

**Before the
Federal Communications Commission
Washington, D.C. 20554**

)	File No. EB-07-IH-5290
In the Matter of)	
)	Acct. No. 200832080085
Atlantic Aviation FBO Holdings LLC)	
)	FRN No. 0012148540
Parent of Licensees of Various)	
Authorizations in the Private Land Mobile)	
and Aeronautical and Fixed Services)	

ORDER

Adopted: July 2, 2008

Released: July 2, 2008

By the Chief, Enforcement Bureau:

1. In this Order, we adopt the attached Consent Decree entered into between the Enforcement Bureau (“Bureau”) of the Federal Communications Commission and Atlantic Aviation FBO Holdings LLC (“Atlantic Aviation”) for the purposes of resolving and terminating the Bureau’s investigation of compliance with Sections 310(d) and 301 of the Communications Act of 1934, as amended,¹ and of Sections 1.948 and 1.903 of the Commission’s Rules.²

2. The Bureau and Atlantic Aviation have negotiated the terms of the Consent Decree that resolve this matter. A copy of the Consent Decree is attached hereto and incorporated by reference.

3. After reviewing the terms of the Consent Decree and evaluating the facts before us, we find that the public interest would be served by adopting the Consent Decree and terminating the investigation.

4. In the absence of material new evidence relating to this matter, we conclude that our investigation raises no substantial or material questions of fact as to whether Atlantic Aviation possesses the basic qualifications, including those related to character, to hold or obtain any Commission license or authorization.

¹ See 47 U.S.C. §§ 310(d), 301.

² 47 C.F.R. §§ 1.948, 1.903.

5. Accordingly, **IT IS ORDERED** that, pursuant to section 4(i) of the Communications Act of 1934, as amended,³ and Sections 0.111 and 0.311 of the Commission's Rules,⁴ the Consent Decree attached to this Order **IS ADOPTED**.

6. **IT IS FURTHER ORDERED** that the above-captioned investigation **IS TERMINATED**.

7. **IT IS FURTHER ORDERED** that Atlantic Aviation shall make its voluntary contribution to the United States Treasury, as specified in the Consent Decree, by mailing a check or similar instrument payable to the order of the Federal Communications Commission, to Federal Communications Commission, P.O. Box 979088, St. Louis, MO 63197-9000. Payment by overnight mail may be sent to U.S. Bank – Government Lockbox #979088, SL-MO-C2-GL, 1005 Convention Plaza, St. Louis, MO 63101. Payment by wire transfer may be made to ABA Number 021030004, receiving bank TREAS/NYC, and account number 27000001. For payment by credit card, an FCC Form 159 (Remittance Advice) must be submitted. When completing the FCC Form 159, enter the NAL/Account number in block number 23A (call sign/other ID), and enter the letters "FORF" in block number 24A (payment type code). Atlantic Aviation will also send electronic notification on the date said payment is made to Ben.Bartolome@fcc.gov, Hillary.DeNigro@fcc.gov and Gary.Oshinsky@fcc.gov.

8. **IT IS FURTHER ORDERED** that a copy of this Order and Consent Decree shall be sent by first class mail and certified mail, return receipt requested, to Tony Lin, Esq., Pillsbury Winthrop Shaw Pittman LLP, 2300 N Street, N.W., Washington, D.C. 20037.

FEDERAL COMMUNICATIONS COMMISSION

Kris Anne Monteith
Chief, Enforcement Bureau

³ 47 U.S.C. § 154(i), 503(b).

⁴ 47 C.F.R. §§ 0.111, 0.311.

