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CHÉRIE R. KISER | 202-862-8950 | ckiser@cgrdc.com

June 2, 2008

Arizona Corporation Commission
Docket Control
1200 W. Washington Street
Phoenix, AZ 85007-2927

Arizona Corporation Commission
DOCKETED

JUN 03 2008



**Re: Docket Nos. T-20517A-07-0135 and T-04045A-07-0135,
Joint Application of STi Prepaid, LLC and Dialaround Enterprises Inc.
Response to Third Data Request**

Dear Sir or Madam:

STi Prepaid, LLC ("STi Prepaid"), by its attorneys, provides an original and fourteen (14) copies of its response to Staff's Third Data Request in the above-referenced docket. Please date stamp the enclosed copy of this response and return it in the self-addressed, postage pre-paid envelope. If you have any questions concerning this matter, please contact the undersigned.

Respectfully submitted,

Chérie R. Kiser

Counsel for STi Prepaid, LLC

Enclosures

cc: John Bostwick (via electronic mail)

RECEIVED
2008 JUN -3 1 P 2: 07
AZ CORP COMMISSION
DOCKET CONTROL

RESPONSE TO STAFF'S THIRD SET OF DATA REQUESTS TO
STi PREPAID, LLC
DOCKET NOS. T-20517A-07-0135 and T-04045A-07-0135

STi Prepaid, LLC ("STi Prepaid"), hereby responds to Staff's Third Set of Data Requests issued in the above-referenced dockets. STi Prepaid's responses to these Data Requests are based on the best information presently available. STi Prepaid reserves the right to amend, supplement, correct, or clarify any response provided herein if other or additional information is obtained. STi Prepaid has listed each interrogatory and response on the same sheet of paper, using a separate sheet for each interrogatory number, and has identified the respondent to each question. STi Prepaid's responses are as follows:

RECEIVED

2008 JUN -3 P 2:01

AZ CORP COMMISSION
DOCKET CONTROL

**RESPONSE TO STAFF'S THIRD SET OF DATA REQUESTS TO
STi PREPAID, LLC
DOCKET NOS. T-20517A-07-0135 and T-04045A-07-0135**

JFB 3-1. Please provide a copy of the legal notice of the Application to cancel telecommunications services in all counties affected by the Application. Counties affected are those counties where DEI is certificated to provide telecommunications services. Refer to Arizona Administrative Code ("A.A.C.") rule R14-2-1107.

STi Prepaid

Response: DEI did not publish a legal notice with respect to its request for cancellation of its license. The purpose of such a notice is to make sure consumers are aware that the telecommunications service to be cancelled will no longer be available. DEI, however, is not "canceling" the telecommunications services it currently provides. Rather, those services will be provided by STi Prepaid after consummation of the pending transaction. Publication of a notice indicating that DEI's telecommunications services are no longer being offered may confuse those consumers that currently utilize DEI's dial-around (10-10) services. Consumers will still be able to access the dial-around (10-10) services through the same access code after consummation of the transaction.

Respondent: Richard Rebetti
Chief Operating Officer, STi Prepaid, LLC
30-50 Whitestone Expressway, 4th Floor
Flushing, New York 11354-1995
718-358-5390 (telephone)
Richard.Rebetti@stiprepaid.com

RESPONSE TO STAFF'S THIRD SET OF DATA REQUESTS TO
STi PREPAID, LLC
DOCKET NOS. T-20517A-07-0135 and T-04045A-07-0135

JFB 1-3. Please provide on a monthly basis the average number of customers served by DEI in Arizona. If available, please provide on a monthly basis the average number of residential customers served by DEI in Arizona. If available, please provide on a monthly basis the average number of business customers served by DEI in Arizona.

**STi Prepaid
Response:**

This question is inapplicable to DEI's service offerings. DEI provides dial-around (10-10) services in Arizona. If a consumer wishes to bypass its presubscribed interexchange carrier, it may use a dial-around code to access a different long distance provider for a particular telephone call. A caller seeking to use DEI's long distance service would dial 101-6400 before dialing the telephone number to be called. DEI's dial-around service can be used by any person at any time from any location simply by dialing the specified access code prior to making a telephone call. Dialaround has no knowledge of the identity of the persons that utilize its dial-around services. The Federal Communications Commission has determined that dial-around service providers "do not have established business relationships" with the users of their services. *See Rules and Regulations Implementing Minimum Customer Account Record Exchange Obligations on All Local and Interexchange Carriers*, 19 FCC Rcd. 5688, ¶ 19 (2004). DEI cannot quantify the number of "customers" it serves in Arizona. For example, out of 50 dial-around calls made, there could be 50 consumers making 1 call each, 1 consumer making 50 calls, or any number in between.

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DOCKET NOS. T-20517A-07-0135 and T-04045A-07-0135**

JFB 3-3. Please indicate if there are any affiliates of DEI currently offering telecommunications services in Arizona. If yes, are the telecommunications services provided by DEI similar to those offered by the Applicant's affiliates?

STi Prepaid

Response: There are no affiliates of DEI currently offering telecommunications services in Arizona.

Respondent: Richard Rebetti
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Richard.Rebetti@stiprepaid.com

RESPONSE TO STAFF'S THIRD SET OF DATA REQUESTS TO
STi PREPAID, LLC
DOCKET NOS. T-20517A-07-0135 and T-04045A-07-0135

JFB 3-4. Please indicate the state(s) DEI currently operates in to provide telecommunications services to customers in Arizona.

STi Prepaid

Response: DEI does not own facilities in any state. DEI relies on the facilities of other certificated carriers to provide services to consumers in Arizona.

