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PUBLIC NOTICE

Federal Communications Commission
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DA 02-446
Released: February 26, 2002

DOMESTIC SECTION 214 APPLICATION FILED FOR CONSENT TO TRANSFER CONTROL OF INTEROUTE-WHOLESALE, INC. TO VENTURE TELECOM, LLC

PLEADING CYCLE ESTABLISHED

CC Docket No. 01-328

On November 14, 2001, Venture Telecom, LLC ("Venture") and Interoute Telecommunications, Inc. ("Interoute"), filed an application *nunc pro tunc* for authority 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, 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 the Commission under blanket authority to provide domestic telecommunications services.

Additionally, on February 21, 2002, Venture filed a request for Special Temporary Authority ("STA") to operate while the Commission considered its pending transfer of control application. The Common Carrier Bureau granted the STA request. Subsequent to the filing of Venture's original application, the Commission issued a reminder to carriers that prior approval is required for transfer of control transactions.[1] Applicants state that delay in filing the transfer of control 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 states that its efforts have been devoted to re-establishing service to all of its customers, and that the applicants have come forward as soon as practicable to submit their application. Applicants assert that a denial of their application would likely result in the discontinuance of service to customers of IWI, a disruption that would not be in the public interest.

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[1] *See* Common Carrier Bureau Issues Reminder to Providers of Domestic Telecommunications Services to Request Authorization under Section 214 prior to Engaging in a Transfer of Corporate Control, *Public Notice*, DA 02-162 (rel. Jan 17, 2002).

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 30 days following the release of this Public Notice.[5] Final action will not be taken on the applications earlier than 31 days following the date of this Public Notice.[6]

All filings concerning any or all matters in this Public Notice should refer to **CC Docket No. 01-328.** 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 the ECFS can be sent 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, parties 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 qualexint@aol.com.

For further information, 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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[5] *See, e.g.*, 47 C.F.R. § 63.52(c).

[6] *See* 47 C.F.R. § 63.52(b).

Applicants submit the following information in support of their application:

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, already a matter of record before the Commission.[2]

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.[3]

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 qualification to provide service was submitted with IWI's application for Section 214 authorization and is, therefore, already a matter of record before the Commission.[4] IWI currently provides wholesale long distance services to retail call centers located in New York, New Jersey, Massachusetts, and Connecticut.

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 state that grant of the application would benefit the public interest because the transfer will permit Venture and IWI 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.

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[2] Overseas Common Carrier Section 214 Applications - Actions Taken, *Public Notice,* DA 01-1726 (rel. July 19, 2001); and Overseas Common Carrier Section 214 Applications - Actions Taken, *Public Notice,* 2001 FCC Lexis 3530 (rel. June 29, 2001) (File No. ITC-214-2001061-00336).

[3] Overseas Common Carrier Section 214 Applications - Actions Taken, *Public Notice,* 13 FCC Rcd 354 (1998) (File No. ITC-97-720).

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