



# PUBLIC NOTICE

Federal Communications Commission  
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**DA 06-665**

**Released: March 24, 2006**

**DOMESTIC SECTION 214 APPLICATION FILED FOR TRANSFER OF CONTROL  
AND ACQUISITION OF CERTAIN ASSETS OF COX COMMUNICATIONS, INC.,  
COX NORTH CAROLINA TELCOM, L.L.C., TCA COMMUNICATIONS, L.L.C., COX  
TEXAS TELCOM, L.P., COX LOUISIANA TELCOM, L.L.C., COX MISSOURI  
TELCOM, L.L.C., COX OKLAHOMA TELCOM, L.L.C., AND COX CALIFORNIA  
TELCOM, L.L.C. TO CEBRIDGE TELECOM LIMITED, LLC AND CEBRIDGE  
TELECOM GENERAL, LLC**

**STREAMLINED PLEADING CYCLE ESTABLISHED**

**WC Docket No. 05-350**

**Comments Due: April 7, 2006**

**Reply Comments Due: April 14, 2006**

On December 16, 2005, Cebridge Telecom Limited, LLC and Cebridge Telecom General, LLC (together, "Cebridge"), and Cox Communications, Inc., Cox North Carolina Telcom, L.L.C. ("CNC"), TCA Communications, L.L.C. ("TCAC"), Cox Texas Telcom, L.P. ("CTT"), Cox Louisiana Telcom, L.L.C. ("Cox Louisiana"), Cox Missouri Telcom, L.L.C. ("Cox Missouri"), Cox Oklahoma Telcom, L.L.C. ("Cox Oklahoma"), and Cox California Telcom, L.L.C. ("Cox California") (together, "Transferors") (collectively with Cebridge, "Applicants"), filed an application, pursuant to section 63.04 of the Commission's rules,<sup>1</sup> seeking authority to: (i) transfer control of CNC and TCAC to Cebridge Telecom Limited, LLC; (ii) transfer control of ninety-nine percent of CTT to Cebridge Telecom Limited, LLC and one percent of CTT to Cebridge Telecom General, LLC; and (iii) assign a portion of the telecommunications customer base and certain assets associated with providing service to customers of Cox Louisiana, Cox Missouri, Cox Oklahoma, and Cox California to Cebridge Telecom Limited, LLC.<sup>2</sup>

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

<sup>2</sup> Applicants filed a supplement to and amendment of their application on March 21, 2006. Applicants are also filing an application for transfer of control associated with authorization for international services and an application to obtain new, global facilities-based and global resale international section 214 authority. Any action on this domestic 214 application is without prejudice to Commission action on other related, pending applications.

Applicants assert that this transaction is entitled to presumptive streamlined treatment under section 63.03(b)(1)(ii) of the Commission’s rules because the transferees are not telecommunications providers.<sup>3</sup> Applicants also assert that the application qualifies for streamlined treatment under section 63.03(b)(2)(i) 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 ten percent; (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) none of the Applicants or any of their affiliates is dominant with respect to any service.<sup>4</sup>

Cox Communications, Inc., a Delaware corporation, is the ultimate parent corporation of CNC, TCAC and CTT (collectively, “Transferring Cox Entities”), and is also the ultimate parent corporation of Cox Louisiana, Cox Missouri, Cox Oklahoma, and Cox California (collectively, “Assigning Cox Entities”).

CNC, a Delaware limited liability company that holds a Certificate of Public Convenience and Necessity from the North Carolina Utilities Commission, but holds no other telecommunications assets, does not currently provide any telecommunications services.

TCAC, a Texas limited liability company, holds two Certificates of Public Convenience and Necessity from the Arkansas Public Service Commission,<sup>5</sup> and provides telecommunications services under the Federal Schools and Libraries program.

CTT, a Delaware limited partnership that holds a Service Provider Certificate of Operating Authority from the Texas Public Utilities Commission, provides interstate and international telecommunications services to residential customers (and a small number of small business customers) in Texas. In addition, CTT provides telecommunications services under the Federal Schools and Libraries program.

Cox Louisiana, a Louisiana limited liability company, provides telecommunications services under the Federal Schools and Libraries program in certain parts of Louisiana affected by the proposed transaction.

Cox Missouri, a Missouri limited liability company, provides telecommunications services under the Federal Schools and Libraries program in certain parts of Missouri affected by the proposed transaction.

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<sup>3</sup> 47 C.F.R. § 63.03(b)(1)(ii).

<sup>4</sup> 47 C.F.R. § 63.03(b)(2)(i).

<sup>5</sup> Another Cox entity, Cox Arkansas Telcom, L.L.C., also is authorized to provide service in Arkansas, but is not affected by this transaction.

Cox Oklahoma, an Oklahoma limited liability company, provides telecommunications services under the Federal Schools and Libraries program in certain parts of Oklahoma affected by the proposed transaction.

Cox California, a California limited liability company, provides telecommunications services under the Federal Schools and Libraries program in certain parts of California affected by the proposed transaction.

Aside from the residential and small business customers of CTT, the only telecommunications customers of the Transferring and Assigning Cox Entities are schools and libraries to which certain of the entities provide the underlying telecommunications transport for Wide Area Networks and Internet access services.

Cebridge, Delaware limited liability companies, and their affiliates do not currently provide telecommunications services. Cebridge entities are indirect, wholly-owned subsidiaries of Cebridge Connections Holdings, LLC (“Cebridge Holdings”), a U.S. entity. OCM Principal Opportunities Fund II, LP (“OCM”), PAR Investment Partners, LP (“PAR”), and GS Capital Partners 2000, LP (“GS Capital”), each U.S. private investment companies, hold an aggregate 68.22% equity and voting interest in Cebridge Holdings. No other investor holds a 10% or greater interest in Cebridge Holdings. Further, 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.

The Applicants, through a signed asset purchase agreement by an affiliate of Cebridge and certain affiliates of Transferors, propose to transfer control of the Transferring Cox Entities to Cebridge Telecom Limited, LLC (except for the 1% general partnership interest in CTT to be transferred to Cebridge Telecom General, LLC), and assign the telecommunications assets, currently used to provide video, Internet access, and telecommunications services, and the telecommunications customer base of the Assigning Cox Entities to Cebridge Telecom Limited, LLC. Telecommunications assets of the Transferring and Assigning Cox Entities to be acquired by Cebridge include, but are not limited to: hybrid coaxial cable and fiber communications plant; franchise rights; state telecommunications certificates of public convenience and necessity; and customer contracts. The residential and small business customers in the following Texas communities will be transferred to Cebridge: Abilene, Amarillo, Andrews, Athens, Big Spring, Bryan, Burke, Cannon AFB, Canyon, Clarksville City, Coahoma, College Station, Como, Conroe, Diboll, Dyess AFB, Farwell, Floyada, City of Gainesville, Gatesville, Georgetown, Gladewater, Goodfellow AFB, Grande Saline, Hearne, Henderson, City of Hideaway, Honey Grove, Hudson, Huntsville, Jacksonville, Jarrell, Lake Tanglewood, Leander, Lindale, Lubbock, Lufkin, City of Midland, Mineola, Mineral Wells, Mt. Pleasant, Mt. Vernon, Nacogdoches, Oak Ridge, City of Panorama Village, Paris, Pflugerville, Plainview, Quitman, Reno, Roxton, Sadler, San Angelo, Scurry County, City of Shallowater, Snyder, South Mountain, Sulphur Springs, Sweetwater, Toco, Tye, Tyler, Union Grove, Victoria, Warren City,

White Oak, Whitehouse, Whitesboro, Willis, Winfield, and Winnsboro. Contracts with schools and libraries for the provision of telecommunications services in the following communities will be transferred to Cebridge: Arkadelphia, AR; Batesville, AR; Gassville, AR; Mountain Home, AR; Arcata, CA; Alexandria, LA; Benton, LA; Lake Charles, LA; Carthage, MO; Lamar, MO; Chickasha, OK; Seminole, OK; Abilene, TX; Bremond, TX; Bryan, TX; Calvert, TX; College Station, TX; Gainesville, TX; Gladewater, TX; Henderson, TX; Huntsville, TX; Jacksonville, TX; Lindale, TX; Marshall, TX; Mineral Wells, TX; Paris, TX; Quitman, TX; Rusk, TX; San Angelo, TX; Tyler, TX; and Whitehouse, TX.<sup>6</sup> After the close of the proposed transaction, CNC and TCAC will continue to exist as separate entities and will be brought into the Cebridge family of entities as wholly owned subsidiaries of Cebridge Telecom Limited, LLC. Further, after the close of the proposed transaction, CTT will continue to exist as a separate entity and will be brought into the Cebridge family of entities, with Cebridge Telecom Limited, LLC holding a 99% limited partnership interest in CTT and Cebridge Telecom General, LLC holding a 1% general partnership.

Applicants state that the proposed transaction serves the public interest, convenience, and necessity because the consummation of the proposed transaction will create a new, facilities-based competitor 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 April 7, 2006 and reply comments on or before April 14, 2006.**<sup>7</sup> Unless otherwise notified by the Commission, Applicants are permitted to transfer the assets and related control on the 31<sup>st</sup> day after the date of this notice.<sup>8</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.

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<sup>6</sup> All communities except Chickasha, OK receive funding from the federal Schools and Libraries program.

<sup>7</sup> See 47 C.F.R. § 63.03(a).

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

- 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, 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 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](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; e-mail: [adam.kirschenbaum@fcc.gov](mailto:adam.kirschenbaum@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](mailto: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](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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