

RSL COM PrimeCall, Inc. 05140600 b

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April 25, 2001

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VIA CERTIFIED MAIL

Ms. Helen C. Helton  
Executive Director  
Kentucky Public Service Commission  
211 Sower Blvd.  
Frankfort, KY 40601

05140600

Re: RSL COM PrimeCall, Inc.  
Docket No.  
*Request for Decertification*

RECEIVED  
APR 30 2001  
PUBLIC SERVICE  
COMMISSION

Dear Ms. Helton:

On January 31, 2001, RSL COM PrimeCall, Inc. ("PrimeCall") and IDT Netherlands B.V.-Puerto Rico ("IDT") executed an Asset Purchase Agreement (the "Agreement") pursuant to which IDT acquired substantially all of the assets owned by PrimeCall, with the exception of PrimeCall's FCC and state public service commission authorizations and the end users of PrimeCall's pre-paid calling cards. Shortly thereafter, on March 16, 2001, PrimeCall filed a voluntary petition for reorganization pursuant to the provisions of Chapter 11 of the U.S. Bankruptcy Code in the Southern District of New York. (Consolidated Case Nos. 01-11457 and 01-11469).<sup>1</sup>

Consistent with its contractual obligations under the Agreement, upon closing the Agreement with IDT, PrimeCall ceased the marketing and sale of pre-paid calling cards. Consistent with its regulatory obligations, PrimeCall agreed to honor all pre-paid cards issued and held as of the closing date by end users. PrimeCall projects that

<sup>1</sup> For further information, please visit <http://ecf.nysb.uscourts.gov/>. RSL COM U.S.A., Inc. ("RSL USA"), PrimeCall's parent company, has also filed a voluntary petition for reorganization in the same proceeding. However, RSL USA, which is also authorized to provide intrastate interexchange services in the state, does not at this time seek cancellation of its registration.

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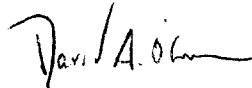
these cards will either expire or be used up by May 10, 2001. In the meantime, PrimeCall has continued to provide intrastate interexchange telecommunications services to its Kentucky pre-paid calling card customers. However, under the Agreement PrimeCall will cease providing these services on or around May 10, 2001. In light of the IDT acquisition, and subsequent bankruptcy filing, PrimeCall intends to cease providing telecommunications services in the State of Kentucky, effective May 10, 2001.

Accordingly, PrimeCall, by its attorneys, hereby requests decertification within the State of Kentucky. PrimeCall requests that the Commission grant this decertification request effective May 10, 2001, so that PrimeCall may continue to provide services to its remaining pre-paid calling card customers until that date.

An extra copy of the filing is enclosed. Please date-stamp the extra copy and return it to me in the enclosed stamped, self-addressed envelope. Should you have any questions concerning this matter, please contact the undersigned.

Very truly yours,

HOLLAND & KNIGHT LLP



David A. O'Connor  
Counsel for RSL COM PrimeCall, Inc.

Enclosure

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bc: Rich Nelson, Esq.  
Eric Fishman, Esq.

FILE: RSL COM PrimeCall, Inc. (DIP)

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