

Categories of Services for 214 Applications
(Streamline/Non-streamline)

- LIMITED/GLOBAL RESALE SERVICE
- LIMITED/GLOBAL FACILITIES-BASED SERVICE
- LIMITED/GLOBAL FACILITIES-BASED/RESALE SERVICE
- INDIVIDUAL FACILITIES-BASED SERVICE
- INTERCONNECTED PRIVATE LINE RESALE SERVICE
- INMARSAT AND MOBILE SATELLITE SERVICE
- INTERNATIONAL SPECIAL PROJECT
- SWITCHED RESALE SERVICE
- TRANSFER OF CONTROL *214*
- ASSIGNMENT OF LICENSE
- PRO FORMA TRANSFER/ASSIGNMENT
- SPECIAL TEMPORARY AUTHORITY
- SUBMARINE CABLE LANDING LICENSE

Description of Application: _____

KELLEY DRYE & WARREN LLP

A LIMITED LIABILITY PARTNERSHIP

1200 19TH STREET, N.W.

SUITE 500

WASHINGTON, D.C. 20036

FACSIMILE
(202) 955-9792

(202) 955-9600

FCC/MELLON

MAY 15 2000

NEW YORK, NY

LOS ANGELES, CA

CHICAGO, IL

STAMFORD, CT

PARIS/PANTY, NJ

BRUSSELS, BELGIUM

HONG KONG

AFFILIATE OFFICES

BANGKOK, THAILAND

JAKARTA, INDONESIA

MANILA, THE PHILIPPINES

MUMBAI, INDIA

TOKYO, JAPAN

May 12, 2000

Federal Communications Commission
International Bureau - Telecommunications
P.O. Box 358115
Pittsburgh, PA 15251-5115

Re: In the Matter of World Access, Inc. and Communications
TeleSystems International d/b/a WorldxChange
Application for Authority to Transfer Control of a
Common Carrier Holding an International Section 214
Authorizations And to Assign the Carrier's Section 214
Authorizations to A Surviving Corporation

Dear Sir or Madam:

On behalf of World Access, Inc. and Communications TeleSystems International d/b/a WorldxChange, enclosed for filing an original and five copies of the above-referenced Application. Also enclosed for this filing are the FCC Form 159 Remittance Advice, a check in the amount of \$780.00 to cover the filing fee, and a duplicate copy of the filing. Please date-stamp the duplicate and return to the courier.

If there are any questions regarding this filing, please contact me at (202) 955-9786. Thank you for your assistance with this matter.

Sincerely,


Joan M. Griffin

Enclosures

READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE

APPROVED BY OMB

3066-0589

(1) LOCKBOX #

PAGE NO. 1 OF 2

SPECIAL USE
FCC USE ONLY

SECTION A - PAYER INFORMATION

(2) PAYER NAME (if paying by credit card, enter name exactly as it appears on your card)

Kelley Drye & Warren LLP

(3) TOTAL AMOUNT PAID (dollars and cents)

\$ 780.00

(4) STREET ADDRESS LINE NO. 1
1200 19th Street, N.W.

(5) STREET ADDRESS LINE NO. 2
Suite 500

(6) CITY
Washington

(7) STATE
DC

(9) ZIP CODE
20036

(8) DAYTIME TELEPHONE NUMBER (include area code)
(202) 955-9600

(10) COUNTRY CODE (if not in U.S.A.)

IF PAYER NAME AND THE APPLICANT NAME ARE DIFFERENT, COMPLETE SECTION B
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C)

SECTION B - APPLICANT INFORMATION

(11) APPLICANT NAME (if paying by credit card, enter name exactly as it appears on your card)

World Access, Inc.

(12) STREET ADDRESS LINE NO. 1

Resurgens Plaza, Suite 2210

(13) STREET ADDRESS LINE NO. 2

945 East Paces Ferry Road

(14) CITY
Atlanta

(15) STATE
GA

(16) ZIP CODE
30326

(17) DAYTIME TELEPHONE NUMBER (include area code)
404-261-6190

(18) COUNTRY CODE (if not in U.S.A.)

COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEETS (FORM 159-C)

SECTION C - PAYMENT INFORMATION

(19A) FCC CALL SIGN/OTHER ID

(20A) PAYMENT TYPE CODE (PTC)
C U T

(21A) QUANTITY

(22A) FEE DUE FOR (PTC) IN BLOCK 20A
\$ 780.00

FCC USE ONLY

(21A) FCC CODE 1

(24A) FCC CODE 2

(19B) FCC CALL SIGN/OTHER ID

(20B) PAYMENT TYPE CODE (PTC)

(21B) QUANTITY

(22B) FEE DUE FOR (PTC) IN BLOCK 20B
\$

FCC USE ONLY

(21B) FCC CODE 1

(24B) FCC CODE 2

(19C) FCC CALL SIGN/OTHER ID

(20C) PAYMENT TYPE CODE (PTC)

(21C) QUANTITY

(22C) FEE DUE FOR (PTC) IN BLOCK 20C
\$

FCC USE ONLY

(21C) FCC CODE 1

(24C) FCC CODE 2

(19D) FCC CALL SIGN/OTHER ID

(20D) PAYMENT TYPE CODE (PTC)

(21D) QUANTITY

(22D) FEE DUE FOR (PTC) IN BLOCK 20D
\$

FCC USE ONLY

(21D) FCC CODE 1

(24D) FCC CODE 2

SECTION D - TAXPAYER INFORMATION (REQUIRED)

(25) PAYER TIN

0 1 3 5 3 3 5 1 0 7

(26) COMPLETE THIS BLOCK ONLY IF APPLICANT NAME IN B-1 IS DIFFERENT FROM PAYER NAME IN A-2
APPLICANT TIN

SECTION E - CERTIFICATION

(27) CERTIFICATION STATEMENT
I, Joan M. Griffin (PRINT NAME), Certify under penalty of perjury that the foregoing and supporting information are true and correct to the best of my knowledge, information and belief. SIGNATURE Joan M. Griffin

SECTION F - CREDIT CARD PAYMENT INFORMATION

(28) MASTERCARD/VIISA ACCOUNT NUMBER:
MASTERCARD
VIISA

(29) AUTHORIZED SIGNATURE:
DATE: MONTH YEAR

REMITTANCE ADVICE (Continuation Sheet)

PAGE NO. 2 OF 2

USE THIS SECTION ONLY FOR EACH ADDITIONAL APPLICANT

SECTION BB - ADDITIONAL APPLICANT INFORMATION

(11) APPLICANT NAME (if paying by credit card, enter name exactly as it appears on your card)

Communication TeleSystems International d/b/a. WorldxChange

(12) STREET ADDRESS LINE NO. 1

9999 Willow Creek Rd.

(13) STREET ADDRESS LINE NO. 2

(14) CITY

San Diego

(15) STATE

CA

(16) ZIP CODE

92131

(17) DAYTIME TELEPHONE NUMBER (include area code)

858-547-5400

(18) COUNTRY CODE (if not in U.S.A.)

IF MORE BOXES ARE NEEDED, USE ADDITIONAL FCC 159-C CONTINUATION SHEETS TO LIST EACH SERVICE

SECTION CC - PAYMENT INFORMATION

(19A) FCC CALL SIGN/OTHER ID	(20A) PAYMENT TYPE CODE (PTC)	(21A) QUANTITY	(22A) FEE DUE FOR (PTC) IN BLOCK 20A	(23A) FCC CODE 1	(24A) FCC CODE 2	(21B) QUANTITY	(22B) FEE DUE FOR (PTC) IN BLOCK 20B	(23B) FCC CODE 1	(24B) FCC CODE 2	(21C) QUANTITY	(22C) FEE DUE FOR (PTC) IN BLOCK 20C	(23C) FCC CODE 1	(24C) FCC CODE 2	(21D) QUANTITY	(22D) FEE DUE FOR (PTC) IN BLOCK 20D	(23D) FCC CODE 1	(24D) FCC CODE 2
			\$				\$										

