

BEFORE THE FLORIDA PUBLIC SERVICE COMMISSION

In re: Request for approval of pro forma reorganization whereby Hyperion Telecommunications of Florida, Inc. (holder of AAV/ALEC Certificate No. 2978), which currently holds 20% interest in MediaOne Fiber Technologies, Inc. (holder of AAV Certificate No. 2973), has agreed to purchase remaining 80% interest in MediaOne and assign its purchase right to its affiliate, Hyperion Communications of Florida, LLC.

DOCKET NO. 981894-TP
ORDER NO. PSC-99-0398-FOF-TP
ISSUED: February 24, 1999

The following Commissioners participated in the disposition of this matter:

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

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.

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.

DOCUMENT NUMBER-DATE

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FPSC-RECORDS/REPORTING

By letter dated December 17, 1998, Hyperion Telecommunications of Florida, Inc. (HT of Florida), MediaOne Fiber Technologies, Inc. (MediaOne), and Hyperion Communications of Florida, LLC (Hyperion Communications) filed with this Commission an application for approval of a corporate reorganization involving the purchase of 80% of MediaOne by Hyperion Communications. MediaOne is the holder of Alternative Access Vendor Certificate of Public Convenience and Necessity No. 2973. HT of Florida is the holder of Alternative Access Vendor/Alternative Local Exchange Company Certificate of Public Convenience and Necessity No. 2978. HT of Florida currently holds a 20% interest in MediaOne. HT of Florida also holds the purchase right to the remaining 80% interest in MediaOne, which it is assigning to its affiliate, Hyperion Communications. As a result of this corporate reorganization, Hyperion Communications will own 80% of MediaOne, and HT of Florida will continue to own the remaining 20% of MediaOne. Because MediaOne will not transfer its Certificate of Public Convenience and Necessity, but will continue to operate in Florida under its existing certificated name and tariff on file with this Commission, and will continue to provide the same services in the same areas in which it is currently providing service, the reorganization will be virtually transparent to the customers of MediaOne and HT of Florida.

In accordance with our authority under Section 364.33, Florida Statutes, to approve the acquisition or transfer of majority organizational control or controlling stock ownership of a telecommunications company providing service in Florida, we have reviewed the Petition of HT of Florida, MediaOne, and Hyperion Communications, and find it appropriate to approve it. We have based our review and decision upon an analysis of the public's interest in efficient, reliable telecommunications service. Our decision does not address the potential impact of the transfer on the competitive market in Florida, or on the companies' or their competitors' interests. We emphasize, however, that our approval of the Petition pursuant to our authority under Section 364.33, Florida Statutes, does not preclude us from addressing any of our concerns that may arise regarding this transaction to the appropriate federal or state agencies.

Based on the foregoing, it is,

ORDERED by the Florida Public Service Commission that Hyperion Telecommunications of Florida, Inc., MediaOne Fiber Technologies, Inc., and Hyperion Communications of Florida, LLC's request for

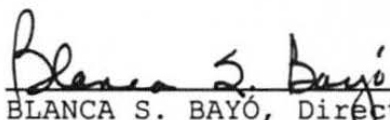
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approval of the corporate reorganization involving the purchase of 80% of MediaOne Fiber Technologies, Inc. by Hyperion Communications of Florida, LLC is hereby approved. It is further

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 28-106.201, 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 24th day of February, 1999.



BLANCA S. BAYO, 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.

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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 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 March 17, 1999.

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 9.900(a), Florida Rules of Appellate Procedure.