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April 22, 2002

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FEDERAL COMMUNICATIONS COMMISSION  
OFFICE OF THE SECRETARY

## VIA HAND DELIVERY

Marlene H. Dortch, Secretary  
Federal Communications Commission  
445 Twelfth Street, SW  
Washington, DC 20554

Re: Transfer of Control of IWL Communications, Inc. and Spacelink Systems, Inc. from CapRock Communications Corp. (Transferor) to CapRock Holdings, Inc. (Transferee)

FCC File Nos.: 0000750861; SES-T/C-20020313-00325;  
SES-T/C-20020313-00348; and SES-T/C-20020313-00347

Dear Ms. Dortch:

By this letter, CapRock Communications Corp. ("CCC" or "Transferor") responds to a request from Commission staff to update its ownership information in order to reflect recent consummation of a transaction involving its parent company, McLeodUSA Incorporated (Debtor-in-Possession) ("McLeodUSA"). As noted in footnote 1 of the Description of Transaction exhibits of the above-referenced FCC Form 603 and FCC Form 312 transfer of control applications, on February 21 and 22, 2002, IWL Communications, Inc. and Spacelink Systems, Inc. (collectively, "IWL") filed FCC applications for a voluntary transfer of control from their ultimate corporate parent, McLeodUSA, to Forstmann Little & Co. Equity Partnership-VII, L.P. and its affiliates (collectively "Forstmann") in order to complete a Plan of Reorganization that would enable McLeodUSA to emerge from bankruptcy ("IWL-Forstmann Applications").<sup>1</sup> The above-referenced applications were filed on March 13, 2002 and both sets of applications were concurrently pending. On approximately April 5, 2002 the FCC granted the IWL-Forstmann Applications,<sup>2</sup> and the transfer of control of McLeodUSA to Forstmann was

<sup>1</sup> See *Public Notice*, Commission Seeks Comment on Applications for Consent to Transfer Control Filed by McLeodUSA, Inc., DA 02-503 (rel. Mar. 1, 2002).

<sup>2</sup> See *Public Notice*, Wireless Telecommunications Bureau and International Bureau Grant Consent for Transfer of Control of Licenses and Authorizations from

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consummated on April 16, 2002.<sup>3</sup> Thus, as of April 16, 2002, CCC, Transferor for the above-referenced transfer of control applications, is ultimately controlled by Forstmann.

Upon receipt of a date-stamped copy of this letter, CCC will append it as an attachment to the above-referenced FCC Form 603 and FCC Form 312 transfer of control applications, all of which are currently pending.

An original and four (4) copies of this letter are enclosed for filing. Please date-stamp and return the enclosed extra copy of this letter provided for this purpose. Should you have any questions regarding this correspondence, please contact Catherine Wang or Jeanne Stockman at (202) 424-7500.

Very truly yours,



Catherine Wang  
Jeanne W. Stockman

cc: Jeffrey Tobias  
John Branscome  
JoAnn Lucanik

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McLeodUSA, Inc., Debtor-In-Possession, to Forstmann Little and Co., DA 02-773 (rel. Apr. 5, 2002).

<sup>3</sup> For urgent business and financial reasons, IWL and its Spacelink subsidiary (collectively "IWL") requested special temporary authority to consummate the transfer of control of IWL to CapRock Holdings, Inc. ("CapRock Holdings") described in the above-referenced applications on an expedited basis. See FCC File Nos. 0000808921, 0000809066, 0000809081, SES-STA-20020314-00328, SES-STA-20020314-00327, and SES-STA-20020314-00335. On April 5, 2002, the FCC granted IWL such special temporary authority, enabling the transfer of control of IWL from CCC to CapRock Holdings. The parties consummated the transfer of control of IWL to CapRock Holdings pursuant to such special temporary authority on April 8, 2002. As a result, the transfer of control proposed in the IWL-Forstmann Applications will not be consummated with respect to IWL because control of IWL was transferred outside the McLeodUSA corporate family to CapRock Holdings prior to the closing of the Forstmann transaction.