SECTION DD - TAXPAYER INFORMATION

(25) COMPLETE THIS BLOCK ONLY IF SECTION BB IS APPLICABLE

APPLICANT TIN

0

reset form

KELLEY DRYE & WARREN LLP
1200 19TH STREET, N.W.
WASHINGTON, DC 20036

006091

15-122/540
BRANCH 00480

DATE May 5, 2000

PAY
TO THE
ORDER OF

Federal Communications Commission

\$ 780.00

Seven Hundred Eighty And No/100-----

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R/T 054001220

Spencer K. Lambert
MP

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DETACH AND REMAIN THIS STATEMENT
THE ATTACHED CHECK IS IN PAYMENT OF ITEMS DESCRIBED BELOW. IF NOT CORRECT PLEASE NOTIFY US PROMPTLY. NO RECEIPT DESIRED.
KELLEY DRYE & WARREN LLP

DATE	DESCRIPTION	AMOUNT
5/5/00	Filing Fee for Section 214 transfer of control application	\$780.00

Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554

In the Matter of)
)
)
WORLD ACCESS, INC. AND) **File No.** _____
COMMUNICATIONS TELESYSTEMS)
INTERNATIONAL d/b/a WORLDXCHANGE)
)
)
Application for Authority to Transfer)
Control of a Common Carrier Holding)
an International Section 214 Authorizations and)
to Assign the Carrier's Section 214)
Authorizations to a Surviving Corporation)

APPLICATION

I. Introduction

World Access, Inc. ("World Access") and Communication TeleSystems International d/b/a WorldxChange ("WorldxChange") (collectively, the "Applicants"), by their attorneys and pursuant to Section 214 of the Communications Act of 1934, as amended ("the Act"), 47 U.S.C. § 214, and Section 63.18(c)(3) of the Commission's Rules, 47 C.F.R. § 63.18(c)(3), hereby request authority to (1) transfer control of WorldxChange to World Access, and (2) assign WorldxChange's authorizations to a surviving corporation, as described herein.

II. Description of Transaction

WorldxChange is a global telecommunications company that specializes in providing high-quality, low-cost services to retail and wholesale customers in 13 countries, including the United Kingdom, Germany, the U.S., France, the Netherlands, Belgium, Chile, Guatemala, Australia, Canada, and New Zealand. The Company operates 45 switches, which are connected

by an extensive network of owned and leased undersea and land-based fiber optic cables.

WorldxChange is a California corporation based in San Diego, California. At present, WorldxChange holds numerous Section 214 authorizations, as well as several cable landing licenses and an earth station license, and is regulated as a non-dominant carrier on all routes.¹

World Access is a leading provider of bundled voice, data and Internet services to key regions of the world. Through its licensed subsidiaries, World Access competitively provides end-to-end voice and data communications services including frame relay, IP, ATM, and multimedia applications via its redundant digital network. World Access' network backbone consists of gateway and tandem switches that are strategically located throughout the U.S. and 13 European countries and are linked by an extensive fiber network.

World Access is a Delaware corporation that is based in Atlanta, Georgia. Its subsidiaries hold numerous Section 214 and cable landing licenses, and are subject to non-dominant regulatory treatment on all routes. The Applicants note that World Access has recently entered into an agreement to purchase STAR Telecommunications, Inc. ("STAR") and that appropriate applications to transfer control of STAR's authorizations and licenses are currently pending before the Commission.²

World Access and WorldxChange have determined that their current business operations are complementary and that significant economies of scale, as well as other marketing and managerial benefits, would be achieved by the merger of World Access and WorldxChange. For this reason, the Applicants have entered into a merger agreement whereby the shareholders of

¹ Applications to transfer the cable landing and earth station licenses are being filed concurrent with the submission of this Application.

