

BEFORE THE FLORIDA PUBLIC SERVICE COMMISSION

In re: Application for approval of merger of MFS Communications Company, Inc., holding company for WorldCom Technologies, Inc. [WT] (IXC Cert. No. 1528) into MCI Communications Corp. [MCIC]; transfer of WT stock from MCIC to MCI Telecommunications Corporation d/b/a MCI Telecommunications Corporation and d/b/a MCI WorldCom [MCI] (IXC Cert. No. 61); merger of WorldCom Network Services, Inc. (IXC Cert. No. 552) into MCI and cancellation of Cert. No. 552; transfer of MCI's retail operations to WT; name change on Cert. No. 1528 to MCI WorldCom Communications, Inc. and on Cert. No. 61 to MCI WorldCom Network Services, Inc.; merger of Biz-Tel Corporation (IXC Cert. No. 548 and ALEC Cert. No. 4786), a subsidiary of MCI, with TTI National, Inc. (IXC Cert. No. 3159), cancellation of Cert. No. 548, and transfer of Cert. No. 4786 to TTI; and cancellation of IXC Cert. No. 3965 held by ALD Communications, Inc., a subsidiary of MCI.

DOCKET NO. 990732-TP
ORDER NO. PSC-99-1510-PAA-TP
ISSUED: August 3, 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.

DOCUMENT NUMBER-DATE

09161 AUG-3 99

#PSC-RECORDS/REPORTING

NOTICE OF PROPOSED AGENCY ACTION
ORDER APPROVING INTERNAL CORPORATE RESTRUCTURING;
CANCELLING INTEREXCHANGE TELECOMMUNICATION CERTIFICATES;
TRANSFERRING OF ALTERNATIVE LOCAL EXCHANGE TELECOMMUNICATION
CERTIFICATE; AND ACKNOWLEDGING NAME CHANGES ON INTEREXCHANGE
TELECOMMUNICATIONS CERTIFICATES

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.

On June 8, 1999, MCI WorldCom, Inc. (MCI WorldCom), and its operating subsidiaries, WorldCom Network Services, Inc. (WorldCom Network), MFS Communications Company, Inc. (MFS), MCI Communications Corp. (MCIC), MCI Telecommunications Corporation d/b/a MCI Telecommunications Corporation and d/b/a MCI WorldCom (MCI), WorldCom Technologies, Inc. (WorldCom Technologies), Biz-Tel Corporation (Biz-Tel), TTI National, Inc. (TTI), and ALD Communications, Inc. (ALD Communications) filed a joint application for approval of internal corporate restructuring. The companies filed supplements to their original application on June 10, 1999, and June 14, 1999.

The transactions involved in the internal corporate restructuring are as follows:

1. Merger of MFS into MCIC;
2. Transfer of WorldCom Technologies stock from MCIC to MCI;
3. Merger of WorldCom Network into MCI;
4. Merger of Biz-Tel with TTI;
5. Transfer of MCI's retail operations to WorldCom Technologies;
6. Cancellation of WorldCom Network's Interexchange Telecommunications (IXC) Certificate No. 552;
7. Cancellation of Biz-Tel's IXC Certificate No. 548;

8. Cancellation of ALD Communications' IXC Certificate No. 3965.
9. Transfer of Biz-Tel's Alternative Local Exchange Telecommunications (ALEC) Certificate No. 4786 to TTI;
10. Name change on IXC Certificate No. 61 from MCI to MCI WorldCom Network Services, Inc.; and
11. Name change on IXC Certificate No. 1528 from WorldCom Technologies to MCI WorldCom Communications, Inc.

Merger of MFS into MCIC; Transfer of WorldCom Technologies stock from MCIC to MCI; Merger of WorldCom Network into MCI; Merger of Biz-Tel with TTI; and Transfer of MCI's retail operations to WorldCom Technologies

MCI WorldCom previously received authority for the merger of WorldCom, Inc. and MCI Communications, Inc. By Order No. PSC-98-0125-FOF-TI, issued on January 22, 1998, and Order No. PSC-98-0702-FOF-TI, issued on May 20, 1998. The instant application represents restructuring and consolidation resulting from that merger.

Accordingly, we find that this application for restructuring is in the public interest and we hereby approve it. We note that we have based our decision on MCI WorldCom's assertions that this restructuring will have no adverse impact on customers and that certain efficiencies and savings will be realized by consolidating such things as capital, personnel, management, and facilities operations.

Cancellation of IXC Certificate No. 552, IXC Certificate No. 548, and IXC Certificate No. 3965.

WorldCom Network, Biz-Tel's and ALD Communications have complied with the provision of Rule 25-24.474(2), Florida Administrative Code, by providing adequate notice in writing of their request for cancellation of their IXC certificates and by submitting their Regulatory Assessment Fees (RAFs) for 1998. Accordingly, we find it appropriate to cancel WorldCom Network's IXC Certificate No. 552, Biz-Tel's IXC Certificate No. 548, and ALD Communications' IXC Certificate No. 3965, effective on the date of issuance of the Consummating Order.

