

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

In the Matter of)
)
Dayton-Cox Trust A)
)
 Transferor)
and)
)
Cox Family Voting Trust) File No. _____
)
 Transferee.)
)
Pro Forma Transfer of Control of Domestic and)
International Authority Pursuant to Section 214)
of the Communications Act of 1934, as amended)
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)

**NOTIFICATION OF PRO FORMA TRANSFER OF CONTROL OF DOMESTIC
AND 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, the Dayton-Cox Trust A (the “Dayton Trust”) and the Cox Family Voting Trust 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”) and its subsidiaries from the Dayton Trust to the Cox Family Voting Trust.¹

¹ 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-97-845 and ITC-214-19991297-00764, 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). CCI also indirectly controls, through CCI’s wholly-owned subsidiary CoxCom, LLC, EasyTel Communications Carrier Corporation (“EasyTel”), which holds an international Section 214 authorization for global resale, granted under FCC File No. ITC-214-20020509-00245. See International Authorizations Granted, *Public Notice*, Rep. No. TEL-01637, DA No. 13-2024 (rel. Oct. 18, 2013) (announcing grant of authorization for transfer of control of EasyTel to CoxCom, LLC). CCI also provides domestic common carrier service pursuant

This transfer of control took place in connection with a pro forma restructuring of the ownership of CCI's parent company, Cox Enterprises, Inc. ("CEI"), and was completed on December 30, 2013.² As a result of that change, control of CEI was transferred from the Dayton-Cox Trust A (the "Dayton Trust") (Anne Cox Chambers, James C. Kennedy, and Jimmy W. Hayes, Trustees) to the Cox Family Voting Trust (Alexander Taylor, James C. Kennedy, and Jimmy W. Hayes, Voting Trustees).

CEI, a privately held, family-owned company, owns the Cox businesses that evolved from a local daily newspaper purchased in 1898 by former Ohio Governor James M. Cox. CEI indirectly controls the Cox subsidiaries, including CCI, that hold numerous FCC licenses used in the operation of the Cox broadcast, broadband, and telecommunications companies. These 100 percent family-owned and family-controlled enterprises continue to be 100 percent family-owned and family-controlled following completion of the restructuring described below.

The Transfer: The pro forma transfer of control was part of a restructuring of the Cox family trusts. Prior to the transfer, 100 percent of the voting stock of CEI was voted by three trustees: (i) Anne Cox Chambers, Governor Cox's daughter; (ii) James Cox Kennedy, the

to the blanket Section 214 authorization granted under Section 63.01 of the Commission's rules and through EasyTel under an authorization granted by the Commission on October 28, 2013. See Notice of Domestic Section 214 Authorizations Granted, *Public Notice*, WC Docket No. 13-228, DA 13-1928, rel. Oct. 28, 2013. However, no authorization is required for a pro forma transfer of control of domestic Section authorizations. 47 C.F.R. §§ 63.01, 63.03.

² Authorizations for the pro forma transfer of control of licenses held by Cox Enterprises, Inc. and its subsidiaries (including CCI) that required prior approval were granted by the Commission for broadcast stations, transmit/receive earth stations, cable television relay services authorizations and wireless authorizations. See Broadcast Actions, *Public Notice*, Rep. No. 48120 (rel. Nov. 21, 2013); Satellite Communications Services Information re: Actions Taken, *Public Notice*, Rep. No. SES-10599 (rel. Nov. 20, 2013); Cable Television Relay Service (CARS) Applications Re: Actions on Pending Applications, *Public Notice*, Rep. No. 4289 (rel. Nov. 20, 2013); Wireless Telecommunications Bureau Assignment of License Authorization Applications, Transfer of Control Licensee Applications, *De Facto* Transfer Lease Applications and Spectrum Manager Lease Notifications, Designated Entity Reportable Eligibility Event Applications, and Designated Entity Annual Reports Action, *Public Notice*, Rep. No. 9146 (rel. Nov. 20, 2013). Notifications also were filed following consummation for receive-only earth stations controlled by CEI and its subsidiaries.

