

KELLEY DRYE & WARREN LLP
A LIMITED LIABILITY PARTNERSHIP

1200 19TH STREET, N.W.

SUITE 500

WASHINGTON, D.C. 20036

(202) 955-9600

FACSIMILE
(202) 955-9792

DUPLICATE

NEW YORK, NY
LOS ANGELES, CA
CHICAGO, IL
STAMFORD, CT
PARIS/PANAY, NJ
BRUSSELS, BELGIUM
HONG KONG
AFFILIATE OFFICES
BANGKOK, THAILAND
JAKARTA, INDONESIA
MANILA, THE PHILIPPINES
MUMBAI, INDIA
TOKYO, JAPAN

April 3, 2000
FCC MEMPHIS

APR 03 2000

ITC-TAO-20000403-00184
ACTEL INTEGRATED COMMUNICATIONS, INC.

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

Ms. Magalie Roman Salas
Secretary
Federal Communications Commission
445 12th Street, SW
Washington, DC

Attn: Rebecca Arbogast
Breck Blalock
Justin Connor
International Bureau

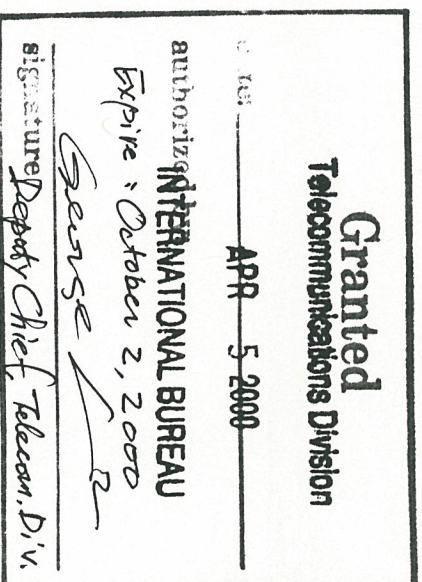
Re: Actel Integrated Communications, Inc.
Request for Special Temporary Authority under Section 214

Dear Ms. Salas:

On behalf of Actel Integrated Communications, Inc. ("Actel"), enclosed for filing with the Federal Communications Commission, please find an original and five copies of the above-referenced Request for Special Temporary Authority Under Section 214. Enclosed herein for this filing are the Form 159 Fee Remittance Sheet, a check in the amount of \$780.00 to cover the filing fee, and a duplicate copy of the filing. Please date-stamp the duplicate and return to the courier. Please note that a related Section 214 Application for Transfer of Control is being filed concurrently. If there are any questions regarding this filing, please contact me at (202) 887-1238. Thank you for your assistance with this matter.

Sincerely,
Winifred R. Brantl
Winifred R. Brantl

enclosures



KELLEY DRYE & WARREN LLP

A LIMITED LIABILITY PARTNERSHIP

1200 19TH STREET, N.W.

SUITE 500

WASHINGTON, D.C. 20036

FACSIMILE
(202) 955-9792

NEW YORK, NY

LOS ANGELES, CA

CHICAGO, IL

STAMFORD, CT

PARSIPPANY, NJ

BRUSSELS, BELGIUM

HONG KONG

AFFILIATE OFFICES

BANGKOK, THAILAND

JAKARTA, INDONESIA

MANILA, THE PHILIPPINES

MUMBAI, INDIA

TOKYO, JAPAN

April 4, 2000

RECEIVED
APR - 4 2000
FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY

REC-TRC-20000403-07184

Ms. Magalie Roman Salas
Secretary
Federal Communications Commission
445 12th Street, SW
Washington, DC

Attn: Justin Connor
International Bureau

Re: Actel Integrated Communications, Inc.
Request for Special Temporary Authority under Section 214

Dear Ms. Salas:

This letter is in reference to the request for Special Temporary Authority ("STA") that Actel Integrated Communications, Inc. ("Actel"), by its attorneys, filed on April 3, 2000, to consummate the transfer of control of Actel that is described in the Section 214 application also filed on that date. Actel recognizes that any grant of the STA request is without prejudice to future action on Actel's application for transfer of control.

Sincerely,

ACTEL INTEGRATED COMMUNICATIONS,
INC.

By: Joan M. Griffin
Joan M. Griffin
Its Attorney

KELLEY DRYE & WARREN LLP

A LIMITED LIABILITY PARTNERSHIP

1200 19TH STREET, N.W.

