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Streamlined ITC-TIC-20000928-00587  
AXISTEL INTERNATIONAL, INC.

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September 28, 2000

VIA COURIER

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Magalie Roman Salas, Secretary  
Federal Communications Commission  
International Bureau, Telecommunications Division  
P.O. Box 358115  
Pittsburgh, PA 15251-5115

Telecom Division  
International Bureau

Re: Joint Application of AxisTel International, Inc., and eVentures Group, Inc., for Authority *Nunc Pro Tunc* Pursuant to Section 214 of the Communications Act of 1934, as Amended, to Transfer Control of AxisTel International, Inc. to eVentures Group, Inc.

Dear Ms. Salas:

Enclosed for filing with the Commission are an original and six (6) copies of the joint application of AxisTel International, Inc., and eVentures Group, Inc. (together, the "Applicants") requesting authority, pursuant to Section 214 of the Communications Act of 1934, as amended, to transfer control of AxisTel International, Inc. to eVentures Group, Inc., on a *nunc pro tunc* basis.

As required by the Commission's Rules, a check in the amount of \$815.00 is enclosed. Please date-stamp the extra copy of this application and return it in the enclosed self-addressed, stamped envelope. Should you have any questions regarding the enclosed application, please contact the undersigned.

Respectfully submitted,



Nancy Killien Spooner  
Counsel for the Applicants

Enclosures

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

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In the Matter of )  
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 )  
AxisTel International, Inc., ) File No. ITC-\_\_\_\_\_  
and )  
eVentures Group, Inc., )  
 )  
 )  
Application for Approval of a Transfer of )  
Control, *Nunc Pro Tunc* of )  
AxisTel International, Inc., from IEO Holdings )  
Limited to eVentures Group, Inc., Pursuant to )  
Section 214 of the Communications Act of 1934, )  
as amended. )  
 )

**APPLICATION FOR TRANSFER OF CONTROL**

AxisTel International, Inc. ("AxisTel International") and eVentures Group, Inc. ("eVentures") (collectively, hereafter, "Applicants"), hereby request authority, on a *nunc pro tunc* basis, by their undersigned counsel and pursuant to Section 214 of the Communications Act of 1934 as amended (the "Act"), 47 U.S.C. § 214, and Section 63.18 of the Commission's Rules, 47 C.F.R. § 63.18, to transfer control of AxisTel International to eVentures, pursuant to the acquisition by eVentures of AxisTel Communications, Inc., the sole parent of AxisTel International. As a result of this transaction, AxisTel Communications is now a wholly owned subsidiary of eVentures, resulting in a change in ultimate control of AxisTel International.

IEO Holdings Limited ("IEO Holdings"), a parent of AxisTel Communications, and eVentures, consummated a merger whereby IEO Holdings merged with and into eVentures Holdings, LLC (eVentures Holdings), a wholly owned subsidiary of eVentures. By virtue of a series

of transactions, which are discussed in more detail below, the merger resulted in AxisTel Communications and its operating subsidiary, AxisTel International, becoming wholly owned subsidiaries of eVentures, with the shareholders of IEO Holdings and AxisTel Communications becoming shareholders of eVentures. These transactions are described in more detail in Part II below.

Inadvertently and due to an administrative oversight, Applicants failed to timely seek Commission approval of this transaction. Applicants assure the Commission that in the future they will endeavor to seek all necessary prior approvals in compliance with Commission Rules. The transactions at issue did not involve any assignment of certifications, or any change in the entities that hold such certifications, nor has it altered AxisTel International's underlying day-to-day management, service to customers, or rates charged for current services. Rather, the same company has continued to provide service to the public pursuant to its authority granted by this Commission, thus the transaction has been virtually transparent to Applicants' existing customers. The change in ownership occurred at the holding company level. An illustrative chart depicting the corporate structure of the Applicants prior to and immediately following the transaction merger is attached as Exhibit A.

Applicants respectfully request streamlined treatment of this application pursuant to Section 63.12 of the Commission's Rules, 47 C.F.R. § 63.12.

In support of this Application, Applicants submit the following information:

**I. DESCRIPTION OF THE PARTIES**

**A. AxisTel International, Inc.**

AxisTel International a privately-held Delaware company, is authorized under Section 214 of the Act to provide facilities-based and resold international telecommunications services between the United States and all international points except those countries excluded by the Exclusion List.<sup>1/</sup> Additionally, AxisTel International is authorized to provide both resold international private lines non-interconnected private line services between the United States and all international points except those countries excluded by the Exclusion List and resold international private lines interconnected to the public switched network at one or both ends to provide international switched services on all international routes on which the Commission permits such services to be provided.

