



RSL COM
RSL COM U.S.A., INC.

RECEIVED

FEB 18 1999

CMU

February 11, 1999

VIA OVERNIGHT DELIVERY

Mr. Paul Mann
Public Service Commission
2540 Shumard Oaks Blvd.
Tallahassee, FL 32399-0850

Rick

990415-77

Re: Letter of Notification of Transaction Regarding the
Acquisition of Certain Assets of One Step Billing, Inc. by
RSL COM U.S.A., Inc.

Dear Mr. Mann:

RSL COM U.S.A., Inc., on behalf of itself and One Step Billing, Inc., hereby transmits for filing the above-referenced notification. We understand that there is no fee associated with this filing. For the reasons set forth in the notification, the parties respectfully request expedited treatment and action on this notification.

Please date-stamp the enclosed 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 the undersigned.

Respectfully submitted,

RSL COM U.S.A., Inc.

Ed Thomas
President

Enclosures

DOCUMENT NUMBER-DATE

01211 APR-1 99

FPSO-RECORDS/REPORTING

Before the
**PUBLIC SERVICE COMMISSION
OF THE STATE OF FLORIDA**

LETTER OF NOTIFICATION

Regarding the Acquisition of Certain Assets
of One Step Billing, Inc. by RSL COM U.S.A., Inc.

Pursuant to the rules and regulations of the Public Service Commission ("Commission"), RSL COM U.S.A., Inc. ("RSL USA") and One Step Billing, Inc. ("OSBI") hereby jointly notify the Commission of the acquisition by RSL USA of the subscriber base of OSBI. For the reasons set forth below, the parties request the Commission to recognize such transaction *nunc pro tunc*, effective as of October 1, 1998, the effective date of their agreement governing the subject transaction. With respect thereto, the following is stated:

I. The Parties

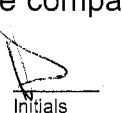
A. RSL COM U.S.A., Inc.

RSL USA is a corporation organized under the laws of the State of Delaware with principal offices located at 430 Park Avenue, 5th Floor, New York, New York 10022. By itself and through its wholly owned subsidiaries -- LDM Systems, 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 49 states, including Florida. A copy of RSL USA's applicable intrastate tariff is on file with the Commission. Except as set forth in this filing, there has been, and is, no affiliation between RSL USA and OSBI.

At present, the corporate parent of RSL USA, holding 97% of the company's



Initials
on behalf of
RSL COM U.S.A., Inc.




Initials
on behalf of
One Step Billing, Inc.

stock, is RSL COM North America, Inc. (formerly known as International Telecommunications Group, Ltd.), a Delaware corporation. The sole shareholder of RSL COM North America, 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 Ronald S. Lauder, Leonard A. Lauder, and Itzhak Fisher, who own ownership interests in the company of 32.1%, 11.7%, 7.9% and 9.3%, respectively. Ronald S. Lauder, a co-founder of RSL Ltd., serves as its Chairman. A former U.S. Ambassador to Austria, Ronald S. Lauder is principal shareholder of The Estee 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. Leonard A. Lauder is Chief Executive Officer and Chairman of the Board of Estee Lauder. 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. Lauder and Mr. Fisher are all U.S. citizens.

The principal office of RSL USA is:

RSL COM U.S.A., Inc.
430 Park Avenue
5th Floor
New York, New York 10022
Tel: (212) 588-3600



Initials
on behalf of
RSL COM U.S.A., Inc.



Initials
on behalf of
One Step Billing, Inc.

Please direct any questions concerning RSL USA and this application to:

David A. Parries
RSL COM U.S.A., Inc.
430 Park Avenue
5th Floor
New York, New York 10022
Tel: (212) 588-3668
FAX: (212) 588-3601
email: dparries@rslusa.com

B. One Step Billing, Inc.

OSBI is a corporation organized under the laws of the State of Florida whose principal offices are located at Pompano Beach, Florida. OSBI is authorized 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. A copy of OSBI's applicable intrastate tariff is on file with the Commission. As noted above, except as set forth in this filing, there is not, and has not been, any affiliation between RSL USA and OSBI.