Respondent: Richard Rebetti
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RESPONSE TO STAFF'S THIRD SET OF DATA REQUESTS TO
STi PREPAID, LLC
DOCKET NOS. T-20517A-07-0135 and T-04045A-07-0135

JFB 3-5. Does DEI have any employees in Arizona? If so, please list the number of employees by type of category (i.e. management, technical, and customer service).

STi Prepaid

Response: DEI does not have any employees located in Arizona.

Respondent: Richard Rebetti
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718-358-5390 (telephone)
Richard.Rebetti@stiprepaid.com

**RESPONSE TO STAFF'S THIRD SET OF DATA REQUESTS TO
STi PREPAID, LLC
DOCKET NOS. T-20517A-07-0135 and T-04045A-07-0135**

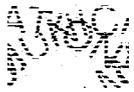
JFB 3-6. Please have DEI provide proof that it met the requirement of the Federal Communications Commission's ("FCC") rules for streamlined approval of the transfer of the customer base. Provide a copy of DEI's FCC Public Notice Streamlined Pleading Cycle Released.

STi Prepaid

Response: Based on DEI's representation that it could not identify the consumers utilizing its dial-around (10-10) services, the Federal Communications Commission ("FCC") did not require DEI to meet the FCC's rules pertaining to bulk transfer of customers (such as providing consumers with notice of the transfer). Attached as Exhibit 1 are copies of the FCC documents approving the transaction.

Respondent: Richard Rebetti
Chief Operating Officer, STi Prepaid, LLC
30-50 Whitestone Expressway, 4th Floor
Flushing, New York 11354-1995
718-358-5390 (telephone)
Richard.Rebetti@stiprepaid.com

Exhibit 1



PUBLIC NOTICE

Federal Communications Commission
445 12th Street, S.W.
Washington, D.C. 20554

News Media Information 202 / 418-0500
Fax-On-Demand 202 / 418-2830
TTY 202 / 418-2555
Internet: <http://www.fcc.gov>
<ftp.fcc.gov>

DA 07-551

Released: February 5, 2007

DOMESTIC SECTION 214 APPLICATION FILED FOR ACQUISITION OF CERTAIN ASSETS OF TELCO GROUP, INC. TO STI PREPAID, LLC

STREAMLINED PLEADING CYCLE ESTABLISHED

WC Docket No. 07-11

Comments Due: February 19, 2007

Reply Comments Due: February 26, 2007

On January 24, 2007, STi Prepaid, LLC ("STi Prepaid") and Telco Group, Inc. ("TGI") (collectively, the "Applicants"), filed an application, pursuant to section 63.04 of the Commission's rules,¹ requesting authority to assign certain of TGI's assets and liabilities, including TGI's blanket domestic authorizations, to STi Prepaid.²

Applicants assert that this transaction is entitled to presumptive streamlined treatment under section 63.03(b)(2)(i) of the Commission's rules because the proposed transaction will result in (1) STi Prepaid having a market share in the interstate interexchange market of less than ten percent (10%); (2) STi Prepaid providing competitive telephone exchange services or exchange access services (if at all) exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the transaction; and (3) neither the Applicants nor any of their affiliates are regulated as dominant with respect to any service.³

TGI, a privately held Delaware corporation, provides interstate telecommunications services to prepaid calling card customers throughout the U.S. Samer Tawfik, a U.S. citizen, is the sole owner of TGI.

STi Prepaid, a Delaware limited liability company, is a newly formed entity that will hold domestic authorizations to provide telecommunications services previously held by TGI. Applicants state that STi Prepaid does not provide telecommunications services at this time. BEI Prepaid, LLC, a Delaware limited

¹ 47 C.F.R. §§ 63.03, 63.04; *see* 47 U.S.C. § 214.

² Applicants filed supplements to the application on January 25, 2007 and January 31, 2007. Applicants are also filing applications for transfer of control associated with authorization for international services. Any action on this domestic 214 application is without prejudice to Commission action on other related, pending applications.

³ 47 C.F.R. § 63.03(b)(2)(i).

liability company that operates as a telecommunications holdings company, will own a 75 percent interest in STiPrepaid after consummation of the proposed transaction. David Larsen, a U.S. citizen, holds a 10 percent non-voting membership interest in BEI Prepaid, LLC. BEI Prepaid Holdings, LLC, a Delaware holding company whose principal business is telecommunications holdings, owns a 90 percent membership interest and a 100 percent voting interest in BEI Prepaid, LLC. BEI Prepaid Holdings, LLC is a wholly-owned subsidiary of Baldwin Enterprises Inc., a Colorado corporation whose principal business is investment. Baldwin Enterprises Inc. is a wholly-owned subsidiary of Phlcorp, Inc., a Pennsylvania corporation whose principal business is investment holdings. Phlcorp, Inc. is a wholly-owned subsidiary of Leucadia National Corporation ("Leucadia"), a publicly-traded New York corporation whose principal business is investment. Ian Cumming and Joseph Steinberg, both U.S. citizens, each hold a 13 percent interest in Leucadia. Applicants state that none of these 10 percent or greater direct or indirect owners of STi Prepaid hold interests in telecommunications-related entities.⁴ Applicants further state that no other person or entity owns a 10 percent or greater direct or indirect ownership interest in STi Prepaid.

