

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: _____

COPY

COLE, RAYWID & BRAVERMAN, L.L.P.

ATTORNEYS AT LAW

SECOND FLOOR
1919 PENNSYLVANIA AVENUE, N.W.
WASHINGTON, D.C. 20006-3458
(202) 659-9750

ALAN RAYWID
(930-1991)

OF COUNSEL
FRANCES J. CHETWIND
ELLEN S. DELTUSCH

FACSIMILE
(202) 452-0067
INTERNET
WWW.CRBLAW.COM

WRITER'S DIRECT DIAL
202-555-1234

WRITER'S E-MAIL ADDRESS
USER@CRBLAW.COM

FCC/MELD

FEB 10 2000

February 10, 2000

JOHN P. COLE, JR.
BURT A. BRAVERMAN
ROBERT L. JAMES
JOHN D. SEIVER
WESLEY R. HEPLER
PAUL GLIST
DAVID M. SILVERMAN
JAMES F. IRELAND, III
MAURITA K. COLEY
STEVEN J. HORVITZ
CHRISTOPHER W. SAVAGE**
ANN FLOWERS
ROBERT G. SCOTT, JR.
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HEATHER M. WILSON
DAVID N. TOBENKIN**

* ADMITTED IN OKLAHOMA ONLY
* ADMITTED IN CALIFORNIA ONLY
* ADMITTED IN MARYLAND ONLY
** ALSO ADMITTED IN CALIFORNIA

VIA HAND DELIVERY

Ms. Magalie Roman Salas, Secretary
Federal Communications Commission
International Bureau-Telecommunications Division
P. O. Box 358115
Pittsburgh, PA 15251-5115

Re: **Transfer of Control of Section 214 Authority to
Alexandra Telephone Acquisition, LLC**

Dear Secretary Salas:

Submitted herewith are an original and five (5) copies of the above-referenced Transfer of Control of Section 214 Authority of USN Communications, Inc. ("USN") and Alexandra Telephone Acquisition, LLC ("ATA") (collectively "Applicants"). Applicants request Commission consent pursuant to Section 214 of the Communications Act of 1934, as amended, and Section 63.18(e)(3) of the Commission's Rules, (47 C.F.R. § 63.18(e)(3)), for the transfer of control of Connecticut Telephone and Communication Systems, Inc. ("Connecticut Telephone") from USN ("Transferor") to ATA ("Transferee").

The Transferee, ATA, does not have any affiliation with a foreign carrier, nor does it control a foreign carrier in any destination market. Under these circumstances and based on the facts in the accompanying application attached hereto, the Applicants ask that the Commission grant the transfer of control on a streamlined basis.

101549-1

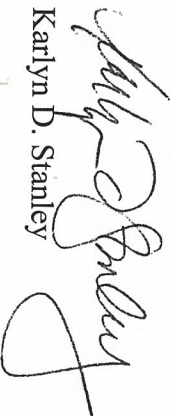
COLE, RAYMID & BRAVERMAN, L.L.P.
Ms. Magalie Roman Salas, Secretary
February 10, 2000
Page -2-

A check in the amount of \$780.00 to cover the applicable filing fee and the required FCC Form 159 are attached hereto.

The undersigned counsel hereby requests that the enclosed "stamp and return" copy of the above-captioned application be stamped with acknowledgement of receipt and returned to the undersigned in the enclosed self-addressed envelope.

Please do not hesitate to contact the undersigned if you have any questions regarding the attached application.

Very truly yours,


Karllyn D. Stanley

Counsel for Alexandra Telephone Acquisition, LLC

cc: Ms. Rebecca Abrogast, Chief, International Bureau-Telecom Division
Mr. Matthew Vitale, International Bureau

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE

(1) LOCKBOX #

SPECIAL USE
FCC USE ONLY

SECTION A - PAYER INFORMATION

(2) PAYER NAME (if paying by credit card, enter name exactly as it appears on your card) **COLE RAYWID & BRAVERMAN, LLP** (3) TOTAL AMOUNT PAID (dollars and cents) **780.00**
 (4) STREET ADDRESS LINE NO. 1 **1919 PENNSYLVANIA AVENUE, NW**
 (5) STREET ADDRESS LINE NO. 2 **SUITE 200**
 (6) CITY **WASHINGTON** (7) STATE **DC** (8) ZIP CODE **20006**
 (9) DAYTIME TELEPHONE NUMBER (include area code) **202-659-9750** (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) **ALEXANDRA TELEPHONE ACQUISITION, LLC**
 (12) STREET ADDRESS LINE NO. 1 **55 HOLLY HILL LANE**
 (13) STREET ADDRESS LINE NO. 2
 (14) CITY **GREENWICH** (15) STATE **CT** (16) ZIP CODE **06830**
 (17) DAYTIME TELEPHONE NUMBER (include area code) **203-622-7300** (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)		(21A) QUANTITY	(22A) FEE DUE FOR (PTC) IN BLOCK 20A	FCC USE ONLY
	C	U			
(23A) FCC CODE 1			1	\$ 780.00	
(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				\$	
(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				\$	
(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				\$	

