

SECRETARY'S RECORD, NEBRASKA PUBLIC SERVICE COMMISSION

BEFORE THE NEBRASKA PUBLIC SERVICE COMMISSION

In the Matter of the Joint Appli-)	Application No. C-2242
cation for approval of agreement)	
and plan of merger by and among)	
World Access, Inc. of Lombard,)	GRANTED
Illinois, WORLDxCHANGE Communica-)	
tions, Inc. and Communications)	
TeleSystems International, d/b/a)	
WORLDxCHANGE, both of San Diego,)	
California.)	Entered: May 2, 2000

BY THE COMMISSION:

By application filed March 9, 2000, World Access, Inc. (WAXS) and Communication TeleSystems International, d/b/a WORLDxCHANGE Communications (CTI), seek approval of an Agreement and Plan of Merger whereby CTI will merge with and into WorldxChange Communications, Inc. (surviving corporation), which is a wholly-owned subsidiary of WAXS. Notice of the application was published in The Daily Record, Omaha, Nebraska, March 10, 2000, pursuant to the Rules of the Commission. No protests were filed.

O P I N I O N A N D F I N D I N G S

CTI received a Certificate of Public Convenience and Necessity to provide resold intrastate interexchange telecommunications services in the state of Nebraska, pursuant to certification granted on June 23, 1997 in Application No. C-1483. On July 27, 1999, in Application No. C-2059, the applicant was granted authority to operate under the trade name WorldxChange Communications.

WAXS is a Delaware holding company publicly traded in the NASDAQ National Market and is headquartered in Atlanta, Georgia. WAXS does not directly offer telecommunications services, but owns and operates wholly-owned subsidiaries which offer these services.

On February 11, 2000, WAXS, CTI Merger Co., and CTI entered into an Agreement and Plan of Merger under which CTI will merge with and into WorldxChange Communications, Inc. (merger sub or surviving corporation), a wholly-owned subsidiary of WAXS. Under this agreement, the parent holding company will acquire all of the issued and outstanding shares of CTI common stock for equitable consideration. The surviving corporation will operate as CTI currently operates under the existing authority granted to it by this Commission. The technical, managerial and financial personnel of WAXS and CTI will become the technical, managerial and financial personnel of the surviving corporation. WorldxChange Communications, Inc. will continue to provide the same services under CTI's present operating authorities, certifications, and tariffs at the same rates.

The merger will be beneficial to the public interest as it will enhance the financial strength of the company, create a higher level of operating efficiency, and enhance the company's ability to offer competitively priced telecommunications services.

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Based on the evidence, we find the application to be fair and reasonable and in the public interest. The application should be granted.

O R D E R

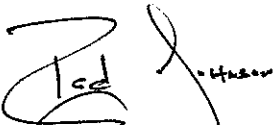
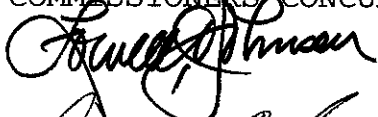
IT IS THEREFORE ORDERED by the Nebraska Public Service Commission that Application No. C-2242 be, and it is hereby granted.

IT IS FURTHER ORDERED that the applicant file an updated tariff within thirty days from the date of this order.

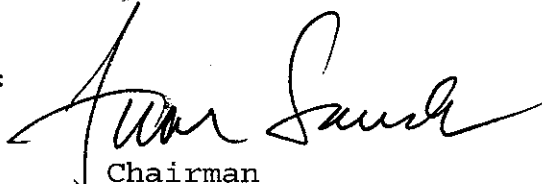
MADE AND ENTERED at Lincoln, Nebraska, this 2nd day of May, 2000.

NEBRASKA PUBLIC SERVICE COMMISSION

COMMISSIONERS CONCURRING:

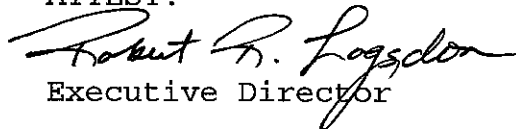


//s//Frank E. Landis
//s//Daniel G. Urwiller



Chairman

ATTEST:



Executive Director