

**C L I F F O R D
C H A N C E
R O G E R S & W E L L S**

**Streamlined
COMCEPTS, INC.**

ITC-T/C-20001013-00602

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October 12, 2000

FCC/MELLON

OCT 13 2000

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OCT 19 2000

By Federal Express

Telecom Division
International Bureau

Ms. Magalie Roman Salas
Secretary, Federal Communications Commission
International Bureau
c/o Mellon Bank
Three Mellon Bank Center
525 William Penn Way
27th floor, room 153-2713
Pittsburgh, PA 15259-0001

Attention: Wholesale Lock box Shift Supervisor

Re: Section 214 Application

Dear Ms. Salas:

On behalf of applicants New Global Telecom, Inc. and Comcepts, Inc., the enclosed application and notifications are filed under Section 214 of the Communications Act of 1934, 47 U.S.C. § 214, and Sections 63.10, 63.12 and 63.18 of the Commission's Rules, 47 C.F.R. §§ 63.10, 63.12, 63.18. The applicants seek authorization to transfer control of the Section 214 authorization currently held by Comcepts, Inc. to New Global Telecom, Inc.

An original and five copies of this submission are enclosed, accompanied by a completed Form 159 and a check payable to the Commission in the amount of \$815. Also

enclosed is a separate acknowledgement copy for date-stamping and return to the undersigned counsel for applicants.

Respectfully submitted



George Kleinfeld
*Attorney for New Global Telecom, Inc.
and Concepts, Inc.*

cc: George Li
International Division

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READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDING
358115
(1) LOCKBOX #

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE

OCT 19 2000
Telecom Division
Special Use
Internal Mail Bag

Approved by OMB
3060-0589
Page No. 1 of 1

FCC USE ONLY

SECTION A - PAYER INFORMATION

(2) PAYER NAME (if paying by credit card, enter name exactly as it appears on your card)	(3) TOTAL AMOUNT PAID (U.S. Dollars and cents)
OLIVERDORD CHAMBER ROYERS WELLS	\$8115.00
(4) STREET ADDRESS LINE NO. 1	
607 14TH STREET NORTHWEST	
(5) STREET ADDRESS LINE NO. 2	
(6) CITY	(7) STATE
MAS HINGTON	Dc
(9) DAYTIME TELEPHONE NUMBER (include area code)	(8) ZIP CODE
202 4340865	20005
(10) COUNTRY CODE (if not in U.S.A.)	
USA	
FCC REGISTRATION NUMBER (FRN) AND TAX IDENTIFICATION NUMBER (TIN) REQUIRED	
(11) PAYER (FRN)	(12) PAYER (TIN)
0004052411	135553664

IF PAYER NAME AND THE APPLICANT NAME ARE DIFFERENT, COMPLETE SECTION B
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C)

(13) APPLICANT NAME	(14) STREET ADDRESS LINE NO. 1	(15) STREET ADDRESS LINE NO. 2	(16) CITY	(17) STATE	(18) ZIP CODE
NEW GLOBAIL TELECOM INC	1600 JACKSOM STREET		GOLDEN	CO	80401
(19) DAYTIME TELEPHONE NUMBER (include area code)	(20) COUNTRY CODE (if not in U.S.A.)	FCC REGISTRATION NUMBER (FRN) AND TAX IDENTIFICATION NUMBER (TIN) REQUIRED			
303 2780700	USA	(21) APPLICANT (FRN)	(22) APPLICANT (TIN)		
		0004052551	980366526		

COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET

(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE	(25A) QUANTITY
	QUIT	1
(26A) FEE DUE FOR (PTC)	(27A) TOTAL FEE	FCC USE ONLY
T	\$8115.00	
(28A) FCC CODE 1	(29A) FCC CODE 2	
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY
(28B) FCC CODE 1	(29B) FCC CODE 2	

SECTION D - CERTIFICATION

(30) CERTIFICATION STATEMENT
I, GEORGE KLEINFELD, certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief.
SIGNATURE  DATE 10/19/00

SECTION E - CREDIT CARD PAYMENT INFORMATION

(31)	MASTERCARD/VISA ACCOUNT NUMBER:	EXPIRATION
<input type="checkbox"/>	MASTERCARD	
<input type="checkbox"/>	VISA	
I hereby authorize the FCC to charge my VISA or MASTERCARD for the service(s)/authorization herein described. SIGNATURE _____ DATE _____		

12491

DATE	DESCRIPTION	AMOUNT
10/4/00	Filing fees for form FCC 159- New Global Telecom	815.00

DETACH before depositing check

**CLIFFORD CHANCE
ROGERS & WELLS LLP**
607 FOURTEENTH STREET N.W. WASHINGTON, D.C. 20005-2018

15-7011/2540

12491

VENDOR NO.

