

STATE OF MISSOURI
PUBLIC SERVICE COMMISSION

At a session of the Public Service
Commission held at its office
in Jefferson City on the 24th
day of November, 1998.

In the Matter of Transfer of Control of)
Least Cost Routing, Inc. to TresCom)
International, Inc.)
)
)

Case No. TM-98-411

ORDER APPROVING ACQUISITION OF STOCK

TresCom International, Inc. (TresCom) filed an application on March 30, 1998, asking the Commission to authorize it to acquire the stock of Least Cost Routing, Inc. (LCR). LCR is certificated to provide telecommunications services in Missouri, and therefore this transaction comes under the jurisdiction of the Commission.

LCR was granted authority by the Commission to provide resold intrastate interexchange telecommunications services on a competitive basis in Missouri on November 29, 1995, in Case No. TA-96-126. LCR is a Florida corporation with principal offices at 2944 Heather Trail, Clearwater, Florida 34621.

TresCom is a non-regulated publicly held Florida corporation. TresCom's principal place of business is located at 200 East Boulevard, Suite 2100, Ft. Lauderdale, Florida.

TresCom states that the transfer of control of LCR to TresCom will have no adverse impact on existing services or subscribers of LCR. TresCom also states that there are no pending or final judgments or decisions against TresCom from any state or federal agency which involve customer service or rates.

The Staff of the Commission (Staff) filed a Memorandum on June 19, 1998, indicating that TresCom is in the process of acquiring all the issued and outstanding stock of LCR. Staff recommends that the transfer of control be approved. Staff indicates the acquisition would further the public interest by allowing LCR to realize significant economies of scale and increase its efficiency. Staff states that customers of LCR will continue to be served and billed by LCR under its tariffs and operating authority.

On July 10 the Commission issued a Notice of Agenda Setting and Request for Additional Information to inform the parties that the Commission had withdrawn the application from its July 10 agenda and placed it on the July 16 agenda so that the Commission might receive additional information about the transaction before making its final decision. The item was also withdrawn from the July 16 agenda. On July 17 the applicant filed additional information including an organizational chart showing the relationship of the companies as of October 27, 1997, an explanation that Schedule 6.15 of the Stock Purchase and Sale Agreement was never utilized with the original agreement, that the closing of the stock purchase transaction has already taken place, and notification that TresCom has been acquired by Primus Telecommunications Group, Incorporated (Primus). Primus is a Delaware holding company which currently has a subsidiary authorized to provide telecommunications services in Missouri.

The Commission has reviewed the application, Staff's recommendation, and the additional information submitted by TresCom, and determines that the acquisition of stock will have no adverse impact on the Missouri customers of LCR. Therefore, the Commission determines that

the transaction is not detrimental to the public interest and should be approved.

IT IS THEREFORE ORDERED:

1. That the application filed by TresCom International, Inc. on March 30, 1998, is approved.
2. That, TresCom International Inc., is authorized to acquire control of Least Cost Routing, Inc.
3. That the parties are authorized to take any and all actions necessary to effect the acquisition and transfer of control authorized by this order.
4. That this order shall become effective on December 4, 1998.
5. That this case may be closed on December 7, 1998.

BY THE COMMISSION



Dale Hardy Roberts
Secretary/Chief Regulatory Law Judge

(S E A L)

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

Dippell, Regulatory Law Judge

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COMMISSION COUNSEL
PUBLIC SERVICE COMMISSION