² See Applications in File Nos. ITC-T/C-20000412-00225 and SCL-T/C-20000412-00014.

WorldxChange will receive approximately 31 million shares of World Access common stock, subject to adjustment under certain circumstances. In addition, World Access will assume approximately \$225 million in WorldxChange debt. The merger will be accomplished by merging WorldxChange with and into WorldxChange Communications, Inc. (“WorldxChange Communications”), a Delaware corporation that is wholly-owned subsidiary of World Access and that was formed to effectuate the acquisition. Following the merger, the current business of WorldxChange will be conducted through WorldxChange Communications. Thus, WorldxChange Communications will hold and will continue to provide service under WorldxChange’s existing licenses and authorizations.

III. Regulatory Treatment and Application Processing

WorldxChange is affiliated with foreign carriers in the United Kingdom, Germany, France, the Netherlands, Belgium, Chile, Guatemala, Australia, Canada, New Zealand, Italy, Spain, and Sweden. However, the Commission regulates WorldxChange as a non-dominant carrier on all of these routes, because each foreign affiliate holds significantly less than a fifty percent market share in the international transport and local access markets in its respective home country. Similarly, World Access is affiliated with foreign carriers in Austria, Belgium, Denmark, El Salvador, Finland, France, Germany, Guatemala, Hong Kong, Italy, Japan, the Netherlands, Norway, Portugal, Spain, Sweden, Switzerland, and the United Kingdom. No World Access foreign affiliate holds a fifty percent or greater market share in its respective market and thus World Access is regulated as a non-dominant carrier on all routes as well.³ All of the countries in which World

³ STAR is also regulated as a non-dominant carrier on all routes on which it is or is affiliated with a foreign carrier. Those routes are Canada, Germany, the United

Access and WorldxChange are affiliated with a foreign carrier are members of the WTO.

Following consummation of the proposed transaction, World Access will control WorldxChange's Communications' foreign affiliates, and WorldxChange Communications will become affiliated with World Access' foreign carrier subsidiaries.⁴ However, the regulatory classification of World Access and WorldxChange Communications should remain unchanged. Since no foreign affiliate will have a greater than 50 percent market share post-merger,⁵ World Access and its licensed subsidiaries, including WorldxChange Communications, are entitled to a presumption of non-dominant treatment under Section 63.10(a)(3) of the Commission's Rules. Streamlined processing is appropriate for this Application under Section 63.12(c)(1)(ii) of the Commission's Rules, since the Applicants are entitled to a presumption of non-dominant treatment post-merger.

IV. Section 63.18 information

Pursuant to Section 63.18 of the Commission's Rules, the Applicants set forth the following information in support of this Application.

- (a) The name, address, and telephone number of the Transferor/Assignor is:

Communication TeleSystems
International d/b/a WorldxChange
9999 Willow Creek Rd.
San Diego, CA 92131
(858) 547-5400

Kingdom, and Japan.

⁴ If the FCC grants the transfer of control application for World Access and STAR, WorldxChange will become affiliated with STAR's foreign carrier affiliates as well.

⁵ This is true even if World Access consummates its proposed merger with STAR.

The name, address, and telephone number of the Transferee is:

World Access, Inc.
Resurgens Plaza, Suite 2210
945 East Paces Ferry Road
Atlanta, Georgia 30326
(404) 261-6190

The name, address, and telephone number of the Assignee is:

WorldxChange Communications, Inc.
Resurgens Plaza, Suite 2210
945 East Paces Ferry Road
Atlanta, Georgia 30326
(404) 261-6190

(b) World Access and WorldxChange Communications are corporations organized under the laws of the state of Delaware. WorldxChange is a corporation organized under the laws of California.

(c) Correspondence concerning this Application should be sent to:

Richard Heidecke, Esq., L.C.E.
World Access, Inc.
1919 South Highland
Suite 129, Building D
Lombard, Illinois 60148
Tel: (630) 268-6620
Fax: (630) 268-6898

Eric G. Lipoff, Esquire
Communications TeleSystems
International d/b/a WorldxChange
9999 Willow Creek Drive
San Diego, CA 92131
Tel: (858) 547-5400
Fax: (858) 452-3780

With copies to:

Danny E. Adams
Joan M. Griffin
Kelley Drye & Warren, LLP
1200 19th Street, NW
Washington, DC 20036
(202) 955-9600

(d) A list of the Applicants' Section 214 authorizations is provided in Attachment 1.

(e) The Applicants are applying for transfer of control and assignment of license authority pursuant to Section 63.18(e)(3) of the Commission's Rules.

(f) No response required.

(g) No response required.

(h) WorldxChange Communications is a wholly-owned subsidiary of World Access. The name, address, citizenship, and principal businesses of World Access's ten percent or greater shareholders are as follows:

Name:	Armstrong Group
Address:	1 Armstrong Place Butler, Pennsylvania 16001
Citizenship:	United States
Principal Business:	Investment
Percentage Interest:	16.4%

The name, address, citizenship, and principal businesses of Armstrong Group's ten percent or greater shareholders are as follows:

Name:	Jud L. Stedwick Grandchildrens' Trust
Address:	1 Armstrong Place Butler, Pennsylvania 16001
Citizenship:	United States
Principal Business:	Investment
Percentage Interest:	100%

There are no 50 percent or greater owners of the Jud L. Stedwick Grandchildrens' Trust.

Lawrence C. Tucker is a director of both World Access and MCI WorldCom, Inc. John D. Phillips and W. Tod Chmar both are directors of World Access and World Access Telecommunications Group Limited. Dennis Bay is a director of both World Access Telecommunications Group, Inc. and World Access Telecommunications Group Limited.

Walter J. Burmeister, President of World Access and a director of FaciliCom International

LLC, is also: President Director of FaciliCom International SA de CV (El Salvador); President of the Board of Directors of FaciliCom International Guatemala; Chairman of the Board of Call One B.V. (Netherlands); Director of FaciliCom International SARL (Switzerland), FaciliCom International (Hong Kong) Limited, FaciliCom International K.K. (Japan), and FaciliCom International BVBA/SPRL (Belgium); and a Member of the Management Committee of FaciliCom International (UK) Limited.

William Gerey, Chief Operating Officer of FaciliCom International LLC, is also: Chairman of the Board of Directors of FaciliCom International A/S (Denmark), FaciliCom Finland OY, FaciliCom International AS (Norway), and FaciliCom International Sweden AB; Director of FaciliCom International S.R.L. (Italy); and Sole Member of the Board of FaciliCom International B.V. (Netherlands).

(j), (j), (k)

Information on foreign affiliations post-merger is contained in the certification provided in Attachment 2.

(l), (m)

Since no foreign affiliate will have a greater than 50 percent market share post-merger, World Access and its licensed subsidiaries, including WorldxChange Communications, are entitled to a presumption of non-dominant treatment under Section 63.10(a)(3) of the Commission's Rules.

(n) As evidenced by the certification provided in Attachment 2, neither World Access nor WorldxChange Communications has agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses sufficient market power on the foreign end of the route to affect competition adversely in the U.S. market, and neither World Access nor WorldxChange Communications will enter into such agreements in the future.

(o) As evidenced by the certification provided in Attachment 2, no party to this Application is subject to a denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988.

(p) World Access requests streamlined processing pursuant to Section 63.12(c) of the Commission's Rules. Streamlined processing is appropriate for this Application under Section 63.12(c)(1)(ii) of the Commission's Rules, since the Applicants are entitled to a presumption of non-dominant treatment post-merger.

V. Conclusion

For these reasons, the Applicants request that the Commission process and grant this Application as quickly as possible.

Respectfully Submitted,

WORLD ACCESS, INC.