**Before the
Federal Communications Commission
Washington, D.C. 20554**

In the Matter of)	
)	
ATLANTIC AVIATION FBO HOLDINGS LLC)	File No. EB-07-IH-5290
)	FRN 0012148540
Parent of Licensees of Various Authorizations in the)	Acct. No. 200832080085
Private Land Mobile and Aeronautical and Fixed)	
Services)	

CONSENT DECREE

The Enforcement Bureau of the Federal Communications Commission and Atlantic Aviation FBO Holdings LLC (“Atlantic Aviation”), by their respective authorized representatives, hereby enter into this Consent Decree for the purposes of resolving and terminating the Bureau’s investigation of compliance with Sections 310(d) and 301 of the Communications Act of 1934, as amended,¹ and of Sections 1.948 and 1.903 of the Commission’s Rules.²

I. DEFINITIONS

1. For the purposes of this Consent Decree, the following definitions apply:
 - a. “Act” means the Communications Act of 1934, as amended;³
 - b. “Adopting Order” or “Order” means an order of the Enforcement Bureau adopting this Consent Decree;
 - c. “Allied” means Allied Capital Corporation, former holder of a controlling interest in the Licensees, and includes its subsidiaries, and affiliates, and each of their respective officers, directors, employees, agents, representatives, and any other person acting on its behalf and their successors or assigns;
 - d. “Atlantic Aviation” means Atlantic Aviation FBO Holdings LLC (formerly Macquarie FBO Holdings LLC (“Macquarie”)),⁴ current holder of a controlling interest in the Licensees, and includes its subsidiaries, and affiliates, and each of

¹ See 47 U.S.C. §§ 310(d), 301.

² 47 C.F.R. §§ 1.948, 1.903.

³ See 47 U.S.C. §§ 151 *et seq.*

⁴ On June 5, 2008, the CORES database system was updated to reflect a corporate name change from Macquarie FBO LLC to Atlantic Aviation FBO LLC, under FRN 0012148540. On the same date, the single license authorization held directly by Macquarie, for call sign WPED234, reflected an identical name change in ULS (FCC File No. 0003463978).

their respective officers, directors, employees, agents, representatives, and any other person acting on its behalf and their successors or assigns;

- e. “Bureau” means the Enforcement Bureau of the Federal Communications Commission;
- f. “Commission” or “FCC” means the Federal Communications Commission;
- g. “Effective Date” means the date on which the Bureau releases the Adopting Order;
- h. “Investigation” means the Bureau’s investigation of Allied’s compliance with Sections 310(d) and 301 of the Act relating to Allied’s acquisition of control of the Licensees and Allied’s use of certain radio equipment;
- i. “Licensees” mean Mercury Air Centers, Inc., licensee of Industrial/Business Pool Stations KKY511, WPRU472,⁵ WPSQ652, WPZH438, and WRO541; Mercury Air Center, licensee of Aeronautical and Fixed Station WAI9; Mercury Air Centers - Newport News LLC, licensee of Aeronautical and Fixed Station WBA9; Wofford Flying Services, Inc., licensee of Aviation Auxiliary Group Stations KC4108 and KOT6; and Air Services of Cleveland, Inc., licensee of Industrial/Business Pool Station WNRZ334;
- j. “Parties” means Atlantic Aviation and the Bureau, collectively, and “Party” means Atlantic Aviation or the Bureau, in its individual capacity;
- k. “Rules” means the Commission’s regulations set forth in Title 47 of the Code of Federal Regulations.

II. BACKGROUND

2. Pursuant to Section 310(d) of the Communications Act and Section 1.948 of the Commission’s Rules, control of a licensee holding Commission authorizations may be transferred only upon prior application to and approval by the Commission.⁶

3. Atlantic Aviation owns, operates and invests in a diversified group of infrastructure businesses which utilize FCC licenses for the provision of fixed base operations at airports. In April 2007, Atlantic Aviation, then doing business as Macquarie, entered into a stock purchase agreement to acquire, among other things, a controlling interest in the Licensees from Allied. In the course of conducting its due diligence in connection with the planned transaction, Macquarie discovered, among other things, that Allied may not have timely requested or obtained Commission consent to acquire control of the Licensees and that certain

⁵ In FCC Form 603, FCC Wireless Telecommunications Bureau Application for Assignments of Authorization and Transfers of Control, File No. 0003062944, filed on June 8, 2007, Allied identified the licensee of Station WPRU472 as “Mercury Air Center.” However, the Commission’s ULS database identifies the licensee of this station as “Mercury Air Group.”

