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

In the Matter of the Application of	)	
	)	
New Cingular Wireless Services, Inc., Transferor,	)	
	)	
Wireless Maritime Services, LLC Licensee,	)	File No. ITC-T/C-2022__________
	)	
and	)	
	)	
Maritime Wireless Corp., Transferee	)	
	)	
for Authority Pursuant to Section 214 of the Communications Act of 1934, as Amended, and Section 63.24 of the Commission's Rules to Transfer Control of an International Section 214 Carrier	)	

JOINT APPLICATION

New Cingular Wireless Services, Inc. ("NCWS" or "Transferor"), Wireless Maritime Services, LLC ("WMS" or "Licensee"), and Maritime Wireless Corp. ("MWC" or "Transferee") (collectively, "Applicants") respectfully request authority pursuant to Section 214 of the Communications Act of 1934, as amended, 47 U.S.C. § 214 (the "Act"), and Section 63.24 of the Rules of the Commission, 47 C.F.R. § 63.24, to transfer control of Licensee to Transferee (the "Transaction").[1] Immediately following the Transaction, Licensee will continue to provide services to its existing customers under the same rates, terms, and conditions and without

1 Notification is concurrently being filed with the Wireless Telecommunications Bureau with regard to the transfer of control of several long-term spectrum manager leases held by WMS. *See* ULS File No. 0010181420.

interruption. No assignment of licenses, assets, or customers will occur as a consequence of the proposed Transaction.

In support of this Application, Applicants provide the following information:

I. DESCRIPTION OF THE APPLICANTS

A. Transferor and Licensee

Transferor, NCWS, is wholly owned by AT&T NCWS Holdings, Inc. ("NCWS Holdings"). BellSouth Mobile Data, Inc. ("BSMD") holds a 40.41% ownership interest in NCWS Holdings; SBC Telecom, Inc. ("SBC Telecom") holds a 59.59% ownership interest. SBC Telecom is a wholly owned subsidiary of AT&T Teleholdings, Inc. ("Teleholdings"). Both Teleholdings and BSMD are wholly owned subsidiaries of AT&T Inc. ("AT&T"). AT&T is a leading provider of telecommunications, media, and technology services globally. In the United States, AT&T offers an integrated telecommunications network that uses different technological platforms, including wireless, satellite and wireline, to provide instant connectivity.[2]

Licensee is a Delaware limited liability company that provides commercial mobile radio services to passengers and crew members via networks it operates on-board certain commercial cruise lines and freight ships. Licensee provides commercial mobile radio services at sea by operating a redundant, high-availability core network based on the worldwide cellular industry standards of 2G (GSM), 3G (UMTS) and 4G (LTE). Licensee is a joint venture of NCWS and Anuvu Operations, LLC ("Anuvu"). NCWS holds a controlling, 51% ownership interest in

2 *See* AT&T Inc., 2021 Annual Report (Form 10-K), at 1-3 (Feb. 16, 2022).

Licensee; Anuvu holds a 49% ownership interest. Anuvu is an indirect, wholly-owned subsidiary of Anuvu Corp.

B. Transferee

Transferee is a newly formed Delaware corporation created for the purpose of the Transaction. Transferee is an indirect subsidiary of CCP Capital Strategies LLC ("CCP"). CCP is a Connecticut-based investment firm organized to build best-in-class middle market companies operating primarily in the aerospace, defense, government and adjacent sectors such as communications, critical infrastructure and IT services. CCP and the funds and entities that it manages or controls, including Transferee, have a principal place of business at 53 Forest Ave., Suite 202, Greenwich, CT 06870.

II. DESCRIPTION OF THE TRANSACTION

On August 15, 2022, AT&T Services, Inc., a direct wholly owned subsidiary of AT&T Inc., Anuvu, and Transferee entered into a Membership Interest Purchase Agreement ("Agreement") pursuant to which Transferee will purchase and acquire all of the issued and outstanding limited liability company interests of Licensee. As a result of the Transaction, Licensee will become a wholly owned direct subsidiary of Transferee.

Diagrams depicting the current and post-Transaction corporate ownership structure of Licensee are provided as **Exhibit A**.

