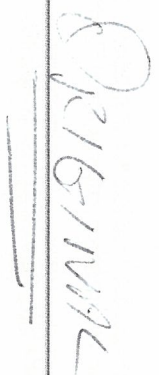


JoAnn Sutton



From: JoAnn Sutton
Sent: Wednesday, December 31, 2008 11:08 AM
To: Howard Griboff
Cc: David Krech; Janese Parker; JoAnn Sutton
Subject: RE: International 214 Authorizations

Janeese could not find a copy of the letter so she has gotten the OSEC stamp, making it officially filed today. I am giving David a copy for review.

From: JoAnn Sutton
Sent: Tuesday, December 30, 2008 5:33 PM
To: Howard Griboff
Cc: David Krech; Janese Parker
Subject: FW: International 214 Authorizations

Howard,

I've asked Janeese to do a search of the log and files to see if we have received the attached communication; she'll let me know tomorrow morning.

From: Class, Edgar [mailto:EClass@wileyrein.com]
Sent: Monday, December 29, 2008 6:54 PM
To: David Krech; JoAnn Sutton
Cc: Howard Griboff; Rivera, Henry; Delacourt, Scott
Subject: International 214 Authorizations

Mr. Krech and Ms. Sutton:

I am sending you this email at the recommendation of Howard Griboff.

Innovative Communications Corporation (ICC) and its wholly-owned subsidiary Vitelcom Cellular, Inc. hold the International Section 214 Authorizations with the file numbers listed below. On Nov. 19, 2007, the Chapter 11 Bankruptcy Trustee of ICC, Stan Springel, filed the attached Letter with the Commission, among other things, to comply with 47 CFR 63.24, which requires notice to the Commission of any involuntary transfer of control (such as the transfer of control to a bankruptcy trustee). Section III of the Letter (pages 5-6) provides the information required in paragraphs (a) through (d) and (h) of § 63.18 for involuntary transfers of control.

The specific authorizations at issue are:

- (1) ICUSC, Inc., File No. ITC-214-19990330-00206 -- [Please note that IBFS reflects that the licensee of record is ICUSC, Inc. However, in April 2001, there was a pro forma transfer of control from ICUSC to ICC. On 12/19/08, we requested via email that the Commission update IBFS to reflect that Innovative Communication Corporation, not ICUSC, is the licensee of record.]
- (2) Vitelcom Cellular, Inc., File No. ITC-214-19990330-00207
- (3) Vitelcom Cellular, Inc., File No. ITC-214-19930312-00048

We would like to confirm that the Bureau received the Letter giving notice of the involuntary transfer of control to

12/31/2008

Stan Springel as Trustee for the estate of ICC, and that the Letter provided the appropriate notice with respect to the above referenced International Section 214 Authorizations.

Thank you very much for your assistance. Please let me know if you have any questions.

Edgar Class
Wiley Rein LLP
1776 K Street NW
Washington, DC 20006
t: 202.719.7504
f: 202.719.7049
eclass@wileyrein.com

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12/31/2008



56-58 Hill Street
Bjergel House
P.O. Box 1730
St. Croix, U.S. Virgin Islands 00821
Telephone: 340-777-7700
Fax: 340-712-5265

19 November 2007

**BY HAND-DELIVERY
AND ELECTRONIC MAIL**

FILED/ACCEPTED

DEC 3 1 2008

Federal Communications Commission
Office of the Secretary

Ms. Marlene Dortch
Secretary

Mr. Fred B. Campbell
Chief, Wireless Telecommunications Bureau

Ms. Monica Desai
Chief, Media Bureau

Ms. Helen Domenici
Chief, International Bureau

Ms. Dana R. Shaffer
Chief, Wireline Competition Bureau

FEDERAL COMMUNICATIONS COMMISSION
445 12th Street, S.W.
Washington, D.C. 20554

Re: *Notification of Involuntary Transfers of Control and Assignments in Connection with
Appointment of Chapter 11 Trustee in Bankruptcy of Innovative Communication
Corporation and Requests for Associated Waivers*

Dear Ms. Dortch and FCC Bureau Chiefs:

On October 4, 2007, Judge Judith K. Fitzgerald of the U.S. District Court for the Virgin Islands, Division of St. Thomas and St. John, Bankruptcy Division, appointed me, Stan Springel, as the Chapter 11 Trustee for the bankruptcy estate of Innovative Communication Corporation ("New ICC"), a Commission licensee and authorization holder as well as the parent company of numerous other

licenses and authorization holders providing domestic and international wireline and wireless communications and cable television services in the U.S. Virgin Islands. I write to you jointly to notify your bureaus, as required by Commission rules, of numerous involuntary transfers of control and assignments effected by my appointment and also to request waivers where necessary of the Commission's electronic filing requirements for such notifications, as my staff and I have been unable to obtain all of the necessary passwords for the relevant FCC Registration Numbers ("FRNs") of New ICC and its subsidiaries. Finally, I request that you reset the passwords for those FRNs and provide me with new initial passwords that would allow me to make the requisite filings.