⁶ See 47 U.S.C. § 310(d).

radio equipment utilized by Allied may not have been properly licensed. Thereafter, Macquarie and Allied notified the Commission about Allied's compliance with Sections 310(d) and 301 of the Act. Allied filed applications seeking Commission consent to the transfer of control of the Licensees to Allied and requests for Special Temporary Authority to operate certain radio equipment. All of those applications and requests were subsequently granted. Macquarie and Allied then filed appropriate applications seeking Commission consent to the transfer of control of the Licensees from Allied to Macquarie. The parties consummated the transaction on August 8, 2007, after which Allied ceased having any interest in Commission licensees or authorizations.

4. On August 24, 2007, and September 19, 2007, the Bureau commenced its Investigation by directing letters of inquiry to Allied and to Atlantic Aviation, then doing business as Macquarie, respectively.⁷ Allied and Macquarie responded in the ordinary course.

5. The Parties recognize that Atlantic Aviation has at all relevant times acted in compliance with applicable provisions of the Act and of the Rules.

III. AGREEMENT

6. **Adopting Order.** The Parties agree that the provisions of this Consent Decree shall be subject to final approval by the Bureau by incorporation of such provisions by reference in the Adopting Order without change, addition, modification, or deletion.

7. **Jurisdiction.** Atlantic Aviation agrees that the Bureau has jurisdiction over the matters that are the subject of this Consent Decree and the authority to enter into and adopt this Consent Decree.

8. **Effective Date; Violations.** The Parties agree that this Consent Decree shall become effective on the date on which the FCC releases the Adopting Order. Upon release, the Adopting Order and this Consent Decree shall have the same force and effect as any other Order of the Bureau. Any violation of the Adopting Order or of the terms of this Consent Decree shall constitute a separate violation of a Bureau Order, entitling the Bureau to exercise any rights and remedies attendant to the enforcement of a Commission Order.

9. **Termination of Investigation.** In express reliance on the covenants and representations in this Consent Decree and to avoid further expenditure of public resources, the Bureau agrees to terminate its Investigation. In consideration for the termination of the Investigation, Atlantic Aviation agrees to the terms, conditions, and procedures contained herein. The Bureau further agrees that in the absence of new material evidence, the Bureau will not use the facts developed in this Investigation through the Effective Date of the Consent Decree, or the existence of this Consent Decree, to institute, on its own motion, any new proceeding, formal or

⁷ See Letter from Benigno E. Bartolome, Deputy Chief, Investigations and Hearings Division, Enforcement Bureau, to Chin Kyung Yoo, counsel for Allied Capital Corporation, dated August 24, 2007; and Letter from Benigno E. Bartolome, Deputy Chief, Investigations and Hearings Division, Enforcement Bureau, to Tony Lin, counsel for Macquarie FBO Holdings LLC, dated September 19, 2007.

informal, or take any action on its own motion against Atlantic Aviation concerning the matters that were the subject of the investigation. The Bureau also agrees that it will not use the facts developed in this Investigation through the Effective Date of this Consent Decree, or the existence of this Consent Decree, to institute on its own motion any proceeding, formal or informal, or take any action on its own motion with respect to Atlantic Aviation's basic qualifications, including its character qualifications, to hold Commission authorizations.

