



# PUBLIC NOTICE

FEDERAL COMMUNICATIONS COMMISSION  
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**Report No. TEL-01077NS**

**Monday October 16, 2006**

## **NON STREAMLINED INTERNATIONAL APPLICATIONS ACCEPTED FOR FILING**

### **Section 214 Applications (47 C.F.R. § 63.18); Authorize Switched Services over Private Lines (47 C.F.R. § 63.16) and Section 310(b)(4)**

Unless otherwise specified, the following procedures apply to the applications listed below:

The applications listed below have been found, upon initial review, to be acceptable for filing. These applications are not subject to the streamlined processing procedures set forth in Section 63.12 of the Commission's rules, 47 C.F.R. § 63.12. These applications shall not be deemed granted until the Commission affirmatively acts upon the application, either by public notice or by written order. Operation for which authorization is sought may not commence except in accordance with any terms or conditions imposed by the Commission.

Unless otherwise specified, interested parties may file comments with respect to these applications within 28 days of the date of this public notice. We request that such comments refer to the application file number shown below. No application listed below shall be granted by the Commission earlier than the day after the date specified in this public notice for the filing of comments.

Unless otherwise specified, ex parte communications between outside parties and Commission staff concerning these applications are permitted subject to the Commission's rules for "permit-but-disclose proceedings." See 47 C.F.R. § 1.1206.

Copies of all applications listed here are available for public inspection in the FCC Reference and Information Center, located in room CY-A257 at the Portals 2 building, 445 12th Street SW, Washington DC 20554. The center can be contacted at (202) 418-0270. 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](mailto:fcc504@fcc.gov) or call the Consumer & Governmental Affairs Bureau at 202-418-0530 (voice), 202-418-0432 (tty). All applications listed are subject to further consideration and review, and may be returned and/or dismissed if not found to be in accordance with the Commission's rules, regulations, and other requirements.

## Petition for Declaratory Ruling

Trident Global Communications LLC (Trident) and PetroCom License Corporation (PetroCom) (the "Petitioners") request a declaratory ruling that it is in the public interest to permit indirect foreign voting interests in PetroCom in excess of the 25 percent benchmark set forth in section 310(b)(4) of the Communications Act of 1934, as amended (the "Act"). This request is filed in connection with applications for consent to transfer control of PetroCom's common carrier radio licenses from the current shareholders of its parent company, S&P Cellular Holding Company, LLC (S&P), to Trident. PetroCom has filed transfer of control applications for its Cellular Radiotelephone and 800 MHz Specialized Mobile Radio (SMR) licenses (ULS 0002734993); Domestic Fixed Satellite transmit/receive earth station licenses (IBFS File No. SES-T/C-20060920-01757); and Very Small Aperture Terminal (VSAT) licenses (IBFS File No. SES-T/C-20060920-01758).

Trident has entered into an agreement whereby it will acquire all of the issued and outstanding stock of S&P. At the same time, all of PetroCom's issued and outstanding stock will be acquired by its affiliate, PetroCom, LLC. Upon consummation, PetroCom will be indirectly wholly owned by Trident through Trident's 100% direct and indirect ownership of S&P and PetroCom, LLC, respectively, each of which is a U.S.-organized company.

Trident is 91% majority-owned and controlled by H.I.G. Communications, L.L.C., a privately-held U.S. investment company. H.I.G. Communications, L.L.C. is wholly owned by H.I.G. Bayside Opportunity Fund, L.P. (Bayside Opportunity), a U.S. limited partnership. Bayside Opportunity is controlled by its sole general partner, H.I.G. Bayside Advisors, LLC (Bayside Advisors), which also holds a 0.28% equity interest in Bayside Opportunity. Bayside Advisors is a U.S. limited liability company that is controlled by a managing member, H.I.G.-GPII, Inc. (HIG-GPII), a Delaware corporation that is owned and controlled by two U.S. citizens: Anthony Tamer (50%) and Sami Mnaymneh (50%). HIG-GPII has no equity interest in Bayside Advisors. There are four non-managing members that hold the equity interest, but no voting interest, in Bayside Advisors. One of these non-managing members is Kactus Investment Corporation, a privately-held Cayman Islands corporation that holds a 40% equity interest in Bayside Advisors.

