

BEFORE THE FLORIDA PUBLIC SERVICE COMMISSION

In re: Request for approval of asset purchase agreement whereby Network Telephone Corporation (holder of ALEC Certificate No. 7349 and IXC Certificate No. 7350), a wholly owned subsidiary of NT Corporation, will purchase, and LightNetworks, Inc. (holder of ALEC Certificate No. 5613 and IXC Certificate No. 5681) will sell, all telecommunications assets of LightNetworks, including but not limited to customer records and customer list.

DOCKET NO. 001488-TP  
ORDER NO. PSC-01-0102-PAA-TP  
ISSUED: January 16, 2001

The following Commissioners participated in the disposition of this matter:

J. TERRY DEASON, Chairman  
E. LEON JACOBS, JR.  
LILA A. JABER  
BRAULIO L. BAEZ  
MICHAEL A. PALECKI

NOTICE OF PROPOSED AGENCY ACTION  
ORDER APPROVING ASSET PURCHASE

BY THE COMMISSION:

NOTICE is hereby given by the Florida Public Service Commission that the action discussed herein is preliminary in nature and will become final unless a person whose interests are substantially affected files a petition for a formal proceeding, pursuant to Rule 25-22.029, Florida Administrative Code.

Section 364.33, Florida Statutes, provides that a person may not acquire ownership or control of any telecommunications facility, or any extension thereof for the purpose of providing telecommunications services to the public, including the

DOCUMENT NUMBER-DATE

00570 JAN 16 2001

FOR FURTHER INFORMATION CONTACT:

ORDER NO. PSC-01-0102-PAA-TP  
DOCKET NO. 001488-TP  
PAGE 2

acquisition, transfer, or assignment of majority organizational control or controlling stock ownership, without prior approval from this Commission.

By letter dated September 26, 2000, LightNetworks, Inc. (LightNetworks) and Network Telephone Corporation (Network Telephone) filed with this Commission an application for approval of asset purchase of all telecommunications assets, including but not limited to customer records and customer list, of LightNetworks by Network Telephone. LightNetworks is the holder of Alternative Local Exchange Telecommunications (ALEC) Certificate No. 5613 and Interexchange Telecommunications (IXC) Certificate No. 5681. Network Telephone is the holder of ALEC Certificate No. 7349 and IXC Certificate No. 7350. Network Telephone has stated that it will continue to operate under its existing certificated name and tariffs on file with this Commission.

In accordance with our authority under Section 364.33, Florida Statutes, to approve the acquisition or transfer of majority organizational control or controlling stock ownership of a telecommunications company providing service in Florida, we have reviewed the Petition of LightNetworks and Network Telephone, and find it appropriate to approve it. We have based our review and decision upon an analysis of the public's interest in efficient, reliable telecommunications service. Our decision does not address the potential impact of the transfer on the competitive market in Florida, or on the companies' or their competitors' interests. We emphasize, however, that our approval of the Petition pursuant to our authority under Section 364.33, Florida Statutes, does not preclude us from addressing any of our concerns that may arise regarding this transaction to the appropriate federal or state agencies.

Based on the foregoing, it is,

ORDERED by the Florida Public Service Commission that LightNetworks, Inc. and Network Telephone Corporation's request for approval of asset purchase of LightNetworks, Inc. by Network Telephone Corporation is hereby approved. It is further

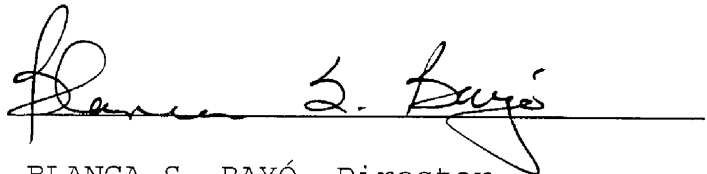
ORDERED that the provisions of this Order, issued as proposed agency action, shall become final and effective upon the issuance

ORDER NO. PSC-01-0102-PAA-TP  
DOCKET NO. 001488-TP  
PAGE 3

of a Consummating Order unless an appropriate petition, in the form provided by Rule 28-106.201, Florida Administrative Code, is received by the Director, Division of Records and Reporting, 2540 Shumard Oak Boulevard, Tallahassee, Florida 32399-0850, by the close of business on the date set forth in the "Notice of Further Proceedings or Judicial Review" attached hereto. It is further

ORDERED that in the event this Order becomes final, this Docket shall be closed.

By ORDER of the Florida Public Service Commission this 16th day of January, 2001.

A handwritten signature in black ink, appearing to read "Blanca S. Bayó", is written over a horizontal line.

BLANCA S. BAYÓ, Director  
Division of Records and Reporting

( S E A L )

KMP

NOTICE OF FURTHER PROCEEDINGS OR JUDICIAL REVIEW

The Florida Public Service Commission is required by Section 120.569(1), Florida Statutes, to notify parties of any administrative hearing that is available under Section 120.57, Florida Statutes, as well as the procedures and time limits that apply. This notice should not be construed to mean all requests for an administrative hearing will be granted or result in the relief sought.

Mediation may be available on a case-by-case basis. If mediation is conducted, it does not affect a substantially interested person's right to a hearing.

ORDER NO. PSC-01-0102-PAA-TP  
DOCKET NO. 001488-TP  
PAGE 4

The action proposed herein is preliminary in nature. Any person whose substantial interests are affected by the action proposed by this order may file a petition for a formal proceeding, in the form provided by Rule 28-106.201, Florida Administrative Code. This petition must be received by the Director, Division of Records and Reporting, 2540 Shumard Oak Boulevard, Tallahassee, Florida 32399-0850, by the close of business on February 6, 2001.

In the absence of such a petition, this order shall become final and effective upon the issuance of a Consummating Order.

Any objection or protest filed in this docket before the issuance date of this order is considered abandoned unless it satisfies the foregoing conditions and is renewed within the specified protest period.