

Synergies Law Group, PLLC

November 19, 2009

VIA OVERNIGHT DELIVERY

Marlene H. Dortch, Secretary
Federal Communications Commission
445 12th Street, SW,
Washington DC 20554
Attn: Wireline Competition Bureau

Re: SECOND SUPPLEMENT
Access Media 3, Inc.
IB File No. ITC-T/C-20091026-00461

Dear Secretary Dortch:

Access Media 3, Inc. ("AM3"), by and through undersigned counsel and in response to informal inquiries from Staff, hereby submits this Second Supplement and states as follows:

1) **Prior Changes.** In its original application seeking International Section 214 authority, AM3 stated that Scott Rediger and Robert Heiderscheidt each held 48% interests in AM3. Although neither of these individuals however ever owned more than their respective 48% interests in the Company, Staff notes that the interest held by Mr. Heiderscheidt has been reduced over time in a manner that under some circumstances may have resulted in a relinquishment of negative control. AM3 represents and respectfully submits that no relinquishment of negative control occurred.¹ Specifically, although Mr. Heiderscheidt did hold (and continues to hold) a substantial minority interest in AM3, he did not as a legal or actual matter hold sufficient control to allow him to block aspects of AM3's activities. Specifically, Mr. Heiderscheidt never held an interest of 50% or more directly or indirectly in AM3, nor did Mr. Heiderscheidt ultimately oversee or exercise control over the day-to-day operations of AM3. For that reason, AM3 respectfully submits that no *pro forma* filing was required in connection with the reduction in Mr. Heiderscheidt's interests in AM3.

2) **Post-Closing Ownership.** Applicants confirm that other than as disclosed in the above captioned application, no entity will directly or control own or control more than 10% of AM3 following the completion of the transaction. Specifically:

¹ Applicants understand that Negative Control consists of control of exactly 50% of the licensee such that the holder has the ability to block every aspect of licensee activity but cannot compel action without the concurrence of another party. See Instructions to Form 323 (Ownership Reports) at 1, available at: <http://www.fcc.gov/Forms/Form323/323.pdf>; Generally, substantial minority interests, even ones that can block specified major transactions, are not considered to possess negative control. See, e.g., News Internat'l PLC, 97 F.C.C.2d 349, 358 (1984).

- Following the proposed transactions, four entities will directly own or control 10% or more of AM3 Holding Corp. (the parent of licensee AM3). Those entities are:

Meritage Fund III, L.P. (34.2%)

WP North America Private Equity, L.P. (17.1%)

COREalpha Private Equity Partners II, L.P. (17.1%) and.

Scott Rediger (13.6%).

The remaining 18% of AM3 Holding will be widely held by a variety of individuals and entities, none of which will hold more than 10% of AM3 Holding (or therefore indirectly in AM3).

- Other than **Forsta AP-Fonden Kapital KP** (50%) and **WP North America Private Equity GP, LLC** (General Partner), no entity directly owns or controls a 50% or greater interest in **WP North America Private Equity, L.P.** As a result, following the transaction, no other direct owner of **WP North America Private Equity, L.P.** will directly or indirectly own or control 10% or more of AM3.²
- No entity owns or controls a sufficiently large interest in **Meritage Investment Partners III, LLC**, **Forsta AP-Fonden Kapital KP** or the **State of Kuwait** sufficient to constitute a direct or indirect interest of 10% or more in AM3 through an ownership interest in those three entities.
- **WAFRA Investment Advisory Group, Inc.** owns 50% of **WP North America Private Equity GP, LLC** and is the General Partner of **WP COREalpha GP, LLC**. No other entity owns a 50% or greater interest in either **WP North America Private Equity GP, LLC** or **WP COREalpha GP, LLC**. As a result, following the transaction, no other owner of **WP North America Private Equity GP, LLC** or **WP COREalpha GP, LLC** will indirectly or directly own or control 10% or more of AM3.³

A comprehensive chart showing the post-closing interests in AM3 is provided in Exhibit A.

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² **WP North America Private Equity, L.P.** holds only a 17.1% indirect interest in AM3. Therefore under the Commission's attribution rules (47 C.F.R. § 63.18), even if an entity owned 49% in **WP North America Private Equity, L.P.**, such an ownership would constitute only about an 8% indirect interest in AM3.

³ **WP North America Private Equity GP, LLC** and **WP COREalpha GP, LLC** each hold only indirect interests of 17.1% apiece in AM3.

Marlene H. Dortch, Secretary

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An original and four (4) copies of this letter enclosed. Please date-stamp and return the enclosed extra copy of this filing. Questions regarding this filing may be addressed to the undersigned.

Sincerely,

A handwritten signature in black ink, appearing to read "B. McDermott", with a stylized flourish at the end.

