

**Categories of Services for 214 Applications**  
**(Streamline/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

*Ownership of 214*  
*Intellectual Property*  
*Trademark*  
*Monitors*  
*p. 5*

Description of Application: \_\_\_\_\_

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

READ INSTRUCTIONS CAREFULLY  
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION

REMITTANCE ADVICE

APPROVED BY OMB

3060-0589

(1) LOCKBOX # 358.115

FCC/PAGE NO. 1 OF 1 NOV 05 1998

SPECIAL USE  
FCC USE ONLY

SECTION A - PAYER INFORMATION

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

(4) STREET ADDRESS LINE NO. 1  
Kelley Dye & Warren LLP

(3) TOTAL AMOUNT PAID (dollars and cents)  
\$ 780.00

(5) STREET ADDRESS LINE NO. 2  
1200 19th Street, NW, Suite 500

*ITC-77c-19981105-009711*

(6) CITY Washington, DC (7) STATE (8) ZIP CODE 20036

(10) DAYTIME TELEPHONE NUMBER (include area code) 202-955-9600 (10) 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

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

Calls For Less, Inc.

(12) STREET ADDRESS LINE NO. 1

725 North Derby Lane

(13) STREET ADDRESS LINE NO. 2

(14) CITY North Sioux City (15) STATE South Dakota (16) ZIP CODE 57049

(17) DAYTIME TELEPHONE NUMBER (include area code) 1-800-211-5848 Ext. 212 (18) 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

(19A) FCC CALL SIGN/OTHER ID (20A) PAYMENT TYPE CODE (PTC) (21A) QUANTITY (22A) FEE DUE FOR (PTC) IN BLOCK 20A

(23A) FCC CODE 1 C U T 1 \$ 780.00 (24A) FCC CODE 2

FCC USE ONLY

(19B) FCC CALL SIGN/OTHER ID (20B) PAYMENT TYPE CODE (PTC) (21B) QUANTITY (22B) FEE DUE FOR (PTC) IN BLOCK 20B

(23B) FCC CODE 1 (24B) FCC CODE 2

FCC USE ONLY

(19C) FCC CALL SIGN/OTHER ID (20C) PAYMENT TYPE CODE (PTC) (21C) QUANTITY (22C) FEE DUE FOR (PTC) IN BLOCK 20C

(23C) FCC CODE 1 (24C) FCC CODE 2

FCC USE ONLY

(19D) FCC CALL SIGN/OTHER ID (20D) PAYMENT TYPE CODE (PTC) (21D) QUANTITY (22D) FEE DUE FOR (PTC) IN BLOCK 20D

(23D) FCC CODE 1 (24D) FCC CODE 2

FCC USE ONLY

SECTION D - TAXPAYER INFORMATION (REQUIRED)

(25) COMPLETE THIS BLOCK ONLY IF APPLICANT NAME IN B11 IS DIFFERENT FROM PAYER NAME IN A-3

PAYER TIN 0 1 3 5 3 3 5 1 0 7 APPLICANT TIN 4 7 0 7 8 1 4 8 1

SECTION E - CERTIFICATION

(27) CERTIFICATION STATEMENT I, Mariëann Z. Machida (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 *Mariëann Z. Machida*

SECTION F - CREDIT CARD PAYMENT INFORMATION

(28) MASTERCARD/VISA ACCOUNT NUMBER: EXPIRATION DATE: MONTH YEAR

Mastercard/VISA account number grid and expiration date fields.

AUTHORIZED SIGNATURE

I hereby authorize the FCC to charge my VISA or MASTERCARD for the service(s)/subscription(s) herein described.

SEE PUBLIC BURDEN ESTIMATE ON REVERSE

FCC FORM 159 JULY 1997 (REVISED)

KELLEY DRYE & WARREN LLP  
A LIMITED LIABILITY PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS

1200 19TH STREET, N.W.

