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ATTORNEYS AT LAW

June 1, 2009

Ex Parte

Ms. Marlene Dortch
Secretary
Federal Communications Commission
445 12th Street, S.W.
Washington, DC 20554

Re: *Stanford Springel as Chapter 11 Trustee for the Bankruptcy Estate of Innovation Communication Corporation and National Rural Utilities Cooperative Finance Corporation and Its Subsidiaries Applications for Consent to Transfer Control and Assign Commission Licenses and Authorizations Pursuant to Sections 214(a) and 310(d) of the Communications Act of 1934, as Amended, WC Docket No. 09-82*

Dear Ms. Dortch:

On May 29, 2009, Brita Strandberg, Mike Nilsson, Kelley Shields, Mark Davis, and I, of Wiltshire & Grannis LLP on behalf of the National Rural Utilities Cooperative Finance Corporation (“CFC”), and Henry Rivera, Scott Delacourt and Edgar Class of Wiley Rein LLP on behalf of the Chapter 11 Trustee, Stanford Springel (“Chapter 11 Trustee”) met with Jim Bird, Neil Dellar, and Sally Stone of the Office of General Counsel; David Krech of the International Bureau; Rebekah Goodheart and Wayne McKee of the Media Bureau; Kathy Harris and Jeff Tobias of the Wireless Telecommunications Bureau; and Jodie May of the Wireline Competition Bureau to discuss the above-captioned applications. During that meeting counsel for CFC and Chapter 11 Trustee made the points included in the attached presentation.

Should you have any questions or require further information, please contact me, for CFC, by telephone at +1 202 730 1337 or by e-mail at kbressie@wiltshiregrannis.com and Henry Rivera, for the Chapter 11 Trustee, by telephone at +1 202 719 7501 or by email at hrivera@wileyrein.com.

Respectfully submitted,



Kent D. Bressie
*Counsel for National Rural Utilities Cooperative
Finance Corporation*

Attachment

cc: Jim Bird
Neil Dellar
Rebekah Goodheart
Kathy Harris
David Krech
Jodie May
Wayne McKee
Sally Stone
Jeff Tobias

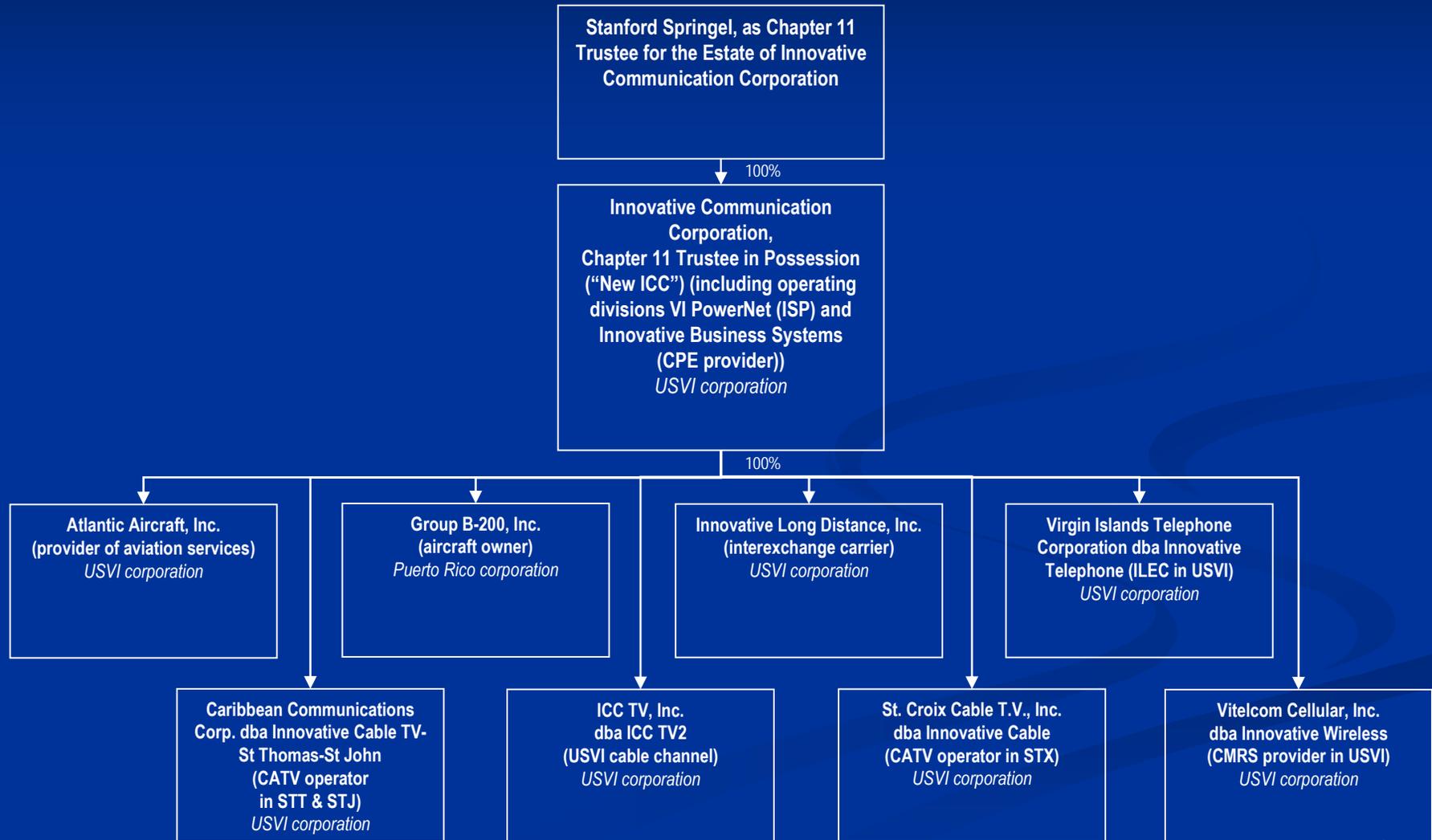
CFC-Springel
Applications for Consent to
Transfer Control and Assign
FCC Licenses and
Authorizations of New ICC
and Its Subsidiaries