Pursuant to a January 23, 2007 Asset Purchase and Contribution Agreement ("Agreement"), TGI and certain of its affiliates (collectively, "Sellers") and STi Prepaid and certain of its affiliates agreed to transfer all or substantially all of TGI's assets and liabilities to STi Prepaid, including the authorizations held by TGI to provide domestic and international telecommunications services. Pursuant to the terms of the Agreement,⁵ STi Prepaid will purchase 75 percent of the assets and assume 75 percent of the liabilities of the Sellers. The remaining 25 percent of STi Prepaid will be held by Samer Tawfik through a new limited liability company, ST Finance, LLC ("ST Finance"), a Delaware limited liability company that will be formed at or prior to the consummation of the Transaction. Samer Tawfik will hold 100 percent of the membership interests in ST Finance indirectly through seven holding companies, all of which are Delaware entities: TGI, STi Phonecard Inc., Dialaround Enterprises Inc. ("DEI"), STi Mobile Inc., Phonecard Enterprises Inc., VOIP Enterprises Inc. ("VEI"), and STi PCS, LLC.⁶ Samer Tawfik will capitalize ST Finance by contributing the remaining 25 percent of Sellers' assets and liabilities to ST Finance (other than assets and liabilities excluded from the transaction pursuant to the Agreement). ST Finance will then contribute the 25 percent share of the assets and liabilities it received from Samer Tawfik and Sellers to STi Prepaid in exchange for ST Finance holding a 25 percent membership interest in STi Prepaid.

⁴ Applicants state that STi Prepaid, through Leucadia, is affiliated with Antilles Crossing, L.P. and Antilles Crossing (St. Lucia) Limited, which are cable systems located in Barbados and St. Lucia, respectively.

⁵ As part of the transaction, the assets of certain other entities owned by Samer Tawfik that are organized under the laws of the Dominican Republic also will be transferred to newly formed subsidiaries of STi Prepaid ("Other Entities"). Applicants state that the Other Entities are organized under the laws of the Dominican Republic and hold no U.S. state or federal telecommunications licenses.

⁶ Applicants state that DEI is authorized to provide interstate, international, and intrastate interexchange services in all states except Alaska, Delaware, and Tennessee. VEI currently provides international services. The operations of TGI, DEI, and VEI are being combined into one entity, STi Prepaid. Applicants further state that, once the proposed transfer of TGI's assets, including its telecommunications authorizations, to STi Prepaid is consummated, STi Prepaid will have the requisite authority to provide domestic and international interexchange services, and will not require the authorizations held by DEI and VEI. Thus, after consummation of the proposed transaction, Applicants state that DEI and VEI will make the necessary filings to discontinue and surrender their existing authorizations consistent with the Commission's rules.

Applicants assert that the assignment of TGI's assets to STi Prepaid will benefit consumers by ensuring a wide range of telecommunications choices in the prepaid calling card market. They further state that the combination of existing technical experience at TGI and the financial backing of Leucadia will enhance STi Prepaid's ability to efficiently provide and expand its services.

GENERAL INFORMATION

The transfer of assets identified herein has been found, upon initial review, to be acceptable for filing as a streamlined application. The Commission reserves the right to return any transfer of control application if, upon further examination, it is determined to be defective and not in conformance with the Commission's rules and policies. Pursuant to sections 1.415 and 1.419 of the Commission's rules, 47 CFR §§ 1.415, 1.419, interested parties may file **comments on or before February 19, 2007 and reply comments on or before February 26, 2007.**⁷ Unless otherwise notified by the Commission, Applicants are permitted to transfer the assets and related control on the 31st day after the date of this notice.⁸ Comments may be filed using: (1) the Commission's Electronic Comment Filing System (ECFS), (2) the Federal Government's eRulemaking Portal, or (3) by filing paper copies. See *Electronic Filing of Documents in Rulemaking Proceedings*, 63 FR 24121 (1998).

- **Electronic Filers:** Comments may be filed electronically using the Internet by accessing the ECFS: <http://www.fcc.gov/cgb/ecfs/> or the Federal eRulemaking Portal: <http://www.regulations.gov>. Filers should follow the instructions provided on the website for submitting comments.
- **For ECFS filers,** if multiple docket or rulemaking numbers appear in the caption of this proceeding, filers must transmit one electronic copy of the comments for each docket or rulemaking number referenced in the caption. In completing the transmittal screen, filers should include their full name, U.S. Postal Service mailing address, and the applicable docket or rulemaking number. Parties may also submit an electronic comment by Internet e-mail. To get filing instructions, filers should send an e-mail to ecfs@fcc.gov, and include the following words in the body of the message, "get form." A sample form and directions will be sent in response.
- **Paper Filers:** Parties who choose to file by paper must file an original and four copies of each filing. If more than one docket or rulemaking number appears in the caption of this proceeding, filers must submit two additional copies for each additional docket or rulemaking number.

Filings can be sent by hand or messenger delivery, by commercial overnight courier, or by first-class or overnight U.S. Postal Service mail (although we continue to experience delays in receiving U.S. Postal Service mail). All filings must be addressed to the Commission's Secretary, Office of the Secretary, Federal Communications Commission.

The Commission's contractor will receive hand-delivered or messenger-delivered paper filings for the Commission's Secretary at 236 Massachusetts Avenue, N.E., Suite 110, Washington, D.C. 20002. The filing hours at this location are 8:00 a.m. to 7:00 p.m. All hand deliveries must be held together with

⁷ See 47 C.F.R. § 63.03(a).

⁸ Such authorization is conditioned upon receipt of any other necessary approvals from the Commission in connection with the proposed transaction.

rubber bands or fasteners. Any envelopes must be disposed of before entering the building. Commercial overnight mail (other than U.S. Postal Service Express Mail and Priority Mail) must be sent to 9300 East Hampton Drive, Capitol Heights, MD 20743. U.S. Postal Service first-class, Express, and Priority mail should be addressed to 445 12th Street, S.W., Washington D.C. 20554.

