

INTERNATIONAL SECTION 214 SPECIAL TEMPORARY AUTHORITY APPLICATION
FOR OFFICIAL USE ONLY

APPLICANT INFORMATION Enter a description of this application to identify it on the main menu:

Request Special Temporary Authority to expedite the transfer of control of Japan Telecom America, Inc., a wholly-owned subsidiary of Japan Telecom Co., Ltd., from Vodafone Group Plc to Ripplewood Investments L.L.C.

1. Applicant

Name:	Ripplewood Investments L.L.C.	Phone Number:	212-582-6700
DBA Name:		Fax Number:	
Street:	One Rockefeller Plaza 32nd Floor	E-Mail:	
City:	New York	State:	NY
Country:	USA	Zipcode:	10020 -
Attention:	Christopher Minnetian		

2. Contact

Name:	Peter Shields	Phone Number:	202-719-7000
Company:	Wiley Rein & Fielding LLP	Fax Number:	202-719-7049
Street:	1776 K Street, NW	E-Mail:	pshields@wrf.com
City:	Washington	State:	DC
Country:	USA	Zipcode:	20006 -
Contact Title:	Partner	Relationship:	Legal Counsel

3. Place of Incorporation of Applicant Delaware

4. Other Company(ies) and Place(s) of Incorporation
Japan Telecom America, Inc. (Delaware)

5. Service Type(s) (check all that apply)

- Global or Limited Global Facilities-Based Authority (Section 63.18(e)(1))
- Global or Limited Global Resale Authority (Section 63.18(e)(2))
- Individual Facilities-Based Service (Section 63.18(e)(3))
- Individual Switched Resale Service (Section 63.18(e)(3))
- Individual Facilities-Based and Resale Service (Section 63.18(e)(3))
- Switched Services over Private Lines (ISR) (Section 63.16 and/or 63.18 (e)(3))
- Inmarsat and Mobile Satellite Service (Section 63.18(e)(3))
- Overseas Cable Construction (Section 63.18(e)(3))
- Individual Non-Interconnected Private Line Resale Service (Section 63.18(e)(3))
- Other (Section 63.18(e)(3))

TYPE OF REQUEST

6. New Request Extend STA Date Other

7. Date Authorization Needed: 10/03/2003

8. Is a fee submitted with this application?

- If Yes, complete and attach FCC Form 159. If No, indicate reason for fee exemption (see 47 C.F.R. Section 1.1114).
- Governmental Entity Noncommercial educational licensee
- Other (please explain):

9. Description of Special Temporary Authority Requested.

(If the complete description does not appear in this box, please go to the end of the form to view it in its entirety.)

Request Special Temporary Authority to expedite the transfer of control of Japan Telecom America, Inc., a wholly-owned subsidiary of Japan Telecom Co., Ltd., from Vodafone Group Plc to Ripplewood Investments L.L.C.

10. In Attachment 1, provide justification of need for special temporary authority requested.

11. If this request for Special Temporary Authority is associated with any pending applications filed with the Commission, enter the file number [e.g., ITC-214-19930101-23412] AND go to question 16.)

File Number ITCT/C2003090300425

Applicant certifies that its responses to questions 11 through 17 are true:

12. If the applicant is a foreign carrier, or is affiliated (as defined in 47 C.F.R. Section 63.09(e)) with a foreign carrier, provide in Attachment 1 the information and certifications required by Section 63.18(i) through (m).

<p>13. Does the applicant seek authority to provide service to any destination described in paragraphs (1) through (4) of Section 63.18(j)? If yes, list those destinations in Attachment 1 as a response to question 12.</p>	<input checked="" type="radio"/> Yes	<input type="radio"/> No
<p>14. Does the applicant seek authority to provide service to any destinations other than those listed in response to question 12 where it has an affiliation with a foreign carrier? If yes, list those destinations in Attachment 1 as a response to question 13.</p>	<input type="radio"/> Yes	<input checked="" type="radio"/> No
<p>15. [Section 63.18(h)] In Attachment 2, provide the name, address, citizenship and principal business of the applicant's ten percent or greater direct and indirect shareholders or other equity holders, and identify any interlocking directorates.</p>		
<p>16. In Attachment 1, respond to paragraphs (d), (e)(3) and (g) of Section 63.18.</p>		
<p>17. By checking Yes, the undersigned certifies that neither applicant nor any other party to the application is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance. See 47 CFR 1.2002(b) for the meaning of "party to the application" for these purposes.</p>	<input checked="" type="radio"/> Yes	<input type="radio"/> No
<p>18. By checking Yes, the applicant certifies that it has not agreed to accept special concessions directly or indirectly from a foreign carrier with respect to any U.S. international route where the foreign carrier possesses sufficient market power on the foreign end of the route to affect competition adversely in the U.S. market and will not enter into such agreements in the future.</p>	<input checked="" type="radio"/> Yes	<input type="radio"/> No

CERTIFICATION

19. Typed Name of Person Signing Christopher Minnetian	20. Title of Person Signing Secretary			
WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND / OR IMPRISONMENT (U.S. Code, Title 18, Section 1001), AND/OR REVOCATION OF ANY STATION AUTHORIZATION (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).				
<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 33%; padding: 5px;">21. 1: 1</td> <td style="width: 33%; padding: 5px;">2: 2</td> <td style="width: 33%; padding: 5px;">3:</td> </tr> </table>		21. 1: 1	2: 2	3:
21. 1: 1	2: 2	3:		

FCC NOTICE REQUIRED BY THE PAPERWORK REDUCTION ACT

The public reporting for this collection of information is estimated to average 1 – 6,056 hours per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the required data, and completing and reviewing the collection of information. If you have any comments on this burden estimate, or how we can improve the collection and reduce the burden it causes you, please write to the Federal Communications Commission, AMD–PERM, Paperwork Reduction Project (3060–0686), Washington, DC 20554. We will also accept your comments regarding the Paperwork Reduction Act aspects of this collection via the Internet if you send them to jboley@fcc.gov. PLEASE DO NOT SEND YOUR RESPONSE TO THIS ADDRESS.

Remember – You are not required to respond to a collection of information sponsored by the Federal government, and the government may not conduct or sponsor this collection, unless it displays a currently valid OMB control number or if we fail to provide you with this notice. This collection has been assigned an OMB control number of 3060–0686.

THE FOREGOING NOTICE IS REQUIRED BY THE PAPERWORK REDUCTION ACT OF 1995, PUBLIC LAW 104–13, OCTOBER 1, 1995, 44 U.S.C. SECTION 3507.