



PUBLIC NOTICE

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DA No. 02-762
Thursday, April 4, 2002

CABLE LANDING LICENSES GRANTED

Section 1.767(a) Cable Landing Licenses, Modifications, and Assignments or Transfers of Control of Interests in Cable Landing Licenses (47 C.F.R. § 1.767(a))

By the Chief, Policy Division, International Bureau:

Pursuant to An Act Relating to the Landing and Operation of Submarine Cables in the United States, 47 U.S.C. §§ 34-39 (Cable Landing License Act), Executive Order No. 10530, Exec. Ord. No. 10530 *reprinted as amended in* 3 U.S.C. § 301, and section 1.767 of the Commission's rules, 47 C.F.R. § 1.767, the following applications ARE GRANTED. These grants of authority are taken under section 0.261 of the Commission's rules, 47 C.F.R. § 0.261, and are effective upon release of this public notice. Petitions for reconsideration under section 1.106 or applications for review under section 1.115 of the Commission's rules, 47 C.F.R. §§ 1.106, 1.115, may be filed within 30 days of the date of this public notice.

This public notice serves as each cable landing licensee's Cable Landing License, or modification thereto, pursuant to the Cable Landing License Act and section 1.767 of the Commission's rules. Cable landing licensees should review carefully the terms and conditions of their licenses. Failure to comply with these terms and conditions or relevant Commission rules and policies could result in fines or forfeitures.

The Commission most recently amended its rules applicable to submarine cable landing licenses in *Review of Commission Consideration of Applications under the Cable Landing License Act*, IB Docket No. 00-106, FCC 01-332 (rel. Dec. 14, 2001), 67 Fed. Reg. 1615 (Jan. 14, 2002). An updated version of sections 1.767 and 1.768 of the rules is available at <http://www.fcc.gov/ib/pd/pf/telecomrules.html>. See also http://hraunfoss.fcc.gov/edocs_public/attachmatch/DA-02-598A1.pdf for a March 13, 2002 Public Notice; http://hraunfoss.fcc.gov/edocs_public/attachmatch/FCC-01-332A1.pdf for the December 14, 2001 Report and Order.

SCL-T/C-20020123-00002
SCL-ASG-20020123-00003

AMP Life Limited (Transferor)
Neptune Communications LLC (Transferee)
Alaska Northstar Communications, LLC (Licensee & Assignor)
Northstar License Corporation (Assignee)

TRANSFER OF CONTROL

ASSIGNMENT OF LICENSE

Action Taken: Grant of authority to transfer control of Alaska Northstar Communications LLC (Alaska Northstar), the cable landing licensee for the Alaska North Star Cable System and a wholly owned subsidiary of WCI Cable, Inc. (WCI), from AMP Life Limited (AMP) to Neptune Communications LLC (Neptune), and grant of authority to simultaneously assign Alaska Northstar's interests in the Alaska North Star Cable System cable landing licenses to Northstar License Corporation (Northstar), which will be indirectly owned in majority part and controlled by Neptune. This grant includes authorization allowing Alaska Northstar, presently a debtor-in-possession, to assign its interests in the licenses back to Alaska Northstar prior to consummation of the planned transfer of control and assignment.

Conditions and Requirements:

See Alaska Telecom Ltd., LLC, Cable Landing License, File No. SCL-94-004, 10 FCC Rcd 6072 (IB 1995) (North Star Cable System), Alaska Northstar Communications, LLC, Cable Landing License, File No. SCL-96-002, 11 FCC Rcd 16842 (TD/IB 1996) (North Star Cable System Extension). As requested by applicants, we remove the specific license condition ordering the licensee to file an application to obtain Commission approval prior to the sale or transfer to a foreign entity of five percent or more in the aggregate of U.S.-owned and -controlled stock. *See Alaska Northstar Communications, LLC, Cable Landing License, File No. SCL-96-002, 11 FCC Rcd 16842 (TD/IB 1996) at para. 14(8).* Licensees shall comply with the requirements of § 1.768 (notifications and prior approval for submarine cable landing licensees that are or propose to become affiliated with a foreign carrier), 47 C.F.R. § 1.768. *See also 47 C.F.R. § 1.767(g)(1)-(6), (8)-(14).* Licensees may file, pursuant to para. 63 of the Commission's Report and Order in IB Docket No. 00-106, to seek authority for post-transaction notification of pro forma transactions. *See 47 C.F.R. § 1.767(g)(7); see also New Submarine Cable Landing License Rules Scheduled to Take Effect March 15, Public Notice, DA 02-598 (Mar. 13, 2002).*