I. Background

Prior to his personal bankruptcy, Jeffrey J. Prosser was the ultimate owner of a group of companies providing, *inter alia*, domestic wireline and wireless telecommunications services and cable television services in the U.S. Virgin Islands. Mr. Prosser controlled these businesses through two intermediate holding companies: Innovative Communication Company, LLC ("ICC-LLC") and Emerging Communications, Inc. ("EmCom"), both of which are in bankruptcy. I am also the Chapter 11 Bankruptcy Trustee for these two holding companies. EmCom is the direct parent company of New ICC. New ICC is itself a Commission licensee and authorization holder and wholly owns numerous other Commission licensees, authorization holders, and registrants. The chart in Exhibit A to this letter details the organizational relationships of Mr. Prosser and these entities.¹

A. The Bankruptcies

On February 10, 2006, a creditor filed involuntary Chapter 11 petitions in the U.S. Bankruptcy Court for District of Delaware against Jeffrey J. Prosser and two companies owned and controlled by him, Innovative Communication Company LLC ("ICC-LLC") and Emerging Communications, Inc. ("EmCom"). On July 31, 2006, Mr. Prosser, ICC-LLC, and EmCom filed voluntary Chapter 11 petitions in the U.S. District Court for the Virgin Islands, Division of St. Thomas and St. John, Bankruptcy Division. The court later ruled that venue should be in the latter court, in the U.S. Virgin Islands.²

On February 13, 2007, the court granted the U.S. Trustee's motion for the appointment of a Chapter 11 trustee in the ICC-LLC and EmCom cases.³ On March 7, 2007, the court entered an order appointing me as Chapter 11 Trustee for the bankruptcy estates of ICC-LLC and EmCom.⁴

¹ In some cases, the licenses, authorizations, and registrations are held by entities the names of which differ slightly from those shown in the organization chart. See Exhibits D-1. I will work with the entities to resolve these inconsistencies and duplications in future filings with the Commission.

² Order Determining that Venue Is Proper in the District Court for the District of the Virgin Islands, Bankruptcy Division, Case No. 06-30007 (Bankr. V.I., entered Dec. 14, 2006).

³ Order of Court Granting Motion to Appoint Trustee, Case No. 06-30007 (Bankr. V.I., entered Feb. 13, 2007).

⁴ Order Appointing Stan Springel as Chapter 11 Trustee, Case No. 06-30007 (Bankr. V.I., entered Mar. 15, 2007), attached as Exhibit B to this letter.

On September 21, 2007, the court granted an involuntary Chapter 11 petition pending in the U.S. District Court for the Virgin Islands, Division of St. Thomas and St. John, Bankruptcy Division, and placed New ICC in bankruptcy. On October 3, 2007, the court granted a creditor's motion for the appointment of a Chapter 11 trustee in the New ICC case.⁵ On October 4, 2007, the court entered an order appointing me as Chapter 11 Trustee for the bankruptcy estate of New ICC.⁶ Notwithstanding numerous objections and appeals by Mr. Prosser, the court's appointments of me as Chapter 11 Trustee in the ICC-LLC, EmCom, and New ICC cases remain in force.

As the corporate bankruptcies progressed, the court, on October 3, 2007, converted Jeffrey J. Prosser's voluntary personal Chapter 11 bankruptcy to an involuntary Chapter 7 liquidation.⁷ The court appointed a Chapter 7 Trustee in Jeffrey J. Prosser's case, but that Chapter 7 trustee subsequently resigned. Effective October 31, 2007, the court appointed James Carroll as Chapter 7 Trustee of Jeffrey J. Prosser's bankruptcy estate.⁸

The court has not approved a plan of reorganization in the Chapter 11 cases for ICC-LLC, EmCom, or New ICC. I recognize that Commission consent will almost certainly be required for the consummation of any plan or plans of reorganization and will ensure, as long as I am Chapter 11 Trustee for these estates, that all such Commission requirements be observed.

B. The Chapter 11 Trustee

In addition to my appointment as Chapter 11 Trustee for the estates of New ICC, ICC-LLC, and EmCom, I am a Managing Director of Alvarez & Marsal, specializing in corporate restructuring and turnaround work. I am a U.S. citizen with my address and principal place of business at:

ALVAREZ & MARSAL
100 Pine Street
Suite 2200
San Francisco, California 94111
+1 415 490 2300 tel
+1 415 837 1684 fax
sspringel@alvarezandmarsal.com

During my administration of the Chapter 11 estates of New ICC, ICC-LLC, and EmCom, I can also be reached at the corporate headquarters of New ICC in St. Croix or the management offices of New ICC in West Palm Beach, Florida:

⁵ Order Requiring U.S. Trustee to Immediately Appoint a Chapter 11 Trustee, Case No. 07-30012 (entered Oct. 3, 2007).

⁶ Order Approving Selection of Trustee, Case No. 07-30012 (Bankr. V.I., entered Oct. 4, 2007), attached as Exhibit C to this letter.

⁷ Order Converting Case to Chapter 7, Case No. 06-30009 (Bankr. V.I., entered Oct. 3, 2007).

⁸ Order Resolving Trustee Election Dispute, Case No. 06-30009 (Bankr. V.I., entered Oct. 31, 2007).

INNOVATIVE COMMUNICATION CORPORATION
Corporate Headquarters
Bjerget House
P.O. Box 1730
Christiansted, St Croix USVI 00821
+1 340 777 7700 tel
+1 340 777 7701 fax

INNOVATIVE COMMUNICATION CORPORATION
Management Offices
Phillips Points - East Tower
777 South Flagler Drive, Suite 1201-E
West Palm Beach, Florida 33401
+1 561 514 0600 tel
+1 561 514 0605 fax

I am now registered in the Commission Registration System ("CORES") as Stan Springel, Chapter 11 Trustee, with the FRN 0017097965.

II. Notification of Involuntary Transfers of Control and of an Involuntary Assignment of Domestic Common Carriers Pursuant to 47 C.F.R. § 63.03(d)

Section 63.03(d)(1) of the Commission's rules expressly provides that:

[a]ny party that would be a domestic common carrier under section 214 of the Communications Act of 1934, as amended, is authorized to undertake any corporate restructuring, reorganization or liquidation of internal business operations that does not result in a change in ultimate ownership or control of the carrier's lines or authorization to operate, *including transfers in bankruptcy proceedings to a trustee* or to the carrier itself as a debtor-in-possession.

