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COMMON CARRIER BUREAU APPROVES MERGER DOCUMENTS FOR REVISED UNIVERSAL SERVICE ADMINISTRATIVE COMPANY

CC DOCKET NOS. 97-21, 96-45

In an Order released by the Commission on November 20, 1998 (*November 20th Order*), the Commission directed the Schools and Libraries Corporation (SLC) and the Rural Health Care Corporation (RHCC) to merge into the Universal Service Administrative Company (USAC) by January 1, 1999.[1] The Order directed USAC, SLC, and RHCC to submit merger documents to the Commission by December 1, 1998. The Order further directed USAC to submit to the Commission revised articles of incorporation and revised by-laws by December 1, 1998. The Commission delegated to the Bureau the authority to review and approve the merger documents, revised by-laws, and revised articles of incorporation.[2]

Upon review of the documents submitted to the Commission by USAC, SLC,and RHCC on December 1, 1998, the Bureau has determined that the merger documents and the revised certificate of incorporation and revised by-laws comply with the requirements set forth in the Commission's *November 20th Order*. The Bureau therefore directs USAC to file, on behalf of USAC, SLC, and RHCC, the merger agreement, or an appropriate certificate in respect thereof, with the Secretary of State of the State of Delaware as soon as possible, but no later than necessary to ensure that the merger takes place by January 1, 1999. The Bureau also directs USAC to file the revised certificate of incorporation with the Secretary of State of the State of Delaware on behalf of USAC, SLC, and RHCC as soon as possible, but no later than necessary to ensure that the merger takes place by January 1, 1999.

In the *November 20th Order*, the Commission also directed SLC and RHCC to dissolve their respective corporations upon consummation of the merger, in accordance

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[1] *Changes to the Board of Directors of the National Exchange Carrier Association, Inc. and Federal-State Joint Board on Universal Service*, Third Report and Order in CC Docket No. 97-21, Fourth Order on Reconsideration in CC Docket No. 97-21 and Eighth Order on Reconsideration in CC Docket No. 96-45, CC Docket Nos. 97-21 and 96-45, FCC 98-306 (rel. November 20, 1998).

[2] *Id.* para. 75.

with Delaware state law.[3] Accordingly, upon their dissolution, SLC and RHCC shall submit evidence of such dissolution to the Commission.

For a discussion of the specific requirements regarding the revised corporate structure of USAC, *see Changes to the Board of Directors of the National Exchange Carrier Association, Inc., Federal-State Joint Board on Universal Service*, CC Docket Nos. 97-21 and 96-45, Third Report and Order in CC Docket No. 97-21, Fourth Order on Reconsideration in CC Docket No. 97-21 and Eighth Order on Reconsideration in CC Docket No. 96-45, FCC 98-306 (rel. November 20, 1998).

For further information, contact: Sharon Webber, Federal Communications Commission, 2100 M Street, N.W., 8th Floor, Washington, D.C. 20554; 202/418-7400.

Action by the Chief, Common Carrier Bureau.

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[3] *Id.*