

WC 08-216

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March 5, 2008

John L. Clark

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FILED/ACCEPTED
OCT 24 2008
Federal Communications Commission
Office of the Secretary

Federal Communications Commission
Wireline Competition Bureau Applications
P.O. Box 979091
St. Louis, MO 63197-9000

Re: Joint Application for Grant of Authority Pursuant to Section 214 of the Communications Act of 1934, as amended, and Sections 63.04 and 63.24 of the Commission's Rules to Complete an Assignment of Assets and Section 214 Authorizations from Champion Broadband California, LLC, an International and Domestic Wireline Common Carrier, to CBC Broadband Holdings, LLC

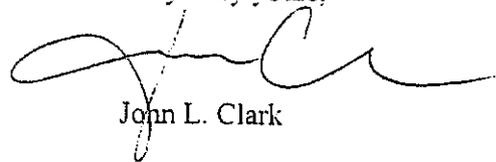
Dear Sir/Madame:

Enclosed for filing, on behalf of Champion Broadband California, LLC ("Champion") and CBC Broadband Holdings, LLC ("CBC"), please find an original and six copies of the above-identified combined application. This application requests approval for transaction by which CBC will acquire assets and Section 214 licenses from Champion.

This application is being submitted as a combined international and domestic transfer of control/assignment application pursuant to Section 63.04(b) of the Commission's rules. This application has been filed electronically with the International Bureau as submission IB2008002399.

Enclosed is a completed Fee Remittance Form 159. As noted, the filing fee is being paid by credit card. After filing this application, please return a date-stamped copy to me in the enclosed self-addressed stamped envelope. Thank you very much.

Very truly yours,



John L. Clark

Enclosures

Stamp & Receipt
Copy

READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE
FORM 159

Approved by OMB
306A-1589
Page No. 1 of 2

(1) LOCKBOX # 979091	SPECIAL USE ONLY	
FCC USE ONLY		
SECTION A - PAYER INFORMATION		
(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) John L. Clark	(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) \$965.00	
(4) STREET ADDRESS LINE NO. 1 505 Sansome Street, Ninth Fl.		
(5) STREET ADDRESS LINE NO. 2		
(6) CITY San Francisco	(7) STATE CA	(8) ZIP CODE 94111
(9) DAYTIME TELEPHONE NUMBER (include area code) 415-765-8443	(10) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED		
(11) PAYER (FRN) 0012405973	(12) FCC USE ONLY	
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C) COMPLETE SECTION BELOW FOR EACH SERVICE. IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET		
(13) APPLICANT NAME CBC Broadband Holdings LLC		
(14) STREET ADDRESS LINE NO. 1 2702 Media Center Drive		
(15) STREET ADDRESS LINE NO. 2		
(16) CITY Los Angeles	(17) STATE CA	(18) ZIP CODE 90065
(19) DAYTIME TELEPHONE NUMBER (include area code) 323-908-1405	(20) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED		
(21) APPLICANT (FRN) 0018161836	(22) FCC USE ONLY	
COMPLETE SECTION C FOR EACH SERVICE. IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET		
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE CUT	(25A) QUANTITY 1
(26A) FEE DUE FOR (PTC)	(27A) TOTAL FEE \$965.00	FCC USE ONLY
(28A) FCC CODE 1	(29A) FCC CODE 2	
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY
(28B) FCC CODE 1	(29B) FCC CODE 2	
SECTION D - CERTIFICATION		
CERTIFICATION STATEMENT I, <u>John L. Clark</u> certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief		
SIGNATURE <u>[Signature]</u>	DATE <u>10-3-08</u>	
SECTION E - CREDIT CARD PAYMENT INFORMATION		
MASTERCARD _____ VISA _____ AMEX <input checked="" type="checkbox"/> DISCOVER _____		
ACCOUNT NUMBER _____	EXPIRATION DATE _____	
I hereby authorize the FCC to charge my credit card for the service(s)/authorization herein described		
SIGNATURE <u>[Signature]</u>	DATE <u>10-3-08</u>	

SEE PUBLIC BURDEN ON REVERSE

FCC FORM 159

JULY 2005

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE (CONTINUATION SHEET)
FORM 159-C

