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

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

3

READ INSTRUCTIONS CAREFULLY	APPROVED BY OMB 3060-0589
BEFORE PROCEEDING	REMITTANCE ADVICE
(1) LOCKBOX # 358115	FCC/PAGENOLEM OF DCT 14 1998 FCC USE ONLY
(2) PAYER NAME(d paying by credit card, enter name exactly as it appears	SECTION A - PAYER INFORMATION
Shereff	01
St., N.W., Suite	300 ITC-T/C-19981014-00713
(5) STREET ADDRESS LINE NO. 2	
() Gry Washington	(a) ZP CO25 0007
(9) DAYTIME TELEPHONE NUMBER (Include area code) 292-424-7500	(19) COUNTRY CODE (if net in U.S.A.)
IF PAYER NAME AN IF MORE THAN	IF PAYER NAME AND THE APPLICANT NAME ARE DIFFERENT, COMPLETE SECTION B IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C)
Axistel International	SECTION B - APPLICANT INFORMATION I appear on your earl) I Inc.
(13) STREET ADDRESS LINE WO.1 3088 State Highway 2	7
(13) STREET ADORESS LINE NO. 2	
Kendall Park	(19) STATE
(17) DAYTIME TELEPHONE NUMBER (include area code) $732-432-1700$	(18) COUNTRY CODE (If not in U.S.A.)
COMPLETE SECTION C FOR EACH SERVI	COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEETS (FORM 159-C) SECTION C - PAYMENT INFORMATION SECTION C - PAYMENT INFORMATION (224) FEEDULE FOR (FFC) (224) F
(ZAA) FCC COOE 1	(2AA) FCC CODE 2
(198) FCC CALL SIGNIOTHER ID (298) PAYMENT TYPE CODE (PTC)	(218) QUANTITI
	(248) FCC CODE 2
19C) FCC CALL SIGNOTHER ID (20C) PATHENT TYPE COBE (PTC)	(21C) OWM
	(240)
190) FCC CALL SIGNOTHER ID	(210) GUMITTY (22
230) FCE CODE 1	(240) FCC CODE 2
SECTIONS	D-TAXPAYER INFORMATION (REQUIRED)
AYER TIN 0 1 3 2	APPLICANT TIN 0 2 2
I. Nancy William Spooner	Certify under penalty of perjury that the foregoing and supporting information
are true and correct to the best of my knowledge, infomation and belief.	knowledge, infomation and belief. SIGNATURE TRACK FULLY SPECTOR
SI MASTERCARDANA ACCOUNT NUMBER	SECTION F - CREDIT CARD PAYMENT INFORMATION EXPLANDED
MASTERCARD	MONTH YEAR
VISA I hereby authorize the FCC to charge my VISA or	MY VIBA OF MASTERCARD
for the service(s)/authorizations(s) herein descri	

SWIDLER BERLIN SHEREFF FRIEDMAN, LLP

3000 K STREET, NW, SUITE 300 Washington, DC 20007-5116 TELEPHONE (202) 424-7500 FACSIMILE (202) 424-7645 WWW.SWIDLAW.COM

(212) 758-9500 FAX (212) 758-9526 919 THIRD AVENUE NEW YORK, NY 10022-9998 NEW YORK OFFICE

NKSPOONER@SWIDLAW.COM DIRECT DIAL (202) 424-7673 NANCY KILLIEN SPOONER

October 14, 1998

VIA OVERNIGHT DELIVERY

Pittsburgh, PA 15251-5115 P.O. Box 358115 International Bureau Telecommunications Division Federal Communications Commission

Re: Application for Authority Pursuant to Section 214 to Transfer Control of Axistel International, Inc.

Dear Sir or Madam:

copies of the above-referenced application. Opportunities Limited (collectively "Applicants"), enclosed for filing are an original and six (6) On behalf of Axistel International, Inc., Axistel Communications, Inc., and Infinity Emerging

application, please do not hesitate to contact us. the self-addressed, postage paid envelope provided. Should you have any questions concerning this cover the filing fee. Please date-stamp the enclosed extra copy of this application and return it in As required by the Commission's Rules, a check in the amount of \$780.00 is enclosed to

Respectfully submitted

Marcy Littien Spoorer

Nancy Killien Spooner

Counsel for Axistel International, Inc.

