

BEFORE THE NEBRASKA PUBLIC SERVICE COMMISSION

In the Matter of the Application) Application No. C-2731
of One Call Communications Inc.)
of Evanston, Indiana, and OCMC,) GRANTED
Inc. of Carmel, Indiana, seeking)
approval of a transfer of)
control.) Entered: June 18, 2002

BY THE COMMISSION:

On May 2, 2002, an application was filed by One Call Communications, Inc. (One Call) of Evanston, Indiana, and OCMC, Inc. (OCMC) of Carmel, Indiana, seeking approval of a transfer of control. Notice of the application was published in The Daily Record, Omaha, Nebraska, on May 8, 2002. 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

The Parties:

One Call Communications Inc. is an Indiana corporation with its headquarters in Evanston, Indiana. One Call was granted authority by the Commission to operate as an interexchange telecommunications resale carrier and operator services provider in the state of Nebraska on June 11, 1991, pursuant to Application No. C-884.

OCMC, Inc. is an Indiana corporation with its principal offices in Carmel, Indiana. OCMC is authorized by the Secretary of State to transact business in the state of Nebraska as a foreign corporation. OCMC, doing business as Opticom, provides long distance and operator services and owns and operates eight switches in various locations across the United States and Dominican Republic.

Description of the Transaction:

OCMC has agreed to purchase, accept and assume the assets and assumed liabilities of One Call. Until closing has taken place pursuant to the agreement, the parties have entered into a Telecommunication Service Management Agreement, dated as of January 31, 2002, whereby One Call has engaged OCMC to provide administrative, operational and promotional services to assist in One Call's provision of long distance telecommunications and telecommunications operator services to its customers.

By virtue of the structure of the agreement, this transaction will also be considered a transfer of the certificate of authority currently held by One Call. Therefore, by this application, OCMC and One Call request that One Call's certificate of authority be transferred to OCMC. OCMC will, in all respects, become subject to the authority of the Commission to the same extent following the transaction as One Call was before the transaction. OCMC agrees to adhere to all state laws and all Commission policies, rules and orders.

Based on the evidence, we find the application to be fair and reasonable and in the public interest. The application should be granted.

O R D E R

IT IS THEREFORE ORDERED by the Nebraska Public Service Commission that Application No. C-2731 be, and it is hereby, granted.

IT IS FURTHER ORDERED that the applicant shall file, in accordance with the applicable statutes on or before April 30th of each year, an annual report with this Commission consisting of: (a) a copy of any report filed with the Federal Communications Commission; (b) a copy of any annual report to stockholders; and (c) a copy of the latest Form 10-K filed with the Securities and Exchange Commission. If these are not available, applicant shall submit a balance sheet and income statement for the previous year of operation, as well as the investment made in telephone plant and equipment located within the state, accumulated depreciation thereon, operating revenues and expenses, and taxes.

IT IS FURTHER ORDERED that, to the extent applicable, the applicant shall comply with all laws pertaining to, and all rules and regulations promulgated under, the Telecommunications Relay System Act (Neb. Rev. Stat. §§ 86-1302 to 86-1307) and the Nebraska Telecommunications Universal Service Fund Act (Neb. Rev. Stat. §§ 86-1402 to 86-1410).

IT IS FURTHER ORDERED that applicant file its current tariff prior to offering service pursuant to the certificate granted in this order.

IT IS FINALLY ORDERED that this order be, and it is hereby made, the Commission's official certificate of authority to furnish the service authorized herein as a common carrier.

MADE AND ENTERED at Lincoln, Nebraska, this 12th day of June, 2002.

NEBRASKA PUBLIC SERVICE COMMISSION

COMMISSIONERS CONCURRING:

Chair

ATTEST:

Executive Director