

ORIGINAL

November 4, 1997

Ms. Blanca S. Bayo  
Division of Records and Reporting  
Florida Public Service Commission  
2540 Shumard Oak Blvd., - Gunter Building  
Tallahassee, FL 32399

971464-TI

Re: Transfer of Control of Least Cost Routing, Inc to TresCom International, Inc

Dear Ms. Bayo:

Enclosed are an original and one (1) copy of a Joint Application for the Approval of Transfer of Control of Least Cost Routing, Inc to TresCom International, Inc Please address all future correspondence of Least Cost Routing to:

Angelina Edouard  
Staff Attorney  
TresCom International, Inc  
200 East Broward Blvd , Suite 2100  
Ft. Lauderdale, Florida 33301

Further, please date stamp the extra copy of this letter and return to the above address If you have any questions or concerns, please do not hesitate to call me at (954) 713-1578

ACK \_\_\_\_\_ Sincerely,  
AFA \_\_\_\_\_  
APP \_\_\_\_\_  
CAF \_\_\_\_\_  
CMU \_\_\_\_\_ Angelina Edouard  
CTR \_\_\_\_\_ Staff Attorney  
EAT \_\_\_\_\_ Enclosure  
LED \_\_\_\_\_  
JF \_\_\_\_\_  
PC \_\_\_\_\_  
SE \_\_\_\_\_  
WAS \_\_\_\_\_  
OTH \_\_\_\_\_

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ORIGINAL

**BEFORE THE FLORIDA PUBLIC SERVICE COMMISSION**

IN THE MATTER OF:                    )  
  )  
Transfer of Control of                )  
Least Cost Routing, Inc. to         )  
TresCom International, Inc.         )

**JOINT APPLICATION**

NOW COMES TresCom International, Inc. ("TresCom" or "Buyer") and the former stockholders of Least Cost Routing, Inc. (collectively "the Petitioners") and files their Application for approval of the transfer of control of Least Cost Routing, Inc. ("LCR" or "the Company") to TresCom. In support of their Application, the Petitioners state as follows:

1. **Correspondence.** Correspondence regarding this matter should be mailed to the following:

Angelina Edouard  
Staff Attorney  
TresCom International, Inc.  
200 E. Broward Blvd., Ste. 2100  
Ft. Lauderdale, FL 33301

2. **The Buyer.** Buyer is a Florida corporation, duly organized and existing under the laws of the State of Florida. Buyer's Principal office and place of business is located at 200 East Broward Blvd., Suite 2100, Ft. Lauderdale, Florida 33301. Buyer is a non-regulated public company that is publicly traded on NASDAQ.

3. **Identity of the Company.** The Company is a Florida corporation with its principal place of business at 2944 Heather Trail, Clearwater, Florida 34621. The Company is authorized by this Commission to resell intrastate interexchange telecommunications services within the State of Florida pursuant to an Order of the Commission, dated February 27, 1996, Docket No. 95-1290-TI. The Company is a purely competitive, non-dominant resale provider of interexchange telecommunications services provided over the networks of several underlying carriers, each duly certified by this Commission to serve in the State of Florida. Specific

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operational information regarding the Company is contained in the Company's Application for a Certificate of Public Convenience and Necessity, on file with this Commission.

4. **Description of Transaction.** Pursuant to that certain Stock Purchase and Sale Agreement, dated September 30, 1997 ("the Agreement"), the stockholders of LCR have conveyed, and TresCom has acquired all of the issued and outstanding stock of Least Cost Routing, Inc. TresCom will continue to operate LCR under its Florida Certificate of Public Convenience and Necessity and Tariff on file with the Commission. Thus, the provisioning of the telecommunications services will be transparent to LCR customers.

5. **Financial Impact.** The purchase price paid by TresCom to the stockholders of LCR has been funded by TresCom's existing capital. No additional funding will be required by TresCom as a result of the acquisition.

6. **Public Interest Served.** The transfer of control of LCR to TresCom, as described herein, is in the public interest and should be approved. The acquisition will have no adverse impact on existing services or subscribers of the LCR. LCR has had a successful record of serving Florida subscribers for over (1) year.

The transfer will also allow LCR to realize significant economies of scale, thereby increasing LCR's efficiency in providing resold telecommunications services in Florida. From the perspective of affected customers, the transfer will be transparent, leaving the quality of service that they expect unaltered.

7. **Conclusion.** The instant Application is a non-controversial matter pertaining to an agreement between the stockholders of a purely competitive, non-dominant interexchange carrier and a non-regulated entity. The Petitioners request, therefore, that its Application be acted upon expeditiously by the Commission and that the Commission make its order effective commensurate with the date of its issuance.

WHEREFORE, the Petitioners respectfully request that the Florida Public Service Commission issue its Order granting:

1. The approval of transfer of control of LCR to TresCom; and,
2. The commission grant such other relief as it deems necessary and appropriate.

Respectfully submitted this 31 day of October, 1997.

TRESCOM INTERNATIONAL, INC.

By:



Angelina Edouard, Esq.

Staff Attorney

200 E. Broward Blvd.

Ft. Lauderdale, FL 33301

(954) 627-6489

Its Attorney

VERIFICATION

State of Florida            )  
  )ss.  
County of Broward        )

I, William Paquin, being duly sworn, attest as follows:

I am Chief Financial Officer of TresCom International, Inc. named in the foregoing instrument, and am authorized to make this verification on its behalf. The statements in the foregoing instrument are true, to my knowledge, except as to the matters which are herein stated on information and belief, and as to those matters, I believe them to be true. I declare under penalty of perjury that the foregoing is true and correct.

  
\_\_\_\_\_  
William Paquin

SUBSCRIBED AND SWORN to before me on this 31 day of October, 1997

  
\_\_\_\_\_  
Notary Public

My commissions expires:



LAURA A MELI  
My Commission CC667758  
Expires Jun. 28, 2000

VERIFICATION

State of Florida )  
 )ss.  
County of Broward )

I, Herb Zerden, being duly sworn, attest as follows:

~~President~~  
General Manager  
I am ~~President~~ of Least Cost Routing, Inc. named in the foregoing instrument, and am authorized to make this verification on its behalf. The statements in the foregoing instrument are true, to my knowledge, except as to the matters which are herein stated on information and belief, and as to those matters, I believe them to be true. I declare under penalty of perjury that the foregoing is true and correct.

  
Herb Zerden

SUBSCRIBED AND SWORN to before me on this 31 day of October, 1997.

  
Notary Public

My commissions expires:



LAURA A MELI  
My Commission CC96775F  
Expires Jun. 26, 2000