

BEFORE THE NEBRASKA PUBLIC SERVICE COMMISSION

In the Matter of the Application) Application No. C-2881
of Teleglobe USA, Inc.,)
Teleglobe USA L.L.C., and TLGB)
Corporation of Reston, Virginia,)
seeking approval of assignment) GRANTED
of assets and transfer of)
authorization to provide)
telecommunications services and)
related transactions.) Entered: April 1, 2003

BY THE COMMISSION:

On February 5, 2003, an application was filed by Teleglobe USA, Inc. (Old Teleglobe), Teleglobe USA L.L.C. (New Teleglobe), and TLGB Corporation (TLGB) of Reston, Virginia, seeking approval of assignment of assets and transfer of authorization to provide telecommunications services and related transactions. Notice of the application was published in The Daily Record, Omaha, Nebraska, on February 7, 2003. 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:

Old Teleglobe is a Delaware corporation with its headquarters in Reston, Virginia. Old Teleglobe is authorized to operate as a resale carrier of intrastate interexchange intraLATA and interLATA telecommunications in Nebraska, pursuant to Application No. C-1941 granted on January 5, 1999.

New Teleglobe is a newly-formed limited liability company under the laws of the state of Delaware for the purpose of carrying out the transfer of assets. Following the consummation of the proposed transaction, New Teleglobe will be a wholly owned subsidiary of TLGB.

TLGB is a Delaware holding company that, after consummation of the proposed transaction, will be the direct parent company of New Teleglobe. TLGB is an indirect wholly owned subsidiary of Teleglobe International Holding Ltd., a newly formed Bermuda corporation.

Description of the Transaction:

In furtherance of Teleglobe Reorganization, on September 19, 2002, Teleglobe, together with certain of its subsidiaries,

including Old Teleglobe and TLGB's affiliate, TBLG Acquisition LLC, executed a purchase agreement and certain ancillary agreements. Pursuant to those agreements, Old Teleglobe formed a limited liability company under the laws of Delaware. New Teleglobe became a wholly-owned subsidiary of Old Teleglobe. Immediately prior to the closing of the proposed transaction, Old Teleglobe will assign substantially all of its assets, including Nebraska operating assets and its Certificate of Public Convenience and Necessity to New Teleglobe. At closing, Old Teleglobe will then transfer 100 percent of the stock of New Teleglobe to TLGB.

As a result of the transaction, New Teleglobe will succeed to the current business and operations of Old Teleglobe and will exist as a wholly-owned subsidiary of TLGB. Applicants expect that Nebraska consumers will notice few or no changes in their service as a result of the proposed transaction.

Based on the evidence, we find the application to be fair and reasonable and in the public interest. The application should be granted.

O R D E R

IT IS THEREFORE ORDERED by the Nebraska Public Service Commission that Application No. C-2881 be, and it is hereby, granted and Teleglobe USA, Inc., Teleglobe USA L.L.C., and TLGB Corporation, are authorized to consummate the proposed assignment of assets and transfer of authorization to provide telecommunications services.

MADE AND ENTERED at Lincoln, Nebraska, this 1st day of April, 2003.

NEBRASKA PUBLIC SERVICE COMMISSION

COMMISSIONERS CONCURRING:

Chair

ATTEST:

Executive Director