47 C.F.R. § 63.03(d)(1) (emphasis added).

Any party that would be a domestic common carrier under section 214 of the Communications Act of 1934, as amended, must notify the Commission no later than 30 days after control of the carrier is transferred to a trustee under Chapter 7 of the Bankruptcy Code, a debtor-in-possession under Chapter 11 of the Bankruptcy Code, *or any other party pursuant to any applicable chapter of the Bankruptcy Code* when that transfer does not result in a change in ultimate ownership or control of the carrier's lines or authorization to operate.

47 C.F.R. § 63.03(d)(2) (emphasis added). My appointment as Chapter 11 Trustee for the estate of New ICC therefore qualifies as a bankruptcy event not resulting in a change in the ultimate ownership

or control of the domestic common carriers listed in Exhibit D to this letter, and notification pursuant to 47 C.F.R. § 63.03(d) is therefore proper.

As required by 47 C.F.R. § 63.03(d)(2), I hereby provide the information requested in 47 C.F.R. §§ 63.04(a)(1) through (a)(4) with respect to the domestic common carriers listed in Exhibit D to this letter:

- (a)(1) *Name, address, and telephone number of applicant:* See part I.B above
- (a)(2) *Government, State, or Territory of Organization:* Inapplicable for an individual transferee/assignee. I am a U.S. citizen.
- (a)(3) *Contact Information:* See part I.B above.

(a)(4) *Ownership Disclosures:* As I am an individual serving as a court-appointed Chapter 11 Trustee, I have no 10-percent-or-greater direct or indirect owners.

III. Notification of Involuntary Transfers of Control and of an Involuntary Assignment of International Section 214 Authorizations Pursuant to 47 C.F.R. §§ 63.24(f) & (g)

Pursuant to 47 C.F.R. § 63.24(f), a party may notify the Commission within 30 days of any *pro forma* transfer of control of an international Section 214 authorization holder or of any *pro forma* assignment of an international Section 214 authorization. 47 C.F.R. § 63.24(g) of the Commission's rules expressly provides that:

[I]n the case of an involuntary assignment or transfer of control to: a *bankruptcy trustee appointed under involuntary bankruptcy*; an independent receiver appointed by a court of competent jurisdiction in a foreclosure action; or, in the case of death or legal disability, to a person or entity legally qualified to succeed the deceased or disabled person under the laws of the place having jurisdiction over the estate involved; the applicant must make the appropriate filing no later than 30 days after the event causing the involuntary assignment or transfer of control.

47 C.F.R. § 63.24(g) (emphasis added). My appointment as Chapter 11 Trustee for the estate of New ICC therefore qualifies as a *pro forma* event, and notification pursuant to 47 C.F.R. § 63.24(f) is therefore proper.

As required by 47 C.F.R. § 63.24(f)(2)(i), I hereby provide the information requested in 47 C.F.R. §§ 63.18(a) through (d) and (h) with respect to the international Section 214 authorizations listed in Exhibit E to this letter:

- (a) *Name, address, and telephone number of applicant:* see part I.B above

- (b) *Government, State, or Territory of Organization*: Inapplicable for an individual transferee/assignee. I am a U.S. citizen.
- (c) *Contact Information*: see part I.B above
- (d) *Statement re Previous Authority*: I have not previously received authority under Section 214 of the Communications Act of 1934, as amended
- (h) *Ownership and Interlocking Directorate Disclosures*: As I am an individual serving as a court-appointed Chapter 11 Trustee, I have no 10-percent-or-greater direct or indirect owners. I also do not hold any interlocking directorates with any foreign carrier.

By the signature below, I certify, as required by 47 C.F.R. § 63.24(f)(2)(ii), that the transfers of control of international Section 214 authorization holders Vitelcellular and Vitelcom Cellular, Inc., and the assignment of the international Section 214 authorization of New ICC, were each *pro forma* and, when taken together with all previous *pro forma* transactions, do not result in a change in the actual controlling party.

IV. Waiver Request with Respect to Satellite Earth Station Authorization

Pursuant to 47 C.F.R. § 1.3, I request a waiver of the electronic filing and application requirements in 47 C.F.R. §§ 25.110(b), 25.119(d), and 25.130 with respect to the involuntary transfer of control of the satellite earth station authorization for a common-carrier transmitting earth station operating in the domestic fixed satellite service, as detailed in Exhibit F to this letter. Once my staff and I obtain the relevant password for the FRN associated with that licensee and license, I will make the necessary electronic filing with FCC Form 312 via the Commission's International Bureau Filing System.

This waiver request satisfies the requirements for grant as specified in to 47 C.F.R. § 1.3. Good cause exists for grant of a waiver, as I have no reasonable alternative for complying with the requirements of 47 C.F.R. §§ 25.110(b), 25.119(d), and 25.130 absent a waiver. Due to unique and unusual factual circumstances, where those persons who likely would have the relevant FRN passwords are no longer employed or retained by New ICC and its subsidiaries, I have been unable to obtain the relevant passwords. Consequently, application of 47 C.F.R. §§ 25.110(b), 25.119(d), and 25.130 absent a waiver would disserve the purposes of those rules, as the waiver request is made to ensure ultimate compliance with those rules—an outcome that will clearly serve the public interest.

V. Waiver Request with Respect to Terrestrial Wireless Licenses and an Aeronautical and Fixed License

Pursuant to 47 C.F.R. § 1.925, I request a waiver of the electronic filing and application requirements in 47 C.F.R. §§ 1.913(b) and 1.948(g) with respect to the involuntary transfers of control of terrestrial wireless licenses and an aeronautical and fixed license, as detailed in Exhibit G to this letter. Once my staff and I obtain the relevant passwords for the FRNs associated with these licensees

and licenses, I will make the necessary electronic filings with FCC Form 603 (for terrestrial wireless licenses) and Form 605 (for the aeronautical and fixed license) via the Commission's Universal Licensing System ("ULS").

