

BEFORE THE NEBRASKA PUBLIC SERVICE COMMISSION

In the Matter of the Application )	Application No. C-1444
of Network Long Distance, Inc. of )	
Baton Rouge, Louisiana and United )	GRANTED
Wats, Inc. of Mission, Kansas )	
seeking approval of a Share Ex- )	
change Agreement. )	Entered: January 7, 1997

BY THE COMMISSION:

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

On November 19, 1996, an application was filed by Network Long Distance, Inc. (Network) of Baton Rouge, Louisiana and United Wats, Inc. (UWI) of Mission, Kansas seeking authority to enter a shareholder agreement whereby UWI will become a wholly owned subsidiary of Network, and the present UWI shareholders will receive a designed number of shares of Network common stock in exchange. Notice of the application was published in the Omaha Daily Record on November 20, 1996. No protests were filed; therefore, this application has been administered pursuant to the Commission's modified procedure.

Network obtained a Certificate of Public Convenience and Necessity from the Commission pursuant to Application C-1081 on September 13, 1994. UWI received its Certificate of Public Convenience and Necessity on May 15, 1995 by Application C-1161.

Both Network and UWI currently provide interLATA and intra-LATA telecommunications services to both business and residential customers throughout the state. No departmental or formal complaints are pending against the company.

UWI is a privately-held Kansas corporation which currently originates interstate traffic and intrastate service in 48 states. Network provides intrastate service, pursuant to certification, registration or tariff requirements in 49 states.

The exchange agreement will make UWI a wholly owned subsidiary of Network. UWI shall continue to operate as a regulated entity pursuant to its present Nebraska tariff. The companies will not be changing their respective technical, managerial or financial personnel after the transaction is completed.

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Upon consideration of the application, the governing statutes and rules, and being fully informed, the Commission is of the opinion and finds that the share exchange agreement between Network Long Distance, Inc. and United Wats, Inc. complies with the statutes and should be granted.


O R D E R

IT IS THEREFORE ORDERED by the Nebraska Public Service Commission that Application C-1444 be, and it is hereby, granted that Network Long Distance, Inc. and United Wats, Inc. are hereby authorized to implement their share exchange agreement, whereby United Wats, Inc. shall become a wholly owned subsidiary of Network Long Distance, Inc.

IT IS FURTHER ORDERED that Network Long Distance, Inc. and United Wats, Inc. shall continue to 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 7th day of January, 1997.

COMMISSIONERS CONCURRING:

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

NEBRASKA PUBLIC SERVICE COMMISSION

Chairman



ATTEST:

Executive Director

