

BEFORE THE FLORIDA PUBLIC SERVICE COMMISSION

In re: APPLICATION OF CABLE & WIRELESS) DOCKET NO. 890763-TI
 COMMUNICATIONS, INC. FOR TRANSFER OF IXC) ORDER NO. 21842
 CERTIFICATE NO. 1523 FROM CABLE &) ISSUED: 9-6-89
 WIRELESS MANAGEMENT SERVICES.)
)

The following Commissioners participated in the disposition of this matter:

MICHAEL McK. WILSON, Chairman
 THOMAS M. BEARD
 GERALD L. GUNTER
 JOHN T. HERNDON

NOTICE OF PROPOSED AGENCY ACTION

ORDER APPROVING MERGER AND CANCELLING
INTEREXCHANGE CERTIFICATE NO. 1523

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 formal proceeding pursuant to Rule 25-22.029, Florida Administrative Code.

APPLICATION

Cable & Wireless Communications, Inc. (CWCI or the Company), applied for authority to merge with Cable & Wireless Management Services (CWMS) on June 7, 1989. Both companies are certificated interexchange carriers in Florida and originate service in Miami and Tampa. CWCI provides a variety of switched voice services and CWMS provides intercity voice and data private line services. The merger would result in the acquisition and control by CWCI of the facilities of CWMS. CWMS would thereby be dissolved.

The purpose of the merger is to consolidate the operations of both CWCI and CWMS into a single entity. The Company has stated that this will promote efficient and economic operations and high quality service to customers by the merged entity on

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an interstate basis, as well as on an intrastate basis in Florida.

The merger is intended to effect a reorganization of the Company's corporate operations in the United States. Shares of CWMS will be converted into shares of CWCI. No monetary consideration will change hands as a result of this transaction, and ultimate control of the facilities of both companies will remain unchanged.

The Company has filed a tariff to adopt and keep in full force and effect all existing services and rates of CWMS to ensure continuity of services to their customers, to become effective when Certificate No. 1523 is cancelled. CWCI has not requested by this application authority to modify its rates, charges or conditions of service or those of CWMS.

Upon consideration of the Company's application, we find the merger to be in the public interest because it will enhance the Company's ability to provide telecommunications services, it will increase the appeal of the Company because of the greater variety of services, and it will result in other economies of scale that may lead to lower prices and better quality of service for the Company's customers. This merger will strengthen CWCI's market position as a facility-based carrier and will, therefore, promote the competitive provision of long distance service within Florida. Therefore, we hereby approve this merger.

Unless there is a protest to this proposed agency action Order, this docket shall be closed at the end of the protest period.

Based on the foregoing, it is, therefore

ORDERED that the application of Cable & Wireless Communications, Inc., for merger with Cable & Wireless Management Services is hereby approved. It is further

ORDERED that Certificate No. 1523 is hereby cancelled and shall be returned to this Commission within 30 days. It is further

ORDERED that the revised tariff filed by Cable & Wireless Communications, Inc., shall become effective upon the effective

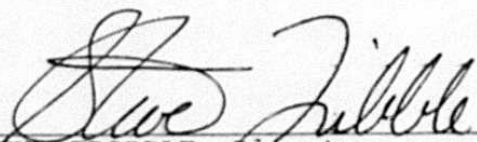
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date of this proposed agency action Order. It is further

ORDERED that the provisions of this Order, issued as proposed agency action, shall become final unless an appropriate petition in the form provided by Rule 25-22.036, Florida Administrative Code, is received by the Director, Division of Records and Reporting, 101 East Gaines Street, Tallahassee, Florida 32399-0870, 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 6th day of SEPTEMBER, 1989.



STEVE TRIBBLE, Director
Division of Records and Reporting

(S E A L)

SFS

NOTICE OF FURTHER PROCEEDINGS OR JUDICIAL REVIEW

The Florida Public Service Commission is required by Section 120.59(4), Florida Statutes, to notify parties of any administrative hearing or judicial review of Commission orders that is available under Sections 120.57 or 120.68, 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 or judicial review will be granted or result in the relief sought.

The action proposed herein is preliminary in nature and will not become effective or final, except as provided by Rule 25-22.029, Florida Administrative Code. Any person whose substantial interests are affected by the action proposed by

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this Order may file a petition for a formal proceeding, as provided by Rule 25-22.029(4), Florida Administrative Code, in the form provided by Rule 25-22.036(7)(a) and (f), Florida Administrative Code. This petition must be received by the Director, Division of Records and Reporting at his office at 101 East Gaines Street, Tallahassee, Florida 32399-0870, by the close of business on September 27, 1989. In the absence of such a petition, this Order shall become effective on the following day, as provided by Rule 25-22.029(6), Florida Administrative Code, and as reflected in a subsequent 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.

If this Order becomes final and effective on September 28, 1989, any party adversely affected may request judicial review by the Florida Supreme Court in the case of an electric, gas or telephone utility or by the First District Court of Appeal in the case of a water or sewer utility by filing a notice of appeal with the Director, Division of Records and Reporting and filing a copy of the notice of appeal and the filing fee with the appropriate court. This filing must be completed within thirty (30) days of the effective date of this Order, pursuant to Rule 9.110, Florida Rules of Appellate Procedure. The notice of appeal must be in the form specified in Rule 9.900(a), Florida Rules of Appellate Procedure.