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FCC/MELLON

JAN 27 2005

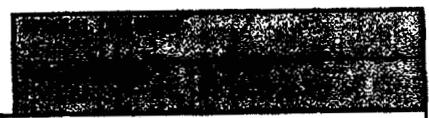
Please Date Stamp & Return

Approved by OMB  
3060-0589  
Page 1 of 1

READ INSTRUCTIONS CAREFULLY  
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION  
REMITTANCE ADVICE

(1) LOCKBOX #  
358145



SECTION A - PAYER INFORMATION

(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card)  
Swidler Berlin LLP

(3) TOTAL AMOUNT PAID (U.S. Dollars and cents)  
\$895.00

(4) STREET ADDRESS LINE NO. 1  
3000 K Street, N.W. Suite 300

(5) STREET ADDRESS LINE NO. 2

(6) CITY  
Washington

(7) STATE  
DC

(8) ZIP CODE  
20007

(9) DAYTIME TELEPHONE NUMBER (include area code)  
202-424-7500

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

FCC REGISTRATION NUMBER (FRN) REQUIRED

(11) PAYER (FRN)  
0004-3539-00

IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C)  
COMPLETE SECTION BELOW FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET

(13) APPLICANT NAME  
Americatel Corporation

(14) STREET ADDRESS LINE NO. 1  
4045 North West 97th Avenue

(15) STREET ADDRESS LINE NO. 2

(16) CITY  
Miami

(17) STATE  
FL

(18) ZIP CODE  
33178

(19) DAYTIME TELEPHONE NUMBER (include area code)  
(305) 717-0200

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

FCC REGISTRATION NUMBER (FRN) REQUIRED

(21) APPLICANT (FRN)  
0003-7902-27

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  
1

(26A) FEE DUE FOR (PTC)  
\$895.00  
(27A) TOTAL FEE  
\$895.00

(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

(28B) FCC CODE 1  
(29B) FCC CODE 2

SECTION D - CERTIFICATION

CERTIFICATION STATEMENT

I, M. Renee Britt, 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 01/27/2005

SECTION E - CREDIT CARD PAYMENT INFORMATION

MASTERCARD \_\_\_\_\_ VISA  AMEX \_\_\_\_\_ DISCOVER \_\_\_\_\_

ACCOUNT NUMBER \_\_\_\_\_ EXPIRATION DATE \_\_\_\_\_

I hereby authorize the FCC to charge my credit card for the service(s) authorization herein described.

SIGNATURE Maritta R. Britt DATE 01/27/2005

# SWIDLER BERLIN LLP

The Washington Harbour  
3000 K Street, NW, Suite 300  
Washington, DC 20007-5116  
Phone (202) 424-7500  
Fax (202) 424-7643

[www.swidlaw.com](http://www.swidlaw.com)

January 27, 2005

VIA COURIER

Marlene H. Dortch, Secretary  
Federal Communications Commission  
Wireline Competition Bureau – CPD – 214 Appls.  
P.O. Box 358145  
Pittsburgh, PA 15251-5145

Re: Application of Americatel Corporation for Section 214 Authority to Transfer  
Control of Domestic and International Authorizations

Dear Ms. Dortch:

On behalf of Americatel Corporation (“Americatel”), enclosed please find an original and six (6) copies of an application for Section 214 authority to transfer control of domestic and international authorizations from Telecom Italia International N.V. (“TII”) to Almendral, S.A. (“Almendral”).

Also enclosed is a completed Fee Remittance Form 159 containing a valid VISA credit card number and expiration date for payment, in the amount of \$895.00, to the Federal Communications Commission, which satisfies the filing fee required for this Application under line 2.b of Section 1.1105 of the Commission’s rules.

Pursuant to Section 63.04(b) of the Commission’s rules, Applicants submit this filing as a combined international section 214 transfer of control application and domestic section 214 transfer of control application (“Combined Application”). Applicants have filed the Combined Application with the International Bureau through the MyIBFS Filing System.

SWIDLER BERLIN

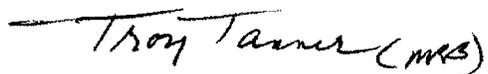
Ms. Marlene H. Dortch, Secretary

January 27, 2005

Page 2

Please direct any questions regarding this filing to the undersigned.

Respectfully submitted,

Handwritten signature of Troy F. Tanner in cursive, with the initials (MRS) in parentheses at the end.

