



1776 K STREET NW
WASHINGTON, DC 20006
PHONE 202.719.7000
FAX 202.719.7049

7925 JONES BRANCH DRIVE
MCLEAN, VA 22102
PHONE 703.905.2800
FAX 703.905.2820

www.wileyrein.com

ACCEPTED/FILED

SEP 26 2013

Federal Communications Commission
Office of the Secretary

DOCKET FILE COPY ORIGINAL

January 30, 2013

Colleen King
202.719.7307
cking@wileyrein.com

Federal Communications Commission
Wireline Competition Bureau
P.O. Box 979091
St. Louis, MO 63197-9000

Re: Application of Next Angel LLC to Transfer Control of the Domestic Section 214 Authorization of STi Telecom Inc.

Dear Sir/Madam:

Enclosed please find a completed Form 159 with a credit card payment in the amount of \$1,050.00 in satisfaction of the required filing fee associated with an application to assign the domestic Section 214 authorization of STi Telecom Inc. ("STi Telecom") to Next Angel LLC ("Next Angel"). Pursuant to Section 63.04 of the Commission's rules, on January 30, 2013, Next Angel filed electronically a joint domestic and international Section 214 application through the International Bureau Filing System ("IBFS"). A copy of this filing is attached.

Please stamp and return the extra copy in the enclosed, self-addressed envelope. Should you have any questions concerning this filing, please contact the undersigned.

Sincerely,

Colleen King

Enclosures

READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE
FORM 159

Approved by OMB
3060-0589
Page 1 of 1

(1) LOCKBOX # 979091	SPECIAL USE ONLY
	FCC USE ONLY

SECTION A - PAYER INFORMATION

(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) Colleen King	(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) 1,050.00	
(4) STREET ADDRESS LINE NO. 1 c/o Wiley Rein LLP		
(5) STREET ADDRESS LINE NO. 2 1776 K Street, N.W.		
(6) CITY Washington	(7) STATE DC	(8) ZIP CODE 20006
(9) DAYTIME TELEPHONE NUMBER (include area code) 202-719-7307	(10) COUNTRY CODE (if not in U.S.A.)	

FCC REGISTRATION NUMBER (FRN) REQUIRED

(11) PAYER (FRN) 0014925010	(12) FCC USE ONLY
--------------------------------	-------------------

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 Next Angel LLC		
(14) STREET ADDRESS LINE NO. 1 100 North Biscayne Blvd., 9th Floor		
(15) STREET ADDRESS LINE NO. 2		
(16) CITY Miami	(17) STATE FL	(18) ZIP CODE 33132
(19) DAYTIME TELEPHONE NUMBER (include area code) 305-356-4559	(20) COUNTRY CODE (if not in U.S.A.)	

FCC REGISTRATION NUMBER (FRN) REQUIRED

(21) APPLICANT (FRN) 0022380216	(22) FCC USE ONLY
------------------------------------	-------------------

COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET

(23A) CALL SIGN/OTHER ID Domestic Section 214	(24A) PAYMENT TYPE CODE CDT	(25A) QUANTITY 1
(26A) FEE DUE FOR (PTC) 1,050.00	(27A) TOTAL FEE 1,050.00	FCC USE ONLY
(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	FCC USE ONLY
(28B) FCC CODE 1	(29B) FCC CODE 2	

SECTION D - CERTIFICATION

CERTIFICATION STATEMENT
I, _____, 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 _____

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 Colleen King DATE 11/30/2013

Approved by OMB
3060-0686

INTERNATIONAL SECTION 214 AUTHORIZATIONS FOR ASSIGNMENT OR TRANSFER OF CONTROL FCC FORM 214TC FOR OFFICIAL USE ONLY	
--	--

APPLICANT INFORMATION

Enter a description of this application to identify it on the main menu:

Application for Assignment of STi Telecom Inc.'s International and Domestic Section 214 Authorizations to Next Angel LLC

1. Legal Name of Applicant			
Name:	Next Angel LLC	Phone Number:	305-356-4559
DBA Name:		Fax Number:	
Street:	100 North Biscayne Blvd., 9th Floor	E-Mail:	jerry@nextcommunications.com
City:	Miami	State:	FL
Country:	USA	Zipcode:	33132 -
Attention:	Jerry M. Huerta		

2. Name of Contact Representative

Name:	Colleen King	Phone Number:	202-719-7307
Company:	Wiley Rein LLP	Fax Number:	202-719-7049
Street:	1776 K Street, NW	E-Mail:	cking@wileyrein.com
City:	Washington	State:	DC
Country:	USA	Zipcode:	20006-
Attention:		Relationship:	Legal Counsel

