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STAMP-IN

October 23, 2013

ACCEPTED/FILED

OCT 23 2013

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VIA HAND DELIVERY

Federal Communications Commission
Office of the Secretary

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

**Re: WC DOCKET NO. 10-90 and WT DOCKET NO. 10-208 BEFORE THE
FEDERAL COMMUNICATIONS COMMISSION
Adak Eagle Enterprises, LLC and Windy City Cellular, LLC – Notice of Ex Parte**

Dear Ms. Dortch:

On behalf of Adak Eagle Enterprises, LLC (“AEE”) and Windy City Cellular, LLC (“WCC”), pursuant to the procedures outlined in the Third Protective Order adopted in the above referenced proceedings, please find enclosed an original and one copy of AEE and WCC’s public version of their Notice of Ex Parte. The [[]] symbols denote confidential information. A confidential version is being filed separately with the Secretary’s Office. Additional copies of the confidential version also are being delivered to the Wireline Competition Bureau.

Should you have any questions concerning the foregoing request, please contact the undersigned.

Sincerely,



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2550 M Street, NW
Washington, DC 20037
(202) 457-7535

*Counsel for Adak Eagle Enterprises, LLC and
Windy City Cellular, LLC*



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

Re: **Notice of Ex Parte: WC Docket Nos. 10-90 and WT Docket No. 10-208**
Adak Eagle Enterprises and Windy City Cellular

Dear Ms. Dortch:

Adak Eagle Enterprises, LLC (“AEE”) and Windy City Cellular, LLC (“WCC”) submit this ex parte to provide further supplemental information in response to staff questions memorialized in the companies’ ex parte of September 20, 2013.¹ AEE and WCC appreciate staff’s attention to their Petition for Reconsideration and Application for Review.² As the review process continues after more than a year and a half, however, it is critical that staff understand the severe detrimental impact this lengthy and onerous waiver review process has had – and continues to have – on the companies and their ability to continue providing essential services to remote Adak Island. The waiver process has left AEE and WCC underfunded, understaffed, and on the brink of collapse. The companies simply do not have the resources to continue the costly cycle of providing more and more supplemental information when they already have provided exhaustive amounts of detailed information demonstrating they satisfy the waiver standard set forth in the *USF/ICC Transformation Order*.³

As explained throughout the waiver process, AEE and WCC are tiny companies that worked tirelessly against the odds to provide quality, reliable service to remote Adak Island when no one else would. They have never tried to game the system with schemes such as taking support for multiple lines per customer. To the contrary, they have embodied the very purpose of universal service by working hard and reinvesting USF support to maintain essential services – including the only reliable 911 service – for residents, government agencies, businesses, and workers on Adak Island. Their ability to continue providing these critical services to the Adak community, however, has been severely impacted by the long, costly, and overly complicated waiver process.

¹ See Letter from Monica Desai, Counsel, AEE and WCC, to Marlene H. Dortch, Secretary, FCC, Notice of Ex Parte, WC Docket No. 10-90 and WT Docket No. 10-208 (filed Sept. 20, 2013) (“AEE/WCC Sept. 20 Ex Parte”).

² See Application for Review of AEE and WCC, WC Docket No. 10-90 and WT Docket No. 10-208 (filed Aug. 14, 2013) (“Application for Review”); Petition for Reconsideration of AEE and WCC, WC Docket No. 10-90 and WT Docket No. 10-208 (filed Aug. 14, 2013) (“Petition for Reconsideration”).

³ See *Connect America Fund, et al.*, Report and Order and Further Notice of Proposed Rulemaking, 26 FCC Rcd 17633, Section VII(G), ¶¶ 539-544 (2011) (“*USF/ICC Transformation Order*”).

