

SECRETARY'S RECORD, NEBRASKA PUBLIC SERVICE COMMISSION

BEFORE THE NEBRASKA PUBLIC SERVICE COMMISSION

In the Matter of the Joint) Application No. C-2002
Application of Speer Communications)
Virtual Media, Inc., Speer Virtual)
Media, Ltd., both of Nashville,)
Tennessee, and Precision Systems,) GRANTED
Inc. of St. Petersburg, Florida,)
seeking approval of a corporate)
reorganization and restructuring.) Entered: May 4, 1999

BY THE COMMISSION:

On February 22, 1999, a joint application was filed by Speer Communications Virtual Media, Inc. and Speer Virtual Media, Ltd., both of Nashville, Tennessee, and Precision Systems, Inc., of St. Petersburg, Florida, seeking approval of a corporate reorganization and restructuring. Notice of the application was published in The Daily Record, Omaha, Nebraska, on February 23, 1999. 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

Speer Virtual Media, Ltd. (SVM) is a limited partnership authorized to provide intrastate interexchange service in Nebraska pursuant to Docket No. C-1596, which was granted November 24, 1997.

Speer Communications Virtual Media, Inc. (SCVM) is a Delaware corporation that is currently a wholly-owned subsidiary of SVM and which under the proposed merger would become the telecommunications arm of SVM, assuming its Certificate of Public Convenience and Necessity and full responsibility for all existing communications assets, customers and services of SVM.

Precision Systems, Inc. (PSI) is a Delaware corporation publicly traded on the NASDAQ Exchange which together with its subsidiaries delivers telecommunications solutions to service providers and corporations.

The applicants request approval for the transfer of SVM's authority to operate as an interexchange carrier of telecommunications services and assets within the state of Nebraska to SCVM, the transfer of SVM's assets including its Nebraska customers to SCVM and the transfer of control of SCVM to PSI (collectively the transactions).

The transactions are part of an agreement (the agreement) between privately-held companies, including SVM that are controlled by Roy M. Speer, and PSI, a public corporation. Roy M. Speer companies currently control SVM and through it, control SCVM. After the proposed agreement is consummated, PSI will control SCVM, but Roy M. Speer, through the various Speer companies, will control PSI.

Application No. C-2002

PAGE 2

While the proposed transactions contemplate a technical change of control of SCVM from SVM to PSI, there will not be a change in control in a practical sense. Since companies controlled by Roy M. Speer will hold the majority of PSI's common stock upon consummation of the agreement, the ultimate control of SCVM will still reside with Roy M. Speer.

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-2002 be, and it is hereby, granted and Speer Communications Virtual Media, Inc., Speer Virtual Media, Ltd. and Precision Systems, Inc. are hereby authorized to complete the above-outlined corporate reorganization and restructuring.

IT IS FURTHER ORDERED that the Certificate of Public Convenience and Necessity previously granted to Speer Virtual Media, Ltd. in Application No. C-1596 is hereby transferred to Speer Communications Virtual Media, Inc. upon effective completion of the above-described reorganization.

IT IS FINALLY ORDERED that Speer Communications Virtual Media, Inc. shall file with this Commission a revised tariff reflecting the completion of the reorganization prior to offering service pursuant to this order and the certificate granted in Docket No. C-1596.

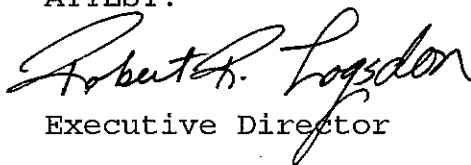
MADE AND ENTERED at Lincoln, Nebraska, this 4th day of May, 1999.

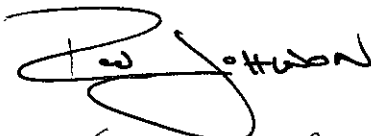
NEBRASKA PUBLIC SERVICE COMMISSION

COMMISSIONERS CONCURRING:


Chairman

ATTEST:


Executive Director



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