

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: _____

Vinson & Elkins

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Non-Streamlined ITC-T/C-20000412-00225
STAR TELECOMMUNICATIONS, INC

CV 1002225

APR 12 2000

April 12, 2000

Federal Communications Commission
P.O. Box 358115
Pittsburgh, Pennsylvania 15251-5115

Re: Streamlined Application for Consent to Transfer Control to
World Access, Inc. of Section 214 Authorizations Held by
STAR Telecommunications, Inc.; AS Telecommunications, Inc.,
CEO Telecommunications, Inc.; CEO California Telecommunications,
Inc.; PT-1 Communications, Inc.; and PT-1 Long Distance

Gentlemen/Ladies:

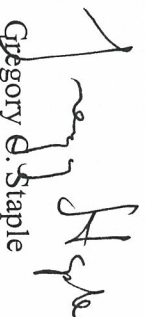
Enclosed for filing on behalf of STAR Telecommunications, Inc. and its subsidiaries, AS Telecommunications, Inc.; CEO Telecommunications, Inc.; CEO California Telecommunications, Inc.; PT-1 Communications, Inc.; and PT-1 Long Distance, Inc. (collectively, the "Applicants"), are an original and five copies of an application seeking the Commission's consent to transfer control of the Section 214 authorizations of the Applicants to World Access, Inc.

This application is entitled to streamlined processing under Section 63.12(c)(1)(i) of the Commission's Rules because as detailed at page 9 of the application, STAR and World Access qualify for a presumption of non-dominance under Section 63.10(a)(3) of the Rules.

Attached to the face of this application is a check for \$780.00 payable to the Federal Communications Commission to cover the requisite filing fees and a completed FCC Form 159.

In the event there are any questions concerning this matter, please contact me.

Sincerely,


Gregory D. Staple

Enclosures

cc: Magalie Roman Salas, Secretary
Frances Eisenstein, International Bureau

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

In the Matter of

WORLD ACCESS, INC. AND
STAR TELECOMMUNICATIONS, INC.

File No. ITC-

Application for authority pursuant to
Section 214 Communications Act of 1934,
as amended, to transfer control of
STAR Telecommunications, Inc. to
World Access, Inc.

JOINT APPLICATION

World Access, Inc. ("World Access") and STAR Telecommunications, Inc. ("STAR")
(collectively "Applicants"), by their undersigned counsel, hereby request approval pursuant to
Section 214 of the Communications Act of 1934, as amended,¹ and Section 63.18 of the
Commission's Rules,² for World Access to acquire control of STAR.³

The prompt approval of this application will bring significant benefits to the public by
enhancing the ability of World Access and STAR to compete against several much larger
competitors created by prior FCC-approved mergers, and by enabling these two U.S.-based
companies to achieve the critical mass needed to do business in major foreign markets, such as

¹ 47 U.S.C. § 214.

² 47 C.F.R. § 63.18. By this filing, the Applicants are also notifying the Commission
under Section 63.11 of the Rules, 47 C.F.R. § 63.11, that World Access will acquire
control of STAR's foreign carrier affiliates, listed in Exhibit B hereto. *See infra* Part V.

³ Simultaneously herewith, the Applicants are filing a separate application for authority to
transfer control of STAR's cable landing licenses under the Cable Landing License Act,
47 U.S.C. §§ 34-39, and Section 1.767 of the Commission's Rules, 47 C.F.R. § 1.767.

Germany and the United Kingdom, where both companies already have a presence. In addition, FCC approval of the application will foster the Applicants' ability to meet the growing market demand for bundled voice, data, and Internet services at both the wholesale and retail levels.

This application is entitled to streamlined processing under Section 63.12 of the Commission's Rules⁴ because the Applicants qualify for non-dominant treatment under Section 63.10(a)(3) of the Rules.⁵ STAR and World Access are non-dominant carriers in all of the markets in which they operate.

I. Description of the Parties

A. World Access, Inc.

World Access (which is traded on the NASDAQ exchange under the symbol "WAXX") is a Delaware corporation with its principal place of business in Atlanta, Georgia. Through its licensed subsidiaries, World Access provides international long distance voice and data services to the global telecommunications markets, primarily on a wholesale basis.⁶ The company, a non-dominant carrier, operates a global backbone network linking the United States to 13 other countries via redundant gateway and tandem switches that provide access to millions of circuit miles. The World Access network is capable of supporting voice and data services, including frame relay, Internet Protocol ("IP"), and asynchronous transfer mode ("ATM") services.