SPECIAL USE

FCC USE ONLY

Page No 2 of 2

USE THIS SECTION ONLY FOR EACH ADDITIONAL APPLICANT
SECTION BB - ADDITIONAL APPLICANT INFORMATION

(13) APPLICANT NAME Champion Broadband California, LLC		
(14) STREET ADDRESS LINE NO. 1 13710 Struthers Road, Suite 120		
(15) STREET ADDRESS LINE NO. 2		
(16) CITY Colorado Springs	(17) STATE CO	(18) ZIP CODE 80921
(19) DAYTIME TELEPHONE NUMBER (include area code) 303-445-9075		(20) COUNTRY CODE (if not in U.S.A.)
FCC REGISTRATION NUMBER (FRN) REQUIRED		
(21) APPLICANT (FRN) 0011332939		(22) FCC USE ONLY
COMPLETE SECTION C FOR EACH SERVICE. IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET		
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE	(25A) QUANTITY
(26A) FEE DUE FOR (PTC)	(27A) TOTAL FEE	FCC USE ONLY
(28A) FCC CODE 1	(29A) FCC CODE 2	
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY
(28B) FCC CODE 1	(29B) FCC CODE 2	
(23C) CALL SIGN/OTHER ID	(24C) PAYMENT TYPE CODE	(25C) QUANTITY
(26C) FEE DUE FOR (PTC)	(27C) TOTAL FEE	FCC USE ONLY
(28C) FCC CODE 1	(29C) FCC CODE 2	
(23D) CALL SIGN/OTHER ID	(24D) PAYMENT TYPE CODE	(25D) QUANTITY
(26D) FEE DUE FOR (PTC)	(27D) TOTAL FEE	FCC USE ONLY
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(23E) CALL SIGN/OTHER ID	(24E) PAYMENT TYPE CODE	(25E) QUANTITY
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(28E) FCC CODE 1	(29E) FCC CODE 2	
(23F) CALL SIGN/OTHER ID	(24F) PAYMENT TYPE CODE	(25F) QUANTITY
(26F) FEE DUE FOR (PTC)	(27F) TOTAL FEE	FCC USE ONLY
(28F) FCC CODE 1	(29F) FCC CODE 2	

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

_____)	
In the Matter)	
)	
Champion Broadband California, LLC,)	
)	
Transferor)	
)	
and)	File No. ITC _____
)	
CBC Broadband Holdings LLC, Transferee)	WC Docket No. _____
)	
Joint Application for Grant of Authority Pursuant)	
to Section 214 of the Communications Act of 1934,)	
as amended, and Sections 63.04 and 63.24 of the)	
Commission's Rules to Complete an Assignment of)	
Assets and Section 214 Authorizations from)	
Champion Broadband California, LLC, an)	
International and Domestic Wireline Common)	
Carrier, to CBC Broadband Holdings, LLC)	

JOINT APPLICATION

Champion Broadband California, LLC ("Champion" or "Transferor") and CBC Broadband Holdings, LLC ("CBC" or "Transferee"), collectively "Joint Applicants," hereby request, pursuant to Section 214 of the Communications Act of 1934, as amended, 47 U.S.C. § 214, and Sections 63.04 and 63.24 of the Commission's Rules, 47 C.F.R. §§ 63.04 and 63.24, authority to complete the assignment of operating assets, including the customer base, and Section 214 authorizations from Champion to CBC. Information addressing the requirements of Commission Rule 63.04(a)(6)-(12) (47 C.F.R. § 63(a)(6)-(12)) is set forth in Attachment A.

I. SUMMARY OF TRANSACTION

Pursuant to an Asset Purchase Agreement entered into as of September 5, 2008, between Champion and its parent, Champion Broadband, LLC, on the one hand, and CBC, on the other hand, CBC will acquire, subject to certain limited exceptions, the network facilities, licenses, franchises, goodwill, and other tangible and intangible assets that are used by Champion for the delivery of video programming, and the provision of internet access, other information services, and local exchange and interexchange telecommunications services using TDM or VoIP technologies to customers in and around the cities of Arcadia and Monrovia, California over its open video system ("OVS") network.

The Asset Purchase Agreement provides for the assignment of the operating authorizations held by Champion, which include the blanket license to provide domestic interstate service as a non-dominant carrier granted to Champion under Section 63.01 of the Commission's Rules, 47 C.F.R. § 63.01, and international section 214 authorization to provide global facilities-based and resold international telecommunications services, which was issued under File No. ITC-214-20070220-00076.

