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TELEPHONE
(202) 429-8970
TELESCOPIER
(202) 293-7783

Streamlined ITC-TAO-19990511-00334
ZENEX LONG DISTANCE, INC.

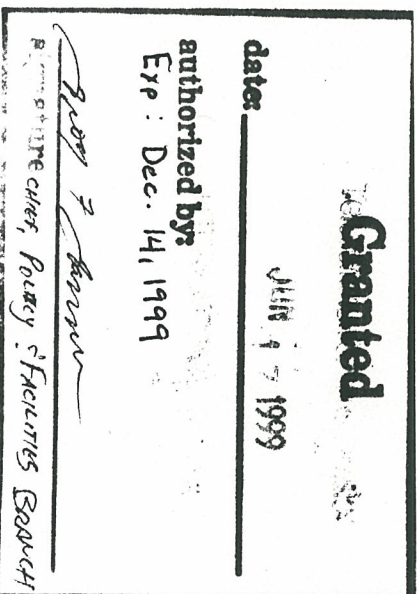
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PHILIP A. BONOMO
COLIN D. HORST

OF COUNSEL
MARLA R. WOLFE

WRITERS DIRECT DIAL
202-416-6751
WRITERS DIRECT FAX
202-429-4629
WRITERS E-MAIL
WJACOB@LSL-LAW.COM

VIA HAND DELIVERY



Ms. Magalie Roman Salas
Secretary
Federal Communications Commission
1919 M Street, N.W.
Washington, DC 20554

Re: **Request for Special Temporary Authority for the Transfer of Control
of Zenex Long Distance, Inc. to Prestige Investments, Inc.**

Dear Ms. Salas:

Zenex Long Distance, Inc. ("Zenex"), through counsel and pursuant to the Grant Stamp procedure for requests for Special Temporary Authority established by the FCC's International Bureau with regard to international applicants for authority pursuant to Section 214 of the Communications Act of 1934, as amended, (see Public Notice, Report No. IN 95-12 (June 6, 1995)), hereby requests Special Temporary Authority to transfer control of Zenex, holder of a Section 214 authorization to provide global resale services (see FCC File No. ITC-96-308), to Prestige Investments, Inc. ("Prestige"), pending grant of formal Commission approval of that transaction.

The Commission granted Zenex authority to provide global resale services on August 2, 1996. See Public Notice, DA-96-1221 (August 2, 1996). Zenex and Prestige are today filing an application for authority to transfer control of Zenex to Prestige (the "Application") (please see copy attached) by means of a stock purchase transaction. The Application raises no issues of foreign affiliation, and Zenex and Prestige therefore believe that it can and should be granted without delay.

LEVENTHAL, SENTER & LERMAN P.L.L.C.
Federal Communications Commission

May 11, 1999

Page -2 -

Should you have any questions regarding these matters, please contact the undersigned.

Respectfully yours,



Walter P. Jacob
Counsel for Zenex Long Distance, Inc.

Enclosures

cc: Troy Tanner, Esq.
Mr. C. Wayne Parks
Mr. Rick A. Naylor
Ms. Judith A. Riley

**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)
Zenex Long Distance, Inc., d/b/a Zenex Communications, Inc.

(3) TOTAL AMOUNT PAID (dollars and cents)

\$ 780.00

(4) STREET ADDRESS LINE NO. 1

c/o Leventhal, Senter & Lerman P.L.L.C.

