

WC 09-215

0911249091192001 ✓

US BANK/FCC NOV 23 2009

DOCKET FILE COPY ORIGINAL

READ INSTRUCTIONS CAREFULLY BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION  
REMITTANCE ADVICE  
FORM 159

Approved by 3060-0589  
Page No. 1 of 2

(1) LOCKBOX # <b>979091</b>	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) <b>Synergies Law Group, PLLC</b>	(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) <b>\$1,015.00</b>
(4) STREET ADDRESS LINE NO. 1 <b>1002 Parker Street</b>	
(5) STREET ADDRESS LINE NO. 2	
(6) CITY <b>Falls Church</b>	(7) STATE <b>VA</b>
	(8) ZIP CODE <b>22046</b>
(9) DAYTIME TELEPHONE NUMBER (include area code) <b>571-730-4970</b>	(10) COUNTRY CODE (if not in U.S.A.)

FCC REGISTRATION NUMBER (FRN) REQUIRED

(11) PAYER (FRN) <b>0019004654</b>	(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 <b>Access Media 3, Inc.</b>	
(14) STREET ADDRESS LINE NO. 1 <b>625 Plainfield Road</b>	
(15) STREET ADDRESS LINE NO. 2 <b>Suite 230</b>	
(16) CITY <b>Willowbrook</b>	(17) STATE <b>IL</b>
	(18) ZIP CODE <b>60527</b>
(19) DAYTIME TELEPHONE NUMBER (include area code) <b>630-230-0555 x2300</b>	(20) COUNTRY CODE (if not in U.S.A.)

FCC REGISTRATION NUMBER (FRN) REQUIRED

(21) APPLICANT (FRN) <b>0016338535</b>	(22) FCC USE ONLY
---	-------------------

COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET

(23A) CALL SIGN/OTHER ID <b>N/A</b>	(24A) PAYMENT TYPE CODE <b>CUT</b>	(25A) QUANTITY <b>1</b>
(26A) FEE DUE FOR (PTC) <b>\$1,015.00</b>	(27A) TOTAL FEE <b>\$1,015.00</b>	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, Edward Bull, 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 [Signature] DATE 11/20/09

SECTION E - CREDIT CARD PAYMENT INFORMATION

MASTERCARD \_\_\_\_\_ VISA \_\_\_\_\_ AMEX \_\_\_\_\_ DISCOVER \_\_\_\_\_  
 ACCOUNT NUMBER \_\_\_\_\_ EXPIRATION DATE \_\_\_\_\_  
 I hereby authorize the FCC to charge my credit card for the service(s) authorization herein described.  
 SIGNATURE \_\_\_\_\_ DATE \_\_\_\_\_

# Synergies Law Group, PLLC

November 20, 2009

## VIA EXPRESS MAIL

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

RE: Application of Access Media 3, Inc. and Master Communications Systems, Inc.  
d/b/a Avvid Technologies for Grant of Authority Pursuant to Section 214 of the  
Communications Act of 1934 to Complete a Transfer of Control of Certain  
Operating Assets, Including Customers, of a Domestic Carrier

Dear Sir/Madam:

On behalf of Access Media 3, Inc. and Master Communications Systems, Inc. (the  
"Applicants") enclosed for filing are an original and four (4) copies of the above captioned  
application, along with a completed Form 159 and a check to cover the required filing fee.

Please date stamp and return the enclosed extra copy attached to this letter in the  
provided self-addressed stamped envelope. Please do not hesitate to contact the undersigned  
with any questions.

Sincerely,



Edward S. Quill, Jr.  
Brian McDermott

Counsel for Access Media 3, Inc.

