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AZ CORP COMMISSION
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March 6, 2002

VIA OVERNIGHT MAIL

Arizona Corporation Commission
Docket Control – Utilities Division
1200 West Washington
Phoenix, AZ 85007-2996

**Re: Application for Waiver for Rule 14-3-110(B);
Docket Nos. T-03401A-01-0952, T-02584A-01-0952 and T-03188A-01-0952**

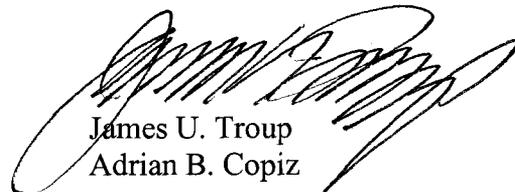
Dear Sir or Madam:

Transmitted herewith on behalf 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. are an original and ten (10) copies of their Application for Waiver of Rule 14-3-110(B) of the Arizona Corporation Commission's Rules of Practice and Procedure.

Acknowledgement and date of receipt of this filing is respectfully requested. A duplicate copy of this letter is provided for this purpose.

Should you have any questions concerning this filing, please contact James U. Troup at (202) 857-1702 or Adrian B. Copiz at (202) 857-1724.

Respectfully submitted,



James U. Troup
Adrian B. Copiz

Counsel for the Applicants

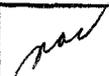
Enclosures

cc: Tina Wolfe, ALJ, ACC
John Thornton, Staff, ACC
Christopher Kempley, Chief Legal Counsel, ACC
Patricia Zacharie, VarTec

Arizona Corporation Commission

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BEFORE THE ARIZONA CORPORATION COMMISSION

**MARK SPITZER
COMMISSIONER
JIM IRVIN
COMMISSIONER
WILLIAM A. MUNDELL
CHAIRMAN**

IN THE MATTER OF THE APPLICATION)	Docket Nos. T-03401A-01-0952
OF VARTEC TELECOM, INC., VARTEC)	T-02584A-01-0952
TELECOM HOLDING COMPANY,)	T-03188A-01-0952
TELEGLOBE HOLDINGS (U.S.))	
CORPORATION, EXCEL)	
TELECOMMUNICATIONS, INC.,)	
EMERITUS COMMUNICATIONS, INC.,)	
AND LONG DISTANCE WHOLESALE)	
CLUB, INC. FOR WAIVER OF R14-3-110(B))	
OF THE ARIZONA CORPORATION)	
COMMISSION'S RULES OF PRACTICE)	
AND PROCEDURE)	

**APPLICATION FOR WAIVER OF R14-3-110 OF THE ARIZONA CORPORATION
COMMISSION'S RULES OF PRACTICE AND PROCEDURES**

VarTec Telecom, Inc. ("VarTec"), VarTec Telecom Holding Company ("VarTec Holding"), Teleglobe Holdings (U.S.) Corporation ("Teleglobe"), 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 "Joint Applicants") hereby apply, pursuant to R14-3-101(B) of the Arizona Corporation Commission's ("Commission") Rules of Practice and Procedure, A.A.C. R14-3-101(B), for a waiver of R14-3-110(B) of the Commission's Rules, A.A.C. R14-3-110(B).

On November 1, 2001, the Joint Applicants filed with the Commission their Joint Notice of Intent to Organize a Public Utility Holding Company and Application for Approval of Transfers of Control (the "Joint Notice of Intent and Application for Approval").

The Joint Notice of Intent and Application for Approval requested the Commission's approval of a transaction pursuant to which VarTec and VarTec Telecom Holding Company ("VarTec Holding") will directly or indirectly acquire all the capital stock of Excel Telecommunications (Canada) Inc. ("Excel Canada") and will acquire control of affiliated telecommunications companies Excel, eMeritus, and LDWC through the acquisition of all of the capital stock of their parent company, Excel Communications, Inc.