⁴ 47 C.F.R. § 63.12.

⁵ 47 C.F.R. § 63.10(a)(3).

⁶ On February 14, 2000, World Access announced that it had entered into a definitive merger agreement with Communications TeleSystems International d/b/a WorldxChange Communications. The companies expect to seek the necessary regulatory approvals for this merger shortly.

World Access currently engages, through its subsidiaries, in the development, manufacture, and marketing of products ranging from single products to comprehensive telecommunications solutions, including intelligent multiplexers, digital microwave radio systems, digital switches, billing and network telemanagement systems, cellular base stations, fixed wireless local loop systems, and engineering services. In December 1999, however, World Access announced that it planned to divest its equipment group in order to concentrate its resources on the international long distance carriers.

B. STAR Telecommunications, Inc.

STAR (which is traded on the NASDAQ exchange under the symbol "STRX") is a Delaware corporation headquartered in Santa Barbara, California. It is a non-dominant carrier that, itself and through subsidiaries, provides facilities-based and resold international and domestic telecommunications service to other carriers and to end users in the United States, Europe, and Asia. STAR provides global telecommunications services — including international and domestic long distance, international private line, prepaid calling card, dial-around, and international toll free services — to consumers, long distance carriers, multinational corporations, and Internet service providers worldwide. The company currently has switching facilities throughout North America and Europe, and either it or its subsidiaries are licensed providers of telecommunications services in the world's top five markets for telecommunications: the United States, Japan, Germany, the United Kingdom, and Canada.

II. Description of the Transaction

World Access and STAR have determined that their current business operations are complementary and that significant economies of scale, and other managerial and marketing

benefits, would be achieved by the merger of World Access and STAR. For this reason, the Applicants have entered into an Agreement and Plan of Merger ("Agreement") under which each share of STAR common stock would be converted into .3905 shares of World Access common stock. World Access may, at its election, pay up to forty percent of the merger consideration in cash. Additionally, STAR will be entitled to elect one new director to the World Access Board of Directors. Following the merger, the current business of STAR and its subsidiaries will be conducted through subsidiaries of World Access.

III. Public Interest Considerations

Prompt approval of this application will serve the public interest by enabling the Applicants to provide a wider choice of services to both wholesale and retail users in the face of mounting competition from much larger global supercarriers. It is no secret that international telecommunication carriers, such as the Applicants, face growing pricing and service pressures as IP-based networks challenge traditional telecom service arrangements and industry mergers create a new tier of trans-national megacarriers. In the United States, moreover, second tier carriers like World Access and STAR also compete with the emerging long distance businesses of the Regional Bell Operating Companies ("RBOCs").

For example, recent industry mergers approved or pending before the FCC include:

(1) the "Concert" joint venture between two of the world's largest international carriers, AT&T

and British Telecom;⁷ (2) Bell Atlantic's merger with NYNEX in 1997⁸ and its pending merger with GTE;⁹ (3) WorldCom's merger with MCI¹⁰ and pending merger with Sprint;¹¹ (4) Qwest's merger with U S WEST;¹² and (5) Global Crossing's merger with Frontier.¹³ Additionally, the Commission recently approved the Section 271 application of Bell Atlantic to provide in-region long distance services in New York.¹⁴ SBC's Section 271 application for Texas is pending,¹⁵ and additional applications from Bell Atlantic and SBC are expected to be filed soon.

⁷ *AT&T Corp., et al.*, IB Docket No. 98-212, *Memorandum Opinion and Order*, FCC 99-313 (released Oct. 29, 1999).

⁸ *NYNEX Corp. and Bell Atlantic Corp.*, 12 FCC Rcd 19985 (1997).

⁹ *Application for Consent to Transfer Control of Licenses and Section 214 Authorizations from GTE to Bell Atlantic*, CC Docket No.98-184 (filed Oct. 24, 1998).

¹⁰ *Application of WorldCom, Inc. and MCI Communications Corporation for Transfer of Control of MCI Communications Corporation to WorldCom, Inc.*, CC Docket No. 97-211, *Memorandum Opinion and Order*, 13 FCC Rcd 18025 (1998).

¹¹ *Application of MCI WorldCom, Inc. and Sprint Corp. for Transfer of Control of Sprint Corp. to MCI WorldCom, Inc.*, CC Docket No. 99-333 (filed Nov. 17, 1999).