FCC Transaction Team Briefing
May 29, 2009

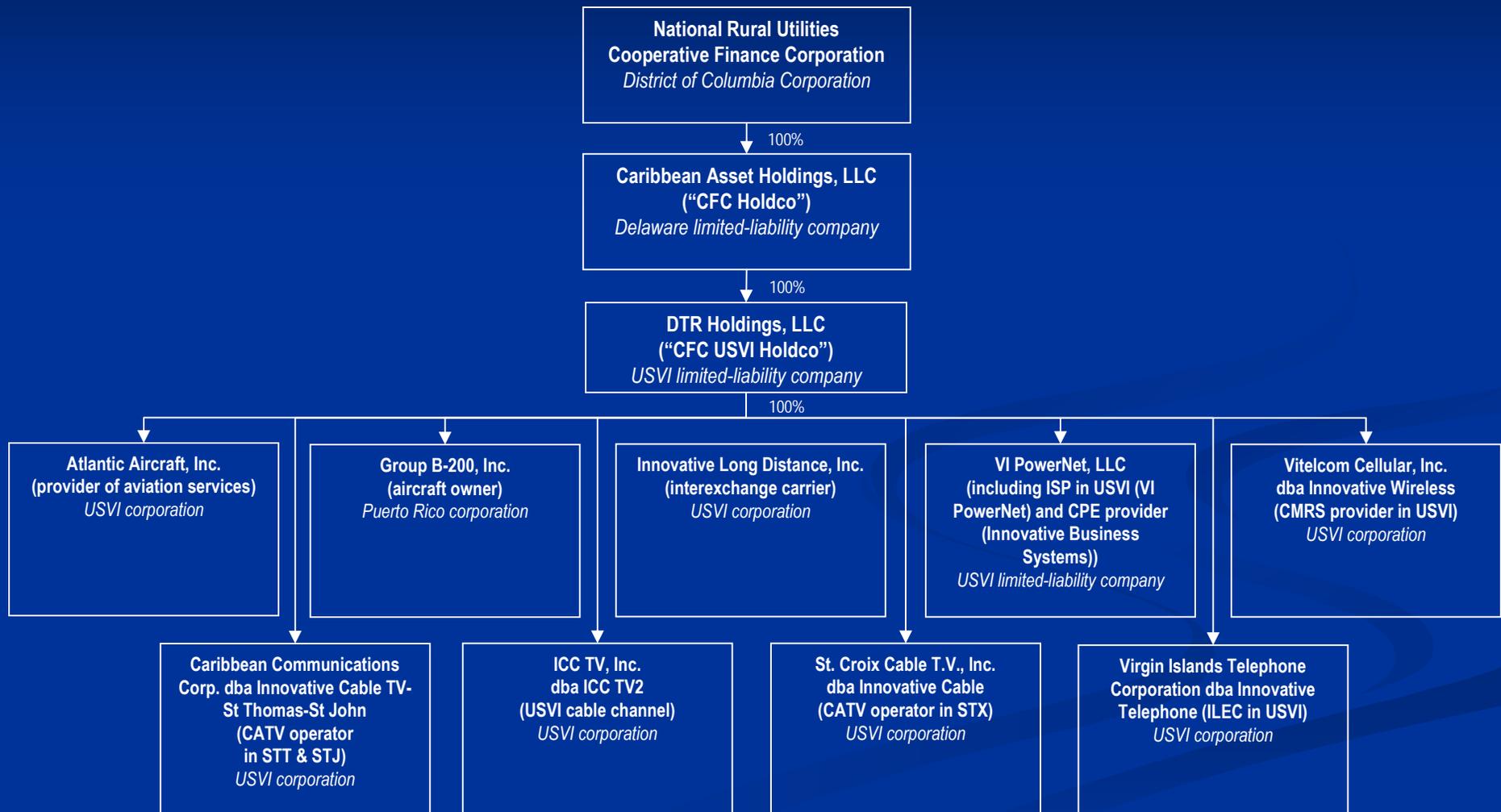
Introduction

- National Rural Utilities Cooperative Finance Corporation (“CFC”) and Stanford Springel (“Mr. Springel” or “Trustee”) as Chapter 11 Trustee for the Bankruptcy Estate of Innovative Communication Corporation (“New ICC”) seek the Commission’s swift approval of CFC’s acquisition of the wireline, wireless and cable television businesses owned and operated by New ICC (the “Proposed Transaction”).
- Quick approval of the Proposed Transaction will serve the public interest by permitting the businesses to emerge from the bankruptcy of their ultimate parent and renew their focus on the provision of service to customers.
- The Proposed Transaction does not raise competitive concerns.
- The Proposed Transaction does not raise foreign ownership or any other regulatory concerns.
- The Proposed Transaction does not require any waivers.

Pre-Consummation Organizational Structure



Post-Consummation Organizational Structure



Overview of Subject Licenses and Authorizations

- International and Domestic 214 Authority
- Broadband PCS
- Common Carrier Fixed Point-to-Point Microwave
- AWS
- Common-Carrier Wireless
- Paging and radiotelephone
- Industrial/Business Pool, Conventional
- CARS

Bankruptcy Proceedings and the Proposed Transaction

- **1987-2001:** RTFC makes loans to New ICC, with perfected security interests in almost all the assets of New ICC and its subsidiaries.
- **2004:** New ICC defaults on the RTFC loans.
- **Sept. 21, 2007:** Bankruptcy Court enters Order for Relief in New ICC's bankruptcy case.
- **Oct. 4, 2007:** Bankruptcy Court appoints Mr. Springel as Chapter 11 Trustee.

Bankruptcy Proceedings and the Proposed Transaction (cont'd)

- **April 2008:** Chapter 11 Trustee begins to market New ICC's Assets.
- **Jan. 30, 2009:** RTFC credit bid for "Group 1 Assets."
- Trustee deems RTFC credit bid "highest and best" bid.
- **March 13, 2009:** Trustee and RTFC execute Purchase Agreement.
- **April 9, 2009:** The Bankruptcy Court enters Interim Sale Order authorizing the Trustee and CFC to seek regulatory approval from the FCC.

Public Interest Benefits

- Continuity of Service
 - The Proposed Transaction will provide the USVI businesses with a stable and solvent ultimate parent.
 - The Proposed Transaction will permit the principal providers of telecommunications and cable television services in the USVI to continue to provide those services without interruption.
- Rehabilitation of Businesses
 - The Proposed Transaction will permit the businesses to focus on primary operations and improve access to capital.
- Improved Disaster Planning and Recovery
 - The Proposed Transaction will allow the businesses to take operational steps needed to minimize customer disruption and network restoration costs.

Public Interest Benefits (cont'd)

- Enhanced Competition
 - The Proposed Transaction will enhance wireline, mobile and MVPD competition by strengthening the economic foundation of the companies.
 - Wireless competition in the USVI will particularly benefit. The Proposed Transaction will allow Innovative Wireless to compete effectively against national providers like AT&T by providing stability and facilitating long-overdue investment.
- There are no anti-competitive vertical or horizontal effects.
 - CFC is neither a carrier nor a MVPD and is not affiliated with a carrier or a MVPD.

No Regulatory Issues and No Waivers

- The Proposed Transaction presents no foreign ownership issues under Section 310(b).
 - CFC, CFC Holdco, CFC USVI Holdco, and VIPN are entirely U.S.-owned and -controlled.
- The Proposed Transaction is consistent with Section 652.
- The Applicants have not requested any waivers.

Streamlined Processing

- Although qualified for streamlined treatment, the Applicants do not request such treatment given the numerous additional applications pending before the Commission in connection with the Proposed Transaction.
 - The Applicants qualify for streamlined processing under Section 63.03(b)(1)(ii) of the Commission's rules because neither CFC nor any of its subsidiaries or affiliates (including CFC USVI Holdco and VIPN) is a telecommunications provider.
 - The Applicants qualify for streamlined processing pursuant to Section 63.12(c)(1)(ii) of the Commission's rules because CFC USVI Holdco and Innovative Wireless qualify for a presumption of non-dominance under § 63.10(a)(3) of the Commission's rules.
- The Applicants request a single consolidated pleading cycle for consideration of the Applications filed in connection with the Proposed Transaction.

Other Regulatory Proceedings

- Department of Justice/Federal Trade Commission
 - Hart-Scott-Rodino Notice will be filed shortly.
- U.S. Virgin Islands
 - Application for Approval to Transfer Control of Vitelco and Cable Franchisees Filed with the Public Services Commission on May 19, 2009.
- British Virgin Islands
 - Application to Transfer Control of BVI Cable TV filed with the Ministry of Communications and Works and the Telecommunications Regulatory Commission on May 27, 2009.
- Netherlands Antilles
 - Application to Transfer Control of St. Maarten Cable TV and East Caribbean Cellular will be filed with the Minister of Transport and Communication shortly.

Conclusion

- The Proposed Transaction will serve the public interest.
- Quick review will speed rehabilitation of the businesses and resolution of the New ICC bankruptcy.
- The Commission should swiftly approve the applications for consent to transfer control and assign Commission licenses and authorizations.