

WC 05-350

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December 16, 2005

Federal Communications Commission
Wireline Competition Bureau - CPD - 214 Appls.
P.O. Box 358145
Pittsburgh, PA 15251-5145

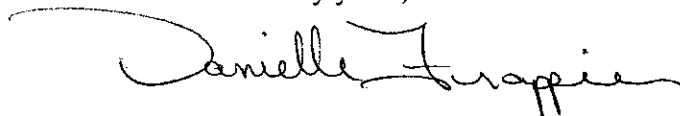
Re: Joint International and Domestic Application of Cebridge Telecom Limited, LLC et al. for Authorization Pursuant to Section 214 of the Communications Act of 1934, as Amended, to Transfer Control of Three Cox Entities, Assign a Portion of Other Cox Entities' Telecommunications Customer Bases and Assign Certain Associated Telecommunications Assets to Cebridge Telecom Limited, LLC and Cebridge Telecom General, LLC

Dear Sir or Madam:

Cebridge Telecom Limited, LLC, Cebridge Telecom General, LLC, and Cox Communications, Inc. and certain affiliated entities hereby submit one (1) original, five (5) copies, and one (1) stamp and return copy of the above-captioned application. Also enclosed are the completed Form 159 and a check in the amount of \$895 for the filing fee. A copy of this application is being filed simultaneously with the International Bureau.

Please contact the undersigned with any questions regarding this matter.

Sincerely yours,



Danielle Frappier

cc: Susan O'Connell, David Krech and Jodi Cooper, FCC International Bureau (via e-mail)
Tracey Wilson-Parker, Renee Crittendon, FCC Wireline Competition Bureau (via e-mail)

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE

(1) LOCKBOX # 358145		SPECIAL USE ONLY FCC USE ONLY	
SECTION A - PAYER INFORMATION			
(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) Cole, Raywid & Braverman, LLP		(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) \$895.00	
(4) STREET ADDRESS LINE NO. 1 1919 Pennsylvania Avenue, NW			
(5) STREET ADDRESS LINE NO. 2 Suite 200			
(6) CITY Washington		(7) STATE DC	(8) ZIP CODE 20006
(9) DAYTIME TELEPHONE NUMBER (include area code) 202.659.9750		(10) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(11) PAYER (FRN) 0003787942		(12) FCC USE ONLY	
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C) COMPLETE SECTION BELOW FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(13) APPLICANT NAME Cebridge Telecom Limited, LLC			
(14) STREET ADDRESS LINE NO. 1 12444 Powerscourt Drive			
(15) STREET ADDRESS LINE NO. 2 Suite 450			
(16) CITY St. Louis		(17) STATE MO	(18) ZIP CODE 63131
(19) DAYTIME TELEPHONE NUMBER (include area code) 314.315.9337		(20) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(21) APPLICANT (FRN) 0014361752		(22) FCC USE ONLY	
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(23A) CALL SIGN/OTHER ID Cebridge/Cox	(24A) PAYMENT TYPE CODE CUT	(25A) QUANTITY 1	
(26A) FEE DUE FOR (PTC)	(27A) TOTAL FEE \$895.00	FCC USE ONLY	
(28A) FCC CODE 1		(29A) FCC CODE 2	
(23b) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY	
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY	
(28B) FCC CODE 1		(29B) FCC CODE 2	
SECTION D - CERTIFICATION			
CERTIFICATION STATEMENT			
I, <u>Danielle Frappier</u> , certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief.			
SIGNATURE <u>Danielle Frappier</u>		DATE <u>December 16, 2005</u>	
SECTION E - CREDIT CARD PAYMENT INFORMATION			
MASTERCARD _____ VISA _____ AMEX _____ DISCOVER _____ ACCOUNT NUMBER _____ EXPIRATION DATE _____ I hereby authorize the FCC to charge my credit card for the service(s) authorization herein described. SIGNATURE _____ DATE _____			

STAMP & RETURN

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

FCC/MELLON

DEC 16 2005

In the Matter of the Application of

**COX COMMUNICATIONS, INC.
COX NORTH CAROLINA TELCOM, L.L.C.
TCA COMMUNICATIONS, L.L.C.
COX TEXAS TELCOM, L.P.
COX LOUISIANA TELCOM, L.L.C.
COX MISSOURI TELCOM, L.L.C.
COX OKLAHOMA TELCOM, L.L.C.
COX CALIFORNIA TELCOM, L.L.C.**

and

**CEBRIDGE TELECOM LIMITED, LLC
CEBRIDGE TELECOM GENERAL, LLC**

for Authorization Pursuant to Section 214 of the Communications Act of 1934, as Amended, to Transfer Control of Three Cox Entities, Assign a Portion of Other Cox Entities' Telecommunications Customer Bases and Assign Certain Associated Telecommunications Assets to Cebridge Telecom Limited, LLC and Cebridge Telecom General, LLC

