

February 9, 2001

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VIA FEDERAL EXPRESS

Ms. Blanca Bayo
Director of Division of Records & Reporting
Florida Public Service Commission
2540 Shumard Oak Blvd.
Tallahassee, Florida 32399-0850

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**Re: RSL COM PrimeCall, Inc./IDT Netherlands B.V. Puerto Rico
Branch Notification of Asset Purchase Agreement**

Dear Ms. Bayo:

Enclosed please find an original and one (1) copy of the above-referenced notice.

We would request that you acknowledge receipt of this document by date stamping the extra copy and returning in the enclosed self-addressed, stamped envelope provided for this purpose.

Should you have any questions, please feel free to contact the undersigned by telephone at (202) 756-8282.

Sincerely yours,



Shirley S. Fujimoto
Counsel to
IDT Netherlands B.V.-Puerto Rico
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2540 Shumard Oak Blvd.
Tallahassee, Florida 32399-0850

**Re: RSL COM PrimeCall, Inc./IDT Netherlands B.V. Puerto Rico
Branch Notification of Asset Purchase Agreement**

Dear Ms. Bayo:

RSL COM PrimeCall, Inc. ("RSL PrimeCall") and IDT Netherlands B.V.-Puerto Rico (IDT-Puerto Rico) a wholly-owned, indirect subsidiary of IDT Corp., a Delaware corporation, (collectively the "parties") by their attorneys, hereby provide notice to the Commission of the execution of an Asset Purchase Agreement, dated January 31, 2001, pursuant to which RSL PrimeCall has agreed to sell to IDT Puerto Rico, and IDT-Puerto Rico has agreed to purchase, RSL PrimeCall's assets, with the exception of RSL PrimeCall's FCC and state public service commission authorizations and the end users of the company's pre-paid calling cards. The parties expect to close the transaction February 9, 2001. RSL COM PrimeCall is certificated in the State of Florida to provide intra-state, interexchange telecommunications services. Docket No. 961247-TI, Order No. PSC-97-0221-FOF-TI, Certificate No. 4813 (Feb. 24, 1997). Note: originally issued to Intelco, Global Information Services, Ltd. See Order Acknowledging Name Change, Docket No. 970587-TI, Order No. PSC-97-0706-FOF-TI (effective June 23, 1997). It is engaged exclusively in the provisioning of telecommunications service through the sale of pre-paid calling cards by distributors and does not have any pre-subscribed customers. IDT America, Inc., a co-subsiary of IDT with IDT-Puerto Rico, is also certificated in the State of Florida to provide intra-state, interexchange telecommunications services.

Because of the nature of RSL PrimeCall's business, and the fact that (a) the company has no pre-subscribed customers and (b) the purchased assets do not include RSL PrimeCall's certificate of public convenience or issued pre-paid calling cards held by end users, it is the parties' understanding that the sale of RSL

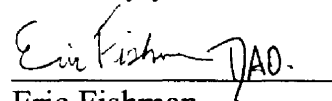
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PrimeCall's remaining assets, which consist largely of balanced sheet assets, equipment, intellectual property, personal property, and certain contract rights, does not require regulatory approval. Please contact the undersigned counsel immediately if this is not the case, and the parties will initiate any required actions.

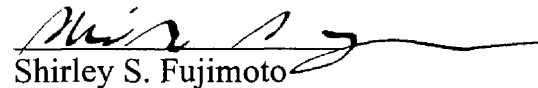
Consistent with its contractual obligations, upon closing RSL PrimeCall will cease the marketing and sale of pre-paid calling cards. Consistent with its regulatory obligations, RSL PrimeCall will honor all pre-paid cards issued and held as of the closing date by end users. RSL PrimeCall projects that these cards will expire within sixty (60) days. By separate filing prior to that date, RSL PrimeCall will seek all required regulatory consents to discontinue its provision of service by a date certain, and cancellation of its filed tariff.

Should you have any questions regarding this matter, please feel free to contact the undersigned counsel directly.

Sincerely yours,



Eric Fishman
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