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A LIMITED LIABILITY PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS

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April 28, 1997

By United Parcel Service

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

Re: Consolidation of American Network Exchange, Inc. and Capital Network Systems, Inc. -- Docket No. 96067-TI, Order No. PSC-96-1016-FOF-TI

ACK Dear Ms. Bayó:

AFA _____
APP _____
CAF _____
CMU _____
CTR _____
EAG _____
LEG _____
LIN _____
OPC _____
RCH _____
SEC _____
WAS _____
OTH _____

On August 7, 1996, the Florida Public Service Commission ("Commission") issued an order in the above-referenced docket authorizing the transfer of control of Capital Network Systems, Inc. ("CNSI") to AMNEX, Inc. ("AMNEX"), the parent company of American Network Exchange, Inc. ("ANEI"). The Commission also authorized the subsequent consolidation of CNSI and ANEI into a single operating entity at the end of an interim period of approximately nine months. On August 5, 1996, AMNEX, CNSI and ANEI (the "Parties") notified the Commission that the transfer of control had been completed and that CNSI is now a wholly-owned subsidiary of AMNEX.

Since then, the Parties have revised their business plans and no longer desire to consolidate CNSI and ANEI. Therefore, AMNEX, CNSI and ANEI, by their undersigned attorneys, respectfully advise the Commission that they will not be consolidating CNSI and

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KELLEY DRYE & WARREN LLP

Ms. Blanca S. Bayó
April 28, 1997
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ANEI, and CNSI will continue to provide intrastate telecommunications services in Florida for the foreseeable future.

The Parties regret any inconvenience to the Commission caused by this change in plans, and will keep the Commission apprised of any future business plans that require Commission approval. It is Parties' understanding that no further action is required to apprise the Commission of the fact that CNSI will not be merged into ANEI and will continue to operate in Florida. The Parties therefore respectfully request that the Commission close this docket.

Please do not hesitate to contact the undersigned if you have any questions.

Very truly yours,

**AMNEX, INC.,
AMERICAN NETWORK EXCHANGE, INC. AND
CAPITAL NETWORK SYSTEMS, INC.**

By: 

Brad E. Mutschelknaus
Marieann Z. Machida
KELLEY, DRYE & WARREN LLP
1200 19th Street, N.W.
Suite 500
Washington, D.C. 20036
(202) 955-9600

Their Attorneys

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April 28, 1997



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Florida Public Service Commission
2540 Shumard Oak Boulevard
Tallahassee, Florida 32399-0850

Re: Consolidation of American Network Exchange, Inc. and Capital Network Systems, Inc. – Docket No. 960667-TI, Order No. PSC-96-1016-FOF-TI

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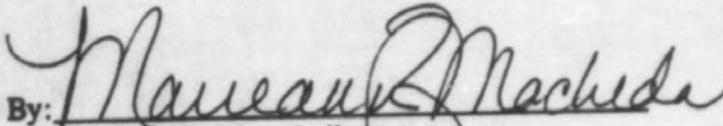
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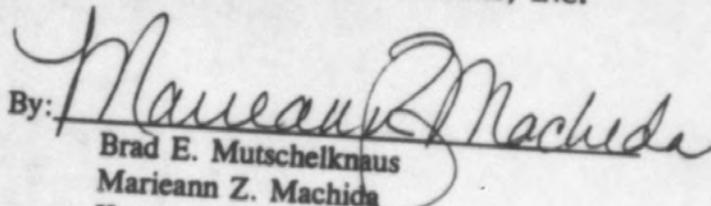
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AMERICAN NETWORK EXCHANGE, INC. AND
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1200 19th Street, N.W.
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Washington, D.C. 20036
(202) 955-9600

Their Attorneys

BEFORE THE FLORIDA PUBLIC SERVICE COMMISSION

In Re: Request for acknowledge-)
ment of transfer of control of)
Capital Network System, Inc.)
d/b/a Capital Long Distance to)
American Network Exchange, Inc.)
d/b/a AMNEX.)
_____)

DOCKET NO. 960667-TI
ORDER NO. PSC-96-1016-FOF-TI
ISSUED: August 7, 1996

The following Commissioners participated in the disposition of this matter:

SUSAN F. CLARK, Chairman
J. TERRY DEASON
JOE GARCIA
JULIA L. JOHNSON
DIANE K. KIESLING

NOTICE OF PROPOSED AGENCY ACTION
ORDER APPROVING TRANSFER OF CONTROL

BY THE COMMISSION:

NOTICE IS HEREBY GIVEN by the Florida Public Service Commission that the action discussed herein is preliminary in nature and will become final unless a person whose interests are substantially affected files a petition for a formal proceeding, pursuant to Rule 25-22.029, Florida Administrative Code.