According to the Petitioners, Kactus has its principal place of business in the United States and is wholly owned by the Tamer Family Trust, a U.S.-based trust that is controlled by a U.S. citizen, Anthony Tamer, its sole trustee. Petitioners state that the trustee's management of the Tamer Family Trust and its investments is irrevocable and that the trust has one beneficiary, a citizen of Lebanon who holds no voting interest but merely receives profit from the trust.

Applying the Commission's foreign ownership case precedent, Petitioners calculate that Kactus would have, post-transaction, a 0.1019% indirect equity interest in PetroCom. Kactus may also be considered to have a 40% indirect voting interest in PetroCom as a result of its 40% ownership interest in Bayside Advisors, the controlling general partner of Bayside Opportunity, which holds indirectly 91% of the equity and voting interests in Trident.

The Petitioners assert that, pursuant to the rules and policies established by the Commission's Foreign Participation Order, 12 FCC Rcd 18158 (2000), the proposed indirect foreign voting interest of PetroCom by Kactus in excess of the 25 percent benchmark in Section 310(b)(4) of the Act is consistent with the public interest. The Petitioners also request advance authority to accept up to and including an additional aggregate 25 percent total indirect equity and voting interest from any of the foreign investors named in the petition or other unnamed foreign investors without seeking prior Commission approval under section 310(b)(4) of the Act.

Transfer of Control

**Current Licensee:** Petrocom License Corporation**FROM:** S&P Cellular Holding Company, LLC**TO:** Trident Global Communications LLC

Application for consent to transfer control of international Section 214 authorization, ITC-214-19980226-00151, held by PetroCom License Corporation (PetroCom) from the shareholders of S&P Cellular Holding Company, LLC (S&P) to Trident Global Communications LLC (Trident). Trident has entered into an agreement with the current shareholders of S&P whereby Trident will acquire all of the issued and outstanding stock of S&P. At the same time, all of PetroCom's issued and outstanding stock will be acquired by its affiliate, PetroCom, LLC. Upon consummation, PetroCom will be indirectly wholly owned by Trident through Trident's 100% direct and indirect ownership of S&P and PetroCom, LLC, respectively.

Trident is 91% majority-owned and controlled by H.I.G. Communications, L.L.C., which, in turn, is wholly owned by H.I.G. Bayside Opportunity Fund, L.P. (Bayside Opportunity). Bayside Opportunity is controlled by its sole general partner, H.I.G. Bayside Advisors, LLC (Bayside Advisors), which also holds a 0.28% equity interest in Bayside Opportunity. Bayside Advisors is controlled by a managing member, H.I.G.-GPII, Inc. (HIG-GPII), which is owned and controlled by two U.S. citizens: Anthony Tamer (50%) and Sami Mnaymneh (50%). HIG-GPII has no equity interest in Bayside Advisors. There are four non-managing members that hold the equity interest, but no voting interest, in Bayside Advisors. One of these non-managing members is Kactus Investment Corporation, a privately-held Cayman Islands corporation that holds a 40% equity interest in Bayside Advisors. According to the Petitioners, Kactus is wholly owned by the Tamer Family Trust, a U.S.-based trust that is controlled by a U.S. citizen, Anthony Tamer, its sole trustee. Petitioners state that the trustee's management of the Tamer Family Trust and its investments is irrevocable and that the trust has one beneficiary, a citizen of Lebanon who holds no voting interest but merely receives profit from the trust. According to the Application, there are no other individuals or entities that would hold a 10% or greater direct or indirect equity or voting interest in PetroCom.

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**REMINDER:**

Applicants must certify that neither the applicant nor any party to the application is subject to a denial of federal benefits by federal and/or state courts under authority granted in 21 U.S.C. § 862. See 47 C.F.R. §§ 1.2001–.2003.

An updated version of Section 63.09-.25 of the rules, and other related sections, is available at <http://www.fcc.gov/ib/pd/pf/telecomrules.html>