



PUBLIC NOTICE

Federal Communications Commission
445 12th St., S.W.
Washington, D.C. 20554

News Media Information 202 / 418-0500
Internet: <http://www.fcc.gov>
TTY: 1-888-835-5322

DA 10-2154
Released: November 5, 2010

DOMESTIC SECTION 214 APPLICATIONS FILED FOR THE TRANSFER OF CONTROL OF ZONE TELECOM, INC. AND ASSOCIATED NETWORK PARTNERS, INC.

STREAMLINED PLEADING CYCLE ESTABLISHED

WC Docket No. 10-214

Comments Due: November 19, 2010
Reply Comments Due: November 26, 2010

Zone USA, Inc. (Zone USA) and Zone Telecom, Inc. (Zone Telecom) filed applications, pursuant to section 63.03 of the Commission's rules, to transfer control of Zone Telecom and Associated Network Partners, Inc. (ANPI).¹

Zone USA, a Delaware corporation, does not directly provide any telecommunications services. Zone USA's wholly owned operating company, Zone Telecom, also a Delaware corporation, provides wholesale and retail interexchange service throughout the U.S., and provides resold competitive local exchange service in Florida, Georgia, Illinois, Indiana, Maine, Maryland, Massachusetts, Minnesota, Missouri, New Hampshire, New Jersey, New York, Pennsylvania, Rhode Island, Vermont, and Wisconsin. Zone USA is wholly owned by ZONE Global Limited, a British Virgin Islands Company. ZONE Global Limited is wholly owned by Cyberman Limited, a British Virgin Islands company. Cyberman Limited is wholly owned by e-Kong Pillars Holdings Limited, a British Virgin Islands company. e-Kong Pillars Holdings Limited is wholly owned by e-Kong Group Limited, a Bermuda company. The following entities hold a ten percent or greater interest in e-Kong Group Limited: Goldstone Trading Limited (19.1 percent), a British Virgin Islands entity; Great Wall Holdings Limited (13 percent), a Niue entity; and Future (Holdings) Limited (14.3 percent), a St. Lucia entity. Richard John Stevens, a citizen of Canada, holds an indirect 22.8 percent interest in Zone Telecom through controlling interest in Goldstone Trading Limited (19.1 percent) and an indirect ownership interest through Siemens Enterprises Limited (3.7 percent), a Hong Kong company. William Bruce Hicks, a citizen of Canada, holds a 13.8 percent total interest in Zone Telecom through a controlling interest in Great Wall Holdings Limited (13 percent) and an interest through shares held directly in e-Kong Group Limited (.8 percent). Jennifer Wes Saran holds a 14.4 percent interest in Zone Telecom through controlling interest in Ganado Investments Corporation Limited (14.3 percent) and an indirect interest

¹ 47 C.F.R § 63.03; *see* 47 U.S.C. § 214. Applicants also filed applications for transfer of control associated with authorizations for international services. Any action on these domestic section 214 applications is without prejudice to Commission action on other pending applications. Applicants filed supplements to their applications on November 3 and 5, 2010.

through shares held personally in e-Kong Group Limited (less than .1 percent). Future (Holdings) Limited is wholly owned by Ganado Investment Corporation Limited, a St. Lucia entity.

ANPI, an Illinois corporation, provides wholesale interexchange service throughout the U.S. ANPI holds a twenty-five percent interest in Common Point, LLC, an Illinois limited liability company, which provides interexchange access services to other carriers in Illinois, Missouri, Wisconsin, and Washington. No persons or entities currently hold a ten percent or greater equity interest in ANPI.

ANPI will convert through a pro forma merger transaction into ANPI, LLC, a Delaware limited liability company, created for the sole purpose of merging with ANPI. The membership interests in ANPI, LLC will be held initially by a holding company, ANPI Holding, Inc. (ANPI Holding), an Illinois corporation which, as a result of the merger transaction, will have the exact same shareholders as ANPI did before the proposed transaction. ANPI, LLC will continue to provide services to its wholesale customers under ANPI's existing authorizations. Zone Telecom will be converted into Zone Telecom, LLC (Zone LLC), a Delaware limited liability company. All of the membership interests in Zone LLC will continue to be held initially by Zone USA.

The Applicants state, once the pro forma conversions to ANPI, LLC and Zone LLC are completed, their respective holding companies (Zone USA and ANPI Holding) intend to contribute the ownership interest in each operating company to a single holding company, which will be called ANZ LLC, a Delaware limited liability company.² In exchange for ownership of the operating companies, each holding company (Zone USA and ANPI Holding) will receive in return 50 percent of the ownership interest in ANZ LLC, and ANZ LLC will then be the parent holding company of each of ANPI, LLC and Zone LLC, the operating companies. Each of ANPI, LLC and Zone LLC will continue to operate under its current management, subject to the oversight of an ANZ LLC management team made of the combined management of both entities. 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.³

Domestic Section 214 Applications Filed for the Transfer of Control of Zone Telecom, Inc. and Associated Network Partners, Inc., WC Docket No. 10-214 (filed Oct. 15, 2010).

GENERAL INFORMATION

The Wireline Competition Bureau finds, upon initial review, that the transfer of control identified herein is 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 section 63.03(a) of the Commission's rules, 47 C.F.R. § 63.03(a), interested parties may file comments **on or before November 19, 2010**, and reply comments **on or before November 26, 2010**. Unless otherwise notified by the Commission, the Applicants may transfer control on the 31st day after the date of this notice.⁴ 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

² ANZ, LLC is a tentative name for the jointly owned holding company, which has yet to be formed. The entity will not be created until regulatory approval for the transaction has been obtained. The actual name and corporate form of ANZ, LLC may change at that time.

³ 47 C.F.R. § 63.03(b)(2)(i).

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

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 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; phone: (202) 488-5300; fax: (202) 488-5563;
- 2) Tracey Wilson, Competition Policy Division, Wireline Competition Bureau, tracey.wilson@fcc.gov;
- 3) Dennis Johnson, Competition Policy Division, Wireline Competition Bureau, dennis.johnson@fcc.gov;
- 4) David Krech, Policy Division, International Bureau, david.krech@fcc.gov; and
- 5) Jim Bird, Office of General Counsel, 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; url: www.bcpiweb.com.

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).

For further information, please contact Tracey Wilson at (202) 418-1394 or Dennis Johnson at (202) 418-0809.

-FCC-