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June 21, 2000

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General Counsel

Mr. Dale Hardy Roberts
Secretary/Chief Regulatory Law Judge
Missouri Public Service Commission
P. O. Box 360
Jefferson City, MO 65102

RE: Case No. TM-2000-699

Dear Mr. Roberts:

Enclosed for filing in the above-captioned case are an original and eight (8) conformed copies of a **STAFF RECOMMENDATION**.

This filing has been mailed or hand-delivered this date to all counsel of record.

Thank you for your attention to this matter.

Sincerely yours,

Cliff E. Snodgrass
Senior Counsel
(573) 751-3966
(573) 751-9285 (Fax)

CES:sw
Enclosure
cc: Counsel of Record

**BEFORE THE PUBLIC SERVICE COMMISSION
OF THE STATE OF MISSOURI**

FILED²

JUN 21 2000

Missouri Public
Service Commission

In the Matter of the Application of J D)
Services, Inc., a Nevada Corporation for)
an Order Authorizing the Acquisition by)
Merger of J D Services, Inc., a Utah)
Corporation by J D Services, Inc., a)
Nevada Corporation)

Case No. TM-2000-699

STAFF RECOMMENDATION

COMES NOW the Staff of the Missouri Public Service Commission (Staff), by and through one of its attorneys, and for its Recommendation states the following:

1, On April 28, 2000, J D Services, Inc., a Utah corporation (JDS Utah), and J D Services, Inc., a Nevada corporation (JDS Nevada), filed a joint application requesting Commission approval for the acquisition by merger of JDS Utah by JDS Nevada. JDS Nevada survives the merger with JDS Utah. JDS Utah was issued a certificate to provide intrastate interexchange telecommunications in Missouri in Case No. TA-96-131. JDS Nevada has also filed a request for a certificate of authority to provide interexchange telecommunications services in Missouri in Case No. TA-2000-698.

2. The standard for approval of a merger is that the merger will not be detrimental to the public interest. See, In the Matter of the Application of WorldCom, Inc. and MFS Communications Company, Inc. for Approval and Plan of Merger, and Related Transactions, 5 Mo. P.S.C. 3d 312, 315 (1996).

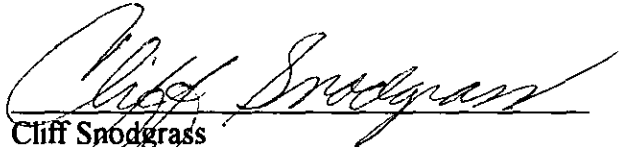
3. Both of the applicants described above requested that the Commission cancel the Certificate of JDS Utah in the event the Commission approves the merger between JDS Utah and JDS Nevada.

4. In the attached Memorandum, which is labeled Appendix A, the Staff summarizes its review of the application and recommends that the Commission issue an Order which:

- A. Approves the merger between JDS Utah and JDS Nevada.
- B. Cancels the certificate of JDS Utah.
- C. Issues an Order with an effective date that coincides with any Commission action or approval that may occur in Case No.TA-2000-698 (Approval of Certificate JDS Nevada).

Respectfully submitted,

DANA K. JOYCE
General Counsel


Cliff Snodgrass
Senior Counsel
Missouri Bar No. 52302

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Certificate of Service

I hereby certify that copies of the foregoing have been mailed or hand-delivered to all counsel of record as shown on the attached service list this 21st day of June, 2000.



MEMORANDUM

To: Missouri Public Service Commission Official Case File
Case Nos. TM-2000-699
J D Services, Inc. Utah, and J D Services, Inc. Nevada

From: Phil Garcia *PG BV*
Telecommunications Department

[Signature] *6/14/00*
Utility Operations Division/Date

Wm K Haas *6/16/00*
General Counsel's Office/Date

RECEIVED
JUN 14 2000
SR 3:14
COMMISSION COUNSEL
PUBLIC SERVICE COMMISSION

Subject: Recommendation to approve acquisition by merger.

Date: June 14, 2000

On April 28, 2000, J D Services, Inc., a Utah corporation, (JDS Utah) and JD Services Inc, a Nevada corporation (JDS Nevada) (together Applicants) filed an application requesting that the Commission issue an Order granting authorization for the acquisition by merger of JDS Utah by JDS Nevada. On April 28, 2000 JDS Nevada also filed a request for a certificate of service authority to provide interexchange telecommunications services, assigned Case No. TA-2000-698. JDS Nevada proposes to adopt the current filed tariff of JDS Utah and that the current certificate of JDS Utah be withdrawn. JDS Utah was issued its certificate to provide intrastate interexchange telecommunications services on November 29, 1995 in Case No. TA-96-131. Both companies are presently authorized to use the d/b/a American Freedom Network.

In accordance with 4 CSR 240.2060(5) and (6) Parties state that the proposed merger will have no impact on the tax revenues of any political subdivision in Missouri, and that there are no pending actions or final unsatisfied judgments or decisions from any state or federal agency or court involving customer service or rates. According to 4 CSR 240-2.060(3) competitively classified companies are exempt from providing certain information such as public interest information in applications to merge, consolidate or sell/transfer assets. Based on the limited information provided to Staff, Staff does not believe the transaction will be detrimental to the public interest. Any transaction, solely involving competitively classified companies, is not detrimental to the public interest since a customer can freely switch to another provider.

Telecommunications Department Staff (Staff) has reviewed JDS Nevada application for certificate of authority (TA-2000-698) to provide interexchange telecommunications services and finds it meets the Commission's statutory requirements. Staff has no objection to JDS Nevada's adoption JDS Utah's interexchange tariff PSC No 1. Furthermore Staff has no objection to the Commission granting approval of the merger between JDS Utah and JDS Nevada and discontinuing the interexchange certificate of JDS Utah.

Official case File TM-2000-699
JD Services, Inc, a Utah Corporation,
and JD Services, Inc, a Nevada corporation
Page 2 of 2

JDS Nevada states it will adopt JDS Utah's tariff in full, without changes, and the change in corporate ownership would not affect and be transparent to customers.

Staff recommends that the Commission approve the merger between JDS Utah and JDS Nevada, withdraw JDS Utah's certification (as per Parties request), and allow JDS Nevada to adopt JDS Utah tariff:

Psc, Mo No. 1, original page 1 to second revised page 23.

Staff also requests that these actions be scheduled to coincide with the recommendations presented in TA-2000-698, Staff Recommendation for Approval of Certificate.

P John Brady - J.D. Services, Inc.
Mark A Pieper - J.D. Services, Inc.

**Service List for
Case No. TM-2000-699
June 21, 2000**

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