

BEFORE THE NEBRASKA PUBLIC SERVICE COMMISSION

In the Matter of the Application) Application No. C-1192
of TCG Omaha, Cox Teleport Omaha,)
Inc., TCG Partners and New Telco,) GRANTED
L.P. seeking authority for a change)
of control.) Entered: July 6, 1995

PRELIMINARY MATTERS

On May 25, 1995, an application was filed by TCG Omaha, Cox Teleport Omaha, Inc., TCG Partners and New Telco, L.P for authority to transfer ownership interests of TCG Omaha to New Telco. Notice of the application was published in the Omaha Daily Record on May 26, 1995. No protests were received; therefore, we will process this application pursuant to the Commission's Rule of Modified Procedure.

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

TCG Omaha is a New York partnership owned sixty-five percent (65%) by Cox Teleport Omaha, Inc. and thirty-five percent (35%) by TCG Partners. TCG Partners is the managing partner of TCG Omaha.

TCG Omaha obtained a Certificate of Public Convenience and Necessity from the Commission pursuant to Application C-984 on October 4, 1993 to offer private line services in the territory served by U.S. West Communications Company in Nebraska. Subsequently, the Commission approved Application C-1064 on July 12, 1994, and permitted TCG to offer switched intraLATA interexchange services in the North 402 LATA. No departmental or formal complaints have been filed against the company since its initial certification.

On March 28, 1995, New Telco, a Delaware limited partnership, was formed to acquire Cox Teleport Omaha's and TCG Partner's interest in TCG Omaha. New Telco is owned by two newly formed Delaware limited partnerships; MajorCo and MinorCo. MajorCo, L.P. will be the controlling partner of New Telco. The partnership is composed of Sprint Corporation (40%), TCI (30%), Cox (15%) and Comcast (15%).

New Telco intends to offer various forms of telecommunications services throughout the United States. Such services may include wireline service and wireless communications. The application proposes to transfer the interests of TCG Omaha to MajorCo. MajorCo, in turn, will transfer such interests to New Telco. Therefore, New Telco will succeed to the business interests of TCG Partners and Cox Omaha in TCG Omaha.

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This order permits the sequential transfer of control from the partners of TCG Omaha to MajorCo to New Telco. Should controlling interest change from New Telco to another entity, an application must be submitted for the Commission's approval. According to the Commission's Rules and Regulations, a change in controlling interest must be approved by the Commission and a Certificate of Public Convenience and Necessity issued to the new owner. Therefore, this order permits the transfer of ownership interests to New Telco; but, not to any other entity or partner involved in this transaction.

It is the Commission's opinion that the transfer of ownership belonging to Cox Teleport Omaha, Inc. and TCG Partners to New Telco is fair and reasonable, is in the public interest and should be granted.

O R D E R

IT IS THEREFORE ORDERED by the Nebraska Public Service Commission that Application C-1192 be, and it is hereby granted and the ownership interests of TCG Omaha are transferred to New Telco.

IT IS FURTHER ORDERED that TCG Omaha shall continue to file, in accordance with the applicable statutes, an annual report with this Commission consisting of (a) a copy of any report filed with the Federal Communications Commission, (b) the annual report to stockholders, and (c) for the State of Nebraska on a combined interstate-intrastate basis, the investment in telephone plant and equipment located within the state, accumulated depreciation thereon, operating revenues, expenses and taxes.

IT IS FINALLY ORDERED that this order be and is hereby made the Commission's official certificate of authority to furnish the service authorized herein as a common carrier.

MADE AND ENTERED at Lincoln, Nebraska, this 6th day of July, 1995.

COMMISSIONERS CONCURRING:

[Signature]

//s//Rod Johnson
//s//Frank E. Landis
//s//James F. Munnelly
//s//Daniel G. Urwiller

NEBRASKA PUBLIC SERVICE COMMISSION

[Signature]
Chairman

ATTEST:

[Signature]
Executive Director