

# MINTZ LEVIN

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November 7, 2007

VIA ECFS AND HAND DELIVERY

FILED/ACCEPTED

Marlene H. Dortch  
Secretary  
Federal Communications Commission  
445 12<sup>th</sup> Street, SW  
Washington, D.C. 20554

NOV - 7 2007

Federal Communications Commission  
Office of the Secretary

**Re: WC Docket No. 07-248; IB File No. ITC-T/C-20071029-00440;  
Application of Local Communications Network, Inc. and BringCom,  
LLC for the Transfer of Control of International and Domestic 214  
Authorizations**

Dear Secretary Dortch:

Pursuant to FCC Rule Section 1.744, 47 C.F.R. § 1.744, and on behalf of Local Communications Network, Inc. and BringCom, LLC (collectively, "Applicants"), this letter amends the above-referenced application ("Application"), which was filed with the International Bureau (via IBFS) and the Wireline Competition Bureau (via courier to Pittsburgh) on October 29, 2007. Enclosed is an amended Application that reflects changes in response to inquiries from International Bureau staff. In particular, Local Communications Network provides information about the three additional international 214 authorizations held by its subsidiary LCN International, LLC and the Amended Application clarifies that there is no distinction between voting and equity interest held in the Surviving Company.

In response to inquiries Wireline Competition Bureau staff, Applicants provide the following:

- The Surviving Company intends to offer service nationwide.
- Those holding an ownership interest in the Surviving Company are not affiliated with any other FCC authorized telecommunications service providers.

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Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C.

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Finally, enclosed are the original signature pages to be included with the Application.

Please date-stamp the extra copy of this and return it to the courier. If you have any questions concerning this filing, please contact the undersigned.

Respectfully submitted,

A handwritten signature in cursive script, appearing to read "Cherie R. Kiser".

Chérie R. Kiser

cc: Jodie May, WCB (via email)  
David Krech, IB (via email)

Enclosures

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

<b>In the Matter of</b>	)	
	)	
<b>LOCAL COMMUNICATIONS NETWORK, INC.</b>	)	<b>WC Docket No. 07-248</b>
	)	
	)	<b>File No. ITC-T/C-</b>
<b>BRINGCOM, LLC</b>	)	<b>20071029-00440</b>
	)	
	)	
<b>Application for Consent to Transfer Control of Local Communications Network, Inc. To BringCom, LLC International and Domestic Authorizations Pursuant to Section 214 of the Communications Act of 1934, as Amended</b>	)	

**AMENDED APPLICATION**

Local Communications Network, Inc. ("LCN") and BringCom, LLC ("BringCom") (collectively the "Parties" or "Applicants") hereby request authority pursuant to Section 214 of the Communications Act of 1934, as amended, and Sections 63.04 and 63.24(e) of the Commission's Rules, to transfer control of domestic and international Section 214 authorizations held by the Applicants as a result of the merger of LCN and BringCom.<sup>1/</sup> The surviving merged entity will be Local Communications Network, Inc. (hereinafter referred to as "Surviving Company"). This application is

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<sup>1/</sup> See FCC file number ITC-214-20051101-00441 for BringCom's international 214 authorization. BringCom's international 214 authority will be unnecessary following the consummation of the merger. This redundant license will be surrendered pursuant to Section 63.19 of the Commission's Rules following consummation of the transaction. As explained more fully below, LCN is the parent of LCN International, LLC ("LCNI"). LCNI holds international 214 authority under the FCC file numbers ITC-214-19980506-00298, ITC-214-19940823-00254, ITC-995-551 and ITC-95-637. The latter three redundant licenses will be surrendered pursuant to Section 63.19 of the Commission's Rules.

submitted pursuant to a Merger Agreement between the Parties and effected on September 20, 2007.

The Applicants respectfully request streamlined treatment of this Application pursuant to Sections 63.03 and 63.12 of the Commission's Rules. This Application is eligible for streamlined processing pursuant to Section 63.03(b)(2) of the Commission's Rules because: (1) the proposed transaction will result in Surviving Company having a market share in the interstate, interexchange market of less than ten (10) percent; (2) Surviving Company will provide competitive telephone exchange services or exchange access services exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the transaction; and (3) neither the Applicants nor any of their affiliates are regulated as dominant with respect to any service. This Application also qualifies for streamlined treatment under Section 63.12 because, in accordance with Section 63.12(c): (1) Surviving Company will not be affiliated with any foreign carriers; (2) Surviving Company will not be affiliated with any dominant U.S. carrier; and (3) no authority is requested to provide switched basic services over private lines to a country for which the Commission has not previously authorized the provision of switched services over private lines.