CHECK DATE

42329

10/4/00

CITIBANK, F.S.B
WASHINGTON, DC 20006

PAY Eight hundred fifteen and 00/100 - - - - DOLLARS \$ 815.00

TO THE ORDER OF
FEDERAL COMMUNICATIONS COMMISSION

CLIFFORD CHANCE ROGERS & WELLS LLP



PARTNER

⑈012491⑈ ⑆254070116⑆ ⑈37004972⑈

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Before the

OCT 19 2000

FEDERAL COMMUNICATIONS COMMISSION

Washington D.C. 20554

Telecom Division
International Bureau

In the Matter of:

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)	FCC File No ITC-_____
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Application for Approval of Transfer of Control

**APPLICATION FOR APPROVAL TO TRANSFER OF CONTROL OVER
CARRIER HOLDING SECTION 214 AUTHORIZATION**

Pursuant to Section 214 of the Communications Act of 1934, 47 U.S.C. § 214 and Sections 63.10, 63.12 and 63.18 of the Commission's Rules, 47 C.F.R. §§ 63.10,12, and 18, New Global Telecom, Inc. ("New Global Telecom" or "NGT") and Concepts, Inc. ("Concepts") hereby respectfully request approval to transfer control of an international Section 214 authorization held by Concepts. The transfer would occur in accordance with a Stock Purchase Agreement between New Global Telecom and Concepts.

1 THE PARTIES

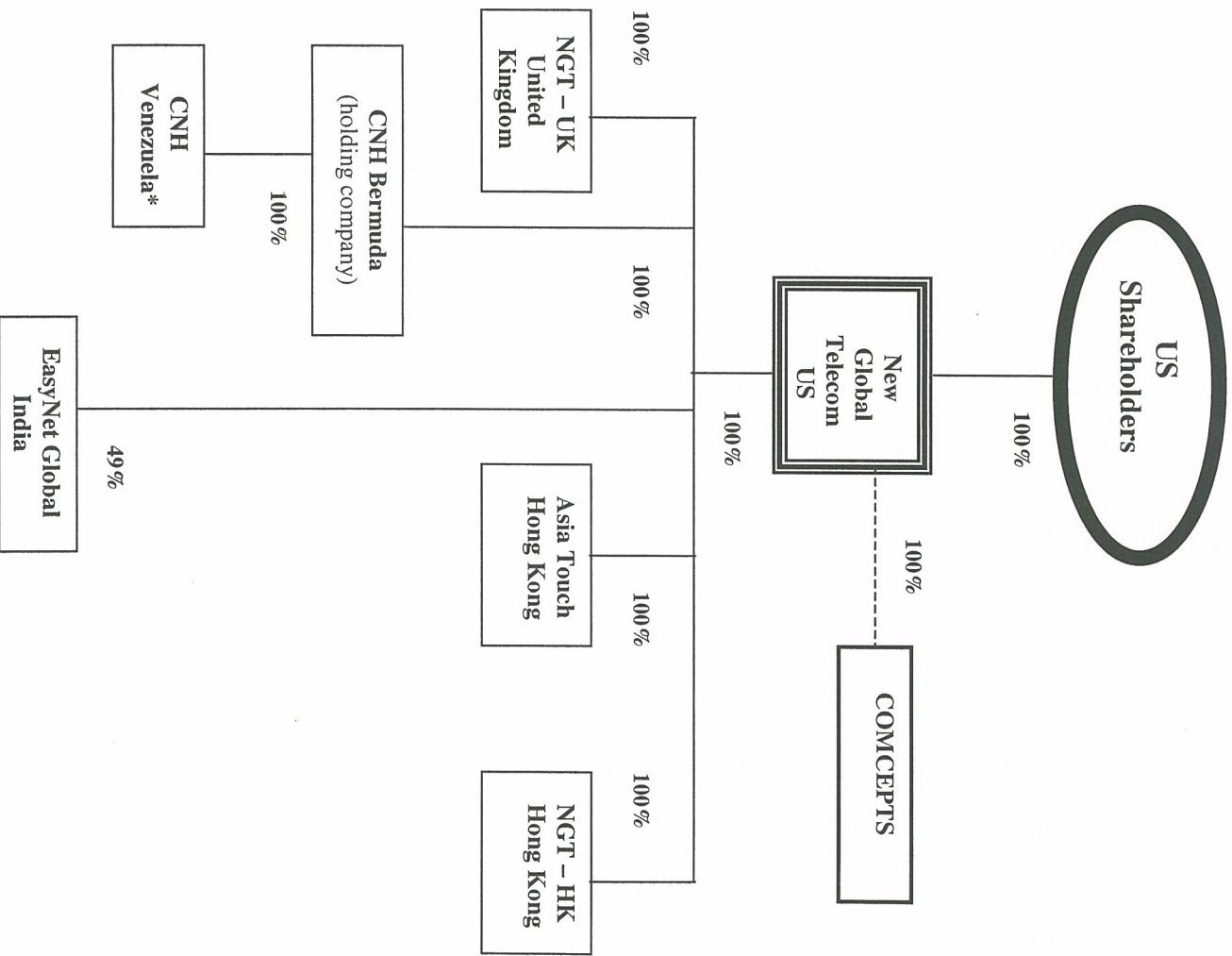
The transferor, Concepts, is a privately-owned company incorporated under the laws of Alaska. It is an international facilities-based telecommunications operator, providing voice and data telecommunications services under a Section 214 authorization for global facilities-based and resale service, which the FCC granted by an Order adopted on