So as to expedite the processing of the Joint Notice of Intent and Application for Approval, the Joint Applicants are seeking a waiver of Rule 14-3-110 of the Commission's Rules of Practice and Procedure, which provides that any party to the proceeding have ten days after service during which to serve and file five copies of exceptions to the proposed order. Because the Joint Applicants are the only parties to this proceeding, no party will be prejudiced by the grant of this waiver request. Granting a waiver of this rule will allow the Commission to expedite the process by which it issues a final order. Issuance of a final order as quickly as possible is necessary so that the Joint Applicants may meet a March 14, 2002, closing date for consummating the proposed transaction.

BASIS FOR WAIVER

Pursuant to the Commission's rule for waiver of the Commission's Rules of Practice and Procedure, there is good cause for the Commission to waive Rule 14-3-110(B), which provides that any party to the proceeding has ten days after service during which to serve and file five copies of exceptions to the proposed order. Rule 14-3-101(B) of the Commission's Rules of

Practice and Procedure (Liberal Construction – Waiver) states the following: “[t]hese rules shall be liberally construed to secure just and speedy determination of all matters presented to the Commission. If good cause appears, the Commission or presiding officer may waive application of these rules when not in conflict with law and does not affect the substantial interests of the parties.”

The Commission has good cause to waive Rule 14-3-110(B) because, without the waiver, the Joint Applicants may suffer significant and irreversible harm. The Joint Applicants must attain all necessary regulatory approvals by March 14, 2002, in order to consummate the proposed transaction described above. With the exception of Arizona, the Joint Applicants will have obtained all of the necessary regulatory approvals, including authorization from the Federal Communications Commission and all 49 other states, by March 14, 2002. Without achieving regulatory compliance in Arizona by March 14, 2002, there is a risk that the proposed transaction will not be consummated as planned by the Joint Applicants, which may result in significant and irreversible harm to all the parties involved.

However, by granting a waiver of the 10-day rule contained in Rule 14-3-110(B), the Commission will be able to issue a final order approving the Joint Application prior to March 14, 2002. Grant of the waiver will free the Commission to move forward immediately with the issuance of a final order by not giving the Joint Applicants an opportunity to file exceptions to a proposed order over a period of 10 days. Those 10 days are an extremely valuable period of time in light of the necessity of obtaining all regulatory approvals by March 14, 2002. By removing the 10 days from the regulatory process it will be possible for the Commission to issue a final order before March 14, 2002.

There are no parties that intervened on the matter of the Joint Notice of Intent and Application for Approval, so there is no concern that the waiver of Rule 14-3-110(B) will result in any other party being prejudiced by not having an opportunity to file exceptions to a proposed order. Also, waiver of Rule 14-3-110(B) would not be in conflict with any other laws. Furthermore, granting the waiver will promote the “swift and speedy determination” of this matter in accordance with Rule 14-3-101(B).

RELIEF REQUESTED

A. Waiver

The Joint Applicants believe that there is good cause to waive Rule 14-3-110(B) and respectfully request that the Commission grant a waiver of the rule so that it may be able to quickly issue a final order in the Joint Notice of Intent and Application for Approval.

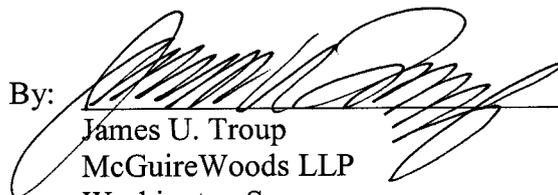
B. Expedited Treatment of Application

The Joint Applicants respectfully request, as they have previously done, that the Commission review the Joint Notice of Intent and Application for Approval in an expedited manner so that the Joint Applicants do not suffer significant and irreversible harm.

CONCLUSION

For the foregoing reasons, the Joint Applicants respectfully request that the Commission grant a waiver of Rule 14-3-110(B) of the Commission’s Rules of Practice and Procedure and also continue to review the Joint Notice of Intent and Application for Approval in an expedited manner.

Respectfully submitted,

By: 

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March 6, 2002