AxisTel International is a wholly owned subsidiary of AxisTel Communications, a holding company that is also a privately-held Delaware corporation. As of September 22, 1999, fifty percent of AxisTel Communications was directly owned by three individual shareholders, two of whom also serve as the company's managers, officers, and directors, Samuel Litwin and Mitchell Arthur. The remaining fifty percent of AxisTel Communications was directly owned by IEO Holdings. As described in more detail in Part II below, as the result of a series of transactions connected with the merger of IEO Holdings into eVentures Holdings, AxisTel Communications is now a wholly owned subsidiary of eVentures.

In addition, AxisTel Communications has formed a wholly owned subsidiary, AxisTel Communications U.K. Limited, a company incorporated in the United Kingdom. AxisTel

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<sup>1/</sup> FCC File Number ITC-214-19980225-00147.

Communications U.K. Limited is a non-dominant carrier authorized to provide resold international telecommunications services in the United Kingdom.

**B. IEO Holdings Limited**

IEO Holdings Limited was a company incorporated under the laws of Nevis in the West Indies and a wholly owned subsidiary of Infinity Emerging Opportunities Limited ("IEOL"). IEO Holdings acquired a fifty percent interest in AxisTel Communications from IEOL in a *pro forma* transfer of control which was noticed to the Commission by letter dated September 16, 1999. IEOL's primary business includes investing in emerging corporations, as well as the purchase and sale of securities. As described in more detail in Part II below, IEO Holdings was merged with and into eVentures Holdings, a wholly owned subsidiary of eVentures, with eVentures Holdings as the surviving entity.

**C. eVentures Group, Inc.**

eVentures Group, Inc. is a publicly traded Delaware corporation traded on the OTC market under the symbols "EVNT." eVentures has no foreign carrier affiliations within the meaning of Section 63.09(e) of the Commission's Rules, 47 C.F.R. § 63.09(e). eVentures is a holding company whose operating subsidiaries provide a range of services, including Internet services and Internet-based voice, data, fax, e-mail and video transmission services.

As described in more detail in Part II below, as part of a corporate reorganization, eVentures, through a wholly owned subsidiary, eVentures Holdings, acquired the assets and interests of IEO Holdings, including its fifty-percent interest in AxisTel Communications, through the merger of the two companies. In a related part of the same overall transaction, eVentures also acquired the remaining fifty percent of AxisTel Communications not otherwise owned or controlled by IEO

Holdings. eVentures thus became the sole owner of AxisTel Communications and its subsidiary, AxisTel International.

## **II. DESCRIPTION OF THE TRANSACTION**

Pursuant to an Agreement and Plan of Reorganization dated September 22, 1999, and an Agreement and Plan of Exchange dated October 19, 1999 (collectively, hereinafter, the "Agreements"), eVentures undertook a series of transactions which resulted in the merger of IEO Holdings into eVentures Holdings, the wholly owned subsidiary of eVentures, and the acquisition by eVentures of all ownership interests in AxisTel Communications. As a result of these transactions, eVentures is the surviving parent and the shareholders of AxisTel Communications and IEO Holdings are now minority shareholders in eVentures. AxisTel Communications and AxisTel International are now wholly owned by eVentures.

Pursuant to the Agreements, IEO Holdings was merged with and into eVentures Holdings, with all assets and interests held by IEO Holdings, including its fifty-percent ownership interest in AxisTel Communications, transferred to eVentures Holdings. The merger was achieved through a stock-for-stock transaction with IEO Holdings' sole parent, IEOL. Pursuant to the Agreements, IEOL received 6,000,000 shares of eVentures common stock in exchange for IEO Holdings' interests in AxisTel Communications. Simultaneously, eVentures issued an aggregate of 6,381,000 shares of eVentures common stock in exchange for all outstanding shares of AxisTel Communications capital stock not owned by IEO Holdings. As a result of this and subsequent transactions, eVentures shares held by pre-merger AxisTel shareholders represent approximately 25% of the outstanding

voting power of eVentures.<sup>1/</sup> The current ownership of eVentures is described in more detail in Part IV(h) below.

