

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

In the Matter of	)	
	)	
Cox Holdings, Inc.	)	
	)	
<i>Transferor</i>	)	
and	)	
	)	
Cox Enterprises, Inc.	)	File No. _____
	)	
<i>Transferee.</i>	)	
	)	
Pro Forma Transfer of Control of Domestic and International Authority Pursuant to Section 214 of the Communications Act of 1934, as amended	)	
	)	
	)	

**NOTIFICATION OF PRO FORMA TRANSFER OF CONTROL OF  
INTERNATIONAL AUTHORITY PURSUANT TO SECTION 214 OF THE  
COMMUNICATIONS ACT OF 1934, AS AMENDED**

Pursuant to Section 214 of the Communications Act of 1934, as amended (the “Communications Act”), 47 U.S.C. § 214, and Section 63.24 of the Commission’s Rules, 47 C.F.R. § 63.24, Cox Holdings, Inc. (“CHI”) and Cox Enterprises, Inc. (“CEI”) hereby notify the Commission of a *pro forma* transfer of control of the domestic and international Section 214 authorizations held by Cox Communications, Inc. (“CCI”) from CHI to CEI.<sup>1</sup>

---

<sup>1</sup> CCI holds two international Section 214 authorizations, one for global resale and one for facilities-based services between the United States and Mexico, granted under FCC File Nos. ITC-97-485 and ITC-214-19991207-00764, respectively. See Overseas Common Carrier Section 214 Applications, Actions Taken, *Public Notice*, Rep. No. I-8266 (rel. Oct. 9, 1997) (global resale authorization), International Authorizations Granted, *Public Notice*, DA No. 00-11, Rep. No. TEL-00176 (rel. Jan. 6, 2000) (facilities-based authorization). Cox Communications also provides domestic common carrier service pursuant to the blanket Section 214 authorization granted under Section 63.01 of the Commission’s rules, but no authorization is required for a pro forma transfer of control of that authorization. 47 C.F.R. §§ 63.01, 63.03.

This transfer of control took place in connection with an internal corporate reorganization of certain subsidiaries of CEI.<sup>2</sup> That reorganization included a pro forma transfer of control of CCI from its majority shareholder, CHI, to CEI. Under the previous ownership structure, CCI was 95.4% owned by CHI and 4.6% owned by Cox DNS, Inc. (“DNS”). CEI, which owned 100% of both CHI and DNS, therefore held a 100% indirect ownership interest in CCI. As part of the corporate reorganization, CHI was dissolved and its assets, including its ownership of CCI, were distributed to CEI. Those actions occurred on December 20, 2011. As a result, following the transaction, CEI now holds a 95.4% direct interest, and a 100% indirect interest, in CCI.

This transfer of control was pro forma in nature because the transaction resulted in no change to the identity of the ultimate controlling entity of CCI and its licensee subsidiaries, and will have no effect on the day-to-day operations of the licensed stations.

In compliance with Section 63.24(f), the following information is provided:

**(1) Name, address and telephone number of each Applicant:**

**Transferor:**

Cox Holdings, Inc.  
6205 Peachtree Dunwoody Road  
Atlanta, GA 30328  
(678) 546-0840

**Transferee:**

Cox Enterprises, Inc.  
6205 Peachtree Dunwoody Road  
Atlanta, GA 30328

---

<sup>2</sup> Authorizations for the pro forma transfer of control of licenses held by CCI and its subsidiaries that required prior approval were granted by the Commission for various wireless authorizations (file numbers 0004926915 (lead application), 0004925497, 0004927229, 0004928975, 0004929026, 0004929061, 0004929244, 0004930036, 0004929256, 0004929932, 0004929265); a spectrum lease (file number 0004973804) and a transmit earth station (file number SES-T/C-20111114-01359).

(678) 546-0840

**(2) Government, state or territory under the laws of which each corporate or partnership Applicant is organized**

CEI, CHI and CCI are Delaware corporations.

**(3) Name, title, post office address, and telephone number of the officer or contact point of each Applicant to whom correspondence concerning the Joint Application is to be addressed:**

For the Transferor and the Transferee:

J.G. Harrington  
Dow Lohnes P.L.L.C.  
1200 New Hampshire Avenue, NW  
Suite 800  
Washington, DC 20036  
Tel. (202) 776-2818  
Fax (202) 776-2222  
Email jharrington@dowlohn.com

**(4) Statement as to whether the Applicants have previously received authority under Section 214 of the Act.**

CCI holds two international Section 214 authorizations, one for global resale and one for facilities-based services between the United States and Mexico, granted under FCC File Nos. ITC-97-485 and ITC-214-19991207-00764, respectively. CCI also holds a domestic Section 214 authorization, granted under the blanket authorization provision of Section 63.01 of the Commission's rules. 47 C.F.R. § 63.01.

