

LAW OFFICES OF THOMAS]

K. CROWE, P.C.

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WASHINGTON, D.C. 20037

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FCC/MELLON

MAY 21 2001

May 21, 2001

BY COURIER

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

Re: Transfer of Control of Claricom Networks, Inc. to Stacom Holdings, LLC

Dear Sir or Madam:

Please find enclosed an original and six (6) copies of Stacom Holdings, LLC's ("Stacom's") Application for Consent to Transfer Control of Claricom Networks, Inc. to Stacom.

Also enclosed is FCC Form 159 and a check in the amount of \$815.00 to cover the requisite filing fee. Please file-stamp and return the extra copy of this filing in the self-addressed, stamped envelope provided for this purpose.

Questions regarding this filing should be directed to the undersigned.

Sincerely,



Thomas K. Crowe
C. Jeffrey Tibbels,
Counsel for Stacom Holdings, LLC.

Enclosures

2403

TELECOM PROFESSIONALS, INC.

2912 LAKESIDE DR. PH. 405-755-8177
OKLAHOMA CITY, OK 73120

39-13/1030

DATE 3-18-01

PAY TO THE ORDER OF FCC

\$ 815.00

DOLLARS Money Features
Check on Back

eight hundred & fifteen dollars ⁰⁰/₁₀₀



BANK OF OKLAHOMA N.A.
OKLAHOMA CITY, OKLAHOMA

FOR Stacom

Judith QTR

MP

⑈002403⑈ ⑆103000130⑆ 824015597⑈

READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE

Approved by OMB
3060-0589
Page No 1 of 1

(1) LOCKBOX # 358115

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)
STACOM HOLDINGS, LLC

(3) TOTAL AMOUNT PAID (U.S. Dollars and cents)
\$815.00

(4) STREET ADDRESS LINE NO. 1

2049 CENTURY PARK EAST

(5) STREET ADDRESS LINE NO. 2

SUITE 2700

(6) CITY
LOS ANGELES

(7) STATE
CA

(8) ZIP CODE
90067

(9) DAYTIME TELEPHONE NUMBER (include area code)

(310) 712-1850

(10) COUNTRY CODE (if not in U.S.A.)

FCC REGISTRATION NUMBER (FRN) AND TAX IDENTIFICATION NUMBER (TIN) REQUIRED

(11) PAYER (FRN)

(12) PAYER (TIN) 95-4852780

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

(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

(21) APPLICANT (FRN)

(22) APPLICANT (TIN)

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

(23A) CALL SIGN/OTHER ID

(24A) PAYMENT TYPE CODE
CUT

(25A) QUANTITY

(26A) FEE DUE FOR (PTC)
\$815.00

(27A) TOTAL FEE
\$815.00

FCC USE ONLY

(28A) FCC CODE 1

(29A) FCC CODE 2

(23B) CALL SIGN/OTHER ID

(24B) PAYMENT TYPE CODE

(25B) QUANTITY

(26B) FEE DUE FOR (PTC)

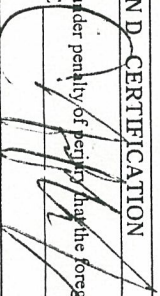
(27B) TOTAL FEE

FCC USE ONLY

(28B) FCC CODE 1

(29B) FCC CODE 2

SECTION D - CERTIFICATION

(30) CERTIFICATION STATEMENT
I, C. Jeffrey Tibbels, 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 May 21, 2001

SECTION E - CREDIT CARD PAYMENT INFORMATION

(31)

MASTERCARD

MASTERCARD/VISA ACCOUNT NUMBER:

EXPIRATION
DATE:

VISA

I hereby authorize the FCC to charge my VISA or MASTERCARD for the service(s) authorization herein described.

SIGNATURE _____

DATE _____

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

In the Matter of

STACOM HOLDINGS, LLC.

Transferee,

CLARICOM NETWORKS, INC.,

Transferor,

Application for Authority Pursuant to
Section 214 of the Communications Act
of 1934, as amended, to Transfer Control
of Authorized International Carriers

File No. _____

APPLICATION FOR CONSENT TO TRANSFER CONTROL

Pursuant to Section 214 of the Communications Act of 1934, as amended, 47 U.S.C. § 214 (2000), and Section 63.18 of the Commission's Rules, 47 C.F.R. § 63.18 (2000), Stacom Holdings, LLC, ("Stacom" or "Applicant") hereby requests authority to effectuate the transfer of control of Claricom Networks, Inc. ("Claricom"), an international carrier, to Stacom. Claricom is a non-dominant carrier authorized by this Commission to provide international telecommunications services. By this Application, Applicant seeks Commission approval of the proposed purchase by Stacom of Claricom from Claricom Holdings, Inc. (the parent corporation of Claricom) ("Claricom Holdings"). This acquisition would result in a change in the ultimate parent company of Claricom.

