

BEFORE THE FLORIDA PUBLIC SERVICE COMMISSION

In re: Request for approval of pro forma intracorporate restructuring whereby Florida Digital Network, Inc. (holder of ALEC Certificate No. 5715 and IXC Certificate No. 7048) will merge with M/C Venture Southern Lending Corp., both subsidiaries of M/C Venture Partners, with FDN as surviving entity.

DOCKET NO. 020845-TP
ORDER NO. PSC-02-1346-PAA-TP
ISSUED: October 3, 2002

The following Commissioners participated in the disposition of this matter:

LILA A. JABER, Chairman
J. TERRY DEASON
BRAULIO L. BAEZ
MICHAEL A. PALECKI
RUDOLPH "RUDY" BRADLEY

NOTICE OF PROPOSED AGENCY ACTION
ORDER APPROVING PRO FORMA INTRACORPORATE 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.

DOCUMENT NUMBER

10668 OCT-3 8

FPSC-COMMUNICATIONS CLERK

ORDER NO. PSC-02-1346-PAA-TP
DOCKET NO. 020845-TP
PAGE 2

By letter dated July 30, 2002, Florida Digital Network, Inc. (FDN), M/C Venture Southern Lending Corp. (M/C Venture Southern) and M/C Venture Partners filed with this Commission an application for approval of pro forma intracorporate restructuring whereby FDN will merge with M/C Venture Southern, both subsidiaries of M/C Venture Partners, with FDN as surviving entity. FDN is the holder of Alternative Local Exchange Telecommunications Certificate No. 5715 and Interexchange Telecommunications Certificate No. 7048. FDN has stated that the transaction will be virtually transparent to its customers in Florida and it will not affect the service being provided. FDN has further 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 services in Florida, we have reviewed the petition of FDN, M/C Venture Southern and M/C Venture Partners 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. We are vested with jurisdiction over this matter pursuant to Section 364.33, Florida Statutes.

Based on the foregoing, it is,

ORDERED by the Florida Public Service Commission that Florida Digital Network, Inc., M/C Venture Southern Lending Corp. and M/C Venture Partners' request for approval of pro forma intracorporate restructuring of Florida Digital Network, 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 form provided by Rule 28-106.201, Florida Administrative Code, is received by the Director, Division of the Commission Clerk and Administrative Services, 2540 Shumard Oak Boulevard, Tallahassee, Florida 32399-0850, by the close of business on the date set forth in the "Notice of Further Proceedings" attached hereto. It is further

ORDER NO. PSC-02-1346-PAA-TP
DOCKET NO. 020845-TP
PAGE 3

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 October, 2002.

BLANCA S. BAYÓ, Director
Division of the Commission Clerk
and Administrative Services

By: Kay Flynn
Kay Flynn, Chief
Bureau of Records and Hearing
Services

(S E A L)

AJT

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.

ORDER NO. PSC-02-1346-PAA-TP

DOCKET NO. 020845-TP

PAGE 4

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 the Commission Clerk and Administrative Services, 2540 Shumard Oak Boulevard, Tallahassee, Florida 32399-0850, by the close of business on October 24, 2002.

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/these docket(s) before the issuance date of this order is considered abandoned unless it satisfies the foregoing conditions and is renewed within the specified protest period.