

FCC/MELLON
AUG 03 2001

Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554

Streamlined ITC-T/C-20010803-00419
WIKI WIKI TELECOM, INC.

FILE NO. ITC-
RECEIVED

AUG 09 2001
Telecom Division
International Bureau

In the Matter of
WIKI WIKI TELECOM, INC.
and
PACIFIC LIGHTNET, INC.
Application for Authority Pursuant to
Section 214 of the Communications Act
of 1934, as Amended, to Transfer Control of
Wiki Wiki Telecom, Inc.
an Authorized U.S. International Carrier,
to Pacific Lightnet, Inc.

APPLICATION FOR TRANSFER OF CONTROL

Wiki Wiki Telecom, Inc. (“Wiki”) and Pacific Lightnet, Inc. (“Pacific Lightnet”) (together, “the Applicants”), by their undersigned counsel, and pursuant to Section 214 of the Communications Act of 1934, as amended, 47 U.S.C. § 214 (1982) (the “Act”), and Section 63.18 of the Commission’s Rules, 47 C.F.R. § 63.18 (1999), hereby request approval to transfer control of Wiki to Pacific Lightnet. Wiki is a non-dominant U.S. carrier holding Section 214 authorization.¹

Applicants respectfully request streamlined treatment of this Application pursuant to Section 63.12 of the Commission’s Rules, 47 C.F.R. § 63.12 (1999). Neither Wiki nor Pacific Lightnet is a foreign carrier or affiliated with a foreign carrier that possesses sufficient market power in the destination country to affect competition in the United States adversely. Nor is either Applicant affiliated with a U.S. carrier whose international switched or private

¹ See File No. ITC-214-20000908-00518 (September 29, 2000).

line services it seeks to resell. Accordingly, given that the Applicants qualify for a presumption of non-dominance for the provision of international communications services pursuant to Section 63.10(a)(1) of the Commission's Rules, 47 C.F.R. § 63.10 (a)(1) (1999), this Application is eligible for streamlined processing, pursuant to Section 63.12 of the Commission's Rules, 47 C.F.R. § 63.12 (1999).

I. THE PARTIES

A. Wiki Wiki Telecom, Inc.

Wiki Wiki Telecom, Inc. is a privately held corporation organized under the laws of the State of Hawaii. Wiki is authorized to provide facilities-based and resold local exchange and interexchange telecommunications services within the state of Hawaii. Prior to the completion of this transaction, NextNet Investment, LLC ("NextNet") was the sole shareholder of Wiki. NextNet is a Washington limited liability company. NextNet is wholly owned by John Warta.

B. Pacific Lightnet, Inc.

Pacific Lightnet, Inc. is a privately held corporation organized under the laws of the State of Hawaii. TM Communications Hawaii, LLC ("TM") owns 250,000 shares of voting preferred stock of Pacific Lightnet constituting 50% of the voting capital stock. TM is jointly owned by Tomen America, Inc. ("Tomen America") and TM Communication (Japan) Inc. ("TMJI"). Tomen America is a New York corporation and is a wholly owned subsidiary of Tomen Corporation. TMJI is a Delaware corporation and is a wholly owned subsidiary of Tomen Corporation. Tomen Corporation is a trading company with diverse business and investments around the world.

NextNet owns 250,000 shares of voting common stock of Pacific Lightnet, which shares constitute 50% of the voting capital stock of Pacific Lightnet. NextNet is a Washington limited liability company. NextNet is wholly owned by John Warta.

II. DESCRIPTION OF THE TRANSACTION

NextNet has agreed to contribute all of the outstanding stock of Wiki to Pacific Lightnet. Wiki and Pacific Lightnet are both non-incumbent companies.

III. PUBLIC INTEREST STATEMENT

Wiki and Pacific Lightnet have determined that the proposed transfer of control will enable Wiki to enhance the range of services and choices available to its customers. It also will promote operational and administrative efficiencies that will enable the company to compete more effectively in the telecommunications market to the ultimate benefit of consumers. Finally, the proposed transaction will be consummated in a seamless fashion, will be transparent to Wiki's customers, and will not in any way inconvenience or cause harm to any of Wiki's customers.