Enclosures

Samuel Litwin Victor Zanetti Troy Tanner (FCC)

Catherine Wang

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

In the Matter of

AXISTEL INTERNATIONAL, INC.
AXISTEL COMMUNICATIONS, INC.
INFINITY EMERGING OPPORTUNITIES
LIMITED

Application for Approval of a Transfer of Control Pursuant to Section 214 of the Communications Act of 1934, as amended.

File No. I-T-C-98-252

APPLICATION

24

rates charged for current services will not alter Axistel International's underlying day-to-day management, service to customers, or Axistel International with the existing shareholders of Axistel Communications. The transaction Infinity, through its proposed interest in Axistel Communications, would share control over Infinity would acquire a fifty percent (50%) equity interest in Axistel Communications. currently controlled by three individual shareholders; pursuant to the proposed transaction, amended, 47 U.S.C. § 214, and Section 63.18 of the Rules of the Federal Communications counsel, hereby request authority, under Section 214 of the Communications Act of 1934, as Commission ("FCC" or "Commission"), 47 C.F.R. § 63.18 (1996), to transfer of control of Axistel Communications, the sole parent of Axistel International. Communications") and Infinity Emerging Opportunities Limited ("Infinity") by their undersigned Axistel International, Inc. ("Axistel International") Axistel Communications, Inc. ("Axistel Axistel Communications is Thus,

The proposed transaction will not in any way reduce competition International the opportunity to enhance its working capital and strengthen its competitive position serve the public interest in promoting competition among international carriers by providing Axistel financing that will be used to expand its existing high quality service. international marketplace. manner in order to maximize its flexibility and increase its ability to compete in the dynamic U.S approval of the transfer will permit Axistel International to structure its activities in an efficient to Section 63.12 of the Commission's Rules, 47 C.F.R. § 63.12 (1997). As fully described herein, Applicants respectfully request streamlined, expedited treatment of this application pursuant The transaction will provide Axistel International with necessary As such, the transaction will

In support of this Application, Applicants submit the following information:

I. THE PARTIES

A. Axistel International, Inc.

information concerning Axistel International's legal, technical, and financial qualifications to international routes switched excluded by the Exclusion List and resold international private lines interconnected to the public private line services between the United States and all international points except those countries International is authorized to provide both resold international private lines non-interconnected all international points except those countries excluded by the exclusion list. Additionally, Axistel facilities-based and resold international telecommunications services between the United States and Axistel Communications. Axistel International is a privately-held Delaware corporation that is wholly-owned by network at on which the Commission permits such services one Axistel International is authorized by the Commission to provide 0r both ends to provide international switched to be provided. Other services on

authorization and is, therefore, already a matter of record at the Commission. I provide service was submitted with the application for Axistel International's initial Section 214

B. Axistel Communications, Inc.

officers, and directors, Samuel Litwin, Mitchell Arthur, and Michael Fiscus is directly owned by three individual shareholders who also serve as the company's managers Communications is the sole parent of Axistel International. Currently, Axistel Communications Communications is ಡ privately-held Delaware corporation.

C. Infinity Emerging Opportunities Limited

securities. primary business includes investing in emerging corporations, as well as the purchase and sale of Infinity is a company incorporated under the laws of Nevis in the West Indies. Infinity is unaffiliated with any foreign or United States telecommunications carriers Infinity's

II. THE PROPOSED TRANSACTION

International would remain the wholly-owned direct subsidiary of Axistel Communications Communications Communications would hold 50% Axistel Communications. Infinity would hold 50% of the equity in Axistel Communications, and control of Axistel International through acquisition of a fifty percent (50%) equity interest in the sole parent of Axistel International. Under the proposed transaction, Infinity would share The parties seek approval of the proposed transfer of control of Axistel Communications, would continue and the of seats on the board of directors. remaining to hold the 50% of the remaining seats on The existing shareholders of Axistel the board 50% of the of directors. equity of Axistel

17

See FCC File No. ITC-98-252 (1998).

