

CAPTION SHEET

CASE MANAGEMENT SYSTEM

1. REPORT DATE: 00/00/00 :
 2. BUREAU: FUS :
 3. SECTION(S) : 4. PUBLIC MEETING DATE:
 5. APPROVED BY: : 00/00/00
 DIRECTOR: :
 SUPERVISOR: :
 6. PERSON IN CHARGE: : 7. DATE FILED: 10/19/01
 8. DOCKET NO: A-310533 F0006 : 9. EFFECTIVE DATE: 00/00/00

PARTY/COMPLAINANT: VARTEC TELECOM HOLDINGS

RESPONDENT/APPLICANT: EMERITUS COMMUNICATIONS INC

COMP/APP COUNTY: UTILITY CODE: 310533

ALLEGATION OR SUBJECT

JOINT APPLICATION OF VARTEC TELECOM, INC., VARTEC TELECOM HOLDING COMPANY, TELEGLOBE HOLDINGS (U.S.) CORPORATION, EXCEL TELECOMMUNICATIONS, INC. EMERITUS COMMUNICATIONS, INC., AND LONG DISTANCE WHOLESALE CLUB, INC., FOR APPROVAL OF TRANSFERS OF CONTROL WHEREBY VARTEC TELECOM, THROUGH ITS WHOLLY OWNED SUBSIDIARY, VARTEC HOLDING, WILL ACQUIRE CONTROL OF AFFILIATED TELECOMMUNICATIONS COMPANIES EXCEL, EMERITUS AND LONG DISTANCE WHOLESALE CLUB (SEE ALSO A-310163 F0006 AND A-310283 F0004).

DOCKETED
 NOV 06 2001

**DOCUMENT
 FOLDER**

McGuireWoods LLP
Washington Square
1050 Connecticut Avenue N.W.
Suite 1200
Washington, DC 20036-5317
Phone: 202.857.1700
Fax: 202.857.1737
www.mcguirewoods.com

McGUIREWOODS

DOCUMENT
FOLDER

October 19, 2001

VIA OVERNIGHT MAIL

Mr. James J. McNulty
Secretary
Pa. Public Utility Commission
North Office Building
Room B-20
Harrisburg, PA 17120

A-3 10533 F0006

RECEIVED

OCT 19 2001

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

Re: Joint Application for Approval of Transfer of Control of
Excel Telecommunications, Inc., eMeritus Communications, Inc., and Long
Distance Wholesale Club, Inc.

Dear Mr. McNulty:

Transmitted herewith on behalf of VarTec Telecom, Inc. ("VarTec"), VarTec Telecom Holding Company ("VarTec Holding"), Teleglobe Holdings (U.S.) Corporation ("Teleglobe Holdings"), Excel Telecommunications, Inc. ("Excel"), eMeritus Communications, Inc. ("eMeritus"), and Long Distance Wholesale Club, Inc. ("LDWC") (collectively, the "Joint Applicants"), are an original and 3 copies of their Joint Application for Approval of Transfers of Control.

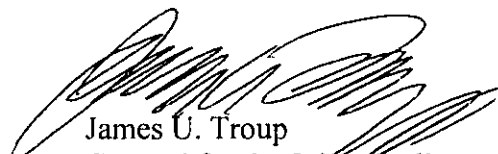
The Joint Application requests the Commission's approval of a transaction pursuant to which VarTec and VarTec Holding will acquire indirect control of Excel, eMeritus, and LDWC through the acquisition from Teleglobe Holdings of all of the authorized capital stock of their parent company, Excel Communications, Inc.

A check in the amount of \$350 is also enclosed for the application fee.

Acknowledgement and date of receipt of this filing are respectfully requested. Please date and file stamp the extra copy of this filing (attached) and return it in the prepaid, self-addressed envelope we have enclosed for this purpose.

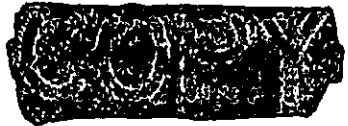
Should you have any questions regarding the transaction or the enclosed Joint Application, please contact the undersigned.

Respectfully submitted,


James U. Troup
Counsel for the Joint Applicants

Enclosures

90



BEFORE THE PENNSYLVANIA PUBLIC UTILITY COMMISSION

Joint Application of VARTEC TELECOM, INC, VARTEC TELECOM HOLDING COMPANY, TELEGLOBE HOLDINGS (U.S.) CORPORATION, EXCEL TELECOMMUNICATIONS, INC., EMERITUS COMMUNICATIONS, INC., and LONG DISTANCE WHOLESALE CLUB, INC. for Approval of Transfers of Control

Docket No. A-310533F0000

DOCUMENT HOLDER RECEIVED

OCT 19 2001

PA PUBLIC UTILITY COMMISSION SECRETARY'S BUREAU

JOINT APPLICATION FOR APPROVAL OF TRANSFERS OF CONTROL

VarTec Telecom, Inc. ("VarTec"), VarTec Telecom Holding Company ("VarTec Holding"), Teleglobe Holdings (U.S.) Corporation ("Teleglobe Holdings"), Excel Telecommunications, Inc. ("Excel"), eMeritus Communications, Inc. f/k/a Teleglobe Business Solutions, Inc. f/k/a Telco Holdings, Inc. d/b/a Dial & Save Corp. ("eMeritus"), and Long Distance Wholesale Club, Inc. ("LDWC") (collectively, the "Applicants"), pursuant to 66 Pa. C.S. §§ 1102-1103, hereby request that the Commission approve a transaction pursuant to which VarTec Telecom, through its wholly owned subsidiary, VarTec Holding, acquire control of affiliated telecommunications companies Excel, eMeritus and LDWC.

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Excel is authorized to provide intrastate interexchange telecommunications services and competitive local exchange telecommunications services in Pennsylvania. LDWC and eMeritus are authorized to provide only intrastate interexchange telecommunications services in Pennsylvania. Teleglobe Holdings through its ownership of intermediary companies controls 100% of the equity of Excel, eMeritus, and LDWC. Teleglobe Holdings does not directly hold any authorizations to provide service in Pennsylvania. Teleglobe Holdings, eMeritus, and

LDWC are each Delaware corporations, and Excel is a Texas corporation. Exhibit A, attached hereto, illustrates the corporate relationship of these companies.

VarTec Telecom is authorized to provide intrastate interexchange telecommunications services in Pennsylvania. VarTec Holding does not currently hold, either directly or indirectly, any authorizations to provide service in Pennsylvania. VarTec is a Texas corporation and VarTec Holding is a Delaware corporation. Through a transaction described more fully below, the proposed transfers of control will result in a change in the ultimate parent company of Excel, eMeritus and LDWC, which will become indirect wholly owned subsidiaries of VarTec Holding and VarTec.