IV. INFORMATION REQUIRED BY SECTION 63.18

(a) Name, address and telephone number:

Transferor: WIKI WIKI TELECOM, INC.
Pacific Guardian Center
737 Bishop Street, Suite 1900
Honolulu, Hawaii 96813
Tel: 808-791-1000
Fax: 808-791-3125

Transferee: PACIFIC LIGHTNET, INC.
Pacific Guardian Center
737 Bishop Street, Suite 1900
Honolulu, Hawaii 96813
Tel: 808-791-1000
Fax: 808-791-3125

(b) Transferor: Wiki is organized under the laws of the State of Hawaii.
Transferee: Pacific Lightnet is organized under the laws of the State of Hawaii.

(c) Correspondence concerning this application should be sent to:

Catherine Wang
Nancy Spooner
SWIDLER BERLIN SHEREFF FRIEDMAN, LLP
3000 K Street, N.W., Suite 300
Washington, D.C. 20007
Tel: (202) 424-7500
Fax: (202) 424-7645

(d) Transferor: Wiki is an authorized non-dominant reseller of international services pursuant to Section 214 of the Act. See File No. ITC-214-20000908-00518 (September 29, 2000).

Transferee: Pacific Lightnet is an authorized non-dominant reseller of international services pursuant to Section 214 of the Act. See File No. ITC-214-200100503-00269 (June 6, 2001).

(e)(3) By this Application, Applicants seek authority to transfer control of Wiki, a non-dominant common carrier holding international Section 214 authority, to Pacific Lightnet.

(f) Not applicable. This application for transfer of control is eligible for streamlined processing under Section 63.12 of the Commission's Rules, 47 C.F.R. § 63.12.

(g) Not applicable.

(h) After completion of the transaction, the following persons or entities will hold a ten percent (10%) or greater ownership interest in Wiki Wiki Telecom, Inc.:

Name:	Pacific Lightnet
Address:	Pacific Guardian Center 737 Bishop Street, Suite 1900 Honolulu, Hawaii 96813
Citizenship:	U.S.A.
Percentage Owned:	100%
Principal Business:	Telecommunications

The following entities will hold a ten percent (10%) or greater indirect ownership or management interest in Wiki Wiki Telecom, Inc. through **Pacific Lightnet, Inc.:**

Name: NextNet Investments, LLC
Address: 1737 B Street
Washougal, WA 98761
Citizenship: U.S.A. (Washington)
Ownership Interest: 50%

Name: TM Communications Hawaii, LLC
Address: 1285 Avenue of the Americas
New York, NY 10019
Citizenship: U.S.A. (Delaware)
Principal Business: Telecommunications
Ownership Interest: 50%

The following entities will hold a ten percent (10%) or greater indirect ownership or management interest in Wiki Wiki Telecom, Inc. through **NextNet Investments, LLC:**

Name: John Warta
Address: 1737 B Street
Washougal, WA 98761
Citizenship: U.S.A.
Principal Business: Telecommunications
Ownership Interest: 100%

The following entities will hold a ten percent (10%) or greater indirect ownership or management interest in Wiki Wiki Telecom, Inc. through **TM Communications Hawaii, LLC:**

Name: Tomen America Inc.
Address: 1285 Avenue of the Americas
New York, NY 10019
Citizenship: U.S.A. (New York)
Principal Business: General Trading Company
Ownership Interest: 50%

Name: TM Communications (Japan) Inc.
Address: 1285 Avenue of the Americas
New York, NY 10019
Citizenship: U.S.A. (Delaware)
Principal Business: Holding company
Ownership Interest: 50%

The following entities will hold a ten percent (10%) or greater indirect ownership or management interest in Wiki Wiki Telecom, Inc. through **Tomen America Inc. and TM Communications (Japan) Inc.:**

