

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554**

In the Matter of the Joint Application of)
Access Integrated Networks, Inc. and)
IDT America, Corp.,)
for Authority pursuant to Section 214 of the) Docket No. _____
Communications Act of 1934, as Amended,)
to Transfer Certain Customers of an)
Authorized Domestic and International)
Carrier)

DOMESTIC AND INTERNATIONAL 214 TRANSFER OF CONTROL APPLICATION

I. INTRODUCTION

Access Integrated Networks, Inc. ("AIN" or "Transferee") and IDT America, Corp. ("IDT" or "Transferor") (together "Applicants"), pursuant to Section 214 of the Communications Act of 1934, as amended, 47 U.S.C. Section 214, and Sections 63.03, 63.04(a), and 63.18 of the Commission's Rules, 47 C.F.R. Sections 63.03, 63.04(a), and 63.18, hereby request authority to enable AIN to acquire certain customers of IDT. The proposed transaction will not result in a loss or impairment of service to IDT customers that would be affected by the proposed transaction. This application is therefore submitted as a streamlined transfer of control pursuant to Section 63.03 and 63.18 of the Commission's rules.

II. SUMMARY OF THE PROPOSED TRANSACTION

AIN is a Georgia-based local exchange and long distance carrier. AIN is certified to provide local and long distance service in nine states. AIN also has international Section 214 global resale authority pursuant to FCC rules (ITC-214-19970926-00584).

IDT is a New Jersey-based local exchange and long distance carrier. IDT is registered, licensed or otherwise authorized to provide long distance services nationwide and local exchange service in forty-five states². IDT also has international Section 214 global resale authority pursuant to FCC rules (ITC-214-19980507-00300), and will retain this authority following the transaction.

Applicants have entered into an Asset Purchase Agreement whereby AIN will generally acquire IDT's residential customers in two states, Florida and Georgia. Following the transaction, these customers will be served by AIN. The proposed transfer is subject to certain state required notifications

and/or approvals. Applicants emphasize that the transition of IDT's residential customers will be almost seamless and virtually transparent to the affected customers with only a minor change being made to a non-regulated service (voicemail). Following the transfer, AIN will provide long distance (where applicable) and/or local exchange service under the same rates, terms and conditions as the customers currently receive from IDT. IDT's customers will not incur any charges as a result of the change in service provider from IDT to AIN.

In accordance with state and Commission rules, Applicants are providing or have provided written notice to affected IDT customers informing them of the proposed transaction. Service to these customers will not be transferred until the requisite regulatory approvals have been obtained. In addition, IDT has filed with the Commission the notice and certification required by Section 64.1120(e) of the Commission's rules. Applicants seek to consummate the proposed transaction on an expedited basis so that AIN may integrate the acquired customers into its existing business in an orderly fashion, and at the same time expand its presence in the regional market which it serves.

III. ADDITIONAL INFORMATION REQUIRED BY SECTIONS §63.04 & §63.18 (h)-(p)

In support of this Application, Applicants provide the following summary information pursuant to §63.04 and §63.18 (h)-(p) of the Commission's rules:

a) Contact Information

Transferor: IDT America, Corp
520 Broad Street
Newark, New Jersey 07102-3111
Telephone: (973) 438-1000
Facsimile: (973) 438-1455
FRN: 22-3312697

Transferee: Access Integrated Networks, Inc.
4885 Riverside Drive, Ste 304
Macon, GA 31210
Telephone: 478- 475-9800
Facsimile: 478-475-9988
FRN: 0005-0443-75

b) State of Incorporation

Transferor: IDT is incorporated under the laws of the state of New Jersey.

Transferee: AIN is incorporated under the laws of the state of Georgia.

c) Contact persons for this Application

Questions concerning this application may be directed to:

Sharyl D. Fowler
Access Integrated Networks, Inc.
4885 Riverside Drive, Suite 304
Macon, Georgia 31210
Telephone: (478) 476-1165
Facsimile: (478) 405-3112
E-mail: Sharyl.fowler@accesscomm.com

with a copy to: Carl Billek
IDT America, Corp.
520 Broad Street, 4th Floor
Newark, NJ 07102-3111
Telephone: (973) 438-4854
Facsimile: (973) 438-1455
E-mail: Carl.Billek@corp.idt.net

and: Robin Norton
Technologies Management, Inc.
210 North Park Avenue
Winter Park, Florida 32789
Telephone: (407) 740-3004
Facsimile: (407) 740-0613
E-mail: rnorton@tminc.com

d) Equity Ownership

The following individuals directly own ten percent or more of Petitioners.

AIN is wholly owned by Access Investors, LLC, a venture capital enterprise, which in turn is owned 100% by Holcombe Green (65%) and R. Kirby Godsey (35%), both United States citizens, and who may be reached at One Buckhead Plaza, 3060 Peachtree St, NW, Suite 1060, Atlanta, GA 30305.

