

June 17, 1997

VIA OVERNIGHT DELIVERY

990136 - TI

Blanca S. Bayo
Director, Division of Records & Reporting
Florida Public Service Commission
2540 Shumard Oak Blvd.
Tallahassee, FL 32399-0850

Re: Notification of Proposed Transfer of Control of Vista International Communications, Inc. (Vista) to ACC National Long Distance Corp. and Request for Cancellation of Vista Certificate

Dear Ms. Bayo:

On behalf of ACC National Long Distance Corp. ("ACC") and Vista International Communications, Inc. ("Vista") (collectively, "the Parties"), this letter is to notify the Commission of the proposed transfer of 100% of Vista's stock to ACC. In addition, Vista hereby requests cancellation of its certificate subsequent to the transfer of Vista stock to ACC. Coincident to the cancellation of Vista's certificate, ACC will continue to provide service to Vista's Florida customers. ACC and Vista are nondominant carriers separately authorized by this Commission to provide resold interexchange telecommunications services within the State of Florida. Neither ACC nor any of its affiliates are affiliated with Vista. A description of the Parties and the proposed transaction is provided below.

It is the understanding of the Parties that prior Commission approval is not required for the transfer of control transaction described herein. Accordingly, absent receipt of written notification to the contrary within thirty (30) days, the Parties will proceed on the understanding that no approval or other formal action with respect to the proposed stock transfer is required by the Commission.

Commission approval, however, is required for the cancellation of Vista's certificate. Therefore, the Parties respectfully request that the Commission authorize the cancellation of Vista's certificate, following notification from ACC as to the corporate dissolution of Vista.

Description of the Parties

ACC is a Delaware corporation with principal offices located at 400 West Avenue, Rochester, New York 14611. ACC was incorporated in 1994, and has been a provider of resold

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3000 K STREET, N.W. ■ SUITE 300
WASHINGTON, D.C. 20007-5116

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(202)424-7500 ■ TELEX 701131 ■ FACSIMILE (202)424-7645

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long distance telecommunications services since that time. ACC provides resold intrastate interexchange telecommunications services in Florida pursuant to certification granted by this Commission on March 8, 1995 in Docket No. 941206-TI. ACC also provides interstate and international telecommunications services as a nondominant common carrier pursuant to authority of the Federal Communications Commission ("FCC").

Vista is a New Jersey corporation with principal offices located at 200 Valley Road, Suite 207, Mt. Arlington, New Jersey 07856. Vista is a nondominant telecommunications carrier authorized to provide resold interexchange telecommunications services in 16 States, pursuant to certification, registration, or on an unregulated basis. In Florida, Vista is authorized to provide resold intrastate interexchange telecommunications services pursuant to certification granted by this Commission on May 20, 1994 in Docket No. 940178-TI. Vista also provides interstate and international telecommunications services as a nondominant common carrier, pursuant to authority of the FCC.

Description of the Transaction

ACC and Vista have entered into an agreement whereby ACC will purchase all of the outstanding shares of capital stock of Vista. Following the acquisition of the Vista stock by ACC, Vista may temporarily continue to operate in Florida under its own name and pursuant to its Florida certification. Ultimately, however, Vista's Florida customers will be transferred to, and served pursuant to the Florida tariffs of, ACC. Consequently, at some time following the acquisition of Vista (which may be immediately or within a short time thereafter), Vista will be dissolved, whereupon ACC will continue the provision of service to Vista's Florida customers. Coincident thereto, ACC will revise its Florida tariff to reflect Vista's Florida services and the associated rates and charges.¹⁷ In addition, ACC will notify the Commission of the corporate dissolution of Vista and request the cancellation of Vista's certificate.

ACC, through the resources of its parent, ACC Corp., is financially well qualified to consummate the proposed transaction. ACC Corp. is a publicly-held Delaware corporation which is the parent company of a number of non-dominant carrier subsidiaries that resell domestic and international long distance service from various facilities-based carriers. ACC Corp. had 1996 annual revenues in excess of \$308 Million.

¹⁷ The Parties anticipate that ACC's rates for many of Vista's services will be lower than those currently charged by Vista in its Florida tariff. In no instance, however, will ACC's rates and charges for Vista services exceed those charged by Vista in its currently effective Florida tariff.

affordable telecommunications services to Vista's Florida end-users. As such, the proposed acquisition of Vista by ACC will neither disrupt service nor cause inconvenience or confusion to Vista's customers. Indeed, the transaction will be virtually transparent to Vista's customers in terms of the services they receive. Similarly, because ACC will continue to provide service to Vista customers after the dissolution of Vista, the abandonment of service proposed by Vista will have no effect on Vista's end-user customers.^{2/}

Consummation of the proposed stock acquisition will serve the public interest in promoting competition among interexchange telecommunications carriers by providing ACC the opportunity to strengthen its position in the competitive telecommunications marketplace. The proposed acquisition will invigorate competition by enabling ACC to pursue its marketing and business plans more effectively by combining the financial and technical resources of Vista with its own resources. Moreover, Vista's customers will benefit from the extensive managerial skills, background, and experience of ACC in providing telecommunications services to the public. Furthermore, the stock acquisition will enable Vista's customers to benefit from the extensive service offerings and competitively priced service plans offered by ACC. In sum, the proposed transfer of control will benefit the public interest by enhancing the ability of ACC to offer a full range of competitively priced services in the Florida interexchange marketplace.

Conclusion

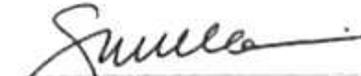
It is the understanding of the Parties that prior Commission approval is not required for the transfer of control transaction described above. In the event, however, that the Commission determines that approval is required for the proposed stock transfer, the Parties respectfully request that the Commission consider this letter as a request for expedited approval. Absent receipt of written notification to the contrary within thirty (30) days, the Parties will proceed on the understanding that no approval or other formal action with respect to the proposed stock transfer is required by the Commission. Following the corporate dissolution of Vista, ACC will request the cancellation of Vista's certificate.

^{2/} ACC similarly will continue the provision of service to Vista customers in other States, either directly or through affiliates of ACC Corp. that are providing service in such other States.

June 17, 1997
Page 4

Please do not hesitate to contact the undersigned with any questions or comments regarding this transaction.

Sincerely,



Dana Frix, Esq.
Grace R. Chiu, Esq.

Counsel for
ACC National Long Distance Corp.

For Vista International Communications, Inc.:

John W. Butler, Esq.
SCHER & BLACKWELL
2000 L. Street, N.W., Suite 612
Washington, D.C. 20036

Daniel J. Venuti, Esq.
ACC LONG DISTANCE CORP.
400 West Avenue
Rochester, NY 14611