Following the receipt of all necessary governmental consents, the closing of the transaction, which is expected to take place by the end of 2008, and the provision of notice to affected customers in accordance with the Commission's rules, CBC will operate the acquired assets to provided continued service to all customers that are now served by Champion over the system.

II. REQUEST FOR STREAMLINED PROCESSING

This application is eligible for streamlined processing under Sections 63.03 and 63.12 of the Commission's Rules, 47 CFR § 63.03 and § 63.12. With respect to the domestic authority, the application is eligible for streamlining because, immediately following the

transaction: (1) the Joint Applicants and their affiliates (as defined in Section 3(1) of the Communications Act, "Affiliates") combined, will hold less than a ten percent (10%) share of the interstate interexchange market; (2) to the extent that the Joint Applicants or their Affiliates provide U.S. local exchange services or exchange access services, those services will be provided only in geographic areas served by a dominant local exchange carrier that is not a party to the transaction; and (3) none of the Joint Applicants or their Affiliates is dominant with respect to any U.S. domestic telecommunications service. With respect to the international authority, the application is eligible for streamlined processing because none of the exceptions to streamlined filing specified by paragraph (c) of Section 63.12 applies.

III. STATEMENT OF PUBLIC INTEREST

This transaction is in furtherance of a private investment decision by Champion and its parent to divest the subject assets in order to allow redeployment of capital into other ventures. CBC, on the other hand, is seeking to acquire the Champion assets and operations because doing so is consistent with the plans of its investors, who view the proposed transaction as a significant business opportunity.

Following approval and consummation of the transaction, CBC's operations will be undertaken under the guidance of an executive management team composed of three highly-experienced individuals who, collectively, have almost 100 years of experience in the cable, telephone, and wireless industries, including management of Champion's current operations.

Further, it should be noted that, immediately following consummation of the transaction, CBC will provide telecommunications service to existing customers of Champion under the same rates, terms, and conditions that now apply. Consequently, this transaction will be transparent to them.

For these reasons, Joint Applicants respectfully submit that this application is in the public interest and should be granted without delay.

IV. SECTION 63.24(e) INFORMATION

Pursuant to Section 63.24(e) of the Commission's Rules, Joint Applicants submit the following information requested in Section 63.18 (a)-(d) and (h)-(p) in support of this application. (In accordance with Section 63.24(e)(2), items (h)-(p) pertain to the transferee, only.)

(a) Names, Addresses, and Telephone Numbers of Applicants

(1) Transferor

Champion Broadband California, LLC
13710 Struthers Road, Suite 120
Colorado Springs, CO 80921
Tel: 303-445-9075

(2) Transferee

CBC Broadband Holdings LLC
2702 Media Center Drive
Los Angeles CA 90065
Tel: 323-908-1405

(b) Jurisdiction of Organization

Champion is a limited liability company formed under the laws of Wyoming.

CBC is a limited liability company formed under the laws of Delaware.

(c) Contact Information

All correspondence and other communications concerning this application should be directed to:

John L. Clark
Goodin, MacBride, Squeri
Day & Lamprey, LLP
505 Sansome Street, 9th Floor
San Francisco, California 94111
Tel: 415-765-8443
Fax: 415-398-4321
E-mail: jlark@goodinmacbride.com

(d) International Authorizations

Champion holds domestic operating authority pursuant to a blanket license under Rule 63.01. Champion is authorized to provide facilities-based and resold international telecommunications services pursuant to File No. ITC-214-20070220-00076. CBC does not currently hold authority to provide international telecommunications service.

(h) Ownership

CBC has no interlocking directorates with any foreign carrier. The following persons hold a 10% or greater direct ownership or control interest in CBC:

Name and Address	Citizenship	Principal Business	Percentage Ownership/Control of CBC
Scorpion Capital Partners, LP 245 5 th Avenue, # 25 New York, NY 10016	United States	SBIC	32%
Greenwoods Capital Partners I, LP 24 Greenwoods Road West Norfolk, CT 06058	United States	Investment Management	32%
IG US Telecom, LLC 931 Roxbury Road San Marino, CA 91108	United States	Telecommunications Management	16%

(1) Chain of Ownership Through Scorpion Capital Partners, LP

Scorpion Capital Partners, LP is controlled by a single general partner, Scorpion GP LLC. Scorpion GP LLC does not own an actual equity interest in Scorpion Capital Partners, LP. Because of Scorpion GP LLC's position as sole general partner, the following chart attributes it with direct control over 100% of the interest in CBC that is held by Scorpion Capital Partners, LP. (No other person holds a direct or indirect interest in Scorpion Capital Partners, LP that is sufficiently large to result in attribution of a 10% or greater ownership interest in CBC.)

