

BEFORE THE NEBRASKA PUBLIC SERVICE COMMISSION

In the Matter of the Joint)	Application No. C-3330
Application of New Access)	
Communications, LLC,)	
Minneapolis, Minnesota, seeking)	GRANTED
to transfer ownership from)	
Jasper Holdings, LLC to North)	
Central Equity, LLC.)	Entered: March 1, 2005

BY THE COMMISSION:

On January 4, 2005, New Access Communications, LLC (NAC), Jasper Holdings, LLC (Jasper), and North Central Equity, LLC (North Central), all of Minneapolis, Minnesota, filed a joint application seeking authority to transfer ownership of Jasper to North Central. Notice of the application was published in The Daily Record, Omaha, Nebraska, on January 20, 2005. 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:

NAC is a Minnesota limited liability company with its principal office located in Minneapolis, Minnesota. NAC was authorized to provide local and interexchange telecommunications services in this state pursuant to Application Nos. C-2518 and C-2519. NAC is the wholly owned subsidiary of Jasper. Jasper is also a Minnesota limited liability company with its principal office located in Minneapolis, Minnesota.

North Central is a Minnesota limited liability company with its principal office located in Minneapolis, Minnesota. North Central is not authorized to provide telecommunications services in the state of Nebraska or in any jurisdiction although its principals have extensive experience in operating telecommunications businesses.

Description of the Transaction:

Applicants request Commission approval for the transaction that resulted in transfer of ownership from NAC to North Central. The transfer of ownership is the result of the acquisition by North Central of 100 percent of the membership interests in NAC from its owner, Jasper. As a result of this transaction, NAC will become the wholly owned subsidiary of North Central. While the transaction nominally closed on

December 16, 2004, Applicants acknowledge that the closing and transfer of ownership is subject to, and contingent upon, approval of this application by the Commission.

Furthermore, the same direct owners of North Central are 53.5 percent of the ultimate individual owners of Jasper; accordingly, there will be no change in control of NAC as a result of the transaction. The Applicants do not seek to transfer NAC's operating authority in connection with this transaction.

In addition, Applicants contend that grant of this application is in the public interest. The transaction will permit the Company to reorganize current minority interests in an effort to access the financial resources it needs to introduce new products and services and to respond to competition in the telecommunications environment. The Applicants will benefit from increased economies of scale that will permit them to operate more efficiently and thus to compete more effectively.

After the transaction, NAC will continue to operate as it has in the past, using the same name, tariff, and operating authority. The transfer of ownership will be transparent to, and have no adverse impact upon, NAC's customers.

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-3330 be, and it is hereby, granted.

MADE AND ENTERED at Lincoln, Nebraska, this 1st day of March, 2005.

NEBRASKA PUBLIC SERVICE COMMISSION

COMMISSIONERS CONCURRING:

Chairman

ATTEST:

Executive Director