Following the merger, Excel, eMeritus and LDWC intend to continue providing service to their current Pennsylvania customers under the same corporate names and existing service arrangements pursuant to their Pennsylvania certificates. The proposed transfers of control will be transparent to the customers of Excel, eMeritus and LDWC, and, therefore, will not be detrimental to the public interest. Accordingly, the Applicants respectfully request expeditious and favorable action on this Application, and the issuance of a certificate of public convenience.

I. THE PARTIES

A. The Teleglobe Companies

Teleglobe Holdings is a wholly owned subsidiary of Teleglobe Inc. The principal office of Teleglobe Inc. and Teleglobe Holdings is located at 1000, rue de La Gauchetière Ouest, Suite 3700, Montreal, Quebec H3B 4Y7. Their electronic mail address, fax number and telephone number are:

Electronic mail: www.bce.ca
Fax: (514) 391-8389
Telephone: (514) 397-7000

Teleglobe Inc. is a Canadian corporation and a subsidiary of BCE Inc., a Canadian corporation traded on the New York, Toronto and Swiss stock exchanges. Having issued non-traded debt securities to the public in both the U.S. and Canada, Teleglobe Inc. is a registrant with the Securities and Exchange Commission and the Canadian securities regulatory authorities. Teleglobe Inc. is a holding company with interests in two principal business segments grouped under the Teleglobe Communications group and the Excel Communications group. The Teleglobe Communications group delivers advanced broadband applications to customers in more than 100 countries. Through operating subsidiaries of Teleglobe Inc. worldwide, the Teleglobe Communications group has a significant global market presence in broadband applications, Internet connectivity, value-added international telephony and long distance services. However, because its core target market consists of international carrier customers, the intrastate operations of the Teleglobe Communications group have not been significant.

This Commission has authorized eMeritus, formerly operating under the names of Teleglobe Business Solutions, Inc. and Telco Holdings, Inc. d/b/a Dial & Save, to provide intrastate interexchange telecommunications services throughout the Commonwealth of Pennsylvania.¹ eMeritus is headquartered at 8750 North Central Expressway, Suite 2000, Dallas, TX 75231. Its electronic mail address, fax number and telephone number are:

Electronic mail: regulatoryaffairs@excel.com
Fax: (214) 863-8918

¹ See Application No. A-310211 granted May 4, 1994.

Telephone: (214) 863-8000 or 1-800-783-2909

eMeritus is authorized to provide interexchange services in 49 states and competitive local exchange services in 29 states. eMeritus offers a variety of voice services, primarily targeting corporate customers.

Excel's headquarters are located at 8750 N. Central Expressway, Suite 2000, Dallas, Texas 75231. Its electronic mail address, fax number and telephone number are:

Electronic mail: regulatoryaffairs@excel.com

Fax: (214) 863-8918

Telephone: (214) 863-8000 or 1-800-783-2909

Excel is authorized by this Commission to provide intrastate interexchange telecommunications services and competitive local exchange services throughout the Commonwealth of Pennsylvania.² Excel owns and operates a nationwide, facilities-based telecommunications network. It is authorized to provide interexchange services in all 50 states and competitive local exchange services in 37 states.

LDWC is headquartered at 8750 N. Central Expressway, Suite 2000, Dallas, Texas 75231. Its electronic mail address, fax number and telephone number are:

Electronic mail: regulatoryaffairs@excel.com

Fax: (214) 863-8918

Telephone: (214) 863-8000 or 1-800-783-2909

² See Application No. A-310163 F5000 granted September 9, 1993, and Application No. A-310163 F0002 granted October 2, 1997.

LDWC is authorized by this Commission to provide intrastate interexchange telecommunications services throughout the Commonwealth of Pennsylvania.³ LDWC primarily provides dial-around (1010-XXX) interexchange service. It is authorized to provide intrastate interexchange services in 47 states.

B. The VarTec Companies

VarTec Holding is a wholly owned subsidiary of VarTec. The principal office of VarTec and VarTec Holding is located at 1600 Viceroy Drive, Dallas, Texas 75235. Their electronic mail address, fax number and telephone number are:

Electronic mail: www.vartec.com/contactus/contactus.shtml

Fax: (214) 424-1510

Telephone: (214) 424-1000

This Commission has authorized VarTec Telecom, Inc. to provide intrastate interexchange telecommunications services throughout the Commonwealth of Pennsylvania.⁴ It is authorized to provide intrastate interexchange services in 49 states and competitive local exchange services in 7 states.

CommuniGroup, Inc. owns 80% of the equity of VarTec Telecom, Inc. Telephone Electronics Corporation owns 100% of the equity of CommuniGroup, Inc. Joseph D. Fail owns 86% of the equity of Telephone Electronics Corporation.

The following table contains the name, address, citizenship and principal business of the entities that directly or indirectly own at least 10 percent of VarTec:

³ See Application No. A-310283 granted April 27, 1995..

⁴ See Application No. A-310072 granted September 2, 1992..

Name	Address	Citizenship	Principal Business	Equity Share.
Joseph D. Fail	P.O. Box 925 27 South 2 nd Street Bay Springs, MS 39422	U.S.	President and Chairman of the Board of Telephone Electronics Corporation	86% of Telephon Electronics Corporation
Telephone Electronics Corporation	P.O. Box 22923 Jackson, MS 39225	U.S.	Holding company for telecommunications carriers	100 % of CommuniGroup, Inc.
CommuniGroup, Inc.	700 South West Street Jackson, MS 39201	U.S.	Long distance telecommunications carrier	80% of VarTec Telecom, Inc.
A. Joe Mitchell, Jr.	1600 Viceroy Drive Dallas, Texas 75235	U.S.	President of VarTec Telecom, Inc.	10% of VarTec Telecom, Inc.
VarTec Telecom, Inc.	1600 Viceroy Drive Dallas, Texas 75235	U.S.	Local and long distance telecommunications carrier	100% of VarTec Telecom Holding Company

Attached hereto as Exhibit B is an organizational chart for VarTec Telecom, Inc.

Information concerning VarTec Telecom, Excel, eMeritus and LDWC's legal, technical, managerial and financial qualifications to provide telecommunications services was submitted with their respective applications for certification filed with the Commission, is a matter of record before the Commission, and is incorporated herein by reference.⁵ The Applicants respectfully request that the Commission take official notice of the record and of its decisions with respect to those granted applications.

⁵ Supra. notes 1, 2, 3 and 4.

C. Annual Reports and Assessment Fees

The Applicants are not overdue on any annual reports or assessment fees.

