

REQUEST TO ESTABLISH DOCKET

(Please Type)

Date: 1/5/2005

Docket No.: 050016-TS

1. Division Name/Staff Name: | Division Of Competitive Markets & Enforcement/Isler

2. OPR: | Division Of Competitive Markets & Enforcement

3. OCR: | Office Of The General Counsel

4. Suggested Docket Title: | Request for cancellation of STS Certificate No. 4448 by Intermedia Communications, Inc., effective 12/31/04.

5. Suggested Docket Mailing List (attach separate sheet if necessary)

- A. Provide NAMES OR ACRONYMS ONLY if a regulated company.
- B. Provide COMPLETE NAME AND ADDRESS for all others. (Match representatives to companies.)

1. Parties and their representatives (if any):

2. Interested persons and their representatives (if any):

6. Check one:

- Documentation is attached.
- Documentation will be provided with recommendation.

DOCUMENT NUMBER-DATE

00151 JAN-5 05

Paula Isler

From: Donna McNulty
Sent: Tuesday, January 04, 2005 3:02 PM
To: Paula Isler; 'Floyd Self'
Subject: RE: Intermedia Communications, Inc.

Thanks, Paula.

-----Original Message-----

From: Paula Isler [mailto:PIsler@PSC.STATE.FL.US]
Sent: Tuesday, January 04, 2005 2:55 PM
To: Donna McNulty; Floyd Self
Subject: RE: Intermedia Communications, Inc.

Thanks, I will open the dockets tomorrow and make the effective date 12/31/04 on all three certificates.

Paula

From: Donna McNulty
Sent: Tuesday, January 04, 2005 2:39 PM
To: Paula Isler; 'Floyd Self'
Subject: RE: Intermedia Communications, Inc.

Paula,

I am writing to respond to your questions regarding the cancellation of the Intermedia certificates.

- 1) Yes, all three Intermedia certificates should be cancelled (AAV/CLEC, IXC, and STS).
- 2) The regulatory assessment fees are scheduled to be paid by the normal due date of January 30, 2005.
- 3) MCI requests that the cancellation be made effective December 31, 2004 as requested.

If you have any additional questions, please contact me at your earliest convenience. I appreciate your patience and assistance with this matter.

Donna
219-1008

-----Original Message-----

From: Paula Isler [mailto:PIsler@PSC.STATE.FL.US]
Sent: Thursday, December 16, 2004 2:39 PM
To: Floyd Self
Cc: Donna McNulty
Subject: RE: Intermedia Communications, Inc.

Good afternoon. Just a "gentle reminder" that I have not received an answer yet.
Thanks.

Paula Isler

From: Floyd Self [mailto:fself@lawfla.com]

Sent: Monday, December 06, 2004 9:02 AM
To: Paula Isler
Cc: Donna McNulty
Subject: Re: Intermedia Communications, Inc.

Paula,

Sorry this has taken so long to respond to you.

MCI is investigating your questions and does not yet have an answer. However, they expect to get this resolved in the next few days. Donna or I will get back to you as soon as we can.

Thanks.

Floyd R. Self, Esq.
Messer, Caparello & Self, P.A.
Direct Phone: 850-425-5213
Email Address: <fself@lawfla.com>
Web Address: <www.lawfla.com>

>>> "Paula Isler" <PIsler@PSC.STATE.FL.US> 11/29/2004 4:46:03 PM >>>
Dear Mr. Self:

Three things. (1) I was about to docket your request for cancellation of Intermedia's certificate and wanted to confirm with you about which one(s). Intermedia has three certificates (TA001 an alternative access vendor certificate, TI857 an interexchange telecommunications registration, and TS173 a shared tenant service certificate). Please advise which certificates/registration you want cancelled. (2) I need a short statement from you advising that the 2004 Regulatory Assessment Fee(s) will be paid by the normal due date of January 30, 2005. (3) Please confirm that you want the effective date of the cancellation(s) to be December 31, 2004.

Thanks.

