

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

pb25

- 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: _____

ANSI

READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDING

APPROVED BY OMB 3060-0589

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE

PAGE NO. 1 OF 1 **JAN 25 1999**
FCC/MELTON

SPECIAL USE
FCC USE ONLY

(1) LOCKBOX # 358115

SECTION A - PAYER INFORMATION

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

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

(4) STREET ADDRESS LINE NO. 1
2000 Pennsylvania Avenue, N.W., Suite 5500

ITC-T/C-19990125-00025

(5) STREET ADDRESS LINE NO. 2

(6) CITY
Washington

(7) STATE
DC

(8) ZIP CODE
20006

(9) DAYTIME TELEPHONE NUMBER (include area code)
(202) 887-1500

(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)
Madge Networks N.V.

(12) STREET ADDRESS LINE NO. 1
Polaris Avenue 23

(13) STREET ADDRESS LINE NO. 2

(14) CITY
The Netherlands

(15) STATE

(16) ZIP CODE

(17) DAYTIME TELEPHONE NUMBER (include area code)
+ 31 23 568 5524

(18) COUNTRY CODE (if not in U.S.A.)
2132 JH Hoofddorp

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

(19B) FCC CALL SIGN/OTHER ID (20B) PAYMENT TYPE CODE (PTC) (21B) QUANTITY (22B) FEE DUE FOR (PTC) IN BLOCK 20B (24B) FCC CODE 2
FCC CODE 1 1 FCC USE ONLY

(19C) FCC CALL SIGN/OTHER ID (20C) PAYMENT TYPE CODE (PTC) (21C) QUANTITY (22C) FEE DUE FOR (PTC) IN BLOCK 20C (24C) FCC CODE 2
FCC CODE 1 \$ FCC USE ONLY

(19D) FCC CALL SIGN/OTHER ID (20D) PAYMENT TYPE CODE (PTC) (21D) QUANTITY (22D) FEE DUE FOR (PTC) IN BLOCK 20D (24D) FCC CODE 2
FCC CODE 1 \$ FCC USE ONLY

SECTION D - TAXPAYER INFORMATION (REQUIRED)

(25) PAYER TIN 0940697210 (26) COMPLETE THIS BLOCK ONLY IF APPLICANT NAME IN B-41 IS DIFFERENT FROM PAYER NAME IN A-2
APPLICANT TIN 023568524

SECTION E - CERTIFICATION

(27) CERTIFICATION STATEMENT I, _____, 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 _____

(28) MASTERCARD/VISA ACCOUNT NUMBER: _____ SECTION F - CREDIT CARD PAYMENT INFORMATION

MASTER CARD: _____ EXPIRATION DATE: _____
MONTH: _____ YEAR: _____

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

MORRISON & FOERSTER LLP

DETACH AND RETAIN THIS STATEMENT
THE ATTACHED CHECK IS IN PAYMENT OF ITEMS DESCRIBED BELOW.
IF NOT CORRECT PLEASE NOTIFY US PROMPTLY. NO RECEIPT DESIRED.

108207

Vendor Number 017056 Ref #
FEDERAL COMMUNICATIONS COMMISSION
INVOICE DATE AMOUNT
RQ308186 01/22/99 780.00

Check Number 108207
Check Date 01/25/99
DATE AMOUNT

Sec. 214 transfer of control,
23826/4

INVOICE
\$ 780.00

HOLD AT AN ANGLE TO VERIFY BACKGROUND WORDS "SAFE" ON FRONT AND A WATERMARK ON BACK

MORRISON & FOERSTER LLP
WASHINGTON, D.C. OFFICE
2000 PENNSYLVANIA AVE., N.W., SUITE 5500
WASHINGTON, D.C. 20006-1898

CENTURY NATIONAL BANK
WASHINGTON, D.C. 20006

15-159 108207
540

PAY SEVEN HUNDRED EIGHTY AND NO/100 DOLLARS

01/25/99

*****780.00

TO THE
ORDER OF
FEDERAL COMMUNICATIONS COMMISSION

VERIFY FIRST

By: *[Signature]*
AUTHORIZED SIGNATURE

AUTHORIZED SIGNATURE

⑈ 108207 ⑈ ⑆054001534⑆ 001 001053 5⑈

MORRISON & FOERSTER LLP

ATTORNEYS AT LAW

SAN FRANCISCO
LOS ANGELES
SACRAMENTO
ORANGE COUNTY
PALO ALTO
WALNUT CREEK
DENVER

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NEW YORK
WASHINGTON, D.C.
LONDON
BRUSSELS
HONG KONG
SINGAPORE
TOKYO

January 25, 1999

Writer's Direct Dial Number
(202) 887-8787

By Messenger

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

Re: Madge Networks N.V. and GAINS International (C.I.) Limited
Application for Authority Under Section 214 of the Communications
Act of 1934, as Amended, to Transfer Control of GAINS
International (C.I.) Limited to Madge Networks N.V.


