

WC 05-223

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STEWART

JUN 22 2005

June 21, 2005

By Overnight Delivery

Marlene H. Dortch, Secretary
Federal Communications Commission
445 12th Street, SW
Washington, DC 20554

**Re: Joint Application for Consent to Transfer Control of Military
Communications Center, Inc., a Company Holding a Domestic 214
Authorization, from MCI, Inc. to MCC Acquisition Corporation**

Dear Ms. Dortch:

Military Communications Center, Inc. ("MCC"),¹ a wholly-owned subsidiary of MCI, Inc. ("MCI"), and MCC Acquisition Corporation ("MAC") hereby seek approval under Section 214 of the Communications Act of 1934, as amended,² of the accompanying joint application for consent to transfer control of MCC, a company holding a domestic 214 authorization, from MCI to MAC.

Please do not hesitate to contact me should you have any questions regarding this submission.

Sincerely,

Dennis W. Guard, Jr.
Associate Counsel

Attachment

¹ The FCC Registration Number (FRN) of Military Communications Center, Inc. is 0004335642.

² 47 U.S.C. § 214.

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

In the Matter of)
)
Military Communications Center, Inc.,)
a wholly-owned subsidiary of MCI, Inc.)
)
and)
)
MCC Acquisition Corporation)
)
Joint Application for Consent to Transfer)
Control of a Company Holding a)
Domestic 214 Authorization Pursuant to)
Section 214 of the Communications Act)
of 1934, as Amended)

JOINT APPLICATION FOR CONSENT TO TRANSFER CONTROL

Military Communications Center, Inc. (“MCC” or “Licensee”), a wholly-owned subsidiary of MCI, Inc. (“MCI” or “Transferor”), and MCC Acquisition Corporation (“MAC” or “Transferee”) (collectively “Applicants”), pursuant to Sections 63.03 and 63.04 of the Commission’s rules,¹ hereby respectfully submit the above-captioned joint application for consent to transfer control of MCC from MCI to MAC (“Application”).

MCC holds a domestic 214 authorization pursuant to Section 214 of the Communications Act of 1934, as amended.² On June 9, 2005, MCI and MAC entered into a Stock Purchase Agreement which provided for MAC to purchase the outstanding capital stock of MCC.

¹ 47 C.F.R. §§ 63.03-63.04.

² 47 U.S.C. § 214.

Pursuant to Section 63.03 of the Commission's rules,³ the Applicants certify that the instant Application is eligible for streamlined treatment and respectfully request such treatment.

Specifically, Applicants certify that the Application is eligible for streamlined regulatory treatment under Section 63.03(b)(1)(ii), because the Transferee is not a telecommunications provider.⁴ Applicants further certify that the Application is eligible for streamlined regulatory treatment under Section 63.03(b)(2), because the proposed transaction will not result in the Transferee having a market share in excess of ten percent (10%) in the interstate, interexchange market, and neither Applicant is dominant with respect to any service.⁵ Accordingly, unless the Commission advises the Applicants to the contrary, the Application will be granted on the 31st day following the release of the public notice stating that the Application has been accepted for streamlined treatment.⁶

The information required by Section 63.04 of the Commission's rules is set forth below.⁷

1. Name, address, and telephone number of each Applicant:

Transferor: MCI, Inc.
22001 Loudon County Parkway
Ashburn, VA 20147
(703) 886-5600 (Tel.)

³ 47 C.F.R. § 63.03.

⁴ *See Id.* § 63.03(b)(1)(ii).

⁵ *See Id.* § 63.03(b)(2).

⁶ *See Implementation of Further Streamlining Measures for Domestic Section 214 Authorizations, Report and Order*, 17 FCC Rcd 5517, ¶¶ 19-23 (2002) ("Streamlining Order").

⁷ 47 C.F.R. § 63.04.

Licensee: Military Communications Center, Inc.
22001 Loudon County Parkway
Ashburn, VA 20147
(703) 886-5600 (Tel.)

Transferee: MCC Acquisition Corporation
Business Law Center, PLC
7825 Washington Avenue, Suite 500
Eden Prairie, MN 55439
(952) 943-3939 (Tel.)

2. State of organization:

Transferor: MCI is organized under the laws of the state of Delaware.

Licensee: MCC is organized under the laws of the state of Delaware.

Transferee: MAC is organized under the laws of the state of Minnesota.

