BEFORE THE NEBRASKA PUBLIC SERVICE COMMISSION

In the Matter of the Joint Application for authority for MidAmerican Communications Corp. to merge into and with LDDS Communications, Inc.	Application No. C-1044 GRANTED AND CERTIFICATE NO. C-1006 REVOKED Entered: February 8, 1994

APPLICANT'S ATTORNEY

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PRELIMINARY MATTERS

By application filed December 23, 1993, MidAmerican Communications Corporation ("MCC"), Omaha, Nebraska and LDDS Communications, Inc. dba LDDS METROMEDIA Communications, Jackson, Mississippi seek approval from this Commission of a joint merger to merge MCC into and with the latter corporation.

The Omaha Daily Record published notice of the application December 27, 1993. There were no protests. The application is therefore considered pursuant to the Commission's modified procedure rule.[1]

BY THE COMMISSION

OPINION AND FINDINGS

[1] Title 291 NAC Ch. 1, Rule 018.03.

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Upon consideration of the application's contents, the governing statutes and agency rules[2], the exhibits submitted with the application, and being fully informed, the Commission is of the opinion and finds:

LDDS Communications, Inc. dba LDDS METROMEDIA Communications (hereafter "LDDS") is a Georgia corporation whose principal offices are located at 515 East Amite, Jackson, Mississippi, 39201-2702. LDDS has been consolidating its numerous operating subsidiaries around the country and completed two recent consolidations and mergers before this Commission (see Application Nos. C-994 and C-1006). MCC is one such subsidiary (through an intervening holding company, MidAmerican Technologies, Inc.). MCC is located at 7100 W. Center, Suite 300, Omaha, Nebraska, 68106.

In order to complete the consolidation of its various interests, LDDS now proposes to merge MCC into and with LDDS. Upon completion of this transaction and our approval, this Commission would recognize only one remaining LDDS corporate entity, namely LDDS Communications, Inc. dba LDDSMETROMEDIA Communications (sic) with the following operating authority: "***Authorized to operate as resale carrier of intrastate interexchange interLATA and intraLATA telecommunications services within the State of Nebraska and to operate as an alternate operator service provider in both the interLATA and intraLATA telecommunications long distance market in the State of Nebraska.***" MCC's authority as previously granted in Application No. C-1006 should therefore be revoked.

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[2] Interexchange reseller applications are governed by Neb. Rev. Stats. 75-604 and 86-805 (1990 and 1987 Reissues, respectively) and Title 291 NAC Ch. 5, Rule 003.12. In addition, transfers and mergers are governed by Neb. Rev. Stats. 75-146 to 75-152 and Ch. 5, Rule 003.01D (incorporating by reference Rule 002.26).

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In support of the application, LDDS states that through various mergers and acquisitions, LDDS has acquired over sixty subsidiaries. LDDS asserts that the subsequent consolidation of those subsidiaries and the proposed action before us will result in streamlining and economic, marketing, and administrative efficiencies. Upon approval of the application, LDDS Communications, Inc. dba LDDSMETROMEDIA Communications would provide service to all customers previously served by MCC in Nebraska as well as those already served by LDDS under its own authority. This would be done pursuant to a new, single tariff.

We find the subject of this application to be a reasonable goal and the streamlining of operations should benefit the public because of the simplification of operations and the reduction in the number of corporate entities with interlocking relationships. This Commission in its role of regulatory overseer will also benefit.

Since no physical plant will be installed in Nebraska as a result of this application's approval, there is no duplication of facilities to consider. Upon the completion of this merger, LDDS should amend its certificate to do business in Nebraska with the Nebraska Secretary of State to reflect its status in this state.

There are no complaints pending against the applicants here in Nebraska. Approval of this application does not appear to alter or adversely affect the management or policies of the entity which will serve Nebraska subscribers. The transaction appears to be largely transparent in that regard.

Based on the application and attached exhibits, the application is fair and reasonable, is in the public interest, and should be granted.

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ORDER

IT IS THEREFORE ORDERED by the Nebraska Public Service Commission that Application No. C-1044 be, and it is hereby, granted and LDDS Communications, Inc. dba LDDSMETROMEDIA Communications is hereby authorized to operate ***as a resale carrier of intrastate interexchange interLATA and intraLATA telecommunications services within the State of Nebraska and to operate as an alternate operator service provider in both the interLATA and intraLATA telecommunications long distance market in the State of Nebraska.***

IT IS FURTHER ORDERED that LDDS Communications, Inc. dba LDDSMETROMEDIA Communications amend its current certificate with the Nebraska Secretary of State's office to reflect this change.

IT IS FURTHER ordered that LDDS Communications, Inc. dba LDDSMETROMEDIA Communications shall file, in accordance with the applicable statutes, an annual report with this Commission consisting of (a) a copy of any report filed with the Federal Communications Commission, (b) the annual report to stockholders, and (c) for the State of Nebraska on a combined interstate-intrastate basis, the investment in any plant and equipment located in this state, accumulated depreciation thereon, operating revenues, operating expenses, and taxes.

IT IS FURTHER ORDERED that LDDS Communications, Inc. dba LDDSMETROMEDIA Communications file an updated tariff prior to offering service pursuant to the certificate of authority granted in this order.

IT IS FURTHER ORDERED that this order be, and it is hereby, made the Commission's offical certificate of authority to furnish the service described and authorized herein.

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MADE AND ENTERED at Lincoln, Nebraska this 8th day of February, 1994.

NEBRASKA PUBLIC SERVICE COMMISSION

COMMISSIONERS CONCURRING
//s//Duane D. Gay
//s//Rod Johnson
//s//James F. Munnelly

Duane D. Gay
Acting Chairman

ATTEST:

Executive Director

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