

**STATE OF MISSOURI
PUBLIC SERVICE COMMISSION
JEFFERSON CITY
October 4, 1999**

CASE NO: TM-2000-195

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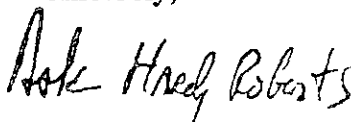
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Enclosed find certified copy of an ORDER in the above-numbered case(s).

Sincerely,



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

Uncertified Copy:

BEFORE THE PUBLIC SERVICE COMMISSION
OF THE STATE OF MISSOURI

In the Matter of the Application of Intelicom)
International Corp. and S4 Corporation for)
Approval of an Acquisition Agreement.) Case No. TM-2000-195

ORDER DISMISSING CASE

On August 30, 1999, Intelicom International Corp. (Intelicom) and S4 Corporation (S4) filed their joint application for Commission authority for S4 to acquire Intelicom. Intelicom is a privately held Florida corporation, currently certificated in Missouri as a competitive provider of interexchange telecommunications services. S4 is a privately held Indiana corporation, a holding company which does not directly offer long distance telecommunications services but instead owns and operates wholly owned subsidiaries which offer such services. The application states that S4 will acquire all the shares of Intelicom, which will thereafter continue to operate in Missouri as a wholly owned subsidiary of S4. Intelicom indicates that it will continue to provide service under its present authorities, certifications and tariffs, in all respects as it presently operates.

On September 23, 1999, the Telecommunications Department Staff (Staff) filed a memorandum in which it asserts that the Commission lacks jurisdiction over the application. Staff states that in Case No. TM-99-336, the selling parent company, the telecommunications company, and the purchasing parent company requested Commission approval of the purchasing parent company's acquisition of all the

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telecommunications company's stock from the selling parent company. The telecommunications company, although certificated to provide telecommunications service in Missouri, was a Nebraska corporation. In its Order Dismissing Case, the Commission held that Section 392.300.2, RSMo 1994, applies only to the purchase of the stock of Missouri corporations. Staff notes that in the present case, Intelicom, the Missouri regulated telecommunications company whose stock is to be acquired in the proposed transaction, is not a Missouri corporation.

However, Staff also notes that if the Commission determines that it has jurisdiction over the application, the Staff has no objections to its approval.

The Commission has reviewed the application and Staff's memorandum. The Commission notes that Section 392.300.2, RSMo 1994, has been held to apply only to Missouri corporations. See Public Service Commission v. Union Pacific R. Co., 197 S.W. 39, 41 (Mo. banc 1917). The Commission agrees with the Staff memorandum that it does not have jurisdiction over the application.

IT IS THEREFORE ORDERED:

1. That the application filed by Intelicom International Corp. and S4 Corporation is hereby dismissed.
2. That this order shall become effective on October 14, 1999.

3. That this case may be closed on October 15, 1999.

BY THE COMMISSION

A handwritten signature in cursive script that reads "Dale Hardy Roberts".

Dale Hardy Roberts
Secretary/Chief Regulatory Law Judge

(S E A L)

Vicky Ruth, Regulatory Law Judge,
by delegation of authority pursuant
to 4 CSR 240-2.120(1) (November 30,
1995) and Section 386.240, RSMo 1994.

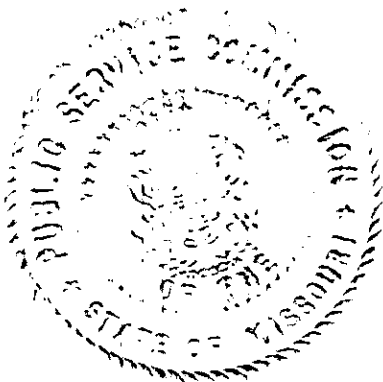
Dated at Jefferson City, Missouri,
on this 4th day of October, 1999.

**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 04th day of October, 1999.



A handwritten signature in dark ink, reading "Dale Hardy Roberts". The signature is written in a cursive style with a horizontal line underneath.

Dale Hardy Roberts
Secretary/Chief Regulatory Law Judge