D. Designated Contacts

All inquiries, correspondence, communications, pleadings, notices, orders and decisions relating to this application should be addressed to:

James U. Troup
McGuire Woods, LLP
Washington Square
1050 Connecticut Avenue, N.W.
Suite 1200
Washington, D.C. 20036-5317
Phone: (202) 857-1702
Fax: (202) 828-3319
Email: jtroup@mcguirewoods.com

II. REQUEST FOR APPROVAL OF TRANSFER OF CONTROL

Teleglobe Inc. and VarTec have determined that VarTec, Excel, eMeritus and LDWC can realize significant economic and marketing efficiencies, and, ultimately, strengthen their respective businesses by establishing Excel, eMeritus and LDWC as wholly owned subsidiaries of VarTec Holding. Currently, Teleglobe Holdings owns all of the authorized capital stock of Excel Communications, Inc., and Excel Communications, Inc. through its ownership of intermediary companies controls 100% of the equity of Excel, eMeritus, and LDWC. VarTec, VarTec Holding, Teleglobe Inc., Teleglobe Holdings, Excel Communications, Inc., Excel Telecommunications (Canada) Inc., and BCE Inc. executed a Stock Purchase Agreement dated August 26, 2001. Pursuant to that agreement, VarTec Holding has agreed to acquire from Teleglobe Holdings all of the authorized capital stock of Excel Communications, Inc. VarTec

Holding has also agreed to acquire from Teleglobe Inc. all of the authorized capital stock of Excel Telecommunications (Canada) Inc.

The purchase price is payable by delivery of (1) promissory notes of VarTec Holding in the aggregate original principal amount equal to 90% of the purchase price less \$5 million and (2) a warrant for the purchase of that number of shares of VarTec's common stock equal to (i) 1 percent (before giving effect to the exercise of the warrant) of VarTec's issued and outstanding shares of common stock if VarTec has not effected the purchase from Telephone Electronics Corporation of all of VarTec's common stock held by Telephone Electronics Corporation (or if VarTec's common stock held by Telephone Electronics Corporation remains outstanding) or (ii) 5 percent of VarTec's issued and outstanding common stock if such transaction with Telephone Electronics Corporation is consummated.

Following the consummation of the acquisition of Excel Communications, Inc., Excel, eMeritus, and LDWC will be led by the same team of well-qualified telecommunications managers that currently lead VarTec. Descriptions of the backgrounds of the proposed management of Excel, eMeritus and LDWC, which demonstrate extensive experience and expertise, are attached hereto and incorporated herein by reference as Exhibit C. VarTec's executive management personnel have collectively accumulated nearly eighty years of experience in the telecommunications industry.

Although the transaction will result in a change of the ultimate corporate parent of Excel, eMeritus and LDWC, it will not result in a change in the manner in which these companies provide service to their Pennsylvania customers.⁶ Excel, eMeritus and LDWC will continue to

⁶ Customers may contact eMeritus at (800) 871-0999. Customers may view information about Excel at www.excel.com. Excel's and LDWC's customer service numbers are: (800) 875-9235; (800) 643-0235 (Spanish, Korean, Vietnamese and Tagalog); (800) 520-4001 (TTY/TDD--hearing and speech impaired only); and (800) 209-8133 (commercial and business accounts).

provide seamless service to their existing Pennsylvania customers pursuant to their certifications, with no change in the terms or conditions of service as a result of the transaction. Their Pennsylvania operations will be able to draw upon the resources and experience of the VarTec management and operational personnel to augment their ability to provide their Pennsylvania customers with high quality, state-of-the-art services. The Applicants therefore expect that the substantial managerial, technical and financial expertise of the new management and operational personnel will assure that this transaction will not in any way disrupt service or cause inconvenience or confusion to the Pennsylvania customers of Excel, eMeritus and LDWC. As such, the transaction through which Excel, eMeritus and LDWC will become indirect wholly owned subsidiaries of VarTec and VarTec Holding will be transparent to Pennsylvania customers.

III. PUBLIC INTEREST CONSIDERATIONS

By granting this application, the Commission will serve the public interest, convenience and necessity by promoting competition in the Pennsylvania market for intrastate interexchange telecommunications services and competitive local exchange telecommunications services. Consummation of the proposed transaction will serve the public interest by combining the financial resources and complementary operating, technical and managerial strengths and experience of VarTec, Excel, eMeritus and LDWC. The Applicants anticipate that the proposed transaction will result in more efficient companies better equipped to accelerate their growth as competitive telecommunications service providers. Thus, the transfer of control will enable Excel, eMeritus and LDWC to strengthen their competitive positions in Pennsylvania, which will inure to the benefit of consumers through improved service. The transfer will ensure the continued provision of high quality, affordable telecommunications services to existing

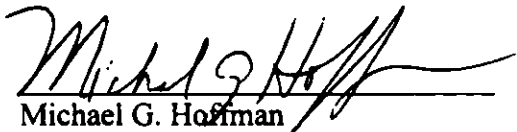
customers and should promote competition in the Pennsylvania telecommunications service market by offering consumers a cost effective, high quality competitive alternative.

IV. CONCLUSION

The Applicants submit that the information provided herein demonstrates that the public interest, convenience and necessity would be served by the grant of this application. Therefore, for the reasons stated herein, the Applicants respectfully request that the Commission approve this Joint Application and grant all other relief as necessary and appropriate to effectuate the transaction described herein.

Respectfully submitted,

VARTEC TELECOM, INC., VARTEC
TELECOM HOLDING COMPANY,
TELEGLOBE HOLDINGS (U.S.)
CORPORATION, EXCEL
TELECOMMUNICATIONS, INC., EMERITUS
COMMUNICATIONS, INC. and LONG
DISTANCE WHOLESALE CLUB, INC.

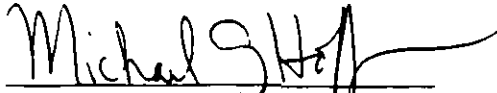
By: 
Michael G. Hoffman
Chief Legal Officer
VarTec Telecom, Inc.
1600 Viceroy Drive
Dallas, Texas 75235
Phone: (214) 424-1000

10/18, 2001

AFFIDAVIT

I, Michael G. Hoffman, hereby state, upon oath, that:

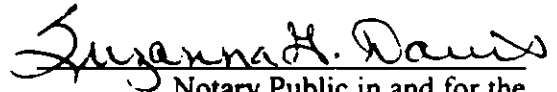
1. I am Chief Legal Officer of Applicant, VarTec Telecom Holding Company, and I have proper corporate authority to act on behalf of VarTec Telecom Holding Company and sign this Application on behalf of VarTec Telecom Holding Company.
2. The information contained in this Application is true and correct to the best of my knowledge and belief for the uses and purposes mentioned in it.



