

BEFORE THE NEBRASKA PUBLIC SERVICE COMMISSION

In the Matter of the Application) Application No. C-1476
of Dial and Save of Nebraska, Inc.)
of Chantilly, Virginia and Long)
Distance Wholesale Club, Inc. of) GRANTED
Arlington, Virginia seeking appro-)
val to to incur debt obligations.) Entered: February 18, 1997

BY THE COMMISSION:

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

On January 13, 1997, an application was filed by Dial and Save of Nebraska, Inc. (Dial and Save) of Chantilly, Virginia and Long Distance Wholesale Club, Inc. (Long Distance) of Arlington, Virginia, both wholly-owned subsidiaries of Telco Communications Group, Inc. (Telco), seeking approval of a transaction whereby Telco will incur certain debt obligations, that will require a pledge of its assets, including stock of Dial and Save and Long Distance as security. Notice of the application was published in the The Daily Record on January 15, 1997. No protests were filed; therefore, this application has been administered pursuant to the Commission's modified procedure rule.

Telco is a corporation organized and existing under the laws of the State of Delaware. Telco subsidiaries, Dial and Save and Long Distance, are authorized to do business in the State of Nebraska and provide telecommunications services to subscribers in Nebraska. Both companies are subject to the jurisdiction of the Public Service Commission.

The application includes the credit facility agreement and accompanying schedules and exhibits. The funds made available to Telco as a result of the credit facility agreement will be used for working capital, refinancing existing indebtedness, and other capital expenditures.

Upon consideration of the application, the governing statutes and rules, and being fully informed, the Commission is of the opinion that the request should be granted.

O R D E R

IT IS THEREFORE ORDERED by the Nebraska Public Service Commission that Application C-1476 be, and it is hereby, granted and Dial and Save of Nebraska, Inc. of Chantilly, Virginia and Long Distance Wholesale Club, Inc. of Arlington, Virginia are authorized to incur the obligations set forth in their application.

Application No. C-1476

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MADE AND ENTERED at Lincoln, Nebraska, this 18th day of February, 1997.

COMMISSIONERS CONCURRING:

Frank E. Landis
David C. Boyle

//s//Rod Johnson
//s//Frank E. Landis
//s//Daniel G. Urwiller

NEBRASKA PUBLIC SERVICE COMMISSION

Chairman

Rod Johnson

ATTEST:

Executive Director

Robert S. Logsdon