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Contrary to the Commission's repeated promises of a predictable, transparent waiver process, the seemingly endless review process has destabilized the companies. The FCC is now on the verge of completely destroying the companies. With the looming threat of RUS loan default and bankruptcy, the companies have been at an operational standstill for the past year and a half, unable to receive credit or plan critical investments. The companies' equipment and infrastructure continue to deteriorate and ruin as a result. As previously explained, without a prompt reversal of the Bureau's waiver denial, the companies will have to begin the complicated and expensive process of winding down operations.⁴ AEE will be forced to default on its RUS loan, and both companies will have no choice but to shut down, leaving significant portions of the Adak community without critical services, especially in times of emergency. The companies cannot fathom how the Bureau could justify such a result based on the record before them.

Over the past year and a half, AEE and WCC have provided hundreds upon hundreds of pages of detailed information demonstrating their need for waivers and showing that they satisfy the Commission's waiver standard. The companies submitted all of the information required pursuant to Section VII(G) of the *USF/ICC Transformation Order*, and have promptly and comprehensively responded to each of the dozens of additional questions and categories of information requested by staff, even when those requests went beyond the scope of review set forth by the Commission.⁵ Further, the companies have met with at least 35 staff members in at least 40 meetings and phone calls to discuss their waiver petitions and continuing supplemental information. From the beginning, AEE and WCC have been fully responsive and cooperative with the Bureau, despite the significant costs of doing so. Indeed, AEE and WCC in total have incurred more than [REDACTED] in legal fees and more than [REDACTED] in consulting fees in order to prepare their waiver petitions and subsequent filings, meet with FCC staff regarding their waiver requests, and respond to staff's ongoing requests for additional information since the petitions were filed.

AEE and WCC have diligently taken steps to address all of the concerns raised by staff, and have provided overwhelming evidence that they satisfy the Commission's waiver standard. The companies cannot understand how the Bureau's denial can stand. The denial is particularly perplexing given that the Bureau relied on the unenforceable and unsubstantiated assurances of a competitor to provide hypothetical service at some point in the future as sufficient to qualify as a "terrestrial alternative" that is "available" under the Commission's waiver standard.⁶

⁴ See AEE/WCC Sept. 20 Ex Parte at 4.

⁵ See, e.g., Letter from Monica Desai, Counsel, AEE and WCC, to Marlene H. Dortch, Secretary, FCC, Notice of Ex Parte and Submission of Supplemental Information, WC Docket No. 10-90, *et al.*, dated Aug. 20, 2012; Letter from Monica Desai, Counsel, AEE and WCC, to Marlene H. Dortch, Secretary, FCC, Second Submission of Supplemental Information, WC Docket No. 10-90, *et al.*, dated Aug. 21, 2012; Letter from Monica Desai, Counsel, AEE and WCC, to Marlene H. Dortch, Secretary, FCC, Third Submission of Supplemental Information, WC Docket No. 10-90, *et al.*, dated Aug. 22, 2012; Letter from Jennifer Richter, Counsel, AEE and WCC, to Marlene H. Dortch, Secretary, FCC, Fourth Submission of Supplemental Information, WC Docket No. 10-90, *et al.*, dated Aug. 27, 2012.

⁶ See Application for Review at 1-2; see also *USF/ICC Transformation Order*, ¶ 540.

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As AEE and WCC have emphasized, General Communication, Inc. (“GCI”) specifically stated it does not commit to replicating AEE’s wireline service.⁷ Moreover, WCC has demonstrated that it serves more customers on Adak Island than GCI, covers a significantly larger area on the island than GCI, provides better quality service, and provides the only reliable 911 service on the island – all while taking less USF support than GCI.⁸ GCI currently does not serve significant portions of the study area beyond the downtown Adak area, does not even serve the entire downtown area, does not provide a working 911 system, and has never invested in the infrastructure, facilities, or equipment on the island to provide more than very limited service, all while taking more money from the USF.⁹ GCI certainly cannot guarantee build-out quickly enough such that no customers would lose service, has made no enforceable promises regarding future service, and has provided no concrete plans or cost studies to back up its “assurances.” Instead, GCI appears to have been collecting magnitudes more money than WCC by incentivizing its customers to take multiple lines through an airline miles scheme, and then collecting support from the USF for multiple lines per customer.¹⁰ GCI does not deny this, and the Bureaus do not address this. AEE and WCC simply cannot understand why the Bureaus seem to bend over backwards to hand service over to GCI, given this history and backdrop.

