

SECRETARY'S RECORD, NEBRASKA PUBLIC SERVICE COMMISSION

BEFORE THE NEBRASKA PUBLIC SERVICE COMMISSION

In the Matter of the Application) Application No. C-3424
of IBFA Acquisition Company,)
LLC, Elk Grove Village,)
Illinois, to petition for) GRANTED
authority to acquire assets of)
American Farm Bureau, Inc. dba)
The Farm Bureau Connection, Park)
Ridge, Illinois.) Entered: June 28, 2005

BY THE COMMISSION:

On May 16, 2005, an application was filed by IBFA Acquisition Company, LLC (IBFA), Elk Grove Village, Illinois, seeking authority to acquire assets of American Farm Bureau, Inc. dba The Farm Bureau Connection (Farm), Park Ridge, Illinois. Notice of the application was published in The Daily Record, Omaha, Nebraska, on May 18, 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:

IBFA is a limited liability company organized under the laws of the State of Michigan with principal offices located as Elk Grove Village, Illinois. IBFA is authorized to provide intrastate, interexchange service in 12 jurisdictions and is filing nationwide for authority to provide local exchange and/or interexchange telecommunications services. An application for authority to operate as an interexchange carrier of telecommunications services within the state of Nebraska was filed on April 18, 2005.

Farm is a corporation organized under the laws of the State of Illinois whose principal offices are located in Park Ridge, Illinois. Farm is authorized under Section 214 of the Communications Act of 1934, as amended, to provide domestic interstate and international telecommunications service, and has authority to provide intrastate, interexchange service in 49 states, including the State of Nebraska pursuant to Application C-1506 with CLEC authority in 13 of those states.

Description of the Transaction:

Pursuant to an Asset Purchase Agreement executed January 31, 2005, Farm has agreed to sell to IBFA, and IBFA has agreed to purchase the assets of Farm, including but not limited to:
(1) all PUC/PSC/FCC licenses, CPCN's and tariffs authorized and

SECRETARY'S RECORD, NEBRASKA PUBLIC SERVICE COMMISSION

Application No. C-3424

PAGE 2

tariffs authorizing Seller to do business in all relevant states to the extent assignable or transferable; and (2) the customer base as of the closing date. Both parties request to transfer Farm's certificate of authority granted in Application C-1506 to IBFA so as to provide IBFA the ability to provide seamless transition for its customers to its services and operate under the same tariff as was allowed under its authority pursuant to Application C-3409. Moreover, IBFA will provide its customers a notice of transfer, a copy of which is attached to the application as Exhibit A.

The applicant asserts that the transaction will be in the public interest by providing consumers more efficient competition, increased economies of scale, lower prices and increased products and 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 C-3424 be, and it is hereby, granted.

IT IS FURTHER ORDERED that applicants file any necessary tariff amendments and cancel any outdated tariffs prior to offering service pursuant to the authority granted in this order.

IT IS FINALLY ORDERED that this order be, and it is hereby made, the Commission's official certificate of authority to furnish the service authorized herein as a common carrier.

MADE AND ENTERED at Lincoln, Nebraska, this 28th day of June, 2005.

NEBRASKA PUBLIC SERVICE COMMISSION

COMMISSIONERS CONCURRING:

Lowell Johnson

Chairman

Gerald L. Vap

Ann C. Baugh

ATTEST:

Loel Johnson

Ad S. Pollock
Executive Director

//s// Frank E. Landis

//s// Gerald L. Vap