

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

Description of Application: _____

FBI

THE LAW OFFICES OF
MICHAEL R. GARDNER, P.C.

ATTORNEYS AT LAW
1150 CONNECTICUT AVENUE, N.W.
SUITE 710

WASHINGTON, D.C. 20036
(202) 785-2828
FAX (202) 785-1504

December 11, 1998

By Courier

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


Re: ActiveTel L.D., Inc. Application for Approval to Transfer Control
Dear Commission Official:

Enclosed are an original and five (5) copies of ActiveTel L.D., Inc.'s Application for Commission approval of a corporate merger of ActiveTel L.D., Inc.'s parent company, ICS Communications, L.L.C. ("ICS"). Under the proposed merger, control of ActiveTel L.D., Inc. will be transferred to Global Interactive Communications Corporation ("GICC"), a newly formed corporation. ICS will own a 40% interest in GICC, with the remaining ownership being held by ResNet Communications, L.L.C. (35%) and Shared Technologies Communications Corporation (25%).

This application is filed pursuant to Section 214 of the Communications Act of 1934, as amended, and Section 63.18 of the Commission's Rules. As required by the Commission's Rules, a check in the amount of \$780.00 is enclosed. Please date-stamp the extra copy of this Application and return it in the enclosed self-addressed envelope.

Any questions regarding the enclosed Application should be addressed to the undersigned.

Sincerely,



Michael R. Gardner
Counsel to ActiveTel L.D., Inc.

Enclosures

ENTITY VENDOR KEY - NAME
 NEWCO LFCC - FEDERAL COMMUNICATIONS

CHECK DATE CHECK NO.
 12/09/98 001025

DOC NO	APPLY TO	DATE	INVOICE	APPLY TO INVOICE	DOC AMOUNT	DISCOUNT	PAYMENT AMOUNT
001024		12/08/98	120898		780.00	.00	780.00
TOTAL					*****780.00		

GLOBAL INTERACTIVE
 COMMUNICATIONS CORPORATION
 1901 N. GLENVILLE DR SUITE 800
 RICHARDSON, TEXAS 75081
 (972) 669-6000

NATIONSBANK
 NationsBank Customer Connect 32-1/11110
 NationsBank of Texas, NA
CHECK NO
 001025

PAY SEVEN HUNDRED EIGHTY AND 00/100 DOLLARS

DATE	AMOUNT
12/09/98	*****780.00

VOID AFTER 120 DAYS

To The FEDERAL COMMUNICATIONS
 Order COMMISSION
 Of /

AUTHORIZED SIGNATURE GLOBAL INTERACTIVE

Richardson
 AUTHORIZED SIGNATURE GLOBAL INTERACTIVE

DOCUMENT HAS A MULTI-COLORED BACKGROUND. HOLD AT AN ANGLE TO SEE SAFETY FEATURES FRONT & BACK

⑈001025⑈ ⑆111000012⑆3751211378⑈

READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION

APPROVED BY OMB

3090-0589

REMITTANCE ADVICE

(1) LOCKBOX # 358115

PAGE NO. 1 OF 1

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)
Global Interactive Communications Corporation

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

(4) STREET ADDRESS LINE NO. 1
1901 N. Glenville Dr.

(5) STREET ADDRESS LINE NO. 2
Suite 800

(6) CITY
Richardson

(7) STATE
TX

(8) ZIP CODE
75081

(9) DAYTIME TELEPHONE NUMBER (include area code)
(972) 669-6112

(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)

(12) STREET ADDRESS LINE NO. 1

(13) STREET ADDRESS LINE NO. 2

(14) CITY

(15) STATE

(16) ZIP CODE

(17) DAYTIME TELEPHONE NUMBER (include area code)

(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
214 Transfer

(20A) PAYMENT TYPE CODE (PTC)
C U T

(21A) QUANTITY
1

(22A) FEE DUE FOR (PTC) IN BLOCK 20A
\$ 780.00

FCC USE ONLY

(23A) FCC CODE 1

(24A) FCC CODE 2

(19B) FCC CALL SIGN/OTHER ID

(20B) PAYMENT TYPE CODE (PTC)

(21B) QUANTITY

(22B) FEE DUE FOR (PTC) IN BLOCK 20B
\$

FCC USE ONLY

(23B) FCC CODE 1

(24B) FCC CODE 2

(19C) FCC CALL SIGN/OTHER ID

(20C) PAYMENT TYPE CODE (PTC)

