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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 24th
day of February, 1998.

In the Matter of the Joint Application of)
Intermedia Communications Inc., Shared Technologies)
Fairchild Inc., and Access Network Services, Inc.) Case No. TM-98-244
for Approval and Permission of a Transfer of)
Control.)
)

ORDER APPROVING ACQUISITION AND MERGER

Intermedia Communications Inc. (ICI), Shared Technologies Fairchild Inc. (STFI), and Access Network Services, Inc. (ANSI) filed a Joint Application on December 17, 1997 asking the Commission to approve a transaction that would result in the transfer of control of ANSI from the shareholders of STFI to ICI. ANSI and ICI are both certificated to provide telecommunications services in Missouri, and therefore this transaction comes under Commission jurisdiction.

ANSI was certificated to provide interexchange telecommunications services in Missouri on December 4, 1995 in Case No. TA-96-120. ANSI is a wholly owned subsidiary of Shared Technologies Fairchild Communications Corporation which, in turn, is a wholly owned subsidiary of STFI. STFI is a nonregulated Delaware corporation with principal offices at 100 Great Meadow Road, Suite 104, Wethersfield, Connecticut 06109.

ICI is a Delaware corporation with headquarters at 3625 Queen Palm Drive, Tampa, Florida 33619. ICI was certificated to provide interexchange telecommunications services in Missouri on May 21, 1996 in Case No. TA-96-352; ICI received a certificate of service authority to provide

basic local telecommunications services in Missouri on October 10, 1997 in Case No. TA-97-264. ICI is authorized to provide intrastate telecommunications services in all 50 states and the District of Columbia. ICI is also a provider of local telecommunications services in 35 states and the District of Columbia, operating as both a facilities-based and resale carrier.

ICI and STFI executed an Agreement and Plan of Merger on November 25, 1997, which would result in a transfer of control of ANSI from STFI shareholders to ICI. The transfer would be accomplished via a reverse triangle merger. A newly formed, special-purpose subsidiary of ICI, Moonlight Acquisition Corp., will merge into STFI, leaving STFI as the surviving entity. Once that transaction is completed, STFI and its subsidiaries will be wholly owned subsidiaries of ICI. ANSI will continue to exist as a wholly owned subsidiary of STFI and, ultimately, ICI.

The applicants state that the total cost of the acquisition is estimated to be approximately \$749 million and will be paid from ICI's existing cash reserves. The applicants state that consummation of the transaction will not undermine the financial condition of ICI or its ability to provide high-quality telecommunications services to its Missouri customers.

ANSI will continue to exist and to operate as it has in the past, using the same name, tariff, and operating authority. The transfer of control will be seamless and have no adverse impacts on ANSI's customers in Missouri and no impact on the tax revenues of any political subdivision. The applicants state that ANSI's access to ICI's capital, economies of scale, and various service offerings will enable it to improve its services to Missouri customers. The transfer of control will enhance both ANSI's

and ICI's ability to compete in the market for telecommunications services in Missouri.

The Staff of the Commission (Staff) filed a Memorandum on February 17, 1998 recommending that the transaction be approved. Staff believes that this merger complies with the requirements of 4 CSR 240-2.060 and recommends that the Commission approve the transfer and close the case. The Commission has reviewed the application, the accompanying documentation, and Staff's recommendation, and finds that the proposed acquisition and merger will have no adverse impact on the Missouri customers of ANSI or ICI. Therefore, the Commission finds that the transaction is not detrimental to the public interest and should be approved.

IT IS THEREFORE ORDERED:

1. That the Joint Application filed by Intermedia Communications Inc., Shared Technologies Fairchild Inc., and Access Network Services, Inc. on December 17, 1997 is approved.

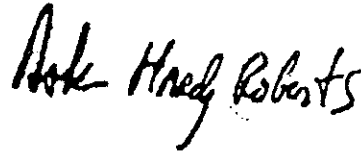
2. That the applicants are authorized to consummate the transfer of control of Access Network Services, Inc. from the current shareholders of Shared Technologies Fairchild Inc. to Intermedia Communications Inc.

3. That the parties are authorized to take any and all actions necessary to effect the acquisition and merger authorized by this order.

4. That Intermedia Communications Inc. shall file notification with the Commission no later than ten days after the closing date of the transaction authorized by this order.

5. That this order shall become effective on March 6, 1998.

BY THE COMMISSION



Dale Hardy Roberts
Secretary/Chief Regulatory Law Judge

(S E A L)

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

Wickliffe, Deputy Chief Regulatory Law Judge

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COMMISSION COUNSEL
PUBLIC SERVICE COMMISSION