

BEFORE THE MINNESOTA PUBLIC UTILITIES COMMISSION

Edward A. Garvey

Chair

Joel Jacobs

Commissioner

Marshall Johnson

Commissioner

Gregory Scott

Commissioner

Don Storm

Commissioner

To: Erich Spangenberg, President
SmarTalk TeleServices, Inc.
1640 South Sepulveda Blvd., Suite 500
Los Angeles, California 90025

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Steven C. Clay
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Minneapolis, Minnesota 55415

In the Matter of a Joint Petition of SmarTalk Teleservices, Inc., SmarTel Communications, Inc., and GTI Telecom, Inc. for SmarTalk to Acquire Control of SmarTel and GTI Without Penalties for Acquisition Without Prior Commission Approval

The above entitled matter has been considered by the Commission and the following disposition made:

Approved the joint petition of SmarTalk TeleServices, Inc., SmarTel Communications, Inc., and GTI Telecom, Inc. for SmarTalk to acquire control of SmarTel and GTI, and approved the parties' settlement in accordance with its terms.

The Commission agrees with and adopts the recommendations of the Department of Public Service which are attached and hereby incorporated in the Order.

BY ORDER OF THE COMMISSION

Burl W. Haar
Executive Secretary

(S E A L)

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