

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: \_\_\_\_\_

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**LAW OFFICES OF THOMAS K. CROWE, P.C.**

REG/MELDIA

APR 27 2000

2300 M STREET, N.W.  
SUITE 800  
WASHINGTON, D.C. 20037

TELEPHONE (202) 973-2890  
FAX (202) 973-2891  
E-MAIL tkcrowe@bellatlantic.net

April 27, 2000

**BY COURIER**

Federal Communications Commission  
International Bureau - Telecommunications  
P.O. Box 358115  
Pittsburgh, PA 15251-5115

Re: Zenex Long Distance, Inc.

Dear Sir or Madam:

Please find enclosed an original and six (6) copies of Zenex Long Distance, Inc.'s Application for Consent to Transfer Control of Zenex to Lone Wolf Energy, Inc.

Also enclosed is FCC Form 159 and a check in the amount of \$ 780.00 to cover the requisite filing fee. Please file-stamp and return the extra copy of this filing in the self-addressed, stamped envelope provided for this purpose.

Questions regarding this filing should be directed to the undersigned.

~~Sincerely,~~  
  


Thomas K. Crowe  
C. Jeffrey Tibbels,  
Counsel for Zenex Long Distance, Inc.

Enclosures

ZENEX COMMUNICATIONS, INC.  
FEDERAL COMMUN. COMM.

9279

Check Number: 9279  
Check Date: Apr 25, 2000

Item to be Paid - Description  
FILING FEE FOR FCC SECTION 214  
780.00

Check Amount: \$780.00  
Discount Taken Amount Paid

ORIGINAL DOCUMENT IS PRINTED ON CHEMICAL REACTIVE PAPER & HAS A MICROPRINTED BORDER

9279

ZENEX COMMUNICATIONS, INC.  
3705 W. MEMORIAL RD., SUITE 101-A  
OKLAHOMA CITY, OK 73134  
PH. 405-749-9999

NATIONS BANK N.A.  
Oklahoma City, Oklahoma

39-1/1030

Apr 25, 2000 \*\*\*\*\*\$780.00\*

Memo:

PAY Seven Hundred Eighty and 0/100 Dollars

FEDERAL COMMUN. COMM.  
PO BOX 371008  
PITTSBURGH, PA 15251-7008

DATE AMOUNT

*Autser*

THE REVERSE SIDE OF THIS DOCUMENT INCLUDES AN ARTIFICIAL WATERMARK - HOLD AT AN ANGLE TO VIEW

0009279 1030000171 110180391870

READ INSTRUCTIONS CAREFULLY  
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION  
**REMITTANCE ADVICE**

APPROVED BY OMB

3080-0588

(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)

Zenex Long Distance, Inc.

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

(4) STREET ADDRESS LINE NO. 1

3705 W. Memorial

(5) STREET ADDRESS LINE NO. 2

Suite 101-A

(6) CITY

Oklahoma City

(7) STATE

OK

(8) ZIP CODE

73134

(9) DAYTIME TELEPHONE NUMBER (include area code)

(405) 749-9999

(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)

(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.)

**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

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  
\$

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  
\$

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  
\$

FCC USE ONLY

(23D) FCC CODE 1

(24D) FCC CODE 2

**SECTION D - TAXPAYER INFORMATION (REQUIRED)**

(25) PAYER TIN

7 3 - 1 4 4 1 5 8 9

SEE INSTRUCTIONS FOR BLOCKS 25 THROUGH 28. COMPLETE THIS BLOCK ONLY IF APPLICANT NAME IS DIFFERENT FROM PAYER NAME IN A-2.

APPLICANT TIN

**SECTION E - CERTIFICATION**

(27) CERTIFICATION STATEMENT

I, Jeffrey Tibbels

(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



(28) MASTERCARD/VA ACCOUNT NUMBER

SECTION F - CREDIT CARD PAYMENT INFORMATION

|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
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EXPIRATION DATE:

|       |      |  |  |
|-------|------|--|--|
|       |      |  |  |
| MONTH | YEAR |  |  |

MASTERCARD

VISA

I hereby authorize the FCC to charge my VISA or MASTERCARD

AUTHORIZED SIGNATURE

DATE

(for the correct (b) (6) number(s)) herein described.

