

**Before the  
Federal Communications Commission  
Washington, D.C. 20554**

In the Matter of )  
 )  
Application for Consent to Assignment of PCS ) File No. 0003694576  
Licenses KNLH637 and KNLH638 from )  
Northstar Technology, LLC to Bellevue Wireless, )  
LLC )  
 )  
Applications of Northstar Technology, LLC for ) File Nos. 0002985324, 0002985321  
Renewal of Licenses for PCS Stations KNLH637 )  
and KNLH638 )

**MEMORANDUM OPINION AND ORDER**

**Adopted: October 30, 2009**

**Released: October 30, 2009**

By the Chief, Wireless Telecommunications Bureau and the Managing Director:

1. We have under consideration the above-referenced application (“Assignment Application”)<sup>1</sup> proposing the assignment of Personal Communications Services (“PCS”) licenses KNLH637 and KNLH638 (the “Licenses”) from Northstar Technology, LLC (“Northstar”) to Bellevue Wireless, LLC (“Bellevue,” and together with Northstar, the “Applicants”) as well as applications (“Renewal Applications”) filed by Northstar to renew both of the Licenses.<sup>2</sup> The Assignment Application requests a waiver of section 1.955(a)(3) of the Commission’s rules, which provides that a license “automatically terminates, without specific Commission action, if service is permanently discontinued,”<sup>3</sup> and includes an associated request for a six-month period to construct facilities sufficient to satisfy the five-year construction requirement set forth in section 24.203(b) of the Commission’s rules.<sup>4</sup> In addition, the Assignment Application and the Renewal Applications request a waiver<sup>5</sup> of section 1.1910 of the Commission’s rules (the “Red Light Rule”).<sup>6</sup> No oppositions to the requested relief were filed. At issue is debt owed by Northstar to the Commission. For the reasons set forth below, we grant the Assignment Application Waiver Request and Northstar Renewal Waiver Request, grant the Renewal Applications, and consent to the Assignment Application.

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<sup>1</sup> Application of Northstar Technology, LLC and Bellevue Wireless, LLC for Consent to Assignment of Licenses, File No. 0003694576 (filed Jan. 7, 2009; amended July 1, 2009, Oct. 20, 2009) (“Assignment Application”).

<sup>2</sup> Northstar Technology, LLC Application for Renewal of License, File No. 0002985324 (filed Apr. 9, 2007) (seeking renewal of license for call sign KNLH637); Northstar Technology, LLC Application for Renewal of License, File No. 0002985321 (filed Apr. 9, 2007) (seeking renewal of license for call sign KNLH638).

<sup>3</sup> 47 C.F.R. § 1.955(a)(3).

<sup>4</sup> 47 C.F.R. § 24.203(b).

<sup>5</sup> The requests for waiver of Commission rules associated with the Assignment Application are included as Exhibit 1 to the Assignment Application and are collectively referred to as “Assignment Application Waiver Request.” With respect to the Renewal Applications, see Letter to Marlene H. Dortch, Secretary, FCC, from Thomas Gutierrez, Counsel for Northstar Technology, LLC (May 10, 2007) (“Northstar Renewal Waiver Request”).

<sup>6</sup> 47 C.F.R. § 1.1910 (under the Red Light rule, the Commission will withhold action on any application where the filer is delinquent on debt owed to the Commission; if satisfactory arrangements for the payment of the debt have not been made within 30 days of the notice of delinquency, the application will be dismissed).

## I. BACKGROUND

2. Northstar currently holds two PCS licenses – call sign KNLH637, an F-block license in the Middlesboro-Harlan, Kentucky Basic Trading Area (“BTA”) (BTA295), and call sign KNLH638, an F-block license in the Somerset, Kentucky BTA (BTA423). Northstar originally acquired these licenses from Third Kentucky Cellular in March 2002.<sup>7</sup> When Northstar acquired these licenses, it was less than two months before the five-year construction deadline, which was April 28, 2002. In March 2002, Northstar filed a request for a six-month extension of the five-year PCS construction requirement<sup>8</sup> for these licenses.<sup>9</sup> On June 10, 2002, the Commercial Wireless Division of the Wireless Telecommunications Bureau granted Northstar a four-month extension to satisfy the five-year construction requirement for both of the Licenses.<sup>10</sup> On September 6, 2002, Northstar notified the Commission that it had met the five-year construction requirement for both licenses as of August 28, 2002.<sup>11</sup>

3. On January 7, 2009, the Applicants filed the Assignment Application seeking Commission consent to the assignment of the Licenses from Northstar to Bellevue, along with the Assignment Application Waiver Request that is at issue here. Specifically, the Applicants request the following: (1) “to the extent necessary,” a waiver of section 1.955(a)(3) of the Commission’s rules, which provides that licenses “automatically terminate, without specific Commission action, if service is permanently discontinued;”<sup>12</sup> and (4) a waiver of the Red Light Rule.<sup>13</sup>

4. The term of the Licenses was to expire on April 28, 2007. On April 9, 2007, Northstar filed renewal applications for the Licenses, as well as for two other broadband PCS licenses that it held at that time (call signs KNLH651 and KNLH653).<sup>14</sup> On April 10, 2007, Notices of Withholding of Action were automatically sent to Northstar at its address of record in the Commission Registration System (CORES). These Notices indicated that, in light of Northstar’s delinquent debt to the Commission, action would be withheld on the renewal applications pursuant to 47 C.F.R. § 1.1910(b), and if full payment or a satisfactory arrangement to pay the debt were not made within 30 days of the date of the Notices of Withholding of Action, the applications would be dismissed. On May 10, 2007, Northstar filed a letter indicating that it was a petition for reconsideration of these Notices, and also seeking a waiver of the Red

<sup>7</sup> Application of Third Kentucky Cellular and Northstar Technology, LLC for Consent to Assignment of Licenses, File No. 0000606759 (filed Sept. 27, 2001). This transaction was consummated on March 15, 2002. See Notification of Consummation, File No. 0000836534 (filed Apr. 4, 2002).

<sup>8</sup> See 47 C.F.R. § 24.203(b) (setting forth five-year construction requirement for PCS licenses).

<sup>9</sup> See Northstar Technology, LLC Application for Construction Extension of Time, File No. 0000981496 (filed Mar. 25, 2002).

<sup>10</sup> Northstar Technology, LLC Request for Waiver and Extension of the Broadband PCS Construction Requirement, Order, 17 FCC Rcd 10908 (CWD 2002) (extending the five-year construction requirement deadline to August 28, 2002).

<sup>11</sup> Northstar Technology, LLC Notification, File No. 0001021120 (filed Sept. 6, 2002) (reporting fulfillment of five-year construction requirement for KNLH637); Northstar Technology, LLC Notification, File No. 0001021118 (filed Sept. 6, 2002) (reporting fulfillment of five-year construction requirement for KNLH638).

<sup>12</sup> Assignment Application Waiver Request at 1, quoting 47 C.F.R. § 1.955(a)(3). In connection with this waiver request, the Applicants ask the Commission to provide Bellevue with six months from the date of the assignment consummation to construct facilities sufficient to satisfy the five-year construction benchmark, see 47 C.F.R. § 24.203(b), and to confirm that because Bellevue will be installing a new system, it will not be obligated to provide service in the counties Northstar was previously serving. Assignment Application Waiver Request at 1 n.2.

<sup>13</sup> *Id.* at 1.

<sup>14</sup> See File Nos. 0002985320 (call sign KNLH651), 0002985315 (call sign KNLH653), 0002985324 (call sign KNLH637), and 0002985321 (call sign KNLH638) (filed Apr. 9, 2007); *see also supra* note 2.

Light Rule.<sup>15</sup> Northstar argues that the renewal applications are part of an effort to preserve Northstar's assets in an effort to repay its debt to the government, so a waiver is needed in order to preserve the intent of the Red Light Rule – *i.e.*, to protect the U.S. Government's financial position.<sup>16</sup> Northstar also asserts that it will not benefit financially from grant of the renewals.<sup>17</sup> The Applicants also state that grant of a waiver of the Red Light Rule to permit processing of the Renewal Applications would be in the public interest for the same reasons that the Commission granted a waiver of the Red Light Rule to permit the processing of Northstar's renewal applications for call signs KNLH651 and KNLH653 in connection with the assignment of those authorizations to Banana Communications, LLC.<sup>18</sup>

