

BEFORE THE NEBRASKA PUBLIC SERVICE COMMISSION

In the Matter of the Joint Application of Feist Long Distance Service, Inc., Advanced Communications Group, Inc., and Advanced Communications Corp. for an Agreement and Plan of Exchange and Related Transactions.) Application No. C-1676
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) GRANTED
) Entered: December 9, 1997

BY THE COMMISSION:

On October 28, 1997, Feist Long Distance Services, Inc. (Feist) of Wichita, Kansas, Advanced Communications Group, Inc. (ACG), and Advanced Communications Corp. (Advanced) both of Houston, Texas, filed an application seeking approval for ACG to acquire control of both Feist and Advanced. Notice of the application was published in The Daily Record, on November 6, 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

Feist received a Certificate of Public Convenience and Necessity to resell telecommunications services in Nebraska on May 4, 1993, in Application No. C-970. Advanced is incorporated under the laws of Delaware and has its principal place of business in Houston, Texas. ACG is a wholly-owned subsidiary of Advanced and is incorporated under the laws of Delaware with its principal place of business in Houston, Texas.

The application requests authority for ACG to acquire 100% of Feist's common stock thereby leaving Feist to become a wholly-owned Kansas subsidiary of ACG. Simultaneously with the acquisition of Feist, Advanced Communications Group Acquisition, Inc, a wholly-owned subsidiary of ACG, will merge into Advanced, with Advanced being the surviving entity. As a result of this merger, Advanced will become a wholly-owned subsidiary of ACG, thereby reversing their current positions.

The proposed acquisition will result in a few changes in the management and officers of Feist. Rod K. Cut-singer will serve as the Chairman of the Board and other directors of ACG may be nominated to serve on the Feist Board. Persons currently serving as officers in Feist are generally expected continue performing the same duties as ACG evaluates its overall management structure. Otherwise, the transaction will not change the operations, or quality of service of Feist, thereby being virtually transparent to customers. The

transaction simply will result in a change in the ultimate corporate parent of Feist, and will not involve a change in the manner in which Feist provides service. Feist will continue to operate in Nebraska without a change in name.

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-1676 be, and it is hereby, granted.

MADE AND ENTERED at Lincoln, Nebraska, this 9th day of December, 1997.

NEBRASKA PUBLIC SERVICE COMMISSION

COMMISSIONERS CONCURRING:



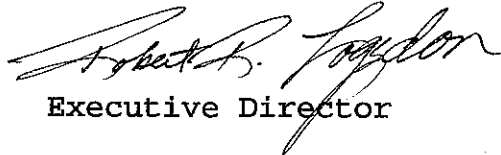
//s//Rod Johnson

//s//Frank E. Landis

Chairman



ATTEST:



Executive Director