WB Docket No. _____

IB File No. _____

JOINT INTERNATIONAL AND DOMESTIC SECTION 214 APPLICATION

Cebridge Telecom Limited, LLC and Cebridge Telecom General, LLC (together, "Cebridge," unless otherwise specified,¹ or "Transferees"), and the above-captioned Cox entities ("Transferors") (collectively with Cebridge "Applicants"), through their

¹ Cebridge Telecom Limited, LLC and Cebridge Telecom General, LLC share the same ultimate parent entities and management personnel. Thus, unless otherwise specified, all references to "Cebridge" in this application, including references in all attachments and certifications, refer to both Cebridge Telecom Limited, LLC and Cebridge Telecom General, LLC. That being said, the only interest that is being transferred to Cebridge Telecom General, LLC under the proposed transaction is a one percent (1%) general partnership interest in Cox Texas Telcom, L.P., as is more fully described below.

undersigned counsel, hereby request authorization pursuant to Section 214 of the Communications Act of 1934, as amended, and Sections 63.04 and 63.24 of the Commission's rules, to permit the parties to: (i) transfer control of Cox North Carolina Telcom, L.L.C. and TCA Communications, L.L.C. to Cebridge Telecom Limited, LLC, (ii) transfer control of ninety-nine percent (99%) of Cox Texas Telcom, L.P. to Cebridge Telecom Limited, LLC and one percent (1%) of Cox Texas Telcom, L.P. to Cebridge Telecom General, LLC and (iii) assign a portion of the telecommunications customer base and certain assets associated with providing service to customers of Cox Louisiana Telcom, L.L.C., Cox Missouri Telcom, L.L.C., Cox Oklahoma Telcom, L.L.C., and Cox California Telcom, L.L.C. to Cebridge Telecom Limited, LLC.²

I. DESCRIPTION OF THE APPLICANTS

A. Transferors

Cox Communications, Inc., a corporation organized and existing under the laws of the state of Delaware, is the ultimate parent corporation of Cox North Carolina Telcom, L.L.C., TCA Communications, L.L.C. and Cox Texas Telcom, L.P. (collectively "Transferring Cox Entities"), and is also the ultimate parent corporation of Cox Louisiana Telcom, L.P., Cox Missouri Telcom, L.L.C., Cox Oklahoma Telcom, L.L.C., and Cox California Telcom, L.L.C. (collectively "Assigning Cox Entities"). Aside from the residential and small business customers of Cox Texas Telcom, L.P., the only telecommunications customers of the Transferring and Assigning Cox Entities are

² 47 U.S.C. § 214; 47 C.F.R. §§ 63.04, 63.24. The Applicants are filing a joint domestic and international application in accordance with the Commission's rules. 47 C.F.R. § 63.04(b).

schools and libraries to which certain of the entities provide the underlying telecommunications transport for Wide Area Networks and Internet access services.

Transferring Cox Entities

1. **Cox North Carolina Telcom, L.L.C. (“CNC”)**: CNC is a limited liability company organized and existing under the laws of the state of Delaware. CNC currently holds a Certificate of Public Convenience and Necessity from the North Carolina Utilities Commission (“NCUC”), but holds no other telecommunications assets. (The Applicants are submitting, concurrently with this application, an application to the NCUC to transfer control of CNC to Cebridge Telecom Limited, LLC.) CNC does not currently provide any telecommunications services. After the close of the proposed transaction, CNC will continue to exist as a separate entity and will be brought into the Cebridge family of entities as a wholly-owned subsidiary of Cebridge Telecom Limited, LLC.

2. **TCA Communications, L.L.C. (“TCAC”)**: TCAC is a limited liability company organized and existing under the laws of the state of Texas. TCAC currently holds two Certificates of Public Convenience and Necessity from the Arkansas Public Service Commission (“APSC”).³ (The Applicants are submitting, concurrently with this application, an application to the APSC to transfer control of TCAC to Cebridge Telecom Limited, LLC.) In addition, TCAC provides telecommunications services under the Federal Schools and Libraries program. After the close of the proposed transaction, TCAC will continue to exist as a separate entity and will be brought into the Cebridge family of entities as a wholly-owned subsidiary of Cebridge Telecom Limited, LLC.

