

SECRETARY'S RECORD, NEBRASKA PUBLIC SERVICE COMMISSION

BEFORE THE NEBRASKA PUBLIC SERVICE COMMISSION

In the Matter of the joint app-)	Application No. C-2095
lication for approval of transfer)	
of control of Feist Long Distance)	
Service, Inc. of Wichita, Kansas;)	
FirstTel, Inc. of Sioux Falls,)	
South Dakota; Telecom Resources,)	GRANTED
Inc. of Dallas, Texas; and)	
Advanced Communications Group,)	
Inc. of Chesterfield, Missouri)	
to Ionex Telecommunications, LLC,)	
of Dallas, Texas.)	Entered: October 19, 1999

BY THE COMMISSION:

By joint application filed August 9, 1999, approval is sought of transfer of control of Feist Long Distance Service, Inc. (Feist) of Wichita, Kansas; FirstTel, Inc. (FirstTel) of Sioux Falls, South Dakota; Telecom Resources, Inc. (Telecom) of Dallas, Texas; and Advanced Communications Group, Inc. (ACG) of Chesterfield, Missouri to Ionex Telecommunications, LLC (Ionex) of Dallas, Texas. Notice of the application was published in The Daily Record, Omaha, Nebraska, on August 11, 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

Ionex is a recently-created Delaware corporation. Ionex is majority owned and controlled by Gilbert Global Equity Partners, LP. As such, Ionex has access to extensive financial resources. Furthermore, Ionex's management team has considerable experience in the telecommunications industry.

Feist, A Kansas corporation, provides resold intrastate interexchange and/or competitive local exchange services in several states. Feist received authority from this Commission on May 4, 1993 to provide resold intrastate interexchange services in Nebraska, pursuant to Docket No. C-970.

FirstTel is a South Dakota corporation authorized to provide interexchange and/or competitive local exchange services in several states. FirstTel received authority from this Commission on April 19, 1997 to provide competitive local exchange services (Docket No. C-1380), and received authority to provide resold intrastate interexchange services on February 8, 1994 (Docket No. C-1029).

TRI is a Texas corporation which provides resold intrastate interexchange services in 46 states. TRI received authority to provide such services in Nebraska from this Commission on May 5, 1998, pursuant to Docket No. C-1785. TRI does not currently serve any customers in Nebraska.

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ACG is a publicly traded Delaware corporation. ACG provides a wide variety of telecommunications services in several states, however, ACG does not hold authority to provide any service in Nebraska. ACG is also the parent corporation of Feist, FirstTel and TRI. This Commission approved the transfer of Feist, FirstTel and Tri to ACG in Docket Nos. C-1676, C-1675 and C-1940, respectively.

The proposed transfer will occur as a result of the direct purchase of all outstanding shares of Feist, FirstTel and TRI by Ionex. Following the purchase, Feist, FirstTel and TRI will become separate, wholly-owned subsidiaries of Ionex, and each will continue to provide services under their current names and pursuant to their current certificates. Service will continue to be provided to existing customers under the same terms, rates and conditions as previously offered. Therefore, the transaction will be virtually transparent to customers.

The transaction is in the public interest because it will give Feist, FirstTel and TRI access to Ionex's significant financial resources and management experience, thereby ensuring the continued provision of quality telecommunications services to customers.

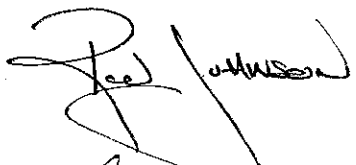

Upon consideration of the application, the governing statutes and rules and being fully informed, the Commission is of the opinion and finds the application should be granted.

O R D E R

IT IS THEREFORE ORDERED by the Nebraska Public Service Commission that Application No. C-2095 be, and it is hereby, granted and the proposed transfer, as described herein, is approved.

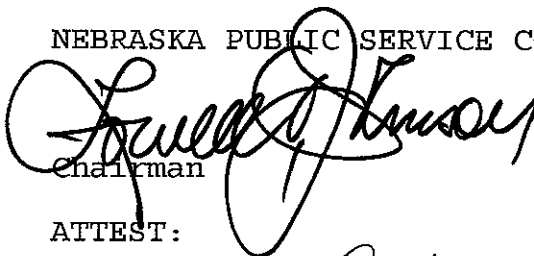
MADE AND ENTERED at Lincoln, Nebraska, this day of 19th day of October, 1999.

COMMISSIONERS CONCURRING:

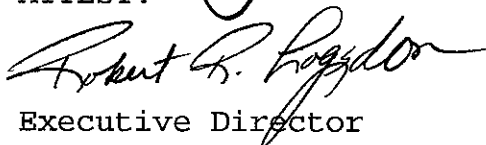



//s//Lowell C. Johnson
//s//Frank E. Landis

NEBRASKA PUBLIC SERVICE COMMISSION


Chairman

ATTEST:


Executive Director