AEE and WCC are dismayed that the Bureaus could rely on GCI’s “pinky promise” as a basis to deny their waiver petitions without even examining GCI’s assertions and the impact on the Adak community if AEE and WCC were forced to shut down. The Alaskan delegation recently emphasized “the unique challenges” of serving Adak, “even beyond the normal challenges found elsewhere in Alaska.”¹¹ And the decision of the Bureaus is particularly perplexing given the Commission’s focus on providing reliable service to remote and rural areas. Indeed, in recent remarks, Acting Chairwoman Clyburn reiterated the importance of ensuring that small providers struggling to operate in rural areas are able to continue providing critical services to consumers.¹²

Furthermore, as the companies emphasized in their Application for Review, the Bureaus must properly consider the potential for a default on AEE’s RUS loan, and cannot ignore the Commission’s direction to “consider whether the specific reforms would cause a provider to default on existing loans and/or become insolvent.”¹³ The Bureaus made only a passing reference to this

⁷ See Opposition of General Communication, Inc. to AEE’s and WCC’s Application for Review and Petition for Reconsideration, WC Docket No. 10-90, *et al.*, at n. 8 (filed Aug. 30, 2013) (“... although GCI committed to continuing to provide voice service, it did not commit to providing ‘wireline’ service.”); see also Reply to Opposition to Application for Review, AEE and WCC, WC Docket No. 10-90, *et al.*, at 1 (filed Sept. 9, 2013) (“Reply to Opposition to Application for Review”).

⁸ See Reply to Opposition to Application for Review at 1-2, 5; Application for Review at 4-5, 10.

⁹ See Reply to Opposition to Application for Review at 2, 4; Application for Review at 4-6.

¹⁰ See Reply to Opposition to Application for Review at 4; Application for Review at 12-13, Exhibit 2 (Declaration of Layton J. Lockett, dated Sept. 4, 2012) and Exhibit 3 (Letter from Clesson Zaima, dated April 12, 2013).

¹¹ See Exhibit 1, Letter from the Rep. Don Young, Sen. Lisa Murkowski, and Sen. Mark Begich to Acting Chairwoman Clyburn, FCC (dated Oct. 17, 2013) (“Alaskan Delegation Letter”).

¹² See Prepared Remarks of Acting Woman Mignon L. Clyburn at the Competitive Carriers’ Association Annual Convention (dated Sept. 17, 2013)

¹³ See USF/ICC Transformation Order, ¶ 540.



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requirement in a single footnote, inexplicably concluding that “even in the event that AEE were to default on its RUS loan, this cost would be far more than offset by savings to the [Universal Service Fund].”¹⁴ As the companies explained in detail, this statement is not only unsupported by any cost analysis, but it appears to be wrong.¹⁵ Given GCI’s documented practice of selling multiple lines to individual customers in remote Adak, GCI may well continue to receive overall levels of USF support in Adak comparable to the amounts received by AEE and WCC – or even more support – depending on how many lines per customer GCI chooses to collect.¹⁶

Strikingly, more than 15 government agencies, businesses, residents, and other entities – including the U.S. Department of Interior Fish and Wildlife Service, the City of Adak, the Adak Police Department, and the U.S. Geological Survey, and the entire Alaskan delegation – have filed in support of AEE and WCC; no one has filed in support of GCI.¹⁷

While the companies have submitted overwhelming amounts of information to demonstrate that waivers are warranted, AEE and WCC provide yet more information with this ex parte in response to additional questions raised by staff. Given that AEE and WCC are understaffed and on the verge of bankruptcy as a result of the waiver process, the companies emphasize that they do not have the resources to continue providing further information at this point – particularly in response to questions regarding details, such as the amount of insurance costs that could be saved by decommissioning a few old vehicles, which have minimal impact on the companies’ overall operating expenses. With the submission of the following supplemental information, the companies

¹⁴ See *Adak Eagle Enterprises, LLC and Windy City Cellular, LLC, Petitions for Waiver of Certain High-Cost Universal Service Rules*, WC Docket No. 10-90 and WT Docket No. 10-208, Order, 28 FCC 10194, n. 72 (2013).