³ Another Cox entity, Cox Arkansas Telcom, L.L.C., also is authorized to provide service in Arkansas, but is not affected by this transaction.

3. **Cox Texas Telcom, L.P. ("CTT"):** CTT is a limited partnership organized and existing under the laws of the state of Delaware. CTT currently holds a Service Provider Certificate of Operating Authority from the Texas Public Utilities Commission ("TPUC"). (The Applicants are submitting, concurrently with this application, an application to the TPUC to transfer control of CTT to Cebridge Telecom Limited, LLC and Cebridge Telecom General, LLC). CTT currently provides interstate and international telecommunications services transaction to residential customers (and a small number of small business customers) in Texas. (CTT is the only Transferring or Assigning Cox Entity that offers any *international* telecommunications service affected by the proposed transaction.) In addition, CTT provides telecommunications services under the Federal Schools and Libraries program. After the close of the proposed transaction, CTT will continue to exist as a separate entity and will be brought into the Cebridge family of entities, with Cebridge Telecom Limited, LLC holding a 99% limited partnership interest in CTT and Cebridge Telecom General, LLC holding a 1% general partnership interest in CTT.

Assigning Cox Entities

1. **Cox Louisiana Telcom, L.L.C. ("Cox Louisiana"):** Cox Louisiana is a limited liability company organized and existing under the laws of the state of Louisiana. (Cox Louisiana's authority from the Louisiana Public Service Commission ("LPSC") will not be transferred to Cebridge, but a Cebridge subsidiary is applying, concurrently with this application, for new authority from the LPSC.) Cox Louisiana provides

telecommunications services under the Federal Schools and Libraries program in certain parts of Louisiana affected by the proposed transaction.

2. **Cox Missouri Telcom, L.L.C. (“Cox Missouri”)**: Cox Missouri is a limited liability company organized and existing under the laws of the state of Missouri. (Cox Missouri’s authority from the Missouri Public Service Commission (“MPSC”) will not be transferred to Cebridge, but a Cebridge subsidiary is applying, concurrently with this application, for new authority from the MPSC.) Cox Missouri provides telecommunications services under the Federal Schools and Libraries program in certain parts of Missouri affected by the proposed transaction.

3. **Cox Oklahoma Telcom, L.L.C. (“Cox Oklahoma”)**: Cox Oklahoma is a limited liability company organized and existing under the laws of the state of Oklahoma. (Cox Oklahoma’s authority from the Oklahoma Public Service Commission (“OPSC”) will not be transferred to Cebridge, but a Cebridge subsidiary is applying, concurrently with this application, for new authority from the OPSC.) Cox Oklahoma provides telecommunications services under the Federal Schools and Libraries program in certain parts of Oklahoma affected by the proposed transaction.

4. **Cox California Telcom, LLC (“Cox California”)**: Cox California is a limited liability company organized and existing under the laws of the state of California. (Cox California’s authority from the California Public Utilities Commission (“CPUC”) will not be transferred to Cebridge, but a Cebridge subsidiary is applying, concurrently with this application, for new authority from the CPUC.) Cox California provides telecommunications services under the Federal Schools and Libraries program in certain parts of California affected by the proposed transaction.

B. Cebridge (Cebridge Telecom Limited, LLC, FRN # 0014361752; Cebridge Telecom General, LLC, FRN # 001438391)

Transferees are limited liability companies organized and existing under the laws of the state of Delaware, with principal offices located at 12444 Powerscourt Dr., Suite 450, St. Louis, MO 63131. Transferees are indirect subsidiaries of Cebridge Connections Holdings, LLC ("Cebridge Holdings"). Transferees and their affiliates do not currently provide any telecommunications services. A detailed organization chart of Cebridge and all telecommunications affiliates is attached to this application at Confidential Attachment 2. The organization chart shows the ownership structure (including ownership percentages) of Cebridge and affiliated entities, all of which are privately held. The ownership structure of these private companies is not routinely made available for public inspection and therefore, constitutes trade secrets and proprietary commercial and financial information. Disclosure of this information would result in substantial competitive harm to Cebridge because it would reveal non-public information regarding Cebridge's financial backing. As such, Cebridge requests that the Commission withhold the organization chart from public inspection under Sections 0.459 and 0.457(d) of the Commission's rules.⁴ Applicants have provided the organizational chart in a sealed, appropriately-marked envelope attached to this application.