Jean L. Kiddoo

Troy F. Tanner

Ulises R. Pin

Counsel for Americatel Corporation

Enclosures

cc (via email):

William Dever (WCB)

Julie Veach (WCB)

Tracey Wilson (WCB)

George S. Li (IB)

Susan O'Connell (IB)

9196645v1

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

In the Matter of	)	
	)	
<b>AMERICATEL CORPORATION</b>	)	File No. ITC-T/C-2005 _____
	)	WCB Docket No. 04 _____
Application for authority pursuant	)	
to Section 214 of the Communications	)	
Act of 1934, as amended, for the Transfer of	)	
Control of Americatel, an authorized US.	)	
International and Domestic Carrier, from	)	
Telecom Italia, International, N.V.	)	
to Almendral, S.A.	)	

**APPLICATION FOR A TRANSFER OF CONTROL OF DOMESTIC AND  
INTERNATIONAL SECTION 214 AUTHORIZATIONS**

**INTRODUCTION**

Americatel Corporation ("Americatel" or "Applicant"), by its undersigned attorneys and pursuant to Section 214 of the Communications Act of 1934 (the "Act"), as amended, 47 U.S.C. § 214, and Sections 63.04 and 63.24 of the Commission's rules, 47 C.F.R. §§ 63.04 and 63.24, hereby requests approval for a transfer of control of its domestic and international Section 214 authorizations from Telecom Italia International N.V. ("TII") to Almendral, S.A. ("Almendral").

As described below, Almendral will acquire from TII, through a stock purchase agreement ("Stock Purchase Agreement"), a controlling interest in Empresa Nacional de Telecomunicaciones, S.A. ("ENTEL-Chile"), a Chilean corporation (hereinafter, the "Transaction"). ENTEL-Chile holds a 100 percent ownership interest in ENTEL International B.V.I. Corporation ("ENTEL BVI"), a company organized under the laws of the British Virgin

Islands. ENTEL BVI, in turn, holds an 80 percent ownership interest in Americatel. Thus, as a result of the Transaction, Almendral will acquire an indirect controlling interest in Americatel. Although the controlling interest in Americatel's ultimate parent will change, Americatel will continue to provide services to its existing United States customers under existing service arrangements pursuant to its Section 214 authority granted by the Commission. The proposed Transaction, therefore, will be seamless to Americatel's customers. Attached hereto as Exhibit A are organization charts that illustrate the current corporate structure of the parties and the structure that will exist immediately following consummation of the proposed transfer of control.

## **I. DESCRIPTION OF THE PARTIES**

### **A. Telecom Italia International N.V. (Transferor)**

TII, a Netherlands corporation headquartered in Amsterdam, The Netherlands, is a wholly-owned subsidiary of Telecom Italia S.p.A. ("Telecom Italia"), one of the world's largest fixed telecommunications operators. Telecom Italia is incorporated as a joint stock company under the laws of Italy. In addition to its wireline operations, Telecom Italia, through its subsidiary Telecom Italia Mobile S.p.A., is also one of the largest mobile telecommunications operators in Europe. With significant international telecommunications investments in Europe and Latin America, Telecom Italia and its subsidiaries also provide data services, satellite telecommunications services, and information technology software and services.

TII holds a 54.76% voting interest in the stock of ENTEL-Chile. ENTEL-Chile, a corporation organized under the laws of Chile, with headquarters in Santiago, Chile, is one of the largest long distance carriers in Chile and is a pioneer in the privatization of Latin America's telecommunications industry. ENTEL-Chile holds a 100 percent ownership interest

in ENTEL International B.V.I. Corp., which in turn holds an 80 percent ownership interest in Americatel. ENTEL-Chile is not a dominant carrier. In fact, the Commission has expressly determined that "ENTEL-Chile has no control over bottleneck services or facilities that can be used to discriminate against unaffiliated U.S. carriers terminating traffic in Chile."<sup>1</sup>

**B. Americatel Corporation (Licensee)**

Americatel, ENTEL-Chile's indirect subsidiary, is a corporation organized under the laws of the State of Delaware, with headquarters at 4045 NW 97<sup>th</sup> Avenue, Miami, Florida 33178. Serving the needs of United States customers with connections to the Latin American and Caribbean regions, Americatel provides international and domestic long distance services, including casual dial around (*i.e.*, "1010XXX") service, presubscribed 1+ calling, and prepaid calling card services. Americatel is authorized to provide U.S. international service pursuant to its Section 214 authorization. In addition, Americatel provides domestic interexchange service pursuant to blanket Section 214 authority and provides domestic intrastate service pursuant to its various state authorizations.<sup>2</sup>

**C. Almendral S.A. (Transferee)**

Almendral is a publicly held corporation organized under the laws of Chile. Almendral

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<sup>1</sup> See *Americatel Corporation, Petition for Expedited Modification of Regulatory Status from Dominant to Non-Dominant for International Communications Services with Chile; Application for Authority to Establish and Operate Facilities for the Provision of Interconnected Private Line Service, and to Provide on a Resale Basis Interconnected and Non-Interconnected Private Line Services Between the United States and Chile*, Order and Authorization, 11 FCC Rcd 9995, File Nos. I-S-P-96-002, I-T-C-96-263, at ¶ 11, rel. Aug. 21, 1996.