SECTION D - TAXPAYER INFORMATION (REQUIRED)

(25) PAYER TIN **0520820071** (26) COMPLETE THIS BLOCK ONLY IF APPLICANT NAME IN B-11 IS DIFFERENT FROM PAYER NAME IN A-2
 APPLICANT TIN **0061562814**

SECTION E - CERTIFICATION

(27) CERTIFICATION STATEMENT
I, KARLYN D. STANLEY (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 *Karlyn D Stanley 2/10/00*
 SECTION F - CREDIT CARD PAYMENT INFORMATION

(28) MASTERCARD/VISA ACCOUNT NUMBER: _____ EXPIRATION DATE: _____
 MASTERCARD: _____ MONTH: _____ YEAR: _____

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

REMITTANCE ADVICE (Continuation Sheet)

PAGE NO. 2 OF 2

USE THIS SECTION ONLY FOR EACH ADDITIONAL APPLICANT

SECTION BB - ADDITIONAL APPLICANT INFORMATION

(11) APPLICANT NAME (if paying by credit card, enter name exactly as it appears on your card)

USN COMMUNICATIONS

(12) STREET ADDRESS LINE NO. 1

10 SOUTH RIVERSIDE PLAZA

(13) STREET ADDRESS LINE NO. 2

SUITE 1800

(14) CITY

CHICAGO

(15) STATE

IL

(16) ZIP CODE

60606

(17) DAYTIME TELEPHONE NUMBER (include area code)

312-474-5769

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

IF MORE BOXES ARE NEEDED, USE ADDITIONAL FCC 159-C CONTINUATION SHEETS TO LIST EACH SERVICE

SECTION CC - PAYMENT INFORMATION

(19A) FCC CALL SIGN/OTHER ID	(20A) PAYMENT TYPE CODE (PTC)	(21A) QUANTITY	(22A) FEE DUE FOR (PTC) IN BLOCK 20A	(22B) FEE DUE FOR (PTC) IN BLOCK 20B	(22C) FEE DUE FOR (PTC) IN BLOCK 20C	(22D) FEE DUE FOR (PTC) IN BLOCK 20D	(22E) 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	(22C) FEE DUE FOR (PTC) IN BLOCK 20C	(22D) FEE DUE FOR (PTC) IN BLOCK 20D	(22E) 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	(22D) FEE DUE FOR (PTC) IN BLOCK 20D	(22E) 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	(22E) FCC USE ONLY			
(23D) FCC CODE 1		(24D) FCC CODE 2	\$				

SECTION DD - TAXPAYER INFORMATION

(25) COMPLETE THIS BLOCK ONLY IF SECTION BB IS APPLICABLE

APPLICANT TIN

0	3	6	3	9	4	7	8	0	4
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ATA is a limited liability company organized and in good standing under the laws of the State of Delaware.

As part of USN's proposed plan of reorganization under chapter 11 (the "Plan"), USN has agreed to sell all authorized but unissued shares of capital stock of USN to ATA. As a result of this stock purchase, Connecticut Telephone will become an indirect wholly-owned subsidiary of ATA. The Applicants have agreed to complete the sale of USN's capital stock within five days of the Bankruptcy's court's anticipated confirmation of the Plan on March 10, 2000. Upon consummation of the transaction, Connecticut Telephone will continue to provide service under its current name and pursuant to its existing tariffs. The public interest will be served by the Commission's grant of this application. The Plan will allow Connecticut Telephone to continue to provide uninterrupted service to the public.

II. SECTION 63.18 REQUIREMENTS

The following information is provided pursuant to Section 63.18 (e)(3) of the Commission's Rules (47 C.F.R. § 63.18(e)(3)), and the applicable paragraphs thereunder.

(a) Names, addresses and telephone numbers:

Transferor: USN Communications, Inc.
10 South Riverside Plaza, Suite 1800
Chicago, IL 60606
(312) 474-5769
Attn: J. Thomas Elliott

Transferee: Alexandra Telephone Acquisition, LLC
55 Holly Hill Lane
Greenwich, CT 06830
(203) 622-7300
Attn: Gordon R. Caplan

(b) State of incorporation/organization:

USN is incorporated in the State of Delaware
ATA is organized in the State of Delaware.

(c) Contact Person for Correspondence:

Transferor: J. Thomas Elliott
USN Communications, Inc.
10 South Riverside Plaza, Suite 1800
Chicago, IL 60606

With a copy to its FCC Counsel:

Richard A. Hindman, Esq.
Skadden, Arps, Slate, Meagher & Flom LLP
1440 New York Avenue, N.W.
Washington, D.C. 20005-2111

Transferee:

Gordon R. Caplan
Alexandra Telephone Acquisition, LLC
55 Holly Hill Lane
Greenwich, CT 06830
Attn: Gordon R. Caplan

With a copy to its FCC Counsel:

Karlyn D. Stanley, Esq.
Cole, Raywid & Braverman, L.L.P.
1919 Pennsylvania Avenue, N.W.
Suite 200
Washington, D.C. 20006

(d) Description of Section 214 Authorizations:

Under Section 214 of the Act, Connecticut Telephone has previously received global resale services authority, effective August 30, 1996 (ITC-96-394), to provide international switched services on a resale basis.¹

¹ The Commission previously granted USN authority to acquire control of Connecticut Telephone (ITC-98-145-TC) pursuant to 47 C.F.R. § 63.18(e)(5)(1998).