¹² *Qwest Communications International Inc. and U S WEST, Inc.*, CC Docket No. 99-272, *Memorandum Opinion and Order*, FCC 00-91 (released Mar. 10, 2000).

¹³ *Global Crossing Ltd. and Frontier Corp.*, CC Docket No. 99-264, *Memorandum Opinion and Order*, DA 99-1930 (released Sept. 21, 1999).

¹⁴ *Application by Bell Atlantic New York for Authorization Under Section 271 of the Communications Act To Provide In-Region, InterLATA Service in the State of New York*, CC Docket No. 99-295, *Memorandum Opinion and Order*, FCC 99-404 (released Dec. 22, 1999).

¹⁵ *Application of SBC Communications Inc. for Authorization Under Section 271 of the Communications Act to Provide In-Region, InterLATA Service in the State of Texas*, CC Docket No. 00-4 (filed Jan. 10, 2000).

In light of these developments, smaller carriers such as World Access and STAR must find the partners they need to stay competitive in the United States and around the world. Indeed, without strong second-tier carriers like the Applicants, the U.S. market may soon be dominated by only a handful of players such as AT&T, MCI WorldCom/Sprint, Bell Atlantic/GTE, and SBC. FCC consent to the merger of World Access and STAR thus is important to preserve the robust competition that is essential to the global telecommunications marketplace.

The merger of the two companies will result in significant cost savings and business synergies, thereby strengthening the competitive position of both companies, especially in overseas markets. For example, the combination of the European operation of World Access and STAR (both companies already have a presence in Germany) will enable the Applicants to expand the scope of their marketing efforts while reducing overheads and duplicative facilities.

The Applicants expect similar benefits from a combination of their wholesale and retail businesses.

For all of the above reasons, the Applicants submit that approval of this application is plainly in the public's interest.¹⁶

¹⁶ By way of background, the Applicants note that the Commission has previously approved several acquisitions involving both STAR and World Access. *See, e.g.*, File No. ITC-T/C-19991102-00712 (granting authority for World Access to acquire FaciliCom International, LLC); File No. ITC-98-489-TC (granting authority for STAR to acquire PT-1 Communications, Inc.); File No. ITC-98-389-TC (granting authority for STAR to acquire United Digital Network, Inc.); File No. ITC-98-142-TC (granting authority for STAR to acquire T-One Communications Corp.).

IV. Section 63.18 Information

The following information is submitted pursuant to Section 63.18(e)(3) of the

Commission's Rules:

- (a) Names, addresses, and telephone numbers of the Applicants:

World Access, Inc.
Resurgens Plaza, Suite 2210
945 East Paces Ferry Road
Atlanta, Georgia 30326
(404) 261-6190

STAR Telecommunications, Inc.
223 East De La Guerra Street
Santa Barbara, California 93101
(805) 899-1962

- (b) World Access and STAR are corporations organized under the laws of the state of Delaware.

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

For World Access:

Richard Heidecke, Esq., L.C.E.
World Access, Inc.
1919 South Highland
Suite 129, Building D
Lombard, Illinois 60148
Tel: (630) 268-6620
Fax: (630) 268-6898

For STAR:

Gregory C. Staple, Esq.
R. Edward Price, Esq.
Vinson & Elkins L.L.P.
1455 Pennsylvania Avenue, N.W.
Washington, D.C. 20004-1008
Tel: (202) 639-6500
Fax: (202) 639-6604

(d) A list of the Section 214 authorizations held by STAR and its subsidiaries is attached hereto as Exhibit A. Information concerning the Section 214 authority held by subsidiaries of World Access is contained in Exhibit B.

(e)(3) This application seeks authority to transfer control of STAR to World Access, a non-dominant common carrier holding international Section 214 authority. World Access and STAR currently are not affiliated with each other. STAR and its affiliates will continue to hold said FCC authorities post-merger as subsidiaries of World Access.

(f)-(g) Not applicable.

(h) The name, address, citizenship, and principal businesses of World Access's ten percent or greater shareholders are as follows:

Name: Armstrong Group
Address: 1 Armstrong Place
Butler, Pennsylvania 16001
Citizenship: United States
Principal Business: Investment

Lawrence C. Tucker is a director of both World Access and MCI WorldCom, Inc. John D. Phillips and W. Tod Chmar both are directors of World Access and World Access Telecommunications Group Limited. Dennis Bay is a director of both World Access Telecommunications Group, Inc. and World Access Telecommunications Group Limited.

