

**BEFORE THE  
MISSISSIPPI PUBLIC SERVICE COMMISSION**

Application for Authority to	)	
Transfer Ownership and Control of the	)	
Subsidiaries of Access One	)	Docket No. 2000-UA-327
Communications Corp.	)	
to Talk.com, Inc.	)	

**ORDER**

Talk.com, Inc. ("Talk.com") and Access One Communications Corp. ("Access One") on April 19, 2000, filed with the Mississippi Public Service Commission a Joint Application for authority from the Mississippi Public Service Commission ("Commission") to transfer ownership and control of the two wholly-owned subsidiaries of Access One, The Other Phone Company d/b/a Access One ("Access One-Sub") and OmniCall, Inc. ("OmniCall"), from the current shareholders of Access One to Talk.com. The Commission, being fully apprised in the premises and having considered the documents, pre-filed testimony, and the record before it, as authorized by law, and after the Public Utilities Staff having investigated the matter and having no objection thereto and upon the Staff's recommendation, finds as follows:

1. The Commission has jurisdiction to enter this Order and the entry hereof is in the public interest.
2. Due and proper notice of the Application was given to all interested parties as required by law and the Commission's Public Utility Rules and Procedure.
3. No protest, objection or other pleading contesting the granting of the requested relief is before the Commission.
4. Access One is a privately held, New Jersey corporation with its headquarters at 3427 NW 55<sup>th</sup> Street, Fort Lauderdale, FL 33309. Through its subsidiaries, Access One-Sub and

OmniCall, Access One provides a combination of facilities-based and resold local and resold long distance telecommunications services. Access One-Sub received its certificate to provide local and long distance telecommunications service in Mississippi on January 5, 1999 by Docket Number 98-UA-0381. In October, 1999, Access One acquired the stock of OmniCall. OmniCall received its certificate to provide local and long distance communications in Mississippi on October 19, 1998 by Docket Number 98-UA-515.

5. Talk.com is a Delaware corporation whose principal offices are located at 12020 Sunrise Valley Drive, Suite 250, Reston, Virginia 20190. Talk.com is publicly traded on the NASDAQ stock market under the symbol "TALK."

6. On March 27, 2000, Talk.com announced that it had signed a definitive merger agreement whereby Talk.com will acquire Access One. After the consummation of the merger Talk.com then will own 100% of Access One. Access One, through its subsidiaries, Access One-Sub and OmniCall, will continue to operate under the same name and operating authority. Access One-Sub and OmniCall also will continue to operate under the same rates, services, and tariff. Thus, the transfer of control should be transparent to customers.

7. Talk.com is qualified financially and managerially to control the telecommunications assets of Access One and its subsidiaries. The proposed acquisition transaction is therefore in the public interest and is proposed in good faith.

**IT IS, THEREFORE, ORDERED** as follows:

1. The proposed merger agreement that will result in the acquisition by Talk.com of all of the common stock of Access One is hereby approved and authorized as requested in the Application.

2. Following the transaction The Other Phone Company d/b/a Access One and OmniCall will continue to operate in Mississippi under their current certificates of public convenience and necessity and tariffs as the same may from time to time be amended.

6. This Order is effective as of the date hereof.

SO ORDERED, on this the 6<sup>th</sup> day of June, 2000.

Chairman Nielsen Cochran voted Aye; Vice-Chairman Michael Callahan voted Aye, and Commissioner Bo Robinson voted Aye.

MISSISSIPPI PUBLIC SERVICE COMMISSION



Nielsen Cochran  
Nielsen Cochran, Chairman

Michael Callahan  
Michael Callahan, Vice-Chairman

Bo Robinson  
Bo Robinson, Commissioner

ATTEST:  
A True Copy

Brian U. Ray  
BRIAN U. RAY, Executive Secretary