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January 5, 2000

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Director, Utility Services

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DALE HARDY ROBERTS
Secretary/Chief Regulatory Law Judge

DANA K. JOYCE
General Counsel

Mr. Dale Hardy Roberts
Secretary/Chief Regulatory Law Judge
Missouri Public Service Commission
P. O. Box 360
Jefferson City, MO 65102

RE: Case No. TM-2000-387

Dear Mr. Roberts:

Enclosed for filing in the above-captioned case are an original and fourteen (14) conformed copies of a **STAFF RECOMMENDATION**.

This filing has been mailed or hand-delivered this date to all counsel of record.

Thank you for your attention to this matter.

Sincerely yours,

Julie A. Kardis

Julie A. Kardis
Assistant General Counsel
(573) 751-8706
(573) 751-9285 (Fax)

JK/df
Enclosure
cc: Counsel of Record

FILED²
JAN 05 2000
Missouri Public
Service Commission

BEFORE THE PUBLIC SERVICE COMMISSION
OF THE STATE OF MISSOURI

FILED²

JAN 05 2000

Missouri Public
Service Commission

In the Matter of the Joint Application of)
Access One Communications Corp.,)
Formerly Known as CLEC Holding Corp.,)
OmniCall Acquisition Corp., and)
OmniCall, Inc. For the Approval of a)
Transfer of Control.)

Case No. TM-2000-387

STAFF RECOMMENDATION

COMES NOW the Staff of the Missouri Public Service Commission (Staff) and for its
recommendation respectfully states:

In the attached Memorandum, which is labeled Appendix A, the Staff recommends that
the Missouri Public Service Commission issue an Order approving the proposed merger.

Respectfully submitted,

DANA K. JOYCE
General Counsel

Julie A. Kardis
Julie A. Kardis
Assistant General Counsel
Missouri Bar No. 44450

Attorney for the Staff of the
Missouri Public Service Commission
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Certificate of Service

I hereby certify that copies of the foregoing have been mailed or hand-delivered to all counsel of record as shown on the attached service list this 5th day of January 2000.

Quint A. Karcher

Case No. TM-2000-387

Company: Access One Communications Corp., Omni Cell

Assigned: 12/23/99

File Number: _____

From:	Initial	Date	Revised
Walt Cecil	<u>WC</u>	<u>12/30/99</u>	<u>1/07/00</u>
Wm. Voight	<u>BV</u>	<u>1-7-00</u>	_____
Mr. VanEschen	<u>VE</u>	<u>1-5-00</u>	_____
Mr. Henderson	<u>WH</u>	<u>1-5-00</u>	_____
Legal	<u>WKE</u>	<u>1/5/00</u>	_____
Staff Deadline:	_____	_____	_____

MEMORANDUM

RECEIVED

To: Missouri Public Service Commission Official Case File
Case No. TM-2000-387
Access One Communications Corporation
OmniCall Acquisition Corporation and OmniCall, Inc.

Jan 8--2000
MS 9:20
MISSOURI
Public Service Commission

From: Walt Cecil *WC*
Telecommunications Department *W/C*

Wendy Hendrix 1-5-00
Utility Operations Division/Date

Wm K Haas 1/5/00 *PK 1-5-00*
General Counsel's Office/Date

Subject: Staff's Recommendation to Approve Proposed Merger

Date: January 7, 2000

On December 23, 1999 Access One Communications Corporation (Access One), OmniCall, Inc., (OmniCall), and OmniCall Acquisition Corporation (Acquisition) (jointly referenced herein as the Applicants) filed a joint application requesting approval of the merger whereby Omni Call Acquisition Corporation will merge into and be absorbed by OmniCall, Inc. and in so doing OmniCall will become a wholly-owned subsidiary of Access One.

Currently, Access One is a privately held corporation in New Jersey and is not certificated to provide telecommunications services in Missouri. OmniCall Acquisition Corporation, a Florida corporation, was formed to effect the merger. OmniCall Inc. is a privately held South Carolina corporation which is certificated to provide resold competitive interexchange telecommunications services in Missouri (Case TA-99-24).

Access One is a telecommunications holding company not certificated to provide telecommunications services in any jurisdiction. Access one has one wholly-owned subsidiary, The Other Phone Company, which is not involved in the transaction and does not provide service in Missouri. Access One has formed Acquisition to merge into and be absorbed by OmniCall. After the Merger, Acquisition will cease to exist and OmniCall will be a wholly-owned subsidiary of Access One. OmniCall will continue to provide certificated service in Missouri as OmniCall.

The merger will only result in a change of ownership of OmniCall and will not have adverse consequences on customers in, or the State of Missouri. There will be no trading of customers between companies nor will any certificates of service to do business in Missouri be cancelled. The merger should be transparent to OmniCall's customers in Missouri. Rates and terms will not change. According to the Applicants, because the services are resold, there will be no effect on the tax revenues of the political subdivisions in which structures, equipment, or facilities are located. OmniCall will benefit from the merger through the newly expanded ability to obtain financing and from the expanded pool of management experience.

Appendix A

According to the Applicants, none of the companies has any pending or final decisions or judgments against it from any state or federal agency involving service to customers or rates charged. Also according to the Applicants, because the services are resold there should be no tax revenue impact on any of the political subdivisions in Missouri.

The Telecommunications Department Staff (Staff) recommends approval of the proposed merger. Staff is not aware of any other matter that affects or would be affected by this merger.

Service List for
Case No. TM-2000-387
January 5, 2000

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