

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:

OK 501c

READ INSTRUCTIONS CAREFULLY BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION

APPROVED BY OMB 3060-0589

REMITTANCE ADVICE

SPECIAL USE

PAGE NO. 1 OF 1

FCC USE ONLY
FCC/MEL/01
DEC 28 1998

(1) LOCKBOX # 358115

SECTION A - PAYER INFORMATION

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

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

(4) STREET ADDRESS LINE NO. 1
478 Wheelers Farms Road

(5) STREET ADDRESS LINE NO. 2
Building B

(6) CITY
Millford

(7) STATE
CT

(8) ZIP CODE
06460

(9) DAYTIME TELEPHONE NUMBER (include area code)
(203) 882-3700

(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)
ClariCom Networks, Inc.

(12) STREET ADDRESS LINE NO. 1
478 Wheelers Farms Road

(13) STREET ADDRESS LINE NO. 2
Building B

(14) CITY
Millford

(15) STATE
CT

(16) ZIP CODE
06460

(17) DAYTIME TELEPHONE NUMBER (include area code)
(203) 882-3700

(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)
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) PAYER TIN
0 4 3 3 1 4 8 8 4

(26) COMPLETE THIS BLOCK ONLY IF APPLICANT NAME IN B-11 IS DIFFERENT FROM PAYER NAME IN A-2
APPLICANT TIN
0 4 3 3 1 4 8 9 4

SECTION E - CERTIFICATION

(27) CERTIFICATION STATEMENT
I, Valerie M. Furman, Esq., (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 *Valerie M. Furman*

(28) MASTERCARD/VISA ACCOUNT NUMBER

MASTERCARD/VISA ACCOUNT NUMBER:

EXPIRATION DATE:

VISA

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

AUTHORIZED SIGNATURE

DATE

SEE PUBLIC BURDEN ESTIMATE ON REVERSE

FCC FORM 159 JULY 1997 (REVISED)

copy

copy

D I C K S T E I N S H A P I R O M O R I N & O S H I N S K Y L L P

2101 L Street NW • Washington, DC 20037-1526
Tel (202) 785-9700 • Fax (202) 887-0689
Writer's Direct Dial: (202) 833-5017
E-Mail Address: FurmanV@dsmo.com

December 28, 1998

VIA COURIER
Federal Communications Commission
International Bureau — Telecommunications
P.O. Box 358115
Pittsburgh, Pennsylvania 15251-5115

Re: **Claricom Networks, Inc.**
 Request for Approval of an Indirect Change in Control

Dear Sir or Madam:

On behalf of Claricom Networks, Inc., pursuant to Section 63.18(e)(2) of the Commission's Rules, we hereby submit an original and two (2) copies of its request for approval of an indirect change in control that will occur as a result of the merger of Claricom Holdings, Inc., the parent corporation of Claricom Networks, Inc., with Sigma Acquisition Corp., a wholly-owned subsidiary of Staples, Inc.

A completed FCC Form 159 and a check in the amount of \$780 in payment of the Commission's processing fee accompany this filing.

We have included an extra copy of this filing, marked "Stamp and Return." Please date-stamp the extra copy to confirm your receipt, and return it to the courier.

Any questions regarding this filing may be directed to the undersigned.

Very truly yours,



Valerie M. Furman
Counsel for Claricom Networks, Inc.

VME/gsw

Attachment and Enclosure

1177 Avenue of the Americas • 41st Floor • New York, New York 10036-2714
Tel (212) 835-1400 • Fax (212) 997-9880
<http://www.dsmo.com>

Before the
FEDERAL COMMUNICATIONS COMMISSION

IN THE MATTER OF)
)
CLARICOM NETWORKS, INC.) Docket No. FCC-214-_____
)
REQUEST FOR APPROVAL OF AN)
INDIRECT CHANGE IN CONTROL)

REQUEST FOR APPROVAL OF AN INDIRECT CHANGE IN CONTROL

Claricom Networks, Inc. (“Claricom Networks” or “Company”), pursuant to Section 63.18 of the Commission’s Rules, hereby requests Commission approval of an indirect change in control of Claricom Networks that will occur as a result of the merger of Claricom Holdings, Inc. (“Claricom Holdings”), the parent corporation of Claricom Networks, with Sigma Acquisition Corp. (“Sigma”), a wholly-owned subsidiary of Staples, Inc.

