

PhoenixNetwork.

December 20, 1996

Florida Public Service Commission
Mr. William D. Talbot, Executive Director
2540 Shumard Oak Boulevard
Tallahassee, FL 32399-0850

961545-TI

RE: Sale of Assets by Tele-Trend Communications, Inc. ("Tele-Trend"), Docket No. 93023-TI, Cert. No. 3482 approved October 26, 1993 to Phoenix Network, Inc. d/b/a Office Depot Communications ("Phoenix"), Docket No. 900305-TI, Cert. No. 2479 approved October 11, 1990

Dear Mr. Talbot:

This letter serves to jointly inform the Commission of the sale of current Tele-Trend Florida subscribers and other assets to Phoenix. Both Phoenix and Tele-Trend are authorized to resell intrastate interexchange carrier services in the state of Florida as referenced above.

Pursuant to an Asset Purchase Agreement ("Agreement") signed by the parties, Tele-Trend agreed to convey, and Phoenix agreed to acquire, all the assets and liabilities of Tele-Trend under the terms specified in the Agreement. These assets and liabilities will appear on the books of Phoenix at the amount at which they were carried on Tele-Trend's books. Tele-Trend requests that its Florida Certificate of Public Convenience and Necessity be canceled, and it is Phoenix's intention to adopt Tele-Trend's tariff in its entirety.

Phoenix's acquisition of Tele-Trend's Florida assets described herein is fully in the public interest. Tele-Trend subscribers will continue to be billed by Phoenix under the same rates, terms and conditions for which they currently subscribe. The acquisition will have no adverse impact on existing service or subscribers. Tele-Trend has had a successful record of serving Florida customers since authorization. Phoenix has grown rapidly and expanded its operations nationwide. Phoenix's strong financial and organizational standing coupled with its significant volume of service procurement agreements with underlying carriers enable Phoenix to provide Tele-Trend's subscribers with comprehensive, cost effective long distance service. And, unless otherwise requested, Tele-Trend subscribers will continue to receive those network services of the subscriber's existing underlying carrier, thus making the transfer of Tele-Trend's services to Phoenix essentially transparent

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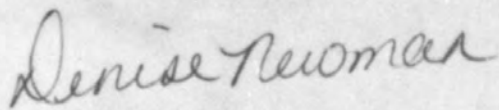
to subscribers. As Phoenix utilizes the same underlying carrier network services currently provided by Tele-Trend, as well as additional underlying carrier network services, the high level of service quality and reliability currently enjoyed by Tele-Trend's subscribers will remain unaffected. There will be no impairment or interruption of service to Florida subscribers as a result of Phoenix's acquisition of Tele-Trend's subscribers. Tele-Trend's subscribers have been notified of the acquisition in writing by direct mail.

The mailing address and telephone number of the contact for this transaction is:

Denise Newman
Regulatory Compliance Administrator
Phoenix Network, Inc.
1687 Cole Boulevard
Golden, CO 80401
(303) 205-3532

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.

Yours truly,



Denise Newman
Regulatory Compliance Administrator

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