

01-328

LAW OFFICES OF THOMAS K. CROWE, P.C.

2300 M STREET, N.W.
SUITE 800
WASHINGTON, D.C. 20037

DOCKET FILE COPY ORIGINAL

TELEPHONE (202) 973-2890
FAX (202) 973-2891
E-MAIL firm@tkcrowe.com

February 21, 2002

BY HAND

RECEIVED

William F. Caton
Acting Secretary
Federal Communications Commission
445 12th Street, S.W.
Washington, D.C. 20554

FEB 28 2002

**FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY**

Re: Request for Special Temporary Authority
for the Transfer of Control of Interoute Wholesale, Inc.
from Interoute Telecommunications, Inc. to Venture Telecom, LLC

Dear Mr. Caton:

Venture Telecom, LLC ("Venture"), by its undersigned counsel, and pursuant to Section 214 of the Communications Act of 1934, as amended, 47 U.S.C. § 214, hereby requests expedited Special Temporary Authority ("STA") for the transfer of control of Interoute Wholesale, Inc. ("IWI") from Interoute Telecommunications, Inc. ("Interoute") to Venture. Venture respectfully requests that the Commission grant this STA request as soon as possible.

As detailed in the underlying Application for Consent to Transfer Control ("Application") filed on November 14, 2001 (attached as an Exhibit), Venture is a limited liability company organized under the laws of the State of Delaware, with principal offices located at 3851 Holcomb Bridge Road, Suite 200, Norcross, GA 30092. Information concerning Venture's legal, technical and financial qualifications to provide service was submitted with Venture's application for Section 214 authorization and is therefore already a matter of record before the Commission.¹ Interoute is a privately-held Delaware corporation with principal offices located at 22 Cortlandt Street, 33rd Floor, New York, NY 10007. Information concerning Interoute's legal, technical and financial qualifications to provide service was submitted with Interoute's application for Section 214 authorization and is therefore already a matter of record before the FCC.² IWI is a privately-held

¹ Overseas Common Carrier Section 214 Applications Actions Taken, *Public Notice*, DA 01-1726, 2001 FCC Lexis 3886 (July 19, 2001); and Overseas Common Carrier Section 214 Applications Actions Taken, *Public Notice*, File No. ITC-214-20010614-00336, 2001 FCC Lexis 3530 (June 29, 2001).

² Overseas Common Carrier Section 214 Applications Actions Taken, *Public Notice*, File No. ITC-97-720, 13 FCC Rcd. 354 (January 9, 1998). Interoute Telecommunications, LLC, the original Section 214 licensee, was merged with a new corporation formed on May 8, 1998 by Interoute Telecommunications, LLC's shareholders known as "Interoute Telecommunications, Inc." The purpose of the merger, which occurred on May 11, 1998, was to change the company's status from a limited liability corporation to a C corporation. Commission authorization for this pro

no. of copies rec'd 3
List ABCDE

GRANTED

FEB 25 2002

COMMON CARRIER BUREAU

Michelle M. Casey

LAW OFFICES OF THOMAS K. CROWE, P.C.

2300 M STREET, N.W.
SUITE 800
WASHINGTON, D.C. 20037

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William F. Caton
Acting Secretary
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445 12th Street, S.W.
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for the Transfer of Control of Interoute Wholesale, Inc.
from Interoute Telecommunications, Inc. to Venture Telecom, LLC

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As detailed in the underlying Application for Consent to Transfer Control ("Application") filed on November 14, 2001 (attached as an Exhibit), Venture is a limited liability company organized under the laws of the State of Delaware, with principal offices located at 3851 Holcomb Bridge Road, Suite 200, Norcross, GA 30092. Information concerning Venture's legal, technical and financial qualifications to provide service was submitted with Venture's application for Section 214 authorization and is therefore already a matter of record before the Commission.¹ Interoute is a privately-held Delaware corporation with principal offices located at 22 Cortlandt Street, 33rd Floor, New York, NY 10007. Information concerning Interoute's legal, technical and financial qualifications to provide service was submitted with Interoute's application for Section 214 authorization and is therefore already a matter of record before the FCC.² IWI is a privately-held

