

LAW OFFICES

MESSER, VICKERS, CAPARELLO, MADSEN, LEWIS, GOLDMAN & METZ  
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REPLY TO: Tallahassee

May 18, 1993

930492-TI

**HAND DELIVERED**

Mr. Steve Tribble, Director  
Division of Records and Reporting  
Florida Public Service Commission  
101 East Gaines Street  
Tallahassee, Florida 32399-0850

DEPOSIT INF. REF. UNIT

Dear Mr. Tribble:

Enclosed for filing are the following:

LDDS TI 801  
METROMEDIA TI 716  
RESURGENS TI 919

- 1) Original Joint Application for LDDS Communications, Inc. to Merge with Metromedia Communications Corporation and Resurgens Communications Group, Inc. (the "Application") with Exhibits A through G.
- 2) Twelve copies of the Application with only Exhibit G attached. \*Exhibits A through F are not required by rule to be a part of the Application and due to their volume are not attached to the copies of the Application.
- 3) LDDS's check in the amount of \$250.00 for the filing fee.

Please date stamp the extra copy of this letter enclosed to indicate this filing and return the copy to me. Thank you for your assistance in the processing of this filing, and please call if there are any questions or further requirements.

\* Forwarded to CMU

Sincerely yours,

Floyd R. Self

FRS:sb\tribble.tlt

Enclosures

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DOCUMENT FILED - DATE

05360 MAY 18 8

FROM: [illegible]



consummated immediately prior to the subsequent merger between LDDS and M/R Corp. ("LDDS Merger"). As described in detail below, Commission approval of the proposed transaction will permit LDDS to merge with M/R Corp., a non-dominant carrier authorized by this Commission to provide intrastate services. The Applicants respectfully request approval of this application in time to permit them to consummate the LDDS Merger transaction no later than August 31, 1993.

**1. This is an application for approval for a transfer of control.**

**A. LDDS Communications, Inc.** LDDS is a publicly held Tennessee corporation whose principal offices are located at LeFleur's Bluff Tower, Suite 500, 4780 I-55 North, Jackson, Mississippi 39211. LDDS is the parent company of a number of non-dominant carrier subsidiaries that resell domestic and international long distance service from various facilities-based carriers pursuant to the FCC's Competitive Carrier policies. LDDS also has facilities-based operating subsidiaries which provide intrastate service in several jurisdictions.

LDDS's operating subsidiaries are authorized by the FCC to offer domestic interstate and international services in all 50 states and the District of Columbia as non-dominant carriers.

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<sup>2/</sup> (...continued)

between MCC and Resurgens, resulting in formation of M/R Corp. Should for any reason the merger between MCC and Resurgens not be consummated, the subsequent merger between LDDS and M/R Corp. similarly would not occur.

LDDS's operating subsidiaries currently originate interstate traffic in forty-eight states and provide intrastate service, pursuant to certification, registration, or tariff requirements, or on an unregulated basis, in forty-five states. As a holding company which does not itself provide telecommunications services, LDDS has not applied for, and is not currently authorized to provide, intrastate service in the State of Florida, although several of LDDS's operating subsidiaries previously have been granted authority to provide telephone service within Florida.

First, Telamarketing Corporation of Louisiana d/b/a LDDS Communications ("Telamarketing") was authorized to provide intrastate service in Florida on June 13, 1990, pursuant to Order No. 23074, and by the Commission's Consummating Order No. 23169 issued on July 10, 1990, in Docket No. 900301-TI.

Second, upon the consummation of LDDS's acquisition of control of Advanced Telecommunications Corporation ("ATC"), approved by this Commission in Order No. PSC-92-0877-FOF-TI issued on August 26, 1992 in Docket No. 920698-TI, LDDS acquired four additional subsidiaries with authority to provide intrastate telecommunications service in Florida: 1) Advanced Network Systems, Inc. d/b/a ANS, Inc. pursuant to Certificate of Public Convenience and Necessity No. 2223; 2) Microtel, Inc. pursuant to Certificate of Public Convenience and Necessity No. 87; 3) TMC of Southwest Florida, Inc. ("TMC") pursuant to Certificate of Public Convenience and Necessity No. 1501; 4) Transcall America, Inc.

d/b/a ATC Long Distance pursuant to Certificate of Public Convenience and Necessity No. 43.

