

BEFORE THE NEBRASKA PUBLIC SERVICE COMMISSION

In the Matter of Network Long            ) Application No. C-1541  
Distance, Inc. and National Tele-    )  
service, Inc. of Baton Rouge,        )  
Louisiana and Winona, Minnesota    ) GRANTED  
seeking approval of a stock         )  
acquisition agreement.                ) Entered: July 28, 1997

BY THE COMMISSION:

On May 12, 1997, an application was filed jointly by Network Long Distance, Inc. (Network) and National Teleservice, Inc. (NTI) of Baton Rouge, Louisiana and Winona, Minnesota seeking approval of a stock acquisition agreement. Notice of the application was published in The Daily Record, May 13, 1997. No protests were filed; therefore, we 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

National is an intrastate telecommunications service provider authorized to operate in Nebraska pursuant to Application C-1081. NTI also provides intrastate telecommunications services and received authority to operate on May 23, 1995, pursuant to Application C-1169. No formal or departmental complaints are pending against either company.

Network requests approval to purchase all the issued and outstanding shares of the common stock of NTI from current stockholders, who will receive a designated amount of Network stock in exchange. As a result of the transaction, NTI will become a wholly-owned subsidiary of Network. Both companies will continue to operate within Nebraska.

Notice of the proposed transaction has been provided to shareholders. Network has annual operating revenues of approximately sixty million dollars (\$60,000,000) and is financially able to consummate the transaction described herein.

Upon review of the application, the Commission is of the opinion and finds the application should be granted.

O R D E R

IT IS THEREFORE ORDERED by the Nebraska Public Service Commission that Application C-1541 be, and it is hereby granted.

Application No. C-1541

PAGE TWO

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

NEBRASKA PUBLIC SERVICE COMMISSION

COMMISSIONERS CONCURRING:

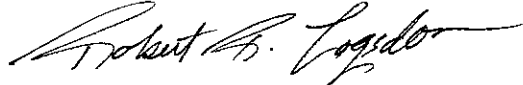


Chairman



ATTEST:

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

  
Executive Director