III. PUBLIC INTEREST STATEMENT

A. The Transaction Satisfies the Commission's Public Interest Test

Under 47 U.S.C. § 214(a), the Commission must determine whether a proposed transfer of control of a provider of interstate or international telecommunications services is consistent with the public interest, convenience and necessity.[3] In making such a determination, the Commission assesses "whether the proposed transaction complies with the specific provisions of the Act, other applicable statutes, and the Commission's rules"[4] and, if a proposed transaction would not violate the Act, any other applicable statute, or any of the Commission's rules, the Commission then considers whether a proposed transaction "could result in public interest harms by substantially frustrating or impairing the objectives or implementation of the [Communications] Act or related statutes."[5]

Applicants respectfully submit that approval of this Application is in the public interest and would not frustrate or impair the Commission's implementation or enforcement of the Act or interfere with the objectives of the Act or other statutes. To the contrary, as detailed below, the proposed Transaction will offer public interest benefits without any material countervailing harms. In the absence of any such harms, transaction-specific conditions are unnecessary.

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3 *See, e.g., Applications of Level 3 Communications, Inc. and CenturyLink, Inc. for Consent to Transfer Control of Licenses and Authorizations*, Memorandum Opinion and Order, 32 FCC Rcd. 9581, 9585 ¶ 8 (2017) ("*Level 3-CenturyLink Order*"); *Applications of NCWS Inc. and DIRECTV For Consent to Assign or Transfer Control of Licenses and Authorizations*, Memorandum Opinion and Order, 30 FCC Rcd. 9131, 9139-40 ¶ 18 (2015) ("*NCWS-DIRECTV Order*"); *Applications of XO Holdings and Verizon Communications Inc. For Consent to Transfer Control of Licenses and Authorizations*, Memorandum Opinion and Order, 31 FCC Rcd. 12,501, 12,504-05 ¶ 7 (Wireline Comp., Int'l, and Wireless Tel. Burs. 2016) ("*Verizon-XO Order*").

4 *See Level 3-CenturyLink Order*, 32 FCC Rcd. at 9585 ¶ 8; *NCWS-DIRECTV Order*, 30 FCC Rcd. at 9139-40 ¶ 18 (citations omitted); *Verizon-XO Order*, 31 FCC Rcd. at 12,504-05 ¶ 7 (citations omitted); *Applications of SoftBank Corp., Starburst II, Inc., Sprint Nextel Corp., and Clearwire Corp.*, Memorandum Opinion and Order, Declaratory Ruling, and Order on Reconsideration, 28 FCC Rcd. 9642, 9650 ¶ 23 (citations omitted) ("*Softbank-Sprint-Clearwire Order*"); *Applications Filed by Qwest Communications International Inc. and CenturyTel, Inc. d/b/a CenturyLink For Consent to Transfer Control*, Memorandum Opinion and Order, 26 FCC Rcd. 4194, 4198-99 ¶ 7 (citation omitted) ("*Qwest-CenturyLink Order*").

5 *See Level 3-CenturyLink Order*, 32 FCC Rcd. at 9585 ¶ 9; *NCWS-DIRECTV Order*, 30 FCC Rcd. at 9140 ¶ 18 (citation omitted); *Verizon-XO Order*, 31 FCC Rcd. at 12,504-05 ¶ 7 (citation omitted); *SoftBank-Sprint-Clearwire Order*, 28 FCC Rcd. at 9651 ¶ 23 (citation omitted); *Qwest-CenturyLink Order*, 26 FCC Rcd. at 4199 ¶ 7.

B. The Proposed Transaction Will Serve the Public Interest

The proposed Transaction will serve the public interest. The Transaction will provide Licensee with access to the financial and operational expertise and resources of CCP. Transferee will build on Licensee's existing assets, support investment in new infrastructure and retain the existing management team so that Licensee will continue to offer high-quality services to customers. Licensee therefore will continue to have the managerial, technical and financial qualifications to provide high-quality telecommunications services supported by experienced management.