Finally, Touch 1 Long Distance, Inc. ("Touch One") provides intrastate telecommunications services within Florida pursuant to Certificate of Public Convenience and Necessity No. 2363. This Commission approved LDDS's acquisition of Touch 1 on or about January 19, 1993. Current financial information for LDDS is attached at Exhibit A.<sup>4/</sup>

**B. M/R Corporation.**

M/R Corporation will be the renamed entity resulting from the merger of MCC into and with Resurgens, with the Resurgens entity being the surviving legal entity. Upon consummation of the M/R Merger, the legal existence of MCC will terminate.

**Resurgens.**

Resurgens is a publicly held Georgia corporation whose principal offices are located at 2210 Resurgens Plaza South, 945 East Paces Ferry Road, N.E., Atlanta, Georgia 30326. By Order entered on February 2, 1990, Central Corporation Certificate No. 1528 was transferred to Resurgens in Docket No. 891091-TI, Order

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<sup>4/</sup> Exhibit A consists of LDDS's most recent Form 10-K as filed with the Securities and Exchange Commission. The LDDS 10-Q for the first quarter of 1993 will be forwarded to this Commission immediately upon its public release. Exhibit B consists of a pro forma financial statement reflecting the combined operations of LDDS and M/R Corp. following the LDDS Merger. It should be noted that during the first quarter of 1993, LDDS also acquired control of Dial-Net, Inc. and acquired the assets of seven Tri-Tel companies (none of which are authorized to provide intrastate service in Florida).

No. 22504. Central Corporation originally received its certificate on November 21, 1986 in Docket No. 860994-TI.

In addition to the services it provides in Florida, Resurgens and its wholly-owned operating subsidiary, Com Systems, Inc., collectively are authorized to provide intrastate service, including direct-dial and operator-assisted services, in 20 additional states either pursuant to certification, registration, or tariff requirements, or on an unregulated basis. Resurgens and Com Systems also are authorized by the Federal Communications Commission ("FCC") to provide domestic interstate and international services as non-dominant carriers in all 50 states and the District of Columbia.

Current financial information for Resurgens is attached as Exhibit C.

**Metromedia Communications Corporation.**

MCC is a privately held Delaware corporation whose principal offices are located at One Meadowlands Plaza, East Rutherford, New Jersey 07073. In Florida, MCC provides intrastate long distance service pursuant to Certificate No. 76, Certificate No. 41 held by Metromedia Long Distance, Inc. and Certificate No. 2361 held by Metromedia Hotelnet, Inc.

In addition to the services it provides to Florida users, MCC currently is authorized to provide intrastate telecommunications service in 37 additional states either pursuant to certification, registration, or tariff requirements, or on an unregulated basis. MCC also is authorized by the

Federal Communications Commission ("FCC") to provide domestic interstate and international services as a non-dominant carrier in all 50 states and the District of Columbia.

Current financial information for MCC is attached as Exhibit D.

LDDS, MCC and Resurgens have determined that, following consummation of the M/R Merger, Applicants will realize further significant economic and marketing efficiencies by causing LDDS to merge into and with M/R Corp., pursuant to an Agreement and Plan of Merger<sup>2/</sup> ("Agreement"). Upon consummation of the LDDS Merger, the corporate existence of LDDS will terminate and M/R Corp., the surviving Georgia corporation, will formally and legally assume the name "LDDS-METRO Communications, Inc." ("LDDS METRO").