CLASSIFICATION OF FILING

3. Choose the button next to the classification that best describes this filing. Choose only one.

a. Assignment of Section 214 Authority

An Assignment of an authorization is a transaction in which the authorization, or a portion of it, is assigned from one entity to another. Following an assignment, the authorization will usually be held by an entity other than the one to which it was originally granted. (See Section 63.24(b).)

b. Transfer of Control of Section 214 Authority

A Transfer of Control is a transaction in which the authorization remains held by the same entity, but there is a change in the entity or entities that control the authorization holder. (See Section 63.24(c).)

c. Notification of Pro Forma Assignment of Section 214 Authority (No fee required)

d. Notification of Pro Forma Transfer of Control of Section 214 Authority (No fee required)

Date of Consummation: Must be completed if you select c or d.

6. Name of Assignor / Transferor

Name:	STi Telecom Inc.	Phone Number:	212-931-8773
DBA Name:		Fax Number:	212-931-8693
Street:	1250 Broadway	E-Mail:	rkraus@epana.com
	26th Floor		
City:	New York	State:	NY
Country:	USA	Zipcode:	10001
Attention:	Roberta Kraus		

7. Name of Assignee / Transferee

Name:	Next Angel LLC	Phone Number:	305-356-4559
DBA Name:		Fax Number:	
Street:	100 North Biscayne Blvd., 9th Floor	E-Mail:	jerry@nextcommunications.com
City:	Miami	State:	FL
Country:	USA	Zipcode:	33132
Attention:	Jerry M. Huerta		

8a. Is a fee submitted with this application?

- If Yes, complete and attach FCC Form 159. If No, indicate reason for fee exemption (see 47 C.F.R. Section 1.1114).
 Governmental Entity Noncommercial educational licensee Notification of Pro Forma (No fee required.)
 Other (please explain):

8b. You must file a separate application for each legal entity that holds one or more Section 214 authorizations to be assigned or transferred.

Fee Classification CUT – Section 214 Authority

9. Description (Summarize the nature of the application.)

(If the complete description does not appear in this box, please go to the end of the form to view it in its entirety.)

Next Angel LLC ('Next Angel') and STi Telecom Inc. ('STi Telecom')
hereby request FCC consent to the assignment of STi Telecom's
international and domestic Section 214 authorizations to Next Angel.

10. In Attachment 1, please respond to paragraphs (c) and (d) of Section 63.18 with respect to the assignor/transferor and the assignee/transferee. Label your response "Answer to Question 10".

11. Does any entity, directly or indirectly, own at least ten (10) percent of the equity of the assignee/transferee as determined by successive multiplication in the manner specified in the note to Section 63.18(h) of the rules?

Yes No

If you answered "Yes" to this question, provide in Attachment 1, the name, address, citizenship, and principal businesses of each person or entity that directly or indirectly owns at least ten (10) percent of the equity of the assignee/transferee, and the percentage of equity owned by each of those persons or entities (to the nearest one percent). Label your response "Answer to Question 11."

12. Does the assignee/transferee have any interlocking directorates with a foreign carrier?

Yes No

If you answered "Yes" to this question, identify each interlocking officer/director in Attachment 1. (See Section 63.09(g).) Provide the name and position/title of the individual or entity, the name of the foreign carrier, and the country in which the foreign carrier is authorized to operate. Label your response: "Answer to Question 12."

13. Provide in Attachment 1 a narrative of the means by which the proposed assignment or transfer of control will take place. In circumstances of a substantial assignment or transfer of control pursuant to Section 63.24(e), where the assignor seeks authority to assign only a portion of its U.S. international assets and/or customer base, please specify whether the assignor requests authority to continue to operate under any or all of its international Section 214 File Nos. after consummation; and, if so, please specify in Attachment 1 each File No. it seeks to retain in its own name. Label your response "Answer to Question 13."

Note: The assignor may retain any or all of its international Section 214 File Nos. In that case, the assignor will continue to hold the international section 214 authorizations that it specifies in response to this question. The ITC-ASG File No. that the Commission assigns to this application will, when granted, constitute Commission authorization of the proposed assignment of assets and /or customers from the assignor to the assignee. Unless Commission grant of the assignment application specifies otherwise, the assignee may provide the same services on the same routes as permitted under the assignor's Section 214 authorization(s), and the assignee may provide such service to any customers it may obtain in the ordinary course of business.

If this filing is not a notification of a pro forma assignment or pro forma transfer of control, please respond to Questions 14-20 below. (See Section 63.24(d).) Otherwise, you may proceed to Question 21 below.

14. Check "Yes" below if the assignee is a foreign carrier or if, upon consummation of the proposed assignment or transfer of control, the Section 214 holder would be affiliated with a foreign carrier. (See Section 63.18 (i).) The terms "foreign carrier" and "affiliated" are defined in Section 63.09 (d) & (e) of the rules respectively. Yes No

If you answered "Yes" to this question, please specify in Attachment 1 each foreign country in which the assignee is a foreign carrier or in which the Section 214 holder, upon consummation, would be affiliated with a foreign carrier. Label your response, "Answer to Question 14."

15. If this application is granted and the proposed assignment or transfer is consummated, would the Section 214 holder be authorized to provide service to any destination country for which any of the following statements is true? Yes No

- (1) The Section 214 holder is a foreign carrier in that country; or
- (2) The Section 214 holder controls a foreign carrier in that country; or
- (3) Any entity that owns more than 25 percent of the Section 214 holder, or that controls the Section 214 holder, controls a foreign carrier in that country.
- (4) Two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate, more than 25 percent of the Section 214 holder and are parties to, or the beneficiaries of, a contractual relation (e.g., a joint venture or market alliance) affecting the provision or marketing of international basic telecommunications services in the United States.

If you answered "Yes" to this question, please specify in Attachment 1 each foreign carrier and country for which any of the above statements would be true. Label your response, "Answer to Question 15."

16. If you answered "Yes" to question 14, do you request classification of the Section 214 holder as a "non-dominant" carrier, upon consummation of the proposed transaction, between the United States and any or all countries listed in response to Question 14? See Section 63.10 of the rules.

Yes No

If you answered "Yes" to this question, you must provide information in Attachment 1 to demonstrate that the Section 214 holder would qualify for non-dominant classification under Section 63.10 of the rules on each U.S.-destination country route where it would be a foreign carrier, or would be affiliated with a foreign carrier and for which you request non-dominant classification. Label your response, "Answer to Question 16."

17. If you answered "Yes" to question 14 and you have not provided information in response to Question 16 to demonstrate that the Section 214 holder would qualify for non-dominant classification under Section 63.10 of the rules on each U.S.-destination route where it would be a foreign carrier, or be affiliated with a foreign carrier, check "Yes" below to certify that the assignee/transferee agrees to comply with the dominant carrier safeguards in Section 63.10 (c) & (e) of the rules in the provision of international service between the United States and any foreign country(ies) for which you have not provided the required information.

Yes, I certify that I agree to comply with the dominant carrier safeguards in Section 63.10 (c) & (e) of the rules in my provision of international service between the United States and the following foreign country(ies):

No, Does not apply.

18. If you answered "Yes" to question 15, and if you have not provided information in response to question 16 to demonstrate that the Section 214 holder would qualify for non-dominant classification under Section 63.10 of the rules in its provision of service to each of the countries identified in response to question 15, the Section 214 holder may not be eligible to provide international telecommunications service between the U.S. and each such country following consummation of the assignment or transfer. In order to determine whether the public interest would be served by authorizing service on these U.S.-destination country routes, the assignee/transferee must provide information, in Attachment 1, to satisfy one of the showings specified in Section 63.18(k) of the rules. Label your response, "Answer to Question 18."

19. If the assignee, or the Section 214 holder that is the subject of this transfer of control application, is a provider of Commercial Mobile Radio Services, you need not answer this question.

If any of the Section 214 authorization(s) that would be assigned or transferred, authorize the Section 214 holder to resell the international switched services of an unaffiliated U.S. carrier for the purpose of providing international telecommunications services to a country listed in response to question 14, and unless you have provided information in response to question 16 to demonstrate that the Section 214 holder would qualify for non-dominant classification under Section 63.10(a)(3) of the rules for each country, check "Yes" below to certify that the assignee/transferee will file the quarterly traffic reports required by Section 43.61(c) of the rules; and/or state in Attachment 1 that the foreign carrier(s) for which the applicant has not made a showing under Section 63.10(c)(3) do(es) not collect settlement payments from U.S. international carriers. (See Section 63.18(l).)

Yes, I certify that I agree to comply with the quarterly traffic reporting requirements set forth in section 43.61(c) of the rules.

20. If the applicant desires streamlined processing pursuant to Section 63.12 of the rules, provide in Attachment 1 a statement of how the application qualifies for streamlined processing. (See Section 63.18(p).) Note that, if the application is being filed in connection with a sale of assets or reorganization of a carrier or its parent pursuant to the U.S. bankruptcy laws, the application may not be eligible for streamlined processing until final bankruptcy court approval of the proposed sale or reorganization.

