

BEFORE THE NEBRASKA PUBLIC SERVICE COMMISSION

In the Matter of the Application    ) Application No. C-3697  
of Operator Service Company,        )  
LLC, Lubbock, Texas, seeking a       )  
change of ownership interests to     ) GRANTED  
INFONXX Operating Company Inc.,     )  
Bethlehem, Pennsylvania.            )  
  ) Entered: October 31, 2006

BY THE COMMISSION:

On September 14, 2006, an application was filed by Operator Service Company, LLC, of Lubbock, Texas, seeking a change of ownership interests to INFONXX Operating Company Inc., of Bethlehem, Pennsylvania. Notice of the application was published in The Daily Record, Omaha, Nebraska, on September 27, 2006. 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

Operator Service Company, LLC ("OSC"), a Delaware limited liability company, provides directory assistance and operator services to customers throughout the United States. OSC received authority in Nebraska to operate as an alternate service provider in both the intrastate interexchange interLATA and intraLATA telecommunications long distance market pursuant to Application No. C-956, which was granted February 23, 1993.

Pursuant to the proposed plan, the parent companies of OSC, BC Holdings III Corporation, ("BC Holdings"), and Onslow Holdings, LLC ("Onslow") will transfer their equity interest in OSC to INFONXX, Inc., a Delaware corporation ("Buyer"). Buyer proposed to purchase all ownership interests in OSC in return for a cash payment to BC Holdings and Onslow, and a full repayment of OSC's bank debt. Following the transaction, Buyer will own 100% of OSC's equity. Buyer intends to assign OSC to its wholly owned subsidiary INFONXX Operating Company.

Immediately following the transaction, OSC expects to continue to conduct its operations in substantially the same manner in which those operations are currently conducted, and customers of OSC will continue to receive services under the same rates, terms and conditions that currently apply to those services.

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-3697, be, and it is hereby, granted.

MADE AND ENTERED at Lincoln, Nebraska, this 31st day of October, 2006.

NEBRASKA PUBLIC SERVICE COMMISSION

COMMISSIONERS CONCURRING:

Chairman

ATTEST:

Executive Director