

Northstar License Corpo
19720 NW Tanasbourne
Hillsboro, Oregon 97124

January 28, 2003

BY HAND DELIVERY

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Ms. Marlene H. Dortch
Secretary

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Federal Communications Commission

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FEDERAL COMMUNICATIONS COMMISSION

OFFICE OF THE SECRETARY

The Portals
445 Twelfth Street, S.W.
Washington, D.C. 20554

Policy Division
International Bureau

**Re: Pro Forma Transfer of Control
File Nos. ITC-214-20000330-00209, ITC-T/C-20020123-00074**

Dear Ms. Dortch:

Pursuant to the Commission's Rules, 47 C.F.R. § 63.24(b), Northstar License Corporation ("Northstar") hereby notifies the Commission that on December 31, 2002, it completed a pro forma transfer of control relating to the above referenced authorizations. Enclosed please find five copies of this notice and an additional copy to be returned with our messenger.

Prior to this recent pro forma transfer of control, Northstar was indirectly controlled by Neptune Communications LLC ("Neptune") through its ownership of Crest Communications Corporation ("Crest") -- a wholly-owned subsidiary of Neptune that indirectly controlled Northstar. Under a corporate reorganization, Neptune and Crest were merged into one another. While the surviving corporation is Crest, the ultimate control of Northstar has not changed.

Pursuant to 47 C.F.R. § 63.24(f), the following information is provided to the Commission concerning Crest:

1. Address Information for Crest Communications Corporation:
Crest Communications Corporation (a U.S. entity)
805 Broadway, Suite 320
Vancouver, WA 98660
(503) 466-8500

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2. Contact Information:

Officer Contact:

Donald Schroeder
Crest Communications Corporation
805 Broadway, Suite 320
Vancouver, WA 98660
(503) 466-8500

Legal Counsel:

Philip L. Malet
Marc A. Paul
Stephoe & Johnson LLP
1330 Connecticut Avenue, NW
Washington, DC 20036
(202) 429-3000

3. Crest has not previously received authority under Section 214 of the Communications Act (and is not requesting such authority here).

4. See Attachment A for citizenship and ownership percentages of 10 percent or greater equity holders of Crest.

Pursuant to 47 C.F.R. § 63.24(f), Northstar certifies that the above-referenced transfer of control is *pro forma* as defined in 47 C.F.R. § 63.24 of the Commission's Rules and, taken together with all previous *pro forma* transactions, does not result in a change of Northstar's ultimate control.

If you have any questions concerning this submission, please do not hesitate to contact me, or Northstar's legal counsel, Philip Malet, at (202) 429-6239.

Respectfully submitted,

Northstar License Corporation

By:



Donald Schroeder
President

Attachment

Attachment A

The addresses, citizenship and principal businesses of those direct and indirect owners of 10% or greater equity in Crest Communications Corporation are as follows:

Carlyle Venture Partners II, L.P. (a U.S. entity)
1001 Pennsylvania Avenue, N.W.
Washington, D.C. 20004
(Private Equity)

Carlyle Venture Partners II, L.P. holds a 59.813% direct interest in Crest Communications Corporation.

TNG Partners, LLC (a U.S. entity)
12315 Blair Ridge Road
Fairfax, VA 22033
(Telecommunications Services)

TNG Partners, LLC holds a 11.337% direct interest in Crest Communications Corporation.

Teachers' Retirement System of the State of Illinois (a U.S. entity)
2815 West Washington Street
Springfield, IL 62702
(Retirement Benefits)

The Teachers' Retirement System holds a 25.8% indirect ownership in Crest Communications Corporation through Carlyle Venture Partners II, L.P.

Canada Pension Plan Investment Board (a Canadian entity)
One Queen Street East
Suite 2700, P.O. Box 101
Toronto, Ontario
Canada M5C 2W5
(Retirement Benefits)

The Canada Pension Plan Investment Board holds a 10.3% indirect ownership in Crest Communications Corporation through Carlyle Venture Partners II, L.P..

There are no other 10% or greater direct or indirect equity holders of Crest Communications Corporation.