Michael G. Hoffman
Chief Legal Officer

Subscribed and sworn to before me this 18th day of October 2001.





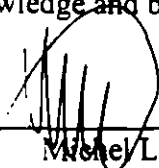
Notary Public in and for the
State of Texas

My commission expires 8/20/02

AFFIDAVIT

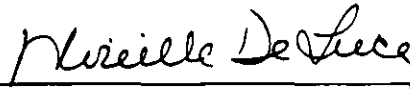
I, Michel Lalande, hereby state, upon oath, that:


1. I am Assistant Corporate Secretary of Teleglobe Holdings (U.S.) Corporation, which is selling its controlling interest in Excel Communications, Inc., and I have proper corporate authority to act on behalf of Teleglobe Holdings (U.S.) Corporation and sign this Application on behalf of Teleglobe Holdings (U.S.) Corporation.
2. The information contained in this Application is true and correct to the best of my knowledge and belief for the uses and purposes mentioned in it.



Michel Lalande
Assistant Corporate Secretary

Subscribed and sworn to before me this 18th day of October 2001.



Notary Public
Commissaire Juré en Québec


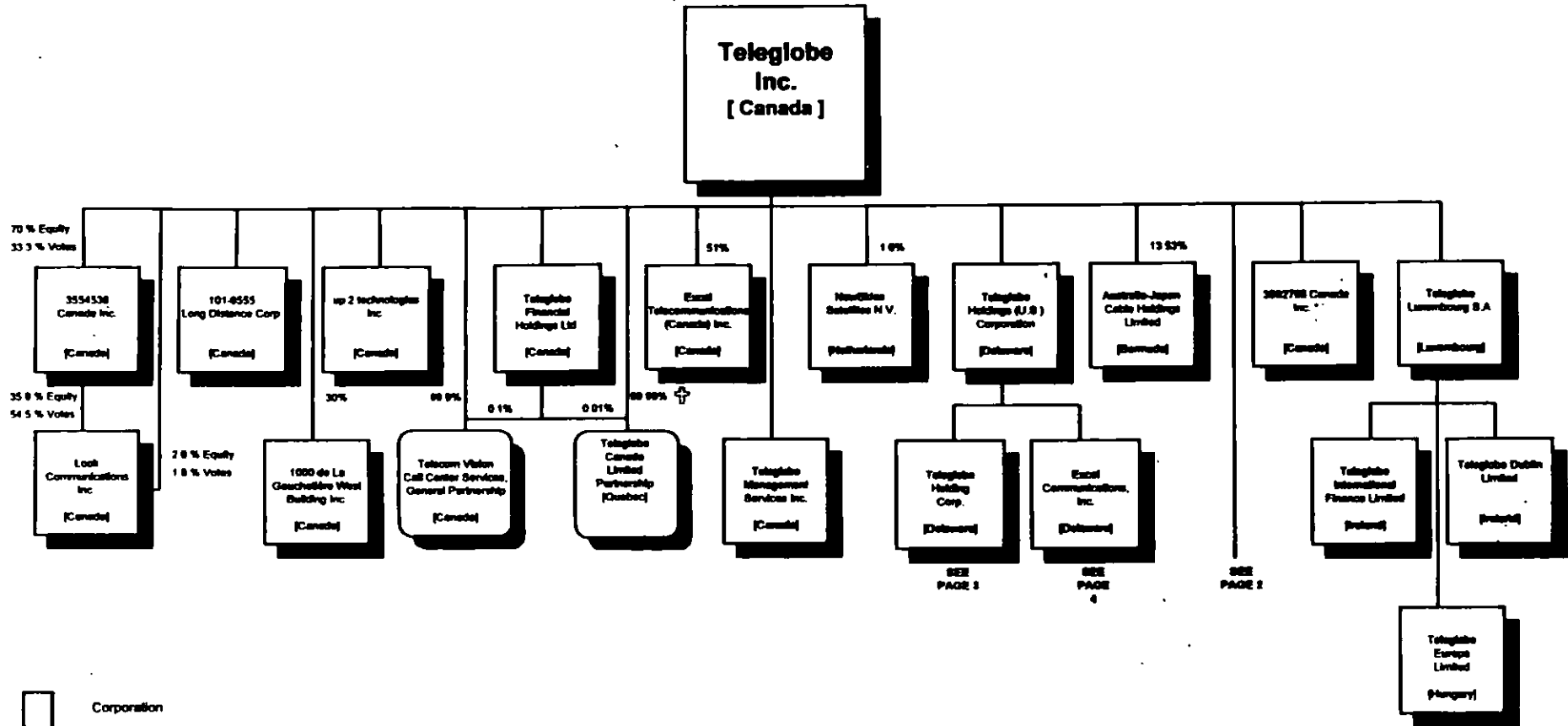
My commission expires 2004

ORGANIZATIONAL CHART OF
TELEGLOBE INC.