People with Disabilities: To request materials in accessible formats for people with disabilities (braille, large print, electronic files, audio format), send an e-mail to fcc504@fcc.gov or call the Consumer & Governmental Affairs Bureau at 202-418-0530 (voice), 202-418-0432 (tty).

You may submit comments, identified by the above noted docket number, by any of the following methods:

- Federal eRulemaking Portal: <http://www.regulations.gov>. Follow the instructions for submitting comments.
- Federal Communications Commission's Web Site: <http://www.fcc.gov/cgb/ecfs/>. Follow the instructions for submitting comments.
- People with Disabilities: Contact the FCC to request reasonable accommodations (accessible format documents, sign language interpreters, CART, etc.) by e-mail: FCC504@fcc.gov or phone: 202-418-0530 or TTY: 202-418-0432.

In addition, one copy of each pleading must be sent to each of the following:

- (1) The Commission's duplicating contractor, Best Copy and Printing, Inc., 445 12th Street, S.W., Room CY-B402, Washington, D.C. 20554, www.bcpweb.com; phone: (202) 488-5300 fax: (202) 488-5563;
- (2) Tracey Wilson, Competition Policy Division, Wireline Competition Bureau, 445 12th Street, S.W., Room 5-A103, Washington, D.C. 20554; email: tracey.wilson-parker@fcc.gov;
- (3) Jodie May, Competition Policy Division, Wireline Competition Bureau, 445 12th Street, S.W., Room 5-C234, Washington, D.C. 20554; e-mail: jodie.may@fcc.gov;
- (4) Susan O'Connell, Policy Division, International Bureau, 445 12th Street, S.W., Room 7-B544, Washington, D.C. 20554; email: susan.o'connell@fcc.gov; and
- (5) James Bird, Office of General Counsel, 445 12th Street, S.W., Room 8-C824, Washington, D.C. 20554; e-mail: jim.bird@fcc.gov.

Filings and comments are also available for public inspection and copying during regular business hours at the FCC Reference Information Center, Portals II, 445 12th Street, S.W., Room CY-A257, Washington, D.C. 20554. They may also be purchased from the Commission's duplicating contractor, Best Copy and Printing, Inc., Portals II, 445 12th Street, S.W., Room CYB402, Washington, D.C. 20554, telephone: (202) 488-5300, fax: (202) 488-5563, or via e-mail www.bcpweb.com.

For further information, please contact Tracey Wilson-Parker at (202) 418-1394, or Jodie May at (202) 418-0913.

- FCC -



PUBLIC NOTICE

Federal Communications Commission
445 12th St., S.W.
Washington, D.C. 20554

News Media Information 202 / 418-0500
Internet: <http://www.fcc.gov>
TTY: 1-888-835-5322

DA 07-1082
March 8, 2007

NOTICE OF DOMESTIC SECTION 214 AUTHORIZATION GRANTED

WC Docket Nos. 07-11

The application listed in this notice has been granted pursuant to the Commission's streamlined procedures for domestic section 214 transfer of control applications, 47 C.F.R. § 63.03. The Wireline Competition Bureau has determined that grant of this application serves the public interest.¹ For purposes of computation of time for filing a petition for reconsideration or application for review, or for judicial review of the Commission's decision, the date of "public notice" shall be the release date of this notice.²

1. Domestic Section 214 Application Filed for Acquisition of Certain Assets of Telco Group, Inc., to STI Prepaid, LLC, WC Docket No. 07-11, DA 07-551 (rel. Feb. 5, 2007).

Effective Grant Date: March 8, 2007

For further information, please contact Tracey Wilson-Parker at 202-418-1394, or Jodie May at 202-418-0913, Competition Policy Division, Wireline Competition Bureau.

– FCC –

¹ *Implementation of Further Streamlining Measures for Domestic Section 214 Authorizations*, Report and Order, 17 FCC Rcd 5517, 5529, para. 22 (2002).

² *Id.*; see 47 C.F.R. § 1.4 (Computation of time).



PUBLIC NOTICE

FEDERAL COMMUNICATIONS COMMISSION
445 12th STREET S.W.
WASHINGTON D.C. 20554

News media information 202-418-0500
Fax-On-Demand 202-418-2830; Internet: <http://www.fcc.gov> (or <ftp.fcc.gov>)
TTY (202) 418-2555

DA No. 07-1085

Report No. TEL-01122

Thursday March 8, 2007

INTERNATIONAL AUTHORIZATIONS GRANTED

Section 214 Applications (47 C.F.R. § 63.18); Section 310(b)(4) Requests

The following applications have been granted pursuant to the Commission's streamlined processing procedures set forth in Section 63.12 of the Commission's rules, 47 C.F.R. § 63.12, other provisions of the Commission's rules, or procedures set forth in an earlier public notice listing applications accepted for filing.

Unless otherwise noted, these grants authorize the applicants (1) to become a facilities-based international common carrier subject to 47 C.F.R. § 63.22; and/or (2) to become a resale-based international common carrier subject to 47 C.F.R. § 63.23; or (3) to exceed the 25 percent foreign ownership benchmark applicable to common carrier radio licensees under 47 U.S.C. § 310(b)(4).

THIS PUBLIC NOTICE SERVES AS EACH NEWLY AUTHORIZED CARRIER'S SECTION 214 CERTIFICATE. It contains general and specific conditions, which are set forth below. Newly authorized carriers should carefully review the terms and conditions of their authorizations. Failure to comply with general or specific conditions of an authorization, or with other relevant Commission rules and policies, could result in fines and forfeitures.

