

Decision 89 12 009 DEC 6 1989

BEFORE THE PUBLIC UTILITIES COMMISSION OF THE STATE OF CALIFORNIA

In the Matter of the Application of)
 TELEMARKETING COMMUNICATIONS OF)
 BAKERSFIELD (U-5084-C), TELE-)
 MARKETING COMMUNICATIONS OF SAN LUIS)
 OBISPO (U-5085-C), TELEMARKETING)
 COMMUNICATIONS OF VENTURA)
 (U-5087-C), TMC OF STOCKTON LIMITED)
 (U-5125-C), TMC COMMUNICATIONS, INC.)
 (U-5147-C), TMC OF BAKERSFIELD)
 LIMITED, TMC OF VENTURA LIMITED, TMC)
 OF SAN LUIS OBISPO LIMITED, MARSCH)
 COMMUNICATIONS MANAGEMENT, INC., and)
 MARSCH COMMUNICATIONS MANAGEMENT OF)
 FRESNO by (U-4121-C), for Authority)
 to Transfer Control in Connection)
 with a Reorganization.)

ORIGINAL

Application 88-08-016
(Filed August 8, 1988)

OPINION

By this application, the applicants described in Appendix A of this decision seek authority pursuant to Public Utilities Code Sections 851-854 to reorganize each of the entities into a single limited partnership, known as TMC Communications, L.P., as set forth in Exhibit A attached to the application. Exhibit A on its face states "PRELIMINARY DRAFT DISCUSSION PURPOSES ONLY" by letter dated May 3, 1989. Counsel for applicants supplied certain additional information concerning the application and advised that Exhibit A represents the final plan of reorganization. The letter from applicants' counsel is received in evidence as Exhibit 1.

Applicants also seek authority to transfer all authority they hold to TMC Communications, L.P.

Notice of the filing of the application appeared on the Commission's Daily Calendar of August 12, 1988. A timely protest was filed by Metropolitan Area Communications, Inc. On

September 11, 1989, a pleading entitled "Withdrawal of Protest of Metropolitan Area Communications, Inc." was filed.

The Commission makes the following findings and conclusion.

Findings of Fact

1. A public hearing is not necessary.
2. The reorganization of applicants and the transfer of the authority to TMC Communications, L.P., is not adverse to the public interest.
3. TMC Communications, L.P., has the ability, including financial ability, to acquire the designated operating authority and assets of transferors and continue the operations.
4. The proposed reorganization and transfer of the operating authorities to TMC Communications, L.P., is not adverse to the public interest.
5. TMC Communications, L.P., proposes to adopt the rates, rules, and regulations presently governing the operations of applicants.
6. Applicants are telephone corporations which are nondominant telecommunications carriers.
7. Ordering Paragraph 1 of Decision (D.) 85-01-008 in Application 84-03-92 dated January 3, 1985, provides that:
 - "1. On and after the effective date of this order, public utility resellers of telecommunications services are exempted from the requirements of PU Code §§ 816-830."
8. Ordering Paragraph 7 of D.87-04-017, dated April 8, 1987, provides in part that:
 - "...in noncontroversial applications for authority to transfer assets or control under PU Code §§ 851-855, such authority may be granted by the Commission's Executive Director as specified in D.86-08-057."

9. Since the ensuing order primarily affects the parties to this application, it should be made effective on the date of issuance.

Conclusions of Law

The application should be granted.

This authorization is not a finding of the value of the rights and properties to be transferred.

ORDER

IT IS ORDERED that:

1. On or after the effective date of this order, applicants may sell and transfer to TMC Communications, L.P., the operating authorities set forth in Appendix A to this decision and the assets set forth in the application in accordance with the terms of the merger attached to the application.

2. Within 10 days after transfer, TMC Communications, L.P., shall write the Commission stating the date of transfer and the date it began operations of applicants' systems. A copy of the transfer documents shall be attached.

3. TMC Communications, L.P., shall either file a statement adopting transferees' tariffs or refile those tariffs under its own name as prescribed in General Order Series 96. Rates shall not be increased unless authorized by this Commission.

4. Within 90 days after actual transfer, TMC Communications, L.P., shall file, in proper form, an annual report on applicant's operations from the first day of the current year through date of transfer.

5. When this order has been complied with, applicants shall have no further public utility obligations in connection with the operating authority and assets transferred.

6. The corporate identification number assigned to TMC Communications, L.P., U-5193-C, should be included in the caption

of all original filings with this Commission, and in the titles of other pleadings filed in existing cases.

7. The authority granted in Ordering Paragraph 1 shall expire unless it is exercised before June 30, 1990.

This order is effective today.

Dated DEC 6 1989, at San Francisco, California.

G. MITCHELL WILK
President
FREDERICK R. DUDA
STANLEY W. HULETT
JOHN B. OHANIAN
PATRICIA M. ECKERT
Commissioners

I CERTIFY THAT THIS DECISION
WAS APPROVED BY THE ABOVE
COMMISSIONERS TODAY.

Wesley Franklin

WESLEY FRANKLIN, Acting Executive Director

APPENDIX A
Page 1

DESCRIPTION OF APPLICANTS

1. Telemarketing Communications of Bakersfield (U-5084-C)
1800 South 30th Street, Suite 104
Bakersfield, CA 93301
Authority granted by D.85-05-070, A.85-03-057.
A joint venture partnership owned by:
 1. TMC of Bakersfield.
 2. Marsch Communications Management, Inc.
2. Telemarketing Communications of San Luis Obispo (U-5085-C)
641 South Higuera Street
San Luis Obispo, CA 93401
Authority granted by D.85-05-063, A.85-03-055.
A joint venture partnership owned by:
 1. TMC of San Luis Obispo.
 2. Marsch Communications Management, Inc.
3. Telemarketing Communications of Ventura (U-5087-C)
801 South Victoria Avenue, Suite 308
Ventura, CA 93003
Authority granted by D.85-05-063, A.85-03-056.
A joint venture partnership owned by:
 1. TMC of Ventura Ltd.
 2. Marsch Communications Management, Inc.
4. TMC of Stockton Limited (U-5125-C)
242 N. Suter Street
Stockton, CA 95207
Authority granted by D.87-05-055, A.87-03-024.
5. TMC Communications, Inc.
1528 Chapala St.
Santa Barbara, CA 93101
Authority granted by D.88-03-056, A.88-01-009.
A California corporation.
6. Marsch Communications Management of Fresno, Inc. (U-4121-C)
1528 Chapala St.
Santa Barbara, CA 93101
Authority granted by D.86-09-041, A.86-07-043.
A Kentucky corporation.

APPENDIX A
Page 2

7. Marsch Communications Management, Inc.
1528 Chapala St.
Santa Barbara, CA 93101
This entity does not hold Commission authority.
It is a Kentucky corporation which is the managing partner
of:
 1. TMC of Stockton Limited.
 2. Telemarketing Communications of Ventura.
 3. Telemarketing Communications of San Luis Obispo.
 4. Telemarketing Communications of Bakersfield.

(END OF APPENDIX A)