

Grand Policy Division
International Bureau

date: SEP 05 2007

Expires: March 3, 2008

authorized by:
Chief, Policy Div. IB

Amos L. Ball
signature

Non-Streamlined ITC-STA-20070806-00320

IB2007001854

Charles Hage
Reseller

*Applicants acknowledge the conditions of
STA as stated in P. 2 of Attachment 1.*

Attachment 1

Responses Accompanying Application for Special Temporary Authority ("STA") for a transfer of control of WorldPoint from Mr. Charles Hage to XOL Holding Company ("XOL") related to WorldPoint's International Section 214 authorization (File No. ITC-214-20010717-00392).

Answer to Questions 9 and 10:

By this application, WorldPoint Communications, Inc. ("WorldPoint") seeks Special Temporary Authority ("STA") from the Commission for a transfer of control of WorldPoint from Mr. Charles Hage to XOL Holding Company ("XOL") related to WorldPoint's International Section 214 authorization (File No. ITC-214-20010717-00392).

As described below, this transfer of control has already been consummated. At the time of the transaction, however, WorldPoint inadvertently failed to seek Commission approval for the transfer of control. WorldPoint is now seeking an STA to prevent any disruption of service to customers.

Simultaneously with this application, WorldPoint is also filing an application for the transfer of control of WorldPoint to XOL (the same transaction for which this STA seeks consent).

On November 25, 2002, Mr. Charles Hage, a United States citizen, sold his 100 percent interest in WorldPoint to XOL, a Lebanese corporation. The sale was consummated through a Share Purchase Agreement.

This transaction serves the public interest because it serves WorldPoint's customers by providing a more solid financial footing for WorldPoint. In particular, XOL, as a corporation, is better capitalized than a single individual, Mr. Hage. Under the ownership of XOL, WorldPoint has increased competition in the market for both facilities-based and resold international communications.

By contrast, the transaction has not harmed the public interest. WorldPoint has continued to serve its customers on virtually the same terms and conditions as were in effect before the transaction. There has been no reduction, impairment, or discontinuance of service to any customer as a result of this transaction. Thus, the transaction has been largely transparent to WorldPoint's customers.

Regrettably, the parties did not seek FCC consent to this transfer of control prior to or after its consummation. This failure to seek FCC approval was due in part to inadequate legal advice and in part due to lack of follow up by WorldPoint. Unfortunately, WorldPoint did not discover this omission until it began its due diligence for its possible acquisition by another entity. WorldPoint,

MODE = MEMORY TRANSMISSION

START=SEP-05 15:49

END=SEP-05 15:50

FILE NO.=029

STN COM1. ONE-TOUCH/ STATION NAME/TEL. NO.
NO. ABRN NO.

PAGES DURATION

001 OK 92230833

002/002 00:00:32

-INTERNATIONAL BUREAU -

***** -INTL BUREAU - ***** 202 418 2824- *****



PD

INTERNATIONAL BUREAU

Policy Division

FAX SHEET

Fax Number: (202) 418-2824

This facsimile transmission is intended only for the addressee shown below. It may contain information that is privileged, confidential or otherwise protected from disclosure. Any review, dissemination or use of this transmission or its contents by persons other than the addressee is strictly prohibited. If you have received this transmission in error, please notify us immediately by telephone and mail the original to us at the Federal Communications Commission, International Bureau, 415 12th Street S.W., Room 7-4623, Washington, DC 20554.

DATE: 9/5/07

FROM: George Li

TELEPHONE NUMBER: (202) 418-1462

TO: Stephen Rosen

FAX NUMBER: 202-223-0833

TELEPHONE NUMBER: 202-857-2570

SPECIAL INSTRUCTIONS: 14C-55A-20070806-00320



Federal Communications Commission
Washington, D.C. 20554

International Bureau

E-mail: James.Ball@fcc.gov
George.Li@fcc.gov

(202) 418-1462
(202) 418-2824 (fax)
August 17, 2007
Ref: 2007-32

Hillary Morgan	(703) 607-6092	Steven W. Lett	(202) 647-5835
Stephen Heifetz	(202) 282-8973	Louis Brenner	(202) 692-4235
Alex Daman	(202) 282-9940	Josephine Scarlett	(202) 482-5461
Edward T. Hand	(202) 514-2464	Kenneth Schagrin	(202) 395-5663
Myla S. Trotter	(202) 324-1730	Sigal Mandelker	(202) 616-0573
Jonathan Frenkel	(202) 282-8478	Sally Shipman	(202) 456-6085
Dominic Pastore	(202) 514-5607		