3. Contact persons for this Application:

Transferor: Dennis W. Guard, Jr.
MCI, Inc.
1133 19th Street, N.W.
Washington, DC 20036
(202) 736-6148 (Tel.)
(202) 736-6359 (Fax)

with a copy to:

A. Renée Callahan
Lawler, Metzger, Milkman & Keeney, LLC
2001 K Street, N.W., Suite 802
Washington, DC 20006
(202) 777-7700 (Tel.)
(202) 777-7763 (Fax)

Transferee: MCC Acquisition Corporation
c/o Steven E. Ness, Esq.
Business Law Center, PLC
7825 Washington Avenue, Suite 500
Eden Prairie, MN 55439
(952) 943-3939 (Tel.)
(952) 941-0754 (Fax)

4. Name, address, citizenship, and principal business of any person or entity that directly or indirectly owns ten percent (10%) of the equity of the Applicants, and the percentage owned by each of those entities:

Transferor/

Licensee: MCC is currently wholly owned by the following entity:

Name: MCI, Inc.
Address: 22001 Loudon County Parkway
Ashburn, VA 20147
Citizenship: United States
Principal business: Telecommunications
Percent of equity owned by MCI, Inc.: 100%

Based on available information, there is one entity that owns ten percent (10%) or more of the parent company MCI, Inc. Through a DOJ-approved insulated trust (the "Thornburgh Trust"), Verizon holds an approximate 13.4 percent (13.4%) beneficial ownership stake in MCI, Inc. The trustee, former U.S. Attorney General Dick Thornburgh, holds the shares on behalf of Verizon.

Transferee: MAC is currently owned by the following individuals:

Name: Mack Traynor, III
Address: 19880 Sweetwater Curve
Shorewood, MN 55331
Citizenship: United States
Principal business: Owner, MAC
Percent of equity owned: 90%

Name: William P. O'Reilly
Address: 280 N. Old Woodward, Suite LL16
Birmingham, MI 48009
Citizenship: United States
Principal business: Owner, MAC
Percent of equity owned: 10%

5. Applicants certify, 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. § 853(a)), 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.

6. Description of the Transaction:

As indicated, this transaction involves a stock purchase. Pursuant to the terms of the Stock Purchase Agreement, MAC will acquire all of the outstanding capital stock of MCC. Following the acquisition, MCC will be a direct, wholly-owned subsidiary of MAC. The transaction will be transparent to end users and will not result in any loss or impairment of service for existing customers.

7. Description of the geographic areas in which the Transferor and Transferee (and their affiliates) offer domestic telecommunications services, and what services are provided in each area:

Transferor: Through MCC, MCI provides communication centers at eighteen United States military bases. MCC's communications products and services include long distance, Internet access, travel cards, pre-paid calling cards, fax transmissions, postage services, and shipping services (pack-n-ship).

Transferee: MAC currently does not offer domestic telecommunications services.

8. Statement as to how the Applicants fit into one or more of the streamlined categories:

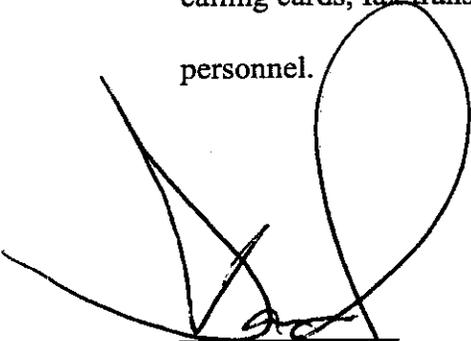
The Application is eligible for streamlined regulatory treatment under Section 63.03(b)(1)(ii), because the Transferee is not a telecommunications provider, and under Section 63.03(b)(2), because the proposed transaction will not result in the Transferee having a market share in excess of ten percent (10%) in the interstate, interexchange market, and neither entity is dominant with respect to any service.

9. There are no other pending applications related to this transaction.

10. Special consideration is not requested.

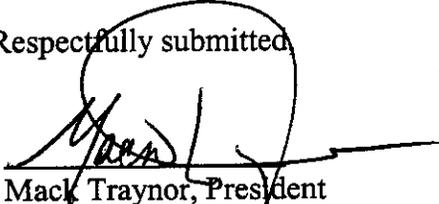
11. No waiver requests have been submitted regarding this transaction.

The instant transaction will promote the public interest by allowing MCI to continue to streamline its operations and corporate structure after emerging from bankruptcy, thereby permitting a greater focus on its core businesses. At the same time, the transaction will benefit consumers by allowing MAC to seamlessly and efficiently continue the provision of long distance service, Internet access, travel cards, pre-paid calling cards, fax transmissions, postage services, and shipping services to U.S. military personnel.



Dennis W. Guard, Jr.
MCI, Inc.
1133 19th Street, N.W.
Washington, DC 20036
(202) 736-6148 (Tel.)
(202) 736-6359 (Fax)

Respectfully submitted,



Mack Traynor, President
MCC Acquisition Corporation
Business Law Center, PLC
7825 Washington Avenue, Suite 500
Eden Prairie, MN 55439
(952) 943-3939 (Tel.)
(952) 941-0754 (Fax)

June 20, 2005