

SECRETARY'S RECORD, NEBRASKA PUBLIC SERVICE COMMISSION

BEFORE THE NEBRASKA PUBLIC SERVICE COMMISSION

In the Matter of the Application) Application No. C-2049
of OmniCall, Inc. of Greenville,)
South Carolina, seeking authority)
to operate as an interexchange) CERTIFICATE CANCELED
carrier of telecommunications)
services within the state of)
Nebraska.) Entered: May 16, 2000

BY THE COMMISSION:

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

On July 8, 1999, pursuant to Application No. C-2049, OmniCall, Inc. (OmniCall) of Greenville, South Carolina, was granted authority to operate as an interexchange carrier of telecommunications services in Nebraska.

On May 9, 2000, the Commission was notified of OmniCall's request to have its certificate canceled. The certificate cancellation is part of a larger transaction involving Access One Communications Corp. (Access One), the parent corporation of OmniCall, and Talk.com, Inc. (Talk.com). This transaction will result in the acquisition of Access One by Talk.com. As this merger does not involve the acquisition of one certificated carrier by another certificated carrier (see Neb. Admin. R. & Regs., Title 291, Chapter 5, Rule 002.26B), the transaction falls outside the Commission's jurisdiction and this order expresses no opinion on the proposed merger.

Upon completion of the merger on or about June 30, 2000, the parties seek to transfer the few Nebraska customers of OmniCall to Talk.com and to surrender OmniCall's certificate of operating authority. Talk.com received authority to operate as a resale carrier of intrastate interexchange telecommunications services in Nebraska on May 16, 1995, pursuant to Application No. C-1155. The parties have determined that because of the de minimis nature of OmniCall's operations in Nebraska, such an arrangement will allow for a more efficient operation of the post-merger entity.

The parties will provide the small number of OmniCall customers in Nebraska with notice of the pending merger, including the following information: that their telecommunications provider will be switched to Talk.com if they do not select a different carrier; that they will continue to receive service under the same rates and terms as provided by OmniCall; and that they have the option of changing to a different provider at Talk.com's expense. Customers will also receive similar notice after the merger has occurred, once again stating that they have the right to change carriers at Talk.com's expense.

In light of these steps taken to ensure the smooth transition of customers from OmniCall to Talk.com, the Commission is of the opinion the request should be granted and OmniCall's certificate

Application No. C-2049

PAGE 2

should be canceled. Furthermore, the Commission finds that Omni-Call's certificate shall remain in effect until the proposed merger is complete and until OmniCall's customers are transferred to Talk.com, which shall occur on or about June 30, 2000.

O R D E R

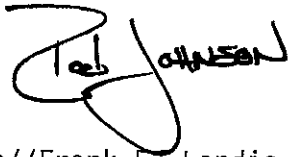
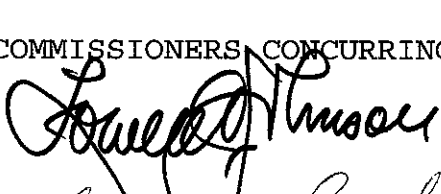
IT IS THEREFORE ORDERED by the Nebraska Public Service Commission that the certificate of operating authority previously issued in Application No. C-2049 to OmniCall, Inc. be, and it is hereby, canceled.

IT IS FURTHER ORDERED that this order become effective on June 30, 2000.

MADE AND ENTERED at Lincoln, Nebraska, this 16th day of May, 2000.

NEBRASKA PUBLIC SERVICE COMMISSION

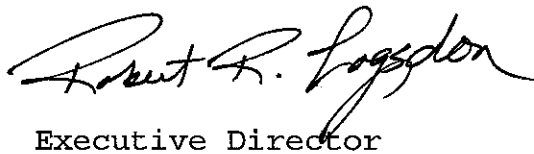
COMMISSIONERS CONCURRING:



//s//Frank E. Landis


Chairman

ATTEST:


Executive Director