

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, DC 20554**

In the Matter of)
)
MetroBridge Networks Licensing, LLC)
and MetroBridge Americas)
)
Petition under Section 310 of the)
Communications Act of 1934,)
as amended, for Declaratory Ruling)
Regarding Indirect Foreign Ownership)

WT Docket No. _____

FILED/ACCEPTED
JUL 31 2008
Federal Communications Commission
Office of the Secretary

PETITION FOR DECLARATORY RULING

MetroBridge Networks Licensing, LLC (“MetroBridge Licensing”) and MetroBridge Americas, both Delaware corporations, by this Petition, request a declaratory ruling from the Commission that it is in the public interest for MetroBridge Licensing to have indirect foreign investment in excess of the 25 percent benchmark under Section 310(b)(4) of the Communications Act of 1934, as amended (47 U.S.C. § 310(b)(4)). Specifically, MetroBridge Licensing and MetroBridge Americas believe that it would serve the public interest to permit up to 100 percent indirect foreign ownership of MetroBridge Licensing by foreign entities and individuals, as described in this Petition.

MetroBridge Licensing is a wholly-owned subsidiary of MetroBridge Americas, a United States corporation. MetroBridge Licensing plans to utilize point-to-point microwave stations to provide broadband wireless internet access services to the public. Concurrent with this Petition, MetroBridge Licensing is filing FCC Form 601 for authority to operate microwave stations in Phoenix, Arizona. MetroBridge Americas is a private company that is a wholly-owned

subsidiary of MetroBridge Networks Corporation (“MetroBridge Corporation”), a privately owned Canadian company. MetroBridge Americas owns the sole and controlling interest in MetroBridge Licensing.

MetroBridge Corporation is a wholly-owned subsidiary of MetroBridge Networks International Inc. (“MetroBridge International”), a publicly owned Canadian holding company. MetroBridge Corporation is a leading international high-speed wireless broadband provider for businesses and government agencies in mid-to-large urban markets, including Vancouver, British Columbia, Canada.

MetroBridge Licensing and MetroBridge Americas request the Commission to grant this Petition that MetroBridge Licensing’s foreign ownership structure in excess of the 25 percent benchmark set forth in Section 310(b)(4) of the Communications Act is in the public interest.¹ In the Foreign Participation Order, the Commission found that “additional foreign investment can promote competition in the U.S. market” and that “the public interest will be served by permitting more open investments by entities from World Trade Organization (“WTO”) member countries in U.S. common carrier wireless licenses.”² In light of these findings, the Commission replaced its equivalent competitive opportunities analysis with a rebuttable presumption in favor

¹ 47 U.S.C. § 310(b)(4); see Rules and Policies on Foreign Participation in the U.S. Telecommunications Market, 12 FCC Rcd 23891, 23939, ¶ 111 (1997) (“Foreign Participation Order”).

² Id.

of entry for applicants whose foreign ownership was from WTO member countries.³ The Commission has subsequently affirmed this policy on several occasions.⁴

The entities and individuals that have indirect foreign ownership interests in MetroBridge Licensing are all entitled to the presumption in favor of entry because they are all nationals of Canada, and Canada is a member of the WTO. First, as described above, MetroBridge Corporation is a Canadian company wholly owned by MetroBridge International. MetroBridge Corporation maintains its headquarters at 918-1030 W. Georgia St., Vancouver, BC, Canada V6E 2Y3; all of its directors and officers are United States or Canadian nationals; the majority of its tangible property, including production, transmission, billing, information, and control facilities, is located in Canada; and its business in Canada accounts for more revenues than its business in any other country. Under the “principal place of business” analysis adopted by the Commission in the Foreign Carrier Entry Order and affirmed in the Foreign Participation Order, MetroBridge Corporation’s “home market” is Canada.⁵

MetroBridge International, a holding company that does not engage in operations, is a corporation organized under the laws of Canada and headquartered in Canada; all of its directors

³ Id. at 23913, ¶ 50.