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² Overseas Common Carrier Section 214 Applications Actions Taken, *Public Notice*, File No. ITC-97-720, 13 FCC Rcd. 354 (January 9, 1998). Interoute Telecommunications, LLC, the original Section 214 licensee, was merged with a new corporation formed on May 8, 1998 by Interoute Telecommunications, LLC's shareholders known as "Interoute Telecommunications, Inc." The purpose of the merger, which occurred on May 11, 1998, was to change the company's status from a limited liability corporation to a C corporation. Commission authorization for this pro

William F. Caton
February 21, 2002
Page 2

New York corporation with principal offices located at 22 Cortlandt Street, 33rd Floor, New York, NY 10037. Information concerning IWI's legal, technical and financial qualifications to provide service was submitted with IWI's application for Section 214 authorization and is therefore already a matter of record before the Commission.³

On June 21, 2001, Venture and Interoute entered into a stock purchase agreement ("Agreement") whereby Venture agreed to acquire IWI by purchasing all of the issued and outstanding capital stock from Interoute, the sole shareholder of IWI. The Agreement provided for the sale of 100% of the shares of IWI to Venture on the Agreement's closing date. Closing occurred on September 4, 2001, and Venture is currently the sole shareholder of IWI.

Venture regrets filing its Application on a belated basis and now respectfully requests that the Commission approve its request for STA. Delay in filing the Application was due in part to uncertainty as to when the transaction would close and was exacerbated by the events of September 11th, which completely disrupted Venture's operations due to wide scale losses in connectivity via facilities located within the former World Trade Center as well as other points in New York City. Venture's efforts have been devoted to reestablishing service to all of its customers. However, Venture came forward as soon as practicable to submit its Application and request for STA. Further, Venture voluntarily and openly disclosed, in good faith, the lateness of its Application. Venture assures the Commission that it will, in the future, seek all necessary prior approvals in compliance with Commission rules.

Grant of Venture's request for STA will serve the public interest by facilitating Venture's acquisition of control of IWI. Control of IWI by Venture will promote competition in the telecommunications market by providing Venture with the opportunity to strengthen its competitive position. Venture will be able to increase its size and profitability by acquiring IWI and consumers will benefit through improved service and lower rates. Accordingly, acquisition of IWI by Venture will promote competition in the telecommunications market. Further, a denial of the request for STA could result in the discontinuance of service to customers of IWI, a disruption that would be contrary to the public interest.

For the reasons stated herein, Venture respectfully requests a grant of STA as soon as possible. Venture acknowledges that grant of this request will not prejudice action by the Commission on the underlying transfer of control application and that any authority granted pursuant to this request is subject to cancellation or modification upon notice, but without a hearing.

forma transfer, which did not involve a change in underlying ownership and control, was requested on September 9, 1998.

³ *In re* ATI Telecom, Inc., *Public Notice*, File No. ITC-95-390, 10 FCC Rcd. 8710 (August 8, 1995); and Overseas Common Carrier Section 214 Applications Actions Taken, *Public Notice*, File No. ITC-97-589, 12 FCC Rcd. 19542 (November 14, 1997). By letter dated September 28, 2000, ATI Telecom, Inc. changed its name to Interoute Wholesale, Inc. See International Authorizations Granted, *Public Notice*, File No. ITC-214-19970926-00586, 15 FCC Rcd. 19565, 19568 (October 5, 2000).

William F. Caton
February 21, 2002
Page 3

Please find enclosed an original and six (6) copies of this filing. Please acknowledge receipt of this filing by file-stamping and returning the extra copy of this filing in the self addressed, stamped envelope provided for this purpose. Should you require further information, please contact the undersigned.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "Thomas K. Crowe", written over a large, stylized circular flourish.

Thomas K. Crowe
Misha Gregory Macaw,
Counsel for Venture Telecom, LLC

Attachment (Exhibit)

Enclosures

cc: William Dever, Assistant Chief, Policy & Program Planning Division,
Common Carrier Bureau

EXHIBIT

LAW OFFICES OF THOMAS K. CROWE, P.C.