Name and Address	Citizenship	Principal Business	Attributed Indirect Percentage Ownership/Control of CBC
Scorpion GP LLC 245 Fifth Avenue, 25 th Floor New York, New York 10016	United States	Investment Management	32%

Scorpion GP LLC is controlled by two individuals: Nuno Brandolini and Kevin McCarthy. Each of them owns a 2.3% interest in Scorpion Capital Partners, LP; however, because of their positions as controlling managers of Scorpion GP LLC, the following chart attributes each of them with 100% of the interest attributed to Scorpion GP LLC:

Name and Address	Citizenship	Principal Business	Attributed Indirect Percentage Ownership/Control of CBC
Kevin McCarthy 245 Fifth Avenue, 25 th Floor New York, New York 10016	United States	Investment Management	32%
Nuno Brandolini 245 Fifth Avenue, 25 th Floor New York, New York 10016	United States	Investment Management	32%

(2) Chain of Ownership Through Greenwoods Capital Partners I, LP

Greenwoods Capital Partners I, LP is controlled by a single general partner,

Greenwoods Management Company, LLC. Greenwoods Management Company, LLC does not own an actual equity interest in Greenwoods Capital Partners I, LP. Because of Greenwoods Management Company LLC's position as sole general partner, the following chart attributes it with direct control over 100% of the interest in CBC that is held by Greenwoods Capital Partners I, LP. (No other person holds a direct or indirect interest in Greenwoods Capital Partners I, LP that is sufficiently large to result in attribution of a 10% or greater ownership interest in CBC.)

Name and Address	Citizenship	Principal Business	Attributed Indirect Percentage Ownership/Control of CBC
Greenwoods Management Company, LLC 24 Greenwoods Road West Norfolk, CT 06058	United States	Investment Management	32%

Greenwoods Management Company, LLC is controlled by one individual: L. Keith Mullins who owns a 13.62% interest in Greenwoods Capital Partners I, LP; however, because of his position as a controlling manager of Greenwoods Management Company, LLC, the following chart attributes him with 100% of the interest attributed to Greenwoods Capital Partners I, LP

Name and Address	Citizenship	Principal Business	Attributed Indirect Percentage Ownership/Control of CBC
L. Keith Mullins 24 Greenwoods Road West Norfolk, CT 06058	United States	Investment Management	32%

(3) Chain of Ownership Through IG US Telecom, LLC

IG US Telecom, LLC is controlled by two individuals: Ruben Garcia and Albert Lemus, each of whom holds a 50% ownership and control interest. Therefore, as shown in the

following chart, each of them is attributed with 16% ownership and control of CBC.

Name and Address	Citizenship	Principal Business	Attributed Indirect Percentage Ownership/Control of CBC
Ruben Garcia 931 Roxbury Road San Marino, CA 91108	United States	Telecommunications Management	16%
Albert Lemus 3147 Mesa Verde Drive, Burbank CA 91504	United States	Telecommunications Management	16%

There are no other persons who directly or indirectly own, control, or can be attributed with ownership or control of, a 10% or greater ownership or control interest in CBC.

(i) As evidenced by the Certification of Transferee attached to this application, CBC certifies under penalty of perjury under the laws of the United States that it is not affiliated with a foreign carrier.

(j) As evidenced by the Certification of Transferee attached as to this application, CBC certifies under penalty of perjury under the laws of the United States that it does not seek to provide international telecommunications services to any destination country for which any of the statements in subsections 63.18(j)(1)-(4), inclusive, of the Commission's Rules (47 C.F.R. § 63.18(j)(1)-(4), inclusive) is true.

(k) Not applicable.

(l) Not applicable.

(m) Not applicable.

(n) As evidenced by the Certification of Transferee attached to this application, CBC certifies under penalty of perjury under the laws of the United States that it 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 market power on the foreign end of the route and will not enter into such agreements in the future.

(o) As evidenced by the Certification of Transferee attached to this application, CBC certifies under penalty of perjury under the laws of the United States that it is not subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998. *See* 21 U.S.C. § 853a. *See also* 47 C.F.R. §§ 1.2001-1.2003.