SEE PUBLIC BURDEN ESTIMATE ON REVERSE

FCC FORM 159 JULY 1997 (REVISED)



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

In the Matter of

**LONE WOLF ENERGY, INC.**

Transferee,

**ZENEX LONG DISTANCE, INC.**

Transferor,

Application for Authority Pursuant to  
Section 214 of the Communications Act  
of 1934, as amended, to Transfer Control  
of Authorized International Carrier

File No. \_\_\_\_\_

**APPLICATION FOR CONSENT TO TRANSFER CONTROL**

Pursuant to Section 214 of the Communications Act of 1934, as amended, 47 U.S.C. § 214 (1999), and Section 63.18 of the Commission's Rules, 47 C.F.R. § 63.18 (1999), Zenex Long Distance, Inc. ("Zenex" or "Applicant") hereby requests authority to effectuate the transfer of control of Zenex, an international carrier, to Lone Wolf Energy, Inc. ("Lone Wolf"). Zenex is a non-dominant carrier authorized by this Commission to provide international telecommunications services. By this Application, Applicant seeks Commission approval of the proposed agreement to merge Prestige Investments, Inc. ("Prestige"), the parent company of Zenex, with and into a to-be-formed wholly-owned subsidiary corporation of Lone Wolf, with Prestige to be the surviving corporation thus becoming a wholly-owned subsidiary of Lone Wolf. This merger would result in a change in the ultimate parent company of Zenex.

As fully described herein, approval of the transfer will permit Lone Wolf and Zenex to realize significant economic and marketing efficiencies which will enhance Zenex's ability to

continue providing high quality, low cost telecommunications services and to compete more effectively in the international telecommunications marketplace. Accordingly, grant of this Application will benefit the public interest.

In support of this Application, Applicant submits the following information:

**I. THE PARTIES**

**(a) Lone Wolf Energy, Inc.**

Lone Wolf is a publicly-held Colorado corporation whose principal office is located at 2400 N.W. 30<sup>th</sup>, No. 814, Oklahoma City, Oklahoma, 73112. Lone Wolf is not a provider of telecommunications services and has no affiliation, within the meaning of Section 63.09(e) of the Commission's Rules, 47 C.F.R. § 63.09(e) (1999), with a dominant U.S. or foreign facilities-based carrier.

Further information required by the Commission pursuant to Section 63.18 regarding Lone Wolf is included below in Part IV of this Application.

**(b) Zenex Long Distance, Inc.**

Zenex, an Oklahoma corporation, has global authority to provide resold international telecommunications services.<sup>1</sup> Zenex is considered a non-dominant carrier under the Commission's Rules. Zenex has no affiliation, within the meaning of Section 63.09(e) of the Commission's Rules, 47 C.F.R. § 63.09(e) (1999), with a dominant U.S. or foreign facilities-

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<sup>1</sup> Overseas Common Carrier Section 214 Applications Actions Taken, *Public Notice*, File No. ITC 96-308, DA 96-1221, 11 FCC Rcd. 12654 (August 2, 1996). Approval of the transfer of control of Zenex to Prestige was granted in International Authorizations Granted, *Public Notice*, File No. ITC-TC-19990511-00330, DA 99-1317, 14 FCC Rcd. 13107 (July 2, 1999).

based carrier.

Information concerning Zenex's legal, technical, and financial qualifications to provide service was submitted with the company's application for Section 214 authorization and is, therefore, already a matter of record before the Commission.

**(c) Prestige Investments, Inc.**

Prestige is an Oklahoma corporation with its principal offices located at 821 S.W. 66<sup>th</sup>, Oklahoma City, OK, 73139. Prestige was granted authority by the Commission to acquire all of the issued and outstanding stock of Zenex on July 2, 1999 resulting in Zenex becoming a wholly-owned subsidiary of Prestige.<sup>2</sup> Prestige is not a provider of telecommunications services and has no affiliation, within the meaning of Section 63.09(e) of the Commission's Rules, 47 C.F.R. § 63.09(e) (1999), with a dominant U.S. or foreign facilities-based carrier.

**II. DESCRIPTION OF TRANSACTION**

Pursuant to a letter of intent, Applicant proposes a transaction whereby Lone Wolf will issue 15,550,000 shares of Lone Wolf common stock, par value \$.001 per share, to the shareholders of Prestige in consideration for the merger of Prestige into a to-be-formed wholly-owned subsidiary corporation of Lone Wolf. This merger would result in a change in the ultimate parent company of Zenex. The transaction will be structured in a manner which will qualify as a tax-free reorganization under the applicable provision of the Internal Revenue Code of 1986. Zenex will continue in existence under the laws of the State of Oklahoma and its Certificate of Incorporation and By-Laws shall remain as in effect immediately prior to the merger. The only

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<sup>2</sup> See *supra* at n.1.



change will be the transfer of ownership of the parent company of Zenex to Lone Wolf.

Applicant expects to consummate the transaction immediately and, therefore, requests Commission approval for authority to effectuate the acquisition, thereby allowing for the transfer of control of Zenex to Lone Wolf as soon as possible.

