

BEFORE THE FLORIDA PUBLIC SERVICE COMMISSION

In re: Request by Dial & Save of Florida, Inc. (PSC Certificate No. 4699) and Dial & Save of Florida, Inc. D/b/a Dial & Save (PSC Certificate No. 3496) to merge Dial & Save of Florida, Alpha, Inc. (PSC Certificate No. 4057), Dial & Save of Florida, Beta, Inc. (PSC Certificate No. 4058), Dial & Save of Florida, Delta, Inc. (PSC Certificate No. 4059), Dial & Save of Florida, Gamma, Inc. (PSC Certificate No. 4060), into Dial & Save of Florida, Inc. D/b/a Dial & Save, cancel Certificate Nos. 4057, 4058, 4059, and 4060, and change the names of Dial & Save of Florida, Inc. (PSC Certificate No. 4699) and Dial & Save of Florida, Inc. D/b/a Dial & Save (PSC Certificate No. 3496) to Telco Holdings, Inc. D/b/a Dial & Save.

DOCKET NO. 970706-TP
ORDER NO. PSC-97-1131-FOF-TP
ISSUED: September 29, 1997

The following Commissioners participated in the disposition of this matter:

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

NOTICE OF PROPOSED AGENCY ACTION
ORDER APPROVING MERGER, CANCELING INTEREXCHANGE
TELECOMMUNICATIONS CERTIFICATES AND APPROVING NAME CHANGE ON
INTEREXCHANGE AND ALTERNATIVE LOCAL EXCHANGE TELECOMMUNICATIONS
CERTIFICATES

BY THE COMMISSION:

NOTICE IS HEREBY GIVEN by the Florida Public Service Commission that the action discussed herein is preliminary in

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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.

Pursuant to Section 364.33, Florida Statutes, a person may not acquire ownership or control of any telecommunications facility, or any extension thereof for the purpose of providing telecommunications services to the public, including the acquisition, transfer, or assignment of majority organizational control or controlling stock ownership, without prior approval from this Commission.

By letter dated August 26, 1997, Dial & Save of Florida, Inc. (Dial & Save of Fla.), holder of Alternative Local Exchange Telecommunications (ALEC) Certificate Number 4699, and Dial & Save of Florida, Inc. d/b/a Dial & Save (Dial & Save), holder of Interexchange Telecommunications (IXC) Certificate Number 3496, jointly requested the approval of the merger of Dial & Save of Florida, Alpha, Inc. (Alpha), Dial & Save of Florida, Beta, Inc. (Beta), Dial & Save of Florida, Delta, Inc. (Delta), Dial & Save of Florida, Gamma, Inc. (Gamma) into Dial & Save of Florida, Inc. d/b/a Dial & Save. The companies also requested the cancellation of Dial & Save of Florida, Alpha, Inc.'s Interexchange Telecommunications Certificate Number 4057; Dial & Save of Florida, Beta, Inc.'s Interexchange Telecommunications Certificate Number 4058, Dial & Save of Florida, Delta, Inc.'s Interexchange Telecommunications Certificate Number 4059, Dial & Save of Florida, Gamma, Inc.'s Interexchange Telecommunications Certificate Number 4060. The companies further requested a change in name on Dial & Save of Florida, Inc.'s Alternative Local Exchange Telecommunications Certificate Number 4699, and Dial & Save of Florida, Inc. d/b/a Dial & Save's Interexchange Telecommunications Certificate Number 3496. Both certificates will be changing their respective names to Telco Holdings, Inc. d/b/a Dial and Save (Telco Holdings).

By Order No. PSC-94-1129-FOF-TI, issued October 5, 1994, Dial & Save was granted authority to provide interexchange telecommunications services in Florida. By Order No. PSC-96-1020-FOF-TX, issued August 7, 1996, Dial & Save of Fla. was granted authority to provide alternative local exchange telecommunications services in Florida. As part of a Reorganization, all Dial & Save subsidiaries will merge into Dial & Save and cease to exist. Dial & Save and Dial & Save of Fla.'s certificates will be assigned to Telco Holdings. Telco Holdings has stated that it will continue to

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operate under the existing IXC and ALEC certificates, tariff, and price list currently on file with the Commission.

