

## CASE ACTION NOTE

**DATE:** December 12, 1997

**TO:** Nancy Pruitt, Division of Communications  
Kim Pena, Division of Legal Services

**FROM:** Sandy Simmons, Division of Records and Reporting

**RE:** Docket No.: 971026-TP - Request for approval of merger of Shared Technologies Fairchild Inc., parent company of Access Network Services, Inc., holder of Interexchange Telecommunications Certificate No. 3512, Alternative Local Exchange Certificate No. 4797, and Shared Tenant Certificate No. 1669, with TSHCo, Inc., a subsidiary of Tel-Save Holdings, Inc., parent company of Tel-Save, Inc. d/b/a Network Services d/b/a The Phone Company, holder of Interexchange Telecommunications Certificate No. 2985, and Tel-Save, Inc. d/b/a The Phone Company, holder of Alternative Local Exchange Telecommunications Certificate No. 4692.

To the Division indicated in the left margin: Please take the actions checked below in the record of the referenced case.

**ALL 1.**  The Commission has been notified that the proposed merger approved by Order PSC-97-1246-FOF-TP, issued 10/13/97, will not be consummated. The docket has, therefore, been REOPENED and placed in ACTIVE status to vacate Order PSC-97-1246-FOF-TP

2. OPR changed to \_\_\_\_.

3. OCR changed to \_\_\_\_.

4. Enter the following in CMS comments: "Order \_\_\_\_\_, / / , requires the company to make refunds and file certain related reports. \_\_\_\_ is to monitor and advise all concerned of the company's compliance or non-compliance and recommended further actions."

5. Enter the following in CMS comments: "Order \_\_\_\_\_, / / , authorizes the issuance of securities and requires the company to file a consummation report within 90 days of such issuance. AFA is to monitor and advise all concerned of recommended further actions."

6. Enter the following in CMS comments: " \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**CMU 7.**  Please file a CASR by 12/29/97 to schedule appropriate action to vacate Order PSC-97-1246-FOF-TP.

ACK \_\_\_\_\_  
AFA \_\_\_\_\_  
APP \_\_\_\_\_  
CAF \_\_\_\_\_  
CMU \_\_\_\_\_  
CTR \_\_\_\_\_  
EAG \_\_\_\_\_  
LEG \_\_\_\_\_  
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RCH \_\_\_\_\_  
SEC \_\_\_\_\_  
WAS \_\_\_\_\_  
DTH \_\_\_\_\_

cc:  Docket File  
 Security File

PSC/RAR 32 (5/90)

DOCUMENT NUMBER-DATE

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FPSC-RECORDS/REPORTING



By Federal Express

December 9, 1997

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

Re: Request for approval of merger of Shared Technologies Fairchild Inc. (parent company of Access Network Services, Inc.) and Tel-Save Holdings, Inc. (parent company of Tel-Save, Inc. d/b/a/ Network Services d/b/a The Phone Company) (Docket No. 971026-TP)

Dear Ms. Bayó:

This is to notify you that the referenced proposed merger ("Tel-Save/Shared Technologies Fairchild Merger"), which the Commission approved by Order No. PSC-97-146-FOF-TP issued October 13, 1997, will not be consummated. On November 20, 1997, Intermedia Communications Inc. ("ICI") and Shared Technologies Fairchild Inc. ("STFI") entered into an Agreement and Plan of Merger ("STFI/ICI Merger"), and contemporaneously therewith the agreement for the Tel-Save/Shared Technologies Fairchild Merger was terminated.

STFI's indirect wholly-owned subsidiary, Access Network Services, Inc. ("ANSI"), holds certain certificates issued by the Commission. In the near future, ICI, STFI, and ANSI expect to file an application with the Commission seeking authority to transfer control of ANSI from the current shareholders of STFI to those of ICI. That application will contain the relevant details of the STFI/ICI Merger.

Please date stamp the enclosed extra copy of this letter and return it to me in the envelope provided for your convenience. If you have any questions regarding this notification, please call me at 703-478-5772.

Sincerely,

[Handwritten signature of Allan C. Hubbard]

Allan C. Hubbard
Regulatory Counsel

Copy to:
Russell Blau, Swidler & Berlin (counsel for Tel-Save)
James Freeman, Kelley Drye & Warren (counsel for ICI)

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