Walter J. Burmeister, President of World Access and a director of FaciliCom International LLC, is also: President Director of FaciliCom International SA de CV (El Salvador); President of the Board of Directors of FaciliCom International Guatemala; Chairman of the Board of FacilitiCom International S.R.L. (Italy); Sole Member of the Board of Call One B.V. (Netherlands); Director of FaciliCom International SARL (Switzerland), FaciliCom International (Hong Kong) Limited, FaciliCom International K.K. (Japan), and FaciliCom International BVBA/SPRL (Belgium); and a Member of the Management Committee of FaciliCom International (UK) Limited.

William Gerety, Chief Operating Officer of FaciliCom International LLC, is also: Chairman of the Board of Directors of FaciliCom International A/S (Denmark), FaciliCom Finalnd OY, FaciliCom International AS (Norway), and FaciliCom Intenernational Sweden AB; Director of FaciliCom International S.R.L. (Italy); and Sole Member of the Board of FaciliCom International B.V. (Netherlands).

(j)-(k) See Exhibit B.

(l)-(m) The foreign carrier affiliates of both World Access and STAR qualify for a presumption of non-dominance under Section 63.10(a)(3) of the Commission's Rules because each foreign affiliate holds significantly less than a fifty percent market share in the international transport and local access markets in its respective home country. Moreover, none of these carriers has the ability to discriminate against unaffiliated U.S. international carriers through the control of bottleneck services or facilities to exercise market power in any destination country.

(n)-(o) See Exhibit B.

(p) This application is entitled to streamlined processing under Section 63.12(c)(1)(i) of the Commission's Rules because STAR and World Access qualify for a presumption of non-dominance under Section 63.10(a)(3) of the Commission's Rules. The foreign carrier affiliates of both World Access and STAR qualify for a presumption of non-dominance under Section 63.10(a)(3) of the Commission's Rules because each foreign affiliate holds significantly less than a fifty percent market share in the international transport and local access markets in its respective home country. Moreover, none of these carriers has the ability to discriminate against unaffiliated U.S. international carriers through the control of bottleneck services or facilities to exercise market power in any destination country.

V. Foreign Carrier Acquisition Notification

As part of the acquisition of STAR by World Access, World Access will also acquire control of STAR's foreign carrier affiliates. Moreover, STAR and its licensed U.S. subsidiaries will be acquiring affiliations with World Access's foreign carrier subsidiaries. The foreign carrier affiliates of both companies are listed in Exhibit B, and the information required under Section 63.11(c)-(d) concerning ownership of World Access and non-dominant status is contained in Part IV above.

VI. Conclusion

For the reasons stated herein, the Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by grant of this application.

Respectfully submitted,

WORLD ACCESS, INC.

STAR TELECOMMUNICATIONS, INC.

By: _____



Richard Heidecke, Esq., L.C.E.
World Access, Inc.
1919 South Highland
Suite 129, Bldg. D
Lombard, Illinois 60148
(630) 268-6620

Its Attorney

By: _____



Gregory A. Staple, Esq.
R. Edward Price, Esq.
Vinson & Elkins L.L.P.
1455 Pennsylvania Avenue, N.W.
Washington, D.C. 20004-1008
(202) 639-6500

Its Attorneys

April 4, 2000

EXHIBIT A

FCC Authorizations of STAR Telecommunications, Inc. and Its U.S. Subsidiaries

STAR Telecommunications, Inc.