Effective October 18, 1996, Claricom Networks was granted global international resale authority under Section 214 of the Communications Act of 1934, as amended, 47 U.S.C. § 214, and Section 63.18(e)(2) of the Commission’s Rules.¹

Claricom Holdings owns 100% of the outstanding capital stock of Claricom Networks. Claricom Holdings has entered into a Merger Agreement pursuant to which

¹ See Report No. I-8211, DA-96-1756 (dated October 24, 1996); 11 FCC Rcd 13911 (1996).

Sigma, a newly-formed, wholly-owned subsidiary of Staples, Inc., will merge with and into Claricom Holdings (the "Merger"). Claricom Holdings will be the surviving corporation of the Merger. As a result of the Merger, Staples, Inc. will own the majority of shares in Claricom Holdings. It is anticipated that post-merger, Staples, Inc. will own in excess of 90% of the shares of Claricom Holdings and that no other shareholder of Claricom Holdings will own in excess of 5% of the shares. Claricom Networks will continue to be a wholly-owned subsidiary of Claricom Holdings following the Merger. In addition, Claricom Networks' current Chief Executive Officer and current Chief Operating Officer/President will continue in these positions following consummation of the Merger.

Claricom Networks' headquarters will remain at 478 Wheelers Farms Road, Building B, Milford, Connecticut 06460 following consummation of the Merger. Claricom Networks will continue to resell the long-distance telecommunications services of its underlying carriers pursuant to Claricom Networks' existing tariff provisions, including rates and charges. Substantially all of the personnel who currently comprise the telecommunications resale division of Claricom Networks will remain employees of the Company; service complaints and responses will be handled in the same manner; and customers will continue to contact the same toll-free 800-number to obtain service, make billing inquiries, and report outages. The indirect change in control of Claricom Networks resulting from the Merger will be completed in a seamless fashion that will not adversely affect either Claricom Networks' customers or Claricom Networks' provision of telecommunications services pursuant to its authorization under Section 214 of the Communications Act of 1934, as amended. 47 U.S.C. § 214. Customers will be able to

purchase the same high quality services from Claricom Networks that they currently purchase. Thus, all resale customers of Claricom Networks will continue to obtain service from the same people they have come to rely upon.

There will be neither a direct transfer of control of Claricom Networks nor an assignment of Claricom Networks' Section 214 authorization as a result of the Merger. Rather, the Merger will result only in an indirect change in control of Claricom Networks. As stated above, following the consummation of the Merger, Claricom Networks will continue to operate under its existing name and pursuant to its existing tariff, and will continue to provide service in the same manner as it does currently.

In support of its request for approval of an indirect change in control, and in accord with Section 63.18(e)(5) of the Commission's Rules, Claricom Networks submits the following information:

1. Claricom Networks' legal name, address and telephone number:

Claricom Networks, Inc.
478 Wheelers Farms Road
Milford, Connecticut 06460
(203) 882-3700

Sigma's legal name, address and telephone number:

Sigma Acquisition Corp.
1 Research Drive
Westborough, MA 01581
(508) 370-8500

2. Claricom Networks is incorporated in the State of Delaware and is in good standing under the laws of that state. Claricom Networks operates primarily as a switchless, non-facilities based reseller of telecommunications services provided over the networks of other authorized interexchange carriers. As stated above, Claricom Networks is a wholly-owned subsidiary of Claricom Holdings.

Sigma is incorporated in the State of Delaware and is in good standing with the laws of that state. As stated above, Sigma is a wholly-owned subsidiary of Staples, Inc.

3. The name, address and telephone number of the officer who should be contacted in connection with the general management of Claricom Networks is:

James A. Graham
Senior Vice President, Finance and Administration and Secretary
Claricom Networks, Inc.
478 Wheelers Farms Road
Milford, Connecticut 06460
(203) 882-3700

The names, addresses and telephone numbers of Claricom Networks' legal counsel are:

Albert H. Kramer, Esq.
Valerie M. Furman, Esq.
Dickstein, Shapiro, Morin & Oshinsky, LLP
2101 L Street, N.W.
Washington, D.C. 20037
(202) 833-5017

and

Joyce E. Johnson, Esq.
Corporate & Regulatory Counsel
Claricom Networks, Inc.
478 Wheelers Farms Road
Milford, Connecticut 06460
(203) 882-4545

All correspondence or other communications regarding the instant filing should be directed to Claricom Networks' above-designated counsel.