2300 M STREET, N.W.
SUITE 800
WASHINGTON, D.C. 20037

TELEPHONE (202) 973-2890
FAX (202) 973-2891
E-MAIL firm@tkcrowe.com

NOV 14 2001

November 14, 2001

BY COURIER

Federal Communications Commission
Common Carrier Bureau - Network Services Division
P.O. Box 358145
Pittsburgh, PA 15251-5115

Re: Transfer of Control of Interoute-Wholesale, Inc. to Venture Telecom, LLC

Dear Sir or Madam:

Please find enclosed an original and six (6) copies of Venture Telecom, LLC's ("Venture") and Interoute Telecommunications, Inc.'s Application for Consent to Transfer Control of Interoute Wholesale, Inc. to Venture.

Also enclosed is FCC Form 159 and a check in the amount of \$815.00 to cover the requisite filing fee. Please file-stamp and return the extra copy of this filing in the self-addressed, stamped envelope provided for this purpose.

Questions regarding this filing should be directed to the undersigned.

Sincerely,



Thomas K. Crowe
Daron T. Threet,
Counsel for Counsel for Venture
Telecom, LLC and Interoute
Telecommunications, Inc.

Enclosures

VENTURE TELECOM, LLC
3851 HOLCOMB BRIDGE ROAD, SUITE 200
NORCROSS, GA 30092-5247

WEST UNION NATIONAL BANK
ATLANTA, GA 30309-3864
404-221-6110

1406

October 30, 2001

PAY TO THE
ORDER OF

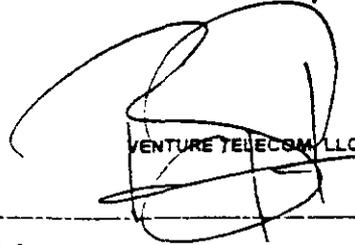
Federal Communications Commission

\$ 815.00

Eight hundred Fifteen

00/

DOLLARS



VENTURE TELECOM LLC

MEMO

⑈001406⑈ ⑆061000227⑆ 4802183012⑈

VENTURE TELECOM LLC

1406

READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE

Approved by OMB
3060-00589
Page No 1 of 1

(1) LOCKBOX # 358145

SPECIAL USE

FCC USE ONLY

SECTION A - PAYER INFORMATION

(2) PAYER NAME (if paying by credit card, enter name exactly as it appears on your card)

VENTURE TELECOM, LLC

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

\$815.00

(4) STREET ADDRESS LINE NO. 1

3851 HOLCOMB BRIDGE ROAD, SUITE 200

(5) STREET ADDRESS LINE NO. 2

(6) CITY

NORCROSS

(7) STATE

GA

(8) ZIP CODE

30092

(9) DAYTIME TELEPHONE NUMBER (include area code)

(718) 592-4800

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

FCC REGISTRATION NUMBER (FRN) AND TAX IDENTIFICATION NUMBER (TIN) REQUIRED

(11) PAYER (FRN)

(12) PAYER (TIN)

58-2586042

IF PAYER NAME AND THE APPLICANT NAME ARE DIFFERENT, COMPLETE SECTION B
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C)

(13) APPLICANT NAME

(14) STREET ADDRESS LINE NO. 1

(15) STREET ADDRESS LINE NO. 2

(16) CITY

(17) STATE

(18) ZIP CODE

(19) DAYTIME TELEPHONE NUMBER (include area code)

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

FCC REGISTRATION NUMBER (FRN) AND TAX IDENTIFICATION NUMBER (TIN) REQUIRED

(21) APPLICANT (FRN)

(22) APPLICANT (TIN)

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

(23A) CALL SIGN/OTHER ID

(24A) PAYMENT TYPE CODE

(25A) QUANTITY

CUT

(26A) FEE DUE FOR (PTC)

\$815.00

(27A) TOTAL FEE

\$815.00

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

(30) CERTIFICATION STATEMENT

I, **Daron T. Threet**

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

[Signature]

DATE **11/14/01**

SECTION E - CREDIT CARD PAYMENT INFORMATION

(31)

MASTERCARD/VISA ACCOUNT NUMBER

EXPIRATION
DATE:

MASTERCARD

VISA

I hereby authorize the FCC to charge my VISA or MASTERCARD for the service(s)/authorization herein described.

