

STATE OF MISSOURI
PUBLIC SERVICE COMMISSION

At a Session of the Public Service
Commission held at its office
in Jefferson City on the 26th
day of August, 1992.

In the matter of the joint application of)
Missouri Microwave, L.P. to merge and) CASE NO. TM-92-267
transfer assets to LATA 520/521 Microwave)
Corporation.)

ORDER APPROVING MERGER AND TRANSFER OF ASSETS

On May 5, 1992, Missouri Microwave, L.P. (MM) and LATA 520/521 Microwave Corporation (LATA 520/521) jointly applied for a Commission order approving the merger of MM, and the transfer of its assets, to LATA 520/521. Joint Applicants applied pursuant to Section 392.300 RSMo, 1989.

MM is a Delaware partnership authorized to transact business in Missouri. MM was certificated to provide intrastate interexchange telecommunications service in Missouri in Case No. TA-92-28.

LATA 520/521 is a Florida Corporation authorized to do business in Missouri. Joint Applicants propose that MM's certificate, referenced above, would "be held by LATA 520/521" and that the sole customer of joint Applicants, CyberTel Cellular Telephone Company, will be notified of this application and of the adoption of MM's current tariff by LATA 520/521.

Applicants' verified application has attached as Exhibit 4 the Assignment Agreement by which the proposed merger and transfer will take place. Joint Applicants also aver that the proper corporate authority has been obtained to effect the merger and transfer.

On August 6, 1992, the Commission Staff filed its recommendation. Staff recommends that the Commission approve joint Applicants' application and also give conditional approval to joint Applicants' request to transfer the certificate now held by MM. Staff suggests that said approval of the transfer

of MM's certificate be conditioned on the Commission's subsequent approval of an adoption notice by LATA 520/521 of MM's tariffs, or by the filing of a new tariff by LATA 520/521.

Having considered the verified joint application by MM and LATA 520/521, and the favorable recommendation by Staff, the Commission has determined that it is not detrimental to the public interest to authorize said merger and transfer. The Commission also finds that MM's present certificate may be transferred to LATA 520/521 on the conditions suggested by Staff, supra.

IT IS THEREFORE ORDERED:

1. That the joint application for approval of merger and transfer of assets filed by Missouri Microwave, L.P., and LATA 520/521 Microwave Corporation on May 5, 1992, is hereby approved.

2. That Missouri Microwave L.P.'s certificate of service authority is hereby transferred to LATA 520/521 Microwave Corporation upon the filing by LATA 520/521 Microwave Corporation of an adoption, within 30 days of the effective date of this order, of the existing tariff or its filing a new tariff, as specified in the body of this order.

3. That this order shall be effective September 8, 1992.

BY THE COMMISSION

Brent Stewart

Brent Stewart
Executive Secretary

(S E A L)

McClure, Chm., Mueller, Rauch,
and Kincheloe, CC., Concur.
Perkins, C., Absent.