



PUBLIC NOTICE

Federal Communications Commission
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DA 06-2270
Released: November 2, 2006

**DOMESTIC SECTION 214 APPLICATION FILED FOR THE TRANSFER OF CONTROL OF
GUAM CABLE GROUP, INC., FROM STARTEC GLOBAL OPERATING COMPANY TO
GUAM TELECOM, LLC**

STREAMLINED PLEADING CYCLE ESTABLISHED

WC Docket No. 06-199

Comments Due: November 16, 2006
Reply Comments Due: November 24, 2006

On September 20, 2006, Guam Cable Group, Inc. (“GCG”), Startec Global Operating Company (“Startec” or “Transferor”), and Guam Telecom, LLC (“GTL” or “Transferee”) (collectively, “Applicants”), filed an application, pursuant to section 63.04 of the Commission’s rules,¹ requesting authority to transfer control of Startec’s 50 percent interest in GCG to GTL.²

Applicants assert that this transaction is entitled to presumptive streamlined treatment under 63.03(b)(2)(i) of the Commission’s rules because the proposed transaction will result in: (1) Transferee having a market share in the interstate, interexchange market of less than 10 percent; (2) Transferee providing 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 transaction; and (3) none of the Applicants being dominant with respect to any service.³

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

² Applicants filed a supplement to the application on November 1, 2006. Applicants have also filed an application 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.

³ 47 C.F.R. § 63.03(b)(2)(i).

GCG, a Delaware corporation headquartered in Hagåtña, Guam, offers long distance services to business and residential customers in the Territory of Guam. Startec, a Delaware corporation, offers long distance services to residential customers nationwide. Startec owns fifty percent of the outstanding common stock of GCG.

GTL, a Delaware limited liability company headquartered in Dededo, Guam, offers domestic and long distance services to business and residential customers in the Territory of Guam. GTL is wholly-owned by MCV Guam Investments, LLC, a Delaware limited liability company. MCV Guam Holding Corp, a Guam corporation, owns 99.7 percent of MCV Guam Investments, LLC. In turn, MCV Guam Holding Corp. is wholly-owned by MCV Acquisition, LLC, a Delaware limited liability company. Seaport Capital Partners II, LP, a Delaware limited partnership, owns 89.9 percent of MCV Acquisition, LLC. United Micronesia Development Association, a U.S.-based investment entity, owns 8.3 percent of MCV Acquisition, LLC. CEA Investment Partners II, LLC, a U.S.-based limited liability investment company, is the sole general partner of Seaport Capital Partners II, LLC.⁴ Seaport Associates, LLC, a Delaware limited liability investment company, and CEA Seaport Holdings, LLC, a Delaware limited liability investment company, own 75 percent and 25 percent, respectively, of CEA Investment Partners II, LLC. The J. Patrick Michaels Family Trust, a U.S.-based investment entity, holds the controlling interest in CEA Seaport Holdings, LLC.⁵ William Luby and James Collis, both U.S. citizens, are the managing members of Seaport Associates, LLC.⁶ The ultimate controlling ownership interests in GTL are thus held by the J. Patrick Michaels Family Trust, William Luby, and James Collis.

Pursuant to the terms of a stock purchase agreement dated August 10, 2006, Startec agreed to sell its 50 percent interest in GCG to GTL. The parties also executed a Management Services Agreement pursuant to which GTL agrees to provide certain management services to GCG, subject to GCG's direction and control. After the transaction is approved, GTL will assume complete management control of GCG.

Applicants submit that the public interest, convenience and necessity would be furthered by grant of this Application. They state that the proposed transaction will serve the public interest by enhancing GTL's service capabilities and increasing its effectiveness as a provider of telecommunications in the competitive marketplace, as well as assure the continued provision of service to GCG's customers.

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

⁴ The California Public Employees' Retirement System, a U.S.-Based retirement administrator, owns 13.7 percent of Seaport Capital Partners II, L.P. Applicants state that there is no interest holder with a derivative interest in GTL of 10 percent or greater.

⁵ Applicants state that J. Patrick Michaels, Jr., Trustee of the J. Patrick Michaels Family Trust, holds a cognizable interest in CEA Capital Corp, which indirectly holds a controlling voting interest in Reserve Long Distance, Inc., a rural incumbent local exchange carrier providing voice and data services in Reserve and La Place, Louisiana.

⁶ Applicants state that William Luby and James Collis hold cognizable interests in Seaport Associates III, L.P., which indirectly holds a controlling voting interest in Everest Midwest, LLC, a competitive local exchange carrier providing voice and data services in the Kansas City metropolitan area.

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 November 16, 2006** and **reply comments on or before November 24, 2006**.⁷ 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.⁸ 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.

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).

⁷ See 47 C.F.R. § 63.03(a).

⁸ Such authorization is conditioned upon receipt of any other necessary approvals from the Commission in connection with the proposed transaction.

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.bcpweb.com; phone: (202) 488-5300 fax: (202) 488-5563;
- (2) Cecilia Seppings, Competition Policy Division, Wireline Competition Bureau, 445 12th Street, S.W., Room 5-A103, Washington, D.C. 20554; email: cecilia.seppings@fcc.gov;
- (3) Jodie May, Competition Policy Division, Wireline Competition Bureau, 445 12th Street, S.W., Room 5-C234, Washington, D.C. 20554; e-mail: jodie.may@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 CYB402, Washington, D.C. 20554, telephone: (202) 488-5300, fax: (202) 488-5563, or via e-mail www.bcpweb.com.

For further information, please contact Cecilia Seppings at (202) 418-1588, or Jodie May at (202) 418-0913.

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