COMMUNICATION TELESYSTEMS
INTERNATIONAL D/B/A WORLDXCHANGE

By: _____

Richard Heidecke, Esq. L.C.E.
World Access, Inc.
1919 South Highland
Suite 129, Bldg. D
Lombard, Illinois 60148
(630) 268-6620

By: _____

Edward S. Soren
Executive Vice President
Communications TeleSystems
International d/b/a WorldxChange
9999 Willow Creek Drive
San Diego, CA 92131
(858) 547-5400

Danny E. Adams
Joan M. Griffin
Kelley Drye & Warren LLP
1200 19th Street, N.W.
Suite 500
Washington, D.C. 20036
(202) 955-9600
Its Attorneys

Date: 5/10/00

V. Conclusion

For these reasons, the Applicants request that the Commission process and grant this Application as quickly as possible.

Respectfully Submitted,

WORLD ACCESS, INC.

COMMUNICATION TELESYSTEMS
INTERNATIONAL D/B/A WORLDCCHANGE

By: Richard Heidecke, Esq. L.C.E.
Richard Heidecke, Esq. L.C.E.
World Access, Inc.
1919 South Highland
Suite 129, Bldg. D
Lombard, Illinois 60148
(630) 268-6620

By: Edward S. Soren
Edward S. Soren
Executive Vice President
Communications TeleSystems
International d/b/a WorldxChange
9999 Willow Creek Drive
San Diego, CA 92131
(858) 547-5400

Danny E. Adams
Joan M. Griffin
Kelley Drye & Warren LLP
1200 19th Street, N.W.
Suite 500
Washington, D.C. 20036
(202) 955-9600

Its Attorneys

Date: 5/10/00

Existing Section 214 Authorizations of the Applicants

WorldxChange

WorldxChange currently holds the following Section 214 authorizations. The Applicants seek authority to transfer these authorizations as well as any other authorizations that may be held by WorldxChange.

1. Resale of switched services, File No. ITC-93-023;
2. Facilities-based switched and private lines services via satellite, File No. ITC-94-217;
3. Facilities-based switched and private lines services via PTAT-1 cable, File No. ITC-94-476;
4. Facilities-based switched and private lines services via multiple cables, File No. ITC-95-058;
5. Resale of private line for switched services to Sweden, File No. ITC-95-116;
6. MAYA-I cable, File No. ITC-214-19990325-00153;
7. Facilities-based switched and private lines services via Columbus-III cable, File No. ITC-98-437;
8. AMERICAS-II cable, File Nos. ITC-98-342 and ITC-98-342A;
9. Pan American Cable System, File No. ITC-97-221;
10. Resale services to New Zealand, File No. ITC-95-444;
11. Circuits on Russia Express II satellite, File No. ITC-96-634;
12. AMERICAS-I and Traino-Caribe Cable Systems, File No. ITC-94-475;
13. Global facilities-based and resale authority, File No. ITC-98-333;
14. ISR to the U.K., File No. 95-115;
15. Resale of private lines to Finland, File No. 95-143;
16. ISR to Canada, File No. 94-402.

World Access

World Access, through licensed subsidiaries, holds numerous Section 214 authorizations to provide global facilities-based and resold switched services. *See* File No. ITC-96-378 (licensed to World Access Telecommunications Group, Inc. (“WAXS”), an indirect, wholly owned subsidiary of World Access) (originally granted to Cherry and transferred to WAXS, *see* File No. ITC-T/C-19980811-00555). In addition, World Access has recently entered into an agreement to purchase STAR; appropriate applications to transfer control of STAR’s Section 214 authorizations are currently pending before the Commission. *See* Applications in File Nos. ITC-T/C-20000412-00225 and SCL-T/C-20000412-00014. Information concerning World Access authorizations will be provided upon request.