5. On May 30, 2008, Northstar entered into a settlement agreement with the United States resolving certain disputes arising from Northstar's indebtedness to the United States and providing a framework for repayment of such debts, including the delinquent debt to the Commission, to the extent funds are available to do so.<sup>19</sup> This apparently is the agreement referred to by the Applicants as the "Acknowledgement Agreement." Among other things, the Northstar Settlement states that, "at all times on and after December 31, 2002, the amount of Northstar's liabilities have exceeded the value of Northstar's assets at a fair valuation," and that "[n]ot later than February 22, 2005 and continuing to the date of this Agreement, Northstar became unable to pay its debts as they became due."<sup>20</sup> The Northstar Settlement contemplates that the proceeds of the sale of any license held by Northstar will be paid to the United States, subject to obtaining Commission consent and Commission grant of any necessary waivers, including possible waiver of section 1.955(a)(3).<sup>21</sup>

## II. DISCUSSION

6. *Discontinuance Waiver and Time Period for Reconstruction.*<sup>22</sup> Section 1.955(a)(3) provides that Wireless Radio Service license authorizations automatically terminate, without specific Commission action, if service is "permanently discontinued."<sup>23</sup> The Commission's service rules generally define "permanently discontinued" as the discontinuance of operations or services for a period of time ranging from 90 days up to one year or more.<sup>24</sup> Northstar has stated in an October 2009 amendment that the previously operational base stations have not been operated for at least two years.<sup>25</sup>

<sup>15</sup> See Northstar Renewal Waiver Request, *supra* note 5.

<sup>16</sup> *Id.* at 2.

<sup>17</sup> *Id.*

<sup>18</sup> *Id.* at 2-3, citing Applications for Consent to Assignment of PCS Licenses KNLH651 and KNLH653 from Northstar Technology, LLC to Banana Communications, LLC, *Memorandum Opinion and Order*, DA 08-1368 (OMD & WTB rel. June 9, 2008) ("Northstar/Banana Order").

<sup>19</sup> Agreement Acknowledging Liabilities and Structuring a Mechanism for Making Payments on Them, entered into by North Star Technology LLC et al. and the United States, May 30, 2008 ("Northstar Settlement"). The Agreement is administered through the Department of Justice, and involves the Commission, the Federal Financing Bank, the Internal Revenue Service, and the Rural Utilities Service.

<sup>20</sup> *Id.* at 16.

<sup>21</sup> *Id.* at 18.

<sup>22</sup> For organization purposes of this Memorandum Opinion and Order and the final outcome (below), the Commission is first considering the discontinuance waiver and time period for reconstruction, even though under the circumstances of this case, operation of section 1.1910 of the Commission's rules (the Red Light Rule) would preclude consideration of any application until the delinquent debt was resolved properly under our rule or an appropriate waiver of the Red Light Rule had been granted.

<sup>23</sup> 47 C.F.R. § 1.955(a)(3). *See also* 47 C.F.R. § 1.901.

<sup>24</sup> *See, e.g.*, 47 C.F.R. §§ 22.317 (90 days), 90.157(a) (one year).

<sup>25</sup> *See* Assignment Application, Amendment filed Oct. 20, 2009.

Therefore, absent grant of a waiver of the permanent discontinuance rule, these licenses cancelled automatically.<sup>26</sup>

7. A waiver may be granted, pursuant to section 1.925 of the Commission's rules, if the petitioner establishes: 1) that the underlying purpose of the rule would not be served or would be frustrated by application to the instant case, and that grant of the waiver would be in the public interest; or 2) where the petitioner establishes unique or unusual factual circumstances, that application of the rule would be inequitable, unduly burdensome or contrary to the public interest, or the applicant has no reasonable alternative.<sup>27</sup>

8. In support of their request for a waiver of the permanent discontinuance rule, the Applicants state that Northstar fulfilled the five-year coverage requirements set forth in section 24.203(b) of the Commission's rules, but that Northstar "encountered financial difficulties and was unable to continue to provide service in the subject markets."<sup>28</sup> They argue that the purpose of section 1.955(a)(3) "is to ensure efficient utilization of authorized channels and to prevent warehousing of spectrum . . .," and that Northstar "had timely constructed its licenses and, but for its financial difficulties, it would have continued to provide service in the subject markets."<sup>29</sup> Thus, according to the Applicants, there was clearly no intent on Northstar's part to warehouse spectrum and the purpose of the construction rule would not be undercut by the grant of a waiver in this particular circumstance.<sup>30</sup> The Applicants further believe that the public interest would be served by granting the request because it would enable the assignment of the licenses, which would allow the government to recoup Northstar's outstanding debt and the licenses would be assigned to an entity that will use the spectrum for the benefit of the public.<sup>31</sup> In order to provide such service to the public, the Applicants request that Bellevue be allowed a period of six months from the assignment of the Northstar licenses to construct a new system and facilities that are sufficient to satisfy the five-year construction requirement and that Bellevue not be required to construct in the same counties in which Northstar had previously constructed.<sup>32</sup>