Enclosure

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

\_\_\_\_\_  
In the Matter of the Application of )  
 )  
ACCESS MEDIA 3, INC. )  
 )  
and )  
 )  
MASTER COMMUNICATIONS SYSTEMS, INC. )  
d/b/a AVVID TECHNOLOGIES )  
 )  
For Grant of Authority Pursuant to Section 214 of )  
the Communications Act of 1934 )  
to Complete a Transfer of Control of Certain )  
Operating Assets, Including Customers, of )  
a Domestic Carrier )  
\_\_\_\_\_ )

WC Docket No. 09-\_\_\_\_\_

JOINT APPLICATION

**I. INTRODUCTION**

**A. Summary of Transactions**

Access Media 3, Inc. ("AM3") and Master Communications Systems, Inc. d/b/a Avvid Technologies ("MCS", together with AM3, "Applicants"), by and through undersigned counsel and pursuant to Section 214 of the Communications Act, as amended, 47 U.S.C. §214, and Section 63.04 of the Commission's Rules, 47 C.F.R. §63.04, hereby request that the Commission grant such authority as may be necessary or required to enable Applicants to consummate a transaction whereby AM3 will acquire certain operating assets located in Minnesota, including customers, from MCS. Immediately following the proposed transaction, customer of MCS will continue to receive services under the same rates, terms and condition as those services are currently provided. None of the customers of MCS are expected to lose

service as a result of the proposed transaction. As a result, the proposed transaction will be transparent to MCS's customers in terms of the services those customers receive.

Applicants respectfully request that the Commission approve this Application expeditiously in order to allow Applicants to consummate the proposed transaction as soon as possible.

**B. Application Eligible for Streamlined Processing**

Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Section 63.03 of the Commission's Rules, 47 C.F.R. §63.03(b)(2)(i) because, immediately following the transactions, (1) 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) Applicants and their affiliates will provide local exchange service only in areas served by dominant local exchange carriers (none of which are parties to the proposed transactions) and; (3) none of the Applicants or their affiliates are dominant with respect to any U.S. domestic service.

**II. THE APPLICANTS**

**A. Access Media 3, Inc. ("AM3")**

AM3 is a corporation formed under the laws of the State of Illinois. AM3's corporate headquarters are located at 625 Plainfield Rd., Suite 230, Willowbrook, IL 60527. AM3 provides a variety of regulated and unregulated voice and Internet services, including dedicated Internet access, POTS and hosted Voice over Internet Protocol. AM3 provides service to businesses and residential customers in Illinois, Minnesota, Wisconsin and Iowa. AM3 holds international Section 214 authority and is authorized to provide domestic interstate service by virtue of blanket Section 214 authority. AM3 also holds state authority to provide local and toll

services in Illinois, Minnesota and Wisconsin and is authorized to provide such services in Iowa on a deregulated basis.

**B. Master Communications Systems, Inc. d/b/a Avvid Technologies ("MCS")**

MCS is a Minnesota corporation headquartered at 7802 Telegraph Road #120, Bloomington, Minnesota 55438. MCS is engaged in the business of selling, installing and providing satellite television service, along with voice and Internet services including to residential multi-dwelling units in apartments and condominiums, nursing homes, assisted living facilities, colleges, universities and other similar multi-dwelling buildings. Among those services, MCS provides dedicated point to point services in Minnesota. MCS holds authority to provide regulated telecommunications services in Minnesota pursuant to a Certificate of Public Convenience and Necessity issued by the Minnesota Public Utilities Commission.

**III. DESCRIPTION OF THE TRANSACTIONS**

Applicants have agreed to complete a transaction whereby AM3 will acquire certain regulated assets, including customers, from MCS. Specifically, AM3 and MCS have entered into an Asset Purchase Agreement whereby AM3 will purchase MCS's residential Multi-Dwelling Unit ("MDU") business, including MCS's current residential MDU customer base and the operating assets associated therewith. In addition to a variety of unregulated services, MCS provides to its residential MDU customer base certain wireline point to point dedicated services. Applicants therefore seek approval by and through this application for the assignment of those service arrangements from MCS to AM3.