At the same time, the Transaction will have no adverse impact on the customers or operations of Licensee. Upon consummation of the Transaction, Licensee will continue to provide its services at the same rates, terms and conditions, as governed by existing contracts, as applicable. The Transaction, therefore, is intended to be transparent to customers and should not cause customer confusion or disruption. Further, the managerial, technical and operational standards of Licensee will be maintained or enhanced by the Transaction. CCP expects that Licensee's current management team will largely remain in place post-closing and will be supplemented with additional experienced industry veterans to execute on growth plans.

Moreover, Transferee's acquisition of Licensee will not diminish competition. Transferee currently does not own any telecommunications service providers in the areas in which Licensee operates. The Transaction will not eliminate any telecommunications service provider in any geographic area.

IV. INFORMATION REQUIRED BY SECTION 63.24(e)

Pursuant to Section 63.24(e)(2) of the Commission's Rules, the Applicants submit the following information requested in Section 63.18 (a)-(d) and (h)-(p) in support of this Application:

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

Licensee
Wireless Maritime Services, LLC **FRN 0021654355**
3044 N Commerce Pkwy
Miramar, FL 33025
(954) 883-2400

Transferor
New Cingular Wireless Services, Inc. **FRN 0004122032**
1120 20th Street, NW Suite 1000
Washington, DC 20036
(202) 457-2100

Transferee
Maritime Wireless Corp. **FRN 0032758310**
53 Forest Ave., Suite 202
Greenwich, CT 06870
(202) 742-1887

63.18 (b) Jurisdiction of Organizations:

Licensee: Licensee is a Delaware limited liability company.

Transferor: NCWS is a Delaware corporation.

Transferee: Transferee is a Delaware corporation.

63.18 (c) (Answer to Question 10) Correspondence concerning this Application should be sent to:

For Transferor and Licensee:

Katy J. Milner
Meredith G. Singer
Wiley Rein LLP
2050 M Street, NW
Washington, DC 20036
Tel: (202)719-7000
kmilner@wiley.law
msinger@wiley.law

with a copy to:

Jessica B. Lyons

For Transferee:

Catherine Wang
Stephany Fan
Morgan, Lewis & Bockius LLP
1111 Pennsylvania Ave., N.W.
Washington, DC 20004
202-739-3000 (tel)
202-739-3001 (fax)
catherine.wang@morganlewis.com
stephany.fan@morganlewis.com

with a copy to:

Charlene Ryan
53 Forest Ave., Suite 202

Assistant Vice President – Senior Legal Counsel
AT&T Services, Inc.
1120 20th Street NW, Suite 1000
Washington, DC 20036
Tel: (202) 457-2100
jessica.lyons@att.com

Greenwich, CT 06870
(202) 742-1887 (tel)
cryan@ccpcap.com

63.18 (d) (Answer to Question 10) Section 214 Authorizations

Transferor: Transferor, NCWS, does not hold any Section 214 authorizations.

Licensee: Licensee holds international Section 214 authority to provide global or limited facilities-based and resale services. *See* IBFS File No. ITC-214-20120413-00098.

Transferee: Transferee is a holding company that does not provide any telecommunications services and does not hold any Section 214 authorizations.

63.18 (h) (Answer to Questions 11 and 12) Ownership

Following completion of the Transaction, Licensee will become a direct, wholly owned subsidiary of Transferee. As a result, Licensee will be indirectly owned and controlled by CCP. Information about the entities that will hold or control a ten percent (10%) or greater direct or indirect ownership interest in Licensee upon completion of the Transaction as calculated pursuant to the Commission's ownership attribution rules for wireline and international telecommunications carriers is set forth in **Exhibit B**.

Transferee does not have any interlocking directorates with a foreign carrier. Upon completion of the Transaction, Licensee will not have any interlocking directorates with a foreign carrier.

63.18 (i) (Answer to Question 14) Foreign Carrier Affiliation

Transferee certifies that it is not a foreign carrier or affiliated (as defined in 47 C.F.R. § 63.09) with any foreign carriers.

63.18 (j) (Answer to Question 15) Foreign Carrier and Destination Countries

Transferee certifies that it does not seek to provide international telecommunications services to any destination country for which any of the following is true: (1) it is a foreign carrier in the destination market; (2) it controls a foreign carrier in the destination market; (3) any entity that owns more than 25% of Transferee, or that controls Transferee, controls a foreign carrier in that country; or (4) two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate, more than 25% of Transferee and are parties to, or the beneficiaries of, a contractual relationship affecting the provision or marketing of international basic telecommunications services in the United States.