<sup>2</sup> Concurrently with this application, Applicant is also filing transfer of control applications with respect to the Commission licenses of Americatel's affiliate, AmericaSky Corporation ("AmericaSky"), in connection with this Transaction. Those applications include applications for the transfer of control of AmericaSky's international Section 214 authorization and earth station licenses (including a separately filed petition for declaratory ruling under Section 310(b)(4) of the Act that it is in the public interest to permit indirect foreign ownership

is headquartered in Santiago, Chile and its shares are publicly traded on the Chilean Stock Exchange. Almendral's origins go back to 1921, when the Compañía Chilena de Electricidad ("Chilectra") was born. Chilectra experienced several periods of growth change, until its privatization in 1987. From 1987 through 2001, Chilectra's successor and Almendral's predecessor, Chilquinta, held investments in several basic services, including electric utilities, telecommunications, waste management and real estate. Since 2001, Almendral has sold its interests in electric utilities and telecommunications companies and currently holds only portfolio companies in the waste management services and real estate areas. Almendral currently has investments only in Chile.

## **II. DESCRIPTION OF THE TRANSACTION (ANSWER TO QUESTION 13)**

Americatel is a subsidiary of ENTEL BVI, a company organized under the laws of the British Virgin Islands, which, in turn, is a wholly-owned subsidiary of ENTEL-Chile, a domestic and international long distance carrier in Chile organized under the laws of Chile.

Through the Stock Purchase Agreement, Almendral will acquire a 54.76 percent voting interest in ENTEL-Chile from TII. As a result of the Transaction, Almendral will hold a direct or indirect controlling interest of 54.76 percent in ENTEL-Chile.<sup>3</sup> Therefore, as shown graphically on Exhibit A, Almendral will acquire an indirect controlling interest in AmericaSky once the Transaction is consummated.

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of the earth station licenses).

<sup>3</sup> Under the terms of the Stock Purchase Agreement, it is possible that all or part of the ENTEL-Chile shares to be acquired by Almendral will be held by a yet-to-be-formed Chilean wholly-owned subsidiary of Almendral (the "Subsidiary"). The insertion of a wholly-owned subsidiary as the holder of all or part of the stock of ENTEL-Chile will not affect the ultimate control of Americatel as described in this Application. To the extent any ownership interests of ENTEL-Chile will be ultimately held by such a Subsidiary, Americatel will promptly notify the

### **III. PUBLIC INTEREST STATEMENT**

Approval of the proposed Transaction will serve the public interest. As a result of the proposed Transaction, Americatel will be backed by an entity (Almendral) that has the financial means that will enable Americatel to continue to bring competitive integrated telecommunications services to consumers in the United States. Under the new Almendral ownership, the majority of Americatel's management team responsible for Americatel's day-to-day operations will remain with Americatel and will continue to be responsible for the operations of Americatel. Thus, the Transaction will not have a direct impact on the day-to-day management or operations of Americatel. Moreover, the proposed Transaction will be consummated in a seamless fashion, and will not in any way inconvenience or cause harm to any of Americatel's customers.

### **IV. REQUEST FOR EXPEDITED CONSIDERATION AND STREAMLINED PROCESSING**

#### **A. Request for Expedited Consideration**

The transfer of the U.S. licenses requested herein is a small part of a larger transaction through which Almendral is acquiring 54.76% of ENTEL-Chile, a large international carrier based in Chile. Americatel is a small indirectly held subsidiary of ENTEL-Chile that primarily provides international services in the United States on a resale basis. As described below, due to Chilean securities laws, it is critical to the overall transaction that the parties be in a position to close the Transaction by March 25, 2005. Consummation of the proposed Transaction is contingent upon, among other things, approval of the requested transfer of control by the Commission. Therefore, the Applicant requests expedited Commission approval of the instant application, as far in advance of March 25, 2005 as possible.

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Commission prior to the Closing.

The Stock Purchase Agreement, which is dated January 24, 2005, and executed by TII and Almendral, is governed by the laws of Chile. Under Chilean securities laws, in the event the average of the market stock price of ENTEL-Chile goes below a certain threshold between the 90<sup>th</sup> and the 30<sup>th</sup> day preceding the closing of the Transaction, Almendral will be required to issue a mandatory tender offer (oferta pública de acciones) for the purchase of all of the shares of ENTEL-Chile. It is not Almendral's intention to purchase any shares of ENTEL-Chile other than the 54.76 percent to be acquired through the Stock Purchase Agreement. As such, under the Stock Purchase Agreement, a condition precedent to the closing is the failure to occur of an event that could trigger the launch of the mandatory tender offer. Thus, consummation of the proposed transaction is contingent thereupon. Therefore, Americatel urges the FCC to act expeditiously on this application and in any event by no later than March 25, 2005.

Applicant emphasizes that the transfer of control of Americatel will be seamless and completely invisible to Americatel's customers. Consummation of the proposed Transaction will not result in the discontinuance, reduction, loss, or impairment of service to Americatel's customers. In addition, as discussed above, the proposed Transaction is governed by Chilean law which provides for a potential tender offer for all of the remaining shares of ENTEL-Chile if there are certain changes in the market stock price of ENTEL-Chile, which are likely to result if the closing is delayed for more than sixty (60) days after the execution of the Stock Purchase Agreement. Accordingly, the Applicants request that the Commission commence its examination of the proposed Transaction immediately. Given the magnitude of the Transaction at hand, it is in the interest of all parties – Americatel, its customers, employees, and Almendral – that the Transaction be closed quickly. The parties have been mindful of the need to structure a transaction and proceed as quickly as possible to avoid any confusion or inconvenience to

customers. The public interest would therefore support commencement of the review process as soon as possible and conclusion of the review in no more than sixty (60) days from the date hereof.