The name, address and telephone number of the officer who should be contacted in connection with the general management of Sigma is:

Charles C. Freeman
Vice President and Assistant Secretary
Sigma Acquisition Corp.
100 Pennsylvania Ave.
Framingham, MA 01701
(508) 370-7934

Copies of any correspondence sent to Claricom Networks' designated counsel should also be directed to:

Stephen L. Goodman, Esq.
Halprin, Temple, Goodman & Sugrue
1100 New York Ave. N.W.
Suite 650 East
Washington, D.C. 20009
(202) 371-9100

Counsel for Sigma Acquisition Corp.

4. As stated above, effective October 18, 1996, Claricom Networks was granted global international resale authority under Section 214 of the Communications Act of 1934, as amended, 47 U.S.C. § 214, and Section 63.18(e)(2) of the Commission's Rules.²

² Id.

Neither Sigma nor its parent corporation, Staples, Inc., have previously applied for or received any authority under Section 214 of the Communications Act of 1934, as amended. 47 U.S.C. § 214.

5. Sigma is not a foreign carrier and does not have any affiliation, either directly or indirectly, with any foreign carrier, as the term “affiliation” is defined in part 63.18(h)(1)(i) of the Commission’s Rules. 47 C.F.R. §63.18(h)(1)(i).

As stated above, Sigma is a wholly-owned subsidiary of Staples, Inc., a Delaware corporation. Staples, Inc.’s sole 10% or greater shareholder is FMR Corp., a U.S. corporation incorporated in the State of Delaware. FMR Corp. beneficially owns 12.7% of the outstanding shares of common stock in Staples, Inc. FMR Corp.’s legal name and address are:

FMR Corp.
82 Devonshire Street
Boston, MA 02109

FMR Corp.’s principal business is institutional investments.

Interlocking directorates:

George Mitchell is a director of Staples, Inc. and Xerox Corp. Xerox Corp. has in the past held and may currently hold a Section 214 authorization issued by the Commission.

6. Claricom Networks and Sigma each certify that they have 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, and further certify that they will not enter into such agreements in the future.

7. Claricom Networks and Sigma each certify that neither Claricom Networks, Sigma, or any party to this request is subject to a denial of Federal benefits pursuant to Sections 1.2001 through 1.2003 of the Commission's Rules or Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. §853a.

8. Claricom Networks and Sigma respectfully request streamlined processing of the instant request pursuant to Section 63.12 of the Commission's Rules. As stated above, there will be neither a direct transfer of control of Claricom Networks nor an assignment of Claricom Networks' Section 214 authorization as a result of the above-described Merger. The Merger will result only in an indirect change in control of Claricom Networks. The indirect change in control of Claricom Networks will not result in Claricom Networks becoming affiliated, either directly or indirectly, with a foreign carrier on any U.S. international route. In addition, following the consummation of the Merger, Claricom Networks will continue to operate under its existing name and pursuant to its existing tariff, and will continue to provide service in the same manner as it does currently. Accordingly, Claricom Networks and Sigma believe the instant request qualifies for streamlined processing.

CONCLUSION

WHEREFORE, Claricom Networks, Inc. and Sigma Acquisition Corp. respectfully request that the Commission grant the instant request for approval of an indirect change in control of Claricom Networks, Inc.

Respectfully submitted,
CLARICOM NETWORKS, INC.

By: *James A. Graham*
James A. Graham
Senior Vice President, Finance and
Administration and Secretary

Dated: 12-21-98

SIGMA ACQUISITION CORP.

By: _____
Charles C. Freeman
Vice President and Assistant Secretary

Dated: _____


CONCLUSION

WHEREFORE, Claricom Networks, Inc. and Sigma Acquisition Corp. respectfully request that the Commission grant the instant request for approval of an indirect change in control of Claricom Networks, Inc.

Respectfully submitted,
CLARICOM NETWORKS, INC.

By: _____
James A. Graham
Senior Vice President, Finance and
Administration and Secretary

Dated: _____

SIGMA ACQUISITION CORP.
By: 
Charles C. Freeman
Vice President and Assistant Secretary

Dated: 12/23/98

1370

52-153/112 001

CLARITY TELECOM, INC.
DBA EXECUTONE BUSINESS SOLUTIONS
MILFORD, CT 06460

12/1/98

\$ 750.00

Security features
 Details on back

DOLLARS

Seven hundred fifty Dollars and 00/100

BANK OF BOSTON (MAINE), N.A.
SOUTH PORTLAND, ME

[Signature]

FOR "000001370" @012015391 80 021 715"

SHARLAND STYLE 2

PAY TO THE ORDER OF

Federal Commissions Commission