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FILED

DEC 23 1999

December 23, 1999

Missouri Public
Service Commission

RECEIVED²

DEC 23 1999

*Records
Public Service Commission*

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

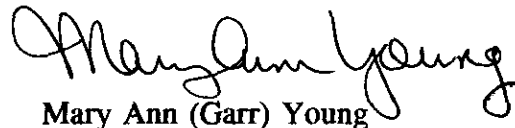
RE: Case No. TM-2000-387, Joint Application of Access One Communications Corp., OmniCall Acquisition Corp., and OmniCall, Inc.

Dear Mr. Roberts:

Enclosed please find an original and fourteen copies of the **Joint Application** of Access One Communications Corp., OmniCall Acquisition Corp., and OmniCall, Inc. for filing with the Commission. Thank you for your assistance in processing this filing.

A copy of this Joint Application is being served on the Office of Public Counsel. If there are any questions concerning this filing, please contact me at 634-8109. Best wishes for the holidays for you and your staff.

Sincerely,


Mary Ann (Garr) Young

Enclosures

cc: Office of Public Counsel
Elizabeth Dickerson, Esq.

BEFORE THE
MISSOURI PUBLIC SERVICE COMMISSION

FILED

DEC 23 1999

Joint Application of)

Access One Communications Corp., Formerly)
Known as CLEC Holding Corp.,)
OmniCall Acquisition Corp., and)
OmniCall, Inc.)

For Approval of a Transfer of Control)

Missouri Public
Service Commission

Case No. TM-2000-387

JOINT APPLICATION

COME NOW Access One Communications Corp. ("Access One"), formerly known as CLEC Holding Corp., OmniCall Acquisition Corp. ("Newco"), and OmniCall, Inc. ("OmniCall") (collectively "the Applicants"), by their undersigned counsel and pursuant to § 392.300 RSMo., hereby seek authority for a transaction whereby Newco will merge with and into OmniCall, and OmniCall will become a wholly-owned subsidiary of Access One. OmniCall is a competitive telecommunications company authorized by the Missouri Public Service Commission ("Commission") to provide resold interexchange telecommunications services within the State of Missouri. Consummation of the proposed transaction will serve the public interest in promoting competition among providers of interexchange telecommunications services by combining the financial resources and complementary managerial skills and experience of Access One and OmniCall in providing telecommunications services to the public.

Attached hereto as Exhibit A is an illustrative chart depicting the proposed transaction. Applicants respectfully request expedited treatment of this Application in order to permit them to consummate the proposed transfer of control as soon as possible.

In support of this Application, the Applicants respectfully provide the following information:

I. THE APPLICANTS

1. Access One Communications Corp (Access One) is a privately held New Jersey Corporation headquartered in Ft. Lauderdale, Florida with its principal place of business at 3427 NW 55th Street, Ft. Lauderdale FL 33309. Access One is not certificated to provide telecommunications services in any jurisdiction. Its wholly owned subsidiary, The Other Phone Company DBA Access One Communications ("TOPC"), however, is authorized to provide resold local exchange and interexchange telecommunications services to customers in nine (9) states other than Missouri. At the time of the Merger, TOPC and OmniCall will exist as two discrete wholly-owned subsidiaries of Access One, with only OmniCall certificated to provide telecommunications services in Missouri.

By virtue of its experience as a leading provider of high quality, integrated voice, data, and video transmission services, Access One is well qualified financially, managerially, and technically to acquire control of OmniCall.

2. Newco is a newly-formed Florida corporation that is a direct and wholly-owned subsidiary of Access One, also with principal offices at 3427 NW 55th Street, Ft. Lauderdale FL 33309. Newco was formed exclusively for the purpose of effecting the proposed transaction. Newco has no operating revenues, no subsidiaries, and no authority to provide telecommunications services in any jurisdiction.

3. OmniCall is a privately held corporation organized and existing under the laws of the State of South Carolina with its principal place of business at 430 Woodruff Road, Suite 450, Greenville SC 29607. OmniCall is authorized to provide interexchange services in thirty-two (32) states and authorized to provide local service in eight (8) jurisdictions. The Commission granted OmniCall certification to provide resold interexchange telecommunications services on August 26, 1998, in Case No. TA-99-24. Because OmniCall already provided the Commission with a copy of

its Articles of Incorporation and its Certificate of Authority to Transact Business in Missouri, it is hereby incorporating those documents by reference to its initial application. As a competitive telecommunications company, OmniCall is not required to comply with the provisions of subsections (6)(A)-(E) of 4 CSR 240-2.060.