Exhibit A

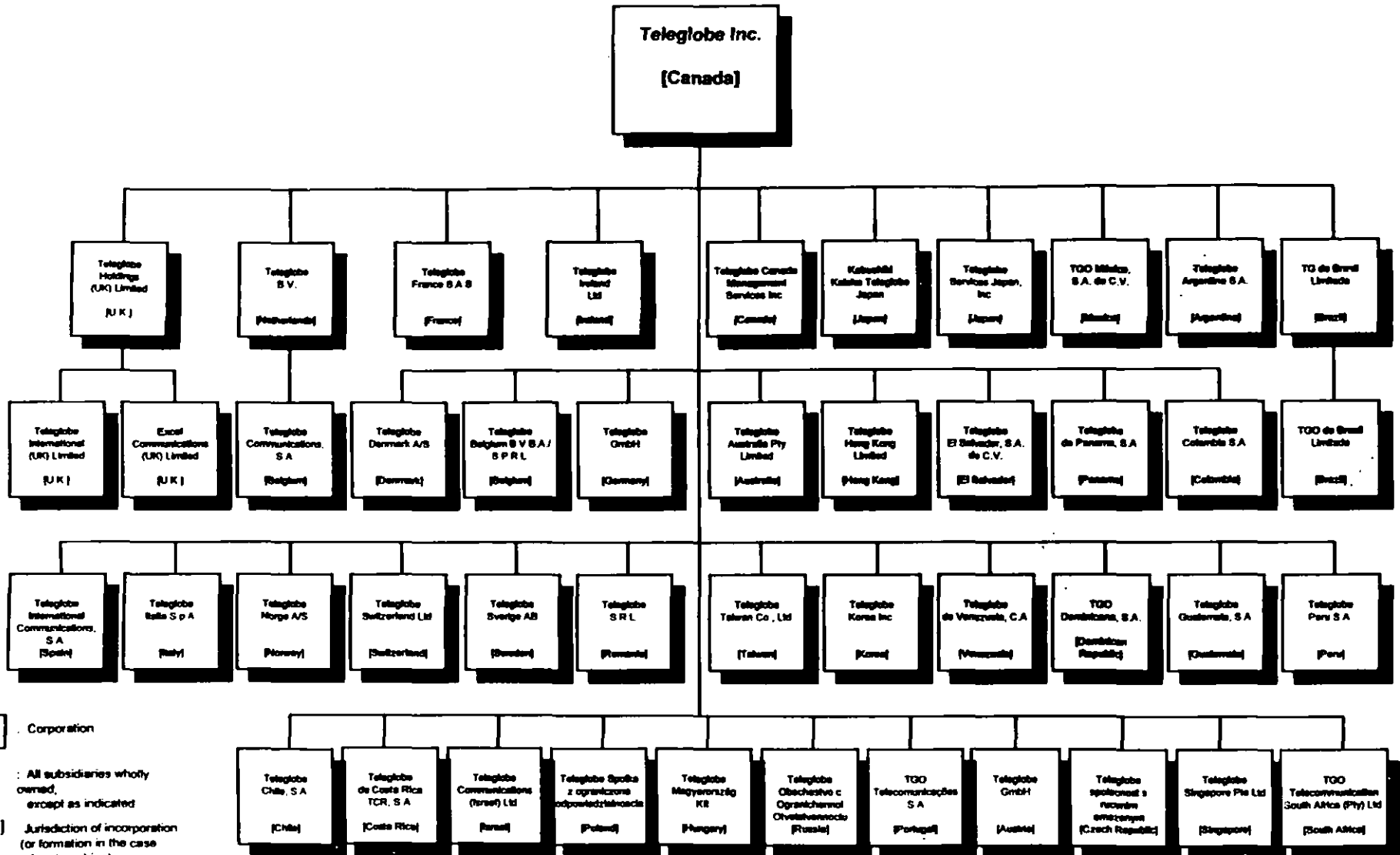
CORPORATE STRUCTURE

AS AT JUNE 30, 2001



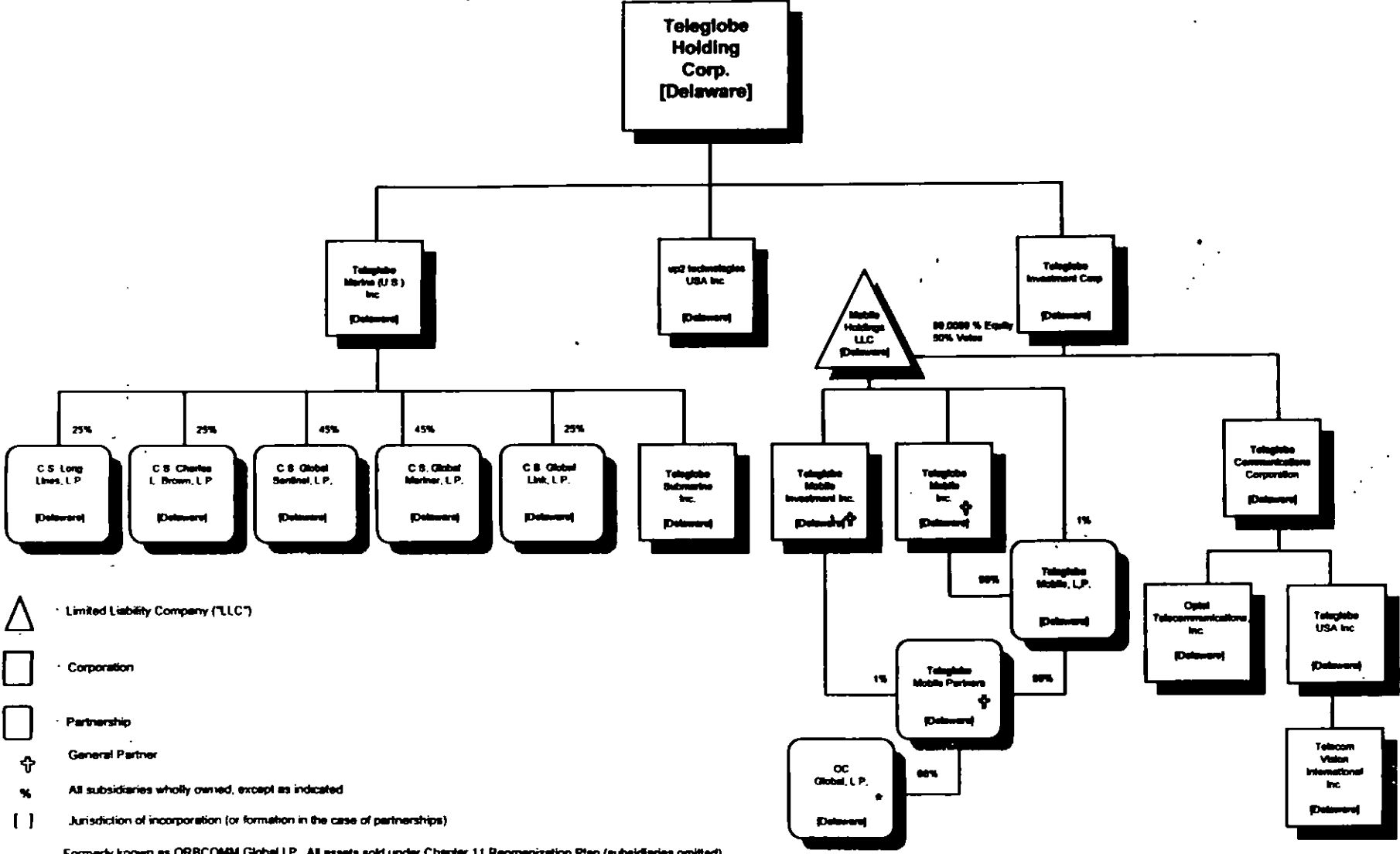
- Corporation
- Partnership
- + General Partner
- % All subsidiaries wholly owned, except as indicated
- * Preferred shares owned by Teleglobe Luxembourg S.A.
- [] Jurisdiction of incorporation (or formation in the case of partnerships)