The record in this file indicates that there exists at least one competing bidder, in addition to the planned transferee Neptune, that has sought approval from the bankruptcy court to acquire control of Alaska Northstar's parent, including the cable landing license interests held by Alaska Northstar. Therefore, if Neptune ultimately does not acquire control of Alaska Northstar pursuant to the bankruptcy court proceeding, Neptune and Northstar shall file timely notice with the Commission that they will not consummate the proposed transfer of control and assignment of licenses.

These grants are conditioned upon Applicants' not consummating the proposed transactions unless and until the Commission grants the related application for transfer of control of domestic section 214 authorization. These grants shall in no way prejudice the outcome of the pending application for transfer of control of domestic section 214 authorization. *See Commission Seeks Comment on a Joint Application Filed by Neptune Communications, LLC, Alaska Fiber Star License Corporation and Northstar License Corporation for Transfer of Control, Public Notice, CC Docket No. 02-51, DA 02-586 (rel. Mar. 11, 2002).*

Licensee Information: Alaska Northstar, a Delaware corporation, is the cable landing licensee for the Alaska North Star Cable System consisting of two cables connecting points within Alaska and points in Alaska with the continental United States. Alaska Northstar is a wholly owned subsidiary of WCI, a Delaware corporation that is majority owned by transferor AMP, an Australian company. On August 20, 2001, WCI and certain of its affiliates and subsidiaries including Alaska Northstar sought and obtained Chapter 11 bankruptcy protection, and the bankruptcy court established bidding procedures for the sale of assets. On December 19, 2001, WCI, as a debtor-in-possession, selected the bid of Neptune as the highest and best offer.

Neptune, a Delaware company, is 61.32 percent owned by Carlyle Venture Partners II, LP, a U.S. entity, which itself is 16.85 percent owned by Boeing and 16.85 percent owned by the California State Public Employees Retirement System. Neptune also is 30.65 percent owned by TNG Partners LLC, a U.S. entity in which three U.S. citizens, Donald Schroeder, David Walker, and Reja Sabet, each own a 20.33 percent interest, and is 8.03 percent owned by CVP II Coinvestment LP, a U.S. entity with no 10 percent or greater shareholders.

Neptune and Northstar certify that neither entity is a foreign carrier and neither entity is affiliated with any foreign carriers.

Pursuant to a stock purchase agreement dated January 5, 2002, transferee Neptune, through its wholly owned subsidiary Crest Communications Corporation (Crest), a Delaware corporation, will acquire an indirect 95 percent ownership interest in WCI, and one or more of WCI's creditors or shareholders will retain up to a five percent interest in WCI. WCI, at the closing of the stock purchase, will continue to wholly own Alaska Northstar. Immediately after the closing of the stock purchase, Alaska Northstar will assign its cable landing licenses to Northstar. Northstar will be a wholly owned subsidiary of Northstar Pacific Communications, Inc. (Northstar Pacific), which itself will be a wholly owned subsidiary of WCI. Alaska Northstar will be consolidated into Northstar Pacific. Applicants state that if the total stock purchase is not consummated, Neptune agrees to take all appropriate actions to ensure that the grant of transfer of control has no force and effect and to ensure that all Commission authorizations continue to be held by Alaska Northstar or Alaska Northstar as debtor-in-possession and by WCI and AMP.

Interlocking Directorates: None

Regulatory Status of Cable: Alaska North Star is a private cable system (consistent with NARUC I, 525 F.2d 630, 642 (D.C. Cir. 1976), cert. denied, 425 U.S. 992 (1976)); see *Alaska Telecom Ltd., LLC*, Cable Landing License, File No. SCL-94-004, 10 FCC Rcd 6072 (IB 1995), *Alaska Northstar Communications, LLC*, Cable Landing License, File No. SCL-96-002, 11 FCC Rcd 16842 (TD/IB 1996), *Alaska Northstar Communications, LLC*, Memorandum Opinion and Order, File Nos. SCL-94-004-TC and SCL-96-002-TC, 12 FCC Rcd 20330 (TD/IB 1997).

Cable Design and Capacity: See File Nos. SCL-94-004 and SCL-96-002.