The transactions described above did not involve any assignment of certifications or any change in the entities that hold such certifications. Rather, the same companies will continue to provide service to the public. The only change in ownership occurred at the holding company level. As noted above, an illustrative chart depicting the corporate structure of the Applicants prior to and immediately following the transaction merger is attached as Exhibit A.

### **III. PUBLIC INTEREST CONSIDERATIONS**

The transfer of control and related transactions described above are in the public interest. Through these transactions, eVentures is developing into an enhanced telecommunications company providing a full range of voice, data, Internet and other services both in the United States and internationally. As a wholly owned subsidiary of eVentures, AxisTel International will enjoy enhanced operational, managerial and financial efficiencies that will permit AxisTel International to expand its existing high quality service, maximize its flexibility and increase its ability to compete in the dynamic U.S. international marketplace. As such, the transaction will serve the public interest in promoting competition among international carriers by providing AxisTel International the opportunity to enhance its working capital and strengthen its competitive position.

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<sup>2/</sup> Further information regarding the merger is available in the most recent Form 10-Q filed with the Securities and Exchange Commission, incorporated herein by reference and available at <http://www.freedegar.com>.

**IV. SECTION 63.18 INFORMATION**

As required by Section 63.18 of the Commission's Rules, AxisTel International and AxisTel

Communications submit the following information:

- (a) Name, address and telephone numbers of Applicants:
- Transferee: eVentures Group, Inc.
- Transferor: IEO Holdings Limited
- Holder of Section 214 authority: AxisTel International, Inc.
- (b) State of Incorporation:
- Transferee: eVentures Group, Inc., a corporation organized under the laws of the State of Delaware.
- Transferor: IEO Holdings Limited, a corporation organized under the laws of Nevis West Indies
- Holder of Section 214 authority: AxisTel International, Inc., a corporation organized under the laws of the State of Delaware.
- (c) Correspondence concerning this application should be sent to:

Nancy Killien Spooner  
David D. Rines  
Swidler Berlin Shereff Friedman, LLP  
3000 K Street, N.W., Suite 300  
Washington, DC 20007  
Tel: (202) 424-7500  
Fax: (202) 424-7645

with copies to:

Stuart Chasanoff  
eVentures Group, Inc.  
300 Crescent Court, Suite 800  
Dallas, TX 75201  
Tel: (214) 777-4170  
Fax: (214) 777-4107



(d) Section 214 authority previously granted:  
Transferor: AxisTel International is an authorized non-dominant facilities-based carrier and reseller of international services with global authority under Section 214 of the Act, pursuant to FCC File Number ITC-214-19980225-00147.

Transferee: eVentures has never applied for nor has been granted Section 214 authority.

(e)(3) By this Application, Applicants seek to transfer control of AxisTel International, a U.S. carrier holding international Section 214 authority, to eVentures as described in Part II of the Application above.

(f) Not applicable. This application for transfer of control is eligible for streamlined processing under Section 63.12 of the Commission's Rules, 47 C.F.R. § 63.12.

(g) Not applicable.

(h) The following entities hold a ten percent (10%) or greater direct or indirect ownership or management interest in **AxisTel International**:

Name: AxisTel Communications, Inc.  
Address: One Evertrust Plaza, 8<sup>th</sup> Floor  
Jersey City, NJ 07302  
Percentage Held: 100%  
Citizenship: USA  
Principal Business: Holding Company

The following entities hold a ten percent (10%) or greater ownership or management interest in **AxisTel Communications, Inc.:**

Name: eVentures Group, Inc.  
Address: 300 Crescent Court, Suite 800  
Dallas, TX 75201  
Percentage Held: 50%  
Citizenship: USA  
Principal Business: Holding Company

Name: eVentures Holdings, LLC  
Address: 300 Crescent Court, Suite 800  
Dallas, TX 75201  
Percentage Held: 50%  
Citizenship: USA  
Principal Business: Holding Company

The following entities hold a ten percent (10%) or greater ownership or management interest in **eVentures Holdings, LLC**:

Name: eVentures Group, Inc.  
Address: 300 Crescent Court, Suite 800  
Dallas, TX 75201  
Percentage Held: 100%; Managing Member  
Citizenship: USA  
Principal Business: Holding Company

The following entities hold a ten percent (10%) or greater ownership or management interest in **eVentures Group, Inc.:**

