

READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE
FORM 159

Approved by OMB
306n.0589
Page No. 1 of 2

(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) John L. Clark		(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) \$1,050.00	
(4) STREET ADDRESS LINE NO. 1 505 Sansome Street, Ninth Floor			
(5) STREET ADDRESS LINE NO. 2			
(6) CITY San Francisco		(7) STATE CA	(8) ZIP CODE 94111
(9) DAYTIME TELEPHONE NUMBER (include area code) 415-765-8443		(10) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(11) PAYER (FRN) 0012405973		(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 IXC Holdings, Inc.			
(14) STREET ADDRESS LINE NO. 1 800 S. Michigan Street			
(15) STREET ADDRESS LINE NO. 2			
(16) CITY Seattle		(17) STATE WA	(18) ZIP CODE 98108
(19) DAYTIME TELEPHONE NUMBER (include area code) 800-284-9519		(20) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(21) APPLICANT (FRN) 0019890177		(22) FCC USE ONLY	
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(23A) CALL SIGN/OTHER ID	(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>John L. Clark</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 <i>[Signature]</i>		DATE 11/30/13	
SECTION E - CREDIT CARD PAYMENT INFORMATION			

PAID BY CREDIT CARD

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

In the Matter of)	
)	
IXC Holdings, Inc.)	
<i>Transferor,</i>)	
)	
and)	WC Docket No. _____
)	
Telekenex Acquisition Corporation)	IB File No. _____
<i>Transferee .</i>)	
)	
Application, Pursuant to Section 214 of the)	
Communications Act of 1934, as Amended, for)	
Consent for Assignment of Licenses and Assets)	
by IXC Holdings, Inc. to Telekenex Acquisition)	
Corporation)	

JOINT APPLICATION

IXC Holdings, Inc. (FRN: 0019890177) (“IXCH”) and Telekenex Acquisition Corporation (FRN: 0022976716) (“Telekenex Acquisition”), collectively “Joint Applicants,” hereby request, pursuant to Section 214 of the Communications Act of 1934, 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], authority for the assignment and transfer of IXCH’s licenses and assets, including its customer base, to Telekenex Acquisition (hereinafter the “Transaction”). Pursuant to Commission Rule 63.04(b), information addressing the requirements of Commission Rule 63.04(a)(6)-(12) [47 C.F.R. § 63.04(a)(6)-(12)] is set forth in Attachment A.

I. INTRODUCTION AND SUMMARY OF TRANSACTION

IXCH currently provides local exchange, exchange access, dedicated private line, and domestic and international interexchange telecommunications services to commercial

customers in California and Nevada. IXCH also provides interconnected VoIP, managed PBX, and other IP-enabled data and voice services across the nation.

The proposed Transaction is a sale to Telekenex Acquisition of the operations currently carried out by IXCH. Telekenex Acquisition is a new entity formed specifically for the Transaction and has no current operations of its own. After completion of the Transaction, Telekenex Holdings LLC, a Delaware limited liability company, will control 82% of the equity interest in Telekenex Acquisition. Telekenex Holdings LLC will be wholly-owned by Spire Capital Partners III, LLC, a Delaware limited liability company. The current management investors of IXC Holdings, Inc. will own 16% of Telekenex Acquisition in the aggregate, with no single investor holding more than 10% of the equity interest.

After completion of the Transaction, Telekenex Acquisition will continue to provide service to the transferred customers under the same rates, terms, and conditions that the customers enjoyed previously as customers of IXCH, without disruption or any other adverse impact on service quality. Further, operations will continue to be conducted under day-to-day management by the same team of experienced telecommunications professionals who are responsible for IXCH's operations, today. Thus, the Transaction will be virtually transparent to affected customers. In accordance with applicable Commission and state requirements, all affected customers will be provided a minimum of thirty days' advance written notice of the proposed Transaction. Further, closing of the Transaction will be subject to receipt of all required Commission and state authorizations.