63.18 (k) WTO Membership of Destination Countries

Not applicable.

63.18 (m) (Answer to Question 16) Presumption of Non-Dominance

Transferee qualifies for a presumption of non-dominance pursuant to Section 63.10(a)(1) and (3) of the Commission's Rules, 47 C.F.R. § 63.10(a)(1), (3), because Transferee is not a foreign carrier itself and is not affiliated with foreign carriers. Upon completion of the Transaction, Licensee will qualify for a presumption of non-dominance for the same reasons.

63.18 (n) No Special Concessions

Transferee has 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 sufficient market power on the foreign end of the route to adversely affect competition in the U.S. market, and will not enter into such agreements in the future.

63.18 (o) Anti-Drug Abuse Act Certification

Transferee certifies that it is not subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988. See 21 U.S.C. § 853a; see also 47 C.F.R. §§ 1.2001-1.2003.

63.18 (p) Eligibility for Streamlined Processing

Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Sections 63.10 and 63.12 of the Commission's Rules because: (1) neither Transferee nor any of its affiliates is affiliated with a foreign carrier; (2) as a result of the Transaction, neither Licensee, Transferee, nor any of their affiliates will be affiliated with any foreign carrier; and (3) none of the other scenarios outlined in Section 63.12(c) of the Commission's Rules apply.

V. <u>CONCLUSION</u>

Based on the foregoing, the Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by grant of this Application.