10. **Voluntary Contribution.** Atlantic Aviation agrees that it will make a voluntary contribution to the United States Treasury in the amount of \$30,000. The payment will be made within 5 business days after the Effective Date of the Adopting Order. The payment must be made by check or similar instrument, payable to the order of the Federal Communications Commission. The payment must include the NAL/Account Number and FRN Number referenced in the caption to the Adopting Order. Payment by check or money order may be mailed to Federal Communications Commission, P.O. Box 979088, St. Louis, MO 63197-9000. Payment by overnight mail may be sent to U.S. Bank – Government Lockbox #979088, SL-MO-C2-GL, 1005 Convention Plaza, St. Louis, MO 63101. Payment[s] by wire transfer may be made to ABA Number 021030004, receiving bank TREAS/NYC, and account number 27000001. For payment by credit card, an FCC Form 159 (Remittance Advice) must be submitted. When completing the FCC Form 159, enter the NAL/Account number in block number 23A (call sign/other ID), and enter the letters "FORF" in block number 24A (payment type code).

11. **Waivers.** Atlantic Aviation waives any and all rights it may have to seek administrative or judicial reconsideration, review, appeal or stay, or to otherwise challenge or contest the validity of this Consent Decree and the Order adopting this Consent Decree, provided the Commission issues an Order adopting the Consent Decree without change, addition, modification, or deletion. Atlantic Aviation shall retain the right to challenge Commission interpretation of the Consent Decree or any terms contained herein. If either Party (or the United States on behalf of the Commission) brings a judicial action to enforce the terms of the Adopting Order, neither Atlantic Aviation nor the Commission shall contest the validity of the Consent Decree or the Adopting Order, and Atlantic Aviation shall waive any statutory right to a trial *de novo*. Atlantic Aviation hereby agrees to waive any claims it may otherwise have under the Equal Access to Justice Act, 5 U.S.C. § 504 and 47 C.F.R. § 1.1501 *et seq.*, relating to the matters addressed in this Consent Decree.

12. **Severability.** The Parties agree that if any of the provisions of the Adopting Order or the Consent Decree shall be invalid or unenforceable, such invalidity or unenforceability shall not invalidate or render unenforceable the entire Adopting Order or Consent Decree, but rather the entire Adopting Order or Consent Decree shall be construed as if not containing the particular invalid or unenforceable provision or provisions, and the rights and obligations of the Parties shall be construed and enforced accordingly. In the event that this Consent Decree in its entirety is rendered invalid by any court of competent jurisdiction, it shall become null and void and may not be used in any manner in any legal proceeding.

13. **Subsequent Rule or Order.** The Parties agree that if any provision of the Consent Decree conflicts with any subsequent rule or Order adopted by the Commission (except

an Order specifically intended to revise the terms of this Consent Decree to which Atlantic Aviation does not expressly consent) that provision will be superseded by such Commission rule or Order.

14. **Successors and Assigns.** Atlantic Aviation agrees that the provisions of this Consent Decree shall be binding on its successors, assigns, and transferees.

15. **Final Settlement.** The Parties agree and acknowledge that this Consent Decree shall constitute a final settlement between the Parties concerning the matters referenced in paragraphs 3 and 4, above. The Parties further agree that this Consent Decree does not constitute either an adjudication on the merits or a factual or legal finding or determination regarding any compliance or noncompliance with the requirements of the Act or the Commission's Rules and Orders.

16. **Modifications.** This Consent Decree cannot be modified without the advance written consent of both Parties.

17. **Paragraph Headings.** The headings of the Paragraphs in this Consent Decree are inserted for convenience only and are not intended to affect the meaning or interpretation of this Consent Decree.

18. **Authorized Representative.** Each party represents and warrants to the other that it has full power and authority to enter into this Consent Decree.

19. **Counterparts.** This Consent Decree may be signed in any number of counterparts (including by facsimile), each of which, when executed and delivered, shall be an original, and all of which counterparts together shall constitute one and the same fully executed instrument.

FOR THE ENFORCEMENT BUREAU

Kris Anne Monteith
Chief, Enforcement Bureau

Date

FOR ATLANTIC AVIATION FBO HOLDINGS LLC

Peter Stokes
Chief Executive Officer of Atlantic Aviation FBO Holdings LLC

Date