

Categories of Services for 214 Applications
(Streamlined/Non-streamline)

- ASSIGNMENT OF LICENSE
- GLOBAL FACILITIES-BASED SERVICE
- GLOBAL FACILITIES-BASED/GLOBAL RESALE SERVICE
- GLOBAL RESALE SERVICE
- INDIVIDUAL FACILITIES-BASED SERVICE
- INTERCONNECTED PRIVATE LINE RESALE SERVICE
- LIMITED GLOBAL FACILITIES-BASED SERVICE/LIMITED GLOBAL RESALE SERVICE
- LIMITED GLOBAL FACILITIES-BASED SERVICE
- LIMITED GLOBAL RESALE SERVICE
- INMARSAT AND MOBILE SATELLITE SERVICE
- SWITCHED RESALE SERVICE
- TRANSFER OF CONTROL
- SUBMARINE CABLE LANDING LICENSE
- INTERNATIONAL SPECIAL PROJECT

*Domestic
Citizenship*

Description of Application:

Application to transfer control of Saturn Global Networks, Inc. to International Exchanges Ltd.

READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE

APPROVED BY OMB

3061-058-

(7) LOCKBOX # 358115

PAGE NO. 1 OF 1

FCC USE ONLY
FCC/MELTON

AUG 10 1998

SECTION A - PAYER INFORMATION

(A2) PAYER NAME: (Try to pay by credit card, enter name exactly as it appears on your card.)

Vinson & Elkins

(A3) TOTAL AMOUNT PAID (dollars and cents)

(A1) STREET ADDRESS LINE NO. 1 1455 Pennsylvania Avenue, N.W. ITC-T/C-19980810-00556

(A5) STREET ADDRESS LINE NO. 2

(A6) CITY Washington

(A7) STATE D.C.

(A8) ZIP CODE 20004

(A9) DAYTIME TELEPHONE NUMBER (include area code) (202) 639-6500

(A9) COUNTRY CODE (if not in U.S.A.)

IF PAYER NAME AND THE APPLICANT NAME ARE DIFFERENT, COMPLETE SECTION B
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C)

SECTION B - APPLICANT INFORMATION

(B1) APPLICANT NAME (if paying by credit card, enter name exactly as it appears on your card)

Saturn Global Networks, Inc.

(B2) STREET ADDRESS LINE NO. 1

75 Park Place, 5th Floor

(B3) STREET ADDRESS LINE NO. 2

(B4) CITY

New York

(B5) STATE NY

(B6) ZIP CODE 10007

(B7) DAYTIME TELEPHONE NUMBER (include area code) (212) 385-7040

(B7) COUNTRY CODE (if not in U.S.A.)

COMPLETE SECTION C FOR EACH SERVICE. IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEETS (FORM 159-C)

SECTION C - PAYMENT INFORMATION

(C18A) FCC CALL SIGN/OTHER ID

(C20A) PAYMENT TYPE CODE (PTC)

(C19) QUANTITY 1

(C22A) FILL DUAL F OR PTC IN BLOCK 200 1

(C17) USE DUALY \$745.00

(C23A) FCC CODE 1

(C20B) PAYMENT TYPE CODE (PTC) C U T

(C24B) FCC CODE 2

(C22B) FILL DUAL F OR PTC IN BLOCK 200 1

(C17) USE DUALY

(C18B) FCC CALL SIGN/OTHER ID

(C20C) PAYMENT TYPE CODE (PTC)

(C19) QUANTITY 1

(C22C) FILL DUAL F OR PTC IN BLOCK 200 1

(C17) USE DUALY

(C23B) FCC CODE 1

(C20D) PAYMENT TYPE CODE (PTC)

(C24C) FCC CODE 2

(C22D) FILL DUAL F OR PTC IN BLOCK 200 1

(C17) USE DUALY

(C18C) FCC CALL SIGN/OTHER ID

(C20E) PAYMENT TYPE CODE (PTC)

(C19) QUANTITY 1

(C22E) FILL DUAL F OR PTC IN BLOCK 200 1

(C17) USE DUALY

(C23C) FCC CODE 1

(C20F) PAYMENT TYPE CODE (PTC)

(C24D) FCC CODE 2

(C22F) FILL DUAL F OR PTC IN BLOCK 200 1

(C17) USE DUALY

(C18D) FCC CALL SIGN/OTHER ID

(C20G) PAYMENT TYPE CODE (PTC)