Respectfully submitted,

/s/ Meredith G. Singer

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Counsel for Transferee

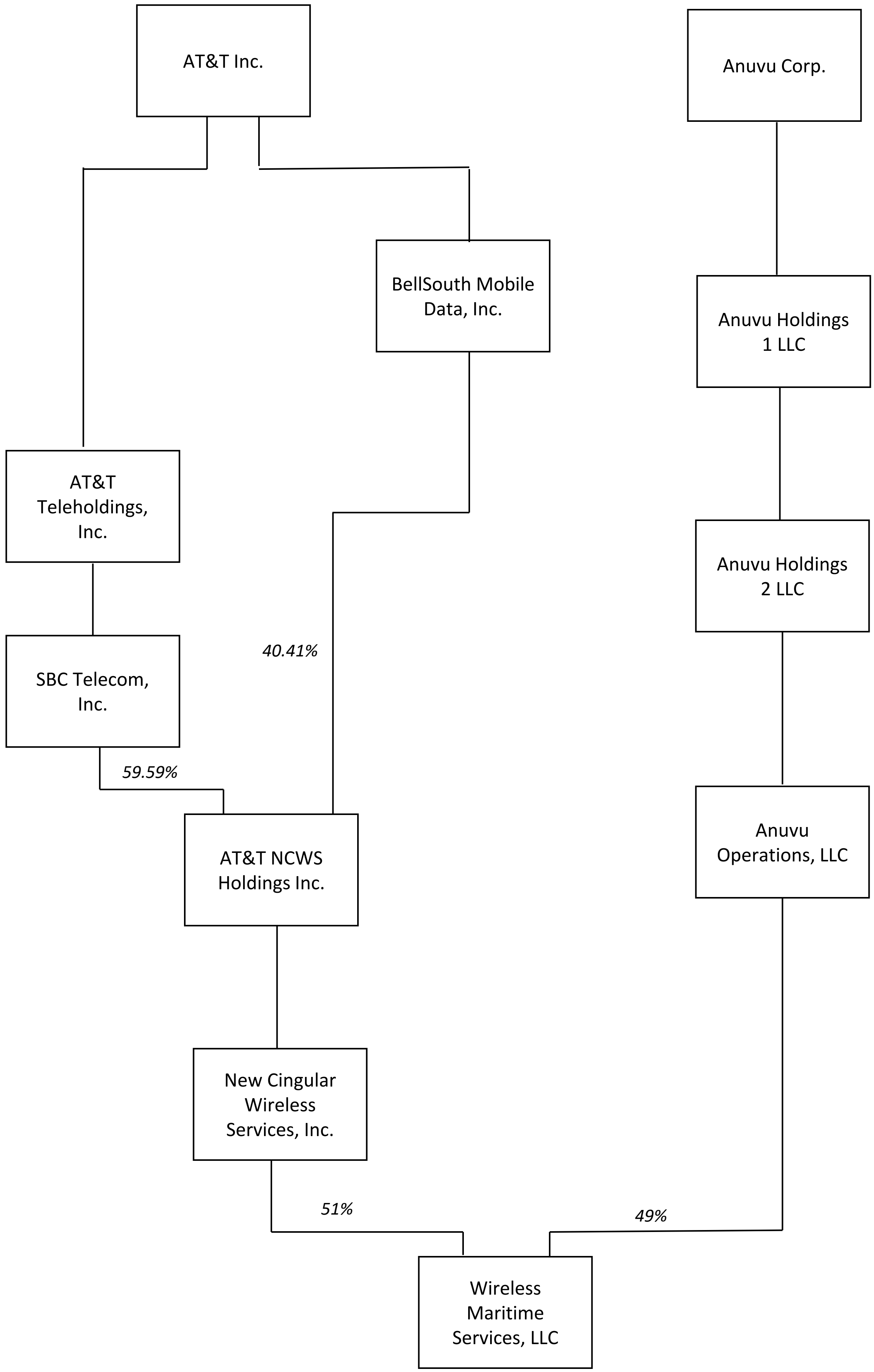
Date: August 25, 2022

<u>EXHIBIT A</u>

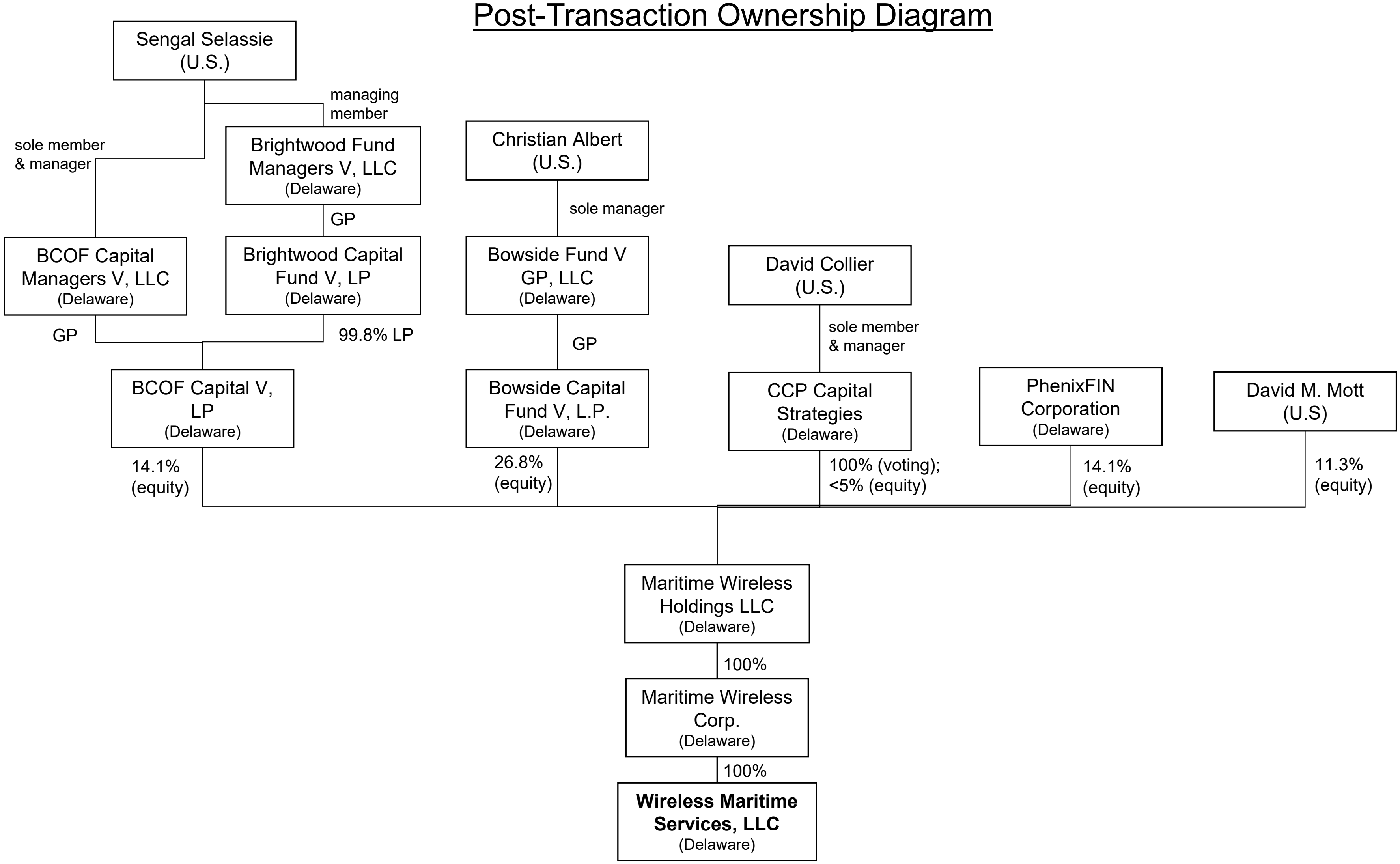
Current and Post-Transaction Ownership Charts

