

June 13, 2002

William IX. Coulter

Elizabeth Holowinski Counsel for Awesome
Communications, Inc. Coudert Brothers LLP
1627 I Street, N.W.
Washington, D.C. 20006-4007

RE: Requests for Special Temporary Authority to Acquire Control of WC1 Cable and Its

Dear Mr. Coulter and Ms. Holowinski:

This correspondence is in response to your June 11, 2002, letters requesting, on behalf of

Awesome Communications, Inc. ("Awesome"), Special Temporary Authority (STA) for Awesome to acquire control of WC1 Cable, Inc. ("WC1") and its wholly-owned subsidiary, Alaska Northstar Communications ("Alaska Northstar"), holders of an international Section 214 authorization and two cable landing licenses, respectively.'

Your letters state that Awesome filed these STA requests in connection with a plan of

reorganization Awesome submitted, on or before April 19, 2002, to the bankruptcy court overseeing the reorganization of WC1, in which plan of reorganization Awesome Communications seeks to acquire 100% of the stock of WC1. You further state that grant of the STAs would permit Awesome Communications to acquire control of the Commission licenses and authorization by deadlines established by the bankruptcy court. Specifically, you state that grant of an STA by June 13, 2002, would provide the bankruptcy court with the assurances it has requested that Awesome is qualified and appropriately authorized under the Commission's rules to control WC1 and Alaska Northstar. Further, you state that grant of an STA by June 13, 2002, would allow Awesome to consummate this transaction

See Application for Special Temporary Authority to Transfer Control of Cable Landing License> (filed

June 11, 2002) ("Submarine Cable STA Letter"); Application for Special Temporary Authority to Transfer Control of Authorized Section 214 International Carrier (filed June 11, 2003) ("International Section 214 Letter"). Awesome also filed a third letter seeking STA authority to transfer control of WC1's and Alaska Fiber Star L.L.C.'s domestic Section 214 authorizations. See Application for Special Temporary Authority to Transfer Control of Authorized Section 214 Domestic Carriers (filed June 11, 2003-j) ("Domestic Section 214 Letter"). This third letter involves matters not within the delegated authority of the International Bureau, but within the delegated authority of the Commission's Wireline Competition Bureau. -See 47 C.F.R. § 30.261 (b)(2)(i)

the date on which the bankruptcy court is expected to confirm a successful bidder in this proceeding.

Awesome concurrently has filed the requisite underlying applications, pursuant to Parts 1 and 63 of the Commission's rules, to acquire control of WC1 and Alaska Northstar and the related submarine cable landing licenses and international section 214 authorizations held by WC1 and Alaska Northstar.

Upon initial review, with the exception of the transferor's signature and company transferor information, there is nothing in Awesome's two underlying applications that would prevent us from finding the applications to be acceptable for filing. Once we receive confirmation that Awesome is the successful bidder in the bankruptcy court proceedings and the transferor adds its signature and related information to the applications, we will act upon Awesome's STA request, subject to receiving the necessary approval of the State Department with respect to the cable landing licenses. We will do all we can to facilitate providing the necessary authorizations within the time constraints imposed by the bankruptcy court.

As noted in your requests, the Commission previously has granted the timely-filed applications for the transfer of control of the cable landing licenses and the international section 214 authorization held by WC1 and Alaska Northstar to Neptune Communications LLC ("Neptune"). In those grants, we recognized that there existed at least one competing bidder other than Neptune, and noted the possibility existed that Neptune ultimately would not acquire control of Alaska Northstar pursuant to the bankruptcy court proceeding. Accordingly, a

² See Application for Authority to Transfer Control of an Authorized International Carrier Pursuant to Section 214 of the Communications Act of 1934, as amended, File No. ITC-T/C-2002 (filed June 11, 2002) ("International Section 214 Application"); Application for Authority to Transfer Control of Cable Landing Licenses, File No. SCL-TX-2007 (filed June 11, 2002) ("Submarine Cable Landing License Application"). Neither of these applications includes the signatures of the purported transferors. See also n. 3.

³ The International Section 214 Application states that WC1 Cable, Inc. (Debtor-in-Possession) is the purported transferor. In actuality, WC1 Cable, Inc.'s parent AMP Life Limited would be the transferor whose signature would be required on the International Section 214 Application. Similarly, the Submarine Cable Landing License Application states that Alaska Northstar Communications L.L.C. (Debtor-In-Possession) is the purported transferor when, in actuality, Alaska Northstar Communications L.L.C.'s indirect parent AMP Life Limited would be the transferor whose signature would be required on the Submarine Cable Landing License Application. See, e.g., *in the future* n. 4 (Commission grants of authority to transfer control of WC1 Cable, Inc. and Alaska Northstar Communications L.L.C. to Neptune Communications). See also 47 C.F.R. § 1.767-1, 768 for information required in a transfer of control application.

⁴ See AMP Life Limited (Transferor), Neptune Communications LLC (Transferee), Alaska Northstar

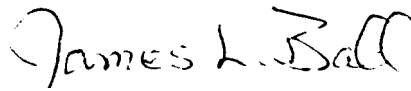
Communications, LLC (Licensee and Assignor), Northstar License Corporation (Assignee), Transfer of Control and Assignment of Submarine Cable Landing Licenses, File Nos. SCL-T/C-20020123-00002, SCL-ASG-20020123-00003, Public Notice, DA 02-762 (TD/IB rel. April 4, 2002) (transfer of control and assignment of submarine cable landing licenses); WC1 Cable, Inc. (Debtor-In-Possession), Application for Control of Cable Landing Licenses Held by WC1 Cable, Inc. (Debtor-In-Possession) from AMP Life Limited to Neptune Communications LLC, File No. ITC-T/C-20020123-00074, Report No. TEL-00511, DA No. 02-682 (TD/IB rel. Mar. 20, 2002) (transfer of control of international section 214 authorization). See also Chandalor Communications Corporation, Application for Authority to Transfer Control of Cable Landing Licenses Held by Alaska Northstar Communications, L.L.C. (Debtor-in-Possession), File No. SCL-T/C-2002-422-00015 (filed April 22, 2002); Chandalor Communications Corporation, Application for Authority to Transfer Control Pursuant to Section 214 of the Communications Act of 1934, as amended, of WC1 Cable, Inc..

previous grant of authority to transfer control of WC1 or Alaska Northstar to Neptune should in no way' be construed as a decision by the Commission as to which bidder is more qualified to

hold the licenses.

Awesome may present this letter to the bankruptcy court to inform it as to the status of

Sincerely.

A handwritten signature in black ink that reads "James L. Ball". The signature is written in a cursive, flowing style.

James L. Ball, Chief
Policy Division

CC: Philip L. Malet (Counsel for Neptune)
Troy Tanner (Counsel for Chandalar)