Street, S.W.
Washington, D.C. 20554

News Media Information 202 / 418-0500
Fax-On-Demand 202 / 418-2830
TTY 202 / 418-2555
Internet: <http://www.fcc.gov>
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DA 03-781

Released: March 13, 2003

DOMESTIC SECTION 214 APPLICATION FILED FOR TRANSFER OF CONTROL OF GAINS INTERNATIONAL (US) INC.

STREAMLINED PLEADING CYCLE ESTABLISHED

WC Docket No. 03-61

On February 21, 2003, Gains Acquisition Corp. (“Gains Acquisition” or “Transferee”) and GAINS International Infocom Holdings BV (“GAINS Holdings” or “Transferor”) (collectively “the Applicants”), filed an application, pursuant to sections 63.03 and 63.04 of the Commission’s rules,¹ for consent to transfer control of GAINS International (US) Inc. (“GAINS International” or “Licensee”) from GAINS Holdings to Gains Acquisition Corp (Gains Acquisition).²

Applicants assert that this transaction is entitled to presumptive streamlined treatment pursuant to section 63.03(b)(1)(ii) of the Commission’s rules because the transferee, Gains Acquisition, is not a telecommunications provider.

Gains International, a New York corporation, provides international and domestic dedicated voice and data private lines to financial institutions and other companies throughout the United States. Gains Acquisition, a Delaware corporation, and GAINS Holdings, a corporation organized under the laws of the Netherlands, seek Commission approval for a direct transfer of control of GAINS International. Specifically, Gains Acquisition will acquire 100 percent of the outstanding capital stock of GAINS International from GAINS Holdings.

The Goldman Sachs Group, Inc. (Goldman Sachs) owns indirectly 17.22 percent of Gains Acquisition, and thus, upon consummation of the proposed transfer of control, will own indirectly 17.22 percent of GAINS International (US) Inc.³ Goldman Sachs owns 14.8 percent

¹ 47 C.F.R §§ 63.03, 63.04; *see* 47 U.S.C. § 214.

² Applicants have also filed transfer of control applications related to international services. Any action on this domestic 214 application is without prejudice to Commission on other related pending applications.

³ *See* 47 C.F.R. § 63.09 (describing methodology for calculating ownership interests).

of GS Capital Partners 2000, L.P., which owns approximately 56.85 percent of Gains Acquisition. Goldman Sachs also owns 11.72 percent of GS Capital Partners 2000 Offshore, L.P., which owns approximately 20.66 percent of Gains Acquisition. The GS Capital Partners 2000 Employee Fund, L.P. owns approximately 18 percent of Gains Acquisition.

Applicants assert that the proposed transaction is in the public interest because GAINS International will continue to offer domestic telecommunications services and will have a new corporate ownership with substantial financial resources. Moreover, as the transferee, Gains Acquisition, is not currently a telecommunications carrier, the transaction results in no increase in concentration in the relevant markets. Finally, Applicants state that after implementation of the transaction, GAINS International will continue to offer the services currently offered to customers under existing service arrangements.

GENERAL INFORMATION

The transfer of control identified herein has been found, upon initial review, to be acceptable for filing as a streamlined application. The Commission reserves the right to return any transfer of control application if, upon further examination, it is determined to be defective and not in conformance with the Commission's rules and policies. Interested parties may file **comments within 14 days** and **reply comments within 21 days** of this notice.⁴ Unless otherwise notified by the Commission, an applicant is permitted to transfer control of the domestic lines or authorization to operate on the 31st day after the date of this notice.⁵ Comments may be filed using the Commission's Electronic Comment Filing System (ECFS) or by filing paper copies. *See Electronic Filing of Documents in Rulemaking Proceedings*, 63 Fed. Reg. 24121 (1998).

