



# PUBLIC NOTICE

Federal Communications Commission  
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**DA 05-2283**  
**Released: August 12, 2005**

## DOMESTIC SECTION 214 APPLICATION FILED FOR ACQUISITION OF ASSETS OF SEREN INNOVATIONS, INC., TO WAVEDIVISION HOLDINGS, LLC

### STREAMLINED PLEADING CYCLE ESTABLISHED

**WC Docket No. 05-226**

**Comments Due: August 26, 2005**  
**Reply Comments Due: September 2, 2005**

On July 1, 2005, WaveDivision Holdings, LLC (“Wave”), and Seren Innovations, Inc. (“Seren”) (collectively, “Applicants”) filed an application pursuant to sections 63.03 and 63.04 of the Commission’s rules<sup>1</sup> for consent to transfer domestic and international authority related to the transfer of certain assets and related liabilities of Seren to Wave.<sup>2</sup>

Applicants assert that this transaction is entitled to presumptive streamlined treatment pursuant to sections 63.03(b)(2)(i) of the Commission’s rules. The proposed transaction would result in Wave: (1) having less than a 10 percent share of the interstate, interexchange market; and (2) providing competitive telephone exchange services exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the transaction. Further, neither Wave nor Seren is dominant with respect to any service.<sup>3</sup>

Seren, a Minnesota corporation, provides facilities-based local and long distance telecommunications service, cable television service, and high-speed data service. Seren

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<sup>1</sup> 47 C.F.R. §§ 63.03, 63.04; 47 U.S.C. § 214.

<sup>2</sup> On August 1, 2005, Wave filed an amendment to the application. *See* WaveDivision Holdings, LLC, Transferee, Seren Innovations, Inc., Transferor, Joint Application for Consent to Transfer International and Domestic Authority Pursuant to Section 214 of the Communications Act of 1934, as amended, *Supplemental Filing in Respect of Joint Application for Consent to Transfer International and Domestic Authority Pursuant to Section 214 of the Communications Act as Amended*, WC Docket 05-226 (filed August 1, 2005). Applicants are also filing applications for transfer of control associated with authorization for international services. Any action on this domestic 214 application is without prejudice to Commission action on other related, pending applications.

<sup>3</sup> 47 C.F.R. § 63.03(b)(2)(i).

currently serves subscribers in the communities of Concord, Walnut Creek and nearby areas of Contra Costa County, California (the “California Customer Group”) as well as subscribers in the cities of Sartell, Sauk Rapids, St. Cloud, St. Joseph and Waite Park and the townships of Haven, LeSauk, Minden, Sauk Rapids and St. Joseph, Minnesota (the “Minnesota Customer Group”). Seren has global authority to provide resold international telecommunications services. Xcel Energy, Inc is the indirect beneficial owner of all of Seren’s outstanding capital stock.

Wave, a Delaware limited liability company, currently does not have authorization to provide domestic or international telecommunications services. Wave currently serves approximately 80,000 cable television and high-speed data customers in western Washington and southern California. The following entities hold a 10% or greater ownership interest in Wave: Sandler Capital Partners V, L.P., a Delaware limited partnership (60.19% Class A Unit); SCP V FTE WaveDivision Holdings, L.P., a Delaware limited partnership (27.01% Class A Units); WaveDivision Capital, LLC, a Washington limited liability company (10% Class A Units); WaveDivision Networks LLC, a Washington limited liability company (85% Class B & C Units); and Steve Friedman, a U.S. citizen (15% Class B & C Units). Sandler Investment Partners, LP, a limited partnership, is the general partner of both Sandler Capital Partners V, L.P. and SCP V FTE WaveDivision Holdings, L.P. Sandler Investment Partners, LP is controlled by its general partner, Sandler Capital Management. Andrew Sandler, Michael Marocco, John Kornreich, Douglas Schimmel, and Harvey Sandler, each of whom is a U.S. citizen, each hold a 10% or greater interest in Sandler Capital Management. WaveDivision Capital, LLC’s members are: Stanley A. Roberts; Rebecca M. Roberts; David E. Roberts; Vicki J. Golden-Roberts; Steven B. Week; Marie McCauley; Steve Friedman; Sharon Friedman; Richard Kemp; Lynn Kemp; and Jon Staenberg, each of whom is a U.S. citizen. WaveDivision Networks, LLC’s sole member is Steven Weed, a U.S. citizen.

On May 24, 2005, Seren and Wave entered into an Asset Purchase Agreement wherein Wave will purchase from Seren substantially all of the assets and assume certain liabilities relating to the reception and distribution system (the “System”) used to provide telecommunications, cable, and high-speed data services to the California Customer Group. Upon consummation of the proposed transaction, Wave will acquire ownership of substantially all of the assets used or useful in the operations of the System, and will begin to serve the California Customer Group. Seren will retain its authorizations to provide domestic interstate and international telecommunications services to the Minnesota Customer Group and will continue to provide service to that group.

