

At a Session of the Public Service Commission held at its office in Jefferson City on the 23rd day of September, 1992.

Sho-Me and CommuniGroup have contracted for Sho-Me to sell and CommuniGroup to purchase certain assets of Sho-Me, specifically the customer base, the Southwestern Bell Telephone Company (SWB) billing contract, all listed circuits leased by Sho-Me and approved by CommuniGroup, exclusive rights to the trade name, trademarks, copyrights and service marks, state corporate certification of good standing and franchise, records of billings and mailing counts, marketing material and methods relating to the State of Missouri and the

right to use such methods, and other assets related to the customer base. Details of this transaction are set out in an Asset Purchase and Sale Agreement on file with this Commission and protected as proprietary information by Commission rule.

On September 17, 1992, Commission Staff filed a memorandum recommending the Commission approve the transaction. Staff concluded that Sho-Me purchases long distance terminating service which is delivered to Sho-Me customers by SWB via a 950 number purchased from SWB. Sho-Me advertises the 950 number via direct mail and newspaper. Potential customers who dial the numbers 10778 (for equal access areas) or 950-1778 (for non-equal access areas) will employ this long distance service. This type of service is referred to as casual calling. Accounts are collected and taxes paid by SWB. Sho-Me has no pre-subscribed customers and retains no facilities in the State of Missouri. It is Staff's opinion that this transaction would be transparent to Sho-Me's customers since billing would continue to be done in Sho-Me's name and pursuant to Sho-Me's tariff. Also no service charge or interruption of service will be incurred by customers as a result of the sale.

The Commission finds, based on Staff's recommendation, that the proposed transaction is transparent and will have no adverse effect on customers. In addition, the buyer, CommuniGroup, is a relatively large company and has been doing business in Missouri under certification of convenience and necessity for some time. CommuniGroup is apparently also financially sound, as no evidence exists to indicate otherwise. Therefore, the Commission approves this transaction.

On August 14, 1992, the Commission issued an Order directing Applicants to notify customers of Sho-Me within 30 days of the proposed sale.

Subsequently, at the request of Staff, Applicants amended their joint application twice, once on August 28, 1992 and again on September 4, 1992, to

fully explain the exact nature of this transaction. Staff's recommendation was filed on September 17, 1992, recommending approval of the sale and requesting the previously ordered 30-day notice requirement be withdrawn. Staff's information in this matter was fully developed partly as a result of requiring Applicants to amend their application.

Staff and Applicants agree that as a result of the nature of the service, Sho-Me can identify its customers only with some difficulty and expense. Since customers are not pre-subscribed and use the service on a casual basis, billing is handled by the local exchange company (in this case SWB) and not Sho-Me. Sho-Me apparently receives payment for the service from the local exchange company without receiving any customer-specific information. Therefore, the Commission finds that notice is not necessary in this matter and withdraws its Order of August 19, 1992 requiring notice to customers.

IT IS THEREFORE ORDERED:

1. That the proposed sale of assets by Sho-Me Long Distance, Inc. to CommuniGroup of K.C., Inc. is approved as set out in the above-referenced Purchase and Sale Agreement and Second Amended Joint Application in this matter.
2. That Applicants are authorized to perform all things reasonably necessary to perform the joint transaction.
3. That nothing in this Order shall be considered as a finding by the Commission as to the value of the properties herein involved nor as to the value placed on them by Applicants.

4. That this order shall become effective on the 6th day of October,
1992.

BY THE COMMISSION

Brent Stewart

Brent Stewart
Executive Secretary

(S E A L)

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