

REQUEST TO ESTABLISH DOCKET  
(PLEASE TYPE)

Date: April 9, 1998

Docket No. 980508-TI

1. Division Name/Staff Name: Communications/T.Williams
2. OPR: T.Williams
3. OCR: \_\_\_\_\_
4. Suggested Docket Title: Request for merger of CYBERLINK, INC. (IXC Certificate No. 3593) with RSL COM U.S.A., INC. (IXC Certificate No. 4068) and cancelling IXC Certificate No. 3593 (CYBERLINK, INC.)

5. Suggested Docket Mailing List (attach separate sheet if necessary)

- A. Provide NAMES ONLY for regulated companies or ACRONYMS ONLY regulated industries, as shown in Rule 25-22.104, F.A.C.
- B. Provide COMPLETE name and address for all others. (Match representatives to clients.)

1. Parties and their representatives (if any)

_____	_____
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____

2. Interested Persons and their representatives (if any)

_____	_____
_____	_____
_____	_____
_____	_____
_____	_____

6. Check one:

- Documentation is attached.
- Documentation will be provided with the recommendation.

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PSC/RAR 10 (Revised 01/96)

DOCUMENT NUMBER-DATE

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April 1, 1998

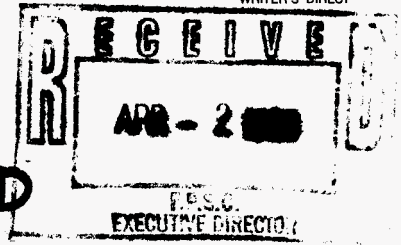
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**CMU**



Re: Notification of Proposed Merger of Cyberlink, Inc. into its corporate parent, RSL COM U.S.A., Inc.

Dear Mr. Talbot:

On behalf of Cyberlink, Inc. and its corporate parent, RSL COM U.S.A., Inc. (formerly International Telecommunications Corporation, hereinafter referred to as "RSL USA"), this letter is to advise the Commission of the merger of Cyberlink into RSL USA. Both Cyberlink and RSL USA are currently authorized under Florida law to resell intrastate interexchange telecommunications service within the State of Florida.

**I. THE PARTIES**

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

RSL USA is a corporation organized under the laws of the State of Delaware whose principal offices are located at 5550 Topanga Canyon Boulevard, Woodland Hills, California 91367. By itself and through its wholly owned subsidiaries -- Cyberlink, Inc. and RSL COM PrimeCall, Inc. -- it holds several authorizations under Section 214 of the Communications Act of 1934, as amended to provide domestic interstate and international telecommunications service, and is authorized to provide intrastate, interexchange service in over 40 states, including Florida.

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At present, the corporate parent of RSL USA, holding 100% of the company's stock, is International Telecommunications Group, Ltd. ("ITG"), a Delaware corporation. ITG's sole shareholder, holding 100% of its capital stock, is RSL Communications PLC, a corporation organized under the laws of the United Kingdom. The parent corporation of RSL Communications PLC, holding 100% of its capital stock, is, in turn, RSL Communications, Ltd. ("RSL Ltd."), a Bermuda corporation. RSL Ltd. is a publicly traded (NASDAQ) corporation.

The principal shareholders of RSL Ltd. are R.S. Lauder, Gaspar & Co., L.P. ("RSLAG"), a Delaware limited partnership which holds 52.6% of the voting power of the Company and 42.2% of the Company's outstanding common stock through its ownership of shares of the Company's Class A Common Stock and Class B Common Stock; Andrew Gaspar, the General Partner of RSLAG; and Ronald S. Lauder, who directly and indirectly is the owner of a majority of RSLAG's limited partnership interests; and Itzhak Fisher. Mr. Gaspar is also a director and Vice Chairman of the Board of the Company. Ronald S. Lauder, a co-founder of the RSL Ltd., serves as its Chairman. A former U.S. Ambassador to Austria, Mr. Lauder is principal shareholder of The Estée Lauder Companies Inc., and is founder of Central European Media Enterprises Ltd., an owner and operator of commercial television stations and networks in Central and Eastern Europe. Mr. Fisher, also a co-founder of the Company, has been a director, President and Chief Executive Officer of RSL Ltd. since its inception. Messrs. Gaspar, Lauder and Fisher are all U.S. citizens.

**B. Cyberlink, Inc.**

Cyberlink is a privately held California corporation whose principal offices are located at 5550 Topanga Canyon Boulevard, Suite 250, Woodland Hills, California 91367. Its sole shareholder, owning 100% of its capital stock, is RSL USA. Cyberlink is a non-dominant carrier providing resold interexchange services within the State of Florida on an unregulated basis. In addition to the intrastate telecommunications services Cyberlink provides to Florida subscribers, Cyberlink currently is authorized to provide intrastate service in a number of states (either pursuant to certification, registration or tariff requirements, or on an unregulated basis), including New York, Connecticut, California, Nevada and Oregon. Cyberlink is also currently authorized by the Federal Communications Corporation to provide domestic interstate and international services as a non-dominant carrier.

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## II. THE TRANSACTION

Pursuant to an Agreement and Plan of Merger dated as of January 28, 1998, Cyberlink, Inc. and three of its subsidiaries -- Cyberlink-Nevada, Cyberlink-California and Cyberlink-New York, have recently merged into RSL USA, and the corporate existence of Cyberlink-Nevada, Cyberlink-California and Cyberlink-New York (the "Constituent Corporations") have ceased. Immediately prior to this merger, the parent company of the Constituent Corporations, Cyberlink, Inc., will merge into RSL USA also. The surviving corporation, RSL USA, possesses all the rights, privileges, immunities, powers and franchises of Cyberlink, Inc. and the Constituent Corporations, all assets and properties, debts and other interests, and are responsible and liable for all the liabilities and obligations of Cyberlink, Inc. and each of the Constituent Corporations.

Following completion of this transaction, RSL USA continues to provide high quality, affordable service to RSL USA and Cyberlink customers pursuant to its tariff currently on file, and control of RSL USA has not changed change. The proposed transaction has simply resulted in a merger of Cyberlink into RSL USA. As such, the transaction will not cause inconvenience or confusion to Cyberlink's customers in terms of the services they receive. Former Cyberlink customers have all been advised of this change, and none has complained or switched to another carrier as a result of this merger.

Following consummation of the transaction, RSL USA continues to be led by a team of well-qualified managers comprised in part of existing RSL USA and Cyberlink personnel. In addition, RSL USA draws upon the substantial technical and managerial expertise of RSL Com, as well as the financial resources discussed above. The parties expect that the ample managerial, technical and financial expertise of this management team will enable RSL USA to continue providing high quality service to RSL USA and Cyberlink customers as well as to expand its customer base. Consummation of the proposed transaction will enhance its competitive position with greater financial resources. The proposed acquisition will therefore promote competition in the Florida services market and serve the public interest.

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**CONCLUSION**

Upon review of the Florida statutes and Commission rules, it is the understanding of the parties that prior Commission approval is not required for the merger into RSL USA as described above. If you need any further information or have any questions regarding the matters discussed herein, please do not hesitate to contact us.

Respectfully submitted,



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Counsel to  
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Cyberlink, Inc.