Dear Sir or Madam:

Madge Networks N.V. and GAINS International (C.I.) Limited, by their attorneys, hereby submit an original and one copy of their application for authority under Section 214 of the Communications Act of 1934, as amended, to Transfer Control of GAINS International (C.I.) Limited to Madge Networks N.V., Inc. Madge Networks N.V. has submitted a facsimile copy of the certification required under Section 63.18 of the Commission's rules, 47 C.F.R. § 63.18. An original signed certification will be filed with the Commission tomorrow.

Also enclosed herewith is a check made payable to the Federal Communications Commission in the amount of \$780.00 to cover the requisite filing fee.

Should any questions arise regarding this submission, please contact the undersigned.

Very truly yours,


James A. Casey
Counsel for Madge Networks N.V.

Attachment

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

In the Matter of)
)
Madge Networks N.V. and)
GAINS International (C.I.) Limited) File No. ITC-T/C-19990125-00025
)
Application for Authority Under)
Section 214 of the Communications Act)
of 1934, as Amended, to Transfer Control of)
GAINS International (C.I.) Limited)
to Madge Networks N.V.)

APPLICATION FOR TRANSFER OF CONTROL

Madge Networks N.V. ("Madge") and GAINS International (C.I.) Limited ("GAINS") (together, the "Applicants"), hereby request authority, pursuant to Section 214 of the Communications Act of 1934, as amended, 47 U.S.C. §214, and Section 63.18 of the rules of the Federal Communications Commission ("FCC" or "Commission"), 47 C.F.R. §63.18, to transfer control of GAINS to Madge. GAINS holds a Section 214 global authorization to resell international telecommunications services, which was granted pursuant to File No. ITC-97-545 on October 29, 1997. The Applicants seek streamlined processing of this application under Section 63.12 of the Commission's rules.

The transfer of control will be accomplished in a cash-for-stock deal pursuant to which Madge will acquire 100% of the stock of GAINS. The proposed transfer will permit them to realize significant economic and technical service efficiencies which will enhance their ability to provide improved high quality, low cost services in the international marketplace. GAINS resells international private lines and provides managed private line services to international banks and other multinational companies.

The combined resources of the two companies will enhance Madge/GAINS' service capabilities and expand its presence as a growing competitor in the international marketplace, thus providing improved services to GAINS' existing customers. Thus, the proposed merger will benefit the public interest.

In support of this application, the Applicants submit the following information pursuant to Section 63.18 of the Commission's rules:

(a) Name, address and telephone number of Applicants:

Madge Networks N.V.
Polaris Avenue 23
2132 JH Hoofddorp
The Netherlands
Phone + 31 23 56 8 55 24

GAINS International (C.I.) Limited
P.O. Box 300
Town Mills, Rue du Pre
St. Peter Port, Guernsey
GY1 1LT, Channel Islands
Phone: + 44 171 550 8888

(b) Madge is organized under the laws of The Netherlands, and GAINS is organized under the laws of Guernsey, the Channel Islands.

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

For Madge Networks N.V.:

Thomas Kintner
Corporate Counsel
Madge Networks N.V.
Polaris Avenue 23
2132 JH Hoofddorp
The Netherlands
Telephone: + 44 1753 661000
Telefacsimile: + 44 1753 661448

with a copy to:

Craig Greville
Bird & Bird
90 Fetter Lane
London EC4A 1JP
England
Telephone: + 44 171 415 6000
Telefacsimile: + 44 171 415 6111

For GAINNS International (C.I.) Limited:

Paul S. Ing
Managing Director
GAINNS International (C.I.) Limited
P. O. Box 300
Town Mills, Rue du Pre
St. Peter Port, Guernsey
GY1 1LT, Channel Islands
Telephone: + 44 171 550 8801
Telefacsimile: + 44 171 550 8808

with a copy to:

Thomas M. Lynch, Attorney at Law
2034 Eisenhower Avenue, Suite 110
Alexandria, VA 22314
Telephone: (703) 519-0600
Facsimile: (703) 519-0615
tlynch@telecomlaw.net

(d) Madge has not received any prior grant of authority under Section 214 of the Act. GAINNS has received a prior grant of authority under Section 214 of the Act to resell international services on a global basis, granted on October 29, 1997 in File No. ITC-97-545.