### III. PUBLIC INTEREST

Consummation of the proposed transaction will serve the public interest in promoting competition in the international telecommunications market by providing Zenex the opportunity to strengthen its competitive position by combining Lone Wolf's financial resources with Zenex's global resale services, products and expertise. The transaction creates access, by Zenex, to the larger capital base of its new parent company, Lone Wolf. Zenex's operations will more readily increase in size and profitability, due to enhanced economies of scale. Accordingly, the proposed acquisition will benefit consumers through improved services and lower rates, thereby promoting competition in the international telecommunications market.

The Commission recognizes that the international market for switched voice services is becoming increasingly competitive in nature and that such competition benefits consumers.<sup>3</sup> Given the Commission's desire to foster competition in the international switched services market, grant of the proposed transaction is in the public interest.

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<sup>3</sup> See *In re* Rules and Policies on Foreign Participation in the U.S. Telecommunications Market; Market Entry and Regulation of Foreign-Affiliated Entities, *Report and Order and Order on Reconsideration*, 12 FCC Rcd. 23891, 23891 (1997).



**IV. SPECIFIC PART 63 INFORMATION**

As required by Section 63.18 of the Commission's Rules, Applicants submit the following information:

**(a) Names, addresses and telephone numbers of Parties:**

*Transferee*

Lone Wolf Energy, Inc.  
2400 N.W. 30<sup>th</sup>, No. 814  
Oklahoma City, OK 73112  
(405) 417-0276 Telephone

*Transferor*

Zenex Long Distance, Inc.  
3705 W. Memorial  
Suite 101-A  
Oklahoma City, OK 73134  
(405) 749-9999 Telephone

Prestige Investments, Inc.  
821 S.W. 66<sup>th</sup>  
Oklahoma City, OK 73139  
(405) 631-8200

**(b) The Government, State, or Territory under the laws of which each of the Parties is organized:**

Lone Wolf is a corporation organized under the laws of the State of Colorado and both

Zenex and Prestige are corporations organized under the laws of the State of Oklahoma.

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

Thomas K. Crowe  
C. Jeffrey Tibbels,  
Law Offices of Thomas K. Crowe, P.C.  
2300 M Street, N.W., Suite 800  
Washington, D.C. 20037  
(202) 973-2890 Telephone

with a copy to:

Mark Newman  
President  
Lone Wolf Energy, Inc.  
2400 N. W. 30<sup>th</sup>, No. 814  
Oklahoma City, OK 73112

and

Judith A. Riley  
Telecom Professionals, Inc.  
2912 Lakeside Drive, Suite 100  
Oklahoma City, OK 73120

**(d) Statement as to previous Section 214 authorization:**

As discussed above, Zenex previously received authority from the Commission under Section 214 of the Communications Act to provide global resale services.<sup>4</sup> Neither Lone Wolf nor Prestige are providers of telecommunications services.

- (e) This Application requests transfer of control of Zenex to Lone Wolf.**
- (f) Not applicable.**
- (g) Not applicable.**
- (h) The following individual holds a ten percent (10%) or greater ownership interest in Lone Wolf:**

| <u>Name/Address</u> | <u>% Held</u> | <u>Citizenship</u> | <u>Principal Business</u> |
|---------------------|---------------|--------------------|---------------------------|
| Marc Newman         | 32%           | U.S.               | President, Lone Wolf      |

**(i) Certification by Lone Wolf of non-affiliation with a foreign carrier:**

*See attached.*

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<sup>4</sup> See *supra* at n.1.



- (j) Certification that Lone Wolf does not intend to provide international telecommunications services to a destination country for which any of Sections 63.18(j)(1)-(4) of the Commission's Rules, 47 C.F.R. § 63.18(j)(1)-(4) (1999) is true:

*See attached.*

- (k) Not applicable.

- (l) Not applicable.

- (m) Not applicable.

- (n) Certification that Lone Wolf 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 market power on the foreign end of the route and will not enter into such agreements in the future:

*See attached.*

- (o) Certifications by Parties that no party to this Application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. 853(a):

*See attached.*

- (p) Not applicable.

V. CONCLUSION

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

Respectfully submitted,

ZENEX LONG DISTANCE, INC.

By:



Thomas K. Crowe

C. Jeffrey Tibbels,

LAW OFFICES OF THOMAS K. CROWE,

P.C.

2300 M Street, N.W., Suite 800

Washington, D.C. 20037

(202) 973-2890 Telephone

COUNSEL FOR  
ZENEX LONG DISTANCE, INC.

