

INTERNATIONAL SECTION 214 SPECIAL TEMPORARY AUTHORITY APPLICATION
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APPLICANT INFORMATION Enter a description of this application to identify it on the main menu:

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

1. Applicant

Name:	ION HoldCo, LLC	Phone Number:	802-460-9123
DBA Name:		Fax Number:	802-460-8123
Street:	5 Rockingham St.	E-Mail:	rkendall@sover.net
City:	Bellows Falls	State:	VT
Country:	USA	Zipcode:	05101 -
Attention:	Richard Kendall		

2. Contact

Name:	Jennifer Kostyu	Phone Number:	212-336-4252
Company:	Morrison & Foerster LLP	Fax Number:	212-468-7900
Street:	1290 Avenue of the Americas	E-Mail:	JKostyu@mofocom
City:	New York	State:	NY
Country:	USA	Zipcode:	10104 -
Contact Title:		Relationship:	Legal Counsel

3. Place of Incorporation of Applicant Delaware

4. Other Company(ies) and Place(s) of Incorporation
Empire State Independent Network, LLC – New York

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:07/28/2008

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.)

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

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 either the file number [e.g., ITC-214-19930101-23412] or the IB Submission ID of the pending application [e.g., IB200311111] AND go to question 16.)
File Number ITCASG2008060900259 or Submission ID

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 Andrew Feinberg	20. Title of Person Signing Treasurer			
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:</td> <td style="width: 33%; padding: 5px;">3:</td> </tr> </table>		21. 1: 1	2:	3:
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