

Joshua M. Bobeck
Brett P. Ferenchak
josh.bobek@bingham.com
brett.ferenchak@bingham.com

December 22, 2011

Via IBFS

Marlene H. Dortch, Secretary
Office of the Secretary
Federal Communications Commission
445 12th Street, S.W.
Room TW-A325
Washington, DC 20554
Attn: International Bureau

**Re: Notification Regarding (1) Change in Corporate Form Resulting in
Pro Forma Assignment of the International Section 214
Authorization of Alpheus Communications, L.P. (2) Insertion of
New Holding Company Resulting in the *Pro Forma* Transfer of
Control of Alpheus Communications, LLC**

Dear Ms. Dortch:

Alpheus Communications, LLC (“Assignee”), by undersigned counsel and pursuant to 47 C.F.R. § 63.24(f), notifies the Commission that (1) Assignee converted from a Delaware limited partnership to a Delaware limited liability company on December 8, 2011 resulting in the assignment of the International Section 214 Authorization of Alpheus Communications, L.P. (“Assignor” and together with Assignor, the “Company”) to Assignee¹ and (2) a new holding company, Alpheus Holdings, LLC (“Holdings” and together with the Company, the “Parties”), was inserted into the corporate structure of the Company resulting in a *pro forma* transfer of control of the Company.

Information Required by Section 63.24(f)(2)

As required by Section 63.24(f)(2), the Company provides the following information required by 63.18(a) through (d) and (h):

¹ The Company notes that the conversion was completed by filing a certificate of conversion and did not entail a merger or other transaction that extinguished the existence of Assignor. As such, Assignee is the same entity as Assignor, except that it is a limited liability company rather than a corporation.

Boston
Hartford
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London
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Orange County
San Francisco
Santa Monica
Silicon Valley
Tokyo
Washington

Bingham McCutchen LLP
2020 K Street NW
Washington, DC
20006-1806

T +1.202.373.6000
F +1.202.373.6001
bingham.com

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Sections 63.18(a): Name, address and telephone number of the Company:

Alpheus Communications, LLC (Assignee)
Alpheus Communications, L.P. (Assignor)
1301 Fannin St. 20th Floor
Houston, TX 77002
(877) 257-4387

Alpheus Holdings, LLC (Transferee)
c/o The Gores Group, LLC
10877 Wilshire Boulevard, 18th Floor
Los Angeles, CA 90024
Attention: Fund General Counsel
(310) 824-7236

Sections 63.18(b): Organization of the Parties:

Assignor was a Delaware limited partnership prior to its conversion. As a result of the conversion, Assignee is a Delaware limited liability company.

Holdings is a Delaware limited liability company.

Section 63.18(c): Correspondence concerning this filing should be sent to the Company's counsel:

Joshua M. Bobeck
Brett P. Ferenchak
Bingham McCutchen LLP
2020 K Street, N.W.
Washington, DC 20006-1806
202-373-6000 (Tel)
202-373-6001 (Fax)
josh.bobek@bingham.com
brett.ferenchak@bingham.com

Section 63.18(d): The Company holds international Section 214 authority to provide global facilities-based and resold services granted by the Commission in FCC File No. ITC-214-20070420-00148.

Sections 63.18(h): Please see Attachment 1 for the pre- and post-transactions ownership of the Parties.

The Company certifies that the conversion and insertion of Holdings were *pro forma* and that, together with all previous *pro forma* transactions, did not result in a change in the actual controlling party of the Company.

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This notification letter is being filed electronically via MyIBFS. Please direct any questions to the undersigned.

Respectfully submitted,

/s/ Brett P. Ferenchak

Joshua M. Bobeck
Brett P. Ferenchak

Counsel for the Company

Attachment

ATTACHMENT 1

Answer to Question 11 - Section 63.18(h) Ownership Information

The following entities currently hold, directly or indirectly, a 10% or greater interest¹ in the Company (Alpheus Communications, LLC f/k/a Alpheus Communications, L.P.) as calculated pursuant to the Commission ownership attribution rules for international telecommunications carriers:

Name: Alpheus Holdings, LLC (“Holdings”)
Address: c/o The Gores Group, LLC
10877 Wilshire Boulevard, 18th Floor
Los Angeles, CA 90024
Citizenship: U.S.
Percentage Owned: 100% (directly in the Company)
Principal Business: Holding Company

