B/CB ROM SM

STATE OF MISSOURI PUBLIC SERVICE COMMISSION

At a Session of the Public Service Commission held at its office in Jefferson City on the 12th day of May, 1998.

Ιn	the	Matte	r of	the	Joint	: Appl	Lication)	•
of	ACC	Corp.	and	US	WATS,	Inc.	for)	Case No. TM-98-221
Apr	orova	al of	Agree	emer	it and	Plan	of Merger.)	

ORDER ACKNOWLEDGING NONCONSUMMATION OF TRANSACTION

On November 26, 1997, ACC Corp. (ACC) and US WATS, Inc. (US WATS) filed an application seeking approval for the merger of ACC Acquisition-Blue Corp. (ACC Acquisition), a wholly-owned subsidiary of ACC, with and into US WATS, with US WATS as the surviving entity. The Missouri Public Service Commission (Commission) issued its Order Approving Merger on January 29, 1998. As part of its order, the Commission directed US WATS to file a pleading notifying the Commission of the closing date of the merger within ten days after completion of the transaction.

On March 24 the parties filed a letter by their counsel, indicating that the parties have agreed to a mutual termination of the agreement and plan of merger. The Commission acknowledges that the proposed merger anticipated at the time the parties filed their application was never consummated. As a result, the Commission determines that its Order Approving Merger issued on January 29 is void by virtue of the nonconsummation of the proposed transaction.

IT IS THEREFORE ORDERED:

- That the Commission's Order Approving Merger issued on January
 1998 is void by virtue of the nonconsummation of the proposed transaction.
 - 2. That this order shall become effective on May 22, 1998.

3. That this case shall be closed on June 2, 1998.

BY THE COMMISSION

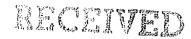
Hole Hard Roberts

Dale Hardy Roberts Secretary/Chief Regulatory Law Judge

(S E A L)

Lumpe, Ch., Crumpton, Murray, and Drainer, CC., concur. Schemenauer, C., absent.

Bensavage, Regulatory Law Judge



MAY 12 1998

COMMISSION COUNSEL
PUBLIC SERVICE COMMISSION