

SECRETARY'S RECORD, NEBRASKA PUBLIC SERVICE COMMISSION

BEFORE THE NEBRASKA PUBLIC SERVICE COMMISSION

In the Matter of the Application) Application No. C-2083
of Advanced TelCom Group, Inc. of)
Santa Rosa, California, Trailblazer)
Acquisition Corporation and Shared) GRANTED
Communications Services, Inc.,)
both of Salem, Oregon, seeking)
approval for plan of reorganization.) Entered: October 14, 1999

BY THE COMMISSION:

By application filed July 16, 1999, Advanced TelCom Group, Inc. (ATGI) of Santa Rosa, California, Trailblazer Acquisition Corporation (Trailblazer) and Shared Communications Services, Inc. (SCS), both of Salem, Oregon, seek approval for plan of reorganization. Notice of the application was published in The Daily Record, Omaha, Nebraska, on July 21, 1999. No protests were filed; therefore, this application is processed 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

ATGI is a Delaware corporation with its principal place of business in Santa Rosa, California. ATGI offers interexchange and local exchange services in several states; however, ATGI does not possess a certificate to offer such services in Nebraska.

Trailblazer is an Oregon corporation, based in Salem, Oregon, that is a wholly-owned subsidiary of ATGI. Trailblazer does not possess a certificate to provide telecommunications services in Nebraska.

SCS is an Oregon corporation with its principal place of business in Salem, Oregon, and received authority from this Commission to provide intrastate interexchange telecommunications services in Nebraska on June 25, 1996, pursuant to Docket No. C-1322.

Under the terms of the Agreement and Plan of Reorganization entered into by each of the parties, ATGI will acquire SCS through a merger of SCS with Trailblazer. Trailblazer will merge with and into SCS, and SCS will become a wholly-owned subsidiary of ATGI. Following the transaction, Trailblazer will cease to exist.

Following the reorganization, SCS will continue to provide services to Nebraska customers under its current name. Service will not be disrupted in any manner by the reorganization and the transaction will essentially be transparent to SCS's Nebraska customers. Furthermore, the reorganization is in the public interest because the combination of ATGI and SCS and their assets will result in the ability for each to achieve significant economies of scale, allowing for the provision of increased quantity and quality of services to consumers.

Application No. C-2083

PAGE 2

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.

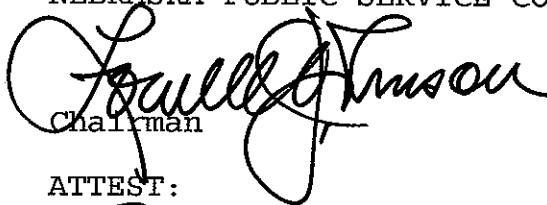
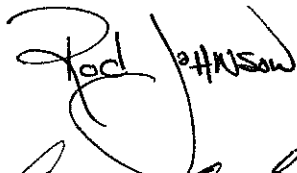
O R D E R

IT IS THEREFORE ORDERED by the Nebraska Public Service Commission that Application No. C-2083 be, and it is hereby, granted.

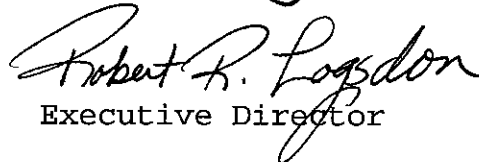
MADE AND ENTERED at Lincoln, Nebraska, this 14th day of October, 1999.

COMMISSIONERS CONCURRING:

NEBRASKA PUBLIC SERVICE COMMISSION


Chairman

ATTEST:


Executive Director

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