

SECRETARY'S RECORD, NEBRASKA PUBLIC SERVICE COMMISSION

BEFORE THE NEBRASKA PUBLIC SERVICE COMMISSION

In the Matter of the Joint Application) Application No. C-2072
of Eclipse Telecommunications, Inc.,)
of Austin, Texas, and Telecom One,) GRANTED
Inc. of Oak Brook, Illinois, seeking)
approval of a merger.) Entered: August 3, 1999

BY THE COMMISSION:

On June 23, 1999, a joint application was filed by Eclipse Telecommunications, Inc. (Eclipse) of Austin, Texas, and Telecom One, Inc. (Telecom One) of Oak Brook, Illinois, seeking approval of a merger. Notice of application was published in The Daily Record, Omaha, Nebraska, on June 24, 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

Eclipse is a Delaware corporation and a wholly-owned subsidiary of IXC Communications Services, Inc. (IXC-CSI). Eclipse operates as a reseller of intrastate interexchange services in forty-eight states, including Nebraska. Eclipse received authority from this Commission to provide service on July 13, 1994, pursuant to Docket No. C-1081.

Telecom One, a Delaware corporation, is also a wholly-owned subsidiary of IXC-CSI. Telecom One operates as a reseller of intrastate interexchange services in twenty-seven states. Authority to operate in Nebraska was granted by this Commission in Docket No. C-1821 on July 14, 1998.

The proposed reorganization will result in Telecom One merging with and into Eclipse, with Eclipse Telecommunications, Inc. surviving. Because Telecom One will no longer exist, its certification in Nebraska will be surrendered, and services will be offered pursuant to the authority previously granted to Eclipse. Current customers of Eclipse and Telecom One will not be adversely affected by the merger. Affected customers will be notified of the change, and there will be no disruption in service to any of the affected customers. The terms and conditions of service previously received by customers of each applicant will not be significantly altered.

The merger will not adversely affect the technical, managerial, or financial capabilities of either applicant. Telecom One's current management team will join the management of Eclipse. The combination of Telecom One's and Eclipse's management and

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technical experience will result greater efficiencies and enhancements, and will place the surviving entity in a better position to compete in the Nebraska telecommunications market.

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-2072 be, and it is hereby, granted and the merger of Eclipse Telecommunications, Inc. and Telecom One, Inc. is approved.

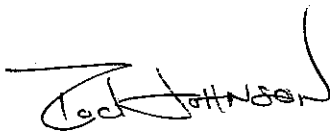
IT IS FURTHER ORDERED that the certificate granted in Docket No. C-1821 be, and it is hereby, revoked.

IT IS FURTHER ORDERED that applicant file an updated tariff reflecting the reorganization within thirty days from the date of this order.

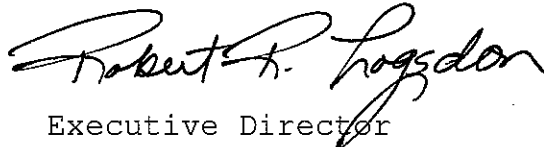
MADE AND ENTERED at Lincoln, Nebraska, this 3rd day of August, 1999.

NEBRASKA PUBLIC SERVICE COMMISSION

COMMISSIONERS CONCURRING:


Chairman

ATTEST:


Executive Director

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