

BEFORE THE FLORIDA PUBLIC SERVICE COMMISSION

In Re: Request for approval of) DOCKET NO. 970045-TI
stock purchase agreement between) ORDER NO. PSC-97-0279-FOF-TI
AddTel Communications, Inc.) ISSUED: March 12, 1997
d/b/a AddCom Communications,)
Inc., holder of Interexchange)
Telecommunications Certificate)
No. 2943, and SA)
Telecommunications, Inc.,)
whereby SA Telecom will acquire)
all issued and outstanding)
shares of AddCom, and AddCom)
will become a wholly-owned)
subsidiary of SA Telecom.)
_____)

The following Commissioners participated in the disposition of this matter:

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

On January 9, 1997, AddTel Communications, Inc., d/b/a AddCom Communications, Inc. (AddTel), a California corporation with principal offices in Glendale, California, filed an application requesting Commission approval of a stock purchase agreement. The agreement provides that SA Telecommunications, Inc., (SA Telecom), a Delaware corporation with principal offices in Richardson, Texas, will acquire all of the issued and outstanding shares of AddTel, and Addtel will become a wholly owned subsidiary of SA Telecom. In

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Florida, AddTel holds Certificate of Public Convenience and Necessity No. 2493, issued in Order No. 25616, February 12, 1992. SA Telecom is a non-regulated holding company that owns businesses reselling domestic and international long distance service.

AddTel will retain its present, distinct corporate structure and identity, and will continue to operate in all material respects as it presently operates. AddTel avers that the transaction is beneficial to the shareholders of both Addtel and SA Telecom and serves the public interest because it will enhance the operational efficiency and competitiveness of AddTel through economies of scale and additional access to capital.

Pursuant to Section 364.335(3), Florida Statutes, we may grant a certificate upon a finding that the public interest is thereby served. By extension, we may grant our approval of a transfer of control that does not involve a transfer of certificate upon a like finding. We find that the transfer of control of AddTel to SA Telecom serves the public interest. Accordingly, we grant our approval.

Based on the foregoing, it is, therefore,

ORDERED by the Florida Public Service Commission that approval of the transfer of control of Addtel Communications, Inc. d/b/a AddCom Communications, Inc. to SA Telecommunications, Inc., as herein described, is granted. It is further

ORDERED that the provisions of this Order, issued as proposed agency action, shall become final and effective unless an appropriate petition, in the form provided by Rule 25-22.036, Florida Administrative Code, is received by the Director, Division of Records and Reporting, 2540 Shumard Oak Boulevard, Tallahassee, Florida 32399-0850, by the close of business on the date set forth in the "Notice of Further Proceedings or Judicial Review" attached hereto. It is further

ORDERED that in the event this Order becomes final, this Docket shall be closed.

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By ORDER of the Florida Public Service Commission, this 12th
day of March, 1997.

BLANCA S. BAYÓ, Director
Division of Records and Reporting

by: Kay Flynn
Chief, Bureau of Records

(S E A L)

CJP

NOTICE OF FURTHER PROCEEDINGS OR JUDICIAL REVIEW

The Florida Public Service Commission is required by Section 120.569(1), 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.

Mediation may be available on a case-by-case basis. If mediation is conducted, it does not affect a substantially interested person's right to a hearing.

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 April 2, 1997.

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.