

BEFORE THE NEBRASKA PUBLIC SERVICE COMMISSION

In the Matter of the Application) Application No. C-1435
of AmeriConnect, Inc. and Phoenix)
Network, Inc. of Overland Park,)
Kansas and Golden, Colorado seeking)
authority to transfer control of) GRANTED
Nebraska customers of AmeriConnect,)
Inc. and other assets to Phoenix)
Network, Inc.) Entered: December 10, 1996

BY THE COMMISSION:

On November 4, 1996, an application was filed by AmeriConnect, Inc. (AmeriConnect) and Phoenix Network, Inc. (Phoenix) of Overland Park, Kansas and Golden, Colorado respectively seeking authority to transfer control of Nebraska customers of AmeriConnect and other assets to Phoenix. Notice of the application was published in the Omaha Daily Record on November 5, 1996. No protests were filed; therefore, this application has been reviewed pursuant to the Commission's Rule of Modified Procedure, Rule 018.03.

O P I N I O N A N D F I N D I N G S

AmeriConnect is a reseller of interexchange telecommunications services in the state of Nebraska, having been granted authority in Application No. C-999 on September 28, 1993. Phoenix is also a reseller of interexchange telecommunications services in the state of Nebraska, having been granted authority in Application No. C-880 on April 16, 1991. No formal or departmental complaints are pending against either company.

As holders of Certificates of Public Convenience and Necessity, the applicants have proven their technical, managerial and financial ability to operate in Nebraska.

Pursuant to a plan of merger among Phoenix, Phoenix Merger Corporation, a wholly-owned subsidiary of Phoenix (Sub), and AmeriConnect, Sub will merge with and into AmeriConnect and AmeriConnect will become a wholly-owned subsidiary of Phoenix. Subsequently, AmeriConnect's Certificate of Public Convenience and Necessity should be cancelled. It is Phoenix's intention to adopt AmeriConnect's existing tariff in its entirety.

The same officers that control Phoenix will control AmeriConnect. The applicants have agreed that subscribers will be billed under their current rates, terms and conditions by

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Phoenix. Phoenix will assume AmeriConnect's Nebraska operations in their entirety.

AmeriConnect does not currently hold any subscriber deposits from Nebraska customers, therefore this merger will involve no refund or disposition of subscriber deposits. Phoenix does not intend to require deposits or advances from AmeriConnect's subscribers.

Phoenix utilizes the same underlying carrier network services currently provided by AmeriConnect, as well as additional underlying carrier network services, therefore, the service quality currently enjoyed by AmeriConnect's subscribers will remain unaffected. There will be no interruption of service to Nebraska subscribers as a result of the merger between Phoenix and AmeriConnect. AmeriConnect's subscribers are being notified in writing by direct mail of the merger.

O R D E R

IT IS THEREFORE ORDERED by the Nebraska Public Service Commission that Application C-1435 be, and it is hereby granted and AmeriConnect, Inc. and Phoenix Network, Inc. are hereby authorized to transfer control of Nebraska customers of AmeriConnect and others assets to Phoenix.

IT IS FURTHER ORDERED that Phoenix Network, Inc. shall file annually, in accordance with Neb. Rev. Stat. 86-804 (Reissue 1994), 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 the Certificate of Public Convenience and Necessity granted to AmeriConnect, Inc. pursuant to Application No. C-999 should be cancelled.


IT IS FURTHER ORDERED that Phoenix Network, Inc. file an updated tariff within thirty (30) days of the date of this order.

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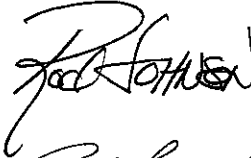
MADE AND ENTERED at Lincoln, Nebraska, this 10th day of December, 1996.

COMMISSIONERS CONCURRING:


//s//Rod Johnson
//s//James F. Munnelly
//s//Daniel G. Urwiller

NEBRASKA PUBLIC SERVICE COMMISSION

Chairman



ATTEST:


Executive Director

SECRETARY'S RECORD, NEBRASKA PUBLIC SERVICE COMMISSION
