

BEFORE THE NEBRASKA PUBLIC SERVICE COMMISSION

In the Matter of SmarTalk Tele-) Application No. C-1619
Services, Inc. of Los Angeles,)
California and ConQuest Operator)
Services Corp. of Dublin, Ohio)
jointly seeking an order author-) GRANTED
izing the acquisition by merger)
of ConQuest Operator Services)
Corp. by SmarTalk TeleServices,)
Inc.) Entered: October 15, 1997

BY THE COMMISSION:

On September 4, 1997, a joint application was filed by SmarTalk TeleServices, Inc. (SmarTalk) and ConQuest Operator Services Inc. (ConQuest) for authority for SmarTalk to acquire ConQuest by merger. Notice of the application was published in The Daily Record, September 8, 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, of Los Angeles, California provides intrastate interexchange services in Nebraska pursuant to Application C-1232, entered by the Commission on December 5, 1995. No formal or departmental complaints are pending against SmarTalk.

ConQuest, of Dublin, Ohio provides intrastate interexchange services and alternative operator services pursuant to Application C-916, entered by the Commission on May 5, 1992. No formal or departmental complaints are pending against ConQuest.

SmarTalk acquired ConQuest pursuant to a Merger Agreement dated July 30, 1997. The agreement was approved by shareholders and the Boards of Directors of both companies. After consummation of the merger, ConQuest will operate as a wholly-owned subsidiary of SmarTalk.

The name ConQuest will be used for operator services and to the extent that such name appears on debit cards already in circulation. All ConQuest debit cards should be phased out in approximately 18 months. 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.

Application No. C-1619

PAGE TWO

O R D E R

IT IS THEREFORE ORDERED by the Nebraska Public Service Commission that Application C-1619 be, and it is hereby granted.

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

NEBRASKA PUBLIC SERVICE COMMISSION
COMMISSIONERS CONCURRING:

Vice Chairman



//s//Lowell C. Johnson
//s//Frank E. Landis

ATTEST:


Executive Director