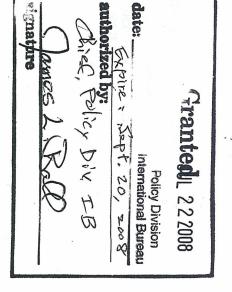
## Non-Streamlined ITC-STA-20080721-00336 IB2008001773

ION HoldCo, LLC

Re: 576- A59-2m80609-00259

\* Applicants acknowledge the conditions of STA as stated in Przof the application.

ATTACHMENT 1



Application for Special Temporary Authority to Assign the International Section 214 Authorization of Empire State Independent Network, LLC to ION HoldCo, LLC

"Joint Application").2 provision of services to Empire's customers. Commission continues to consider the Joint Application and would ensure the continued sixty (60) days. Grant of this STA request would allow the parties to close by July 31 while the Commission grant an STA as soon as possible, and no later than July 28, 2008, for a period of continued funding and operation of its network. Accordingly, the parties request that the within the next 30 days. Empire is in bankruptcy and faces significant obstacles regarding the for ION to acquire Empire's assets, including its international Section 214 authorization (the explained below, the Commission has before it an application filed June 9, 2008 seeking consent ("STA") for Empire to assign its international Section 214 authorization to ION. As further Empire State Independent Network, LLC ("Empire") request special temporary authority Pursuant to Section 63.25 of the Commission's rules, ION HoldCo, LLC ("ION") and The parties anticipate obtaining the necessary Commission approvals

## Answer to Question 10 (Justification of Need for STA)

order on July 8, 2008 approving the sale of Empire's assets to ION. On June 9, 2008, Empire including network assets, customers and FCC authorizations. to which Empire agreed to sell, and ION agreed to purchase, substantially all of Empire's assets, States Bankruptcy Court for the Northern District of New York (the "Bankruptcy Court"). voluntary petition for relief under Chapter 11 of Title 11 of the United States Code in the United including the ownership of ION, is set forth in the Joint Application.<sup>3</sup> Section 214 of the Communications Act. Further information regarding the transaction, and ION filed the Joint Application seeking the Commission's consent of the acquisition under Empire and ION entered into an Asset Purchase Agreement, executed on May 29, 2008, pursuant As further discussed in the Joint Application, Empire filed on December 14, 2007 a The Bankruptcy Court issued an

corporate lender, however, has stated that it does not intend to provide the company with further financing beyond July 31, 2008. In order to secure the funding necessary to continue operating existing customers, and Empire has no plans to discontinue service to any subscribers. Empire's the network, the parties must close the proposed transaction no later than July 31. As explained in the Joint Application, ION intends to acquire Empire's network and

<sup>&</sup>lt;sup>1</sup> 47 C.F.R. § 63.25.

<sup>&</sup>lt;sup>2</sup> See Joint Application to Assign the International and Domestic Section 214 Authorizations of Empire State Independent Network, LLC to ION HoldCo, LLC, WC Docket No. 08-89, File No. ITC-ASG-20080609-00259 (filed June 9, 2008, supplemented July 9, 2008 and July 10, 2008) ("Joint Application").

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## Policy Division

FAX SHEET

Susan

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	तो	?e	IAL INSTRUCTIONS: 176-	TELEPHONE NUMBER: 242	FAX NUMBER: 212	TO: 10	TELEPHONE NUMBER: (202) 418- 1462	FROM: (5	DATE: 7
	Empire to TOV	Re 170- Ash- 2008 - 600 - 00259	SPECIAL INSTRUCTIONS: ITC-STA-2- DO 9721- 00736	2-2-336-4242	212-468- 7900	TO: Jennifer Kostyu	8- 1462	Greves Lu	7/23/08

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