SUITE 500

WASHINGTON, D.C. 20036

FACSIMILE  
(202) 955-9792

NEW YORK, NY

LOS ANGELES, CA

MIAMI, FL

CHICAGO, IL

STAMFORD, CT

PARSIPPANY, NJ

(202) 955-9600

November 5, 1998

BRUSSELS, BELGIUM

HONG KONG

AFFILIATE OFFICES  
BANGKOK, THAILAND  
JAKARTA, INDONESIA  
MANILA, THE PHILIPPINES  
MUMBAI, INDIA  
TOKYO, JAPAN

**BY OVERNIGHT COURIER**

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

Re: **Application of CFL, L.I.C. and ILD Telecommunications, Inc. for  
Authority *Nunc Pro Tunc* to Transfer Control**


Dear Sir/Madam:

On behalf of CFL, L.I.C. and ILD Telecommunications, Inc., enclosed for filing with the Federal Communications Commission please find an original and 5 copies of an application for authority *nunc pro tunc* to transfer control of Calls For Less, Inc. ("CFL") from CFL, L.I.C. to ILD Telecommunications, Inc. CFL holds a Section 214 Authorization to Provide Telecommunications Services Between the United States and International Points.

Also enclosed is a check for the required \$780 filing fee and a duplicate copy of this filing. Please date-stamp the duplicate upon receipt and return it to the courier.

Please do not hesitate to contact me at (202) 955-9775 if you have any questions.

Very truly yours,



John A. Wenzel  
Law Clerk

Enclosure

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

In the Matter of  
CFL, L.L.C.

Transferor,

ILD TELECOMMUNICATIONS, INC.

Transferee,

Application for Authority *Nunc Pro Tunc*  
to Transfer Control of Entity Holding  
Section 214 Authorization to Provide  
Telecommunications Services Between  
the United States and International Points

File No. *ITA-TC-19981105-00111*

APPLICATION FOR AUTHORITY *NUNC PRO TUNC* TO  
TRANSFER CONTROL OF ENTITY HOLDING  
SECTION 214 AUTHORIZATION TO PROVIDE  
RESOLD SERVICES BETWEEN  
THE UNITED STATES AND INTERNATIONAL POINTS

Pursuant to the rules of the Federal Communications Commission (the "FCC" or

"Commission"), 47 C.F.R. Part 63, and Section 214 of the Communications Act of 1934, as amended ("Communications Act"), CFL L.L.C. ("CFLLC") and ILD Telecommunications, Inc. ("ILD") (collectively, "Applicants"), by their attorney, hereby submit an application for authority to transfer control of Calls For Less, Inc. ("CFL") from CFLLC to ILD. CFL is a wholly-owned subsidiary of CFLLC and is authorized to provide telecommunications services between the United States and international points. The Commission originally granted CFL authority to operate as an international resale carrier in File No. I-T-C-95-283, released May 26, 1995.

On August 11, 1998, ILD and CFLLC completed a transaction pursuant to which ILD acquired CFL by purchasing all of CFL's issued and outstanding shares from CFLLC.<sup>1</sup> Prior to the transfer of the stock of CFL to ILD in August, CFL had long term debt of \$1,088,930 and very modest cash flow. In order to take advantage of opportunities to obtain major new prepaid long distance service accounts, CFL believed that it was important to upgrade its balance sheet to reflect a more stable operating environment and to access new funds for facilities to meet the needs of these substantial new customers. It appeared to CFL that the surest way to address these issues was to find a compatible strategic partner. The merger of CFL's long distance and prepaid business into ILD's similar operations permits the parties to recapitalize CFL to eliminate its long term debt and to establish reserves for certain contingent liabilities. It also provides access to the immediate capital necessary to put in place additional network and switch capacity and makes available to CFL the existing and more cost effective network operated by IOS. This additional capacity is urgently needed to accommodate the new high volume retail distribution accounts that represent significant growth opportunities for CFL.

The transfer of control is transparent to consumers and will not adversely affect the provision of telecommunications services. CFL continues to exist and provides service as before although it is now as a wholly owned subsidiary of ILD. Consummation of this transaction will not in any way undermine the financial condition of ILD or its ability to continue to provide high quality telecommunications services to its customers through Intellical Operator Services, Inc. ("IOS"), a wholly owned subsidiary of ILD.

CFL will continue to operate as it has in the past, pursuant to the same name, tariff and operating authority. Thus, the transfer of control will be seamless and will have no adverse impact on

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<sup>1</sup> Diagrams depicting the transaction are appended hereto as Attachment A.

CFL's customers. On the contrary, CFL's access to ILD's capital, economies of scale, and various service offerings will enable it to improve its services to both existing and new customers.

ILD and CFLLC respectfully request that this Application be subject to streamlined processing.

According to the FCC's fee schedule, Fee Code CUT, a check in the amount of \$780.00 is attached.

