

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554**

In the Matter of:)
)
Start Wireless Group, Inc.,)
d/b/a Page Plus Cellular,)
Assignor)
)
and)
TracFone Wireless, Inc.)
Assignee)
)
)
Application for Grant of Authority Pursuant)
to Section 214 of the Communications Act)
of 1934, as amended, and Section 63.04)
of the Commission’s Rules to Complete)
an Assignment of Customer Base and)
Related Assets of an Authorized Domestic)
Section 214 Carrier)

WC Docket No. _____

**APPLICATION FOR CONSENT TO ASSIGNMENT
OF CUSTOMER BASE AND RELATED ASSETS OF
AN AUTHORIZED DOMESTIC SECTION 214 CARRIER**

I. INTRODUCTION

Start Wireless Group, Inc., d/b/a Page Plus Cellular (hereinafter “Page Plus” or Assignor), and TracFone Wireless, Inc., a subsidiary of América Móvil S.A.B. de C.V. (América Móvil) (hereinafter “TracFone” or Assignee), together the Applicants, by and through their respective attorneys, and pursuant to Section 214 of the Communications Act of 1934, as amended (the “Act”), 47 U.S.C. §214, and Section 63.04 of the Commission’s Rules, 47 C.F.R. §63.04, hereby request Commission approval of such authority as may be necessary or required to complete a transaction whereby TracFone

will acquire from Page Plus its customer base and other assets associated with its domestic and international telecommunications services operations, including its blanket Section 214 authority to provide interstate telecommunications services. TracFone will continue to provide service to the existing Page Plus customers in accordance with the same rates, terms, and conditions in effect prior to TracFone's acquisition of assets. Accordingly, this transaction will have no effect on the rates, terms, and conditions of service provided to the customers of Page Plus. Upon grant of this Application and consummation of the proposed transaction, TracFone will relinquish the domestic Section 214 authority previously held by Page Plus and will provide service to the acquired customers pursuant to its own domestic Section 214 authorization.

II. REQUEST FOR STREAMLINED PROCESSING

Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Section 63.03 of the Commission's Rules, 47 C.F.R. §63.03. Specifically, this Application qualifies for streamlined processing pursuant to Section 63.03(b)(i) since both Applicants are non-facilities-based carriers. This Application also qualifies for streamlined processing pursuant to Section 63.03(b)(2)(i) of the Commission's Rules for the following reasons. Immediately following the transaction, Assignee (and its Affiliates) will have a market share in the interstate, interexchange market of substantially less than ten percent (10%), and the Assignee (and its Affiliates) will provide competitive telephone exchange services or exchange access services (if at all) exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the transaction. In addition, neither of the Applicants is dominant with respect to any domestic service.

III. DESCRIPTION OF THE APPLICANTS

A. Assignor:

Start Wireless Group, Inc. is a privately-held corporation organized and doing business under the laws of the State of Ohio, as “Page Plus Cellular.” Its principal business is the sale of prepaid cellular phones and wireless telecommunications service through the sale of prepaid airtime cards. It is, therefore, a non-facilities-based telecommunications service provider that resells interstate and international telecommunications service. Page Plus thus holds blanket domestic Section 214 authority to provide resold interstate telecommunications services and also holds Section 214 authority to provide resold international telecommunications services.¹ By this Application, Applicants seek authority to assign Page Plus’s domestic blanket Section 214 authority to TracFone. Applicants also seek authority to assign Page Plus’s international Section 214 authority to TracFone in a related electronic filing with the International Bureau, to which this Application is attached.

B. Assignee:

TracFone Wireless, Inc. is incorporated under the laws of the state of Delaware, and is headquartered in Miami, Florida. TracFone resells domestic and international prepaid wireless service and operates under the following brands: TracFone®, NET10®, Straight Talk®, SafeLink Wireless®, SIMPLE Mobile®, and Telcel America®. Like Page Plus, TracFone holds blanket domestic Section 214 authority to provide interstate telecommunications services and international Section 214 authority.² TracFone is a

¹ See File No. ITC-214-20101215-00483, granted February 24, 2011.

