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Before the Federal Communications Commission Washington, D.C. 20554

In the Matter of		
)		
USLD COMMUNICATIONS, INC.)	
)		
Application for authority, pursuant to)	File No. ITC-97-608-TC
Section 214 of the Communications Act of)	
1934, as amended, to transfer control of an)	
authorized international carrier.)		

MEMORANDUM OPINION, ORDER AND AUTHORIZATION

Adopted: November 24, 1997 Released: November 28, 1997

By the Chief, Telecommunications Division:

- 1. USLD Communications Corporation (USLD) and LCI International, Inc. (LCI), pursuant to Section 214 of the Communications Act of 1934, as amended, submitted the above-captioned application requesting authority to transfer control of USLD Communications, Inc. (USLDI) from USLD to LCI. The application was placed on public notice on October 17, 1997. No comments were received.
- 2. USLDI, a wholly-owned subsidiary of USLD, is authorized to provide international resale services between the United States and international points. LCI does not hold Section 214 authority, but its subsidiary, LCI International Telecom Corp., is authorized to provide a variety of international communications services. On September 18, 1997, LCI and USLD entered into an Agreement and Plan of Merger, pursuant to which LCI will acquire USLD by purchasing all the outstanding shares from its current shareholders. The transfer will be accomplished by a merger of USLD with a subsidiary of LCI formed for the purpose of this transaction. USLD will be the surviving entity. Because USLDI is a wholly-owned subsidiary of USLD, it will become an indirect wholly-owned subsidiary of LCI.
- 3. Upon consideration of the application and in view of the foregoing, we conclude that consent to transfer control of USLDI from USLD to LCI will serve the public interest, convenience and necessity.
- 4. Accordingly, IT IS ORDERED that the application of USLD and LCI, File No. ITC-97-608-TC IS GRANTED, and the transfer of control of USLDI from USLD to LCI is authorized.
- 5. IT IS FURTHER ORDERED that all terms and conditions of any Commission orders granting authority to USLDI to provide common carrier services remain in effect.

6. This Order is issued under Section 0.261 of the Commission's Rules and is effective upon adoption. Petitions for reconsideration under Section 1.106 or applications for review under Section 1.115 of the Commission's Rules may be filed within 30 days of the date of public notice of this Order (see Section 1.4(b)(2)).

FEDERAL COMMUNICATIONS COMMISSION

Diane J. Cornell Chief, Telecommunications Division International Bureau