

BEFORE THE TENNESSEE PUBLIC SERVICE COMMISSION
Nashville, Tennessee

November 20, 1995

IN RE: JOINT PETITION OF CITIZENS UTILITIES COMPANY, D/B/A
CITIZENS TELECOMMUNICATIONS COMPANY OF TENNESSEE,
AND CITIZENS TELECOMMUNICATIONS COMPANY OF
TENNESSEE L.L.C., FOR APPROVAL OF TRANSFER OF
AUTHORITY TO PROVIDE UTILITY SERVICES AND OF PLANT
AND FACILITIES FROM CITIZENS UTILITIES COMPANY, D/B/A
CITIZENS TELECOMMUNICATIONS COMPANY OF TENNESSEE,
TO CITIZENS TELECOMMUNICATIONS COMPANY OF
TENNESSEE L.L.C.

DOCKET NO. 95-03306

ORDER

This matter is before the Tennessee Public Service Commission upon the joint petition of Citizens Utilities Company, dba Citizens Telecommunications Company of Tennessee ("CUC-Tennessee") and Citizens Telecommunications Company of Tennessee L.L.C. ("CTC-TN") for approval of a transfer of authority as described in the caption above.

The petition has been investigated by the Commission Staff and recommended for approval. In addition, no party has objected or intervened in this matter. This petition transfers the Tennessee assets and authorities, previously acquired from GTE-South, Inc. (GTE), into a Limited Liability Corporation owned by Citizens and its Citizens Telecommunications Company subsidiary (CTC). This transfer alters only the legal form and not the substance of Citizen's ownership of the former GTE operations.

The Commission considered this matter at its regularly scheduled Commission Conference held on September 19, 1995. It was concluded after careful consideration of the petition filed in this docket, the results of the Staff's investigation, and all applicable

statutes, rules and regulations, that the transfer should be approved as requested.

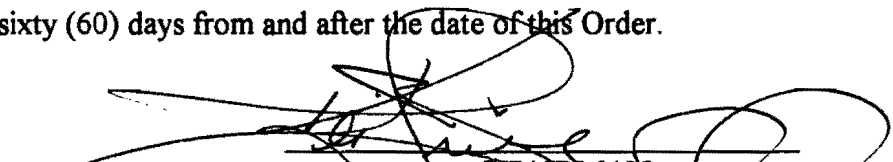


IT IS THEREFORE ORDERED:

1. That the transfer of the authorities, properties and services of Citizens Utilities Company, dba Citizens Telecommunications Company of Tennessee to Citizens Telecommunications Company of Tennessee L.L.C. as set out and requested in the petition filed with this Commission on September 1, 1995 is hereby approved;
2. That all certificates of Convenience and Necessity issued by this Commission for local exchange services in the name of Citizens Utilities Company, dba Citizens Telecommunications Company of Tennessee be reissued in the name of Citizens Telecommunications Company of Tennessee L.L.C., and full authority to provide said services in the territories authorized by these certificates is hereby vested in that company;
3. That any party aggrieved with the Commission's decision in this matter may file a Petition for Reconsideration with the Commission within ten (10) days from and after the date of this Order;
4. That any party aggrieved with the Commission's decision in this matter has the right of judicial review by filing a petition with the Tennessee Court of Appeals, Middle Section within sixty (60) days from and after the date of this Order.

ATTEST:


EXECUTIVE DIRECTOR'S

OFFICE


CHAIRMAN

COMMISSIONER

COMMISSIONER