

BEFORE THE NEBRASKA PUBLIC SERVICE COMMISSION

In the Matter of the Application)	Application No. C-1351
of Automated Communications, Inc.)	
d/b/a AC America, Inc. of Golden)	
Colorado seeking approval of a sale)	GRANTED
of subscribers and other assets)	
to Phoenix Network, Inc. of San)	
Francisco, California.)	Entered: July 9, 1996

PRELIMINARY MATTERS

On May 30, 1996, an application was filed by Automated Communications, Inc. d/b/a AC America, Inc. of Golden, Colorado seeking approval of a sale of subscribers and other assets to Phoenix Network, Inc. of San Francisco, California. Notice of the application was published in the Omaha Daily Record on June 5, 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

Automated Communications, Inc. d/b/a AC America, Inc. ("ACI") obtained a Certificate of Public Convenience and Necessity from the Commission pursuant to Application C-961 on March 9, 1993.

Phoenix Network, Inc. ("Phoenix") is also a long distance provider of intrastate interexchange interLATA and intraLATA telecommunications services in the state of Nebraska, having been granted approval initially in Application No. C-880 on April 16, 1991, which was later amended in Application No. C-1005 on August 16, 1993.

Pursuant to an Agreement and Plan of Merger (the "Plan") signed by both parties, ACI agreed to convey and Phoenix agreed to acquire all the assets and liabilities of ACI. These assets and liabilities will appear on the books of Phoenix at the amount at which they were carried on ACI's books.

Upon Commission approval of the acquisition, ACI will no longer operate under its own name. ACI requests that its Nebraska Certificate of Convenience and Necessity be cancelled. Phoenix requests permission to adopt ACI's tariff in its entirety.

Subject to Commission approval of the Application, the parties have agreed that subscribers will be billed under their current rates, terms and conditions by Phoenix. Phoenix will assume ACI's Nebraska operations in their entirety as those operations relate to the said subscribers.

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O R D E R

IT IS THEREFORE ORDERED by the Nebraska Public Service Commission that Application C-1351 be, and it is hereby granted that Automated Communications, Inc. d/b/a AC America, Inc. is hereby authorized to sell its subscribers and other assets to Phoenix Network, Inc. of San Francisco, California.

IT IS FURTHER ORDERED that Phoenix Network, Inc. of San Francisco, California 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 Phoenix Network, Inc. of San Francisco, California shall file a copy of its updated tariff with the Commission within thirty (30) days of this Order.

IT IS FURTHER ORDERED that the Certificate of Public Convenience and Necessity granted to Automated Communications, Inc. d/b/a AC America, Inc. is hereby cancelled.

MADE AND ENTERED at Lincoln, Nebraska, this 9th day of July, 1996.

NEBRASKA PUBLIC SERVICE COMMISSION

COMMISSIONERS CONCURRING:



Chairman



ATTEST:



//s//Rod Johnson

//s//Frank E. Landis

//s//James F. Munnelly

//s//Daniel G. Urwiller

Deputy Executive Director