In support of its Application, the Parties provide the following:

**I. APPLICANTS**

**A. Local Communications Network, Inc.**

LCN is a Virginia corporation with headquarters at 105 Executive Drive, Suite 100-A, Sterling, Virginia 20166. LCN is the sole member of Virginia limited liability company LCN International, LLC ("LCNI"), the licensee of the international 214 authority, which is also located at 105 Executive Drive, Suite 100-A, Sterling, Virginia

20166. LCN and LCNI provide a wide range of services via satellite that include Internet access, long distance, data, voice and video. LCN operates advanced gateway switching centers to provide direct access to its services. LCN is authorized to provide services via its common carrier point to point microwave licenses, its earth station authorization and its international and domestic 214 authority. LCNI holds two earth stations authorizations.<sup>2/</sup>

**B. BringCom, LLC**

BringCom is a Delaware corporation with headquarters at 8300 Greensboro Drive, Suite 800, McLean, Virginia 22102. BringCom provides long distance, voice over Internet Protocol ("VoIP"), broadband and internet services via satellite between the U.S., Latin America, and Africa. Mr. Fabrice Langreny, a U.S. citizen, is the sole member of BringCom.

**II. DESCRIPTION OF THE TRANSACTION**

The parties have entered into a Merger Agreement ("Agreement") to meet future needs of both Applicants and to more effectively provide services to their customers. Pursuant to the terms of the Agreement, BringCom will hold a fifty-one (51) percent ownership interest in the Surviving Company with an option to acquire additional shares. BringCom's shares in the Surviving Company will be held by Fabrice Langreny. Mr. Langreny will have the sole and exclusive option to purchase additional authorized shares of unissued stock in the Surviving Company as necessary to bring his total ownership interest to sixty (60) percent. LCN will hold a forty-nine (49) percent ownership interest in the Surviving Company. LCN's shares will be distributed as

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<sup>2/</sup> Applications to transfer control of these licenses are submitted electronically concurrently with this filing.

follows: Diamond Partners, Inc. ("D.P., Inc.") - sixteen (16) percent; Jewel McNanley/Estate of Robert McNanley, Sr. - eleven (11) percent; Stanford, Miller - eleven (11) percent; Daniel K. Moller, Christine T. Moller, Byron Henry, Robert McNanley, Jr., Elizabeth Crawford, Phillip Radcliffe, and Thomas McNanley each will hold less than a ten (10) percent ownership interest in LCN. The Surviving Company will have a Board of Directors comprised of five directors. Three of the directors will be appointed by BringCom and two will be appointed by the shareholders of LCN.

Following receipt of necessary approvals, the Surviving Company will continue to provide the services offered by the Applicants.

### **III. PUBLIC INTEREST STATEMENT**

The merger of BringCom and LCN will establish a leading provider of satellite telecommunications services. The Parties anticipate a consistent growth in revenue and an expansion of services resulting from increased economies of scale. The merger will permit them to operate more efficiently and thus realize substantial financial synergies that should enable the combined companies to increase their operating income. The Surviving Company expects to increase the number of employees starting in 2008. The Surviving Company also intends to upgrade and improve the current LCN facilities after completion of the merger. Those upgrades include increasing the number of transmit antennas on its wireless facilities and improving security and network reliability. The proposed upgrades will in turn improve the quality of service offered to customers.

The proposed merger does not present any anti-competitive issues. Customers will continue to receive high-quality telecommunications and information services without interruption and without change in rates, terms, or conditions. The Surviving

Company will continue to compete with other providers of long distance, internet and VoIP services. Therefore, consent to the proposed merger is in the public interest.

