

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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FCC/MELLON JUL 20 2000

Before the

FEDERAL COMMUNICATIONS COMMISSION

Washington, DC 20554

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JUL 25 2000

Telecom Division  
International Bureau

In the Matter of )  
 TECHNOLOGY CONTROL, INC )  
 File Nos. ITC-96-211 and ITC 95-011 )  
 )  
 AND )  
 TECHNOLOGY CONTROL SERVICES, INC. )  
 File No. ITC-97-120 )  
 )  
 For Consent to the Transfer of Control of )  
 Section 214 Authorizations, from )  
 Hemisphere Investments, Inc. )  
 to Convergent Networks, Inc. )

File No.

To: Chief, International Bureau

APPLICATION FOR CONSENT TO THE TRANSFER OF CONTROL  
OF INTERNATIONAL SECTION 214 AUTHORIZATIONS

Hemisphere Investments, Inc. (“Hemisphere”) and Convergent Networks, Inc. (“Convergent”), pursuant to Section 214 of the Communications Act of 1934, as amended (47 U.S.C. § 214), and Section 63.18 of the Commission’s Rules (47 C.F.R. § 63.18) hereby request Commission consent to the transfer of control of the above-captioned Section 214 authorizations held by Technology Control Services, Inc. (“TCS”) and Technology Control, Inc. (“TC”).<sup>1</sup> from Hemisphere to Convergent.

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<sup>1</sup> Subsequent to grant of the Section 214 authorizations, HCS and TC were merged into a single entity whose name was changed to Technology Control Services, Inc. That company remains a subsidiary of Hemisphere.

Grant of this application will serve the public interest, convenience and necessity by promoting competition in the international services market. Competition will benefit U.S. consumers by increasing service options and lowering prices. Thus, the public interest will be served by the transfer of control of the referenced Section 214 authorizations from Hemisphere to Convergent.

Description of Transaction

In a merger agreement executed between the parties dated July 6, 2000, Convergent has agreed to acquire all of the outstanding shares of Hemisphere. The parties plan to consummate this transaction by July 27, 2000.<sup>2</sup>

Pursuant to Section 63.18, the following information is submitted in support of this application:

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<sup>2</sup> Simultaneously with the filing of this transfer of control application, the parties are also filing a request for Special Temporary Authority to consummate the merger pending final approval of this application in accordance with the Commission's streamlined processing rules governing routine Section 214 applications.

a. The names, addresses, and telephone numbers of the transferor and transferee are:

Transferor

Hemisphere Investments, Inc..  
200 N. Andrews Avenue  
Third Floor  
Ft. Lauderdale, FL 33301  
(phone) (954) 712-0507

Transferee

Convergent Networks, Inc.  
900 Chelmsford Street  
Tower Three  
Lowell, MA 01851  
(phone)

b. TCS is a corporation organized and existing under the laws of the State of Florida. Convergent is a corporation organized and existing under the laws of the State of Delaware.

c. Correspondence concerning this application should be addressed to:

Transferor

Nader Mousavi, Esq.  
Technology Control Services, Inc.  
200 N. Andrews Avenue  
Third Floor  
Ft. Lauderdale, FL 33301  
(phone) (954) 712-0507  
(facsimile) (954) 712-0554

with copies of all correspondence to:

Mitchell F. Brecher  
Greenberg Traug, LLP  
800 Connecticut Avenue, NW  
Washington, DC 20006  
(202) 331-3100 (telephone)  
(202) 331-3101 (facsimile)

Transferee

Ms Pamela Lenehan  
Convergent Networks, Inc.  
900 Chelmsford Street  
Tower Three  
Lowell, MA 01851  
(978) 323-3300 (telephone)  
(978) 323-3500 (facsimile)

d. Convergent has not received authority previously under Section 214 of the Communications Act.

Hemisphere's subsidiary, TCS, currently holds only the Section 214 authorizations listed above.

e. By this application, the applicants seek Commission consent to transfer control of Section 214 authorizations held by TCS from its present owner to Convergent pursuant to Section 63.18(e)(5) of the Commission's rules. 47 C.F.R. § 63.18(e)(5).

f. Not Applicable.

g. Not Applicable.

h. Convergent has no affiliation with any United States carriers whose facilities it proposes to resell, and there are no interlocking directors. The following persons and/or entities owns or controls, directly or indirectly, ten percent or more of Convergent:

Name: Matrix Venture Partners  
Address: Bay Colony Corporate Center  
1000 Winter Street, Suite 4500  
Waltham, MA 02451

Principal Business: Venture capital investment  
Ownership Interest: 17.6%

Name: Battery Ventures  
Address: 20 William Street, Suite 200  
Wellesley, MA 02481

Principal Business: Venture capital investment  
Ownership Interest: 17.6%

(i) Convergent certifies that it is not a foreign carrier, nor does it have an affiliation with any foreign carrier.

(j) Convergent certifies that it does not seek to provide international telecommunications services to any destination country in which the Applicant is a foreign carrier, the Applicant controls a foreign carrier, any entity that owns more than 25 percent of the Applicant or that controls the Applicant, controls a foreign carrier, or two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate, more than 25 percent of the Applicant and are parties to, or beneficiaries of, a contractual relation affecting the provision or marketing of international telecommunications services in the United States.

(k) Not Applicable.

(l) Not Applicable.

(m) Not Applicable.

(n) Convergent certifies that it has not agreed and will not agree in the future to accept any direct or indirect special concessions from any foreign carrier with respect to any United States international route where any such foreign carrier possesses market power on the foreign end of the route.

(o) Convergent certifies, pursuant to Sections 1.2001 through 1.2003 of the Commission's rules (47 C.F.R. §§ 1.2001-1.2003), 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. § 853a).

(p) The Applicants desire streamlined processing of this application pursuant to Section 63.12 of the Commission's rules. The Applicants are eligible for such streamlined

processing because none of the exceptions which would disqualify Convergent from eligibility as set forth in Section 63.12(c) of the Commission's rules are applicable.

The grant of this application will serve the public interest by promoting increased competition in the international telecommunications marketplace, consistent with the intent and objectives of the Commission and the United States Congress.

WHEREFORE, in view of the information contained herein, it is respectfully requested that the Commission grant the instant application to permit the transfer of control of Technology Control Services, Inc., a holder of Section 214 authorizations, to Convergence Networks, Inc.

Respectfully submitted,

HEMISPHERE INVESTMENTS, INC.

By: *Harley A. Rollins*  
Harley Rollins

CONVERGENT NETWORKS, INC.

By: \_\_\_\_\_  
Pamela Lenchan

Mitchell F. Brecher  
Greenberg Traurig, LLP  
800 Connecticut Avenue, NW  
Suite 400  
Washington, DC 20006  
(202) 331-3100

*Their Counsel*

Dated: July 19, 2000

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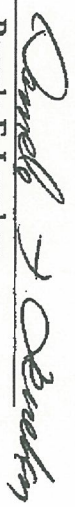
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Respectfully submitted,  
**HEMISPHERE INVESTMENTS, INC.**

By: \_\_\_\_\_  
Harley Rollins  
**CONVERGENT NETWORKS, INC.**

By:   
Pamela F. Lenehan  
Vice President  
Chief Financial Officer

Mitchell F. Brecher  
Greenberg Traurig, LLP  
800 Connecticut Avenue, NW  
Suite 400  
Washington, DC 20006  
(202) 331-3100

*Their Counsel*

Dated: July 19, 2000

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