



# PUBLIC NOTICE

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DA 12-372  
Released: March 9, 2012

## DOMESTIC SECTION 214 AUTHORIZATION GRANTED

### Domestic Section 214 Application Filed for the Transfer of Control of Stanacard, LLC

#### WC Docket No. 12-18

Pursuant to section 214 of the Communications Act of 1934, as amended (Act), 47 U.S.C. § 214, and sections 0.91, 0.291, and 63.03 of the Federal Communication Commission's (Commission) rules, 47 C.F.R. §§ 0.91, 0.291, 63.03, the Wireline Competition Bureau (Bureau) approves the application (Application) to transfer control of Stanacard, LLC (Stanacard) from Michael Choupak (Choupak) to Anastasia Koroleva (Koroleva) (together, Applicants).<sup>1</sup> The Bureau has determined that grant of this Application serves the public interest,<sup>2</sup> and accordingly the Application is granted pursuant to the Commission's procedures for domestic section 214 transfer of control applications.<sup>3</sup>

On February 9, 2012, Aleksandr Palatkevich (Palatkevich) and Artur Zaytsev (Zaytsev), former Chief Technology Officer and Chief Financial Officer, respectively, of Stanacard (together, Commenters), filed comments opposing the transaction proposed in the application.<sup>4</sup> Commenters state that the ownership shares of Stanacard are in dispute and are the subject of two court proceedings pending in the Supreme Court of the State of New York.<sup>5</sup> Specifically, Palatkevich states that, in the summer of 2006, he was offered and accepted a position as Chief Technology Officer of Stanacard, and that Choupak and Koroleva promised him ten percent ownership of Stanacard.<sup>6</sup> Zaytsev states that, in September, 2007, he was offered and accepted a position as Chief Financial Officer of Stanacard, and

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<sup>1</sup> *Domestic Section 214 Application for the Transfer of Control of Stanacard, LLC*, WC Docket No. 12-18 (filed Jan. 17, 2012); *Domestic Section 214 Application Filed for the Transfer of Control of Stanacard, LLC*, WC Docket No. 12-18, Public Notice, DA 12-89 (rel. Jan. 26, 2012); *Notice of Removal of Domestic Section 214 Application From Streamlined Treatment*, WC Docket No. 12-18, Public Notice, DA 12-238 (rel. Feb. 17, 2012).

<sup>2</sup> *Implementation of Further Streamlining Measures for Domestic Section 214 Authorizations*, CC Docket No. 01-150, Report and Order, 17 FCC Rcd 5517, 5540, para. 45 (2002).

<sup>3</sup> 47 C.F.R. § 63.03.

<sup>4</sup> *Comments of Aleksandr Palatkevich and Artur Zaytsev*, WC Docket No. 12-18 (filed Feb. 9, 2012) (Comments).

<sup>5</sup> *Id.* at 1.

<sup>6</sup> *Id.* at 30.

that Choupak promised him ten percent ownership of Stanacard.<sup>7</sup> Commenters state that Choupak failed to fulfill his promises to grant them each a ten percent interest in Stanacard<sup>8</sup> and further assert that they “were frozen out of their participation [in the ownership of Stanacard] while Mr. Choupak was trying to sell the company.”<sup>9</sup> Commenters further state that Choupak has claimed a London residence, has thereby avoided service of process, and that a grant of the application would allow Choupak to deny any present involvement in Stanacard, and thereby frustrate the discovery process.<sup>10</sup> Commenters request that the Commission deny the application.<sup>11</sup>

On February 16, 2012, Stanacard filed an Opposition to Petition to Deny.<sup>12</sup> Stanacard states that, other than the pending litigation between Commenters and the Applicants, Commenters have no interest in the application and do not raise any issues affecting the public interest. Stanacard states that precedent establishes that the Commission will not delay or deny transfer of control applications involving section 214 authority because of private claims in litigation.<sup>13</sup> Stanacard further argues that Commenters have failed to make a *prima facie* showing that grant of the application would be inconsistent with the public interest,<sup>14</sup> and that the Commenters fail to comply with statutory and regulatory requirements of the Commission’s rules because the Commenters are not real parties in interest, did not submit an affidavit to support factual allegations, and failed to serve the comments.<sup>15</sup> In addition, Applicants note that, even if Commenters were entitled to a minority 10 percent membership interest, Choupak, as the Managing Member and majority interest holder, was in a position to transfer a controlling interest in Stanacard to the transferee, Koroleva.<sup>16</sup>

We conclude that the concerns raised by Commenters are not sufficient to persuade us to deny the transaction or to impose conditions on the terms of the transfer. We find that the transaction is likely to result in public interest benefits, including the uninterrupted provision of telecommunications service

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<sup>7</sup> *Id.* at 4.