Paula Isler
Florida Public Service Commission
2540 Shumard Oak Blvd.
Tallahassee, FL 32399-0850
(850) 413-6502-Phone
(850) 413-6503-Fax
Pisler@psc.state.fl.us

ORIGINAL

LAW OFFICES
Messer, Caparello & Self
A Professional Association

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04 NOV -8 PM 4:28

Post Office Box 1876
Tallahassee, Florida 32302-1876
Internet: www.lawfla.com

COMMISSION
CLERK

November 8, 2004

VIA HAND DELIVERY

Ms. Blanco S. Bayó, Director
Division of Commission Clerk and Administrative Services
Florida Public Service Commission
2540 Shumard Oak Blvd.
Tallahassee, Florida 32399

Re: Notification of the Merger of Intermedia Communications, Inc. and MCImetro Access Transmission Services LLC Undertaken to Streamline MCI, Inc.'s Corporate Structure

Dear Ms. Bayó:

MCI, Inc. ("MCI"), by its undersigned counsel, and on behalf of its subsidiaries Intermedia Communications, Inc. ("Intermedia") and MCImetro Access Transmission Services LLC ("MCImetro" and, together with Intermedia, "MCI"), hereby respectfully notifies the Florida Public Service Commission (the "Commission") of the corporate merger of Intermedia into MCImetro (the "Merger"), undertaken to streamline MCI's corporate structure, including the transfer of Intermedia's telephone assets and the cancellation of Intermedia's certificate of public convenience and necessity. The Merger is to be completed by December 31, 2004.

DESCRIPTION OF MCI, INC.

CMP Kennedy

COM _____ MCI, Inc. is currently a global telecommunications company organized and existing
CTR _____ under the laws of the State of Delaware with its principal place of business located at 22001
ECR _____ Loudoun County Parkway, Ashburn, Virginia, 20147. Through various operating subsidiaries,
GGL _____ including the Florida operating subsidiaries, MCI, Inc. provides international and domestic
OPC _____ interstate, intrastate and local telecommunications services in each of the 50 states, the District of
MMS _____ Columbia, Puerto Rico and the U.S. Virgin Islands. MCI, Inc.'s telecommunications offerings
are comprehensive in scale and scope and include virtually every type of voice and data service.
Additional information about MCI, Inc. is available at www.mci.com.

RCA _____ MCI, Inc. is the parent company of various operating subsidiaries; it offers no services
SCR _____ directly to the public and holds no certificates of public convenience and necessity issued by the

SEC 1 RECEIVED & FILED

OTH _____

DOCUMENT NUMBER-DATE

12028 NOV-8 3

FPSC-BUREAU OF RECORDS
AO 1224080.2

DOWNTOWN OFFICE, 215 South Monroe Street, Suite 701 • Tallahassee, FL 32301 • Phone (850) 222-0720 • Fax (850) 224-4369
NORTHEAST OFFICE, 3116 Capital Circle, NE, Suite 6 • Tallahassee, FL 32308 • Phone (850) 668-5246 • Fax (850) 668-5013

FPSC - COMMISSION CLERK

Ms. Blanco S. Bayó, Director
Division of Commission Clerk and Administrative Services
Florida Public Service Commission
November 8, 2004
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Commission.¹ On October 31, 2003, MCI, Inc. (f/k/a WorldCom, Inc.) and 221 of its direct and indirect domestic subsidiaries emerged from Chapter 11 bankruptcy proceedings.² Throughout the bankruptcy reorganization proceedings, MCI, Inc. continued to operate its businesses, both in Florida and elsewhere, without interruption, maintained its state-of-the-art network; preserved service quality, and continued to expand the availability of innovative and competitive services.

The Merger is part of MCI, Inc.'s continuing effort to streamline its corporate legal structure to achieve certain operating efficiencies, cost savings, and administrative benefits. The more efficient structure will also reduce duplication of effort and confusion in MCI, Inc.'s dealings with regulators, other government agencies, vendors, and customers.

II. CONTACT INFORMATION

Correspondence concerning this notification may be directed to:

Floyd R. Self, Esq.
Messer, Caparello & Self, P.A.
215 S. Monroe Street, Ste. 701
Tallahassee, Florida 32301
Phone: (850) 222-0720
Fax: (850) 224-4359
Email: fself@lawfla.com

With a copy to:

David Adelman, Esq.
Sutherland Asbill & Brennan LLP
999 Peachtree Street, N.E.
Atlanta, Georgia 30309
Phone: (404) 853-8000
Fax: (404) 853-8806
Email: david.adelman@sablaw.com

And:

¹ A list of the certificates of public convenience and necessity currently held by MCI, Inc. subsidiaries in the State of Florida is provided in Exhibit 1.

² *In re WorldCom, Inc.*, Case No. 02-13533 (AJG) (S.D.N.Y.).