Pursuant to Section 63.18(e)(5) of the Commission's Rules, the Applicants submit the following information:

(a) The names and addresses of the Applicants are:

CFL L.L.C.  
725 N. Derby Lane  
P.O. Box 1550  
North Sioux City, South Dakota 57049

ILD TELECOMMUNICATIONS, INC.  
14651 Dallas Parkway, Suite 905  
Dallas, TX - 75240

(b) CFLLC is incorporated under the laws of the state of South Dakota. ILD is a Delaware corporation. CFL is incorporated in the state of Nebraska.

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

Marieann Z. Machida  
KELLEY, DRYE & WARREN LLP  
1200 19th Street, N.W., Suite 500  
Washington, D.C. 20036

Copies of any correspondence should also be sent to the following designated representatives of the Applicants:

For ILD:

B. Reid Presson, Jr.  
Asst. Secretary  
ILD TELECOMMUNICATIONS, INC.  
14651 Dallas Parkway, Suite 905  
Dallas, TX – 75240

For CFLLC and CFL:

Teresa M. Anderson  
Regulatory Affairs & Compliance Mgr.  
CALLS FOR LESS, INC.  
725 N. Derby Lane  
P.O. Box 1550  
North Sioux City, South Dakota 57049

- (d) CFLLC is not currently subject to Section 214 of the Communications Act. CFL is currently subject to Section 214 of the Communications Act as an international resale common carrier. The Commission originally granted CFL authority to operate as an international resale carrier in File No. I-T-C-95-283, released May 26, 1995. ILD is not currently subject to Section 214. However, ILD's primary operating subsidiary, IOS, is currently subject to Section 214.
- (e) Pursuant to this Application, CFLLC seeks authorization to transfer control of CFL, an international resale common carrier, to ILD.
- (f) N/A.
- (g) N/A.
- (h) CFLLC and ILD certify that they have no affiliation with a foreign carrier as defined in Section 63.18(h). ILD is a Delaware corporation headquartered at 14651 Dallas Parkway, Suite 905, Dallas, Texas 75240. The name, address, citizenship and principal business of ILD's ten percent or greater shareholders are:

Intellicall, Inc.  
2155 Chenault, Suite 410  
Carrollton, TX 75006

Triad – ILD Partners, L.P.  
C/o Michael Lewis  
1300 Sawgrass Village Circle, Ste. 5  
Ponte Vedra Beach, Florida 32082

Morris Telecommunications, LLC  
27 Abercorn Street  
Savannah, Georgia 31401  
466 Lexington Avenue  
New York, New York 10017

- All three shareholders listed above are U.S. companies. Intellicall, Inc. designs, manufactures and sells public access telecommunications equipment, and provides, directly or through a subsidiary, local, long distance and operator services, principally to payphone owners and telephone companies in the United States and in developing countries. Both Triad and Morris are investment companies. No officer, director or 10% or greater owner of ILD is an officer or director of any other carriers. No applicant or party to this application, including Intellicall, Inc., Triad – ILD Partners, L.P. and Morris Telecommunications, LLC, has any affiliation with any U.S. carrier whose facilities will be resold, directly or indirectly, by IOS.
- (i) Neither CFLLC nor ILD has accepted special concessions directly or indirectly from any foreign carrier or administration with respect to traffic or revenue flows between the U.S. and any foreign country which they serve. The Applicants certify that they will not enter into such agreements in the future.
- (j) Please see attached Certification of Transferee.
- (k) This application qualifies for streamlined processing notwithstanding the fact that it is being submitted *nunc pro tunc*. This Application is eligible for streamlined processing



because ILLD is not affiliated with any foreign carriers and is not subject to any of the other exceptions listed under Section 63.12(c).

### CONCLUSION

In light of the foregoing, CFLLC and ILLD respectfully submit that the public interest, convenience and necessity would be served by the transfer of control of CFL from CFLLC to ILLD.

Respectfully submitted,

CFL, L.L.C. and  
ILLD TELECOMMUNICATIONS, INC.

