

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: \_\_\_\_\_

*Can go on public notice - no FBI letter needed*

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DUPLICATE

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

In the Matter of

FRETEL COMMUNICATIONS, LLC )  
 ) File No.

Application for Prior Consent to Transfer )  
Control of Existing Streamlined )  
International Section 214 Authorization )

FCC/MELLON  
APR 20 2000

**APPLICATION FOR CONSENT TO TRANSFER OF CONTROL  
OF STREAMLINED INTERNATIONAL SECTION 214 AUTHORIZATION**

Frétel Communications, LLC (“Frétel”) and MJD Ventures, Inc. (“MJD”), pursuant to Section 214 of the Communications Act of 1934, as amended, and Section 63.18 of the Commission’s Rules, respectfully request Commission consent to the proposed transfer of control of Frétel and its existing streamlined International Section 214 Authorization to MJD.

**Introduction**

Frétel, an Idaho limited liability corporation, currently resells switched international telecommunications services pursuant to a streamlined International Section 214 Authorization granted by the Commission on March 11, 1999, under File No. ITC-214-19990125-00037. Frétel is presently owned by individuals and entities affiliated with Fremont Telecom Co. (“Fremont Telecom”), an Idaho local exchange carrier.

MJD, a Delaware corporation, is a wholly-owned subsidiary of MJD Communications, Inc. (“MJD Communications”), also a Delaware corporation. MJD is currently in the process of acquiring the stock of Fremont Telecom. In connection with this transaction, MJD will also acquire the member interests of Frétel from its present members which are individuals and entities affiliated with Fremont Telecom.

The proposed transfer of control of Fretel will serve the public interest by allowing Fretel to draw upon the financial and administrative resources of MJD and MJD Communications as it continues to resell and market its international telecommunications services in highly competitive markets.

Grant of this application will serve the public interest, convenience and necessity . The following information is submitted pursuant to Section 63.18 of the Commission's Rules:

- a) Names, addresses, and telephone numbers of the applicants are:

**Authorization Holder & Sellers:**

Fretel Communications, LLC  
110 East Main  
St. Anthony, Idaho 83445  
Telephone: (208) 624-7300  
Facsimile: (208) 624-7909

**Buyer:**

MJD Ventures, Inc.  
521 East Morehead Street (Suite 250)  
Charlotte, North Carolina 28202  
Telephone: (704) 344-8150  
Facsimile: (704) 344-8121

- b) The Applicants are organized under the laws of:

Fretel: Idaho

MJD: Delaware

- c) Correspondence concerning the application should be addressed to:

**Authorization Holder and Sellers:**

Fretel Communications, LLC  
110 East Main  
St. Anthony, Idaho 83445  
Telephone: (208) 624-7300  
Facsimile: (208) 624-7909

**Buyer:**

Eugene B. Johnson, Executive Vice President  
MJD Communications, Inc.  
521 East Morehead Street (Suite 250)  
Charlotte, North Carolina 28202  
Telephone: (704) 344-8150  
Facsimile: (704) 344-8121

with copies to legal counsel:

Gerard J. Duffy, Esquire  
Blooston, Mordkofsky, Jackson and Dickens  
2120 L Street, N.W. (Suite 300)  
Washington, D.C. 20037  
Telephone: (202) 659-0830  
Facsimile: (202) 828-5568

- d) Fretel was granted an International Section 214 Authorization to resell switched international telecommunications services in File No. ITC-214-19990125-00037, dated March 11, 1999.
- e) Applicants are requesting prior Commission consent to the transfer of control of Fretel and its existing International Section 214 Authorizations to MJD.

## CERTIFICATIONS

### Affiliations

Fretel and MJD each certifies that it is not a foreign carrier, and that it does not have an affiliation with any foreign carrier.

Fretel and MJD each certifies that it does not have an affiliation with any of the U.S. carriers whose facilities-based international services Fretel resells and proposes to continue to resell.

After completion of the proposed transaction, the name, address, citizenship and principal business of the only entity having a ten percent (10%) or greater interest in Fretel will be:

<u>Name/Address</u>	<u>Owned</u> %	<u>Citizen</u>	<u>Principal Business</u>
MJD Ventures, Inc. 521 E. Morehead St. Charlotte, NC 28202	100.0%	DE Corp.	Telecommunications Holding Company

The name, address, citizenship and principal business of the only entity having a ten percent (10%) or greater interest in MJD will be:

<u>Name/Address</u>	<u>Owned</u> %	<u>Citizen</u>	<u>Principal Business</u>
MJD Communications, Inc. 521 E. Morehead St. Charlotte, NC 28202	100.0%	DE Corp.	Telecommunications Holding Company

MJD Communications is a holding company which owns rural telephone and other telecommunications interests. The names, addresses, citizenship and principal businesses of the entities having a ten percent (10%) or greater voting interest in MJD Communications will be:

<u>Name/Address</u>	<u>Owned</u>	<u>Citizen</u>	<u>Principal Business</u>
Thomas H. Lee Equity Fund IV, L.P. 75 State Street Boston, MA 02109	47.20%	DE L.P.	Investments

The general partner of Thomas H. Lee Equity Fund IV, L.P. is THL Equity Advisors, IV, LLC. No single individual or entity holds a 10 percent or greater interest in THL and its affiliated funds.

