

BEFORE THE NEBRASKA PUBLIC SERVICE COMMISSION

In the Matter of the Application ) Application No. C-1799  
of SBC Communications, Inc. of San )  
Antonio, Texas, and Southern New )  
England Telecommunications Corp. ) GRANTED  
of New Haven, Connecticut, seeking )  
approval of an agreement and plan )  
of merger. ) ENTERED: June 2, 1998

BY THE COMMISSION:

By application filed April 17, 1998, SBC Communications, Inc. (SBC) of San Antonio, Texas, and Southern New England Telecommunications Corp. (SNET) of New Haven, Connecticut, seek approval for the indirect transfer of control of the authorization held by SNET America Inc., a wholly-owned subsidiary of SNET, to SBC. Notice of the application was published in The Daily Record, Omaha, Nebraska, April 23, 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

A wholly-owned subsidiary of SNET, SNET America, Inc. received a Certificate of Public Convenience and Necessity to provide resold intrastate interexchange telecommunications services in the State of Nebraska, pursuant to certification granted on February 5, 1991, in Application No. C-1219.

SBC is a Delaware holding company publicly traded in the New York Stock Exchange. Headquartered in San Antonio, Texas, SBC is among the largest telecommunications companies in the United States and one of the world's leading diversified telecommunications companies.

On January 4, 1998, SBC and SNET entered into an Agreement and Plan of Merger under which SNET will become a first-tier wholly-owned subsidiary of SBC where SBC will own all of the stock of SNET. Although SBC will take control of SNET, SNET America will continue to hold the authorization to offer intrastate interexchange telecommunication services in Nebraska. SNET America will not change the manner in which they provide service to their customers in Nebraska.

The merger will ensure the continued provision of high-quality and innovative telecommunications services to existing customers and promote competition in the state's telecommunications market. The merger will enhance the ability of SNET America to offer competitively-priced telecommunications services.

Application No. C-1799

PAGE TWO

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

O R D E R

IT IS THEREFORE ORDERED by the Nebraska Public Service Commission that Application No. C-1799 be, and it is hereby, granted.

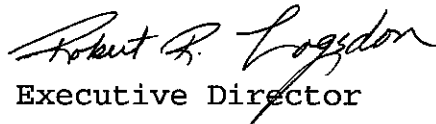
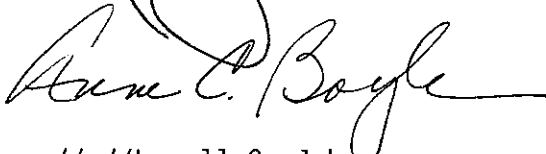
MADE AND ENTERED at Lincoln, Nebraska, this 2nd day of June, 1998.

COMMISSIONERS CONCURRING:

NEBRASKA PUBLIC SERVICE COMMISSION

  
Chairman

ATTEST:

  
Executive Director

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