

SECRETARY'S RECORD, NEBRASKA PUBLIC SERVICE COMMISSION

BEFORE THE NEBRASKA PUBLIC SERVICE COMMISSION

In the Matter of the Joint Application of Intelicom International Corp. of Clearwater, Florida, and S4 Corporation of Indianapolis, Indiana, seeking approval of stock acquisition agreement.) Application No. C-2109
) GRANTED
) Entered: November 4, 1999

BY THE COMMISSION:

By joint application filed August 23, 1999, Intelicom International Corp. (Intelicom) of Clearwater, Florida, and S4 Corporation (S4) of Indianapolis, Indiana, seek approval of a stock acquisition agreement. Notice of the application was published in The Daily Record, Omaha, Nebraska, on August 26, 1999. No protests were filed; therefore, this application is processed pursuant to the Commission's Rule of Modified Procedure.

O P I N I O N A N D F I N D I N G S

Intelicom is a privately-held Florida corporation authorized by this Commission to provide intrastate interexchange telecommunications services on February 2, 1996, pursuant to Application No. C-1268.

S4 is a privately-held Indiana corporation. S4 does not directly provide telecommunications services, but rather acts as a holding company of subsidiaries that offer such services.

The proposed transaction will result in the purchase of all outstanding and issued shares of Intelicom's common stock by S4. Following the transaction, Intelicom will become a wholly-owned subsidiary of S4 and will continue to operate, in all material aspects, as it currently operates. The technical and managerial personnel of Intelicom will remain unchanged following the transaction and the financial ability of Intelicom will not be adversely affected. Furthermore, the application is in the public interest because it will result in greater operating efficiencies and will improve Intelicom's access to capital.

Upon consideration of the application, the governing statutes and rules, and being fully informed, the Commission is of the opinion and finds the application should be granted.

O R D E R

IT IS THEREFORE ORDERED by the Nebraska Public Service Commission that Application No. C-2109 be, and it is hereby, granted.

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MADE AND ENTERED at Lincoln, Nebraska, this 4th day of November, 1999.

NEBRASKA PUBLIC SERVICE COMMISSION

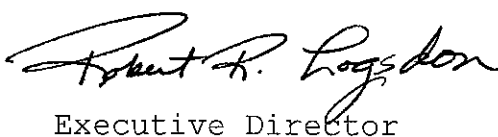
COMMISSIONERS CONCURRING:



//s//Lowell C. Johnson
//s//Frank E. Landis
//s//Daniel G. Urwiller


Chairman

ATTEST:


Executive Director