9. Under the circumstances of this case, we find it is in the public interest to waive section 1.955(a)(3). We agree with the Applicants that a purpose of section 1.955(a)(3) is to ensure use of licensed spectrum and to prevent its warehousing by a licensees. A waiver in this case will serve the underlying purpose of the rule because it will advance the Commission's policy objective of encouraging the use of licensed spectrum and will allow the spectrum to be deployed expeditiously to provide service to the public. As previously pointed out, Northstar notified the Commission that it had met the five-year construction requirement (the only construction obligation applicable to these licenses) for both licenses as of August 28, 2002.<sup>33</sup> Northstar's failure to continue operating the license facilities due to its financial difficulties, which formed the basis for United States entering into the Northstar Settlement, does not evidence any intent on Northstar's part to warehouse spectrum.

10. Moreover, grant of a waiver of section 1.955(a)(3) will serve the public interest in anticipation that the spectrum will be timely put to use to provide spectrum to the public. In light of the

<sup>26</sup> See 47 C.F.R. § 1.955(a)(3).

<sup>27</sup> 47 C.F.R. § 1.925. Alternatively, pursuant to section 1.3, the Commission has authority to waive its rules if there is "good cause" to do so. 47 C.F.R. § 1.3. See also *Northeast Cellular Telephone Co. v. FCC*, 897 F.2d 1164 (D.C. Cir. 1990).

<sup>28</sup> *Id.* at 3.

<sup>29</sup> *Id.*

<sup>30</sup> *Id.*

<sup>31</sup> *Id.*

<sup>32</sup> *Id.*

<sup>33</sup> See *supra* para. 2.

facts before us, we determine six months is a reasonable period of time for Bellevue to construct new facilities that, if Bellevue had been the original licensee, would be sufficient to satisfy the five-year construction requirement set forth in section 24.203 of the Commission's rules. Similarly, since Northstar has not been providing service for an extended period of time, we see no adverse public interest effect in allowing Bellevue to construct its new facilities in counties different from those in which Northstar had previously constructed.

11. *Red Light Rule Waiver.* In April 2004, to implement the Debt Collection Improvement Act of 1996,<sup>34</sup> the Commission adopted rules and policies known as the Red Light Rule and codified in part at 47 C.F.R. § 1.1910.<sup>35</sup> Under section 1.1910, “[a]ction will be withheld on applications . . . by any entity found to be delinquent in its debt to the Commission . . . ”<sup>36</sup> and the application or request for authorization will be dismissed “if a delinquency has not been paid or the debtor has not made other satisfactory arrangements within 30 days” of notice of such delinquency.<sup>37</sup>

12. With respect to the Red Light Rule, the Applicants assert that a waiver would serve the public interest and “would promote the underlying purposes of the [Debt Collection Improvement Act of 1996 ('DCIA')].”<sup>38</sup> The Applicants state that Northstar is delinquent on debt owed to the Rural Utilities Service (“RUS”), the Federal Financing Bank (“FFB”), and the Rural Telephone Bank (“RTB”).<sup>39</sup> Although not mentioned in the waiver request, we note that in addition to the outstanding debts to other governmental agencies, Northstar also owes \$992,588 in principal (plus accumulating interest) to the FCC for unpaid auction debt on a C block license (Corbin, Kentucky, BTA098) that cancelled on February 3, 2004 for non-payment of required installment payments pursuant to section 1.2110(g)(iv) of the Commission's Rules. The debt to the Commission is not secured by any of the remaining licenses held by Northstar. The applicants further note that Northstar has entered into an agreement with RUS, FFB, RTB, the Commission, and the Internal Revenue Service (the “Acknowledgement Agreement”) that is intended to resolve the parties' pending disputes regarding Northstar's outstanding debt.<sup>40</sup> The Acknowledgement Agreement is premised on Northstar selling its FCC spectrum licenses and remitting the proceeds from such sales to RUS, FFB, and RTB,<sup>41</sup> in addition to the debt owed the Commission. If the Acknowledgement Agreement, which requires a waiver of the Red Light Rule, is not implemented, the Applicants assert that Northstar would be highly unlikely to be able to repay its outstanding debt.<sup>42</sup> The Applicants also aver that all proceeds will be paid to a federal government agency and Northstar will receive no financial benefit itself from the grant of a waiver of the Red Light Rule and the processing of the Assignment Application.<sup>43</sup> Because waiver of the Red Light Rule would allow the federal