(C19) QUANTITY 1

(C22G) FILL DUAL F OR PTC IN BLOCK 200 1

(C17) USE DUALY

(C23D) FCC CODE 1

(C20H) PAYMENT TYPE CODE (PTC)

(C24E) FCC CODE 2

(C22H) FILL DUAL F OR PTC IN BLOCK 200 1

(C17) USE DUALY

SECTION D - TAXPAYER INFORMATION (REQUIRED)

(D1) PAYER TIN 74-1183015

(D2) APPLICANT TIN

SECTION E - CERTIFICATION

(E1) CERTIFICATION STATEMENT: I, _____ (PRINT NAME) certify under penalty of perjury that the foregoing and supporting information are true and correct to the best of my knowledge, information and belief. SIGNATURE _____

are true and correct to the best of my knowledge, information and belief. SIGNATURE _____

SECTION F - CREDIT CARD PAYMENT INFORMATION

(F1) MASTERCARD

MASTERCARD/AMERICAN EXPRESS/Discover/Novus

EXPIRATION DATE

(F2) VISA

MASTERCARD/AMERICAN EXPRESS/Discover/Novus

EXPIRATION DATE

AUTHORIZED SIGNATURE

DATE

THE ORIGINAL DOCUMENT HAS A REFLECTIVE WATERMARK ON THE BACK. HOLD AT AN ANGLE TO VIEW WHEN CHECKING THE ENDORSEMENT

VINSON & ELKINS

L.L.P.
ATTORNEYS AT LAW
1455 PENNSYLVANIA AVENUE, N.W.
WASHINGTON, D.C. 20004-1007

15-120 Check No.

540 **118307**

NATIONS BANK
1801 K. STREET, N.W.
WASHINGTON, D.C. 20006-1301

PAY *Seven hundred forty-five and 00/100 Dollars*****

Date	Amount
August 10, 1998	***\$745.00

TO THE Federal Communications Commission

ORDER OF: 0

VINSON & ELKINS
L.L.P.


⑈ 118307 ⑈ ⑆ 054001204⑆ ⑈ 30001257 ⑈

VINSON & ELKINS, L.L.P.
ATTORNEYS AT LAW

1455 PENNSYLVANIA AVENUE, N.W. WASHINGTON, D.C. 20004-1007

Check Date
8/10/98

Check Number
118307

GL ACCOUNT Client	Offc Matter	Dept	Invoice Date	Invoice No.	INVOICE DESCRIPTION	AMOUNT
IPC558	00001		8/10/98	000823	Filing fee - Application for Authorization for transfer of Control.	\$745.00

**BEFORE THE
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554**

In the Matter of)
)
)
) SATURN GLOBAL NETWORKS, INC.)
) File No.)
) ~~ITC-TC-19980810-00525~~)
))
) Application for Authority for)
) Transfer of Control of Saturn Global)
) Networks, Inc. to International)
) Exchange Networks, Ltd.)

APPLICATION FOR AUTHORIZATION FOR TRANSFER OF CONTROL

Saturn Global Networks, Inc. ("SGN"), by its attorneys, hereby requests authority, under Section 214 of the Communications Act of 1934, as amended, 47 U.S.C. § 214 (1997), and Section 63.18(e)(5) of the Commission's rules, 47 C.F.R. § 63.18(e)(5), to transfer control of SGN to International Exchange Networks, Ltd. ("IXnet").

SGN currently holds Section 214 authorizations to provide both facilities-based and resale international common carrier services between the United States and certain foreign destinations.¹ IXnet is an existing carrier and had previously been granted Section 214 authority by the Commission. Specifically, in 1994 the Commission granted IXnet's application (File No. I-T-C-93-319) for authority to establish and operate international private line and switched resale services. *Order and Certification*, 9 FCC Rcd 991 (1994). In 1996, the Commission authorized IXnet to resell international private lines interconnected with the public switched network,

¹ Specifically, the Commission has issued SGN two separate 214 Authorizations to operate as a facility-based carrier and provide services to designated countries. (See Saturn Global Network, File No. I-T-C-96-549, 11 FCC Rcd 16474 (1996) and File No. I-T-C-97-003, 12 FCC Rcd 2025 (1997)).

between the U.S. and certain foreign points. *Order, Authorization and Certificate*, File No. I-T-C-96-096, 11 FCC Rcd 7108 (1996).