The Agreement, Article 2, provides that, to facilitate the LDDS Merger transaction: (1) current holders of LDDS Class A common stock, \$.01 par value per share, will receive in exchange for each such share .9595 shares (subject to certain potential adjustments as specified in the Agreement) of newly-issued Common Stock, \$.01 par value per share, of LDDS METRO<sup>6/</sup>; (2) current holders of LDDS Series B 6.50% Cumulative Senior Perpetual

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<sup>2/</sup> Agreement and Plan of Merger attached hereto as Exhibit E.

<sup>6/</sup> LDDS's common stock currently is traded on NASDAQ. Resurgens' common stock currently is traded on the American Stock Exchange. As previously referenced, MCC is a privately held corporation. The Applicants contemplate that the Common Stock to be issued by LDDS METRO will be traded either on NASDAQ or on the New York Stock Exchange.

Convertible Preferred Stock<sup>2/</sup> will receive in exchange for each such share .9595 shares (subject to certain potential adjustments as specified in the Agreement) of LDDS METRO's newly-issued Series 2 Preferred Stock; and (3) current holders of M/R Corp. Class A Common Stock (which will have been newly-issued by M/R Corp. in conjunction with consummation of the M/R Merger), will receive in exchange for each such share a number of shares of LDDS METRO's newly-issued Series 1 Preferred Stock, the amount to be determined in accordance with the formula set forth in Article 2, § 2.1 (iii) of the Agreement. Provision is also made in the Agreement for conversion of derivative securities.<sup>3/</sup>

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<sup>2/</sup> As of this date, there are 500,000 shares of LDDS Preferred Stock outstanding, all of which are held by The 1818 Fund, L.P., of which Brown Bros. Harriman is the general partner.

<sup>3/</sup> It is also the understanding of Applicants that the issuance of securities by LDDS METRO as described above -- and in particular the issuance of the Common Stock and of the Series 1 and Series 2 Preferred Stock -- in conjunction with the proposed LDDS Merger, does not require Commission approval. If however, the Commission disagrees, then the Applicants respectfully request that, in addition to approving the proposed merger, the Commission also approve the issuance of securities by LDDS METRO.

In addition, in conjunction with the merger, LDDS METRO will assume, and each of its wholly-owned subsidiaries will be required to execute a guaranty of, LDDS Communications, Inc.'s pre-existing Credit Facility and Senior Notes; moreover, the line of credit available under the Credit Facility will be increased from the current maximum \$427,000,000, to approximately \$630,000,000. It is anticipated that \$150,000,000 of the \$200,000,000 increase in the Credit Facility will be used to repay a Demand Note to be issued by M/R Corp. to MCC at the time of the M/R Merger, which amount represents the cash component due MCC as part of the consideration for its participation in the M/R Merger. The Agreements concerning both the current Credit Facility and the Senior Notes were executed on December 4, 1992. The Commission previously was apprised of the participation of LDDS and its subsidiaries in these debt obligation transactions

(continued...)



After completion of the LDDS Merger, the current stockholders and holders of derivative securities of LDDS collectively will own approximately 68.5% of the fully diluted equity of LDDS METRO, while the stockholders and holders of derivative securities of M/R Corp. collectively will own approximately 31.5% of the fully diluted equity of LDDS METRO. (As a result of the M/R Merger, the previous equity holder of MCC will hold approximately 63% of the fully diluted common equity, and control approximately 93% of the fully diluted voting power, of M/R Corp.)

In turn, the Applicants have agreed that LDDS will be entitled to elect seven members of the new ten-member Board of Directors of LDDS METRO, while the holder(s) of a majority of the Series 1 Preferred Stock (being the present owners of MCC) will be entitled to elect the remaining three members of the Board. The Applicants have determined that, at least initially, Mr. John Kluge -- current Chairman of the Board of MCC -- will serve as Chairman of the Board of Directors of LDDS METRO, while Mr.