The principal office of OSBI is located at:

One Step Billing, Inc.
1100 Park Central Blvd. South, Suite 1100
Pompano Beach, Florida 33064
Tel: (954) 984-8299

Please direct any questions concerning OSBI to:

Neil Sollinger
One Step Billing, Inc.
1100 Park Central Blvd. South, Suite 1100
Pompano Beach, Florida 33064
Tel: (954) 984-8299 ext. 12



Initials
on behalf of
RSL COM U.S.A., Inc.



Initials
on behalf of
One Step Billing, Inc.

II. The Transaction

Pursuant to an Asset Purchase Agreement executed December 9, 1998 and dated as of October 1, 1998, OSBI has agreed to sell to RSL USA, and RSL USA has agreed to purchase (a) the right to provision all of OSBI's telecommunications customers (the "Customers") with telecommunications and ancillary services; (b) the right to receive payments from the Customers; (c) the exclusive right, title and interest in and to the names "One Step Billing" and "OSBI;" and (d) all of OSBI's accounts receivable.

Prior to the execution of the Asset Purchase Agreement, OSBI, RSL USA and LDM Systems, Inc. ("LDM"), a wholly owned subsidiary of RSL USA, were parties to a resale services agreement pursuant to which OSBI resold to its customers the telecommunications services of RSL USA and LDM. OSBI, however, decided to cease operations effective December 9, 1998. Pursuant to this decision, OSBI intends to relinquish its certificates of public convenience and necessity to operate as a telecommunications carrier in all other states where it is currently certified. By the instant petition, OSBI hereby relinquishes its certification in the State of Florida.

OSBI's decision to cease operations leaves its customers without a presubscribed telecommunications carrier. Through the Asset Purchase Agreement, however, RSL USA will continue to furnish service to these subscribers directly. By the subject transaction, the underlying carrier of OSBI's customers will not change. The only change which will occur is that OSBI's existing customers will now become customers of RSL USA, and RSL USA will invoice them under the RSL USA name, pursuant to the terms of applicable RSL USA tariffs. RSL USA does not intend to



Initials
on behalf of
RSL COM U.S.A., Inc.



Initials
on behalf of
One Step Billing, Inc.

use the names "One Step Billing" or "OSBI."¹

III. Public Interest Considerations

The transfer of OSBI's customer base contemplated by the Asset Purchase Agreement will serve the public interest by enabling RSL USA to achieve increased economies of scale and compete more effectively in the telecommunications marketplace. More effective competition will ultimately lead to lower prices and the availability of more products and services to the public.

The transfer of OSBI's customer base will also benefit OSBI's existing customers directly. As noted, at present, OSBI has decided to cease operations. Pursuant to this decision, it intends to relinquish its certificates of public convenience and necessity to operate as a telecommunications carrier in all states where it is currently authorized to provide service, and such action will leave many of its customers without a presubscribed telecommunications carrier. The acquisition of OSBI's customer base by RSL USA will enable these subscribers to continue to receive high-quality telecommunications service at affordable rates without interruption.

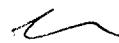
Thus, the public will benefit both directly, through the availability of, and access to, an active carrier of the competitive services, and indirectly, because the presence of an active competitor in this market will increase the incentives for other telecommunications providers to operate more efficiently, offer more innovative

¹ At the demand of Southwestern Bell and US West, RSL USA has reluctantly agreed to the issuance of invoices for OSBI's customers in the service territories of those carriers under the name "One Step Billing, Inc. d/b/a RSL" pending receipt of required regulatory approvals for acquisition of the OSBI subscriber base. US West will allow the use of this d/b/a only through March 1, 1999.

services, reduce their prices, and improve their quality of service. The customers of RSL USA and OSBI rely on these companies for high quality, affordable intrastate service. RSL USA will provide notice to existing OSBI subscribers, and assure them of RSL USA's commitment to continue the provision of high quality, affordable services pursuant to the company's filed tariff. As such, the transaction will not cause inconvenience or confusion to RSL USA or OSBI customers. Indeed, the transaction will be virtually transparent to RSL USA and OSBI customers in terms of the services that they receive.

