

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: _____

READ INSTRUCTIONS CAREFULLY BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE

APPROVED BY OMB 3060-0589

SPECIAL USE
FCC/M/ELTON

APR 03 2000

PAGE NO. _____ OF _____

FCC USE ONLY

(1) LOCKBOX #

SECTION A - PAYER INFORMATION

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

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

(4) STREET ADDRESS LINE NO. 1
Nowalsky, Bronston & Gothard

(4) STREET ADDRESS LINE NO. 2
3500 N. Causeway Blvd. #1442

(6) CITY

(7) STATE

(8) ZIP CODE

Metairie

LA

70002

(9) DAYTIME TELEPHONE NUMBER (include area code)

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

(504) 832-1984

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)

(12) STREET ADDRESS LINE NO. 1
NewSouth Communications Corp.

(13) STREET ADDRESS LINE NO. 2
2 North Main Street

(14) CITY
NewSouth Center

(15) STATE
SC

(16) ZIP CODE

(17) DAYTIME TELEPHONE NUMBER (include area code)

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

29601

(864) 627-5050

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 O K

1

\$ 780.00

(22A) FCC CODE 1

(22A) FCC CODE 2

(19B) FCC CALL SIGN/OTHER ID

(20B) PAYMENT TYPE CODE (PTC)

(21B) QUANTITY

(22B) FEE DUE FOR (PTC) IN BLOCK 20B

FCC USE ONLY

(22B) FCC CODE 1

(22B) FCC CODE 2

(19C) FCC CALL SIGN/OTHER ID

(20C) PAYMENT TYPE CODE (PTC)

(21C) QUANTITY

(22C) FEE DUE FOR (PTC) IN BLOCK 20C

FCC USE ONLY

(21C) FCC CODE 1

(21C) FCC CODE 2

(19D) FCC CALL SIGN/OTHER ID

(20D) PAYMENT TYPE CODE (PTC)

(21D) QUANTITY

(22D) FEE DUE FOR (PTC) IN BLOCK 20D

FCC USE ONLY

(22D) FCC CODE 1

(22D) FCC CODE 2

SECTION D - TAXPAYER INFORMATION (REQUIRED)

(23) COMPLETE THIS BLOCK ONLY IF APPLICANT NAME IN B-11 IS DIFFERENT FROM PAYER NAME IN A-2)

PAYER TIN

0 7 2 1 2 5 8 0 5 2

APPLICANT TIN

0 5 7 1 0 7 0 3 8 6

SECTION E - CERTIFICATION

(27) CERTIFICATION STATEMENT

I, Ellen Ann Sands

(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

Ellen Ann Sands

SECTION F - CREDIT CARD PAYMENT INFORMATION

(28) MASTERCARD/VISA ACCOUNT NUMBER:

Grid for credit card account number

EXPIRATION DATE:

Grid for expiration date

MASTERCARD

VISA

I hereby authorize the FCC to charge my VISA or MASTERCARD for this service(s)/authorization(s) herein described.

AUTHORIZED SIGNATURE

SEE PUBLIC BURDEN ESTIMATE ON REVERSE

FCC FORM 159 JULY 1997 (REVISED)

NOWALSKY, BRONSTON & GOTHARD

A Professional Limited Liability Company
Attorneys at Law

Leon L. Nowalsky
Benjamin W. Bronston
Edward P. Gothard

3500 N. Causeway Boulevard
Suite 1442

Metairie, Louisiana 70002
Telephone: (504) 832-1984
Facsimile: (504) 831-0892

Monica R. Borne
EllenAnn G. Sands

March 31, 2000

Federal Communications Commission
IB Telecommunications Division
P. O. Box 358115
Pittsburgh, PA 15251-5115

RE: Application for consent to the transfer of control of a business
which has Section 214 International Message Toll Service
authorization

Dear Sir:

Enclosed please find the following documents submitted on behalf of UniversalCom, Inc. (aka Data & Electronic Services, Inc. d/b/a DES Long Distance) and NewSouth Holdings, Inc.:

1. The original and five (5) copies of an Application for consent to the transfer of control of a business which has Section 214 International Message Toll Service authorization.
2. The original and five (5) copies of FCC Form 159.
3. Our check in the amount of \$780.00 representing the filing fee for this Application.

Should you have any questions or require additional information, please call me. Thank you for your cooperation and assistance with this filing.

In order to acknowledge receipt, return a copy of this letter, date-stamped, in the envelope provided.

Sincerely,



EllenAnn G. Sands

Enclosures

**BEFORE THE
Federal Communications Commission
WASHINGTON, D.C.**

In the Matter of

UNIVERSALCOM, INC. (a/k/a Data &
Electronic Services, Inc. d/b/a DES Long Distance)
and its Shareholders,
Transferees.

NEWSOUTH HOLDINGS, INC.
and its Shareholders,
Transferees,

and

File No.