This waiver request satisfies the requirements for grant as specified in to 47 C.F.R. § 1.925(b)(3). Most critically, I have no other reasonable alternative for complying with the requirements of 47 C.F.R. §§ 1.913(b) and 1.948(g) absent a waiver. Due to unique and unusual factual circumstances, where those persons who likely would have the relevant FRN passwords are no longer employed or retained by New ICC and its subsidiaries, I have been unable to obtain the relevant passwords. Consequently, application of 47 C.F.R. §§ 1.913(b) and 1.948(g) absent a waiver would dissuade the purposes of those rules, as the waiver request is made to ensure ultimate compliance with those rules—an outcome that will clearly serve the public interest.

VI. Waiver Request with Respect to Cable Relay Service ("CARS") Licenses

Pursuant to 47 C.F.R. §§ 1.3 and 78.20(b), I request a waiver of the electronic filing and application requirements in 47 C.F.R. §§ 78.20(c) and 78.35(b) with respect to the involuntary transfer of control of the CARS licenses detailed in Exhibit H to this letter. Once my staff and I obtain the relevant password for the FRN associated with that licensee and license, I will make the necessary electronic filing with FCC Form 327 via the Commission's Cable Operations and Licensing System ("COALS").

This waiver request satisfies the requirements for grant as specified in to 47 C.F.R. §§ 1.3 and 78.20(b). Good cause exists for grant of a waiver, as I have no reasonable alternative for complying with the requirements of 47 C.F.R. §§ 78.20(c) and 78.35(b) absent a waiver. Due to unique and unusual factual circumstances, where those persons who likely would have the relevant FRN passwords are no longer employed or retained by New ICC and its subsidiaries, I have been unable to obtain the relevant passwords. Consequently, application of §§ 78.20(c) and 78.35(b) absent a waiver would dissuade the purposes of those rules, as the waiver request is made to ensure ultimate compliance with those rules—an outcome that will clearly serve the public interest.

VII. Waiver Request with Respect to Antenna Structure Registration

Pursuant to 47 C.F.R. § 1.3, I request a waiver of the electronic filing and application requirements in 47 C.F.R. § 17.57 with respect to the involuntary transfer of control of the antenna structure registration detailed in Exhibit I to this letter. Once my staff and I obtain the relevant password for the FRN associated with that licensee and license, I will make the necessary electronic filing with FCC Form 854 via the Commission's Antenna Structure Registration ("ASR") System.

This waiver request satisfies the requirements for grant as specified in to 47 C.F.R. § 1.3. Good cause exists for grant of a waiver, as I have no reasonable alternative for complying with the requirements of 47 C.F.R. § 17.57 absent a waiver. Due to unique and unusual factual circumstances, where those persons who likely would have the relevant FRN passwords are no longer employed or retained by New ICC and its subsidiaries, I have been unable to obtain the relevant passwords.

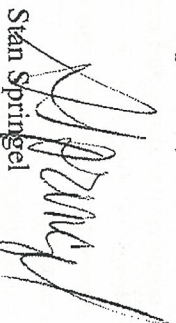
Consequently, application of § 17.57 absent a waiver would disserve the purposes of those rules, as the waiver request is made to ensure ultimate compliance with those rules—an outcome that will clearly serve the public interest.

* * * * *

For the reasons stated above, I respectfully request that the Commission accept the above-noted notifications of involuntary transfers of control and involuntary assignments of Commission licenses, authorization holders, and registrants. I further respectfully request that the Commission grant the above-noted waiver requests and reset the passwords for the FRNs listed in Exhibits C through H as attached to this letter.

Please contact me at the addresses or telephone numbers above should you have any questions or require further information.

Respectfully submitted,



Stan Springel
*Chapter 11 Trustee for the Estates of
Innovative Communication Corporation,
Innovative Communication Company, LLC, and
Emerging Communications, Inc.*

Attachments

cc: Jim Ball (IB)
Bill Dever (WCB)
Linda Ray (W/TB)
Stan Scheiner (OGC)
Daniel Stewart – Vinson & Elkins LLP
James Carroll – Chapter 7 Trustee for the personal estate of Jeffrey Prosser

