

BEFORE THE NEBRASKA PUBLIC SERVICE COMMISSION

In the Matter of the Application) Application No. C-1940
of Telecom Resources, Inc. of)
Dallas, Texas, and Advanced Com-)
munications Group, Inc. of St.) GRANTED
Louis, Missouri, seeking authority)
to Transfer Control of Advanced)
Communications Group.) ENTERED: January 13, 1999

BY THE COMMISSION:

By application filed November 10, 1998, Telecom Resources, Inc. (TRI) and Advanced Communications Group, Inc. (Advanced Communications) jointly request authority for a transfer of control of Advanced Communications to TRI. Notice of the application was published in The Daily Record, Omaha, Nebraska, November 13, 1998, pursuant to the Rules of the Commission. No protests were filed; therefore, the Commission processes this application pursuant to its rule of modified procedure.

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

TRI is a privately-held Texas corporation with its principle office located in Dallas, Texas. The Commission granted TRI a Certificate of Convenience and Necessity to operate as a resale carrier of intrastate interexchange intraLATA and interLATA telecommunications services within Nebraska on May 5, 1998 in Application No. C-1785.

Advanced Communications a publicly-held Delaware corporation, the stock of which is traded on the NASDAQ, with its principle office in St. Louis, Missouri. The company is not certificated to provide telecommunication in Nebraska, but it has wholly-owned subsidiaries that are authorized to provide service in the state.

Under the proposed "Agreement and Plan of Merger" (Agreement), Advanced Communications will acquire control of TRI through the merger of ACG Acquisition Corp. and TRI. ACG Acquisition Corp. is a wholly-owned subsidiary of Advanced Communications that was formed to facilitate the acquisition of TRI. After this merger, TRI will be the surviving entity, and will become a wholly-owned subsidiary of Advanced Communications. TRI will continue to operate under its own name, and will remain the holder of its certification. As such, the transaction will be virtually seamless to TRI's customers, and will not disrupt retail service, or cause customer inconvenience or confusion.

The transfer of control will benefit the public interest by enhancing the Applicants' operational flexibility and efficiency, as well as its financial viability.

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Therefore, the Commission is of the opinion and finds, that the application is fair and reasonable and in the public interest. As such, it should be granted.

O R D E R

IT IS THEREFORE ORDERED by the Nebraska Public Service Commission that Application No. C-1940 be, and it is hereby, granted, contingent upon final consummation of the transfer of control by the Joint Applicants.

IT IS FURTHER ORDERED that within three months of the date of this order, Joint Applicants shall file with the Commission notice of consummation of the transfer of control.

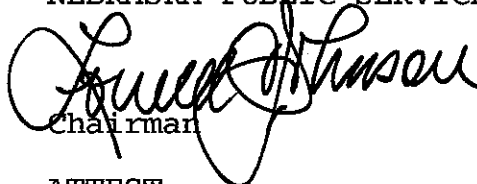

IT IS FURTHER ORDERED that within four months of the date of this order, Applicants shall file an updated tariff with the Commission.

IT IS FINALLY ORDERED that if the transfer of control is not consummated within three months of the date of this order, this order is hereby vacated, and the Application dismissed.

MADE AND ENTERED at Lincoln, Nebraska, this 13th day of January, 1999.

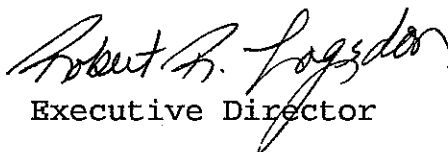
COMMISSIONERS CONCURRING:

NEBRASKA PUBLIC SERVICE COMMISSION


Chairman

ATTEST:

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


Executive Director