

Decision 90 01 062 JAN 31 1990

BEFORE THE PUBLIC UTILITIES COMMISSION OF THE STATE OF CALIFORNIA

In the Matter of the Application of )  
OMNICORP HOLDINGS, INC., OMNICORP )  
INTERNATIONAL B.V. and OMNICOM )  
ACQUISITION CORPORATION for the )  
authorization of acquisition and )  
control of TMC COMMUNICATIONS, A )  
LIMITED PARTNERSHIP and TMC )  
COMMUNICATIONS, INC., GENERAL )  
PARTNER. )

**ORIGINAL**

Application 89-10-018  
(Filed October 10, 1989)

ORDER MODIFYING DECISION

Decision (D.) 89-12-059 in Application (A.) 89-10-018 dated December 28, 1989 is one by the Executive Director pursuant to D.85-01-008 and D.87-04-017.

The application indicated that the proposed merger of Omnicorp Holdings, Inc. and Omnicorp International B.V. (collectively Omni) and TMC Communications, Inc. and TMC Communications, a Limited Partnership (collectively TMC) was a two part transaction in which either (1) TMC would become a wholly owned subsidiary of Omni and, in turn, TMC would then be assigned to Com Systems, Inc., or (2) Omni would assign the right to acquire TMC to Com Systems, Inc., and, in turn, Com Systems, Inc. would acquire TMC. The application also indicated that the effectuation of the assignment of TMC of the right to acquire TMC to Com Systems, Inc. was dependent upon the grant of a pending companion A.89-10-037, in which Omnicorp International B.V. was to make an equity investment in Com Systems, Inc. giving it 52.52% control of Com Systems, Inc., whose wholly owned subsidiary, Com Systems Network Services, Inc., is a certificated long distance carrier. Omni requested that it be allowed to take control of TMC and "be authorized to assign TMC Communications, Inc. and TMC

Communications, A Limited Partnership to Com Systems, Inc. within 60 days of approval of the OmniCorp/Com Systems, Inc. A.89-10-037."

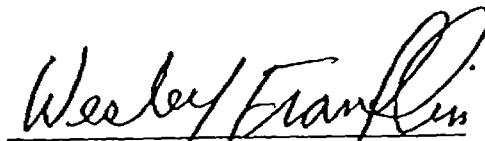
In light of the issuance of a decision this day in A.89-10-037, and good cause appearing,

IT IS ORDERED that the following Ordering Paragraph 5 is added to D.89-12-059:

5. Holdings, International, and Acquisition may assign to TMC and/or General Partner the right to acquire control of Com Systems, Inc. and its subsidiary Com Systems Network Services Inc. (the subject of A.89-10-037) within 60 days after the decision in A.89-10-037.

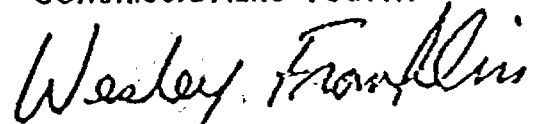
This order is effective today.

Dated JAN 31 1990, at San Francisco, California.



WESLEY FRANKLIN  
Acting Executive Director

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



WESLEY FRANKLIN, Acting Executive Director

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