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Marsha Ward, Esq.
MCI, Inc.
6 Concourse Parkway, Ste. 600
Atlanta, Georgia 30328
Phone: (770) 284-5490
Fax: (770) 284-5488
Email: marsha.ward@mci.com

III. DESCRIPTION OF PROPOSED MERGER

The Merger is an essential aspect of MCI's plan to streamline its corporate structure in a manner that will simplify administrative requirements for MCI, regulators and consumers. As shown in Exhibits 2A and 2B, MCI, Inc., the ultimate parent of Intermedia, will retain ultimate control of the surviving subsidiary, MCImetro. The Merger is expected to close December 31, 2004, as described below.

MCI, Inc. currently has six subsidiaries certificated in Florida: (i) Intermedia; (ii) MCImetro; (iii) MCI WorldCom Communications, Inc.; (iv) MCI WorldCom Network Services, Inc.; (v) SouthernNet, Inc. d/b/a Telecom USA; and (vi) TTI National, Inc. Each of these subsidiaries holds a separate certificate of public convenience and necessity and files its own tariffs separate from the other subsidiaries. The Intermedia certificate is in the name of Intermedia Communications, Inc., but as a part of MCI's emergence from bankruptcy, the corporate name was changed to Intermedia Communications, LLC, with the Florida Secretary of State's Division of Corporations. The Merger will result in Intermedia's assets being transferred to MCImetro. There are, however, no customers receiving services regulated by this Commission, hence the Merger will have no customer impact. In connection with the Merger, MCI requests that the Commission cancel the certificates of public convenience and necessity held by Intermedia. Thus, as shown in Exhibit 2B, post-Merger Intermedia will no longer be providing telecommunications services in Florida. Once the Merger closes, MCI will make the necessary filing to cancel the Intermedia tariff.

IV. EFFECT OF THE MERGER

Intermedia has no retail intrastate voice customers. The retail local and long distance voice customers of Intermedia were migrated to other MCI (then WorldCom, Inc.)-affiliated services after Intermedia was purchased by WorldCom. Appropriate Commission approvals were obtained or notice provided for those transactions and prior notice was given the customers at that time. While the facilities, including local switches of Intermedia, will be merged into MCImetro, there is no customer impact.

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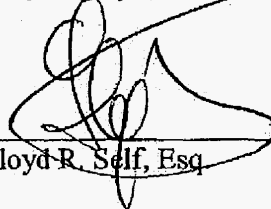
The Merger will result in a streamlined and more efficient corporate structure that achieves cost savings and eliminates administrative duplication, including overlapping reports and regulatory filings.

V. CONCLUSION

MCI respectfully submits that the public interest, convenience, and necessity would be furthered by this Merger. In addition to ensuring an orderly streamlining of the corporate organization of MCI, the efficiencies of the Commission will be increased by having fewer MCI related entities to track and monitor.

An original and six copies of this notification are enclosed. MCI respectfully requests that the Commission date-stamp the enclosed extra copy of this filing and return it in the attached self-addressed, stamped envelope. Further information regarding the Merger is available at the request of the Commission.

Respectfully submitted,



Floyd R. Self, Esq

Messer, Caparello & Self
215 S. Monroe Street, Ste. 701
Tallahassee, Florida 32301
Phone: (850) 222-0720
Fax: (850) 224-4359
Email: fself@lawfla.com

cc: Marsha A. Ward, Esq.
David I. Adelman, Esq.
Donna McNulty, Esq.