¹⁵ See Application for Review at 8-10.

¹⁶ The Bureaus also set a harmful precedent and exceeded their authority by determining that it is acceptable for a company to default on loans from a separate federal agency. RUS, not the Commission, reviewed and approved AEE’s loan and subsequent expenditures. RUS and American taxpayers, not the Commission, will be deprived of the value of the outstanding loan if AEE is forced to default. As RUS explained in its letter to Acting Chairwoman Clyburn, where federal debt is at risk due to a denied waiver, RUS should be given deference during that decision-making process. See Letter from John Charles Padalino, Administrator, Rural Utilities Service, to Acting Chairwoman Mignon Clyburn, FCC, WT Docket No. 10-208, *et al.*, at 3 (dated Aug. 14, 2013) (“RUS Letter”).

¹⁷ See, e.g., Petition for Waiver of Adak Eagle Enterprises, LLC, WC Docket No. 10-90, *et al.*, at Attachment A (filed May 22, 2012); Letter from Monica Desai, Counsel, AEE and WCC, to Marlene H. Dortch, Secretary, FCC, Notice of Ex Parte, WC Docket No. 10-90, *et al.*, at Attachment 3 (dated May 31, 2013); Letter from Monica Desai, Counsel, AEE and WCC, to Marlene H. Dortch, Secretary, FCC, Notice of Ex Parte and Submission of Further Supplemental Information, WC Docket No. 10-90, *et al.*, at Attachment 8 (dated April 12, 2013) (Letters of Support filed by Sen. Mark Begich; Sen. Lisa Murkowski; Congressman Don Young; the City of Adak; Marine Exchange of Alaska; Aleut Corporation; Adak Community Development Corporation; Alaska Maritime National Wildlife Refuge, U.S. Department of the Interior, Fish and Wildlife Service; Icicle Seafoods, Inc.; Eastern Aleutian Tribes; National Telecommunications Cooperative Association; U.S. Geological Survey; Southwest Alaska Municipal Conference; and the Adak Police Department); see also Letter from Monica Desai, Counsel, AEE and WCC, to Marlene H. Dortch, Secretary, FCC, Notice of Ex Parte, WC Docket No. 10-90, *et al.*, Declaration of Elaine Smiloff (filed Sept. 12, 2013); see also Reply of NTCA – The Rural Broadband Association and the Western Telecommunications Alliance to Opposition of General Communication, Inc., WC Docket No. 10-90 and WT Docket No. 10-208 (filed Sept. 9, 2013); see also Letter from Shannon M. Heim, Counsel, Alaska Rural Coalition, to Marlene H. Dortch, Secretary, FCC, Notice of Ex Parte, WC Docket No. 10-90 and WT Docket No. 10-208 (filed Sept. 19, 2013); RUS Letter; Alaskan Delegation Letter.

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believe they have provided more than ample information for the Bureaus to reverse their denial so that the companies can avoid bankruptcy and continue providing essential services to the Adak community in accordance with the fundamental objectives of universal service.

1. Executive compensation.

The charts attached at Exhibit 2 provide a breakdown of the salary figures reflected on the 2012 W-2 forms for AEE's and WCC's Chief Executive Officer and Chief Operations Officer. The charts also provide a breakdown of projected salaries for 2013 and 2014. In particular, the charts show:

- In 2012, the CEO received a base salary of [REDACTED] from Adak Telephone Utility ("ATU") and [REDACTED] from WCC. In 2012, the COO received a base salary of [REDACTED] from ATU and [REDACTED] from WCC.
- In 2013 the CEO is projected to receive an estimated [REDACTED] base salary from ATU and [REDACTED] from WCC. The COO is projected to receive an estimated [REDACTED] from ATU and [REDACTED] from WCC. These figures reflect actual 2013 amounts paid through September 2013 and projected salary amounts for the remainder of the year. Because the full salary reduction voluntarily taken by the CEO and COO to cut costs did not go into effect until October 2013, the 2013 projections do not reflect the fully reduced salaries that will be paid to the CEO and COO going forward.
- In 2014, the salary projections reflect the full effect of the voluntary salary reduction. The CEO is projected to receive an estimated [REDACTED] based salary from ATU and [REDACTED] from WCC. The COO is projected to receive an estimated [REDACTED] base salary from ATU and [REDACTED] from WCC. These salary figures are within the reasonable range when compared to the base salary figures from NTCA survey and the Alaska Department of Labor, as illustrated in the salary comparison chart provided with the companies' Petition for Reconsideration.¹⁸
- Staff asked whether additional compensation was taken by the executives disguised under the label of any other category, such as plant and equipment. The answer is no. No compensation is paid by ATU or WCC from any other category. The salaries are exactly as described.
- Staff also asked about executive compensation connected with Adak Cablevision – a non-regulated entity that does not receive USF funding. The companies note this is yet another category of information requested by Bureau staff that goes beyond what the Commission set forth in the waiver standard set forth in the *USF/ICC Transformation Order*, and is not connected to the waiver petition. Nevertheless, the companies provide this information because they feel they have no choice – the fate of the companies is in the hands of the Bureaus and the Commission, so the companies must answer yet another question beyond

¹⁸ See Petition for Reconsideration at Exhibit 1 (Salary Comparison Chart).



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the scope of the Commission's waiver standard to avoid giving the appearance that they are hiding anything. This information is provided in the attached chart.

2. The companies' cash balances.

Exhibit 3 provides the companies' cash balances for the months of June, July, and August 2013. For each month, balances are provided for AEE's main account, deposit account (containing only customer deposits that cannot be used by AEE), and construction account (containing funds allocated to construction projects). Balances also are provided for WCC's main account and deposit account (containing only customer deposits that cannot be used by WCC).

It is important to note that AEE's construction account balances for June, July, and August 2013 do not reflect that AEE repaid [REDACTED] to RUS in September 2013. As explained in the Petition for Reconsideration, RUS had loaned those funds to AEE to construct a warehouse that is critically needed to house equipment, vehicles, and maintenance operations in a heated facility protected from the severe weather conditions on Adak. Due to the flash cut in funding, and ensuing uncertainty created by the waiver review process, AEE postponed the construction of this warehouse and set aside the funds for repayment to RUS. After the Bureaus issued their denial, those funds were repaid to RUS.

3. Companies' accounts receivable.

Exhibit 4 provides charts of AEE's and WCC's accounts receivable for June, July, and August 2013.

With respect to the amounts reflected on the accounts receivable as being owed to ATU and WCC by their affiliate Adak Cablevision, it is important to note that these amounts reflect the dollar value of operational services – including labor, benefits, freight, and the lease of necessary fiber – that ATU and WCC have provided to Adak Cablevision in order for Adak Cablevision to provide cable television service to the Adak community. The amounts do not reflect any form of cash loan or payment.

Adak Cablevision is the only provider of cable television for the Adak community, and ATU and WCC are the only companies on the island capable of providing the operational services necessary for Adak Cablevision to provide its service on the island. Adak Cablevision would not be able to provide the Adak community with its only cable television service without incurring the costs of services provided by ATU and WCC. Due to the fluctuating population on Adak Island, however, there are periods of time during which there are not enough cable customers for Adak Cablevision to generate sufficient revenue to cover these expenses. As a result, the company incurs debt during those periods of time that it then must pay back to ATU and WCC, as reflected on the accounts receivable.

Following generally accepted accounting principles, ATU and WCC have been careful to separately account for and record the costs of the services provided to Adak Cablevision in their accounts receivable. Adak Cablevision is obligated – and expected – to pay back the amounts owed to ATU and WCC, and makes monthly payments toward these amounts on an ongoing basis.

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4. Companies' cash flow.

