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December 22, 2000

VIA COURIER

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

Re: Joint Application of Corporate Networks International, Inc. and Westcom Corporation for Authority Pursuant to Section 214 of the Communications Act of 1934, as Amended, to Transfer Control of Corporate Networks International, Inc. to Westcom Corporation

Dear Ms. Salas:

Transmitted herewith, on behalf of Corporate Networks International, Inc. ("CNI") and Westcom Corporation ("Westcom"), are an original and six (6) copies of an application under Section 214 of the Communications Act for Commission approval of transfer of control of CNI to Westcom. A Form 159 and check for the amount of the required filing fee for this application are also enclosed. Additionally, please also find a marked copy of our application, which we would ask you to date-stamp and return to us in the addressed envelope provided.

We ask for expedited consideration and grant of this application. Approval of the proposed acquisition will further the Commission's public interest goal of promoting competition in the telecommunications industry and allow Westcom to bring the competitive benefits of the acquisition to U.S. consumers as soon as possible.

Should you have any questions concerning these applications, please do not hesitate to contact the undersigned.



Helen E. Disenhaus
Jennifer A. Schneider
Swidler Berlin Shereff Friedman, LLP
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Counsel for

Corporate Networks International, Inc. and
Westcom Corporation

of non-dominance for a provision of international communications services pursuant to Section 63.10(a)(1) of the Commission's Rules, 47 C.F.R. § 63.10 (a)(1) (1999), this Application is eligible for streamlined processing, pursuant to Section 63.12 of the Commission's Rules, 47 C.F.R. § 63.12 (1999).

I. THE PARTIES

A. Corporate Networks International, Inc.

CNI is a corporation organized under the laws of State of Delaware and is authorized to provide resold U.S. international service pursuant to its Section 214 authorization. CNI offers a specialized private line service to customers, mostly brokerage firms, which connects customers' offices with "always open" dedicated voice circuits.

B. Westcom Corporation

Westcom is a privately-held corporation organized under the laws of the State of New York. It does not have authorizations under Section 214.

II. DESCRIPTION OF THE TRANSACTION

CNI and Westcom have determined that they will realize significant economic and marketing benefits by establishing CNI as a subsidiary of Westcom. To that end, the CNI shareholders and Westcom intend to enter into a Stock Purchase Agreement whereby Westcom will purchase 100 percent of the stock of CNI in a stock for cash transaction. As a result, CNI will become a wholly-owned subsidiary of Westcom.

III. PUBLIC INTEREST STATEMENT

CNI and Westcom have determined that the proposed transfer of control will enable the combined company to enhance the range of services and choices available to its customers. It also will promote operational and administrative efficiencies that will enable the merged company to compete more effectively in the telecommunications market to the ultimate benefit

of consumers. Finally, the proposed transaction will be consummated in a seamless fashion, will be transparent to CNI's customers and will not in any way inconvenience or cause harm to any of CNI's customers.

IV. INFORMATION REQUIRED BY SECTION 63.18

(a) Name, address and telephone number:

Transferor: Corporate Networks International, Inc.
29 Route 34 North
Suite 105
Colts Neck, New Jersey 07722
Tel: (732) 308-9123
Fax: (732) 308-9195

Transferee: Westcom Corporation
152 West 57th Street
New York, New York 10019
Tel: (212) 586-7500
Fax: (212) 586-2666

(b) Transferor: CNI is organized under the laws of the State of Delaware.
Transferee: Westcom is organized under the laws of the State of New York.

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

Helen E. Disenhaus
Jennifer Schneider
SWIDLER BERLIN SHEREFF FRIEDMAN, LLP
3000 K Street, N. W., Suite 300
Washington, D. C. 20007
Tel: (202) 424-7500
Fax: (202) 424-7645

with a copies to:

Kenneth J. Higgins, Jr.
President
Corporate Networks International, Inc.
29 Route 34 North
Suite 105
Colts Neck, New Jersey 07722
Tel: (732) 308-9123
Fax: (732) 308-9195

and

Michael Hirtenstein
President
Westcom Corporation
152 West 57th Street
New York, New York 10019
Tel: (212) 586-7500
Fax: (212) 586-2666

- (d) Transferor: CNI is an authorized non-dominant reseller of international services pursuant to Section 214 of the Act. *See* File No. ITC-95-225, FCC Public Notice Report No. I-8052 (rel. May 10, 1995).

