



RECEIVED

January 7, 2003

JAN 15 2003

RECEIVED

FEDERAL COMMUNICATIONS COMMISSION  
OFFICE OF THE SECRETARY

JAN 22 2003

Policy Division  
International

Streamlined ITC-T/C-20030122-00144  
PetroCom License Corporation

VIA MESSENGER  
Marlene H. Dortch, Secretary  
Federal Communications Commission  
Office of the Secretary  
c/o Vistronix, Inc.  
236 Massachusetts Ave., NE  
Suite 110  
Washington, DC 20002

**Re: Notification of Consummation  
Section 214 Authorization *Pro Forma* Transfer of Control  
ITC-214-19980226-00151**

Dear Ms. Dortch:

On behalf of PetroCom License Corporation ("PetroCom"), this letter serves as notification of the *pro forma* transfer of control of the above-referenced authorization issued under Section 214 of the Communications Act of 1934, as amended. As specified in section 63.24(b) of the Federal Communications Commission's ("FCC") rules, this notice is provided pursuant to the FCC's forbearance policy.

PetroCom was a wholly-owned subsidiary of S&P Cellular Holding, Inc. ("S&P Inc."). On December 31, 2002, S&P converted the form by which it conducts its business from a Delaware corporation to a Delaware limited liability company by a merger of S&P into Delaware limited liability company formed and owned entirely by S&P ("S&P LLC"). As a result and upon the effectiveness of the merger, the stockholders of S&P received interests in the limited liability company in the same proportions in which they owned stock in S&P<sup>1/</sup>, subject to the same stockholders agreement among them in effect immediately before the merger; the officers of S&P are the officers of S&P LLC; and the directors of S&P are the directors of S&P LLC. Thus, the persons in control of S&P immediately before the merger now control S&P LLC. Today, the rights and powers of the stockholders, directors and officers of S&P LLC in the management and control of that company under its certificate of formation and limited liability company agreement are essentially those of the stockholders, directors and officers, respectively, of S&P before the merger. Based on the foregoing, the transaction meets the definition of *pro forma* in Section 63.24(a)(5) of the FCC's rules. This *pro forma* transfer of

<sup>1/</sup> The Commission will note that percentage interest of each entity having an attributable interest in S&P LLC is marginally different than previously reported to the FCC. There has been no change in any entity's ownership interest. The correct percentage interest for each attributable interest holder is correctly reflected in Exhibit A hereto. The revised percentages only represent corrected calculations of the percentage interests actually held.

5600 Northwest Central Drive  
Suite 100  
Houston, Texas 77092  
phone: 713.939.1900  
fax: 713.939.1199

5901 Earhart Expressway  
New Orleans, Louisiana 70123  
1.800.PETROCOM

850 Kalliste Saloom  
Suite 115  
Lafayette, Louisiana 70508  
phone: 504.736.9400  
fax: 504.734.6100

www.petrocom.com  
phone: 337.234.4484  
fax: 337.234.2894

Marlene H. Dortch, Secretary

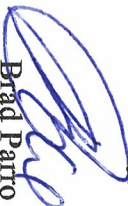
January 7, 2003

Page 2

control, together with all previous *pro forma* transactions, does not involve a change in PetroCom's ultimate control.

If the Commission has any questions regarding the forgoing please contact PetroCom's communications counsel, Russell Fox at (202) 434-7483.

Sincerely,

A handwritten signature in blue ink, appearing to read "Brad Parro", written over a horizontal line.

Brad Parro  
President

PetroCom License Corporation

cc: (*via facsimile*) Donald Abelson, Chief, International Bureau

EXHIBIT A  
ENTITIES WITH AN ATTRIBUTABLE INTEREST IN S&P, LLC

Name/Address/Citizenship	Principal Business	Direct or Indirect Ownership in Transferee	Percent of Interest Held of S&P, LLC
Advantage Capital Partners VII, L.P. 909 Poydras Street, Suite 2230 New Orleans, LA 70122 USA	Financial Services	direct	13.9
Dominion Financial Group International, LDC 200 Elgin Ave. Grand Cayman, Cayman Islands, BWI Cayman Islands	Financial Services	direct	12.55
Hibernia Capital Corporation 313 Carondelet Street 16 <sup>th</sup> Floor New Orleans, LA 70130 USA	Financial Services	direct	25.27
PCI Investments, LLC 111 Veterans Blvd., Suite 1020 Metairie, LA 70005 USA	Financial Services	direct	13.31
Frank Stewart 5860 Bellaire Drive New Orleans, LA 70124 USA	Individual	Indirect, through 90% ownership of PCI Investments, LLC	11.98