II. REQUEST FOR STREAMLINED PROCESSING

This Application is eligible for streamlined processing under Sections 63.03 and 63.12 of the Commission's Rules, 47 CFR § 63.03 and § 63.12. With respect to the domestic

authority, this application is eligible for streamlining because Telekenex Acquisition, the transferee, is not a telecommunications provider. *See* 47 C.F.R. § 63.03(b)(1)(ii).

With respect to the international authority, this Application is eligible for streamlined processing because none of the exceptions to streamlined filing specified by paragraph (c) of Section 63.12 applies.

III. STATEMENT OF PUBLIC INTEREST

The proposed Transaction will provide investment capital for the improvement and expansion of the operations currently undertaken by IXCH.

Telekenex Acquisition has access to substantial financial resources and will be managed and operated by a highly-experienced and capable team of telecommunications professionals. Following the transfer, affected customers will continue to receive telecommunications service without change or disruption, and at the same rates, terms, and conditions they now enjoy.

For these reasons, the Joint Applicants respectfully submit that the Transaction is in the public interest and the Application should be granted without delay.

IV. SECTION 63.24(e) INFORMATION

Pursuant to Section 63.24(e) of the Commission's Rules, Joint Applicants submit the following information requested in Section 63.18 (a)-(d) and (h)-(p) in support of this Application. (In accordance with Section 63.24(e)(2), items (i)-(p) pertain to the transferee, only; but, item (h) contains ownership information for both the transferor and the transferee.)

(a) Names, Addresses, and Telephone Numbers of Applicants

(1) Transferor: IXC Holdings, Inc.;
FRN 0019890177

IXC Holdings, Inc.
800 S. Michigan Street
Seattle, WA 98108
Tel: 800-284-9519

(2) Transferee: Telekenex Acquisition Corporation
FRN 0022976716

Telekenex Acquisition Corporation
c/o Spire Capital Management
1500 Broadway, Suite 1811
New York, New York 10036
Tel: (212) 218-5456

(b) Jurisdiction of Organization

IXCH is a Delaware corporation.

Telekenex Acquisition is a Delaware corporation.

(c) Contact Information

All correspondence and other communications concerning this Application should
be directed to:

John L. Clark
Goodin, MacBride, Squeri
Day & Lamprey, LLP
505 Sansome Street, 9th Floor
San Francisco, California 94111
Tel: 415-765-8443
Fax: 415-398-4321
E-mail: jclark@goodinmacbride.com

and

Todd Daubert
Dentons US LLP
1301 K Street, NW
Suite 600, East Tower
Washington, D.C. 20005-3364
Tel: 202-408-6458
Fax: 202-408-6399
Email: todd.daubert@dentons.com

(d) Section 214 Authorizations

IXCH holds blanket domestic Section 214 operating authority pursuant to Rule
63.01 [47 C.F.R. § 63.01]. IXCH holds international Section 214 authority to provide global or

limited global resale services under File No. ITC-214-20101112-00459.

Telekenex Acquisition does not provide telecommunications service and does not hold any Section 214 authorizations.

(h) Ownership

IXCH:

The following entity directly owns or controls 10% or more of IXC Holdings, Inc.

Name and Address	Citizenship	Principal Business	Percent Equity
IXC, Inc. 800 S. Michigan Street Seattle, WA 98108	United States	Holding Company	100%

The following entities own or control 10% or more of IXC, Inc.:

Name and Address	Citizenship	Principal Business	Percentage Equity
BPB, LLC 800 S. Michigan Street Seattle, WA 98108	United States	Holding Company	28.4%
Walden VC II, L.P. 1 California Street, # 2800; San Francisco, CA 94111	United States	Venture Capital Fund	35.5%
Altos Ventures IV, L.P.	United States	Holding Company	21.3%

The following individuals own or control 10% or more of BPB, LLC:

Name and Address	Citizenship	Principal Business	Percentage Equity
Brandon Chaney 800 S. Michigan Street Seattle, WA 98108	United States	Telecommunications Management	50%
Anthony Zabit 24 Greenwood Way Mill Valley, CA 94941	United States	Telecommunications Management	50%

No other individual or entity owns or controls a 10% or more interest in IXC Holdings, Inc. (as determined the Commission's ownership attribution rules).