SUITE 500

WASHINGTON, D.C. 20036

FACSIMILE

(202) 955-9792

NEW YORK, NY

LOS ANGELES, CA

CHICAGO, IL

STAMFORD, CT

PARSIPPANY, NJ

(202) 955-9600

BRUSSELS, BELGIUM

HONG KONG

FOG/MELTON

APR 03 2000

April 3, 2000

AFFILIATE OFFICES

BANGKOK, THAILAND

JAKARTA, INDONESIA

MANILA, THE PHILIPPINES

MUMBAI, INDIA

TOKYO, JAPAN

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

Ms. Magalie Roman Salas
Secretary

Federal Communications Commission
445 12th Street, SW
Washington, DC

Attn: Rebecca Arbogast
Breck Blalock
Justin Connor
International Bureau

Re: Actel Integrated Communications, Inc.
Request for Special Temporary Authority under Section 214

Dear Ms. Salas:

On behalf of Actel Integrated Communications, Inc. ("Actel"), enclosed for filing with the Federal Communications Commission, please find an original and five copies of the above-referenced Request for Special Temporary Authority Under Section 214. Enclosed herein for this filing are the Form 159 Fee Remittance Sheet, a check in the amount of \$780.00 to cover the filing fee, and a duplicate copy of the filing. Please date-stamp the duplicate and return to the courier. Please note that a related Section 214 Application for Transfer of Control is being filed concurrently. If there are any questions regarding this filing, please contact me at (202) 887-1238. Thank you for your assistance with this matter.

Sincerely,

Winifred R. Brantl
Winifred R. Brantl

enclosures

DC01/BRANW/109227.1

KELLEY DRYE & WARREN LLP

A LIMITED LIABILITY PARTNERSHIP

1200 19TH STREET, N.W.

SUITE 500

WASHINGTON, D.C. 20036

FACSIMILE

(202) 955-9792

NEW YORK, NY

LOS ANGELES, CA

CHICAGO, IL

STAMFORD, CT

PARSIPPANY, NJ

(202) 955-9600

BRUSSELS, BELGIUM

HONG KONG

AFFILIATE OFFICES

BANGKOK, THAILAND

JAKARTA, INDONESIA

MANILA, THE PHILIPPINES

MUMBAI, INDIA

TOKYO, JAPAN

April 3, 2000

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

Ms. Magalie Roman Salas
Secretary

Federal Communications Commission
445 12th Street, SW
Washington, DC

Attn: Joanna Lowery
Breck Blalock
International Bureau

Re: Actel Integrated Communications, Inc.
Request for Special Temporary Authority under Section 214

Dear Ms. Salas:

Actel Integrated Communications, Inc. ("Actel"), by its attorneys and pursuant to Section 214 of the Communications Act of 1934, as amended, 47 U.S.C. § 214, and Section 63.25 of the Commission's Rules, 47 C.F.R. § 63.25, hereby requests Special Temporary Authority ("STA") to consummate the transfer of control of Actel as described in the attached application for transfer of control ("Application"). This Application is being filed with the Commission concurrent with the submission of this STA request. Actel respectfully requests that the Commission grant this request not later than April 4.

Actel is a competitive local exchange carrier that provides local, long distance, and Internet access services to approximately 2,000 small and medium-size business

customers in several second and third tier markets in the southeastern U.S. At present, Actel operates approximately 10,000 voice-grade equivalent lines. Actel's expansion plans focus on providing broadband services to small and medium-size business customers in underserved markets. Actel currently plans to expand into 22 additional markets in the southeastern U.S.

As discussed in the attached Application, Actel is preparing to enter into agreements with several new investors in order to raise funding. At closing, the new investors would collectively own 77.6 percent of the voting shares then outstanding, with the current shareholders retaining the remaining 22.4 percent. In the event that the new investors make additional investments as contemplated, the collective ownership interest of the new investors would increase to 86.88 percent. It is this transaction that necessitates Actel seeking transfer of control approval.

Grant of this STA request would serve the public interest, as it would enable Actel to close its funding agreements quickly (currently scheduled for April 5), and thus to obtain much-needed funds. Actel has an urgent need for additional funding to support its current operations as well as its expansion plans. Part of the funding received will support Actel's plans to install its own switches and thus to increase the reliability of the services it provides to its customers. Many of Actel's customers rely on Actel as their sole supplier of telecommunications services. Recently, a hospital to which Actel provides telecommunications services in Baton Rouge was cut off from all in-bound service due to errors that occurred in the resale provisioning process with the incumbent. The installation of Actel's own switches would help avoid such incidents in the future.