An updated version of Sections 63.09-.25 of the rules, and other related sections, is available at <http://www.fcc.gov/ib/pd/pf/telecomrules.html>.

ITC-214-20061006-00456 E webfonepartners.net
International Telecommunications Certificate
Service(s): Global or Limited Global Facilities-Based Service, Global or Limited Global Resale Service
Grant of Authority Date of Action: 03/06/2007

Application for authority to provide facilities-based service in accordance with Section 63.18(e)(1) of the rules, and also to provide service in accordance with Section 63.18(e)(2) of the rules.

ITC-214-20061213-00551 E Bridges Global Access Telecomms Limited
International Telecommunications Certificate
Service(s): Global or Limited Global Facilities-Based Service, Global or Limited Global Resale Service
Grant of Authority Date of Action: 03/06/2007

Application for authority to provide facilities-based service in accordance with Section 63.18(e)(1) of the rules, and also to provide service in accordance with Section 63.18(e)(2) of the rules.

ITC-ASG-20070124-00033 E

STi Prepaid, LLC

Assignment

Grant of Authority

Date of Action: 03/02/2007

Current Licensee: Telco Group, Inc.

FROM: Telco Group, Inc.

TO: STi Prepaid, LLC

Application for consent to assign international section 214 authorization, ITC-214-20010220-00085, held by Telco Group, Inc. (TGI), to STi Prepaid, LLC (STi Prepaid). Pursuant to an Asset Purchase and Contribution Agreement executed on January 23, 2007, STi Prepaid will purchase certain assets and liabilities from TGI and its affiliates, including TGI's international section 214 authorization. Upon closing, STi Prepaid, which does not presently hold any international section 214 authorization, will provide international service pursuant to the section 214 authorization ITC-214-20010220-00085 and TGI will no longer offer international services.

BEI Prepaid, LLC (BEI Prepaid) and ST Finance will hold 75% and 25% direct interests in STi Prepaid, respectively. David Larson holds 10% non-voting membership interest in BEI Prepaid, and BEI Prepaid Holdings, LLC (BEI Prepaid Holdings), holds 90% membership interest and 100% voting interest in BEI Prepaid. BEI Prepaid Holdings is a wholly-owned subsidiary of Baldwin Enterprises, Inc. (Baldwin). Baldwin is wholly owned by Phicorp, Inc., a wholly-owned subsidiary of Leucadia National Corporation, a publicly-traded corporation. Ian Cumming and Joseph Steinberg each hold 13% ownership interests in Leucadia. Samer Tawfik will hold 100% interest in ST Finance through seven holding companies. No other person or entity will hold a 10 percent or greater ownership interest in STi Prepaid. This authorization is without prejudice to the Commission's action on any other related pending application(s).

ITC-ASG-20070208-00063 E

STi Prepaid, LLC

Assignment

Grant of Authority

Date of Action: 03/02/2007

Current Licensee: Dialaround Enterprises Inc.

FROM: Dialaround Enterprises Inc.

TO: STi Prepaid, LLC

Application for consent to assign international section 214 authorization, ITC-214-20010618-00348, held by Dialaround Enterprises Inc. (DEI), to STi Prepaid, LLC (STi Prepaid). Pursuant to an Asset Purchase and Contribution Agreement executed on January 23, 2007, STi Prepaid will purchase certain assets and liabilities from DEI and its affiliates, including DEI's international section 214 authorization. Upon closing, STi Prepaid, which does not presently hold any international section 214 authorization, will provide international service pursuant to the section 214 authorization ITC-214-20010220-00085 (see ITC-ASG-20070124-00033) and DEI will no longer offer international services.

BEI Prepaid, LLC (BEI Prepaid) and ST Finance will hold 75% and 25% direct interests in STi Prepaid, respectively. David Larson holds 10% non-voting membership interest in BEI Prepaid, and BEI Prepaid Holdings, LLC (BEI Prepaid Holdings), holds 90% membership interest and 100% voting interest in BEI Prepaid. BEI Prepaid Holdings is a wholly-owned subsidiary of Baldwin Enterprises, Inc. (Baldwin). Baldwin is wholly owned by Phicorp, Inc., a wholly-owned subsidiary of Leucadia National Corporation, a publicly-traded corporation. Ian Cumming and Joseph Steinberg each hold 13% ownership interests in Leucadia. Samer Tawfik will hold 100% interest in ST Finance through seven holding companies. No other person or entity will hold a 10 percent or greater ownership interest in STi Prepaid. This authorization is without prejudice to the Commission's action on any other related pending application(s).

ITC-ASG-20070208-00064 E
Assignment
Grant of Authority

STi Prepaid, LLC

Date of Action: 03/02/2007

Current Licensee: VOIP Enterprises Inc.

FROM: VOIP Enterprises Inc.

TO: STi Prepaid, LLC

Application for consent to assign international section 214 authorization, ITC-214-20020531-00293, held by VOIP Enterprises Inc. (VEI), to STi Prepaid, LLC (STi Prepaid). Pursuant to an Asset Purchase and Contribution Agreement executed on January 23, 2007, STi Prepaid will purchase certain assets and liabilities from VEI and its affiliates, including VEI's international section 214 authorization. Upon closing, STi Prepaid, which does not presently hold any international section 214 authorization, will provide international service pursuant to the section 214 authorization ITC-214-20010220-00085 (see ITC-ASG-20070124-00033) and VEI will no longer offer international services.