Name: Gores AC Holdings, LLC (“Gores AC”)
Address: 10877 Wilshire Boulevard, 18th Floor
Los Angeles, CA 90024
Citizenship: U.S.
Percentage Owned: 100% (indirectly in the Company as the 100% direct owner of Holdings)
Principal Business: Holding Company

- (1) The following entity owns a ten percent or greater equity interest, or controlling interest, in **Gores AC Holdings, LLC**:

Name: Gores Capital Partners III, LP
Address: 10877 Wilshire Boulevard, 18th Floor
Los Angeles, CA 90024
Citizenship: U.S.
Ownership: 95%
Principal Business: Investment Fund

¹ Unless otherwise indicated, the ownership interests provided herein represent both equity and voting interests.

- (2) The following entities own a ten percent or greater equity interest, or controlling interest, in **Gores Capital Partners III, LP**:

Name: Gores Capital Advisors III, LP
Address: 10877 Wilshire Boulevard, 18th Floor
Los Angeles, CA 90024
Citizenship: U.S.
Ownership: General Partner
Principal Business: Investment Fund

Name: Teacher Retirement System of Texas
Address: 1000 Red River St.
Austin, TX 78701-2627
Citizenship: U.S.
Ownership: 12.65% Limited Partner
Principal Business: Retirement Fund

Name: Ohio Public Employees Retirement System
Address: 277 East Town Street
Columbus, Ohio 43215-4642
Citizenship: U.S.
Ownership: 10.12% Limited Partner
Principal Business: Retirement Fund

- (3) The following entity owns a ten percent or greater equity interest, or controlling interest, in **Gores Capital Advisors III, LP**:

Name: GCA III, LLC
Address: 10877 Wilshire Boulevard, 18th Floor
Los Angeles, CA 90024
Citizenship: U.S.
Ownership: General Partner
Principal Business: Investment Fund

- (4) The following entities own a ten percent or greater equity interest, or controlling interest, in **GCA III, LLC**:

Name: AEG Holdings, LLC
Address: 10877 Wilshire Boulevard, 18th Floor
Los Angeles, CA 90024
Citizenship: U.S.
Ownership: 100%
Principal Business: Private Equity/Merger & Acquisitions

Name: The Gores Group, LLC
Address: 10877 Wilshire Boulevard, 18th Floor
Los Angeles, CA 90024
Citizenship: U.S.
Ownership: Manager of GCA III, LLC (and Investment Manager of Gores
Capital Partners III, L.P.)
Principal Business: Private Equity/Merger & Acquisitions

- (5) The following individual owns a ten percent or greater equity interest, or controlling interest, in **AEG Holdings, LLC**:

Name: Alec E. Gores
Address: c/o The Gores Group, LLC
10877 Wilshire Boulevard, 18th Floor
Los Angeles, CA 90024
Citizenship: U.S.
Ownership: 100%
Principal Business: Individual

Except as stated above, to the Company's knowledge, no other person or entity directly or indirectly owns or controls a ten percent (10%) or more interest in the Company through Gores AC.

