

HOLLAND & KNIGHT LLP

2100 Pennsylvania Avenue, N.W.
Suite 400
Washington, D.C. 20037-3202

202-955-3000
FAX 202-955-5564
www.hklaw.com

ORIGINAL

Atlanta
Boston
Bradenton
Chicago
Fort Lauderdale
Jacksonville
Lakeland
Melbourne
Mexico City
Miami
New York

Northern Virginia
Orlando
Providence
San Francisco
St. Petersburg
Tallahassee
Tampa
Washington, D.C.
West Palm Beach
Representative Offices:
Buenos Aires
Tel Aviv

ADMINISTRATIVE
2000 JUL 19 AM 8:05
FLORIDA
PUBLIC SERVICE COMMISSION

July 14, 2000

ERIC FISHMAN
202-828-1849

Internet Address:
efishman@hklaw.com

Florida Public Service Commission
2540 Shumard Oak Boulevard
Tallahassee, Florida 32399-0850

000000-PV

Re: Notice of Reversion of Control of Galaxy Long Distance, Inc. (holder of IXC Certificate No. 5178) from Interoute Telecommunications, Inc. to Galaxy's former shareholders

Dear Sirs:

The purpose of this letter is to notify the Commission of the recent reversion of control of Galaxy Long Distance, Inc. ("Galaxy") from Interoute Telecommunications, Inc. ("Interoute") to Galaxy's original shareholders, William Z. Geiger and Ian Irwin. In the event the Commission determines that this reversion, requires agency approval, Interoute hereby seeks such relief or appropriate rule waiver nunc pro tunc, effective September 14, 1999, the date on which this reversion of control occurred.

Background. Galaxy is the holder of Interexchange Telecommunications Certificate No. 5178, and to Interoute's knowledge operates under its existing certificated name and tariff on file with the Commission.

Pursuant to Commission authority, Galaxy and Interoute entered into an Agreement of Merger pursuant to which Interoute assumed control over Galaxy, effective March 12, 1999.¹ Prior to the closing under the Agreement of Merger, control of Galaxy vested with its founders, Messrs. Geiger and Irwin.

¹ Public Notice Report No. TEL-00055, released January 14, 1999, File No. ITC-T/C-19981112-00817.

- CAF
- CMP
- COM
- CTR
- ECR
- LEG
- OPC
- PAI
- RGO
- SEC
- SER
- OTH

RECEIVED & FILED
[Signature]
FPSC-BUREAU OF RECORDS

DOCUMENT NUMBER-DATE
08873 JUL 21 8
FPSC-RECORDS/REPORTING

Florida Public Service Commission

July 14, 2000

Page 2

The transactions contemplated by the Agreement of Merger were consummated on March 12, 1999. Subsequently, however, certain disputes emerged between the parties relating to their respective obligations. In order to avoid the uncertainties, costs and expenses of further negotiations to resolve these differences, on September 14, 1999 the parties entered into a Settlement Agreement and General Release pursuant to which control of Galaxy reverted to Messrs. Geiger and Irwin, with Mr. Geiger controlling 85% and Mr. Irwin controlling 15% of the company.

Because the terms of the Settlement Agreement and General Release restored control of Galaxy to its original shareholders so shortly after it had been relinquished, it has been unclear to both Interoute and Galaxy whether prior regulatory approval for this transaction was required, and which of the parties might be responsible for such a filing. The purpose of this instant filing is to notify the Commission of this reversion and, if required, to seek the Commission's approval or appropriate rule waiver, nunc pro tunc, for this action.

Should your office have any questions regarding the foregoing, please feel free to contact me directly.

Sincerely,



Eric Fishman, Esq.

Attorney for

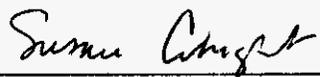
Interoute Telecommunications, Inc.

cc: William Z. Geiger, President
Galaxy Long Distance, Inc.
12600 South Belcher Road, Suite 104B
Largo, Florida 33773

Certification

Interoute Telecommunications, Inc. hereby certifies that all of the information concerning Interoute in the attached letter to the Florida Public Service Commission is accurate and correct.

INTERROUTE TELECOMMUNICATIONS,
INC.

By: 
Susan Cutright, Secretary
Interoute Telecommunications, Inc.
22 Cortlandt Street
New York, New York 10007
tel: (212) 981-9100

July 14, 2000