Each entity shall return its certificate to this Commission. In addition, under Section 364.336, Florida Statutes, certificate holders must pay a minimum annual RAFs of \$50 if the certificate was active during any portion of the calendar year. A RAFs Return notice for 1999 will be mailed to WorldCom Network, Biz-Tel's and ALD Communications. Neither the cancellation of their certificates nor the failure to receive a RAFs Return notice for 1999 shall relieve these entities from their obligation to pay RAFs for 1999.

Transfer of Biz-Tel's ALEC Certificate No. 4786 to TTI

Biz-Tel and TTI have complied with Rule 25-24.815, Florida Administrative Code, regarding the transfer of ALEC certificates. We find the transfer to be in the public interest and, therefore, approve the transfer. ALEC Certificate No. 4786 shall be amended to reflect that TTI is the holder of this certificate.

If this Order becomes final and effective, it shall serve as TTI's certificate. It should, therefore, be retained by TTI as proof of certification.

ALECs are subject to Chapter 25-24, Florida Administrative Code, Part XV, Rules Governing Telecommunications Service Provided by Alternative Local Exchange Companies. ALECs are also required to comply with all applicable provisions of Chapter 364, Florida Statutes, and Chapters 25-4, Florida Administrative Code.

In addition, Section 364.337(2), Florida Statutes, requires ALECs which provide basic local telecommunications service to provide access to 911 services. This Commission has no rules specifying the 911 services that either an incumbent local exchange company (ILEC) or an ALEC must provide; however, 911 service that is inferior to that provided by the ILEC would clearly not be in the public interest. Accordingly, we find that Section 364.337(2), Florida Statutes, requires ALECs which provide basic local telecommunications services to provide at least the same level of 911 services as that provided by the ILEC serving the same area.

Name change on IXC Certificate No. 61 from MCI to MCI WorldCom Network Services, Inc.

Upon review of the Department of State, Division of Corporations' records, it appears that MCI has properly registered the new corporate name. Accordingly, we find it appropriate to

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amend Certificate No. 61 to reflect the new corporate name, MCI WorldCom Network Services, Inc.

This Order will serve as the amended IXC Certificate of Public Convenience and Necessity No. 61 for MCI WorldCom Network Services, Inc. MCI WorldCom Network Services, Inc. should retain this Order as evidence of the name change.

Name change on IXC Certificate No. 1528 from WorldCom Technologies to MCI WorldCom Communications, Inc.

Upon review of the Department of State, Division of Corporations' records, it appears that WorldCom Technologies has properly registered the new corporate name. Accordingly, we find it appropriate to amend Certificate No. 1528 to reflect the new corporate name, MCI WorldCom Communications, Inc.

This Order will serve as the amended IXC Certificate of Public Convenience and Necessity No. 1528 for MCI WorldCom Communications, Inc. MCI WorldCom Communications, Inc. should retain this Order as evidence of the name change.

Conclusion

Section 364.345, Florida Statutes, provides that a telecommunications company may not sell, assign, or transfer its certificate without a determination by the Commission that the proposed sale, assignment, or transfer is in the public interest and approved by the Commission. MCI WorldCom and its subsidiaries filed a joint application in accordance with the provisions of Section 364.345, Florida Statutes.

Accordingly, we find that MCI WorldCom and its subsidiaries' joint application, for the corporate restructuring, cancellation of IXC Certificate Nos. 552, 548, and 3965, and the transfer of ALEC Certificate No. 4786, is in the public interest.

Based on the foregoing, it is

ORDERED by the Florida Public Service Commission that the joint petition for internal corporate restructuring filed by MCI WorldCom, Inc. and its operating subsidiaries is hereby approved. It is further

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ORDERED that WorldCom Network Services, Inc.'s Certificate No. 552 to provide Interexchange Telecommunications services is hereby canceled. It is further

ORDERED that WorldCom Network Services, Inc. shall return its certificate to this Commission and remit Regulatory Assessment Fees for 1999. It is further

ORDERED that Biz-Tel Corporation's Certificate No. 548 to provide Interexchange Telecommunications services is hereby canceled. It is further

ORDERED that Biz-Tel Corporation shall return its certificate to this Commission and remit Regulatory Assessment Fees for 1999. It is further

ORDERED that ALD Communications, Inc.'s Certificate No. 3965 to provide Interexchange Telecommunications services is hereby canceled. It is further

ORDERED that ALD Communications, Inc. shall return its certificate to this Commission and remit Regulatory Assessment Fees for 1999. It is further

ORDERED that the request for transfer of Alternative Local Exchange Telecommunications Certificate No. 4786 from Biz-Tel Corporation to TTI National, Inc., is hereby approved. It is further

ORDERED that Alternative Local Exchange Telecommunications Certificate No. 4786 shall be amended to reflect that TTI National, Inc., is the holder of this certificate.