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<sup>2/</sup> (...continued)  
by letter dated August 25, 1992. (A copy is attached hereto as Exhibit F.) Applicants respectfully submit that, based on our review of the applicable statutory and regulatory provisions, the post-merger assumption by LDDS METRO of the Credit Facility and Senior Notes (as successor to LDDS Communications, Inc.) and continued participation by LDDS METRO's operating subsidiaries as guarantors of the pre-existing Credit Facility (as increased) and Senior Notes does not require Commission approval. If however, the Commission disagrees, then the Applicants respectfully request that, in addition to approving the proposed merger, the Commission also approve the post-merger assumption by LDDS METRO of the Credit Facility and Senior Notes.

Bernard J. Ebbers, current President and Chief Executive Officer of LDDS, will continue in those capacities for LDDS METRO.

Accordingly, the proposed transaction will result in LDDS merging into and with M/R Corp., the surviving entity produced by virtue of the merger of MCC and Resurgens. In addition, the Florida certificate of Public Convenience and Necessity No. 1528 held by M/R Corp. at the time of the LDDS Merger, henceforth will be held directly by LDDS METRO, and the legal name of the company providing service to Florida customers under that certificate will be "LDDS-METRO Communications, Inc."<sup>2/</sup> The terms and conditions of service offered those customers by LDDS METRO will not be altered; customers will be sent appropriate and timely notice of the change in corporate name. Further, in conjunction with consummation of the LDDS Merger, the Applicants will submit revised tariff pages reflecting the change of name to "LDDS-METRO Communications, Inc." As such, the LDDS Merger should not cause inconvenience or confusion to the pre-existing customers of M/R Corp.

The LDDS Merger will accomplish only a pro forma change in the underlying ownership of LDDS's existing Florida-certificated operating subsidiaries and no change in working control of those subsidiaries will occur. Accordingly, neither the names of, nor the terms and conditions of services offered by, LDDS's Florida-

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<sup>2/</sup> Proposed Agency Action in Order No. PSC-93-0702-FOF-TI approves the M/R Merger and states that certificates 41, 76 and 2361 will be canceled upon the effective date of the Order.

certificated operating subsidiaries will be affected by the transaction. Each of LDDS's Florida operating subsidiaries will continue to provide high quality, affordable long distance service in Florida pursuant to their tariffs currently on file at the Commission.<sup>10/</sup> As such, the LDDS Merger will not cause inconvenience or confusion to the customers of any of LDDS's operating subsidiaries. Indeed, the LDDS Merger will be transparent to those customers in terms of the service that they receive.

The Applicants expect that, after the consummation of the LDDS Merger, LDDS METRO will continue to be led by a team of well-qualified managers comprised of existing LDDS, MCC, and Resurgens personnel. The Applicants expect that the ample managerial, technical, and financial expertise of this management team will enable LDDS METRO to continue providing high quality service to the existing Florida customers of Resurgens, MCC and LDDS's Florida-certificated operating subsidiaries, as well as to expand its customer base.

Consummation of the proposed LDDS Merger will serve the public interest in promoting competition among long distance carriers by providing LDDS METRO the opportunity to strengthen its competitive position with greater financial resources. The proposed LDDS Merger will invigorate competition in Florida by enabling LDDS METRO to pursue its marketing and business plans

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<sup>10/</sup> LDDS, however, contemplates filing separately within the next several weeks an Application requesting consolidation of its six Florida certificates into three certificated entities.

more effectively. Moreover, upon consummation of the transaction, LDDS METRO expects to be able to draw upon the substantial combined financial, marketing, and technical expertise of the former constituent companies, LDDS, MCC and Resurgens. The proposed LDDS Merger will therefore benefit the public interest by enhancing LDDS METRO's operational flexibility.

**2. Name of corporation(s), partnership, cooperative, joint venture or sole proprietorship.**

LDDS Communications, Inc. ("LDDS")

Metromedia Communications Corporation ("MCC")

Resurgens Communications Group, Inc. ("Resurgens")

**3. Name under which the applicant will do business:**

After the merger, LDDS's subsidiaries, Telamarketing Corporation of Louisiana d/b/a LDDS Communications; Advanced Network Systems, Inc. d/b/a ANS, Inc.; Microtel, Inc.; TMC of Southwest Florida, Inc.; Transcall America, Inc. d/b/a ATC Long Distance; and Touch 1 Long Distance, Inc. will each continue to provide long distance service in Florida pursuant to their tariffs and certificates of authority. LDDS anticipates that it will separately file an application to consolidate its Florida-certificated subsidiaries. After the LDDS Merger, the name of M/R Corp. and LDDS on Certificate No. 1528 will change to LDDS-METRO Communications, Inc.

