

BEFORE THE NEBRASKA PUBLIC SERVICE COMMISSION

In the Matter of the Application)	Application No. C-1344
of Pennsylvania Alternative)	
Communications, Inc. of Greensburg,)	
Pennsylvania seeking authority to)	GRANTED
transfer its assets to LCI)	
International Telecom Corporation,)	
of McLean, Virginia.)	Entered: June 25, 1996

PRELIMINARY MATTERS

On May 16, 1996, an application was filed by Pennsylvania Alternative Communications, Inc. of Greensburg, Pennsylvania, seeking authority to transfer its assets to LCI International Telecom Corporation of McLean, Virginia. Notice of the application was published in the Omaha Daily Record on May 20, 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

Pennsylvania Alternative Communications, Inc. ("PACE"), a privately-held Pennsylvania corporation, obtained a Certificate of Public Convenience and Necessity from the Commission pursuant to Application C-1164 on May 16, 1995.

LCI International Telecom Corp. ("LCI Telecom") is a Delaware corporation that is a wholly-owned subsidiary of LCI International Management Services, Inc. ("LCIM"). LCIM, in turn is a wholly-owned subsidiary of LCI International, Inc. ("LCII"), the ultimate corporate parent of the LCI family of companies. LCIM provides management services to LCI Telecom and holds the stock of LCI Telecom.

LCI Telecom provides telecommunications services in 48 states, including Nebraska. LCI Telecom received its Certificate of Authority on February 18, 1992, pursuant to Application No. C-909.

On April 15, 1996, LCI Telecom and PACE signed an Agreement of Purchase and Sale of Assets pursuant to which PACE will transfer selected assets relating to its telecommunications business to LCI Telecom.

The transfer of assets will be made in a seamless fashion that will not adversely affect the provision of telecommunications service to PACE's customers in Nebraska. Customers will continue to be able to purchase the same high quality services from LCI Telecom that they currently purchase from PACE, at the same rates, and under the same terms and conditions.

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After the transfer of assets has occurred, both LCI Telecom and PACE will continue to provide telecommunications services in Nebraska pursuant to their existing Certificates of Authority. No transfer of operating authority was requested pursuant to the application.

O R D E R

IT IS THEREFORE ORDERED by the Nebraska Public Service Commission that Application C-1344 be, and it is hereby granted that Pennsylvania Alternative Communications, Inc. is hereby authorized to transfer assets to LCI International Telecom Corporation.

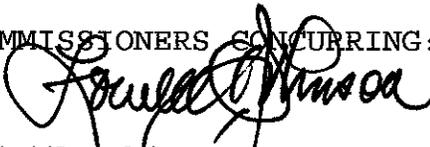
IT IS FURTHER ORDERED that both Pennsylvania Alternative Communications, Inc. and LCI International Telecom Corporation shall file annually, in accordance with the applicable statutes, a report with this Commission consisting of (a) a copy of any reports filed with the Federal Communications Commission 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 both Pennsylvania Alternative Communications, Inc. and LCI International Telecom Corporation file an updated tariff within thirty (30) days of the date of this order.

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:


Robert R. Jagsdon
Executive Director