

**STATE OF MISSOURI
PUBLIC SERVICE COMMISSION
JEFFERSON CITY**

August 10, 1999

CASE NO: TM-2000-3

Office of the Public Counsel

P.O. Box 7800
Jefferson City, MO 65102

Jennifer E. Woodruff

Davis Wright Tremaine, LLP
1300 S.W. Fifth Avenue, Suite 2300
Portland, OR 97201

General Counsel

Missouri Public Service Commission
P.O. Box 360
Jefferson City, MO 65102

Vicki J. Goldammer

Armstrong Teasdale LLP
3405 West Truman Blvd, Suite 210
Jefferson City, MO 65109

Enclosed find certified copy of an ORDER in the above-numbered case(s).

Sincerely,



**Dale Hardy Roberts
Secretary/Chief Regulatory Law Judge**

Uncertified Copy:

**STATE OF MISSOURI
PUBLIC SERVICE COMMISSION**

At a session of the Public Service
Commission held at its office
in Jefferson City on the 10th
day of August, 1999.

In the Matter of the Application of Shared)	
Communications Services, Inc., for an Order)	
Authorizing Shared Communications Services,)	<u>Case No. TM-2000-3</u>
Inc., to Merge with Trailblazer Acquisition)	
Corporation.)	

ORDER APPROVING MERGER

Shared Communications Services, Inc. (SCS), was authorized to operate as a reseller of interexchange telecommunications services in Missouri by order of the Commission dated December 29, 1997, in Case No. TA-98-186. On July 1, 1999, SCS filed its application in this matter requesting the Commission to approve a merger with Trailblazer Acquisition Corporation (Trailblazer).

According to the application, Trailblazer is a wholly owned subsidiary of Advanced TelCom Group, Inc. (ATGI). The application by SCS states that pursuant to the merger, all the issued and outstanding capital stock of SCS shall be converted into the right to receive cash consideration, and all issued and outstanding options, warrants, and other rights to purchase stock of SCS shall be canceled. On the effective date of the merger, Trailblazer will cease to exist as a separate corporate entity and SCS will continue as the surviving corporation, and as a wholly owned subsidiary of ATGI. SCS will continue

as a service provider and the certificate holder in Missouri and will provide services to Missouri customers according to the existing certification and to the rates, terms and conditions described in its tariff.

SCS stated that because it has no structures, facilities or equipment located in political subdivisions in Missouri, the merger would not have a tax impact on any political subdivision. SCS also stated that it has no pending or final judgments against it from any state or federal agency that involve customer service or rates.

Finally, SCS asserted that the proposed merger would permit SCS to realize economic and marketing efficiencies, and will promote the ability of SCS to continue to provide high quality, low cost telecommunications services in the long distance marketplace. Accordingly, SCS asserted that the public interest would be benefited due to the wide availability of competitive and efficient services to consumers.

On August 3, 1999, the Commission's Staff filed its Memorandum stating that Staff has reviewed the application and believes that it meets the limited requirements of 4 CSR 240-2.060(6). Staff has no objections to the proposed merger and recommends that the Commission issue an order approving the proposed merger.

The Commission has reviewed the application and Staff's recommendation and finds that the proposed merger plan will have no adverse impact on the Missouri customers of SCS. The Commission finds that the transaction is not detrimental to the public interest and should be approved.

IT IS THEREFORE ORDERED:

1. That the application by Shared Communications Services, Inc., for approval of a merger with Trailblazer Acquisition Corporation is approved.
2. That Shared Communications Services, Inc., is authorized to take any and all actions necessary to effect the merger authorized by this order.
3. That Shared Communications Services, Inc., shall file a notification with the Commission no later than ten days after the closing date of the transaction authorized by this order.
4. That this order shall become effective on August 20, 1999.

BY THE COMMISSION



Dale Hardy Roberts
Secretary/Chief Regulatory Law Judge

(S E A L)

Lumpe, Ch., Drainer and Schemenauer,
CC., concur.
Crumpton and Murray, CC., absent.

Thornburg, Regulatory Law Judge

Alt/Sec'y:

Therndburg / Boyle

Date Circulated

8-4 TM-2000-3
CASE NO.

8-10
Lumpke, Chair

absent
Crumpston, Commissioner

absent
Murray, Commissioner

absent
Schemenauer, Commissioner

absent
Drafter, Vice-Chair

8-10
Agenda Date

Action taken:

3-0 AS

Must Vote Not Later Than

**STATE OF MISSOURI
OFFICE OF THE PUBLIC SERVICE COMMISSION**

I have compared the preceding copy with the original on file in this office and

I do hereby certify the same to be a true copy therefrom and the whole thereof.

WITNESS my hand and seal of the Public Service Commission, at Jefferson
City,

Missouri, this 10TH day of AUGUST, 1999.



Dale Hardy Roberts

Dale Hardy Roberts

Secretary/Chief Regulatory Law Judge