⁴ See VoiceStream Wireless Corp., 15 FCC Rcd 3341, 3348, ¶ 16 (2000) (the Commission has adopted a “strong presumption that no competitive concerns are raised by ... indirect foreign investment[s] from WTO member countries”).

⁵ See 11 FCC Rcd 3873, 3048-52 ¶¶ 199-208 (1995) (“Therefore, in determining an alien entity’s home market for purposes of our public interest determination under Section 310(b)(4), we will identify: (1) the country of its incorporation, organization, or charter; (2) the nationality of all investment principals, officers, and directors; (3) the country in which its world headquarters is located; (4) the country in which the majority of its tangible property, including production, transmission, billing, information, and control facilities, is located; and (5) the country from which it derives the greatest sales and revenues from its operations. If all five of these factors indicate that the same country should be considered to be the entity’s home market, it will be presumed to be so, subject only to rebuttal based on clear and convincing evidence to the contrary.”)

and officers are Canadian nationals; and its businesses in Canada account for more revenue than its businesses in any other country. Under the “principal place of business” analysis adopted by the Commission in the Foreign Carrier Entry Order and affirmed in the Foreign Participation Order, MetroBridge International’s “home market” is Canada.

MetroBridge International is a publicly traded company. As such, the owners of the shares may change on a daily basis. MetroBridge Licensing provides information about MetroBridge International’s shareholders in Exhibits 1 and 2 (attached). MetroBridge Licensing obtained the information contained in Exhibits 1 and 2 from the records of Compterserve, the transfer agency used by MetroBridge International. Exhibits 1 and 2, respectively dated May 20, 2008 and June 12, 2008, indicate each shareholder’s name, address, and number of shares owned. Both exhibits encompass 100 percent of MetroBridge International’s shareholders as of May 20 and June 12, 2008. A review of the exhibits indicates that substantially all of MetroBridge International’s shares are held by Canadian residents and that all of MetroBridge International’s shares are held by residents of WTO member countries. Based on the foregoing, MetroBridge Licensing, which is indirectly owned by MetroBridge International, is entitled to the presumption in favor of entry.

Accordingly, MetroBridge Licensing and MetroBridge Americas request the Commission to issue a ruling that the 100 percent indirect foreign ownership of MetroBridge Licensing by MetroBridge Corporation and MetroBridge International is in the public interest. Indeed, the Commission has endorsed ownership of up to 100 percent by entities from WTO member

countries.⁶ MetroBridge Licensing has no direct or indirect foreign government ownership nor is MetroBridge Licensing, or any company or individual with a controlling interest in MetroBridge Licensing a representative of a foreign government. Therefore, Section 310(a) is not applicable to this Petition.

CONCLUSION

For the foregoing reasons, grant of microwave licenses to MetroBridge Licensing complies with all applicable Commission rules and will serve the public interest. Accordingly, MetroBridge Licensing and MetroBridge Americas respectfully request the Commission to grant this Petition.

Respectfully submitted,



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July 31, 2008

⁶ See International Authorizations Granted, Public Notice, File No. ISP-PDR-200303-11-0006, 19 FCC Rcd 275 (2004) (declaratory ruling permitting the indirect foreign ownership of SkyWave Mobile Communications Corp. by SkyWave Mobile Communications, Inc., a Canadian corporation, and its Canadian shareholders up to and including 100 percent of the equity and voting interests); see also Verizon Communications, Inc., Transferor and America Movil, S.A. De C.V. Transferee Application for Authority to Transfer Control of Telecomunicaciones de Puerto Rico, Inc. (TELPRI), Memorandum Opinion and Order and Declaratory Ruling, 22 FCC Rcd 6195 (2007) (declaratory ruling permitting the indirect foreign ownership of the Puerto Rico Telephone Company by Sercotel (a Mexican company), American Movil (a Mexican company), and America Movil's Mexican shareholders up to an including 100 percent of the equity and voting interests).

