

REQUEST TO ESTABLISH DOCKET
(PLEASE TYPE)

Date: July 8, 1996

Docket No. 990685-77

1. Division Name/Staff Name: Communications/T.Williams
2. OPR: T.Williams
3. OCR: _____

4. Suggested Docket Title: Request approval of Application for transfer of control of all outstanding stock of Ameritect Corporation (parent corporation of Ameritech Communications International, Inc., IXC Certificate No. 4688) to SBC Communications, Inc.

5. Suggested Docket Mailing List (attach separate sheet if necessary)

- A. Provide NAMES ONLY for regulated companies or ACRONYMS ONLY regulated industries, as shown in Rule 25-22.104, F.A.C.
- B. Provide COMPLETE name and address for all others. (Match representatives to clients.)

1. Parties and their representatives (if any)

_____	_____
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____

2. Interested Persons and their representatives (if any)

_____	_____
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____

6. Check one:

- Documentation is attached.
- Documentation will be provided with the recommendation.

I:\PSC\RAR\WP\ESTDKT.
PSC/RAR 10 (Revised 01/96)

DOCUMENT NUMBER-DATE

06622 MAY 26 88

FPSC-RECORDS/REPORTING

**SBC COMMUNICATIONS INC.
AMERITECH CORPORATION**

April 19, 1999

Mr. Walter D'Haeseleer
Florida Public Service Commission
2540 Shumard Oak Blvd.
Tallahassee, FL 32399-0850

Re: Request for Acknowledgement of Indirect Transfer of Control of the Authorization held by Ameritech Communications International, Inc. to SBC Communications Inc.

Dear Mr. D'Haeseleer:

On behalf of SBC Communications Inc. ("SBC") and Ameritech Corporation ("Ameritech"), this letter requests the acknowledgment of the Florida Public Service Commission ("Commission") of the indirect transfer of control of the authorization held by Ameritech Communications International, Inc. ("ACII"), a wholly-owned, indirect subsidiary of Ameritech, from Ameritech to SBC. ACII is authorized by this Commission to provide resold intrastate, interexchange telecommunications services pursuant to Certificate No. 4688, and to provide local exchange telecommunications services pursuant to Certificate 4840.

On May 10, 1998, SBC and Ameritech entered into an Agreement and Plan of Merger (the "Plan") under which Ameritech would become a first tier, wholly-owned subsidiary of SBC (the "Merger"). Although SBC will control Ameritech, ACII will remain a wholly-owned subsidiary of Ameritech and will continue to hold the Florida authorizations described above. Additional details regarding the merger and parties are provided below.

The Transaction

The proposed transaction is structured as a merger of SBC Delaware, Inc. ("Merger Sub"), a newly formed Delaware subsidiary of SBC created specifically for the purpose of consummating the transaction, and Ameritech. Pursuant to the Plan, Merger Sub will merge with and into Ameritech, with Ameritech being the surviving entity. Merger Sub will conduct no business and hold no regulatory licenses from this or any other regulatory commission. The surviving Delaware corporation will continue under the name of Ameritech Corporation.

The Plan provides for an exchange ratio of 1.316 shares of SBC common stock for each share of Ameritech common stock. Following the Merger, SBC will own all of the stock of Ameritech. Ameritech will continue to own the stock of ACII and other Ameritech subsidiaries.

The Parties

SBC Communications Inc. SBC is a Delaware holding company publicly traded on the New York Stock Exchange under the stock symbol "SBC." Headquartered in San Antonio, Texas, SBC is among the largest telecommunications companies in the United States and one of the world's leading diversified telecommunications companies. SBC is a global leader in the telecommunications industry, with over 37 million access lines and over 6.8 million wireless customers across the United States, as well as investments in telecommunications businesses in 9 other countries. Under the Southwestern Bell, Pacific Bell, Nevada Bell, SNET and Cellular One brands, SBC, through its subsidiaries, offers a wide range of innovative services, including local and long-distance telephone service, wireless communications, paging, Internet access, and messaging, as well as telecommunications equipment, and directory advertising and publishing. SBC (homepage: www.sbc.com) has more than 129,000 employees and reported 1998 revenues of \$28.7 billion. SBC's equity market value of \$105 billion as of December 31, 1998, ranks it as one of the largest telecommunications companies in the world.

SBC has the managerial experience and technical and financial qualifications to acquire control of the authorizations held by ACII.

Ameritech Corporation. Ameritech is a Delaware corporation publicly traded on the New York Stock Exchange under the stock symbol "AIT." Headquartered in Chicago, Illinois, Ameritech serves customers in 50 states and 40 countries. It is a national leader in the telecommunications industry with nearly 21 million access lines and over 3.6 million wireless customers across the United States. Ameritech provides a full range of communications services, including local and long distance telephone, cellular, paging, security services, cable TV, Internet service and more. One of the world's 100 largest companies, Ameritech (homepage: www.ameritech.com) has over 70,000 employees and reported revenues of \$17.2 billion in 1998. Its equity market value of \$70 billion as of December 31, 1998, makes it one of the nation's larger telecommunications companies.

Designated Contacts

The designated contacts for questions concerning this joint notification are:

For SBC:

Thomas W. Hartmann, Esq.
Senior Counsel
SBC Communications Inc.
175 East Houston Street
12th Floor
San Antonio, Texas 78205
(210) 351-3427 (Tel.)
(210) 351-3630 (Fax)

For Ameritech

Richard L. Hetke, Esq.
Counsel
Nancy H. Wittebort, Esq.
Counsel
Ameritech
225 W. Randolph, Room 27C
Chicago, IL 60606
(312) 727-4517 (Tel.)
(312) 845-8979 (Fax)

Mr. Walter D'Haeseleer

Page 3

For questions or instructions related to this request:

Susan Davis Morley, Esq.
Wiggins & Villacorta, P.A.
2145 Delta Blvd., Suite 200
P.O. Drawer 1657
Tallahassee, FL 32302
(850) 385-6007 (Tel.)
(850) 385-6008 (Fax)

With a copy of all correspondence to:

D. Bruce May
Holland & Knight LLP
315 South Calhoun Street, Suite 600
Tallahassee, FL 32301
(850) 425-5607 (Tel.)

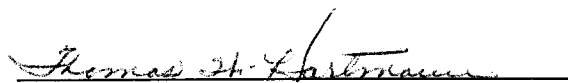
Conclusion

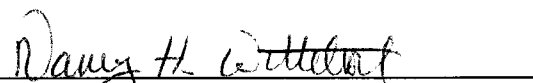
The merger will result in a change in the ultimate corporate parent of ACII, but will not change the manner in which it serves its customers. ACII will continue to be led by a team of well-qualified telecommunications managers and will continue to provide its authorized services consistent with its past practices in the State of Florida. The acquisition of Ameritech by SBC will be virtually transparent to the customers of ACII in terms of the services that they receive. Accordingly, Ameritech and SBC jointly request that the Commission acknowledge this indirect transfer of control.

Respectfully submitted,

SBC COMMUNICATIONS INC.

AMERITECH CORPORATION


Thomas W. Hartmann, Esq.
Senior Counsel
SBC Communications Inc.
175 East Houston Street
12th Floor
San Antonio, Texas 78205
(210) 351-3427 (Tel.)
(210) 351-3630 (Fax)


Richard L. Hetke, Esq.
Counsel
Nancy H. Wittebort, Esq.
Counsel
Ameritech
225 W. Randolph, Room 27C
Chicago, IL 60606
(312) 727-4517 (Tel.)
(312) 845-8979 (Fax)