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March 7, 1997

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VIA FEDERAL EXPRESS

Blanca S. Bayo, Director
Division of Records & Reporting
Florida Public Service Commission
2540 Shumard Oak Boulevard
Tallahassee, Florida 32399-0850

Re: Notification of Proposed Transfer of Control of OAN Services of Florida Inc.
d/b/a Operator Assistance Network to OAN Acquisition Corporation

Dear Ms. Bayo:

On behalf of OAN Services of Florida Inc. d/b/a Operator Assistance Network ("OAN") and OAN Acquisition Corporation ("Acquisition Corp.") (collectively, "the Parties"), this letter is to advise the Commission of the planned acquisition of control of OAN by Acquisition Corp. OAN is authorized by the Commission to provide billing and collections services to interexchange carriers in Florida. Pursuant to this transaction, Acquisition Corp. will acquire all outstanding shares of the common stock of OAN Services, Inc. ("OAN Services"), the parent company of OAN. OAN and Acquisition Corp. currently are not affiliated with each other. A description of the Parties and the proposed transaction is provided below.

Upon review of the Florida statutes and Commission rules, it is the understanding of the Parties that prior Commission approval is not required for the transfer of control transaction described herein. The Parties intend to consummate the transfer of control on or around March 31, 1997. Absent receipt of notification to the contrary by March 31, 1997, the Parties will proceed on the understanding that no approval or other formal action with respect to the proposed transaction is required by the Commission.

The Parties

OAN is a wholly-owned subsidiary of OAN Services, which in turn is currently a wholly-owned subsidiary of Electronic Data Systems Corporation ("EDS"). OAN is a billing and collections ("B&C") clearinghouse which provides data processing and related B&C services to telecommunications companies in Florida. The company's principal offices are located at 7755 Haskell Avenue, Van Nuys, California 91406. Pursuant to a Certificate of Public Convenience and

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Necessity in Docket No. 89109-T1 (Order No. 22491), issued by the Commission on February 5, 1990, OAN is authorized to provide billing and collections services within the State of Florida.¹

Acquisition Corp. is a privately held Delaware corporation whose principal offices are located at 676 N. Michigan Avenue, Suite 3050, Chicago, Illinois 60611.

The Transaction

OAN and Acquisition Corp. have determined that they will realize significant economic and operational efficiencies by establishing OAN as a wholly-owned subsidiary of Acquisition Corp. Accordingly, on January 6, 1997, the Parties executed a letter of intent whereby Acquisition Corp. will acquire ownership and control of OAN and its parent company, OAN Services.

Pursuant to the proposed transaction, Acquisition Corp. will acquire all of the outstanding stock of OAN Services. The transaction will involve a cash payment on the date of closing, with the balance of the purchase price payable in five equal annual installments commencing on the first anniversary of the closing date. OAN will remain a wholly-owned subsidiary of OAN Services, and will therefore become an indirect wholly-owned subsidiary of Acquisition Corp.

Upon consummation of the transfer of control transaction described herein, OAN will continue operating pursuant to its existing certificate and tariff. The transaction will not involve a change in the manner in which the company provides B&C services, and OAN will continue to provide high quality service to its customers. OAN currently does not anticipate a change in its name. Accordingly, this transaction will not in any way disrupt service to OAN's carrier customers nor cause inconvenience or confusion to their end users who receive long distance telephone bills processed by OAN. Moreover, after consummation of the transaction OAN will continue to rely on its existing management and operations staff to provide service. Indeed, the OAN transfer of control

¹ OAN notes that the Commission's Order No. 20489, issued December 21, 1988, and Order No. 22243, issued November 29, 1989, require billing and collection companies that render telephone bills in their own names to obtain certificates of public convenience and necessity. At the time that those orders were issued, local exchange carriers ("LECs") in Florida generally did not have the capability to identify the individual companies on whose behalf OAN submitted billing records, and OAN's name was therefore the only name identified on end users' bills for those calls. Since that time, however, Florida LECs have developed the capability to identify the individual carrier for the billed calls. Accordingly, the basis for the Commission's order requiring OAN to obtain a certificate may no longer exist.

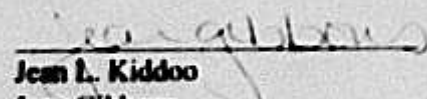
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transaction will be virtually transparent to both its carrier customers and their end users in terms of the services they receive.

Conclusion

Upon review of the Florida statutes and Commission rules, it is the understanding of the Parties that prior Commission approval is not required for the transfer of control transaction described above. This letter is forwarded to the Commission for informational purposes, to be included in the appropriate file. The Parties currently contemplate closing the transaction on or around March 31, 1997. Accordingly, in the event that the Commission determines that approval is required, please consider this letter as a request for expedited approval. Absent notification to the contrary by March 31, 1997, the Parties will proceed on the understanding that no approval or other formal action with respect to the proposed transaction is required by the Commission. Please do not hesitate to contact the undersigned with any questions regarding this transaction.

Very truly yours,


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Counsel for OAN Services of Florida, Inc.
d/b/a Operator Assistance Network

cc: John B. Lynn (EDS)
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Ronald F. Evans (OAN)
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