

BEFORE THE NEBRASKA PUBLIC SERVICE COMMISSION

In the Matter of the Application) Application No. C-1341
of Touch 1 Communications, Inc.)
and Touch 1, Inc. both of Atmore,)
Alabama seeking authority for a) GRANTED
pro forma transfer of control of)
Touch 1 Communications, Inc. to)
Touch 1, Inc.) Entered: June 25, 1996

PRELIMINARY MATTERS

On May 14, 1996, an application was filed by Touch 1 Communications, Inc. and Touch 1, Inc. both of Atmore, Alabama seeking authority for a pro forma transfer of control of Touch 1 Communications, Inc. to Touch 1, Inc. Notice of the application was published in the Omaha Daily Record on May 16, 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

Touch 1 Communications, Inc. ("T1C") is a privately-held company incorporated under the laws of the State of Alabama. T1C is authorized to engage in the resale of interexchange telecommunications services within the State of Nebraska pursuant to Application No. C-1104, effective November 10, 1994.

Touch 1, Inc. ("Touch 1") is a privately-held company incorporated under the laws of the State of Alabama. A newly formed corporation, Touch 1 does not provide telecommunications services within the State of Nebraska or elsewhere. Touch 1 is a corporation newly formed to act as a holding company of T1C and other affiliated entities.

The transfer of control of T1C to Touch 1 is pro forma because the shareholders of Touch 1, having exchanged their stock in T1C for stock in Touch 1, will hold ownership interests in Touch 1 identical to the ownership interests previously held in T1C.

In accordance with an "Agreement to Form Corporation" by and among the shareholders of T1C, the shareholders of T1C have agreed to form a new corporation, Touch 1, to act as a holding company of T1C and potentially other affiliated entities. The shareholders of T1C have agreed, following the formation of Touch 1, to exchange their stock in T1C for stock in Touch 1.

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Following the transfer, T1C will be a wholly-owned subsidiary of Touch 1 and Touch 1 will be owned by the previous T1C shareholders in direct proportion to the previous ownership interests in T1C. The same individuals will act as officers and directors of both T1C and Touch 1.

O R D E R

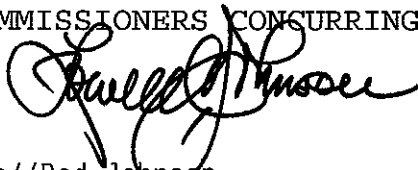
IT IS THEREFORE ORDERED by the Nebraska Public Service Commission that Application C-1341 be, and it is hereby granted that Touch 1 Communications, Inc. is hereby authorized to transfer its assets to Touch 1, Inc.

IT IS FURTHER ORDERED that Touch 1 Communications, 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.

MADE AND ENTERED at Lincoln, Nebraska, this 25th day of June, 1996.

NEBRASKA PUBLIC SERVICE COMMISSION

COMMISSIONERS CONCURRING:



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

Chairman

ATTEST:

Executive Director

