

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: _____

OK to streamline

READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE

APPROVED BY OMB 3060-0588

(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) LD Exchange.com, Inc. (3) TOTAL AMOUNT PAID (dollars and cents) \$ 780.00

(4) STREET ADDRESS LINE NO. 1 2510 N, Redhill Avenue

(5) STREET ADDRESS LINE NO. 2 Suite 230

(6) CITY Santa Ana (7) STATE CA (8) ZIP CODE 92705-5542

(9) DAYTIME TELEPHONE NUMBER (include area code) 949-622-4566 (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) (21A) QUANTITY (22A) FEE DUE FOR (PTC) IN BLOCK 20A
C U T \$ 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 330740085 (26) COMPLETE THIS BLOCK ONLY IF APPLICANT NAME IN PART B IS DIFFERENT FROM PAYER NAME IN A-21
APPLICANT TIN

SECTION E - CERTIFICATION

(27) CERTIFICATION STATEMENT I, DAE CHOY (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 [Signature]

SECTION F - CREDIT CARD PAYMENT INFORMATION

(28) MASTERCARD/VISA ACCOUNT NUMBER

MASTERCARD VISA AUTHORIZED SIGNATURE DATE MONTH YEAR

SEE PUBLIC BURDEN ESTIMATE ON REVERSE

000952

Check Date: 05/09/2000 Num : CHK000952

INVOICE NO.	DATE	DESCRIPTION	PAID AMOUNT	DISCOUNT	APPLIED AMOUNT
CR 050800	05/08/2000	Vch#: VO142705/08/2000	780.00 US		780.00 US
INTERNAL NO. 123	VENDOR FED002	Federal Communications Commission	TOTALS 780.00 US		

AN ARTIFICIAL WATERMARK IS PRESENT ON THE REVERSE SIDE

LD Exchange.com
2510 N. RED HILL AVENUE, SUITE 230
SANTA ANA, CA 92705-5542
(949) 622-4444

WELLS FARGO BANK (11-24/2108)
05 DATE 5/9/2000
CHECK NUMBER

000952

Seven hundred eighty and no/100 *****

AMOUNT 780.00 US

PAY TO THE ORDER OF
Federal Communications Commission

OPERATING ACCOUNT VOID AFTER 90 DAYS
Shirley A. Bird
MP MP

TWO SIGNATURES REQUIRED FOR CHECKS OVER \$3,000.00

FACE OF DOCUMENT IS A COLORED BACKGROUND ON WHITE PAPER

⑈0000952⑈ ⑆121000248⑆ 4375 658259⑈

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

In the Matter of)
)
LD Exchange.com, Inc.)
)
North Star Telecom, LLC) File No. ITC-214-____
)
Joint Application for Consent to)
Transfer of Control Pursuant to)
Section 214 of the Communications)
Act of 1934, as Amended)

JOINT APPLICATION FOR TRANSFER OF CONTROL

LD Exchange.com, Inc. (“LDX” or “Transferor”) and North Star Telecom, LLC (“North Star” or “Transferee”) (collectively, the “Applicants”), by the undersigned counsel, hereby request authority, pursuant to Section 214 of the Communications Act of 1934, as amended, 47 U.S.C. ‘214 (1982), and Section 63.18(e)(3) of the Commission’s Rules, 47 C.F.R. ‘63.18(e)(3), for consent to transfer of control of LDX, a telecommunications carrier authorized, pursuant to authority granted by the Commission under Section 214, FCC File No. ITC-214-19970224-00111 (Old File No. ITC-97-210) effective May 23, 1997, to provide global international facilities-based and resale services between the United States and international points, to North Star.

Through the purchase of all issued and outstanding shares of stock in LDX, North Star will become a controlling shareholder of LDX. It is anticipated that the underlying stock purchase transaction will be consummated some time during the summer of 2000. Because grant of this Joint Application will strengthen LDX financially, facilitating the offering of a more diverse line of international and other telecommunications services to its customers, Applicants submit that the public interest, convenience and necessity would be served by a grant of this Joint Application.

I. THE PARTIES

A. L D Exchange.com, Inc. ("LDX")

LDX is a Delaware corporation which is a wholly-owned subsidiary of Micro General Corporation, a publicly-held Delaware Corporation. LDX's principal offices are located at 2510 N. Redhill Avenue, Suite 230, Santa Ana, California 92705-5542. Authorized to provide international telecommunications services pursuant to Section 63.18 of the Commission's rules, LDX engages in the provision of international telecommunications services on a wholesale basis, providing such services to authorized U.S. telecommunications carriers.