As shown on the organization chart, GS Capital Partners 2000, L.P., OCM Principal Opportunities Fund II, L.P. and PAR Investment Partners, LP hold significant interests in Cebridge Holdings. Each of these entities is a private investment company.

⁴ 47 C.F.R. §§ 0.459, 0.457(d).

II. DESCRIPTION OF THE TRANSACTION

Through the proposed transaction, the Applicants propose to transfer control of the Transferring Cox Entities to Cebridge Telecom Limited, LLC (except for the 1% general partnership interest in CTT to be transferred to Cebridge Telecom General, LLC), and assign the telecommunications assets and telecommunications customer base of the Assigning Cox Entities to Cebridge Telecom Limited, LLC in the communities listed in Attachment 3 ("Affected Service Area"). Specifically, an affiliate of Transferees and certain affiliates of Transferors signed an asset purchase agreement, which will be assigned by such Cebridge affiliate to Transferees and certain other Transferee affiliates immediately prior to the closing contemplated thereunder, pursuant to which Transferees, as assignees, propose to transfer control of the Transferring Cox Entities, as well as acquire certain regulated communications facilities of the Assigning Cox Entities currently used to provide video, Internet access and telecommunications services. Telecommunications assets of the Transferring and Assigning Cox Entities to be acquired by Cebridge include, but are not limited to: hybrid coaxial cable and fiber communications plant; franchise rights; state telecommunications certificates of public convenience and necessity; and customer contracts. It also is contemplated under the asset purchase agreement, as assigned to Transferees, that Cebridge will acquire all telecommunications customers of the Transferring and Assigning Cox Entities located in the Affected Service Area, the majority of which are schools and libraries and Texas residential customers.

III. INFORMATION REQUIRED BY SECTIONS 63.04 AND 63.24

Applicants submit the following information in support of their requests for Section 214 authorization pursuant to Section 63.04 and 63.24 of the Commission's rules.

(a) Name, address and telephone number of each Applicant.

Transferors	Transferees
Cox Communications, Inc. and all Transferring and Assigning Cox Entities 1400 Lake Hearn Drive Atlanta, GA 30319 Telephone: 404 843 5845	Cebridge Telecom Limited, LLC Cebridge Telecom General, LLC 12444 Powerscourt Dr., Suite 450 St. Louis, MO 63131 Telephone: 314 965 2020

(b) State of organization of each Applicant.

Applicant	State
Cebridge Telecom Limited, LLC	Delaware
Cebridge Telecom General, LLC	Delaware
Cox Communications, Inc.	Delaware
Cox North Carolina Telcom, L.L.C.	Delaware
TCA Communications, L.L.C.	Texas
Cox Texas Telcom, L.P.	Delaware
Cox Louisiana Telcom, L.L.C.	Louisiana
Cox Missouri Telcom, L.L.C.	Missouri
Cox Oklahoma, L.L.C.	Oklahoma
Cox California Telcom, L.L.C.	California

(c) The name, title, post office address, and telephone number of the officer or contact point, such as legal counsel, to whom correspondence concerning the application is to be addressed.

Questions or inquiries concerning this application may be directed to:

Counsel for Cox:

J.G. Harrington
Dow, Lohnes & Albertson, PLLC
1200 New Hampshire Ave., NW,
Washington, D.C. 20036
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Counsel for Cebridge:

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With Copies to:

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Vice President, Regulatory Affairs
Cox Communications, Inc.
1400 Lake Hearn Drive
Atlanta, GA 30319
Tel: 404 843 5791
Fax: 404 843 7909
Email: carrington.phillip@cox.com

With Copies to:

Michael J. Zarrilli
Director, Governmental Relations
Cebridge Telecom Limited, LLC
Cebridge Telecom General, LLC
12444 Powerscourt Dr., Suite 450
St. Louis, MO 63131
Tel: 314 965 2020
Fax: 314 315 9322
Email: mike.zarrilli@cequel3.com

(d) A statement as to whether the Applicants have previously received authority under Section 214 of the Act and, if so, a general description of the categories of facilities and services authorized.

Neither Transferee has previously received authority under Section 214 of the Act.