**B. Request for Streamlined Processing**

As discussed below, this application is eligible for presumptive streamlined treatment under Sections 63.03(b)(1)(ii) and 63.12(c)(1)(i) and (ii) of the Commission's rules, 47 C.F.R. §§ 63.03(b)(1)(ii) and 63.12(c)(1)(i),(ii), and Americatel hereby requests streamlined processing.

Under the Commission's domestic Section 214 processing rules, the Commission has stated that streamlined treatment will be "presumptively accorded" to "proposed transactions where one party provides no domestic telecommunications services."<sup>4</sup> Almendral and its direct and indirect owners do not provide any domestic telecommunications services and do not have an ownership interest in any company that provides domestic telecommunications services. Accordingly, the acquisition of control of Americatel will not result in an increased concentration in the domestic telecommunications market in the United States. Thus, this transaction raises no competitive or public interest concerns and this application should be afforded streamlined treatment. Moreover, because Almendral is not a telecommunications provider, this application qualifies for streamlined procedures for domestic transfer of control applications under Section 63.03(b)(1)(ii) of the Commission's Rules, 47 C.F.R. § 63.03(b)(1)(ii).

With respect to Americatel's international authority, this Application is eligible for

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<sup>4</sup> *Implementation of Further Streamlining Measures for Domestic Section 214 Authorizations*, 17 FCC Rcd 5517, para. 3 (2002); see 47 C.F.R. 63.03(b)(1)(ii).

streamlined processing pursuant to Section 63.12(c)(1)(i) and (ii) of the Commission's rules,<sup>5</sup> for the following reasons:

First, following the Transaction, Americatel will continue to be affiliated, within the meaning of Section 63.09(e) of the Commission's Rules, 47 C.F.R. § 63.09(e), with ENTEL-Chile, a foreign carrier as that term is defined in Section 63.09(d) of the Commission's Rules, 47 C.F.R. § 63.09(d). However, the Commission has previously found that ENTEL-Chile lacks market power on the foreign end of the U.S. – Chile telecommunications route.<sup>6</sup> Thus, this application is eligible for streamlined processing under Section 63.12(c)(1)(i) of the Commission's Rules with respect to the Applicant's affiliation with ENTEL-Chile.

Second, although Americatel is presently affiliated with Telecom Italia, Telecom Argentina S.A. ("Telecom Argentina"), Entel S.A. ("Entel-Bolivia"), and Empresa de Telecomunicaciones de Cuba S.A. ("ETECSA"), all of which are carriers presumed to possess market power on the foreign ends of their respective routes, Americatel acquired its affiliation with these carriers solely by virtue of its affiliation with TII (through TII's acquisition of the same interest in ENTEL-Chile that it is proposing to sell to Almendral), and, therefore, as a result of the Transaction, Americatel will no longer be affiliated with any of these carriers. Moreover, as a result of Telecom Italia's divestiture of its interest in Telecom Austria A.G. ("Telecom Austria") in 2004, Americatel is at present no longer affiliated with Telecom Austria. Therefore, following the Transaction, Americatel will no longer have any affiliation with a foreign carrier in Italy, Argentina, Austria, Bolivia or Cuba, and the provisions of Section 63.12(c)(1) of the Commission's Rules, 47 C.F.R. § 63.12(c)(1), will not apply to Americatel with respect to the U.S.–Italy, U.S.–Argentina, U.S.–Austria, U.S.–Bolivia, and

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<sup>5</sup> 47 C.F.R. § 63.12(c)(1)(i), (ii).

U.S.–Cuba routes.<sup>7</sup>

Finally, with respect to those carriers with which Americatel will retain an affiliation after the Transaction (*see* Section (j), below), Americatel will not be affiliated with any foreign carrier that the Commission has not previously determined lacks market power in that carrier's destination market. Additionally, no foreign carrier with which Americatel is affiliated has a 50% or greater market share in the international transport and the local access markets on the foreign end of its route, and Americatel's affiliates thus lack sufficient market power in their destination countries to affect competition adversely in the U.S. telecommunications market.

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<sup>6</sup> 11 FCC Rcd 9995, *supra* fn.1, at ¶ 11.

<sup>7</sup> Americatel is currently regulated as dominant on these routes because each of the carriers identified above is deemed to possess market power in its destination country, each of which is a WTO Member country. However, Americatel accepted dominant-carrier status on these routes solely on the basis of its affiliation, through TII, with the above-mentioned carriers, and without prejudice to its right to petition for reclassification at a later date. *See Joint Application of Empresa Nacional de Telecomunicaciones S.A. and STET International Netherlands N.V. for Authority Pursuant to Section 214 of the Communications Act of 1934, as Amended, to Transfer Control of Americatel Corporation, an authorized international carrier, from ENTEL-Chile to STET*, File No. ITC-T/C-20010119-00047, filed on Jan. 19, 2001. *See also In the Matter of Americatel Corporation and Telecom Italia of North America, Inc., Application to Modify Regulatory Classification From Dominant to Non-Dominant on the U.S. – Brazil Route*, Memorandum Opinion and Order, File Nos. ITC-MOD-20020508-00243 and ITC-MOD-20020508-00244, DA 04-1538, rel. May 27, 2004 (reclassifying Americatel as non-dominant on the U.S. – Brazil route). As discussed above, after the Transaction, Americatel will have no affiliation with, and itself will not be, a foreign carrier on any of the above routes, and will thus qualify for the presumption of non-dominance on these routes pursuant to Section 63.10(a)(1) of the Commission's Rules, 47 C.F.R. § 63.10(a)(1).

Therefore, to the extent the Commission deems it necessary for Americatel to file a petition for reclassification with respect to these routes in light of the changes outlined above, Americatel asks the Commission to treat this application as containing the necessary petition(s), and to reclassify Americatel as non-dominant on the U.S. – Italy, U.S. – Argentina, U.S. – Austria, U.S. – Bolivia, and U.S. – Cuba routes, for the reasons given above, upon grant of the instant application.

If, however, such request would disqualify Americatel from streamlined processing or otherwise impede the Commission's disposition of this application, Americatel will agree to remain classified as dominant on the above-mentioned routes, without prejudice to its right to petition for reclassification at a later time, and this application will be eligible for streamlining under Section 63.12(c)(v) of the Commission's rules, 47 C.F.R. § 63.12(c)(v).

Thus, Americatel qualifies for the presumption of non-dominance with respect to those foreign carriers with which it has an affiliation under Section 63.10(a)(3) of the Commission's Rules, 47 C.F.R. § 63.10(a)(3), and this application therefore qualifies for streamlined processing under Section 63.12(c)(1)(ii).

Accordingly, given that (1) the Commission has previously determined that Americatel's affiliate, ENTEL-Chile, lacks market power in Chile, (2) Americatel will no longer be affiliated with carriers on the U.S.-Italy, U.S.-Argentina, U.S.-Bolivia, U.S.-Austria and U.S.-Cuba routes, and (3) Americatel qualifies for the presumption of non-dominance under Section 63.10(a)(3) of the Commission's Rules, 47 C.F.R. § 63.10(a)(3), on all routes where Americatel will be affiliated with a foreign carrier post-Transaction, this application is eligible for streamlined processing pursuant to Section 63.12(c)(1)(i) and (ii) of the Commission's rules, 47 C.F.R. § 63.12(c)(1)(i), (ii).

**V. INFORMATION REQUIRED BY SECTION 63.24(e)**

Pursuant to Section 63.24(e) of the Commission's rules, in support of this application Americatel submits the following information from Section 63.18(a)-(d) for the Licensee, the Transferor and the Transferee, and from Section 63.18(h)-(p) for the Transferee:

**Section 63.18 (Licensee, Transferor and Transferee) -**

- (a) Name, address and telephone number of Licensee, Transferor and Transferee:

Licensee:

Americatel Corporation  
4045 North West 97<sup>th</sup> Avenue  
Miami, Florida 33178  
(305) 717-0200

FRN No. 0003790227

Transferor:

Telecom Italia International, N.V. FRN No. 0012583670  
1627 Strawinsky Laan  
XX1077 Amsterdam, The Netherlands

Transferee:

Almendral S.A. FRN No. 0012585212  
Isidora Goyenechea 3642, Piso 4  
Las Condes  
Santiago, Chile  
011 (562) 334-4815

(b) Licensee: Americatel is a corporation organized under the laws of the State of Delaware.

Transferor: TII is a corporation organized under the laws of The Netherlands.

Transferee: Almendral is a corporation organized under the laws of Chile.

**ANSWER TO QUESTION 10:**

(c) Correspondence concerning this application should be sent to:

Jean L. Kiddoo, Esq.  
Troy F. Tanner, Esq.  
Ulises R. Pin, Esq.  
SWIDLER BERLIN LLP  
3000 K Street, N.W., Suite 300  
Washington, D.C. 20007  
Tel: (202) 424-7500  
Fax: (202) 424-7645

(d) Licensee: Americatel has received authority under Section 214 of the Act as a non-dominant international facilities-based carrier and reseller. (See FCC File Nos. ITC-214-19970312-00146, ITC-214-19970421-00220, ITC-96-263, ITC-94-514, ITC-94-321, ITC-93-160-TC, ITC-92-166, and ITC-92-165.)

Transferor: TII has not previously received authority under Section 214 of the Act.

Transferee: Almendral has not previously received authority under Section 214 of the Act.

