

FLORIDA PUBLIC SERVICE COMMISSION
Capital Circle Office Center • 2540 Shumard Oak Boulevard
Tallahassee, Florida 32399-0850

M E M O R A N D U M

NOVEMBER 21, 1996

TO: DIRECTOR, DIVISION OF RECORDS AND REPORTING (BAYO)

FROM: DIVISION OF COMMUNICATIONS (WILLIAMS, STRONG) *WWS*
DIVISION OF LEGAL SERVICES (KEATING) *mcb for wll* *SK*

RE: REQUEST FOR ACKNOWLEDGEMENT OF MERGER BETWEEN TWO
INTEREXCHANGE TELECOMMUNICATIONS SERVICES AND
CANCELLATION OF A CERTIFICATE.

AGENDA: 12/03/96 - CONSENT AGENDA - PROPOSED AGENCY ACTION -
INTERESTED PERSONS MAY PARTICIPATE

SPECIAL INSTRUCTIONS: NONE

Please place the following interexchange telecommunication service docket on the consent agenda for approval.

1. Docket No. 961298-TI; Request for acknowledgement of merger of AMERIFAX, INC. d/b/a AFAX into PHOENIX NETWORK, INC./PHOENIX NETWORK, INC. d/b/a OFFICE DEPOT COMMUNICATIONS and cancellation of Interexchange Telecommunications Certificate No. 2651 held by AMERIFAX, INC. d/b/a AFAX.

DOCUMENT NUMBER-DATE

12393 NOV 20 96

FPSC-RECORDS/REPORTING

AmeriConnect

A MEMBER OF TRIA

October 23, 1996

Florida Public Service Commission
Fletcher Building, 101 East Gaines St.
Tallahassee, FL 32399-0850

961298-TI

RE: AmeriConnect, Inc. (registered as Amerifax, Inc. dba AFAX in Florida)
("AmeriConnect"), Docket No., 900548-T1, Order No. 24222, Approved April 2, 1991
and Phoenix Network, Inc. ("Phoenix"), Docket No. 900305-T1, Order No. 23604
approved October 11, 1990

Dear Sir/Madam:

This letter serves to jointly inform the Commission of a proposed merger between Phoenix and AmeriConnect. Both Phoenix and AmeriConnect are authorized to resell intrastate interexchange carrier services in the state of Florida as referenced above.

Pursuant to an Amended and Restated Agreement and Plan of Merger among Phoenix Network, Inc., ("Phoenix"), Phoenix Merger Corp., a wholly owned subsidiary of Phoenix ("Sub"), and AmeriConnect, Inc. ("AmeriConnect"), Sub will merge with and into AmeriConnect and AmeriConnect will become a wholly owned subsidiary of Phoenix. Subsequently, AmeriConnect's Certificate of Public Convenience and Necessity should be canceled, and it is Phoenix's intention to adopt AmeriConnect's existing tariff in its entirety.

The merger described herein is fully in the public interest. It will have no adverse impact on existing service or subscribers and will in fact be essentially transparent to Florida subscribers. AmeriConnect has had a successful record of serving Florida customers since authorization. Phoenix has grown rapidly and has expanded its operations nationwide. Phoenix's strong financial and organizational standing coupled with its significant volume of service procurement agreements with underlying carriers enables Phoenix to provide AmeriConnect's subscribers with comprehensive, cost effective long distance service. As Phoenix utilizes the same underlying carrier network services currently provided by AmeriConnect, as well as additional underlying carrier network services, the high level of service quality and reliability currently enjoyed by AmeriConnect's subscribers will remain unaffected. There will be no impairment or interruption of service to Florida subscribers as a result of this transaction between Phoenix and AmeriConnect. AmeriConnect's subscribers are being notified of the transaction in writing.

6750 W. 93RD STREET, SUITE 110

OVERLAND PARK, KS 66212

913-341-8888 / FAX 913-341-2132

In order to maintain compliance, all fees will be paid and reports completed as required for the operations of 1996 on behalf of each company.

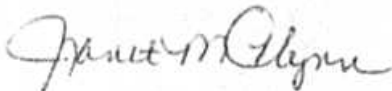
The mailing address and telephone number of the contacts for this transaction are:

Janet Flynn
Regulatory Affairs
AmeriConnect, Inc.
6750 West 93rd St., Suite 110
Overland Park, KS 66212
(913) 341-8888 ext. 3018

Denise Newman
Regulatory Compliance Administrator
Phoenix Network, Inc.
1687 Cole Boulevard
Golden, CO 80401
(303) 232-4333 ext. 1008

If there are any questions or directives regarding this letter, you may contact the undersigned. Please date stamp and return the extra copy of the transmittal letter as proof of filing. An envelope with the return postage is included for this purpose.

Sincerely,



Janet Flynn
Regulatory Affairs

cc: Denise Newman, Phoenix Network, Inc.