Following the completion of the transaction, MCS will continue to provide certain services, such as cabling and installation, as well as services to commercial businesses to its remaining customers. However AM3 will become the service provider for MCS's residential

MDU customers, including with respect to the dedicated circuits provided with those service arrangements.<sup>1</sup>

AM3 is well qualified to provide service to MCS's Residential MDU customers. AM3 currently provides regulated services to a substantial number of MDU complexes, including in Minnesota and nearby states. AM3 has a highly qualified management team and has access to the technical and financial resources necessary to provide service to MCS's residential MDU customer base.

Although certain customers of MCS's residential MDU business will experience a change in carriers, immediately following the transaction, MCS's MDU customers will continue to receive the same services that they currently receive, under the same rates, terms and conditions of service. Customers will receive notice of the transaction and no customers are expected to be discontinued as a result of the transaction. As a result, the proposed transaction will be transparent to affected MCS's customers in term of the services those customers receive. An illustrative chart describing the proposed transactions is provided in Exhibit A.

#### **IV. PUBLIC INTEREST STATEMENT**

Applicants respectfully submit that the proposed transaction serves the public interest. The proposed transaction is expected to significantly expand AM3's customer base and scope of operations, providing AM3 economies of scale. Furthermore, the proposed transaction will not adversely affect any of the customers of MCS, all of whom will, immediately following the

---

<sup>1</sup> As the services to which this Application relates are limited to private line services, MCS and AM3 seek authority only to transfer services which are non-presubscribed. Because of the nature of the services provided, no change to the preferred carrier of any customer will be made in connection with the transaction described in this filing. Applicants understand that the Commission's slamming rules (including Commission Rule 64.1120, 47 C.F.R. § 64.1120) are not applicable. Nonetheless, in order to avoid customer confusion and in order to comply with the contracts and service orders that control the terms and conditions under which MCS's customers receive service, Applicants have provided notice of the transaction to affected customers in a form consistent with the

consummation of the transaction, continue to receive service on an uninterrupted basis. AM3 will work closely with the MCS residential MDU customers to ensure a seamless transition from MCS to AM3. The proposed changes therefore will not inconvenience, confuse or otherwise harm MCS's customers.

V. **INFORMATION REQUIRED BY SECTIONS 63.04**

Pursuant to Section 63.04 of the Commission's Rules, the Applicants submit the following information in support of this Application:

**(a)(1) Name, address and telephone number of each Applicant:**

AM3:

Access Media 3, Inc. (FRN # 0016338535)  
625 Plainfield Rd., Suite 230,  
Willowbrook, IL 60527  
Telephone: (630) 230-0555

MCS:

Master Communications Systems, Inc.  
d/b/a Avvid Technologies (FRN # 0019271535)  
7802 Telegraph Road #120,  
Bloomington, Minnesota 55438  
Telephone: (952) 960-2300

**(a)(2) Jurisdiction of Organizations:**

AM3:

AM3 is a corporation formed under the laws of the State of Illinois.

MCS:

MCS is a corporation formed under the laws of the State of Minnesota.

---

affected customer contracts.

**(a)(3) Correspondence concerning this Application should be sent to:**

Brian McDermott  
Edward S. Quill, Jr.  
Synergies Law Group, PLLC  
1002 Parker Street  
Falls Church, Virginia 22046  
Telephone: (571) 730-4970  
Facsimile: (571) 730-4971  
[bmcdermott@synergieslawgroup.com](mailto:bmcdermott@synergieslawgroup.com)  
[equill@synergieslawgroup.com](mailto:equill@synergieslawgroup.com)

**(a)(4) Ownership Information**

Current Ownership Information of AM3<sup>2</sup>

- (1) The following entity will own or control ten percent (10%) or more of **Access Media 3, Inc.:**

Name:	AM3 Holding Corp. 625 Plainfield Rd., Suite 230, Willowbrook, IL 60527
Citizenship:	United States
Equity/Voting Interest:	100%
Principal Business:	Holding Company

- (2) The following entities will own or control ten percent (10%) or more of **AM3 Holding Corp.:**

Name:	Scott Rediger 625 Plainfield Rd., Suite 230, Willowbrook, IL 60527
Citizenship:	United States
Equity/Voting Interest:	13.6%
Principal Business:	Telecommunications

---

<sup>2</sup> AM3 currently has applications pending before the FCC's International Bureau (File No. ITC-T/C-20091026-00461) and the Wireline Competition Bureau (WC Docket No. 09-203) for the approval of the corporate ownership structure described herein. AM3 anticipates that those approvals will be obtained and that closing will occur prior to the closing of the transaction described herein. Applicants have therefore provided the ownership structure that is expected to be in place at the time of closing the transaction for which approval is sought. Further information relating to Applicants' ownership structure is provided in the above-cited dockets and is incorporated herein by reference.

