

BEFORE THE NEBRASKA PUBLIC SERVICE COMMISSION

In the Matter of the Joint)	Application No. C-3341
Application of AmeriVision)	
Communications, Inc., Oklahoma)	
City, Oklahoma, and of Nonprofit)	GRANTED
and Affinity Marketing, Inc.,)	
Washington, DC, seeking)	
Authority to Transfer Control.)	Entered: March 1, 2005

BY THE COMMISSION:

On January 21, 2005, AmeriVision Communications, Inc. d/b/a Lifeline Communications (AmeriVision) of Oklahoma City, Oklahoma, and Nonprofit and Affinity Marketing, Inc. (Nonprofit) of Washington, DC, filed a joint application seeking authority to transfer control of AmeriVision to Nonprofit. Notice of the application was published in The Daily Record, Omaha, Nebraska, on January 28, 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:

AmeriVision is a Delaware corporation with its principal office located in Oklahoma City, Oklahoma. AmeriVision was authorized to provide local and interexchange telecommunications services in this state pursuant to Application No. C-998.

Nonprofit is a Delaware corporation with its principal office located in Washington, DC. Nonprofit is not authorized to provide telecommunications services in the state of Nebraska and has not registered to do business Nebraska as a foreign entity. Nonprofit is a corporation organized for providing financial capital for nonprofit enterprises.

Description of the Transaction:

Applicants request Commission approval for a transaction that resulted in transfer of ownership of AmeriVision to Nonprofit. The transfer of ownership is the result of the purchase by Nonprofit of 100 percent of the interests of AmeriVision in a proceeding approved by the United States Bankruptcy Court for the Western District of Oklahoma. As a result of this transaction, AmeriVision will become the wholly owned subsidiary of Nonprofit. While the transaction nominally closed on December 17, 2004, Applicants acknowledge that the

closing and transfer of control is subject to, and contingent upon, approval of this application by the Commission.

In addition, AmeriVision will remain a separate operating company in the state of Nebraska. The proposed transaction will have no effect on AmeriVisions's contact information, tariff, services, rates, or terms and conditions of service. Accordingly, the change in ownership will be transparent to AmeriVision 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-3341 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