



56-58 Hill Street  
Bjerget 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 31 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

licensees 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.<sup>1</sup>

### **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.<sup>2</sup>

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.<sup>3</sup> On March 7, 2007, the court entered an order appointing me as Chapter 11 Trustee for the bankruptcy estates of ICC-LLC and EmCom.<sup>4</sup>

---

<sup>1</sup> 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-I. I will work with the entities to resolve these inconsistencies and duplications in future filings with the Commission.

<sup>2</sup> 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).

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

<sup>4</sup> 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.<sup>5</sup> On October 4, 2007, the court entered an order appointing me as Chapter 11 Trustee for the bankruptcy estate of New ICC.<sup>6</sup> 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.<sup>7</sup> 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.<sup>8</sup>

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:

---

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

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

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

<sup>8</sup> 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 licensees, 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 (WTB)  
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**

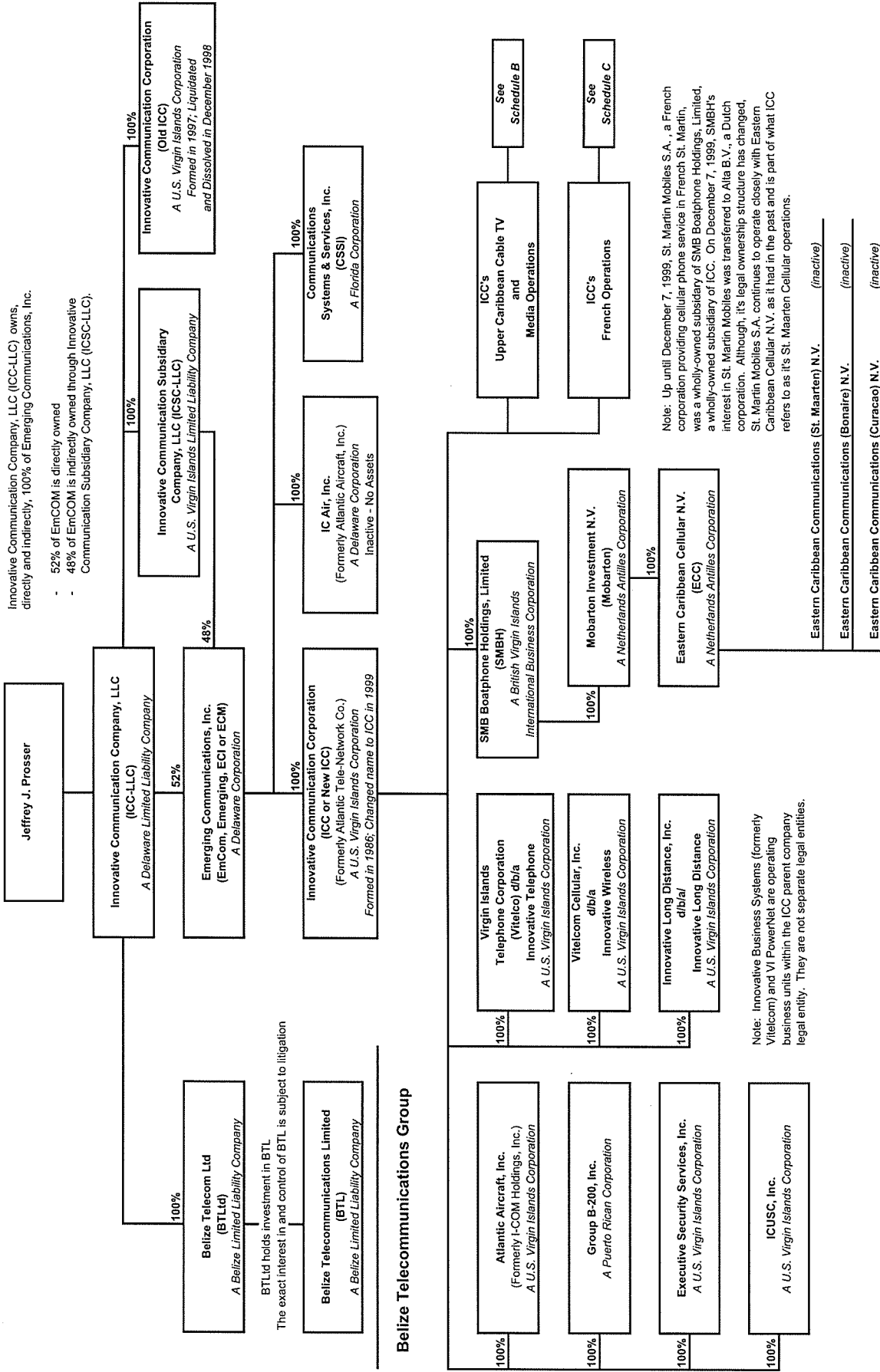
**EXHIBIT A:**

**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



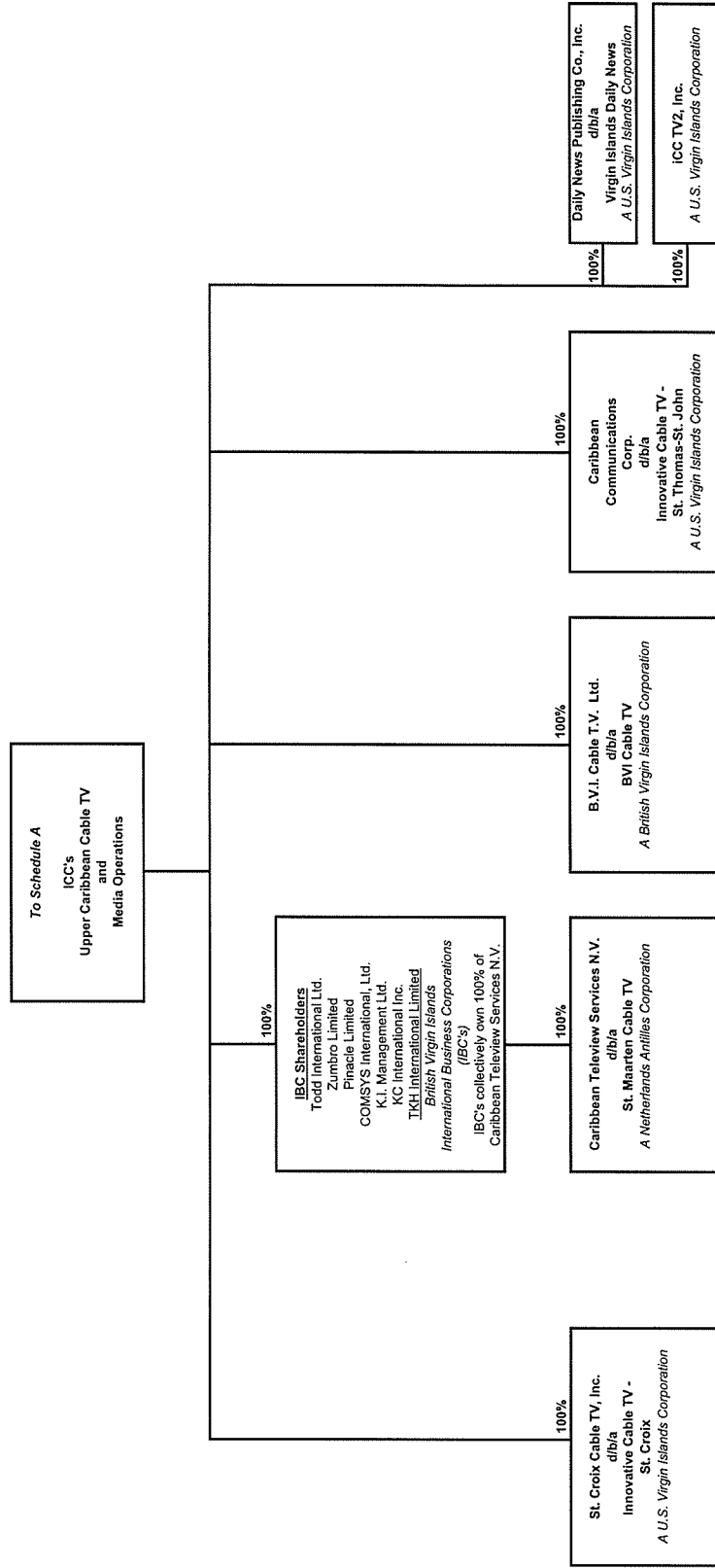
Support Services

USVI Telecom Group

St. Maarten Cellular

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

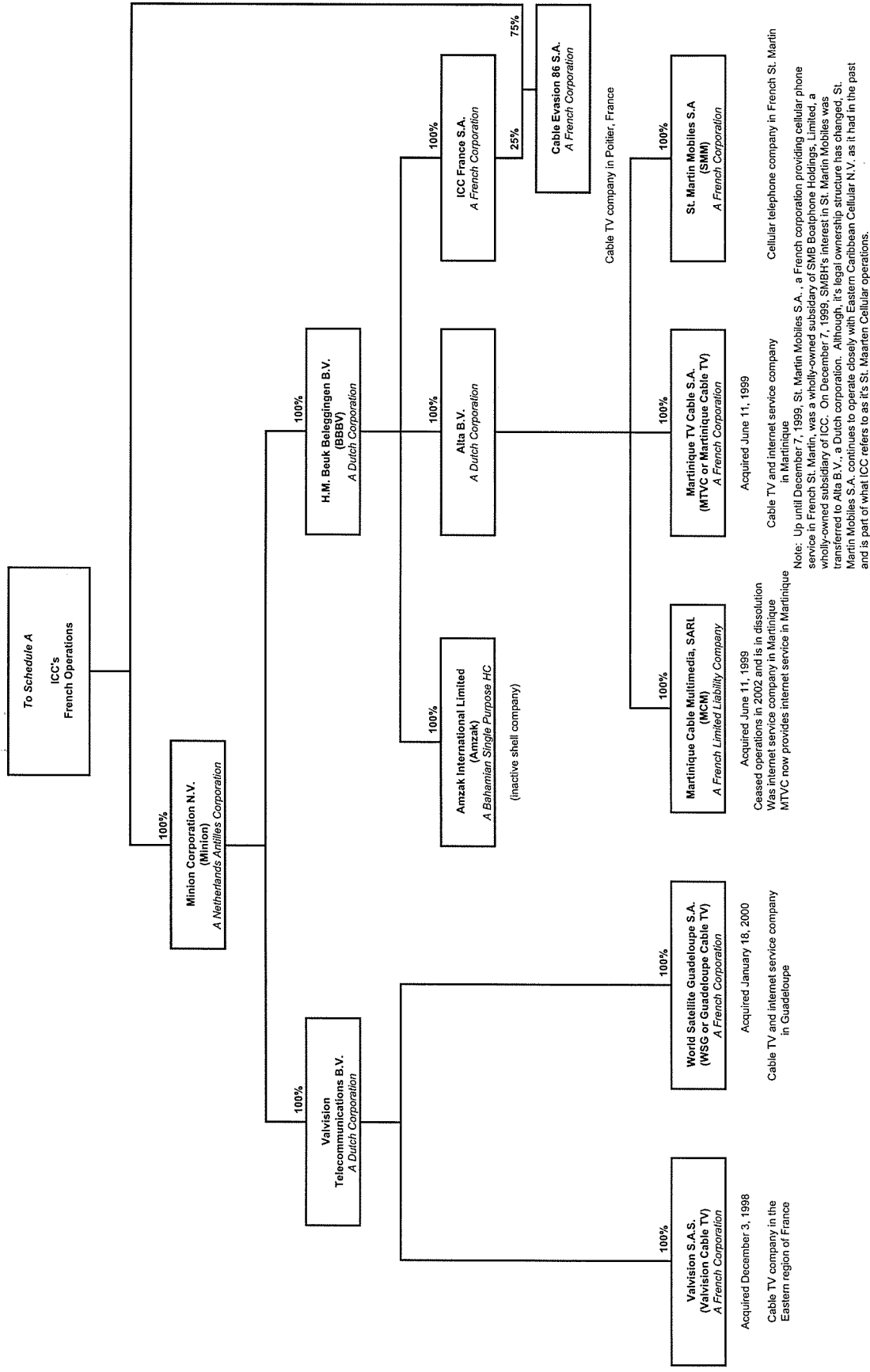
Schedule B



Innovative Cable TV - St. Croix      St. Maarten Cable TV      BVI Cable TV      Innovative Cable TV - St. Thomas-St. John      Media Operations

