



# PUBLIC NOTICE

Federal Communications Commission  
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DA 09-2475

Released: November 24, 2009

## DOMESTIC SECTION 214 APPLICATION FILED FOR THE TRANSFER OF CONTROL OF ACCESS MEDIA 3, INC.

### STREAMLINED PLEADING CYCLE ESTABLISHED

WC Docket No. 09-203

**Comments Due: December 8, 2009**

**Reply Comments Due: December 15, 2009**

On November 4, 2009, Access Media 3, Inc. (AM3) and AM3 Holding Corp. (AM3 Holding) (together, Applicants) filed an application pursuant to section 63.03 of the Commission's rules<sup>1</sup> seeking approval to transfer control of AM3 to several new owners.

AM3, an Illinois corporation, is authorized to provide competitive interstate and intrastate telecommunications services to business and residential customers in Illinois, Minnesota, Wisconsin, and Iowa. The following two U.S. citizens currently own at least 10 percent of the equity of AM3: Scott A. Rediger (43.3 percent) and Robert J. Heiderscheidt (26.4 percent). AM3 Holding, a Delaware corporation, is a newly formed company that does not provide telecommunications services. Applicants state that Mr. Rediger and Mr. Heiderscheidt will transfer ownership of AM3 to AM3 Holding,<sup>2</sup> and AM3 will become a wholly owned direct subsidiary of AM3 Holding. The following investors will own at least 10 percent of the equity of AM3 Holding: Mr. Rediger (13.6 percent), Meritage Fund III, L.P. (34.2 percent), WP North America Private Equity, L.P. (17.1 percent), and COREalpha Private Equity Partners II, L.P. (17.1 percent). Meritage Fund III, L.P., a U.S. entity, is wholly owned by Meritage Investment Partners III, LLC, a U.S. entity. Applicants state that no entity holds an interest in Meritage Investment Partners III, LLC that would constitute a 10 percent or greater interest in AM3. WP North America Private Equity, L.P., a U.S. entity, is owned (99 percent) by Forsta AP-Fonden Kapital KB, a Swedish entity. Applicants state that no entity holds an interest in Forsta AP-Fonden Kapital KB that would constitute a 10 percent or greater interest in AM3. WP North America Private Equity GP, LLC, a U.S. entity, is the general partner of WP North America Private Equity, L.P. WP North America Private Equity GP, LLC is owned (50 percent) by WAFRA Investment Advisory Group, Inc., a U.S. entity that is in turn wholly owned by WAFRA Investment Corporation, a Cayman Islands entity. The Public

<sup>1</sup> 47 C.F.R. § 63.03; *see* 47 U.S.C. § 214. Applicants are also filing applications for transfer of control associated with authorization for international services. Any action on this domestic section 214 application is without prejudice to Commission action on other related, pending applications. Applicants filed supplements to their domestic section 214 application on November 19 and November 23, 2009.

<sup>2</sup> Applicants state that the proposed transaction will result in a *pro forma* change in the corporate ownership of AM3 in order to establish AM3 Holding.

Institution for Social Security, a Kuwait entity, owns 95.5 percent of WAFRA Investment Corporation, and the State of Kuwait wholly owns The Public Institution for Social Security. WP COREalpha II GP, LLC, a U.S. entity, is the general partner and 100 percent owner of COREalpha Private Equity Partners II L.P., a U.S. entity. WAFRA Investment Advisory Group, Inc. is the general partner and 50 percent owner of WP COREalpha II GP, LLC. WAFRA Investment Advisory Group, Inc., in turn, is owned by the Cayman Islands and Kuwait entities described above. Applicants state that none of the above entities holds a 10 percent or greater interest in any other domestic telecommunications carrier.

Pursuant to the terms of the proposed transaction, the current owners of AM3 will relinquish positive control of the company, and the new investors will purchase equity interests in AM3 Holding and acquire indirect rights in AM3. Applicants state that no shareholder will own more than approximately 34 percent of AM3 Holding. Applicants assert that the proposed transaction is entitled to presumptive streamlined treatment under section 63.03(b)(2)(i) of the Commission's rules and that a grant of the application will serve the public interest, convenience, and necessity.<sup>3</sup>

Domestic Section 214 Application Filed for the Transfer of Control of Access Media 3, Inc., WC Docket No. 09-203 (filed Nov. 4, 2009).

### **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 application if, upon further examination, it is determined to be defective and not in conformance with the Commission's rules and policies. Pursuant to section 63.03(a) of the Commission's rules, 47 CFR § 63.03(a), interested parties may file comments **on or before December 8, 2009**, and reply comments **on or before December 15, 2009**. Unless otherwise notified by the Commission, the Applicants may transfer control on the 31<sup>st</sup> day after the date of this notice.<sup>4</sup> Comments must be filed electronically using (1) the Commission's Electronic Comment Filing System (ECFS) or (2) the Federal Government's e-Rulemaking Portal. *See* 47 C.F.R. § 63.03(a) ("All comments on streamlined applications shall be filed electronically . . . ."); *Electronic Filing of Documents in Rulemaking Proceedings*, 63 FR 24121 (1998).

- Comments may be filed electronically using the Internet by accessing the ECFS, <http://www.fcc.gov/cgb/ecfs/>, or the Federal e-Rulemaking 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.

**In addition, e-mail one copy of each pleading to each of the following:**

- 1) The Commission's duplicating contractor, Best Copy and Printing, Inc., [fcc@bcpiweb.com](mailto:fcc@bcpiweb.com); phone: (202) 488-5300; fax: (202) 488-5563;

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

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

- 2) Tracey Wilson-Parker, Competition Policy Division, Wireline Competition Bureau, [tracey.wilson-parker@fcc.gov](mailto:tracey.wilson-parker@fcc.gov);
- 3) Jodie May, Competition Policy Division, Wireline Competition Bureau, [jodie.may@fcc.gov](mailto:jodie.may@fcc.gov);
- 4) David Krech, Policy Division, International Bureau, [david.krech@fcc.gov](mailto:david.krech@fcc.gov); and
- 5) Jim Bird, Office of General Counsel, [jim.bird@fcc.gov](mailto:jim.bird@fcc.gov).

Filings and comments are 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; e-mail: [fcc@bcpiweb.com](mailto:fcc@bcpiweb.com); url: [www.bcpiweb.com](http://www.bcpiweb.com).

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For further information, please contact Tracey Wilson-Parker at (202) 418-1394 or Jodie May at (202) 418-0913.

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