Pre-Transaction Ownership Diagram

All interests 100% unless otherwise shown.



Post-Transaction Ownership Diagram



<u>EXHIBIT B</u>

Post-Transaction Ownership of Licensee

Upon completion of the Transaction, the following entity will directly, wholly own Licensee:

Name:	Maritime Wireless Corp. ("Transferee")
Address:	53 Forest Ave., Suite 202 Greenwich, CT 06870
Citizenship:	U.S. (Delaware)
Principal Business:	Holding Company
Interest Held:	100% (directly in Licensee)

Upon completion of the Transaction, the following entities will own or control a ten percent (10%) or greater indirect interest in Licensee through Transferee:

(1)	Name:	Maritime Wireless Holdings, LLC
	Address:	53 Forest Ave., Suite 202 Greenwich, CT 06870
	Citizenship:	U.S. (Delaware)
	Principal Business:	Holding Company
	Interest Held:	100% (indirectly, as sole owner of Maritime Wireless Corp.)

(2)	Name:	CCP Capital Strategies, LLC
	Address:	53 Forest Ave., Suite 202 Greenwich, CT 06870
	Citizenship:	U.S. (Delaware)
	Principal Business:	Investment Fund
	Interest Held:	Less than 5% (equity) / 100% (voting) (indirectly as managing member of Maritime Wireless Holdings, LLC)

The sole member and manager of CCP Capital Strategies, LLC is David Collier, who is a U.S. citizen:

Name:	David Collier
Address:	53 Forest Ave., Suite 202 Greenwich, CT 06870
Citizenship:	United States
Principal Business:	Investment Fund
Interest Held:	Less than 5% (equity) / 100% (voting) (indirectly, as sole member and manager of CCP Capital Strategies, LLC)

No other entity or individual will own or control a ten percent (10%) or greater interest in Licensee through CCP Capital Strategies, LLC.

(3) Name: BCOF Capital V, LP
Address: 810 7th Ave.
New York, NY 10019
Citizenship: U.S. (Delaware)
Principal Business: Investment Fund
Interest Held: 14.1% (equity) (indirectly, in Maritime Wireless Holdings, LLC)

(a) The general partner of BCOF Capital V, LP is:

Name: BCOF Capital Managers V, LLC
Address: 810 7th Ave.
New York, NY 10019
Citizenship: U.S. (Delaware)
Principal Business: Investment Fund
Interest Held: 14.1% (equity) (indirectly, as General Partner of BCOF Capital V, LP)

The sole member and manager of BCOF Capital Managers V, LLC is Sengal Selassie, who is a U.S. citizen:

Name: Sengal Selassie
Address: 810 7th Ave.
New York, NY 10019
Citizenship: U.S.
Principal Business: Individual
Interest Held: 14.1% (equity) (indirectly, as sole member and manager of BCOF Capital Managers V, LLC and managing member of Brightwood Fund Managers V, LLC (see below))

(b) Upon completion of the Transaction, the following limited partner of BCOF Capital V, LP will be attributed a ten percent (10%) or greater indirect interest in the Licensee:

Name: Brightwood Capital Fund V, LP
Address: 810 7th Ave.
New York, NY 10019
Citizenship: U.S. (Delaware)
Principal Business: Investment Fund
Interest Held: 14.1% (equity) (indirectly, through 99.8% interest in BCOF Capital V, LP)

The general partner of Brightwood Capital Fund V, LP is:

Name:	Brightwood Fund Managers V, LLC
Address:	810 7th Ave. New York, NY 10019
Citizenship:	U.S. (Delaware)
Principal Business:	Investment Fund
Interest Held:	14.1% (equity) (indirectly, as General Partner of Brightwood Capital Fund V, LP)

The managing manager of Brightwood Fund Managers V, LLC is Sengal Selassie, who is a U.S. citizen:

Name:	Sengal Selassie
Address:	810 7th Ave. New York, NY 10019
Citizenship:	U.S.
Principal Business:	Individual
Interest Held:	14.1% (equity) (indirectly, as managing manager of Brightwood Fund Managers V, LLC and sole member and manager of BCOF Capital Managers V, LLC (see above))

No other entity or individual will own or control a ten percent (10%) or greater interest in Licensee through BCOF Capital V, LP.

(4)

Name:	Bowside Capital Fund V, L.P.
Address:	211 King St., Suite 204 Charleston, SC 29401
Citizenship:	U.S. (Delaware)
Principal Business:	Investment Fund
Interest Held:	26.8% (equity) (indirectly, in Maritime Wireless Holdings, LLC)

No limited partner of Bowside Capital Fund V, L.P. will be attributed a 10% or greater interest in Licensee. The general partner of Bowside Capital Fund V, L.P. is Bowside Fund V GP, LLC:

Name:	Bowside Fund V GP, LLC
Address:	211 King St., Suite 204 Charleston, SC 29401
Citizenship:	U.S. (Delaware)
Principal Business:	Investment Fund
Interest Held:	26.8% (equity) (indirectly, as the general partner to Bowside Capital Fund V, L.P.)

The sole manager of Bowside Fund V GP, LLC is Christian Albert, who is a U.S. citizen:

Name:	Christian Albert
Address:	211 King St., Suite 204 Charleston, SC 29401
Citizenship:	United States
Principal Business:	Individual
Interest Held:	26.8% (equity) (indirectly, as manager of Bowside Fund V GP, LLC)

No other entity or individual will own or control a ten percent (10%) or greater interest in Licensee through Bowside Capital Fund V, L.P.

(5)

Name:	PhenixFIN Corporation
Address:	445 Park Ave., 10th Floor New York, NY 10022
Citizenship:	U.S. (Delaware)
Principal Business:	Investment Fund
Interest Held:	14.1% (equity) (indirectly, in Maritime Wireless Holdings, LLC)

No entity or individual will own or control a ten percent (10%) or greater interest in Licensee through PhenixFIN Corporation.

(6)

Name:	David M. Mott
Address:	Yellowstone Club, 405 Andesite Ridge Rd. Big Sky, MT 59716
Citizenship:	United States
Principal Business:	Individual
Interest Held:	11.3% (equity) (indirectly, in Maritime Wireless Holdings, LLC)

The respective interests of each entity or individual are expected to be at or below the percentages identified above, but might change prior to or shortly after closing of the Transaction based on additional equity investment by a minority co-investor.[6] Transferee will update the

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6 Additional equity investment may also be made by one or more minority co-investors that have not yet been determined. Any such minority co-investor is expected to hold indirectly no more than 9.9% percent of the outstanding equity interests of Transferee.

application for any changes to this information in accordance with its obligations under Section 1.65, and to seek any required specific authorization.

To Transferee's knowledge, no other person or entity, directly or indirectly, will own or control a ten percent (10%) or greater interest in Licensee through Transferee.