Applicant certifies that its responses to questions 21 through 25 are true:

21. The assignee/transferee certifies that it has not agreed to accept special concessions directly or indirectly from a foreign carrier with respect to any U.S. international route where the foreign carrier possesses sufficient market power on the foreign end of the route to affect competition adversely in the U.S. market and will not enter into any such agreements in the future. Yes No

22. By signing this application, the undersigned certify either (1) that the authorization(s) will not be assigned or that control of the authorization(s) will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to the notification procedures for pro forma transactions under Section 63.24 of the rules. The assignee/transferee also acknowledges that the Commission must be notified by letter within 30 days of a consummation or of a decision not to consummate. (See Section 63.24(e)(4).) Yes No

23. If this filing is a notification of a pro forma assignment or transfer of control, the undersigned certify that the assignment or transfer of control was pro forma and that, together with all previous pro forma transactions, does not result in a change in the actual controlling party. Yes No Not a Pro Forma

<p>24. The undersigned certify that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.</p>	<p><input checked="" type="radio"/> Yes <input type="radio"/> No</p>
<p>25. The assignee/transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification.</p>	<p><input checked="" type="radio"/> Yes <input type="radio"/> No</p>

CERTIFICATION

<p>26. Printed Name of Assignor / Transferor STi Telecom Inc.</p>	<p>29. Printed Name of Assignee / Transferee Next Angel LLC</p>
<p>27. Title (Office Held by Person Signing) CEO, Vivaro Corporation</p>	<p>30. Title (Office Held by Person Signing) Manager</p>
<p>28. Signature (Enter the name of the person who will sign the paper version of this form for retention in their files) Jesus Velazquez Garcia</p>	<p>31. Signature (Enter the name of the person who will sign the paper version of this form for retention in their files) Jerry M. Huerta</p>

WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND / OR IMPRISONMENT (U.S. Code, Title 18, Section 1001), AND/OR REVOCATION OF ANY STATION AUTHORIZATION (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).

FCC NOTICE REQUIRED BY THE PAPERWORK REDUCTION ACT

The public reporting for this collection of information is estimated to average 8 hours per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the required data, and completing and reviewing the collection of information. If you have any comments on this burden estimate, or how we can improve the collection and reduce the burden it causes you, please write to the Federal Communications Commission, AMD-PERM, Paperwork Reduction Project (3060-0686), Washington, DC 20554. We will also accept your comments regarding the Paperwork Reduction Act aspects of this collection via the Internet if you send them to PRA@fcc.gov. PLEASE DO NOT SEND COMPLETED FORMS TO THIS ADDRESS.

Remember – You are not required to respond to a collection of information sponsored by the Federal government, and the government may not conduct or sponsor this collection, unless it displays a currently valid OMB control number or if we fail to provide you with this notice. This collection has been assigned an OMB control number of 3060-0686.

THE FOREGOING NOTICE IS REQUIRED BY THE PAPERWORK REDUCTION ACT OF 1995, PUBLIC LAW 104-13, OCTOBER 1, 1995, 44 U.S.C. SECTION 3507.

**APPLICATION FOR ASSIGNMENT OF INTERNATIONAL AND
DOMESTIC SECTION 214 AUTHORITY AND
REQUEST FOR WAIVER OF SECTION 1.1910 OF THE COMMISSION'S RULES**

Pursuant to Section 214 of the Communications Act of 1934, as amended, ("the Act"), 47 U.S.C. § 214, and Sections 63.04 and 63.24 of the Federal Communications Commission's ("FCC" or "Commission") rules, 47 C.F.R. §§ 63.04 and 63.24, Next Angel LLC ("Next Angel") and STi Telecom Inc., formerly known as Epana Networks, Inc. ("STi Telecom")¹ (collectively "the Applicants") hereby request FCC consent to the assignment of STi Telecom's international and domestic Section 214 authorizations to Next Angel. In addition, as described below, Next Angel and STi Telecom seek waiver of Section 1.1910 of the Commission's rules to allow the processing of this application.