**ANSWER TO QUESTION 11:**

**Section 63.18 (Transferee) -**

- (h) Following the completion of the proposed transactions, the following entities will directly or indirectly own 10% or more of the equity of Americatel:

<u>Name/Address</u>	<u>% Held</u>	<u>Citizenship</u>	<u>Principal Business</u>
ENTEL International B.V.I. Corporation Av. Andres Bello 2687 Piso 14, Edificio El Pacifico Las Condes, Santiago Chile	80%	British Virgin Islands	Investment

The following entity will hold a ten percent (10%) or greater ownership interest in **ENTEL International B.V.I. Corporation**:

<u>Name/Address</u>	<u>% Held</u>	<u>Citizenship</u>	<u>Principal Business</u>
Empresa Nacional de Telecomunicaciones S.A. Av. Andres Bello 2687 Piso 14, Edificio El Pacifico Las Condes, Santiago Chile	100%	Chile	Telecommunications

The following entity is the only entity that will hold a ten percent (10%) or greater ownership interest in **Empresa Nacional de Telecomunicaciones S.A.**:

<u>Name/Address</u>	<u>% Held</u>	<u>Citizenship</u>	<u>Principal Business</u>
Almendral, S.A. Isidora Goyenechea 3642, Piso 4 Las Condes Santiago, Chile	54.76%	Chile	Holding Company

**Almendral S.A.** is controlled by a group of its shareholders through a shareholders agreement dated as of January 24, 2005. The groups of shareholders that are parties to the shareholders agreement hold the following percentage of ownership interest in Almendral.

<u>Shareholders Group</u>	<u>Percentage of Ownership</u>
Fernandez Leon Group	15.036%
Hurtado Vicuña Group	11.227%

Matte Group	21.032%
Izquierdo Group	12.759%
Gianolli Group	6.309%
Consortio Group	8.208%
<b>TOTAL MAJOR SHAREHOLDERS</b>	<b>74.571%</b>

The remaining shares representing 24.429% of Almendral are distributed among numerous minority shareholders, none of which has a greater than ten percent (10%) ownership interest in Almendral.

Each of the shareholder groups are owned and controlled by the following persons:

<u>Name/Address</u>	<u>% Held</u>	<u>Citizenship</u>	<u>Principal Business</u>
<b>FERNANDEZ LEON GROUP</b>			
Fernandez Leon Family <sup>8</sup> Isidora Goyenechea 3642, Piso 7 Las Condes Santiago, Chile	15.036%	Chile	Investment
<b>HURTADO VICUÑA GROUP</b>			
Hurtado Vicuña Family <sup>9</sup> Avenida El Bosque Norte No. 130, Piso 14 Las Condes Santiago, Chile	11.227%	Chile	Investment
<b>MATTE GROUP</b>			
Matte Family <sup>10</sup> Teatinos No. 220, Piso 9 Santiago, Chile	21.032%	Chile	Investment

<sup>8</sup> The Fernandez Leon family is formed by Mr. Eduardo Fernandez Leon, his wife Valeria Mac Auliffe Granello, and their children Eduardo Fernandez Mac Auliffe and Tomas Fernandez Mac Auliffe.

<sup>9</sup> The Hurtado Vicuña family is formed by Messrs. Jose Ignacio Hurtado Vicuña, Maria Mercedes Hurtado Vicuña, Maria Victoria Hurtado Vicuña, Juan Jose Hurtado Vicuña, Jose Nicolas Hurtado Vicuña, and Pedro Jose Hurtado Vicuña.

<sup>10</sup> The Matte Family is formed by Messrs. Patricia Matte Larrain, Eliodoro Matte Larrain and Berdardo Matte Larrain.

**IZQUIERDO GROUP**

Izquierdo Family<sup>11</sup> 12.759% Chile Investment  
Mar del Plata No. 2111  
Providencia, Chile

**GIANOLI GROUP**

Gianoli Family<sup>12</sup> 6.309% Chile Investment  
Isidora Goyenechea 3642, Piso 7  
Las Condes  
Santiago, Chile

**CONSORCIO GROUP<sup>13</sup>**

Avenida El Bosque No. 180 8.208% Chile Investment  
Piso 13  
Las Condes  
Santiago, Chile

There are no other entities that will hold a 10% or greater direct or indirect interest in Americatel.

**ANSWER TO QUESTION 12:**

Almendral has no interlocking officers and directors with foreign carriers to report.

**ANSWERS TO QUESTIONS 14 – 16, 18:**

- (i) Almendral certifies that it is not a foreign carrier within the meaning of 63.09(d) of the Commission's Rules. Almendral is not directly affiliated, within the meaning of 63.09 of the Commission's Rules, with any foreign carriers. However, post-Transaction, Applicant will remain affiliated with the following foreign carriers: (i) ENTEL-Chile; (ii) Americatel Centroamerica, S.A., a company organized under the

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<sup>11</sup> The Izquierdo Family is formed by Messrs. Vicente Izquierdo Taboada, Roberto Izquierdo Menendez, Fernando Izquierdo Menendez, Diego Izquierdo Menendez, Rosario Izquierdo Menendez, Vicente Izquierdo Menendez, Santiago Izquierdo Menendez, Gonzalo Izquierdo Menendez, Carmen Izquierdo Menendez, Francisco Rodrigo Izquierdo Valdes, Jose Manuel Izquierdo Valdes, Luis Eduardo Izquierdo Valdes, Maria Josefina Izquierdo Valdes, Maria Teresa Izquierdo Valdes and Roberto Izquierdo Valdes.