IXnet, a Delaware corporation, is a wholly-owned subsidiary of IPC Information Systems, Inc. ("IPC") and offers specialized telecommunication services to the financial industry.

IPC, also a Delaware corporation, manufactures and sells specialized telecommunication systems for trading room and "command and control" environments, used by, among others, the financial industry, utilities and emergency service providers. The following information is provided pursuant to Section 63.18(e)(5) of the Commission's Rules:

Special Information Requested in Section 63.18(e)(5)

(a) Name and address of transferor:

Saturn Global Network Inc.
75 Park Place, 5th Floor
New York, NY 10007

Name and address of transferee:

International Exchange Networks, Ltd.
88 Pine Street
New York, NY 10005

(b) Transferor:

Saturn is a corporation organized under the laws of the State of New York.

Transferee:

IXnet is a corporation organized under the laws of the State of Delaware.

(c) Correspondence concerning this Application should be sent to:

Robert A. Mazer
Albert Shuldiner
Vinson & Elkins L.L.P.
1455 Pennsylvania Avenue, N.W.
Washington, D.C. 20004-1008
Telephone: (202) 639-6500

with a copy to:

Daniel Utevsky
Vice President, General Counsel and
Corporate Secretary
IPC Information Systems, Inc.
88 Pine Street
New York, NY 10005

and

Saturn Global Networks
75 Park Place, 5th Floor
New York, New York 10007

with a copy to:

Robert J. Aamoth
Kelley, Drye & Warren
1200 19th Street, Suite 500
Washington, D.C. 20036

(d) Saturn currently holds an authorizations to establish and operate international private lines and switched resale services. *See* File Nos. I-T-C-96-549, 11 FCC Rcd 16474 (1996) and I-T-C-97-003, 12 FCC Rcd 2025 (1997).

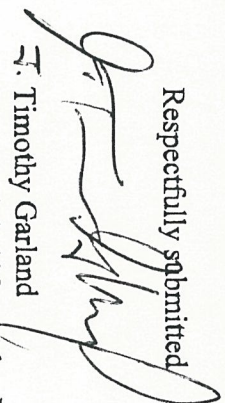
(h) IXnet does not have an affiliation with a foreign carrier, either directly or indirectly, as that term is defined in Section 63.18(h)(1)(i) of the Commission's Rules.

- (i) IXnet certifies that it has have not agreed to accept special concessions, as that term is defined in Section 63.18(i)(1) of the Commission's rules, directly or indirectly, from any foreign carrier or administration with respect to traffic or revenue flows between the U.S. and any countries for which IXnet seeks authorization to provide service. IXnet agrees not to enter into such agreements in the future.
- (j) See attached certification.
- (k) SGN and IXnet respectfully request that the Commission process this application in accordance with the rules for "streamlined processing of certain international facilities-based and resale applications" specified at Section 63.12 of the FCC Rules, 47 C.F.R. § 63.12. This application is consistent with processing procedure because IXnet does not have an affiliation with a foreign carrier or dominant U.S. facilities-based carrier.

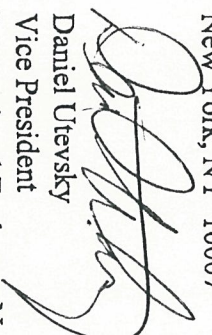
CONCLUSION

For the reasons set forth above, Saturn Global Networks, Inc. requests that the Commission grant this application so that the transfer to IXnet can be consummated in an expeditious manner. Saturn Global Networks, Inc. respectfully submits that the public interest, convenience and necessity would be advanced by grant of this application.

Respectfully submitted



T. Timothy Garland
Saturn Global Networks, Inc.
75 Park Place, 5th Floor
New York, NY 10007



Daniel Utevsky
Vice President
International Exchange Networks, Ltd.
88 Pine Street
New York, NY 10005

Of Counsel:

Robert A. Mazer
Albert D. Shuldiner
Vinson & Elkins L.L.P.
1455 Pennsylvania Avenue, N.W.
Washington, D.C. 20004-1008
Phone: (202) 639-6500

Dated: August 10, 1998

APPLICANT'S CERTIFICATION

On behalf of International Exchange Networks, Ltd., I hereby certify that:

1. All of the statements in the foregoing application for Section 214 authority, including the Section 63.18 certifications contained in subsections (h) and (i) of the application, are true, complete, and correct to the best of my knowledge and are made in good faith.
2. No party to this application, as defined in 47 C.F.R. § 1.202(b), is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 853a.

