

COMMONWEALTH OF KENTUCKY
BEFORE THE PUBLIC SERVICE COMMISSION

In the Matter of:

THE JOINT APPLICATION OF TELEPHONE AND)	
DATA SYSTEMS, INC., AND TDS TELECOMMUNI-)	
CATIONS CORPORATION FOR THE TRANSFER OF)	CASE NO. 90-412
CERTAIN STOCK HELD BY TELEPHONE AND DATA)	
SYSTEMS, INC., TO TDS TELECOMMUNICATIONS)	
CORPORATION)	

O R D E R

On December 14, 1990, Telephone and Data Systems, Inc. ("Telephone and Data") and TDS Telecommunications Corporation ("TDS") filed a joint application requesting approval of the transfer by Telephone and Data to TDS of 100% of the stock of three local exchange telephone companies, Leslie County Telephone Company ("Leslie County"), Salem Telephone Company ("Salem"), and Lewisport Telephone Company ("Lewisport").

Telephone and Data holds the stock of Leslie County, Salem, and Lewisport, and operates each as a wholly owned subsidiary. TDS is a new, wholly-owned corporation of Telephone and Data. The stock of Leslie County, Salem, and Lewisport will be transferred to TDS to more clearly segregate Telephone and Data's utility operations from other segments of its telecommunications system.

Telephone and Data states that the transfer will be no more than an accounting entry on the books of Telephone and Data and TDS, with no adverse affect on the operations of the local exchange telephone companies. The stock transfer will not result

in any change or disruption in the operation of Leslie County, Salem, or Lewisport, and the subscribers of each will notice no change.


TDS has provided sufficient documentation to demonstrate that it has the managerial, technical, and financial resources to own and operate Leslie County, Salem, and Lewisport. The documentation also shows that TDS is ready, willing and able to acquire from Telephone and Data the stock of these local exchange telephone utilities.

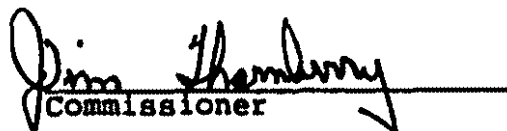
IT IS THEREFORE ORDERED that the transfer by Telephone and Data to TDS of the stock of Leslie County, Salem, and Lewisport be and it hereby is approved.

Done at Frankfort, Kentucky, this 13th day of February, 1991.

PUBLIC SERVICE COMMISSION


Chairman


Vice Chairmah


Commissioner

ATTEST:


Executive Director