The Transferors are all authorized to provide domestic interstate common carrier services pursuant to blanket authority under Section 63.01 of the Commission's rules. In

addition, the ultimate parent entity, Cox Communications, Inc., holds the following international Section 214 authorizations:

1. **Global or Limited Global Facilities-Based Service, ITC-214-19991207-00764:**⁵

This authorization provides authority to Cox Communications, Inc. and two subsidiaries, Cox Telcom Partners, Inc., and Cox California Telcom, L.L.C. (one of the Assigning Cox Entities), to provide facilities-based service to Mexico through the use of fiber facilities that cross the U.S.-Mexican border. This authorization, however, is not being transferred to Cebridge, nor is any customer base that will be transferred to Cebridge being served through these facilities. (Only a portion of the Cox California Telcom, L.L.C.'s customer base is being transferred to Cebridge, and this portion is not served by these facilities.) Specifically, neither (i) any ownership interest, (ii) any right to use or carry traffic over those cross-border facilities nor (iii) File ITC-214-19991207-00764 will transfer to Cebridge. After the closing of the proposed transaction, Cox will continue to fully own, operate and maintain those facilities, Cebridge will not send any traffic over the facilities and the international Section 214 authorization will continue to be held by Cox Communications, Inc. Customer bases of the Transferring and Assigning Cox Entities being transferred to Cebridge will be served through other service arrangements, pursuant to new authority sought by Cebridge.⁶

⁵ *International Authorizations Granted*, Public Notice, 15 FCC Rcd 16349 (FCC Jan. 6, 2000).

⁶ See explanation of additional authority being sought at Attachment 1 (the domestic section of this application).

2. **Global Resale, ITC-214-19970815-00496 (Old File No. ITC-97-485):**⁷

This authorization provides authority to Cox Communications, Inc. and certain of its subsidiaries (including Cox California Telcom, L.L.C.; Cox Louisiana Telcom, L.L.C.; Cox Missouri Telcom, L.L.C., Cox Oklahoma Telcom, L.L.C. and Cox Texas Telcom, L.P.) to resell the international telecommunications services of other common carriers between the United States and permissible international points. This authorization, however, is not being transferred to Cebridge. Specifically, neither (i) any right to use or carry traffic via the resale arrangements of the entities authorized by this file number nor (ii) File ITC-214-19970815-00496 will transfer to Cebridge. After the closing of the proposed transaction, Cebridge will not route any traffic to any international points in reliance on this authorization. Customer bases of the Transferring and Assigning Cox Entities being transferred to Cebridge will be served pursuant to new authority sought by Cebridge.⁸

(e)-(g) No response is required to paragraphs (e) through (g) of Section 63.18 of the Commission's rules in an application to transfer authorization under Section 214. 47 C.F.R. § 63.24(e)(2).

(h) The name, address, citizenship and principal place of business of any person or entity that directly or indirectly owns at least ten (10) percent of the equity of Transferees, and the percentage of equity owned by each of those entities (to the nearest one (1) percent).

Transferees are indirect subsidiaries of Cebridge Holdings, a Delaware limited liability company whose address and principal places of business ("PPB") are located at

⁷ *Overseas Common Carrier Section 214 Application Actions Taken*, Public Notice, 12 FCC Rcd 16423 (FCC rel. Oct. 9, 1997); *Cox Communications, Inc. Notice of Affiliates Providing Service Pursuant to Section 214 Authorizations*, FCC File No. ITC-97-485, Letter to Marlene H. Dortch, FCC Secretary from Jason E. Rademacher (filed Dec. 8, 2005).

⁸ See explanation of additional authority being sought at Attachment 1 (the domestic section of this application).

12444 Powerscourt Dr., Suite 450, St. Louis, MO 63131. The names and citizenships of entities and persons that directly or indirectly own at least 10% of Transferees are listed in the detailed organization chart attached to this application at Confidential Attachment 2, unless otherwise indicated below. The addresses and PPBs of all these entities are 12444 Powerscourt Dr., Suite 450, St. Louis, MO 63131, unless otherwise indicated below.

Additional, public information not contained on the organization chart is as follows:

OCM Principal Opportunities Fund II, LP	Citizenship: U.S. Address and PPB: 333 South Grand Ave., 28th Floor Los Angeles, CA 90071
PAR Investment Partners, LP c/o Par Capital Management, Inc.	Citizenship: U.S. Address and PPB: One International Place Suite 2401 Boston, MA 02110
GS Capital Partners 2000, L.P.	Citizenship: U.S. Address and PPB: 85 Broad Street New York, NY 10004

Transferees do not have any interlocking directorates with any foreign carrier because no person or entity who performs the duties of officer or director for any Transferee also performs such duties for any foreign carrier.