Name: Meritage Fund III, L.P.  
Address: 1600 Wynkoop Street,  
Suite 300  
Denver, Colorado 80202  
Citizenship: United States  
Equity/Voting Interest: 34.2%  
Principal Business: Investments

Name: WP North America Private Equity, L.P.  
Address: 155 N. Wacker Dr.; Suite 4400  
Chicago, IL 60606  
Citizenship: United States  
Equity/Voting Interest: 17.1%  
Principal Business: Investments

Name: COREalpha Private Equity Partners II L.P.  
Address: 155 N. Wacker Dr.; Suite 4400  
Chicago, IL 60606  
Citizenship: United States  
Equity/Voting Interest: 17.1%  
Principal Business: Investments

- (3) The following entity will own or control ten percent (10%) or more of **Meritage Fund III, L.P.**:

Name: Meritage Investment Partners III, LLC  
Address: 1600 Wynkoop Street,  
Suite 300  
Denver, Colorado 80202  
Citizenship: United States  
Equity/Voting Interest: 100%  
Principal Business: Investments

No entity holds an interest in **Meritage Investment Partners III, LLC** large enough to cause it to own or control 10% or more of **Access Media 3, Inc.**

- (4) The following entities will own or control ten percent (10%) or more of **WP North America Private Equity, L.P.:**

Name: WP North America Private Equity GP, LLC  
Address: 155 N. Wacker Dr.; Suite 4400  
Chicago, IL 60606  
Citizenship: United States  
Equity/Voting Interest: General Partner  
Principal Business: Investments

Name: Forsta AP-Fonden Kapital KB  
Address: 155 N. Wacker Dr.; Suite 4400  
Chicago, IL 60606  
Citizenship: Sweden  
Equity/Voting Interest: 99%  
Principal Business: Pension Plan

No entity holds an interest in **Forsta AP-Fonden Kapital KB** large enough to cause it to own or control 10% or more of **Access Media 3, Inc.**

- (5) The following entities will own or control ten percent (10%) or more of **WP North America Private Equity GP, LLC**:

Name: WAFRA Investment Advisory Group, Inc.  
Address: 155 N. Wacker Dr.; Suite 4400  
Chicago, IL 60606  
Citizenship: United States  
Equity/Voting Interest: 50%  
Principal Business: Investments

- (6) The following entities will own or control ten percent (10%) or more of **WAFRA Investment Advisory Group, Inc.**:

Name: WAFRA Investment Corporation  
Address: 155 N. Wacker Dr.; Suite 4400  
Chicago, IL 60606  
Citizenship: Cayman Islands  
Equity/Voting Interest: 100%  
Principal Business: Holding Company

- (7) The following entities will own or control ten percent (10%) or more of **WAFRA Investment Corporation**:

Name: The Public Institution for Social Security  
Address: 155 N. Wacker Dr.; Suite 4400  
Chicago, IL 60606  
Citizenship: Kuwait  
Equity/Voting Interest: 95.5%  
Principal Business: Investments

- (8) The following entities will own or control ten percent (10%) or more of **The Public Institution for Social Security**:

Name: The State of Kuwait  
Address: 155 N. Wacker Dr.; Suite 4400  
Chicago, IL 60606  
Citizenship: Kuwait  
Equity/Voting Interest: 100%  
Principal Business: Government

- (9) The following entities are the general or managing partner of **COREalpha Private Equity Partners II L.P.:**

