

BEFORE THE NEBRASKA PUBLIC SERVICE COMMISSION

In the Matter of TSC Communica-)	Application No. C-1603
tions Corp., Richardson, Texas,)	
seeking approval and consent to)	
transfer control of North Ameri-)	GRANTED
can InTeleCom, Inc. from Diamond)	
Shamrock, Inc. to TSC Communica-)	
tions Corp.)	Entered: September 15, 1997

BY THE COMMISSION:

On August 8, 1997, an application was filed by TSC Communications Corp. (TSC) of Richardson, Texas, seeking approval and consent to transfer control of North American InTeleCom, Inc. (North American) from Diamond Shamrock, Inc. (Diamond) to TSC. Notice of the application was published in The Daily Record, August 12, 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

North American received a Certificate of Public Convenience and Necessity to provide intrastate telecommunications services on October 16, 1995, in Application C-1222. Currently, no formal or departmental complaints are pending against North American. TSC is a privately-held company and is not certificated to provide intrastate telecommunications services in Nebraska.

The application requests authority for TSC to acquire control of North American from Diamond. North American would then become a wholly-owned subsidiary of TSC. TSC acquired all of the issued and outstanding stock of North American from Diamond.

The transaction will not change the operations, quality of service or rates of North American, thereby being virtually transparent to customers. The acquisition will (a) create greater competition in the interexchange marketplace, thus providing customers with a greater choice of long distance services; (b) allow TSC and North American to generate greater economies of scale and network efficiencies that will improve cost savings and quality of telecommunications services; and (c) provide users with better quality of services and increased consumer choice through innovative, diversified and reliable service.

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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.

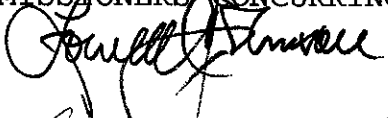
O R D E R

IT IS THEREFORE ORDERED by the Nebraska Public Service Commission that Application C-1603 be, and it is hereby granted.

MADE AND ENTERED at Lincoln, Nebraska, this 15th day of September, 1997.

NEBRASKA PUBLIC SERVICE COMMISSION

COMMISSIONERS CONCURRING:



Chairman



ATTEST:


Executive Director

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