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

Schedule C



**EXHIBIT B:**

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

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

In re: : Chapter 11  
: :  
INNOVATIVE COMMUNICATION CORP., : Case No. 07-30012 (JKF)  
: :  
Debtor. : **Related Docs. Nos.: 67, 96, 112**  
: :  
-----: :

**APPOINTMENT OF CHAPTER 11 TRUSTEE  
AND SETTING OF BOND**

Pursuant to the Order of this Court directing the United States Trustee to appoint a Chapter 11 Trustee, the United States Trustee hereby appoints the following person Chapter 11 Trustee:

Stan Springel  
Alvarez & Marsal  
100 Pine Street  
Suite 2200  
San Francisco, CA 94111

Bond is hereby fixed in the amount of \$ 100,000.00.

This appointment made this 3<sup>rd</sup> day of October, 2007.

DONALD F. WALTON  
Acting United States Trustee

s/ Guy G. Gebhardt  
\_\_\_\_\_  
GUY G. GEBHARDT  
Assistant United States Trustee  
Georgia Bar No. 288550

Office of the U. S. Trustee  
362 Richard Russell Bldg.  
75 Spring St. SW  
Atlanta, GA 30303  
(404) 331-4437  
Guy.Gebhardt@usdoj.gov

## 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., 2<sup>nd</sup> 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 Frederiksbeg 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 Eggeman  
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 3<sup>rd</sup> 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 15<sup>th</sup> 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.

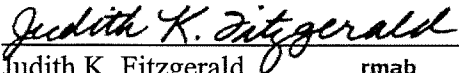
It is **FURTHER ORDERED** that Mr. Springel shall perform all duties under 11 U.S.C. §1106 and in accordance with the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, applicable Local Rules, and orders of this court, including but not limited to the Case Management and Administrative Fee Orders, 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      rmb  
United States Bankruptcy Judge

**Exhibit D:**

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

<b>NAME OF REGISTRANT, LICENSEE, OR AUTHORIZATION HOLDER</b>	<b>FCC REGISTRATION NUMBER ("FRN")</b>
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**

<b>NAME OF REGISTRANT OR AUTHORIZATION HOLDER</b>	<b>FCC REGISTRATION NUMBER ("FRN")</b>	<b>AUTHORIZATION (BY FILE NUMBER)</b>
Innovative Communication Corp.	0004556197	<ul style="list-style-type: none"><li>• 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</li></ul>
Vitelcellular	None	<ul style="list-style-type: none"><li>• ITC-214-19990330-00207 (international facilities-based and resale authority)</li></ul>
Vitelcom Cellular, Inc., d/b/a Innovative Wireless	0005087002 (mistyped in some FCC records as 0005087020)	<ul style="list-style-type: none"><li>• ITC-214-19930312-00048 (previously ITC 93-137) (international resale authority; listed incorrectly in FCC database as Vitalcom Cellular, Inc.)</li></ul>

**Exhibit F:**

**Satellite Earth Station Authorization Held by  
Innovative Communication Corporation Subsidiary**

<b>NAME OF REGISTRANT OR AUTHORIZATION HOLDER</b>	<b>FCC REGISTRATION NUMBER ("FRN")</b>	<b>AUTHORIZATION (BY CALL SIGN AND FILE NUMBER)</b>
Caribbean Communications Corp. d/b/a Innovative Cable TV d/b/a St. Thomas-St. John Cable TV	0004998159	<ul style="list-style-type: none"><li>• WW24 (File Nos. SES-RWL-20000327-00502, SES-RWL-19900403-01619, SES-LIC-19800307-00973, &amp; SES-LIC-19800307-00205)</li></ul>