RSL USA certifies that it continues to have the necessary managerial and financial resources to provide the public with quality telecommunications service throughout the state. After the consummation of the transaction, RSL USA will continue to be led by a team of well-qualified managers comprised of its existing personnel. In addition, RSL USA will be able to draw upon the substantial technical and managerial expertise of RSL Ltd., as well as the financial resources discussed above. RSL USA expects that the ample managerial, technical and financial expertise of this management team will enable RSL USA to continue providing high quality service to its existing customers and those of OSBI, as well as to expand its customer base. The proposed acquisition will therefore promote competition in the Florida services market and serve the public interest.

This document is only in effect if both parties have executed the petition as identified by the final page of the document containing both original signatures.



Initials
on behalf of
RSL COM U.S.A., Inc.



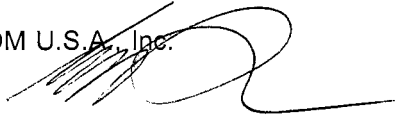
Initials
on behalf of
One Step Billing, Inc.

WHEREFORE, RSL USA respectfully requests that the Commission authorize the sale of assets from OSBI to RSL USA. In addition, the Parties respectfully request expedited processing of this Letter of Notification so that the transaction may proceed without undue delay.

Respectfully submitted,

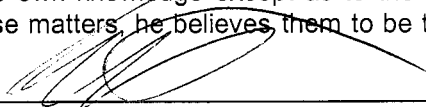
RSL COM U.S.A., Inc.

By:

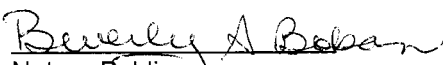

Ed Thomas
President

VERIFICATION

Ed Thomas, being duly sworn, deposes and says that he is the President of RSL COM U.S.A., Inc.; that he has read the foregoing Letter of Notification of Transaction of RSL COM U.S.A., Inc. Regarding Acquisition of Certain Assets of One Step Billing, Inc. by RSL COM U.S.A., and knows the contents thereof; and that the same is true of his own knowledge except as to the matters therein stated upon information and belief, and as to those matters, he believes them to be true.


Ed Thomas
President, RSL COM U.S.A., Inc.

Subscribed and sworn to before me this 10th day of February, 1999.


Notary Public
My Commission expires: October 5, 2000

BEVERLY A. BOBAN
NOTARY PUBLIC, STATE OF NEW YORK
NO. 02B06014214
QUALIFIED IN NEW YORK COUNTY
COMMISSION EXPIRES OCTOBER 5, 2000

WHEREFORE, One Step Billing, Inc. respectfully requests that the Commission authorize the sale of assets from OSBI to RSL USA. In addition, the Parties respectfully request expedited processing of this Letter of Notification so that the transaction may proceed without undue delay.

Respectfully submitted,

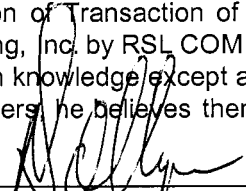
One Step Billing, Inc.

By:


Neil Sollinger
President

VERIFICATION

Neil Sollinger, being duly sworn, deposes and says that he is President of One Step Billing, Inc.; that he has read the foregoing Letter of Notification of Transaction of RSL COM U.S.A., Inc. Regarding Acquisition of Certain Assets of One Step Billing, Inc. by RSL COM U.S.A., Inc., and knows the contents thereof; and that the same is true of his own knowledge except as to the matters therein stated upon information and belief, and as to those matters, he believes them to be true.


Neil Sollinger
President, One Step Billing, Inc.

Subscribed and sworn to before me this 12th day of February, 1999.


Notary Public
My Commission expires:

