



PUBLIC NOTICE

Federal Communications Commission
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**DOMESTIC SECTION 214 APPLICATION FILED FOR THE
TRANSFER OF CONTROL OF U.S. CONNECT, LLC
TO GREAT WIRELESS, LLC**

NON-STREAMLINED PLEADING CYCLE ESTABLISHED

WC Docket No. 13-187

Comments Due: August 27, 2013
Reply Comments Due: September 3, 2013

On July 18, 2013, U.S. Connect, LLC (US Connect), International Media Technology, LLC (IMT), LCSD Holdings, LLC (LCSD), Great Wireless, LLC (GW), Nadia Shivji, and Suleman Bhimani (together, Applicants) filed an application pursuant to section 63.03 of the Commission's rules¹ for a series of transactions that ultimately resulted in the transfer of control, without prior authorization from the Commission, of US Connect to GW.²

US Connect, a Georgia limited liability company, is a non-dominant carrier that resells eligible telecommunications carrier services from various facilities in Arkansas, Maryland and West Virginia. International Media Technology, LLC (IMT) is a privately owned limited liability company in Atlanta Georgia. LCSD, a Texas limited liability company, is primarily a stockholding company. GW, a Texas limited liability company, does not directly provide telecommunications services.

In August, 2011, IMT sold 100 percent of the membership interests in US Connect to LCSD, GW, and Bassam Abdallah and Jay Giesen (Minority Shareholders), which resulted in LCSD and GW each owning 45 percent of US Connect and the Minority Shareholders owning the remainder.³ In

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 filed a supplement to their application on August 6, 2013.

² On August 8, 2013, the Wireline Competition Bureau granted Applicants' request for Special Temporary Authority for a period of 60 days for authorization to continue to provide service pending approval of this application. A grant of the application will be without prejudice to any enforcement action by the Commission for non-compliance with the Communications Act of 1934, as amended, or the Commission's rules. Letter from Leon Nowalsky, Counsel, to Marlene H. Dortch, Secretary, FCC, WC Docket No. 13-187 (filed July 16, 2013).

³ Bassam Abdallah and Jay Giesen's ownership interest following this transaction was 8% and 2% respectively. At that time, US Connect had no customers.

September 2011, loans were made to US Connect which resulted in GW's ownership share in US Connect increasing to 60 percent, represented collectively herein as a transfer of membership interest from LCSD to GW.⁴ In connection with the loans to US Connect on behalf of GW, the principal shareholder of GW, Nadia Shivji, ceded her entire ownership interest in GW to Suleman Bhimani, a Canadian citizen, effectively making him owner of 100 percent of GW, which, in turn, owned 60 percent of US Connect. Over a period of several months thereafter, LCSD and the Minority Shareholders, in settlement of a shareholder lawsuit, surrendered all of their ownership in US Connect back to US Connect, which had the effect of making GW the 100 percent owner of US Connect.

Applicants state that a grant of the application will serve the public interest, convenience, and necessity. They assert that consummation of the proposed transaction will result in net benefits to US Connect's customers by strengthening its financial status. Also, Applicants state the proposed transaction will enhance US Connect's ability to offer a broader range of products and services to customers.

Domestic Section 214 Application Filed for the Transfer of Control of
U.S. Connect, LLC to Great Wireless, LLC, WC Docket No. 13-187
(filed July. 18, 2013).

GENERAL INFORMATION

The transfer of control identified herein has been found, upon initial review, to be acceptable for filing as a non-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 August 27, 2013**, and reply comments **on or before September 3, 2013**. Pursuant to section 63.52 of the Commission's rules, 47 C.F.R. § 63.52, commenters must serve a copy of comments on the Applicants no later than the above comment filing date.

Pursuant to section 63.03 of the Commission's rules, 47 CFR § 63.03, parties to this proceeding should file any documents in this proceeding using the Commission's Electronic Comment Filing System (ECFS): <http://fjallfoss.fcc.gov/ecfs2/>.

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

- 1) Tracey Wilson, Competition Policy Division, Wireline Competition Bureau, tracey.wilson@fcc.gov;
- 2) Dennis Johnson, Competition Policy Division, Wireline Competition Bureau, dennis.johnson@fcc.gov;
- 3) David Krech, Policy Division, International Bureau, david.krech@fcc.gov; and
- 4) Jim Bird, Office of General Counsel, jim.bird@fcc.gov.

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).

⁴ Applicants state that the loans made to US Connect resulted in a dilution of the ownership of LCSD in US Connect below 50% while increasing the ownership of GW in US Connect to 60%.

The proceeding in this Notice shall be treated as a “permit-but-disclose” proceeding in accordance with the Commission’s *ex parte* rules.⁵ Persons making *ex parte* presentations must file a copy of any written presentation or a memorandum summarizing any oral presentation within two business days after the presentation (unless a different deadline applicable to the Sunshine period applies). Persons making oral *ex parte* presentations are reminded that memoranda summarizing the presentation must (1) list all persons attending or otherwise participating in the meeting at which the *ex parte* presentation was made, and (2) summarize all data presented and arguments made during the presentation. If the presentation consisted in whole or in part of the presentation of data or arguments already reflected in the presenter’s written comments, memoranda or other filings in the proceeding, the presenter may provide citations to such data or arguments in his or her prior comments, memoranda, or other filings (specifying the relevant page and/or paragraph numbers where such data or arguments can be found) in lieu of summarizing them in the memorandum. Documents shown or given to Commission staff during *ex parte* meetings are deemed to be written *ex parte* presentations and must be filed consistent with rule 1.1206(b), 47 C.F.R. § 1.1206(b). Participants in this proceeding should familiarize themselves with the Commission’s *ex parte* rules.

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

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⁵ 47 C.F.R. §§ 1.1200 *et seq.*