<u>Name/Address</u>	<u>Owned</u>	<u>Citizen</u>	<u>Principal Business</u>
Kelso Investment Associates V, L.P. 320 Park Avenue, 24th Floor New York, NY 10022	40.06%	DE L.P.	Investments

The general partner of Kelso Investment Associates V, L.P. is Kelso Partners V which, in turn, is owned by Messrs George E. Matelich, Frank T. Nickell, Joseph S. Shuchert, Thomas R. Wall, IV, Michael B. Goldberg, Frank K. Bynum, Jr., and David I. Wahrhaftig, each of whom is a U.S. citizen and a holder of less than a five percent general partnership interest.

Frétel: (1) will continue to maintain separate books of account from affiliated local exchange carriers; (2) will continue not to jointly own transmission or switching facilities with affiliated local exchange carriers; and (3) will continue to take any tariffed services from affiliated local exchange carriers pursuant to the terms and conditions of their generally applicable tariffs.

Frete! will continue to be treated as a nonregulated affiliate for purposes of local exchange carrier accounting under the Commission's joint cost and affiliate transactions rules as set forth in Parts 32 and 64 of the Commission's Rules.

#### **Foreign Concessions and Arrangements**

Frete! and MJD each certifies that it has not agreed to accept special concessions, directly or indirectly, from any foreign carrier or foreign administration with respect to traffic and revenue flows between the United States and any foreign country which Frete! may serve under the authority sought; and that it will not enter into such agreements in the future.

#### **Anti-Drug Abuse Act Certification**

Frete! and MJD each certifies that, to the best of its knowledge and belief, no party to the application is subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. 862.

**CONCLUSION**

In light of the foregoing, Fretel and MJD respectfully submit that the public interest, convenience and necessity would be served by a grant of the proposed transfer of control of Fretel and its International Section 214 Authorization from the current members of Fretel to MJD.

Respectfully submitted,  
**FRETEL COMMUNICATIONS, LLC**

By: *James Bauckman*

Printed Name: *JAMES BAUCKMAN*

Office: *MANAGING MEMBER*

Date: *4-18-00*

**MJD VENTURES, INC.**

By: \_\_\_\_\_

Printed Name: \_\_\_\_\_

Office: \_\_\_\_\_

Date: \_\_\_\_\_



CERTIFICATE OF SERVICE

I, Grand J. Duffy, hereby certify that I am conversant with the law firm of Morrison, Mendicino, Jackson & Dickson and its attorneys, and that I am duly qualified to administer the oath. The Application for Streamlined Settlement, T-1, Application for Streamlined Settlement, T-2, and Application for Streamlined Settlement, T-3, are hereby filed with the court, and the court is hereby advised that the same are true and correct as indicated, so the public interest will be served.

In light of the foregoing, Fretel and MJD respectfully submit that the public interest, convenience and necessity would be served by a grant of the proposed transfer of control of

Fretel and its International Section 214 Authorization from the current members of Fretel to MJD.

The Honorable Madeline Albright  
Secretary of State  
United States Department of State  
2201 C Street, N.W.  
Washington, D.C. 20520  
Respectfully submitted,  
**FRETTEL COMMUNICATIONS, LLC**

By: \_\_\_\_\_  
Printed Name: \_\_\_\_\_  
Office: \_\_\_\_\_  
Date: \_\_\_\_\_

International Transcription Services  
445 12th Street, S.W., CY-15401  
Washington, D.C. 20540  
MJD VENTURES, INC.

By: Michael J. Stein  
Printed Name: MICHAEL J. STEIN  
Office: VICE PRESIDENT  
Date: 4/19/00

No. 17397

**BLOOSTON, MORDKOFSKY, JACKSON & DICKENS**  
2120 L STREET, N.W., NO. 300  
WASHINGTON, D.C. 20037

~~OVER~~ APRIL 20, 2000 <sup>15-52</sup>  
540

Pay to  
the order of

Federal Communications Commission

\*\*\*\*\*Seven hundred eighty and XX/100\*\*\*\*\*

\$\*780.00\*\*\*\*\*

**OVERS**  
SECURITY FEATURES  
Details on back

**CRESTAR**

Crestar Bank  
Washington, DC  
MJD

⑈00017397⑈ ⑆054000522⑆ 206559445⑈

*John Ruddy*

MP

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)  
Boston, Mordkofsky, Jackson & Dickens

(4) STREET ADDRESS LINE NO. 1  
2120 I Street, N.W.

(5) STREET ADDRESS LINE NO. 2

(6) CITY  
Washington  
(9) DAYTIME TELEPHONE NUMBER (Include area code)  
(202) 659-0830

(7) STATE  
DC  
(8) ZIP CODE  
20037  
(10) COUNTRY CODE (If not in U.S.A.)

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

**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)  
Fretel Communications, LLC

(12) STREET ADDRESS LINE NO. 1  
110 East Main

(13) STREET ADDRESS LINE NO. 2

(14) CITY  
St. Anthony  
(17) DAYTIME TELEPHONE NUMBER (include area code)  
(208) 624-7300

(15) STATE  
ID  
(16) ZIP CODE  
83445  
(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)  
C U T  
(21A) QUANTITY  
1  
(22A) FEE DUE FOR (PTC) IN BLOCK 20A  
\$ 780.00  
(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  
\$  
(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)

(25) PAYER TIN  
0 5 2 1 1 3 6 2 7 3  
(26) COMPLETE THIS BLOCK ONLY IF APPLICANT NAME IN B-11 IS DIFFERENT FROM PAYER NAME IN A-2  
APPLICANT TIN  
0 8 2 0 5 0 8 9 0 5

(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  
MASTERCARD/VISA ACCOUNT NUMBER

EXPIRATION DATE:  
MONTH YEAR

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

AUTHORIZED SIGNATURE

SEE PUBLIC BURDEN ESTIMATE ON REVERSE

FCC FORM 159 JULY 1997 (REVISED)