Name: IEO Investments Limited  
Address: Hunkins Waterford Plaza  
Main Street  
P.O. Box 556  
Charlestown, Nevis West Indies  
Percentage Held: 19.8%  
Citizenship: Nevis West Indies  
Principal Business: Investment

Name: Infinity Emerging Subsidiary Limited  
Address: Hunkins Waterford Plaza  
Main Street  
P.O. Box 556  
Charlestown, Nevis West Indies  
Percentage Held: 16.7%  
Citizenship: Nevis West Indies  
Principal Business: Investment

Name: Infinity Investors Limited  
Address: Hunkins Waterford Plaza  
Main Street  
P.O. Box 556  
Charlestown, Nevis West Indies  
Percentage Held: 16.3%  
Citizenship: Nevis West Indies  
Principal Business: Investment

The following entities hold a fifty percent (50%) or greater ownership or management interest in **IEO Investments Limited**:

Name: Hunt Asset Management, L.L.C.  
Address: 1601 Elm Street, Suite 4000  
Dallas, TX 75201

Percentage Held: 100% of non-voting stock of IEO Investments Limited;  
Authority to buy, sell, or otherwise transfer all shares of **eVentures Group, Inc.** held by **IEO Investments Limited** through Investment Advisory Agreement with **Suisse Financial Corporation** (see below).

Citizenship: USA  
Principal Business: Investment

Name: Suisse Financial Corporation  
Address: Hunkins Waterford Plaza  
Main Street  
P. O. Box 556  
Charlestown, Nevis West Indies  
Percentage Held: 100% of voting, non-redeemable, non-participating shares of IEO Investments Limited; Granted its authority to buy, sell, or otherwise transfer all shares of **eVentures Group, Inc.** held by **IEO Investments Limited** to **Hunt Asset Management, L.L.C.** (above) through Investment Advisory Agreement.

Citizenship: Nevis West Indies  
Principal Business: Investment

No single entity holds a fifty percent (50%) or greater ownership or management interest in **Suisse Financial Corporation**.

The following entities hold a fifty percent (50%) or greater ownership or management interest in **Hunt Asset Management, L.L.C.**:

Name: J.R. Holland, Jr., Wayne Henry, Tom Fowler  
Address: 1601 Elm Street, Suite 4000  
Dallas, TX 75201

Percentage Held: All three men are trustees for various trusts with ownership interests in Hunt Asset Management, L.L.C. Each one is the trustee for an aggregated total of over 50% of the ownership interests. None of the three may act without approval of the others.

Citizenship: USA  
Principal Business: Investment

The following entities hold a fifty percent (50%) or greater ownership or management interest in **Infinity Emerging Subsidiary Limited**:

Name: Infinity Emerging Opportunities Limited  
Address: Hunkins Waterford Plaza  
Main Street  
P.O. Box 556  
Charlestown, Nevis West Indies  
Percentage Held: 100%  
Citizenship: Nevis West Indies  
Principal Business: Investment

The following entities hold a fifty percent (50%) or greater ownership or management interest in **Infinity Emerging Opportunities Limited**:

Name: Suisse Financial Corporation  
Address: Hunkins Waterford Plaza  
Main Street  
P.O. Box 556  
Charlestown, Nevis West Indies  
Percentage Held:

100% management interest. Suisse Financial Corporation has an Investment Advisory Agreement granting it the authority to buy, sell, or otherwise transfer all shares of **Infinity Emerging Subsidiary Limited** held by **Infinity Emerging Opportunities Limited**. This authority is in turn granted to HW Capital, L.P. (see below) through a Subadvisory Agreement.

Citizenship: Nevis West Indies  
Principal Business: Investment

Name: HW Capital, L.P.  
Address: 1601 Elm Street, Suite 4000  
Dallas, TX 75201  
Percentage Held: 100% management interest. HW Capital, L.P. has a Subadvisory Agreement with Suisse Financial Corporation (see above) granting HW Capital, L.P. the authority to buy, sell, or otherwise transfer all shares of **Infinity Emerging Subsidiary Limited** held by **Infinity Emerging Opportunities Limited**.  
Citizenship: USA  
Principal Business: Investment

No individual entity holds a fifty percent (50%) or greater ownership interest in **Infinity Emerging Opportunities Limited**.

