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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, E160018, E181383, E190040, E201996 and E2011997, from American Broadband Communications, LLC (“American Broadband” or “Transferor”) to American Broadband Intermediate Holdings, LLC (“Intermediate Holdings” or “Transferee”).

The *pro forma* transfer of control will occur upon the transfer of the ownership interests in American Broadband Holding Company (“ABHC”) by American Broadband to its newly created subsidiary, Intermediate Holdings. As a result of this internal corporate reorganization, Intermediate Holdings will be inserted into Licensee’s chain of ownership between American Broadband and ABHC. Inasmuch as the beneficial ownership of Licensee in Jane R. Eudy (“Mrs. Eudy”) is remaining unchanged, it is respectfully submitted that the transaction is *pro forma* in nature.

The parties hereby certify that the proposed transfer of control is *pro forma* and that together with all previous *pro forma* transactions, it would not result in a change in the actual controlling party.

Licensee, Intermediate Holdings 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 amended (the “Act”) requires that the Commission determine whether the transaction presented herein is consistent with the public interest, convenience and necessity.<sup>1</sup> 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.<sup>2</sup> The instant application meets this standard.<sup>3</sup>

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<sup>1</sup> 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).

<sup>2</sup> 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.

<sup>3</sup> 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

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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 Intermediate Holdings respectfully submit that the Commission approval of the proposed transaction will serve the public interest, convenience, and necessity.

Moreover, in accordance with Rule Section 25.119(i)(1) and (2) the instant transaction qualifies for the Commission's Immediate Approval Procedures. Specifically, the application (a) does not require a waiver of or a declaratory ruling pertaining to any applicable Commission rule and (b) the parties certify that the proposed transfer of control is *pro forma* in nature and that together with all previous *pro forma* transactions, it would not result in a change in the actual controlling party.

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 Intermediate Holdings 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

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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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- 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.

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.