

BEFORE THE NEBRASKA PUBLIC SERVICE COMMISSION

In the Matter of the Joint) Application No. C-2810
Application of Voicecom)
Telecommunications, LLC of)
Atlanta, Georgia; Voicecom)
Telecommunications, Inc. of) GRANTED
Boulder, Colorado; and Premiere)
Communications, Inc. of Atlanta,)
Georgia, seeking approval of)
acquisition of assets and for)
assignment of authorization.) Entered: November 19, 2002

BY THE COMMISSION:

On September 12, 2002, a joint application was filed by Voicecom Telecommunications, LLC (VTL) of Atlanta, Georgia; Voicecom Telecommunications, Inc. (VTI) of Boulder, Colorado; and Premiere Communications, Inc. (Premiere) of Atlanta, Georgia, seeking approval of acquisition of assets and for assignment of authorization. Notice of the application was published in The Daily Record, Omaha, Nebraska, on September 13, 2002. 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:

Premiere is a Florida corporation with its headquarters in Atlanta, Georgia. Premiere was authorized by this Commission to provide resold telecommunications services in the state of Nebraska, pursuant to Application No. C-1262 granted on May 21, 1996.

Voicecom Telecommunications, LLC, is a Delaware Limited Liability Company with its headquarters in Atlanta, Georgia. VTL is a newly formed entity, organized for the purpose of providing telecommunications products and services to companies competing in the global telecommunications marketplace. VTL does not currently provide, nor is VTL authorized to provide, intrastate telecommunications services within the state of Nebraska.

Voicecom Telecommunications, Inc., is a Delaware Corporation with its headquarters in Boulder, Colorado. VTI owns 100 percent of the membership interests of VTL.

Description of the Transaction:

On March 25, 2002, the applicants entered into a series of agreements in connection with the transaction described herein. Generally, VTL and Premiere entered into a Contribution Agreement whereby Premiere and its affiliates transferred certain information service related assets and certain liabilities to VTL, in return for which Premiere and its affiliates acquired membership interest of VTL. Immediately thereafter, the applicants' and Premiere's affiliates, entered into a membership interests purchase agreement whereby VTI purchased from Premiere and its affiliates, all of the membership interest of VTL during an initial closing. Under the Membership Interests Purchase Agreement, the applicants and Premiere's affiliated agreed to conduct a final closing, following the receipt of all necessary regulatory approvals, whereby Premiere will transfer and VTL will acquire certain of Premiere's telecommunications assets, including, inter alia, customer rights, authorization codes, intellectual property right, and authorizations to provide intrastate, long distance telecommunications services.

Upon the consummation of the final closing, which is intended to occur only after receipt of all necessary regulatory approvals, VTL shall acquire from Premiere, ownership of certain telecommunications assets, including the state regulatory authorizations and certificates to provide intrastate, long distance telecommunications services. After the final closing, VTL will provide long distance services to customers in Nebraska. Premiere on the other hand, will cease offering or providing intrastate, long distance telecommunications services in Nebraska.

Interexchange reseller applications are subject to Commission jurisdiction under Neb. Rev. Stat. §§ 75-604 and 86-805 and Title 291 of the Commission's Rules and Regulations, Chapter 5, Rule 003.12. From examination of the application filed herein, the Commission finds VTI has provided all the information required by the Commission, possesses adequate financial resources to provide the proposed service, and possesses adequate technical competency to provide the proposed service. The application should be granted.

O R D E R

IT IS THEREFORE ORDERED by the Nebraska Public Service Commission that Application No. C-2810 be, and it is hereby, granted and Voicecom Telecommunications, LLC, Voicecom Telecommunications, Inc. and Premiere Communications, Inc., are authorized to consummate the acquisition agreement.

IT IS FURTHER ORDERED that Voicecom Telecommunications LLC, within 30 days of the close of the transaction, file an amended tariff reflecting any change in the rates, terms or conditions, if such changes are made.

MADE AND ENTERED at Lincoln, Nebraska, this 19th day of November, 2002.

NEBRASKA PUBLIC SERVICE COMMISSION

COMMISSIONERS CONCURRING:

Chair

ATTEST:

Executive Director