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March 20, 2006

BY FEDEX (850-413-6100)

Blanca S. Bayó, Director
Division of the Commission Clerk and Administrative Services
Florida Public Service Commission
2540 Shumard Oak Blvd.
Tallahassee, FL 32399-0850

Re: Telecom Colombia USA, Inc.; Notice of Pro Forma Transfer of Control

Dear Ms. Bayó:

Telecom Colombia USA, Inc. ("TCUSA"), through undersigned counsel, hereby notifies the Florida Public Service Commission ("Commission") of a *pro forma* transfer of control that occurred on January 31, 2006 whereby ownership of TCUSA was transferred from Empresa Nacional de Telecomunicaciones ("Telecom") to the PARAPAT Trust ("PARAPAT Trust").

As set forth in further detail below, this transaction will serve the public interest by solidifying the financial status of TCUSA's ownership. The transfer will be completely transparent to TCUSA's retail end user customers and the carriers with which TCUSA has service agreements. Retail end user customers in Florida will see no change in service or their service provider. TCUSA's products, marketing materials and end user rates will be unchanged by this transaction.

Based upon a review of Florida law and conversations with Commission staff, it is the understanding of TCUSA that Commission approval is not required to complete the *pro forma* transfer described herein. TCUSA therefore submits this letter for informational purposes and out of an abundance of caution, to notify the Commission of the transfer. If a more formal filing or other submissions are required, please inform the undersigned. Additional information regarding the transaction is set forth below.

I. Description of the Parties

A. Telecom Colombia USA, Inc.

TCUSA is a provider of intrastate interexchange telecommunications services within the State of Florida pursuant to Docket No. 050155-TI. Specifically, TCUSA provides a prepaid

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calling card service. TCUSA's prepaid calling card service is a switched access service available to customers via a toll free access number or local access number. The customer may purchase a prepaid calling card at a variety of retail outlets or through other distribution channels.

B. Empresa Nacional de Telecomunicaciones

Telecom was 100% owned by the national government of Colombia and was the 100% owner of TCUSA. Telecom provided telecommunications services in Colombia. It was dissolved on January 31, 2006.

C. PARAPAT Trust

The PARAPAT Trust is controlled by the national government of Colombia as trustee. It is not a telecommunications provider in Colombia or the U.S.

II. Description of the Transaction

Telecom was the previous 100% owner of TCUSA. The sole share holder of Telecom was the national government of Colombia. Due to concerns regarding the financial status of Telecom, the Colombian national government decided to liquidate Telecom on June 12, 2003. This decision was formalized by Decree 1615/2003 and the liquidation process began on or about that time.

Certain assets of Telecom, including ownership in the shares of TCUSA were not to be sold during the liquidation process. The process of liquidating the un-retained assets of Telecom was finalized and Telecom was dissolved as a legal entity on January 31, 2006. On that same day, by operation of law, the un-liquidated assets of Telecom were transferred from Telecom to the PARAPAT Trust. The PARAPAT Trust is controlled by the Colombian national government as trustee.

TCUSA believes that the transaction described above constitutes a *pro forma* change in control. At all times, including following the liquidation of the un-retained assets of Telecom on January 31, 2006, ultimate control of the company remained with the Colombian national government and the changes described above merely represent a change in the manner in which such control was held.

III. Public Interest and Impact

This transaction will serve the public interest and consumers in Florida by stabilizing the financial status of TCUSA's ownership. A more viable financial backing will provide greater resources to TCUSA, allowing it to better serve its customers. Competition in the Florida toll market will also benefit because, under such reorganized ownership, TCUSA will be better able to compete in that market in the long run.

There will be no change in service or service provider for TCUSA's Florida customers.

TCUSA's products, marketing and end user rates will remain the same as detailed in TCUSA's tariff. TCUSA's underlying provider relationships will not change as a result of this transaction. In other words, the transaction will be completely transparent to TCUSA's end user customers and the underlying providers with which TCUSA has agreements.

IV. Contact Information

Questions or inquiries regarding this notification may be directed to:

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An original and seven (7) copies of this letter are enclosed for filing. Please file-stamp and return the extra copy of this filing in the self addressed, stamped envelope enclosed for this purpose. Please contact the undersigned if you have any questions or require any additional information.

Respectfully submitted,



Thomas K. Crowe
Joshua T. Guyan*,
Counsel for Telecom
Colombia USA, Inc.

* Admitted only in Virginia, 2004. District of Columbia application pending. (Supervised by Thomas K. Crowe, a member of the District of Columbia bar).