ANSWER TO QUESTION 10

Assignor Information (STi Telecom)

Contact Information:

STi Telecom Inc.
c/o Jesus Velazquez Garcia
1250 Broadway, 25th Floor
New York, NY 10001
Tel: (212) 660-2766
jvelazquez@vivarocorp.com

with a copy to

Frederick E. Schmidt, Jr.
Herrick, Feinstein LLP
2 Park Avenue
New York, NY 10016
Tel: (212) 592-5941
Fax: (212) 545-3474
eschmidt@herrick.com

¹ In the FCC's electronic database, IBFS, the international Section 214 at issue, File No. ITC-214-20031020-00495 is still listed as an authorization held by Epana Networks, Inc. ("Epana"). Epana has changed its name to STi Telecom Inc. See Letter from Roberta Kraus to Marlene H. Dortch, File No. ITC-214-20031020-00495 (filed Aug. 4, 2011).

State of Incorporation:

STi Telecom is a corporation organized under the laws of the State of Delaware.

International Section 214 Authority:

STi Telecom holds the international Section 214 authorization that is the subject of this assignment application: File No. ITC-214-20031020-00495 (authority to provide global facilities-based and resold services).

Assignee Information (Next Angel):

Contact Information:

Next Angel LLC
c/o Jerry M. Huerta
100 North Biscayne Blvd, 9th Floor
Miami, FL 33132
Tel: 305-356-4559
jerry@nextcommunications.com

with a copy to

Colleen King
Wiley Rein LLP
1776 K Street, NW
Washington, DC 20006
Tel: 202-719-7307
Fax: 202-719-7049
cking@wileyrein.com

International Section 214 Authority:

Next Angel does not hold any international Section 214 authorizations. Next Angel has three direct owners: Next Communications, Inc. ("Next Communications"), Angel Telecom (USA) Inc. ("Angel Telecom"), and Marcatel Telecommunications, LLC ("Marcatel"). Next Communications holds an international Section 214 authorization to provide global facilities-based and resold services, File No. ITC-214-19990107-00014. Marcatel has a pending application for authority to provide global resale services, File No. ITC-214-20120913-00230.

ANSWER TO QUESTION 11

Direct Ownership:

The following individuals have a direct ten percent or greater direct ownership interest in assignee, Next Angel:

Direct Shareholder Name: Next Communications, Inc.
Address: 100 North Biscayne Blvd., 9th Floor,
Miami, FL 33132
Citizenship: United States
Principal Business: Telecommunications
Percentage Equity and Voting Ownership in Next Angel: 45%

Direct Shareholder Name: Angel Telecom (USA) Inc.
Address: c/o WUERSCH & GERING LLP
100 Wall Street, 10th Fl.
New York, NY 10005
Citizenship: United States
Principal Business: Telecommunications
Percentage Equity and Voting Ownership in Next Angel: 40%

Direct Shareholder Name: Marcatel Telecommunications, LLC
Address: 10190 Katy Freeway, Suite 410
Houston, TX 77043
Citizenship: United States
Principal Business: Telecommunications
Percentage Equity and Voting Ownership in Next Angel: 15%

Indirect Ownership:

Next Communications Ownership:

Indirect Shareholder Name: Arik Meimoun
Address: 450 Alton Road, No 1102, Miami Beach, Florida 33139
Citizenship: United States
Principal Business: Telecommunications
Attributable Equity and Voting Ownership in Next Angel: 22.5%

Indirect Shareholder Name: Engin Yesil
Address: 40 Star Island Drive, Miami Beach, Florida 33139
Citizenship: Turkey
Principal Business: Real Estate

Attributable Equity and Voting Ownership in Next Angel: 16.65%

Angel Telecom Ownership:

Indirect Shareholder Name: Angel Telecom Holding AG
Address: Blegistrasse 11a,
CH-6340 Baar, Switzerland
Citizenship: Switzerland
Principal Business: Holding Company
Attributable Equity and Voting Ownership in Next Angel: 40%

Indirect Shareholder Name: Angel Telecom Corporation
Address: Blegistrasse 11a,
CH-6340 Baar, Switzerland
Citizenship: United States
Principal Business: Holding Company
Attributable Equity and Voting Ownership in Next Angel: 40%

Marcatel Ownership:

Indirect Shareholder Name: IXC International LLC
Address: 10190 Katy Freeway, Suite 410
Houston, TX 77043
Citizenship: United States
Principal Business: Holding Company
Attributable Equity and Voting Ownership in Next Angel: 15%

Indirect Shareholder Name: Telecom Overseas C.V. ("TOCV")²
Address: AJ Emstraat 199
Amsterdam, Netherlands
Citizenship: Netherlands
Principal Business: Holding Company
Attributable Equity and Voting Ownership in Next Angel: 15%

No other individual or entity will hold a ten percent or greater ownership interest in Next Angel.

