

COMMONWEALTH OF KENTUCKY
BEFORE THE PUBLIC SERVICE COMMISSION

In the Matter of:

THE JOINT APPLICATION OF TELESPECTRUM,)
INC., AND INDEPENDENT CELLULAR)
NETWORK, INC. FOR APPROVAL OF THE)
TRANSFER OF ALL OUTSTANDING AND)
ISSUED COMMON AND PREFERRED SHARES) CASE NO. 96-371
OF INDEPENDENT CELLULAR NETWORK, INC.)
TO TELESPECTRUM, INC. AND THE MERGER)
OF INDEPENDENT CELLULAR NETWORK, INC.)
INTO TELESPECTRUM, INC.)

O R D E R

TeleSpectrum, Inc. ("TeleSpectrum"), Independent Cellular Network Partners ("ICNP"), CC Industries, Inc. ("CCI"), Independent Cellular Network, Inc. ("ICN"), David Winstel ("Winstel") and James A. Dwyer, Jr. ("Dwyer"), filed a joint application pursuant to KRS 278.020(4) and (5) for approval of the acquisition of ICN by TeleSpectrum. The acquisition will be accomplished by the transfer of ICNP, CCI, Winstel and Dwyer to TeleSpectrum of all outstanding and issued common and preferred shares of ICN, and the merger of ICN into TeleSpectrum, with TeleSpectrum surviving the merger. TeleSpectrum further requests approval of the adoption of ICN's tariff currently on file with the Commission.

TeleSpectrum is a Kansas corporation authorized to do business in New York, Virginia, North Carolina, South Carolina, Indiana, Ohio and Texas. ICN, a Delaware corporation, was granted authority to provide cellular service in Case No. 10173.¹

KRS 278.020(4) provides that no person shall acquire or transfer ownership or control, or the right to control, any utility under the jurisdiction of the Commission without prior approval of the Commission. KRS 278.020(5) prohibits any person or entity from acquiring control of any utility under the jurisdiction of the Commission without prior approval.

The applicant represents that there will be no impairment or interruption of service to Kentucky subscribers as a result of this transaction since TeleSpectrum will continue to offer service to the public under the terms and conditions of service set forth in its approved tariff on file with the Commission. The acquisition will be transparent to ICN subscribers which shall continue to receive the same quality of service presently provided by ICN. Service for an indefinite period will continue to be provided by TeleSpectrum under the trade name of "Wireless One," which name currently is utilized by ICN. Ultimately, service will be provided under the name of 360° Communications.

¹ Case No. 10173, The Application of Independent Cellular Network, Inc., (1) for the Issuance of a Certificate of Public Convenience and Necessity to Provide New Domestic Public Cellular Radio Telecommunications Service to the Public in Greenup, Carter and Boyd Counties, Kentucky, and (2) for the Issuance of an Order (a) Approving the Abstention from Rate and Tariff Regulation by the Public Service Commission of Kentucky and "Informational Reporting" Status, or in the Alternative, (b) Approving Rates, Charges, Rules and Regulations on a Basis Coordinated with the West Virginia Public Service Commission.

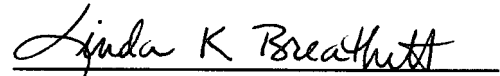
The Commission finds that the information of record in this case filed by TeleSpectrum demonstrates that it has the financial, technical, and managerial abilities to continue to provide reasonable service in Kentucky. Consequently, the acquisition should be approved.


IT IS THEREFORE ORDERED that:

1. The acquisition of ICN by TeleSpectrum is approved.
2. The adoption by TeleSpectrum of ICN's tariff is approved.
3. Within 10 days of the date of this Order, TeleSpectrum shall file its adoption notice tariff.

Done at Frankfort, Kentucky, this 7th day of October, 1996.

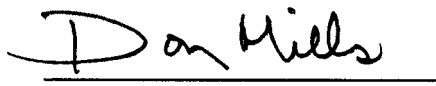
PUBLIC SERVICE COMMISSION


Chairman


Vice Chairman


Commissioner

ATTEST:


Executive Director