Comments filed through the ECFS can be sent as an electronic file via the Internet to <<http://www.fcc.gov/e-file/ecfs.html>>. Generally, only one copy of an electronic submission must be filed. If multiple docket or rulemaking numbers appear in the caption of this proceeding, however, commenters must transmit one electronic copy of the comments to each docket or rulemaking number referenced in the caption. In completing the transmittal screen, commenters should include their full name, U.S. Postal Service mailing address, and the applicable docket or rulemaking number. Parties may also submit an electronic comment by Internet e-mail. To get filing instructions for e-mail comments, commenters should send an e-mail to ecfs@fcc.gov, and should include the following words in the body of the message, "get form <your e-mail address>." A sample form and directions will be sent in reply.

Parties who choose to file by paper must file an original and four copies of each filing. If

⁴ See 47 C.F.R. § 63.03(a).

⁵ Such authorization is conditioned upon receipt of any other necessary approvals from the Commission in connection with the proposed transaction.

more than one docket or rulemaking number appear in the caption of this proceeding, commenters must submit two additional copies for each additional docket or rulemaking number. Filings can be sent by hand or messenger delivery, by commercial overnight courier, or by first-class or overnight U.S. Postal Service mail (although we continue to experience delays in receiving U.S. Postal Service mail). The Commission's contractor, Vistrionix, Inc., will receive hand-delivered or messenger-delivered paper filings for the Commission's Secretary at 236 Massachusetts Avenue, N.E., Suite 110, Washington, D.C. 20002. The filing hours at this location are 8:00 a.m. to 7:00 p.m. All hand deliveries must be held together with rubber bands or fasteners. Any envelopes must be disposed of before entering the building. Commercial overnight mail (other than U.S. Postal Service Express Mail and Priority Mail) must be sent to 9300 East Hampton Drive, Capitol Heights, MD 20743. U.S. Postal Service first-class mail, Express Mail, and Priority Mail should be addressed to 445 12th Street, SW, Washington, D.C. 20554. All filings must be addressed to the Commission's Secretary, Office of the Secretary, Federal Communications Commission.

In addition, one copy of each pleading must be sent to each of the following:

- (1) the Commission's duplicating contractor, Qualex International, 445 12th Street, S.W., Room CY-B402, Washington, D.C. 20554; e-mail: qualexint@aol.com; facsimile: (202) 863-2898; phone: (202) 863-2893.
- (2) Tracey Wilson, Competition Policy Division, Wireline Competition Bureau, 445 12th Street, S.W., Room 5-C437, Washington, D.C. 20554; e-mail: twilson@fcc.gov, and
- (3) Dennis Johnson, Competition Policy Division, Wireline Competition Bureau, 445 12th Street, S.W., Room 6-A461, Washington, D.C. 20554; e-mail: dcjohnso@fcc.gov, and
- (4) William Dever, Competition Policy Division, Wireline Competition Bureau, 445 12th Street, S.W., Room 5-C266, Washington, D.C. 20554; e-mail: wdever@fcc.gov; and
- (5) Imani Ellis-Cheek, Telecommunications Division, International Bureau, 445 12th Street, S.W., Room 6-A739, Washington, D.C. 20554; email: ielis@fcc.gov; and
- (6) Nandan Joshi, Office of General Counsel, 445 12th Street, S.W., Room 8-A820, Washington, D.C. 20554; e-mail: njoshi@fcc.gov.

Filings and comments are also available for public inspection and copying during regular business hours at the FCC Reference Information Center, Portals II, 445 12th Street, SW, Room CY-A257, Washington, DC, 20554. They may also be purchased from the Commission's duplicating contractor, Qualex International, Portals II, 445 12th Street, SW, Room CY-B402, Washington, DC, 20554, telephone 202-863-2893, facsimile 202-863-2898, or via e-mail qualexint@aol.com.

For further information, please contact Tracey Wilson, at (202) 418-1394, Dennis Johnson (202) 418-0809, or William Dever, Competition Policy, Wireline Competition Bureau at (202) 418-1578.

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