(21C) QUANTITY

(22C) FEE DUE FOR (PTC) IN BLOCK 20C
\$

FCC USE ONLY

(23C) FCC CODE 1

(24C) FCC CODE 2

(19D) FCC CALL SIGN/OTHER ID

(20D) PAYMENT TYPE CODE (PTC)

(21D) QUANTITY

(22D) FEE DUE FOR (PTC) IN BLOCK 20D
\$

FCC USE ONLY

(23D) FCC CODE 1

(24D) FCC CODE 2

SECTION D - TAXPAYER INFORMATION (REQUIRED)

(25) COMPLETE THIS BLOCK ONLY IF APPLICANT NAME IN B31 IS DIFFERENT FROM PAYER NAME IN A3

PAYER TIN
7 5 2 7 8 3 8 2 8

APPLICANT TIN

SECTION E - CERTIFICATION

(27) CERTIFICATION STATEMENT
I, Michael C. Gerdes (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 beliefs/SIGNATURE
Michael C. Gerdes

SECTION F - CREDIT CARD PAYMENT INFORMATION

(28) MASTERCARD/VISA ACCOUNT NUMBER:

EXPIRATION DATE:

MASTERCARD

Grid for account number and expiration date

Grid for expiration date

VISA

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

AUTHORIZED SIGNATURE

SEE PUBLIC BURDEN ESTIMATE ON REVERSE

FCC FORM 159 JULY 1997 (REVISED)

Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, DC 20554

_____)
In the Matter of)
)
)
ActiveTel L.D., Inc.)
)
)
Application for authority pursuant) File No. ITC-98-_____
to Section 214 of the Communications)
Act of 1934, as amended, to transfer control of)
an authorized international resale carrier)
_____)

APPLICATION

ActiveTel L.D., Inc. (“ActiveTel L.D.” or “Applicant”), by its undersigned counsel, hereby requests authority, pursuant to Section 214 of the Communications Act of 1934, as amended, 47 U.S.C. § 214 (1996), and Section 63.18(e)(5) of the Commission’s Rules, 47 C.F.R. § 63.18(e)(5) (1996), to effectuate a corporate merger of ActiveTel L.D.’s ultimate parent company ICS Communications, L.L.C., whereby control of ActiveTel L.D. will be transferred to Global Interactive Communications Corporation (“GICC” or “Transferee”).

GICC is a newly formed corporation organized under the laws of the State of Delaware. ICS Communications, L.L.C., ActiveTel L.D.’s current parent company, will own a 40% interest in GICC. In addition, ResNet Communications, L.L.C. will own a 35% interest in GICC, and Shared Technologies Communications Corporation will own the remaining 25% interest.

ActiveTel L.D., an interexchange carrier (“IXC”) organized under the laws of the State of Delaware, resells international switched telecommunications services between the United States and

various international points pursuant to Commission authority. The proposed merger will allow ActiveTel L.D. to better serve its existing customer base, and remain competitive in this segment of the communications marketplace. Thus, the public interest, convenience, and necessity will be served by the grant of this transfer of control application. ActiveTel L.D. respectfully requests expedited treatment of this Application in order to permit the prompt consummation of the proposed corporate merger.

SUPPORTING INFORMATION

In support of ActiveTel L.D.'s request for authorization, the following information is submitted pursuant to Section 63.18 of the Commission's Rules, 47 C.F.R. § 63.18.

- (a) Name, address and telephone number of the Applicant:
- ActiveTel L.D., Inc.
1901 N. Glenville Drive
Suite 800
Richardson, Texas 75081
(972) 669-6000

Name, address and telephone number of the Transferee:

Global Interactive Communications Corporation
1901 N. Glenville Drive
Suite 800
Richardson, Texas 75081
(972) 669-6000

- (b) ActiveTel is a corporation organized under the laws of the State of Delaware.
GICC is a corporation organized under the laws of the State of Delaware.

- (c) Correspondence concerning this Application should be sent to:
- Carl Koenig
Vice President & General Counsel of ActiveTel L.D., Inc.
and
Senior Vice President & General Counsel of GICC

1901 N. Glenville Drive
Suite 800
Richardson, Texas 75081
(972) 669-6112;

and

Michael R. Gardner, Esq.
Law Offices of Michael R. Gardner, P.C.
1150 Connecticut Avenue, NW
Suite 710
Washington, DC 20036
(202) 785-2828

- (d) ActiveTel was granted global 214 authority under ITC 96-637 to provide international switched services by reselling the international switched services of various facilities-based carriers pursuant to Section 63.18(e)(2). *See* FCC Public Notice No. 71045, Report No. TEL-55-A, December 4, 1996 (application granted effective January 8, 1997) *and* File No. ITC-97-508-TC, November 24, 1997 (transfer of control application granted effective November 28, 1997).