EXHIBIT 1

METROBRIDGE NETWORKS INTERNATIONAL INC.
 SHAREHOLDER LIST
 MAY 20, 2008

C02_CLASS	TOTAL	REG_ADDRESS_LINE_1	REG_ADDRESS_LINE_2	REG_ADDRESS_LINE_3
	94080	PHILIPPE MARLEAU	4079 DEBULLION	MONTREAL QC H2W 2E6
	274400	PALOS CAPITAL POOL L P	1812-1 PLACE VILLE-MARIE	MONTREAL QC H3B 4A9
	78400	VICTOR SALVAGGIO	610 CARLETON	WESTMOUNT QC H3Y 2Y2
	78400	ERIS SALVATORI	26 ROSEMOUNT	WESTMOUNT QC H3Y 3G7
	94080	MAZEN HADDAD	3075 JEAN GIRARD	MONTREAL QC H3Y 3L1
	78400	NICOLAS MATOSSIAN	1951 CH NICOLAS AUSTIN	AUSTIN QC J0B 1B0
	25010	ANDREW STEWART	370 ATWATER AVENUE	MISSISSAUGA ON L5G 2A3
	25000	GUNDYCO TR <A/C 501 98154 21>	CIBC WORLD MARKETS INC	161 BAY STREET 10TH FLR
	25000	GUNDYCO TR <A/C 811 08613 28>	CIBC WORLD MARKETS INC	TORONTO ON M5J 2S8
	3096138	COMPUTERSHARE INVESTOR SERVICES RE	SHS OF CLASS A METROBRIDGE (M01)	161 BAY STREET 10TH FLR
	28851971	CDS & CO	NCI ACCOUNT	TORONTO ON M5J 2Y1
	100000	EDWARD SCHNARR	41 ROSEWOOD PLACE	25 THE ESPLANADE
	2500	JEFF BERWICK	402-10011 123 ST NW	PO BOX 1038 STN A
	112000	OKANAGAN INNOVATION FUND INC	406-1708 DOLPHIN AVENUE	TORONTO ON M5W 1G5
	4000	TOM CALNE	62 WEST ST PAUL	KITCHENER ON N2A 1E7
	3750	STEPHEN G NIVEN	725 APPIAN WAY	EDMONTON AB T5N 1M9
	376193	ENTREPRENEURIAL INPUT INC	906 ROBINSON STREET	KELOWNA BC V1Y 9S4
	50000	DAVE HUNTER	16376 MORGAN CREEK PLACE	KAMLOOPS BC V2C 1G1
	100000	DEBORAH REAY HARDING	15490 OXENHAM AVENUE	COQUITLAM BC V3J 2B2
	100000	JAMES CRAIG HARDING	15490 OXENHAM AVENUE	COQUITLAM BC V3J 4G6
	9041	RON HELFERTY	4901 2A AVENUE	SURREY BC V3S 0H5
	164087	LLOYD DEDEMUS	7063 MALIBU DRIVE	WHITE ROCK BC V4B 2J3
	14660	RONALD BRIMACONE	8276 AMBERWOOD PLACE	WHITE ROCK BC V4B 2J3
	25244	RONALD BRIMACONE	8276 AMBERWOOD PLACE	DELTA BC V4M 3N4
	25244	KAREN PARLIAMENT	8276 AMBERWOOD PLACE	BURNABY BC V5A 1A2
	111112	RIX COMMUNICATIONS LTD	101 - 4606 CANADA WAY	BURNABY BC V5A 3V2
				BURNABY BC V5A 3V2
				BURNABY BC V5A 3V2
				BURNABY BC V5G 1K5

METROBRIDGE NETWORKS INTERNATIONAL INC.
SHAREHOLDER LIST
MAY 20, 2008

1507 WILSON EDGAR
60000 JACOB PERRY AND ILANA PERRY JOINTLY
19600 JAMES L HEPPPELL

18557 OLIVIER GERVAIS-HARREMAN
2203935 DORIAN BANKS
18000 RAFEH HULAYS
752632 METROBRIDGE EMPLOYEE TRUST
2098656 TALAL YASSIN
31849 HANI ZABANEH

189307 RIX VENTURE CAPITAL (VCC) CORP

1507 JENNIFER THOMSON
183020 STEPHEN SCHRAMM
28766 MARK NEWMAN
265777 CHRISTOPHER MORRIS
14199 SARAH MORTON

339331 DAVID SHORE
1210 ERIC MACDONALD
41096 CHRIS MUSSELLE
774106 DAVID KING
555555 WINDLINE CAPITAL CORPORATION
300418 RENNIE HEEL AND ANNE HEEL JOINTLY
100000 DUNNERY BEST
200000 FRANCOISE DUCRET
15000 STEVEN LOBB
20000 AMAR AL KADHI

8000 MOHAMMED SAFFOURI

2182 EAST 8TH AVENUE
4273 QUEBEC ST
885 WEST GEORGIA ST
1807 1011 BEACH AVE
918 - 1030 WEST GEORGIA ST
918 - 1030 WEST GEORGIA STREET
918 - 1030 WEST GEORGIA STREET
918 - 1030 W GEORGIA ST
1030 GEORGIA ST W

C/O BULL HOUSSER & TUPPER LLL

1030 BROADWAY W

1955 WHYTE AVENUE
304-2055 YORK AVENUE
207-1935 WEST LST AVE
1650 13TH AVE W

450-400 BURRARD STREET
2710 928 BEATTY STREET
509 928 BEATTY STREET
3369 HUNTLIGH CRT
2867 MARINE DR
2781 ARBUTUS RD
520 ISLAND ROAD
520 ISLAND RD
409 CONWAY ROAD
130 EBURY STREET

P O BOX 182 400

VANCOUVER BC V5N 1V5
VANCOUVER BC V5V 3L1
SUITE 1280

VANCOUVER BC V6C 3E8
VANCOUVER BC V6E 1T8
VANCOUVER BC V6E 2Y3
VANCOUVER BC V6E 2Y3
VANCOUVER BC V6E 2Y3
VANCOUVER BC V6E 2Y3
SUITE 918

VANCOUVER BC V6E 2Y3
ATTN C CHAN
3000 ROYAL CENTRE
PO BOX 11130

1055 WEST GEORGIA ST BC V6E 3R3
SUITE 302

VANCOUVER BC V6H 1E6
VANCOUVER BC V6J 1B4
VANCOUVER BC V6J 1E5
VANCOUVER BC V6J 1G7
SUITE 301

VANCOUVER BC V6J 2G7
VANCOUVER BC V6N 2T1
VANCOUVER BC V6Z 3G6
VANCOUVER BC V6Z 3G6

NORTH VANCOUVER BC V7H 1C9
WEST VANCOUVER BC V7V 1M1

VICTORIA BC V8N 5X8
VICTORIA BC V8S 2T6
VICTORIA BC V8S 2T6
VICTORIA BC V9E 2B9

LONDON SW1W 9QQ
UNITED KINGDOM
AMMAN 11118
JORDAN

METROBRIDGE NETWORKS INTERNATIONAL INC.
SHAREHOLDER LIST
MAY 20, 2008

228750 HYTHUM F AKHDAR
48000 ALI AHMED M BALHAMER

81000 AHMAD HULAYS

3119082 UTAH BROADBAND LLC

241578 WEDBUSH MORGAN SECURITIES

86619 RIYADH 11632
KING FAHAD STREET BALHAMER BUILDING

22 ROBBINS ROAD

107 W COTTAGE

PO BOX 30014

SAUDI ARABIA
P O BOX 2259 DAMMAM 31451
SAUDI ARABIA
WATERTOWN MA 02472
UNITED STATES
SANDY UT 84070
UNITED STATES
LOS ANGELES CA 90030-0014
UNITED STATES

