DY

## STATE OF MISSOURI PUBLIC SERVICE COMMISSION

At a Session of the Public Service Commission held at its office in Jefferson City on the 18th day of March, 1999.

In the Matter of the Application of )
Intercontinental Communications Group, Inc. )
d/b/a ICLD and Fusion Telecommunications )
International, Inc. for Authority to )
Transfer Control. )

## ORDER APPROVING MERGER

On November 12, 1998, Intercontinental Communications Group, Inc. d/b/a ICLD (ICLD) filed an application requesting that the Public Service Commission approve a transfer of control stock transaction between Fusion Telecommunications International, Inc. (Fusion), Fusion ICG Acquisition Corp. and ICLD. Through the proposed transaction, ICLD will become a wholly owned subsidiary of Fusion but will operate as a separate entity. ICLD is currently certificated to provide intrastate telecommunications services in Missouri and will continue to operate as a telecommunications services provider in Missouri after the proposed merger.

On March 10, the Staff of the Public Service Commission (Staff) filed a Memorandum indicating 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, the accompanying documentation, and Staff's recommendation and finds that the proposed merger plan will have no adverse impact on the Missouri customers of

ICLD. 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 for approval of a transfer of control stock transaction between Fusion Telecommunications International, Inc., Fusion ICG Acquisition Corp. and Intercontinental Communications Group, Inc. is approved.
- 2. That Intercontinental Communications Group, Inc. is authorized to take any and all actions necessary to effect the merger and reorganization authorized by this order.
- 3. That Intercontinental Communications Group, 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 March 30, 1999.

BY THE COMMISSION

Lake Hred Roberts

Dale Hardy Roberts Secretary/Chief Regulatory Law Judge

(SEAL)

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

Woodruff, Regulatory Law Judge