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September 25, 2002

The Honorable Dale Hardy Roberts  
Secretary/Chief Regulatory Law Judge  
Missouri Public Service Commission  
P.O. Box 360  
Jefferson City, MO 65102-0360

**FILED<sup>3</sup>**  
SEP 25 2002

Re: WorldxChange Corp. and RSL COM U.S.A., Inc.  
Case No. XM-2003-0120

Missouri Public  
Service Commission

Dear Judge Roberts:

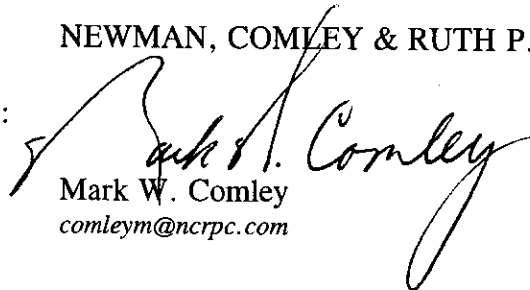
Please find enclosed for filing in the referenced matter the original and eight copies of a Motion for Expedited Treatment.

Please contact me if you have any questions regarding this filing. Thank you.

Very truly yours,

NEWMAN, COMLEY & RUTH P.C.

By:

  
Mark W. Comley  
comleym@ncrpc.com

MWC:ab  
Enclosure

cc: Office of Public Counsel  
General Counsel's Office  
William B. Wilhelm, Jr.  
Eric Fishman

Before the  
MISSOURI PUBLIC SERVICE COMMISSION

**FILED**<sup>3</sup>  
SEP 25 2002

Missouri Public  
Service Commission

Emergency Joint Application )

**WorldxChange Corp.** )

and )

**RSL COM U.S.A., Inc.** )

For Grant of the Authority )

Necessary for the Transfer and Sale )

Of Assets )

Case No. XM-2003-0120

**MOTION FOR EXPEDITED TREATMENT**

WorldxChange Corp. ("WorldxChange") and RSL COM U.S.A., Inc. ("RSL") (together "Applicants"), through their undersigned counsel and pursuant to 4 CSR 240-2.080 (17) hereby respectfully move the Missouri Public Service Commission to expedite the approval process with respect to the above captioned application ("Application"). In support thereof, Applicants submit the following to the Commission:

1. By way of background, Applicants recently filed an Application with the Commission requesting authority necessary to enable WorldxChange to acquire the assets of RSL, including RSL's long distance customer base and the assets associated with those operations ("Transaction"). Since March 16, 2001, RSL has been operating in bankruptcy status under the protection of the Bankruptcy Court for the Southern District of New York ("Bankruptcy Court"). A more detailed description of the transaction is set forth in the Application.

2. Applicants respectfully request that the Commission expedite the processing of its

Application and grant the requested authority to permit applicants to consummate the transaction as soon as possible but not later than October 31, 2002.

**I. The Transaction Has Been Approved in Virtually Every State and at the FCC**

3. As set forth in the Application, Applicants executed an agreement ("Agreement") on March 25, 2002. Although Applicants sought approval in most other states in the weeks immediately following the transaction, shortly after the signing of the Agreement, WorldxChange discovered that neither its Secretary of State authorization nor its Certificate had been updated to reflect the WorldxChange name. Applicants now understand that the outstanding name change issues have been largely resolved.

4. In the intervening time, however, Applicants were able to obtain regulatory approval from the Federal Communications Commission and most state commissions. Currently, Applicants have received authority, to the extent required, to complete the proposed transaction in virtually every state. Applicants further anticipate that they will have obtained the required regulatory approvals necessary to complete the Transaction in every state except Missouri well before the end of October, 2002.

**II. Expedited Consideration Is Warranted Due to RSL's Financial Condition**

5. As noted above, RSL currently resides under the protection of the Bankruptcy Court. As a result, RSL's access to financial and other resources is highly limited and RSL continues to operate using only a highly limited number of employees. Given this precarious financial position, expeditious completion of the transaction is critical to ensure continuity of service to RSL's existing customers and to minimize service impairments.

**III. Non-Controversial Nature of the Transaction**

6. Applicants respectfully submit that the above-captioned Application presents no significant or novel issues. As WorldxChange is already authorized to provide service in Missouri, the Commission has already considered and approved WorldxChange's qualifications to provide telecommunications services in the State of Missouri and WorldxChange will not need to obtain additional operating authority to provide service to RSL's customer base. Moreover, Applicants emphasize that the transfer and sale of assets will be virtually transparent to customers and the Applicants have already complied with the rules and regulations of the Federal Communications Commission with respect to customer base transfers. Immediately following the transaction, WorldxChange will continue to provide service to RSL customers under the same rates, terms and conditions of services as currently provided by RSL. Accordingly, Applicants respectfully submit that the proposed transaction will not cause customer confusion or raise public interest concerns.

7. This motion should be considered timely in that it has been filed only one day after filing of the application to which it relates and otherwise has been filed as promptly as circumstances allowed.

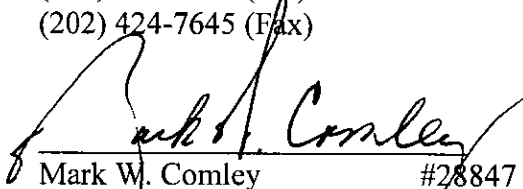
### **Conclusion**

WHEREFORE, In light of the foregoing and Applicants' need to consummate the transaction on an emergency expedited basis, Applicants respectfully request that the Commission approve the application in this matter effective on or before October 31, 2002.

Respectfully submitted,

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COUNSEL FOR WORLDXCHANGE and  
RSL COM U.S.A., INC.

#### **Certificate of Service**

I hereby certify that on this 25<sup>th</sup> day of September, 2002, a copy of this document has been hand delivered or mailed by first class mail, postage prepaid, to:

Office of Public Counsel  
P.O. Box 7800  
Jefferson City, MO 65102-7800

Office of General Counsel  
P.O. Box 360  
Jefferson City, MO 65102

  
Mark W. Comley