CERTIFICATE

I hereby certify to the following:

1. Foreign Carrier Affiliates. World Access, Inc. ("World Access") is affiliated with and controls the following foreign carriers in the following countries:

<u>Country</u>	<u>Carrier</u>
Austria	FaciliCom Telekommunikation GmbH NETnet Austria
Belgium	FaciliCom International BVBA/SPRL
Denmark	FaciliCom International A/S LDI Denmark Aps
El Salvador	FaciliCom International SA de CV
Finland	FaciliCom Finland OY
France	FaciliCom International, SARL NETnet Telecom SA
Germany	FaciliCom Telekommunikation GmbH LDI Telekommunikations GmbH NETnet Germany NewTel Communications GmbH
Guatemala	FaciliCom International Guatemala
Hong Kong	FaciliCom International (Hong Kong) Limited
Italy	FaciliCom International S.R.L. LDI SpA NETnet Italy

Japan	FaciliCom International K.K.
Netherlands	Call One B.V. FaciliCom International B.V.
Norway	FaciliCom International AS NETnet Norway
Portugal	FaciliCom International Telecommunicacoes, LDA
Spain	FaciliCom International SL Dyannic Telecom de Espana
Sweden	FaciliCom International Sweden AB NETnet International AB (former known as NETnet Europe) NETnet Sweden NETcenter Phoneline Sweden AB (formerly known as Cruisetel-AB)
Switzerland	FaciliCom International SARL NETnet Switzerland
United Kingdom	Central Cellphone Ltd. FaciliCom International (UK) Ltd. LDI Southern Europe LDI Communications Ltd. LDI Ltd. LDI UK Ltd. Speedial Newgate Communications World Access Telecommunications Group Limited

Following its planned merger with STAR Telecommunications, Inc., World Access will also become affiliated with and control the foreign carrier affiliates of STAR, which include: (1) STAR Telecommunications, Inc. itself, which is licensed as a carrier in Canada; (2) STAR Telecommunications Deutschland GmbH, a carrier licensed in Germany; (3) STAR Europe Ltd., a carrier licensed in the United Kingdom; (4) PT-1 Communications UK Ltd., a carrier licensed in the United Kingdom; PT-1 Canada, Inc., a carrier licensed in Canada; and (5) ITO Telecom, Inc., a carrier licensed in Japan.

Following its planned merger with WorldxChange, World Access will also become affiliated with and control the foreign carrier affiliates of WorldxChange

Communications, which include:


<u>Country</u>	<u>Carrier</u>
Australia	WorldxChange Pty., Ltd.
Belgium	WorldxChange B.V.B.A.
Canada	WorldxChange Communications, Inc.
Chile	WorldxChange Communications S.A.
France	WorldxChange Communications SA ACC Long Distance France SARL
Germany	WorldxChange Communications GmbH ACC Telekommunikation GmbH
Guatemala	WorldxChange Communications S.A.
Italy	ACC Telecom SRL
Netherlands	WorldxChange B.V.
New Zealand	WorldxChange Limited
Spain	WorldxChange Spain, SL
Sweden	WorldxChange AB
United Kingdom	ACC Long Distance UK Limited WorldxChange Communications Ltd.

Austria, Australia, Belgium, Canada, Chile, Denmark, El Salvador, Finland, France, Germany, Guatemala, Hong Kong, Italy, Japan, the Netherlands, New Zealand, Norway, Portugal, Spain, Sweden, Switzerland, and the United Kingdom are members of the World Trade Organization.

2. Special Concessions. Neither World Access nor WorldxChange Communications has agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses sufficient market power on the foreign end of the route to affect competition adversely in the U.S.

market and neither World Access nor WorldChange Communications will enter into such agreements in the future.

3. Anti-Drug Abuse Act Certification. In accordance with the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862, and Sections 1.2001-1.2003 of the Commission's Rules, 47 C.F.R. §§ 1.2001-1.2003, neither World Access, Inc. nor any other party to this application is subject to a denial of U.S. federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988.


Walter Burnmeister
President
World Access, Inc.

Date: May 19 2000