<sup>8</sup> *Id.* at 5, 16.

<sup>9</sup> *Id.* at 1.

<sup>10</sup> *Id.* at 2.

<sup>11</sup> *Id.*

<sup>12</sup> *Opposition to Petition to Deny of Stanacard, LLC*, WC Docket No. 12-18 (filed Feb. 16, 2012) (Opposition).

<sup>13</sup> *Id.* at 2. Stanacard cites to *Application of ComScape Communications, Inc.*, File No. 0003023125, Memorandum Opinion and Order, 23 FCC Rcd. 5753, 5754-55 (WTB 2008), which rejected a petition to deny where the matters involved employment concerns, and were “not relevant to the Commission’s duty to determine whether the Applicants involved have demonstrated that the [applications] would serve the public interest, convenience, and necessity.”

<sup>14</sup> Opposition at 3.

<sup>15</sup> *Id.* at 4.

<sup>16</sup> Opposition at 3, 5.

to Stanacard's customers.<sup>17</sup> We agree with the Applicants that Commenters' claims are more appropriately resolved in the pending litigation.<sup>18</sup> It is well established that the Commission is not the proper forum for resolving private contractual disputes, and that the Commission will not defer action on transfer applications pending state court litigation of private contractual matters.<sup>19</sup> Because the litigation at issue concerns a contractual dispute between the Commenters and the Applicants, we will not defer or condition the grant of the application.<sup>20</sup>

The Bureau finds, upon consideration of the record, that grant of the application will serve the public interest, convenience, and necessity.

Pursuant to section 1.103 of the Commission's rules, 47 C.F.R. § 1.103, the consent granted herein is effective upon the release of this Public Notice. Petitions for reconsideration under section 1.106 or applications for review under section 1.115 of the Commission's rules, 47 C.F.R. §§ 1.106, 1.115, may be filed within 30 days of the date of this Public Notice.

For further information, please contact Christopher Sova, (202) 418-1868, Competition Policy Division, Wireline Competition Bureau.

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<sup>17</sup> Application, Attachment 1 at 5.

<sup>18</sup> See *Verizon Communications Inc. and MCI, Inc. Applications for Approval of Transfer of Control*, WC Docket No. 05-75, Memorandum Opinion and Order, 20 FCC Rcd 18433, 18529, para. 191 (2005) (noting that a number of issues raised by commenters were not specific to the transaction at issue, and therefore need not be addressed in the proceeding).

<sup>19</sup> See, e.g., *Applications of AT&T Inc. and Cellco Partnership d/b/a Verizon for Consent to Assign and Transfer Control of Licenses and Authorizations and Modify a Spectrum Leasing Arrangement*, WT Docket No. 09-104, Memorandum Opinion and Order, 25 FCC Rcd 8704, 8762-63, para. 139 (2010) (declining to defer action on transfer applications pending state court litigation of a contractual dispute); *Application of John R. Kingsbery, Henry B. Tippie et al. (Transferors) and Mid-Texas Broadcasting, Inc. (Transferee)*, File No. BTC-8718, Memorandum Opinion and Order, 71 FCC2d 1173, 1174 (1979) (citing *Transcontinent Television Corp.*, 21 RR 945 (1961) (denying an argument that the Commission should reject an application for transfer of control because of a private contract dispute)); *Milford Broadcasting Co.*, MM Docket No. 92-317, Hearing Designation Order, 8 FCC Rcd 680, 680, para. 2 (MB 1993) (private disputes are beyond the Commission's jurisdiction and must be resolved in a local court of competent jurisdiction); *Centel Corp.*, File No. 08374-CL-TC-1-92 et al., Memorandum Opinion and Order, 8 FCC Rcd 1829, 1831, para. 10 (CCB 1993) (Commission is not the proper forum for the resolution of private contractual disputes); *Margaret Jackson*, File No. BTCCT-2011024AAU, Memorandum Opinion and Order, 18 FCC Rcd 26403, 26404 (2003) (denying an application for review of a license transfer in which Commission staff had rejected arguments that the transfer should be denied or deferred because of pending litigation in state court concerning shareholder interests).

<sup>20</sup> We deny the comments based on Commission precedent and do not address Applicants' procedural arguments, including the Commenters' failure to serve the comments or file an affidavit.