Application for consent to the
transfer of control of a business which has
Section 214 International Message
Toll Service authorization

To: The Commission

APPLICATION FOR CONSENT TO TRANSFER OF CONTROL

NewSouth Holdings, Inc. ("NewSouth") and its shareholders and UniversalCom, Inc.
(a/k/a Data & Electronic Services, Inc. d/b/a DES Long Distance) ("UCI") and its
shareholders, pursuant to Section 214 of the Communications Act of 1934, as amended,
and Section 63.18(e)(5) of the Commission's Rules, hereby apply for consent to the
transfer of control of UCI, a holder of an International Message Toll Service ("IMTS")
authorization (the "Certificate") under the name "Data & Electronic Service, Inc. d/b/a DES

Long Distance" pursuant to File No. ITC-95-079, to NewSouth. The Certificate authorizes UCI to resell international message toll services. NewSouth is a holding company which operates through its wholly owned subsidiary, NewSouth Communications Corp. ("NCC"). NCC is also a holder of an International Message Toll Service ("IMTS") authorization pursuant to File No. ITC-98-206.

Approval of the proposed transfer will permit NewSouth to compete more effectively in the international voice service marketplace and, as a result, will benefit the public interest. In accordance with 47 C.F.R. § 63.12, the parties request streamlined processing of this Application.

I. THE PARTIES

UCI is a privately held Florida corporation with principal offices located at 185 Stahlman Avenue, Destin, Florida 32540. UCI is a non-dominant carrier that provides intrastate, interstate and international long distance and local exchange services. UCI is authorized by the FCC to provide interstate and international services as a non-dominant carrier as well as local and intrastate interexchange service pursuant to certification, registration or tariff requirements, or on an unregulated basis, in four (4) states.

NewSouth is a privately held Delaware corporation with principal offices located at NewSouth Center, 2 North Main Street, Greenville, South Carolina 29601. NewSouth is a holding company whose wholly owned subsidiary, NCC, provides intrastate, interstate and international long distance and local exchange services.

NCC is authorized by the FCC to provide interstate and international services as a non-dominant carrier as well as local and/or intrastate service, pursuant to certification, registration or tariff requirements, in twenty-two (22) states.

II. THE PROPOSED TRANSACTION

UCL and NewSouth have entered into an Agreement and Plan of Merger and Reorganization (the "Agreement") pursuant to which a wholly owned subsidiary of NewSouth ("Merger Sub") will merge with and into UCL with UCL continuing as the Surviving entity (hereinafter, the "Acquisition").

As a result of the merger, NewSouth will acquire all of the issued and outstanding shares of UCL's common stock for equitable consideration. After the transaction, UCL will continue to operate, in all material respects, as it currently operates. The technical, managerial and financial personnel of NewSouth, in addition to various current UCL employees, will become the technical, managerial and financial personnel of UCL after this transaction. UCL will continue to provide IMTS service under its present Section 214 Authority. UCL will continue to operate as a non-dominant common carrier with regard to the provision of international resale services to foreign points in accordance with the Commission's International Competitive Carrier policies.

III. THE PUBLIC INTEREST

The transfer of control of UCI will serve the public interest by permitting the combined companies to compete more effectively in the IMTS market. UCI's operations will more readily increase in size and profitability due to enhanced economies of scale. As a result, the combined companies will be able to offer better service to its customers at competitive rates.

The Commission recognizes that the international market for resold services is becoming increasingly competitive in nature and that such competition benefits consumers. Given the Commission's desire to foster competition in the IMTS resale market, grant of the proposed transaction is in the public interest.

IV. INFORMATION REQUIRED BY SECTION 63.18 OF THE COMMISSION'S RULES

- (a) The name, address and telephone number of the transferor and transferee.

Transferor:
UniversalCom, Inc.
185 Stahlman Avenue
Destin, Florida 32540
(850) 337-0077

Transferee:
NewSouth Holdings, Inc.
NewSouth Center
2 N. Main Street
Greenville, South Carolina 29601
(864) 627-5050

- (b) The state of incorporation of transferor and transferee.

- Transferor, UCI, is a corporation organized under the laws of the State of Florida.

- Transferee, NewSouth, is a corporation organized under the laws of the State of Delaware.
- Merger Sub will be a wholly owned subsidiary of NewSouth and a corporation organized under the laws of the State of Delaware.

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

EllenAnn G. Sands
Nowalsky, Bronston & Gothard, AP LLC
3500 N. Causeway Boulevard, Suite 1442
Metairie, Louisiana 70002
(504) 832-1984

(d) Previous authority under Section 214 of the Act.

1. Applicant/transferee, UCI, is presently, and will remain after the transaction, a non-dominant carrier subject to Section 214 of the Communications Act of 1934, as amended. 47 U.S.C. §§ 214. UCI is an authorized provider of international resale services between the United States and all international points currently served by authorized carriers. UCI received its International Section 214 Authority under the name "Data & Electronic Services d/b/a DES Long Distance" pursuant to File No. ITC-95-079 (effective January 23, 1995) which may be found in Report # I-8005 dated February 1, 1995.