STAR Section 214 Authorizations

- FCC Public Notice granting Section 214 authority to provide international facilities-based and resale services. File No. ITC-96-358, Public Notice, Report No. I-8196 (released Aug. 15, 1996; effective Aug. 13, 1996). (Authorization transferred to STAR from Star Vending, Inc.)
- FCC Order, Authorization and Certificate granting Section 214 authority to acquire and operate facilities in the CANUS-1 Cable System for the provision of international common carrier services between the United States and Canada. File No. ITC-96-152, 11 FCC Rcd 6326 (released May 28, 1996; adopted May 10, 1996). (Authorization transferred to STAR from Star Vending, Inc.)
- FCC Public Notice granting Section 214 authority, *inter alia*, to (1) resell international switched message telecommunications services between the United States and various international points, and (2) resell private lines between the U.S. and Canada, and the U.S. and the U.K. File No. ITC-95-340, Public Notice, Report No. I-8074 (released July 12, 1995; effective July 10, 1995). (Authorization transferred to STAR from Star Vending, Inc.)
- FCC Order, Authorization and Certificate granting authority to acquire and operate satellite facilities to various overseas points. File No. ITC-95-501, 10 FCC Rcd 12611 (released November 22, 1995; adopted October 31, 1995). (Authorization transferred to STAR from Star Vending, Inc.)
- FCC Grant Stamp granting authority for Star Vending, Inc. to merge into STAR Telecommunications, Inc. and to transfer its Section 214 authorizations on a *pro forma* basis to STAR Telecommunications, Inc. File No. ITC-97-139-TC (granted Mar. 12, 1997).
- FCC Memorandum Opinion, Order and Authorization granting Section 214 authority to STAR and Christopher Edgecomb to transfer control of STAR from Mr. Edgecomb to multiple stockholders. File No. ITC-97-106-TC, 12 FCC Rcd 5934 (released May 1, 1997; adopted April 18, 1997).
- FCC Memorandum Opinion, Order and Authorization granting Section 214 authority to STAR to acquire LD Services, Inc. (now known as CEO Telecommunications, Inc.). File No. ITC-97-721-TC, 13 FCC Rcd 824 (adopted Jan. 14, 1998; released Jan. 16, 1998).

- FCC Public Notice granting Section 214 authority to STAR to acquire T-One Communications Corporation. File No. ITC-98-142-TC, 13 FCC Rcd 6663 (released Apr. 2, 1998; effective Mar. 27, 1998).
 - FCC Public Notice granting authority to acquire the Section 214 authorizations held by subsidiaries of United Digital Network, Inc. File No. ITC-98-389-TC, 13 FCC Rcd 17469 (released July 9, 1998; effective July 8, 1998).
 - FCC Public Notice Granting authority to acquire PT-1 Communications, Inc. FCC File No. ITC-98-489-TC, 13 FCC Rcd 15632 (released Aug. 20, 1998; effective Aug. 19, 1998).
 - FCC Memorandum Opinion, Order and Authorization granting Section 214 authority to operate the AMERICAS-II submarine cable system on a common carrier basis. File Nos. ITC-98-342 and ITC-98-342A, 13 FCC Rcd 22534 (released Nov. 10, 1998; adopted Nov. 3, 1998).
 - FCC Grant Stamp granting authority to STAR Telecommunications, Inc. to assign the Section 214 authorizations of CTN-Custom Telecommunications Network of Arizona, Inc. and United Digital Network of Texas, Inc. to Advanced Management Services, Inc. (renamed AS Telecommunications, Inc.) — all of which were previously subsidiaries of United Digital Network, Inc. — following consummation of STAR's acquisition of United Digital Network, Inc. File Nos. ITC-ASG-19990312-00125, ITC-ASG-19990312-00126 (granted Mar. 18, 1999).
 - FCC Memorandum Opinion, Order and Authorization granting Section 214 authority to operate the COLUMBUS-III submarine cable system on a common carrier basis. File No. ITC-98-437, DA 99-1637 (released Aug. 20, 1999; adopted Aug. 13, 1999).
 - FCC Memorandum Opinion, Order and Authorization granting Section 214 authority to operate the MAYA-I submarine cable system on a common carrier basis. File No. ITC-214-19990325-00153, DA 99-2578 (released Nov. 18, 1999; adopted Nov. 18, 1999).
- AS Telecommunications, Inc.**
- FCC Order, Authorization and Certificate granting Section 214 authority to CTN-Custom Telecommunications Network of Arizona, Inc. to provide international resale services. File No. ITC-92-239, 7 FCC Rcd 7680 (released Nov. 25, 1992; effective Nov. 12, 1992). This authorization was assigned to AS Telecommunications, Inc. (formerly Advanced Management Services, Inc.) pursuant to FCC authority granted in File No. ITC-ASG-19990312-00125 (granted Mar. 18, 1999).

- FCC Public Notice granting Section 214 authority to Answer-Net, Inc. (renamed United Digital Network of Texas, Inc.) to provide international resale services. File No. ITC-94-098 (released Mar. 2, 1994). This authorization was assigned to AS Telecommunications, Inc. (formerly Advanced Management Services, Inc.) pursuant to FCC authority granted in File No. ITC-ASG-19990312-00126 (granted Mar. 18, 1999).

