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July 9, 2002

BY OVERNIGHT MAIL

Carole J. Washburn, Executive Secretary
Washington Utilities and Transportation Commission
1300 South Evergreen Park Drive, S.W.
Olympia, WA 98504

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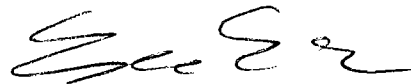
Re: Petition of WorldxChange Corp. for Limited Waiver of WAC 480-120-139

Dear Ms. Washburn:

On behalf of WorldxChange Corp. ("Petitioner"), enclosed please find an original and three (3) copies of the above-referenced Petition. The Petition seeks a limited waiver of the authorization and verification requirements of the Commission rules and relevant Orders to the extent necessary to permit the transfer to Petitioner of the long distance services provided by RSL COM U.S.A., Inc. without first obtaining the customers' individual authorization and verification.

Please date-stamp the extra copy of this filing and return it in the enclosed self-addressed, stamped envelope. Should you have any questions please do not hesitate to contact us.

Respectfully submitted,



William B. Wilhelm, Jr.
Edward S. Quill, Jr.

Counsel for WorldxChange Corp.

Enclosure

**BEFORE THE
WASHINGTON UTILITIES AND TRANSPORTATION COMMISSION**

In the Matter of)
)
WorldxChange Corp.)
Application for Limited Waiver)
of WAC 480-120-139)
)

Docket No. UT-020892

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WASHINGTON UTILITIES AND TRANSPORTATION COMMISSION

PETITION FOR LIMITED WAIVER OF COMMISSION'S RULES

1. WorldxChange Corp. ("WorldxChange") respectfully petitions the Commission for a limited waiver of the authorization and verification requirements of the Commission's rules, WAC 480-120-139, and relevant Orders to the extent necessary to permit all of long distance customers currently served by RSL COM U.S.A., Inc. ("RSL") to transfer to WorldxChange without first obtaining the customers' individual authorization and verification.¹ As demonstrated herein, this request is reasonable, fair, and in the public interest. Moreover, WorldxChange's request for a waiver is substantially identical to waivers of these rules previously granted by the Commission to other carriers.

2. WorldxChange is a corporation organized and existing under the laws of the State of Delaware with principal offices located at 9775 Business Park Avenue, San Diego, California 92131. WorldxChange is a wholly owned indirect subsidiary of I-Link Incorporated ("I-Link"), a publicly traded company organized under the laws of the State of Florida. I-Link is majority owned

¹ The Commission's verification rules prohibit a telecommunications carrier from submitting a preferred carrier change order for interstate service unless the carrier has obtained either: (1) the subscriber's written letter of agency; (2) the subscriber's electronic verification via a toll-free telephone number used exclusively to verify subscriber carrier changes; or (3) the subscriber's oral authorization to submit the preferred carrier change order from an appropriately qualified independent third party that

and controlled by Counsel Springwell Communications, LLC (“Counsel Springwell”), a Delaware limited liability company, which holds a direct majority interest in I-Link and therefore, an indirect majority interest in WorldxChange. Counsel Springwell is, in turn, indirectly majority owned and controlled by Counsel Corporation (“Counsel”), a publicly traded Canadian corporation which specializes in investments, including communications companies.

3. WorldxChange is authorized to provide telecommunications services in the State of Washington pursuant to its Registration and classification as a competitive telecommunications carrier granted by the Commission in Docket No. UT-000982 on September 27, 2000.²

4. WorldxChange files this Petition for Waiver in conjunction with a transaction whereby RSL’s assets will be transferred to WorldxChange.³ In particular, 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.⁴ In connection with those proceedings, WorldxChange’s indirect corporate parent Counsel Springwell and RSL entered into an Asset Purchase Agreement (“Agreement”) dated as of March 25, 2002. Subsequently, Counsel Springwell assigned its rights under the Agreement to WorldxChange as of April 25, 2002, and, accordingly, WorldxChange will acquire RSL’s customers.

confirms and includes appropriate verification data -- e.g., the subscriber’s date of birth or social security number. See WAC 480-120-139(1)(a) - (c).

