

BEFORE THE NEBRASKA PUBLIC SERVICE COMMISSION

In the Matter of the Application) Application No. C-1397
of Overlook Communications)
International Corporation of)
Atlanta, Georgia, seeking approval)
of a merger between Charter Com-) GRANTED
munications International Inc.,)
OCI Acquisition Corp. and Overlook)
Communications International)
Corporation.) Entered: October 8, 1996

PRELIMINARY MATTERS

On August 13, 1996, an application was filed by Overlook Communications International Corporation of Atlanta, Georgia, seeking approval of a merger between Charter Communications International Inc., OCI Acquisition Corp. and Overlook Communications International Corporation. Notice of the application was published in the Omaha Daily Record on August 14, 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

Overlook Communications International Corporation ("OCI") is a privately-held North Carolina corporation that is a non-dominant carrier that resells domestic and international long distance service. OCI currently originates interstate traffic in fifty (50) states and the District of Columbia, and provides intrastate service, pursuant to certification, registration or tariff requirements, or on an unregulated basis, in thirty-one (31) states. OCI is a certificated carrier in the State of Nebraska pursuant to Application No. C-1266 granted March 19, 1996.

Charter Communications International, Inc. ("C.COM") is a publicly held Nevada corporation that is a non-regulated entity which provides internet access services.

OCI Acquisition Corporation ("Newco") is a privately held North Carolina corporation. Newco was formed solely for the purpose of engaging in the transactions described and has otherwise conducted no prior activities.

The applicant proposes a transaction which will accomplish the following:

- (a) Newco will merge with and into OCI;

Application No. C-1397

PAGE TWO

- (b) As a result of the merger, the separate corporate existence of Newco shall cease and OCI shall continue as the surviving corporation;
- (c) OCI shall continue to operate as a regulated entity pursuant to its present certifications, registrations, tariff requirements and rate structures as provided by and pursuant to applicable law.
- (d) As a result of the merger C.COM will own all of the issued and outstanding shares of the common stock of OCI; and
- (e) The stockholders of OCI will receive a designated number of shares of the common stock of C.COM representing approximately forty (40%) percent of the outstanding stock of C.COM.

The technical, managerial and financial personnel of OCI will remain the same after the transaction.

O R D E R

IT IS THEREFORE ORDERED by the Nebraska Public Service Commission that Application C-1397 be, and it is hereby granted that the merger between Charter Communications International Inc., OCI Acquisition Corp. and Overlook Communications International Corporation is hereby authorized.

IT IS FURTHER ORDERED that Overlook Communications International Corporation shall continue to operate under its name and remain the certificate holder.

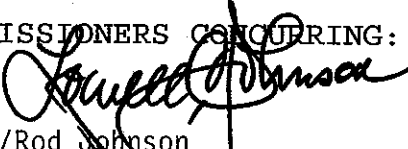
IT IS FURTHER ORDERED that Charter Communications International Inc. and/or its successor corporation shall file annually, in accordance with the applicable statutes, a report with this Commission consisting of (a) a copy of any reports filed with the Federal Communications Commission and the Security 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.

Application No. C-1397

PAGE THREE

MADE AND ENTERED at Lincoln, Nebraska, this 8th day of October, 1996.


COMMISSIONERS CONCURRING:


//s//Rod Johnson
//s//Frank E. Landis
//s//James F. Munnelly

NEBRASKA PUBLIC SERVICE COMMISSION

Chairman

ATTEST:


Executive Director

SECRETARY'S RECORD, NEBRASKA PUBLIC SERVICE COMMISSION
