

BEFORE THE FLORIDA PUBLIC SERVICE COMMISSION

In Re: Request for approval of) DOCKET NO. 960459-TI
corporate reorganization of) ORDER NO. PSC-96-0871-FOF-TI
Commonwealth Long Distance) ISSUED: July 2, 1996
Company.)
_____)

The following Commissioners participated in the disposition of this matter:

SUSAN F. CLARK, Chairman
J. TERRY DEASON
JOE GARCIA
JULIA L. JOHNSON
DIANE K. KIESLING

NOTICE OF PROPOSED AGENCY ACTION
ORDER APPROVING CORPORATE REORGANIZATION

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.

By Order No. PSC-95-0233-FOF-TI, Commonwealth Long Distance Company (Commonwealth) was issued a certificate to provide interexchange telecommunications service. Commonwealth is a wholly-owned subsidiary of C-TEC Properties, Inc., which is in turn a wholly-owned subsidiary of C-TEC Corporation (C-TEC). According to Commonwealth, RCN Corporation (RCN) has held a controlling interest in C-TEC since 1993.

Pursuant to Section 364.33, Florida Statutes, a person may not acquire ownership or control of a telecommunications facility in whatever manner without prior Commission approval. By letter dated April 8, 1996, Commonwealth notified us of a corporate reorganization. After the reorganization has occurred, Commonwealth will be a direct, wholly-owned subsidiary of RCN, eliminating the intermediate ownership of Commonwealth by C-TEC. No assignment or transfer of Commonwealth's certificate will occur as a result of the reorganization, and Commonwealth will continue to provide interexchange telecommunications service in Florida. No transfer of ultimate control of Commonwealth will occur as a result

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of the reorganization, because ultimate control of Commonwealth will remain with RCN.

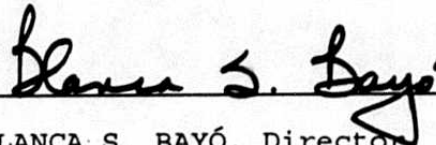
Based on the foregoing, it is

ORDERED by the Florida Public Service Commission that we hereby approve the corporate reorganization of Commonwealth Long Distance Company. It is further

ORDERED that the provisions of this Order, issued as proposed agency action, shall become final and effective 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, 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 2nd day of July, 1996.



BLANCA S. BAYÓ, Director
Division of Records and Reporting

(S E A L)

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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.

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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 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, 2540 Shumard Oak Boulevard, Tallahassee, Florida 32399-0850, by the close of business on July 23, 1996.

In the absence of such a petition, this order shall become effective on the day subsequent to the above date as provided by Rule 25-22.029(6), Florida Administrative Code.

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 the date described above, any party substantially 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 wastewater 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.