Name: WP COREalpha II GP, LLC  
Address: 155 N. Wacker Dr.; Suite 4400  
Chicago, IL 60606  
Citizenship: United States  
Equity/Voting Interest: 100%  
Principal Business: Investments

- (10) The following entities are the general or managing partner of **WP COREalpha II GP, LLC:**

Name: WAFRA Investment Advisory Group, Inc.  
Address: 155 N. Wacker Dr.; Suite 4400  
Chicago, IL 60606  
Citizenship: United States  
Equity/Voting Interest: 50%  
Principal Business: Investments

- (11) The following entities will own or control ten percent (10%) or more of **WAFRA Investment Advisory Group, Inc.:**

Name: WAFRA Investment Corporation  
Address: 155 N. Wacker Dr.; Suite 4400  
Chicago, IL 60606  
Citizenship: Cayman Islands  
Equity/Voting Interest: 100%  
Principal Business: Holding Company

- (12) The following entities will own or control ten percent (10%) or more of **WAFRA Investment Corporation:**

Name: The Public Institution for Social Security  
Address: 155 N. Wacker Dr.; Suite 4400  
Chicago, IL 60606  
Citizenship: Kuwait  
Equity/Voting Interest: 95.5%  
Principal Business: Investments

- (13) The following entities will own or control ten percent (10%) or more of **The Public Institution for Social Security**:

Name:	The State of Kuwait
Address:	155 N. Wacker Dr.; Suite 4400 Chicago, IL 60606
Citizenship:	Kuwait
Equity/Voting Interest:	100%
Principal Business:	Government

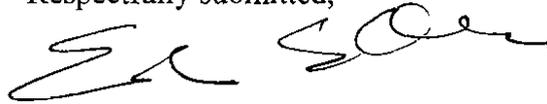
- (a)(5) Applicants certify that they are not subject to denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998. *See* 21 U.S.C. § 853a. *See also* 47 C.F.R. §§ 1.2001-1.2003.
- (a)(6) A description of the proposed transactions is set forth in Section III above.
- (a)(7) AM3 provides intrastate services primarily in Illinois and Minnesota, but has limited operations in Wisconsin and Iowa. MCS provides service in Minnesota. Neither of the Applicants or their affiliates is dominant with respect to any domestic U.S. service.
- (a)(8) Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Section 63.03 of the Commission's Rules, 47 C.F.R. §63.03. In particular, with respect to domestic authority, this Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) because, immediately following the transactions, (1) Applicants and their affiliates combined will hold less than a ten percent (10%) share of the interstate, interexchange market; (2) Applicants and their affiliates will provide local exchange service only in areas served by dominant local exchange carriers (none of which are parties to the proposed transactions) and; (3) none of the Applicants or their affiliates are dominant with respect to any service.
- (a)(9) Through this Application, Applicants seek 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)). No other applications are being filed with the Commission with respect to the proposed transactions.
- (a)(10) Prompt completion of the proposed transactions is critical to ensuring that Applicants can obtain the benefits described in the foregoing application. Accordingly, Applicants respectfully request that the Commission approve this Application expeditiously in order to allow Applicants to consummate the proposed transactions as soon as possible.
- (a)(11) Not applicable.

(a)(12) A statement showing how grant of the application will serve the public interest, convenience and necessity is provided in Section IV above.

VI. CONCLUSION

For the reasons stated above, Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by a grant of this Application. Applicants therefore respectfully request expedited treatment to permit Applicants to consummate the proposed transactions as soon as possible.