**IV. INFORMATION REQUIRED BY SECTION 63.24(e) OF THE COMMISSION'S RULES**

In support of this Application, the Applicants submit the following information pursuant to Section 63.24(e) of the Commission's Rules, including the information requested in Section 63.18(a-d) for BringCom and LCN:

- (a) Name, address and telephone number of Applicants:

**Transferor**

BringCom, LLC  
8300 Greensboro Drive  
Suite 800  
McLean, Virginia 22102  
Tel: (703) 918-4857  
Fax: (703) 918-9459  
FRN: 0014190227

**Transferee**

Local Communications Network, Inc.  
105 Executive Drive, Suite 100-A  
Sterling, Virginia 20166  
Tel: (703) 709-7902  
Fax: (703) 709-4136  
FRN: 0004648051

- (b) LCN is a corporation organized under the laws of Virginia. BringCom is a limited liability company organized under the laws of Delaware.
- (c) Correspondence concerning this Application should be sent to:

For Local Communications Network, Inc.	For BringCom, LLC
<p>Aziz Bennani Chief Operating Officer Local Communications Network, Inc. 105 Executive Drive, Suite 100-A Sterling, Virginia 20166 Tel: (703) 709-7902 Fax: (703) 709-4136</p>	<p>Fabrice J. Langrenay President BringCom, LLC 8300 Greensboro Drive Suite 800 McLean, Virginia 22102 Tel: (703) 918-4857 Fax: (703) 918-9459</p>
<p>Cherie R. Kiser Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C. 701 Pennsylvania Ave. NW Suite 900 Washington, D.C. 20004 Tel: (202) 434-7300 Fax: (202) 434-7400 ckiser@mintz.com</p>	<p>Cherie R. Kiser Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C. 701 Pennsylvania Ave. NW Suite 900 Washington, D.C. 20004 Tel: (202) 434-7300 Fax: (202) 434-7400 ckiser@mintz.com</p>

- (d) Both Applicants hold domestic and international authority to provide global facilities-based and resale services. BringCom holds international 214 authority under FCC file number ITC-214-20051101-00441.<sup>3/</sup> LCNI holds international 214 authority under the FCC file number ITC-214-19980506-00298.<sup>4/</sup>

LCN submits the following information pursuant to Section 63.18(h-p) of the Commission's Rules:

<sup>3/</sup> BringCom's international 214 authority will be unnecessary following the consummation of the merger. This redundant license will be surrendered pursuant to Section 63.19 of the Commission's Rules following consummation of the transaction.

<sup>4/</sup> LCNI also holds redundant authority under FCC file numbers ITC-214-19940823-00254, ITC-995-551 and ITC-95-637. These three redundant licenses will be surrendered pursuant to Section 63.19 of the Commission's Rules before the grant of the instant application.

(h) Following consummation of the proposed transaction, the Surviving Company will be owned by BringCom and LCN.<sup>5/</sup> As described above, BringCom will hold a fifty-one (51) percent ownership interest in the Surviving Company. Mr. Fabrice J. Langreney, an individual and U.S. citizen, whose principal business is telecommunications, owns one hundred (100) percent of BringCom. Mr. Langreney's address is 8300 Greensboro Drive, McLean, Virginia 22102. LCN will hold a forty-nine (49) percent ownership interest in the Surviving Company. D.P., Inc., a Delaware corporation, whose principal business is diamond products, holds a thirty-three (33) percent interest in LCN and will hold a sixteen (16) percent indirect interest in the Surviving Company. D.P., Inc. is located at 333 Prospect Street, Elyria, Ohio, 44035. Karl Moller, a U.S. citizen, holds a one hundred (100) percent interest in D.P. Inc. and is located at 333 Prospect Street, Elyria, Ohio, 44035. Jewel McNanley/Estate of Robert McNanley, Sr., an individual and U.S. citizen, holds a twenty-three (23) percent interest in LCN, an eleven (11) percent indirect interest in Surviving Company and is located at 414 Cardinal Glen Circle, Sterling, Virginia 20164. Stanford Miller, an individual and U.S. citizen, holds a twenty-three (23) percent interest in LCN, an eleven (11) percent indirect interest in Surviving Company, and is located at 46479 Capelwood Court, Sterling, Virginia 20165. There are no other entities with a greater than ten (10) percent direct or indirect interest in the Surviving Company.

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<sup>5/</sup> There is no distinction between voting and equity interest held in the Surviving Company.

The Applicants have not yet determined who will be the officers and directors of the Surviving Company. The Applicants will supplement this Application when such information becomes available.

