

BEFORE THE NEBRASKA PUBLIC SERVICE COMMISSION

In the Matter of the Application)	Application No. C-1324
of Target Telecom, Inc. of Wayne,)	
New Jersey seeking authority to)	
transfer its assets and Certificate)	GRANTED
of Public Convenience & Necessity)	
to TTI National, Inc., a wholly-)	
owned subsidiary of WorldCom, Inc.)	
of Jackson, Mississippi.)	Entered: June 12, 1996

PRELIMINARY MATTERS

On April 23, 1996, an application was filed by Target Telecom, Inc. of Wayne, New Jersey seeking authority to transfer its assets and Certificate of Public Convenience & Necessity to TTI National, Inc., a wholly-owned subsidiary of WorldCom, Inc. of Jackson, Mississippi. Notice of the application was published in the Omaha Daily Record on April 24, 1996. 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

Target Telecom, Inc. (Target) obtained a Certificate of Public Convenience and Necessity from the Commission pursuant to Application C-1134 on March 13, 1995.

Target is a privately-held New Jersey corporation that is headquartered at 158 Willowbrook Boulevard, Wayne, New Jersey 07470. Target operates as a reseller of interexchange services in forty (40) states, including Nebraska and provides interstate and international telecommunications services.

WorldCom, Inc. d/b/a LDDS WorldCom (WorldCom) is a publicly-held Georgia corporation whose principal offices are located at 515 East Amite Street, Jackson, Mississippi 39201. WorldCom is a nondominant worldwide telecommunications company that provides a full array of domestic and international voice and data communications services to business and residential customers. WorldCom operates as a facilities-based and non-facilities-based interexchange carrier that provides service directly and indirectly through its subsidiaries in 48 states, including Nebraska.

TTI National, Inc. (TTI) is a corporation formed specifically for the purpose of facilitating the acquisition of Target's assets by WorldCom. TTI is incorporated under the laws of the state of Delaware and is wholly-owned by WorldCom.

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On March 7, 1996, Target and WorldCom signed an Asset Purchase Agreement pursuant to which they agreed that WorldCom will acquire selected assets from Target by transferring such assets to TTI. The transfer of assets will be made in a seamless fashion that will not adversely affect the provision of telecommunications services in Nebraska. Target's former customers will continue to receive the same services that they presently receive at the same rate levels.

TTI intends to operate exclusively as a reseller of inter-LATA and intraLATA interexchange services. TTI will provide a full range of "1+" interexchange services, including MTS, WATS, 800 and calling card services.

As a wholly-owned subsidiary of WorldCom, TTI will have access to the technical, managerial and financial resources of WorldCom, and will be able to provide its customers with high quality, reliable telecommunications services.

O R D E R

IT IS THEREFORE ORDERED by the Nebraska Public Service Commission that Application C-1324 be, and it is hereby granted that Target Telecom, Inc. is hereby authorized to transfer its assets and Certificate of Public Convenience & Necessity to TTI National, Inc., a wholly-owned subsidiary of WorldCom, Inc.

IT IS FURTHER ORDERED that the Certificate of Public Convenience & Necessity granted to Target Telecom, Inc. pursuant to C-1134 is hereby withdrawn.

IT IS FURTHER ORDERED that TTI National, Inc. and/or its successor corporation shall file annually, in accordance with the applicable statutes, a report with this Commission consisting of (a) a copy of any reports filed with the Federal Communications Commission and the Security and Exchange 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 by April 30th of each year.

IT IS FURTHER ORDERED that TTI National, Inc. file an updated tariff within 30 days of the date of this order.

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MADE AND ENTERED at Lincoln, Nebraska, this 12th day of June, 1996.

COMMISSIONERS CONCURRING:

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

Vice Chairman

NEBRASKA PUBLIC SERVICE COMMISSION

ATTEST:

Executive Director

SECRETARY'S RECORD, NEBRASKA PUBLIC SERVICE COMMISSION
