

**APPLICATION FOR ASSIGNMENT OF INTERNATIONAL
SECTION 214 AUTHORIZATION**

Pursuant to Section 214 of the Communications Act of 1934, as amended (the “Act”) 47 U.S.C. § 214, and Section 63.24 of the Commission’s rules, 47 C.F.R. § 63.24, PetroCom License Corporation (“PetroCom License” or “Assignor”) and Broadpoint Wireless License Co., LLC (“Broadpoint” or “Assignee”) (collectively, the “Parties”) seek Commission consent to assign the international 214 authorization for global facilities-based and global resale service held by PetroCom License from PetroCom License, as the Assignor, to Broadpoint, as the Assignee. The FCC initially granted this Section 214 authority in File No. ITC-214-19980226-00151 on April 15, 1998. Commission approval of this assignment would serve the public interest.

DESCRIPTION OF THE APPLICANT

The owners of Broadpoint also own and control MTPCS, LLC d/b/a Cellular One (“MTPCS”), TX-10 Licensee Co, LLC d/b/a Cellular One (“TX-10”) and OK-5 Licensee Co., LLC d/b/a Cellular One (“OK-5”) (collectively, the “Affiliates”). The Affiliates predominately provide commercial mobile radio service (“CMRS”) in rural areas, and its qualification to control the Section 214 authorization is a matter of public record. Of particular importance to this transaction, the team that will manage Broadpoint’s operations in the Gulf of Mexico also manages the operations of TX-10 in Texas RSA 10 -Navarro, MTPCS in Montana, and parts of Wyoming, and OK-5 in Oklahoma RSA 5 - Roger Mills. The Affiliates, under the brand name Cellular One, provide digital wireless telephone and data services throughout Montana, northern

Wyoming, and parts of Oklahoma and Texas. Its current service area includes many areas of low population density.

DESCRIPTION OF TRANSACTION AND PUBLIC INTEREST STATEMENT¹

In deciding whether to grant these applications under Sections 214(a) and 310(d) of the Communications Act of 1934, as amended,² the Commission must determine whether doing so is in the public interest.

Many transfer or assignment applications on their face show that a transaction will yield affirmative public interest benefits and will not violate the Communications Act or Commission rules, nor frustrate or undermine the policies and enforcement of the Communications Act by reducing competition or otherwise.³ Such applications do not

¹ Petrocom License is currently a wholly-owned subsidiary of Petrocom, LLC (“Petrocom”). Immediately prior to, and as part of the transaction resulting in the assignment of the FCC Licenses, PetroCom License will merge into PetroCom. PetroCom will merge with and into Broadpoint Wireless Merger-Sub, LLC, which will be the surviving entity, and the FCC Licenses will be assigned to Broadpoint License. Accordingly, Broadpoint License will become a wholly owned subsidiary of Broadpoint Wireless Merger-Sub whose ultimate ownership is disclosed below. The Parties seek FCC consent to all of these nearly-concurrent transactions as well as the ultimate assignment of the Section 214 authority to Broadpoint License.

² 47 U.S.C. §§ 214(a), 310(d).

³ *In re Application of GTE Corp. and Bell Atlantic Corp. for Consent to Transfer Control of Domestic and Int’l Section 214 and 310 Authorizations and Application to Transfer Control of a Submarine Cable Landing License*, Memorandum Opinion and Order, 15 FCC Rcd. 14,032, 14,048, ¶ 25 (2000) (“*GTE/Bell Atlantic Merger Order*”); *In re Applications for Consent to the Transfer of Control of Licenses and Section 214 Authorizations from MediaOne Group, Inc. to AT&T Corp.*, Memorandum Opinion and Order, 15 FCC Rcd. 9816, 9822, ¶ 13 (2000) (“*MediaOne/AT&T Merger Order*”); *In re Applications for Consent to the Transfer of Control of Licenses and Section 214 Authorizations from Tele-Comm’ns, Inc. to AT&T Corp.*, Memorandum Opinion and Order, 14 FCC Rcd. 3160, 3170, ¶ 16 (1999) (citing *In re Applications of Bourbeuse Tel. Co. and Fidelity Tel. Co.*, Memorandum Opinion and Order, 14 FCC Rcd. 803 (1998)); *SBC/Ameritech Merger Order*, 14 FCC Rcd. at 14,740-41, ¶ 54.

require extensive review and expenditures of considerable resources by the Commission and interested parties.⁴ These are such transactions.

It is clear that these transactions do not violate any law or rule. Likewise, as shown below, they do not impede the realization of the objectives of the Communications Act or the Commission's ability to implement the Act. To the contrary, these transactions will result in affirmative public interest benefits and will not harm competition. Accordingly, the Commission should approve this transaction expeditiously.

