

STATE OF VERMONT
PUBLIC SERVICE BOARD

Docket No. 6202

Petition of Qwest Communications Corporation)
for Approval of Agreement and Plan of Merger)
between Amerifax, Inc. d/b/a AmeriConnect .)
and Phoenix Network, Inc. and Request for)
Revocation of the Certificate of Public Good for)
Amerifax, Inc. d/b/a AmeriConnect)

CERTIFICATE OF CONSENT ISSUED
PURSUANT TO 30 V.S.A. SECTION 109

IT IS HEREBY CERTIFIED that the Public Service Board of the State of Vermont has this date found and adjudged that the merger of Amerifax, Inc. d/b/a AmeriConnect ("AmeriConnect") with and into Phoenix Merger Corp., a wholly-owned special purpose subsidiary of Phoenix Network, Inc. ("Phoenix"), and the resulting establishment of AmeriConnect as a subsidiary of Phoenix, will promote the public good. Petitioner shall file this Certificate of Consent with the Vermont Secretary of State, pursuant to 30 V.S.A. § 109.

DATED at Montpelier, Vermont, this 27th day of July, 1999.

s/ Michael H. Dworkin)

) PUBLIC SERVICE

s/ Suzanne D. Rude)

) BOARD

s/ David C. Coen)

) OF VERMONT

OFFICE OF THE CLERK

FILED: July 27, 1999

ATTEST: s/ Susan M. Hudson
Clerk of the Board

NOTICE TO READERS: This decision is subject to revision of technical errors. Readers are requested to notify the Clerk of the Board of any technical errors, in order that any necessary corrections may be made.