Applicants state that the proposed transaction will serve the public interest, as they do not anticipate any change to the rates, terms or conditions of service to the California Customer Group as a result of the proposed transaction. The Applicants will notify each affected customer at least 30 days in advance of consummation of the pending transaction to ensure a smooth transition from Seren to Wave. The Applicants emphasize the proposed acquisition will benefit consumers through improved services, thereby promoting competition in the telecommunications market.

## **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. Pursuant to sections 1.415 and 1.419 of the Commission's rules, 47 CFR §§ 1.415, 1.419, interested parties may file **comments on or before August 26, 2005 and reply comments on or before September 2, 2005.**<sup>4</sup> Unless otherwise notified by the Commission, Applicants are permitted to transfer the stock and related control on the 31<sup>st</sup> day after the date of this notice.<sup>5</sup> Comments may be filed using: (1) the Commission's Electronic Comment Filing System (ECFS), (2) the Federal Government's eRulemaking Portal, or (3) by filing paper copies. *See Electronic Filing of Documents in Rulemaking Proceedings*, 63 FR 24121 (1998).

- **Electronic Filers:** Comments may be filed electronically using the Internet by accessing the ECFS: <http://www.fcc.gov/cgb/ecfs/> or the Federal eRulemaking Portal: <http://www.regulations.gov>. Filers should follow the instructions provided on the website for submitting comments.
- For ECFS filers, if multiple docket or rulemaking numbers appear in the caption of this proceeding, filers must transmit one electronic copy of the comments for each docket or rulemaking number referenced in the caption. In completing the transmittal screen, filers 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, filers should send an e-mail to [ecfs@fcc.gov](mailto:ecfs@fcc.gov), and include the following words in the body of the message, "get form." A sample form and directions will be sent in response.
- **Paper Filers:** Parties who choose to file by paper must file an original and four copies of each filing. If more than one docket or rulemaking number appears in the caption of this proceeding, filers 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). All filings must be addressed to the Commission's Secretary, Office of the Secretary, Federal Communications Commission.

The Commission's contractor will receive hand-delivered or messenger-delivered paper filings for the Commission's Secretary at 236 Massachusetts Avenue, N.E., Suite 110,

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<sup>4</sup> See 47 C.F.R. § 63.03(a).

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

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, Express, and Priority mail should be addressed to 445 12th Street, S.W., Washington D.C. 20554.

People with Disabilities: To request materials in accessible formats for people with disabilities (braille, large print, electronic files, audio format), send an e-mail to [fcc504@fcc.gov](mailto:fcc504@fcc.gov) or call the Consumer & Governmental Affairs Bureau at 202-418-0530 (voice), 202-418-0432 (tty).

**You may submit comments, identified by WC Docket 05-226, by any of the following methods:**

- Federal eRulemaking Portal: <http://www.regulations.gov>. Follow the instructions for submitting comments.
- Federal Communications Commission's Web Site: <http://www.fcc.gov/cgb/ecfs/>. Follow the instructions for submitting comments.
- People with Disabilities: Contact the FCC to request reasonable accommodations (accessible format documents, sign language interpreters, CART, etc.) by e-mail: [FCC504@fcc.gov](mailto:FCC504@fcc.gov) or phone: 202-418-0530 or TTY: 202-418-0432.

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

- (1) The Commission's duplicating contractor, Best Copy and Printing, Inc., 445 12th Street, S.W., Room CY-B402, Washington, D.C. 20554, [www.bcpweb.com](http://www.bcpweb.com); phone: (202) 488-5300 fax: (202) 488-5563;
- (2) Tracey Wilson-Parker, Competition Policy Division, Wireline Competition Bureau, 445 12th Street, S.W., Room 5-C212, Washington, D.C. 20554; email: [tracey.wilson-parker@fcc.gov](mailto:tracey.wilson-parker@fcc.gov);
- (3) Adam Kirschenbaum, Competition Policy Division, Wireline Competition Bureau, 445 12th Street, S.W., Room 5-C211, Washington, D.C. 20554, email: [adam.kirschenbaum@fcc.gov](mailto:adam.kirschenbaum@fcc.gov);
- (4) Renee R. Crittendon, Competition Policy Division, Wireline Competition Bureau, 445 12th Street, S.W., Room 5-C311, Washington, D.C. 20554; e-mail: [renee.crittendon@fcc.gov](mailto:renee.crittendon@fcc.gov);
- (5) James Bird, Office of General Counsel, 445 12th Street, S.W., Room 8-C824, Washington, D.C. 20554; e-mail: [james.bird@fcc.gov](mailto:james.bird@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, S.W., Room CY-A257, Washington, D.C. 20554. They may also be purchased from the Commission's

duplicating contractor, Best Copy and Printing, Inc., Portals II, 445 12th Street, S.W., Room CY-B402, Washington, D.C. 20554, telephone: (202) 488-5300, fax: (202) 488-5563, or via e-mail [www.bcpweb.com](http://www.bcpweb.com).

For further information, please contact Tracey Wilson-Parker, at (202) 418-1394, or Adam Kirschenbaum at (202) 418-7280.

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