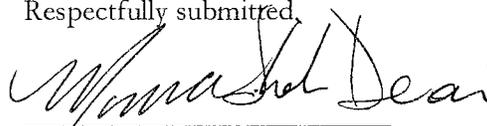
Exhibit 5 provides charts of AEE's and WCC's cash flows for June, July, and August 2013.

5. Company vehicles.

Staff questioned whether the companies could decommission any of their vehicles on Adak Island in order to reduce insurance costs. Exhibit 6 illustrates that even if the companies were to decommission five vehicles, doing so would only save the companies a minimal amount of less than [REDACTED] a year in insurance costs. Additionally, the companies previously explained that AEE would need permission from RUS before decommissioning any vehicles.

As the companies have explained, given the extreme weather and terrain conditions on Adak Island, the companies' remaining vehicles were bought over the years because they were necessary to access facilities, perform maintenance operations, and maintain a minimal level of redundancy in the event a vehicle were to break down – especially given that prior to 2011, there was no mechanic on the island to repair and maintain vehicles, and it is neither quick nor easy to obtain replacement parts. RUS approved these necessary expenditures.¹⁹

Respectfully submitted,



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*Counsel to Adak Eagle Enterprises, LLC
 and Windy City Cellular, LLC*

¹⁹ See Petition for Reconsideration at 9-10; Letter from Monica Desai, Counsel, AEE and WCC, to Marlene H. Dortch, Secretary, FCC, Notice of Ex Parte and Submission of Supplemental Information, WC Docket No. 10-90, *et al.*, at 10 (dated Aug. 20, 2012).

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October 23, 2013

cc:

Priscilla Delgado Argeris

Amy Bender

Christopher Cook

Nicholas Degani

Rebekah Goodheart

Jane Jackson

Michael Jacobs

Travis Litman

Scott Mackoul

Carol Matthey

Sue McNeil

Ruth Milkman

Louis Peraertz

Kimberly Scardino

Gary Seigel

Joseph Sorresso

Jamie Susskind

Julie Veach

Margaret Wiener

Chin Yoo

EXHIBIT 1

Letter from Alaskan Congressional Delegation

Congress of the United States
Washington, DC 20515

October 17, 2013

The Honorable Mignon Clyburn, Acting Chairwoman
Federal Communications Commission
445 12th St., S.W.
Washington, D.C. 20554

Dear Mme. Chairwoman;

We are writing to strongly urge the Federal Communications Commission (FCC) to reconsider the denials of the Petitions for Waiver filed by Adak Eagle Enterprises, LLC (AEE) and its affiliate Windy City Cellular, LLC (WCC) from rules adopted by the Commission in the USF/ICC Transformation Order. We fear that, without prompt action, the denial of these waivers could cause undue harm to the Adak community.

Several negative effects caused by the waivers' denials are already being felt throughout the Adak community. Thus far, AEE and WCC have reduced the number of their employees by half and were forced to close their only retail store on the remote island of Adak. Unfortunately, unlike most places in the Lower 48, where the next closest retail store is just 40 miles away in an adjacent town, Adak is different. For the residents of Adak, the next closest retail store, of any kind, is over 450 sea miles away, across the desolate and dangerous Bering Sea. Yet, due to this closing, if AEE or WCC customers wish to remain customers of AEE or WCC (and not switch to a competitor), they must now travel a short 1,200 miles to Anchorage to the only other retail location operated by AEE and WCC.

As a result of the FCC's decision on this matter, we are also concerned that both governmental functions and public safety could be jeopardized on Adak. Numerous tribal, local, state, and federal government agencies and departments remaining on Adak— including the City of Adak, Adak Police Department, Marine Exchange of Alaska, Aleut Corporation, Adak Community Development Corporation, Alaska Maritime National Wildlife Refuge, U.S. Department of the Interior, Fish and Wildlife Service, Eastern Aleutian Tribes, and the U.S. Geological Survey – have expressed in letters to the FCC their reliance on AEE and WCC. Just as important, AEE and WCC appear to provide the only fully-functional and reliable 9-1-1 service on Adak.

