

BEFORE THE FLORIDA PUBLIC SERVICE COMMISSION

In re: Request for approval of transfer of control of all issued and outstanding stock of Long Distance America, Inc. (holder of Interexchange Telecommunications Certificate No. 5759) to Cybercloseout, Inc.

DOCKET NO. 990479-TI
ORDER NO. PSC-99-1152-PAA-TI
ISSUED: June 7, 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 TRANSFER OF ALL ISSUED AND OUTSTANDING STOCK

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

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control or controlling stock ownership, without prior approval from this Commission.

By letter dated April 12, 1999, Long Distance America, Inc. (Long Distance America) and Cybercloseout, Inc. (Cybercloseout) filed with this Commission an application for approval of transfer of all issued and outstanding stock from Long Distance America to Cybercloseout. Long Distance America is the holder of Interexchange Telecommunications Certificate No. 5759. Long Distance America has stated that it will continue to operate under its existing certificated name and tariff on file with this Commission.

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 Long Distance America to Cybercloseout, 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 Long Distance America, Inc. and Cybercloseout, Inc.'s request for approval of transfer of all issued and outstanding stock from Long Distance America, Inc. to Cybercloseout, Inc. is hereby approved. It is further

ORDERED that the provisions of this Order, issued as proposed agency action, shall become final and effective upon the issuance of a Consummating Order, unless an appropriate petition, in the

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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 7th day of June, 1999.

BLANCA S. BAYÓ, Director
Division of Records and Reporting

By: Kay Flynn
Kay Flynn, Chief
Bureau of Records

(S E A L)

KMP

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.

As identified in the body of this order, our action of approving the transfer of all issued and outstanding stock is preliminary in nature. Any person whose substantial interests are

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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, at 2540 Shumard Oak Boulevard, Tallahassee, Florida 32399-0850, by the close of business on June 28, 1999. If such a petition is filed, 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. In the absence of such a petition, this order shall become effective and final upon the issuance of a Consummating Order.

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.

Any party adversely affected by the Commission's final action in this matter may request: (1) reconsideration of the decision by filing a motion for reconsideration with the Director, Division of Records and Reporting within fifteen (15) days of the issuance of this order in the form prescribed by Rule 25-22.060, Florida Administrative Code; or (2) judicial review by the Florida Supreme Court in the case of an electric, gas or telephone utility or 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 after the issuance 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.

RECEIVED-FPSC ✓

M E M O R A N D U M

99 JUN -7 AM 10:40

June 7, 1999

RECORDS AND
REPORTING

TO: DIVISION OF RECORDS AND REPORTING

FROM: DIVISION OF LEGAL SERVICES (PEÑA) *kmp CB*

RE: DOCKET NO. 990479-TI - REQUEST FOR APPROVAL OF TRANSFER OF CONTROL OF ALL ISSUED AND OUTSTANDING STOCK OF LONG DISTANCE AMERICA, INC. (HOLDER OF INTEREXCHANGE TELECOMMUNICATIONS CERTIFICATE NO. 5759) TO CYBERCLOSEOUT, INC.

99-1152-PAA

Attached is an NOTICE OF PROPOSED AGENCY ACTION ORDER APPROVING TRANSFER OF ALL ISSUED AND OUTSTANDING STOCK, to be issued in the above-referenced docket. (Number of pages in order - 4)

KMP/anr
Attachment
cc: Division of Communications
I: 990479.kmp

see 4 ✓

4.55.

1/1 ✓

Requisition for Photocopying and Mailing

Number of Originals 4 Date 6/8/99 Copies Per Original 19
Requested By Puth

Item Presented
Agenda For (Date) _____ Order No. 99-1152 In Docket No. 990479
Notice of _____ For (Date) _____ in Docket No. _____
Other _____

Special Handling Instructions

Distribution/Mailing

Number	Distributed/Mailed To	Number	Distribution/Mailed To
<u>19</u>	<u>Commission Offices</u>	<u>---</u>	<u>_____</u>
<u>(1)</u>	<u>Docket Mailing List - Mailed</u>	<u>_____</u>	<u>_____</u>
<u>(1)</u>	<u>Docket Mailing List - Faxed</u>	<u>_____</u>	<u>_____</u>

Note: Items must be mailed and/or returned within one working day after issue unless specified here:

Print Shop Verification

Job Number 89 Verified By Michael
Date and Time Completed 6/10 Job Checked For Correctness and Quality (Initial) "

Mail Room Verification

Date Mailed / Verified By /