

BEFORE THE FLORIDA PUBLIC SERVICE COMMISSION

In Re: Application for approval) DOCKET NO. 961550-TI
of share exchange agreement) ORDER NO. PSC-97-0170-FOF-TI
between MTM Holdings Corporation) ISSUED: February 13, 1997
and shareholders of Axces, Inc.)
d/b/a Axces of Delaware, Inc.,)
holder of Interexchange)
Telecommunications Certificate)
No. 4731, whereby Axces will)
become a wholly-owned subsidiary)
of MTM.)
_____)

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 SHARE EXCHANGE AGREEMENT

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.

Pursuant to Section 364.33, Florida Statutes, a person may not acquire ownership or control of any telecommunications facility, or any extension thereof for the purpose of providing telecommunications services to the public, including the acquisition, transfer, or assignment of majority organizational control or controlling stock ownership, without prior approval from this Commission.

On December 31, 1996, Axces, Inc. d/b/a Axces of Delaware, Inc. (Axces), filed its request for Commission approval of a share exchange agreement whereby Axces will become a wholly owned subsidiary of MTM Holdings Corporation (MTM). Axces, a privately-held Delaware corporation, is a non-dominant carrier that resells domestic and international long distance service purchased from various facilities-based carriers. MTM, a privately-held Texas corporation, is a holding company formed to facilitate fundraising

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efforts and access to capital, as well as to promote access to other synergistic business operations. Pursuant to the agreement, MTM will acquire all of the issued and outstanding shares of stock of Axces. Axces states that it will continue to operate as a regulated entity and its customers will continue to receive the same high quality service presently rendered to them.

Upon consideration of the above, it appears to be in the public interest to approve the share exchange agreement whereby Axces will become a wholly-owned subsidiary of MTM Holdings Corporation.

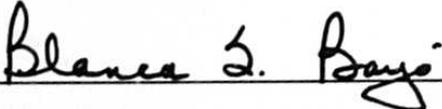
Based on the foregoing, it is

ORDERED by the Florida Public Service Commission that the share exchange agreement whereby Axces, Inc. d/b/a Axces of Delaware, Inc. will become a wholly-owned subsidiary of MTM Holdings Corporation is hereby approved. 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.

By ORDER of the Florida Public Service Commission, this 13th day of February, 1997.



BLANCA S. BAYÓ, Director
Division of Records and Reporting

(S E A L)

KMP

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.

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 March 6, 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.