

BEFORE THE NEBRASKA PUBLIC SERVICE COMMISSION

In the Matter of the Application     ) Application No. C-2514  
of Network US, Inc. and Affinity     )  
Corporation, both of Waukesha,     ) GRANTED  
Wisconsin, seeking approval of     )  
a foreclosure sale asset purchase     )  
agreement.                             ) Entered: May 23, 2001

BY THE COMMISSION:

On April 10, 2001, an application was filed by Network US, Inc. (Network) and Affinity Corporation (Affinity), both of Waukesha, Wisconsin, seeking approval of a foreclosure sale asset purchase agreement. Notice of the application was published in The Daily Record, Omaha, Nebraska, on April 11, 2001. 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

Affinity was authorized to provide resold interexchange telecommunications services in Nebraska on March 26, 1996, pursuant to Application No. C-1297.

Network is a privately-held Illinois corporation that has received authority from the Secretary of State to transact business in Nebraska.

The present application stems from recent financial difficulties experienced by Affinity, which placed Affinity's customers in danger of having their service discontinued. Under a Foreclosure Sale Asset Purchase Agreement, substantially all of the telecommunications assets of Affinity, including but not limited to Affinity's customer accounts, were sold to CAA, Inc. (Sub), a wholly-owned subsidiary of Network. Simultaneous with the asset purchase, Sub merged with and into Network, with Network surviving.

Following this transaction, the former customers of Affinity were able to continue receiving service pursuant to Affinity's existing Nebraska certification. Network and Affinity now request retroactive Commission approval of the asset purchase, as well as the transfer of Affinity's certificate to Network.

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The Commission finds that the application should be approved. Network has demonstrated that it possesses the requisite financial, technical, and managerial qualifications to operate as an interexchange telecommunications carrier in Nebraska. Furthermore, the application is within the public interest because approval of the application will ensure that the former customers of Affinity continue to receive telecommunications service uninterrupted. Those customers have been given notice of the above transactions and have been notified of their right to switch their service to a carrier other than Affinity. Based upon all of the above evidence, the Commission finds that the application should be granted.

## O R D E R

IT IS THEREFORE ORDERED by the Nebraska Public Service Commission that Application No. C-2514 be, and it is hereby, granted.

IT IS FURTHER ORDERED that the certificate of operating authority previously issued to Affinity Corporation in Application No. C-1297 be, and it is hereby, transferred to Network US, Inc.

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

## NEBRASKA PUBLIC SERVICE COMMISSION

COMMISSIONERS CONCURRING:

*Anne C. Boyle*  
*Chairman*

*Rae Johnson*  
//s// Frank E. Landis

ATTEST:

*A. S. Peltola*  
Executive Director