- (i) A certification as to whether or not Transferees are, or are affiliated with, a foreign carrier.**

Through the attached certification of Dale Bennett, Sr. Vice President, Operations of both Transferee entities, Transferees certify that they are not foreign carriers and that they are not affiliated with any foreign carrier.

- (j) A certification as to whether or not Transferees seek to provide international telecommunications services to any destination country in which the Transferees are, or are affiliated with, a foreign carrier.**

Through the attached certification, Transferees certify that they do not seek to provide international telecommunications services to any destination country to which paragraphs (j)(1)-(4) of Section 63.18 of the Commission's rules apply.

(k) Not applicable.

(l) Not applicable.

(m)Not applicable.

- (n) A certification that Transferees have not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route and will not enter into such agreements in the future.**

Through the attached certification, Transferees certify that they have not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route 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) Certification pursuant to §§ 1.2001 through 1.2003 of this chapter that no party to the application is subject to a denial of Federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988.

Through the attached certification, Transferees certify that no party to the application is subject to a denial of Federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988.

(p) A statement of how the application qualifies for streamlined processing.

Transferees are not foreign carriers and they have no affiliations with any foreign carriers. Moreover, Transferees are not affiliated with any dominant U.S. carriers whose international switched or private line service they seek to resell. Accordingly, this application qualifies for streamlined processing pursuant to Section 63.12 of the Commission's rules.⁹

IV. INFORMATION REQUIRED BY SECTION 63.04 (a)(6)-(a)(12)

Paragraph (b) of Section 63.04 instructs applicants submitting a joint domestic and international section 214 transfer application to submit information required by paragraphs (a)(6) through (a)(12) in an attachment to the application.¹⁰ Applicants have provided this information in Attachment 1.

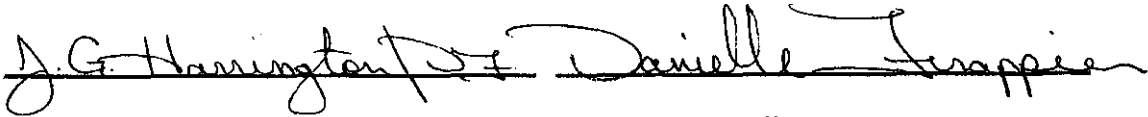
V. CONCLUSION

For the foregoing reasons, Applicants respectfully submit that the public interest, convenience and necessity would be served by a grant of this application.

⁹ 47 C.F.R. § 63.12.

¹⁰ 47 C.F.R. § 63.04(b), (a)(6)-(a)(12).

Respectfully submitted,



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COUNSEL FOR CEBRIDGE

Dated: December 16, 2005

ATTACHMENT 1

INFORMATION REQUIRED BY SECTION 63.04 (a)(6)-(a)(12)

Section 63.04(b) of the Commission's rules state that in a joint domestic and international 214 transfer application, applicants should submit the information requested in Section 63.04(a)(6)-(a)(12) in an attachment to the international application.¹¹ The information requested in those paragraphs is provided below.

(a)(6) Description of the Transaction

The proposed transaction is described in Section II of the above application.

(a)(7) A description of the geographic areas in which the transferor and transferees (and their affiliates) offer domestic telecommunications services, and what services are provided in each area.

The Transferring and Assigning Cox Entities provide domestic telecommunications services, as described more fully in Section I of the application above, in the States of Arkansas, California, Louisiana, Texas, Missouri and Oklahoma, but only those communities listed in Attachment 3 will be affected by the proposed transaction. The ultimate parent corporation, Cox Communications, Inc., and affiliated entities not party to this application also provide domestic telecommunications services in the central and western United States. Operations by these entities, however, will not be affected by the proposed transaction.

Cebridge and its affiliates do not currently provide any telecommunications services.

¹¹ 47 C.F.R. § 63.04(b), (a)(6)-(a)(12).