Telekenex Acquisition (Current Ownership): Telekenex Acquisition, at the time of this application, is a shell. Upon consummation of the proposed Transaction, the

following entity will own or control 10% or more of Telekenex Acquisition:

Name and Address	Citizenship	Principal Business	Percentage Equity
Telekenex Holdings LLC c/o Spire Capital Management LLC 1500 Broadway, Suite 1811 New York, New York 10020	United States	Holding Company	82%

The following individuals and entities will own or control 10% or more of Telekenex Holdings, LLC:

Name and Address	Citizenship	Principal Business	Percentage Equity
Spire Capital Partners III, LLC c/o Spire Capital Management LLC 1500 Broadway, Suite 1811 New York, New York 10020	United States	Holding Company	100%

No other individual or entity owns or controls a 10% or more interest in Telekenex Acquisition (as determined the Commission’s ownership attribution rules).

(i) As evidenced by the certification attached to this Application, Transferee Telekenex Acquisition certifies under penalty of perjury under the laws of the United States that neither it nor any affiliate is affiliated with a foreign carrier.

(j) As evidenced by the certification attached to this Application, Transferee Telekenex Acquisition certifies under penalty of perjury under the laws of the United States that it does not, directly or through any affiliate, seek to provide international telecommunications services to any destination country for which any of the statements in subsections 63.18(j)(1)-(4), inclusive, of the Commission’s Rules (47 C.F.R. § 63.18(j)(1)-(4), inclusive) is true.

(k) Not applicable.

(l) Not applicable.

(m) Not applicable.

(n) As evidenced by the certification attached to this Application, Transferee Telekenex Acquisition certifies under penalty of perjury under the laws of the United States that neither it nor any affiliate has agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route and that neither he nor any affiliate will enter into such agreements in the future.

(o) As evidenced by the certifications attached to this Application, Transferee Newco certifies under penalty of perjury under the laws of the United States that neither it nor any affiliate is subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998. *See* 21 U.S.C. § 853a. *See also* 47 C.F.R. §§ 1.2001-1.2003.

(p) Joint Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Section 63.12(a)-(b) of the Commission's Rules, 47 C.F.R. § 63.12(a)-(b). In particular, Section 63.12(c)(1) is inapplicable because neither of the Joint Applicants is affiliated with any foreign telecommunications carriers except for foreign telecommunications carriers that qualify for a presumption of non-dominance pursuant to Section 63.10(a)(3) of the Commission's Rules, and none of the scenarios outlined in Section 63.12(c)(2)-(4) of the Commission's Rules applies.

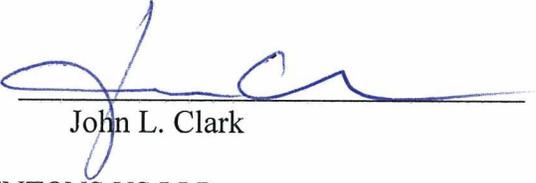
CONCLUSION

As demonstrated in this Application, Joint Applicants submit that the public interest, convenience, and necessity would be furthered by a grant of this Application.

Respectfully submitted this 15th day of October 2013.

GOODIN, MACBRIDE, SQUERI,
DAY & LAMPREY, LLP
John L. Clark
505 Sansome Street, Suite 900
San Francisco, California 94111
Telephone: (415) 765-8443
Facsimile: (415) 398-4321
E-Mail: jclark@goodinmacbride.com

By



John L. Clark

DENTONS US LLP
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Email: todd.daubert@dentons.com

By

Todd Daubert

Attorneys for Joint Applicants

Section 63.10(a)(3) of the Commission's Rules, and none of the scenarios outlined in Section 63.12(c)(2)-(4) of the Commission's Rules applies.

CONCLUSION

As demonstrated in this Application, Joint Applicants submit that the public interest, convenience, and necessity would be furthered by a grant of this Application.

Respectfully submitted this ___ day of _____ 2013.

