

WILLIAM D. STEINMEIER, P.C.

2031 TOWER DRIVE
JEFFERSON CITY, MISSOURI (MO) 65109

WILLIAM D. STEINMEIER
ATTORNEY AT LAW
REGULATORY CONSULTANT
(573) 659-8672
FAX (573) 636-2305

MAILING ADDRESS:
POST OFFICE BOX 104595
JEFFERSON CITY, MISSOURI (MO)
65110-4595

MARY ANN YOUNG
ATTORNEY AT LAW
OF COUNSEL
(573) 634-8109
FAX (573) 634-8224

October 8, 1999

FILED

OCT 8 1999

Mr. Dale Hardy Roberts
Executive Secretary-Chief Regulatory Law Judge
Missouri Public Service Commission
P. O. Box 360
Jefferson City, MO 65102-0360

Missouri Public
Service Commission

RE: Case No. TM ~~TO~~-2000-146
Joint Application for Approval of Transfer of Control
Feist Long Distance, Inc., and Advanced Communications Group, Inc.

Dear Mr. Roberts:

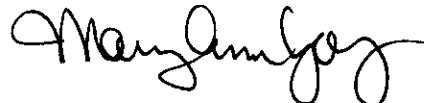
Enclosed please find an original and fourteen copies of Applicant's

Concurrence in Staff's Motion to Dismiss Application

for filing with the Commission. Thank you for your assistance in processing this filing.

A copy is being served on the Office of Public Counsel and the General Counsel's Office.
If there are any questions, please call me at 634-8109.

Sincerely,



Mary Ann (Garr) Young

Enclosure

cc: Public Counsel
Cliff Snodgrass
Jean Stockman, Swidler Berlin

BEFORE THE
MISSOURI PUBLIC SERVICE COMMISSION

FILED

OCT 8 1999

Missouri Public
Service Commission

Joint Application of)

Feist Long Distance Service, Inc.,)

Telecom Resources, Inc. d/b/a)

TRINetwork, Inc., and)

Advanced Communications Group, Inc.)

For Approval of Transfers of Control)

TM
Case No. ~~TA~~-2000-146

CONCURRENCE IN STAFF'S MOTION TO DISMISS APPLICATION

Advanced Communications Group, Inc. ("ACG"), and ACG's wholly owned Missouri operating subsidiaries^{1/} (hereafter, the "ACG Subsidiaries"), by their undersigned counsel and pursuant to 4 CSR 240-2.080(12), hereby concur in Staff's Motion to Dismiss ("Staff Motion") the above-referenced application. The above-referenced application requests approval of the transfer of control of the ACG Subsidiaries to Ionex Telecommunications, Inc. ("Ionex") (ACG, the ACG Subsidiaries, and Ionex, collectively, hereafter "the Parties"). ACG and the ACG Subsidiaries are nondominant carriers that individually hold Commission authorization to provide intrastate interexchange and/or competitive local exchange telecommunications services within the State of Missouri. As described in the above-referenced application, the proposed transfers of control are to be accomplished through Ionex's purchase of all of the outstanding shares of the ACG Subsidiaries. The Parties requested expedited treatment of the application to permit them to consummate the proposed transfers of control no later than October 31, 1999.

^{1/} ACG's Missouri telecommunications subsidiaries are: Feist Long Distance Service, Inc. and Telecom Resources, Inc. d/b/a TRINetwork, Inc.

The Parties filed the above-referenced application out of an abundance of caution in light of the expansive language of Section 392.300 which requires prior Commission approval for numerous types of asset transfers, mergers and other acquisitions. Based upon Staff's interpretation of Sections 392.300.1 and 392.300.2 as set forth in Staff's Motion, however, the Parties concur that prior Commission approval is not required for the proposed transaction. Significantly, with respect to Section 392.300.1, Ionex, in fact, is not acquiring the "franchise, facilities or system" of the ACG Subsidiaries because this is a stock transaction.^{2/} Further, no merger or consolidation is occurring as part of the proposed transaction. Following consummation of the stock purchase transactions, the ACG Subsidiaries will continue to provide service to their respective customers under existing service arrangements and pursuant to their respective authorizations.^{3/} Thus, as noted in the Staff Motion, Commission approval of the proposed transaction is not required under Section 392.300.1.

Similarly, the proposed transaction does not trigger prior Commission approval under Section 392.300.2. As explained in the Staff Motion, Section 392.300.2 only requires Commission approval where the stock being acquired is that of a Missouri corporation. None of the Parties to the transaction is a Missouri corporation,^{4/} rendering Section 392.300.2 inapplicable. Accordingly, Commission approval of the proposed transaction is not required under Section 392.300.2.

WHEREFORE, for the reasons stated herein, Feist Long Distance Service, Inc., Telecom Resources, Inc. d/b/a TRINetwork, Inc., and Advanced Communications Group, Inc. respectfully

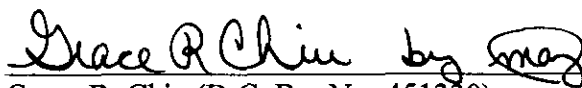
^{2/} Joint Application, Case No. TA-2000-146 (filed Aug. 16, 1999) at pp. 2, 4.

^{3/} Id. at p. 2.

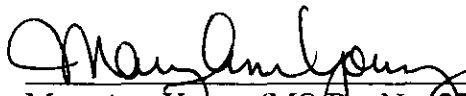
^{4/} Id. at pp. 2-4.

concur in the Staff Motion and request that the Commission enter an Order no later than October 31, 1999 finding that prior Commission approval is not required for the proposed transaction.

Respectfully submitted,



Grace R. Chiu (D.C. Bar No. 451330)
Jeanne W. Stockman (D.C. Bar No. 454301)
SWIDLER BERLIN SHEREFF FRIEDMAN, LLP
3000 K Street, N.W., Suite 300
Washington, D.C. 20007
(202) 424-7500 (telephone)
(202) 424-7643 (facsimile)



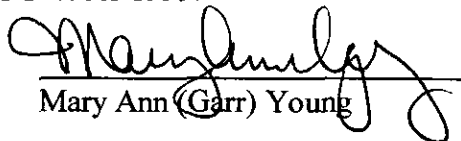
Mary Ann Young (MO Bar No. 27951)
WILLIAM D. STEINMEIER, P.C.
P.O. Box 104595
Jefferson City, MO 65110-4595
(573) 634-8109 (telephone)
(573) 634-8224 (facsimile)

Counsel to Feist Long Distance Service, Inc.,
Telecom Resources, Inc. d/b/a TRINetwork, Inc.,
and Advanced Communications Group, Inc.

Dated: October 8, 1999

CERTIFICATE OF SERVICE

I hereby certify that a copy of this document has been hand delivered or mailed by first class mail, postage prepaid, to the the Office of Public Counsel and General Counsel's Office, who are the parties of record in this case, on this 8th day of October 1999.


Mary Ann (Garr) Young