As fully described herein, approval of the transfer will permit Claricom to realize significant economic and marketing efficiencies which will enhance its ability to continue providing high quality, low cost telecommunications services and to compete more effectively in the international telecommunications marketplace. Accordingly, grant of this Application will benefit the public

interest.

In support of this Application, Applicant submits the following information:

I. THE PARTIES

(a) Stacom Holdings, LLC

Stacom is a Delaware limited liability company whose principal office is located at 2049 Century Park East, Suite 2700, Los Angeles, CA, 90067. Stacom is not a provider of telecommunications services and has no affiliation, within the meaning of Section 63.09(e) of the Commission's Rules, 47 C.F.R. § 63.09(e) (2000), with a dominant U.S. or foreign facilities-based carrier.

(b) Platinum Equity, LLC

Platinum Equity, LLC ("Platinum") is a Delaware limited liability company with its principal office located at 2049 Century Park East, Suite 2700, Los Angeles, CA, 90067. Stacom is a wholly-owned subsidiary of Platinum. Platinum is not a provider of telecommunications services and has no affiliation, within the meaning of Section 63.09(e) of the Commission's Rules, 47 C.F.R. § 63.09(e) (2000), with a dominant U.S. or foreign facilities-based carrier.

(c) Claricom Networks, Inc.

Claricom, a Delaware corporation, has global authority to provide resold international telecommunications services.¹ Claricom is considered a non-dominant carrier under the

¹ Claricom was authorized by the Commission to provide international services under its former name, Clarity Telecom LD Network Services, Inc., by Overseas Common Carrier Section 214 Applications Actions Taken, *Public Notice*, File No. ITC 96-485, DA 96-1756, 11 FCC Rcd. 13911 (1996). Approval of the transfer of control of Claricom to Sigma Acquisition Corp. ("Sigma") was granted by Overseas Common Carrier Section 214 Applications Actions Taken, *Public Notice*, File No. ITC-T/C-19981228-00900, DA 99-351, 14 FCC Rcd. 5016 (1999).

Commission's Rules. The company has no affiliation, within the meaning of Section 63.09(e) of the Commission's Rules, 47 C.F.R. § 63.09(e) (2000), with a dominant U.S. or foreign facilities-based carrier.

Information concerning Claricom's legal, technical, and financial qualifications to provide service was submitted with the company's application for Section 214 authorization and is, therefore, already a matter of record before the Commission.

(d) Claricom Holdings, Inc.

Claricom Holdings is a Delaware corporation with its principal offices located at 500 Staples Drive, Framingham, MA, 01702. Claricom is a wholly-owned subsidiary of Claricom Holdings.² Claricom Holdings is not a provider of telecommunications services and has no affiliation, within the meaning of Section 63.09(e) of the Commission's Rules, 47 C.F.R. § 63.09(e) (2000), with a dominant U.S. or foreign facilities-based carrier.

(e) Staples, Inc.

Staples is a Delaware corporation with its principal offices located at 500 Staples Drive, Framingham, MA, 01702. Claricom Holdings is a wholly-owned subsidiary of Staples. Staples is not a provider of telecommunications services and has no affiliation, within the meaning of Section 63.09(e) of the Commission's Rules, 47 C.F.R. § 63.09(e) (2000), with a dominant U.S. or foreign facilities-based carrier.

Further information required by the Commission pursuant to Section 63.18 regarding the aforementioned companies is included below in Part IV of this Application.

² Sigma merged into Claricom Holdings as part of the transfer of control of Claricom to Sigma authorized by the Commission in File No. ITC-T/C-19981228-00900. See *supra* at n.1.

II. DESCRIPTION OF TRANSACTION

Pursuant to a purchase and sales agreement, Applicant proposes a transaction whereby Stacom will purchase 100% of the outstanding shares of capital stock of Claricom from Claricom Holdings, pending regulatory approval. This sale would result in a change in the ultimate parent company of Claricom. Claricom will continue in existence under the laws of the State of Delaware and its Certificate of Incorporation and By-Laws shall remain as in effect immediately prior to the purchase. The only change will be the transfer of ownership of the ultimate parent company of Claricom to Stacom (and indirectly to Platinum).

Applicant expects to consummate the transaction immediately and, therefore, requests Commission approval for authority to effectuate the acquisition, thereby allowing for the transfer of control of Claricom to Stacom as soon as possible.