² See File No. ITC-214-20030401-00162, granted April 25, 2003.

wholly-owned indirect subsidiary of América Móvil, a *sociedad anónima bursátil de capital variable* organized under the laws of Mexico. On April 29, 2013, Applicants executed an Asset Purchase Agreement whereby TracFone will purchase Page Plus's customer base and other assets associated with its domestic and international telecommunications services operations, including its blanket Section 214 authorization to provide interstate telecommunications services. Accordingly, TracFone will replace Page Plus as the telecommunications service provider to Page Plus's customers.

As an existing, authorized reseller of both domestic and international prepaid wireless services, TracFone is qualified to provide service to Page Plus's customers. After Commission approval of the instant Application and immediately upon consummation of the transaction, Page Plus's current customers will be served by TracFone, and Page Plus will cease to provide telecommunications services. Applicants emphasize that following the consummation of the proposed transaction, Page Plus's customers will continue to receive service under the same rates, terms, and conditions of service as the services those customers currently receive. There will be no interruption or disruption of service to customers, and the assignment of assets to TracFone will be seamless and transparent to customers.

IV. PUBLIC INTEREST STATEMENT

The proposed transaction will serve the public interest by ensuring that Page Plus's customers will continue to receive high-quality telecommunications service. The assignment of Page Plus's assets in concert with the assignment of its customer base will ensure that its customers receive uninterrupted telecommunications services. Given the breadth of TracFone's existing, established prepaid wireless services, TracFone is exceptionally well-qualified and prepared to replace Page Plus as the service provider of the acquired customers.

The proposed transaction will cause no confusion to Page Plus's existing customers as the rates, terms, and conditions of service will not change as a result of the acquisition by TracFone. There will be no interruption or disruption of service to customers, and the assignment of assets to TracFone will be seamless and transparent to customers in terms of the services they receive and the costs associated therewith. Furthermore, consummation of the proposed transaction will enhance the ability of TracFone to provide high-quality telecommunications services in the affected markets. As a result, competition in the marketplace will be enhanced, thereby benefitting consumers of prepaid wireless services – the fastest growing segment of the wireless telecommunications service marketplace.

V. INFORMATION REQUIRED UNDER §63.04 OF THE COMMISSION'S RULES

Pursuant to the provisions of §63.04 of the Commission's Rules, Applicants hereby submit the following information:

Pursuant to §63.04(a)(1)—Name, address, and telephone number of each Applicant:

Assignor:

Start Wireless Group, Inc.
d/b/a Page Plus Cellular
Attention: David Gall
Financial Officer
1615 Timberwolf Drive
Holland, Ohio 43528
(800) 550-2436 [ext. 362]
dgall@pagepluscellular.com

Assignee:

TracFone Wireless, Inc.
Attention: Richard B. Salzman
Secretary, Executive Vice President
and General Counsel
9700 NW 112th Avenue
Miami, Florida 33178
(305) 640-2054
rsalzman@tracfone.com

Pursuant to §63.04(a)(2)—State of Incorporation:

Assignor:

Start Wireless Group, Inc. is incorporated and doing business under the laws of the State of Ohio, as “Page Plus Cellular.”

Assignee:

TracFone Wireless, Inc. is incorporated under the laws of the State of Delaware.

Pursuant to §63.04(a)(3)—Correspondence concerning this Application should be sent to:

Counsel for Assignor:

Robert E. Levine, Esq.
Law Offices of Robert E. Levine
1750 K Street, N.W.
Suite 350
Washington, DC 20006
(202) 775-6611
relevine@att.net

With Copies to:

David Gall
Financial Officer
Start Wireless Group, Inc.,
d/b/a Page Plus Cellular
1615 Timberwolf Drive
Holland, OH 43528
(800) 550-2436 [ext. 362]
dgall@pagepluscellular.com

and

Counsel for Assignee:
Mitchell F. Brecher, Esq.
Greenberg Traurig LLP
2101 L St., N.W.
Suite 1000
Washington, DC 20037
(202) 331-3152
brecherm@gtlaw.com

With copies to:

TracFone Wireless, Inc.
Attention: Richard B. Salzman
Secretary, Executive Vice President
and General Counsel
9700 NW 112th Avenue
Miami, Florida 33178
(305) 640-2054
rsalzman@tracfone.com

Pursuant to §63.04(a)(4)—Ownership Information

The ownership of the respective Applicants will not be changed as a result of the proposed acquisition of Page Plus's assets by TracFone. The ownership of the respective parties is as follows:

Assignor:

The following individuals hold a ten percent (10%) or greater direct or indirect ownership interest in Start Wireless Group, Inc. d/b/a Page Plus Cellular:

Name: Abdul A. Yassine
 Address: 1615 Timberwolf Drive, Holland, OH 43528
 Citizenship: U.S.
 Interest Held: 50%
 Principal Business: Telecommunications.