(5) STREET ADDRESS LINE NO. 2

2000 K Street, NW, Suite 600

(6) CITY

Washington

(7) STATE

DC

(8) ZIP CODE

20006

(9) DAYTIME TELEPHONE NUMBER (include area code)

(202) 429-8970

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

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

SECTION B - APPLICANT INFORMATION

(11) APPLICANT NAME (if paying by credit card, enter name exactly as it appears on your card)

(12) STREET ADDRESS LINE NO. 1

(13) STREET ADDRESS LINE NO. 2

(14) CITY

(15) STATE

(16) ZIP CODE

(17) DAYTIME TELEPHONE NUMBER (include area code)

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

COMPLETE SECTION C FOR EACH SERVICE. IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEETS (FORM 159-C)

SECTION C - PAYMENT INFORMATION

(19A) FCC CALL SIGN/OTHER ID

(20A) PAYMENT TYPE CODE (PTC)

(21A) QUANTITY

(22A) FEE DUE FOR (PTC) IN BLOCK 20A

(23A) FCC CODE 1

C U T

1

780.00

(24A) FCC CODE 2

(19B) FCC CALL SIGN/OTHER ID

(20B) PAYMENT TYPE CODE (PTC)

(21B) QUANTITY

(22B) FEE DUE FOR (PTC) IN BLOCK 20B

(23B) FCC CODE 1

(24B) FCC CODE 2

(19C) FCC CALL SIGN/OTHER ID

(20C) PAYMENT TYPE CODE (PTC)

(21C) QUANTITY

(22C) FEE DUE FOR (PTC) IN BLOCK 20C

(23C) FCC CODE 1

(24C) FCC CODE 2

(19D) FCC CALL SIGN/OTHER ID

(20D) PAYMENT TYPE CODE (PTC)

(21D) QUANTITY

(22D) FEE DUE FOR (PTC) IN BLOCK 20D

(23D) FCC CODE 1

(24D) FCC CODE 2

SECTION D - TAXPAYER INFORMATION (REQUIRED)

(25) PAYER TIN

0 7 3 1 4 4 1 5 8 9

(26) COMPLETE THIS BLOCK ONLY IF APPLICANT NAME IN B-11 IS DIFFERENT FROM PAYER NAME IN A-2
APPLICANT TIN

0

(27) CERTIFICATION STATEMENT

I, _____, (PRINT NAME) _____, Certify under penalty of perjury that the foregoing and supporting information are true and correct to the best of my knowledge, information and belief. SIGNATURE _____

(29) MASTERCARD/VISA ACCOUNT NUMBER

MASTERCARD

EXPIRATION DATE:

MONTH YEAR

VISA

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

AUTHORIZED SIGNATURE

DATE

SEE PUBLIC BURDEN ESTIMATE ON REVERSE

FCC FORM 159 JULY 1997 (REVISED)

ZENIX COMMUNICATIONS, INC.

OPERATING ACCOUNT
3705 W. MEMORIAL ROAD - SUITE 101Z
OKLAHOMA CITY, OK 73134

BANCHEIRST
101 N. BROADWAY
OKLAHOMA CITY, OK 73102

39-363/1030

00001216

1216

AV ***** SEVEN HUNDRED EIGHTY & 00/100 DOLLARS

THE
ORDER

FED COMMUNICATIONS COMM
3 MELLON BANK CTR 27TH FL
525 WILLIAM PENN WAY
PITTSBURG PENN 15259-0001

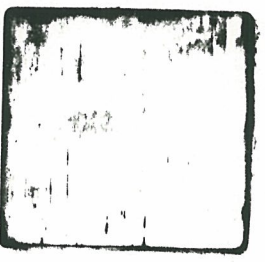
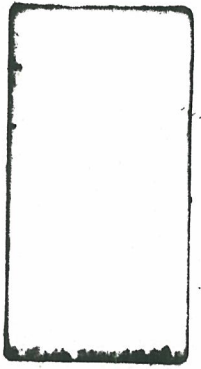
DATE 04/27/99 ***** AMOUNT \$780.00

R. Wayne Packer
Quidich A. Rig

2 SIGNATURES REQUIRED

THE REVERSE SIDE OF THIS DOCUMENT INCLUDES AN ARTIFICIAL WATERMARK - HOLD AT AN ANGLE TO VIEW

⑈001216⑈ ⑆103003632⑆ ⑈0400526646⑈



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2000 K STREET, N.W.
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May 11, 1999