III. SECTION 63.18 INFORMATION

As required by Section 63.18 of the Commission's Rules, Axistel International and Axistel

Communications submit the following information:

(a) Name and address of applicants:

Axistel International, Inc.
3088 State Highway 27
Kendall Park, New Jersey 08824
(732) 422-1700 (tel)
(732) 422-3029 (fax)

Axistel Communications, Inc. 3088 State Highway 27 Kendall Park, New Jersey 08824 (732) 422-1700 (tel) (732) 422-3029 (fax)

Infinity Emerging Opportunities Limited Hunkins Waterfront Plaza P.O. Box 556
Main Street, Charlestown Nevis, West Indies

(tel) (fax)

- **(b)** organized under the laws of Nevis, West Indies. the State of Delaware. Infinity Emerging Opportunities Limited is a corporation Delaware. Axistel International is a corporation organized under the laws of the State of Axistel Communications is a corporation organized under the laws of
- <u>O</u> Correspondence concerning this application should be sent to:

Catherine Wang Nancy Killien Spooner

Swidler Berlin Shereff Friedman, LLP 3000 K Street, N.W., Suite 300

Washington, D.C. 20007

Telephone: (202) 424-7500 Facsimile: (202) 424-7645

with a copy to:

Mitchell Arthur 3088 State Highway 27 Kendall Park, New Jersey 08824 (732) 422-1700 (tel) (732) 422-3029 (fax)

and to:

Victor B. Zanetti
Arter & Hadden LLP
1717 Main Street
Dallas, Texas 75201
(214) 761-4475 (tel)
(214) 741-7139 (fax)

- **a** approval is stated in File No. I-T- C-98-252 (1998). at one or both ends to provide international switched services between the United countries excluded by the Exclusion List; and (D) authority pursuant Section States and all countries approved by the FCC for such services. The Commission's international private lines interconnected to the public switched network ("PSN" 63.18(e)(2)(B) of the FCC's Rules, 47 C.F.R. § 63.18(e)(2)(B), to resell 63.18(e)(2)(A), to resell international private lines to provide international private line services between the United States and all international points except those list; (C) pursuant to Section 63.18(e)(2)(A) of the FCC's rules, 47 C.F.R.§ points served by those carriers except those countries excluded by the Exclusion international switched services between the United States and all international those affiliated carriers with market power on a particular route, to provide resell the international switched services of all U.S.-authorized carriers, other than pursuant to Section 63.18(e)(2) of the FCC's Rules, 47 C.F.R. § 63.18(e)(2), to all international points except those countries excluded by the Exclusion List; (B) authorized international facilities as well as necessary connecting facilities to provide international telecommunications services between the United States and FCC's Rules, 47 C.F.R. § 63.18(e)(1), to acquire ownership interests in U.S.-Axistel International, Inc. is authorized (A) pursuant to Section 63.18(e)(1) of the
- (e)(5)sole direct parent of Axistel International, the holder of Section 214 authorization The authorization sought in this application will approve a proposed transaction, continue to hold the remaining 50% of the equity of Axistel Communications. as stated above. whereby Infinity will acquire a 50% equity interest in Axistel Communications, the The current shareholders of Axistel Communications will
- (f) Not applicable.

- (g) Not applicable.
- **(**±) carrier, as defined by Section 63.18(h)(1) of the Commission's Rules. country covered by this application. By the attached certifications, is defined in Section 63.18(h)(4) of the Commission's Rules in a destination resell; and they do not own or control telecommunications facilities, as that term U.S. carriers whose facilities-based services Axistel International proposes to Axistel Communications and Infinity certify that they are not affiliated with any Communications and Infinity certify that they have no affiliation with any foreign

management interest in Axistel Communications, Inc.: The following people currently hold a ten percent (10%) or greater ownership or

Name: Mitchell Arthur

Address: 3088 State Highway 27

Kendall Park, New Jersey 08824

Telephone Number: (732) 422-1700

Percentage Held: 33%

Citizenship: U.S.A.

Principal Business: Telecommunications

Name: Samuel Litwin

Address: 3088 State Highway 27

Kendall Park, New Jersey 08824

Telephone Number: (732) 422-1700

Percentage Held: 33%

Citizenship: U.S.A

Principal Business: Telecommunications

Name: Michael Fiscus

Address: 110 Route 206 North

Hammonton, NJ 08037 Telephone Number: (732) 422-1700

Percentage Held: 33%

Citizenship: U.S.A.
Principal Business: Telecommunications

interest in Axistel International, Inc.: The following entities hold a ten percent (10%) or greater ownership or management

Name: Axistel Communications, Inc.