**4. National address (including street name & number, post office box, city, state and zip code):**

Mr. Charles T. Cannada  
Chief Financial Officer  
LDDS Communications, Inc.  
LeFleur's Bluff Tower  
Suite 500  
4780 I-55 North  
Jackson, Mississippi 39211  
(601) 364-7000 (Tel.)

(601) 364-7103 (Fax)

5. Florida address (including street name & number, post office box, city, state and zip code) for IXC subsidiaries.

Suite 400, 1515 South Federal Highway  
Boca Raton, Florida 33432-7404

6. Structure of organization

Corporation

7. If applicant is an individual or partnership, please give name, title and address of sole proprietor or partners.

Not applicable.

8. If incorporated, please give:

- (a) Proof from the Florida Secretary of State that the applicant has authority to operate in Florida.

For the IXC subsidiaries:

1. Advanced Network Systems Inc. d/b/a ANS, Inc.  
Corporate Charter number: P19760
2. Microtel, Inc.  
Corporate Charter number: F28824
3. TMC of Southwest Florida, Inc.  
Corporate Charter number: J33342
4. Transcall America, Inc. d/b/a ATC Long Distance  
Corporate Charter number: 853670
5. Telamarketing Corporation of Louisiana d/b/a LDDS  
Communications  
Corporate Charter number P10601
6. Touch One Long Distance, Inc.  
Corporate Charter Number P23885
7. Resurgens Communications Group, Inc.  
Corporate Charter Number P09200
8. Metromedia Communications Corporation  
Corporate Charter Number 855646

- (b) Name and address of the company's Florida registered agent.

Brian K. Sulmonetti  
Suite 400, 1515 South Federal Highway  
Boca Raton, Florida 33432-7404

- (c) Indicate if any of the officers, directors, or any of the ten largest stockholders have previously been:

- (1) adjudged bankrupt, mentally incompetent, or found guilty of any pending proceeding. If so, please explain.

None.

- (2) officer, director, partner or stockholder in any other Florida certificated telephone company. If yes, give name of company and relationship. If no longer associated with company, give reason why not.

None.

9. Who will serve as liaison with the Commission in regard to (please give name, title, address and telephone number):

- (a) The application:

Floyd R. Self, Esq.  
Messer, Vickers, Caparello, Madsen, Lewis, Goldman &  
Metz P.A.  
215 South Monroe Street  
Suite 701, First Florida Bank  
Post Office Box 1876  
Tallahassee, Florida 32302  
(904) 222-0720 (Tel.)  
(904) 224-4359 (Fax)

Robert G. Berger, Esq.  
Swidler & Berlin, Chartered  
3000 K Street, N.W.  
Suite 300  
Washington, D.C. 20007  
(202) 424-7635 (Tel.)  
(202) 424-7643 (Fax)

Mr. Charles T. Cannada  
Chief Financial Officer  
LDDS Communications, Inc.

LeFleur's Bluff Tower  
Suite 500  
4780 I-55 North  
Jackson, Mississippi 39211  
(601) 364-7000 (Tel.)  
(601) 364-7103 (Fax)

- (b) **Official Point of Contact for the ongoing operations of the company:**

Brian K. Sulmonetti  
Suite 400, 1515 South Federal Highway  
Boca Raton, Florida 33432-7404

- (c) **Tariff:**

Brian K. Sulmonetti  
Suite 400, 1515 South Federal Highway  
Boca Raton, Florida 33432-7404

- (d) **Complaint/Inquiries from customers:**

Brian K. Sulmonetti  
Suite 400, 1515 South Federal Highway  
Boca Raton, Florida 33432-7404

10. **List the states in which the applicants:**

- (a) **Has operated as an interexchange carrier:**

All states, except Alaska and Hawaii  
(includes states in which Applicants provide  
only interstate service).