² TOCV has one general partner: Stichting Jarda which is a Dutch foundation. Stichting Jarda owns less than a one percent (1 %) interest in TOCV. The address of Stichting Jarda is Baarerstrasse 75 CH-6300, Zug, Switzerland. TOCV has one limited partner: Gustavo Mario de la Garza Ortega, a citizen of Mexico whose principal business is his work as a telecommunications executive. Mr. De la Garza Ortega owns more than a ninety-nine percent (99%) interest in TOCV. The address of Mr. De la Garza Ortega is Avenida San Jeronimo 210 Poniente, Colonia San Jeronimo, Monterrey, Nuevo Leon.

ANSWER TO QUESTION 12

Through its ownership by Next Communications, Next Angel will have the following interlocking directorates:

- Arik Meimoun, the Chief Executive Officer of Next Communications, is the General Manager of ATSI Comunicaciones SA de CV, a telecommunications company in Mexico.

Through its ownership by Angel Telecom, Next Angel will have the following interlocking directorates:

- Peter Waneck, President and CEO of Angel Telecom (USA) Inc., is the Chief Executive Officer of Angel Telecom AG, a telecommunications carrier in Switzerland.

Through its ownership by Marcatel, Next Angel will have the following interlocking directorates:

- Gustavo Mario de la Garza Ortega is the President and Secretary of Marcatel, and a director of Marcatel Com, S.A. de C.V. ("Marcatel Mexico"), a Mexican long distance and international carrier.
- Gustavo Mario de la Garza Flores is the Chief Executive Officer of Marcatel and the Sales & Marketing Director of Marcatel Mexico.
- Roberto Xavier Margain Santos is the Secretary and Agent of Marcatel and the Chief Financial Officer of Marcatel Mexico.

ANSWER TO QUESTION 13

Description of the Proposed Transaction and Request for Waiver

Next Angel seeks Commission consent to the assignment of the international and domestic Section 214 authorizations held by STi Telecom to Next Angel. STi Telecom and its sister company, STi Prepaid, LLC, are currently in bankruptcy and may soon be unable to provide telecommunications services to customers. As described below, this transaction is in the public interest, as it will allow the customers of STi Telecom and STi Prepaid to continue receiving telecommunications services.

Next Angel understands that STi Telecom is delinquent in certain debts owed to the Commission. Next Angel seeks waiver of Section 1.1910 of the Commission's rules, 47 C.F.R. § 1.1910, to allow the FCC to process the instant application. Under Section 1.3 of the

Commission's rules, the Commission has authority to waive its rules "for good cause shown."³ Good cause exists if "special circumstances warrant a deviation from the general rule and such deviation will serve the public interest" better than adherence to the general rule.⁴ In determining whether waiver is appropriate, the Commission should "take into account considerations of hardship, equity, or more effective implementation of overall policy."⁵ Good cause exists in this case because, as explained herein, without grant of the instant application, the current customers of STi Telecom may be unable to receive ongoing telecommunications services.

Description of the Parties

STi Telecom, a Delaware corporation, provides a variety of long-distance phone services, including prepaid international calling cards and prepaid wireless products and services. STi Telecom holds Section 214 authority to provide international and domestic telecommunications services.

The assignee, Next Angel LLC, is a Delaware limited liability company that was recently formed by three experienced telecommunications companies, Next Communications, Angel Telecom, and Marcatel, to purchase the assets of STi Telecom and STi Prepaid from bankruptcy. Next Communications, Inc., a Delaware corporation, is a provider of wholesale long distance voice, data, and video services for wired and wireless telecommunications carriers will own 45 percent of Next Angel. Angel Telecom is a wholly owned subsidiary of Angel Telecom Holding AG, a Swiss holding company that controls experienced telecommunications providers in Switzerland. Angel Telecom will own 40 percent of Next Angel. Marcatel is a Delaware limited liability company whose principal business is to provide wholesale telecommunications services and will own 15 percent of Next Angel.

Description of the Agreement

It is contemplated that an Asset Purchase and Sale Agreement will, subject to the approval of the Bankruptcy Court, be executed by Next Angel ("Purchaser") and Vivaro Corporation; STi Prepaid, LLC; Kare Distribution, Inc.; STi Telecom, Inc.; TNW Corporation; STi CC I, LLC; and STi CC II, LLC (collectively, the "Sellers"). Each Seller is a debtor-in-possession under title 11, of the United States Code, 11 U.S.C. §§ 101 - 1532 (as amended, the "Bankruptcy Code"), and filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code on September 5, 2012 (the "Petition Date"), in the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court") and the Sellers' cases are jointly

³ 47 C.F.R. § 1.3; *WAIT Radio v. FCC*, 418 F.2d 1153, 1159 (D.C. Cir. 1969).