January 16, 1998 under File Number ITC-97-749. Concepts currently provides service to Russia and the Ukraine, but has no foreign carrier affiliations in either country.

The transferee, New Global Telecom, is a privately-owned company incorporated under the laws of Delaware. It too is an international facilities-based telecommunications operator, providing voice and data telecommunications services under a Section 214 authorization for global facilities-based and resale service, which the FCC granted by an Order adopted on March 7, 1997 under File Number ITC-97-044. NGT currently provides no service to Russia or Ukraine and has no affiliations in those two countries.

A chart depicting the equity relationships between the transferor, transferee and their principal owners, as well as any affiliated foreign carriers, as they will exist after closing of the pending Share Purchase Agreement, appears on the following page.

NEW GLOBAL TELECOM, INC FOREIGN SUBSIDIARY ORGANIZATIONAL CHART



* CNH Venezuela is a carrier in its own right and will also acquire control shortly over a Venezuelan non-dominant wireless carrier, Comunicazione Centurione, S.A.

2 **PROPOSED TRANSACTION NARRATIVE**

On August 15, 2000, New Global Telecom, formally offered to purchase the entire issued and to be issued share capital of Comcepts. The scheduled closing date of the Offer is November 17, 2000.

3 **PUBLIC INTEREST CONSIDERATIONS**

Comcepts and New Global Telecom respectfully submit that the Commission's approval of this request for transfer of control will serve the public interest, convenience and necessity. This transaction involves no disruption of service to any customer of Comcepts. This transaction will not reduce or impair present or potential U.S. competitive opportunities and will instead facilitate the provision of services between and among non-dominant carriers, particularly for services between the United States and Eastern Europe.

4 **INFORMATION REQUIRED BY COMMISSION RULES, 47 C.F.R. § 68.18**

4.1 Transferor - Comcepts

(a) The name, address, and telephone number of each applicant;

Name: Comcepts, Inc.

Address: 6927 Old Seward Highway, Suite 200, Anchorage, Alaska 99518

Telephone: 907-349-0002

(b) The Government, State, or Territory under the laws of which each corporate or partnership applicant is organized;

Comcepts is organized under the laws of Alaska. Its date of incorporation was

February 26, 1997.