**CORPORATE STRUCTURE
AS AT JUNE 30, 2001**



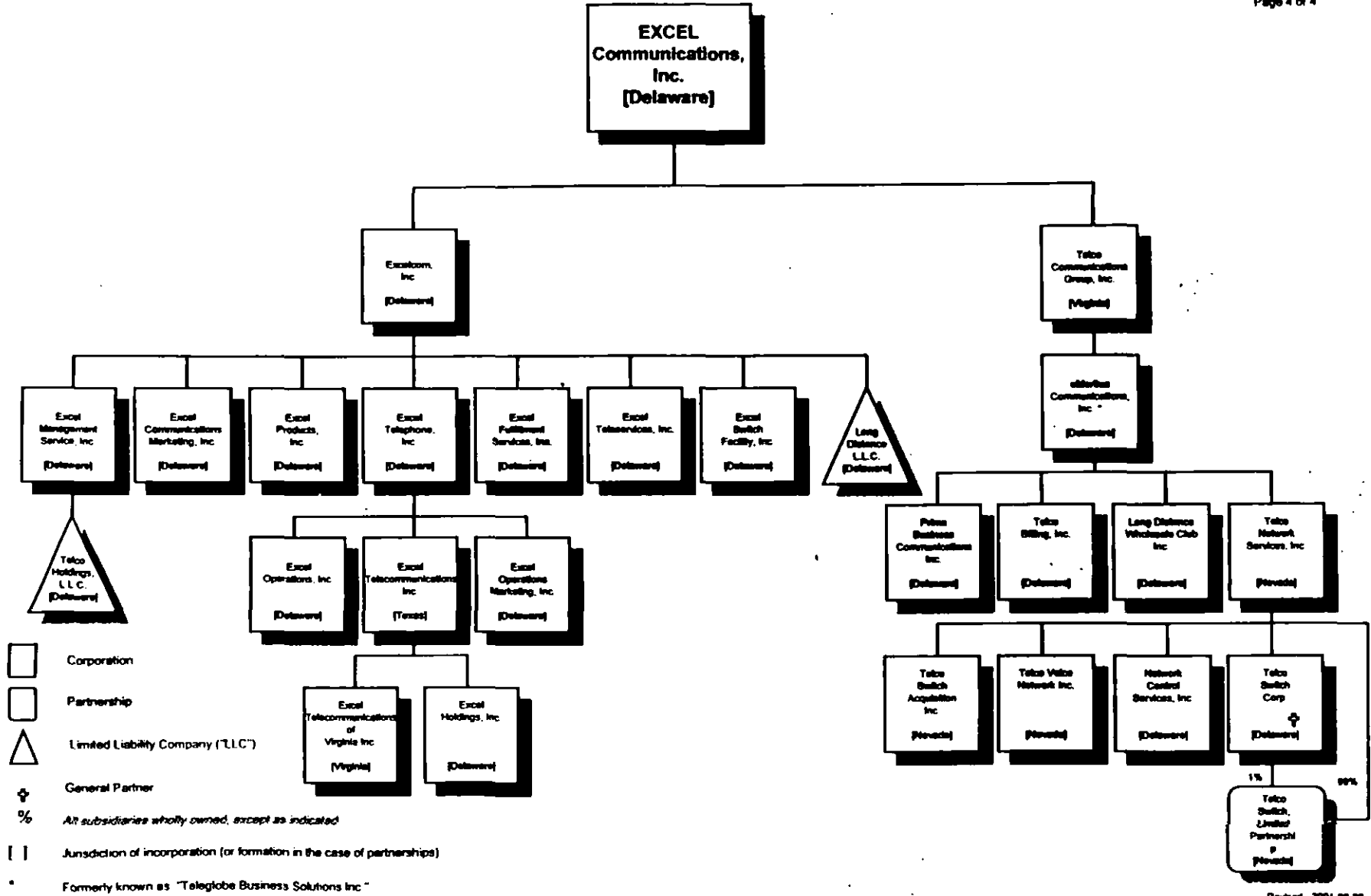
[] Corporation
 % : All subsidiaries wholly owned, except as indicated
 [] Jurisdiction of incorporation (or formation in the case of partnerships)

**CORPORATE STRUCTURE
AS AT JUNE 30, 2001**



- △ Limited Liability Company ("LLC")
- Corporation
- ▭ Partnership
- ⊕ General Partner
- % All subsidiaries wholly owned, except as indicated
- [] Jurisdiction of incorporation (or formation in the case of partnerships)
- * Formerly known as ORBCOMM Global LP. All assets sold under Chapter 11 Reorganization Plan (subsidiaries omitted)