Answer to Question 12 - Section 63.18(h) Interlocking Directorates

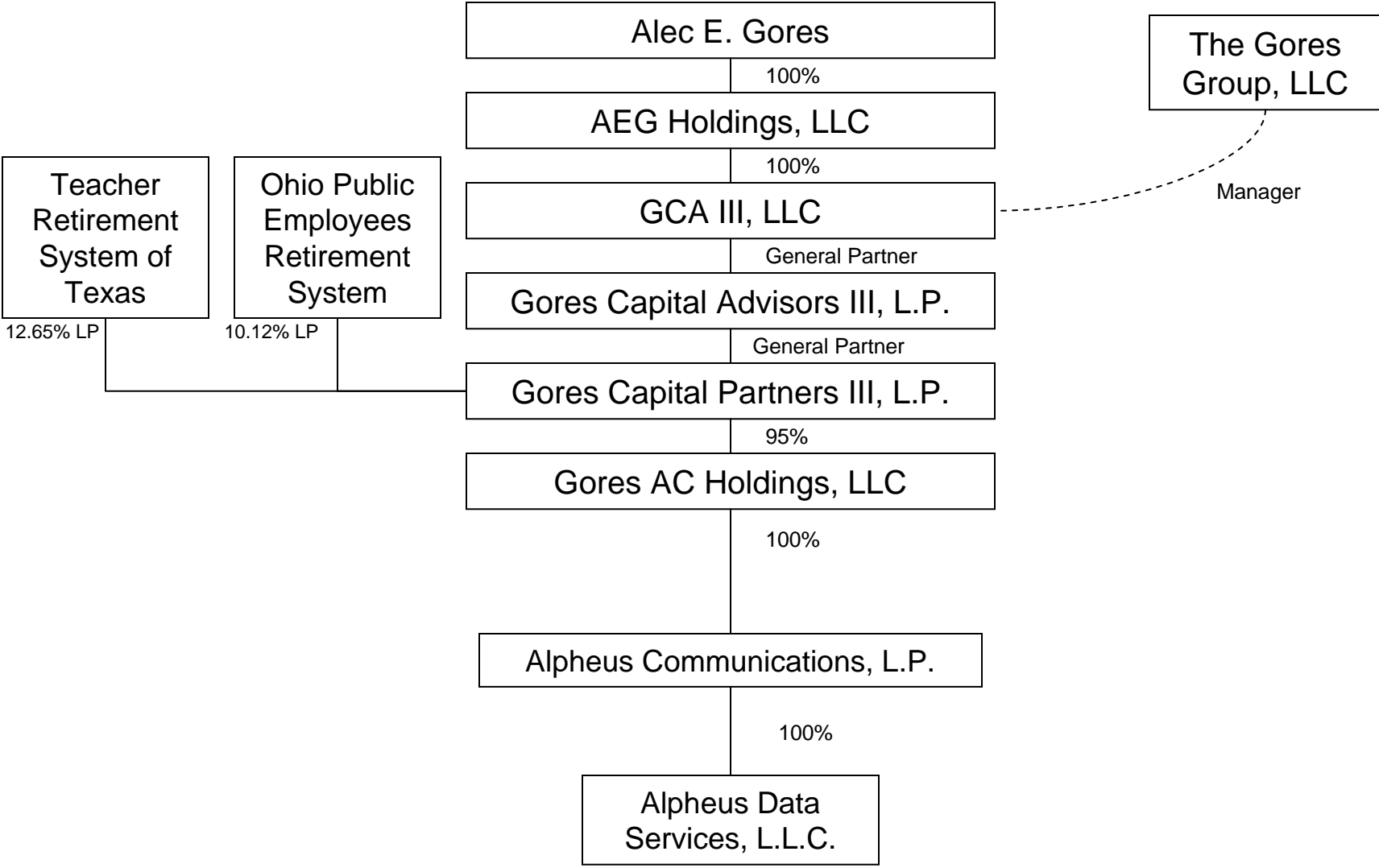
To the best of the Company's knowledge, the Company does not have any interlocking directorates with a foreign carrier.

Answer to Question 13 - Description of *Pro Forma* Assignment and Transfer of Control

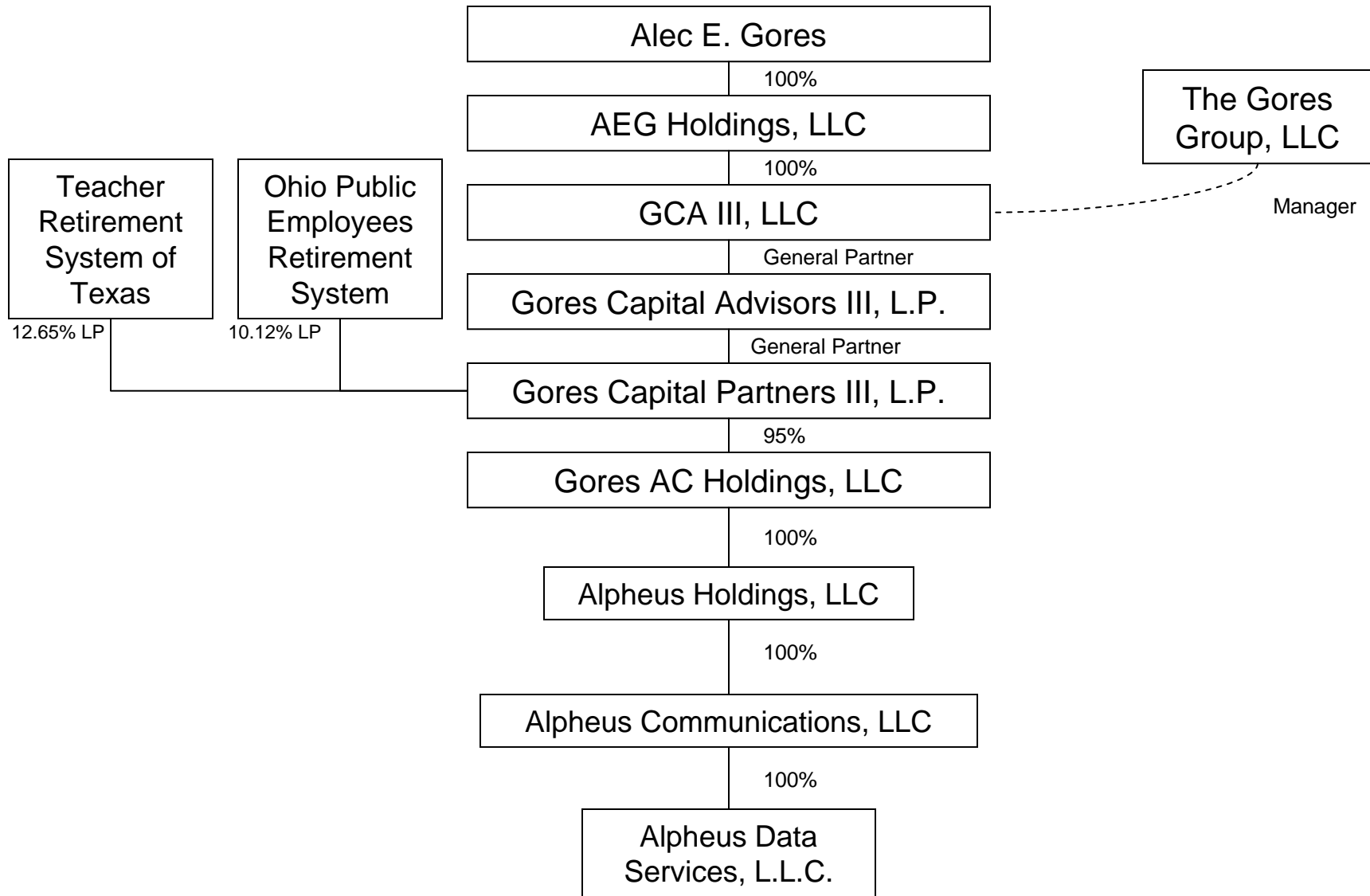
Assignor converted from a Delaware limited partnership to a Delaware limited liability company on December 8, 2011, resulting in the assignment of Assignor's International Section 214 Authorization to Assignee. The conversion was completed by filing a certificate of conversion and did not entail a merger or other transaction that extinguished the existence of Assignor. As such, Assignee is the same entity as Assignor, except that it is a limited liability company rather than a limited partnership.

Shortly after the completion of the transaction approved by the Commission in IB File No. ITC-T/C-20111003-00315, a new holding company, Holdings, was inserted in between the Company and Gores AC. Since Gores AC directly owns 100% of Holdings and previously directly owned 100% of the Company, the ultimate ownership and control of the Company did not change as a result of the *pro forma* insertion of Holdings.

Pre-Conversion and Holding Company Insertion Corporate Structure Chart of the Company



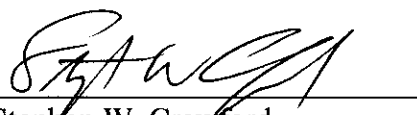
Current Corporate Structure Chart of the Company



VERIFICATION

I, Stephen W. Crawford, state that I am the General Counsel and SVP, Mergers & Acquisitions of Alpheus Communications, LLC; that I am authorized to make this Verification on behalf of the Company (as defined in the Application); that the foregoing filing was prepared under my direction and supervision; and that the contents are true and correct to the best of my knowledge, information, and belief.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 21st day of December, 2011.



Stephen W. Crawford
General Counsel and SVP, Mergers &
Acquisitions
Alpheus Communications, LLC