BEFORE THE PUBLIC UTILITIES COMMISSION OF THE STATE OF HAWAII

In the Matter of the Application of)

COUNSEL SPRINGWELL COMMUNICATIONS)

LLC and WORLDxCHANGE CORP.)

For Approval of a Debt Restructuring)

and Corporate Reorganization.

DOCKET NO. 02-0215

ORDER NO. 19923

Filed Dec. 20, 2002

At 2:30 o'clock P.M.

Chief Clerk of the Commission

DIV. OF CONSUMER ADVOCACY CONSUMER AFFAIRS

ATTEST: A True Copy
KAREN HIGASHI
Chief Clerk, Public Utilities
Commission, State of Hawaii.

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In the Matter of the Application of)

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Docket No. 02-0215 Order No. 19923

ORDER

I.

By joint application filed on August 15, 2002, COUNSEL SPRINGWELL COMMUNICATIONS LLC and WORLDxCHANGE CORP. (collectively, Applicants) request approval to engage in a debt restructuring and corporate reorganization.

Copies of the application were served on the Department of Commerce and Consumer Affairs, Division of Consumer Advocacy (Consumer Advocate). By position statement filed on November 22, 2002, the Consumer Advocate does not object to the commission's approval of the application, subject to certain recommendations. Thereafter, by letter dated November 26, 2002, the commission instructed Applicants to respond to the Consumer Advocate's recommendations.

dated December 17. 2002. filed Bv letter on December 18, 2002, Applicants advise the commission that, "for a variety of corporate and business related reasons, " they "will not consummate their proposed pro forma intra-corporate reorganization." Accordingly, they request commission approval to withdraw their application. Upon review, the commission will:
(1) approve the withdrawal; and (2) close the instant docket.

II.

THE COMMISSION ORDERS:

- 1. The withdrawal, filed on December 18, 2002, of the joint application, filed on August 15, 2002, is approved.
 - 2. This docket is closed.

DONE at Honolulu, Hawaii this 20th day of December, 2002.

PUBLIC UTILITIES COMMISSION OF THE STATE OF HAWAII

By Wayne H. Kimura. Chairman

By Janet E. Kawelo, Commissioner

By (RECUSED)
Gregg J. Kinkley, Commissioner

APPROVED AS TO FORM:

Michael Azama

Commission Counsel

02-0215.sl

CERTIFICATE OF SERVICE

I hereby certify that I have this date served a copy of the foregoing Order No. 19923 upon the following parties, by causing a copy hereof to be mailed, postage prepaid, and properly addressed to each such party.

DEPARTMENT OF COMMERCE AND CONSUMER AFFAIRS DIVISION OF CONSUMER ADVOCACY
P. O. Box 541
Honolulu, HI 96809

WILLIAM B. WILHELM, JR., ESQ. BRIAN MCDERMOTT, ESQ. SWIDLER BERLIN SHEREFF FRIEDMAN, LLP 3000 K Street, NW, Suite 300 Washington, DC 20007-5116

Karen Higashi

DATED: December 20, 2002