By: 

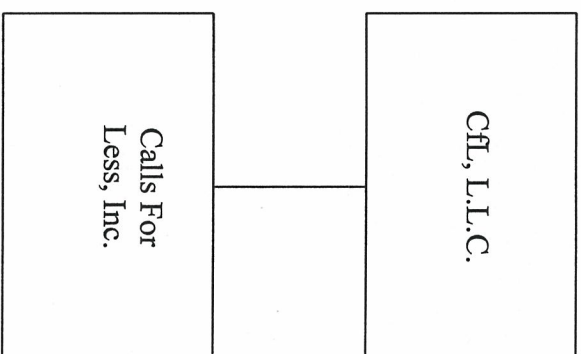
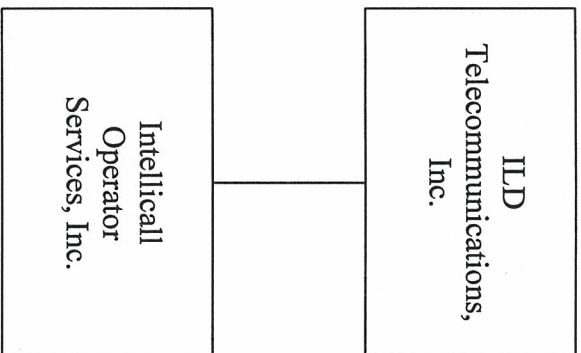
Mariann Z. Machida  
KELLEY, DRYE & WARREN LLP  
1200 19th Street, N.W., Suite 500  
Washington, D.C. 20036  
(202) 955-9600

