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ECKER, P.A.

January 28, 2005

VIA UNITED STATES AND ELECTRONIC MAIL

Robert Kelly, Esquire
Office of Transition Administrator
c/o Squires Sanders & Dempsey, LLP
1201 Pennsylvania Ave. N.W.
P.O. Box 407
Washington, D.C. 20044-0407

Re: North Sight Communications, Inc.
Trunked Systems PR, Inc.
Wilfredo Miranda

Dear Mr. Kelly:

This office is counsel to the above listed 800 MHz licensees (hereinafter jointly “North Sight”). North Sight operates 800 MHz systems in Puerto Rico, and North Sight is in the process of converting the system to a format utilizing iDEN equipment. The iDEN system became operational for commercial purposes in mid-November of 2004. In addition, North Sight is the 800 MHz “C Block” licensee in Puerto Rico, which is the uppermost portion of the current SMR “Upper 200” frequencies.

While the system does not presently meet the Commission’s definition of a “high density” cellular system,¹ North Sight does believe that it will eventually employ one or more sites which meet this definition. Therefore, since North Sight is not presently classified as an “high density ESMR” and North Sight is not an EA licensee for either the former General Category frequencies, or “Middle Band” EA licenses (and therefore is not an EA licensee that is “entitled” to relocate, or “must” relocate) it is North Sight’s belief that the TA was not at this time requesting information

¹*Improving Public Safety Communications In The 800 MHz Band, Report and Order, WT Docket No. 02-55, 19 FCC Rcd 14969 (2004) at para. 172.*

Robert Kelly, Esquire
January 28, 2005
page 2

as to whether entities such as North Sight would like to move their site-by-site licenses above 862 MHz. Therefore, North Sight did not respond to the TA's recent request for preference choices.

However, North Sight discovered that Preferred Communication Systems, Inc. ("Preferred") filed on January 21, 2005 a request with the TA to move certain frequencies licensed to Preferred above 862 MHz. In this filing, Preferred claimed to have "constructive ownership" of licenses held by North Sight, and that Preferred was making certain elections on North Sight's behalf.²

North Sight is unaware of any legal theory which gives Preferred the right to make such elections on North Sight's behalf prior to any actual transfer of ownership. Nevertheless, Preferred holds no actual or "constructive" ownership of North Sight's licenses, and Preferred representations are a fraudulent misrepresentation to the TA.³

On January 23, 2003, Preferred and North Sight entered into a Stock Purchase Agreement in which Preferred would have acquired North Sight's licenses. On May 2, 2003, the parties filed assignment documents with the Commission.⁴ On July 2, 2003 and August 14, 2003, the Commission consented to the assignments.

On January 8, 2004, Preferred requested additional time (six months) to close the transaction.⁵ Preferred's rationale for its request was that "... business considerations currently prevent the consummation of the transaction between Preferred and the assignor."⁶ The six month extension request was filed without North Sight's consent.

² It should be noted North Sight was neither informed of the filing by Preferred nor served a copy.

³ The Commission has stated that "... representations to the Transition Administrator will be held to the same standard of truth and candor as representations made to the Commission." *Improving Public Safety Communications In The 800 MHz Band, Report and Order*, WT Docket No. 02-55, 19 FCC Rcd 14969 (2004) at para. 201.

⁴ FCC File Nos. 0001295338, 0001295470, 0001295385 and 0001295368.

⁵ FCC File Nos. 00015722764, 0001572744, 0001572728 and 0001572738.

⁶ *Id.*

On February 5, 2004, the FCC granted two of the requests, and extended the consummation deadline until July 8, 2004 for two of the transactions.⁷ With regard to the other two extension requests, on March 3, 2004 the FCC returned the applications, asking for additional information. Specifically, the Commission stated:

“This request provides little justification. There should be specific reasons and explanation (sic) as to why 180 days will be sufficient. Please amend the request to either shorten the period requested or better explain the reasons behind the extension.”

Preferred did not respond to the Commission’s request for additional information. Therefore, the two returned applications were dismissed by the Commission on May 24, 2004.

Preferred did not consummate the transaction, even by the July 8, 2004 extension granted by the Commission with regard to two of the applications. However, the Commission never formally dismissed the two applications having consummation extensions. Therefore, on December 8, 2004, North Sight sent a letter to Preferred (copied to the Commission) and requested that the applications be dismissed. On January 4, 2005, a formal request was filed on the Commission’s Universal Licensing System (“ULS”), and the applications were dismissed by the Commission on January 5, 2005.

⁷ FCC File Nos. 0001572764 and 0001572744.

Robert Kelly, Esquire
January 28, 2005
page 4

For Preferred to now claim that it has some kind of “constructive ownership” of the North Sight licenses is outrageous. However, regardless of the offensiveness of Preferred attempt to co-op North Sight’s spectrum position in this proceeding for its own gain, for purposes of the Transition Administrator’s duties it is only important for you to recognize that no such “constructive ownership” exists. North Sight will address Preferred’s candor with the Commission in this proceeding in due course.

Should you have any questions, please do not hesitate to call.

Sincerely,



Alan S. Tilles, Esquire
Counsel to
North Sight Communications, Inc.
Trunked Systems PR, Inc.
Wilfredo Miranda

cc: FCC (via electronic filing)
Michael Wilhelm, FCC (via electronic mail)
Roberto Mussenden, FCC (via electronic mail)
David Kaufman, Esquire (via electronic mail)