

BEFORE THE NEBRASKA PUBLIC SERVICE COMMISSION

In the Matter of the Application)	Application No. C-1453
of AmeriTel Pay Phones, Inc. of)	
Lee's Summit, Missouri and Talton)	GRANTED
Holdings, Inc. seeking authority to)	
transfer AmeriTel Pay Phones assets)	
to Talton Holdings, Inc.)	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 26, 1996, an application was filed by AmeriTel Pay Phones, Inc. (AmeriTel) of Lee's Summit, Missouri and Talton Holdings, Inc. (Talton) seeking authority to transfer AmeriTel assets to Talton. Notice of the application was published in the Omaha Daily Record on December 2, 1996. No protests were filed; therefore, this application has been administered pursuant to the Commission's modified procedure.

AmeriTel obtained a Certificate of Public Convenience and Necessity from the Commission pursuant Application C-980 on June 23, 1993. The Certificate authorizes AmeriTel to provide pay telephone services in Nebraska.

Talton will purchase all of AmeriTel's stock pursuant to a stock acquisition agreement and hold AmeriTel as a wholly owned subsidiary. Talton will continue to operate under the AmeriTel name. No changes are anticipated in its tariff. Furthermore, no changes will occur in AmeriTel's service to correctional facility accounts within the state of Nebraska.

Talton will transact business as AmeriTel in the 27 states in which AmeriTel currently does business. The nature of the business will not change and will continue to be limited to providing pay telephone services to correctional institutions. The technical, managerial and financial personnel of AmeriTel will remain the same after the transaction.

Upon consideration of the application, the governing statutes and rules, and being fully informed, the Commission is of the opinion and finds the transfer of assets of AmeriTel Pay Phones, Inc. to Talton Holding, Inc. should be granted.

Application No. C-1453

PAGE TWO

O R D E R

IT IS THEREFORE ORDERED by the Nebraska Public Service Commission that Application C-1453 be, and it is hereby, granted and AmeriTel Pay Phones, Inc. is hereby authorized to transfer its assets to Talton Holdings, Inc.

IT IS FURTHER ORDERED that AmeriTel Pay Phones, Inc. and/or its successor corporation 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

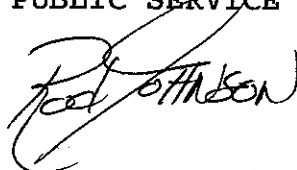
//s//Frank E. Landis

//s//James F. Munnally

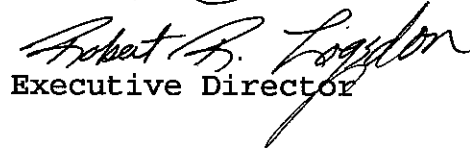
//s//Daniel G. Urwiller

NEBRASKA PUBLIC SERVICE COMMISSION

Chairman



ATTEST:



Executive Director