Chairman of CEI and the son of Governor Cox's daughter Barbara Cox Anthony, now deceased; and (iii) Jimmy W. Hayes, the former CEO of CEI (collectively, the "Previous Trustees"). In the event of a vacancy among the trustees, the remaining trustees were to appoint a successor trustee in consultation with the trust beneficiaries, who are descendants of Governor Cox. Prior to July 26, 2013, the Previous Trustees voted all of the CEI voting stock directly through the Dayton Trust, a trust established in 1943 for the benefit of Governor Cox's descendants. Thereafter, the Previous Trustees continued to vote all of the CEI voting stock, but as trustees of the Cox Family Voting Trust, with the Dayton Trust as its sole beneficiary. From a control perspective, the Cox Family Voting Trust is entirely transparent and did not change the persons exercising voting control over CEI because the trustees of the Dayton Trust and the Cox Family Voting Trust were identical as of July 26, 2013.

At the completion of the restructuring, the Dayton Trust was dissolved and removed entirely from the chain of ownership and control of CEI, with voting control remaining in the trustees of the Cox Family Voting Trust. Upon the dissolution of the Dayton Trust, the non-voting stock and the non-voting beneficial trust interests that the Dayton Trust held were distributed to members of the Cox family directly or to trusts or similar arrangements for their benefit. In addition, although it was not a formal part of the planned restructuring, Mrs. Chambers has resigned as trustee of the Cox Family Voting Trust, and was replaced by her grandson Alexander Taylor.

Pro Forma Nature of Proposed Transfer of Control: The Commission properly can approve these proposed minor ownership changes under *pro forma* transfer procedures. The replacement of a family trust controlled by the Previous Trustees with a family trust

controlled by two of the three Previous Trustees with a family member as the third trustee does not constitute a “substantial” change in control. Moreover, the new trustee, Mr. Taylor, like the other two trustees, Mr. Kennedy and Mr. Hayes, has had his qualifications favorably passed upon by the Commission. As noted in footnote 2, this *pro forma transfer* of control already has been approved as to those authorizations that required prior approval.

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

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

Transferor:

Dayton-Cox Trust A
6205 Peachtree Dunwoody Road
Atlanta, GA 30328
(678) 546-0840

Transferee:

Cox Family Voting Trust
6205 Peachtree Dunwoody Road
Atlanta, GA 30328
(678) 546-0840

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

Dayton-Cox Trust A was organized under the laws of Ohio.

The Cox Family Voting Trust is organized under the laws of Delaware.

(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
Cooley LLP
1299 Pennsylvania Avenue, NW
Suite 700
Washington, DC 20004

Tel. (202) 776-2818
Fax (202) 842-7899
Email jgharrington@cooley.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-97-845 and ITC-214-19991297-00764, respectively.

Through its subsidiary CoxCom, LLC, CCI also controls EasyTel Communications Carrier Corporation (“EasyTel”), which holds an international Section 214 authorization for global resale, granted under FCC File No. ITC-214-20020509-00245.

CCI and EasyTel also hold domestic Section 214 authorizations, 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:

As described above, voting control of CEI is vested in the Cox Family Voting Trust, which holds 100% of the voting stock of CEI. The trustees of the Cox Family Voting Trust are as follows:

<u>Name and Address</u>	<u>Citizenship</u>	<u>Principal Business</u>
James C. Kennedy 6205 Peachtree Dunwoody Road Atlanta, GA 30328	U.S.	Communications
Alexander Taylor 6205 Peachtree Dunwoody Road Atlanta, GA 30328	U.S.	Communications
Jimmy W. Hayes 6205 Peachtree Dunwoody Road Atlanta, GA 30328	U.S.	Communications

The following are the owners of 10 percent or more of the equity of CEI:

<u>Name and Address</u>	<u>Ownership</u>	<u>Citizenship</u>	<u>Principal Business</u>
Trailsend Ventures, LLC	27.87%	Delaware	Investments

6205 Peachtree Dunwoody Road
Atlanta, GA 30328

JKR Ventures, L.P. 6205 Peachtree Dunwoody Road Atlanta, GA 30328	22.00%	Delaware	Investments
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The following are the owners of 10 percent or more of Trailsend Ventures, LLC:

