

COMMONWEALTH OF KENTUCKY

BEFORE THE PUBLIC SERVICE COMMISSION

In the Matter of:

JOINT APPLICATION OF ADVANCED)	
TELECOMMUNICATIONS CORPORATION,)	
AMERICALL SYSTEMS OF LOUISVILLE,)	CASE NO.
AND AMERICALL DIAL O SERVICES,)	91-457
INC. FOR AN ORDER APPROVING A)	
TRANSFER OF OWNERSHIP)	

O R D E R

On December 11, 1991, the Commission received a joint application from Advanced Telecommunications Corporation d/b/a ATC Long Distance ("ATC Long Distance"), AmeriCall Systems of Louisville ("AmeriCall) and Americall Dial O Services, Inc. ("Dial O") pursuant to KRS 278.020(4) and (5), requesting approval of transactions whereby ATC Long Distance will acquire ownership of AmeriCall and Dial O. On December 13, 1991, the Commission received a supplement to the application indicating that AmeriCall Systems, Inc., a subsidiary of ATC Long Distance formed for the purpose of acquiring AmeriCall, should be considered an additional applicant in this proceeding.

ATC Long Distance, AmeriCall Systems, Inc., AmeriCall and Dial O have entered into agreements concerning the proposed transfer of ownership. AmeriCall Systems, Inc. will acquire all of the interests of the joint venturers of AmeriCall in exchange for cash and retirement of certain indebtedness. ATC Long

Distance will acquire all of the capital stock of Dial O in exchange for cash and the retirement of certain indebtedness. Moreover, pursuant to a "Transfer of Joint Venture Interests" agreement to be executed at closing, AmeriCall Systems, Inc. will assume various obligations of AmeriCall and its joint venturers.

After the transaction is completed, AmeriCall Systems, Inc., Dial O and ATC Long Distance will all be subject to the Commission's jurisdiction. ATC Long Distance will control both AmeriCall Systems, Inc. and Dial O. AmeriCall Systems, Inc. will adopt AmeriCall's existing Tariff K.P.S.C. No. 2. Dial O's tariff will not be adopted, inasmuch as Dial O will continue its corporate existence. Accordingly, the transactions will not result in a change in service to customers of any of the three entities. In addition, the transactions will not affect any pending investigations or other cases where AmeriCall or Dial O are respondents or parties. The proposed transactions will not alter the technical and managerial ability of AmeriCall and Dial O to provide reasonable service.

ATC Long Distance's financial ability to provide reasonable service has recently been determined by the Commission and is evidenced by our Order, in Case No. 91-177,¹ which granted ATC Long Distance authority to provide statewide telecommunications services in Kentucky. Moreover, based on a review of the

¹ Case No. 91-177, The Application of ATC Long Distance for a Certificate of Convenience and Necessity to Operate as Reseller of Telecommunications Services Within the State of Kentucky, Order dated August 26, 1991.

commitment letter between ATC Long Distance and AmeriCall Systems, Inc., it is clear that AmeriCall Systems, Inc. will have the financial backing of ATC Long Distance. Accordingly, AmeriCall Systems, Inc. and Dial O will possess the requisite financial ability to provide reasonable service.

Accordingly, based on the evidence of record and being advised, the Commission hereby finds that ATC Long Distance and AmeriCall Systems, Inc. possess the financial, technical and managerial ability to acquire the ownership interests of AmeriCall and Dial O. The Commission further finds that the proposed acquisitions are in accordance with law, for proper purposes, and are consistent with the public interest.

IT IS THEREFORE ORDERED that:

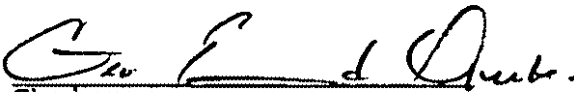
1. The joint application of ATC Long Distance, AmeriCall Systems, Inc., AmeriCall and Dial O be and it hereby is approved pursuant to KRS 278.020(4) and (5).
2. Within ten days after ATC Long Distance's acquisition of ownership and control of Dial O, ATC Long Distance shall file a notice with the Commission setting forth the date upon which ownership and control were acquired.
3. Within ten days after AmeriCall Systems, Inc.'s acquisition of ownership and control of AmeriCall, AmeriCall Systems, Inc. shall file a notice with the Commission setting forth the date upon which ownership and control were acquired.
4. Within 20 days of the date of the transfer of AmeriCall to AmeriCall Systems, Inc., AmeriCall Systems, Inc. shall file its

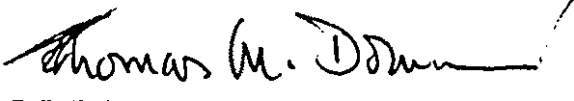
tariff with each page signed by an officer of the utility pursuant to 807 KAR 5:011, Section 3(4)(e) and (5)(c).

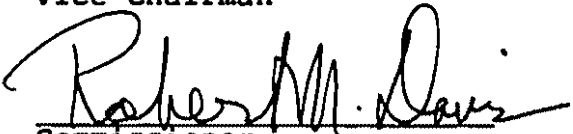
5. Should the proposed transfer not occur, ATC Long Distance, AmeriCall Systems, Inc., AmeriCall, and Dial O shall so notify the Commission.

Done at Frankfort, Kentucky, this 31st day of January, 1992.

PUBLIC SERVICE COMMISSION


Chairman


Vice Chairman


Commissioner

ATTEST:


Executive Director