

# Synergies Law Group, PLLC

March 18, 2010

## VIA ELECTRONIC FILING

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

RE: SUPPLEMENT TO APPLICATION  
IB File No. FCC ITC-T/C-20091026-00461  
WC Docket Nos. 09-203, 09-215 & 10-1

Dear Mr. Krech:

Access Media 3, Inc. ("AM3"), by and through undersigned counsel and pursuant to Commission Rule 1.65, 47 C.F.R. §1.65, hereby files this supplement to update the above-captioned application ("Application") and to advise the International Bureau of certain *pro forma* changes to AM3's corporate structure and proposed post-closing ownership.

AM3 is authorized to provide international resold and facilities-based services pursuant to authority granted by the Commission in File No. ITC-214-20070418-00149. As set forth in greater detail in the above captioned application, AM3 seeks authority to complete certain transactions related to the ultimate ownership of AM3 (the "Investment Transactions").

In addition to the Investment Transactions, AM3 proposes to complete two acquisitions as follows:

- 1) AM3 proposes to acquire certain U.S. domestic operating assets, including customers, from MCS Master Communications Systems, Inc. d/b/a Avvid Technologies ("MCS" - FRN # 0019271535) a Minnesota Corporation located at 7802 Telegraph Road #120, Bloomington, Minnesota 55438. MCS is engaged in the business of selling, installing and providing certain services to residential multi-dwelling units ("MDU") in apartments and condominiums, nursing homes, assisted living facilities, colleges, universities and other similar multi-dwelling buildings located in Minnesota. In addition to a variety of unregulated services, MCS provides to its residential MDU customer base certain domestic wireline point to point dedicated services. AM3 and MCS have entered into an Asset Purchase Agreement whereby AM3 will purchase those residential MDU operations. The MCS transaction will not affect the ownership of AM3.

- 2) AM3 proposes to acquire certain U.S. domestic operating assets, including customers from onShore Networks, LLC (“onShore” – FRN # 0018093435), an Illinois limited liability company located at 1407 West Chicago Avenue, Chicago, Illinois 60642. AM3 will acquire onShore from onShore’s corporate parent, onShore Networks of Illinois, L.L.C., an Illinois limited liability company (“onShore-Illinois”). Like MCS, onShore is engaged in the business of providing services to residential MDU properties, including certain domestic wireline point to point dedicated services. onShore’s operations are located in the State of Illinois.

The onShore transaction will result in two pro forma changes to AM3’s corporation structure and ownership. First, as set out in the Application, through the Investor Transactions, AM3 proposes to create a new holding company, AM3 Holding Corp. (“AM3 Holding”). In connection with the onShore transaction, AM3 will create an additional holding company, AM3 Pinnacle Corporation (“Pinnacle” (FRN # 0019404722). Pinnacle is a Delaware corporation. Pinnacle will own all of the stock of AM3 Holding and will, in turn, be owned by the various investors previously disclosed in the Application. Second, in return for ownership of onShore, onShore-Illinois will receive an eight percent (8%) ownership interest in Pinnacle, which will, in turn, slightly reduce the ownership interests of the investors. Revised ownership information reflecting those updated percentages is provided below and in the chart contained in Exhibit A hereto:

- (1) The following entity will own or control ten percent (10%) or more of **Access Media 3, Inc.:**

Name:	AM3 Holding Corp. 900 Commerce Drive, Suite 200 Oakbrook, IL 60523
Citizenship:	United States
Equity/Voting Interest:	100%
Principal Business:	Holding Company

- (2) The following entity will own or control ten percent (10%) or more of **AM3 Holding Corp.:**

Name:	AM3 Pinnacle Corporation 900 Commerce Drive, Suite 200 Oakbrook, IL 60523
Citizenship:	United States
Equity/Voting Interest:	100%
Principal Business:	Holding Company

- (3) The following entities will own or control ten percent (10%) or more of **AM3 Pinnacle Corporation**:<sup>1</sup>

Name: Scott Rediger  
900 Commerce Drive, Suite 200  
Oakbrook, IL 60523  
Citizenship: United States  
Equity/Voting Interest: 12.1%  
Principal Business: Telecommunications

Name: Meritage Fund III, L.P.  
Address: 1600 Wynkoop Street,  
Suite 300  
Denver, Colorado 80202  
Citizenship: United States  
Equity/Voting Interest: 30.4%  
Principal Business: Investments

Name: WP North America Private Equity, L.P.  
Address: 155 N. Wacker Dr., Suite 4400  
Chicago, IL 60606  
Citizenship: United States  
Equity/Voting Interest: 15.2%  
Principal Business: Investments

Name: COREalpha Private Equity Partners II L.P.  
Address: 155 N. Wacker Dr., Suite 4400  
Chicago, IL 60606  
Citizenship: United States  
Equity/Voting Interest: 15.2%  
Principal Business: Investments

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<sup>1</sup> onShore-Illinois, the entity that will receive stock in Pinnacle as a result of the transactions described herein will not be a 10% or greater shareholder following the transactions.