Respectfully submitted,



Brian McDermott  
Edward S. Quill, Jr.  
Synergies Law Group, PLLC  
1002 Parker Street  
Falls Church, Virginia 22046  
Telephone: (571) 730-4970  
Facsimile: (571) 730-4971  
[bmcdermott@synergieslawgroup.com](mailto:bmcdermott@synergieslawgroup.com)  
[equill@synergieslawgroup.com](mailto:equill@synergieslawgroup.com)

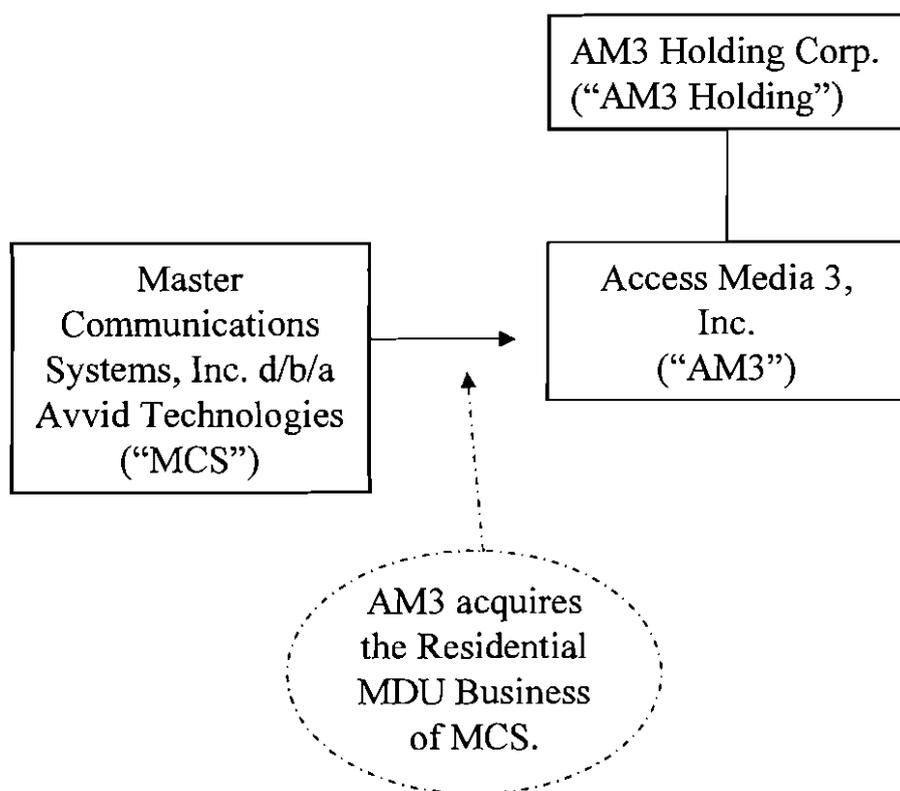
Dated: November 20, 2009

**Exhibit A**

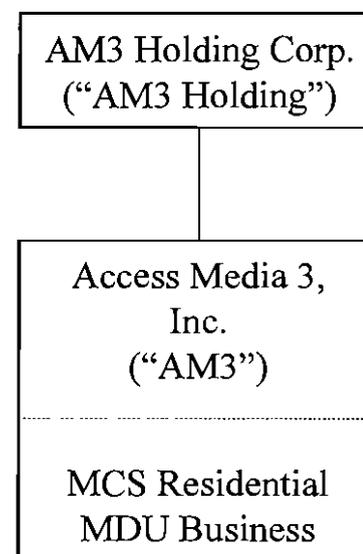
**Illustrative Chart**

# Illustrative Chart

## Pre-Transaction



## Post-Transaction



**Verification**

I, Scott A. Rediger, Chief Executive Officer of Access Media 3, Inc., certify that with respect to Access Media 3, Inc., the information in the foregoing Application is true and correct to the best of my knowledge and belief.

I declare under penalty of perjury that the foregoing is true and correct.

Executed this 10<sup>th</sup> day of November, 2009.

  
\_\_\_\_\_  
Scott Rediger

Verification

I, Pat Crosby, PRESIDENT of Master Communications Systems, Inc., certify that with respect to Master Communications Systems, Inc., the information in the foregoing Application is true and correct to the best of my knowledge and belief.

I declare under penalty of perjury that the foregoing is true and correct.

Executed this 11 day of November, 2009.



A handwritten signature in black ink, appearing to read 'Pat Crosby', is written over a horizontal line.