

SECRETARY'S RECORD, NEBRASKA PUBLIC SERVICE COMMISSION

BEFORE THE NEBRASKA PUBLIC SERVICE COMMISSION

In the Matter of the Application of)	Application No. C-433
Northeastern Telephone Company,)	
Central Nebraska Telephone Company,)	
Nebraska Telephone Company, Northern)	
Telephone Company and Union Telephone)	GRANTED
Company, Blair, Nebraska, for authority)	
to merge into one with the Northeastern)	
Telephone Company being the surviving)	Entered: December 6, 1983
corporation.	

APPEARANCES: For the Applicants
Wyman E. Nelson, Attorney
Blair, Nebraska

OPINION AND FINDINGS

BY THE COMMISSION:

By application filed August 29, 1983, applicants seek authority to merge into one effective at the close of business on December 31, 1983.

Notice of the filing of the application was published pursuant to the provisions of the Commission's Rules and Regulations. No protest to the application was filed.

Public hearing was held on the application on November 8, 1983, at 1:30 p.m., in the Commission Hearing Room, Lincoln, Nebraska, with appearances as set forth above.

Upon consideration of the application, the evidence adduced at the hearing and being fully advised, the Commission is of the opinion and finds that:

1. Central Nebraska Telephone is a corporation organized and existing under the laws of the State of Delaware and it is duly authorized to do business in Nebraska as a domesticated foreign corporation. The other four applicants: Northeastern Telephone Company, Northern Telephone Company, Nebraska Telephone Company and Union Telephone Company are all Nebraska Corporations organized and existing under the laws of the State of Nebraska. All have their principal place of business at Blair, Nebraska.

2. Applicants are all engaged in the telephone business as common carriers and are under regulation and jurisdiction of the Commission as to rates, service and general control.

3. Applicants have entered into a Plan of Merger (Exhibit 5) whereunder the five companies would be merged into one, effective at the close of business on December 31, 1983, with the Northeastern Telephone Company (now Great Plains Communications, Inc.) being the surviving corporation.

4. The five applicant corporations are controlled by Mr. Robert C. Hunt and his immediate family members of Blair, Nebraska, through ownership of all the common stock issued and outstanding.

5. Subsequent to this application being filed, the Articles of Incorporation of the Northeastern Telephone Company were amended to the extent of changing its name to Great Plains Communications, Inc. and increasing the maximum authorized stock. The Restated Articles of Incorporation were filed with the Nebraska Secretary of State on September 2, 1983.

6. Pursuant to Consent of and Waiver of Notice of all the Shareholders and Board of Directors of the five companies, a Joint Special Meeting was held on August 26, 1983, at Blair, Nebraska, whereat the Proposed Plan of Merger was approved. At this same meeting, the Shareholders and Board of Directors of the Northeastern Telephone Company approved the amendment to its Articles of Incorporation covering the changes referred to in item 5 above, as well as approving an entirely new set of By-Laws (Exhibit 9).

7. The various lending agencies of the Applicants have supplied letters of no objection to the Merger Proposal.

8. Approval of the Merger of the five companies into one will make for a more economical and efficient operation of the overall business of applicants.

9. That the Great Plains Communications, Inc., the surviving corporation under the merger, should be issued a Certificate of Convenience and Necessity to serve all the exchange areas presently served by the five companies involved in the merger, effective at the commencement of business on January 1, 1984.

10. Approval of the Merger will be of advantage to persons to whom service is rendered and in the public interest and the joint application should be granted with the merger becoming effective at the close of business on December 31, 1983.

ORDER

IT IS THEREFORE ORDERED by the Nebraska Public Service Commission that the Joint Application No. C-433 be and it is hereby granted with the Merger to become effective at the close of business on December 31, 1983.

IT IS FURTHER ORDERED that this order be and it is hereby made the Commission's Official Certificate of Convenience and Necessity of Great Plains Communications, Inc. to serve areas formerly served by the five telephone companies involved in this Merger, effective at the commencement of business on January 1, 1984.

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IT IS FURTHER ORDERED THAT Great Plains Communications, Inc. be and it is hereby ordered to file with the Commission a copy of its Balance Sheet as it will appear at the start of business on January 1, 1984, after the five companies are merged into one.

MADE AND ENTERED at Lincoln, Nebraska, this 6th day of December, 1983.

NEBRASKA PUBLIC SERVICE COMMISSION

Harold D. Simpson
Chairman

ATTEST:

Terrence L. Kubick
Executive Secretary

COMMISSIONERS CONCURRING:

Duane D. Gay