



Legal Department

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April 16, 2001

VIA OVERNIGHT MAIL

Blanca S. Bayo, Director of Records & Reporting
Florida Public Service Commission
2540 Shumard Oak Boulevard
Tallahassee, FL 32399-0850

010519-T1

**Re: Notification of Intracorporate Transfer of Control of IDT America,
Corp. from IDT Corporation to IDT Domestic Telecom, Inc.**

Dear Director Bayo:

Please find enclosed for filing in your office an original and twelve (12) copies of a Notification of Intracorporate Transfer of Control of IDT America Corp. from IDT Corporation to IDT Domestic Telecom, Inc. Please file the original and eleven (11) copies and return one (1) filed-stamped copy in the self-addressed, stamped envelope provided herein.

It is IDT America, Corp. ("IDT America") IDT Domestic Telecom, Inc. ("IDT Domestic"), IDT Telecom, Inc. ("IDT Telecom") and IDT Corporation's ("IDT Corp.") (collectively, "IDT") understanding that prior approval is not required for the pending transaction. Therefore, absent written notification to the contrary within 30 days, IDT will proceed on its understanding that no approval or other formal action with respect to the pending transaction is required by the Commission.

THE TRANSACTION

IDT Corporation is a Delaware corporation with its principal place of business in New Jersey. IDT Corp. is the parent corporation of a number of companies that engage in telecommunications industries domestically and abroad. IDT Corp., both directly and indirectly through its operating subsidiaries, provides high quality and competitively priced telecommunications services and products, such as pre-paid calling cards and long distance.

DOCUMENT NUMBER-DATE

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FPSC-RECORDS/REPORTING

IDT Telecom, Inc. is a Delaware corporation. It has been created to function as a holding company within the IDT structure and to assist in more effectively delineating IDT Corp.'s principal lines of business. IDT Telecom is a direct subsidiary of IDT Corp.

IDT Domestic Telecom, Inc. is incorporated under the laws of Delaware. It has been created to function as a holding company within the IDT structure, and its principal function will be the management of its subsidiaries. IDT Domestic is a direct subsidiary of IDT Telecom, and a second tier subsidiary of IDT Corp.

IDT America, Corp. is a New Jersey corporation with its principal place of business in New Jersey. It operates in all 50 states as a provider of intrastate long distance, primarily on a non-facilities basis. IDT America was granted authority by the Florida Public Service Commission to provide interexchange telecommunications service on August 23, 1994 in Docket No. 940576-TL.¹

The current structure of IDT Corp. and IDT America's relationship is that of a parent and direct subsidiary. IDT Corp. is the one hundred percent (100%) owner of the outstanding stock of IDT America. IDT Corp. intends to effect an internal corporate reorganization. Under this reorganization, IDT Corp. will *pro forma* transfer its 100% control of the stock of IDT America, to IDT Domestic Telecom, a newly formed indirect subsidiary of IDT Corp. The transaction represents a change in legal control only; the ultimate upstream ownership of IDT America will continue to remain with IDT Corp. In essence, IDT America will become an indirect subsidiary of IDT, rather than a direct subsidiary. The ultimate ownership and control of IDT America, however, will continue to reside with IDT Corp. as the ultimate upstream entity. This is a change in legal ownership, but not a change in the beneficial ownership of IDT America.

IDT America will continue to be the certificated entity that provides IDT America's Florida customers with the same service and quality that they have come to expect. There will be no change in the rates, services, billing, or any other aspect of IDT America's day-to-day interaction with its Florida customers. The transfer is completely *pro forma* in this respect, and will be transparent to IDT America's customers.

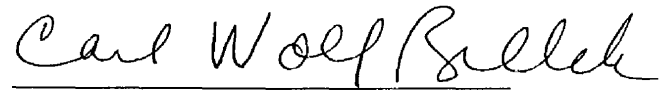
Consummation of this intracorporate reorganization and transfer of control will serve the public interest in promoting competition among telecommunications carriers by providing IDT with the opportunity to operate a more efficient corporate structure. Furthermore, this intracorporate reorganization will permit IDT to focus on its next goal: the introduction of new and more diverse telecommunications service offerings by IDT America.

¹ This authority, first granted to International Discount Telecommunications, Corp. was transferred, as a result of a name change to IDT Corporation upon Notice to the Commission. The authority was subsequently transferred to IDT America, Corp. upon Notice to the Commission on March 19, 1998.

If you have any questions or comments regarding this Notification, or require any additional information in order to review this Notification, please contact me directly at (973) 438-4854.

Respectfully submitted,

IDT America, Corp.
IDT Domestic Telecom, Inc.
IDT Telecom, Inc.
IDT Corporation



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