The following entities hold a fifty percent (50%) or greater ownership or management interest in **HW Capital, L.P.:**

Name: Barrett Wissman  
Address: 1601 Elm Street, Suite 4000  
Dallas, TX 75201

Percentage Held: 50% management interest  
Citizenship: USA  
Principal Business: Investment management

Name: Clark Hunt  
Address: 1601 Elm Street, Suite 4000  
Dallas, TX 75201  
Percentage Held: 50% management interest  
Citizenship: USA  
Principal Business: Investment management

The following entities hold a fifty percent (50%) or greater ownership or management interest in **Infinity Investors Limited:**

Name: Suisse Financial Corporation  
Address: Hunkins Waterford Plaza  
Main Street  
P.O. Box 556  
Charlestown, Nevis West Indies

Percentage Held: 100% management interest. Suisse Financial Corporation has an Investment Advisory Agreement granting it discretionary trading authority over the assets of **Infinity Investors Limited**. This authority is in turn granted to HW Partners, L.P. (see below) through a Subadvisory Agreement.  
Citizenship: Nevis West Indies  
Principal Business: Investment

Name: HW Partners, L.P.  
Address: 1601 Elm Street, Suite 4000  
Dallas, TX 75201  
Percentage Held: 100% management interest. HW Partners, L.P. has a Subadvisory Agreement with Suisse Financial Corporation (see above) granting HW Partners, L.P. discretionary trading authority over the assets of **Infinity Investors Limited**.  
Citizenship: USA  
Principal Business: Investment

No individual entity holds a fifty percent (50%) or greater ownership interest in **Infinity Investors Limited.**

The following entities hold a fifty percent (50%) or greater ownership or management interest in **HW Partners, L.P.:**

Name: Sienna Trust  
Address: 1601 Elm Street, Suite 4000  
Dallas, TX 75201  
Percentage Held: 99.5%  
Citizenship: USA  
Principal Business: Investment

The following entities hold a fifty percent (50%) or greater ownership or management interest in **Sienna Trust:**

Name: Europlan Trust Company Limited  
Address: c/o Europlan Financial Services Limited  
Lister House  
35 The Parade, St. Helier  
Jersey, JE2 3QQ Channel Islands  
Percentage Held: 100% as Trustee  
Citizenship: United Kingdom  
Principal Business: Trust fund

The following entities hold a fifty percent (50%) or greater ownership or management interest in **Europlan Trust Company Limited:**

Name: Barrett Wissman  
Address: 1601 Elm Street, Suite 4000  
Dallas, TX 75201  
Percentage Held: Mr. Wissman holds 100% beneficial ownership as beneficiary.  
Citizenship: USA  
Principal business: Investment management

eVentures has no interlocking directorates with a foreign carrier to report.

- (i) Applicant/Transferee certifies that it is not a foreign carrier within the meaning of Section 63.09(d) of the Commission's Rules, 47 C.F.R. § 63.09(d), nor is it affiliated with a foreign carrier within the meaning of Section 63.09(e) of the Commission's Rules, 47 C.F.R. § 63.09(e). Applicant/Transferee is affiliated with a non-dominant foreign carrier, AxisTel Communications U.K. Limited, a United Kingdom company that is authorized to provide resold international telecommunications services in the United Kingdom. AxisTel Communications (the immediate parent of AxisTel

- International, holder of the Section 214 authorization) formed AxisTel Communications U.K. Limited, and AxisTel Communications U.K. Limited remains its wholly-owned subsidiary. Applicant/Transferee will file with the Commission a separate Foreign Affiliation Notification contemporaneously with this Application.
- (j) Applicant/Transferee certifies that it does not seek to provide international telecommunications services to any destination country for which any of the provisions of Section 63.18(j) are true.
  - (k) Not applicable.
  - (l) Not applicable.
  - (m) Not applicable.
  - (n) As required by Section 63.18(n) of the Commission's Rules, 47 C.F.R. § 63.18(n), Applicant/Transferee certifies that it has not agreed to accept nor shall it accept in the future any special concessions, as defined by the Commission's Rules, directly or indirectly from any foreign carrier or administration with respect to traffic or revenue flows on a 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.
  - (o) Applicant/Transferee certifies, pursuant to Section 1.2002 of the Commission's Rules (implementing the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 3301), that no party to this application is subject to denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988.
  - (p) Applicant/Transferee qualifies for streamlined processing pursuant to Section 63.12 of the Commission's Rules, 47 C.F.R. § 63.12, because Sections 63.12(c)(1)-(3) do not apply to the Applicant.