CEO California Telecommunications, Inc.

- FCC Public Notice granting Section 214 authority to operate as an international facilities-based and resale carrier. File No. ITC-214-19990125-00036, DA 99-495 (released and effective Mar. 11, 1999).

CEO Telecommunications, Inc.

- FCC Order, Authorization and Certificate granting Section 214 authority to LD Services, Inc. (renamed CEO Telecommunications, Inc.) to operate as an international resale carrier. File No. ITC-92-226, 7 FCC Rcd 7287 (adopted Oct. 29, 1992; released Nov. 12, 1992).

PT-1 Communications, Inc.

- FCC Public Notice granting Section 214 authority to Phonetime Inc. (renamed PT-1 Communications, Inc.) to operate as an international facilities-based carrier. File No. ITC-97-281, 13 FCC Rcd 5716 (released July 3, 1997; effective July 2, 1997).
- FCC Public Notice granting Section 214 authority to Phonetime Inc. (renamed PT-1 Communications, Inc.) to operate as an international resale carrier. File No. ITC-96-454, 11 FCC Rcd 12287 (released Oct. 1, 1996; effective Sept. 27, 1996).

PT-1 Long Distance, Inc.

- FCC Public Notice granting Section 214 authority to PT-1 Long Distance, Inc. to operate as an international facilities-based carrier. File No. ITC-214-19990505-00348 (released July 8, 1999; effective July 7, 1999).

EXHIBIT B

**Certification of World Access, Inc.
Pursuant to 47 C.F.R. §§ 63.11(c) and 63.18**

I hereby certify to the following:

1. Foreign Carrier Affiliates. World Access, Inc. ("World Access") is affiliated with and controls the following foreign carriers in the following countries:


<u>Country</u>	<u>Carrier</u>
Austria	FaciliCom Telekommunikation GmbH NETnet Austria
Belgium	FaciliCom International BVBA/SPRL
Denmark	FaciliCom International A/S LDI Denmark Aps
El Salvador	FaciliCom International SA de CV
Finland	FaciliCom Finalnd OY
France	FaciliCom International, SARL NETnet Telecom SA
Germany	FaciliCom Telekommunikation GmbH LDI Telekommunikations GmbH NETnet Germany NewTel Communications GmbH
Guatemala	FaciliCom International Guatemala
Hong Kong	FaciliCom International (Hong Kong) Limited
Italy	FaciliCom International S.R.L. LDI SpA NETnet Italy
Japan	FaciliCom International K.K.
Netherlands	Call One B. V. FaciliCom International B. V.

Norway	FaciliCom International AS NETnet Norway
Portugal	FaciliCom International Telecommunicacoes, LDA
Spain	FaciliCom International SL Dynamic Telecom de España
Sweden	FaciliCom International Sweden AB NETnet International AB (former known as NETnet Europe) NETnet Sweden NET center Phoneline Sweden AB (formerly known as Cruisetel-AB)
Switzerland	FaciliCom International SARL NETnet Switzerland
United Kingdom	Central Cellphone Ltd. FaciliCom International (UK) Ltd. LDI Southern Europe LDI Communications Ltd. LDI Ltd. LDI UK Ltd. Speedial Newgate Communications World Access Telecommunications Group Limited

Following its planned merger with STAR Telecommunications, Inc., World Access will also become affiliated with and control the foreign carrier affiliates of STAR, which include: (1) STAR Telecommunications, Inc. itself, which is licensed as a carrier in Canada; (2) STAR Telecommunications Deutschland GmbH, a carrier licensed in Germany; (3) STAR Europe Ltd., a carrier licensed in the United Kingdom; (4) PT-1 Communications UK Ltd., a carrier licensed in the United Kingdom; PT-1 Canada, Inc., a carrier licensed in Canada; and (5) ITO Telecom, Inc., a carrier licensed in Japan.

Austria, Belgium, Canada, Denmark, El Salvador, Finland, France, Germany, Guatemala, Hong Kong, Italy, Japan, the Netherlands, Norway, Portugal, Spain, Sweden, Switzerland, and the United Kingdom are members of the World Trade Organization.