II. DESIGNATED CONTACTS

The designated contacts for questions concerning this Application are:

Mary Ann (Garr) Young
WILLIAM D. STEINMEIER, P.C.
2031 Tower Drive
P.O. Box 104595
Jefferson City, MO 65110-4595
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Facsimile: (573) 634-8224

and:

Patrick J. Whittle, Esq.
Elizabeth Dickerson, Esq.
Swidler Berlin Shereff Friedman, LLP
3000 K Street, N.W., Suite 300
Washington, DC 20007
Telephone: (202) 424-7500
Facsimile: (202) 424-7645

with a copy to:

Lee Haynsworth
OmniCall, Inc.
430 Woodruff Road, Suite 450
Greenville, SC 29607
Telephone: (864) 297-4336
Facsimile: (864) 297-4797

III. REQUEST FOR APPROVAL OF THE TRANSFER OF CONTROL

1. Pursuant to the Applicants' agreement, Newco will merge with and into OmniCall with OmniCall being the surviving entity. At the time of the Merger, the sole shareholder of Newco, Access One, will receive in exchange for each of the issued and outstanding shares of Newco one fully paid and nonassessable share of the common stock, no par value per share, of OmniCall. Each share of OmniCall common stock will be converted into a number of shares of common stock of Access One, based on a formula agreed to by the Applicants.

2. OmniCall will become a direct, wholly-owned subsidiary of Access One, and the separate existence of Newco shall cease. The surviving corporation, OmniCall, shall possess all the rights, privileges, powers, franchises, all property, real, personal and mixed, and all debts due to OmniCall or Newco. Although the Merger will result in a change in the corporate parent of OmniCall, the transaction will not involve a change in the manner in which OmniCall provides service to its Missouri customers.

3. OmniCall will continue to provide high quality, affordable resold service to its Missouri customers pursuant to its existing authorization and tariff. OmniCall will continue to be led by its current team of well-qualified telecommunications managers, and it will continue to provide the same services at the same rates and under the same tariff terms and conditions as it now does.

4. Because OmniCall provides only resold services in Missouri, the proposed transaction will have no impact on the tax revenues of the political subdivisions in which any structures, facilities, or equipment of the Applicants are located.

5. None of the Applicants has either pending or final decisions or judgments against it from any state or federal agency involving service to customers or rates charged.

6. The proposed transaction will be virtually transparent to OmniCall's customers in terms of the services that they receive. The proposed transaction will provide OmniCall with new sources of financing and expand the breadth of management experience. This restructuring will enable the company to reduce operating expenses and realize operational and managerial efficiencies that will ultimately benefit its Missouri customers.

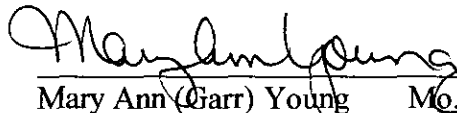
IV. PUBLIC INTEREST CONSIDERATIONS

Consummation of the proposed transaction will serve the public interest in promoting competition among providers of interexchange telecommunications services by combining the financial resources and complementary managerial skills and experience of Access One and OmniCall in providing telecommunications services to the public. The proposed transaction will therefore ensure the continued provision of high quality and innovative telecommunications services to the existing customers of OmniCall and should promote competition in the Missouri interexchange telecommunications marketplace.

V. CONCLUSION

WHEREFORE, for the reasons stated above, Applicants request that the Commission issue an Order granting this Joint Application for approval of the transfer of control described herein as expeditiously as possible.

Respectfully submitted,



Mary Ann (Garr) Young Mo. Bar #27951

WILLIAM D. STEINMEIER, P.C.

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Phone: 573-634-8109

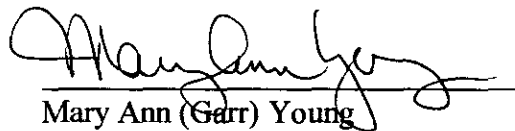
Fax: 573-634-8224

Counsel for Access One Communications Corp.,
formerly known as CLEC Holding Corp., OmniCall
Acquisition Corp., and OmniCall, Inc.

Dated: December 23, 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 Office of Public Counsel on this 23rd day of December 1999.