<sup>12</sup> The Gianolli Family is formed by Messrs. Elina Patricia Gianolli Gainza and Sergio Pedro Gianolli Gainza.

<sup>13</sup> The Consorcio Group is formed by two principal shareholders: (i) Consorcio Corredores de Bolsa, S.A. and (ii) Compañia de Seguros de Vida Consorcio Nacional de Seguros, S.A. Each of these companies is owned in equal parts by (a) the Hurtado Vicuña Family, on the one part; and (b) Messrs. Eduardo Fernandez Leon and Jose Antonio Garces Silva, on the other part.

laws of Panama; (iii) Americatel El Salvador, S.A. de C.V., a company organized under the laws of El Salvador; (iv) Americatel Honduras, S.A., a company organized under the laws of Honduras; (v) Americatel Guatemala, S.A., a company organized under the laws of Guatemala; (vi) Americatel Peru, S.A., a company organized under the laws of Peru; and (vii) ENTEL-Venezuela, S.A., a company organized under the laws of Venezuela.

(j) Almendral certifies that it, through Americatel, seeks to provide international telecommunications services to countries in which it has an affiliation with a foreign carrier as described in Section 63.18(j) of the Commission's Rules. None of Americatel's foreign affiliates is a dominant foreign affiliate in its home market.

(k) With the exception of ENTEL-Chile which has been previously classified as non-dominant by the Commission, each of the affiliates listed in paragraph (i) above is a relatively small company providing a limited range of services in their respective countries. These affiliates primarily provide international long distance services. Each of these affiliates has a relevant market share of less than twenty percent in its respective country, so these affiliated foreign carriers lack sufficient market power in their respective countries. Thus, Applicant satisfies Section 63.18(k)(2). The foreign carriers listed in Section (i) of this Application are based in countries that are Members of the World Trade Organization.

(l) Almendral, through Americatel, may resell international switched services of unaffiliated U.S. carriers in order to provide telecommunications services to other countries where Americatel has foreign carrier affiliations.

(m) Please refer to Section (i) above.

(n) Neither Almendral nor Americatel has agreed to accept special concessions, as defined in Section 63.14(b) of the Commission's Rules, directly or indirectly, from any foreign carrier where the foreign carrier possesses market power on the foreign end of the route and will not enter into such agreements in the future.

(o) Almendral certifies, pursuant to Sections 1.2001 through 1.2003 of the Commission's Rules (implementing the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 853a), 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.

(p) This Application qualifies for streamlined processing pursuant to Section 63.12(c)(1)(i) and (ii) of the Commission's Rules, as set forth in Section IV.B., above. As set forth above in Section IV.A., the proposed Transaction is a small part of a larger transaction through which Almendral is acquiring ENTEL-Chile, a large international carrier based in Chile. Moreover, as a result of the Transaction, Americatel will no longer be affiliated with dominant carriers on various U.S.-international routes.

**VI. ADDITIONAL INFORMATION REQUIRED UNDER SECTION 63.04(b)**

In lieu of an attachment, pursuant to Section 63.04(b) of the Commission's rules,<sup>14</sup> Americatel submits the following information in support of its request for a transfer of control of its domestic Section 214 authority in order to address the requirements set forth under paragraphs (a)(6) through (a)(12) of Section 63.04.

- (a)(6)** A description of the proposed Transaction is set forth in **Section II** above.
- (a)(7)** Americatel is a reseller of interstate domestic telecommunications services throughout the United States. Almendral does not have any domestic interstate telecommunications operations or assets in the United States.
- (a)(8)** This Application is eligible for streamlined processing pursuant to Section 63.03(b)(1)(ii) because Almendral and its direct and indirect owners do not provide domestic telecommunications services and do not have an ownership interest in any company that provides domestic telecommunications services. Accordingly, the acquisition of control of Americatel will not result in an increased concentration in any market for telecommunications services in the United States. Thus, this transaction raises no competitive or public interest concerns and this application should be afforded streamlined treatment.
- (a)(9)** Through this Application, Americatel seeks authority with respect to both international and domestic Section 214 authorizations (this Application is being separately and concurrently filed with respect to both types of authorities in compliance with Section 63.04(b) of the Commission's rules). In connection with this same Transaction, there also are two other transfer of control applications being filed with respect to the Commission licenses of Americatel's affiliate, AmericaSky Corporation ("AmericaSky"). They include applications for the transfer of control of AmericaSky's international Section 214 authorization and earth station licenses (including a separately filed petition for declaratory ruling under Section 310(b)(4) of the Act that it is in the public interest to permit certain indirect foreign ownership of the earth station licenses). No other applications are being filed with the Commission with respect to this Transaction.
- (a)(10)** Not applicable.

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<sup>14</sup> 47 C.F.R. § 63.04(b).

