

SECRETARY'S RECORD, NEBRASKA PUBLIC SERVICE COMMISSION

BEFORE THE NEBRASKA PUBLIC SERVICE COMMISSION

In the matter of the application of)	Application No. C-684
General Telephone Company of the)	
Midwest, for authority to merge with)	GRANTED
certain other GTE subsidiaries.)	
)	Entered: November 12, 1986

APPEARANCES: For the applicant
John Murray
11 Eleventh Avenue
Grinnell, Iowa 50112
and
Victor E. Covalt, III
1500 American Charter Center
206 South 13th Street
Lincoln, NE 68508

OPINION AND FINDINGS

BY THE COMMISSION:

By its application filed September 2, 1986, General Telephone Company of the Midwest, seeks authority to merge with seven other subsidiaries of GTE Corporation to form a single corporation serving ten states.

Notice of the filing of the application was published on September 6, 1986, pursuant to the provisions of the Commission's Rules and Regulations. No protests or petitions for intervention were filed or received in regard to this application.

Pursuant to proper notice issued October 28, 1986, this matter was set for disposition by modified procedures as allowed by Rule 018.03 of the Rules of Commission Procedure for November 12, 1986 at the regular session of the Commission held at the Commission Hearing Room, 301 Centennial Mall South, Lincoln, Nebraska.

The affidavit of Gilbert E. Aldrich and the exhibits attached thereto were submitted by applicant in a timely manner and have been duly and properly considered by the Commission.

Upon consideration of the application, the affidavit and exhibits filed herein, and being fully advised of the premises, the Commission is of the opinion and finds that:

1. Applicant, General Telephone Company of the Midwest is a Missouri corporation with its principal office and place of business located at 11 Eleventh Avenue, Grinnell, Iowa, 50112.

2. As a public utility, applicant provides telephone communications services to members of the public within areas certified to it by the Nebraska Public Service Commission. Applicant is subject to the jurisdiction, regulation, supervision, and control of the Commission pursuant to Chapter 75, Revised Statutes of Nebraska.

Application No. C-684

Page two

3. By its application, applicant seeks approval to merge with the following companies:

General Telephone Company of Illinois, an Illinois corporation
 General Telephone Company of Indiana, an Indiana corporation
 General Telephone Company of Michigan, a Michigan corporation
 General Telephone Company of Ohio, an Ohio corporation
 General Telephone Company of Pennsylvania, a Pennsylvania corporation
 General Telephone Company of Wisconsin, a Wisconsin corporation
 Garrett Telephone Co., Inc., an Indiana corporation

Applicant and each of the aforementioned corporations are wholly owned subsidiaries of GTE Corporation, a New York corporation.

4. Applicant has entered into an Agreement of Merger, dated September 30, 1986, which upon completion, shall result in a single surviving corporation to be organized and existing under the laws of the State of Wisconsin. Said merger shall be accomplished and completed in accordance with exhibits A through F inclusive as set forth in the Affidavit of Gilbert E. Aldrich which has been received in evidence herein.

5. The capitalization and capital structure of the surviving corporation resulting from the merger is reasonable and appropriate.

6. The proposed merger is consistent with the public interest in that it will allow a more efficient and effective control of expenses of providing telecommunications services and an enhanced market presence both in providing competitive telephone communications services and in the procurement of capital not only within Missouri, Iowa, Nebraska and Minnesota, but also within the entire ten state area. The proposed merger will not adversely effect the ability of the surviving corporation to fulfill its duties as a public utility within the State of Nebraska. The application does not propose to increase or change any rates or charges.

ORDER

IT IS THEREFORE ORDERED by the Nebraska Public Service Commission that Application No. C-684 be and it is hereby granted and that General Telephone Company of the Midwest be and it is hereby authorized to merge with the above-named corporations and is further authorized to transfer all franchises, license permits and certificates within the jurisdiction of this Commission to the surviving corporation and said transfers are hereby approved; and that General Telephone Company of the Midwest is further authorized to undertake such acts and deeds necessary to carry out the plan of merger in accordance with the Agreement of Merger, Exhibit A.

IT IS FURTHER ORDERED that applicant shall file with this Commission notice of completion of the merger and the effective date thereof within thirty days after the effective date thereof.

Application No. C-684

Page three

IT IS FURTHER ORDERED that the surviving corporation, upon completion of the merger, shall have and be entitled to all franchises, certificates and permits of General Telephone Company of the Midwest, and shall be bound by and abide by all tariffs, orders and Rules and Regulations presently in effect as to the applicant.

MADE AND ENTERED at Lincoln, Nebraska, this 12th day of November, 1986.

NEBRASKA PUBLIC SERVICE COMMISSION

Eric Rasmussen
Vice Chairman

ATTEST:

Donald Adams
Executive Secretary

COMMISSIONERS CONCURRING:

James D. Lay
//s//James F. Munnelly
//s//Eric Rasmussen
//s//Harold D. Simpson