



PUBLIC NOTICE

Federal Communications Commission
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Washington, D.C. 20554

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DA 02-24
Released: January 7, 2002

DOMESTIC SECTION 214 APPLICATION FILED BY INTELICALL OPERATOR SERVICES, INC. ("IOS") FOR A *PRO FORMA* TRANSFER OF CORPORATE CONTROL TO ILD HOLDINGS, INC.

PLEADING CYCLE ESTABLISHED

CC Docket No. 01-350

On November 8, 2001, Intellicall Operator Services, Inc. ("IOS"), by its attorneys and pursuant to section 214 of the Communications Act of 1934, as amended, 47 U.S.C. § 214, and section 63.01 of the Commission's Rules, 47 C.F.R. § 63.01, filed an application requesting authority to complete a *pro forma* transfer of corporate control whereby the shareholders of IOS's parent, ILD Telecommunications, Inc. ("ILD"), will become shareholders of a new company, ILD Holdings, Inc. ("Holdings") which will then own all of the issued and outstanding stock of ILD. ILD will continue to own all of the stock of IOS. This application is filed for "domestic" service, as IOS holds blanket Section 214 authority.

Intellicall Operator Services, Inc., a Delaware corporation headquartered at 16200 Addison Rd., #100, Dallas, TX 75001, is a direct, wholly owned subsidiary of ILD. IOS is authorized to provide domestic and international service by the Commission. IOS is also authorized to provide local and intrastate interexchange service in numerous states. IOS currently serves business and residential customers.

ILD Telecommunications, Inc., a Delaware corporation headquartered at 13000 Sawgrass Village Circle #5, Porte Vedra Beach, FL 32082 is a widely-held non-public company. It holds no telecommunications authorizations in its own name and all of its telecommunications services are offered by its subsidiary, IOS.

ILD Holdings, Inc., a Delaware corporation located at the same address as ILD, is a newly formed Delaware corporation. It will function as a holding company and, upon completion of the merger transaction for which approval is sought, it will own all of the stock of ILD, and the current shareholders of ILD will become shareholders of Holdings with identical interests.

Applicants assert that this application serves the public interest, convenience and necessity. It involves no change in the entity providing service to customers nor does it propose any change to the terms and conditions of such service. The restructuring does not affect the technical or financial qualifications of IOS nor the management of IOS. The existing offices and directors will remain the same, as will the customer and regulatory contacts for IOS. Thus, the transaction will be completely transparent to customers.

The restructuring is intended to establish a new holding company structure and it is expected to facilitate current and future financing transactions by permitting the pledge of the stock of all companies holding significant assets, including ILD. Applicants state that because ILD has numerous shareholders, it is not practical to provide lenders with a pledge of all of its such as presently structured. With the restructuring, ILD's stock can be pledged as it will all be owned by Holdings.

GENERAL INFORMATION

The transfer of control request identified herein has been found, upon initial review, to be acceptable for filing. The Commission reserves the right to return any transfer of control application if, upon further examination, it is determined to be defective and not in conformance with the Commission's rules and policies. Interested parties may file petitions to deny within 15 days following the release of this Public Notice.¹ Final action will not be taken on the applications earlier than 15 days following the date of this Public Notice.²

All filings concerning any or all matters in this Public Notice should refer to **CC Docket No. 01-350**. An original and 4 copies of all pleadings, in accordance with Section 1.51(c) of the Commission's rules, 47 C.F.R. § 1.51(c), must be filed with the Commission's Secretary, Magalie Roman Salas, 445 12th Street, S.W., TW-B204, Washington, D.C. 20554. In addition, one copy of each pleading must be delivered to each of the following: (1) Qualex International, Portals II, 445 12th Street, S.W., Room CY-B402, Washington, D.C., 20554, telephone (202) 863-2893, facsimile (202) 863-2898; (2) Janice Myles, Common Carrier Bureau, 445 12th Street, S.W., 5-B145, Washington, D.C. 20554; (3) Nandan Joshi, Office of General Counsel, 445 12th Street, S.W., 8-A820, Washington, D.C. 20554; and (4) William Dever, Common Carrier Bureau, 445 12 Street, S.W., 5-C266, Washington, D.C. 20554.

In addition to filing paper pleadings, parties may also file pleadings using the Commission's Electronic Comment Filing System (ECFS). *See* Electronic Filing of Documents in Rulemaking Proceedings, 63 Fed. Reg. 24,121 (1998). Pleadings filed through ECFS can be sent

¹ *See, e.g.*, 47 C.F.R. § 63.52(c).

² *See* 47 C.F.R. § 63.52(b).

as an electronic file via the Internet to <http://www.fcc.gov/e-file/ecfs.html>. Generally, one copy of an electronic submission must be filed. If multiple docket or rulemaking numbers appear in the caption of this proceeding, however, filers must transmit one electronic copy of the pleading to each docket or rulemaking number. Parties may also submit an electronic pleading by Internet e-mail. To obtain filing instructions for e-mail pleadings, filers should send an e-mail to ecfs@fcc.gov, and include the following words in the body of the message, "get form <your e-mail address>." A sample form and directions will be sent in reply. This document may also be purchased from the Commission's duplicating contractor, Qualex International, Portals II, 445 12th Street, S.W., Room CY-B402, Washington, D.C., 20554, telephone (202) 863-2893, facsimile (202) 863-2898, or via e-mail at qualexint@aol.com.

For further information, please contact Tracey Wilson, at (202) 418-1394 or Bill Dever, Policy and Program Planning Division, Common Carrier Bureau at (202) 418-1578.

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