**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"> <li>• WMU3 (AF—aeronautical and fixed)</li> </ul>
Emerging Communications, Inc.	0015027667	<ul style="list-style-type: none"> <li>• None; FRN held for purposes of Form 602 ownership disclosures</li> </ul>
Innovative Cable TV St. Croix	0007782808	<ul style="list-style-type: none"> <li>• WPAP546 (IG—industrial/ business pool, conventional)</li> </ul>
Innovative Communication Company, LLC	0015027691	<ul style="list-style-type: none"> <li>• None; FRN held for purposes of Form 602 ownership disclosures</li> </ul>
Innovative Communication Corp.	0004556197	<ul style="list-style-type: none"> <li>• KNLG242 (CW—PCS broadband)</li> <li>• WLS588 (CF—common carrier fixed point-to-point microwave)</li> <li>• WLS592 (CF—common carrier fixed point-to-point microwave)</li> <li>• WLS596 (CF—common carrier fixed point-to-point microwave)</li> <li>• WLV592 (CF—common carrier fixed point-to-point microwave)</li> <li>• WMJ245 (CF—common carrier fixed point-to-point microwave)</li> <li>• WMJ246 (CF—common carrier fixed point-to-point microwave)</li> <li>• WQG2832 (AW—advanced wireless services)</li> <li>• WQG2833 (AW—advanced wireless services)</li> </ul>
Innovative Communication Subsidiary Company, LLC	0015029952	<ul style="list-style-type: none"> <li>• None; FRN held for purposes of Form 602 ownership disclosures</li> </ul>
Jeffrey J. Prosser	0015029978	<ul style="list-style-type: none"> <li>• None; FRN held for purposes of Form 602 ownership disclosures</li> </ul>
Virgin Islands Telephone Corp. d/b/a Innovative Telephone	0004555595	<ul style="list-style-type: none"> <li>• KNKI 943 (CD—paging and radiotelephone)</li> <li>• WHE585 (CF—common carrier fixed point-to-point microwave)</li> <li>• WWT60 (CF—common carrier fixed point-to-point microwave)</li> <li>• WWY43 (CF—common carrier fixed point-to-point microwave)</li> <li>• WXN512 (IG—industrial/business pool, conventional)</li> </ul>
Vitelcom Cellular, Inc., d/b/a Innovative Wireless	0005087002 (mistyped in some FCC records as 0005087020)	<ul style="list-style-type: none"> <li>• KNKN845 (CL—cellular)</li> <li>• KNKN846 (CL—cellular)</li> </ul>

**Exhibit H:**

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

<b>NAME OF REGISTRANT</b>	<b>FCC REGISTRATION NUMBER ("FRN")</b>	<b>AUTHORIZATION (BY REGISTRATION AND FILE NUMBER)</b>
Caribbean Communications Corp. d/b/a Innovative Cable TV d/b/a St. Thomas-St. John Cable TV	0004998159	<ul style="list-style-type: none"><li>• Registration 1018421 (File No. A0022081)</li></ul>

**Exhibit I:**

**Cable Relay Service Licenses Held by  
Innovative Communication Corporation Subsidiaries**

<b>NAME OF REGISTRANT OR AUTHORIZATION HOLDER</b>	<b>FCC REGISTRATION NUMBER ("FRN")</b>	<b>AUTHORIZATION (BY CALL SIGN AND FILE NUMBER)</b>
Caribbean Communications Corp. d/b/a Innovative Cable TV d/b/a St. Thomas-St. John Cable TV	0004998159	<ul style="list-style-type: none"><li>• WHZ-442</li><li>• WLY-863</li><li>• WLY-864</li><li>• WLY-865</li><li>• WLY-866</li><li>• WLY-875</li><li>• WLY-876</li></ul>
ICC TV, Inc.	0006673081	<ul style="list-style-type: none"><li>• WLY-741</li><li>• WLY-743</li></ul>