**(5) Name, address, citizenship and principal business of any person or entity that directly or indirectly owns at least ten percent of the equity of the Transferee:**

<u>Name and Address</u>	<u>Ownership</u>	<u>Citizenship</u>	<u>Principal Business</u>
Dayton-Cox Trust A 6205 Peachtree Dunwoody Road Atlanta, GA 30328	43.4%	US	Trust
Atlanta Trust 6205 Peachtree Dunwoody Road Atlanta, GA 30328	30.6%	US	Trust

Trailsend Ventures, LLC 6205 Peachtree Dunwoody Road Atlanta, GA 30328	25.8%	Delaware	Investments
--	-------	----------	-------------

The following is the sole owner of 10 percent or more of Trailsend Ventures, LLC:

<u>Name and Address</u>	<u>Ownership</u>	<u>Citizenship</u>	<u>Principal Business</u>
The Anthony Descendants Trust	98.3%	US	Trust

The following are the trustees of the trusts listed above:

<u>Name and Address</u>	<u>Citizenship</u>	<u>Principal Business</u>
Anne Cox Chambers 6205 Peachtree Dunwoody Road Atlanta, VA 30328	US	Investing
James C. Kennedy 6205 Peachtree Dunwoody Road Atlanta, VA 30328	US	Communications
Jimmy W. Hayes 6205 Peachtree Dunwoody Road Atlanta, VA 30328	US	Communications

Ms. Chambers and Mr. Hayes are trustees of Dayton-Cox Trust A and The Anthony Descendants Trust. Mr. Kennedy is a trustee of Dayton-Cox Trust A and The Anthony Descendants Trust and the sole trustee of the Atlanta Trust.

Other than their interests in CCI, none of the entities or individuals listed above holds an attributable interest in any entity that provides interstate telecommunications services.

**(6) Certification as to nature of the transaction:**

The parties certify that the transfer of control described herein was *pro forma* and that, together with all previous *pro forma* transactions, does not result in a change in the actual controlling party.

**(7) Certification by Transferee pursuant to 47 C.F.R. §§ 1.2001-1.2003 that no party to the Joint Application is subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 583**

The parties hereby certify, pursuant to 47 C.F.R. §§ 1.2001-1.2003, that to the best of its knowledge, information, and belief, no party to this Application is subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 583.

**Conclusion**

For the foregoing reasons, the Applicants respectfully submit that grant by the Commission of this the *pro forma* transfer of control of the international Section 214 authorizations now held by Cox Communications, Inc. would serve the public interest, convenience and necessity.

Respectfully submitted,

Cox Enterprises, Inc.

By: 

J.G. Harrington

Its Attorney

Dow Lohnes P.L.L.C.

1200 New Hampshire Avenue, NW

Washington, DC 20036

(202) 776-2818

jharrington@dowlohn.com

Date:

January 9, 2012

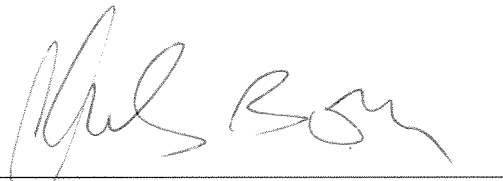
**NOTIFICATION OF PRO FORMA TRANSFER OF CONTROL OF  
INTERNATIONAL SECTION 214 AUTHORIZATION**

**CERTIFICATIONS**

I, Charles Bowen, of Cox Enterprises, Inc., hereby certify the following:

- The transfer of control of the domestic and international authorizations held by Cox Communications, Inc. from Cox Holdings, Inc. to Cox Enterprises, Inc. was *pro forma* and that, together with all previous *pro forma* transactions, did not result in a change in the actual controlling party; and
- No party to this application is subject to a denial of Federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988.

Dated: January 5, 2012



Charles Bowen, *Asst. Secretary*  
Cox Enterprises, Inc.  
6205 Peachtree Dunwoody Road  
Atlanta, GA 30328