ORDERED that TTI National, Inc.'s Alternative Local Exchange Telecommunications Certificate No. 4786 is subject to the terms and conditions set forth in the body of this Order. It is further

ORDERED that this Order will serve as TTI National, Inc.'s certificate and that this Order should be retained as proof of certification. It is further

ORDERED that TTI National, Inc. shall provide at least the same level of 911 services as that provided by the incumbent local exchange company serving the same area. It is further

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ORDERED that the request to change the name on Certificate No. 1528 from WorldCom Technologies, Inc. to MCI WorldCom Communications, Inc. is hereby approved. It is further

ORDERED that this Order will serve as MCI WorldCom Communications, Inc.'s amended certificate and that this Order should be retained as evidence of the name change. It is further

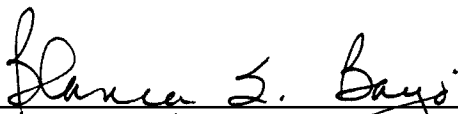
ORDERED that the request to change the name on Certificate No. 61 from MCI Telecommunications Corporation d/b/a MCI Telecommunications Corporation and d/b/a MCI WorldCom to MCI WorldCom Network Services, Inc. is hereby approved. It is further

ORDERED that this Order will serve as MCI WorldCom Network Services, Inc.'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 upon the issuance of a Consummating Order 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 3rd day of August, 1999.



BLANCA S. BAYÓ, Director
Division of Records and Reporting

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KMP

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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 that is available under Section 120.57, 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 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 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 August 24, 1999.

In the absence of such a petition, this order shall become final and effective 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.

FLORIDA PUBLIC SERVICE COMMISSION - RECORDS AND REPORTING

Requisition for Photocopying and Mailing

Date 9/1/99
 Number of Originals 2 Copies Per Original 19
 Requested By Wicks

Item Presented _____
 Agenda For (Date) _____ Order No. 99-1671 In Docket No. 990732
 Notice of _____ For (Date) _____ In Docket No. _____
 Other _____

Special Handling Instructions _____

Distribution/Mailing		Distribution/Mailing	
Number	Distributed/Mailed To	Number	Distribution/Mailed To
<u>19</u>	<u>Commission Offices</u>	_____	_____
<u>(15)</u>	<u>Docket Mailing List - Mailed</u>	_____	_____
	<u>Docket Mailing List - Faxed</u>	_____	_____

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

Print Shop Verification
 Job Number 16 Verified By Michael
 Date and Time Completed 9/2 Job Checked For Correctness and Quality (Initial) u

Mail Room Verification
 Date Mailed / Verified By /

RECEIVED-FPSC

M E M O R A N D U M

99 AUG -3 PM 1:32

August 2, 1999

RECORDS AND
REPORTING

TO: DIVISION OF RECORDS AND REPORTING

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

RE: DOCKET NO. 990732-TP - APPLICATION FOR APPROVAL OF MERGER OF MFS COMMUNICATIONS COMPANY, INC., HOLDING COMPANY FOR WORLDCOM TECHNOLOGIES, INC. [WT] (IXC CERT. NO. 1528) INTO MCI COMMUNICATIONS CORP. [MCIC]; TRANSFER OF WT STOCK FROM MCIC TO MCI TELECOMMUNICATIONS CORPORATION D/B/A MCI TELECOMMUNICATIONS CORPORATION AND D/B/A MCI WORLDCOM [MCI] (IXC CERT. NO. 61); MERGER OF WORLDCOM NETWORK SERVICES, INC. (IXC CERT. NO. 552) INTO MCI AND CANCELLATION OF CERT. NO. 552; TRANSFER OF MCI'S RETAIL OPERATIONS TO WT; NAME CHANGE ON CERT. NO. 1528 TO MCI WORLDCOM COMMUNICATIONS, INC. AND ON CERT. NO. 61 TO MCI WORLDCOM NETWORK SERVICES, INC.; MERGER OF BIZ-TEL CORPORATION (IXC CERT. NO. 548 AND ALEC CERT. NO. 4786), A SUBSIDIARY OF MCI, WITH TTI NATIONAL, INC. (IXC CERT. NO. 3159), CANCELLATION OF CERT. NO. 548, AND TRANSFER OF CERT. NO. 4786 TO TTI; AND CANCELLATION OF CERT. NO. 3965 HELD BY ALD COMMUNICATIONS, INC., A SUBSIDIARY OF MCI.

1510-PAA

Attached is a NOTICE OF PROPOSED AGENCY ACTION ORDER APPROVING INTERNAL CORPORATE RESTRUCTURING; CANCELLATION OF INTEREXCHANGE TELECOMMUNICATION CERTIFICATES; TRANSFER OF ALTERNATIVE LOCAL EXCHANGE TELECOMMUNICATION CERTIFICATE; AND ACKNOWLEDGING NAME CHANGES ON INTEREXCHANGE TELECOMMUNICATIONS CERTIFICATES to be issued in the above-referenced docket. (Number of pages in order

- 8) *B*

KMP/anc
Attachment
cc: Division of Communications
I: 990732.kmp

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