Name: Tomen Corporation
Address: 8-1, Marunouchi 3-chome
Marunouchi
Chiyoda-ku
Tokyo, Japan
Citizenship: Japan
Principal Business: General trading company
Ownership Interest: 100% (of both entities)

The following entities will hold a ten percent (10%) or greater indirect ownership or management interest in Wiki Wiki Telecom, Inc. through **Tomen Corporation:**

Name: Toyota Tsusho Corporation
Address: 7-23, Meieki 4-chome
Nakamura-ku
Nagoya City, Japan
Citizenship: Japan
Principal Business: General trading company
Ownership Interest: 11.53%

No other person or entity will hold a ten percent (10%) or greater direct or indirect ownership interest in Wiki.

Pacific Lightnet currently has no interlocking directorates with a foreign carrier.

(i) Pacific Lightnet certifies that it is not a foreign carrier and that it is not currently affiliated with any foreign carrier.

(j) Pacific Lightnet certifies that it does not seek to provide international telecommunications services to any destination country where:

(1) Pacific Lightnet is a foreign carrier in that country; or

- (2) Pacific Lightnet controls a foreign carrier in that country; or
 - (3) Any entity that owns more than 25 percent of Pacific Lightnet, or that controls Pacific Lightnet, controls a foreign carrier in that country.
 - (4) Two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate more than 25 percent of Pacific Lightnet and are parties to, or the beneficiaries of, a contractual relation affecting the provision or marketing of international basic telecommunications services in the United States.
- (k) Not applicable.
 - (l) Not applicable.
 - (m) Not applicable.
 - (n) Pacific Lightnet certifies that it has not agreed to accept special concessions, as defined in Section 63.14(b) of the Commission's Rules, directly or indirectly, from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route, and will not enter into such agreements in the future.
 - (o) Pacific Lightnet certifies, pursuant to Sections 1.2001 through 1.2003 of the Commission's Rules (implementing the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 3301), that no party to its application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988.
 - (p) Pacific Lightnet requests streamlined processing of this application pursuant to Section 63.12 (a-b) of the Commission's Rules. This Application qualifies for streamlined processing because, as set forth above, Pacific Lightnet has no affiliation with a foreign carrier, has no affiliation with a dominant U.S. carrier whose international switched or private line services Pacific Lightnet seeks authority to resell, and does not seek authority to provide switched basic services over private lines to a country for which the Commission has not previously authorized the provision of such services.

V. CONCLUSION

For the reasons stated herein, Wiki Wiki Telecom, Inc. and Pacific Lightnet, Inc. respectfully submit that the public interest, convenience and necessity would be furthered by grant of this Application for consent of transfer of control of Wiki Wiki Telecom, Inc. to Pacific Lightnet, Inc.

Respectfully submitted,

By:



Catherine Wang

Nancy Spooner

SWIDLER BERLIN SHEREFF FRIEDMAN, LLP

3000 K Street, N.W., Suite 300

Washington, DC 20007

Tel: (202) 424-7500

Fax: (202) 424-7645

Counsel for

WIKI WIKI TELECOM, INC.

and

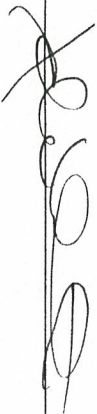
PACIFIC LIGHTNET, INC.

Dated: August 3, 2001

**CERTIFICATION OF
WIKI WIKI TELECOM, INC.**

On behalf of Wiki Wiki Telecom, Inc., I hereby certify that the statements in the foregoing Application for Section 214 authority are true, complete, and correct to the best of my knowledge and are made in good faith.

By:



Name:

JOHN WARTA

Title:


Chairman & CEO

Date:

July 17, 2001

**CERTIFICATION OF
PACIFIC LIGHTNET, INC.**

On behalf of Pacific Lightnet, Inc., I hereby certify that the statements in the foregoing Application for Section 214 authority are true, complete, and correct to the best of my knowledge and are made in good faith.

By: 
Name: JOHN WABETA
Title: Chairman & CEO
Date: July 17, 2001