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1919 M Street, N.W.
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Re: **Request for Special Temporary Authority for the Transfer of Control
of Zenex Long Distance, Inc. to Prestige Investments, Inc.**

Dear Ms. Salas:

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The Commission granted Zenex authority to provide global resale services on August 2, 1996. See Public Notice, DA-96-1221 (August 2, 1996). Zenex and Prestige are today filing an application for authority to transfer control of Zenex to Prestige (the "Application") (please see copy attached) by means of a stock purchase transaction. The Application raises no issues of foreign affiliation, and Zenex and Prestige therefore believe that it can and should be granted without delay.

LEVENTHAL, SENTER & LERMAN PLLC.

Ms. Magalie Roman Salas

May 11, 1999

Page -2 -

By the instant Request, Zenex seeks Special Temporary Authority to transfer control of its Section 214 authorization to Prestige pending Commission action on the Application so as to enable the parties to attain the anticipated economic and marketing efficiencies resulting from their proposed transaction at the earliest possible time. As Zenex cannot know with certainty the length of time that the Commission will require to rule on the Application, it requests that the Special Temporary Authority that it seeks be granted for the maximum allowable time, i.e., 180 days.

Should you have any questions regarding this matter, please contact the undersigned.

Respectfully yours,



Walter P. Jacob
Counsel to Zenex Long Distance, Inc.

Enclosure

cc: Troy Tanner, Esq.
Mr. C. Wayne Parks
Mr. Rick A. Naylor
Ms. Judith A. Riley

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PAGE NO. 1 OF 1

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APPLICANT TIN

0

(27) CERTIFICATION STATEMENT

SECTION E - CERTIFICATION

I, _____, (PRINT NAME) _____, Certify under penalty of perjury that the foregoing and supporting information

are true and correct to the best of my knowledge, information and belief. SIGNATURE _____

SECTION F - CREDIT CARD PAYMENT INFORMATION

(28) MASTERCARD

MASTERCARD/VISA ACCOUNT NUMBER

EXPIRATION DATE

MONTH YEAR

VISA

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

AUTHORIZED SIGNATURE

DATE

SEE PUBLIC BURDEN ESTIMATE ON REVERSE

FCC FORM 159 JULY 1997 (REVISED)

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ZENEX COMMUNICATIONS, INC.
OPERATING ACCOUNT
3705 W. MEMORIAL ROAD - SUITE 101Z
OKLAHOMA CITY, OK 73134

BANCFIRST
101 N. BROADWAY
OKLAHOMA CITY, OK 73102

1214

00001214

39-363/1030

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OF

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525 WILLIAM PENN WAY
PITTSBURG PENN 15259-0001

DATE 04/27/99 AMOUNT *****\$780.00

C. Wayne Parks
Judith A. Rig

2 SIGNATURES REQUIRED

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OF COUNSEL
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WRITER'S DIRECT DIAL
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WRITER'S DIRECT FAX
202-429-4629
WRITER'S E-MAIL
WJACOB@LSL-LAW.COM

VIA COURIER

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

Re: **Joint Application for Authority to Transfer Control of Zenex Long
Distance, Inc. to Prestige Investments, Inc.**

Dear Sir or Madam:

Enclosed herewith please find an original and five copies of the above-referenced application of Zenex Long Distance, Inc. and Prestige Investments, Inc. (the "Application"), pursuant to Section 214 of the Communications Act of 1934, as amended, and Section 63.18 of the Commission's rules, 47 C.F.R. § 63.18.

Also enclosed are a completed FCC Form 159 and a check for \$780.00, made payable to the FCC, to cover the requisite filing fee. In addition, enclosed please find a marked "Return Copy" of the Application. Please date-stamp this "Return Copy" and give it to the courier delivering this package.

LEVENTHAL, SENTER & LERMAN P.L.L.C.
Federal Communications Commission

May 11, 1999

Page -2 -

Should you have any questions regarding these matters, please contact the undersigned.