Transferee: Westcom has not previously received authority under Section 214 of the Act.

- (e)(3) By this Application, Applicants seek authority to transfer control of CNI, a non-dominant common carrier holding international Section 214 authority, to Westcom.

- (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 (1999) as discussed in Section (j) below.

- (g) Not applicable.

- (h) After completion of the transaction, the following persons or entities will hold a ten percent (10%) or greater ownership interest in CNI:

Name:	Westcom Corporation
Address:	152 West 57 th Street New York, New York 10019
Citizenship:	New York (USA)
Percentage Owned:	100%
Principal Business:	Telecommunications

The following persons or entities will hold a direct ownership interest in Westcom and a ten percent (10%) or greater indirect ownership interest in CNI upon consummation of the proposed transaction.

Name:	Michael Hirtenstein
Address:	Westcom Corporation 152 West 57 th Street New York, New York 10019
Percentage Held:	98%

Citizenship: U.S.A.
Principal Business: Individual

No other person or entity holds a ten percent (10%) or greater direct or indirect ownership interest in CNI.

Westcom currently has no interlocking directorates with a foreign carrier.

(i) Westcom certifies that it is not a foreign carrier and that it is not currently affiliated with any foreign carrier.

(j) Westcom certifies that it does not seek to provide international telecommunications services to any destination country where:

- (1) Westcom is a foreign carrier in that country; or
- (2) WestCom controls a foreign carrier in that country; or
- (3) Any entity that owns more than 25 percent of Westcom, or that controls Westcom, 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 Westcom and are parties to, or the beneficiaries of, a contractual relation affecting the provision or marketing or international basic telecommunications services in the United States.

(k) Not applicable.

(l) Not applicable.

(m) Not applicable.

(n) Westcom certifies that it has not agreed to accept special concessions, as defined in Section 63.14(b) of the Commission's Rules, 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) Westcom certifies, pursuant to Sections 1.2001 through 1.2003 of the Commission's Rules (implementing the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 3301), that no party to its application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988.

(p) Westcom requests streamlined processing of this application pursuant to Section 63.12 (a-b) of the Commission's Rules. This Application qualifies for streamlined processing because, as set forth above, Westcom has no affiliation with a foreign carrier, has no affiliation with a dominant U.S. carrier whose international switched or private line services Westcom seeks authority to resell,

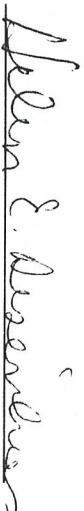
and does not seek authority to provide switched basic services over private lines to a country for which the Commission has not previously authorized the provision of such services.

IV. CONCLUSION

For the reasons stated herein, Corporate Networks International, Inc. and Westcom Corporation respectfully submit that the public interest, convenience and necessity would be furthered by grant of this Application for consent of transfer of control of Corporate Networks International, Inc. to Westcom Corporation.

Respectfully submitted,

By:



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Jennifer A. Schneider, Esq.
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Counsel for

**CORPORATE NETWORKS
INTERNATIONAL, INC.**

and

WESTCOM CORPORATION

Dated: December 22, 2000

**CERTIFICATION OF
CORPORATE NETWORKS INTERNATIONAL, INC.**

On behalf of Corporate Networks International, Inc., I hereby certify that the statements in the foregoing Application for Section 214 authority are true, complete, and correct to the best of my knowledge and are made in good faith.

By:

Ernesto D. Higgins
Ernesto D Higgins Jr

Name:

Title:

President

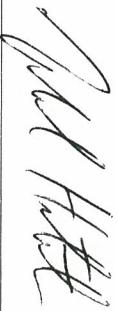
Date:

12/22/00

CERTIFICATION OF
WESTCOM CORPORATION

On behalf of Westcom Corporation, I hereby certify that the statements in the foregoing Application for Section 214 authority are true, complete, and correct to the best of my knowledge and are made in good faith

By:



Name:

Michael Hirsenslein

Title:

President

Date:

12-20-00
