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**JAN 30 2001**

**FEDERAL COMMUNICATIONS COMMISSION  
OFFICE OF THE SECRETARY**

**Streamlined**  
**COMORETEL HOLDINGS LTD.**

**ITC-T/C-20001003-00601**

WRITER'S INFORMATION

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**FEB - 2 2001**

**Telecom Division**  
**International Bureau**

January 30, 2001

HAND DELIVERY

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

Re: Notice of Consummation of  
Application ITC-T/C-20001003-00601 and  
Notice of Pro Forma Transfer of Control

Dear Ms. Salas:

ComoreTel Holdings, Ltd. ("ComoreTel, Ltd."), by its attorneys and pursuant to Sections 63.18(e)(3) and 63.24(b) of the Commission's rules, 47 C.F.R. §§ 63.18(e)(3), 63.24(b) and instructions from FCC staff, hereby notifies the Commission of the consummation of the transaction contemplated by the above-referenced application, and of a *pro forma* transfer of control pursuant to corporate reorganization, as described below.

Section 63.18(e)(3) of the Commission's rules requires notification to the Commission of the consummation of a transfer of control of a Section 214 authorization holder for which the Commission has granted its consent within thirty (30) days of the consummation of the transfer. On October 3, 2000, G8 S.à.r.l ("G8") filed the above-referenced application to transfer control of ViaServices Group, Inc. ("VSG"), holder of international global facilities-based and resale Section 214 Authority, FCC File No. ITC-



214-19980924-00719 from Charles L. Smith to G8.<sup>1</sup> On October 20, 2000, the Commission placed the application on Public Notice as a streamlined application acceptable for filing (Report No. TEL-00305S). Under the Commission's rules, the application was automatically granted on November 3, 2000. On January 17, 2001, the parties consummated all acts necessary to effectuate the transfer of control described in the application. As a result, VSG is now a wholly-owned subsidiary of Oration Technologies, Inc. ("Oration"),<sup>2</sup> which, in turn, is a wholly-owned subsidiary of ComoreTel, Ltd., into which G8 reorganized, as described below.

Section 63.24(b) of the Commission's rules requires that an entity that holds or controls a holder of Section 214 authorizations notify the FCC of a *pro forma* assignment or transfer of control within 30 days of the consummation of the assignment or transfer of control. 47 C.F.R. § 63.24(b). Section 63.24(a)(4) of the Commission's rules provides that a "corporate reorganization that involves no substantial change in the beneficial ownership of the corporation (including reincorporation in a different jurisdiction or change in form of the business entity)" is *pro forma* in nature. 47 C.F.R. § 63.24(a)(4). On January 5, 2001, G8 underwent a corporate reorganization involving no substantial change in its beneficial ownership. Specifically, G8, a Luxembourg corporation, reorganized as a Delaware limited liability company under the name ComoreTel Holdings, LLC. On January 12, 2001, ComoreTel Holdings, LLC, reorganized as ComoreTel Holdings, Ltd. ("ComoreTel, Ltd."). Thus, ComoreTel, Ltd. has replaced G8 as the transferee with respect to ITC-214-19980924-00719.

ComoreTel, Ltd., a Delaware corporation, has the same 10% or greater equity owners as described in the above-referenced application, except that, as a result of the issuance of post-acquisition shares of Oration, Princecoast Limited ("Princecoast") now holds 25.6% of the equity of ComoreTel, Ltd., QTE269 Holding B.V. ("QTE") now holds 26.1% of the equity of ComoreTel, Ltd., the former shareholders of Oration now hold, in the aggregate, 20.9% of the equity of ComoreTel, Ltd., and shareholder Charles L. Smith, now holds 10.3% of the equity of ComoreTel, Ltd. Each of these shareholders and their addresses is identified in the above-referenced application. There are no other 10% or greater equity holders of ComoreTel, Ltd. The 10% or greater equity owners of

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<sup>1</sup> This application was amended by letter on October 19, 2000.

<sup>2</sup> Oration is the holder of international global facilities-based and resale Section 214 Authority, FCC File No. ITC-214-20000407-00204. It is the subject of a separately-filed notification of consummation and *pro forma* transfer of control.



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Princecoast and QTE are the same as those listed on the above-referenced application, and they have the same ownership percentages. These transactions did not result in any substantial change in the beneficial ownership of ComoreTel, Ltd., and, therefore, are *pro forma* under Section 63.24(a)(4) of the Commission's rules. 47 C.F.R. § 63.24(a)(4).

We further hereby update the Commission's records with ComoreTel, Ltd.'s new address and contact information:

ComoreTel Holdings, Ltd.  
Corporation Trust Center  
1209 Orange Street  
Wilmington, DE 19801  
(302) 658-7581  
Attention: Corporation Trust Company

Please contact the undersigned with any questions regarding these matters.

Sincerely,

Paul W. Jamieson

PWJ/leo

cc: Justin Connor, Esq.  
Charles L. Smith  
Gail Jones  
John E. Corette, III