

Categories of Services for 214 Applications  
(Streamline/Non-streamline)

- LIMITED/GLOBAL RESALE SERVICE
- LIMITED/GLOBAL FACILITIES-BASED SERVICE
- LIMITED/GLOBAL FACILITIES-BASED/RESALE SERVICE
- INDIVIDUAL FACILITIES-BASED SERVICE
- INTERCONNECTED PRIVATE LINE RESALE SERVICE
- INMARSAT AND MOBILE SATELLITE SERVICE
- INTERNATIONAL SPECIAL PROJECT
- SWITCHED RESALE SERVICE
- TRANSFER OF CONTROL
- ASSIGNMENT OF LICENSE
- PRO FORMA TRANSFER/ASSIGNMENT
- SPECIAL TEMPORARY AUTHORITY
- SUBMARINE CABLE LANDING LICENSE

Description of Application: \_\_\_\_\_

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December 7, 1999

VIA OVERNIGHT DELIVERY

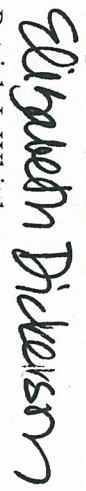
Federal Communications Commission  
International Bureau, Telecommunications Division  
P. O. Box 358115  
Pittsburgh, PA 15251-5115  
Attn: Diane Cornell, Division Chief

Re: EXPEDITED CONSIDERATION REQUESTED  
Joint Application for Authority, Pursuant to Section 214 of the  
Communications Act of 1934, as Amended, to Transfer Control  
*nunc pro tunc* of OmniCall, Inc. to Access One Communications Corp.

Dear Ms. Cornell:

On behalf of Access One Communications Corp, formerly known as CLBC Holding Corp. ("Access One"), and OmniCall, Inc. ("OmniCall) (collectively "Applicants"), enclosed for filing are an original and six (6) copies of the above-referenced Application. Applicants respectfully request expedited treatment of this Application.

As required by the Commission's Rules, a check in the amount of \$780.00 is enclosed to cover the prescribed filing fee. Please date-stamp the enclosed extra copy of this application and return it in the self-addressed, postage prepaid envelope provided. Should you have any questions concerning this Application, please do not hesitate to contact the undersigned.

Respectfully submitted,  
  
Patrick J. Whittle  
Elizabeth Dickerson  
Counsel for Access One Communications Corp.  
and OmniCall, Inc.

Enclosures  
cc: Lee Haynsworth - OmniCall, Inc.  
Kevin Griffo - Access One Communications Corp.

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

In the Matter of )  
 )  
ACCESS ONE COMMUNICATIONS CORP. )  
(Formerly Known as CLEC Holding Corp.) )  
 )  
and )  
 )  
OMNICALL, INC. )

File No. \_\_\_\_\_

Application for authority pursuant to )  
Section 214 Communications Act of 1934, )  
as amended, to transfer control *nunc pro* )  
*tunc* of an authorized international carrier )

**JOINT APPLICATION**

Access One Communications Corp, formerly known as CLEC Holding Corp. (“Access One”) and OmniCall, Inc. (“OmniCall”) (collectively “Applicants”), by their undersigned counsel, 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 Commission’s Rules, 47 C.F.R. § 63.18, to authorize *nunc pro tunc* a transfer of control of OmniCall to Access One. For exigent business reasons, the Applicants needed to quickly consummate a transaction whereby Access One acquired ownership and control of OmniCall, and OmniCall became a wholly owned subsidiary of Access One. The Applicants assure the Commission that they will in the future, seek all necessary prior approvals in compliance with Commission rules.

Applicants respectfully request expedited treatment of this Application in order to permit them to consummate the proposed transfer of control transaction as soon as possible. In support of



this request, Applicants note that this Application is eligible for streamlined processing pursuant to Section 63.12 of the Commission's Rules, 47 C.F.R. § 63.12, for the reasons stated below.

In support of this Application, Applicants submit the following information:

#### **I. THE TRANSACTION**

Access One and OmniCall have determined that they will realize significant economic and marketing efficiencies by establishing OmniCall as a wholly owned subsidiary of Access One. Accordingly, Access One and OmniCall have entered into an agreement to transfer control of OmniCall to Access One. The proposed transaction is structured as a merger of OmniCall and a newly created subsidiary of Access One formed specifically for purposes of consummating the transaction ("Newco"). OmniCall will merge with and into Newco, with OmniCall being the surviving entity. Following the merger, OmniCall will be a wholly owned subsidiary of Access One. OmniCall is a non-dominant common carrier that holds international 214 authorization.

Although the proposed transaction will transfer ownership and control of OmniCall to Access One, it will not involve a change in the manner in which OmniCall provides service to its international customers. Immediately following the transaction, OmniCall will continue to provide high quality telecommunications services to its customers pursuant to its authorization granted by the Commission, with no change in the rates or terms and conditions of service currently enjoyed by its existing customers. The transfer of control, therefore, will be virtually transparent to OmniCall's customers in terms of the international services that they receive.

**II. INFORMATION REQUIRED BY SECTION 63.18**

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

Transferee: Access One Communications Corp.  
3427 NW 55<sup>th</sup> Street  
Ft. Lauderdale, FL 33309  
407/648/5230 (Telephone)

Transferor: OmniCall, Inc.  
430 Woodruff Road, Suite 350  
Greenville, SC 29607  
864/288-9999 (Telephone)

(b) Transferee: Access One is a corporation organized under the laws of the State of New Jersey.

Transferor: OmniCall is a corporation organized under the laws of the State of South Carolina.

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

Patrick J. Whittle, Esq.  
Elizabeth Dickerson, Esq.  
Swidler Berlin Shereff Friedman, LLP  
3000 K Street, N.W., Suite 300  
Washington, D.C. 20007  
202/424-7500 (Telephone)  
202/424-7643 (Facsimile)

with a copy to:

Lee Haynsworth  
OmniCall, Inc. 430 Woodruff Road, Suite 450  
Greenville, SC 29607  
864/297-4336 (Telephone)  
864/297-4797 (Facsimile)

(d) Transferee: Although Access One does not directly hold Section 214 authorization, its direct wholly owned subsidiary, The Other Phone Company DBA Access One, holds Section 214 authorization to provide global international resale services between the United States

and international points. See FCC File No. ITC-98-335 (July 17, 1998).

Transferor: OmniCall holds Section 214 authorization to provide global international resale services between the United States and international points. See FCC File No. ITC-97-327 (June 25, 1997).

(e)(3) By this Application, Applicants seek authority to transfer of control of OmniCall, a nondominant common carrier holding international Section 214 authorization, to Access One, the parent of a non-dominant common carrier holding international Section 214 authorization.

(h) The following persons or entities hold a ten percent (10%) or greater, direct or indirect, ownership in Access One:

<u>Name/Address</u>	<u>% Held</u>	<u>Citizenship</u>	<u>Principal Business</u>
Sirco International, Corp. 24 Richmond Hill Avenue Stamford, CT 96901	21 %	U.S.	Telecommunications
Ken Baritz c/o Access One Communications Corp. 3427 NW 55 <sup>th</sup> Street Ft. Lauderdale, FL 33309	14%	U.S.	Telecommunications
Bill Rogers c/o OmniCall, Inc. 430 Woodruff Road, Suite 350 Greenville, SC 29607	10%	U.S.	Telecommunications

No shareholder of Sirco International holds a ten percent (10%) or greater interest in Access One.

Access One has no interlocking directorates with a foreign carrier.

(i) Access One certifies that it is not affiliated within the meaning of Section 63.09(e) of the Commission's Rules, with a foreign carrier, as defined in Section 63.09(d) of the Commission's Rules.



- (j) Access One certifies that it does not seek to provide international telecommunications services to any destination country where:
- (1) Access One is a foreign carrier in that country; or
  - (2) Access One controls a foreign carrier in that country; or
  - (3) Any entity that owns more than 25 percent of Access One, or that controls Access One, controls a foreign carrier in that country.
  - (4) Two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate more than 25 percent of Access One and are parties to, or the beneficiaries of, a contractual relation affecting the provision or marketing or international basic telecommunications services in the United States.
- (k) Not applicable.
- (l) Not applicable.
- (m) Not applicable.
- (n) Access One certifies that it has not agreed to accept special concessions, as defined in Section 63.14(b) of the Commission's Rules, directly or indirectly from any foreign carrier, as defined in Section 63.09(d) of the Commission's Rules, 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.
- (o) Access One 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.
- (p) Access One requests streamlined processing of this application pursuant to Section 63.12 of the Commission's Rules. This application qualifies for streamlined processing because Access One has no foreign affiliations, has no affiliation with a dominant U.S. carrier whose international switched or private line services Access One seeks authority to resell, and does not seek authority to provide switched basic services over private lines to a country for which the Commission has not previously authorized the provision of such services.

CONCLUSION

For the reasons stated herein, Access One Communications Corp. (formerly known as CLFC Holding Corp.) and OmniCall, Inc. respectfully submit that the public interest, convenience, and necessity would be furthered by grant of this application for consent to the transfer of control of OmniCall to Access One.

Respectfully submitted,

ACCESS ONE COMMUNICATIONS CORP.  
OMNICALL, INC.

By:



Patrick J. Whittle  
Elizabeth Dickerson  
SWIDLER BERLIN SHEREFF FRIEDMAN, LLP  
3000 K Street, NW, Suite 300  
Washington, DC 20007-5116  
202/424-7500 (Telephone)  
202/424-7643 (Facsimile)

Dated: December 7, 1999

338744



CERTIFICATION OF TRANSFEREE

On behalf of Access One Communications Corp. (formerly known as CLEC Holding Corp.),

I hereby certify that the statements in the foregoing Joint Application for Authority to Transfer Control of an Authorized International Carrier are true, complete, and correct to the best of my knowledge and are made in good faith.

ACCESS ONE COMMUNICATIONS CORP.

By: *Kevin Griffio*

Name: Kevin Griffio

Title: President

Date: 12/3/99