(c) The name, title, post office address, and telephone number of the officer and any other contact point, such as legal counsel, to whom correspondence concerning the application is to be addressed;

Legal Counsel: Clifford Chance Roger & Wells LLP
attn: George Kleinfeld
607 Fourteenth Street, N.W.,
Washington, D.C. 20005-2018
Tel: 202 434 0865
Fax: 202 434 0800

(d) A statement as to whether the applicant has previously received authority under Section 214 of the Act and, if so, a general description of the categories of facilities and services authorized (i.e., authorized to provide international switched services on a facilities basis);

Concepts holds a Section 214 global authorization to provide international facilities-based telecommunications services and private line telecommunications services on a resale basis, by an Order adopted on January 16, 1998 under File Number ITC-97-749.

4.2 Transferee - New Global Telecom

(a) The name, address, and telephone number of each applicant;

Name: New Global Telecom, Inc.
Address: 1600 Jackson Street, Golden, CO 80401
Telephone: 303 239-1045

(b) The Government, State, or Territory under the laws of which each corporate or partnership applicant is organized;

New Global Telecom is organized under the laws of Delaware. Its date of incorporation was September 17, 1997.

(c) The name, title, post office address, and telephone number of the officer and any other contact point, such as legal counsel, to whom correspondence concerning the application is to be addressed;

Legal Counsel: Clifford Chance Roger & Wells LLP
attn: George Kleinfeld
607 Fourteenth Street, N.W.,
Washington, D.C. 20005-2018
Tel: 202 434 0865 Fax: 202 434 0800

(d) A statement as to whether the applicant has previously received authority under Section 214 of the Act and, if so, a general description of the categories of facilities and services authorized (i.e., authorized to provide international switched services on a facilities basis);

New Global Telecom holds a Section 214 global authorization to provide international facilities-based telecommunications services and private line telecommunications services on a resale basis, by an Order adopted on March 7, 1997 under File Number ITC-97-044.

(h) The name, address, citizenship and principal businesses of any person or entity that directly or indirectly owns at least ten percent of the equity of the applicant, and the percentage of equity owned by each of those entities (to the nearest one percent). The applicant shall also identify any interlocking directorates with a foreign carrier.

The following persons/entities have greater than or equal to 10% direct or indirect ownership of the equity in the transferee, New Global Telecom:

(1) **Richard Grange**

Citizenship: United States
Address: 1600 Jackson Street, Golden CO 80401
Principal Business: President of New Global Telecom
Ownership: 25% direct shareholding in New Global Telecom

(2) **Brad Grunewald**

Citizenship: United States

Address: 1600 Jackson Street, Golden, CO 80401

Principal Business: Vice President of New Global Telecom

Ownership: 25% direct shareholding in New Global Telecom

The following interlocking directorates exist between NGT and its affiliated foreign carriers: Richard Grange and Brian Johnson are directors of NGT and are also directors of CNH Communications, Asia Touch, EasyNet Global, and New Global Telecom - HK.

(i) A certification as to whether or not the applicant is, or is affiliated with, a foreign carrier. The certification shall state with specificity each foreign country in which the applicant is, or is affiliated with, a foreign carrier.

Comcepts, the transferor, certifies that it is not affiliated with a foreign carrier. New Global Telecom, the transferee, certifies that it is affiliated with foreign carriers. As illustrated by the chart on page 3 of this application, and as hereby certified, the following affiliates of New Global Telecom are foreign carriers in the stated foreign countries:

- (1) New Global Telecom - UK is a foreign carrier operating in the United Kingdom;
- (2) New Global Telecom - HK is a foreign carrier operating in Hong Kong;
- (3) Asia Touch is a foreign carrier operating in Hong Kong;
- (4) CNH Communications is a foreign carrier operating in Venezuela;

(5) EasyNet Global is a foreign carrier operating in India.

(j) A certification as to whether or not the applicant seeks to provide international telecommunications services to any destination country for which any of the following is true. The certification shall state with specificity the foreign carriers and destination countries:

(1) The applicant is a foreign carrier in that country; or

(2) The applicant controls a foreign carrier in that country; or

(3) Any entity that owns more than 25 percent of the applicant, or that controls the applicant, controls a foreign carrier in that country.

(4) 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 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.

