

BEFORE THE NEBRASKA PUBLIC SERVICE COMMISSION

In the Matter of Intellical Oper-) Application No. C-1529
ator Services, Inc. and WorldCom,)
Inc. of Carrollton, Texas and)
Jackson, Mississippi seeking au-)
thority to transfer selected) GRANTED
assets and amend its certificate)
to include the provision of in-)
mate telecommunications services.) Entered: July 28, 1997

BY THE COMMISSION:

On April 21, 1997, an application was filed by Intellical Operator Services, Inc. (IOS) and WorldCom, Inc. of Carrollton, Texas and Jackson, Mississippi for authority to transfer selected assets from WorldCom to IOS. On June 26, 1997, legal counsel for the joint applicants amended the application to request authority to provide intrastate telecommunications services to correctional and confinement facilities within Nebraska. Notice of the application was published in The Daily Record, April 23, 1997. Notice of the amended application was published June 30, 1997. No protests were filed; 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

IOS received a Certificate of Public Convenience and Necessity to provide intrastate telecommunications services on January 29, 1992 in Application C-907. Currently, no formal or departmental complaints are pending against IOS. WorldCom is authorized to provide intrastate telecommunications services in Nebraska. No formal or departmental complaints are pending against WorldCom.

The applicants request authority for IOS to acquire certain assets currently used by WorldCom in the provision of operator-assisted services. Assets include, but are not limited to (1) certain customer premises equipment used to provide operator services at correctional facilities; (2) billings and collection assets; (3) operations and service contacts; (4) a non-exclusive limited license to use WorldCom's software for 25 years; (5) leases on Operator Call facilities; (6) premise leases for offices; (7) customer lists; (8) miscellaneous fixed assets and (9) WorldCom's DEX switches located in Los Angeles, California and Dallas, Texas. The estimated value of the assets to be transferred is \$23 million to be paid for using a combination of cash and stock.

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IOS and WorldCom will continue to operate after the completion of the transfer. IOS agrees to incorporate the service offerings, rates, terms and conditions presently offered by WorldCom into its tariff so as to minimize the impact of the transaction on consumers.

Upon consideration of the application, the governing statutes and rules, and being fully informed, the Commission is of the opinion and finds the assets described herein should be transferred from WorldCom to IOS and further that IOS is granted authority to provide intrastate telecommunications services at correctional facilities.

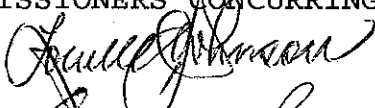
O R D E R

IT IS THEREFORE ORDERED by the Nebraska Public Service Commission that Application C-1529 be, and it is hereby granted.

MADE AND ENTERED at Lincoln, Nebraska, this 28th day of July, 1997.

NEBRASKA PUBLIC SERVICE COMMISSION

COMMISSIONERS CONCURRING:

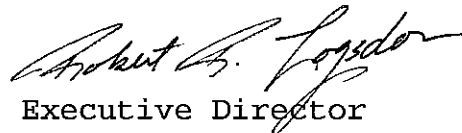


Chairman



ATTEST:

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


Executive Director