<u>Name and Address</u>	<u>Ownership</u>	<u>Citizenship</u>	<u>Principal Business</u>
James C. Kennedy 6205 Peachtree Dunwoody Road Atlanta, GA 30328	11.00%	U.S.	Communications
Blair Parry-Okeden 6205 Peachtree Dunwoody Road Atlanta, GA 30328	11.00%	U.S.	Investing
Barbara Cox G-4 Trust f/b/o Andrew Parry-Okeden 6205 Peachtree Dunwoody Road Atlanta, GA 30328	11.25%	Georgia	Trust
Barbara Cox G-4 Trust f/b/o Henry Parry-Okeden 6205 Peachtree Dunwoody Road Atlanta, GA 30328	11.25%	Georgia	Trust
Barbara Cox Descendants Continuation Trust f/b/o James C. Kennedy 6205 Peachtree Dunwoody Road Atlanta, GA 30328	16.50%	Georgia	Trust
Barbara Cox Descendants Continuation Trust f/b/o Blair Parry-Okeden 6205 Peachtree Dunwoody Road Atlanta, GA 30328	16.50%	Georgia	Trust

The following are the trustees of the trusts listed above:

<u>Name and Address</u>	<u>Citizenship</u>	<u>Principal Business</u>
James C. Kennedy 6205 Peachtree Dunwoody Road Atlanta, GA 30328	U.S.	Communications
James C. Kennedy, Jr. 6205 Peachtree Dunwoody Road Atlanta, GA 30328	U.S.	Investing
Jimmy W. Hayes 6205 Peachtree Dunwoody Road Atlanta, GA 30328	U.S.	Communications

The following are the owners of 10 percent or more of JKR Ventures, L.P.:

<u>Name and Address</u>	<u>Ownership</u>	<u>Citizenship</u>	<u>Principal Business</u>
Chambers G-4 Trust f/b/o Amanda A. Taylor 6205 Peachtree Dunwoody Road Atlanta, GA 30328	10.40%	Georgia	Trust
Chambers G-4 Trust f/b/o Alexander C. Taylor 6205 Peachtree Dunwoody Road Atlanta, GA 30328	10.40%	Georgia	Trust
Chambers G-4 Trust f/b/o James C. Chambers, Jr. 6205 Peachtree Dunwoody Road Atlanta, GA 30328	11.00%	Georgia	Trust
Chambers G-4 Trust f/b/o Ulysses L. Cox Chambers 6205 Peachtree Dunwoody Road Atlanta, GA 30328	11.00%	Georgia	Trust
Chambers Descendants Continuation Trust f/b/o Margaretta J. Taylor 6205 Peachtree Dunwoody Road	10.50%	Georgia	Trust

Atlanta, GA 30328

Chambers Descendants Continuation Trust f/b/o Katharine J. Rayner 6205 Peachtree Dunwoody Road Atlanta, GA 30328	10.50%	Georgia	Trust
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Chambers Descendants Continuation Trust f/b/o James C. Chambers 6205 Peachtree Dunwoody Road Atlanta, GA 30328	10.50%	Georgia	Trust
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The following are the trustees of the trusts listed above:

<u>Name and Address</u>	<u>Citizenship</u>	<u>Principal Business</u>
Margaretta J. Taylor 6205 Peachtree Dunwoody Road Atlanta, GA 30328	U.S.	Investing
Katharine J. Rayner 6205 Peachtree Dunwoody Road Atlanta, GA 30328	U.S.	Investing
James C. Chambers 6205 Peachtree Dunwoody Road Atlanta, GA 30328	U.S.	Investing
Daniel L. Mosley Cravath, Swaine & Moore LLP 825 Eighth Avenue New York, NY 10019	U.S.	Law

Other than their interests in CCI and its subsidiaries, 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.

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Date: January 27, 2014

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

CERTIFICATIONS

I, Shauna S. Muhl, of Cox Enterprises, Inc., hereby certify the following:

- The transfer of control of the domestic and international authorizations held directly and indirectly by Cox Communications, Inc. from the Dayton-Cox Trust A to the Cox Family Voting Trust 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 23rd 2014



Shauna S. Muhl
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