Mary Ann (Garr) Young

LIST OF EXHIBITS

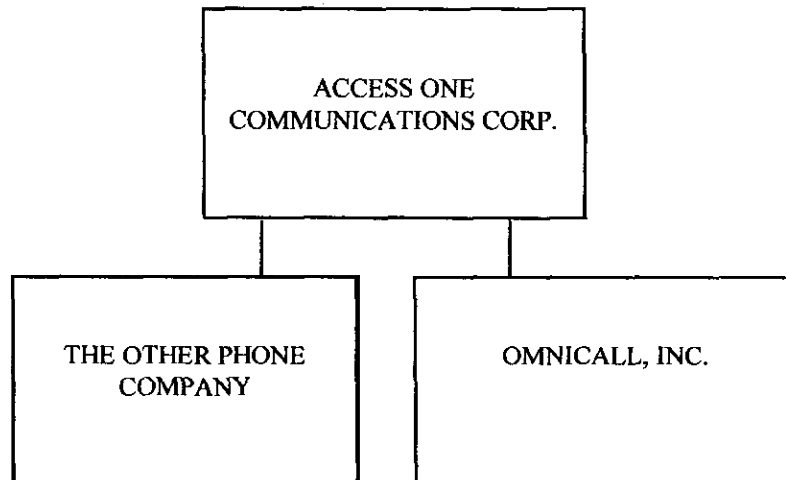
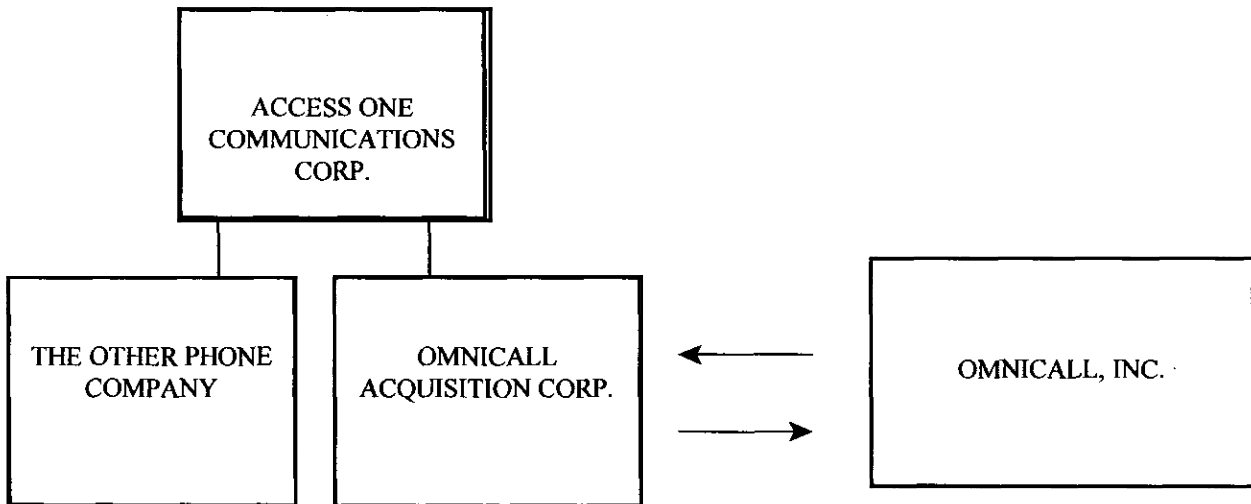
Chart Depicting Proposed Transaction

A

Verification

EXHIBIT A

CHART DEPICTING PROPOSED TRANSFER OF CONTROL



VERIFICATION

STATE OF FLORIDA

§
§

COUNTY OF ORANGE §

I, Kevin D. Griffo as President of Access One Communications Corp., have executed the foregoing Application of Access One Communications, Corp., OmniCall Acquisition Corp., and OmniCall, Inc. for Approval of a Transfer of Control. Under penalty of perjury, I acknowledge that all statements made therein and Exhibits attached thereto are true and correct to the best of my knowledge, information, and belief.

GIVEN UNDER MY HAND AND SEAL OF OFFICE ON November 4th, 1999

Kevin D. Griffo

Signature

Kevin D. Griffo , President
Access One Communications, Corp.
4205 Vineland Rd.
Suite L-15
Orlando, FL 32811
407-648-5230

Jennifer L. Lacasto
Notary Public In and For the
State of Florida

My commission expires: 4-02-01

