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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 24th day of December, 1997.

In the Matter of the Application of ALLTEL)	
Communications, Inc. to Merge With Certain Wholly)	
Owned Subsidiaries of ALLTEL Mobile Communica-)	<u>Case No. TM-98-153</u>
tions, Inc., and for a Change of Control of)	
ALLTEL Communications, Inc. from ALLTEL Corpora-)	
tion to ALLTEL Mobile Communications, Inc.)	
)	

ORDER DISMISSING APPLICATION AND CLOSING CASE

ALLTEL Communications, Inc. (ACI) filed an Application on October 9, 1997, requesting approval of the merger of ACI with certain wholly owned subsidiaries of ALLTEL Mobile Communications, Inc. (AMC). Both ACI and AMC are subsidiaries of parent corporation ALLTEL Corporation. ACI moved for expedited consideration when it filed its Application.

Under the agreement attached to the Application, ACI would merge with certain subsidiaries of AMC, and ACI would be the surviving entity after the merger. ACI's parent, ALLTEL Corporation, would then sell its shares in ACI to AMC. ACI would then operate as a subsidiary of AMC, retaining its separate corporate status, officers, directors, and bylaws. ACI was issued a certificate of service authority to provide interexchange telecommunications services in Missouri on September 19, 1996, in Case No. TA-97-41. Under the agreement, ACI would keep its certificate and continue providing services to its customers in the same manner as before the merger, charging its currently tariffed prices.

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On November 6, the Commission Staff (Staff) filed its Memorandum recommending closure of the case. According to Staff, ACI was not required to file an application for approval of its merger plan because the Commission does not require this process where a merger or consolidation involves nonregulated parent corporations of a regulated company, and where there is no change in the operations of the regulated company. The Staff does not describe which of the companies involved in the proposed merger are regulated by the Commission.

ACI filed a Motion to dismiss its Application on December 5, relying on the Staff's recommendation. ACI did not identify which of the involved corporations are regulated by the Commission in its Motion. Nevertheless, the Commission has, on its own initiative, reviewed its records and determined that the only entity involved in the proposed transactions that currently has a certificate of service authority is ACI. On the basis of this information, the Commission finds that ACI was not required to file an application with the Commission for approval of its merger with the subsidiaries of AMC, and ALLTEL was not required to obtain approval for the transfer of its stock to AMC. The Commission concludes that ACI's Motion to Dismiss should be granted. Dismissal of the case will render moot ACI's Motion for Expedited Consideration.

THEREFORE, IT IS ORDERED:

- 1. That the Motion to Dismiss filed by ALLTEL Communications, Inc., is granted.
- 2. That the Motion for Expedited Consideration filed by ALLTEL Communications, Inc. is denied as moot.
 - 3. That this order shall become effective on December 30, 1997.

4. That this case shall be closed on December 31, 1997.

BY THE COMMISSION

Ask Hard Roberts

Dale Hardy Roberts

Secretary/Chief Regulatory Law Judge

(S E A L)

Lumpe, Ch., Crumpton, Drainer and Murray, CC., concur.

Randles, Regulatory Law Judge