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STATE OF MISSOURI  
PUBLIC SERVICE COMMISSION

At a session of the Public Service  
Commission held at its office  
in Jefferson City on the 4th  
day of November, 1999.

In the Matter of the Application of Big Planet     )  
Inc. and Nu Skin Enterprises, Inc., for Approval    ) Case No. TM-99-556  
of a Merger and Reorganization.                     )

ORDER APPROVING MERGER

On May 13, 1999, Big Planet, Inc. ("Big Planet"), and Nu Skin Enterprises, Inc. ("NSE"), by their counsel filed an application "pursuant to § 392.340 RSMo," to request approval of an internal reorganization to establish Big Planet as a wholly owned subsidiary of NSE. (Big Planet and NSE will be collectively referenced as the "Applicants"). The reorganization would be accomplished by merging Big Planet into a newly formed subsidiary of NSE, Big Planet Holdings, Inc. (Big Planet Holdings). While the corporate structure will change, actual ownership and control does not. Service to customers would continue under present service arrangements.

Big Planet is a Utah corporation, registered to do business in Missouri. The Commission granted Big Planet a certificate of service authority to provide intrastate interexchange telecommunications services in the State of Missouri, classified Big Planet as a competitive telecommunications company, and approved the tariff filed by Big Planet in a prior order in Case No. TA-98-546.

Applicants requested the Commission's approval of the proposed "reorganization" by June 30, 1999. However, before the Commission could act on the application, additional information and filings were required. On May 20, 1999, The Commission issued its *Order Directing Supplement to Application*. In addition to the information and filings requested in that *Order Directing Supplement*, the Applicants were directed to respond promptly to any inquiries by the Commission's Staff.

The Applicants filed their *Supplement to Application* on June 11, 1999. The *Supplement* was addressed to the matters raised in the Commission's May 20, 1999, order. Applicants indicated that Big Planet Holdings, Inc. (Big Planet Holdings), had applied for a corporate certificate of authority to transact business in the State of Missouri, and that as soon as it was available (from the Missouri Secretary of State), the certificate would be filed in this case. This information was not filed. Other information requested was provided on June 16 and 17, 1999. On September 28, 1999, the Commission issued its *Second Order Directing Supplement to Application* to request the filing of Big Planet Holdings' certificate of authority to transact business in the State of Missouri. On October 12, 1999, Applicants filed this documentation with the Commission.

On October 15, 1999, the Commission's staff filed its memorandum recommending approval of the merger and reorganization presented by the Applicants.

Under the *Application* it appears that Big Planet is being merged into Big Planet Holdings which, according to the application, is a

Delaware corporation and a wholly owned subsidiary of NSE. Big Planet will cease to exist and Big Planet Holdings will assume the name formerly used by Big Planet. The Applicants and the Staff have indicated that reorganization and merger does not change the actual ownership or control of the company and that the legal, technical, managerial and financial qualifications presented to provide telecommunications services is unchanged.

The Applicants and Staff indicated that Big Planet Holdings would, following the reorganization, continue to provide service to current customers under the present service arrangements, with no change in the rates, terms and conditions of service. The application presents no impact on the tax revenues of any political subdivision.

The Applicants stated that the proposed merger and reorganization would permit Big Planet Holdings to combine additional financial and management resources to grow, become more efficient and to compete effectively. The Staff recommendation indicated that the merger would serve the public interest by enhancing the ability of Big Planet Holdings to offer competitively priced services in the Missouri interexchange telecommunications marketplace.

The Commission has reviewed the application and Staff's recommendation and finds that the proposed merger and reorganization plan will have no adverse impact on the Missouri customers of Big Planet. The Commission finds that the transaction is not detrimental to the public interest and should be approved.

**IT IS THEREFORE ORDERED:**

1. That the application by Big Planet, Inc., and Nu Skin Enterprises, Inc., to merge and reorganize Big Planet, Inc., into Big Planet Holdings, Inc., is approved.

2. That Big Planet, Inc., and Nu Skin Enterprises, Inc., are authorized to take any and all actions necessary to effect the merger and reorganization authorized by this order.

3. That Big Planet, Inc., and Nu Skin Enterprises, Inc., shall file a notification with the Commission no later than ten days after the closing date of the transaction authorized by this order.

4. That this order shall become effective on November 16, 1999.

**BY THE COMMISSION**



**Dale Hardy Roberts**  
**Secretary/Chief Regulatory Law Judge**

( S E A L )

Lumpe, Ch., Drainer, Murray,  
and Schemenauer, CC., concur.  
Crumpton, C., absent.

Thornburg, Regulatory Law Judge

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COMMISSION COUNSEL  
PUBLIC SERVICE COMMISSION