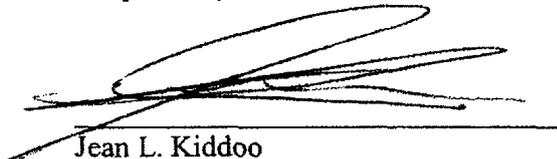
**(a)(11)** Not applicable.

**(a)(12)** A statement showing how grant of this Application will serve the public interest, convenience and necessity is provided in **Section III** above.

CONCLUSION

For the foregoing reasons, Americatel respectfully submits that the public interest, convenience, and necessity would be furthered by a grant of this Application. Americatel respectfully requests expedited treatment to permit the parties to consummate the proposed transaction as soon as possible.

Respectfully submitted,



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Ulises R. Pin  
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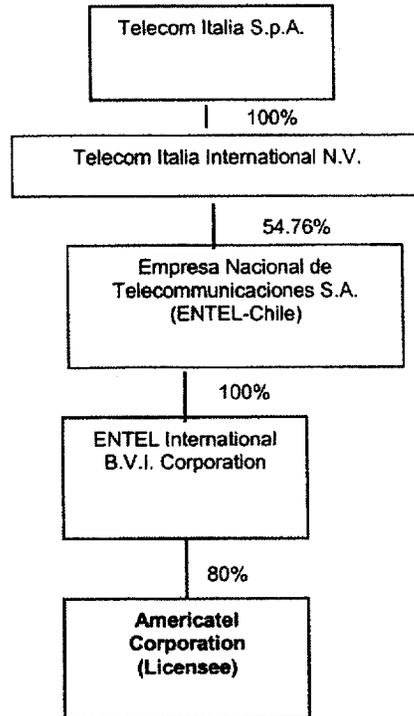
Counsel for Americatel Corporation

Dated: January 26, 2005.

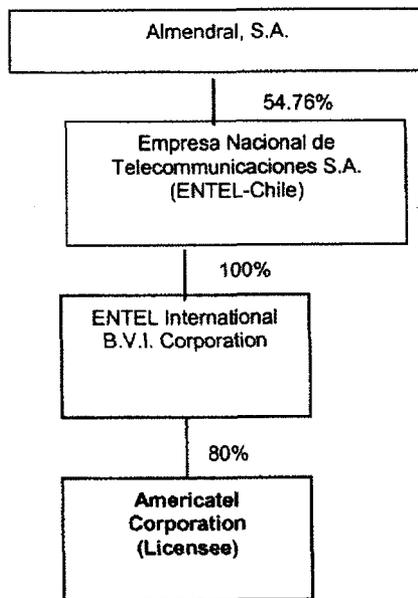
**EXHIBIT A**

**Organization Charts**

## Americatel Corporation Ownership Pre-Transaction



## Americatel Corporation Ownership Post-Transaction



## CERTIFICATIONS

**CERTIFICATION**

I, ALVARO CORREA, CEO of Almendra, S.A. ("Almendra"), hereby certify under penalty of perjury that I am authorized to make this Certification on behalf of Almendra, the Transferee in the foregoing application. I further certify that the information in the foregoing application as it pertains to the Transferee is true and accurate to the best of my knowledge, and that the Transferee 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. § 853(e), as amended.

By: 

Name: Alvaro Correa

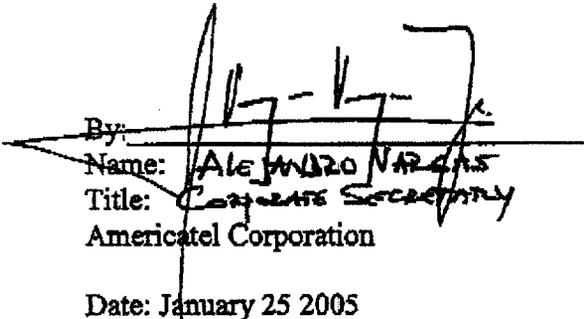
Title: Gerente General  
Almendra, S.A.

Date: January 25, 2005



### CERTIFICATION

I, ALEJANDRO VARGAS, CORPORATE SECRETARY of Americatel Corporation ("Americatel"), hereby certify under penalty of perjury that I am authorized to make this Certification on behalf of Americatel, the Applicant in the foregoing application. I further certify that the information in the foregoing application as it pertains to the Applicant is true and accurate to the best of my knowledge, and that the Applicant 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. § 853(a), as amended.

By: 

Name: ALEJANDRO VARGAS

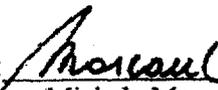
Title: CORPORATE SECRETARY  
Americatel Corporation

Date: January 25 2005



## CERTIFICATION

I, Michele Marcante, Chief Executive Officer of Telecom Italia International, N.V. ("Telecom Italia International"), hereby certify under penalty of perjury that I am authorized to make this Certification on behalf of Telecom Italia International, the Transferor in the foregoing application. I further certify that the information in the foregoing application, only to the extent that it pertains to the Transferor, is true and accurate to the best of my knowledge and that the Transferor 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. § 853(a), as amended.

By:   
Name: Michele Marcante  
Title: Chief Executive Officer  
Telecom Italia International, N.V.

Date: January 25th, 2005