SIGNATURE

DATE

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

In the Matter of)
)
VENTURE TELECOM, LLC)
)
Transferee,)
)
INTERROUTE) File No. _____
TELECOMMUNICATIONS, INC.)
)
Transferor,)
)
Application for Authority Pursuant to)
Section 214 of the Communications Act)
of 1934, as amended, to Transfer Control)
of Authorized Domestic Carrier)

APPLICATION FOR CONSENT TO TRANSFER CONTROL (DOMESTIC)

Pursuant to Section 214 of the Communications Act of 1934, as amended, 47 U.S.C. § 214 (2000), and Section 63.01 of the Commission's Rules, 47 C.F.R. § 63.01 (2000)¹, Venture Telecom, LLC ("Venture" or "Applicant") and Interoute Telecommunications, Inc. ("Interoute" or "Applicant") hereby request authority to effectuate the transfer of control of Interoute-Wholesale, Inc. ("IWI"), a carrier owned by Interoute, to Venture. Applicants are non-dominant carriers separately authorized by this Commission under blanket authority to provide domestic telecommunications services.

¹ In a Declaratory Ruling and Notice of Proposed Rulemaking released on July 20, 2001, the Commission clarified that non-dominant providers of domestic interstate services must obtain specific Commission authorization before consummating a transaction involving a corporate transfer of control. See *In re Implementation of Further Streamlining Measures for Domestic Section 214 Authorizations, Declaratory Ruling and Notice of Proposed Rulemaking*, 2001 FCC Lexis 3956, para. 1-7 (2001).

Applicants request approval of this transfer on a nunc pro tunc basis.² Applicants have contemporaneously filed an application for authority to transfer control of IWI as an authorized international carrier pursuant to Section 214 of the Communications Act of 1934, as amended, 47 U.S.C. § 214 (2000), and Section 63.18 of the Commission's Rules, 47 C.F.R. § 63.18 (2000).

As fully described herein, approval of the transfer will permit Venture and Interoute to realize significant economic and marketing efficiencies which will enhance their ability to continue providing high quality, low cost telecommunications services and to compete more effectively in the telecommunications marketplace. Accordingly, grant of this Application will benefit the public interest.

In support of this Application, the Applicants submit the following information:

I. THE PARTIES

A. Venture Telecom, LLC

Venture is a limited liability company organized under the laws of the State of Delaware. Its principal office is located at 3851 Holcomb Bridge Road, Suite 200, Norcross, Georgia, 30092.

Information concerning Venture's legal, technical and financial qualifications to provide service was submitted with Venture's application for Section 214 authorization and is, therefore,

² Applicants regret filing this Application on a belated basis and respectfully request Commission approval. Delay in filing the Application was due in part to uncertainty as to when the transaction would close and was exacerbated by the events of September 11th, which completely disrupted Venture's operations due to wide scale losses in connectivity via facilities located within the former World Trade Center as well as other points in New York City. Venture's efforts have been devoted, to this day, to reestablishing service to all of its customers. However, Applicants have come forward as soon as practicable to submit the instant Application. Further, Applicants have, in good faith, voluntarily and openly disclosed the lateness of this Application. A denial of the instant Application would likely result in the discontinuance of service to customers of IWI, a disruption that would not be in the public interest.

already a matter of record before the Commission.³

B. Interoute Telecommunications, Inc.

Interoute is a privately-held Delaware corporation whose principal office is located at 22 Cortlandt Street, 33rd Floor, New York, New York, 10007.

Information concerning Interoute's legal, technical and financial qualifications to provide service was submitted with Interoute's application for Section 214 authorization and is, therefore, already a matter of record before the Commission.⁴

C. Interoute-Wholesale, Inc.

Interoute-Wholesale, Inc. ("IWI") is a privately-held New York corporation whose principal office is located at 22 Cortland Street, 33rd Floor, New York, New York, 10037.