III. PUBLIC INTEREST

Consummation of the proposed transaction will serve the public interest in promoting competition in the international telecommunications market by providing Claricom the opportunity to strengthen its competitive position by combining Stacom's (and Platinum's) financial resources with Claricom's global resale services, products and expertise. The transaction creates access, by Claricom, to the larger capital base of its new parent company, Stacom. Claricom's operations will more readily increase in size and profitability, due to enhanced economies of scale. Accordingly, the proposed acquisition will benefit consumers through improved services and lower rates, thereby promoting competition in the international telecommunications market.

The Commission recognizes that the international market for switched voice services is becoming increasingly competitive in nature and that such competition benefits consumers.³ Given the Commission's desire to foster competition in the international switched services market, grant of the proposed transaction is in the public interest.

IV. SPECIFIC PART 63 INFORMATION

As required by Section 63.18 of the Commission's Rules, Applicants submit the following information:

(a) **Names, addresses and telephone numbers of Parties:**

Transferee

Stacom Holdings, LLC
2049 Century Park East
Suite 2700
Los Angeles, CA 90067
(310) 712-1850 Telephone

Transferor

Claricom Networks, Inc.
4 Research Drive
Suite 500
Shelton, CT 06484
(203) 402-7500 Telephone

Claricom Holdings, Inc.
500 Staples Drive
Framingham, MA 01702
(508) 253-5000 Telephone

³ See *In re* Rules and Policies on Foreign Participation in the U.S. Telecommunications Market; Market Entry and Regulation of Foreign-Affiliated Entities, *Report and Order and Order on Reconsideration*, 12 FCC Rcd. 23891, 23891 (1997).

Staples, Inc.
500 Staples Drive
Frammingham, MA 01702
(508) 253-5000 Telephone

(b) The Government, State, or Territory under the laws of which each of the Parties is organized:

Stacom and Platinum are limited liability companies organized under the laws of the State of Delaware. Claricom, Claricom Holdings and Staples are corporations organized under the laws of the State of Delaware.

(c) Correspondence concerning this Application should be addressed to:

Thomas K. Crowe
C. Jeffrey Tibbels,
Law Offices of Thomas K. Crowe, P.C.
2300 M Street, N.W., Suite 800
Washington, D.C. 20037
(202) 973-2890 Telephone

with a copy to:

Judith A. Riley
Telecom Professionals, Inc.
2912 Lakeside Drive, Suite 100
Oklahoma City, OK 73120
(405) 755-8177 (x1) Telephone

(d) Statement as to previous Section 214 authorization:

As discussed above, Claricom previously received authority from the Commission under Section 214 of the Communications Act to provide global resale services.⁴ None of the other parties is a provider of telecommunications services.

⁴ See *supra* at n.1.

(e) This Application requests transfer of control of Claricom from Staples to Stacom.

(f) Not applicable.

(g) Not applicable.

(h) The following corporation holds a ten percent (10%) or greater ownership interest in Stacom:

<u>Name/Address</u>	<u>% Held</u>	<u>Citizenship</u>	<u>Principal Business</u>
Platinum Equity, LLC 2049 Century Park East Suite 2700 Los Angeles, CA 90067	100%	USA	Holding corporation

The following individual holds a ten percent (10%) or greater ownership interest in Platinum:

<u>Name/Address</u>	<u>% Held</u>	<u>Citizenship</u>	<u>Principal Business</u>
Tom T. Gores 2049 Century Park East Suite 2700 Los Angeles, CA 90067	100%	USA	Venture capital.

(i) Certification by Stacom of non-affiliation with a foreign carrier:

See attached.

(j) Certification that Stacom does not intend to provide international telecommunications services to a destination country for which any of Sections 63.18(j)(1)-(4) of the Commission's Rules, 47 C.F.R. § 63.18(j)(1)-(4) (2000) is true:

See attached.

(k) Not applicable.

(l) Not applicable.

(m) Not applicable.

(n) Certification that Stacom 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:

See attached.

(o) Certifications by Parties 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. 853(a):

See attached.

(p) Streamlined processing.

Applicant requests streamlined processing of this application pursuant to Section 63.12 of the

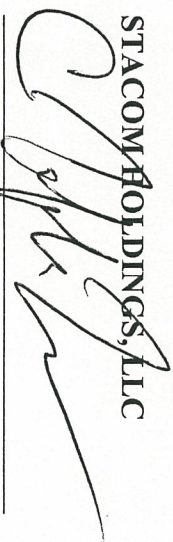
Commission's Rules, 47 C.F.R. § 63.12 (2000).

V. CONCLUSION

For the reasons stated herein, Stacom respectfully submits that the public interest, convenience and necessity would be furthered by grant of this application.

Respectfully submitted,

STACOM HOLDINGS, LLC



By:

Thomas K. Crowe

C. Jeffrey Tibbels,

LAW OFFICES OF THOMAS K. CROWE,
P.C.

