

SECRETARY'S RECORD, NEBRASKA PUBLIC SERVICE COMMISSION

BEFORE THE NEBRASKA PUBLIC SERVICE COMMISSION

In the Matter of the Joint) Application No. C-2015
Application of Big Planet, Inc.)
and Nu Skin Enterprises, Inc., both) GRANTED
of Provo, Utah, seeking approval)
of a pro forma reorganization.) Entered: May 4, 1999

BY THE COMMISSION:

On March 22, 1999, an application was filed by Big Planet, Inc. and Nu Skin Enterprises, Inc. both of Provo, Utah, seeking approval of a pro forma reorganization. Notice of the application was published in The Daily Record, Omaha, Nebraska, on March 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

Big Planet, Inc. is a privately-held Utah corporation authorized in Nebraska to provide intrastate interexchange telecommunications services pursuant to certification granted by this Commission in Application No. C-1831. Nu Skin Enterprises, Inc. (NSE) is a Delaware corporation publicly traded on the New York Stock Exchange that presently holds no telecommunications licenses from this or any other regulatory commission.

NSE and Big Planet are currently affiliated through common ownership and control. The planned reorganization is purely *pro forma* in nature and will be virtually transparent to existing customers under existing service arrangements pursuant to Big Planet's certification.

Applicants plan to implement a pro forma corporate reorganization whereby Big Planet will become a direct, wholly-owned subsidiary of NSE. Although the proposed reorganization will result in a change in the direct corporate parent of Big Planet, it will not result in a change in the ultimate ownership and control. Big Planet will continue to provide seamless service to existing customers with no change in the rates, terms and conditions of service previously enjoyed by such customers.

Consummation of the reorganization will serve the public interest in promoting competition among providers of interexchange telecommunications services by combining the financial resources and complementary managerial skills and experience of NSE and Big Planet in providing telecommunications services to the public.

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.

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O R D E R

IT IS THEREFORE ORDERED by the Nebraska Public Service Commission that Application No. C-2015 be, and it is hereby, granted and Big Planet, Inc. and Nu Skin Enterprises are hereby authorized to implement the above-outlined pro forma corporate reorganization.

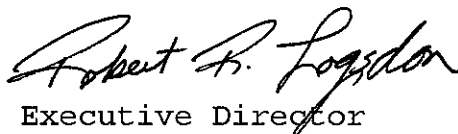
MADE AND ENTERED at Lincoln, Nebraska, this 4th day of May, 1999.

COMMISSIONERS CONCURRING:

NEBRASKA PUBLIC SERVICE COMMISSION


Chairman

ATTEST:


Executive Director

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