Brian McDermott
Edward S. Quill, Jr.

Counsel for Applicants

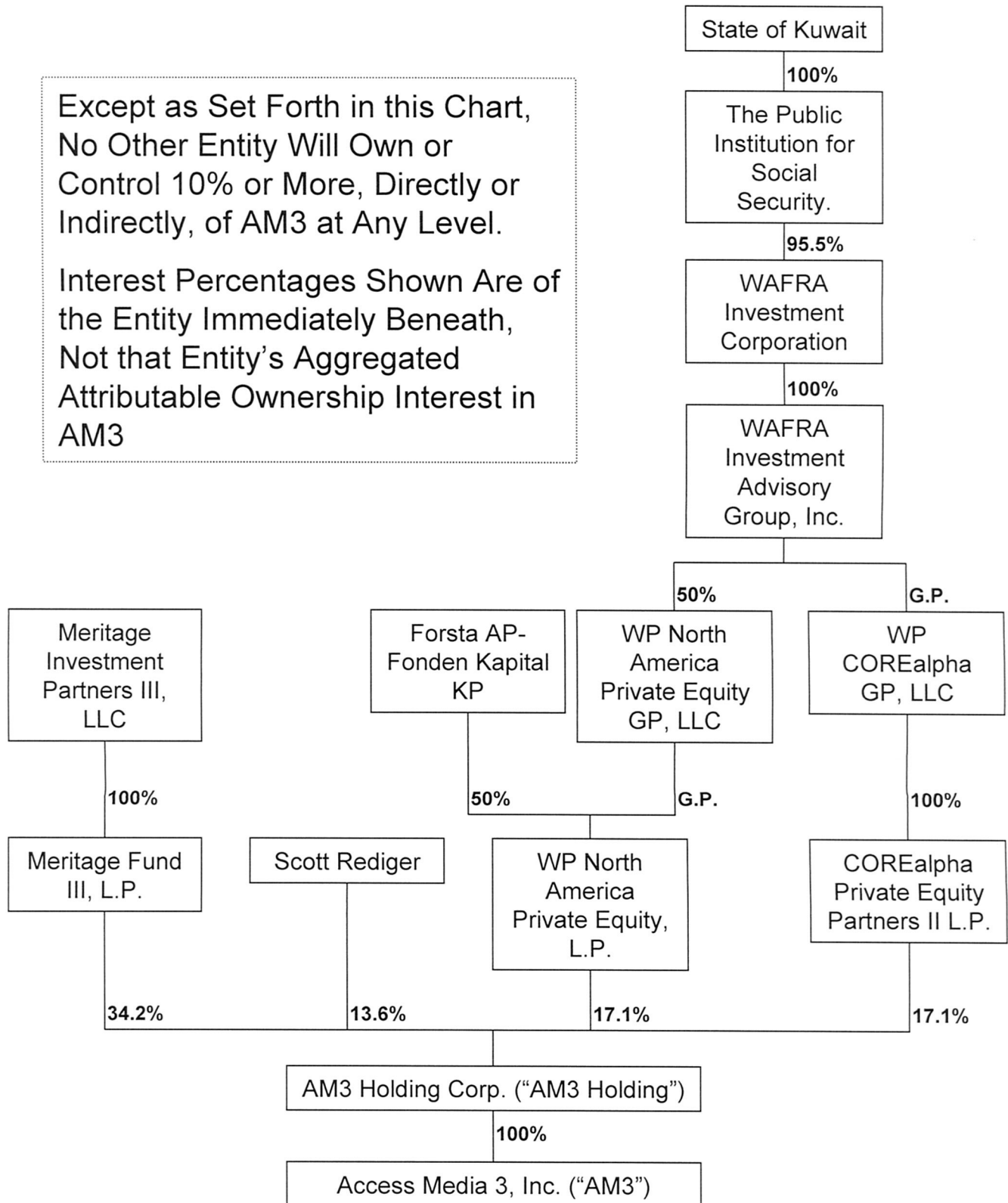
EXHIBIT A

Illustrative Chart

Post-Closing Chart - Detailed

Except as Set Forth in this Chart, No Other Entity Will Own or Control 10% or More, Directly or Indirectly, of AM3 at Any Level.

Interest Percentages Shown Are of the Entity Immediately Beneath, Not that Entity's Aggregated Attributable Ownership Interest in AM3

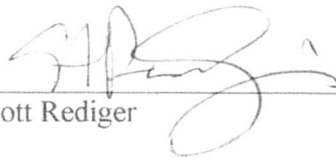


Verification

I, Scott A. Rediger, Chief Executive Officer of Access Media 3, Inc., certify that the information in the foregoing Application is true and correct to the best of my knowledge and belief.

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

Executed this 17 day of November, 2009.



Scott Rediger