- (a)(8) A statement as to how the application fits into one or more of the presumptive streamlined categories in this section or why it is otherwise appropriate for streamlined treatment.**

Applicants submit that this application fits into the presumptive streamlined category set forth in Section 63.03(b)(1)(ii) of the Commission's rules because the Transferees are not telecommunications providers.¹² Cebridge is not yet certificated by any state to provide telecommunications service, and Cebridge has not yet received blanket authority under Section 63.01(a) of the Commission's rules because it has not yet begun offering interstate common carrier services.¹³

Even if the application were not entitled to presumptive streamlined treatment, the application would otherwise qualify for streamlined treatment under Section 63.03(b)(2) of the Commission's rules because (i) the proposed transaction would result in Cebridge and all affiliates having a market share in the interstate, interexchange market of less than ten percent (10%), (ii) Cebridge and all affiliates would 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 proposed transaction, and (iii) none of the Applicants or any of their affiliates is dominant with respect to any service.¹⁴

- (a)(9) Identification of all other Commission applications related to the same transaction.**

Concurrently with the filing of this application, Cebridge Telecom Limited, LLC is filing an application with the Commission to obtain new, global facilities-based

¹² 47 C.F.R. § 63.03(b)(1)(ii).

¹³ 47 C.F.R. § 63.01(a).

¹⁴ 47 C.F.R. § 63.03(b)(2).

and global resale international Section 214 authorization. The application for new international authority lists Cebridge Telecom CA, LLC, Cebridge Telecom LA, LLC, Cebridge Telecom MO, LLC and Cebridge Telecom OK, LLC as wholly-owned subsidiaries that will operate pursuant to Cebridge Telecom Limited, LLC's authority.

Pursuant to discussions with staff in the International Bureau, the relevant Applicant entities also plan to make additional, separate filings with the Commission to ensure that upon closing of the proposed transaction, the Transferring Cox Entities will have global facilities-based and global resale international Section 214 authorization as those entities will exist post-consummation.

(a)(10) A statement of whether the applicants are requesting special consideration because either party to the transaction is facing imminent business failure.

The Applicants are not requesting any special consideration of this application.

(a)(11) Identification of any separately filed waiver requests being sought in conjunction with the transaction.

The Applicants have not filed any waiver requests with the Commission in conjunction with this application.

(a)(12) A statement showing how grant of the application will serve the public interest, convenience and necessity, including any additional information that may be necessary to show the effect of the proposed transaction on competition in domestic markets.

Grant of this Application would serve the public interest, convenience and necessity for several reasons. First, the consummation of the proposed transaction will create a new, facilities-based competitor in the telecommunications market. The Commission has repeatedly stated that the goals of the Communications Act are served by encouraging facilities based competition.¹⁵ Cebridge will use advanced, cable-based technology to provide high-quality, fully functional local and long distance telephony services, in addition to enhanced features such as voicemail. Cebridge will be providing a competitive choice in telephony services in many markets still dominated by incumbent local exchange carriers.

Second, Cebridge's management has extensive experience and expertise in bringing quality communications services to consumers. Jerald L. Kent, a nationally-recognized communications industry leader, is President and Chief Executive Officer of Cebridge and its affiliated entities. Mr. Kent began his career as a financial consultant, and then took a top management role at Cencom Cable Associates. He built Cencom into a top-20 cable operation before it was sold to Hallmark's Crown Cable in 1991 for an estimated \$1 billion. Two years later he started Charter Communications Inc. with 5 employees, piecing together systems until they hit 1.3 million subscribers, and were sold to Mr. Paul Allen, co-founder of Microsoft Corporation in 1998 for \$4.5 billion. Mr. Kent remained President and CEO of Charter Communications and grew the business into the fourth largest publicly traded broadband communications business in the country.

¹⁵ See e.g., *In Re Review of Section 251 Unbundling Obligations of Incumbent Local Exchange Carriers; Implementation of the Local Competition Provisions of the Telecommunications Act of 1996; Deployment of Wireline Services Offering Advanced Telecommunications Capabilities*, Report and Order and Order on Remand and Further Notice of Proposed Rulemaking, 18 FCC Rcd 16978 (FCC rel. Aug. 21, 2003) at ¶ 70 ("We reaffirm the conclusion in the UNE Remand Order that facilities-based competition serves the Act's overall goals"); see also *United States Telecom Ass'n v. FCC*, 359 F.3d 554, 576 (D.C. Cir. 2004) (finding that the purpose of the Act "is to stimulate competition – preferably genuine, facilities-based competition."), *cert. denied*, 125 S. Ct. 313, 316, 345 (2004).

Cebridge's management team also includes Mr. Terry Cordova and Mr. Terry Piper. Mr. Cordova has over 18 years of experience in the communications industry, and has led technical teams in extensive deployments of advanced communications services including digital cable, high-speed Internet and video-on-demand services. Mr. Cordova also holds a Bachelor of Science degree in engineering and is a past National Director-at-Large for the Society of Cable Telecommunications Engineers Board. Mr. Piper has a degree in engineering electronics and over twenty years of experience in the engineering, technical operation, support and training of advanced communications network networks, including hybrid-fiber coaxial cable circuit switched telephony, Voice over Internet Protocol, high speed data and interactive video.