² WorldxChange was formerly known as PT-1 Counsel, Inc. but changed its name in connection with its acquisition of certain operations of WorldxChange Communications, Inc. out of bankruptcy in 2001. See Docket No. UT-011115 (Sept. 6, 2001).

³ By letter dated June 7, 2002, WorldxChange and RSL advised the Commission of the proposed transaction.

⁴ See RSL COM U.S.A., Inc., Case No. 01-11469-alg (S.D.N.Y. Filed Mar. 16, 2001) and RSL COM PrimeCall, Inc., Case No. 01-11457-alg (S.D.N.Y. Filed Mar. 16, 2001).

5. The transaction proposed herein is necessary to ensure that RSL's current Washington customers will continue to receive uninterrupted service. WorldxChange emphasizes that following the completion of the proposed transaction, RSL's customers will continue to receive service under the same rates, terms and conditions as that service is currently being provided. However, given the current bankrupt status of RSL, the proposed transaction must be completed rapidly in order to minimize disruption to existing customers being served by RSL.

6. The contemplated Transaction will allow RSL's long distance operations to emerge from bankruptcy into WorldxChange and provide greater certainty to RSL's existing customers.⁵ Although through the proposed Transaction, WorldxChange will replace RSL as the service provider for RSL's customers, WorldxChange will continue to provide service to RSL customers under the same rates, terms and conditions of services as currently provided by RSL.⁶ The transaction will therefore be (other than the change in the name of their service provider) virtually transparent to customers because they will experience no change in the services they receive as a result of the transaction. In order to avoid customer confusion, the Parties will provide pre-consummation customer notice of the proposed in the form provided in Exhibit B via direct first class, U.S. mail. Current RSL customers will not be assessed any charge for the transfer of their service to WorldxChange.

⁵ A chart illustrating the Transaction is provided in Exhibit A.

⁶ WorldxChange will adopt RSL's tariffs in conjunction with the proposed transaction and/or make other appropriate arrangements to ensure continuity of service to RSL's existing customers in compliance with Washington law.

7. The circumstances involved in the instant Petition are similar to those in which the Commission has previously found sufficient to justify a waiver of these rules for other carriers.⁷

⁷ See Petition of Toledo Telenet Long Distance Co., *et al.*, Docket No. UT-000372, *Order Granting Limited Waiver of Rules* (rel. Mar. 29, 2000) (granting limited waiver of carrier change rules where existing carrier intended to discontinue service).

WHEREFORE, WorldxChange Corp. respectfully requests the Commission grant a limited waiver of the authorization and verification requirements of the Commission's rules, WAC 480-120-139, and relevant Orders to the extent necessary to permit the transfer of RSL's customers to WorldxChange without first obtaining the customers' individual authorization and verification.

By: 

William B. Wilhelm, Jr.

Edward S. Quill, Jr.

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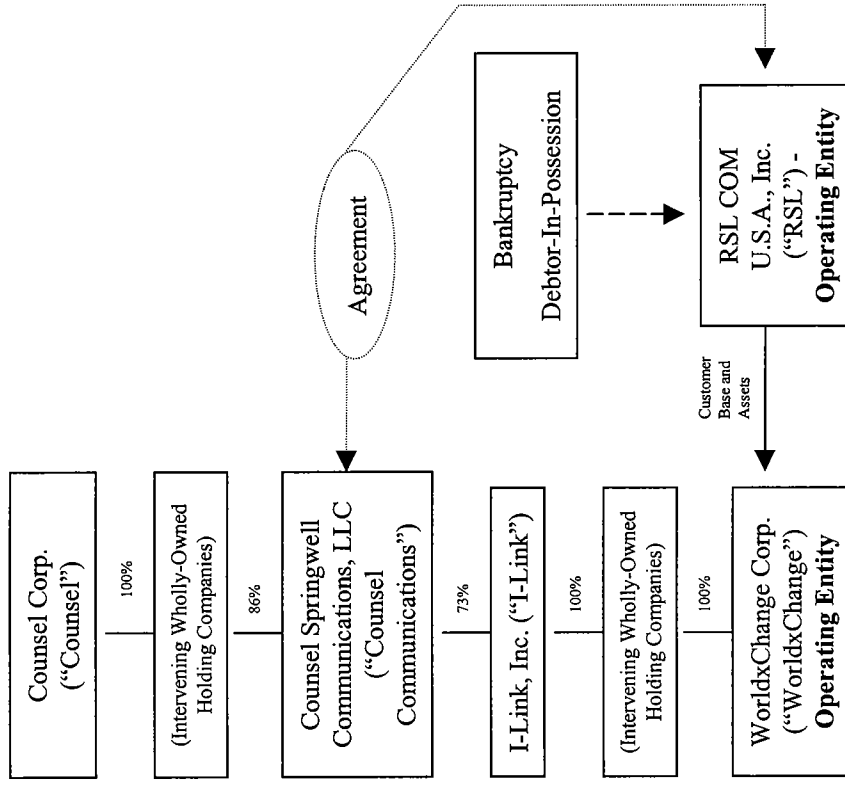
Date: July 9, 2002

Exhibit A

Illustrative Chart of Transaction

Exhibit A: Illustrative Chart of WorldxChange/RSL Transaction

Pre-Transaction



Post-Transaction

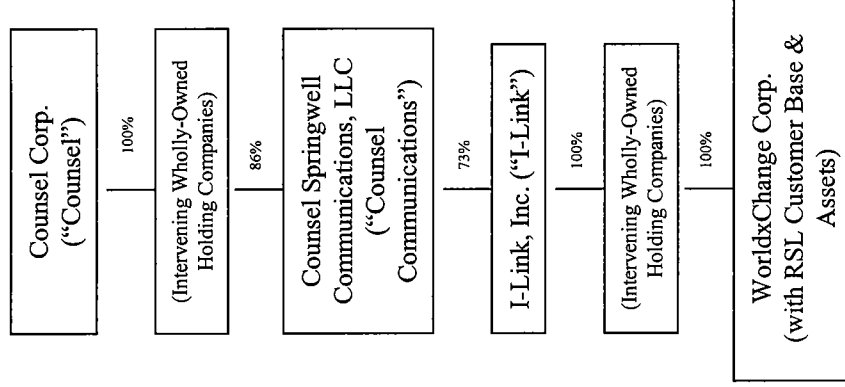


Exhibit B

Letter to Customers

Dear Valued Customer:

Recently, Counsel Springwell Communications LLC, through its subsidiary, WorldxChange Corp. ("WorldxChange"), entered into an agreement to purchase the business of RSL COM U.S.A., Inc. ("RSL"). RSL today provides its customers with various services, including but not limited to long distance services. Under the terms of the agreement between RSL and WorldxChange, WorldxChange will, upon the closing of the purchase transaction, replace RSL as your service provider.

Please rest assured that the transition of your service to WorldxChange will not affect the services you currently receive. As a customer of WorldxChange, you will continue to receive services with the same rates, features, terms and conditions as the service you currently enjoy. With the operations of WorldxChange and RSL integrated and supported by new and improved billing and other systems, you will continue to receive top quality services with performance which meets or exceeds that of the services you currently receive from RSL. As a result, this change in providers will be beneficial and virtually seamless for you. Please also be assured that you will incur no charges related to the transfer of your services to WorldxChange.

WorldxChange has offered premium communications services nationwide for many years. The customer service team at WorldxChange will be equipped to assist you with questions about your new service or on-going monthly billing matters after completion of the purchase. Until that time, the customer service number and procedures that you are accustomed to will remain the same.

You may, of course, choose another carrier for your telephone service, subject to any termination restrictions in your contract. Unless you choose another service provider, you will automatically become a customer of WorldxChange.

We at WorldxChange look forward to serving you and appreciate your continued business. In the meantime, if you have specific questions about this notice, please contact us at 800-834-8735.

Sincerely,

WorldxChange Corp.