

BEFORE THE FLORIDA PUBLIC SERVICE COMMISSION

In re: Request by MCI Metro
Access Transmission Services,
Inc. for approval of internal
corporate restructuring and name
change on AAV Certificate No.
2986 to MCImetro Access
Transmission Services LLC.

DOCKET NO. 980717-TA
ORDER NO. PSC-98-1136-FOF-TA
ISSUED: August 24, 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.

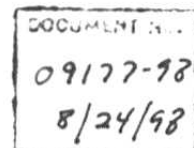
NOTICE OF PROPOSED AGENCY ACTION
ORDER APPROVING INTERNAL CORPORATE RESTRUCTURING

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

By letter dated June 4, 1998, MCI Metro Access Transmission
Services, Inc. (MCIm) requested approval of MCIm's internal
corporate restructuring whereby MCIm will eliminate a layer of
corporate ownership between MCIm and its parent, MCI



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Telecommunications Corporation (MCI), and convert MCIIm from a corporation to a single member limited liability company with MCI as its sole member. Further, MCIIm requested a name change on its Alternative Access Vendor (AAV) Certificate No. 2986 from MCI Metro Access Transmission Services, Inc. to MCImetro Access Transmission Services LLC. MCIIm has stated that this transaction will be virtually transparent to its customers and it will continue to operate under its existing certificate and tariff on file with this Commission.

We determine that MCIIm has met the requirements of Section 364.33, Florida Statutes. Accordingly, we find that the internal corporate restructuring is in the public interest, and we approve it pursuant to Section 364.33, Florida Statutes.

Upon review of the Department of State, Division of Corporations' records, it appears that MCIIm has properly registered the new corporate name. Accordingly, we find it appropriate to amend Certificate No. 2986 to reflect the new operating name.

This Order will serve as the amended AAV Certificate of Public Convenience and Necessity No. 2986 for MCImetro Access Transmission Services LLC. MCImetro Access Transmission Services LLC should retain this Order as evidence of the name change.

Based on the foregoing, it is,

ORDERED by the Florida Public Service Commission that MCI Metro Access Transmission Services, Inc.'s request for approval of its internal corporate restructuring is hereby approved. It is further

ORDERED that the request by MCI Metro Access Transmission Services, Inc. to change the name on Certificate No. 2986 from MCI Metro Access Transmission Services, Inc. to MCImetro Access Transmission Services LLC is hereby approved. It is further

ORDERED that this Order will serve as MCImetro Access Transmission Services LLC's amended certificate and that this Order should be retained as evidence of the name change. It is further

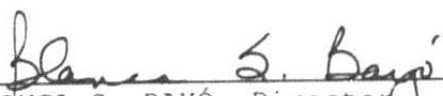
ORDERED that the provisions of this Order, issued as proposed agency action, shall become final and effective unless an appropriate petition, in the form provided by Rule 28-106.201, Florida Administrative Code, is received by the Director, Division

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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 24th day of August, 1998.



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 120.569(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. Any person whose substantial interests are affected by the action proposed by this order may file a petition for a formal proceeding, in the form provided by Rule 28-106.201, Florida Administrative

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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 September 14, 1998.

In the absence of such a petition, this order shall become effective on the day subsequent to the above date.

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 9.300(a), Florida Rules of Appellate Procedure.