Respectfully yours,



Walter P. Jacob
Counsel for Zenex Long Distance, Inc.

Enclosures

cc: Troy Tanner, Esq.
Mr. C. Wayne Parks
Mr. Rick A. Naylor
Ms. Judith A. Riley

BEFORE THE

Federal Communications Commission

WASHINGTON, D.C. 20554

In the Matter of

ZENEX LONG DISTANCE, INC.

Transferor,

and

PRESTIGE INVESTMENTS, INC.

Transferee

Application for Authority Pursuant to
Section 214 of the Communications Act
of 1934, as Amended, to Transfer Control
of an Authorized International Carrier

File No. _____

JOINT APPLICATION FOR CONSENT TO TRANSFER CONTROL

Zenex Long Distance, Inc. (d/b/a Zenex Communications, Inc.) ("Zenex" or "Transferor") and Prestige Investments, Inc. ("Prestige" or "Transferee"), through counsel, hereby request authority 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, for the transfer of control of Zenex to Prestige. Zenex and Prestige also hereby request that the instant Application be processed in accordance with the streamlined processing procedures set forth in Section 63.12 of the Commission's rules, 47 C.F.R. § 63.12.

Zenex currently holds an authorization to resell the international message communications services of other common carriers between the United States and various international points.¹

¹ See Public Notice, DA 96-1221, Report No. 1-8193, File No. ITC-96-308

(continued...)

Approval of the proposed transfer will allow Zenex to receive significant infusions of capital that will enable it to continue to provide high quality, low cost services to its customers and compete more effectively in the prepaid calling card market. Accordingly, grant of the instant application will comport with the public interest, convenience and necessity.

In support of this application, Zenex and Prestige submit the following information:

I. THE PARTIES

Zenex is a privately held Oklahoma corporation with principal offices located at 3705 W. Memorial, Suite 101-A, Oklahoma City, Oklahoma 73134. Zenex holds a Section 214 authorization to resell the international message communications services of other common carriers between the United States and various international points. Zenex also has operated as a nondominant domestic resale carrier and is authorized to provide intrastate interexchange telecommunications services in 49 U.S. states.

Prestige is an Oklahoma Corporation with its principal offices located at 821 S. W. 66th, Oklahoma City, Oklahoma 73139. Prestige is wholly owned by Rick A. Naylor, a resident of Oklahoma City, Oklahoma.

II. THE PROPOSED TRANSACTION

In the proposed transaction, the shareholders of Zenex will sell the issued and outstanding common stock of Zenex to Prestige, thus leaving Zenex as a wholly-owned subsidiary of Prestige. Each share of common stock of Zenex (other than the shares of dissenting shareholders) will be converted into the right to receive a cash payment as well as one or more additional amounts

¹(...continued)
(released August 2, 1996).

upon the generation of certain collected gross sales revenues by Zenex. The shares of dissenting shareholders who have not consented in writing to the acquisition and who have delivered to Zenex in a timely manner a written demand for appraisal of their shares in accordance with the procedures set forth in the Oklahoma General Corporation Act (18 O.S. 1991 § 1091) ("OGCA") will not be converted into cash at the same rate or on the same date as the stock of consenting shareholders, but such dissenting shareholders will be entitled to the payment of the appraised value of the shares in accordance with the OGCA provided that they do not fail to perfect, do not withdraw, and do not fail to comply with the provisions of the OGCA or otherwise lose, the right to appraisal and payment for their shares of common stock. In the event that a dissenting shareholder loses such right to appraisal and payment, the stock of the dissenting shareholder will automatically be converted into and represent the right to receive the cash payments to which other shareholders are entitled as described above.

Zenex will continue in existence under the laws of the State of Oklahoma after the completion of the transaction, and its Certificate of Incorporation and By-Laws in Oklahoma will remain in effect. Prestige will acquire the right to appoint all officers and directors of Zenex, although it is anticipated that the current President, certain other officers, and many employees of Zenex will continue to work for Zenex in their present respective capacities.

