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The parties to this application request Federal Communications Commission consent to the *pro forma* transfer of control of TelAlaska Cellular, Inc. (“TelAlaska” or “Licensee”), with respect to Domestic Satellite Earth Stations E080229 and E160018¹, from Jane R. Eudy, Personal Representative of the Estate of Patrick L. Eudy (“Personal Representative” or “Transferor”) to Jane R. Eudy (“Ms. Eudy” or “Transferee”) in her individual capacity, in connection with the distribution of the assets of the Estate of Patrick L. Eudy (the “Eudy Estate”).

The *pro forma* transfer of control will occur upon the transfer of the membership interests of American Broadband Communications, LLC (“American Broadband”) by Ms. Eudy in her capacity as Personal Representative to Ms. Eudy in her individual capacity.

Patrick L. Eudy, who owned 100 percent of American Broadband Communications, LLC (“American Broadband”), the parent of Licensee, was killed on June 20, 2013 in the accidental crash of his private airplane. Ms. Eudy, the former wife of Patrick L. Eudy, was appointed the personal representative of the Eudy Estate on June 27, 2013, and has been serving as executrix and personal representative of the Eudy Estate since that time. On July 22, 2013, Ms. Eudy filed an application for Federal Communications Commission consent to the involuntary of control of TelAlaska due to the death of Mr. Eudy in IBFS File No. SES-T/C-20130722-00658.

Since Mr. Eudy’s death, Ms. Eudy has served as the Chairwoman of the Boards of Directors and Chief Executive Officer of American Broadband and its subsidiaries. Upon completion of the *pro forma* transfer of control, Mrs. Eudy will remain in those same roles at American Broadband and each of its subsidiaries. There will be no substantial changes in the management or operations of American Broadband as a result of the proposed *pro forma* transfer of control. The only change will be a change in the form of Ms. Eudy’s beneficial ownership of the Equity of American Broadband in that Ms. Eudy will now beneficially own 100 percent of the outstanding equity of American Broadband in her individual capacity rather than as the Executrix and Personal Representative of the Eudy Estate.

Inasmuch as both *de jure* and *de facto* control over American Broadband and its subsidiaries will remain with Ms. Eudy (albeit in different forms) both before and after the distribution of the Eudy Estate, it is respectfully submitted that the transaction is *pro forma* in nature.

Licensee and Ms. Eudy, in her individual capacity, are the real parties in interest with respect to this application. Section 310(d) of the Communications Act of 1934, as

¹ On August 9, 2018, TelAlaska filed an application for a new transmit/receive earth station under IBFS File No. SES-LIC-INTR2018-04683. This application is currently pending and has been assigned call sign E181383.

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amended (the “Act”) requires that the Commission determine whether the transaction presented herein is consistent with the public interest, convenience and necessity.² As part of its public interest analysis, the Commission reviews whether the transaction will have anti-competitive effects and, if so, whether there are overriding public interest benefits that would support a grant.

The Commission has determined that transfer and assignment applications that demonstrate on their face that a transaction will yield affirmative public interest benefits and will neither violate the Act or Commission rules nor frustrate or undermine policies and enforcement of the Act, do not require extensive review and expenditures of considerable resources by the Commission.³ The instant application meets this standard.⁴

The proposed transaction is in the public interest. The proposed transfer of control will not result in any violation of the Act, or any other applicable statutory provision. The transfer of control fully complies with all Commission rules and regulations and requires no waivers. Accordingly, it will not frustrate or impair the Commission’s implementation, enforcement, or objectives of the Act or other statutes. The FCC license authorizations, issued to TelAlaska in the ordinary course of business, are utilized for private, internal communications in support of its business operations. Accordingly, TelAlaska and Ms. Eudy respectfully submit that the Commission approval of the proposed transaction will serve the public interest, convenience, and necessity.

