

Mikelle Morra

From: Mikelle Morra
Sent: Friday, January 04, 2008 1:40 PM
To: 'inowalsky@nbglaw.com'; 'Becky Heggelund'
Cc: George Li; David Krech; Susan OConnell; Joann Ekblad; James Ball; Veronica Garcia-Ulloa; Janeese Parker; Mikelle Morra; 'Daman, Alex'; 'Pinto, Greg'; 'Pifer, Jon (LEO)'; 'Connors, John (DOJ)'; 'Daniels, Douglas K.'; 'Daniels, Douglas'; 'Underriner, Jennifer'; 'TTelecom@usdoj.gov'; 'Thomas
Subject: FCC Section 214 Removed from Streamlined
Attachments: TEL01222S.pdf

Xfone, Inc.
ITC-T/C-20071109-00456

The above referenced application was placed on Public Notice on December 21, 2007 for streamlined processing. Since the Public Notice was released, the Commission has been requested by the Executive Branch agencies of the United States that we remove the subject application from streamlined processing because of foreign ownership issues. Therefore, pursuant to Section 63.12(c)(3) of the Commission's Rules, we have removed this application from streamlined processing.

Please be advised that your company may not commence operations until the Section 214 authorization is granted. See Section 63.12(d) of the rules, 47 C.F.R. Section 63.12(d). The Executive Branch will contact you or the "Contact" listed on your application directly for further information. You can be assured that your application will be processed expeditiously upon completion of Executive Branch's review. We will notify you by e-mail when your application is granted.

The Public Notice Report No. TEL-01222S (released January 4, 2008), is attached. If you have any questions, please email: Mikelle.Morra@fcc.gov, JoAnn.Ekblad@fcc.gov, Susan.Oconnell@fcc.gov, David.Krech@fcc.gov, and George.Li@fcc.gov or fax to 202-418-2824.

Thank you.

Mikelle Morra
International Bureau
Policy Division
202-418-7151

Mikelle Morra

From: Pinto, Greg [Greg.Pinto@dhs.gov]
Sent: Thursday, February 07, 2008 4:46 PM
To: Mikelle Morra; Pinto, Greg; Daman, Alex
Cc: Ongman, Joanne; George Li; David Krech; Susan OConnell
Subject: Re: FCC application status for the week of February 4, 2008

DHS has no comment on this application.

----- Original Message -----
From: Mikelle Morra <Mikelle.Morra@fcc.gov>
To: Pinto, Greg <Greg.Pinto@dhs.gov>; Daman, Alex <Alex.Daman@dhs.gov>
Cc: Ongman, Joanne; George Li <George.Li@fcc.gov>; David Krech <David.Krech@fcc.gov>; Susan OConnell <Susan.O'Connell@fcc.gov>
Sent: Thu Feb 07 16:11:35 2008
Subject: FW: FCC application status for the week of February 4, 2008

Greg & Alex,
See Joanne's email below. DHS has NOT cleared on this application. Can you please advise me on the status of the below application?

Thanks!

From: Ongman, Joanne [mailto:Joanne.Ongman@usdoj.gov]
Sent: Thursday, February 07, 2008 12:31 PM
To: George Li; Susan OConnell; Mikelle Morra; Joann Ekblad; David Krech
Cc: James Ball
Subject: FCC application status for the week of February 4, 2008

Good Afternoon,

Please be advised that DOJ and FBI have NO COMMENT on the following application:

NTS Communications, Inc./Xfone, Inc. ITC-T/C-200711109-00456; WC Docket No. 07-272, DA 07-5005

I understand that DHS has previously cleared this matter.

Please let me know if you have any questions.

Thank you.

Joanne

Mikelle Morra

From: Mikelle Morra
Sent: Thursday, February 14, 2008 12:49 PM
To: 'reg@regnumgroup.com'; 'sgarcia@onchannel-usa.com'; 'raul@rmtelcomlaw.com'; 'julioa@jitong.com'; 'thomani@metrixsolutions.net'; 'sjkim@kisanusa.com'; 'inowalsky@nbglaw.com'; 'Becky Heggelund'
Cc: George Li; David Krech; Susan OConnell; Joann Ekblad; James Ball; Veronica Garcia-Ulloa; Janeese Parker; Mikelle Morra; 'Daman, Alex'; 'Pinto, Greg'; 'Pifer, Jon D.'; 'Connors, John'; 'Daniels, Douglas K'; 'Daniels, Douglas'; 'Underriner, Jennifer'; 'TTelecom@usdoj.gov'; 'Thomas'; 'Ongman, Joanne'
Subject: FCC Section 214 Granted
Attachments: TEL01234.pdf

Onchannel Communications, Corp.
ITC-214-20071023-00433

Alo Communications & Services, LLC
ITC-214-20071111-00459

Metrix Solutions Inc.
ITC-214-20071121-00471

E&F Telecom, Inc.
ITC-214-20071204-00484

Xfone, Inc.
ITC-T/C-20071109-00456

The above listed applications have been granted by Public Notice released February 14, 2008; Report No. TEL-01234, DA 08-364 (attached).