April 27, 2000



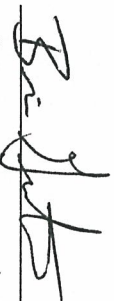
CERTIFICATION

On behalf of Zenex Long Distance, Inc. ("Zenex") and in accordance with Sections 1.2001-1.2003 of the Commission's Rules, 47 C.F.R. §§ 1.2001-1.2003 (1999), I hereby certify that neither Zenex, its officers and directors, or any party with a five percent or greater interest in Zenex, is subject to a denial of the Federal benefits requested herein pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988. See 21 U.S.C. § 853(a) (1999). I also 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.

Zenex has not agreed to accept any concessions directly or indirectly from any foreign carrier or administration with respect to traffic or revenue flow between the United States and various international points under the authority granted under Section 214 of the Communications Act of 1934, as amended, and the Commission's Rules, and has not agreed to enter into such agreements in the future.

ZENEX LONG DISTANCE, INC.

By:



Name:

Brian Gustas

Title:

President, CEO

Date:

4/25/00

CERTIFICATION

On behalf of Lone Wolf Energy, Inc. ("Lone Wolf") and in accordance with Sections 1.2001-1.2003 of the Commission's Rules, 47 C.F.R. §§ 1.2001-1.2003 (1999), I hereby certify that neither Lone Wolf, its officers and directors, or any party with a five percent or greater interest in Lone Wolf, is subject to a denial of the Federal benefits requested herein pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988. See 21 U.S.C. § 853(a) (1999). I also 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.

Lone Wolf has not agreed to accept any concessions directly or indirectly from any foreign carrier or administration with respect to traffic or revenue flow between the United States and various international points under the authority granted under Section 214 of the Communications Act of 1934, as amended, and the Commission's Rules, and has not agreed to enter into such agreements in the future.

Pursuant to Section 63.18(i) of the Commission's Rules, 47 C.F.R. § 63.18(i) (1999), I certify that Lone Wolf is neither a foreign carrier nor affiliated with a foreign carrier as defined by the Commission's Rules.

Further, pursuant to Section 63.18(j) of the Commission's Rules, 47 C.F.R. § 63.18(j) (1999), I certify that Lone Wolf does not intend to provide international telecommunications services to a destination country for which: (1) Lone Wolf is a foreign carrier in that country; or (2) Lone Wolf controls a foreign carrier in that country; or (3) any entity that owns more than 25 percent of Lone Wolf controls a foreign carrier in that country; or (4) two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate, more than 25 percent of Lone Wolf and are parties to, or the beneficiaries of, a contractual relation (*e.g.*, a joint venture or market alliance) affecting the provision or marketing of international basic telecommunications services in the United States.

**LONE WOLF ENERGY, INC.**

By: Mark Newment  
Name: Mark Newment  
Title: President  
Date: 9/1/00



**CERTIFICATE OF SERVICE**

I, Jessica Baluss, a legal assistant with the Law Offices of Thomas K. Crowe, P.C., certify that on April 27, 2000, a copy of the foregoing Application was served by first class U.S. mail, postage prepaid, on the parties listed below.

Deputy Assistant Secretary of  
Defense (Telecommunications)  
Office of the Assistant Secretary  
Of Defense  
Pentagon, Room 3E160  
Washington, D.C. 20401

Breck Blaylock  
Chief, Policy and Facilities Branch  
International Bureau,  
Telecommunications Division  
Federal Communications Commission  
445 12<sup>th</sup> Street, S.W.  
Room 6-A767  
Washington, D.C. 20554

National Security Agency  
G042, NSA, EMC Center  
Room 1C166  
9800 Savage Road  
Fort George Meade, MD 20755

Donald Abelson  
Chief, International Bureau  
Federal Communications Commission  
445 12<sup>th</sup> Street, S.W.  
Room 6-A767  
Washington, D.C. 20554

U.S. Coordinator and Director  
Office of International Communications  
Policy (EB-TD)  
Department of State  
21<sup>st</sup> and C Streets, N.W.  
Washington, D.C. 20305-2000  
Attn: Code 15

Frances Eisenstein  
International Bureau,  
Telecommunications Division  
Federal Communications Commission  
445 12<sup>th</sup> Street, S.W.  
Room 6-C866  
Washington, D.C. 20554

Chief Regulatory Counsel  
Defense Communications Agency  
Washington, D.C. 20305-2000  
Attn: Code 115

National Telecommunications and  
Information Administration  
14<sup>th</sup> & Constitution Ave., N.W.  
Room H4717  
Washington, D.C. 20320

  
\_\_\_\_\_  
Jessica Baluss