2300 M Street, N.W., Suite 800

Washington, D.C. 20037

(202) 973-2890 Telephone

COUNSEL FOR STACOM HOLDINGS, LLC

May 21, 2001

CERTIFICATIONS OF APPLICANT

On behalf of Stacom Holdings, LLC ("Stacom") and in accordance with Sections 1.2001-1.2003 of the Commission's Rules, 47 C.F.R. §§ 1.2001-1.2003 (2000), I hereby certify that neither Stacom, its officers and directors, or any party with a five percent or greater interest in Stacom, is subject to a denial of the Federal benefits requested herein pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988. *See* 21 U.S.C. § 853(a) (2000). I also hereby certify that the statements in the foregoing application are true, complete, and correct to the best of my knowledge and are made in good faith.

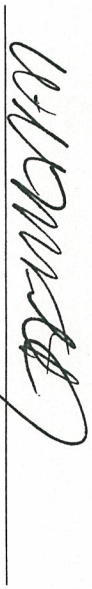
Stacom has not agreed to accept any concessions directly or indirectly from any foreign carrier or administration with respect to traffic or revenue flow between the United States and various international points under the authority granted under Section 214 of the Communications Act of 1934, as amended, and the Commission's Rules, and has not agreed to enter into such agreements in the future.

Pursuant to Section 63.18(i) of the Commission's Rules, 47 C.F.R. § 63.18(i) (2000), I certify that Stacom is neither a foreign carrier nor affiliated with a foreign carrier as defined by the Commission's Rules.

Further, pursuant to Section 63.18(j) of the Commission's Rules, 47 C.F.R. § 63.18(j) (2000), I certify that Stacom does not intend to provide international telecommunications services to a destination country for which: (1) Stacom is a foreign carrier in that country; or (2) Stacom controls a foreign carrier in that country; or (3) any entity that owns more than 25 percent of Stacom controls a foreign carrier in that country; or (4) two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate, more than 25 percent of Stacom 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.

STACOM HOLDINGS, LLC

By:



Name:

William M. Foltz, Jr.

Title:

Vice President

Date:


5/16/01

CERTIFICATIONS OF AUTHORIZED CARRIER

On behalf of Claricom Networks, Inc. ("Claricom") and in accordance with Sections 1.2001-1.2003 of the Commission's Rules, 47 C.F.R. §§ 1.2001-1.2003 (2000), I hereby certify that neither Claricom, its officers and directors, or any party with a five percent or greater interest in Claricom, is subject to a denial of the Federal benefits requested herein pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988. See 21 U.S.C. § 853(a) (2000). I also hereby certify that the statements in the foregoing application are true, complete, and correct to the best of my knowledge and are made in good faith.

Claricom has not agreed to accept any concessions directly or indirectly from any foreign carrier or administration with respect to traffic or revenue flow between the United States and various international points under the authority granted under Section 214 of the Communications Act of 1934, as amended, and the Commission's Rules, and has not agreed to enter into such agreements in the future.

CLARICOM NETWORKS, INC.

By:  _____

Name: Thomas Maier _____

Title: Secretary & Treasurer

Date: 5/16/01 _____

CERTIFICATE OF SERVICE

I, Hilary Taylor, a legal assistant with the Law Offices of Thomas K. Crowe, P.C., certify that on May 21, 2001, a copy of the foregoing Application was served by first class U.S. mail, postage prepaid, on the parties listed below.

Breck Blalock
Chief, Policy and Facilities Branch
International Bureau
Telecommunications Division
Federal Communications Commission
445 12th Street, S.W.
Room 6-A767
Washington, D.C. 20554

Frances Eisenstein
International Bureau
Telecommunications Division
Federal Communications Commission
445 12th Street, S.W.
Room 6-C866
Washington, D.C. 20554

Donald Abelson
Chief, International Bureau
Federal Communications Commission
445 12th Street, S.W.
Room 6-A767
Washington, D.C. 20554

U.S. Coordinator and Director
Office of International Communications
Policy (EB-TD)
Department of State
21st and C Streets, N.W.
Washington, D.C. 20305-2000
Attn: Code 15

Deputy Assistant Secretary of Defense
(Telecommunications)
Office of the Assistant Secretary of Defense
Pentagon, Room 3E160
Washington, D.C. 20401

National Telecommunications and Information
Administration
14th & Constitution Avenue, N.W.
Room H4717
Washington, D.C. 20320

National Security Agency
G042, NSA, EMC Center
Room 1C166
9800 Savage Road
Fort George Meade, MD 20755

Chief Regulatory Counsel
Defense Communications Agency
Washington, D.C. 20305-2000
Attn: Code 115


Hilary Taylor