

BEFORE THE NEBRASKA PUBLIC SERVICE COMMISSION

In the Matter of Teltrust, Inc.) Application No. C-1670
and Quest Telecommunications,)
Inc. of Salt Lake City, Utah and)
Forest Park, Georgia for author-) GRANTED
ity for Teltrust, Inc. to acquire)
control of Quest Telecommunica-)
tions, Inc.) Entered: December 2, 1997

BY THE COMMISSION:

On October 24, 1997, an application was filed by Teltrust, Inc. and Quest Telecommunications, Inc. (Quest) of Salt Lake City, Utah and Forest Park, Georgia, seeking approval for Teltrust to acquire control of Quest. Notice of the application was published in The Daily Record, October 28, 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

Teltrust received a Certificate of Public Convenience and Necessity to provide intrastate telecommunications services on November 1, 1994, in Application No. C-1102. Quest is authorized to provide intrastate telecommunications services in Nebraska pursuant to Application C-1041, granted March 9, 1994. No formal or departmental complaints are pending against either company.

The application requests authority for Teltrust to acquire control of Quest's parent corporation, Quest Group International, Inc. (QGI). The proposed transaction is structured as a merger whereby Teltrust Acquisition, Inc., a newly formed Utah subsidiary of Teltrust created specifically for this transaction, will merge with and into QGI. QGI will be the surviving entity. All subsidiaries, including Quest will remain subsidiaries of QGI.

Teltrust will exchange up to 800,000 shares of Teltrust Common Stock to the existing QGI stockholders in exchange for all the issued and outstanding shares of QGI stock.

The transaction will not change the operations, quality of service or rates of Teltrust or Quest, thereby being virtually transparent to customers. The transaction simply will result in a change in the ultimate corporate parent of Quest, and will not involve a change in the manner in which Quest provides service. Teltrust and Quest will continue to operate in Nebraska using their respective names.

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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 No. C-1670 be, and it is hereby, granted.

MADE AND ENTERED at Lincoln, Nebraska, this 2nd day of December, 1997.

COMMISSIONERS CONCURRING:

NEBRASKA PUBLIC SERVICE COMMISSION



Chairman



ATTEST:



Executive Director

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