

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: _____

Streamlined transfer of control, no foreign facilities,

no foreign ownership - global switched resale authority

no interlocking directorates

BEFORE THE FEDERAL COMMUNICATIONS COMMISSION

FCC/MELTON MAR 10 2000 WASHINGTON, D.C. 20554

In the Matter of

AMERICAN COMMUNICATIONS NETWORK,
INC. a/k/a ACN COMMUNICATIONS, INC. AND
ARRIVAL COMMUNICATIONS, INC.

File No. I-T-C-00-_____

Application for Consent to Transfer International Resale
Authority Pursuant to Section 214 of the
Communications Act of 1934, as Amended.

APPLICATION

American Communications Network, Inc. a/k/a ACN Communications, Inc. ("ACN") and Arrival Communications, Inc. ("Arrival") hereby request consent pursuant to Section 214 of the Communications Act of 1934, as amended, 47 U.S.C. § 214 (1982), and Section 63.18 of the Federal Communications Commission ("FCC") Rules, 47 C.F.R. § 63.18 et seq., for the transfer to Arrival of the international resale authority held by ACN.

The proposed acquisition of the operating authority held by ACN will be accomplished through a merger of the two applicants. Upon the consummation of the merger, Arrival will be the survivor and ACN will cease to exist. Following the merger, all telecommunications operations in which ACN previously was engaged will continue to be undertaken by Arrival. Moreover, these operations will continue to be carried out by ACN's existing management personnel and operating employees. The merger is being undertaken to facilitate the parties' entry into the domestic advanced services market and will not affect any international operations. Consequently, this application is non-controversial and should be granted on a streamlined basis.

Applicants submit the following information in support of their application:

1. Rule 63.18 (a)-(d)

Transferor

- (a) American Communications Network, Inc.
a/k/a ACN Communications, Inc.
5100 California Avenue, Suite 104
Bakersfield, California 93309
Tel: 661-281-2100
- (b) Transferor is organized as a corporation under the laws of the State of California.
- (c) Correspondence concerning this Application should be sent to:

John L. Clark
GOODIN, MACBRIDE, SQUERI, SCHLOTZ & RITCHIE, LLP
505 Sansome Street, 9th Floor
San Francisco, California 94111
Telephone: (415) 765-8443
Fax: (415)-765-8443
- (d) Transferor has previously received authority under Section 214 of the Communications Act to provide global switched resale international message telecommunications services (File No. ITC-95-533).

Transferee

- (a) Arrival Communications, Inc.
88 Kearny Street, Suite 1610
San Francisco, California 94108
Tel: 415-955-9023
- (b) Transferee is organized as a corporation under the laws of the State of Delaware.

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

John L. Clark
GOODIN, MACBRIDE, SQUERI, SCHLOTZ & RITCHIE, LLP
505 Sansome Street, 9th Floor
San Francisco, California 94111
Telephone: (415) 765-8443
Fax: (415)-765-8443

- (d) Transferee has not previously requested or received authority under Section 214 of the Communications Act to provide global switched resale international message telecommunications services (File No. ITC-95-533).

2. Rule 63.18 (e)-(p)

- (e) Applicants seek consent for the acquisition by Transferee Arrival of the global international switched resale authority held by Transferor ACN.
- (h) The following persons or entities will directly or indirectly own a ten percent or more equity interest in Transferee Arrival upon consummation of the merger:

Name and Address	Citizenship	Business	Percent Ownership
James P. Bowman 5100 California Avenue, Ste. 104 Bakersfield, CA 93309	USA	Businessman	11.22%
Housatonic Partners 88 Kearny Street, Ste. 1610 San Francisco, CA 94108	USA	Venture Funding	22.74%
BancBoston Ventures, Inc. 175 Federal Street, 10 th Fl. Boston, MA 02110	USA	Venture Funding	11.74%

Brandon Nixon 88 Kearry Street, Ste. 1610 San Francisco, CA 94108	USA	Businessman	*
Fleet Boston Corporation 100 Federal Street Boston, MA 02110	USA	Financial Services	**

* Brandon Nixon is the controlling partner of Housatonic Partners.

** Fleet Boston Corporation is the publicly-traded parent of BancBoston Ventures, Inc.

There are no interlocking directorships between Transferee Arrival and any foreign carrier.

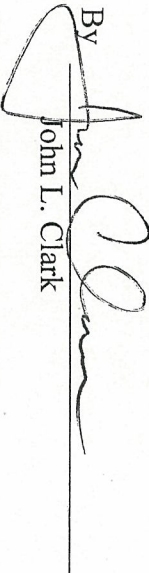
- (i) Transferee Arrival certifies that it is not affiliated with any foreign carrier.
- (j) Transferee Arrival certifies that it does not seek to provide international telecommunications services to any destination country for which subsection (1), (2), (3), or (4) of 47 C.F.R. § 63.18(j) is true.
- (k) Not applicable.
- (l) Not applicable.
- (m) Not applicable.
- (n) Transferee Arrival certifies that it has not agreed and will not agree to accept special concessions 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.
- (o) Transferee Arrival certifies that no party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998.
- (p) This application qualifies for streamlined processing under 47 C.F.R. § 63.12 because it seeks authorizations only under 47 C.F.R. § 63.18 and none of the exceptions to streamlined processing set forth in 47 C.F.R. § 63.12(c) apply.

CONCLUSION

As demonstrated in this application, Transferee Arrival is qualified to provide the services for which Transferor ACN now holds authority. Moreover, the authorization requested herein will not adversely affect any services or customers now served by Transferor ACN. For the reasons stated above, the applicants submit that the public interest, convenience and necessity would be furthered by a grant of this application. The requested authorization should therefore be issued for the acquisition by Arrival Communications, Inc. for the acquisition of the global international resale authority held by American Communications Network, Inc. a/k/a ACN Communications, Inc.

Respectfully submitted this 7th day of March 2000 at San Francisco, California.

GOODIN, MACBRIDE, SQUERI,
RITCHIE & DAY, LLP
John L. Clark
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San Francisco, California 94111
Telephone: (415) 765-8443
Facsimile: (415) 398-4321

By 
John L. Clark
Attorneys for Applicants

CERTIFICATION OF TRANSFER

I hereby certify that the statements in the foregoing application are true, complete,
and correct to the best of my knowledge and are made in good faith.

AMERICAN COMMUNICATIONS NETWORK, INC. d/b/a ACN
COMMUNICATIONS, INC.

By: 

Name: James P. Bowman

Title: President

Date: March 7, 2000

CERTIFICATION OF TRANSFER

I hereby certify that the statements in the foregoing application are true, complete, and correct to the best of my knowledge and are made in good faith.

ARRIVAL COMMUNICATIONS, INC.

By: 

Name: Warren Heffelfinger

Title: Chief Executive Officer

Date: March 7, 2000