<sup>34</sup> The Debt Collection Improvement Act of 1996 (DCIA), Public Law 104-134, 110 Stat. 1321, 1358 (Apr. 26, 1996), as part of the Omnibus Consolidated Rescissions and Appropriations Act of 1996, recodified the Debt Collection Act, and provided, in part, debt collection procedures pertaining to transfer of debts for collection to the United States Treasury, administrative wage garnishment, offset of certain federal benefits, and barring delinquent debtors from obtaining federal loans or related benefits.

<sup>35</sup> Amendment of Parts 0 and 1 of the Commission's Rules – Implementation of the Debt Collection Improvement Act of 1996 and Adoption of Rules Governing Applications or Requests for Benefits by Delinquent Debtors, *Report and Order*, 17 FCC Rcd 23096 (2004).

<sup>36</sup> 47 C.F.R. § 1.1910(b)(2) (noting exceptions not applicable here).

<sup>37</sup> 47 C.F.R. § 1.1910(b)(3).

<sup>38</sup> Assignment Application Waiver Request at 2.

<sup>39</sup> *Id.*

<sup>40</sup> *Id.*

<sup>41</sup> *Id.*

<sup>42</sup> *Id.*

<sup>43</sup> *Id.*

government to recoup some portion of the debt owed it by Northstar, the Applicants conclude that grant of such a waiver would serve the underlying purpose of the DCIA and the related Red Light Rule.<sup>44</sup> The Applicants claim that grant of a waiver of the Red Light Rule would serve the public interest since Bellevue would be able to provide service to the public within six months of acquiring the licenses, and would be a new competitor in the subject markets.<sup>45</sup>

13. After carefully considering the policies underlying the Red Light Rule and the circumstances of the proposed assignment of the Licenses from Northstar to Bellevue, we find that the public interest, convenience and necessity would be served by granting a limited waiver of such rule.<sup>46</sup> We note that Northstar entered into the Northstar Settlement with the United States, which provides a framework for Northstar to repay its delinquent Commission debt (as well as other debts to the U.S. Government), to the extent there are sufficient funds to do so. Based on the totality of the circumstances, we do not believe it is appropriate to withhold action on the Assignment Application. Northstar owes multiple government agencies more than \$10 million. This sizable indebtedness to the U.S. Government led to a consolidated settlement process headed by the Department of Justice and involved ultimately protracted negotiations on how to satisfy Northstar's various debts given its limited assets. Now that the Northstar Settlement has been reached, the delinquent Commission debt either will be paid pursuant to that omnibus settlement or not at all.

14. Furthermore, we are mindful that a limited waiver of the Red Light Rule in this case will allow the Licenses to be transferred to an entity that is poised to put the spectrum to use for the benefit of the public within a relatively short period of time. The Applicants state that Bellevue is owned by experienced wireless service providers,<sup>47</sup> and Commission records disclose that Bellevue holds other PCS licenses. In addition, in light of the fact that Northstar has not in fact been providing service by means of the spectrum licensed under the Licenses, Bellevue will, if the Licenses are assigned to it, be a new competitor in the licensed market areas.<sup>48</sup>

15. While none of the factors discussed above standing alone would be sufficient to warrant relief, taken together, the circumstances of this case—specifically including the multi-party settlement involving the repayment of debt to the U.S. Government and the benefit of putting the Licenses back into use in the near term—persuade us that “deviation from the general rule . . . better serves the public interest.”<sup>49</sup> Therefore, we grant a limited waiver of the Red Light Rule.

