

COMMONWEALTH OF KENTUCKY
BEFORE THE PUBLIC SERVICE COMMISSION

In the Matter of:

THE TRANSFER OF CONTROL OF TELAMARKETING)
COMMUNICATIONS OF SOUTHERN KENTUCKY) CASE NO. 10408

O R D E R

By letter dated September 30, 1988, Telamarketing Communications of Southern Kentucky ("TMC") advised the Commission that an interest in TMC's long-distance utility business had been acquired by Wright Businesses, Inc. On October 4, 1988, the Commission's Executive Director advised Wright Businesses, Inc. that Commission approval is required prior to the transfer of control of a utility business. The matter was then formally docketed for consideration by the Commission. Additional information was sought by the Commission Staff. Such information was filed on January 6, 1989. This Order approves the transfer of control.

DISCUSSION

TMC is a tariffed interexchange carrier providing long-distance services in Western Kentucky. Wright Businesses, Inc., using the d/b/a Long-Distance Management, operates as a tariffed interexchange carrier providing services in Western Kentucky. Pursuant to an agreement, Wright Businesses, Inc. has acquired a 51 percent joint venture interest in TMC from Incapco, Inc., a Nevada corporation. According to the terms of the agreement, the transfer of the Joint Venture interest is subject to Commission

approval. After Commission approval, TMC will continue to be operated using the name TMC. The change in control of TMC will be transparent to TMC's customers.

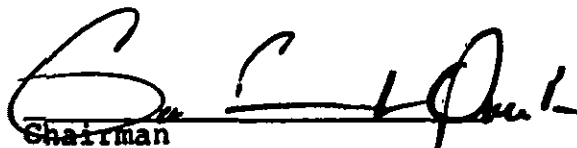
TMC has informed the Commission that it derives a greater portion of its gross revenue from interstate business than from business within Kentucky. Thus, KRS 278.020(4) is applicable to this matter, while KRS 278.020(5) is not.

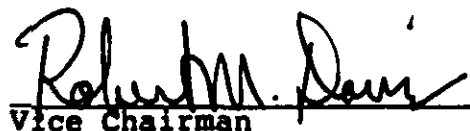
The Commission, having considered evidence filed by Wright Businesses, Inc. relating to its operation as an interexchange telephone utility, finds that Wright Businesses Inc. possesses the requisite financial, managerial, and technical abilities to continue providing reasonable service after the acquisition of Incapco's interest in TMC. Additionally, the transfer will not affect the ability of TMC to provide reasonable service.

IT IS THEREFORE ORDERED that the transfer of the 51 percent joint venture interest in TMC from Incapco, Inc. to Wright Businesses, Inc. be and it hereby is approved.

Done at Frankfort, Kentucky, this 3rd day of February, 1989.

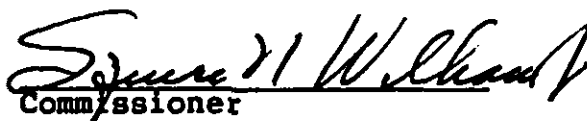
PUBLIC SERVICE COMMISSION


Chairman


Vice Chairman

ATTEST:

Executive Director


Commissioner