BEI Prepaid, LLC (BEI Prepaid) and ST Finance will hold 75% and 25% direct interests in STi Prepaid, respectively. David Larson holds 10% non-voting membership interest in BEI Prepaid, and BEI Prepaid Holdings, LLC (BEI Prepaid Holdings), holds 90% membership interest and 100% voting interest in BEI Prepaid. BEI Prepaid Holdings is a wholly-owned subsidiary of Baldwin Enterprises, Inc. (Baldwin). Baldwin is wholly owned by Phicorp, Inc., a wholly-owned subsidiary of Leucadia National Corporation, a publicly-traded corporation. Ian Cumming and Joseph Steinberg each hold 13% ownership interests in Leucadia. Samer Tawfik will hold 100% interest in ST Finance through seven holding companies. No other person or entity will hold a 10 percent or greater ownership interest in STi Prepaid. This authorization is without prejudice to the Commission's action on any other related pending application(s).

ITC-T/C-20070118-00028 E
Transfer of Control
Grant of Authority

New Rochelle Telephone Corp.

Date of Action: 03/02/2007

Current Licensee: New Rochelle Telephone Corp.

FROM: eLEC Communications Corp.

TO: CYBD Acquisition, Inc.

Application for consent to transfer control of international section 214 authorization, ITC-214-20030205-00048, held by New Rochelle Telephone Corp. (NRTC), from eLEC Communications Corp. (ELEC) to CYBD Acquisition, Inc. (CYBDA). Pursuant to a stock purchase agreement dated December 14, 2006, CYBDA, a wholly-owned subsidiary of Cyber Digital, Inc. (CYD), will purchase from ELEC all of the issued and outstanding common stock of NRTC. Upon closing, NRTC will become a wholly-owned subsidiary of CYD, through CYBDA. The following individuals, both U.S. citizens, hold 10 percent or greater ownership interests in CYD: Jawahar C. Chatpar (45.7%); Prem Chatpar (11.6%). No other individual or entity holds 10 percent or greater equity or controlling interest in CYD. This authorization is without prejudice to the Commission's action on any other related pending application(s).

ITC-T/C-20070301-00093 E
Transfer of Control
Grant of Authority

KMC Data LLC

Date of Action: 03/07/2007

Current Licensee: KMC Data LLC

FROM: Hypercube, LLC

TO: Hypercube, LLC

Notification filed March 1, 2007, of the pro forma transfer of control of international section 214 authorization, ITC-214-20050203-00058, held by KMC Data LLC (KMC Data), arising out of certain pro forma transfers of ownership interests in Hypercube, LLC (Hypercube), the direct 100 percent parent of KMC Data, effective February 1, 2007. Specifically, Annex Holdings I, LP transferred its ownership interest of approximately 26% in Hypercube to its wholly-owned subsidiary, Annex Holdings HC Corporation (Annex Holdings HC), a U.S. investment management company, and Nassau Capital LLC (Nassau Capital) transferred its interest of approximately 26% in Hypercube to Chambers Street Investors, LLC (Chambers Street Investors), a U.S. investment company, which shares some but not all of the same owners of Nassau Capital. The following two U.S. entities hold 37% or greater ownership interest in Chambers Street Investors: Kewco LLC (50% membership interest); The Trustees of Princeton University (40% membership interest). The transactions will not result in a change in the ultimate control of KMC Data as neither Annex Holdings HC nor Chambers Street Investors controls Hypercube.

CONDITIONS APPLICABLE TO INTERNATIONAL SECTION 214 AUTHORIZATIONS

(1) These authorizations are subject to the Exclusion List for International Section 214 Authorizations, which identifies restrictions on providing service to particular countries or using particular facilities. The most recent Exclusion List is attached to this Public Notice. The list applies to all U.S. international carriers, including those that have previously received global or limited global Section 214 authority, whether by streamlined grant or specific written order. Carriers are advised that the attached Exclusion List is subject to amendment at any time pursuant to the procedures set forth in Streamlining the International Section 214 Authorization Process and Tariff Requirements, IB Docket No. 95-118, 11 FCC Rcd 12884 (1996), para. 18. A copy of the current Exclusion List will be maintained in the FCC Reference and Information Center and will be available at <http://www.fcc.gov/ib/td/pf/exclusionlist.html>. It also will be attached to each Public Notice that grants international Section 214 authority.

(2) The export of telecommunications services and related payments to countries that are subject to economic sanctions may be restricted. For information concerning current restrictions, call the Office of Foreign Assets Control, U.S. Department of the Treasury, (202) 622-2520.

(3) Carriers shall comply with the requirements of Section 63.11 of the Commission's rules, which requires notification by, and in certain circumstances prior notification by, U.S. carriers acquiring an affiliation with foreign carriers. A carrier that acquires an affiliation with a foreign carrier will be subject to possible reclassification as a dominant carrier on an affiliated route pursuant to the provisions of Section 63.10 of the rules. The Commission recently amended Section 63.11 of the rules in its Order on Reconsideration in IB Docket No. 97-142, 15 FCC Rcd 18158 (2000).

