

COMMONWEALTH OF KENTUCKY  
BEFORE THE PUBLIC SERVICE COMMISSION

In the Matter of:

THE PUBLIC OFFERING OF ACC CORP. AS IT        )  
AFFECTS DANBURY CELLULAR TELEPHONE CO.        ) CASE NO. 91-232

O R D E R

This matter arising upon the notice of public offering and request for Order of Danbury Cellular Telephone Co. ("Danbury") filed on July 5, 1991 requesting that the Commission issue an Order determining that approval of a public offering of stock by ACC Corp. ("ACC"), the parent corporation of Danbury, is unnecessary or in the alternative that approval be granted. Danbury is a wholly owned subsidiary corporation of ACC.

Danbury asserts that KRS 278.020(4) and (5) do not require the Commission to grant approval for this public offering. ACC proposes to offer what will consist of approximately 19.4 percent of the outstanding shares of the parent corporation. Because of its possibility of a change of control over Danbury through a change in control of ACC, the Commission declines to rule that it does not have jurisdiction over this transaction pursuant to KRS 278.020(4) and (5). Although Danbury asserts that no change of control will result from the public offering of ACC's stock, we believe that a change in control could occur, if, for example, one entity should purchase the entire issue of stock. The Commission has insufficient facts, given that the offering has not occurred,

to determine whether any individual, group, syndicate, general or limited partnership, association, corporation, joint stock company, trust or other entity would acquire direct or indirect control of Danbury and thus requiring prior approval pursuant to KRS 278.020(5).

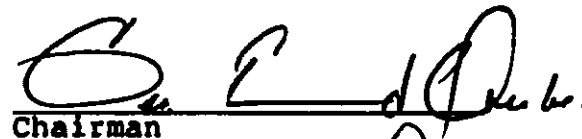
Similarly, there are insufficient facts at this time to determine if the proposed issue of stock will in fact "transfer ownership of or control, or right to control" Danbury and require prior approval pursuant to KRS 278.020(4). Therefore, an Order determining jurisdiction or necessity of approval of this would be premature at this time.

Insofar as Danbury does not seek to issue securities or assume any obligation or liability with respect to the issuance of securities by ACC, approval by this Commission pursuant to KRS 278.300 is unnecessary.

IT IS THEREFORE ORDERED that this case is dismissed without prejudice.

Done at Frankfort, Kentucky, this 22nd day of July, 1991.

PUBLIC SERVICE COMMISSION

  
Chairman

  
Vice Chairman

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Commissioner

ATTEST:

  
Executive Director