By letter dated May 21, 1996, Capital Network System, Inc. d/b/a Capital Long Distance (CNSI), AMNEX, Inc. (AMNEX), and American Network Exchange, Inc. (ANEI) notified this Commission and requested acknowledgement of a transfer of CNSI to AMNEX. AMNEX will purchase all of the outstanding stock of CNSI, and the CNSI's stockholders will receive stock in AMNEX. CNSI will continue to operate under its certificate and tariff; however, AMNEX anticipates consolidating all of CNSI's domestic operations into those of ANEI, a wholly owned subsidiary of AMNEX, by March 31, 1997. At that time, CNSI will cease doing business in Florida, and will request the cancellation of its certificate. After the operations have been consolidated, ANEI will offer comparable services at the same or lower rates than offered by CNSI.

Upon consideration, we find it appropriate to approve the transfer of control of CNSI to AMNEX.

It is, therefore,

ORDER NO. PSC-96-1016-FOF-TI
DOCKET NO. 960667-TI
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ORDERED by the Florida Public Service Commission that the proposed transfer of control of Capital Network System, Inc. d/b/a Capital Long Distance to AMNEX, Inc. is approved. It is further

ORDERED that, unless a person whose interests are substantially affected by the action proposed herein files a petition in the form and by the date specified in the Notice of Further Proceedings or Judicial Review, this Order shall become final and this docket shall be closed.

By ORDER of the Florida Public Service Commission, this 7th day of AUGUST, 1996.

BLANCA S. BAYÓ, Director
Division of Records and Reporting

by: /s/ Kay Flynn
Chief, Bureau of Records

This is a facsimile copy. A signed copy of the order may be obtained by calling 1-904-413-6770.

(S E A L)

RJP

NOTICE OF FURTHER PROCEEDINGS OR JUDICIAL REVIEW

The Florida Public Service Commission is required by Section 120.59(4), Florida Statutes, to notify parties of any administrative hearing or judicial review of Commission orders that is available under Sections 120.57 or 120.68, Florida Statutes, as well as the procedures and time limits that apply. This notice should not be construed to mean all requests for an administrative hearing or judicial review will be granted or result in the relief sought.

The action proposed herein is preliminary in nature and will not become effective or final, except as provided by Rule 25-22.029, Florida Administrative Code. Any person whose substantial interests are affected by the action proposed by this order may file a petition for a formal proceeding, as provided by Rule 25-22.029(4), Florida Administrative Code, in the form provided by Rule 25-22.036(7)(a) and (f), Florida Administrative Code. This petition must be received by the Director, Division of Records and Reporting, 2540 Shumard Oak Boulevard, Tallahassee, Florida 32399-0850, by the close of business on August 28, 1996.

In the absence of such a petition, this order shall become effective on the day subsequent to the above date as provided by Rule 25-22.029(6), Florida Administrative Code.

Any objection or protest filed in this docket before the issuance date of this order is considered abandoned unless it satisfies the foregoing conditions and is renewed within the specified protest period.

If this order becomes final and effective on the date described above, any party substantially affected may request judicial review by the Florida Supreme Court in the case of an electric, gas or telephone utility or by the First District Court of Appeal in the case of a water or wastewater utility by filing a notice of appeal with the Director, Division of Records and Reporting and filing a copy of the notice of appeal and the filing fee with the appropriate court. This filing must be completed within thirty (30) days of the effective date of this order, pursuant to Rule 9.110, Florida Rules of Appellate Procedure. The notice of appeal must be in the form specified in Rule 9.900(a), Florida Rules of Appellate Procedure.