

BEFORE THE NEBRASKA PUBLIC SERVICE COMMISSION

In the Matter of the Application of) Application No. C-1744
Network Long Distance, Inc. and IXC)
Long Distance, Inc. of Baton Rouge,)
Louisiana, and Austin, Texas,) GRANTED
respectively, seeking authority to)
transfer control of Network Long)
Distance, Inc. to IXC Long Dis-)
tance, Inc.) Entered: March 10, 1998

BY THE COMMISSION:

By application filed February 2, 1998, Network Long Distance, Inc. (Network) and IXC Long Distance, Inc. (IXCLD) of Baton Rouge, Louisiana, and Austin, Texas, respectively, seek authority to transfer control of Network to IXCLD. Notice of the application was published in The Daily Record, Omaha, Nebraska, on February 4, 1998, pursuant to the rules of the Commission. No protests were filed.

O P I N I O N A N D F I N D I N G S

Network is a publicly-traded Delaware corporation. Network received authority to provide intrastate interexchange telecommunications services in Nebraska pursuant to Application C-1081. No formal or departmental complaints are pending against Network.

IXCLD is a Delaware corporation and is a wholly-owned subsidiary of IXC Communications, Inc., whose stock is publicly traded on the NASDAQ stock market. IXCLD received certification to operate as an intrastate interexchange carrier in Nebraska pursuant to Application C-1187. No complaints are pending against IXCLD.

The applicants request authority to transfer control of Network to IXCLD. IXCLD will acquire all the outstanding capital stock of Network. To accomplish the acquisition, IXCLD formed a wholly-owned subsidiary, Pisces Acquisition Corp. At the close of the transaction, Pisces will be merged with and into Network. Network will be survivor of the merger, thereby becoming a wholly-owned subsidiary of IXCLD.

Following the merger, Network will continue to operate and will remain the holder of its certificate. Customers will not be affected, as the transfer will be made in a seamless fashion. The merger will enable IXCLD and Network to realize significant economic and marketing efficiencies permitting savings in operating costs and capital expenditures.

Based on the evidence, we find the application to be fair and reasonable, in the public interest and that it should be granted.

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O R D E R

IT IS THEREFORE ORDERED by the Nebraska Public Service Commission that Application No. C-1744 be, and it is hereby, granted and IXC Long Distance, Inc. is hereby authorized to acquire control of Network Long Distance, Inc.

MADE AND ENTERED at Lincoln, Nebraska, this 10th day of March, 1998.

COMMISSIONERS CONCURRING:

//s//Lowell C. Johnson
//s//Frank E. Landis
//s//Daniel G. Urwiller

NEBRASKA PUBLIC SERVICE COMMISSION


Chairman

ATTEST:


Executive Director