

MEMORANDUM

January 21, 1998

RECEIVED

JAN 22 1998

12:50  
FPSC - Records/Reporting

TO: DIVISION OF RECORDS AND REPORTING

FROM: DIVISION OF LEGAL SERVICES (PEÑA) *KPNB*

RE: DOCKET NO. 971604-TI - REQUEST FOR APPROVAL OF TRANSFER OF CONTROL OF MCI COMMUNICATIONS CORPORATION (PARENT CORPORATION OF MCI METROACCESS TRANSMISSION SERVICES, INC., HOLDER OF AAV/ALEC CERTIFICATE 2986, AND MCI TELECOMMUNICATIONS CORPORATION, HOLDER OF IXC CERTIFICATE 61, PATS CERTIFICATE 3080, AND AAV/ALEC CERTIFICATE 3996) TO TC INVESTMENTS CORP., A WHOLLY-OWNED SUBSIDIARY OF WORLDCOM, INC. D/B/A LDDS WORLDCOM.

98-0125-FDF-TI

Attached is a NOTICE OF PROPOSED AGENCY ACTION ORDER APPROVING TRANSFER OF CONTROL, to be issued in the above referenced docket.  
(Number of pages in order - 5)

KMP/anr  
Attachment  
cc: Division of Communications  
I: 971604.kmp

*Seel,*

*2/2*

BEFORE THE FLORIDA PUBLIC SERVICE COMMISSION

In re: Request for approval of transfer of control of MCI Communications Corporation (parent corporation of MCI Metro Access Transmission Services, Inc., holder of AAV/ALEC Certificate 2986, and MCI Telecommunications Corporation, holder of IXC Certificate 61, PATS Certificate 3080, and AAV/ALEC Certificate 3996) to TC Investments Corp., a wholly-owned subsidiary of WorldCom, Inc. d/b/a LDDS WorldCom.

DOCKET NO. 971604-TI  
ORDER NO. PSC-98-0125-FOF-TI  
ISSUED: January 22, 1998

The following Commissioners participated in the disposition of this matter:

JULIA L. JOHNSON, Chairman  
J. TERRY DEASON  
SUSAN F. CLARK  
JOE GARCIA  
E. LEON JACOBS, JR.

NOTICE OF PROPOSED AGENCY ACTION  
ORDER APPROVING TRANSFER OF CONTROL

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.

Section 364.33, Florida Statutes, provides that 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

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acquisition, transfer, or assignment of majority organizational control or controlling stock ownership, without prior approval from this Commission.

MCI Communications Corporation (MCI) is the parent corporation of MCImetro Access Transmission Services, Inc. and MCI Telecommunications Corporation. MCImetro Access Transmission Services, Inc. is the holder of Alternative Access Vendor Certificate, with authority to provide Alternative Local Exchange services (AAV/ALEC), No. 2986. MCI Telecommunications Corporation is the holder of Interexchange Telecommunications (IXC) Certificate No. 61, Pay Phone Certificate No. 3080 and AAV/ALEC Certificate No. 3996.

By letter dated November 25, 1997, WorldCom, Inc. d/b/a LDDS WorldCom (WorldCom) and MCI Communications Corporation filed with this Commission a joint petition for approval of transfer of control of MCI to TC Investments Corporation (TC Investments), a new subsidiary of WorldCom. The companies have stated that upon consummation of the transaction, MCI will merge into TC Investments and will be renamed MCI Communications Corporation. MCI Communications Corporation will then become a wholly-owned subsidiary of WorldCom and renamed to MCI WorldCom.

We determine that MCI and WorldCom have met the requirements of Section 364.33, Florida Statutes. Accordingly, we find that the transfer is in the public interest, and we approve it pursuant to Section 364.33, Florida Statutes.

Based on the foregoing, it is,

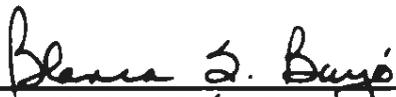
ORDERED by the Florida Public Service Commission that the transfer of control of MCI Communications Corporation to TC Investments Corporation is hereby approved. It is further

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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 22nd day of January, 1998.

  
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BLANCA S. BAYÓ, Director  
Division of Records and Reporting

( S E A L )

KMP

**Chairman Julia L. Johnson dissented.**

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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 February 12, 1998.

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

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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.