INTERNATIONAL EXCHANGE NETWORKS, LTD.

By:



Vice-President

Dated: August 10, 1988

Vinson & Elkins
ATTORNEYS AT LAW

VINSON & ELKINS LLP
THE WILLARD OFFICE BUILDING
1455 PENNSYLVANIA AVE., N.W.
WASHINGTON, D.C. 20004-1008

TELEPHONE (202) 639-6500
FAX (202) 639-6604

WRITER'S TELEPHONE
(202) 639-6755

August 26, 1998

VIA FACSIMILE

Ms. Fran Eisenstein
Telecommunications Division
International Bureau
Federal Communications Commission
2000 M Street, N.W., Suite 800
Washington, D.C. 20554

Dear Ms. Eisenstein:

Pursuant to our conversation earlier today, attached you will find a chart identifying the entities owning more than 10% of IPC Information Systems, Inc., parent company of International Exchange Networks, Ltd. (IXnet"). This material should be associated with the Application for Authorization for Transfer of Control submitted to the Commission on August 10, 1998 by Saturn Global Networks, Inc. and IXnet. Please do not hesitate to contact us if you require additional information concerning this transaction.

Sincerely,



Albert Shuldiner
Counsel for International Exchange Networks, Ltd.

Enclosure

International Exchange Networks, Ltd.

Ownership Information

<u>Name/Address/Citizenship</u>	<u>Principal Business</u>	<u>Ownership Interest</u>
IPC Information Systems, Inc. ("IPC") 88 Pine Street-15th Floor New York, NY 10005 U.S. Corporation	Manufacturer of telecommunications equipment	owns 100% of IXnet
Chesapeake Partners Management Co., Inc. 1829 Reisterstown Road Suite 220 Baltimore, MD 21208		owns 11.5% of IPC
Cable Systems International, Inc. ("CSI") 505 North 51st Avenue Phoenix, AZ 85043 U.S. Corporation	Manufacturer of telecommunications products	owns 18.77% of IPC
Cable Systems Holding Company ("CSH") 505 North 51st Avenue Phoenix, AZ 85043 U.S. Corporation	Holding company for CSI and LoDan Electronics, Inc. which manufactures specialized cable assemblies	owns 100% of CSI
Cable Systems Holding, LLC ("CSH LLC") 505 North 51st Avenue Phoenix, AZ 85043 U.S. Corporation	Engages in certain telecommunications businesses through its subsidiaries	owns 52.08% of CSH resulting in indirect control of CSH's 18.77% interest in IPC. Also owns 42.22% direct interest in IPC
Woog Family Limited Partnership c/o Cable Systems Holding, LLC 505 North 51st Avenue Phoenix, AZ 85043 U.S. Limited Partnership	Holding stock in CSI, CSH and an interest in a condominium	owns 51% voting membership interest in CSH LLC membership unit set with interest in CSH (and indirectly in IPC)
Peter A. Woog Helene S. Woog c/o Cable Systems Holding Company 505 North 51st Avenue Phoenix, AZ 85043		General Partners of Woog Family Limited Partnership; control 78% of ownership interest in the same.

David Kirby
24 Father Peters Lane
New Canaan, CT 06840
U.S. citizen

owns 25.5% voting
membership interest in
CSH LLC membership
unit set with interest in
direct ownership of IPC

John O'Mara
623 Lake Avenue
Greenwich, CT 06830
U.S. citizen

owns 25.5% voting
membership interest in
CSH LLC membership
unit set with interest in
direct ownership of IPC

Citicorp Venture Capital Ltd. ("CVC")
399 Park Avenue
New York, NY 10043
U.S. Small Business Investment
Company

Venture capital firm

owns 49% voting
membership interest in
CSH LLC membership
unit set with interest in
direct ownership of IPC

owns 38.08% voting
membership interest in
CSH LLC membership
unit set with interest in
CSH (and indirectly in
IPC)

Citibank, N.A.
399 Park Avenue
New York, NY 10043
U.S. banking concern

Global bank

owns 100% of CVC

Citicorp
399 Park Ave.
New York, NY 10043
U.S. corporation

Publicly traded parent
company of Citibank

owns 100% of Citibank