LDX is not affiliated with any foreign carrier and is not directly or indirectly owned by a foreign government, a foreign Post, Telephone or Telegraph administration ("PTT"), a foreign telecommunications or telecommunications-related service provider. No employee, agent, or representative of any of the foregoing telecommunications entities sits on the Board of Directors of LDX.

Exhibit A hereto contains information regarding officers, directors and holders of 10% or greater ownership interests in LDX. Other information concerning LDX's legal, technical and financial qualifications to provide service was submitted as part of LDX's application for Section 214 authority filed with the Commission in FCC File No. ITC-214-19970224-00111 (Old File No. ITC-97-210), and is, therefore, already a matter of record at the Commission. In accordance with the Anti-Drug Abuse Act of 1988, see 21 U.S.C. § 853a, the certification of LDX is attached hereto in Exhibit C. See 47 C.F.R. §1.2001, *et seq.*

B. North Star Telecom, LLC ("North Star")

North Star Telecom, LLC, is a privately-held limited liability company organized under the laws of the State of California. Its principal offices are located at 29716 Avenida de las Banderas, Rancho Santa Margarita, CA 92688. North Star Telecom, LLC, was formed in 1999 by individuals with experience in, and who had thus recognized the tremendous business opportunities presently emerging in, the field of telecommunications and who wished to participate in such business opportunities by acquiring a presently operating telecommunications company. North Star Telecom, LLC, is part of a corporate family which includes North Star Enterprises, LLC, a California limited liability company engaged in the provision of shared-tenant services, as well as gas, electric, satellite television and Internet services to more than 500,000 units in multi-dwelling buildings owned by North Star Enterprises, LLC. North Star does not provide telecommunications services.

North Star is not affiliated with any foreign carrier and is not directly or indirectly owned by a foreign government, a foreign Post, Telephone or Telegraph administration ("PTT"), a foreign telecommunications or telecommunications-related service

provider. No employee, agent, or representative of any of the foregoing telecommunications entities sits on the governing body of North Star.

Exhibit B contains information regarding officers, directors and holders of 10% or greater ownership interests in North Star. Inasmuch as the individuals presently involved in the operations of LDX will continue to perform the same roles and functions following the transfer of control of LDX to North Star, the information on file with the Commission regarding LDX's legal, technical and financial qualifications is also reflective of the legal, technical and financial qualifications of North Star.

II. THE TRANSACTION

The transfer of control of LDX to North Star will occur as part of a stock purchase transaction pursuant to which North Star will acquire all of the issued and outstanding shares of stock of LDX. Following this stock acquisition, LDX will continue to serve all existing customers of the company under the same terms as those customers have been service prior to the stock purchase.

III. REQUEST FOR CONSENT TO TRANSFER OF CONTROL

Pursuant to Section 63.18(e)(3) of the Commission's rules, 47 C.F.R.

63.18(e)(3), the Applicants set forth the following information:

(a) Name and Address of Transferor

L D Exchange.com, Inc.
2510 N. Redhill Avenue
Suite 320
Santa Ana, CA 92705
Telephone: (949) 622-4566
Facsimile: (949) 477-6819

Name and Address of Transferee

North Star Telecom, LLC
29716 Avenida de las Banderas
Rancho Santa Margarita, CA 92688
Telephone: (949) 766-6190
Facsimile: (949) 766-6192

(b) LDX is a corporation organized under the laws of the State of Delaware.

North Star is a limited liability company organized under the laws of the State of California.

(c) Correspondence concerning this application should be sent to:

For LDX:

John Snedegar
L D Exchange.com, Inc.
2510 N. Redhill Avenue
Suite 230
Santa Ana, CA 92705
Telephone: (949) 622-4566
Facsimile: (949) 477-6819

with a copy to:

Lance J.M. Steinhart, Esq.
Attorney at Law

6455 East Johns Crossing
Suite 285

Duluth, GA 30097

Telephone: (770) 232-9200

Facsimile: (770) 232-9208

For North Star:

Gail Howard

North Star Telecom, LLC

29716 Avenida de las Banderas

Rancho Santa Margarita, CA 92688

Telephone: (949) 766-6190

Facsimile: (949) 766-6192

with a copy to:

Catherine M. Hannan, Esq.

