

BEFORE THE FLORIDA PUBLIC SERVICE COMMISSION

In re: Petition of United Telephone)
Company of Florida and Central Telephone)
Company of Florida for Approval of)
Transfer and Merger of Certificates of)
Public Convenience and Necessity)

DOCKET NO. 961342-7L
FILED: 11/14/96

REQUEST FOR PARTIAL WAIVER AND VARIANCE OF RULE

United Telephone Company of Florida and Central Telephone Company of Florida (collectively "Sprint" or the "Companies") simultaneously herewith have filed a Petition for Approval of Transfer and Merger of Certificates (the "Merger Petition"). The Companies hereby petition the Commission for waiver or variance of various portions of Rule 25-4.005, F.A.C. described below:

1. The instant Petition (the "Waiver Petition") is filed pursuant to Section 120.542, Florida Statutes.

2. Strict application of the requirements of Rule 25-4.005, F.A.C. would create a substantial hardship on the Companies while its purpose will be achieved by other means.

3. The Companies request a variance in the requirement of Rule 25-4.005(1)(b), F.A.C. that notice of the proposed merger be furnished to all customers and be published in a newspaper of general circulation on two occasions at least two weeks apart prior to filing the Merger Petition. The newspaper notices required by Rule 25-4.005(1)(b) have been submitted for publication, and will be published on two occasions two weeks apart (November 16 and 30, 1996). An affidavit of completion of these notices will be filed in this docket.

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4. The rule's requirement to complete the newspaper notice before the filing of the Joint Petition creates a substantial hardship in that it will lead to a practical impossibility of completing the Commission's approval by year-end and would thereby frustrate the completion of the merger by December 31, 1996.

5. Individual notices to subscribers will begin on November 20 concurrent with the Company's next billing cycle and will be completed December 7, 1996. The content of the notices was approved by the Commission Staff on November 8, 1996.

Rule 25-4.005(1)(c) requires that individual notices be provided "concurrent with the filing of the petition." Providing this notice beginning in the next billing cycle after the petition is filed is substantially "concurrent" and operates in parallel with the filing of the Joint Petition. However, if this rule means that all of the notices to customers must be mailed at exactly the same time as the filing of the Joint Petition the Companies seek a variance from this requirement.

6. No essential interest would be served by strict adherence to the sequence set out in the rule, while at the same time a substantial hardship on the Companies can be avoided by processing the Merger Petition while customer notification and newspaper publications are completed. The Companies' fiscal year ends on December 31 which makes this date highly desirable as the effective date for the merger. Additionally, if the merger is made effective December 31, the Companies will avoid the requirement of refiling

United Telephone Company of Florida's 1996 Report on Form 10-K to the Securities and Exchange Commission.

7. The statute underlying Rule 25-4.005 is Section 364.335, Florida Statutes. The purposes of that statute are served by the Commission's consideration of the Petition while the newspaper notices are being provided since the notice will be provided in advance of the effective date of the merger and the Commission's approval of the merger.

The Commission Staff's technical review of the Joint Petition can more efficiently be conducted simultaneously with the completion of the notice. The newspaper notice, moreover, is redundant to: (1) the individual notice that the Company is mailing to customers as required by Rule 25-4.005(1)(c), F.A.C.; and (2) the notice required by Rule 25-4.005(1)(a), F.A.C. to governing bodies of counties and municipalities affected, the Public Counsel and this Commission.

8. The Companies also request a waiver of the requirement of Rule 25-4.005(1)(c), F.A.C. to file the telephone number, name and address and class of service of all subscribers sent a written notice. The Companies have in excess of 1.7 million access lines in service. Every customer will receive individual notice of the merger as well as by newspaper publication. The cost of preparing such a list would be a hardship to the Companies as would the delay engendered by making such a requirement a precondition to the merger.

9. The customer list requirement may serve the underlying purpose of Section 364.335, Florida Statutes where a distinct portion but not all of a company's customers are impacted by a transfer in that it would distinguish between who was affected and who was not. Given the fact that the Companies' merger does not directly "affect" any customer in terms of the services it receives from and the rates it pays to the Companies, it cannot be said that the underlying purpose of the statute is served by imposing this requirement on the Companies. In addition, since all customers will be notified of the merger, no underlying purpose of the statute is served by such a list because no distinction is made between one customer versus another.

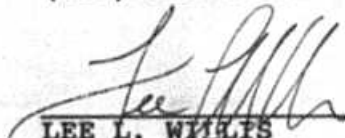
10. The Commission's approval of the legal merger of Centel and United at this point is basically a formality. Centel and United have been operated under common ownership since March 1993. Since that time, the operations of both companies have been gradually combined. The completion of the legal merger will be transparent to customers since no rates, terms or conditions will be affected thereby.

WHEREFORE, United Telephone Company of Florida and Central Telephone Company of Florida request that the Florida Public Service Commission allow a variance for Rule 25-4.005(1)(b) to accept and process the Merger Petition while newspaper publication and subscriber notice is being performed; allow a variance of Rule 25-4.005(1)(c) that individual notice be provided concurrently with

the filing of the Joint Petition; and waive the requirement of Rule 25-4.005(1)(c) that a customer list be furnished the Commission.

DATED this 14th day of November, 1996.

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ATTORNEYS FOR UNITED TELEPHONE
COMPANY OF FLORIDA AND CENTRAL
TELEPHONE COMPANY OF FLORIDA

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that a true and correct copy of the foregoing Request for Partial Waiver and Variance of Rule by United Telephone Company of Florida and Central Telephone Company of Florida has been furnished by Hand Delivery this 14th day of November, 1996 to the following:

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