BEFORE THE NEBRASKA PUBLIC SERVICE COMMISSION

MidAmerican	Long Distance Co. for)	Applicati	on No.	C-796	
transfer of	its Certificate to)				
MidAmerican	Long Distance Co., a)	GRANTED			
Delaware cor	poration.)				
		j	Entered:	Februar	rv 13.	1990

OPINION AND FINDINGS

BY THE COMMISSION:

By its application filed January 8, 1990, MidAmerican Long Distance Co. seeks authority to transfer its Certificate of Public Convenience and Necessity to MidAmerican Long Distance Co., a Delaware corporation.

Notice of the filing of the application was published pursuant to the provisions of the Commission's Rules and Regulations. No protest to the application was filed.

MidAmerican Long Distance Company, a Nebraska corporation changed its domestic state of incorporation from Nebraska to Delaware on February 7, 1989. Copies of applicant's Certificate of Incorporation in Delaware, the Agreement of Merger merging the Nebraska corporation into the Delaware corporation and its authority to transact business in Nebraska are attached to the application and incorporated herein by reference.

No other changes have occurred in the officers, directors or operations of MidAmerican Long Distance Company only a change in the domestic state of incorporation from Nebraska to Delaware.

Upon consideration of the application and attending circumstances and being fully advised, the Commission is of the opinion and finds that the application is fair and reasonable, is in the public interest and should be granted.

ORDER

IT IS THEREFORE ORDERED by the Nebraska Public Service Commission that application No. C-796 be and it is hereby granted and the transfer of the Certificate of Public Convenience and Necessity from MidAmerican Long Distance Co. to MidAmerican Long Distance Co., a Delaware corporation be and it is hereby approved.

MADE AND ENTERED at Lincoln, Nebraska, this 13th day of February, 1990.

NEBRASKA PUBLIC SERVICE COMMISSION

Chairman

COMMISSIONERS CONCURRING

//s//Frank E. Landis Jr.

//s//James Munnelly
//s//Eric Rasmussen

//s//Daniel G. Urwiller

ATTEST: