

Adrienne Downs

From: James Ball
Sent: Thursday, January 07, 2010 4:02 PM
To: 'marshall.katherine@arentfox.com'
Cc: Susan OConnell; Howard Griboff; David Krech; Arthur Lechtman; Adrienne Downs
Subject: SCN Questions (ISP-PDR-20091001-00009)

Importance: High

Attachments: SCN Questions.doc



SCN Questions.doc
(41 KB)

Ms. Marshall:

We need additional information regarding the ownership and principal places of business of SCN and its parent, SCN UK, to support their petition for declaratory ruling under section 310(b)(4) of the Communications Act, as amended (File No. ISP-PDR-20091001-00009). . . Our questions are contained in the attached Word document. We ask that you provide responses to these questions as soon as possible.

Please contact Susan O'Connell (202-418-1484) if you have questions and to let us know the companies' progress in responding to the attached questions.

James Ball
Chief
Policy Division, International Bureau
Federal Communications Commission

- 1) We request further information with respect to the citizenship and principal places of business of individuals and entities that hold equity and/or voting interests in Software Cellular Network Ltd. (“SCN”), the parent of Software Cellular Network (North America) Ltd. (“SCN NA”).
 - a) Please provide the following information with respect to SCN’s shareholders:
 - i) The aggregate percentage of total equity and voting stock held by or on behalf of individuals that are citizens of the United States;
 - ii) The aggregate percentage of total equity and voting stock held by or on behalf of individuals that are citizens of foreign countries; and
 - iii) A list of the countries of citizenship for the beneficial owners of the stock, including for any individual that holds the right to vote the stock. If any of these countries are non-WTO countries, please note the aggregate percentage of total equity and voting stock attributable to the non-WTO investment for each non-WTO country.
 - iv) The aggregate percentage of total equity and voting stock held by banks, insurance companies, pension plans and foundations/endowments organized in the United States and controlled by U.S. citizens;
 - v) The aggregate percentage of total equity and voting stock held by banks, insurance companies, pension plans and foundations/endowments controlled by foreign citizens or organized in foreign countries; and
 - vi) A list of the countries included in category (v) above. If any of these countries are non-WTO countries, please note the aggregate percentage of equity and voting stock attributable to the non-WTO investment for each non-WTO country.
 - vii) The aggregate percentage of total equity and voting stock held by private equity funds and management investment companies (*i.e.*, closed end funds and mutual funds) that are organized in the United States and that have their principal places of business in the United States. In making a principal place of business determination, the applicants should include in its determination for each investing entity the country of its world headquarters; tax jurisdiction; the citizenship or principal place of business of its controlling principals, directors and/or investment managers; and country(ies) from which the funds being managed were contributed.
 - viii) The aggregate percentage of total equity and voting stock held by private equity funds and management investment companies (*i.e.*, closed end funds and mutual funds) that are organized in a foreign country or that have their principal places of business in a foreign country; and
 - ix) For the investors in Category (viii) above, a list of the countries where the investors are organized and where they have their principal places of business. If any of these countries are non-WTO countries, please note the aggregate percentage of total equity and voting stock attributable to the non-WTO investment for each non-WTO country. In making a principal place of business determination, the applicant should include in its determination for each investor the country of its world headquarters; tax jurisdiction; the citizenship or principal place of business of its controlling principals, directors and/or investment managers; and country(ies) from which the funds being managed were contributed.
 - x) In making the principal place of business determination for the private equity funds and management investment companies, please confirm that the applicant relied upon the factors listed above in making its determination (*i.e.*, world headquarters; tax jurisdiction; the citizenship or principal place of business of its controlling principals, directors and/or investment managers; and country(ies) from which the funds being managed were contributed). If the applicant used different criteria, please list the factors it considered in making its principal place of business determinations.

- b) For shareholders other than those covered by the questions above (*i.e.*, individuals, banks, insurance companies, pension plans, foundations/endowments, private equity funds and management investment companies), please explain the nature of these investing entities and provide:
- i) The aggregate percentage of total equity and voting stock for such investors that are organized in the United States and that have their principal places of business in the United States. For purposes of determining the investors' principal places of business, please use the five factor test specified in the *Foreign Carrier Entry Order*, 11 FCC Rcd 3873, 3951, ¶ 207 (1995). *See also Foreign Ownership Guidelines*, 19 FCC Rcd 22612, 22623 (2004).
 - ii) The aggregate percentage of total equity and voting stock for such investors that are organized in a foreign country or that have their principal places of business in a foreign country; and
 - iii) For the investors in Category (ii) above, a list of the countries where the investors are organized and where they have their principal places of business. If any of these countries are non-WTO countries, please note the aggregate percentage commitment attributable to the non-WTO investment for each non-WTO country.
- 2) Please provide principal place of business showings for SCN and SCN NA using the five factors specified in the *Foreign Carrier Entry Order*, 11 FCC Rcd at 3951, ¶ 207.