- (i) The Applicants certify that post-close, (a) Surviving Company will not be a foreign carrier, and (b) Surviving Company will be not be affiliated with foreign carriers.
- (j) By this application, the Applicants certify the following:
  - 1) the Surviving Company will not be a foreign carrier in any destination country;
  - 2) the Surviving Company will not control a foreign carrier;
  - 3) entities holding twenty-five (25) percent or greater direct or indirect interest in the Parties do not also control foreign carriers in any destination country; and
  - 4) no foreign carriers own, or are contractual beneficiaries of the Surviving Company.
- (k) Section 63.18(k) is not applicable because Surviving Company is not affiliated with a foreign carrier and is not a foreign a carrier as described above.
- (l) Section 63.18(l) is not applicable because Surviving Company is not affiliated with a foreign carrier and is not a foreign a carrier as described above.
- (m) Section 63.18(m) is not applicable because Surviving Company is not affiliated with a foreign carrier and is not a foreign a carrier as described above.
- (n) The Applicants certify that they have 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 market power on the foreign end of the route, and that they will not enter into such agreements in the future.

- (o) The Applicants certify, pursuant to Sections 1.2001 through 1.2003 of the Commission's Rules, that they are not subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988.
- (p) Applicants request streamlined processing of this Application pursuant to Section 63.12 of the Commission's Rules. The Surviving Company will not be affiliated with a foreign carrier and will not resell international switched services of a dominant U.S. carrier and it does not seek authority to provide service for which it has not previously been authorized.

**V. INFORMATION REQUIRED BY SECTION 63.04(b) OF THE COMMISSION'S RULES**

In accordance with the requirements of Section 63.04(b) of the Commission's Rules, the additional information required for the domestic Section 214 transfer of control application is provided in Exhibit A.

**VI. CONCLUSION**

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

Respectfully submitted,

**LOCAL COMMUNICATIONS  
NETWORK, INC.**

**BRINGCOM, LLC**

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President  
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Suite 100-A  
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---

Fabrice J. Langreny  
President  
BringCom, LLC  
8300 Greensboro Drive  
Suite 800  
McLean, Virginia 22102  
Tel: (703) 918-4857  
Fax: (703) 918-9459

Date: October \_\_, 2007

## EXHIBIT A

### DOMESTIC SECTION 214 TRANSFER OF CONTROL INFORMATION

In accordance with the requirements of Section 63.04(b) of the Commission's Rules, the Applicants provide the following information in support of their request.

**63.04(b)(6): Description of the Transaction**

The proposed transaction is described in Section II of the Application.

**63.04(b)(7): Description of Geographic Service Area and Services in Each Area**

A description of the geographic service areas and services provided in each area is described in Section I of the Application.

**63.04(b)(8): Presumption of Non-Dominance and Qualification for Streamlining**

This Application is eligible for streamlined processing pursuant to Section 63.03(b)(2) of the Commission's Rules because (1) the proposed transaction will result in the merged entity having a market share in the interstate, interexchange market of less than 10 percent; (2) Surviving Company will provide competitive telephone exchange services or exchange access services exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the transaction; and (3) neither the Applicants nor any of their affiliates are regulated as dominant with respect to any service.

**63.04(b)(9): Other Pending Commission Applications Concerning the Proposed Transaction**

The Applicants are concurrently submitting applications to transfer control of earth station and common carrier microwave licensed authorized to LCN and LCNI.

**63.04(b)(10): Special Considerations**

None.

**63.04(b)(11): Waiver Requests (If Any)**

None.

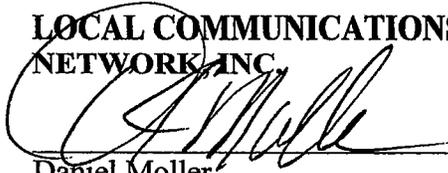
**63.04(b)(12): Public Interest Statement**

The proposed transaction is in the public interest for the reasons detailed in Section III of the Application.



# **Original Signature Pages**

**LOCAL COMMUNICATIONS  
NETWORK, INC.**



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Respectfully submitted,

**BRINGCOM, LLC**

---

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Date: October 26, 2007

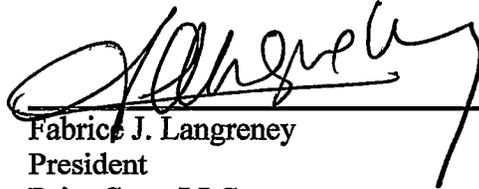
**LOCAL COMMUNICATIONS  
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Respectfully submitted,

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Date: October 25, 2007