(4) Carriers shall comply with the Commission's International Settlements Policy and associated filing requirements contained in Sections 43.51 and 64.1001 of the Commission's Rules, 47 C.F.R. §§ 43.51, 64.1001. The Commission modified these requirements most recently in 2000 Biennial Regulatory Review, Policy and Rules Concerning the International, Interexchange Marketplace, FCC 01-93, released, March 20, 2001, 66 Fed. Reg. 16874 (Mar. 28, 2001). See also 1998 Biennial Regulatory Review - Reform of the International Settlements Policy and Associated Filing Requirements, IB Docket Nos. 98-148, 95-22, CC Docket No. 90-337 (Phase II), FCC 99-73 (rel. May 6, 1999). In addition, any carrier interconnecting private lines to the U.S. public switched network at its switch, including any switch in which the carrier obtains capacity either through lease or otherwise, shall file annually with the Chief, International Bureau, a certified statement containing, on a country-specific basis, the number and type (e.g., 64 kbps circuits) of private lines interconnected in such manner. The Commission will treat the country of origin information as confidential. Carriers need not file their contracts for interconnection unless the Commission specifically requests. Carriers shall file their annual report on February 1 (covering international private lines interconnected during the preceding January 1 to December 31 period) of each year. International private lines to countries for which the Commission has authorized the provision of switched basic services over private lines at any time during a particular reporting period are exempt from this requirement. See 47 C.F.R. § 43.51(d).

(5) Carriers authorized to provide private line service either on a facilities or resale basis are limited to the provision of such private line service only between the United States and those foreign points covered by their referenced applications for Section 214 authority. In addition, the carriers may not -- and their tariffs must state that their customers may not -- connect their private lines to the public switched network at either the U.S. or foreign end, or both, for the provision of international switched basic services, unless the Commission has authorized the provision of switched services over private lines to the particular country at the foreign end of the private line or the carrier is exchanging switched traffic with a foreign carrier that the Commission has determined lacks market power in the country at the foreign end of the private line. See 47 C.F.R. §§ 63.16, 63.22(e), 63.23(d). A foreign carrier lacks market power for purposes of this rule if it does not appear on the Commission list of foreign carriers that do not qualify for the presumption that they lack market power in particular foreign points. This list is available at http://www.fcc.gov/Bureaus/International/Public_Notices/1999/da990809.txt. See generally 1998 Biennial Regulatory Review - Reform of the International Settlements Policy and Associated Filing Requirements, IB Docket Nos. 98-148, 95-22, CC Docket No. 90-337 (Phase II), FCC 99-73 (rel. May 6, 1999), paras. 12-15, 102-109.

(6) The Commission has authorized the provision of switched basic services via facilities-based or resold private lines between the United States and the following foreign points: Sweden, Canada, New Zealand, the United Kingdom, Australia, The Netherlands, Luxembourg, Norway, Denmark, France, Germany, Belgium, Austria, Switzerland, Japan, Italy, Ireland, Hong Kong, Iceland, Spain, Finland, Israel, Singapore, Netherlands Antilles, Poland, Argentina, United Arab Emirates, Macau, Hungary, Philippines, Greece, Uruguay, Brunei, Trinidad & Tobago, Czech Republic, the Dominican Republic, Brazil, Botswana, Costa Rica, South Africa, Saint Lucia, Saint Kitts & Nevis, Saint Vincent, Antigua, Malaysia, Thailand, Belize, Panama, Guatemala, Venezuela, Bahrain, South Korea, Portugal, Cyprus, Slovak Republic, Slovenia, Dominica, Grenada, Jamaica, Kuwait, Jordan, Paraguay, Croatia, Egypt, Zambia, Ecuador, Barbados, Colombia, Chile, El

Salvador, Taiwan, Nicaragua, Turkey, Peru, Morocco, Ghana, Bolivia, Guyana, Mongolia, Zimbabwe, Gambia, Nigeria, Bangladesh, Indonesia, Tunisia, Qatar, Oman, Mauritius, New Caledonia, Guinea, Suriname, and Fiji Islands.

(7) Carriers may engage in "switched hubbing" to countries for which the Commission has not authorized the provision of switched basic services over private lines consistent with Section 63.17(b) of the rules.

(8) Carriers may provide U.S. inbound or outbound switched basic service via their authorized private lines extending between or among the United States, Sweden, New Zealand, the United Kingdom, Australia, The Netherlands, Luxembourg, Norway, Denmark, France, Germany, Belgium, Austria, Switzerland, Japan, Italy, Ireland, Hong Kong, Iceland, Spain, Finland, Israel, Singapore, Netherlands Antilles, Poland, Argentina, United Arab Emirates, Macau, Hungary, Philippines, Greece, Uruguay, Brunei, Trinidad & Tobago, Czech Republic, the Dominican Republic, Brazil, Botswana, Costa Rica, South Africa, Saint Lucia, Saint Kitts & Nevis, Saint Vincent, Antigua, Malaysia, Thailand, Belize, Panama, Guatemala, Venezuela, Bahrain, South Korea, Portugal, Cyprus, Slovak Republic, Slovenia, Dominica, Grenada, Jamaica, Kuwait, Jordan, Paraguay, Croatia, Egypt, Zambia, Ecuador, Barbados, Colombia, Chile, El Salvador, Taiwan, Nicaragua, Turkey, Peru, Morocco, Ghana, Bolivia, Guyana, Mongolia, Zimbabwe, Gambia, Nigeria, Bangladesh, Indonesia, Tunisia, Qatar, Oman, Mauritius, and New Caledonia, Guinea, Suriname, and Fiji Islands.

(9) Carriers shall comply with the "No Special Concessions" rule, Section 63.14, 47 C.F.R. § 63.14.

(10) Carriers regulated as dominant for the provision of a particular communications service on a particular route for any reason other than a foreign carrier affiliation under Section 63.10 of the rules shall file tariffs pursuant to Section 203 of the Communications Act, as amended, 47 U.S.C. § 203, and Part 61 of the Commission's Rules, 47 C.F.R. Part 61. Except as specified in Section 20.15 with respect to commercial mobile radio service providers, carriers regulated as non-dominant, as defined in Section 61.3, and providing detariffed international services pursuant to Section 61.19 must comply with all applicable public disclosure and maintenance of information requirements in Sections 42.10 and 42.11. These non-dominant carriers may continue filing new or revised international tariffs for mass market services until January 28, 2002, when all tariffs, with limited exceptions, must be cancelled. Carriers may not file any new or revised contract tariffs or tariffs for other long-term international service arrangements. See 2000 Biennial Regulatory Review, Policy and Rules Concerning the International, Interexchange Marketplace, FCC 01-93, released March 20, 2001, 66 Fed. Reg. 16874 (Mar. 28, 2001).