Actel notes that its delay in filing the attached Application is due in large measure to its misunderstanding of the Commission's rules regarding transfers of control. Actel has received local counsel's opinions covering the five states in which it is currently authorized that the proposed transaction would not require prior approval, as no new entity was obtaining positive control, and the Company would continue to operate as it had prior to the transaction under its existing state authorizations. Actel's international business is very small, currently constituting approximately \$5,000 per month. Company management simply did not appreciate that the FCC might have a different view of the transaction than the states. Moreover, the Company's analysis of the transaction and the pricing of the new shares was on a fully-diluted basis which would treat warrants and options which could be exercised as though they had been exercised. This is also the analytic method employed by the Securities and Exchange Commission in determining shareholder interests. On this basis, the initial 6.6 million shares being issued to the new investors were less than the existing fully diluted 7,057,492 common shares. Under this analysis, the new investors would have acquired more than 50% of the voting power only when they made additional investments. When advised by FCC regulatory counsel that the Commission normally only considers voting rights of issued and outstanding shares in assessing control questions, Actel immediately proceeded to prepare this filing.

Pursuant to Commission Rules, the original of this filing, along with the Form 159 Fee Remittance Sheet and a check in the amount of \$780.00 to cover the filing fee has been delivered to the Pittsburgh address listed above. Please contact one of the undersigned counsel if you need additional information. Thank you for your prompt attention to this matter.

Sincerely,

ACTEL INTEGRATED COMMUNICATIONS,
INC.

By: 

James Freeman
Joan M. Griffin
Winafred R. Brantl

Its Attorneys

READ INSTRUCTIONS CAREFULLY

BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE

APPROVED BY OMB

3060-0589

(1) LOCKBOX #

PAGE NO. _____ OF _____

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)

CELLEY DRYE & WARREN LLP

(3) TOTAL AMOUNT PAID (dollars and cents)

\$ 780.00

(4) STREET ADDRESS LINE NO. 1

1200 19th Street, N.W.

(5) STREET ADDRESS LINE NO. 2

Suite 500

(6) CITY

Washington

(7) STATE

DC

(8) ZIP CODE

20036

(9) DAYTIME TELEPHONE NUMBER (include area code)

202-955-9600

(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)

ACTEL Integrated Communications, Inc.

(12) STREET ADDRESS LINE NO. 1

1509 Government St., Suite 300

(13) STREET ADDRESS LINE NO. 2

(14) CITY
Mobile

(15) STATE
AL

(16) ZIP CODE
36604

(17) DAYTIME TELEPHONE NUMBER (include area code)

334-473-4858

(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)
C U T

(21A) QUANTITY
\$ 780.00

FCC USE ONLY

(23A) FCC CODE 1

(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
\$

FCC USE ONLY

(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
\$

FCC USE ONLY

(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
\$

FCC USE ONLY

(23D) FCC CODE 1

(24D) FCC CODE 2

SECTION D - TAXPAYER INFORMATION (REQUIRED)

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

(25) PAYER TIN

0 1 3 5 3 3 5 1 0 7

APPLICANT TIN

SECTION E - CERTIFICATION

(27) CERTIFICATION STATEMENT

I, Winfred Brantl

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

Winfred Brantl

(28) MASTERCARD

MASTERCARD/VISA ACCOUNT NUMBER:

SECTION F - CREDIT CARD PAYMENT INFORMATION

EXPIRATION DATE:

VISA

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

AUTHORIZED SIGNATURE

DATE

SEE PUBLIC BURDEN ESTIMATE ON REVERSE

FCC FORM 159 JULY 1997 (REVISED)

KELLEY DRYE & WARREN LLP
1200 19TH STREET, N.W.
WASHINGTON, DC 20036

FIRST UNION NATIONAL BANK
WASHINGTON, DC

68-122540 00480

006028

April 3, 2000

PAY
TO THE
ORDER OF

Federal Communications Commission

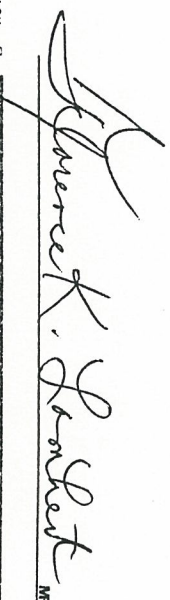
\$ 780.00

Seven Hundred Eighty And No/100-----

DOLLARS

MEMO Chg. 012667.0001 STA

SECURITY FEATURES INCLUDED. DETAILS ON THE BACK
⑈005028⑈ ⑆054001220⑆ 2000034690853⑈


Mr