

BEFORE THE NEBRASKA PUBLIC SERVICE COMMISSION

In the Matter of the Application) Application No. C-910
of International Telecharge, Inc.,)
of Dallas, Texas and Ronald J.)
Haan, Bethesda, Maryland) GRANTED
seeking authority to transfer)
control of International)
Telecharge, Inc.) ENTERED: January 29, 1992

APPEARANCES:

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BY THE COMMISSION:

International Telecharge, Inc. (ITI), Dallas, Texas and Ronald J. Haan, Bethesda, Maryland seek authority to transfer control of ITI to Haan. ITI is a reseller of intrastate interexchange telecommunications services and provides alternate operator services in Nebraska pursuant to a certificate granted by this Commission August 9, 1988 in Application C-745. The application for transfer was filed November 26, 1991 and notice was published in the Omaha Daily Record November 28, 1991. No protests were received; therefore the application will be processed by modified procedure as provided by Title 291 Neb. Admin. Regs. Ch. 1, Rule 018.03.

The applicants' addresses are:

International Telecharge, Inc.
1412 Main Street
Dallas, TX 75202

Ronald J. Haan
6707 Democracy Blvd.
Bethesda, MD 28017

Note: A transfer application such as this is governed by Neb. Rev. Stats. §§75-146 to 75-151 (Reissue 1990).

O P I N I O N A N D F I N D I N G S

The applicants seek the transfer in question as part of a federal bankruptcy proceeding in Illinois regarding Telesphere Communications, Inc. (TCI) and its subsidiaries Telesphere Limited, Inc. (TLI) and Telesphere Network, Inc. (TNI). Certain assets of the subsidiaries are to be transferred to Haan's R. Haan Ventures, Inc. and/or ITI

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and Haan is to obtain a controlling interest in ITI; hence this application.

Haan has obtained eight million shares of ITI stock for four million dollars. Haan is now ITI's board chairman. The applicants assert this application's approval will infuse ITI with additional capital and assets to increase ITI's operational capacity and efficiency in Nebraska. Approval will also help remedy the bankruptcy court's Chapter 11 adjudication for reorganizing TCI, TLI, and TNI, an important part of which is the takeover of certain operations of TLI and TNI by the applicants.

There are no complaints pending against ITI in Nebraska. Approval of the above-described transfer does not appear to alter or affect adversely the management or policies of ITI as they pertain to operations in Nebraska.

The application is fair and reasonable; approval is in the best interest of the public, ITI's subscribers, and ITI. The application for transfer of control should be granted.

O R D E R

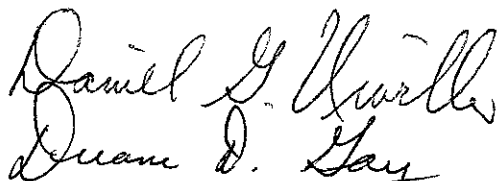
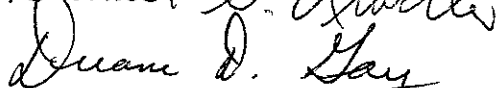
IT IS THEREFORE ORDERED by the Nebraska Public Service Commission that Application C-910 be, and it is hereby, granted; control of International Telecharge, Inc., Dallas, Texas is hereby transferred to Ronald J. Haan, Bethesda, Maryland. The applicants are authorized to complete the necessary transactions contemplated by the information in the application.

MADE AND ENTERED at Lincoln, Nebraska this 29th day of January, 1992.

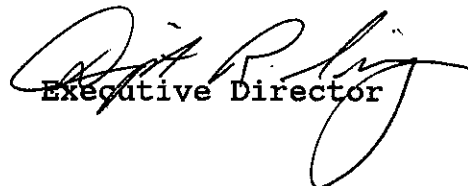
NEBRASKA PUBLIC SERVICE COMMISSION


Chairman

COMMISSIONERS CONCURRING:

ATTEST:


Executive Director

//s//Frank E. Landis, Jr.
//s//James F. Munnelly
//s//Eric Rasmussen