

**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

Ecocom USA Limited Inc.

1018

15-300012
540

DATE December 15, 1998


PAY
TO THE
ORDER OF

Federal Communications Commission

\$ 785.⁰⁰

Seven hundred and eighty five

xx DOLLARS

 Security features
included.
Check on back.



RIGGS

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Washington, DC 20006-3944

FOR _____

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⑆7251025⑈

MP

PEPPER & CORAZZINI

L. L. P.

GREGG P. SKALL
E. THEODORE MALLYCK
OF COUNSEL

ATTORNEYS AT LAW

VINCENT A. PEPPER
ROBERT F. CORAZZINI
PETER GUTTMANN
JOHN F. GARZIGLIA
ELLEN S. MANDELL
HOWARD J. BARR
MICHAEL J. LEHMKUHLL *

1776 K STREET, N.W., SUITE 200
WASHINGTON, D.C. 20006

FREDERICK W. FORD
1909-1986

SUZANNE C. SPINK *

(202) 296-0600

MICHAEL H. SHACTER
PATRICIA M. CHUH
LEE G. PETRO *

TELECOPIER (202) 296-5572
INTERNET PEPCOR@COMMLAW.COM
WEB SITE HTTP://WWW.COMMLAW.COM

* NOT ADMITTED IN D.C.

January 12, 1999

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

RE: Fee Filing (Code CUF) - \$785.00 Check Enclosed
Application For Transfer of Control

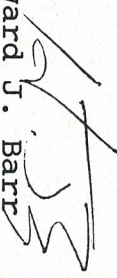
Dear Mr./Ms.:

Transmitted herewith on behalf of Ecocom USA Limited is an original and four (4) copies of its Application for Transfer of Control of its Section 214 authorization.

Also enclosed is a check in the amount of \$785.00 as payment of the required filing fee along with an FCC Form 159.

Should any questions arise in connection with this matter, kindly communicate directly with the undersigned.

Respectfully submitted,


Howard J. Barr
Counsel

Enclosures

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

In the Matter of

ECOCOM USA LIMITED

File No.

Application for Authority
Pursuant to Section 214 of the
Communications Act of 1934 as
Amended, to Transfer Control
of an Authorized International
Carrier

APPLICATION FOR TRANSFER OF CONTROL

Ecocom USA Limited ("Ecocom USA"), hereby requests authority, pursuant to Section 214 of the Communications Act of 1934, as amended, 47 U.S.C. Section 214 (1982), and Section 63.18 of the Commission's Rules, 47 C.F.R. Section 63.18, to transfer control of Ecocom USA from Ecocom Ltd. to the shareholders of Ecocom USA. Ecocom USA is currently a wholly owned subsidiary of Ecocom Ltd. For business reasons, the Parties need to quickly consummate a transaction whereby control of Ecocom USA will be transferred, pursuant to a sale of all of the outstanding stock of Ecocom USA by Ecocom Ltd, to a number of individual shareholders as more fully set forth below.

I. THE PARTIES

Ecocom USA is a privately held Delaware corporation whose principal offices are located at 2230 George Marshall Drive, Falls Church, VA 22043. Pursuant to Section 214 authority granted by the Commission, Ecocom USA is authorized to operate as a

facilities-based and resale carrier in accordance with Sections 63.18(e)(1) and (2) of the Commission's Rules. Ecocom USA is considered to be a non-dominant carrier under the Commission's Rules. Ecocom USA submits that it will continue to be qualified to operate as such subsequent to completion of the transaction.

II. THE TRANSACTION

As indicated above, Ecocom USA is a wholly owned subsidiary of Ecocom Ltd., the ownership of which is a matter of record with the Commission. Ecocom Ltd. will sell all of Ecocom USA's issued and outstanding stock to Messrs: Edward Manukian, Walter Zinsser, Olav Ermgassen, Jack Hazout, Curt Coward, Lewis Farsedakis, Michael Obermayer and Anselm Baumgarten.