(e)(5) Applicants hereby request authority to transfer control of GAINNS to Madge pursuant to the terms and conditions of Section 63.18(e)(5).

(f) No response is necessary.

(g) Not applicable.

(h)(1) By the attached certification, Madge certifies that it is not affiliated with any foreign carrier as defined in 47 C.F.R. §63.18(h)(1).

(h)(2) The single greater-than-10% shareholder of Madge is Hartland Holdings Limited, which holds 39.5% of Madge and is incorporated in Jersey; Channel Islands with its principal office at c/o MeesPierson Trust (Curacao) N.V. 14 John B. Gorsiraweg, P. O. Box 3889 Curacao Netherlands Antilles. Hartland's interest is managed for its benefit by Cansolt Trustees Limited, also incorporated in Jersey, Channel Islands, with principal offices at P. O. Box 148, 24 Union Street, St Helier, Jersey, JE4 8QL, Channel Islands. Madge supervisory director Dennis Pomroy is also a director of Silicon Wireless Limited, a Cayman Island telecommunications equipment company.

(h)(3) By the attached certification, Madge certifies that it has no affiliation with the U.S. carrier(s) whose facilities-based services it proposes to resell.

(h)(4) Not applicable.

(h)(5) Not applicable.

(h)(6) Not applicable.

(h)(7) Not applicable.

(h)(8) Because Madge is not affiliated with any foreign carriers, it should be regulated as non-dominant on all routes.

(i) By the attached certification, Madge certifies that it has not agreed to accept special concessions, directly or indirectly from any foreign carrier 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 will not enter into such agreements in the future.

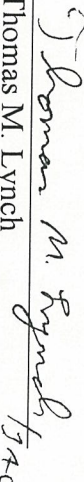
(j) By the attached certification, Madge certifies that no party to this application is subject to a denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988.

(k) The Applicants seek streamlined processing of this application under 47 C.F.R. §63.12 because neither Madge nor GAINNS is affiliated with any foreign carrier or dominant U.S. carrier.

CONCLUSION

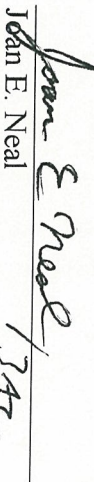
Grant of the proposed transfer will permit Applicants to realize significant economic and technical service efficiencies, which will enhance their ability to provide improved high quality, low cost services in the international marketplace. A grant of this application, therefore, will serve the public interest, convenience and necessity.

Respectfully submitted,

By: 
Thomas M. Lynch
Attorney at Law

2034 Eisenhower Avenue, Suite 110
Alexandria, Virginia 22314
Phone: (703) 519-0600
Facsimile: (703) 519-0615
tlynch@telecomlaw.net

Attorney for GAINNS International (C.I.)
Limited

By: 
James E. Neal
Attorney at Law

2000 Pennsylvania Avenue, NW, Suite 5500
Washington, DC 20006
Phone: (202) 887-1500
Facsimile: (202) 887-0763

Attorneys for Madge Networks N.Y.

Dated: January 25, 1999

CERTIFICATION

I, Christopher Bradley, Vice President, Finance of Madge Networks NV ("Madge"), hereby certify that:

1. Madge is not affiliated with any foreign carrier as defined in 47 C.F.R. §63.18(h)(1).
2. Madge certifies that it has no affiliation with the U.S. carrier(s) whose facilities-based services it proposes to resell.
3. Madge certifies that it has not agreed to accept special concessions, directly or indirectly, from any foreign carrier with respect to any U.S. international route where the foreign carrier possess sufficient market power on the foreign end of the route to affect competition adversely in the U.S. market and will not enter into such agreements in the future.
4. No party to the foregoing Application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, as amended.



Christopher Bradley
Vice President, Finance

Dated: January 23, 1999