Hunter Communications Law Group, P.C.

1620 I Street, N.W., Suite 701

Washington, D.C. 20006

Telephone: (202) 293-2500

Facsimile: (202) 293-2571

- (d) LDX is authorized, pursuant to authority granted by the Commission under Section 214, FCC File No. ITC-214-19970224-00111 (Old File No. ITC-97-210), effective May 23, 1997, to provide global international facilities-based and resale services between the United States and international points. Pursuant to Section 63.07 of the Commission's Rules, 47 C.F.R. ' 63.07, and the policies announced by the Commission in its Second Report and Order in Policy and Rules Concerning

Rates for Competitive Common Carrier Services and Facilities Therefor,¹

LDX is authorized to operate as a nondominant domestic interstate common carrier.

North Star has not previously received authority under Section 214. Following consent to the transfer of control requested herein, North Star will hold all issued and outstanding shares of stock in LDX but will not, itself, provide international basic switched, private line, data, television and business services by acquiring and operating common carrier and non-common carrier facilities.

Pursuant to Section 63.18(e)(3) of the Commission's rules, 47 C.F.R. 63.18(e)(3), North Star sets forth the following additional information:

- (h) Ownership information regarding holders of ten percent (10%) or greater interests in North Star is attached hereto as Exhibit A. North Star has no interlocking directorates with any foreign carrier.
- (i) North Star certifies that it is not, and is not affiliated with, a foreign carrier.
- (j) North Star certifies that it does not seek to provide international telecommunications services to any destination country in which (1) it is a

¹ 91 F.C.C.2d 187 (1982), recon. denied, 93 F.C.C.2d 54 (1983), Third Report and Order, 48 Fed. Reg. 46,791 (1983), Fourth Report and Order, 95 F.C.C.2d 554 (1983), rev'd and remanded sub nom., American Tel. & Tel. v. FCC, 978 F.2d 7272 (D.C.Cir. 1992), cert. denied, S.Ct. Docket # 92-1684,61 U.S.L.W. 3853 (June 21, 1993), Fifth Report and Order, 98 F.C.C.2d 1191 (1984), Sixth Report and Order, 99 F.C.C.2d 1020 (1985), rev'd and remanded sub nom., MCI Telecommunications Corp. v. FCC, 765 F.2d 1186 (D.C.Cir. 1985).

foreign carrier, (2) it controls a foreign carrier in that country, (3) it is controlled or more than 25% owned by an entity that controls a foreign carrier in that country, or (4) it is owned, in the aggregate, more than 25% by two or more foreign carriers (or parties that control foreign carriers) which 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.

- (k) Not applicable.
- (l) Not applicable.
- (m) Not applicable.
- (n) North Star certifies that it 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.
- (o) In accordance with the Anti-Drug Abuse Act of 1988, see 21 U.S.C. §853a, the certification of North Star is attached hereto in Exhibit C. See 47 C.F.R. §1.2001, et seq.
- (p) This application qualifies for streamlined processing pursuant to §63.12 of the Commission's Rules because North Star is neither a foreign carrier nor affiliated with a foreign carrier and accordingly, is presumptively nondominant under §63.10(a)(1).

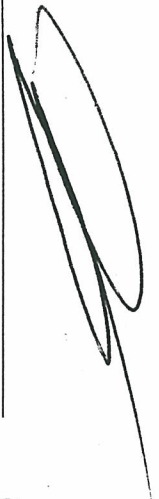
IV. CONCLUSION

By reason of the foregoing, Applicants submit that the public interest, convenience and necessity would be served by grant of this Application for transfer of control of LDX to North Star pursuant to Section 214 of the Communications Act of 1934, as amended, 47 U.S.C. §214, and Section 63.18(e)(3) of the Commission's Rules, 47 C.F.R. §63.18(e)(3).

Respectfully submitted,

L D Exchange.com, Inc.

