

BEFORE THE FLORIDA PUBLIC SERVICE COMMISSION

In Re: Request for approval of) DOCKET NO. 960913-TI
merger with OCI Acquisition) ORDER NO. PSC-96-1255-FOF-TI
Corp. and Charter Communications) ISSUED: October 8, 1996
International, Inc. by Overlook)
Communications International)
Corporation, holder of)
Interexchange Telecommunications)
Certificate No. 4088.)

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 MERGER

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 adversely affected files a petition for a formal proceeding, pursuant to Rule 25-22.029, Florida Administrative Code.

By joint application dated August 13, 1996, Overlook Communications International, Corporation (OCI) and OCI Acquisition Corporation (Newco), seek Commission approval of their proposed merger. The details of this merger are contained in a Acquisition Agreement (Agreement) between OCI, Newco and Charter Communications International, Inc. (C.COM). Approval of the merger by the Commission and subsequent consummation of the Agreement, will in no way cause disruption of service in the State of Florida for the customers of either company.

OCI provides intrastate telecommunications services in Florida and holds Certificate of Public Convenience and Necessity Number 3178. Presently, C.COM is a non-regulated entity operating primarily as an internet service provider. Newco is a wholly owned subsidiary of C.COM, and was created solely for purposes of the Agreement.

DOCUMENT NUMBER-DATE

10742 OCT-8%

FPSC-RECORDS/REPORTING

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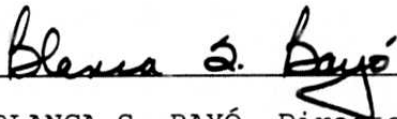
At consummation, Newco will merge with and into OCI. OCI will be the surviving entity and will continue to operate as a regulated entity pursuant to its present certifications, registrations, tariff requirements and rate structures pursuant to applicable law.

Based on the foregoing, it is

ORDERED by the Florida Public Service Commission the proposed merger of Overlook Communications International Corporation, and OCI Acquisition Corporation, is hereby approved as outlined in the body of this Order. It is further

ORDERED that, unless a person whose interests are substantially affected by the action proposed herein files a petition in the form and by the date specified in the Notice of Further Proceedings or Judicial Review, below, the approval shall become effective on the following date and this docket shall be closed.

By ORDER of the Florida Public Service Commission, this 8th day of October, 1996.



BLANCA S. BAYÓ, Director
Division of Records and Reporting

(S E A L)

SCL

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 October 29, 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.