LIST OF EXHIBITS

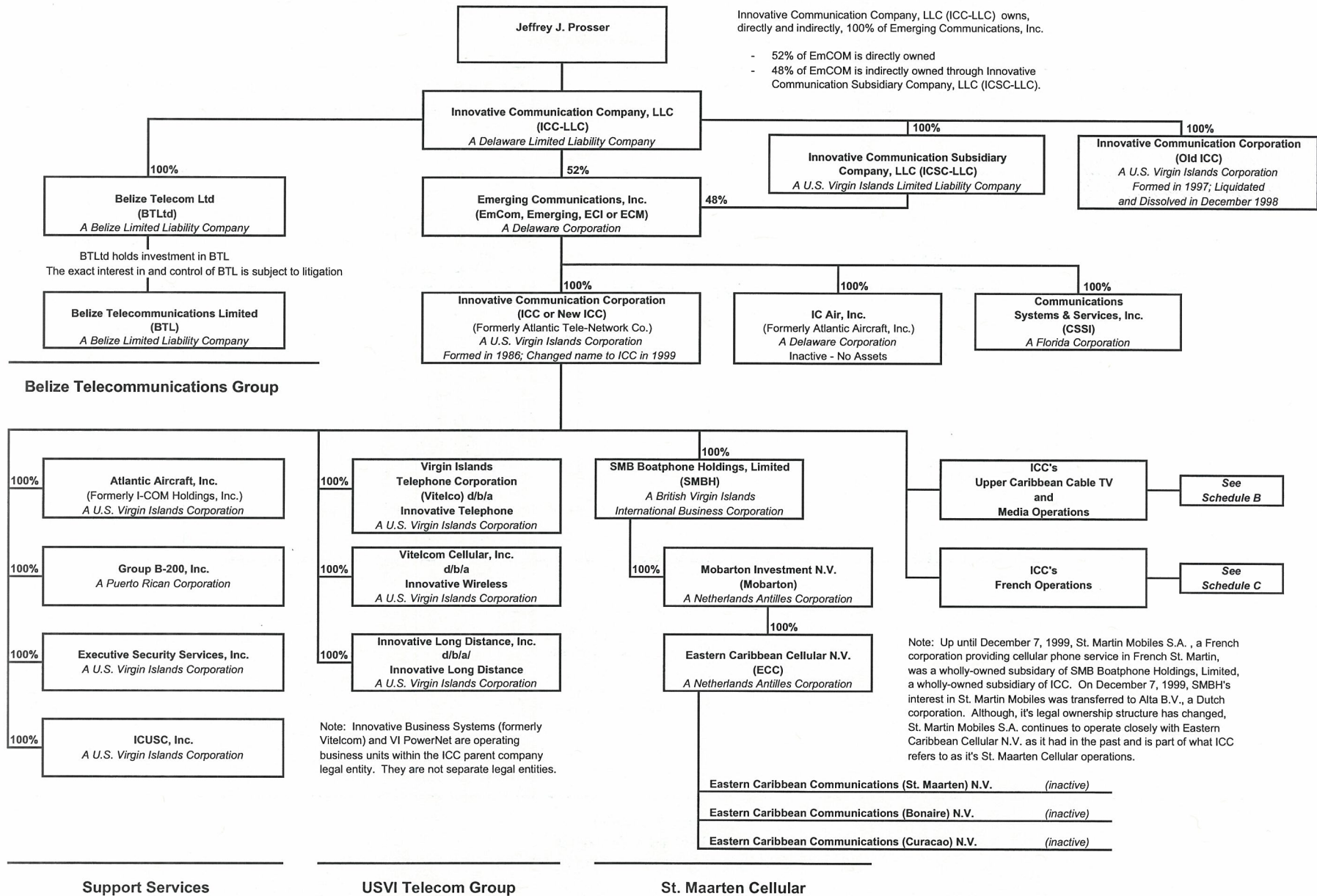
- A. Organization Chart of Innovative Communication Corporation, Its Owners, and U.S. Operating Subsidiaries
- B. Bankruptcy Court Order Appointing Stanley Springel as Chapter 11 Trustee for the Estate of Innovative Communication Corporation
- C. Bankruptcy Court Order Appointing Stanley Springel as Chapter 11 Trustee for the Estates of Innovative Communication Company, LLC, and Emerging Communications, Inc.
- D. Innovative Communication Corporation and Subsidiaries Relying on Blanket Domestic Wireline Authority in 47 C.F.R. § 63.01
- E. International Section 214 Authorizations Held by Innovative Communication Corporation and Its Subsidiaries
- F. Satellite Earth Station Authorization Held by Innovative Communication Corporation Subsidiary
- G. Wireless Licenses Held by Innovative Communication Corporation and Its Subsidiaries
- H. Antenna Structure Registered by an Innovative Communication Corporation Subsidiary
- I. Cable Relay Service Licenses Held by Innovative Communication Corporation Subsidiaries

EXHIBIT A:

**Organization Chart of Innovative Communication Corporation, Its Owners, and
U.S. Operating Subsidiaries**

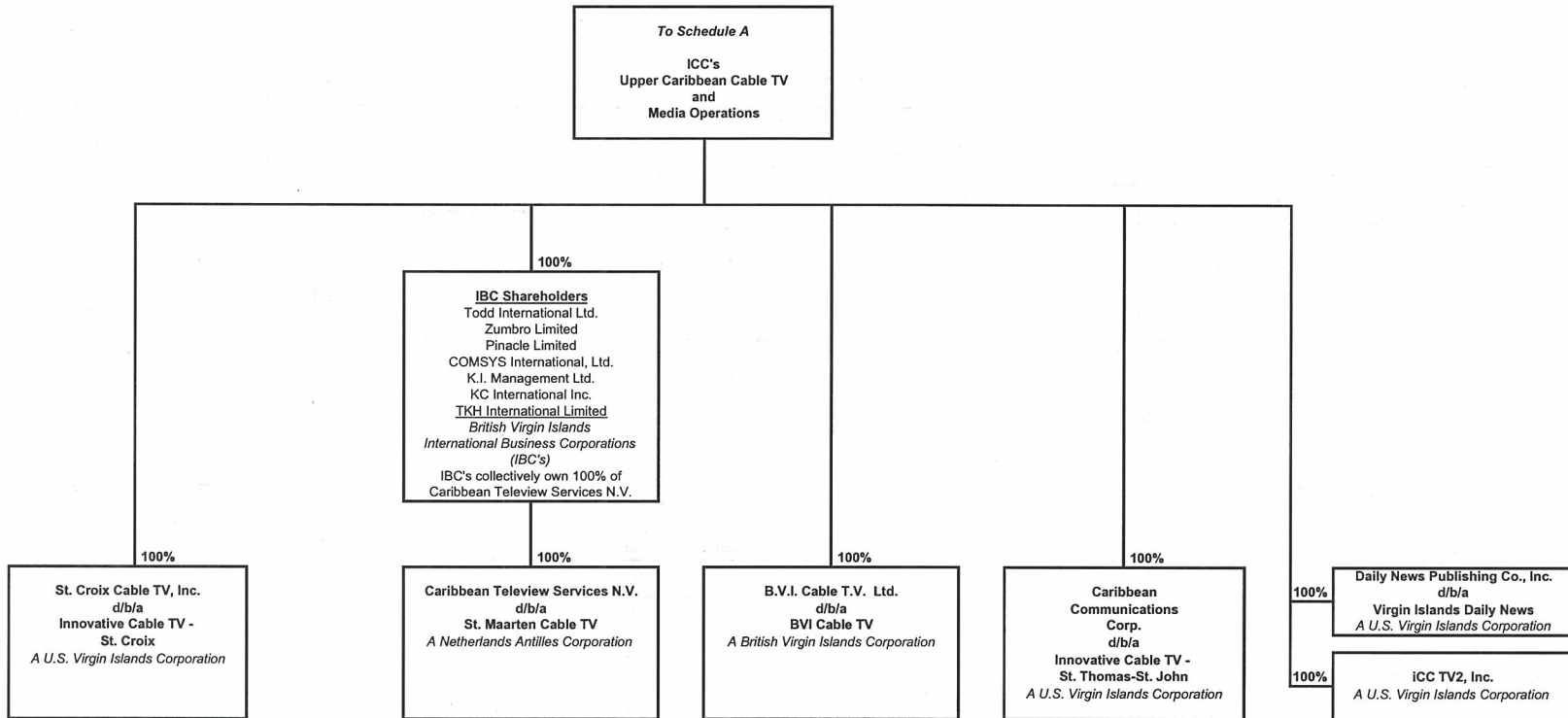
**Innovative Communications Group
Corporate Structure**
As of May 5, 2006