Name: Ghazi A. Yassine
 Address: 1615 Timberwolf Drive, Holland, OH 43528
 Citizenship: U.S.
 Interest Held: 50%
 Principal Business: Telecommunications.

No other person or entity owns or controls a 10% or greater attributable direct or indirect ownership interest in Start Wireless Group, Inc. d/b/a Page Plus Cellular.

Assignee:

The following individuals or entities hold a ten percent (10%) or greater direct or indirect ownership interest in TracFone Wireless, Inc.:

Name: Address: Citizenship: Principal Business: Percentage:	AMX USA Holding, S.A. de C.V. Lago Zurich No. 245, Plaza Carso / Edificio Telcel, Colonia Granada Ampliación Mexico, D.F. 11529 Mexico Holding company for telecommunications-related investments 98.2% ³
Name: Address: Citizenship: Principal Business: Percentage:	Sercotel, S.A. de C.V Lago Zurich No. 245, Plaza Carso / Edificio Telcel, Colonia Granada Ampliación Mexico, D.F. 11529 Mexico Holding company for telecommunications-related investments Sercotel directly owns 100% of AMX USA Holding

³ F.J. Pollak, a U.S. citizen, holds the remaining 1.8% of TracFone's capital stock.

Name:	América Móvil, S.A.B. de C.V.
Address:	Lago Zurich No. 245, Plaza Carso / Edificio Telcel, Colonia Granada Ampliación Mexico, D.F. 11529
Citizenship:	Mexico
Principal Business:	Holding company for telecommunications-related investments
Percentage:	América Móvil directly owns 100% of Sercotel. Based on the most recent publicly available information, approximately 21.24% of the equity (approximately 45.02% of the voting stock) of América Móvil is owned directly or indirectly, including beneficially owned, through a trust for the benefit of Carlos Slim Helú and certain members of his family, all of whom are Mexican citizens. Other Mexican and foreign investors hold the remaining equity and voting stock of América Móvil. ⁴ No public investor holds more than 10% of América Móvil's capital stock.

⁴ Inmobiliaria Carso, S.A. de C.V., (a non-public holding company wholly owned by the Slim family and duly organized under Mexican laws) also owns shares of América Móvil that represent less than ten percent of the voting shares of América Móvil. In addition, Carlos Slim Helú and members of his family individually own shares of América Móvil, though none in his or her individual capacity owns more than ten percent of the voting shares of América Móvil. Collectively, members of the Slim family, the Slim family trust, and Inmobiliaria Carso hold 42.27% of the equity and 65.50% of the voting stock in América Móvil.

In addition, AT&T Inc. ("AT&T") (formerly known as SBC International, Inc.), a widely and publicly held corporation incorporated under the laws of the state of Delaware, holds approximately 9.11% of the equity (approximately 24.5% of the voting stock) of América Móvil through AA shares. Based on beneficial ownership reports filed with the U.S. Securities and Exchange Commission ("SEC") on March 1, 2011, AT&T also owned approximately 752 million L shares. As of April 30, 2011, 38.7% of the outstanding L shares of América Móvil were represented by L Share ADSs, each representing the right to receive 20 L shares, and 99.3% of the L Share ADSs were held by registered holders with addresses in the United States. 33.7% of the A shares were held in the form of A Share ADSs, each representing the right to receive 20 A shares, and 99.5% of the A Share ADSs were held by registered holders with addresses in the United States.

No other person or entity owns or controls a 10% or greater attributable direct or indirect ownership interest in TracFone Wireless, Inc.

Pursuant to §63.04(a)(5)—Anti-Drug Abuse Act Certification

Applicants hereby certify that no Applicant or any party to this Application is subject to a denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988. *See* 21 U.S.C. 853a and 47 C.F.R. § 1.2001-1.2003.