Contact: Samuel Litwin

Address: 3088 State Highway 27

Kendall Park, New Jersey 08824

Telephone Number: (732) 422-1700

Facsimile Number: (732) 422-3020

Facsimile Number: (732) 422-3029

Percentage Held: 100%

Citizenship: U.S.A.

Principal Business: Holding Company

management interest in Infinity Emerging Opportunities Limited: The following people currently hold a ten percent (10%) or greater ownership or

Name: Merrill Lynch International

Address: 25 Rope Maker Street

London, England EC2Y9LY

Telephone Number:

Percentage Held: 23%

Citizenship: U.S.A.

Principal Business: Investments; purchase and sale of securities

- Ξ end of the route to affect competition adversely in the U.S. market. route where the foreign carrier possesses sufficient market power on the foreign administration with respect to traffic or revenue flows on any U.S. international Commission's Rules, directly shall they accept in the future any special concessions, as defined by the Axistel Communications and Infinity certify that they have not agreed to accept nor As required by Section 63.18 (i) of the Commission's Rules, 47 C.F.R. § 63.18(i), or indirectly from any foreign carrier or
- 9 § 3301) are attached Commission's Rules (implementing the Anti-Drug Abuse Act of 1988, 21 U.S.C pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988. Communications' and Infinity's certifications pursuant to Section 1.2002 of the Axistel Communications and Infinity are not subject to a denial of Federal benefits

necessity would be furthered by a grant of this application. Emerging Opportunities Limited respectfully submit that the public interest, convenience and For the reasons stated above, Axistel International, Axistel Communications, and Infinity

Respectfully submitted,

Axistel International, Inc.

Mency Killien Sovener

Catherida Wang
Nancy Killien Spooner
SWIDLER BERLIN SHEREFF
FRIEDMAN, LLP
3000 K Street, N.W., Suite 300
Washington, D.C. 20007
(202) 424-7500

Their Counsel

Infinity Emerging Opportunities Limited

Victor B. Zanetti ARTER & HADDEN LLP 1717 Main Street Dallas, Texas 75201

Its Counsel

(214) 761-4475

Dated: October 14, 1998

CERTIFICATION OF APPLICANTS

U.S.C. and are made in good faith. assignment of Section 214 authority are true, complete, and correct to the best of my knowledge includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988. I hereby certify that no party to this application is subject to a denial of Federal benefits that accordance with Section 1.2001-1.2003 of the Commission's Rules, 47 C.F.R. §§ 1.2001-1.2003, On behalf of Axistel International, Inc. and Axistel Communications, Inc. and in § 853a. I also hereby certify that the statements in the foregoing application for

on the foreign end of the route to affect competition adversely in the U.S. market. flows on any U.S. international route where the foreign carrier possesses sufficient market power directly or indirectly from any foreign carrier or administration with respect to traffic or revenue shall it accept in the future any special concessions, as defined by the Commission's Rules, Axistel International, Inc. and Axistel Communications, Inc. have not agreed to accept nor

Axistel Communications, Inc.
Axistel International, Inc.

By: The THELL C. ARTHUR Name: MITCHELL C. ARTHUR Title: THECOTUE VICE PRESIDENT

Date:

CERTIFICATION OF APPLICANT

authority are true, complete, and correct to the best of my knowledge and are made in good faith. hereby certify that the statements in the foregoing application for assignment of Section 214 pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988. See 21 U.S.C. § 853a. I also that no party to this application is subject to a denial of Federal benefits that includes FCC benefits Section 1.2001-1.2003 of the Commission's Rules, 47 C.F.R. §§ 1.2001-1.2003, I hereby certify On behalf of Infinity Emerging Opportunities Limited ("Infinity") and in accordance with

competition adversely in the U.S. market. foreign carrier possesses sufficient market power on the foreign end of the route to affect administration with respect to traffic or revenue flows on any U.S. international route where the as defined by the Commission's Rules, directly or indirectly from any foreign carrier or Infinity has not agreed to accept nor shall it accept in the future any special concessions,

Infinity Emerging Opportunities Limited

Date:	Title:	Name:	By:
10/(2/98	Amariay - w-Fres	STUART V. CHASANOR	Much aleered

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S21 NEW JERSEY BVENUE ABSECON, N.J. 08201 602

110 ROUTE 206 HAMMONTON, NJ 08037 AXIS TELECOM, INC.

Federal Communications Commission

PAY TO THE OF

Federal Communications Commission

WEWO