



PUBLIC NOTICE

Federal Communications Commission
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DA 06-1092
Released: May 24, 2006

**DOMESTIC SECTION 214 APPLICATION FILED FOR THE ACQUISITION OF
CERTAIN ASSETS OF CHARTER COMMUNICATIONS VI, LLC AND CHARTER
FIBERLINK WV-CCO, LLC BY CEBRIDGE TELECOM WV, LLC**

STREAMLINED PLEADING CYCLE ESTABLISHED

WC Docket No. 06-79

Comments Due: June 7, 2006

Reply Comments Due: June 14, 2006

On March 29, 2006, Charter Communications VI, LLC and Charter Fiberlink WV-CCO, LLC (collectively “Charter” or “Transferors”) and Cebridge Telecom WV, LLC (“Cebridge” or “Transferee,” Transferors and Transferee will be referred to as “Applicants”) filed an application, pursuant to section 63.04 of the Commission’s rules,¹ requesting authority to transfer certain interstate telecommunications customers in West Virginia from Charter to Cebridge.

Applicants submit that this transaction is entitled to presumptive streamlined treatment under section 63.03(b)(2) of the Commission’s rules because (i) the proposed transaction would result in Cebridge and all of its affiliates having a market share in the interstate, interexchange market of less than 10%, (ii) Cebridge and all of its affiliates would provide competitive telephone exchange services or exchange access services (if at all) exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the proposed transaction, and (iii) neither the Applicants nor any of their affiliates is dominant with respect to any service.²

Transferors, Charter Communications VI, LLC and Charter Fiberlink WV-CCO, LLC are Delaware limited liability companies. Charter and its affiliates provide telecommunications services to residential and business customers as well as customers that receive funding under the Federal Schools and Libraries program (“e-rate”) throughout the United States. The only Charter telecommunications customers in the state of West Virginia affected by the proposed

¹ 47 C.F.R. § 63.04; *see* 47 U.S.C. § 214. On May 18, 2006, the Applicants filed a letter supplementing their application with information requested by Staff.

² 47 C.F.R. § 63.03(b)(2)(i).

transaction are school districts. Charter provides the underlying telecommunications transport in connection with data transport services and Internet access to school districts in West Virginia that receive funding from the e-rate program in connection with these services. Certain of Charter's contracts with the West Virginia school districts for the provision of these services will be transferred to Cebridge upon approval of the proposed transaction. Charter Communications, Inc., a Delaware corporation, indirectly holds controlling interests in Charter Communications VI, LLC and Charter Fiberlink WV-CCO, LLC. Charter Communications, Inc. is a publicly-traded corporation. Mr. P.G. Allen, a U.S. citizen, owns 9.6% of the equity securities and 92.5% of the voting securities of Charter Communications, Inc. As of the date Applicants filed their supplement to the application, Charter is unaware of any other person or entity that holds 10% or more of the equity or voting securities of Charter Communications, Inc.

Transferee, Cebridge Telecom WV, LLC is a West Virginia limited liability company. Cebridge and its affiliates do not currently provide any telecommunications services. Cebridge is an indirect, wholly-owned subsidiary of Cebridge Connections Holdings, LLC ("Cebridge Holdings"), a U.S. limited liability company. The following entities own a 10% or greater equity interest in Cebridge Holdings: (1) OCM Principal Opportunities Fund II, LP ("OCM"), a U.S. limited partnership engaged in private investments (37.81% equity and voting interest); (2) PAR Investment Partners, LP ("PAR"), a U.S. limited partnership engaged in private investments (16.36% equity and voting interest); and (3) GS Capital Partners 2000, L.P. ("GS Capital"), a U.S. limited partnership engaged in private investments (14.05% equity and voting interest). There are no other investors in Cebridge Holdings that hold a 10% or greater interest. Furthermore, each 10% or greater interest holder (each of which is a U.S. entity) in OCM, PAR and GS Capital holds, as a result of its ownership interest in OCM, PAR or GS Capital, as the case may be, less than a 10% indirect equity and voting interest in Cebridge.

Through the proposed transaction, the Applicants seek to, among other things, transfer a portion of the e-rate customer base receiving telecommunications services from Charter in West Virginia to Cebridge. Specifically, an affiliate of Cebridge and an affiliate of Charter signed an asset purchase agreement, which will be assigned by such Cebridge affiliate to Cebridge and certain other Cebridge affiliates immediately prior to the closing contemplated thereunder, pursuant to which Cebridge, as an assignee, proposes to acquire certain regulated communications facilities of Charter currently used to provide cable television and Internet access services, as well as a limited number of telecommunications services provided to school districts in West Virginia. All interstate telecommunications customers to be transferred pursuant to the proposed transaction will be transferred to Cebridge Telecom WV, LLC, and not to any other entity.

Applicants assert that the proposed transaction will serve the public interest because it will create a new, facilities-based competitor in the telecommunications market in West Virginia. The Applicants further assert that Cebridge will use cable-based technology to provide a competitive choice in telephone service in many markets still dominated by incumbent local exchange carriers. Moreover, Cebridge claims that it currently employs and intends to hire managers with telecommunications experience.

GENERAL INFORMATION

The transfer of the assets 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 June 7, 2006** and **reply comments on or before June 14, 2006**.³ Unless otherwise notified by the Commission, Applicants are permitted to transfer the assets and related control on the 31st day after the date of this notice.⁴ 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, 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.

³ See 47 C.F.R. § 63.03(a).

⁴ Such authorization is conditioned upon receipt of any other necessary approvals from the Commission in connection with the proposed transaction.

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, 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 or call the Consumer & Governmental Affairs Bureau at 202-418-0530 (voice), 202-418-0432 (tty).

You may submit comments, identified by the above noted docket number, 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 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.bcpiweb.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-A103, Washington, D.C. 20554; email: tracey.wilson-parker@fcc.gov;
- (3) Heather Hendrickson, Competition Policy Division, Wireline Competition Bureau, 445 12th Street, S.W., Room 5-C225, Washington, D.C. 20554; e-mail: heather.hendrickson@fcc.gov;
- (4) Susan O'Connell, Policy Division, International Bureau, 445 12th Street, S.W., Room 7-B544, Washington, D.C. 20554; email: susan.o'connell@fcc.gov; and
- (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.

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.

For further information, please contact Tracey Wilson-Parker at (202) 418-1394, or Heather Hendrickson at (202) 418- 7295.

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