Pursuant to §63.04(a)(6)—Description of Transaction

A description of the proposed transaction is set forth at Section III, *supra*.

Pursuant to §63.04(a)(7)—Geographic Areas Served

Assignor:

Page Plus holds blanket domestic Section 214 authority to provide telecommunications services throughout the United States.

Assignee:

TracFone holds blanket domestic Section 214 authority to provide telecommunications services throughout the United States.

Pursuant to §63.04(a)(8)—Streamlined Processing

The instant Application for Assignment of Domestic Section 214 Authority is eligible for streamlined processing pursuant to Section 63.03(b)(1)(i) of the Commission's Rules because both applicants are non-facilities-based carriers. In addition, pursuant to the provisions of Section 63.03(b)(2)(i) of the Commission's Rules neither of the Applicants is dominant with respect to any domestic service. Furthermore, pursuant to the provisions of Section 63.03(c) of the Commission's Rules, the Commission thus far has not informed the Applicants that the application is not eligible

for streamlined processing.

Pursuant to §63.04(a)(9)—Additional FCC Applications

Contemporaneously herewith, the Applicants are submitting through the Commission's IBFS filing system (*i.e.*, electronically) a separate Application for Consent to the Assignment of International Section 214 authority from Page Plus to TracFone.

Pursuant to §63.04(a)(10)—Special Consideration Requests

Prompt completion of the transaction proposed is essential to ensure that Applicants and the public relying on Applicants' services can obtain the benefits described in the instant Application.

Pursuant to §63.04(a)(11)—Waiver Requests

No request for waiver is being made in conjunction with the instant Application or the transaction proposed herein.

Pursuant to §63.04(a)(12)—Public Interest Statement

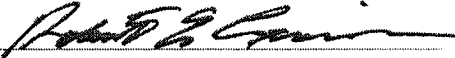
A description of how a grant of the instant Application will serve the public interest, convenience and necessity, in accordance with the provisions of Section 214 of the Communications Act of 1934, as amended,⁵ can be found at Section IV, *supra*.


VI. CONCLUSION

For the foregoing reasons, the Applicants respectfully submit that grant of the instant Application would serve the public interest, convenience and necessity.

⁵ See 47 U.S.C. §214.

Respectfully submitted,

By: 
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Tel: (202) 775-6611
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(Counsel for Assignor)

By: 
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2101 L St., N.W.
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Email: brecherm@gtlaw.com
(Counsel for Assignee)

May 20, 2013

ATTACHMENT A

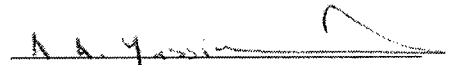
CERTIFICATION

I, Abdul A. Yassine, hereby state as follows:

1. I am President of Start Wireless Group, Inc. d/b/a Page Plus Cellular.
2. I hereby certify, on behalf of Start Wireless Group, Inc., d/b/a Page Plus Cellular, that:

I have reviewed and am familiar with the content of the foregoing "Application for Consent to Assignment of Customer Base and Related Assets of an Authorized Domestic Section 214 Carrier." Other than certain facts of which official notice can be taken, and those which are supported by the "Declaration(s)" of another individual or individuals, the facts contained therein are true and correct to the best of my knowledge, information, and belief.

I hereby declare under penalty of perjury, that the foregoing is true and correct.


**ABDUL A. YASSINE, President
START WIRELESS GROUP, INC.
d/b/a Page Plus Cellular**

Dated this 17th day of May, 2013.

CERTIFICATION

I, Richard B. Salzman, hereby state as follows:

1. I am Secretary, Executive Vice President and General Counsel of TracFone Wireless, Inc.
2. I hereby certify, on behalf of TracFone Wireless, Inc., that:

I have reviewed and am familiar with the content of the foregoing "Application for Consent to Assignment of Customer Base and Related Assets of an Authorized Domestic Section 214 Carrier." Other than certain facts of which official notice can be taken, and those which are supported by the "Declaration(s)" of another individual or individuals, the facts contained therein are true and correct to the best of my knowledge, information, and belief.

I hereby declare under penalty of perjury, that the foregoing is true and correct.



**RICHARD B. SALZMAN,
Secretary, Executive Vice
President and General Counsel
TRACFONE WIRELESS, INC.**

Dated this 17th day of May, 2013.