(e) Transfer of Control:

This application seeks Commission approval for the transfer of control of Connecticut Telephone, a common carrier holding international Section 214 authorization for global resale services, pursuant to Section 63.18(e)(3) of the Commission's rules.

(f) Not applicable.

(g) Not applicable.

(h) Equity and Directors:

The following provides the name, address, citizenship and principal businesses of persons that directly or indirectly own at least 10% of the equity of the Transferee, Alexandra Telephone Acquisition, LLC, and their percentage interest rounded to the nearest whole percent.

- (1) Name: **Richard Treibick**
Address: 21 Topping Rd.
Greenwich, CT 06831
Citizenship: U.S.
Principal Business: Telecommunications
Percentage Held?: 76%

- (2) Name: **Gordon R. Caplan**
Address: 21 Topping Rd.
Greenwich, CT 06831
Citizenship: U.S.
Principal Business: Attorney
Percentage Held: 10%

ATA has no interlocking directors.

(i) Affiliations with Foreign Carriers:

ATA certifies that it not a foreign carrier nor affiliated with foreign carriers as the term "affiliation" is defined in Section 63.09(e) of the Commission's rules.

² Mr. Treibick serves as the trustee for certain shares of Alexandra Telephone Acquisition stock held in three separate trusts, none of which holds more than five percent (5%) of stock. Although Mr. Treibick, as a trustee, disclaims ownership of this stock, it is declared here because of a trustee's general powers to vote or transfer stock.

(j) Destination Markets:

ATA certifies that it is not, nor controls, a foreign carrier in any destination market for which the conditions set forth in Section 63.18(j)(1) - (4) are true.

(k) Competition Issues:

Since no destination country was listed in paragraph (j) above, no response is required.

(l) Services of U.S. Carriers:

Since ATA is not, nor is affiliated with, a foreign carrier, no response is required.

(m) Non-Dominant Classification:

ATA is entitled to a presumption of non-dominance. Since ATA is not, nor is affiliated with, a foreign carrier, no response is required.

(n) Special Concessions:

ATA hereby certifies that, except as permitted by the Commission's rules, it has not agreed to accept special concessions, as defined by the Commission's rules, directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route and will not enter into such agreements in the future.

(o) Anti-Drug Abuse Act Certification:

Attached hereto is ATA's certification, pursuant to Sections 1.2001 through 1.2003 of the Commission's rules (implementing the Anti-Drug Abuse Act of 1988), 21 U.S.C. § 862), that ATA is not subject to a denial of Federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988.

(p) Streamlined Processing:

This application qualifies for streamlined processing pursuant to Section 63.12(a) of the Commission's rules. Since ATA is not affiliated with any foreign carrier in any destination market, it need not demonstrate any of the conditions set forth in Section 63.12(c)(1)(i) - (vi).

Conclusion.


As demonstrated herein, the ATA is legally qualified to own a controlling interest in Connecticut Telephone and is qualified to provide the services described in Connecticut Telephone's existing international 214 authorization. For the foregoing reasons, Transferee submits that a grant of the instant application for authority to transfer control will serve the public interest, convenience and necessity.

Accordingly, USN and ATA respectfully request that this Application for Transfer of Control be granted.

[Signature page follows]

Respectfully submitted,

ALEXANDRA PEREPEPHONE
ACQUISITIONS, LLC


Gordon R. Caplan
Alexandra Telephone Acquisition, LLC
55 Holly Hill Lane
Greenwich, CT 06830

USN COMMUNICATIONS, INC.

J. Thomas Ellison, President
USN Communications, Inc.
10 South Riverside Plaza
Suite 1800
Chicago, IL 60606

Dated: February 10, 2000

7

Received Feb-09-2000 04:24pm

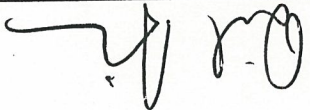
To-COLE RAYWID AND BRAV Page 002

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To-COLE RAYWID AND BRAV Page 002

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FEDERAL COMMUNICATIONS COMMISSION

TO THE
ORDER
OF

090104 7-95

PAY SEVEN HUNDRED EIGHTY AND 00/100 DOLLARS*****
CHECK AMOUNT \$780.00

COLE, RAYWID & BRAVERMAN, L.L.P.
1919 PENNSYLVANIA AVENUE N.W.
WASHINGTON, DC 20006-3458

BANK OF AMERICA
02992 DC
15-120-540
CHECK NO. 61977
CHECK DATE 02/09/00
VENDOR NO. FCC
61977

FILING FEE/2060.01

OUR REF. NO.	YOUR INVOICE NUMBER	INVOICE DATE	INVOICE AMOUNT	AMOUNT PAID	DISCOUNT TAKEN
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VENDOR:

COLE, RAYWID & BRAVERMAN, L.L.P.

CHECK NO:

61977

Security features included. Details on back.