It is certified as follows:

By this application, the parties seek approval for a transfer to NGT of the section 214 authorization currently held by Concepts, in connection with NGT's acquisition of Concepts. Concepts provides international telecommunications services to Russia and the Ukraine. Concepts is not a foreign carrier and has no affiliations with any foreign carriers in those two countries, directly or indirectly, or with foreign carriers in any other country. As listed above, NGT has foreign carrier affiliations in the United Kingdom, Hong Kong, Venezuela and India. NGT will acquire no new foreign carrier affiliations as a result of its acquisition of Concepts, and therefore will continue to have no foreign carrier affiliations in the two markets served by Concepts (Russian and Ukraine).

(k) For any destination country listed by the applicant in response to paragraph (j), the applicant shall make one of the following showings:

Not Applicable.

(l) Any applicant that proposes to resell the international switched services of an unaffiliated U.S. carrier for the purpose of providing international telecommunications services to a country where it is a foreign carrier or is affiliated with a foreign carrier shall either provide a showing that would satisfy § 63.10(a)(3) or state that it will file the quarterly traffic reports required by § 43.61(c) of this chapter.

New Global Telecom resells international switched services to Hong Kong, India, Venezuela, and United Kingdom, countries where there is an affiliated foreign carrier present (CNH Communications in Venezuela, EasyNet Global in India, Asia Touch and New Global Telecom-HK in Hong Kong, and New Global Telecom-UK in United Kingdom). All affiliates are non-dominant carriers and no combination of the affiliated foreign carriers listed above have greater than 50% of the market share in the international transport and local access markets in any country in which they operate.

(m) With respect to regulatory classification under § 63.10, any applicant that is or is affiliated with a foreign carrier in a country listed in response to paragraph (i) and that desires to be regulated as non-dominant for the provision of particular international telecommunications services to that country should provide information in its application to demonstrate that it qualifies for non-dominant classification pursuant to § 63.10.

New Global Telecom will not acquire any new affiliations with foreign carriers as a result of its acquisition of Concepts, As shown in answer to question (l) above, none of the foreign carriers with which New Global Telecom is already affiliated have sufficient market power to be able to affect competition in the United States; and as each, or any relevant combination of each, lack 50% of the market share in international transport and the local access markets in their countries of operation, all of them are presumed to be non-dominant.

(n) A certification that the applicant 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.

It is certified that neither New Global Telecom nor Comcepts have 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 that neither will enter into such agreements in the future.

(o) A certification pursuant to §§ 1.2001 through 1.2003 of this chapter that no party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988. See 21 U.S.C. 853a.

It is certified that neither New Global Telecom nor Comcepts are subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988.

(p) If the applicant desires streamlined processing pursuant to § 63.12, a statement of how the application qualifies for streamlined processing.

Streamlined processing is requested and is applicable under Section 63.12 of the Commission's Rules, 47 C.F.R. § 63.12.

As a result of the proposed transfer of control, no new affiliations will be created between the acquiring company, NGT, and any foreign carriers, nor does NGT have any current affiliations with any foreign dominant carriers. In addition, the transferor,

Concepts, has no foreign carrier affiliations. New Global Telecom and Concepts therefore fall within Section 63.12(c)(1)(ii) of the Commission's Rules, 47 C.F.R. § 63.12(c)(1)(ii). The acquiring company, NGT, will remain affiliated only with foreign carriers that are non-dominant in accordance with Section 63.10(a)(3) of the Commission's Rules, 47 C.F.R. § 63.10(a)(3).

8. CONCLUSION

The applicants respectfully request that the Commission authorize the transfer described in this submission.

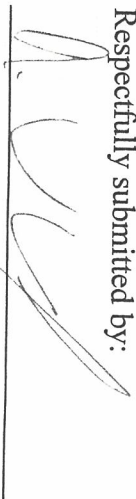
Respectfully submitted by:

A handwritten signature in black ink, appearing to read "Rodger Davis", is written over a horizontal line.

Rodger Davis, President
Concepts, Inc.
6927 Old Seward Highway, Suite 200
Anchorage, Alaska 99518

907/349-0002 Phone
907-349-6335 Fax

Respectfully submitted by:

A handwritten signature in black ink, appearing to read "Ron Wessie", is written over a horizontal line.

Ron Wessie
New Global Telecom, Inc.

1600 Jackson Street, Golden, CO 80401