- (4) The following entity owns or controls ten percent (10%) or more of **Meritage Fund III, L.P.**:

Name: Meritage Investment Partners III, LLC  
Address: 1600 Wynkoop Street,  
Suite 300  
Denver, Colorado 80202  
Citizenship: United States  
Equity/Voting Interest: 100%  
Principal Business: Investments

No entity holds an interest in **Meritage Investment Partners III, LLC** large enough to cause it to own or control 10% or more of **Access Media 3, Inc.**

- (5) The following entities own or control ten percent (10%) or more of **WP North America Private Equity, L.P.**:

Name: WP North America Private Equity GP, LLC  
Address: 155 N. Wacker Dr., Suite 4400  
Chicago, IL 60606  
Citizenship: United States  
Equity/Voting Interest: General Partner  
Principal Business: Investments

Name: Forsta AP-Fonden Kapital KB  
Address: 155 N. Wacker Dr., Suite 4400  
Chicago, IL 60606  
Citizenship: Sweden  
Equity/Voting Interest: 99%  
Principal Business: Pension Plan

No entity holds an interest in **Forsta AP-Fonden Kapital KB** large enough to cause it to own or control 10% or more of **Access Media 3, Inc.**

- (6) The following entity owns or controls ten percent (10%) or more of **WP North America Private Equity GP, LLC**:

Name: WAFRA Investment Advisory Group, Inc.  
Address: 155 N. Wacker Dr., Suite 4400  
Chicago, IL 60606  
Citizenship: United States  
Equity/Voting Interest: 50%  
Principal Business: Investments

- (7) The following entity owns or controls ten percent (10%) or more of **WAFRA Investment Advisory Group, Inc.:**

Name: WAFRA Investment Corporation  
Address: 155 N. Wacker Dr., Suite 4400  
Chicago, IL 60606  
Citizenship: Cayman Islands  
Equity/Voting Interest: 100%  
Principal Business: Holding Company

- (8) The following entity owns or controls ten percent (10%) or more of **WAFRA Investment Corporation:**

Name: The Public Institution for Social Security  
Address: 155 N. Wacker Dr., Suite 4400  
Chicago, IL 60606  
Citizenship: Kuwait  
Equity/Voting Interest: 95.5%  
Principal Business: Investments

- (9) The following entity owns or controls ten percent (10%) or more of **The Public Institution for Social Security:**

Name: The State of Kuwait  
Address: 155 N. Wacker Dr.; Suite 4400  
Chicago, IL 60606  
Citizenship: Kuwait  
Equity/Voting Interest: 100%  
Principal Business: Government

- (10) The following entity owns or controls ten percent (10%) or more of **COREalpha Private Equity Partners II L.P.:**

Name: WP COREalpha II GP, LLC  
Address: 155 N. Wacker Dr., Suite 4400  
Chicago, IL 60606  
Citizenship: United States  
Equity/Voting Interest: 100%  
Principal Business: Investments

- (11) The following entity is a general/managing partner of **WP COREalpha II GP, LLC**:

Name: WAFRA Investment Advisory Group, Inc.  
Address: 155 N. Wacker Dr., Suite 4400  
Chicago, IL 60606  
Citizenship: United States  
Equity/Voting Interest: General Partner  
Principal Business: Investments

- (12) The following entity owns or controls ten percent (10%) or more of **WAFRA Investment Advisory Group, Inc.**:

Name: WAFRA Investment Corporation  
Address: 155 N. Wacker Dr., Suite 4400  
Chicago, IL 60606  
Citizenship: Cayman Islands  
Equity/Voting Interest: 100%  
Principal Business: Holding Company

- (13) The following entity owns or controls ten percent (10%) or more of **WAFRA Investment Corporation**:

Name: The Public Institution for Social Security  
Address: 155 N. Wacker Dr., Suite 4400  
Chicago, IL 60606  
Citizenship: Kuwait  
Equity/Voting Interest: 95.5%  
Principal Business: Investments

- (14) The following entity owns or controls ten percent (10%) or more of **The Public Institution for Social Security**:

Name: The State of Kuwait  
Address: 155 N. Wacker Dr., Suite 4400  
Chicago, IL 60606  
Citizenship: Kuwait  
Equity/Voting Interest: 100%  
Principal Business: Government

Questions regarding this filing may be directed to the undersigned.