We find that the merger of Dial & Save of Florida, Alpha, Inc., Dial & Save of Florida, Beta, Inc., Dial & Save of Florida, Delta, Inc., Dial & Save of Florida, Gamma, Inc. into Dial & Save of Florida, Inc. d/b/a Dial & Save is in the public interest and, accordingly, we hereby approve the merger. We also hereby cancel Certificate Numbers 4057, 4058, 4059, and 4060.

Alpha, Beta, Delta, and Gamma (the companies) shall return their respective certificates to this Commission. In addition, under Section 364.336, Florida Statutes, certificate holders must pay a minimum annual regulatory assessment fee of \$50 if the certificate was active during any portion of the calendar year. A Regulatory Assessment Fee Return notice will be mailed to the companies; however, neither the cancellation of their certificates nor the failure to receive a Regulatory Assessment Fee Return notice shall relieve the companies from their obligation to pay due and owing regulatory assessment fees.

Upon review of the Department of State, Division of Corporations' records, it appears that Dial & Save of Fla., Inc. and Dial & Save have properly registered their new corporate name. Accordingly, we find it appropriate to amend Certificate Numbers 4699 and 3496 to reflect the new operating name.

This Order will serve as the amended Interexchange Telecommunications Certificate of Public Convenience and Necessity Number 3496 and Alternative Local Exchange Telecommunications Certificate Number 4699 for Telco Holdings. Telco Holdings should retain this Order as evidence of the name changes.

Based on the foregoing, it is,

ORDERED by the Florida Public Service Commission that the request for approval of merger of Dial & Save of Florida, Alpha, Inc., Dial & Save of Florida, Beta, Inc., Dial & Save of Florida, Delta, Inc., and Dial & Save of Florida, Gamma, Inc. into Dial & Save of Florida, Inc. d/b/a Dial & Save is hereby approved. It is further

ORDERED that Dial & Save of Florida, Alpha, Inc.'s Interexchange Telecommunications Certificate Number 4057; Dial &

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Save of Florida, Beta, Inc.'s Interexchange Telecommunications Certificate Number 4058, Dial & Save of Florida, Delta, Inc.'s Interexchange Telecommunications Certificate Number 4059, Dial & Save of Florida, Gamma, Inc.'s Interexchange Telecommunications Certificate Number 4060 are hereby canceled. It is further

ORDERED that Dial & Save of Florida, Alpha, Inc., Dial & Save of Florida, Beta, Inc., Dial & Save of Florida, Delta, Inc., and Dial & Save of Florida, Gamma, Inc. shall return their certificates to this Commission and remit all due and owing regulatory assessment fees. It is further

ORDERED that the request by Dial & Save of Florida, Inc. to change the name on Alternative Local Exchange Telecommunications Certificate Number 4699 from Dial & Save of Florida, Inc. to Telco Holdings, Inc. d/b/a Dial & Save is hereby approved. It is further

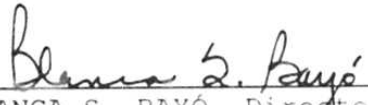
ORDERED that the request by Dial & Save of Florida, Inc. d/b/a Dial & Save to change the name on Interexchange Telecommunications Certificate Number 3496 from Dial & Save of Florida, Inc. d/b/a Dial & Save to Telco Holdings, Inc. d/b/a Dial & Save is hereby approved. It is further

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.

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By ORDER of the Florida Public Service Commission, this 29th
day of September, 1997.



BLANCA S. BAYÓ, Director
Division of Records and Reporting

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NOTICE OF FURTHER PROCEEDINGS OR JUDICIAL REVIEW

The Florida Public Service Commission is required by Section 120.569(1), 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.

Mediation may be available on a case-by-case basis. If mediation is conducted, it does not affect a substantially interested person's right to a hearing.

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 20, 1997.

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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.