

DT 00-180

**W2COM L.L.C., W2COM INTERNATIONAL, L.L.C. AND
AREL ACQUISITION, INC.**

**Request of Arel Acquisition, Inc. to Purchase W2COM L.L.C.
Assets**

Order Approving Acquisition Plan

O R D E R N O. 23,622

January 19, 2001

W2COM L.L.C. (W2COM), W2Com International, L.L.C. (W2International), and Arel Acquisition, Inc. (Arel or Merger Sub), on September 5, 2000, filed with the New Hampshire Public Utilities Commission (Commission) a joint petition requesting approval of an Asset Purchase Agreement.

W2International, an Ohio limited liability company, is a competitive intraLATA toll provider in New Hampshire, pursuant to Authorization No. IXC01010 dated January 27, 2000.

W2International is a wholly owned subsidiary of W2Com, L.L.C., (Parent) an Ohio Corporation.

Arel, a Ohio corporation, is a wholly owned subsidiary of Arel Inc. which is a wholly owned subsidiary of Arel Communications and Software (Arel Ltd.). Arel was formed specifically to effectuate the acquisition of W2International by Arel Ltd.

The proposed transaction provides for Arel to acquire the assets of W2Com and associated assets, including

100% membership interest in W2International. Once the acquisition takes place, W2International will become a wholly-owned subsidiary of Arel and will continue to operate and provide services as it presently does.

Arel avows the proposed acquisition will be seamless and transparent to the customers of W2International, as the company will continue to operate as a regulated entity pursuant to its certificate of authority, tariff requirements and rate structures.

We find the acquisition of W2International by Arel will be for the public good, a finding necessary for approval of the transfer of a public utility's franchise, works, or system. RSA 374:30. The system to be transferred consists of all assets, including customer base.

Based upon the foregoing, it is hereby

ORDERED, that the acquisition of W2International, L.L.C. by Arel Acquisition, Inc. is hereby APPROVED.

By order of the Public Utilities Commission of New
Hampshire this nineteenth day of January, 2001.

Douglas L. Patch
Chairman

Susan S. Geiger
Commissioner

Nancy Brockway
Commissioner

Attested by:

Thomas B. Getz
Executive Director and Secretary