Schedule A



**Innovative Communications Group
Corporate Structure**
As of May 5, 2006

Schedule B



Innovative Cable TV - St. Croix

St. Maarten Cable TV

BVI Cable TV

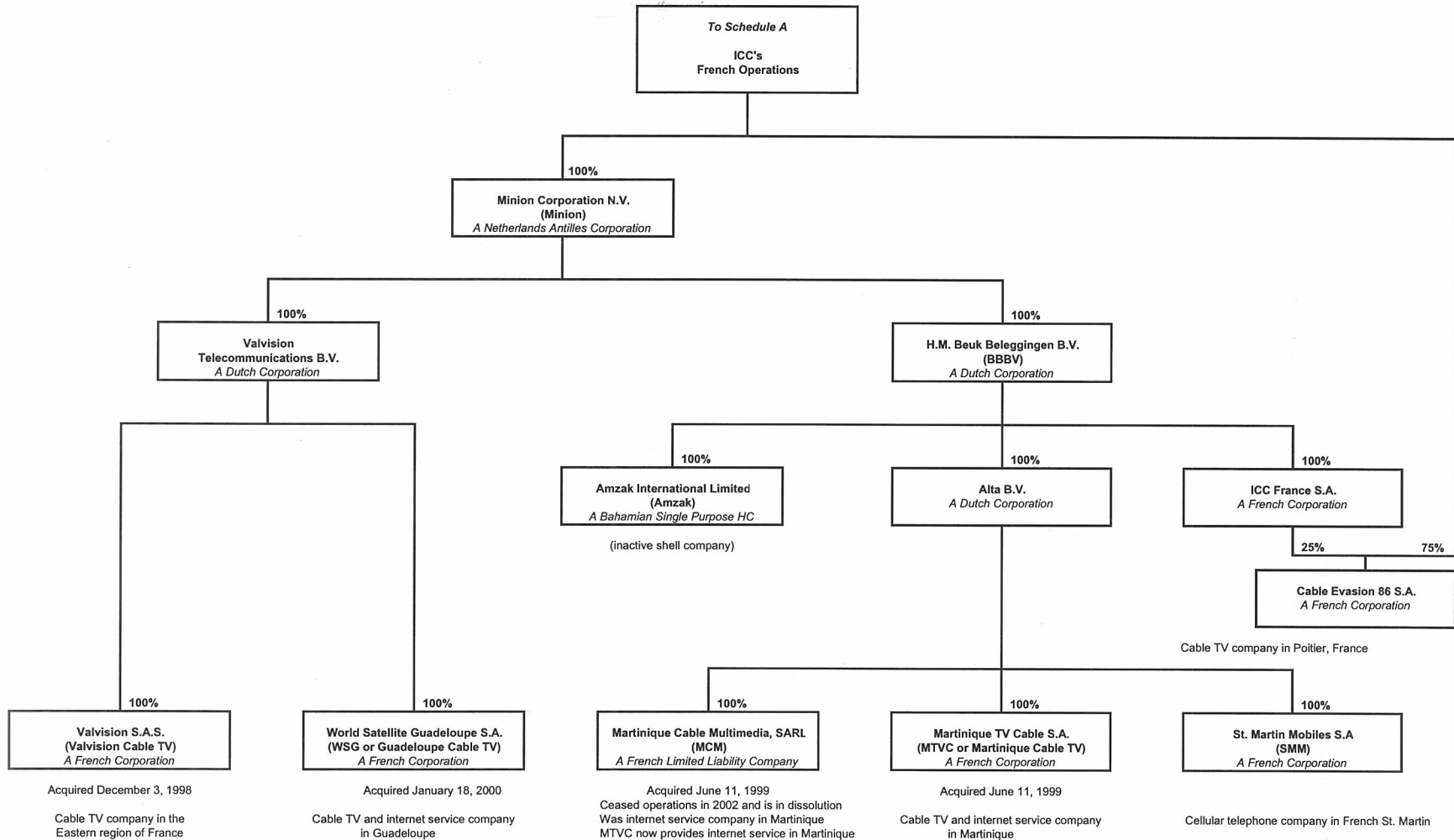
Innovative Cable TV - St. Thomas-St. Joh

Media Operations

**Innovative Communications Group
Corporate Structure**

As of May 5, 2006

Schedule C



Note: Up until December 7, 1999, St. Martin Mobiles S.A., a French corporation providing cellular phone service in French St. Martin, was a wholly-owned subsidiary of SMB Boatphone Holdings, Limited, a wholly-owned subsidiary of ICC. On December 7, 1999, SMBH's interest in St. Martin Mobiles was transferred to Alta B.V., a Dutch corporation. Although, its legal ownership structure has changed, St. Martin Mobiles S.A. continues to operate closely with Eastern Caribbean Cellular N.V. as it had in the past and is part of what ICC refers to as its St. Maarten Cellular operations.