16. We likewise waive the application of the Red Light Rule to the renewal applications for KNLH637 and KNLH638. It would defeat the purpose of the relief we hereby grant to permit assignment of the licenses to Bellevue if these renewal applications were dismissed, resulting in the termination of the Licenses. Therefore, as we did in *Northstar-Banana*, we grant renewal of the Licenses, conditioned upon consummation of their assignment from Northstar to Bellevue within the ordinary consummation period of 180 days from approval of the assignment application. Thus, if a consummation notification is not filed within this period, the Licenses will expire.

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<sup>44</sup> *Id.*

<sup>45</sup> *Id.* at 2-3.

<sup>46</sup> See 47 C.F.R. § 1.3 (the Commission may waive any provision of its rules “if good cause therefore is shown”). See also *Northeast Cellular Telephone Co. v. FCC*, 897 F.2d 1164, 1166 (D.C. Cir. 1990) (“Northeast Cellular”) (“waiver is appropriate . . . if special circumstances warrant a deviation from the . . . rule and such deviation will serve the public interest”); *WAIT Radio v. FCC*, 418 F.2d 1153, 1157 (D.C. Cir. 1969); 47 U.S.C. § 310(d).

<sup>47</sup> Assignment Application Waiver Request at 2.

<sup>48</sup> See Assignment Application Waiver Request at 2-3.

<sup>49</sup> *Northeast Cellular*, 897 F.2d at 1166. See also *Northstar-Banana*, DA 08-1368 at ¶ 14.

### III. ORDERING CLAUSES

17. Accordingly, IT IS ORDERED that the request for waiver of section 1.955(a)(3) of the Commission's rules, 47 C.F.R. § 1.955(a)(3), in connection with the assignment of the Licenses for PCS stations KNLH637 and KNLH638 from Northstar Technology, LLC to Bellevue Wireless, LLC (File No. 0003694576) IS GRANTED.

18. IT IS FURTHER ORDERED that the request that Bellevue Wireless, LLC be permitted six months from the date of consummation of the application assigning the Licenses for PCS stations KNLH637 and KNLH638 from Northstar Technology, LLC to Bellevue Wireless, LLC (File No. 0003694576) to construct facilities sufficient to satisfy the five-year construction requirement set forth in section 24.203(b) of the Commission's rules, 47 C.F.R. § 24.203(b), and that Bellevue Wireless, LLC not be required to construct in the counties previously served by Northstar Technology, LLC under the Licenses IS GRANTED.

19. IT IS FURTHER ORDERED that the request for waiver of section 1.1910 of the Commission's rules, 47 C.F.R. § 1.1910, in connection with the assignment of the Licenses for PCS stations KNLH637 and KNLH638 from Northstar Technology, LLC to Bellevue Wireless, LLC (File No. 0003694576) IS GRANTED.

20. IT IS FURTHER ORDERED that the request for waiver of section 1.1910 of the Commission's rules, 47 C.F.R. § 1.1910, in connection with the applications for renewal of the Licenses for PCS stations KNLH637 and KNLH638 (File Nos. 0002985324 and 0002985321) IS GRANTED.

21. IT IS FURTHER ORDERED that, pursuant to Sections 4(i), 309, and 310(d) of the Communications Act of 1934, as amended, 47 U.S.C. §§ 154(i), 309, and 310(d), the above-referenced application for the assignment of licenses from Northstar Technology, LLC to Bellevue Wireless, LLC IS GRANTED.

22. IT IS FURTHER ORDERED that, pursuant to Sections 4(i) and 303(r) of the Communications Act of 1934, as amended, 47 U.S.C. §§ 154(i) and 303(r), the above-referenced applications for renewal of Licenses for PCS stations KNLH637 and KNLH638 ARE GRANTED CONDITIONED UPON consummation of the assignment of these licenses from Northstar Technology, LLC to Bellevue Wireless, LLC within 180 days from the date of release of this Order.

23. These actions are taken under delegated authority pursuant to sections 0.11, 0.131, 0.231, and 0.331 of the Commission's rules, 47 C.F.R. §§ 0.11, 0.131, 0.231, and 0.331.

### WIRELESS TELECOMMUNICATIONS BUREAU

Ruth Milkman  
Chief, Wireless Telecommunications Bureau  
and

### OFFICE OF MANAGING DIRECTOR

Steven VanRoekel  
Managing Director