Thank you,

Mikelle Morra
Mikelle.Morra@fcc.gov
International Bureau/ Policy Division
202-418-7151

NOWALSKY, BRONSTON & GOTHARD

A Professional Limited Liability Company

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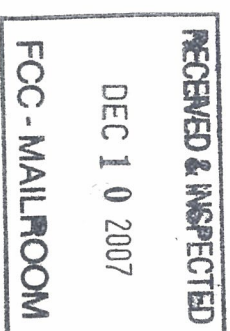
Edward P. Gothard

Metairie, Louisiana 70002

Telephone: (504) 832-1984

Facsimile: (504) 831-0892

December 7, 2007



Via Overnight Mail

RECEIVED

Marlene Dortch, Secretary
Federal Communications Commission

DEC 13 2007

9300 E. Hampton Drive
Capitol Heights, MD 20743

Policy Division
International Bureau

RE: **FTC-T/C-20071109-00456**
Xfone, Inc./NTS Communications Transfer of Control Application

Dear Secretary Dortch:

On behalf of Xfone, Inc. and NTS Communications, Inc., please find below answers to Staff's recent inquiry.

1. Please see outline below of Nissenson family ownership in excess of Guy Nissenson's 20% ownership.

There are five members of the Nissenson family who each own 20% of the equity of Cambeltown Business Limited. Their names and addresses are as follows:

Guy Nissenson - 3A Finchley Park, London, United Kingdom N129J5
Bilha, Tal, Niv and Haim Nissenson each of whom resides at 11 Tehuda
Hamacabi Street, Hertzliya 46762, Israel.

Their citizenship is Israeli. None of the individuals own any interest in a communications company other than that of Xfone.

2. Xfone, Inc. is publicly held, trades on the American Stock Exchange and its shares are widely held. Please note the shares of Xfone, Inc. also trade on the Tel Aviv Stock Exchange.
3. The common stock of Xfone, Inc. votes evenly on a share for share basis. There is no preferred stock which grants the holder any super voting right. Please note that Campeltown, Abraham Kienan (Xfon's chairman) and Guy Nissenson are

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parties to a Voting Agreement, whereby they all agree to vote their shares in a manner agreed to by all the parties and that in the event of a disagreement regarding the manner of voting, a party to the Voting Agreement will not vote any shares, unless all of the parties have settled the disagreement. In addition, shareholders owning approximately 10% of Xfone's outstanding common stock granted Mr. Kienan and Guy Nissenson with an irrevocable voting proxy.

4. The Stock Purchase Agreement was executed on August 22, 2007. The execution parties to the Stock Purchase Agreement are as follows:

Purchaser: Xfone, Inc.

Signed by: Guy Nissenson, President

Seller/Company: NTS Communications, Inc.

Signed by: Barbara Baldwin, President/CEO

Shareholders of the Company:

Signed by : Joseph D. Fail, President, representing 91.1% ownership of the issued and outstanding shares.

Additional shareholders who signed the Agreement:

Barbara A. Andrews

Kevin E. Buxkemper

David W. Cleveland

Jerry E. Hoover

Martha S. Hoover

Brad Worthington

Tracy Worthington

David Fate Moore Trust

Barbara Baldwin, Trustee

Shawn Troy Wallace Trust

Barbara Baldwin, Trustee

Dawn Lin Ambrose

Joyce Craft

Richard A. Crosswhite

Sandra V. Crosswhite

Larry J. Elliott

Mary C. Elliott

Frank R. Farrar

Polly C. Farrar

December 7, 2007

Nelson Fox
Deborah C. Fox
Jean C. Jones
Don McLeod
Ethel McLeod
Dry Creek Cattle Company, Ltd.
Polly Farrar
Mitch Elliott
Mike Elliott

5. Xfone's voting tracks equity.
6. No individual or company has defacto control of Xfone.

An additional copy of this letter has been enclosed to be date stamped and returned in the envelope provided as evidence of the filing.

Should you have any questions, please do not hesitate to contact me.

Sincerely,


Leon Nowalsky *LN*

LLN/rph