

BEFORE THE NEBRASKA PUBLIC SERVICE COMMISSION

In the Matter of SmarTalk Tele-	)	Application No. C-1589
Services, Inc. of Los Angeles,	)	
California seeking approval of	)	GRANTED
the acquisition by merger of	)	
SmarTel Communications, Inc.	)	Entered: August 12, 1997

BY THE COMMISSION:

On July 2, 1997, an application was filed by SmarTalk TeleServices, Inc. of Los Angeles, California seeking approval of the acquisition by merger of SmarTel Communications, Inc. Notice of the application was published in The Daily Record, July 4, 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

SmarTalk provides intrastate interexchange services in Nebraska pursuant to Application C-1232, entered by the Commission on December 5, 1995. SmarTel was issued a Certificate of Public Convenience and Necessity to provide intrastate interexchange services pursuant to Application C-1197 on September 13, 1995.

SmarTalk acquired SmarTel pursuant to an Agreement and Plan of Merger dated May 24, 1997. The agreement was approved by shareholders of both companies. SmarTel was merged with and into a wholly-owned subsidiary of SmarTalk. The transaction will result in the revocation of the certificate of authority previously issued to SmarTel.

SmarTalk will adopt SmarTel's tariff so that customers receive telecommunications services under the same conditions, terms and rates. The merger should cause no disruption in service for customers.

Upon consideration of the application, the governing statutes and rules, and being fully informed, 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-1589 be, and it is hereby granted.

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IT IS FURTHER ORDERED that the certificate of public convenience and necessity issued to Smartel Communications, Inc. be, and is hereby revoked.

MADE AND ENTERED at Lincoln, Nebraska, this 12th day of August, 1997.

COMMISSIONERS CONCURRING:



//s//Rod Johnson

//s//Frank E. Landis

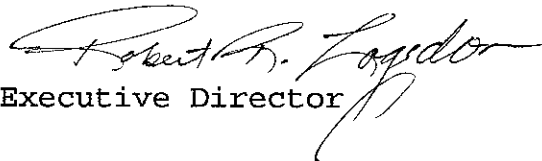
//s//Daniel G. Urwiller

NEBRASKA PUBLIC SERVICE COMMISSION

Chairman



ATTEST:



Executive Director