The following information is submitted pursuant to Section 63.18 of the

Commission's Rules

(a) The name and address of applicants:

Ecocom USA Limited
2230 George Marshall Drive
Falls Church, VA 22043
703/208-2208

The Shareholders of Ecocom USA Limited	
Edward Manukian	Walter Zinsser
6129 Brook Drive	71 Park Street
Falls Church, VA 22044	London W1Y3HB
703/532-2880	United Kingdom
	44-171-629-1065

Olav Ermgassen	Jack Hazout
Randall House	c/o ESDS
18 Woodstock Road	8, Rue Lafouge
London W41UE	94250 Gentilly
United Kingdom	France
44-181-747-3486	33-1-4740-8888

Curt Coward
c/o McGuire Woods
8280 Greensboro Drive
McLean, VA 22102
703/712-5385

Lewis Farsedakis
2230 George C. Marshall Drive
Number 1001
Falls Church, VA 22043
713/208-2208

Michael Obermayer
c/o McKinsey & Co.
Bolshoi Afanasyevsky Per. 8/3
121019 Moscow
Russia
7095-232-9300

Anselm Baumgarten
Feuerbachstrasse 12
Frankfurt am Main, 60325
Germany
49-69-7103-4696

- (b) Ecocom USA is incorporated under the laws of the state of Delaware.
- (c) Correspondence concerning this application should be sent to:

Lewis Farsedakis
2230 George Marshall Drive
Falls Church, VA 22043

with copies to:

Howard J. Barr, Esq.
Pepper & Corazzini, L.L.P.
1776 K Street, N.W., Suite 200
Washington, D.C. 20006
202/296-0600

- (d) Ecocom currently holds Section 214 global authority to provide resold and facilities-based international communications services.
- (e) The authorization sought in this application would approve a transaction which would permit the individuals identified in (a) above to acquire 100% of the outstanding shares of Ecocom USA.
- (f) Inapplicable.
- (g) Inapplicable.

(h) Subsequent to the transaction, Ecocom USA's 10% or greater shareholders will be:

<u>Name/Address</u>	<u>%</u>	<u>Citizenship</u>	<u>Principle Business</u>
Edward Manukian 6129 Brook Drive Falls Church, VA 22044	28	Canada	Telecommunications
Jack Hazout c/o ESDS 8, Rue Lafouge 94250 Gentilly France	14	France	Telecommunications
Walter Zinsser 71 Park Street London W1Y3HB United Kingdom	14	UK	Telecommunications
Olav Ermgassen Randall House 18 Woodstock Road London W41UE United Kingdom	14	UK	Investment Banking
Curt Coward c/o McGuire Woods 8280 Greensboro Drive McLean, VA 22102	10	USA	Attorney
Lewis Farsedakis 2230 George Marshall Dr. Falls Church, VA 22043	10	USA	Telecommunications

(i) Ecocom USA certifies that it has not agreed to accept 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 Ecocom USA may serve under the authority requested herein and that it will not enter into such agreements in the future.

(j) Ecocom certifies that neither it nor any party to this application is subject to a denial of federal benefits pursuant to § 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862.

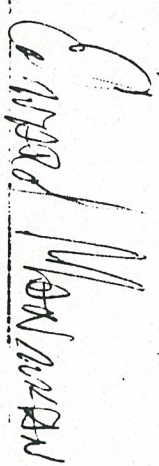
(k) Ecocom USA has no foreign carrier affiliations and requests expedited streamlined treatment of this application pursuant to Section 63.12 of the Commission's Rules.

CONCLUSION

For the reasons set forth herein, Ecocom USA Limited respectfully submits that the public interest, convenience and necessity will be furthered by a grant of this application for consent to the transfer of control of Ecocom USA Limited.

Respectfully submitted,

ECOCOM LTD.
(Transferor)

By 

Name: _____
Title: President
Date: January 4, 1999

ECOCOM USA LIMITED
(Transferee)

By 

Name: _____
Title: President
Date: January 4, 1999