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April 8, 2009

Via ECFS

Marlene H. Dortch, Secretary
Office of the Secretary
Federal Communications Commission
445 12th Street, SW
Washington, DC 20554

GRANTED
for 60 days
APR 14 2009

COMPETITION POLICY DIVISION
WIRELINE COMPETITION BUREAU

William A. Sever

Re: WC Docket No. 09-37
Yak America Inc., Assignee
USD CLEC, Inc., Assignor
Amended Request for Special Temporary Authority

Dear Ms. Dortch:

Yak America Inc. ("Yak" or "Assignee") and USD CLEC, Inc. ("USD" or "Assignor") (together, the "Parties"), through their undersigned counsel and pursuant to Section 214 of the Communications Act, as amended, 47 U.S.C. § 214, and Section 63.04 of the Commission's Rules, 47 C.F.R. § 63.04, respectfully requests expedited Special Temporary Authority ("STA") for the acquisition by Yak of substantially all of the assets related to the operation of the casual calling/dial-around business (the "Business") of USD.¹ The transaction for which approval is sought does not involve any presubscribed local or long distance telecommunications customers. Upon completion of the transfer of casual calling/dial around assets, Yak began offering regulated telecommunications services to those casual calling customers previously served by USD.² Yak is a U.S. company that does not

- Boston
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- Los Angeles
- New York
- Orange County
- San Francisco
- Santa Monica
- Silicon Valley
- Tokyo
- Walnut Creek

¹ USD is currently in Chapter 11 bankruptcy in the U.S. Bankruptcy Court for the Northern District of New York. (Chapter 11 Case Nos. 08-32560-5, 08-32561-5, 08-32562-5) and became a Debtor-in-Possession upon that filing. On March 20, 2009, the Bankruptcy Court approved the sale of all of the remaining assets of USD and its parent company and affiliate, with closing expected to occur on April 1, 2009. The partial sale transaction that is the subject of this application has already been completed, *see* note 2, and is unrelated to the sale of assets of USD approved by the Bankruptcy Court.

² The commercial transaction closed on July 24, 2008, but the "customer migration" to Yak's services was not completed until November 1, 2008. Therefore, Applicants are filing this Amended Request for Special Temporary Authority concurrently with an underlying Amended Application for approval of the transaction.

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have any direct or indirect foreign owners holding an ownership interest of 10 percent or more. The Parties respectfully request that the Commission grant this STA request as soon as possible and that the STA remain effective for 60 days.

As detailed in the underlying application filed concurrently herewith and attached hereto (the "Application"), Yak provides domestic interexchange services pursuant to blanket domestic Section 214 authority under Section 63.01(a) of the Commission's Rules, 47 C.F.R. § 63.01(a) and holds international Section 214 authority to provide global or limited global facilities-based service and global or limited global resale service (IB File No. ITC-214-20010508-00303 (June 8, 2001)). USD, a wholly owned subsidiary of US Datanet Corporation ("Datanet" and together with USD, the "Sellers"), is authorized to provide interstate telecommunications services pursuant to domestic Section 214 authority under Section 63.01(a) of the Commission's Rules, 47 C.F.R. § 63.01(a). USD is currently in Chapter 11 bankruptcy in the Bankruptcy Court for the Northern District of New York. On March 20, 2009, the Bankruptcy Court issued a Sale Order permitting the sale of all of the remaining assets of USD and its parent company and affiliate, with closing expected on April 1, 2009. For purposes of clarification, that sale in bankruptcy is unrelated to the prior transaction with Yak that is the subject of this Amended Request for STA.

Pursuant to the terms of an Asset Purchase Agreement dated July 10, 2008, among Yak, Datanet, USD and USD Management and Network Services, Inc., Yak purchased substantially all of the assets related to the operation of Datanet's casual calling/dial-around business (the "Business"). No presubscribed customers were involved. The regulated telecommunications services associated with the Business were previously provided by USD. As a result of the transaction, Yak provides all the service, regulated and unregulated, of the Business. All casual calling customers that previously looked to USD for service may now look to Yak for casual calling/dial around services.

While the commercial transaction closed on July 24, 2008, the "customer migration" to Yak's services was not completed until November 1, 2008. In this context of casual calling/dial-around services, the "customer migration" entailed only the transfer of any outstanding accounts and customer records. All known interested customers of Sellers received notice that the casual calling/dial-around services previously offered by Seller would now be provided by Yak. None of these customers was pre-subscribed to any service offered by Seller and will not be pre-subscribed to Yak's services.

When the transaction closed, the Sellers were in the process of restructuring. The transaction maintained an uninterrupted offering of casual calling/dial-around service to customers. The Parties did not file an Application for approval prior to closing or completing the transaction because the transaction did not entail the assignment of any pre-subscribed customers or services or licenses and the Parties were not aware or advised that Commission approval was required for this type of transaction. Yak sought advice of regulatory counsel who informed Yak that approval from the Commission also was necessary, at which time Yak took steps to have regulatory counsel prepare and file the Application and request for a STA.

Accordingly, the Parties request that the Commission grant the STA to permit Yak to continue operating the Business acquired from USD. The Parties respectfully request grant of the STA as soon as possible. The Parties acknowledge that grant of this request will not prejudice action by the Commission on the underlying Application, that any authority granted pursuant to this request is subject to cancellation or modification upon notice but without a hearing, and that grant of this request will not impact any enforcement action by the Commission.

Should you have any questions or require further information, please do not hesitate to contact us.

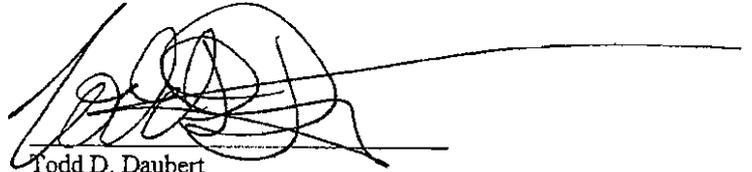
Respectfully submitted,



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A handwritten signature in black ink, appearing to read 'Todd D. Daubert', is written over a horizontal line. The signature is stylized and somewhat scribbled.

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Counsel for USD CLEC, Inc.

VERIFICATION

I, John Turner, hereby declare that:

1. I am Executive Vice President and Chief Strategy Officer of USD CLEC, Inc.
2. I am authorized to make this Declaration on behalf of USD CLEC, Inc.
3. The contents of the foregoing Request for Special Temporary Authority are true and correct to the best of my knowledge, information and belief.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 8th day of April, 2009.



John Turner
Executive VP and Chief Strategy Officer
USD CLEC, Inc.