Exhibit 1

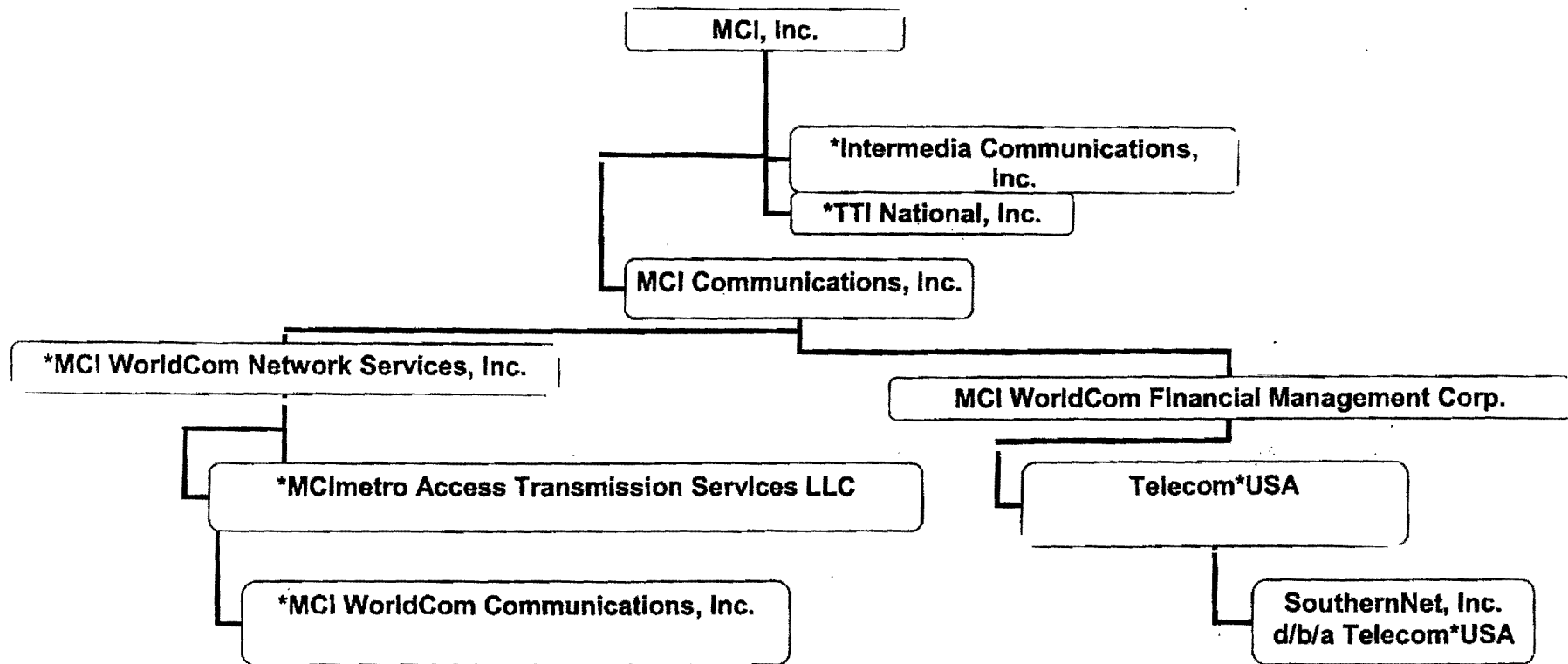
CERTIFICATES OF PUBLIC CONVENIENCE AND NECESSITY

Entity	Authority
Intermedia Communications, Inc.	IXC, STS, ALEC
MCI metro Access Transmission Services LLC	ALEC
MCI WorldCom Communications, Inc.	IXC, STS
MCI WorldCom Network Service, Inc.	IXC
SouthernNet, Inc. d/b/a Telecom USA	IXC