(11) Carriers shall file the annual reports of overseas telecommunications traffic required by Section 43.61(a). Carriers shall also file the quarterly reports required by Section 43.61 in the circumstances specified in paragraphs (b) and (c) of that Section.

(12) Carriers shall file annual reports of circuit status and/or circuit additions in accordance with the requirements set forth in Rules for Filing of International Circuit Status Reports, CC Docket No. 93-157, Report and Order, 10 FCC Rcd 8605 (1995). See 47 C.F.R. §§ 43.82, 63.23(e). These requirements apply to facilities-based carriers and private line resellers, respectively. See also: <http://www.fcc.gov/ib/pd/pf/csmanual.html>

(13) Carriers should consult Section 63.19 of the rules when contemplating a discontinuance, reduction or impairment of service. Further, the grant of these applications shall not be construed to include authorization for the transmission of money in connection with the services the applicants have been given authority to provide. The transmission of money is not considered to be a common carrier service.

(14) If any carrier is reselling service obtained pursuant to a contract with another carrier, the services obtained by contract shall be made generally available by the underlying carrier to similarly situated customers at the same terms, conditions and rates. 47 U.S.C. § 203.

(15) To the extent the applicant is, or is affiliated with, an incumbent independent local exchange carrier, as those terms are defined in Section 64.1902 of the rules, it shall provide the authorized services in compliance with the requirements of Section 64.1903. See Regulatory Treatment of LEC Provision of Interexchange Services Originating in the LEC's Local Exchange Area and Policy and Rules Concerning the Interstate, Interexchange Marketplace, Second Report and Order in CC Docket No. 96-149 and Third Report and Order in CC Docket No. 96-61, 12 FCC Rcd 15756, recon., 12 FCC Rcd 8730 (1997), Order, 13 FCC Rcd 6427 (Com. Car. Bur. 1998), further recon., FCC 99-103 (rel. June 30, 1999).

(16) Except as otherwise ordered by the Commission, a carrier authorized here to provide facilities-based service that (i) is classified as dominant under Section 63.10 of the rules for the provision of such service on a particular route and (ii) is affiliated with a carrier that collects settlement payments for terminating U.S. international switched traffic at the foreign end of that route may not provide facilities-based service on that route unless the current rates the affiliate charges U.S. international carrier to terminate traffic are at or below the Commission's relevant benchmark adopted in International

Settlement Rates, IB Docket No. 96-261, Report and Order, 12 FCC Rcd 19806 (1997). See also Report and Order on Reconsideration and Order Lifting Stay in IB Docket No. 96-261, FCC 99-124 (rel. June 11, 1999). For the purposes of this rule, "affiliation" and "foreign carrier" are defined in Section 63.09.

Petitions for reconsideration under Section 1.106 or applications for review under Section 1.115 of the Commission's rules in regard to the grant of any of these applications may be filed within thirty days of this public notice (see Section 1.4(b)(2)).

For additional information, please contact the FCC Reference and Information Center, Room CY-A257, 445 12th Street SW, Washington, D.C. 20554, (202) 418-0270. People with Disabilities: To request materials in accessible formats for people with disabilities (braille, large print, electronic files, audio format), send an e-mail to fcc504@fcc.gov or call the Consumer & Governmental Affairs Bureau at 202-418-0530 (voice), 202-418-0432 (tty).

Exclusion List for International Section 214 Authorizations

-- Last Modified December 22, 1999 --

The following is a list of countries and facilities not covered by grant of global Section 214 authority under Section 63.18(e)(1) of the Commission's Rules, 47 C.F.R. § 63.18(e)(1). In addition, the facilities listed shall not be used by U.S. carriers authorized under Section 63.18 of the Commission's Rules unless the carrier's Section 214 authorization specifically lists the facility. Carriers desiring to serve countries or use facilities listed as excluded hereon shall file a separate Section 214 application pursuant to Section 63.18(e)(4) of the Commission's Rules. See generally 47 C.F.R. § 63.22.

Countries:

Cuba (Applications for service to Cuba shall comply with the separate filing requirements of the Commission's Public Notice Report No. I-6831, dated July 27, 1993, "FCC to Accept Applications for Service to Cuba.")

Facilities:

All non-U.S.-licensed satellite systems that are not on the Permitted Space Station List, maintained at <http://www.fcc.gov/ib/sd/se/permitted.html>. See International Bureau Public Notice, DA 99-2844 (rel. Dec. 17, 1999).

This list is subject to change by the Commission when the public interest requires. Before amending the list, the Commission will first issue a public notice giving affected parties the opportunity for comment and hearing on the proposed changes. The Commission may then release an order amending the exclusion list. This list also is subject to change upon issuance of an Executive Order. See Streamlining the Section 214 Authorization Process and Tariff Requirements, IB Docket No. 95-118, FCC 96-79, 11 FCC Rcd 12,884, released March 13, 1996 (61 Fed. Reg. 15,724, April 9, 1996). A current version of this list is maintained at <http://www.fcc.gov/ib/pd/pf/telecomrules.html#exclusionlist>.

For additional information, contact the International Bureau's Policy Division, (202) 418-1460.