North Star Telecom, LLC



Lance J.M. Steinhart
Attorney at Law
6455 East Johns Crossing
Suite 285
Duluth, GA 30097



Catherine M. Hannan
Hunter Communications Law Group, P.C.
1620 I Street, N.W.
Suite 701
Washington, D.C. 20006

Attorney for Transferor

Attorney for Transferee

May 16, 2000

EXHIBIT A

**Ownership information for
LD Exchange.com, Inc.**

**Holders of Ten Percent or
Greater Ownership Interests in
LD Exchange.com, Inc.**

Equity
Ownership Interest

Name:	Micro General Corporation	100%
Address:	2510 N. Redhill Avenue Suite 230 Santa Ana, CA 92705	
Citizenship: Principal	USA	
Business:	Electronic Commerce	

**Holders of Ten Percent or Greater Ownership
Interests in Micro General Corporation
(As of April 12, 2000)**

Name:	Fidelity National Financial, Inc.	68.7%
Address:	1791 I Van Karman Avenue Suite 300 Irvine, CA 92614	
Citizenship: Principal	USA	
Business:	Title Insurance	

Name:	Richard H. Pickup	10%
Address:	c/o Webush Morgan Securities, Inc. 500 Newport Center Dr., Suite 550 Newport Beach, CA 92660	
Citizenship: Principal	USA	
Business:	Investments	

**Holders of Ten Percent or Greater Ownership
Interest in Fidelity National Financial, Inc.**

The company is publicly held and has no 10% or greater
shareholders.

EXHIBIT B

Ownership information for North Star Telecom, LLC

Holder of Ten Percent or Greater Ownership Interests in North Star Telecom, LLC

	Equity <u>Ownership Interest</u>
Name: Gail Howard	
Address: 5 Saint Elias Dove Canyon, CA 92679 USA	30%
Citizenship: Principal Business: Telecommunications	
Name: Robert S. Manns	
Address: 9665 Wilshire Boulevard, Suite 410 Beverly Hills, CA 90212 USA	30%
Citizenship: Principal Business: Telecommunications	
Name: Michael Kest	
Address: 5150 Overland Avenue Culver City, CA 90230 USA	40%
Citizenship: Principal Business: Telecommunications	

EXHIBIT C


**Drug Certifications and Verifications of
LD Exchange.com, Inc. and North Star Telecom, LLC**

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

SECTION 1.2001 CERTIFICATION

On behalf of L D Exchange.com, Inc. and in accordance with Section 1.2001 - 1.2003 of the Commission's Rules, 47 C.F.R. " 1.2001 - 1.2003, I hereby certify that neither L D Exchange.com, Inc., nor any party to this application is subject to a denial of Federal benefits that includes Federal Communications Commission benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988. See 21 U.S.C. ' 8539.

L D Exchange.com, Inc.

By: 
Dale Christensen
Chief Financial Officer

Date: 5/11/00

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

SECTION 1.2001 CERTIFICATION

On behalf of North Star Telecom, LLC and in accordance with Section 1.2001 - 1.2003 of the Commission's Rules, 47 C.F.R. §§ 1.2001 - 1.2003, I hereby certify that neither North Star Telecom, LLC, nor any party to this application is subject to a denial of Federal benefits that includes Federal Communications Commission benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988. See 21 U.S.C. § 8539.

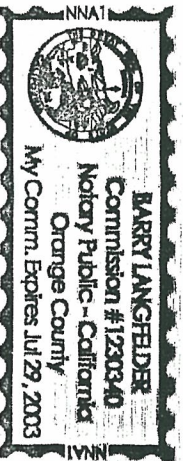
North Star Telecom, LLC

By:



Gail Howard
Chief Executive Officer

Date: May 10, 2000



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

STATE OF CALIFORNIA)
) ss.
COUNTY OF ORANGE)


VERIFICATION

I, Dale Christensen, Chief Financial Officer of L D Exchange.com, Inc., am authorized to make this verification on behalf of L D Exchange.com, Inc.. The statements made in the foregoing document are true, complete, and correct to the best of my knowledge and are made in good faith.

L D Exchange.com, Inc.

By: 
Dale Christensen
Chief Financial Officer

Subscribed and sworn to before me, in and for the State and County named above
this 11 day of May, 2000.


S. Fuller, Notary Public



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

STATE OF CALIFORNIA)
) ss.
COUNTY OF ORANGE)

VERIFICATION

I, Gail Howard, Chief Executive Officer of North Star Telecom, LLC, an authorized to make this verification on behalf of North Star Telecom, LLC. The statements made in the foregoing document are true, complete, and correct to the best of my knowledge and are made in good faith.

North Star Telecom, LLC

By: *Gail Howard*
Gail Howard
Chief Executive Officer

Subscribed and sworn to before me, in and for the State and County named above this 10 day of May, 2000.

Barry Langfelder
Notary Public

My Commission expires July 29, 2003