The impressive management experience and engineering expertise of Messrs. Kent, Cordova and Piper, along with the operational expertise of key Cox employees to be hired by Cebridge, will ensure that Cebridge's customers will receive the best possible communications services. Specifically, Cebridge anticipates the acquisition of additional employees with substantial technical, operational and managerial experience providing communications services. Such persons will be retained and employed by Cebridge or an affiliate of Cebridge in association with the proposed transaction. Currently these persons are employed by Cox and are responsible for the operation of Cox's network facilities and the provision of service to Cox's customers. Upon completion of the proposed transaction, a significant number of these Cox employees will become employees of Cebridge or an affiliate of Cebridge. As a result, in the near future Cebridge or an affiliate of Cebridge will employ additional employees with experience in providing the services that Cebridge will offer upon grant of this application. For the

foregoing reasons, grant of this application would be served by the public interest, convenience and necessity.

ATTACHMENT 3

AFFECTED SERVICE AREA

Residential and small business customers in the following Texas communities will be transferred to Cebridge, as described in the attached application:

Abilene	Lufkin
Amarillo	Midland, City of
Andrews	Mineola
Athens	Mineral Wells
Big Spring	Mt. Pleasant
Bryan	Mt. Vernon
Burke	Nacogdoches
Cannon AFB	Oak Ridge
Canyon	Panorama Village, City
Clarksville City	Paris
Coahoma	Pflugerville
College Station	Plainview
Como	Quitman
Conroe	Reno
Diboll	Roxton
Dyess AFB	Sadler
Farwell	San Angelo
Floyada	Scurry County
Gainesville, City of	Shallowater, City of
Gatesville	Snyder
Georgetown	South Mountain
Gladewater	Sulphur Springs
Goodfellow AFB	Sweetwater

Grande Saline	Toco
Hearne	Tye
Henderson	Tyler
Hideaway, City of	Union Grove
Honey Grove	Victoria
Hudson	Warren City
Huntsville	White Oak
Jacksonville	Whitehouse
Jarrell	Whitesboro
Lake Tanglewood	Willis
Leander	Winfield
Lindale	Winnsboro
Lubbock	

Contracts with schools and libraries for the provision of telecommunications services in the communities listed below will be transferred to Cebridge as described in the attached application. All communities except Chickasha, Oklahoma, receive funding from the federal Schools and Libraries program.

Arkadelphia, AR	Abilene, TX
Batesville, AR	Bremond, TX
Gassville, AR	Bryan, TX
Mountain Home, AR	Calvert, TX
	College Station, TX
Arcata, CA	Gainesville, TX
	Gladewater, TX
Alexandria, LA	Henderson, TX
Benton, LA	Huntsville, TX
Lake Charles, LA	Jacksonville, TX

Carthage, MO

Lamar, MO

Chickasha, OK (no e-rate funding)

Seminole, OK

Lindale, TX

Marshall, TX

Mineral Wells, TX

Paris, TX

Quitman, TX

Rusk, TX

San Angelo, TX

Tyler, TX

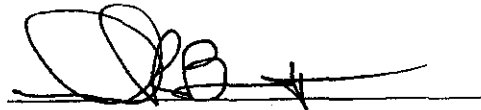
Whitehouse, TX

JOINT INTERNATIONAL AND DOMESTIC SECTION 214 APPLICATION

CEBRIDGE CERTIFICATIONS

I, Dale Bennett, Sr. Vice President, Operations, Cebridge Telecom Limited, LLC and Cebridge Telecom General, LLC, ("Transferees") hereby certify the following:

- Transferees are not foreign carriers, nor are they affiliated with any foreign carrier, within the meaning of Sections 63.18(i) and 63.09(d) and (e) of the rules of the Federal Communications Commission. 47 C.F.R. §§ 63.18(i), 63.09(d), (e);
- Transferees do not seek to provide international telecommunications services to any destination country to which paragraphs (j)(1)-(4) of Section 63.18 of the Commission's rules apply;
- Transferees have not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route and they will not enter into such agreements in the future; and
- No party to the application is subject to a denial of Federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988.



Dale Bennett
Sr. Vice President, Operations
Cebridge Telecom Limited, LLC
Cebridge Telecom General, LLC