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**STATE OF MISSOURI  
PUBLIC SERVICE COMMISSION**

At a session of the Public Service Commission held at its office in Jefferson City on the 18th day of December, 1997.

In the Matter of the Application of Tel-Save, Inc. )  
and Access Network Services, Inc., for Approval of ) **Case No. TM-98-38**  
Agreement and Plan of Merger. )  
)

**ORDER DISMISSING APPLICATION**

On July 28, 1997, Tel-Save, Inc. d/b/a Tel-Save Incorporated of Pennsylvania d/b/a The Phone Company and Access Network Services, Inc. (together the "Applicants") filed an application pursuant to Section 392.300, RSMo 1994, and 4 CSR 240-2.060(6)(H) seeking approval of the Missouri Public Service Commission for the merger of Shared Technologies Fairchild, Inc. (ANSI's parent company), with TSHCo, Inc., a new wholly owned subsidiary of Tel-Save Holdings, Inc. (Tel-Save's parent company), with TSHCo being the surviving corporation. The Commission issued an Order Approving Merger on October 15, and directed Applicants to file a pleading notifying the Commission of the closing date of the merger within 30 days after the completion of the transaction. On December 9, Applicants filed a letter notifying the Commission that the merger agreement was terminated on November 20 and that the approved merger will not be consummated.

The Commission finds that since the merger agreement has been terminated and the approved merger will never take place, the Application for approval of the Agreement and Plan of Merger will be dismissed.

**IT IS THEREFORE ORDERED:**

1. That the Application for approval of merger filed by Tel-Save, Inc. d/b/a Tel-Save Incorporated of Pennsylvania d/b/a The Phone Company and Access Network Services, Inc., is dismissed.
2. That this order shall become effective on December 30, 1997.
3. That this case shall be closed on December 31, 1997.

**BY THE COMMISSION**



**Dale Hardy Roberts**  
**Secretary/Chief Regulatory Law Judge**

( S E A L )

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

Hennessey, Regulatory Law Judge