

August 16, 2005

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Federal Communications Commission
Office of Secretary

Marlene H. Dortch, Secretary
Federal Communications Commission
Office of the Secretary
445 12th Street, SW
Washington, D.C. 20554

Re: Notice of Pro Forma Transfer of Control of ACS-LD from ACS Holdings to ACS-AK

Dear Ms. Dortch:

Pursuant to 47 C.F.R. § 63.24(d) and (f), ACS of Alaska, Inc. (ACS-AK) hereby files notice of the *pro forma* transfer of 100% controlling interest in ACS Long Distance, Inc. (ACS-LD) from Alaska Communications Systems Holdings, Inc. (ACS Holdings) to ACS-AK, which occurred on July 25, 2005. This transfer will result in the transfer of control of ACS-LD's domestic and international § 214 authorizations. This letter serves as notice of *pro forma* transfer of ACS-LD's international § 214 authorization.¹

As set forth in the Commission's regulations at 47 C.F.R. § 63.24(d), this transfer of control is presumptively classified as *pro forma* because it is an "[a]ssignment or transfer from a corporation to a wholly owned direct or indirect subsidiary thereof or vice versa." Specifically, this transaction will transfer controlling interest in ACS-LD, currently a direct subsidiary of ACS Holdings, to ACS-AK, also a direct subsidiary of ACS Holdings. It will not result in a change in the actual controlling party.² As held by the Regulatory Commission of Alaska, this transfer will have no adverse effect on competition or ACS-LD's customers and is in the public interest.³

In compliance with the Commission's regulations at 47 C.F.R. § 63.24(f)(2), ACS-AK hereby provides the following information:

¹ In accordance with 47 C.F.R. § 63.24(f)(1), ACS-AK hereby files notice of transfer of ACS-LD's international § 214 authorization. Pursuant to the Commission's rules, ACS-AK is not required to notify the FCC of the concurrent transfer of ACS-LD's domestic § 214 authorization. See 47 C.F.R. § 63.03(d)(1); see also *Report and Order, In the Matter of Implementation of Further Streamlining Measures of Domestic Section 214 Authorizations*, 17 FCC Rcd. 5517 (2002) ¶ 54.

² See, e.g., 47 C.F.R. § 63.24(d).

³ See *Order Approving Transfer of Controlling Interest and Closing Docket, In the Matter of ACS OF ALASKA, INC. d/b/a ALASKA COMMUNICATIONS SYSTEMS, ACS LOCAL SERVICE, AND ACS for Authority to Acquire ACS LONG DISTANCE, INC. d/b/a ALASKA COMMUNICATIONS SYSTEMS, ACS LONG DISTANCE, and ACS, Holder of Certificate of Public Convenience and Necessity No. 476, U-05-15(1)* (Apr. 26, 2005).

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1. *Name, address, and telephone number of transferee:*

ACS of Alaska, Inc.
600 Telephone Avenue, MS #65
Anchorage, Alaska 99503
(907) 297-3130

2. *The Government, State, or Territory under which transferee is organized:*

ACS-AK is a corporation organized under the laws of the State of Alaska

3. *The name, title, address and telephone number of the officer and any other contact (including legal counsel) to whom correspondence concerning this notice should be addressed:*

Ken Sprain
Senior Vice President
Network Operations
ACS of Alaska, Inc.
600 Telephone Avenue
MS # 65
Anchorage, Alaska
99503
(907) 297-3000

Leonard Steinberg
General Counsel
ACS of Alaska, Inc.
600 Telephone Avenue
MS # 65
Anchorage, Alaska 99503
(907) 297 -3105

Lisa Phillips
Manager
Regulatory Affairs
ACS of Alaska, Inc.
600 Telephone Avenue
MS # 60
Anchorage, Alaska
99503
(907) 297-3130

4. *A statement as to whether transferee has previously received authority under § 214 and, if so, a general description of the categories of facilities and services authorized:*

ACS Holdings and its operating subsidiaries, including ACS-AK, possess blanket § 214 authorizations, pursuant to 47 C.F.R. § 63.01, to provide domestic switched, private line, data, and business services to all interstate points. Transferee does not hold any other § 214 authorizations.

5. *The name, address, citizenship, and principal business of any person or entity that directly or indirectly owns at least ten percent of the equity in transferee:*

ACS Holdings owns 100% equity in the transferee, ACS-AK.

Alaska Communications Systems Holdings, Inc.
600 Telephone Avenue, MS #65
Anchorage, Alaska 99515


ACS Holdings is a corporation organized under the laws of the State of Alaska.

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As the FCC has recognized, an "[a]ssignment or transfer from a corporation to a wholly owned direct or indirect subsidiary thereof or vice versa" is presumptively classified as a *pro forma* transaction because it does "not result in a change in the actual controlling party [and are] unsubstantial."⁴ This case involves transfer from a corporation (ACS Holdings) to a wholly owned direct subsidiary (ACS-AK). The RCA has additionally confirmed that this transfer "will be generally transparent . . . because . . . there will be no change to management, personnel, tariffs, or equipment."⁵ Therefore, in accordance with 47 C.F.R. § 63.24(f)(2)(ii), ACS-AK hereby certifies that the transfer of control of ACS-LD to ACS-AK was *pro forma* and does not result in a change in the actual controlling party of ACS-LD.

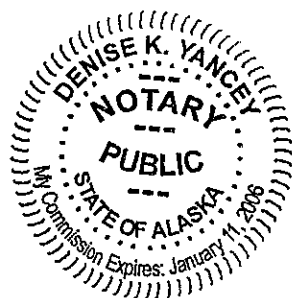
I, Kenneth Sprain, Senior Vice President, Network Operations, ACS of Alaska, Inc., hereby certify that the statements contained in this document are true, correct, and complete to the best of my information, knowledge, and belief.


Respectfully submitted,
ACS of Alaska, Inc.



Kenneth Sprain
Senior Vice President
Network Operations

SUBSCRIBED AND SWORN to before me on this 16th day of AUGUST, 2005.





Notary Public, in and for the State of Alaska

My Commission Expires: 1/11/06

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⁴ 47 C.F.R. § 63.24(d) at n. 2.

⁵ Order Approving Transfer of Controlling Interest and Closing Docket, U-05-15(1) at 3.