Information concerning IWI's legal, technical and financial qualifications to provide service was submitted with IWI's application for Section 214 authorization and is, therefore, already a matter of record before the Commission.⁵

³ Overseas Common Carrier Section 214 Applications Actions Taken, *Public Notice*, DA 01-1726, 2001 FCC Lexis 3886 (July 19, 2001); and Overseas Common Carrier Section 214 Applications Actions Taken, *Public Notice*, File No. ITC-214-20010614-00336, 2001 FCC Lexis 3530 (June 29, 2001).

⁴ Overseas Common Carrier Section 214 Applications Actions Taken, *Public Notice*, File No. ITC-97-720, 13 FCC Rcd. 354 (January 9, 1998). Interoute Telecommunications, LLC, the original Section 214 licensee, was merged with a new corporation formed on May 8, 1998 by Interoute Telecommunications, LLC's shareholders known as "Interoute Telecommunications, Inc." The purpose of the merger, which occurred on May 11, 1998, was to change the company's status from a limited liability corporation to a C corporation. Commission authorization for this pro forma transfer, which did not involve a change in underlying ownership and control was requested on September 9, 1998.

⁵ *In re ATI Telecom, Inc.*, *Public Notice*; File No. ITC-95-390, 10 FCC Rcd. 8710 (August 8, 1995); and Overseas Common Carrier Section 214 Applications Actions Taken, *Public Notice*, File No. ITC-97-589, 12 FCC Rcd. 19542 (November 14, 1997).

IWI currently provides wholesale long distance services to retail call centers located in New York, New Jersey, Massachusetts, and Connecticut.

II. DESCRIPTION OF TRANSACTION

On June 21, 2001, Venture and Interoute entered into a stock purchase agreement ("Agreement") whereby Venture agreed to acquire IWI by purchasing all of the issued and outstanding capital stock from Interoute, the shareholder of IWI. The Agreement provided for the sale of 100% of the shares of IWI to Venture on the closing date (*i.e.*, September 4, 2001).

Applicants request Commission approval for authority to effectuate this transaction, thereby transferring control of IWI to Venture.

III. PUBLIC INTEREST

Consummation of the proposed transaction will serve the public interest in promoting competition in the telecommunications market by providing Venture the opportunity to strengthen its competitive position. Venture will be able to increase its size and profitability by acquiring IWI and allow consumers to benefit through improved services and lower rates. Accordingly, the proposed acquisition promotes competition in the telecommunications market.

IV. CONTACT INFORMATION

(a) Names, addresses and telephone numbers of Applicants:

Transferee:

Venture Telecom, LLC
3851 Holcomb Bridge Road
Suite 200
Norcross, Georgia 30092
(718) 592-4800

Transferor:

Interoute Telecommunications, Inc.

22 Cortlandt Street
33rd Floor
New York, New York 10007
(212) 981-9100

Interoute-Wholesale, Inc.
22 Cortlandt Street
33rd Floor
New York, New York 10007
(212) 981-9100

(b) Correspondence concerning this Application should be sent to:

Thomas K. Crowe
Daron T. Threet
Law Offices of Thomas K. Crowe, P.C.
2300 M Street, N.W., Suite 800
Washington, D.C. 20037
(202) 973-2890

with a copy to:

Syed A. Hasan
Venture Telecom LLC
3851 Holcomb Bridge Road, Suite 200
Norcross, GA 30092
(718) 592-4800

and

Susan Cutright
Interoute Telecommunications, Inc.
22 Cortlandt Street, 33rd Floor
New York, NY 10007
(202) 981-9100

V. EXHIBITS

- (a) Certifications by Parties that no party to this Application is subject to denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862:**

See exhibit (a).

- (b) Copy of stock purchase agreement between Venture Telecom, LLC and**

Interoute Telecommunications, Inc.

See exhibit (b).

VI. CONCLUSION

For the reasons stated herein, Venture and Interoute respectfully submit that the public interest, convenience and necessity would be furthered by grant of this Application.

Respectfully submitted.

