

STATE OF MISSOURI
PUBLIC SERVICE COMMISSION

At a Session of the Public Service
Commission held at its office
in Jefferson City on the 27th
day of September, 1991.

In the Matter of the Joint Application of)
Contact America, Inc., and LDDS of) Case No. TM-92-29
Kansas City, Inc., d/b/a LDDS Communications)
to sell assets.)

ORDER APPROVING SALE OF ASSETS

On August 30, 1991, LDDS of Kansas City, Inc., d/b/a LDDS
Communications, (LDDS or Co-Applicant) and Contact America, Inc. (CAI or
Co-Applicant) jointly applied for this Commission's approval of an Asset
Purchase Agreement whereby LDDS seeks to acquire certain assets from CAI. On
September 19, 1991, Co-Applicants amended their petition, requesting that the
Commission approve said sale prior to or on the 30th day of September, 1991,
at which time Co-Applicants propose to close the transaction below described.
Co-Applicants seek this order pursuant to Section 392.300, RSMo 1990.

LDDS of Kansas City, Inc. (LDDS) was authorized to provide Missouri
intrastate long distance and operator-assisted services in Case No. TO-88-223,
effective July 24, 1986. LDDS has attached its Certificate of Good Standing
from the Missouri Secretary of State as Exhibit C.

CAI is a Missouri corporation in good standing which provides
intrastate interLATA and intraLATA toll telecommunications service in Missouri
pursuant to this Commission's certificate issued in Case No. TO-84-223,
effective on August 26, 1986.

Co-Applicants have negotiated an Asset Purchase Agreement whereby
CAI proposes to sell to LDDS 1,705 residential customer accounts, 1,228
business customer accounts, its accounts receivable and certain dialing

equipment. Co-Applicants state that CAI's customers will continue to receive uninterrupted services, will not incur any extra or added charges, and - until their eventual transfer to LDDSs' tariff - will continue to be served under the tariff of CAI. Co-Applicants do not presently request that CAI's tariffs or certificate be cancelled, although CAI intends to do so at some future point.

On September 23, 1991, the Commission Staff filed its recommendation that this Joint Application be approved, and that said approval be expedited to permit the sale of assets to occur on or before September 30, 1991.

The Commission finds that Staff's recommendation should be accepted. The Commission also finds that the sale proposed herein will not adversely affect the customers of LDDS or CAI, and is not detrimental to public interest.

IT IS THEREFORE ORDERED:

1. That the sale of Contact America, Inc.'s above-stated assets to LDDS of Kansas City, Inc., d/b/a LDDS Communications be, and is, hereby approved.
2. That said sale will have no adverse impact on the tax revenues of any Missouri political subdivisions.
3. That this Report and Order shall be effective on September 30, 1991.

BY THE COMMISSION

Brent Stewart

Brent Stewart
Executive Secretary

(S E A L)

Steinmeier, Chm., Mueller,
Rauch and Perkins, CC.,
Concur.
McClure, C.,
Absent.