2. Applicant/transferee, UCI, presently resells and will continue to resell after the transaction international voice message toll service provided by other authorized carriers on a basis determined by the applicable rates, terms and conditions reflected in UCI's (a/k/a Data & Electronic Services, Inc. d/b/a DES Long Distance) International Message Telecommunications Service Tariff F.C.C. No. 4 on file with the Commission.

(e) NewSouth is a holding company whose wholly-owned subsidiary, NCC, currently holds 214 authority granted pursuant to ITC-98-206 (effective April 29, 1995) which may be found in Report # I-8301 under the name "NewSouth Communications, LLC" dated April 30, 1998. NewSouth seeks to acquire control of UCI, the holder of the Section 214 authorization described in paragraph (d) above, and requests Commission approval in accordance with Section 63.18(e)(5) of the Commission's regulations.

(f) NewSouth seeks no other authorizations under Section 63.18(e).

(g) Not applicable.

(h) NewSouth certifies to the following information:

(1) NewSouth is not a foreign carrier and has no affiliation with a foreign carrier.

(2) The name, address, citizenship, and principal place of business of the owners of NewSouth, holding a 10 percent or greater ownership interest, are:

Name: Michael LaFrance
Address: 2 North Main Street, Greenville, SC 29601
Citizenship: USA
Principal Place of Business: 2 North Main Street, Greenville, SC 29601

Name: Tracy Cooper
Address: 2 North Main Street, Greenville, SC 29601
Citizenship: USA
Principal Place of Business: 2 North Main Street, Greenville, SC 29601

Name: Neal Nodvin
Address: 2 North Main Street, Greenville, SC 29601
Citizenship: USA
Principal Place of Business: 2 North Main Street, Greenville, SC 29601

Name: J. Edward Terrell
Address: 2 North Main Street, Greenville, SC 29601
Citizenship: USA
Principal Place of Business: 2 North Main Street, Greenville, SC 29601

Name: David Hudson
Address: 2 North Main Street, Greenville, SC 29601
Citizenship: USA
Principal Place of Business: 2 North Main Street, Greenville, SC 29601

(3) NewSouth does not have an affiliation with any U.S. carrier whose facilities-based services will be resold under UCI's Section 214 authorization.

(i) NewSouth 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 countries it is authorized to serve, and will not enter into such agreements in the future.

(j) The parties to this application certify that they are not subject to a denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988.

V. SUMMARY AND CONCLUSION

The public benefits and the economic justification for the proposed Agreement and Plan of Merger and Reorganization are discussed above in Section III of the instant application. In summary, consent to the proposed transaction will allow UCI and NewSouth to realize certain economies of scale and operating efficiencies, will enhance their ability to compete with larger more experienced carriers, and will increase the cost-effectiveness of their combined operations.

Accounting will be in conformity with generally accepted accounting principles. Service will be provided in accordance with existing tariff charges and regulations on file with the Commission and revisions, reissues and amendments thereof.

No new construction is involved, and grant of the instant application would not constitute a "major" environmental action pursuant to Section 1.1305 of the Commission's Rules.

In view of the foregoing, UCI and NewSouth jointly request that the Commission grant the instant application for consent to the transfer of control of UCI, an entity which has Section 214 International Message Toll Service Authorization.

Respectfully submitted,

By



EllenAnn G. Sands
Nowalsky, Bronston & Gothard
A Professional Limited Liability Company
3500 N. Causeway Boulevard
Suite 1442
Metairie, Louisiana 70002
Telephone: (504) 832-1984
Counsel for UniversalCom, Inc., and its
shareholders, and NewSouth Holdings, Inc., and
its shareholders

March 31, 2000

STATE OF LOUISIANA
COUNTY OF ORLEANS

VERIFICATION

I, John McNamara, am the Chairman of UniversalCom, Inc. and am authorized to make this verification on its behalf. The statements made in the foregoing Application are true of my own knowledge, except as to those matters which are therein stated on information and belief, and as to those matters I believe them to be true.

By: 
Name: John McNamara
Title: Chairman

Sworn to and subscribed before me, Notary Public, in and for the State and County named above, this 30th day of March, 2000.




Notary Public

My commission expires: Oct 2000

STATE OF - South Carolina
COUNTY OF Greenville

VERIFICATION

I, Michael LaFrance, am the President and Chief Executive Officer of NewSouth Holdings, Inc. and am authorized to make this verification on its behalf. The statements made in the foregoing Application are true of my own knowledge, except as to those matters which are therein stated on information and belief, and as to those matters I believe them to be true.

By: 
Name: Michael LaFrance
Title: President/CEO

Sworn to and subscribed before me, Notary Public, in and for the State and County named above, this 28th day of March, 2000.


Notary Public
My Commission Expires July 8, 2000
My commission expires: _____