PUBLIC NOTICE

Federal Communications Commission
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DA 11-1797
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DOMESTIC SECTION 214 APPLICATION FILED FOR THE TRANSFER OF CONTROL OF ALPHEUS COMMUNICATIONS, L.P. AND ALPHEUS DATA SERVICES, L.L.C. TO GORES AC HOLDINGS, LLC

STREAMLINED PLEADING CYCLE ESTABLISHED

WC Docket No. 11-177

Comments Due: November 10, 2011
Reply Comments Due: November 17, 2011

On October 3, 2011, Genesis Park GP Company LLC (Genesis Park), Alpheus Communications, L.P. (Alpheus), Alpheus Data Services, L.L.C. (ADS), and Gores AC Holdings, LLC (Gores) (collectively, Applicants) filed an application pursuant to section 63.03 of the Commission's rules[1] to transfer control of Alpheus and ADS to Gores.

Alpheus, a Delaware limited partnership, and its wholly owned subsidiary, ADS, a Delaware limited liability company, provide competitive telecommunications services in Texas, primarily to wholesale customers.[2] Gores, a Delaware limited liability company, is a private investment entity. Gores Capital Partners III, LP owns 95 percent of Gores. Gores Capital Advisors III, LP is the general partner of Gores Capital Partners III, L.P. The following entities have limited partner interests in Gores Capital Partners III, LP: Teacher Retirement System of Texas (12.65 percent) and Ohio Public Employees Retirement System (10.12 percent). GCA III, LLC is the general partner of Gores Capital Advisors III, LP. AEG Holdings, LLC owns 100 percent of GCA III, LLC, and The Gores Group, LLC is the manager of both GCA III, LLC and Gores. Alec E. Gores, a U.S. citizen, owns 100 percent of AEG Holdings, LLC. All entities are U.S.-based. Applicants state that Gores Capital Partners III, L.P. and its affiliate, Gores Co-Invest Partnership III, LP, hold an approximate 86 percent interest in CoBridge Holdings, LLC, the parent company of CoBridge Communications, LLC that provides competitive telecommunications services in Arkansas, Alabama, Texas, Missouri, Georgia, and Louisiana. Applicants further state that The Gores Group currently acts as the managing member of the general partner of certain investment funds that together hold a 13.1 percent ownership interest in First Communications, Inc. (FCI) through

[1] 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 amended their domestic section 214 application on October 25, 2011.

[2] Applicants state that Alpheus is a joint venture between Genesis Park and El Paso Corporation. Amended Joint Application of Genesis Park GP Company LLC, Alpheus Communications, L.P., Alpheus Data Services, L.L.C., and Gores AC Holdings, LLC, WC Docket No. 11-177, at 3-4 (filed Oct. 25, 2011).

Gores FC Holdings, LLC. FCI is a Delaware corporation that has the following operating subsidiaries that provide competitive telecommunications services in 49 states: First Communications, LLC, Globalcom, Inc., Xtension Services, Inc., and First Telecom Services, LLC.[3]

Pursuant to the terms of the proposed transaction, the partners of Alpheus intend to transfer all of their partnership interests in Alpheus to Gores, and Alpheus and ADS will become wholly owned direct subsidiaries of Gores. 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.[4]

> Domestic Section 214 Application Filed for the Transfer of Control of Alpheus Communications, L.P. and Alpheus Data Services, L.L.C. to Gores AC Holdings, LLC, WC Docket No. 11-177 (filed Oct. 3, 2011).

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 November 10, 2011,** and reply comments **on or before November 17, 2011.** Unless otherwise notified by the Commission, the Applicants may transfer control on the 31st day after the date of this notice.[5] Comments should be filed using the Commission's Electronic Comment Filing System (ECFS). *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://fjallfoss.fcc.gov/ecfs2/.

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) Jodie May, Competition Policy Division, Wireline Competition Bureau, jodie.may@fcc.gov;

4) David Krech, Policy Division, International Bureau, david.krech@fcc.gov; and

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[3] Applicants withdrew their initial request in this proceeding for approval of the transfer of control of FCI and its operating subsidiaries to Gores and for a potential alternative transaction structure whereby Gores would assign its purchase right for Alpheus to FCI and then acquire control of FCI and its operating subsidiaries, including, as of that time, Alpheus. Applicants state that Gores FC Holdings, LLC will separately request approval to acquire control of FCI and its operating subsidiaries. Letter from Jean L. Kiddoo, Brett P. Ferenchak, Danielle C. Burt, Counsel for Gores AC Holdings, LLC and Alpheus Operating Companies, to Marlene H. Dortch, Secretary, FCC, WC Docket No. 11-177 (filed Oct. 25, 2011).

[4] 47 C.F.R. § 63.03(b)(2)(i).

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

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.

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

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