

**STATE OF MISSOURI  
PUBLIC SERVICE COMMISSION  
JEFFERSON CITY  
October 17, 2000**

**CASE NO: TM-2000-653**

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

**Sincerely,**

A handwritten signature in black ink that reads "Dale Hardy Roberts". The signature is written in a cursive, flowing style.

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

**STATE OF MISSOURI  
PUBLIC SERVICE COMMISSION**

At a Session of the Public Service  
Commission held at its office  
in Jefferson City on the 17th  
day of October, 2000.

Application for Approval of the Merger by     )  
and among World Access, Inc., WorldxChange     )  
Communications, Inc. and Communications     )  
TeleSystems International, d/b/a     )  
WORLDxCHANGE Communications     )

Case No. TM-2000-653

**ORDER APPROVING MERGER**

On April 14, 2000, World Access, Inc. (WAXS) and Communications TeleSystems International, d/b/a WORLDxCHANGE Communications (CTI), filed a joint application requesting that the Public Service Commission approve a transaction whereby CTI will merge with and into WorldxChange Communications, Inc. (WCI), a wholly owned subsidiary of WAXS. The joint application indicates that WAXS will acquire all of the issued and outstanding shares of CTI common stock for equitable consideration. After the transaction, WCI will continue to operate, in all material respects, as CTI currently operates.

CTI, a California corporation qualified to do business in Missouri, holds a certificate authorizing it to provide intrastate interexchange telecommunications services in the state of Missouri. WAXS is a Delaware corporation qualified to do business in Missouri. WAXS is a holding company that does not directly offer telecommunications services but rather owns and operates wholly owned subsidiaries that offer such services. WCI is a Delaware corporation and is a wholly owned subsidiary of WAXS. It has been formed strictly for purposes of effectuating the

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acquisition of CTI. The application indicates that the acquisition will be seamless and transparent to CTI's Missouri customers.

On September 27, Staff filed a recommendation and memorandum. Staff's recommendation points out that the joint application requests that CTI's certificate of service authority be transferred to WCI. Staff indicates that it informed the joint applicants that CTI's certificate of service authority could not be transferred and recommended that WCI apply for its own certificate of service authority. WCI has done so and its application for authority to offer interexchange telecommunications services is currently pending before the Commission in case number TA-2000-850. Staff has reviewed the proposed merger and concludes that the proposed transaction will not be detrimental to the public interest and recommends that the Commission issue an order authorizing the proposed merger upon or after approval of WCI's certificate of authority to provide interexchange service. Staff also recommends that the Commission's merger authorization condition execution of the merger upon WCI having its own tariff then in effect or upon its then immediate adoption of CTI's tariff pursuant to 4 CSR 240-30.010(22). Staff further recommends that the Commission direct WCI to file a pleading within ten days after the merger to notify the Commission that CTI's certificate and its tariff, if not adopted by WCI, may then be canceled. No party has responded to Staff's recommendation.

The Commission has reviewed the joint application and Staff's recommendation and memorandum and finds that the proposed transaction will not be detrimental to the public interest and should be approved.

**IT IS THEREFORE ORDERED:**

1. That the transaction proposed in the Joint Application filed by World Access, Inc., and Communications TeleSystems International, d/b/a WORLDxCHANGE Communications, whereby Communications TeleSystems International, d/b/a WORLDxCHANGE Communications, will be merged with and into WorldxChange Communications, Inc., is approved.

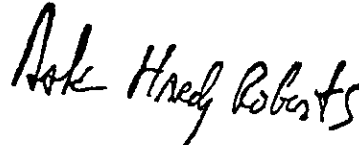
2. That the Commission's approval of the proposed transaction shall become effective upon the approval of WorldxChange Communications, Inc.'s Certificate of Authority to Provide Interexchange Service.

3. That the Commission's approval of the proposed transaction is conditioned upon WorldxChange Communications, Inc. having its own tariff then in effect or upon its immediate adoption of the tariff of Communications TeleSystems International, d/b/a WORLDxCHANGE Communications.

4. That within ten days following the completion of the proposed transaction, WorldxChange Communications, Inc. shall file a pleading notifying the Commission that the certificate and tariff (if not adopted by WorldxChange) of Communications TeleSystems International, d/b/a WORLDxCHANGE Communications, may then be canceled.

5. That this order shall become effective on October 27, 2000.

**BY THE COMMISSION**

A handwritten signature in cursive script, reading "Dale Hardy Roberts".

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

( S E A L )

Lumpe, Ch., Drainer, Murray, Schemenauer,  
and Simmons, CC., concur

Woodruff, Senior Regulatory Law Judge

ALJ/Sec'y: Wendy H. Roberts ayc e

10-11 MM-2000-653  
 Date Circulated CASE NO.

SL p 32  
 Lampe, Chair

not  
 Drainer, Vice Chair

CM  
 Murray, Commissioner

RS  
 Schemenauer, Commissioner

KS  
 Simmons, Commissioner

10-17  
 Agenda Date

Action taken: 5-0 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 17<sup>th</sup> day of Oct. 2000.



Dale Hardy Roberts

Dale Hardy Roberts  
 Secretary/Chief Regulatory Law Judge