EXHIBIT 2

METROBRIDGE NETWORKS INTERNATIONAL INC.
 SHAREHOLDER LIST
 JUNE 12, 2008

C02_CLASS	TOTAL	REG_ADDRESS_LINE_1	REG_ADDRESS_LINE_2	REG_ADDRESS_LINE_3
94,080	PHILIPPE MARLEAU	4079 DEBULLION		MONTREAL QC H2W 2E6
274,400	PALOS CAPITAL POOL L P	1812-1 PLACE VILLE-MARIE		MONTREAL QC H3B 4A9
78,400	VICTOR SALVAGGIO	610 CARLETON		WESTMOUNT QC H3Y 2Y2
78,400	ERIS SALVATORI	26 ROSEMOUNT		WESTMOUNT QC H3Y 3G7
94,080	MAZEN HADDAD	3075 JEAN GIRARD		MONTREAL QC H3Y 3L1
78,400	NICOLAS MATOSSIAN	1951 CH NICOLAS AUSTIN		AUSTIN QC J0B 1B0
25,010	ANDREW STEWART	370 ATWATER AVENUE		MISSISSAUGA ON L5G 2A3
25,000	GUNDYCO TR <A/C 501 98154 21>	CIBC WORLD MARKETS INC		161 BAY STREET 10TH FLR
25,000	GUNDYCO TR <A/C 811 08613 28>	CIBC WORLD MARKETS INC		TORONTO ON M5J 2S8
3,096,138	COMPUTERSHARE INVESTOR SERVICES RE	SHS OF CLASS A METROBRIDGE (M01)		161 BAY STREET 10TH FLR
28,851,971	CDS & CO	NCI ACCOUNT		TORONTO ON M5J 2Y1
100,000	EDWARD SCHNARR	41 ROSEWOOD PLACE		25 THE ESPLANADE
2,500	JEFF BERWICK	402-10011 123 ST NW		PO BOX 1038 STN A
112,000	OKANAGAN INNOVATION FUND INC	406-1708 DOLPHIN AVENUE		TORONTO ON M5W 1G5
4,000	TOM CALNE	62 WEST ST PAUL		KITCHENER ON N2A 1E7
3,750	STEPHEN G NIVEN	725 APPIAN WAY		EDMONTON AB T5N 1M9
376,193	ENTREPRENEURIAL INPUT INC	906 ROBINSON STREET		KELOWNA BC V1Y 9S4
50,000	DAVE HUNTER	16376 MORGAN CREEK PLACE		KAMLOOPS BC V2C 1G1
100,000	DEBORAH REAY HARDING	15490 OXENHAM AVENUE		COQUITLAM BC V3J 2B2
100,000	JAMES CRAIG HARDING	15490 OXENHAM AVENUE		COQUITLAM BC V3J 4G6
9,041	RON HELFERTY	4901 2A AVENUE		SURREY BC V3S 0H5
164,087	LLOYD DEDEMUS	7063 MALIBU DRIVE		WHITE ROCK BC V4B 2J3
14,660	RONALD BRIMACONE	8276 AMBERWOOD PLACE		WHITE ROCK BC V4B 2J3
25,244	RONALD BRIMACONE	8276 AMBERWOOD PLACE		DELTA BC V4M 3N4
25,244	KAREN PARLIAMENT	8276 AMBERWOOD PLACE		BURNABY BC V5A 1A2
111,112	RIX COMMUNICATIONS LTD	101 - 4606 CANADA WAY		BURNABY BC V5A 3V2
1,507	WILSON EDGAR	2182 EAST 8TH AVENUE		BURNABY BC V5A 3V2
60,000	JACOB PERRY AND ILANA PERRY JOINTLY	4273 QUEBEC ST		BURNABY BC V5G 1K5
				VANCOUVER BC V5N 1V5
				VANCOUVER BC V5V 3L1