**CORPORATE STRUCTURE
AS AT JUNE 30, 2001**

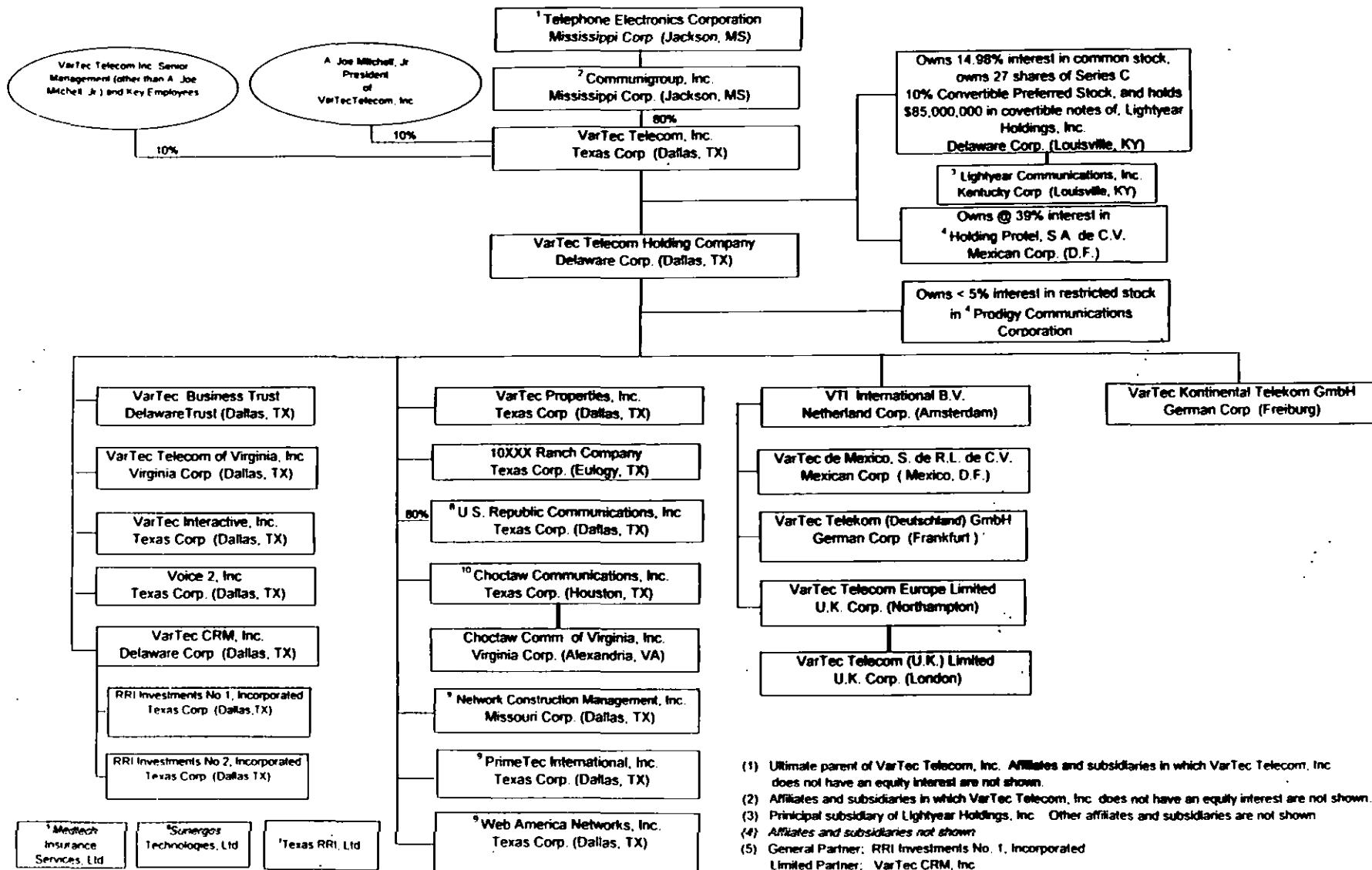


- Corporation
- Partnership
- Limited Liability Company ("LLC")
- General Partner
- All subsidiaries wholly owned, except as indicated
- Jurisdiction of incorporation (or formation in the case of partnerships)
- Formerly known as "Tele globe Business Solutions Inc."

ORGANIZATIONAL CHART OF
VARTEC TELECOM, INC.

Exhibit B

VarTec Telecom, Inc.
Corporate Organizational Chart
 Current as of 08/31/01



- (1) Ultimate parent of VarTec Telecom, Inc. Affiliates and subsidiaries in which VarTec Telecom, Inc. does not have an equity interest are not shown.
- (2) Affiliates and subsidiaries in which VarTec Telecom, Inc. does not have an equity interest are not shown.
- (3) Principal subsidiary of Lightyear Holdings, Inc. Other affiliates and subsidiaries are not shown
- (4) Affiliates and subsidiaries not shown
- (5) General Partner: RRI Investments No. 1, Incorporated
Limited Partner: VarTec CRM, Inc
- (6) General Partner: RRI Investments No. 1, Incorporated
Limited Partner: VarTec CRM, Inc
- (7) General Partner: RRI Investments No. 2, Incorporated
Limited Partner: VarTec CRM, Inc
- (8) Dissolved March 22, 2001; winding up in progress
- (9) In process of windingup/dissolution
- (10) Pending final regulatory consents, VarTec sold its shares to Reconex Acquisition Corp as of 8/31/01

BIOGRAPHIES OF
NEW MANAGEMENT OF
EXCEL, EMERITUS, AND LDWC

Exhibit C

Summary of Managerial Qualifications

VarTec has sufficient managerial resources to provide the proposed services to consumers. Please find the following summaries of the background and experience of VarTec's executive officers:

A. Joe Mitchell, Jr.
President

Mr. Mitchell is a principal shareholder and the founder of VarTec. Mr. Mitchell has been an innovator in the long distance telephone business for many years. He received a Bachelor of Science Degree in Engineering and has performed postgraduate work in Mechanical Engineering at Oklahoma State University. Mr. Mitchell was one of the original founders and initial President of ClayDesta Communications. He managed ClayDesta Communications from concept through start-up and successful operation. ClayDesta grew to annualized revenues in excess of \$50 million during Mr. Mitchell's three-year tenure. After leaving ClayDesta Communications, Mr. Mitchell formed the wholesale division at Teleconnect, later known as Telecom*USA. Prior to its acquisition by MCI, Telecom*USA was the fourth largest long distance company in the U.S. While at Teleconnect, Mr. Mitchell's wholesale division grew from start-up to \$60 million in annual revenues in only eighteen months. Mr. Mitchell's management experience and business relationships with high-volume customers across the nation are a critical asset for VarTec.

Ron L. Hughes
Chief Operating Officer

Mr. Hughes is a minority shareholder in VarTec. Mr. Hughes has a Bachelor of Science Degree in Biochemistry with a Math minor from Abilene Christian University where he graduated cum laude. He has approximately 20 years of experience in the telecommunications industry. During his seven years of employment with Southwestern Bell Telephone Company, Mr. Hughes held positions as Communications Consultant, Account Executive, Customer Services Supervisor, Certified Industry Consultant and Product Delivery Marketing Manager. Upon leaving Southwestern Bell, Mr. Hughes became one of the original founders of ClayDesta Communications where he reported directly to Mr. Mitchell. While at ClayDesta, Mr. Hughes held the title of Senior Vice President - Sales/Marketing and was responsible for the entire sales effort of one hundred outside sales and one hundred fifty telemarketing personnel as well as directing the marketing and advertising effort. At VarTec, Mr. Hughes oversees the Company's Customer Service, Billing, Information Technology, Product Development, Network, Sales and Marketing Departments.

Summary of Managerial Qualifications (Continued)

Gary D. Egger
Treasurer
Executive Vice President

Mr. Egger is a minority shareholder in VarTec. He received Bachelor of Business Administration degrees in Accounting and Finance from the University of Iowa. His finance and accounting experience spans more than 15 years. He served three years with the big six accounting firm Ernst and Young and held various financial positions with the prestigious William Morris Agency as well as Litton Industries. Prior to coming to VarTec, Mr. Egger served eight years with Telecom*USA as Vice President of Finance and Chief Financial Officer of the Teleconnect division. At VarTec, Mr. Egger is responsible for overseeing the Company's Finance and Accounting Departments.

