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January 22, 2001

## VIA OVERNIGHT DELIVERY

Blanca S. Bayó  
Director, Division of Public Records and Reporting  
Florida Public Service Commission  
2540 Shumard Oak Blvd.  
Tallahassee, Florida 32399-0850

010090-TX

Re: Notification of *Pro Forma* Corporate Reorganization of  
TOTALink of Florida, or in the Alternative, Letter Application for  
Approval of *Pro Forma* Corporate Reorganization

Dear Ms. Bayó:

On behalf of TOTALink of Florida, LLC ("TOTALink-FL"),<sup>1</sup> and pursuant to the statutes, rules, and regulations of the Florida Public Service Commission ("Commission"), we respectfully notify the Commission of, and to the extent necessary, request authority for, a corporate reorganization whereby TOTALink-FL, the holder of Alternative Local Exchange Carrier Certificate No. 5276, will become a wholly owned subsidiary of Utilicom Networks Holdings, LLC.<sup>2</sup> As more fully discussed below, the Reorganization will not change the ultimate ownership or control of UtiliCom's Florida operations, its corporate directors, officers, or managers, or its service offerings and pricing - other than those done in the normal course of business. Consequently, this series of transactions constitutes a *pro forma* reorganization. In essentially all respects, the Reorganization will be virtually transparent to the public.

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<sup>1</sup> By Order dated October 11, 2000, the Commission approved a *pro forma* corporate reorganization and name change whereby UCN-Clay, Limited Partnership d/b/a Access Communications - First Coast, changed its name to TOTALink of Florida, LLC, and became a wholly-owned subsidiary of Utilicom Networks, LLC.

<sup>2</sup> Section 364.33 of the Florida Statutes provides that a telecommunications carrier subject to regulation by the Florida Public Service Commission must seek prior approval for "the acquisition, transfer, or assignment of majority organizational control or controlling stock ownership." Fla. Stat. Ann. § 364.33 (1999). The transactions contemplated herein will not result in a change in the ultimate control of UtiliCom's Florida operations. Therefore, the Parties respectfully submit that Commission approval is not required for the Reorganization because it is *pro forma* in nature, and will not result in a change in the majority organizational control or ultimate controlling stock ownership of the company.

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FLORIDA PUBLIC SERVICE COMMISSION REPORTING

## THE TRANSACTION

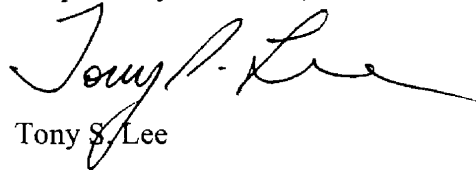
TOTALink-FL is a Delaware limited liability company with principal offices located at 124 Grove Street, Suite 220, Franklin, MA 02038. TOTALink-FL is a wholly-owned subsidiary of Utilicom Networks LLC ("Utilicom"), a Delaware limited liability company. The parent company holds no regulatory licenses from this or any other regulatory commission. In Florida, TOTALink-FL is authorized to provide interexchange and local exchange telecommunications services pursuant to a Statement of Business Operations filed with the Department.

The companies intend to execute a corporate reorganization whereby a new holding company, Utilicom Networks Holdings, LLC ("Utilicom Holdings"), will be formed to hold all the outstanding shares of Utilicom and TOTALink-FL. In the transaction, all the shares of TOTALink-MA will be transferred from Utilicom to Utilicom Holdings, and both companies will become wholly-owned subsidiaries of Utilicom Holdings. It is important to note that the transaction will not result in a transfer of control of TOTALink-FL since the owners of TOTALink-FL's ultimate parent will remain the same. Furthermore, the day-to-day operations of the company will continue to be managed by the same personnel, and the transaction will not affect TOTALink-FL's current rates or services.

The transaction will enhance operational efficiency and competitive position of TOTALink-FL, providing the company with greater flexibility to take advantage of opportunities for expansion, and secure its competitive position in the industry. Consequently, the transaction is consistent with the public interest in promoting competition among telecommunications carriers in Florida

An original and five (5) copies of this letter are enclosed. Kindly date-stamp the extra copy of this filing, and return it to us in the enclosed self-addressed stamped envelope. Should you have any question with respect to this filing, please do not hesitate to contact the undersigned at (202) 424-7798.

Respectfully submitted,



Tony S. Lee

Counsel for TOTALink of Florida, LLC

cc: Joel deJesus (TOTALink)  
Eric J. Branfman

## VERIFICATION

**VERIFICATION**

I, Michael Angi, declare under penalty of perjury that I am the President of TOTALink of Florida, LLC, and that I am authorized to make this verification. I further certify that I have read the foregoing documents and know the contents thereof, and that the same is true of my own knowledge, except as to those matters therein stated on information and belief, and as to those matters I believe them to be true.

By: Michael Angi  
Michael Angi  
President  
TOTALink of Florida, LLC

Subscribed and sworn to before me

this 19 day of January 2001.

Laurie A. Mancour  
Notary Public

LAURIE A. MANCOUR  
Notary Public  
My Commission Expires  
July 19, 2007

My Commission Expires: \_\_\_\_\_