Ultimately, we ask the FCC to fully consider the ramifications of AEE and WCC declaring bankruptcy. One likely consequence is that AEE will default on its Rural Utilities Service (RUS) loan, jeopardize U.S. tax dollars in the process, and destabilize a reliable portfolio of RUS loans. This issue is precisely what the FCC promised to "consider" in the USF/ICC Transformation Order when evaluating waiver requests.

In addition, the on-going uncertainty created by the FCC's reforms has already produced a chilling impact on infrastructure development. In fact, the FCC's reforms have actually hurt the very type of investment the FCC says is needed to connect rural and remote areas. Meanwhile, as a result of the FCC's decision on AEE and WCC, a second telecommunications company in Alaska, a customer owned cooperative serving communities that are predominantly Alaska Native, has curtailed its investments in remote areas. In fact, this company recently advised the Rural Utilities Service (RUS) that, based on the FCC's positions stated in the Order denying AEE's and WCC's waiver, it will not draw funds from its previously approved RUS loan and will not attempt to complete construction of its wireless system in several remote villages in the Arctic. Not only does this pose a public safety risk to the Alaskans who live in those villages, but it is also the beginning of the "domino" effect of which the RUS warned in its August 14, 2013 letter to the FCC.

In closing, for the past two years, we have expressed our concerns to the FCC about what makes Alaska different. In particular, we have provided the FCC countless amounts of information about the unique challenges that serving Adak presents, even beyond the normal challenges found elsewhere in Alaska. As Alaska's elected representatives, we have a firsthand understanding of these differences and challenges. We have tried relentlessly to share this information to better inform the important decisions the FCC makes. Unfortunately and especially in the case of Adak, we do not believe that the FCC understands, firsthand, the challenges on Adak.

As such, before making a final ruling on AEE, WCC, and the customers they serve, we challenge the FCC to send a representative to Adak Island to experience, firsthand, the unique conditions under which AEE and WCC must operate. We also would ask the FCC to take the time to explain to the local community on Adak how the bankruptcy of AEE and WCC will help improve broadband and phone service on this remote and isolated island. We feel that our constituents on Adak deserve at least that much.

We look forward to helping you arrange your trip in the very near future. Please note that, as there are only two flights per week into and out of Adak (and these flights are often delayed due to harsh weather conditions), one should plan to spend more than a single day on the island. We await your prompt response.

Sincerely,


Don Young
Member of Congress


Lisa Murkowski
United States Senator


Mark Begich
United States Senator

EXHIBIT 2

Executive Compensation

[[

**ENTIRE EXHIBIT REDACTED
[4 PAGES]**

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EXHIBIT 3

AEE and WCC Cash Balances

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**ENTIRE EXHIBIT REDACTED
[58 PAGES]**

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EXHIBIT 4

AEE and WCC Accounts Receivable

[[

**ENTIRE EXHIBIT REDACTED
[23 PAGES]**

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EXHIBIT 5

AEE and WCC Cash Flow

[[

**ENTIRE EXHIBIT REDACTED
[15 PAGES]**

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EXHIBIT 6

Potential Savings from
Decommissioning Vehicles

[[

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[1 PAGE]**

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EXHIBIT 7

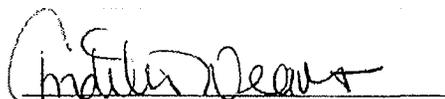
Declaration of Andilea Weaver

DECLARATION OF ANDILEA WEAVER
ADAK EAGLE ENTERPRISES, LLC AND WINDY CITY CELLULAR, LLC

I, Andilea Weaver, declare the following is true and correct to the best of my knowledge and belief:

I am the Chief Operations Officer of Adak Eagle Enterprises, LLC and Windy City Cellular, LLC. I have reviewed the Notice of Ex Parte and attachments and attest, under penalty of perjury, that the facts contained therein are known to me and are accurate.

Executed on this 21st day of October 2013.

A handwritten signature in black ink, appearing to read "Andilea Weaver", written over a horizontal line.

Andilea Weaver
Chief Operations Officer
Adak Eagle Enterprises, LLC and
Windy City Cellular, LLC