Exhibit 2A

ORGANIZATIONAL CHARTS

Florida Pre-Reorganization Structure

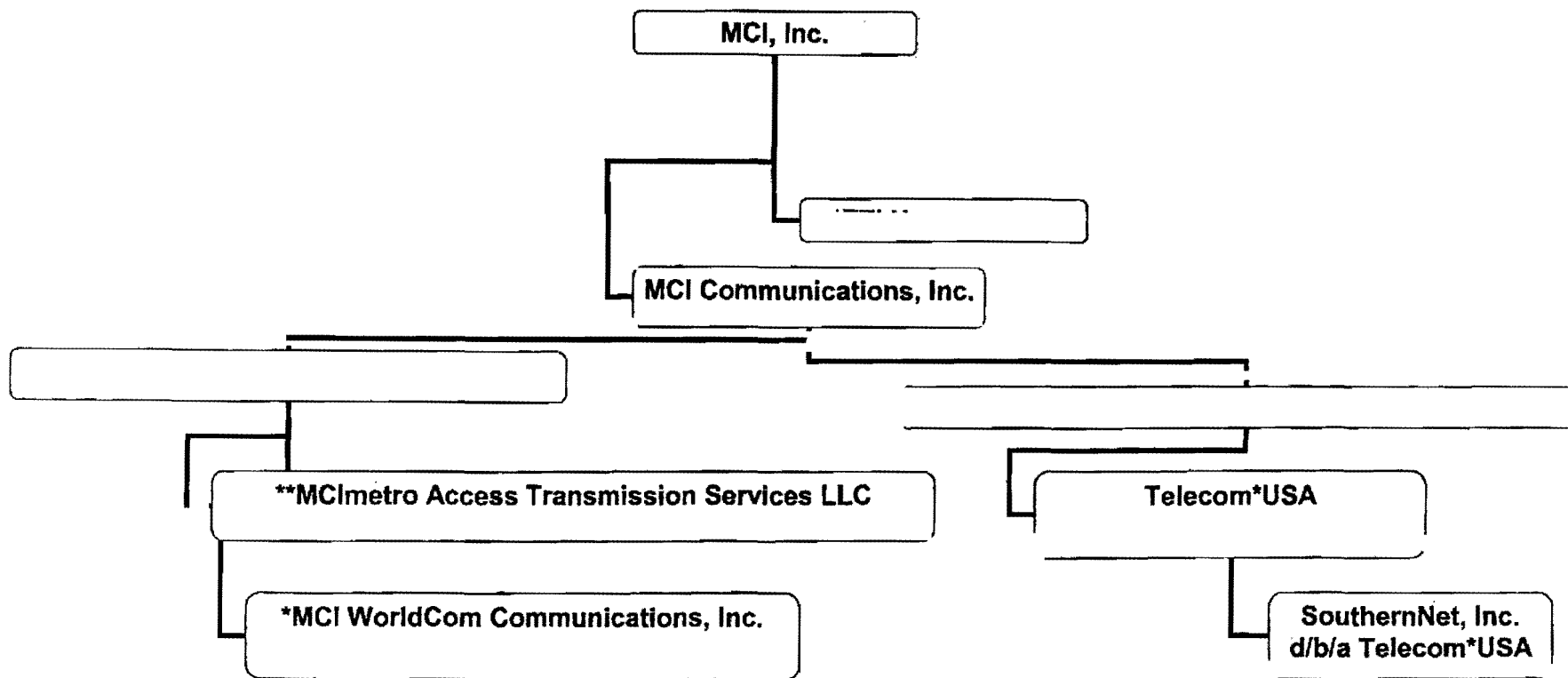


*Denotes entities regulated by Commission

Exhibit 2B

ORGANIZATIONAL CHARTS

Florida Post-Reorganization Structure



*Denotes entities regulated by Commission

**Intermedia Communications, Inc. merges into MCI metro Access Transmission Services LLC

MCD Company Information for TS173

Printed on 01/05/2005 at 13:43:03 by PJI

Company Code: TS173
Complete Name: Intermedia Communications, Inc.
Mailing Name: Intermedia Communications, Inc.
Certificate No(s): 4448
Status: Active
Regulation Date: 06/20/1996
Bankruptcy: Yes
Company Liaison #1: Donna C. McNulty
Title: Associate Counsel
Mailing Address: 1203 Governors Square Blvd., Suite 201

Physical Location: Tallahassee, FL 32301-2960
1203 Governors Square Blvd., Suite 201

Phone: Tallahassee, FL 32301-2960
(850) 219-1008
Fax: 219-1018

Related Dockets:

960199-TS Application for certificate to provide shared tenant service by Intermedia Communications of Florida, Inc.

961068-TP Request for change in name on Interexchange Telecommunications Certificate No. 1565; Alternative Access Vendor Services and Alternative Local Exchange Telephone Certificate No. 2939; and Telephone Shared Tenant Certificate No. 4448 from Intermedia Communications of Florida, Inc. to Intermedia Communications Inc.

001580-TP Request for approval of transfer of control of Intermedia Communications, Inc. (holder of AAV and ALEC Certificate No. 2939, IXC Certificate No. 1565, and STS Certificate No. 4448) to WorldCom, Inc.

020649-TP Request for waiver of carrier selection requirements of Rule 25-4.118, F.A.C., for purchase by Cypress Communications Operating Company, Inc. (holder of IXC Cert. No. 8177) of long distance customer base in shared tenant service locations in Tampa and Miami from Intermedia Communications, Inc. (holder of IXC Cert. No. 1565 and STS Cert. No. 4448), Access Network Services, Inc. (holder of STS Cert. 1669), and MCI WorldCom Communications, Inc. (holder of IXC Cert. No. 1528 and STS Cert. No. 3497); and request for transfer of STS Cert. No. 7449 from Cypress Communications, Inc. d/b/a Cypress Communications of South Florida, Inc. to Cypress Communications Operating Company, Inc.