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July 12, 1999

VIA AIRBORNE EXPRESS

Florida Public Service Commission
Capital Circle Office Center
2540 Shumard Oak Drive
Tallahassee, FL 32399-0850

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Re: Notification by Intelicom International Corp. and S4 Corporation of
Stock Acquisition Agreement

Dear Sir or Madam:

On behalf of Intelicom International Corp. (³¹⁸⁵"Intelicom") and S4 Corporation ("S4"), this letter is to advise the Commission of an Acquisition Agreement (the "Agreement") whereby Intelicom will become a wholly owned subsidiary of S4 (the "Acquisition").

The parties are forwarding this letter to the Commission for informational purposes, to be included in the appropriate files. Absent receipt of written notification to the contrary within thirty (30) days from the date of this letter, we will proceed under our understanding that no approval or other formal action is required by the Commission prior to consummation of the Acquisition.

As described herein, the transaction will result in the acquisition by S4 of all of the outstanding and issued shares of Intelicom's common stock (the "Shares") for equitable consideration. After the transaction, Intelicom will continue to operate under the name Intelicom, and in all material respects, will operate as Intelicom currently operates. The present technical and managerial personnel of Intelicom will remain the same after this transaction. Intelicom will continue to provide service under Intelicom's present operating authorities, certifications and tariffs.

DOCUMENT NUMBER-DATE

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The proposed Agreement will be beneficial to the involved companies as well as their customers, primarily due to the enhanced overall financial strength and buying power of the combined companies which will result from the transaction. The customers of Intelicom will continue to receive the same high quality service presently rendered to them.

Intelicom is a privately held Florida corporation with principal offices located at 28050 US 19 North, Suite 202, Clearwater, Florida 34621.¹ Intelicom is a non-dominant carrier that resells domestic interstate and international long distance service purchased from various facilities based carriers. Intelicom is authorized by the FCC to provide international services as a non-dominant carrier and intrastate service, pursuant to certification, registration or tariff requirements, or on an unregulated basis, in forty-three (43) states. Intelicom is a certificated carrier in this State.²

S4 is a privately held Indiana corporation with principal offices located at 7254 East 86th Street, Indianapolis, Indiana 46250. S4 is a holding company which does not directly offer long distance telecommunications services, but rather owns and operates, and is in the process of acquiring, wholly owned subsidiaries which offer such services.

Applicant proposes the following:

1. S4 will acquire the Shares for equitable consideration;
2. As a result of the transaction, Intelicom will become a wholly owned subsidiary of S4;
3. Intelicom shall continue to operate as a regulated entity pursuant to Intelicom's present certifications, registrations, tariff requirements and rate structures, or on an unregulated basis, as provided by and pursuant to applicable law.
5. The technical and managerial personnel of Intelicom will remain the same after the transaction.

¹ Following the transaction, Intelicom's corporate address will change to 7254 East 86th Street, Indianapolis, Indiana 46250.

² In this State, Intelicom provides intrastate telecommunications services pursuant to a Certificate of Public Convenience and Necessity to Operate as a Reseller of Telecommunications Services within the State of Florida, Docket No. 93-0359 dated July 12, 1993.

Critical to the proposed Agreement is the need to ensure the continuation of high quality service to all customers currently served by Intelicom. The Acquisition will serve the public interest for the following reasons:

1. It will enable Intelicom to operate with a more streamlined and efficient level of service for all customers of Intelicom, and will enhance the operating efficiencies, including market efficiencies, of Intelicom.
2. It will allow Intelicom to realize cost savings from volume discounts on the purchase of underlying services, thereby strengthening its position in the telecommunications marketplace.
3. It will serve to enhance the overall capacity of Intelicom to provide telecommunications services for a greater number of consumers of this State at more competitive rates.
4. It will not disrupt service or otherwise cause confusion or inconvenience to consumers of this State since Intelicom will continue to operate under the same name using Intelicom's current technical and managerial personnel and pursuant to Intelicom's existing authorities.

Enclosed are the original and twelve (12) copies of this letter. Please return one (1) of the copies file-stamped in the envelope provided.

If you need any further information or have any questions regarding the matters discussed herein, please do not hesitate to contact the undersigned.

Respectfully submitted,



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