

BEFORE THE FLORIDA PUBLIC SERVICE COMMISSION

In re: NOTICE OF MERGER BY AND BETWEEN) DOCKET NO. 891102-TI
 GALESİ VENTURES, INC. AND ADVANCED) ORDER NO. 22287
 TELECOMMUNICATIONS CORPORATION, AND)
 PETITION FOR APPROVAL OF RESULTING CHANGE)
 IN OWNERSHIP OF TELUS COMMUNICATIONS,)
 INC.)
 _____) ISSUED: 12-11-89

The following Commissioners participated in the disposition of this matter:

MICHAEL McK. WILSON, Chairman
 THOMAS M. BEARD
 BETTY EASLEY
 JOHN T. HERNDON

NOTICE OF PROPOSED AGENCY ACTIONORDER APPROVING CHANGE OF OWNERSHIP OF CERTIFICATE

BY THE COMMISSION:

Notice is hereby given by the Florida Public Service Commission that the action discussed herein is preliminary in nature and will become final unless a person whose interests are substantially affected files a petition for formal proceeding pursuant to Rule 25-22.029, Florida Administrative Code.

On August 31, 1989, Advanced Telecommunications Corporation (ATC) filed a notice of a merger agreement between Galesi Telecommunications, Inc. (GTI) and ATC Acquisition Sub, Inc. (ATC-sub) which is an acquisition subsidiary of ATC. A subsidiary of GTI, Telus Communications, Inc. (Telus), is presently certificated in Florida to provide intrastate interexchange telecommunications service. ATC is the parent corporation of the certificated interexchange carrier, Microtel, Inc. ATC is also the parent corporation of another IXC certificate holder, Transcall America, Inc.

The proposed merger is between ATC Acquisition Sub, Inc. and GTI. As a result of the merger, Telus will remain a subsidiary of GTI, and GTI will be a subsidiary of ATC.

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As a result of this pending merger, ATC petitioned the Commission for approval of the resulting change in control of Telus' IXC certificate.

Both Microtel and Telus currently provide MTS and WATS-like intrastate interEAEA service in Florida. Microtel and Telus are in good standing with this Commission and to date, have no rule violations on file with this Commission. Further, no outstanding complaints exist for either company.

ATC proposes to continue providing service through Microtel and Telus pursuant to their respective tariffs on file with this Commission for the present. However, ATC has stated that the merger between GTI and the acquisition subsidiary is the first step in the eventual consolidation of the now-separate operations into a common network. This consolidation could result in an elimination of redundant transmission and switching facilities. Although this integration could result in fewer participants in the interexchange market, it could also strengthen the companies' financial soundness which may benefit the combined customer base.

Since ATC proposes to continue providing service through Microtel and Telus pursuant to their respective tariffs on file with this Commission, it appears that no customers will be affected if the change in ownership is approved. Further, there is no reason to believe that this merger will result in any harm to the customers involved. Therefore, we can see no reason why the transfer in majority ownership of Telus to ATC should not be approved.

Based on the foregoing, it is hereby

ORDERED that the the transfer of control of Telus Communications, Inc., is approved effective upon completion of the protest period, if no protest is received. It is further,

ORDERED that, if no protest is filed, this docket will be closed after the effective date of the proposed agency action order upon and by issuance of the consummating order.

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By ORDER of the Florida Public Service Commission,
this 11th day of DECEMBER, 1989.



STEVE TRIBBLE, Director
Division of Records and Reporting

(S E A L)

JSR

NOTICE OF FURTHER PROCEEDINGS OR JUDICIAL REVIEW

The Florida Public Service Commission is required by Section 120.59(4), Florida Statutes, to notify parties of any administrative hearing or judicial review of Commission orders that is available under Sections 120.57 or 120.68, Florida Statutes, as well as the procedures and time limits that apply. This notice should not be construed to mean all requests for an administrative hearing or judicial review will be granted or result in the relief sought.

The action proposed herein is preliminary in nature and will not become effective or final, except as provided by Rule 25-22.029, Florida Administrative Code. Any person whose substantial interests are affected by the action proposed by this order may file a petition for a formal proceeding, as provided by Rule 25-22.029(4), Florida Administrative Code, in the form provided by Rule 25-22.036(7)(a) and (f), Florida Administrative Code. This petition must be received by the Director, Division of Records and Reporting at his office at 101 East Gaines Street, Tallahassee, Florida 32399-0870, by the close of business on January 2, 1990.

In the absence of such a petition, this order shall become effective on the day subsequent to the above date as provided by Rule 25-22.029(6), Florida Administrative Code, and as reflected in a subsequent order.

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Any objection or protest filed in this docket before the issuance date of this order is considered abandoned unless it satisfies the foregoing conditions and is renewed within the specified protest period.

If this order becomes final and effective on the date described above, any party adversely affected may request judicial review by the Florida Supreme Court in the case of an electric, gas or telephone utility or by the First District Court of Appeal in the case of a water or sewer utility by filing a notice of appeal with the Director, Division of Records and Reporting and filing a copy of the notice of appeal and the filing fee with the appropriate court. This filing must be completed within thirty (30) days of the effective date of this order, pursuant to Rule 9.110, Florida Rules of Appellate Procedure. The notice of appeal must be in the form specified in Rule 9.900(a), Florida Rules of Appellate Procedure.