

STATE OF VERMONT
PUBLIC SERVICE BOARD

Docket No. 6820

Petition of RNK, Inc. for Approval)
of a Transfer of Control)

Order entered: 4/29/2003

I. INTRODUCTION

On February 21, 2003, RNK, Inc., d/b/a RNK Telecom ("RNK" or the "Petitioner"), filed a Telecommunications Merger and or Acquisition Request for Approval Form ("Petition") requesting authority from the Vermont Public Service Board ("Board"), pursuant to 30 V.S.A. § 107, for approval of a transfer of control of RNK pursuant to a corporate reorganization.

On April 9, 2003, the Vermont Department of Public Service ("Department") filed a letter with the Board recommending the Board approve the transfer of control because the transaction would not detrimentally impact Vermont consumers or cause them inconvenience or confusion. The Department further recommended the Board approve the Petition without further investigation or hearing.

The Board has reviewed the Petition and the accompanying documents and agrees that approval should be granted without hearing.

II. FINDINGS OF FACT

Based upon the Petition and accompanying documents, we hereby make the following findings of fact.

1. RNK was issued a Certificate of Public Good (CPG No. 688-CR) to provide intrastate telecommunications services on April 10, 2002. Petition at 1.
2. Pursuant to a corporate reorganization that took place in 2002, ownership of RNK was transferred to RNK Holding Company. Petition at 1 and attachments.
3. RNK will continue to operate under its current name and tariff. Accordingly, the transfer will not cause any inconvenience for Vermont consumers. Petition at 2-3.
4. The transaction and resulting holding company structure will promote the public interest by allowing RNK certain internal accounting and other efficiencies, thereby enhancing

RNK's ability to compete in the telecommunications market and ensuring the continued existence of telecommunications competition in Vermont. Petition at 3-4.

III. DISCUSSION

The proposed transaction requires approval by the Board under 30 V.S.A § 107. This statute conditions approval of a proposed transfer of control upon findings that the transfer of control will promote the public good (30 V.S.A § 107). This standard is met in this case.

Under 30 V.S.A. § 107(a), "[n]o company shall directly or indirectly acquire a controlling interest in any company subject to the jurisdiction of the [Board] . . . without the approval of the [Board]." "Controlling interest" is defined as "ten percent or more of the outstanding voting securities of a company" or such other interest as the Board determines "to constitute the means to direct or cause the direction of the management or policies of a company." 30 V.S.A. § 107(c)(1).¹ In order to approve the acquisition of such a controlling interest, the Board must first find that it will "promote the public good." 30 V.S.A. § 107(b).

After reviewing the Petition, we conclude that 30 V.S.A. § 107 applies because the stock transaction involves the transfer of 100% of the ownership of RNK, resulting in the transfer of controlling interest of RNK. We further conclude that the transfer of control will not affect the services that RNK currently provides to customers in Vermont. RNK will continue to operate under its current name and tariff. The proposed transaction will also allow RNK certain operating efficiencies, which may, in turn, result in more robust competition among providers of telecommunications services in Vermont. The resulting transfer of control, therefore, will promote the public good. For all of these reasons, we conclude that the proposed transaction meets the standards set forth in 30 V.S.A. § 107 and should be approved.

IV. CONCLUSION

The transfer of control of RNK should be approved because the transaction will promote the public good of the State of Vermont and will not result in obstructing or preventing competition. 30 V.S.A. § 107(b).

1. The statute also provides that "[t]he presumption that ten percent or more of the outstanding voting securities of a company constitutes a controlling interest may be rebutted by a company under procedures established by the Board by rule." 30 V.S.A. § 107(c)(1).

V. ORDER

IT IS HEREBY ORDERED, ADJUDGED AND DECREED by the Public Service Board of the State of Vermont that:

1. The transfer of control of RNK, Inc., d/b/a RNK Telecom, will promote the public good and, therefore, is approved.

DATED at Montpelier, Vermont, this 29th day of April, 2003.

<u>s/Michael H. Dworkin</u>)	PUBLIC SERVICE
)	
<u>s/David C. Coen</u>)	
)	BOARD
)	OF VERMONT
<u>s/John D. Burke</u>)	

OFFICE OF THE CLERK

Filed: April 29, 2003

Attest: s/Susan M. Hudson
Clerk of the Board

NOTICE TO READERS: This decision is subject to revision of technical errors. Readers are requested to notify the Clerk of the Board (by e-mail, telephone, or in writing) of any apparent errors, in order that any necessary corrections may be made. (E-mail address: Clerk@psb.state.vt.us).

Appeal of this decision to the Supreme Court of Vermont must be filed with the Clerk of the Board within thirty days. Appeal will not stay the effect of this Order, absent further Order by this Board or appropriate action by the Supreme Court of Vermont. Motions for reconsideration or stay, if any, must be filed with the Clerk of the Board within ten days of the date of this decision and order.