

STATE OF MISSOURI
PUBLIC SERVICE COMMISSION

At a Session of the Public Service
Commission held at its office
in Jefferson City on the 14th
day of February, 1992.

In the Matter of the Application of)
Americall Dial O Services, Inc.)
for Permission and Approval to have) Case No. TM-92-128
its Capital Stock Sold, Assigned)
and Transferred to Advanced)
Telecommunications Corporation.)

ORDER AUTHORIZING SALE OF STOCK

On December 13, 1991, Advanced Telecommunications Corporation (ATC) and
Americall Dial O Services, Inc. (ADS) jointly applied for an order authorizing
the sale of all the issued common stock of ADS to ATC. This joint application
is made pursuant to Section 392.300 RSMo (Supp. 1987) and 4 C.S.R. 240-2.060.

By its memorandum filed February 6, 1992, the Commission Staff
recommends approval of this application, stating that ADS will continue to
provide long distance services in Missouri under its present certificate and that
the stock sale should "be transparent to ADS customers."

On consideration of Applicant's verified application and Staff's
recommendation, the Commission finds and concludes as follows: the requisite
corporate authorities of both applicants are attached to the verified
application; both applicants have complied with the statutory requirements; the
proposed stock sale is not detrimental to the public, has no negative tax impact
and the requested authority should be granted.

IT IS THEREFORE ORDERED:

1. That Advanced Telecommunications Corporation is hereby authorized
to purchase, by sale, all the outstanding common stock of Americall Dial O
Services, Inc.

2. That Americall Dial O Services, Inc. will continue to provide long distance services in Missouri under its certificate of service authority granted in Case No. TA-59-153 and its presently applicable tariffs.

3. That this order shall become effective on February 24, 1992.

BY THE COMMISSION

Brent Stewart

Brent Stewart
Executive Secretary

(S E A L)

McClure, Chm., Rauch
and Kincheloe, CC., concur.
Mueller and Perkins, CC.,
absent.