- (b) **Has applications pending to be certificated as an interexchange carrier.**

Metromedia Communications Corporation currently has an  
application pending in Arkansas.

- (c) **Is certificated to operate as an interexchange carrier.**

All states except Alaska, Hawaii, Rhode Island, Maine  
and Connecticut.

- (d) **Has been denied authority to operate as an interexchange carrier and the circumstances involved.**

None.

11. **The applicant will provide the following interexchange carrier services:**



The merged entity, LDDS METRO, will continue to provide resold services which currently are provided by MCC and Resurgens, pursuant to Certificate No. 1528, subject to the final effectiveness of Order No. PSC-93-0702-FOF-TI issued on May 10, 1993. In addition, upon the completion of the plan of merger, LDDS's subsidiaries, Telemarketing, ANS, Microtel, TMC, Transcall and Touch 1 will continue to operate as IXCs in Florida pursuant to their certificates and tariffs as filed with this Commission.

12. **What does the end user dial for each of the interexchange carrier services that were checked in services included (above).**

The merged entity, LDDS METRO, will continue to provide resold services which currently are provided by MCC and Resurgens, pursuant to Certificate No. 1528, subject to the final effectiveness of Order No. PSC-93-0702-FOF-TI issued on May 10, 1993. In addition, upon the completion of the plan of merger, LDDS's subsidiaries, Telemarketing, ANS, Microtel, TMC, Transcall and Touch 1 will continue to operate as IXCs in Florida pursuant to their certificates and tariffs as filed with this Commission.

13. **What services will the applicant offer to other certificated telephone companies.**

The merged entity, LDDS METRO, will continue to provide resold services which currently are provided by MCC and Resurgens, pursuant to Certificate No. 1528, subject to the final effectiveness of Order No. PSC-93-0702-FOF-TI issued on May 10, 1993. In addition, upon the completion of the plan of merger, LDDS's subsidiaries, Telemarketing, ANS, Microtel, TMC, Transcall and Touch 1 will continue to operate as IXCs in Florida pursuant to their certificates and tariff as filed with this Commission.

- 14. Will your marketing program: pay commissions; offer sales franchises; offer multi-level sales incentives; offer other sales incentives?**

The merged entity, LDDS METRO, will continue to provide resold services which currently are provided by MCC and Resurgens, pursuant to Certificate No. 1528, subject to the final effectiveness of Order No. PSC-93-0702-FOF-TI issued on May 10, 1993. In addition, upon the completion of the plan of merger, LDDS's subsidiaries, Telemarketing, ANS, Microtel, TMC, Transcall and Touch 1 will continue to operate as IXCs in Florida pursuant to their certificates and tariffs as filed with this Commission.

- 15. Explain any of the offer checked in question 15 (to whom, what amount, type of franchise, etc.).**

The merged entity, LDDS METRO, will continue to provide resold services which currently are provided by MCC and Resurgens, pursuant to Certificate No. 1528, subject to the final effectiveness of Order No. PSC-93-0702-FOF-TI issued on May 10, 1993. In addition, upon the completion of the plan of merger, LDDS's subsidiaries, Telemarketing, ANS, Microtel, TMC, Transcall and Touch 1 will continue to operate as IXCs in Florida pursuant to their certificates and tariffs as filed with this Commission.

**16. Who will receive the bills for your service?**

The merged entity, LDDS METRO, will continue to provide resold services which currently are provided by MCC and Resurgens pursuant to Certificate No. 1528, subject to the final effectiveness of Order No. PSC-93-0702-FOF-TI issued on May 10, 1993. In addition, upon the completion of the plan of merger, LDDS's subsidiaries, Telemarketing, ANS, Microtel, TMC, Transcall and Touch 1 will continue to operate as IXCs in Florida pursuant to their certificates and tariffs as filed with this Commission.

