

SECRETARY'S RECORD, NEBRASKA PUBLIC SERVICE COMMISSION

BEFORE THE NEBRASKA PUBLIC SERVICE COMMISSION

In the Matter of the Application     ) Application No. C-2426  
of Universal Access, Inc. of         )  
Chicago, Illinois, seeking            ) GRANTED  
approval of pro forma internal        )  
corporate reorganization.            ) Entered: January 23, 2001

BY THE COMMISSION:

By application filed November 16, 2000, Universal Access, Inc. (UAI) of Chicago, Illinois, seeks approval of a pro forma internal corporate reorganization. Notice of the application was published in The Daily Record, Omaha, Nebraska, on November 20, 2000. 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

UAI was granted authority by this Commission to provide both interexchange and local exchange telecommunications services in Nebraska on July 11, 2000, pursuant to Application No. C-2223.

In the present application, UAI seeks Commission approval of a pro forma internal corporate reorganization. Specifically, the reorganization will be accomplished as follows: first, two entities will be created as subsidiaries of UAI. One entity, "HoldCo," will be a direct wholly-owned subsidiary of UAI. The second, "TempCo," will be a direct wholly-owned subsidiary of HoldCo. UAI will then merge with TempCo, with UAI surviving the transaction. The reorganization will result in UAI being 100 percent owned by HoldCo, and the previous shareholders of UAI will now own identical proportions of interest in HoldCo.

The insertion of a holding company at the level above the presently certificated operating entity will enable UAI to flexibly and efficiently obtain additional, lower cost financing, and to receive greater flexibility in corporate operations.

The creation of HoldCo as UAI's parent company will be made in a seamless manner and will have no adverse impact on UAI's managerial, technical or financial capacities. The transaction will, in fact, be paper transaction and will be transparent to all customers served by UAI, causing no harm or inconvenience to those customers.

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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.

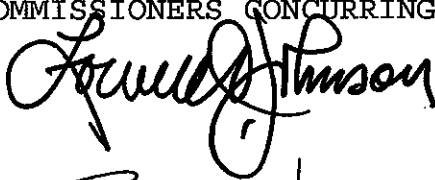
O R D E R

IT IS THEREFORE ORDERED by the Nebraska Public Service Commission that Application No. C-2426 be, and it is hereby, granted.

MADE AND ENTERED at Lincoln, Nebraska, this 23rd day of January, 2001.

NEBRASKA PUBLIC SERVICE COMMISSION

COMMISSIONERS CONCURRING:





//s//Frank E. Landis  
//s//Daniel G. Urwiller

  
Chairman

ATTEST:



Executive Director