

SECRETARY'S RECORD, NEBRASKA PUBLIC SERVICE COMMISSION

BEFORE THE NEBRASKA PUBLIC SERVICE COMMISSION

In the Matter of the Joint) Application No. C-2748
Application of WorldxChange)
Corp. of San Diego, California,)
and RSL Com U.S.A. of New York,) GRANTED
New York, seeking authority to)
transfer and sell assets.) Entered: July 9, 2002

BY THE COMMISSION:

On June 5, 2002, a joint application was filed by WorldxChange Corp. (WorldxChange) of San Diego, California, and RSL Com U.S.A. (RSL) of New York, New York, seeking authority to transfer and sell assets. Notice of the application was published in The Daily Record, Omaha, Nebraska, on June 7, 2002. No protests were filed; therefore, this application is processed pursuant to the Commission's Rule of Modified Procedure.

O P I N I O N A N D F I N D I N G S

The Parties:

WorldxChange is a Delaware corporation with its headquarters in San Diego, California. WorldxChange has been authorized by this Commission to provide telecommunications services pursuant to Application No. C-2346, granted on August 29, 2000.

RSL is a Delaware corporation with its headquarters in Pittsburgh, Pennsylvania. RSL is currently authorized by this Commission to provide telecommunications services in the state of Nebraska pursuant to Application No. C-2471, granted on March 6, 2001.

Description of the Transaction:

Through the proposed transaction, WorldxChange proposes to acquire the long distance business of RSL. This transaction will allow RSL's long distance operations to emerge from bankruptcy into WorldxChange and provide greater certainty to RSL's existing customers.

WorldxChange will continue to provide services to RSL customers under the same rates, terms and conditions of service as currently provided by RSL. This transaction will be virtually transparent to customers as they will experience no change in the services they receive as a result of the transaction.

SECRETARY'S RECORD, NEBRASKA PUBLIC SERVICE COMMISSION

Application No. C-2748

PAGE 2

Upon consideration of the application, the governing statutes and rules, and being fully informed, the Commission is of the opinion the application should be granted.

O R D E R

IT IS THEREFORE ORDERED by the Nebraska Public Service Commission that Application No. C-2748 be, and it is hereby, granted.

IT IS FURTHER ORDERED that WorldxChange Corp., within 30 days from the close of the transaction, file an amended tariff reflecting any change in the rates, terms or conditions, if such changes are made.

MADE AND ENTERED at Lincoln, Nebraska, this 9th day of July, 2002.

NEBRASKA PUBLIC SERVICE COMMISSION

COMMISSIONERS CONCURRING:






Chair

ATTEST:


Executive Director

//s//Anne C. Boyle
//s//Frank E. Landis