Re: Section 214 Application

Dear Sir or Madam:

Please review the following applications and advise us whether you have any national security, law enforcement, foreign policy or trade concerns by **C.O.B. September 5, 2007**, because we are prepared to take action on these applications. **Electronic filed (e-file) applications are able to be viewed by accessing www.fcc.gov/ibfs and searching by the file number.**

ITC-214-20070807-00319(e-file)

Sunycell Inc.'s application for authority to provide resale services between the United States and permissible international points. Applicant is 100% owned by a citizen of South Korea.

ITC-T/C-20070808-00321 (e-file)

Application for consent to transfer control of international section 214 authorization, ITC-214-20010717-00392, held by WorldPoint Communications, Inc. from Mr. Charles Hage to XOL Holding Company, a corporation incorporated and located in **Lebanon**. Lebanon is a **non-WTO** member country. A citizen of **Lebanon** owns over 90% of XOL Holding. On **November 25, 2002**, Mr. Charles Hage, a U.S. citizen, sold his 100% interest in WorldPoint to XOL Holding.

ITC-STA-20070806-00320 (e-file)

Application for Special Temporary Authority (STA) to transfer control of international section 214 authorization, ITC-214-20010717-00392, held by WorldPoint Communications, Inc. from Mr. Charles Hage to XOL Holding Company, a corporation incorporated and located in **Lebanon**. Lebanon is a **non-WTO** member country. A

citizen of **Lebanon** owns over 90% of XOL Holding. On **November 25, 2002**, Mr. Charles Hage, a U.S. citizen, sold his 100% interest in WorldPoint to XOL Holding. The applicants acknowledge that grant of the STA will not prejudice any action the Commission might take on the underlying application (ITC-T/C-20070808-00321) and the STA can be revoked by the Commission upon its own motion without a hearing.

If we do not hear from you by **C.O.B. September 5, 2007**, we will assume that you do not have any concerns with the above listed applications.

Sincerely,


George Li, Deputy Chief
Policy Division

Page 1 of 1

George Li

From: Veronica Garcia-Ulloa

Sent: Friday, August 17, 2007 10:28 AM

To: 'robert.elmen@ic.fbi.gov'; 'paul.kozak@ic.fbi.gov'; 'Amy.Jabloner@usdoj.gov'; 'Dominic.Pastore@usdoj.gov'; 'dklein1@leo.gov'; 'edward.hand@usdoj.gov'; 'hillary.Morgan@disa.mil'; 'jscarlett@nta.doc.gov'; 'kschagrin@ustr.gov'; 'Louis.brenner@dhs.gov'; 'tina.gabrielli@dhs.gov'; 'Brian.williams@associates.dhs.gov'; 'joseph.springsteen@usdoj.gov'; 'vbarish@askalea.net'; 'maydc@state.gov'; 'lettsw@state.gov'; 'Denise.pontacoloni@associates.HQ.DHS.GOV'; 'alane.kochems@associates.HQ.DHS.GOV'; 'sigal.mandelker@usdoj.gov'; 'jonathan.frenkel@dhs.gov'; 'Stephen.heifetz@dhs.gov'; 'jennifer.Underliner@usdoj.gov'; 'Christopher.Siefken@ic.fbi.gov'; 'jpifer@leo.gov'; 'albert.pinto@hq.dhs.gov'; 'sshipman@ostp.eop.gov'; 'Erica.Bomsey@dhs.gov'; 'Alex.Daman@dhs.gov'; 'Kishiyama, Lonnie'; 'Greg.Pinto@dhs.gov'; 'douglas.daniels@DHS.GOV'

Cc: George Li; Susan OConnell; David Krech; Joann Ekblad; Mikelle Morra; Veronica Garcia-Ulloa; James Ball; Sumita Mukhoty

Subject: Cover Letter Reference 2007-32 (C.O.B. September 5, 2007)

Attachments: Executive Branch 2007-32(b).doc

Good Afternoon,

Attached is cover letter 2007-32 C.O.B. **September 5, 2007**.

Thank you,

Veronica Garcia-Ulloa
Veronica.Garcia-Ulloa@fcc.gov
Federal Communications Commission
International Bureau/Policy Division
(703) 440 0404