

Categories of Services for 214 Applications
(Streamline/Non-streamline)

- LIMITED/GLOBAL RESALE SERVICE
- LIMITED/GLOBAL FACILITIES-BASED SERVICE
- LIMITED/GLOBAL FACILITIES-BASED/RESALE SERVICE
- INDIVIDUAL FACILITIES-BASED SERVICE
- INTERCONNECTED PRIVATE LINE RESALE SERVICE
- INMARSAT AND MOBILE SATELLITE SERVICE
- INTERNATIONAL SPECIAL PROJECT
- SWITCHED RESALE SERVICE
- TRANSFER OF CONTROL
- ASSIGNMENT OF LICENSE
- PRO FORMA TRANSFER/ASSIGNMENT
- SPECIAL TEMPORARY AUTHORITY
- SUBMARINE CABLE LANDING LICENSE

OK

Description of Application:

_____ *Assignment*

SWIDLER BERLIN SHEREFF FRIEDMAN, LLP

COPY

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August 29, 2000

VIA MELLON BANK

Magalie Roman Salas, Secretary
Federal Communications Commission
International Bureau, Telecommunications Division
P. O. Box 358115
Pittsburgh, PA 15251-5115

RECEIVED
SEP 06 2000
Telecom Division
International Bureau

Re: Application of DiGiPH PCS, Inc., Eliska Wireless Ventures License Subsidiary I, LLC, and Eliska Wireless Ventures I, Inc. for Authority Pursuant to Section 214 of the Communications Act of 1934, as amended, to Assign Section 214 Authorization

Dear Ms. Salas:

Enclosed for filing with the Commission are an original and six (6) copies of an application of requesting authority, pursuant to Section 214 of the Communications Act of 1934, as amended, to assign the Section 214 authorization of DiGiPH PCS, Inc. ("DiGiPH" or "Assignor") to Eliska Wireless Ventures License Subsidiary I, LLC and Eliska Wireless Ventures I, Inc. (collectively, "Eliska" or "Joint Assignees"). As required by the Commission's Rules, a check in the amount of \$780.00 is enclosed.

Due to time exigencies, the applicant certificates attached to the enclosed assignment application are being submitted with facsimile signatures. DiGiPH and Eliska will forward original signatures to the Commission for association with this application as soon as possible.

Please date-stamp the extra copy of this application and return it in the enclosed self-addressed, stamped envelope. Should you have any questions regarding the Assignor's portion of the enclosed application, please contact the undersigned. Please direct any questions concerning the Joint Assignees to Jonathan Cohen at (202) 783-4141.

Very truly yours,



Phyllis A. Whitten
Jeanne W. Stockman

Enclosures

cc: Jonathan V. Cohen

does not currently have authority under Section 214 to provide international telecommunications services, but has applied for such authority.²

DiGiPH and Eliska Wireless Ventures I, Inc. (“Eliska Ventures”), along with certain corporate parents, have recently entered into an Asset Purchase Agreement whereby Eliska Ventures will purchase the assets and assume certain liabilities of DiGiPH. At the time the parties filed their assignment application with the FCC for approval of this transaction, DiGiPH had not yet applied for the subject international Section 214 authorization.³ Accordingly, pursuant to the advice of Commission staff, DiGiPH and Eliska hereby file the instant application to assign DiGiPH’s recently obtained international Section 214 authority to Eliska. Applicants respectfully request streamlined treatment of this application pursuant to Section 63.12(c)(1)(iv) of the Commission’s Rules, 47 C.F.R. § 63.12(c)(1)(iv). As described below, this application is eligible for streamlined processing and expeditious grant is in the public interest.⁴

² See FCC File No. ITC-20000801-00444.

³ Eliska and DiGiPH have applied to the Commission for consent to assign broadband PCS licenses currently held by DiGiPH to Eliska Wireless Ventures License Subsidiary I, LLC, and that application is currently pending. See Public Notice, DA 00-1461 (rel. July 3, 2000).

⁴ *In re 1998 Biennial Regulatory Review D Review of International Common Carrier Regulations*, Report and Order, FCC 99-51, IB Docket No. 98-118 (rel. Mar. 23, 1999), at 11 ¶ 22; *Rules and Policies on Foreign Participation in the U.S. Telecommunications Market*, Report and Order, 12 FCC Rcd. 23891, 24032 ¶ 322 (1997) (¶*Foreign Participation Order*); *Streamlining the International 214 Authorization Process and Tariff Requirements*, Report and Order, 11 FCC Rcd. 12884, 12889 (1996) (¶*Streamlining Order*); 47 C.F.R. ¶¶ 63.10, 63.12 (1998).

DiGiPH PCS, Inc. is a corporation organized under the laws of Alabama with its principal business office located at 851 South Beltline Highway, Suite 804, Mobile, AL 36606. DiGiPH PCS is a wholly owned subsidiary of DiGiPH Communication, Inc., a Delaware corporation, which is ultimately controlled by Millry Management Corporation, an Alabama corporation. DiGiPH holds licenses from the FCC to provide broadband personal communications services in areas of Alabama, Florida, and Mississippi.⁵

Eliska Wireless Ventures License Subsidiary I, LLC is a Delaware limited liability company with principal business offices located at 28187 Burkart Drive, Orange Beach, AL 36561. It is a wholly owned subsidiary of Eliska Ventures, a Delaware corporation that is controlled by Eliska Wireless Investors I, L.P., an Alabama limited partnership. None of these companies presently holds any FCC licenses. Additional information concerning both DiGiPH and Eliska is on file with the Commission as part of the parties' application for assignment of DiGiPH's broadband PCS licenses to Eliska.⁶

DiGiPH and Eliska respectfully submit that DiGiPH's customers will realize significant public interest benefits from Eliska's acquisition of the FCC licenses and assets of DiGiPH. Upon closing of the proposed assignment, DiGiPH's customers will continue to receive high-quality, competitively-priced telecommunications services on a seamless basis. Service will not be discontinued or interrupted. The Applicants hope to complete the proposed acquisition as quickly as possible to avoid unnecessary disruption to DiGiPH's operations or inconvenience to DiGiPH's existing customers. To that end, the Applicants respectfully request that the Commission expedite the processing of this application and grant the requested authority as soon as possible.

⁵ See Call Signs KNLF618 – KNLF625, inclusive.

I. Information Required by Section 63.18

Pursuant to Section 63.18 of the Commission's Rules, 47 C.F.R. § 63.18, DiGiPH and Eliska submit the following information:

(a) Names, addresses and telephone numbers:

Assignor: DiGiPH PCS, Inc.
851 South Beltline Highway, Suite 804
Mobile, AL 36606
Telephone: (334) 450-2500
Facsimile: (334) 450-0767

Assignee: Eliska Wireless Ventures License Subsidiary I, LLC and Eliska
Wireless Ventures I, Inc.
28187 Burkart Drive
Orange Beach, AL 36561
Telephone: (334) 981-4043
Facsimile: (334) 981-6043

(b) Assignor: DiGiPH PCS, Inc. is a corporation organized under the laws of
Alabama.

Assignee: Eliska Wireless Ventures License Subsidiary I, LLC is a limited
liability company organized under the laws of Delaware. Eliska
Wireless Ventures I, Inc. is a Delaware corporation.

(c) Correspondence concerning this application should be sent to:

For Assignor:

Phyllis A. Whitten
Jeanne W. Stockman
Swidler Berlin Shereff Friedman, LLP
3000 K Street, NW, Suite 300
Washington, DC 20007-5116
Telephone: (202) 424-7500
Facsimile: (202) 424-7645

and:

Dwain Kinard
DiGiPH PCS, Inc.
851 South Beltline Highway, Suite 804
Mobile, Alabama 36606
Telephone: (334) 450-2500
Facsimile: (334) 450-0767

For Assignee:

Jonathan V. Cohen
Wilkinson Barker Knauer, LLP
2300 N Street, N.W., Suite 700
Washington, D.C. 20037
Telephone: (202) 783-4141
Facsimile: (202) 783-5851

- (d) Assignor: DiGiPH is authorized to provide resold international telecommunications services under Section 214 to all permissible points pursuant to FCC File No. ITC-20000627-00370.

Assignee: Eliska has filed an application to provide resold international telecommunications services under Section 214 to all permissible points pursuant to FCC File No. 20000801-00444. Eliska's application has qualified for streamlined processing under 47 C.F.R. § 63.12(c)(1)(iv) and is currently pending.

- (e)(3) In this application, Applicants seek prior approval of a transaction that will constitute an assignment of the Section 214 authorization of DiGiPH to Eliska.
- (f) Not applicable.
- (g) Not applicable.
- (h) Information regarding Eliska's 10% or greater direct or indirect shareholders (as of consummation of the proposed transaction) is as follows:

Direct Ownership of Assignee

Name: Eliška Wireless Ventures I, Inc.
Address: 28187 Burkart Dr.
Orange Beach, AL 36561
Citizenship: Delaware
Principal Business: Holding company
Percent Held: 100%, sole member of Eliška Wireless Ventures License Subsidiary I, LLC

Name: Eliška Wireless Investors I, L.P.
Address: 28187 Burkart Dr.
Orange Beach, AL 36561
Alabama
Citizenship: Holding company
Principal Business: 20% equity ownership, 60.1% voting interest in Eliška Wireless
Percent Held: Ventures I, Inc.

Name: Powertel, Inc.
Address: 1239 O.G. Skinner Dr.
West Point, GA 31833
Delaware
Citizenship: Wireless telecommunications
Principal Business: 49.9% equity ownership, 24.95% voting interest in Eliška Wireless
Percent Held: Ventures I, Inc.

Name: Sonera Holding BV
Address: Rivium Quadrant 58
2909 LC
Capelle aan den IJssel, The Netherlands
Netherlands
Citizenship: Holding company
Principal Business: 30.1% equity ownership, 15.05% voting interest in Eliška Wireless
Percent Held: Ventures I, Inc.
(Note: 31.45% total ownership interest in Eliška including 2.7% interest in Powertel, Inc.)

Indirect Ownership

Name: Eliška Wireless, Inc.
Address: 28187 Burkart Dr.
Orange Beach, AL 36561
Delaware
Citizenship: Wireless telecommunications
Principal Business: General Partner in Eliška Wireless Investors I, L.P.
Percent Held:

Name: The L.T. Hayles Trust (Jimmy Crook, Trustee)
Address: 208 S. Pensacola Ave.

Citizenship: United States
Principal Business: Trust
Percent Held: Limited partner in Eliska Wireless Investors I, L.P.

Name: The J.R. Hayles Trust (Jimmy Crook, Trustee)
Address: 208 S. Pensacola Ave.
Atmore, AL 36502

Citizenship: United States
Principal Business: Trust
Percent Held: Limited partner in Eliska Wireless Investors I, L.P.

Name: SCANA Communications, Inc.
Address: 440 Knox Abbott Dr.
Suite 240

Citizenship: South Carolina
Principal Business: Holding company
Percent Held: 28.1% ownership interest in Powertel

Name: ITC Holding Company, Inc.
Address: 3300 20th Avenue
Valley, AL 36854

Citizenship: Delaware
Principal Business: Holding company
Percent Held: 21.3% ownership interest in Powertel

Name: Sonera Corporation
Address: Teollisuuskatu 15
00550 Helsinki

Citizenship: Finland
Principal Business: Telecommunications
Percent Held: 100% of Sonera Holding BV

Name: Finnish Government
Address: Ministry of Transport and Communications
Eteläesplanadi 16
00130 Helsinki
Finland
Citizenship: Finland
Principal Business: Government of Finland
Percent Held: 53.3% of Sonera Corporation


- (i) Eliska hereby certifies that, upon consummation, it will be affiliated with Sonera Oy, a foreign carrier in Finland.
- (j) Eliska seeks to acquire through assignment the Section 214 authorization of the DiGiPH. With the assignment, Eliska certifies that it seeks to provide international telecommunications services to Finland, as well as to all permissible points.
- (k) Eliska certifies that Finland is a WTO member country.
- (l) Eliska will provide service on the U.S. – Finland route solely through the resale of unaffiliated U.S. facilities-based carriers’ international switched services (either directly or indirectly through the resale of another U.S. resale carrier’s international switched services), and is therefore presumptively classified as non-dominant for the provision of such service pursuant to Section 63.10(a)(4) of the Commission’s rules. Eliska will file the quarterly traffic reports required by Section 43.61(c) of the Commission’s rules.
- (m) See response to item (l) above.
- (n) Eliska certifies that it has not agreed to accept special concessions directly or indirectly from any foreign carrier where the foreign carrier possesses market power on the foreign end of the route and will not enter into such agreements in the future.
- (o) Eliska certifies, pursuant to Sections 1.2001 through 1.2003 of the Commission’s Rules (implementing the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 3301), that it is not subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988.
- (p) Eliska qualifies for streamlined processing pursuant to Section 63.12(c)(1)(iv) of the Commission’s rules. As discussed herein, Eliska qualifies for a presumption of non-dominance under Section 63.10(a)(4) of the rules, and all of the relevant affiliated destination markets are WTO market countries.

CONCLUSION

For the reasons stated above, Eliska and DiGiPH respectfully submit that the public interest, convenience, and necessity would be furthered by a grant of this Application for Assignment.

Respectfully submitted,

DiGiPH PCS, Inc.



Phyllis A. Whitten

Jeanne W. Stockman
Swidler Berlin Shereff Friedman, LLP
3000 K Street, NW, Suite 300
Washington, DC 20007-5116
Telephone: (202) 424-7500
Facsimile: (202) 424-7643

Counsel to DiGiPH PCS, Inc.

**Eliska Wireless Ventures License
Subsidiary I, LLC and Eliska Wireless
Ventures I, Inc.**



Jonathan V. Cohen

Wilkinson Barker Knauer, LLP
2300 N Street, Suite 700
Washington, DC 20037
Telephone: (202) 783-4141
Facsimile: (202) 783-5851

Counsel to Eliska Wireless Ventures License
Subsidiary I, LLC and Eliska Wireless Ventures I,
Inc.

Dated: August 29, 2000

CERTIFICATION OF ASSIGNOR

On behalf of DIGIPH PCS, Inc., I hereby certify that the statements regarding DIGIPH PCS, Inc. in the foregoing Application for Assignment of Section 214 authority are true, complete, and correct to the best of my knowledge and are made in good faith.

DIGIPH PCS, INC.

By:

Annmarie T. Powers

Name:

Dennis L. Kaiser

Title:

President / CEO

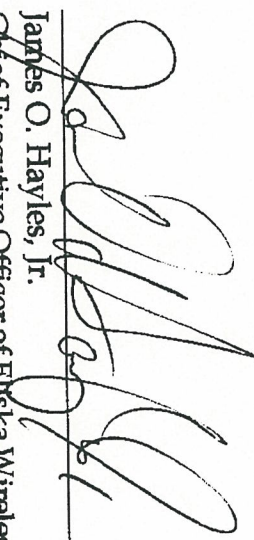
Date:

8-29-00

CERTIFICATION OF ASSIGNEE

On behalf of Eliska Wireless Ventures License Subsidiary I, LLC and Eliska Wireless Ventures I, Inc, I hereby certify that the statements regarding the Assignee in the foregoing Application for Assignment of Section 214 authority are true, complete, and correct to the best of my knowledge and are made in good faith.

ELISKA WIRELESS VENTURES LICENSE
SUBSIDIARY I, LLC and ELISKA WIRELESS VENTURES
I,
INC.

By: 
James O. Hayles, Jr.
Chief Executive Officer of Eliska Wireless Ventures I, Inc.
Sole Member of Eliska Wireless Ventures License
Subsidiary I, LLC

Date: 8-29-00