GOODIN, MACBRIDE, SQUERI,
DAY & LAMPREY, LLP
John L. Clark
505 Sansome Street, Suite 900
San Francisco, California 94111
Telephone: (415) 765-8443
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By _____
John L. Clark

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1301 K Street, NW
Washington, D.C. 20005-3364
Telephone: (202) 408-6458
Facsimile: (202) 408-6399
E-Mail: todd.daubert@dentons.com

By  _____
Todd Daubert

Attorneys for Joint Applicants

LIST OF ATTACHMENTS

Certification of Transferor

Certification of Transferee

Attachment A - Section 63.04 Information

CERTIFICATION OF TRANSFEROR

I hereby certify that the statements in the foregoing application on behalf of IXC Holdings, Inc. are true, complete, and correct to the best of my knowledge and are made in good faith. I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct.

IXC Holdings, Inc.

By: 
Name: Anthony Zabit
Title: Chief Operating Officer
Date: 9/30/13

CERTIFICATION OF TRANSFEREE

I hereby certify that the statements in the foregoing application on behalf of Telekenex Acquisition Corporation are true, complete, and correct to the best of my knowledge and are made in good faith. I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct.

Telekenex Acquisition Corporation

By: David Schaible

Name: David Schaible

Title: President

Date:

ATTACHMENT A

SECTION 63.04 INFORMATION

Information addressing the requirements set forth in Commission Rule 63.04(a)(6)-(12) is as follows:

(a)(6) The proposed Transaction will take place pursuant to an asset purchase agreement between IXC Holdings, Inc. (“IXCH”) and Telekenex Acquisition Corporation (“Telekenex Acquisition”), whereby Telekenex Acquisition will acquire the telecommunications customer base and assets of IXCH in exchange for cash and shares of stock in Telekenex Acquisition.

(a)(7) **IXC Holdings, Inc.:** Transferor IXC Holdings, Inc. provides local exchange, exchange access, dedicated private line, and domestic and international interexchange telecommunications services to commercial customers in California and Nevada. IXCH also provides interconnected VoIP, managed PBX, and other IP-enabled data and voice services across the nation. IXCH does not have any affiliates engaged in the provision of telecommunications services.

Telekenex Acquisition Corporation: Transferee Telekenex Acquisition was newly formed for the purpose of carrying out the proposed transaction. Telekenex Acquisition does not currently engage in any business or operations..

(a)(8) This Application is eligible for streamlining pursuant to 47 C.F.R. § 63.03 because the Transferee Telekenex Acquisition is not a telecommunications provider. *See* 47 C.F.R. § 63.03(b)(1)(ii).

(a)(9) Through this Application, Joint Applicants are seeking 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 Commission

Rule 63.04(b), 47 C.F.R. § 63.04(b)).

(a)(10) Joint Applicants are not seeking special consideration of this Application.

(a)(11) Not applicable.

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

GOODIN,
MACBRIDE,
SQUERI, DAY &
LAMPREY, LLP

John L. Clark, Attorney at Law

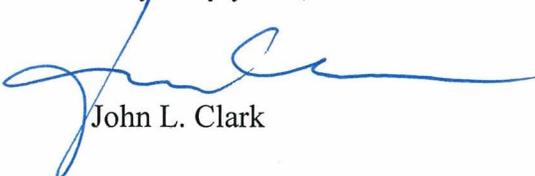
October 30, 2013

Marlene H. Dortch, Secretary
Federal Communications Commission
Wireline Competition Bureau Applications
P.O. Box 979091
St. Louis, MO 63197-9000

Re: Application, Pursuant to Section 214 of the Communications Act of 1934, as Amended, for Consent for Assignment of Licenses and Assets by IXC Holdings, Inc. to Telekenex Acquisition Corporation

Enclosed for filing are the original and six copies of the above-identified combined application, along with a completed Fee Remittance Form 159. As noted, the filing fee is being paid by credit card. After filing this application, please return a date-stamped copy to me in the enclosed self-addressed stamped envelope. Thank you very much.

Very truly yours,



John L. Clark

Enclosures

3433/003/X156097.v1