As previously stated, the management of the Affiliates has experience operating wireless systems in rural areas and is well-positioned to provide customers in the Gulf of Mexico with high-quality wireless services. For example, the Affiliates currently provide a range of services to customers throughout Montana, northern Wyoming, and parts of Texas and Oklahoma. This team will bring the benefit of its experience to these existing customers in the Gulf of Mexico. In Montana, for example, the management team has made significant investments to upgrade and expand its network and systems, and improved the quality of service by substantially increasing the number of cell towers and upgrading its network from CDMA to GSM EDGE technology.⁵ The management team

⁴ *In re Applications for Consent to the Transfer of Control of Licenses and Section 214 Authorizations by Time Warner Inc. and Am. Online, Inc. to AOL Time Warner Inc.*, Order, 16 FCC Rcd. 6547, 6557, ¶ 26 (2001); *GTE/Bell Atlantic Merger Order*, 15 FCC Rcd. at 14,048, ¶ 25; *MediaOne/AT&T Merger Order*, 15 FCC Rcd. at 9822, ¶ 13; *SBC/Ameritech Merger Order*, 14 FCC Rcd. at 14,740-41, ¶ 54; *see also In re Petition for Forbearance of the Indep. Tel. & Telecomms. Alliance*, Third Memorandum Opinion and Order, 14 FCC Rcd. 10,816, 10,830-31, ¶ 20 (1999).

⁵ Press Release, Cellular One Wireless, Cellular One Launches New Cell Site in Dixon Montana (Apr. 9, 2009); Press Release, Cellular One Wireless, Cellular One Announces

[Footnote continued on next page]

will bring this experience in managing and improving wireless services to the Gulf of Mexico. Specifically, the Affiliates expect to share with Broadpoint its systems and resources, including an established billing platform, a full-service customer care center, accounting and finance, IT, roaming administration, and human resources, all of which will enable it to serve the acquired Gulf of Mexico market independently after a customary transition period.

In addition, Broadpoint will receive a customer base, fully built network assets, retail facilities and operations, roaming and interconnection agreements, real property, equipment and personal property, inventory, customer support and business systems, and intellectual property. While PetroCom License's existing operations will provide an excellent platform from which to serve existing and future customers in the Gulf of Mexico, the Affiliates' management team expects, from time to time, to assess, upgrade, and expand these systems, just as it has done in its current service areas.

This transaction will maintain competition within the Gulf of Mexico. Broadpoint and the Affiliates currently have no presence in the Gulf of Mexico. Consequently, Broadpoint's acquisition and control of the FCC Licenses will introduce a new

[Footnote continued from previous page]

35th New Cell Site in Montana (Mar. 18, 2009); *see also* Press Release, Cellular One Wireless, Twin Creeks, Montana Receives GSM Cellular Coverage with Launch of New Cellular One Cell Site (Feb. 9, 2009); Press Release, Cellular One Wireless, Cellular One Expands Cellular Coverage throughout Montana (Dec. 2, 2008); Press Release, Chinook Wireless, MTPCS and Nokia Build GSM Network in Montana; Nokia Enhances Its Leading Position in Release 4 Core Networks Deployments (May 8, 2006), *available at* <http://www2.prnewswire.com/cgi-bin/stories.pl?ACCT=104&STORY=/www/story/05-08-2006/0004356194&EDATE=> (discussing Chinook's upgrade from CDMA to GSM/GPRS/EDGE).

competitor to replace PetroCom License and thereby maintain competition in these markets. In addition, its management team is experienced at operating CMRS services in rural areas and is well-equipped to maintain the competitive position of the FCC Licenses, which cover the Gulf of Mexico.

Additional Information Required by Form 312:

Answer to Question 10-Section 63.18(c)

Assignor Contact Information:

PetroCom License Corporation
Errol Olivier, President and CEO
711 West Bay Area Blvd, Suite 405
Webster, TX 77598
Phone: (281) 501-4700
Fax: (281) 501-4750
Email: eolivier@broadpointinc.com

With a copy to:

Russell H. Fox
Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C.
701 Pennsylvania Avenue, N.W., Suite 900
Washington, D.C. 20004-2608
Phone: (202) 434-7483
Fax: (202) 434-7400
Email: rfox@mintz.com

Assignee Contact Information (Post-Transaction)

Broadpoint Wireless License Co., LLC
Attn: Jonathan D. Foxman, President and CEO
170 S. Warner Road, Suite 104
Wayne, PA 19087
Phone: (610) 535-6900
Fax: (610) 672-0648
Email: jdfoxman@chinookwireless.com

With a copy to:

Todd Slamowitz
Lukas, Nace, Gutierrez & Sachs, LLP
8300 Greensboro Drive, Suite 1200
McLean, VA 22102
Phone: (703) 584-8678
Fax: (703) 584-8696
Email: tslamowitz@fcclaw.com

Answer to Question 10 – Section 63.18(d)

The Licensee, PetroCom License Corporation, currently holds the following international authorization as a facilities-based carrier under Section 214 of the Act: ITC-214-19980226-00151.

The Assignee, Broadpoint, does not currently hold an international authorization under Section 214 of the Act.⁶

⁶ An affiliate of the Assignee, Texas 10, LLC currently holds the following international authority under Section 214 of the Act: ITC-214-20071219-00538.

Answer to Question 11 – Section 63.18(h) (Assignee)

Broadpoint Wireless Merger-Sub, LLC (“Broadpoint Sub”) will directly own 100% of Assignee. All other DIHs, as explained below, hold an indirect interest in Assignee. Broadpoint Sub is a Delaware corporation and its principal business is communications. Its address is: 170 S. Warner Road, Suite 104, Wayne, PA 19087. Broadpoint Wireless, LLC (“Broadpoint Wireless”) will own 100% of Broadpoint Sub, which in turn, will own 100% of Assignee. Broadpoint Wireless is a Delaware corporation and its principal business is communications. Its address is: 170 S. Warner Road, Suite 104, Wayne, PA 19087. Broadpoint Holdco, Inc. (“Broadpoint Holdco”) will own 100% of Broadpoint Wireless, which in turn, will own 100% of Broadpoint Sub, which in turn, will own 100% of Assignee. Broadpoint Holdco is a Delaware corporation and its principal business is communications. Its address is: 170 S. Warner Road, Suite 104, Wayne, PA 19087.

Alta Communications IX, L.P., will own 100% of Broadpoint Holdco, which in turn, will own 100% of Broadpoint Wireless, which in turn, will own 100% of Broadpoint Sub, which in turn, will own 100% of Assignee. Alta Communications IX, L.P. is a Massachusetts limited partnership and its principal business is communications. Its address is: 200 Clarendon Street, 51st Floor, Boston, MA 02116. Alta Communications IX Managers Limited Partnership is the general partner of Alta Communications IX, L.P., which in turn, will own 100% of Broadpoint Holdco, which in turn, will own 100% of Broadpoint Wireless, which in turn, will own 100% of

Broadpoint Sub, which in turn, will own 100% of Assignee.⁷ Alta Communications IX Managers Limited Partnership is a Massachusetts limited partnership and its principal business is communications. Its address is: 200 Clarendon Street, 51st Floor, Boston, MA 02116.

Alta Communications IX Managers, LLC is the general partner of Alta Communications IX Managers Limited Partnership, which in turn, is the general partner of Alta Communications IX, L.P., which in turn, will own 100% of Broadpoint Holdco, which in turn, will own 100% of Broadpoint Wireless, which in turn, will own 100% of Broadpoint Sub, which in turn, will own 100% of Assignee.⁸ Timothy L. Dibble and Brian W. McNeill are the managing members of Alta Communications IX Managers, LLC, which in turn, is the general partner of Alta Communications IX Managers Limited Partnership, which in turn, is the general partner of Alta Communications IX, L.P., which in turn, will own 100% of Broadpoint Holdco, which in turn, will own 100% of Broadpoint Wireless, which in turn, will own 100% of Broadpoint Sub, which in turn, will own 100% of Assignee.⁹ Both these individuals are United States citizens. Their

⁷ Alta Communications IX Managers Limited Partnership's interest in the Assignee is calculated in accordance with Section 1.2112(a)(6) of the Commission's rules. Because it controls Alta Communications IX, L.P., which will own 100% of the Assignee, its interest in the Assignee is treated as if it owns a 100%.

⁸ Alta Communications IX Managers, LLC's interest in the Assignee is calculated in accordance with Section 1.2112(a)(6) of the Commission's rules. Because it controls Alta Communications IX Managers Limited Partnership, which controls Alta Communications IX, L.P., which controls the entity that will own 100% of the Assignee, its interest in the Assignee is treated as if it owns a 100%.

⁹ Timothy L. Dibble and Brian W. McNeill's interest in the Assignee is calculated in accordance with Section 1.2112(a)(6) of the Commission's rules. Because each has a controlling interest in Alta Communications IX Managers, LLC, their interest in this entity is treated as if they own a 100%. In addition, because Alta Communications IX Managers, LLC controls Alta

[Footnote continued on next page]

address is as follows: Alta Communications IX Managers, LLC, 200 Clarendon Street, 51st Floor, Boston, MA 02116. At present, no other individual or entity holds a 10% or greater direct or indirect interest in any of the entities listed in the ownership chain of the Assignee of the FCC licenses. Should the proposed ownership change such that there will be additional disclosable interest holders in Broadpoint, the parties will update the subject application accordingly.

Answer to Question 13

Please see above Description of Transaction and Public Interest Statement.

Answer to Question 20

This application is eligible for streamlined processing pursuant to Section 63.12 of the Commission's rules, 47 C.F.R. § 63.12. First, neither the Assignee nor any entity that holds a 10 percent or greater interest in Assignee is affiliated with a foreign carrier in a destination market. *See* 47 C.F.R. § 63.12(c)(1). Moreover, following consummation of the proposed transaction, neither the Assignee nor any entity that holds a 10 percent or greater interest in Assignee, will be affiliated with any dominant U.S. carrier whose international switched or private line services the Assignee seeks authority to resell. *See id.* § 63.12(c)(2).

[Footnote continued from previous page]

Communications IX Managers Limited Partnership, which controls the entity that will own 100% of the Assignee, its interest in the Assignee is treated as if it owns a 100%.

CONCLUSION

As demonstrated above, Broadpoint is well-qualified to acquire, control, and make beneficial public use of the FCC Licenses. For these reasons, Commission grant of consent for the transaction described in this application is warranted.