Moreover, in accordance with Section 1.948(j)(2), the instant transaction qualifies for the Commission’s Immediate Approval Procedures. Specifically, the instant application is sufficient, complete and contains all necessary information and certifications; the subject licenses do not involve any spectrum which can be used to provide interconnected mobile voice and/or data services, which if assigned, would create a geographic overlap with spectrum in any wireless service held by the Transferee that could be used to provide

² Section 310(d) provides that “no construction permit, or station license, or any rights there under, shall be transferred, assigned, or disposed of in any matter. . . to any person except upon application to the Commission and upon finding by the Commission that the public interest, convenience, and necessity will be served thereby.” 47 U.S.C. §310(d).

³ See *Applications of Tele-Communications, Inc. and AT&T Corp*, 14 FCC Rcd 3160, 3170 (1999); *Ameritech-SBC Order*, 14 FCC Rcd at 14740-41.

⁴ The Commission has emphasized that a detailed showing of benefits is not required for transactions where there are no anti-competitive effects. The Commission stated in *Applications of Southern New England Telecomm. Corp. and SBC Communications Inc.*, 13 FCC Rcd 21292, 21315 (1998), that, in the absence of anti-competitive effects, a detailed showing of benefits is not necessary in seeking approval of a merger. Similarly, as the Commission stated in its approval of the SBC/Pacific Telesis merger, where it found that the merger would not reduce competition and that SBC possessed the requisite qualifications to control the licenses in question, “[a] demonstration that benefits will arise from the transfer is not . . . a prerequisite to our approval, provided that no foreseeable adverse consequences will result from the transfer.” *Applications of Pacific Telesis Group and SBC Communications Inc.*, 12 FCC Rcd 2624, 2626-27 (1997); see also *Comcast Cellular Holdings, Inc. and SBC Communications, Inc.*, 14 FCC Rcd 10604, 10608-09 (WTB 1999).

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interconnected mobile voice and/or data services; as stated above, the Transferor is not a designated entity or entrepreneur subject to unjust enrichment requirements or transfer restrictions under the Commission's Rules with respect to the licenses covered by this transaction; and the instant transaction does not require a waiver of or declaratory ruling pertaining to any Commission rule and there are no pending issues as to whether the licenses are subject to revocation, cancellation or termination by the Commission.

In addition to seeking the FCC's approval for the transfer of control of the FCC authorizations covered by this application, the parties are also requesting the additional authorizations described below. While the application for approval of the transfer of control is intended to be complete, Licensee, either directly or through a subsidiary, may have on file, and/or may file for, additional authorizations for additional or modified facilities, some of which may be granted during the pendency of this transfer of control application.

Accordingly, the parties request that the grant of the instant transfer of control application include the authority for the Ms. Eudy to acquire control over the following authorizations:

- a. any authorization issued to Licensee or its subsidiaries during the FCC's consideration of the instant transfer of control application and the period required for consummation of the transaction following approval;
- b. any construction permits held by Licensee or its subsidiaries that mature into licenses after closing and that may not have been included in the transfer of control application; and
- c. applications that will have been filed by Licensee or its subsidiaries and are pending at the time of consummation of the proposed transfer of control.

Such action would be consistent with prior decisions of the Commission. See e.g., In re Applications of Southern New England Telecommunications Corporation and SBC Communications, Inc., 13 FCC Recd. 21,292 para 49 (1998); In re Applications of Pacific Telesis Group and SBC Communications, Inc., 12 FCC Rcd 2624 para 93 (1997); In re Applications of Craig O. McCaw and American Tel. & Tel., 9 FCC Rcd 5836, para 137, n. 300 (1994), aff'd sub nom. SBC Communications v. FCC, 56 F3d 1484 (D.C. Cir. 1995), recons. in part, 10 FCC Rcd. 11,786 (1995).

No party to this application is subject to a denial of federal benefits due to a conviction for drug possession or distribution of controlled substances in violation of Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. §862.

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Pursuant to Section 1.923(e) of the Commission's Rules, the Applicants state that this transfer of control application is categorically exempt from environmental processing under Section 1.1306 of the Commission's Rules because the above-described transaction can have no environmental impact.

Accordingly, it is respectfully submitted that the public interest will be served by a grant of the instant application in order to permit continued operation of these radio facilities which are essential for TelAlaska to provide telecommunications service to its subscribers in rural Alaska.