EXHIBIT B:

**Bankruptcy Court Order Appointing Stanley Springel as Chapter 11 Trustee for
the Estate of Innovative Communication Corporation**

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that a true copy of the above UNITED STATES TRUSTEE'S APPOINTMENT OF CHAPTER 11 TRUSTEE AND SETTING OF BOND was sent U.S. Mail, properly addressed and with correct postage to the following:

Scott C. Shelley, Esq.
Shearman & Sterling, LLP
599 Lexington Avenue
New York, N. Y. 10022

Daniel J. DeFranceschi, Esq.
Richards Layton & Finger, P. A.
One Rodney Square
920 North King Street
Wilmington, DE 19801

Carol Ann Rich, Esq.
Dudley Clark & Chan, L.L.P.
720 Estate Thomas
Havensight
St. Thomas, Virgin Islands 00802

Michael J. Lichtenstein, Esq.
Shulman Rogers Gandal Pordy
& Ecker, P.A.
11921 Rockville Pike
Rockville, MD 20852

Robert F. Craig, Esq.
Robert F. Craig, PC
1321 Jones Street
Omaha, NE 68102

Thomas Alkon, Esq.
Thomas Alkon, P. C.
2115 Queen Street
Christiansted, St. Croix
USVI 00820

George W. H. Phillips, Esq.
Department of Justice
Attorney General Office
GERS Bldg., 2nd Floor
St. Thomas, VI 00802

William R. Greendyke, Esq.
Fulbright & Jaworski, LLP
1301 McKinney, Suite 5100
Houston, TX 77010-3095

Gregg M. Galardi, Esq.
Skadden, Arps, Slate, Meagher & Flom LLP
One Rodney Square
P. O. Box 636
Wilmington, DE 19899-0636

Gregory H. Hodges, Esq.
Dudley Topper & Feuerzeig, LLP
1000 Frederiksberg Gade
P. O. Box 756
St. Thomas, VI 00804

(continued on following page)

Kevin A. Rames, Esq.
2111 Company Street
Suite 3
St. Croix, VI 00820

James Eggenman
Assistant General Counsel
Pension Benefit Guaranty Corporation
Office of the Chief Counsel
1200 K Street, N.W., Suite 340
Washington, D.C. 20005-4026

Jeffrey R. Gleit, Esq.
Kasowitz, Benson, Torres & Friedman, LLP
1633 Broadway
New York, N.Y. 10019

Adam Hoover, Esq.
P. O. Box 24342
Christiansted, VI 00824

Done this 3rd day of October, 2007.

By: s/ Guy G. Gebhardt
Guy G. Gebhardt
Assistant United States Trustee

EXHIBIT C:

**Bankruptcy Court Order
Appointing Stanley Springel as Chapter 11 Trustee for the Estates of
Innovative Communication Company, LLC, and Emerging Communications, Inc.**

**IN THE DISTRICT COURT OF THE VIRGIN ISLANDS
BANKRUPTCY DIVISION
DIVISION OF ST. THOMAS AND ST. JOHN**

In Re:

Emerging Communications, Inc.
Debtor

Bankruptcy No. 06-30007
Chapter 11
Related to Dkt. No. 484, U.S. Trustee
Application for Approval of Appointment of
Chapter 11 Trustee

Innovative Communication
Company, LLC
Debtor

Bankruptcy No. 06-30008
Chapter 11
Related to Dkt. No. 464, U.S. Trustee
Application for Approval of Appointment of
Chapter 11 Trustee

Jeffrey J. Prosser
Debtor

Bankruptcy No. 06-30009

ORDER APPOINTING STAN SPRINGEL AS CHAPTER 11 TRUSTEE

AND NOW, this **15th** day of **March, 2007**, **WHEREAS** this court held a hearing on the above matters;

WHEREAS counsel for the Public Service Commission ("PSC") represented to the court that the chairperson for the PSC sent, but did not file in any of these bankruptcy cases, a letter with respect to the PSC's position on appointment of a Chapter 11 Trustee;

WHEREAS this court did not receive the letter;

WHEREAS counsel for the PSC represented to the court that he would fax the letter to Chambers so that the court could review the letter before issuing this order;

WHEREAS when the court did not receive the letter several hours after the hearing and placed a telephone call to counsel for the PSC with respect to same;

WHEREAS over 24 hours have passed and counsel for the PSC has not faxed the letter

and the court has not been provided same from any other source;

It is **ORDERED**, for the reasons expressed on the record at the hearing on March 14, 2007, that Stan Springel of Alvarez & Marsal, 100 Pine Street, Suite 2200, San Francisco, California, 94111, is appointed Chapter 11 Trustee in the above-captioned cases and shall embark upon his statutory duties immediately.

It is **FURTHER ORDERED** that Mr. Springel shall perform all duties under 11 U.S.C. §1106 and in accordance with the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, applicable Local Rules, and orders of this court, including but not limited to the Case Management and Administrative Fee Orders, and that he shall take cognizance of and comply with the regulatory authority of the Public Services Commission of the Virgin Islands insofar as it is applicable to the nondebtor utility(ies).

It is **FURTHER ORDERED** that Debtors, including Debtor Jeffrey Prosser, Case No. 06-30009, shall cooperate with the Trustee and shall cause nondebtor entities whose influence in these cases is critical to the reorganization of these cases to cooperate with the Trustee as well.

It is **FURTHER ORDERED** that on or before **April 26, 2007**, the Trustee file a business plan, which, upon motion, may be filed under seal pursuant to the procedures in the Case Management Order in effect in these cases. The Trustee must serve same on counsel for the following parties: all Debtors, the Greenlight Entities, the RTFC, the U.S. Trustee, and the Public Services Commission of the Virgin Islands.

