

***Exhibit F***

***Public Interest Showing***

The pending share exchange will enable the shareholders of One Horizon Group plc, (“One Horizon”) the ultimate parent and indirect owner of Shared Data Networks, LLC (“Shared Data”) to acquire an approximately equivalent equity ownership position in Intelligent Communication Enterprise Corp. (“ICE”) This will create synergies and economic benefits to the parties and allow for continuity of operations to customers presently being served by Shared Data, thereby advancing the public interest. Closing on the present transaction will also permit the parties to proceed with plans to focus their attention on business pursuits outside the field of regulated telecommunications services. Upon approval of this *pro forma* transaction, Shared Data presently intends to return to the Commission for its consent to transfer or assign its facilities to third parties, thereby allowing ICE to focus entirely on its new ventures.