⁴ *Northeast Cellular Telephone Co. v. FCC*, 897 F.2d 1164, 1166 (D.C. Cir. 1990).

⁵ *WAIT Radio*, 418 F.2d at 1159.

administered under case number 12-13810 (MG) (collectively, the “Bankruptcy Cases”). On November 21, 2012, the Bankruptcy Court entered an Order Approving (A) Bidding Procedures In Connection With Sale of All of the Debtors’ Assets, (B) Stalking Horse Bid Protections, (C) Form and Manner of Notice of Sale Hearing, and (D) Such Other and Further Relief As the Court Deems Just and Equitable (the “Bidding Procedures Order”). On December 19, 2012, the Bankruptcy Court entered an Amended Order Approving (A) Bidding Procedures In Connection With Sale of All of the Debtors’ Assets, (B) Stalking Horse Bid Protections, (C) Form and Manner of Notice of Sale Hearing, and (D) Such Other and Further Relief As the Court Deems Just and Equitable (the “Amended Bidding Procedures Order” and together with the Bidding Procedures Order, the “Bidding Procedures Orders”). The parties intend to enter into the Purchase Agreement and consummate the transactions contemplated thereby under the Bidding Procedures Orders and in accordance with sections 105, 363, 365 and 1123 of the Bankruptcy Code.

Public Interest Statement

The proposed transaction is in the public interest because it will allow current customers of STi Telecom to continue receiving quality telecommunications services. As described above, STi Telecom is currently in bankruptcy, and if the sale is not consummated within the next week, it is expected that STi Telecom’s business may run out of cash and be forced into liquidation.⁶ Next Angel, through its ownership by Next Communications, Angel Telecom, and Marcatel, has the financial and technical capabilities to provide continued and even improved service to STi Telecom’s existing customers.

This transaction will not impact consumers who continue to utilize the existing prepaid calling cards. Consumers holding prepaid calling cards issued before the transaction occurs will continue to receive high-quality telecommunications services without interruption. Consumer notice is not required because STi Telecom does not have a dedicated, identifiable consumer base. STi Telecom’s calling card services can be used by any person at any time after purchasing the calling card from a retailer, as it is done today. STi Telecom (i) sells all of its prepaid cards through distributors; (ii) has no knowledge of the identity of the persons who purchase its calling cards, and (iii) has no direct relationship with the persons utilizing its calling cards.

ANSWER TO QUESTION 14

Next Angel is not a foreign carrier, but through its ownership by Next Communications, Angel Telecom, and Marcatel, is affiliated with the following foreign carriers:

⁶ Applicants are simultaneously filing an application for Special Temporary Authority seeking to permit Next Angel to provide service to STi Telecom’s customers pending grant of the instant assignment application.

- ATSI Comunicaciones SA de CV, a telecommunications company in Mexico.
- Marcatel Com, S.A. de C.V. (“Marcatel Mexico”) is a Mexican long distance and international carrier.
- Angel Telecom AG, a telecommunications company in Switzerland, provides international call services through a VoIP network.
- Connexcom AG provides prepaid calling services in Switzerland.

Next Angel has no other foreign carrier affiliations.

ANSWER TO QUESTION 15

Pursuant to Section 63.18(j) of the Commission’s rules, 47 C.F.R. § 63.18(j), Next Angel certifies that it is not a foreign carrier but that will provide service to Mexico, where it is affiliated with foreign carriers ATSI Comunicaciones SA de CV and Marcatel Mexico and Switzerland, where it is affiliated with foreign carriers Angel Telecom AG and Connexcom AG.

ANSWER TO QUESTION 16

Pursuant to Section 63.10 of the Commission's rules, 47 C.F.R. § 63.10, Next Angel qualifies for non-dominant classification on the route between the United States and Mexico because ATSI Comunicaciones SA de CV and Marcatel Mexico have no market power in Mexico. *See id.* § 63.10(a)(3). ATSI Comunicaciones SA de CV provides wholesale national and international long distance services in Mexico. ATSI Comunicaciones SA de CV lacks 50 percent market share in the international transport and the local access markets in Mexico. Marcatel Mexico is a competitive long distance and international carrier in Mexico, with less than a two percent market share. The Commission has previously found that "Marcatel [Mexico] has a limited market share, no market power, and a lack of control over bottleneck services or facilities."⁷ This remains true today.

