

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

- 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

Description of Application: _____

✓ (35)

SWIDLER BERLIN SHEREFF FRIEDMAN, LLP

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

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

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

October 14, 1998

VIA OVERNIGHT DELIVERY

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

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

Dear Sir or Madam:

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

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

Respectfully submitted,



Nancy Killien Spooner

Counsel for Axistel International, Inc.

Enclosures

cc: Troy Tanner (FCC)
Samuel Litwin
Victor Zanetti
Catherine Wang

255535.1

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

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

I. THE PARTIES

A. Axistel International, Inc.

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

provide service was submitted with the application for Axistel International's initial Section 214 authorization and is, therefore, already a matter of record at the Commission.^{1/}

B. Axistel Communications, Inc.

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

C. Infinity Emerging Opportunities Limited

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

II. THE PROPOSED TRANSACTION

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

^{1/} 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) Axistel International is a corporation organized under the laws of the State of Delaware. Axistel Communications is a corporation organized under the laws of the State of Delaware. Infinity Emerging Opportunities Limited is a corporation organized under the laws of Nevis, West Indies.

(c) 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)

- (d) Axistel International, Inc. is authorized (A) pursuant to Section 63.18(e)(1) of the FCC's Rules, 47 C.F.R. § 63.18(e)(1), to acquire ownership interests in U.S.-authorized international facilities as well as necessary connecting facilities to provide international telecommunications services between the United States and all international points except those countries excluded by the Exclusion List; (B) pursuant to Section 63.18(e)(2) of the FCC's Rules, 47 C.F.R. § 63.18(e)(2), to resell the international switched services of all U.S.-authorized carriers, other than those affiliated carriers with market power on a particular route, to provide international switched services between the United States and all international points served by those carriers except those countries excluded by the Exclusion list; (C) pursuant to Section 63.18(e)(2)(A) of the FCC's rules, 47 C.F.R. § 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 countries excluded by the Exclusion List; and (D) authority pursuant Section 63.18(e)(2)(B) of the FCC's Rules, 47 C.F.R. § 63.18(e)(2)(B), to resell international private lines interconnected to the public switched network ("PSN") at one or both ends to provide international switched services between the United States and all countries approved by the FCC for such services. The Commission's approval is stated in File No. I-T- C-98-252 (1998).

- (e)(5) The authorization sought in this application will approve a proposed transaction, whereby Infinity will acquire a 50% equity interest in Axistel Communications, the sole direct parent of Axistel International, the holder of Section 214 authorization as stated above. The current shareholders of Axistel Communications will continue to hold the remaining 50% of the equity of Axistel Communications.

- (f) Not applicable.

(g) Not applicable.

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

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

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

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

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) 422-3029
Percentage Held: 100%
Citizenship: U.S.A.
Principal Business: Holding Company

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

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

(i) As required by Section 63.18 (i) of the Commission's Rules, 47 C.F.R. § 63.18(i), Axistel Communications and Infinity certify that they have not agreed to accept nor shall they accept in the future any special concessions, as defined by the Commission's Rules, directly or indirectly from any foreign carrier or administration with respect to traffic or revenue flows on 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.

(j) Axistel Communications and Infinity are not subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988. Axistel Communications' and Infinity's certifications pursuant to Section 1.2002 of the Commission's Rules (implementing the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 3301) are attached.

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

Respectfully submitted,

Axistel Communications, Inc
Axistel International, Inc.

By: Nancy Kellen Spooner

Catherine Wang
Nancy Kellen 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

By: Victor B. Zanetti

Victor B. Zanetti
ARTER & HADDEN LLP
1717 Main Street
Dallas, Texas 75201
(214) 761-4475

Its Counsel

Dated: October 14, 1998

CERTIFICATION OF APPLICANTS

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

Axistel International, Inc. and Axistel Communications, Inc. have not agreed to accept nor shall it accept in the future any special concessions, as defined by the Commission's Rules, directly or indirectly from any foreign carrier or administration with respect to traffic or revenue flows on 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.

Axistel Communications, Inc.

Axistel International, Inc.

By:



Name:

MITCHELL C. ARTHUR

Title:

EXECUTIVE VICE PRESIDENT

Date:

10/13/98

CERTIFICATION OF APPLICANT

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

Infinity has not agreed to accept nor shall it accept in the future any special concessions, as defined by the Commission's Rules, directly or indirectly from any foreign carrier or administration with respect to traffic or revenue flows on 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.

Infinity Emerging Opportunities Limited

By: *Must Ghassan*

Name: STUART J. GHASSAN

Title: ATTORNEY-IN-FACT

Date: 10/12/98

MEMO

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Federal Communications Commission

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DOLLARS

PAY TO THE
ORDER OF

Federal Communications Commission

\$**780.00

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

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SUMMIT BANK
221 NEW JERSEY AVENUE
ABSECON, N.J. 08201 602