

Lance J.M. Steinhart, P.C.

Attorney At Law
6455 East Johns Crossing
Suite 285
Duluth, Georgia 30097

Also Admitted in New York
and Maryland

Telephone: (770) 232-9200
Facsimile: (770) 232-9208

August 3, 2001

Ms. Caroline Jones
Executive Director
Kentucky Public Service Commission
730 Schenkel Lane
Frankfort, Kentucky 40602
(501) 564-3940

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~~05142000~~

Re: WorldxChange Corp. f/k/a
PT-1 Counsel Inc.

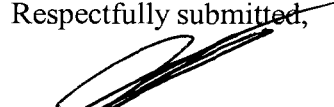
Dear Ms. Jones:

This letter is to notify the Commission that PT-1 Counsel Inc. has changed its name to WorldxChange Corp.. The name change was a business decision for marketing purposes. No change of control or structural changes have occurred. I have enclosed herewith three (3) copies of a revised tariff reflecting the company's new name, WorldxChange Corp., along with a copy of the company's Amended Certificate of Authority.

Please also be advised that WorldxChange Communications, Inc. ("WorldxChange") has filed for protection under Chapter 11 of the United States Bankruptcy Code. Pursuant to a Court Order issued on May 25, 2001 by the United States Bankruptcy, Northern District of Illinois, Eastern Division, WorldxChange has sold all of its assets employed in its operations in the United States, including its customer base, to Counsel Corporation. All of such assets are being transferred into WorldxChange Corp., a Delaware corporation. WorldxChange Corp. is a wholly-owned subsidiary of Counsel Corporation.

I have also enclosed an extra copy of this letter to be date-stamped and returned to me in the enclosed preaddressed, postage prepaid envelope. If you have any questions or require additional information, please do not hesitate to contact me.

Respectfully submitted,


Lance J.M. Steinhart
Attorney for WorldxChange Corp.
f/k/a PT-1 Counsel Inc.

Enclosures

cc: Desiree Neal

COMMONWEALTH OF KENTUCKY
JOHN Y. BROWN III
SECRETARY OF STATE



APPLICATION FOR AMENDED CERTIFICATE OF AUTHORITY

0690094.09

John Y. Brown III
Secretary of State
Received and Filed
07/02/2001 10:15 AM
Fee Receipt: \$40.00
Chance - P102

Pursuant to the provisions of KRS Chapter 271B, 273 or 274, the undersigned hereby applies for an amended certificate of authority on behalf of the corporation named below and for that purpose submits the following statements:

1. The corporation is a business corporation (KRS 271B).
 a nonprofit corporation (KRS 273).
 a professional service corporation (KRS 274).

2. **PT-1 COUNSEL, INC.**

(Name of corporation or fictitious name adopted for use in Kentucky)

is a corporation organized and existing under the laws of the state or country of Delaware

and received authority to transact business in Kentucky on June 13, 2000

3. The corporation's name in the state or country of incorporation has been changed to **WORLDXCHANGE CORP.**

The name of the corporation to be used in Kentucky is

(If "real name" is unavailable for use)

4. The corporation's period of duration has been changed to No change
5. The corporation's state or country of incorporation has been changed to No change
6. A certificate of existence duly authenticated by the Secretary of State accompanies this application.
7. This application will be effective upon filing, unless a delayed effective date and/or time is specified:

(Delayed effective date and/or time)

Signature

GARY J. WASSERSON
Type or Print Name & Title

Date: 6/26 2000

TITLE SHEETKENTUCKY TELECOMMUNICATIONS TARIFF

This tariff contains the descriptions, regulations, and rates applicable to the furnishing of service or facilities for Telecommunications Services furnished by WorldxChange Corp. ("WORLDXCHANGE"), with principal offices at 9775 Business Park Avenue, San Diego, California 92131. This tariff applies for services furnished within the Commonwealth of Kentucky. This tariff is on file with the Kentucky Public Service Commission, and copies may be inspected, during normal business hours, at the company's principal place of business.

ISSUED: August 6, 2001 EFFECTIVE: August 7, 2001
ISSUED BY: Gary Wasserson, President
 9775 Business Park Avenue
 San Diego, California 92131