III. PUBLIC INTEREST CONSIDERATIONS

The proposed transaction will serve the public interest, convenience and necessity by enabling Zenex to continue to provide low-cost, high quality telecommunications services and expand its service offerings so as to enhance competition in the U.S. market for telecommunications services. In late 1998, Zenex redirected its focus towards the pre-paid calling

card segment of the long distance services industry. This redirection has resulted in the streamlining of the company and a substantial reduction in Zenex's operating expenses. These changes, coupled with the financial strength of Prestige, will provide Zenex with financial resources far in excess of those that have previously been available to it. Such additional resources will permit the expansion and enhanced competitiveness that Zenex anticipates.

The proposed transaction will not in any way disrupt service or cause inconvenience or confusion to the customers of Zenex. In fact, Zenex's customers will notice no immediate change in the high quality services that they already receive after the transaction is consummated. In short order, however, the capital infusion and efficiencies afforded to Zenex by the transaction will enable Zenex to provide even better and more extensive services to its customers.

Prestige is owned by Rick A. Naylor, who is the driving force behind a number of successful companies in the construction, concrete, real estate and telecommunications fields. Prestige's ownership of Zenex will allow Zenex to benefit not only from Prestige's financial resources, but from its valuable management expertise as well. With these resources at its disposal, Zenex believes that it can achieve significant growth in 1999.

The proposed transaction will also allow Zenex and Prestige to realize significant economic and marketing efficiencies in the provision of high-quality, low-cost telecommunications services and, as noted above, to compete more effectively in the competitive telecommunications marketplace. These efficiencies will serve the interests of U.S. ratepayers, in that they will promote vigorous competition among service providers and exert downward pressure on the cost of telecommunications services.

**IV. SPECIFIC INFORMATION SUBMITTED PURSUANT TO SECTION 63.18 OF
THE COMMISSION'S RULES**

Pursuant to Section 63.18(e)(5) of the Commission's rules, 47 C.F.R. § 63.18(e)(5),

Zenex and Prestige submit the following information:

- (a) The names, addresses and telephone numbers of the Transferor and Transferee are as follows:

Transferor:

Zenex Long Distance, Inc.
3705 W. Memorial, Suite 101-A
Oklahoma City, OK 73134
Tel: (405) 749-9999

Transferee:

Prestige Investments, Inc.
c/o The Naylor Companies
821 S.W. 66th Street
Oklahoma City, OK 73139
Tel: (405) 631-8200

- (b) The states of incorporation of the Transferor and Transferee are as follows:

Transferor, Zenex, is incorporated in the State of Oklahoma.

Transferee, Prestige, is incorporated in the State of Oklahoma.

- (c) Correspondence concerning the application is to be addressed to:

Mr. C. Wayne Parks
President, CEO and Chairman of the Board
Zenex Communications, Inc.
3705 West Memorial Road, Suite 101-A
Oklahoma City, OK 73134
Tel: (405) 749-9999
Fax: (405) 749-9929

Prestige Investments, Inc.
c/o The Naylor Companies
Attn: Ms. Debbie Morehead
821 S.W. 66th Street
Oklahoma City, OK 73139
Tel: (405) 631-8200
Fax: (405) 634-2126

With copies to:

Walter P. Jacob, Esq.
Leventhal, Senter & Lerman, P.L.L.C.
2000 K Street, N.W.
Suite 600
Washington, DC 20006-1809
Tel: (202) 429-8970
Fax: (202) 293-7783

Judith A. Riley
Telecom Professionals, Inc.
2912 Lakeside Drive, Suite 100
Oklahoma City, OK 73120
Tel: (405) 755-8177
Fax: (405) 755-8377

(d) Previous authority granted under Section 214 of the Act is as follows:

Transferor, Zenex, is authorized to operate as a nondominant international resale carrier pursuant to the Section 214 authority granted on August 2, 1996 (FCC File No. ITC-96-308).