Respectfully submitted,

A handwritten signature in black ink, consisting of two distinct parts. The first part is a stylized, cursive signature that appears to be 'B. McDermott'. The second part is another stylized, cursive signature that appears to be 'E. S. Quill, Jr.'. The two signatures are written side-by-side.

Brian McDermott  
Edward S. Quill, Jr.

Counsel for Access Media 3, Inc.

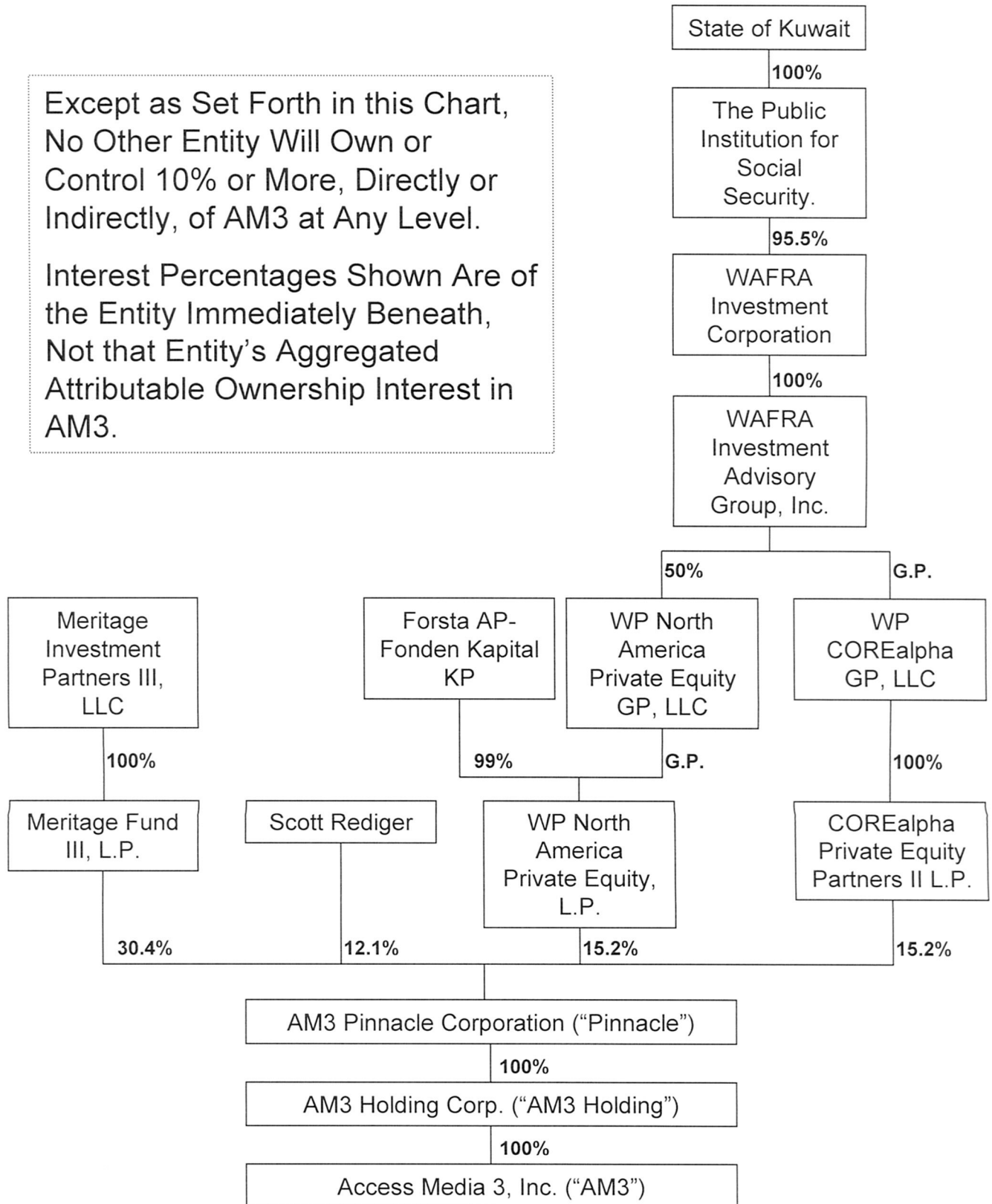
EXHIBIT A



# 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, Robert R. Neumann, General Counsel & VP of Access Media 3, Inc., certify under penalty of perjury that the information in the foregoing true and correct to the best of my knowledge and belief.

Executed this 18<sup>th</sup> day of March, 2010.

By: \_\_\_\_\_

Robert R. Neumann