

SECRETARY'S RECORD, NEBRASKA PUBLIC SERVICE COMMISSION

BEFORE THE NEBRASKA PUBLIC SERVICE COMMISSION

In the Matter of the Application) Application No. C-3628
of NOS Communications, Inc.,)
NOSVA Limited Partnership, Las)
Vegas, Nevada, and Affinity) GRANTED
Network Inc., Los Angeles,)
California, seeking approval for)
a transfer of control.) Entered: August 8, 2006

BY THE COMMISSION:

On June 15, 2006, an application was filed by NOS Communications Inc., NOSVA Limited Partnership, Las Vegas, Nevada, and Affinity Network Inc., Los Angeles, California seeking a transfer of control. Notice of the application was published in The Daily Record, Omaha, Nebraska, on June 22, 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

NOS Communications, Inc. ("NOS") is a Maryland corporation with its principle office in Las Vegas, Nevada. NOS provides local and long-distance service to small and medium businesses throughout the United States. NOS provides all of its services by reselling the services of other carriers. NOS received authority to provide intrastate telecommunications services in Nebraska pursuant to Application No. C-2509, which was granted by the Commission on September 5, 2001.

NOSVA is a limited partnership organized under the laws of Maryland, with headquarters in Las Vegas, Nevada. NOSVA provides local and long-distance service to small and medium businesses throughout the United States. NOSVA provides all of its services by reselling the services of other carriers. NOSVA received authority to provide intrastate telecommunications services in Nebraska pursuant to Application No. C-1062, which was granted by the Commission on June 27, 1994.

Affinity Network Inc. ("Affinity") is a California corporation with its principle office in Los Angeles, California. Affinity provides local and long distance service to small and medium businesses throughout the U.S. Affinity provides all of its services by reselling the services of other telecommunications carriers. Affinity received authority to provide intrastate telecommunications services in Nebraska

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pursuant to Application No. C-897, which was granted by the Commission on October 10, 1991.

Pursuant to the proposed plan, Samuel P. Delug will acquire the shares of Robert A. Lichtenstein, the largest shareholder of the above-mentioned parties in return for a cash payment. Following the transaction Mr. Delug will hold a 75 percent ownership interest in NOS and Affinity, and over 74 percent of the ownership interest in NOSVA, as a limited partner. Immediately following the transaction, the parties expect to continue to conduct their operations in substantially the same manner in which those operations are currently conducted, and customers of NOS, NOSVA, and Affinity 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.

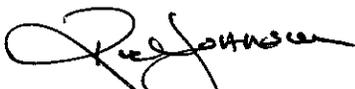
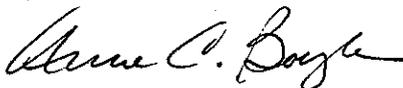
O R D E R

IT IS THEREFORE ORDERED by the Nebraska Public Service Commission that Application C-3628, be, and it is hereby, granted.

MADE AND ENTERED at Lincoln, Nebraska, this 8th day of August, 2006.

NEBRASKA PUBLIC SERVICE COMMISSION

COMMISSIONERS CONCURRING:



//s// Lowell C. Johnson


Chairman

ATTEST:



Executive Director