Transferee, Prestige, holds no authorizations pursuant to Section 214 of the Act.

(e)(5) By this application, Zenex and Prestige seek authority for the transfer of control of Zenex, a nondominant carrier holding an international Section 214 authorization, to Prestige, an investment company.

(f) Not applicable.

(g) Not applicable.

(h) Prestige hereby certifies that it has no "affiliation" with any "foreign carrier," as those terms are defined in Section 63.18 of the Commission's rules. Prestige does not propose to resell the international facilities-based services of any U.S. carrier at this time.

In further support of the foregoing certification, Prestige hereby discloses that Prestige is wholly owned by Rick A. Naylor. Mr. Naylor is a U.S. citizen who owns and operates businesses in a variety of fields, as set forth above. His address is c/o Prestige Investments, Inc., 821 S.W. 66th, Oklahoma City, Oklahoma 73139. Mr. Naylor holds a 95 percent interest in Advantage Business Systems d/b/a the Alliance Group. The Alliance Group is a telecommunications systems integrator that is in the business of installing and maintaining telecommunications equipment. It consists of thirteen former Oklahoma telecommunications competitors, including companies that have been in business for between 10 and 20 years.

(i) Prestige hereby certifies that it 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 sufficient market power on the foreign end of the route to affect competition adversely in the U.S. market, and will not enter into such agreements in the future.

(j) See certifications attached to the instant Application.

(k) The instant Application qualifies for streamlined processing pursuant to Section 63.12 of the FCC's rules, 47 C.F.R. § 63.12, in that Prestige has no "affiliation"

with any "foreign carrier," as those terms are defined in Section 63.18 of the Commission's Rules, and also has no "affiliation" with any dominant U.S. carrier whose international switched or private line services Prestige seeks authority to resell. Prestige also does not seek authority to provide switched basic services over private lines to any country, and is not aware of any party intending to oppose formally the instant Application.

CONCLUSION

As demonstrated herein, grant of the instant Application would enhance competition in the U.S. market for telecommunications services and thereby serve the public interest, convenience and necessity.

Respectfully submitted,

ZENEX LONG DISTANCE, INC.

By: *C. Wayne Parks*
C. Wayne Parks
President, CEO and Chairman of the Board

PRESTIGE INVESTMENTS, INC.

By: *Rick A. Naylor*
Rick A. Naylor
President

DECLARATION

I, **C. Wayne Parks**, am President, Chief Executive Officer and Chairman of the Board of Zenex Long Distance, Inc. I have read the foregoing Application and hereby declare that, to the best of my knowledge and belief, all statements contained therein are true and correct.

Signed: *C. Wayne Parks*
C. Wayne Parks

Date: 5-11-99

DECLARATION

I, Rick A. Naylor, am President of Prestige Investments, Inc. I have read the foregoing Application and hereby declare that, to the best of my knowledge and belief, all statements contained therein are true and correct.

Signed: *Rick A Naylor*
Rick A. Naylor

Date: 1 8-7-99

ANTI-DRUG ABUSE ACT CERTIFICATION

The applicant certifies that, in the case of an individual applicant, he or she is not subject to a denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862, or, in the case of a non-individual applicant (e.g. corporation, partnership or other unincorporated association), no party to the application is subject to a denial of federal benefits pursuant to that section. For the definition of a "party" for these purposes, see 47 C.F.R. § 1.2002(b).

Yes

No


<p style="text-align: center;">Name of Applicant</p> <p>Rick A. Naylor</p>	<p style="text-align: center;">Signature</p> <p><i>Rick A Naylor</i></p>
<p style="text-align: center;">Date</p> <p>5-7-99</p>	<p style="text-align: center;">Title</p> <p>President Prestige Investments, Inc.</p>

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Yes

No

Name of Applicant	Signature
C. Wayne Parks Date 5-7-99	 President, CEO and Chairman of the Board Zenex Long Distance, Inc.