Next Angel also qualifies for non-dominant classification on the route between the United States and Switzerland because Angel Telecom AG and Connexcom AG have no market power in Switzerland. *See id.* § 63.10(a)(3). Both of these companies lack 50 percent market share in the international transport and the local access markets in Mexico.

Moreover, ATSI Comunicaciones SA de CV, Marcatel Mexico, Angel Telecom AG and Connexcom AG are not listed on the Commission's List of Foreign Telecommunications Carriers that Are Presumed to Possess Market Power in Foreign Telecommunications Markets.⁸ As such, Next Angel is presumptively classified as non-dominant on the U.S.-Mexico route and the U.S.-Switzerland route.

ANSWER TO QUESTION 20

This application for assignment of international Section 214 authorization qualifies for streamlined processing pursuant to Section 63.12(c). 47 C.F.R. § 63.12. Although Next Angel is affiliated with foreign carriers in Mexico and Switzerland, it qualifies for a presumption of non-dominance under Section 63.10(a)(3) of the Commission's rules as set forth in the Answer to Question 16.

⁷ *Progress International, L.L.C.; Application for Global Authorization Pursuant to Section 214 of the Communications Act of 1934, as Amended, to Resell International Communications Services, Order, Authorization and Certificate, 12 FCC Rcd 9799 (1997).*

⁸ *The International Bureau Revises and Reissues the Commission's List of Foreign Telecommunications Carriers that Are Presumed to Possess Market Power in Foreign Telecommunications Markets, Public Notice, DA 07-233 (Jan. 26, 2007).*

**INFORMATION REQUIRED BY SECTION 63.04 OF THE COMMISSION'S RULES IN
RELATION TO STI TELECOM'S DOMESTIC 214 AUTHORIZATION**

In support of the Applicants' request for consent to assignment of STi Telecom's domestic blanket Section 214 authority to Next Angel, the following information is submitted pursuant to Section 63.04 of the Commission's rules. 47 C.F.R. § 63.04. Specifically, Section 63.04(b) provides that applicants submitting a joint domestic/international Section 214 assignment application should submit as an attachment to the international Section 214 application responses to the information requested in paragraphs (a)(6) through (a)(12) of Section 63.04.

RESPONSES TO SECTION 63.04(a)(6)-(12)

Section 63.04 (a)(6) – Description of the transaction:

See Answer to Question 13.

Section 63.04(a)(7) – Description of the geographic area in which the assignor and assignee offer domestic telecommunications services, and what services are provided in each area:

STi Telecom provides resold telecommunications services throughout the United States.

STi Prepaid, an affiliate of STi Telecom, provides interstate and international telecommunications services throughout the United States.

Next Angel does not currently provide domestic telecommunications services. Next Communications provides wholesale long distance voice, data, and video services for wired and wireless telecommunications carriers. Meimoun & Mammon, LLC, an affiliate of Next Communications, provides prepaid calling card services in Florida. Neither Angel Telecom and its affiliates nor Marcatel and its affiliates provide domestic telecommunications services.

Section 63.04(a)(8) – Statement as to how the Application qualifies for streamlined treatment:

This application for assignment of domestic Section 214 authorization presumptively qualifies for streamlined processing pursuant to Section 63.03(b)(2)(i) because, immediately following the transaction: (1) Applicants and their affiliates (as defined in 47 U.S.C. § 153(1) – “Affiliates”) combined will hold less than a ten (10) percent share of the interstate, interexchange market; (2) to the extent that Applicants or their Affiliates provide U.S. local exchange services or exchange access services, those services are provided only in geographic areas served by a dominant local exchange carrier that is not a party to this transaction; and (3) none of the Applicants or their Affiliates is dominant with respect to any U.S. domestic service. 47 C.F.R. §63.03(b)(2)(i).

Section 63.04(a)(9) – Identification of all other Commission applications related to this transaction:

Applicants are simultaneously filing an application for assignment of STi Telecom's international and domestic Section 214 authorizations to Next Angel.

(Section 63.04(a)(10) – Statement of whether the applicants request special consideration because either party is facing imminent business failure:

As explained in the Answer to Question 13 above, STi Telecom is facing imminent business failure. If the sale is not consummated within the next week, it is the expectation of the parties that the STi Telecom's business may run out of cash and be forced into liquidation.

Section 63.04(a)(11) – Identification of any separately filed waiver requests being sought in conjunction with this application:

No separately filed waiver requests are sought in conjunction with this application.

Section 63.04(a)(12) – Statement showing how grant of the Application will serve the public interest, convenience and necessity:

See Answer to Question 13.