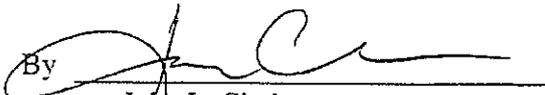
(p) Joint Applicants respectfully submit that this application is eligible for streamlined processing pursuant to Section 63.12(a)-(b) of the Commission's Rules, 47 C.F.R. § 63.12(a)-(b). In particular, Section 63.12(c)(1) is inapplicable because neither of the Joint Applicants is affiliated with any foreign telecommunications carriers except for foreign telecommunications carriers that qualify for a presumption of non-dominance pursuant to Section 63.10(a)(3) of the Commission's Rules, and none of the scenarios outlined in Section 63.12(c)(2)-(4) of the Commission's Rules applies.

CONCLUSION

As demonstrated in this application, Joint Applicants submit that the public interest, convenience, and necessity would be furthered by a grant of this application.

Respectfully submitted this 3rd day of October 2008 at San Francisco, California.

GOODIN, MACBRIDE, SQUERI,
DAY & LAMPREY, LLP
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505 Sansome Street, Suite 900
San Francisco, California 94111
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E-Mail: jclark@goodinmacbride.com

By 

John L. Clark

Attorneys for Joint Applicants

CERTIFICATION OF TRANSFEREE

I hereby certify, on behalf of CBC Broadband Holdings, LLC that it: is not affiliated with a foreign carrier; does not seek to provide international telecommunications services to any destination country for which any of the statements in subsections 63.18(j)(1)-(4), inclusive, of the Commission's Rules (47 C.F.R. § 63.18(j)(1)-(4), inclusive) is true; 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 market power on the foreign end of the route and will not enter into such agreements in the future; is not subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998 (*See* 21 U.S.C. § 853a; *See also* 47 C.F.R. §§ 1.2001-1.2003); and that the statements in the foregoing application on behalf of CBC Broadband Holdings, LLC are true, complete, and correct to the best of my knowledge and are made in good faith. I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct.

CBC Broadband Holdings LLC

By: 

Name: Ruben Garcia

Title: Chief Executive Officer

Date: 10-2-08

CERTIFICATION OF TRANSFEROR

I hereby certify that the statements in the foregoing application on behalf of
Champion Broadband California LLC are true, complete, and correct to the best of my
knowledge and are made in good faith. I declare under penalty of perjury under the laws of the
United States that the foregoing is true and correct.

Champion Broadband California LLC

By: 

Name: Mark Haverkate

Title: Chief Executive Officer

Date: OCT 2, 2008

ATTACHMENT A

SECTION 63.04 INFORMATION

Information addressing the requirements set forth in Commission Rule 63.04(a)(6)-(12) is as follows:

(a)(6) A description of the transaction is set forth above in section I of this application.

(a)(7) Champion offers delivery of video programming, and the provision of internet access, other information services, and local exchange and interexchange telecommunications services using TDM or VoIP technologies to customers in and around the cities of Arcadia and Monrovia, California. CBC does not currently engage in carrier operations or have any affiliation with any carrier.

(a)(8) This application is eligible for streamlining because, immediately following the transaction: (1) the Joint Applicants and their affiliates (as defined in Section 3(1) of the Communications Act, "Affiliates") combined, will hold less than a ten percent (10%) share of the interstate interexchange market; (2) to the extent that the Joint Applicants or their Affiliates provide U.S. local exchange services or exchange access services, those services will be provided only in geographic areas served by a dominant local exchange carrier that is not a party to the transaction; and (3) none of the Joint Applicants or their Affiliates is dominant with respect to any U.S. domestic telecommunications service.

(a)(9) Through this application, Joint Applicants are seeking authority with respect to both international and domestic Section 214 authorizations (this application is being separately and concurrently filed with respect to both types of authorities in compliance with Commission Rule 63.04(b), 47 C.F.R. § 63.04(b)).

(a)(10) Joint applicants are not seeking special consideration of this application as neither

party is facing imminent business failure.

(a)(11) Not applicable.

(a)(12) A statement showing how grant of this application will serve the public interest, convenience, and necessity is set forth above in section III of this application.

LIST OF ATTACHMENTS

Certification of Transferor

Certification of Transferee

Attachment A - Section 63.04 Information

3369/001/X103666.v1