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December 6, 2002

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FEDERAL COMMUNICATIONS COMMISSION  
OFFICE OF THE SECRETARY

VIA HAND DELIVERY

Marlene H. Dortch  
Secretary  
Federal Communications Commission  
445 Twelfth Street, S.W., TW-A325  
Washington, D.C. 20024

Re: Notice of Pro Forma Assignment of GT Group Telecom Services (USA) Corp.  
Section 214 Authorization

Dear Ms. Dortch:

GT Group Telecom Services (USA) Corp. ("GT-USA"), by its undersigned counsel and pursuant to Sections 63.24(d) and (f) of the Commission's Rules, 47 C.F.R. §§ 63.24(d), (f), hereby notifies the Commission of the *pro forma* assignment of GT-USA's international Section 214 authorization in connection with restructuring proceedings commenced in Canada. GT-USA holds authority to operate as a common carrier of international communications services pursuant to Section 214 authorization, as described herein.<sup>1</sup>

A. Summary of Pro Forma Assignment of GT-USA

On June 26, 2002, GT Group Telecom Inc. and its operating subsidiaries, including GT-USA (together, the "Companies"), sought and were granted protection from creditors under the Companies' Creditors Arrangement Act ("CCAA") in the Ontario Superior Court of Justice. Similar to proceedings under chapter 11 of the United States Bankruptcy Code, the CCAA Court

<sup>1</sup> See File No. ITC-214-20000602-00324, Rep. No. TEL-00254 (June 30, 2000).

provides that the Companies as debtors remain in possession and control of their property and assets and continue to carry on their business during the restructuring proceeding.<sup>2</sup>

In addition, on June 28, 2002, the Companies sought and obtained protection pursuant to Section 304 of the United States Code from the United States Bankruptcy Court, Southern District of New York. Since June, the Companies have been granted additional extensions of CCAA protection and U.S. protection, most recently until December 11, 2002, and December 13, 2002, respectively. The Companies will file for an additional extension until February 14, 2003.

The filing of the restructuring proceedings has not caused a change in GT-USA's ownership, corporate form, or management of its day-to-day operations for the purposes of the Commission's Rules. Pursuant to the order of the CCAA Court, GT-USA retains possession and control of its property and businesses during the restructuring proceedings.<sup>3</sup> Accordingly, GT-USA certifies that any assignment of its Section 214 that may have occurred as a result of the restructuring filings in Canada or in the United States were *pro forma* pursuant to 47 C.F.R. § 63.24(d) and that the filings do not result in a change in the actual controlling party of GT-USA.<sup>4</sup>

**B. Information Required Under Section 63.24(f)(2)**

(a) Name, Address and Telephone Number.

GT Group Telecom Services (USA) Corp.  
20 Bay Street, Suite 700  
Toronto, Ontario  
MSJ 2N8  
Tel: (416) 848-2008

(b) Government or State of Organization. GT-USA is organized under the laws of the State of Nevada.

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<sup>2</sup> The CCAA Court appointed PricewaterhouseCoopers as the "Monitor" of the restructuring proceedings. The role of the Monitor, who is an officer of the Canadian court, is to monitor the debtors, their property and the business and affairs of the debtors. Although GT-USA is required to cooperate with the Monitor in the discharge of the Monitor's obligations, GT-USA as debtor remains in control of its businesses and properties.

<sup>3</sup> Therefore, GT-USA does not believe that an assignment or transfer of control, *pro forma* or otherwise, has occurred within the meaning of the Commission's Rules. Thus, it is GT-USA's position that no filing is required in connection with the commencement of the company's Canadian and United States restructuring proceedings. However, out of an abundance of caution, GT-USA files this notice without prejudice to its legal position.

<sup>4</sup> By an order issued on November 20, 2002, the Ontario Superior Court of Justice approved a claims procedure and authorized Group Telecom's operating subsidiaries, including GT-USA, to file a Plan of Arrangement ("Plan") and related Information Circular by which 360networks Corporation ("360networks") will be the sponsor of a Plan ("Canadian Order"). The Canadian Order also authorized the Companies, including GT-USA, to enter into a subscription agreement with 360networks whereby 360networks will acquire the equity of the operating companies of Group Telecom, including GT-USA. A separate application for approval of this transfer of control to 360networks is being filed concurrently.



(c) Contact Person for this Notification.

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(d) Section 214 Authorization.

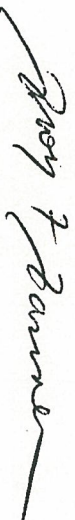
GT-USA received authority under Section 214 of the Act to provide global facilities-based and global resale international telecommunications services. See File No. ITC-214-20000602-00324, Rep. No. TEL-00254 (June 30, 2000).

(e) Equity Ownership of Assignee/Transferee.

GT-USA is a wholly-owned subsidiary of GT Group Telecom Inc. The Board of Directors of GT-USA consists of Daniel R. Milliard, George Estey, Jozef Straus and James G. Matkin, all of whom are also directors of GT Group Telecom Inc. and GT Group Telecom Services Corp. (which is a foreign carrier that is also wholly-owned by GT Group Telecom Inc.).

An original and five (5) copies of this letter are enclosed for filing. Please date-stamp the enclosed extra copy, and return it to the undersigned. Please do not hesitate to contact us if you have any questions regarding this matter.

Respectfully submitted,



Troy F. Tanner  
Grace R. Chiu


Counsel for  
GT Group Telecom Services (USA) Corp.

Attachment

cc: Mark Hemingway  
Andrew D. Lipman

### CERTIFICATION

On behalf of GT Group Telecom Services (USA) Corp., I hereby certify that the statements made in the foregoing notification letter are true, complete and correct to the best of my knowledge and are made in good faith. Specifically, I certify that any assignment of license that may have occurred as described above was *pro forma* under Section 63.24(d) of the Commission's Rules, 47 C.F.R. § 63.24(d), and does not result in a change in the actual controlling party of GT Group Telecom Services (USA) Corp.

By:   
Name: M.R. Henning  
Title: General Counsel & Secretary  
Date: Dec 6/02

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