

STATE OF MISSOURI
PUBLIC SERVICE COMMISSION

At a session of the Public Service
Commission held at its office
in Jefferson City on the 19th
day of June, 1991.

In the matter of the application of MidAmerican)
Communications Corporation to transfer, and of LDDS)
Communications, Inc. to acquire certain shares and)
control of MidAmerican Communications Corporation,) CASE NO. TM-91-333
and for permission and approval for MidAmerican)
Communications Corporation to borrow, guaranty and)
grant a security interest in collateral.)

ORDER APPROVING MERGER

On April 23, 1991, MidAmerican Communications Corporation (MCC) and LDDS Communications, Inc. (LDDS) filed a joint application pursuant to Section 392.300, RSMo Cum. Supp. 1990, for the sale to LDDS of MCC. MCC is a wholly-owned subsidiary of MidAmerican Technologies, Inc. (MTI), a Delaware corporation, and is certificated by this Commission to operate as a reseller of intrastate interexchange telecommunications services.

In addition, the Applicants request the Commission's approval for MCC to participate in an existing LDDS financial agreement approved by this Commission in Case No. TF-91-279 on March 15, 1991. The Applicants state that the proposed transaction is in the public interest because they will experience significant economic and marketing efficiencies as a result of the merger and MCC's customers will not be affected by the transaction since neither MCC's name nor the terms and conditions of its services will be affected.

On June 11, 1991, the Commission's Staff (Staff) filed a memorandum in this case recommending that the Commission grant the authority sought. Staff states that the projected changes in capital structure to LDDS as a result of the impending merger should not adversely affect the continued operations of that company.

The Commission has considered the sale of MCC to LDDS and has determined that the authority requested should be granted. Since MCC will continue to hold the

certificate of service authority and offer its services to its customers without change in the terms and conditions, there should be no effect on customers from the proposed sale. Section 392.300, RSMo Cum. Supp. 1990, requires that the Commission give its consent and authority before such a transaction can be concluded. The Commission will grant the consent and authority requested.

IT IS THEREFORE ORDERED:

1. That MidAmerican Communications Corporation be authorized hereby to transfer all of its shares and control of its corporation to LDDS Communications, Inc.
2. That MidAmerican Communications Corporation be permitted hereby to participate in the existing financing agreement approved by this Commission for LDDS Communications, Inc., in Case No. TF-91-279 on March 15, 1991.
3. That nothing in this order shall be considered as a finding by the Commission of the reasonableness of the expenditures or the value of any property herein involved. Furthermore, the Commission reserves the right to consider the ratemaking treatment to be afforded this transaction and its cost in any later proceeding.
4. That this order shall become effective on the 2nd day of July, 1991.

BY THE COMMISSION

Brent Stewart

Brent Stewart
Executive Secretary

(S E A L)

Steinmeier, Chm., Mueller, Rauch,
McClure, and Perkins, CC., Concur.