

COMMONWEALTH OF KENTUCKY
BEFORE THE PUBLIC SERVICE COMMISSION

In the Matter of:

JOINT APPLICATION OF COMMUNICATION)
INVESTMENTS, LTD. ("CIL") AND)
TELEMARKETING COMMUNICATIONS OF)
EVANSVILLE, INC. ("TMCE") TO 1) TRANSFER)
THE ASSETS OF CIL TO TMCE AND 2) ISSUE) CASE NO. 10167
A CERTIFICATE OF PUBLIC CONVENIENCE AND)
NECESSITY TO TMCE TO PROVIDE RESALE OF)
TELECOMMUNICATION SERVICES AND OPERATION)
OF FACILITIES WITHIN KENTUCKY)

O R D E R

On February 16, 1988, Communications Investments, Ltd., d/b/a Telemarketing Communications of Evansville ("CIL") and Telemarketing Communications of Evansville, Inc., ("TMCE") filed a joint application pursuant to KRS 278.020(4) requesting that the Public Service Commission ("Commission") enter an order authorizing a transfer of the utility assets and liabilities of CIL to TMCE. The applicants also requested that TMCE be granted authority to operate as a utility within Kentucky, providing the services currently provided by CIL.

DISCUSSION

Telephone Management Corporation ("TMC"), a Delaware corporation, owns 99.9 percent of the equity and voting interest of CIL. TMC is also the sole owner of TMCE. CIL and TMCE share common facilities and equipment, and are managed by the same people. The proposed transfer appears to be one of form only, since CIL and TMCE are already operated together. CIL currently

provides service in Kentucky through the resale of WATS, while TMCE operates in the same manner in Indiana. After the transfer, TMCE will operate CIL's business in Kentucky. No change in services is contemplated, and TMCE intends to file an adoption notice pursuant to 807 KAR 5:011, Section 11.

The Commission believes that the proposed transfer is in the public interest and that TMCE has the financial, technical and managerial abilities to provide reasonable service as required by KRS 278.020(4).

FINDINGS AND ORDERS

The Commission, after consideration of the evidence of record and being advised, is of the opinion and finds that:

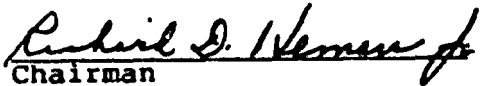
1. The proposed transfer of the assets of CIL to TMCE should be approved.
2. Resale authority granted to CIL should be transferred to TMCE.

IT IS THEREFORE ORDERED that:

1. The transfer of the assets of CIL to TMCE be and it hereby is approved;
2. The transfer to TMCE of resale operating authority granted to CIL be and it hereby is approved;
3. CIL shall file with the Commission an annual report for the portion of 1988 in which it operated the system;
4. TMCE shall file with the Commission an annual report for that portion of 1988 in which it operates the system; and
5. Within 30 days from the date of the transfer, TMCE shall file with the Commission an adoption notice and tariffs in accordance with 807 KAR 5:011, Section 11.

Done at Frankfort, Kentucky, this 1st day of March, 1988.

PUBLIC SERVICE COMMISSION


Chairman


Vice Chairman


Commissioner

ATTEST:

Executive Director