

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: _____

Heico, a limited liability company organized under the laws of the State of Delaware, is a holding company that controls a diversified portfolio of manufacturing and distribution companies.

WorldPort recently entered into a Stock Purchase Agreement, under which it has sold a controlling interest in WorldPort to Heico. Pursuant to the Stock Purchase Agreement, and a related Shareholder Agreement, Heico obtained shares and voting rights sufficient to control 50.1% of the votes of WorldPort shareholders with respect to certain matters and has an option to acquire additional shares and voting rights representing an additional 3.0% of the WorldPort shareholders' votes. WorldPort has also increased the size of its Board of Directors to eight members, appointed four individuals designated by Heico to serve as directors, and caused Heico's designees to comprise at least one-half of the boards of directors of each of its subsidiaries. In addition, WorldPort has amended its Bylaws to provide that at least one of Heico's designees must approve any action put before the Board of Directors in order for such action to be properly approved by the Board of Directors. Time-sensitive financial and corporate considerations required the execution of the Stock Purchase Agreement and the transfer of control to Heico prior to filing this application. Accordingly, WorldPort and Heico respectfully request *nunc pro tunc* approval of the transfer.

The transaction described in the preceding paragraph has changed WorldPort's ownership structure, but will have no immediate affect WorldPort's operations. Thus, this transfer will not create confusion or inconvenience for WorldPort's existing customers, nor will it otherwise adversely affect WorldPort's operations. WorldPort intends to continue to obtain capacity from facilities-based carriers currently authorized to provide international services between the United States and foreign points. Through its new ownership structure, as under its old structure, WorldPort plans to compete with other carriers providing international switched service to

foreign points by reselling the services over the existing facilities of AT&T, MCI, U.S. Sprint, and other authorized U.S. international carriers. WorldPort believes that its continued presence in the international resale marketplace and its ongoing implementation of its global network will spur greater competition among and between facilities-based international common carriers and international resellers.

Continuation of WorldPort's current services is in the public interest, convenience, and necessity. It will prevent disruption of service to WorldPort's existing customers and confer further benefits upon consumers of United States-overseas long distance services. These benefits include competitive pricing, increased availability of service options, and increased variety of service options. The Commission has previously determined that WorldPort's provision of global facilities-based and global resale service offerings is in the public interest. WorldPort plans to provide the same services after the Heico transaction that it provides currently and will be better positioned to offer competitively-priced services under its new ownership structure.

Therefore, WorldPort submits that the public interest will be served by the Commission's approval of this transfer of control.

II. SECTION 63.18 SHOWING

In support of WorldPort's request for FCC consent to the transfer of control described above, WorldPort submits the following information requested pursuant to Section 63.18 of the

Commission's rules, 47 C.F.R. § 63.18:

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

WorldPort Communications, Inc.
1825 Barrett Lakes Center
Kennesaw, Georgia 30144
770-792-8735

Name address, and telephone number of transferee:

The Heico Companies, LLC
70 West Madison Street
Suite 5600
Chicago, Illinois 60602
312-419-8220

(b) The transferor is incorporated under the laws of the State of Delaware.

The transferee is incorporated under the laws of the State of Delaware.

(c) Correspondence concerning this application should be directed to the following contact points:

If to transferor:

Christine M. Gill, Esq.
McDermott, Will & Emery
600 13th Street, N.W.
Washington, D.C. 20005-3096
202-756-8283

with a copy to:

Donald Hilbert
Controller
WorldPort Communications, Inc.
1825 Barrett Lakes Center
Kennesaw, Georgia 30144
770-792-8735

If to the transferee:

The Heico Companies, LLC
70 West Madison Street
Suite 5600
Chicago, Illinois 60602
Attention: Michael E. Heisley, Sr.
312-419-8220

(d) The transferor has previously received authority to provide global resale services (ITC-98-606-AL, ITC-98-605-AL, ITC-98-294-AL, ITC-97-275-AL) as well as authority to provide global facilities based and global resale services (ITC-97-436) under Section 214 of the Communications Act.

The transferee has not previously been authorized to provide service under Section 214 of the Communications Act and does not seek international authority under Section 214 except to the extent that it seeks a controlling equity interest in the transferor.

(e) The applicants do not seek to expand the authority previously granted to WorldPort. The parties seek only Commission approval of the transfer of control of WorldPort to Heico.

(f) At this time, neither WorldPort nor Heico seek any authorization beyond the continuation of the international authority previously granted to WorldPort by the Commission.

(g) Not Applicable.

(h) Heico certifies that it has no affiliations with foreign carriers, other than WorldPort's affiliation with EnerTel N.V. of the Netherlands, which was disclosed to the Commission in a prior WorldPort section 214 application (ITC-98-605-AL).

In support of this certification, Heico submits the following names, addresses, citizenship and principal businesses of the shareholders that own, directly or indirectly, ten percent or more of Heico's limited liability company voting interests:

Michael E. Heisley, Sr.
5600 Three First National Plaza
Chicago, Illinois 60602

Mr. Heisley is a United States citizen. His principal occupation is serving as the Manager and President of Heico.

(i) Heico 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 United States and any foreign country that WorldPort may service under the authority granted WorldPort by the Commission under Part 63 of the Commission's rules. Heico further certifies that it will not enter into any such agreements in the future.

(j) Heico certifies that no party to this application has been denied, either individually or jointly, any federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998, 21 U.S.C. § 853(a), and Sections 1.2001-1.2003 of the Commission's rules.

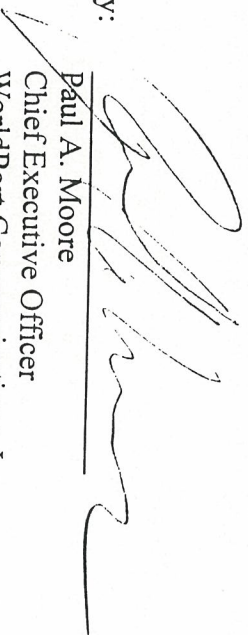
III. CONCLUSION

WorldPort certifies that all of the information provided in this application is accurate and correct, and submits that the public interest, convenience, and necessity would be served by the FCC's approval of the transfer of control described herein.

WHEREFORE, WorldPort and Heico respectfully request that the Commission grant WorldPort the authority *nunc pro tunc* to transfer control of WorldPort to Heico and allow WorldPort to continue to provide resold and facilities-based international long distance telecommunications services under its new ownership structure.

Respectfully submitted,

By:



Paul A. Moore
Chief Executive Officer
WorldPort Communications, Inc.
1825 Barrett Lakes Center
Kennesaw, Georgia 30144

By:



Michael E. Heisley, Sr.
President
The Heico Companies, LLC
70 West Madison Street
Suite 5600
Chicago, Illinois 60602

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Attorneys for WorldPort Communications, Inc.

Dated: February 9, 1999