

BEFORE THE NEBRASKA PUBLIC SERVICE COMMISSION

In the Matter of Davel Communi-) Application No. C-1942
cations Group, Inc., Tampa,)
Florida, and Peoples Telephone)
Company, Inc., Miami, Florida) GRANTED
jointly seeking authority for)
approval of merger.) Entered: December 22, 1998

BY THE COMMISSION:

On November 17, 1998, an application was filed by Davel Communications Group, Inc., Tampa, Florida, and Peoples Telephone Co., Inc., Miami, Florida, jointly seeking authority for approval of merger. Notice of the application was published in The Daily Record, November 18, 1998. No protests were filed; therefore, we process this application pursuant to the Commission's Rule of Modified Procedure.

O P I N I O N A N D F I N D I N G S

Peoples Telephone Company, Inc. was granted a certificate to operate as a resale common carrier of intrastate interexchange interLATA and intraLATA telecommunications services within Nebraska through a transfer of authority previously held by Kantel Communications entered by this Commission through the granting of application C-990 on August 2, 1993. Davel Communications Group, Inc. is a corporation registered in the state of Illinois.

The applicants jointly request authority to merge Peoples Telephone Co., Inc. with Davel Communications Group, Inc. Peoples Telephone Co., while maintaining a separate legal and corporate identity, will become a wholly-owned subsidiary of Davel Communications. Under the merger agreement, holders of issued and outstanding shares of common stock of Peoples Telephone Co. will receive shares of the common stock of Davel Communications Group. The completed merger is conditioned upon the (a) the approval of the two companies' shareholders, (b) receiving regulatory approvals and the end of the waiting period, and (c) other necessary requirements and conditions being met. No definitive date has been set for a meeting of Peoples' shareholders.

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The transaction will be transparent to the customers of the existing telecommunication companies and there will be no disruption or confusion to consumers.

Upon consideration of the application, the governing statutes and rules, and being fully informed, the Commission is of the opinion and finds the application C-1942 should be granted.

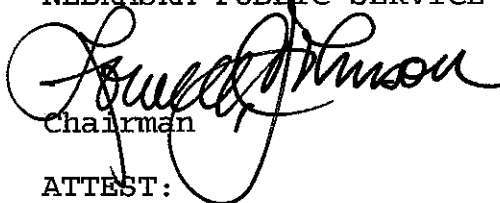
O R D E R

IT IS THEREFORE ORDERED by the Nebraska Public Service Commission that Application C-1942 be, and it is hereby, granted.

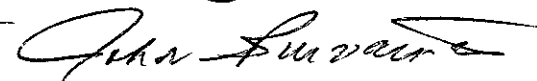
IT IS FURTHER ORDERED that a copy of the merger, once approved and consummated, be sent to the Nebraska Public Service Commission.

MADE AND ENTERED at Lincoln, Nebraska, this 22nd day of December 1998.

COMMISSIONERS CONCURRING: NEBRASKA PUBLIC SERVICE COMMISSION


Chairman

ATTEST:



//s//Lowell C. Johnson

Deputy Director

//s//Frank E. Landis

//s//Daniel G. Urwiller