

LEBOEUF, LAMB, GREENE & MACRAE
L.L.P.

A LIMITED LIABILITY PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS

NEW YORK
WASHINGTON, D.C.
ALBANY
BOSTON
CHICAGO
HARRISBURG
HARTFORD
HOUSTON
JACKSONVILLE
LOS ANGELES
PITTSBURGH
SAN FRANCISCO

1875 CONNECTICUT AVE., N.W.
SUITE 1200
WASHINGTON, D.C. 20009-5728
(202) 986-8000
FACSIMILE: (202) 986-8102

E-MAIL ADDRESS: RRUBIN@LLGM.COM
WRITER'S DIRECT DIAL: (202) 986-8111

LONDON
(A LONDON-BASED
MULTINATIONAL PARTNERSHIP)
PARIS
BRUSSELS
JOHANNESBURG
(PTY) LTD.
MOSCOW
RIYADH
(AFFILIATED OFFICE)
BISHKEK
ALMATY
BEIJING

May 23, 2005

Ms. Marlene Dortch, Secretary
Federal Communications Commission
Office of the Secretary
c/o Natek, Inc.
236 Massachusetts Avenue, NE
Suite 110
Washington, DC 20002

RECEIVED
MAY 23 2005
Federal Communications Commission
Office of Secretary

**Re: ClearComm, Inc. (Transferor)
Telefonica Moviles Puerto Rico, Inc. (Transferee)
Applications for FCC Consent to
Transfer of Control Of NewComm Wireless, Inc.
File Nos. 0001049003 (PCS), 0001048972 (Microwave),
0001817003 (Microwave), and ITC-T/C-20021015-00512
(International 214)**

Dear Ms. Dortch:

On August 12, 2004, the Commission granted three applications for Commission consent to the transfer of control of NewComm Wireless Services, Inc. ("NewComm"), a licensee of certain Personal Communications Service ("PCS") and Common Carrier Point-to-Point Microwave Service facilities and holder of an international Section 214 authorization, from ClearComm, LLC ("ClearComm") to Telefonica Moviles Puerto Rico, Inc. ("TEM PR").¹ On August 18, 2004, the Commission granted one application for Commission consent to the transfer of control of NewComm in its capacity as a holder of certain additional Common Carrier Point-to-Point Microwave Service facilities.² On February 8, 2005, TEM PR filed identically-

¹ See File Nos. 0001049003 (PCS), 0001048972 (Microwave) and ITC-T/C-20021015-00512 (International 214).

² See File No. 0001817003 (Microwave).

Ms. Marlene Dortch, Secretary
May 23, 2005
Page 2

worded applications for an extension of the time within which TEM PR and ClearComm could consummate the transfer of control ("Extension Applications").³

TEM PR and ClearComm have not consummated the transfer of control transaction which was the subject of the Commission's August 12, 2004 and August 18, 2004 consents and it now appears, that the parties have agreed that a transfer of control of NewComm from ClearComm to TEM PR is not likely to be consummated in the near future. Accordingly, TEM PR will shortly be withdrawing all pending ULS and Section 214 applications relating to this transaction.⁴ Nonetheless, TEM PR notes that on April 24, 2005, it acquired 49.9 percent of NewComm pursuant to Commission authorization and that an FCC Form 602 will be filed shortly so that the Commission's records will accurately reflect the ownership of NewComm.⁵

Please address any questions with respect to TEM PR to the undersigned and with respect to NewComm or ClearComm to Eric DeSilva at 202.719.3182.

Sincerely,



Richard Rubin
Counsel to Telefonica Moviles Puerto Rico, Inc.

cc: Erin McGrath, Esq.
Susan O'Connell, Esq.
Eric DeSilva, Esq.

³ The three applications sought extensions for the consummation of the transfer of control of NewComm as a licensee of Common Carrier Point-to-Point Microwave facilities and as a PCS licensee. See File Nos. 0002038769, 0002038791 and 0002038798.

⁴ In such regards, the parties note that one ULS application requesting an extension of the consummation period was recently dismissed by the FCC. See ULS File No. 0002038798. The Application Dismissal letter states as its last paragraph that "[t]he application was not amended within 60 days of the date shown on the Notice of Application Return letter, therefore, this application is hereby dismissed." In the interest of accuracy, TEM PR notes that it has no record of ever having received the Notice of Application Return letter. Although the other two ULS applications requesting an extension of the consummation period were granted, see file nos. 0002038769 and 0002038791, the dismissal of one application also resulted in the dismissal of the associated underlying transfer of control application. See ULS File No. 0001817003.

⁵ See File No. ISP-PDR-20021015-00035 where the Commission granted, also on August 12, 2004, TEM PR's Petition for Declaratory Ruling Under Section 310(b)(4) of the Act, finding that it would be in the public interest to allow TEM PR, a U.S. corporation owned 100 percent by Telefonica Moviles, S.A., a company organized under the laws of the country of Spain, to hold up to 50.1 percent of NewComm. This grant remains in effect.