

SWIDLER BERLIN SHEREFF FRIEDMAN, LLP

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Telecom Division
International Bureau

THE WASHINGTON HARBOUR
3000 K STREET, NW, SUITE 300
WASHINGTON, DC 20007-5116
TELEPHONE (202) 424-7500
FACSIMILE (202) 424-7643
www.swidlaw.com

NEW YORK OFFICE
THE CHRYSLER BUILDING
405 LEXINGTON AVENUE
NEW YORK, NY 10174

January 31, 2002

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BY HAND

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

FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY

FEB - 6 2002

Re: General Telecom, Inc. (No FRN)
Pro Forma Assignment of International Section 214 Authorization
To: Verestar, Inc. (FRN: 0003-612-991)
File Nos. **ITC-ITC-20000427-00290;**
ITC-214-19971209-00769

Dear Ms. Salas:

On behalf of General Telecom, Inc. ("GenTel"), a wholly-owned subsidiary of Verestar, Inc. ("Verestar"), the undersigned notifies the Commission that as a result of an internal corporate reorganization, on December 31, 2001, the above-referenced International Section 214 Authorization was assigned from GenTel up to Verestar. The transaction was purely *pro forma* in nature because the ultimate ownership and control of the authorization remains the same. Therefore the transaction is subject to the reporting requirements of Section 63.24 of the Commission's rules. For the Commission's records, GenTel no longer exists as a separate entity.

Please address any inquiries regarding this matter to the undersigned.

Very truly yours,



Ruth Pritchard-Kelly

cc: Michael B. Milson
Scott Lyon
Helen Disenhaus

CERTIFICATION

I, Michael B. Milsom, do hereby certify as follows:

My business address is 800 Cummings Center, Suite 258x, Beverly, MA01915-6197.

I am the General Counsel of Verestar, Inc. ("Verestar").

Verestar is the parent corporation of a wholly-owned subsidiary called General Telecom, Inc. ("GenTel"). As part of a year-end corporate reorganization, Verestar and GenTel consummated a *pro forma* assignment of GenTel's International Section 214 Authorization (File No. ITC-214-19971209-00769 ("Authorization") on December 31, 2001.) As a result of this reorganization, GenTel, the former holder of the Authorization, has merged with and into Verestar, with Verestar as the surviving entity. Therefore, Verestar became the holder of the Authorization. As there was no transfer of control, the transaction was *pro forma* in nature.

The assignment of authorization from GenTel to Verestar described above was non-substantial and does not involve a change in the ultimate control of the authorization.

I certify under penalty of perjury that the foregoing is true and correct.

Signed:



Name:

Michael B. Milsom

Title:

General Counsel of
Verestar, Inc.