

ORIGINAL

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August 22, 2002

VIA OVERNIGHT DELIVERY

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

02 AUG 23 PM 12:11
COMMISSION
CLERK

Attn: Division of the Commission Clerk and Administrative Services

Re: Letter Application of Counsel Springwell LLC and WorldxChange Corp.
Docket No. 020890-TP

Dear Ms. Bayo:

Counsel Springwell Communications LLC ("Counsel Springwell") and WorldxChange Corp. ("WorldxChange") (the "Applicants" in the above captioned proceeding), are in receipt of the attached letter from the Commission ("Letter"). In the Letter, the Commission indicates that the indirect *pro forma* transfer of WorldxChange will be accomplished, among other things, through the transfer of both WorldxChange's corporate parent, CPT-1 Holdings, Inc. and I-Link Communications, Inc. (holder of IXC Cert. No. 4778 and ALEC Cert. No. 7908).

Applicants clarify that I-Link Communications, Inc. is not involved in the proposed reorganization and will remain a wholly owned subsidiary of its existing parent I-Link Incorporated. Because the proposed transaction will not result in any material change in the corporate structure of I-Link Communications, Inc., Applicants seek approval only for the *pro forma* transfer of WorldxChange and not for I-Link Communications, Inc.

Accordingly, Applicants, through undersigned counsel, submit this letter in clarification and respectfully request that the Commission update its records to reflect that no change in the ownership of I-Link Communications, Inc. is contemplated.

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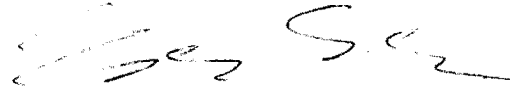
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FPSC-COMMISSION CLERK

Blanca S. Bayo, Director
August 22, 2002
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An original and five (5) copies of this letter are enclosed. Please date-stamp and return the enclosed extra copy in the attached self addressed stamped envelope. Further questions concerning the proposed transaction may be addressed to the undersigned.

Respectfully submitted,

Handwritten signatures of William B. Wilhelm and Edward S. Quill, Jr.

William B. Wilhelm
Edward S. Quill, Jr.

STATE OF FLORIDA

COMMISSIONERS:
LILA A. JABER, CHAIRMAN
J. TERRY DEASON
BRAULIO L. BAEZ
MICHAEL A. PALECKI
RUDOLPH "RUDY" BRADLEY



DIVISION OF THE COMMISSION CLERK &
ADMINISTRATIVE SERVICES
BLANCA S. BAYÓ
DIRECTOR
(850) 413-6770 (CLERK)
(850) 413-6330 (ADMIN)

Public Service Commission

August 16, 2002

Edward S. Quill, Jr., Esquire
Swidler Berlin Shereff Friedman, LLP
3000 K Street, NW., Suite 300
Washington, DC 20007-5116

Re: Docket No. 020890-TP

Dear Mr. Quill:

This will acknowledge receipt of a request for expedited approval of consummation of intra-corporate debt restructure whereby Counsel Springwell Communications, LLC will have indirect ownership of WorldxChange Corp. (holder of IXC Cert. No. 7570) a subsidiary of CPT-1 Holdings through transfer of I-link Communications, Inc.'s (holder of IXC Cert. No. 4778 and ALEC Cert. No. 7908 corporate parent of WorldxChange) stock and outstanding stock of CPT-1 Holdings to Counsel Springwell Communications, LLC, which was filed in this office on August 15, 2002, and assigned the above-referenced docket number. Appropriate staff members will be advised.

Mediation may be available to resolve any dispute in this docket. If mediation is conducted, it does not affect a substantially interested person's right to an administrative hearing. For more information, contact the Office of General Counsel at (850) 413-6248 or FAX (850) 413-7180.

Division of the Commission Clerk and Administrative Services
Florida Public Service Commission