

BEFORE THE NEBRASKA PUBLIC SERVICE COMMISSION

In the Matter of the Application) Application No. C-2757
of SSC Holdings, LLC of Houston,)
Texas, Reconex Acquisition Corp.)
of Hubbard, Oregon, and Choctaw) GRANTED
Communications of Houston,)
Texas, jointly seeking approval)
of a stock purchase agreement.) Entered: August 6, 2002

BY THE COMMISSION:

On July 1, 2002, an application was filed by SSC Holdings, LLC (SSC) of Houston, Texas, Reconex Acquisition Corp. (Reconex) of Hubbard, Oregon, and Choctaw Communications (Choctaw) of Houston, Texas, jointly seeking approval of a stock purchase agreement. Notice of the application was published in The Daily Record, Omaha, Nebraska, on July 2, 2002. No protest were filed therefore, this application is processed pursuant to 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:

Choctaw is a Texas corporation with its headquarters in Houston, Texas. Choctaw was authorized by this Commission to provide telecommunications services in the state of Nebraska on June 23, 2000, pursuant to Application No. C-2218

Reconex is a wholly owned subsidiary of 1-800-Reconex Inc. 1-800-Reconex Inc. is an Oregon corporation with its headquarters in Hubbard, Oregon. 1-800-Reconex was authorized by this Commission to offer telecommunications services in the state of Nebraska on February 18, 1998, pursuant to Application No. C-1626.

SSC is a Delaware limited-liability company with its headquarters in Houston, Texas. SSC is a holding company, which does not directly offer telecommunications services, but rather intends to own wholly-owned subsidiaries which offer such service.

The Transaction:

SSC will acquire 80.80 percent of the outstanding and issued shares of Choctaw for equitable consideration and Choctaw will become a subsidiary of SCC. Choctaw shall continue to

operate as a regulated entity with Choctaw retaining its name, and this transaction will be transparent to its 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-2757 is hereby granted.

MADE AND ENTERED at Lincoln, Nebraska, this 6th day of August, 2002.

NEBRASKA PUBLIC SERVICE COMMISSION

COMMISSIONERS CONCURRING:

Chair

ATTEST:

Executive Director