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STATE OF MISSOURI
PUBLIC SERVICE COMMISSION

At a session of the Public Service
Commission held at its office
in Jefferson City on the 21st
day of January, 1998.

In the Matter of the Application of Strategic)
Alliances, Inc. to Sell and Transfer Its Stock to) Case No. TM-98-117
London Telecom Network, Corp. .)
)

ORDER APPROVING APPLICATION FOR SALE AND TRANSFER

On September 15, 1997, Strategic Alliances, Inc. (SAI) filed an Application for approval of a sale of stock and transfer of ownership to London Telecom Network, Corp. (LTN) pursuant to Section 392.300, RSMo 1994. SAI is a Minnesota corporation authorized to do business in Missouri with its principal place of business at 1959 Sloan Place, Suite 200, St. Paul, Minnesota 55117. SAI was granted a certificate of service authority to provide intrastate interexchange telecommunications services in Missouri in Case No. TA-93-299 on July 16, 1993. LTN is a Georgia corporation with its principal place of business at 210 Interstate North Parkway, Suite 520, Atlanta, Georgia 30339. Certified copies of the resolutions of the boards of directors of SAI and LTN authorizing the proposed stock sale and transfer of ownership were attached to the Application as Appendix 7.

The Share Purchase Agreement between SAI and LTN included in the Application as Appendix 5 indicates that LTN will purchase all of the issued and outstanding stock of SAI for \$400,000.00, thereby transferring control of SAI to LTN. The Application states that SAI will continue to exist after the transaction as a wholly-owned subsidiary of LTN and will continue to offer telecommunications services in Missouri under the

fictitious name "London Telecom Network". A copy of SAI's fictitious name registration from the Missouri Secretary of State is attached to the Application as Appendix 6.

In support of its application, SAI states that the proposed transaction will serve the public interest by using existing communications facilities more efficiently and providing high quality alternative service. SAI indicates the transaction will increase diversification and reliability of supply of telecommunications services, and enhance competition. Further, the companies' combined operations will increase customer choice in billing options and make available to small and medium size businesses the high volume discounts usually only available to larger businesses.

On November 20, the Staff of the Missouri Public Service Commission (Staff) filed a Memorandum recommending approval of this transaction. Staff indicates the transfer of control will be invisible to SAI's Missouri customers. Following the sale of stock, SAI will be a stand-alone, wholly owned subsidiary of LTN. SAI will continue to offer interexchange telecommunications services as detailed in its Commission approved tariff; there will be no change in the operation of SAI, including personnel. Staff recommends conditional approval of this transaction pending SAI's filing either an adoption notice or a new tariff reflecting its new fictitious name.

After reviewing the verified Application and its appendices and Staff's recommendation, the Commission finds that the proposed sale of stock and transfer of ownership from SAI to LTN will allow the companies to realize operational efficiencies which will increase customer choice and enhance competition. As SAI will be providing service to its Missouri customers under a new name, the Commission will require SAI to file either

an adoption notice or a new tariff with a 30-day effective date reflecting its new fictitious name as a condition of approval. Subject to the condition stated above, the Commission finds the proposed sale and transfer is not detrimental to the public interest and should be approved.

IT IS THEREFORE ORDERED:

1. That the sale of stock and transfer of ownership from Strategic Alliances, Inc., to London Telecom Network, Corp., is approved subject to the condition set forth in Ordered Paragraph 5.

2. That Strategic Alliances, Inc., is authorized to enter into, execute and perform in accordance with all other documents reasonably necessary to effectuate the sale of stock and transfer of ownership contemplated by the application and this order.

3. That Strategic Alliances, Inc., is authorized to take any and all other actions necessary to effectuate the sale of stock and transfer of ownership contemplated by the application and this order.

4. That Strategic Alliances, Inc., shall file a pleading with the Missouri Public Service Commission notifying the Commission of the closing date of the transaction within ten (10) days after the completion of the transaction.

5. That Strategic Alliances, Inc., shall file either an adoption notice or a new tariff with a 30-day effective date reflecting the company's change of corporate name to Strategic Alliances, Inc. d/b/a London Telecom Network no later than February 20, 1998.

6. That this order shall be effective on February 3, 1998.

BY THE COMMISSION

A handwritten signature in dark ink, appearing to read "Dale Hardy Roberts". The signature is written in a cursive, somewhat stylized script.

Dale Hardy Roberts
Secretary/Chief Regulatory Law Judge

(S E A L)

Lumpe, Ch., Crumpton, Drainer
and Murray, CC., concur.

Hennessey, Regulatory Law Judge

**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 21st day of January, 1998.**



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

**STATE OF MISSOURI
PUBLIC SERVICE COMMISSION
JEFFERSON CITY
January 21, 1998**

CASE NO: TM-98-117

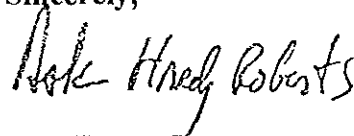
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Enclosed find certified copy of ORDER in the above-numbered case(s).

Sincerely,



Dale Hardy Roberts
Secretary/Regulatory Law Judge

Uncertified Copy: