

COMMONWEALTH OF KENTUCKY
BEFORE THE PUBLIC SERVICE COMMISSION

In the Matter of:

APPLICATION FOR THE TRANSFER)
OF THE ASSETS OF THE LOUISVILLE)
DIVISION OF TELAMARKETING)
COMMUNICATIONS, INC. TO JTC) CASE NO. 9648
COMMUNICATIONS CORPORATION AND)
APPLICATION OF JTC COMMUNICATIONS)
CORPORATION FOR CERTIFICATE OF PUBLIC)
CONVENIENCE AND NECESSITY)

O R D E R

On July 21, 1986, Telamarketing Communications, Inc. (hereinafter "TMC, Inc.") and JTC Communications Corporation (hereinafter "JTC Communications") filed a joint application for approval to transfer all of the assets of the Louisville Division of TMC, Inc., to JTC Communications. In addition, JTC Communications has applied for a Certificate of Public Convenience and Necessity. JTC Communications is a Kentucky corporation having its principal place of business in Paducah, Kentucky. The terms of the transfer were set out in the Asset Purchase Agreement entered into by the parties.

The Commission has reviewed the Asset Purchase Agreement as well as the financial, technical, and managerial abilities of JTC Communications and is of the opinion that JTC Communications is ready, willing, and able to operate the Louisville Division of TMC, Inc.

In Exhibit F of the Application, JTC Communications states that the managers and other employees who are currently operating the TMC, Inc. system have agreed to remain with JTC Communications upon approval of the transfer. The Commission acknowledges that TMC, Inc.'s technical staff has been successfully operating the utility and, therefore, by retaining these employees JTC will be able to operate the system.

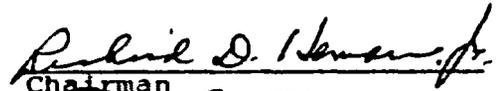
Thus, the Commission has approved the proposed transfer of the Louisville Division assets from TMC, Inc. to JTC Communications and has granted JTC Communications a Certificate of Public Convenience and Necessity.

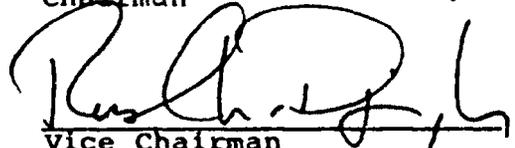
IT IS THEREFORE ORDERED that:

1. The transfer of assets of the Louisville Division from TMC, Inc. to JTC Communications be and it hereby is approved.
2. A Certificate of Public Convenience and Necessity be and hereby is granted to JTC Communications.
3. JTC Communications shall file with the Public Service Commission an executed copy of the Adoption Notice, corrected to read, in part, "resale of intrastate wide area," within 10 days from the date of this Order.
4. TMC, Inc. shall file an annual report covering the Louisville Division for the portion of 1986 which is prior to the transfer.

Done at Frankfort, Kentucky, this 10th day of September, 1986.

PUBLIC SERVICE COMMISSION


Chairman


Vice Chairman


Commissioner

ATTEST:

Executive Director