IDT America, Corp. is a wholly owned subsidiary of IDT Corporation who may be reached at 520 Broad Street, Newark, New Jersey, 07102-3111.

e) Certification

AIN and IDT each certify pursuant to Sections 1.2001 through 1.2003 of the Commission's rules that no party to this Application is subject to a denial of Federal benefits, as provided in the Anti-Drug Abuse Act of 1988, 21 U.S.C. §3301.

f) Geographic Areas Served

AIN is certified to provide local and long distance service in the nine BellSouth states.¹ IDT is registered, licensed or otherwise authorized to provide long distance services nationwide and local exchange service in forty-five states².

g) Streamlined Treatment

Applicants submit that the proposed transaction would result in AIN's market share in the local and long distance market to be substantially less than ten percent. AIN provides competitive telecommunications and exchange access services exclusively in geographic areas served by a dominant local exchange carrier that is not a party to this transaction. Neither applicant is dominant with respect to any service. Therefore, this Application presumptively qualifies for streamlined processing pursuant to Section 63.03(b)(2)(i) of the Commission's rules.

h) Related FCC applications

None.

i) Special Consideration

None.

j) Waiver Requests

Applicants have not filed any waiver requests in conjunction with the proposed transaction.

k) Public Interest Considerations

The proposed transaction will serve the public interest by ensuring no interruption of service to the affected customers, and the affected customers will receive the same rates, terms and conditions of

¹ The states in which AIN operates are Alabama, Florida, Georgia, Kentucky, Louisiana, Mississippi, North Carolina, South Carolina, and Tennessee.

² The states in which IDT does not have local exchange authority are Alaska, Hawaii, Missouri, Ohio and Tennessee.

service backed by the support services of AIN, a growing and highly competitive carrier. Because AIN will provide service to IDT's former customers at the same rates, terms and conditions of service as they currently receive from IDT, the transaction will be virtually transparent to IDT's customers with only a minor change being made to a non-regulated service (voicemail). Moreover, as set forth above, Applicants have provided or will provide written notice of the proposed transaction to ensure that IDT customers will understand how the proposed change in service providers will affect them.

l) Additional information Required by §63.18 (h)-(p)

(h) AIN certifies that there exists no interlocking directorates with any foreign carrier.

(i) AIN certifies that it is not a foreign carrier, nor is it affiliated with nor does it control a foreign carrier as defined in Section 63.09(d), in any destination market.

(j) AIN does not seek to modify its current international authority with this customer base transfer. AIN is not a foreign carrier in any country; does not control a foreign carrier in any country; and no 25 percent or more owner of AIN controls a foreign carrier in any country.

(k) Not applicable.

(l) Not applicable.

(m) Not applicable.

(n) AIN certifies that it has not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route, where the foreign carrier possesses sufficient market power on the foreign end of the route to affect competition adversely in the U.S. market, and will not enter into such agreements in the future.

(o) AIN certifies that neither AIN nor any party to this application is subject to a denial of Federal benefits, as provided in the Anti-Drug Abuse Act of 1988, 21 U.S.C. 853a.

(p) AIN requests streamlined processing of this application pursuant to Section 63.12. In support of this request, AIN states that it is not affiliated with a foreign carrier in a destination market, is not affiliated with a dominant U.S. carrier whose international switched or private line services it plans to resell, nor does it seek authority to provide switched basic services over private lines to a country for which the Commission has not previously authorized the provision of switched services over private lines.

For these reasons, the grant of this Application is consistent with the public interest.

Respectfully Submitted,

By: _____

Sharyl D. Fowler
Senior Regulatory Analyst
Access Integrated Networks, Inc.

Dated: March 9, 2007

VERIFICATION

STATE OF GEORGIA
COUNTY OF BIBB

I, Vincent M. Oddo, being first duly sworn, do hereby certify, depose and state that I am President/Chief Executive Officer for Access Integrated Networks, Inc. and that I am authorized to make this verification on behalf of Access Integrated Networks, Inc.; that I have read the foregoing Petition; and that the facts stated therein are true and correct to the best of my knowledge, information and belief.

Vincent M. Oddo
President/Chief Executive Officer
Access Integrated Networks, Inc.

Subscribed and sworn to before me, a Notary Public, this _____ day of _____ 2007.

Notary Public

My Commission expires: _____

VERIFICATION

STATE OF NEW JERSEY
COUNTY OF ESSEX

I, Jim Courter, being first duly sworn, do hereby certify, depose and state that I am President of IDT America, Corp. and that I am authorized to make this verification on behalf of IDT America, Corp.; that I have read the foregoing Petition; and that the facts stated therein are true and correct to the best of my knowledge, information and belief.

Jim Courter
President
IDT America, Corp.

Subscribed and sworn to before me, a Notary Public, this _____ day of _____ 2007.

Notary Public

My Commission expires: _____