METROBRIDGE NETWORKS INTERNATIONAL INC.
 SHAREHOLDER LIST
 JUNE 12, 2008

19,600	JAMES L HEPPELL	885 WEST GEORGIA ST	SUITE 1280
18,557	OLIVIER GERVAIS-HARREMAN	1807 1011 BEACH AVE	VANCOUVER BC V6C 3E8
2,203,935	DORIAN BANKS	918 - 1030 WEST GEORGIA ST	VANCOUVER BC V6E 1T8
18,000	RAFEH HULAYS	918 - 1030 WEST GEORGIA STREET	VANCOUVER BC V6E 2Y3
752,632	METROBRIDGE EMPLOYEE TRUST	918 - 1030 WEST GEORGIA STREET	VANCOUVER BC V6E 2Y3
2,098,656	TALAL YASSIN	918 - 1030 W GEORGIA ST	VANCOUVER BC V6E 2Y3
31,849	HANI ZABANEH	1030 GEORGIA ST W	SUITE 918
189,307	RIX VENTURE CAPITAL (VCC) CORP	C/O BULL HOUSSER & TUPPER LLL	VANCOUVER BC V6E 2Y3
1,507	JENNIFER THOMSON	1030 BROADWAY W	ATTN C CHAN
183,020	STEPHEN SCHRAMM	1955 WHYTE AVENUE	3000 ROYAL CENTRE
28,766	MARK NEWMAN	304 2055 YORK AVENUE	PO BOX 11130
265,777	CHRISTOPHER MORRIS	207-1935 WEST LST AVE	1055 WEST GEORGIA ST BC V6E 3R3
14,199	SARAH MORTON	1650 13TH AVE W	SUITE 302
339,331	DAVID SHORE	450-400 BURRARD STREET	VANCOUVER BC V6H 1E6
1,210	ERIC MACDONALD	2710 928 BEATTY STREET	VANCOUVER BC V6J 1B4
41,096	CHRIS MUSSELLE	509 928 BEATTY STREET	VANCOUVER BC V6J 1E5
774,106	DAVID KING	3369 HUNTLEIGH CRT	VANCOUVER BC V6J 1G7
555,555	WINDLINE CAPITAL CORPORATION	2867 MARINE DR	SUITE 301
300,418	RENNIE HEEL AND ANNE HEEL JOINTLY	2781 ARBUTUS RD	VANCOUVER BC V6J 2G7
100,000	DUNNERY BEST	520 ISLAND ROAD	VANCOUVER BC V6N 2T1
200,000	FRANCOISE DUCRET	520 ISLAND RD	VANCOUVER BC V6Z 3G6
15,000	STEVEN LOBB	409 CONWAY ROAD	VANCOUVER BC V6Z 3G6
20,000	AMAR AL KADHI	130 EBURY STREET	NORTH VANCOUVER BC V7H 1C9
8,000	MOHAMMED SAFFOURI	P O BOX 182 400	WEST VANCOUVER BC V7V 1M1
228,750	HYTHUM F AKHDAR	86619 RIYADH 11632	VICTORIA BC V8N 5X8
48,000	ALI AHMED M BALHAMER	KING FAHAD STREET BALHAMER BUILDING	VICTORIA BC V8S 2T6
81,000	AHMAD HULAYS	22 ROBBINS ROAD	VICTORIA BC V8S 2T6
			VICTORIA BC V9E 2B9
			LONDON SW1W 9QQ
			UNITED KINGDOM
			AMMAN 11118
			JORDAN
			SAUDI ARABIA
			P O BOX 2259 DAMMAM 31451
			SAUDI ARABIA
			WATERTOWN MA 02472

METROBRIDGE NETWORKS INTERNATIONAL INC.
SHAREHOLDER LIST
JUNE 12, 2008

UNITED STATES
SANDY UT 84070
UNITED STATES
LOS ANGELES CA 90030-0014
UNITED STATES

3,119,082 UTAH BROADBAND LLC 107 W COTTAGE
241,578 WEDBUSH MORGAN SECURITIES PO BOX 30014

45,879,148