It is **FURTHER ORDERED** that if the Trustee files the business plan under seal, counsel for Debtors, the Greenlight Entities, the RTFC, the U.S. Trustee, and the Public Services Commission of the Virgin Islands and the entities themselves shall maintain strict confidentiality with respect to the contents of same.

It is **FURTHER ORDERED** that counsel for Debtors shall serve a copy of this Order on all creditors and parties in interest who do not receive electronic notice of its entry.



Judith K. Fitzgerald rmab
United States Bankruptcy Judge

Exhibit D:
Innovative Communication Corporation and Subsidiaries
Relying on Blanket Domestic Wireline Authority in 47 C.F.R. § 63.01

NAME OF REGISTRANT, LICENSEE, OR AUTHORIZATION HOLDER	FCC REGISTRATION NUMBER ("FRN")
ICC Long Distance, Inc., d/b/a Innovative Long Distance	0007452154
Innovative Business Systems	0010547016
Innovative Communication Corporation	0004556197
Innovative Long Distance, Inc.	0007452154
Virgin Islands Telephone Corp. d/b/a Innovative Telephone	0004555595

Exhibit E:

**International Section 214 Authorizations Held by
Innovative Communication Corporation and Its Subsidiaries**

NAME OF REGISTRANT OR AUTHORIZATION HOLDER	FCC REGISTRATION NUMBER ("FRN")	AUTHORIZATION (BY FILE NUMBER)
Innovative Communication Corp.	0004556197	<ul style="list-style-type: none"> • ITC-214-19990330-00206 (international facilities-based and resale authority); <i>pro forma</i> assignment from ICUSC, Inc., to Innovative Communication Corp. notified to FCC on April 13, 2001
Vitelcellular	None	<ul style="list-style-type: none"> • ITC-214-19990330-00207 (international facilities-based and resale authority)
Vitelcom Cellular, Inc., d/b/a Innovative Wirelless	0005087002 (mistyped in some FCC records as 0005087020)	<ul style="list-style-type: none"> • ITC-214-19930312-00048 (previously ITC 93-137) (international resale authority; listed incorrectly in FCC database as Vitacom Cellular, Inc.)

Exhibit F:
Satellite Earth Station Authorization Held by
Innovative Communication Corporation Subsidiary

NAME OF REGISTRANT OR AUTHORIZATION HOLDER	FCC REGISTRATION NUMBER ("FRN")	AUTHORIZATION (BY CALL SIGN AND FILE NUMBER)
Caribbean Communications Corp. d/b/a Innovative Cable TV d/b/a St. Thomas-St. John Cable TV	0004998159	• WW24 (File Nos. SES-RWL-20000327-00502, SES- RWL-19900403-01619, SES-LIC-19800307-00973, & SES-LIC-19800307-00205)

**Exhibit G:
Wireless Licenses Held by
Innovative Communication Corporation and Its Subsidiaries**

NAME OF REGISTRANT, LICENSEE, OR AUTHORIZATION HOLDER	FCC REGISTRATION NUMBER ("FRN")	WIRELESS LICENSES AND AUTHORIZATIONS (BY CALL SIGN)
Atlantic Aircraft, Inc.	0007485691	<ul style="list-style-type: none"> • WMU3 (AF—aeronautical and fixed)
Emerging Communications, Inc.	0015027667	<ul style="list-style-type: none"> • None; FRN held for purposes of Form 602 ownership disclosures
Innovative Cable TV St. Croix	0007782808	<ul style="list-style-type: none"> • WPAP546 (IG—industrial/ business pool, conventional)
Innovative Communication Company, LLC	0015027691	<ul style="list-style-type: none"> • None; FRN held for purposes of Form 602 ownership disclosures
Innovative Communication Corp.	0004556197	<ul style="list-style-type: none"> • KNLG242 (CW—PCS broadband) • WLS588 (CF—common carrier fixed point-to-point microwave) • WLS592 (CF—common carrier fixed point-to-point microwave) • WLS596 (CF—common carrier fixed point-to-point microwave) • WL V592 (CF—common carrier fixed point-to-point microwave) • WMJ245 (CF—common carrier fixed point-to-point microwave) • WMJ246 (CF—common carrier fixed point-to-point microwave) • WQG2832 (AW—advanced wireless services) • WQG2833 (AW—advanced wireless services)
Innovative Communication Subsidiary Company, LLC	0015029952	<ul style="list-style-type: none"> • None; FRN held for purposes of Form 602 ownership disclosures
Jeffrey J. Prosser	0015029978	<ul style="list-style-type: none"> • None; FRN held for purposes of Form 602 ownership disclosures
Virgin Islands Telephone Corp. d/b/a Innovative Telephone	0004555595	<ul style="list-style-type: none"> • KNKI 943 (CD—paging and radiotelephone) • WHE585 (CF—common carrier fixed point-to-point microwave) • WWT60 (CF—common carrier fixed point-to-point microwave) • WWV43 (CF—common carrier fixed point-to-point microwave) • WXN512 (IG—industrial/business pool, conventional)
Vitelcom Cellular, Inc., d/b/a Innovative Wireless	0005087002 (mistyped in some FCC records as 0005087020)	<ul style="list-style-type: none"> • KNKN845 (CL—cellular) • KNKN846 (CL—cellular)

**Antenna Structure Registered by an
Innovative Communication Corporation Subsidiary**

Exhibit H:

NAME OF REGISTRANT	FCC REGISTRATION NUMBER ("FRN")	AUTHORIZATION (BY REGISTRATION AND FILE NUMBER)
Caribbean Communications Corp. d/b/a Innovative Cable TV d/b/a St. Thomas-St. John Cable TV	0004998159	• Registration 1018421 (File No. A0022081)