

SECRETARY'S RECORD, NEBRASKA PUBLIC SERVICE COMMISSION

BEFORE THE NEBRASKA PUBLIC SERVICE COMMISSION

In the Matter of the Application ) Application No. C-2494  
of ARBROS Communications, Inc. )  
of Silver Spring, Maryland, )  
seeking authority to transfer )  
ownership and control of Comm ) GRANTED  
South Companies, Inc. from )  
TracFone Wireless, Inc. to its )  
affiliate, AM Comm Solutions, )  
LLC, and from that company to )  
ARBROS Communications, Inc. ) Entered: April 17, 2001

BY THE COMMISSION:

By application filed March 12, 2001, ARBROS Communications, Inc. (ARBROS) of Silver Spring, Maryland, seeks authority to transfer ownership and control of Comm South Companies, Inc. (Comm South) from TracFone Wireless, Inc. (TracFone) to its affiliate, AM Comm Solutions, LLC (AM Comm), and from that company to ARBROS. Notice of the application was published in The Daily Record, Omaha, Nebraska, on March 14, 2001. 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

Comm South was authorized to provide local exchange service on May 16, 2000, pursuant to Application No. C-2192, and was granted authority to provide interexchange telecommunications services in Nebraska on November 21, 2000, pursuant to Application No. C-2409. Comm South is 90.1 percent owned by TracFone, a Florida corporation that resells prepaid wireless services, 9.9 percent owned by AM Comm, a Delaware limited-liability company. TracFone and AM Comm are both subsidiaries of the same parent company.

ARBROS, a Delaware corporation, owns several regional limited liability companies, including ARBROS Communications Licensing Company Central, LLC, which is authorized to provide both local exchange and interexchange telecommunications services in Nebraska, pursuant to Application No. C-2421.

The acquisition of Comm South by ARBROS will be completed in a multi-step process, upon the conclusion of which Comm South will be a wholly-owned subsidiary of ARBROS. Specifically, ARBROS will first acquire, prior to the closing of the transaction, the 9.9 percent share of Comm South currently owned by AM Comm. Second, at

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the close of the overall transaction, the 90.1 percent ownership share of Comm South, currently owned by TracFone, will be transferred to AM Comm. AM Comm will then immediately transfer that interest to ARBROS for other consideration.

The Commission finds that ARBROS is financially, managerially and technically qualified to assume control of Comm South. The transfer will have no impact on any current customers of Comm South, as Comm South will continue to operate as a separate entity under its own certificate of operating authority and tariff. Furthermore, the transaction described above is in the public interest. The transaction, as described in the application, should be granted.

O R D E R

IT IS THEREFORE ORDERED by the Nebraska Public Service Commission that Application No. C-2494 be, and it is hereby, granted.

MADE AND ENTERED at Lincoln, Nebraska, this 17th day of April, 2001.

NEBRASKA PUBLIC SERVICE COMMISSION

COMMISSIONERS CONCURRING:

*Francis Johnson*  
*Anne C. Boyle*

*Paul F. ...*  
Chairman

ATTEST:

*And S. Pollack*  
Executive Director

*Frank E. Landis*  
//s//Frank E. Landis