Previously, on June 14, 1995, ActiveTel L.D. was granted authority under ITC-95-292 to provide international switched services by reselling the international switched services of certain carriers as originally listed in its application. *See* FCC Public Notice 54347, Report No. I-8063 (released June 14, 1995).

GICC is a newly formed corporation and has not previously been issued authority under Section 214 of the Communications Act.

- (e)(5) Pursuant to this Application, Applicant seeks Commission approval to permit ActiveTel L.D.'s parent company, ICS Communications, L.L.C., to transfer control of ActiveTel L.D. to Global Interactive Communications Corporation.
- (f) Not applicable.
- (g) Not applicable.
- (h)(1) GICC is not affiliated with a "foreign carrier," as that term is defined in Section 63.18 of the Commission's Rules.
- (h)(2) The names, addresses, citizenship, and principal businesses of GICC's 10% or greater shareholders are as follows:
- Global Interactive Technologies Corporation

1901 N. Glenville Drive
Suite 800
Richardson, Texas 75081
(972) 669-6000
Place of Incorporation: U.S.
Principal Business: Communications
Percentage Held: 100%

The names, addresses, citizenship, and principal businesses of Global Interactive Technologies, Inc.'s 10% or greater shareholders are as follows:

Interactive Cable Systems, Inc.
1901 N. Glenville Drive
Suite 800
Richardson, Texas 75081
(972) 669-6000
Place of Incorporation: U.S.
Principal Business: Communications
Percentage Held: 40%

ResNet Communications, L.L.C.
3900 W. Innovation St.
Sioux Falls, SD 57107-7002
(605) 988-2101
Place of Incorporation: U.S.
Principal Business: Communications
Percentage Held: 35%

Shared Technologies Communications Corporation
100 Constitution Plaza
Suite 100
Hartford, CT 06103
(860) 240-6845
Place of Incorporation: U.S.
Principal Business: Communications
Percentage Held: 25%

The names, addresses, citizenship, and principal businesses of Interactive Cable Systems, Inc.'s 10% or greater shareholders are as follows:

ICS Communications, L.L.C.
1901 N. Glenville Drive
Suite 800
Richardson, Texas 75081

(972) 669-6000
Place of Incorporation: U.S.
Principal Business: Communications
Percentage Held: 100%

The names, addresses, citizenship, and principal businesses of ICS Communications, L.L.C.'s 10% or greater shareholders are as follows:

Nomura Holding America, Inc.
2 World Financial Center
Building B
New York, NY 10281-1198
(212) 667-1964

Place of Incorporation: U.S.
Principal Business: Finance, Banking, Investment
Percentage Held: 80%

CMD Ventures, L.L.C.
100 Great Meadow Rd.
Suite 104
Wethersfield, CT 06109
(860) 258-2403

Place of Incorporation: U.S.
Principal Business: Investment
Percentage Held: 15%

The names, addresses, citizenship, and principal businesses of Nomura Holding America Inc.'s 10% or greater shareholders are as follows:

The Nomura Securities Co., Ltd.
1-9-1, Nihonbashi Chuo-ku
Tokyo 103, Japan

Place of Incorporation: Japan
Principal Business: Securities Broker-Dealer engaging in the brokerage, dealing, and underwriting of securities.
Percentage Held: 97.05%

The names, addresses, citizenship, and principal businesses of ResNet Communications, L.L.C.'s 10% or greater shareholders are as follows:

ResNet Communications, Inc.
3900 W. Innovation St.
Sioux Falls, SD 57107-7002
(605) 988-2101

Place of Incorporation: U.S.
Principal Business: Communications
Percentage Held: 95%

The names, addresses, citizenship, and principal businesses of ResNet Communications, Inc.'s 10% or greater shareholders are as follows:

LodgeNet Entertainment Corporation
3900 W. Innovation St.
Sioux Falls, SD 57107-7002
(605) 988-1301

Place of Incorporation: U.S.
Principal Business: Communications
Percentage Held: 100%

The names, addresses, citizenship, and principal businesses of Shared Technologies Communications Corporation's 10% or greater shareholders are as follows:

Anthony Autorino
100 Great Meadow Rd.
Suite 104
Wethersfield, CT 06109
(860) 258-2403

Place of Incorporation: U.S.
Principal Business: Investment
Percentage Held: 100%

Information regarding interlocking directorates is provided as Attachment A.

- (h)(3) Although originally detailed in ActiveTel L.D.'s 214 authorization (File No. ITC-96-637), and approved on a streamlined basis by the Commission, ActiveTel L.D. is no longer affiliated with MCI within the meaning of Sections 63.18(h)(1)(I) and (h)(3) of the Commission's rules.
- (h)(4) GICC will comply with the Section 63.18(h)(4) obligation for the continuing accuracy of paragraphs (h)(1) through (h)(3) of Section 63.18.
- (h)(5) The transferee, GICC, is not affiliated with any foreign carriers.
- (h)(6) The transferee, GICC, is not affiliated with any foreign carriers.
- (h)(7) The transferee, GICC, is not affiliated with any foreign carriers.
- (h)(8) ActiveTel L.D. seeks to continue to be classified as non-dominant pursuant to Section

63.10, as there are no foreign carrier affiliations.

- (j) ActiveTel L.D., as Applicant, and GICC, as proposed Transferee, have attached certifications stating that they have not accepted special concessions directly or indirectly from any foreign carrier or administration with respect to 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. Neither GICC nor ActiveTel L.D. will enter into such agreements in the future.
- (j) ActiveTel L.D., as Applicant, and GICC, as proposed Transferee, have attached their respective certifications pursuant to Section 1.2002 of the Commission's Rules (implementing the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 853(a)).
- (k) The applicants qualify for streamlined treatment of this application pursuant to Section 63.12 of the Commission's Rules in that there are no foreign carrier affiliations.

CONCLUSION

For the reasons stated above, ActiveTel L.D. submits that the public interest, convenience, and necessity will be furthered by a grant of this Section 214 Transfer of Control Application. Accordingly, ActiveTel L.D. respectfully requests that the Commission grant the authority requested herein.

Respectfully submitted,

ACTIVETEL L.D., INC.

By: 

Carl Koenig
Vice President & General Counsel

ActiveTel L.D., Inc.
1901 N. Glenville Drive
Suite 800
Richardson, TX 75081
(972) 659-6000

Dated: December 11, 1998

CERTIFICATION OF ACTIVETEL L.D.

On behalf of ActiveTel L.D., Inc. ("ActiveTel L.D."), 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 ActiveTel L.D. is not 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. In addition, pursuant to Section 63.14 of the Commission's Rules, I certify that ActiveTel L.D. has not agreed to accept special concessions directly or indirectly from any foreign carrier or administration with respect to 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. ActiveTel L.D. will not enter into such agreements in the future.

Further, I hereby certify that the statements in the foregoing Application for Section 214 transfer of control authorization are true, complete, and correct to the best of my knowledge and are made in good faith.

ActiveTel L.D., Inc.

By: 

Name: Carl Koene

Title: Secretary

Date: 12/10/98

CERTIFICATION OF GLOBAL INTERACTIVE COMMUNICATIONS CORPORATION

On behalf of Global Interactive Communications Corporation ("GICC"), 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 GICC is not 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. In addition, pursuant to Section 63.14 of the Commission's Rules, I certify that GICC has not agreed to accept special concessions directly or indirectly from any foreign carrier or administration with respect to 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. GICC will not enter into such agreements in the future.

Further, I hereby certify that the statements in the foregoing Application for Section 214 transfer of control authorization are true, complete, and correct to the best of my knowledge and are made in good faith.

**Global Interactive Communications
Corporation, as Transferee**

By: 

Name: Carl Koenig

Title: Senior Vice President

Date: 12/10/98

ATTACHMENT A

SECTION 63.18(h)(2) INTERLOCKING DIRECTOR INFORMATION

- The following individuals hold positions as directors in Interactive Cable Systems, Inc. and ICS Communications, L.L.C.:

Kevin Schottlaender	Anthony Autorino
Dennis Dolan	Skip Victor
- The following individuals hold positions as directors in ResNet Communications, L.L.C., ResNet Communications, Inc., and LodgeNet Entertainment Corporation:

Tim Flynn	Scott Peterson
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- The following individual holds positions as director in ICS Communications L.L.C., CMD Ventures, L.L.C., and Shared Technologies Communications Corporation:

Anthony Autorino	
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- The following individuals hold positions as directors in CMD Ventures, L.L.C. and Shared Technologies Communications Corporation:

Vincent DiVincenzo	Paul R. Barry, Jr.
--------------------	--------------------