**CERTIFICATION OF APPLICANT**

On behalf of eVentures Group, Inc., and AxisTel International, Inc., I hereby certify that the statements in the foregoing Application for authority are true, complete, and correct to the best of my knowledge and are made in good faith.

By:



Name:

Stuart Chasanoff

Title:

Senior Vice President, General Counsel and  
Secretary--eVentures Group, Inc.  
Vice President and Secretary—Axistel  
International, Inc.

Date:

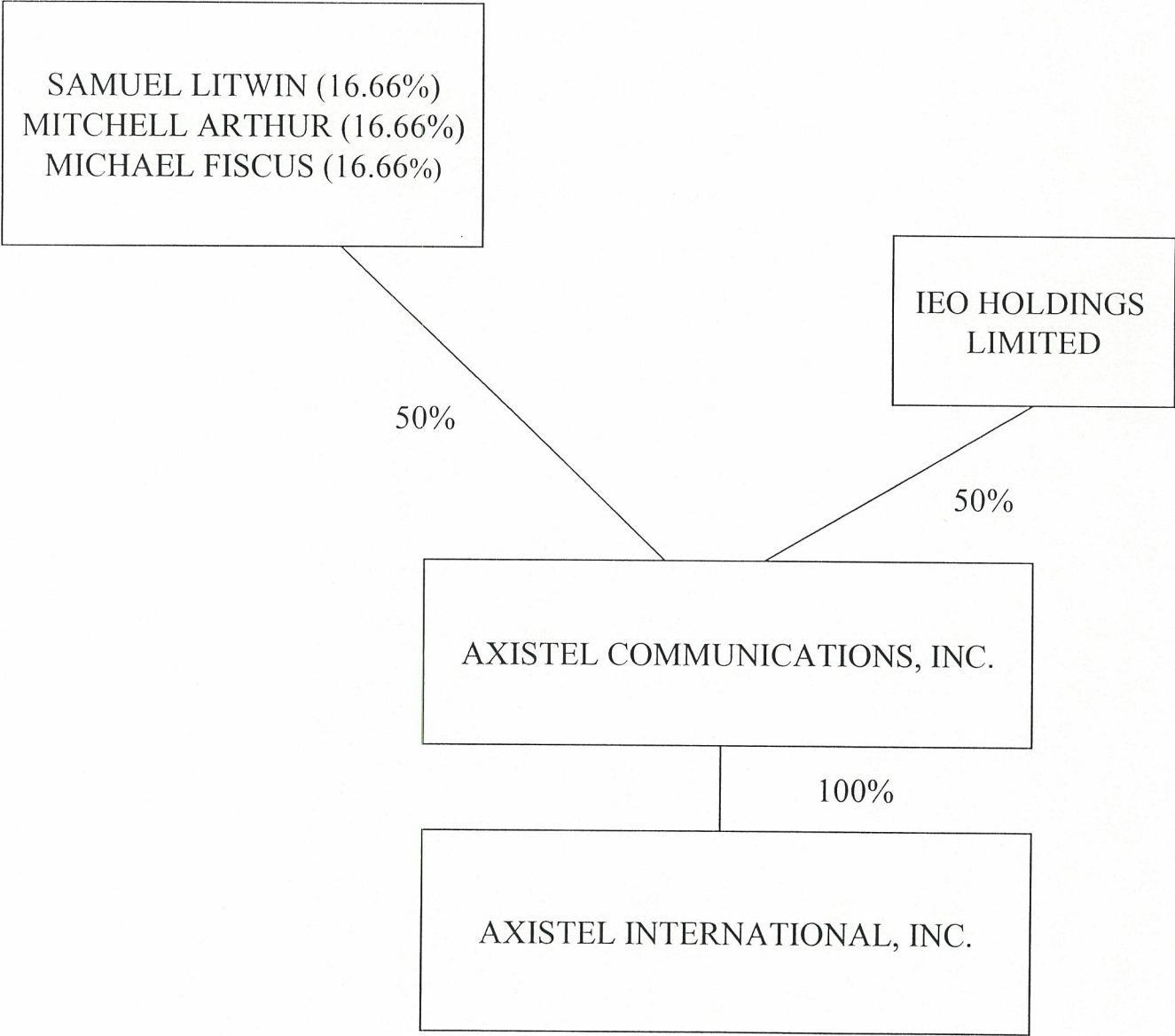
September 21, 2000



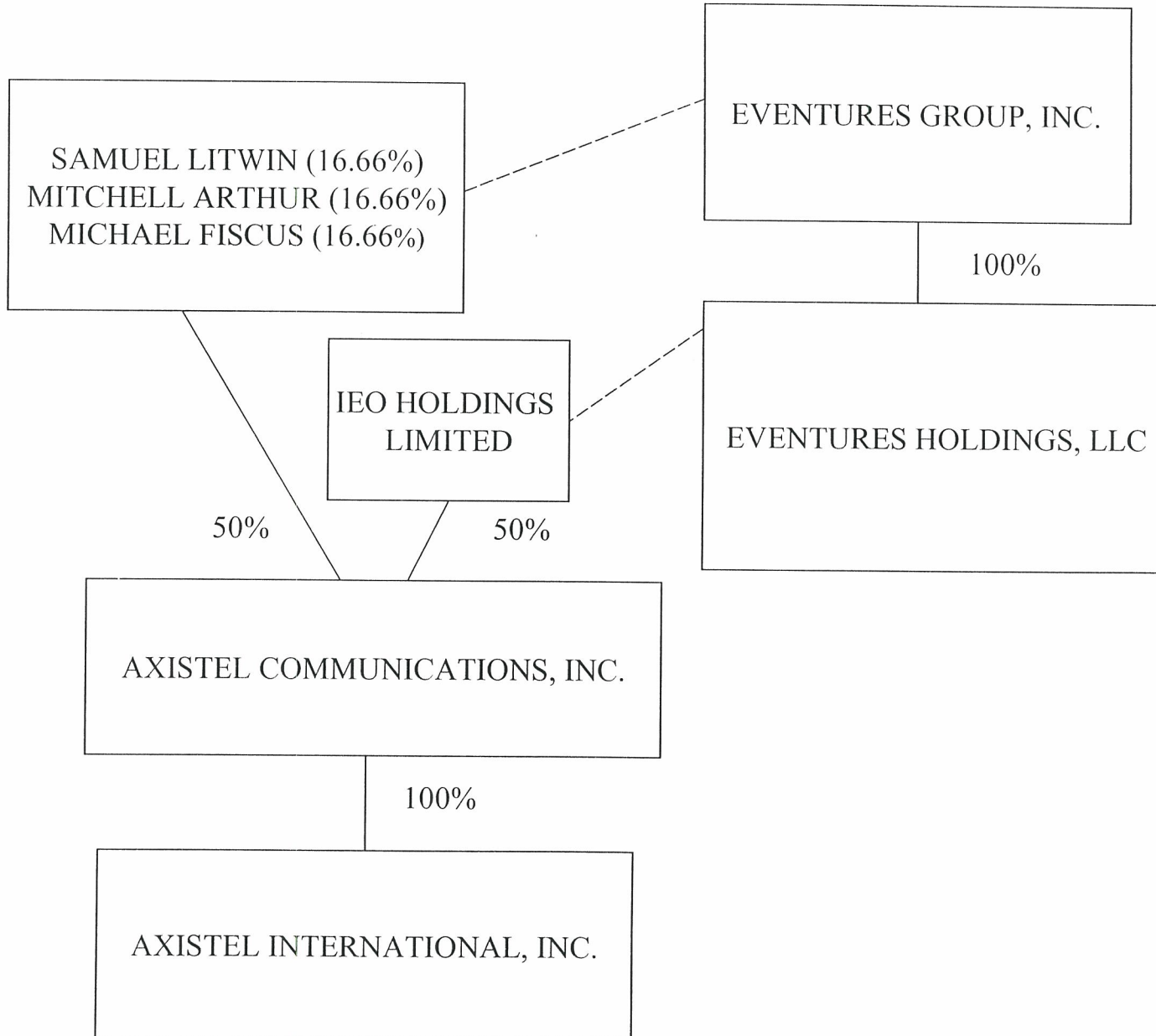
EXHIBIT A

**Organizational Chart of Applicants' Organizational Structure  
Prior to and Immediately After  
the Transaction**

# Ownership Pre-Transfer



# Transaction



# Ownership Post Transfer