Michael G. Hoffman, Esq.
Chief Legal Officer
General Counsel and
Executive Vice President
Legal and Regulatory Affairs

Mr. Hoffman received a Bachelor of Arts Degrees in History and Latin American Studies with a Political Science minor from Dickinson College in Carlisle, Pennsylvania, where he graduated magna cum laude and Phi Beta Kappa. Mr. Hoffman then obtained a Juris Doctor Degree from the Washington College of Law at the American University in Washington, D.C. At law school, Mr. Hoffman was awarded highest honors in complex litigation and wrote on the American University Journal of International Law and Policy. Mr. Hoffman's regulatory and legal experience is significant. Mr. Hoffman clerked for the Mergers and Acquisitions Unit of the Federal Deposit Insurance Corporation's Legal Division, negotiating and drafting agreements for open bank assistance. Prior to joining VarTec, he worked as an associate in the Washington, D.C. office of Arter & Hadden, a 350-attorney national law firm based in Cleveland, Ohio. In addition to Mr. Hoffman's representation of VarTec at the Firm, he provided legal and regulatory counsel to numerous interexchange telecommunications carriers and business corporations. Further, Mr. Hoffman represented clients before various state and federal administrative agencies and regulatory bodies. While at the law firm, he also participated in a wide array of litigation matters involving employment law, fraud, insurance defense and workers' compensation, as well as copyright and trademark protection. Mr. Hoffman joined VarTec in May 1992 as its Corporate Counsel and Director of Regulatory Affairs. In this capacity, Mr. Hoffman has overseen VarTec's application for business licenses and certificates of good in numerous jurisdictions. Additionally, he is responsible for VarTec's on-going compliance requirements, governmental affairs and inquiries, as well as the regulatory duties imposed on the Company by the Federal Communications Commission and various state utility commissions in the jurisdictions in which the Company currently operates. Mr. Hoffman was promoted to the position of Vice President in May 1993, Senior Vice President in November 1994 and Executive Vice President in November 1997.

Connie F. Mitchell, Chief Administrative Officer and Founder

Connie is a founding member of VarTec Telecom, and serves as Chief Administrative Officer and Founder. Connie oversees the operations of several departments, including Aviation, Properties, Purchasing, Human Resources and LEC Relations. In 1997, Connie and Joe Mitchell were jointly awarded the Pacesetters Award from the Dallas Business Journal.

Prior to her telecommunications career, Connie worked in higher education for fifteen years, in the field of accounting and administration. As Associate Dean of Midland College in Midland, Texas, she specialized in the accreditation and funding of federal programs, enhancing local marketing efforts to support such business segments as manufacturing, distribution, retail, banking and finance, as well as the newly deregulated telecommunications industry.

Ms. Mitchell holds bachelor's degrees in Accounting and Education from Oklahoma State University.

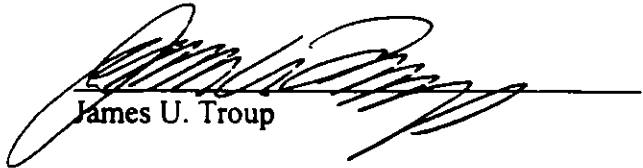
**Robert J. Healea, CPA
Professional Information**

Mr. Healea has been employed as Vice President, Treasurer and Chief Financial Officer of Telephone Electronics Corporation since January 1, 1994. Prior to that time he was a partner in the CPA firm of Whitaker Lipp & Healea. He was a founding partner in that firm which was formed on October 15, 1971. During his tenure with Whitaker Lipp & Healea, Mr. Healea was the partner in charge of several different offices of the firm. He also specialized in telecommunications accounting and was the senior audit partner on the audits of several large regulated and long distance telephone companies.

Mr. Healea received his Bachelor of Arts degree, specializing in accounting, from Washington State University in 1964. Following his graduation he served in the U. S. Army and worked in both private and public accounting prior to the formation of Whitaker Lipp & Healea. He obtained his Certified Public Accountant status in 1970.

Certificate of Service

I, James U. Troup, certify that on this 19th day of October, 2001, I sent copies of the foregoing Joint Application for Approval of Transfers of Control, filed by VarTec Telecom, Inc., VarTec Telecom Holding Company, Teleglobe Holdings (U.S.) Corporation, Excel Telecommunications, Inc., eMeritus Communications, Inc. and Long Distance Wholesale Club, Inc., with all Attachments to all persons on the attached list, by first-class, U.S. mail, postage-prepaid.


James U. Troup

Office of Consumer Advocate
555 Walnut Street
5th Floor, Forum Place
Harrisburg, PA 17101-1923

Office of the Attorney General
Office of Consumer Protection
Strawberry Square, 14th Floor
Harrisburg, PA 17120

Office of Small Business Advocate
Commerce Building, Suite 1102
300 North Second Street
Harrisburg, PA 17101

COMMONWEALTH OF PENNSYLVANIA
PENNSYLVANIA PUBLIC UTILITY COMMISSION
COMMONWEALTH KEYSTONE BUILDING
400 NORTH STREET
P O BOX 3265
HARRISBURG PA 17120

IN REPLY PLEASE
REFER TO OUR FILE
Secretary
717-772-7777

November 5, 2001

A-310533 F0006
A-310163 F0006
A-310283 F0004

James U. Troup, Esquire
McGuire Woods LLP
Washington Square
1050 Connecticut Avenue NW
Suite 1200
Washington DC 20036-5317

DOCUMENT
FOLDER

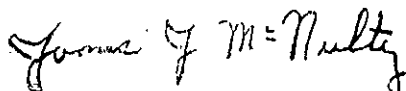
Dear Mr. Troup:

Receipt is acknowledged of the Joint Application of Vartec Telecom, Inc., Vartec Telecom Holding Company, Teleglobe Holdings (US) Corporation, Excel Telecommunications, Inc., Emeritus Communications, Inc., and Long Distance Wholesale Club, Inc., for approval of transfers of control, which has been captioned and docketed to the above numbers.

This matter will receive the attention of the Commission and you will be advised of any further necessary procedure.

For future filings, please use our new address noted above.

Sincerely,



James J. McNulty
Secretary

JJM:ddt

DOCKETED

NOV 06 2001

DATE: November 6, 2001

SUBJECT: A-310533 F0006
A-310163 F0006
A-310283 F0004

DOCUMENT
FOLDER

TO: Bureau of Fixed Utility Services

FROM: James J. McNulty, Secretary *ddt*

**JOINT APPLICATION OF VARTEC TELECOM, INC.,
VARTEC TELECOM HOLDING COMPANY, TELEGLOBE
HOLDINGS (US) CORPORATION, EXCEL
TELECOMMUNICATIONS, INC., EMERITUS
COMMUNICATIONS, INC., AND LONG DISTANCE
WHOLESALE CLUB, INC.**

We attach hereto a copy of the Joint Application of Vartec Telecom, Inc., Vartec Telecom Holding Company, Excel Telecommunications, Inc., eMeritus Communications, Inc., and Long Distance Wholesale Club, Inc., for approval of transfers of control, which has been captioned and docketed to the above numbers.

Applicant has served a copy of the application upon the Office of Consumer Advocate and the Office of Small Business Advocate, and has filed proof of such service with this Commission.

May we have a report prepared by your Bureau for Public Meeting.

Attachment

cc: Law Bureau - memo and caption only

ddt

DOCKETED

NOV 06 2001