By: 

Thomas K. Crowe
Daron T. Threet,
LAW OFFICES OF THOMAS K. CROWE, P.C.
2300 M Street, N.W., Suite 800
Washington, D.C. 20037
(202) 973-2890 Telephone

COUNSEL FOR VENTURE TELECOM, LLC
AND INTERROUTE
TELECOMMUNICATIONS, INC.

November 14, 2001

CERTIFICATIONS OF VENTURE TELECOM, LLC

On behalf of Venture Telecom, LLC ("Venture") and in accordance with Sections 1.2001-1.2003 of the Commission's Rules, 47 C.F.R. §§ 1.2001-1.2003 (2000), I hereby certify that neither Venture, its officers and directors, or any party with a five percent or greater interest in Venture, is subject to a denial of the Federal benefits requested herein pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988. See 21 U.S.C. § 862 (2000). I also hereby certify that the statements in the foregoing application are true, complete, and correct to the best of my knowledge and are made in good faith.

VENTURE TELECOM, LLC

By:

Name:


BRUCE READ

Title:

MANAGING MEMBER

Date:

NOVEMBER 1, 2001

RECEIVED

OCT 29 2001

CERTIFICATIONS OF INTERROUTE TELECOMMUNICATIONS, INC.

On behalf of Interoute Telecommunications, Inc. ("Interoute") and in accordance with Sections 1.2001-1.2003 of the Commission's Rules, 47 C.F.R. §§ 1.2001-1.2003 (2000), I hereby certify that neither Interoute, its officers and directors, or any party with a five percent or greater interest in Interoute, is subject to a denial of the Federal benefits requested herein pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988. See 21 U.S.C. § 862 (2000). I also hereby certify that the statements in the foregoing application are true, complete, and correct to the best of my knowledge and are made in good faith.

INTERROUTE TELECOMMUNICATIONS, INC.

By Susan Cwright

Name SUSAN CWRIGHT

Title LEGAL AFFAIRS

Date 19 OCT 01

CERTIFICATE OF SERVICE

I, Hilary Taylor, a legal assistant with the Law Offices of Thomas K. Crowe, P.C., certify that on November 14, 2001, a copy of the foregoing Application was served by first class U.S. mail, postage prepaid, on the parties listed below.

Michelle Carey
Chief, Policy and Program Planning Division
Common Carrier Bureau
Federal Communications Commission
445 12th Street, S.W.
Room 5-C122
Washington, D.C. 20554

William Dever
Assistant Chief, Policy and
Program Planning Division
Common Carrier Bureau
Federal Communications Commission
445 12th Street, S.W.
Room 5-C266
Washington, D.C. 20554

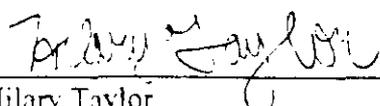
Nandan Joshi
Office of General Counsel
Federal Communications Commission
445 12th Street, S.W.
Room 8-A820
Washington, D.C. 20554

Magalie Roman Salas
Secretary
Federal Communications Commission
445 12th Street, S.W.
Room TW-B204
Washington, D.C. 20554

Aaron Goldberger
Policy and Program Planning Division
Common Carrier Bureau
Federal Communications Commission
445 12th Street, S.W.
Room 5-A266
Washington, D.C. 20554

Tracey L. Wilson
Policy and Program Planning Division
Common Carrier Bureau
Federal Communications Commission
445 12th Street, S.W.
Room 5-C207
Washington, D.C. 20554

Qualex International
Portals II
445 12th Street, S.W., Room CY-B402
Washington, D.C. 20554



Hilary Taylor

LAW OFFICES OF THOMAS K. CROWE, P.C.

February 21, 2002

PLEASE DELIVER THE ATTACHED TO THE FOLLOWING:

William Dever
Assistant Chief, Policy and Program Planning Division
Common Carrier Bureau
Federal Communications Commission
445 12th Street, S.W.
Washington, D.C. 20554

If there are any problems with this delivery, please contact Hilary Taylor at (202) 973-6466.

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FEB 21 2002

Federal Communication Commission
Bureau/Office