Their Attorney

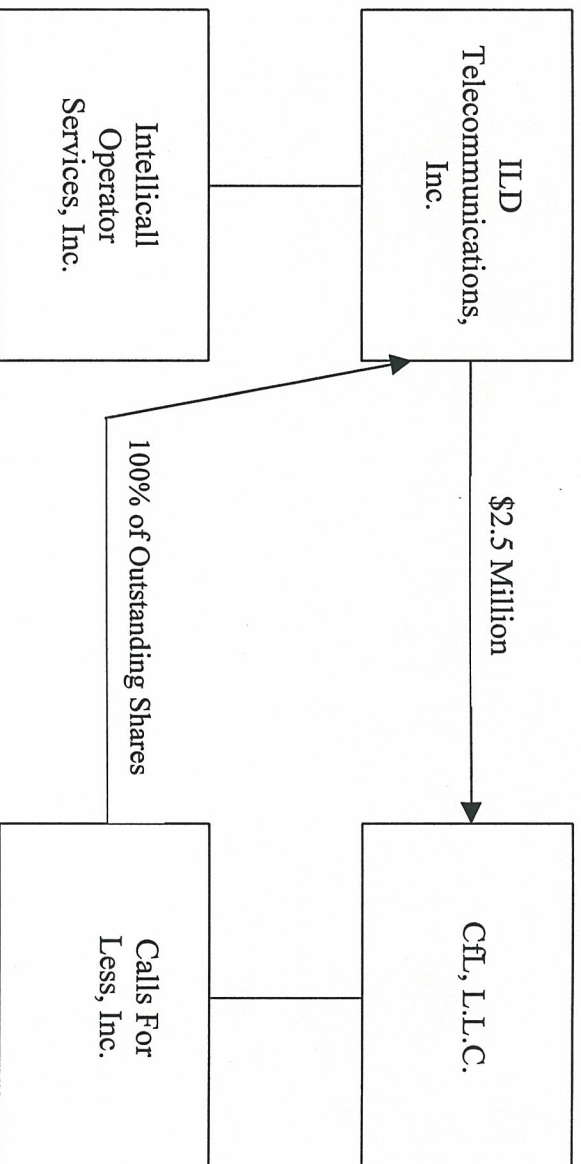
DATED: November 5, 1998

Attachment A

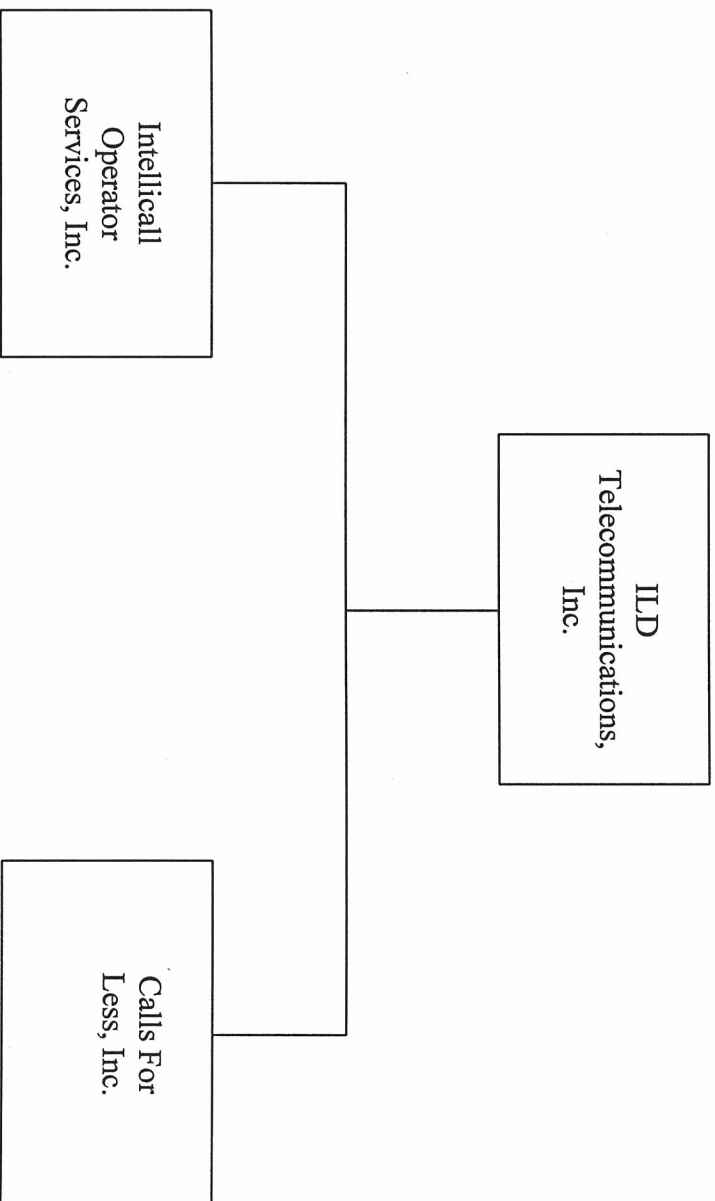
PRE-TRANSFER OF CONTROL



TRANSFER OF CONTROL



POST-TRANSFER OF CONTROL



## VERIFICATION

I am authorized to represent Calls for Less, Inc. and CFL, L.L.C. and to make this statement on their behalf. I have read the foregoing document and hereby attest that the information set forth therein is true and correct to the best of my knowledge, except such information as is stated therein upon information and belief. As to that information, I believe it also to be true. I so declare under penalty of perjury.

**Calls for Less, Inc. and  
CFL, L.L.C.**

BY:  \_\_\_\_\_

Name: Timothy P. Jones

Title: Vice President

Date: October 23, 1998

Sworn and subscribed to  
Before me this 23rd  
Day of October, 1998.

 \_\_\_\_\_  
Notary Public

My Commission expires: February 5, 2001

(Seal)

CERTIFICATION OF APPLICANT

On behalf of ILD Telecommunications, Inc. ("ILD"), and in accordance with Sections 1.2001-1.2003 of the Commission's rules, 47 C.F.R. §§ 1.2001-1.2003, I hereby certify that neither ILD, its officers and directors, or any party with a five percent or greater interest in ILD is subject to a denial of the Federal benefits requested herein pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988. See 21 U.S.C. § 862.

I further certify, under penalty of perjury, that I have read the foregoing document and that the statements therein are true, complete and correct to the best of my knowledge, except as to statements therein which are stated upon information and belief. As to those statements, I believe them to be true.

ILD TELECOMMUNICATIONS, INC.

By: *Paul Bessant*

Name: B. BENDRESSON, JR.

Title: SECY

Date: 10/4/98

Sworn and subscribed to  
before me this 6<sup>th</sup>  
day of October, 1998.

*C. Kellene Klein*  
Notary Public

My Commission expires: 1-17-99



FIRST UNION NATIONAL BANK  
WASHINGTON, DC

05150

15-122/540  
00480

Nov. 3, 1998

**KELLEY DRYE & WARREN LLP**  
1200 19TH STREET, N.W.  
WASHINGTON, DC 20036

PAY TO THE Federal Communications Commission  
ORDER OF \_\_\_\_\_

\$ 780.00

Seven-Hundred and Eighty-----00/100-----DOLLARS

*Danny E. Alan*

MEMO 032679.005 Filing fee

GUARD AN. SAFE

⑈005⑆50⑈ ⑆05400⑆220⑆2000034690853⑈