2. World Access Section 214 Authority. World Access, through licensed subsidiaries, holds numerous Section 214 authorizations to provide global facilities-based and resold switched services. See File No. ITC-96-378 (licensed to World Access Telecommunications Group, Inc. ("WAXS") an indirect, wholly owned subsidiary of World Access) (originally granted to Cherry and transferred to WAXS, see File No. ITC-T/C-19980811-00555). Information concerning World Access's other authorizations will be provided upon request.
3. Special Concessions. World Access has not agreed to accept special concessions directly or indirectly from any foreign carrier 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.
4. Anti-Drug Abuse Act Certification. In accordance with the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862, and Sections 1.2001-1.2003 of the Commission's Rules, 47 C.F.R. §§ 1.2001-1.2003, neither World Access, Inc. nor any other party to this application, is subject to a denial of U.S. federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988.



Walter Burmeister
President
World Access, Inc.

April 4, 2000

READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE

APPROVED BY OMB 3060-0589

(1) LOCKBOX # 358115

PAGE NO. 1 OF 1

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
 (4) STREET ADDRESS LINE NO. 1
 (5) STREET ADDRESS LINE NO. 2
 (6) CITY
 (7) STATE
 (8) ZIP CODE
 (9) DAYTIME TELEPHONE NUMBER (include area code)
 (10) COUNTRY CODE (if not in U.S.A.)

Winson & Elkins I.L.P.
 The Willard Office Building
 1455 Pennsylvania Avenue, N.W.
 Washington
 D.C.
 20004-1008
 202-639-6500

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
 (13) STREET ADDRESS LINE NO. 2
 (14) CITY
 (15) STATE
 (16) ZIP CODE
 (17) DAYTIME TELEPHONE NUMBER (include area code)
 (18) COUNTRY CODE (if not in U.S.A.)

STAR Telecommunications, Inc.
 c/o Winson & Elkins I.L.P.
 1455 Pennsylvania Avenue, N.W.
 Washington
 D.C.
 20004-1008

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
 (23A) FCC CODE 1
 (24A) FCC CODE 2

C U T 1
 \$ 780.00

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

SECTION D - TAXPAYER INFORMATION (REQUIRED)

(23) PAYER TIN
 (24) COMPLETE THIS BLOCK ONLY IF APPLICANT NAME IN B-11 IS DIFFERENT FROM PAYER NAME IN A-3

0 7 4 1 1 8 3 0 1 1 5
 APPLICANT TIN
 0 7 7 0 3 6 2 6 8 1

SECTION E - CERTIFICATION

(27) CERTIFICATION STATEMENT
 I, _____ (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 _____

SECTION F - CREDIT CARD PAYMENT INFORMATION

(28) MASTERCARD/VISA ACCOUNT NUMBER:

 EXPIRATION DATE:

 AUTHORIZED SIGNATURE

 DATE
 MONTH YEAR

SEE PUBLIC BURDEN ESTIMATE ON REVERSE

FCC FORM 159 JULY 1997 (REVISED)

ORIGINAL DOCUMENT HAS A REFLECTIVE WATERMARK ON THE BACK. HOLD AT AN ANGLE TO VIEW WHEN CHECKING THE ENDORSEMENT

VINSON & ELKINS

L.L.P.
ATTORNEYS AT LAW
1455 PENNSYLVANIA AVENUE, N.W.
WASHINGTON, D.C. 20004-1007

Hudspeth, Richard A.

15-120 Check No.
540
125002

VOID AFTER 90 DAYS
CHASE BANK OF TEXAS, N.A.
SAN ANGELO, TEXAS

PAY ***Seven hundred eighty and 00/100 Dollars***

Date	Amount
April 12, 2000	\$***780.00

VINSON & ELKINS L.L.P.

TO THE ORDER OF: Federal Communications Commission

0

Julia A. Mansoor



⑈ 1 2 5 0 0 2 ⑈ ⑆ 1 1 3 0 0 8 8 0 ⑆ ⑈ 0 6 3 0 0 0 5 2 9 2 8 ⑈

NSON & ELKINS, L.L.P.
ATTORNEYS AT LAW

1455 PENNSYLVANIA AVENUE, N.W. WASHINGTON, D.C. 20004-1007

Check Date
4/12/00

Check Number
125002

GL ACCOUNT Client	Offc Matter	Dept	Invoice Date	Invoice No.	INVOICE DESCRIPTION	AMOUNT
STA396			4/11/00	3115	FCC transfer of Control filing Cable Authorizations	\$780.00
						29000