**17. Please provide the following if applicable:**

- (a) Will the name of your company appear on the bill for your services, and if not who will

the billed party contact to ask questions about the bill (provide name and phone number) and how is this information provided?

The merged entity, LDDS METRO, will continue to provide resold services which currently are provided by MCC and Resurgens, pursuant to Certificate No. 1528, subject to the final effectiveness of Order No. PSC-93-0702-FOF-TI issued on May 10, 1993. In addition, upon the completion of the plan of merger, LDDS's subsidiaries, Telemarketing, ANS, Microtel, TMC, Transcall and Touch 1 will continue to operate as IXCs in Florida pursuant to their certificates and tariffs as filed with this Commission. Post-merger, Resurgens and MCC customers will be billed under the name, LDDS-METRO Communications, Inc.

**(b) Name and address of the firm who will bill for your service.**

Telemarketing, ANS, Microtel, TMC, Transcall and Touch 1 will continue their existing billing practices. However, post-merger, current Resurgens and MCC customers will be billed under the name, LDDS-METRO Communications, Inc.

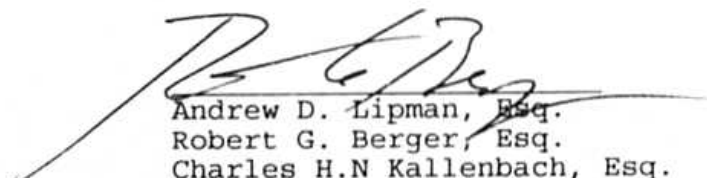
18. Please submit the proposed tariff under which the company plans to begin operation. Use the format required by Commission Rule 25-24.485.

In conjunction with consummation of the LDDS Merger, Applicants will submit revised tariff pages reflecting the change of name to "LDDS METRO Communications, Inc." for Certificate No. 1528. In addition, upon the completion of the plan of merger, LDDS's subsidiaries, Telemarketing, ANS, Microtel, TMC, Transcall and Touch 1 will continue to operate as IXCs in Florida pursuant to their certificates and tariffs as filed with this Commission.

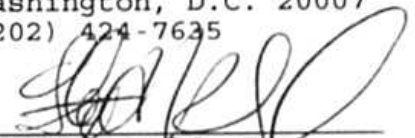
CONCLUSION

For the reasons stated herein, Applicants respectfully request that the Commission authorize LDDS Communications, Inc. to merge into and with M/R Corporation (the surviving entity of the planned merger of METROmedia Communications Corporation and Resurgens Communications Group, Inc.) and change of name of M/R Corporation to "LDDS-METRO Communications, Inc." for Certificate No. 1528.

Respectfully submitted,



Andrew D. Lipman, Esq.  
Robert G. Berger, Esq.  
Charles H.N Kallenbach, Esq.  
SWIDLER & BERLIN, Chtd.  
3000 K Street, N.W., Suite 300  
Washington, D.C. 20007  
(202) 424-7635



Floyd R. Self, Esq.  
MESSER, VICKERS, CAPARELLO,  
MADSEN, LEWIS, GOLDMAN &  
METZ P.A.  
215 South Monroe Street  
Suite 701, First Florida Bank  
Post Office Box 1876  
Tallahassee, Florida 32302  
(904) 222-0720

Dated: May 17, 1993

EXHIBITS

LDDS Communications, Inc.  
Financial Information ..... A

LDDS- METRO Communications, Inc.  
Pro Forma Financial Statement ..... B

Resurgens Communications Group, Inc.  
Financial Information ..... C

Metromedia Communications Corporation  
Financial Information ..... D

Agreement and Plan of Merger ..... E

Letter regarding participation of LDDS in  
debt obligation transactions, dated August 26, 1992.....F

Verifications of Applicants .....G

LAW OFFICES

MESSER, VICKERS, CAPARELLO, MADSEN, LEWIS, GOLDMAN & METZ  
A PROFESSIONAL ASSOCIATION

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Division of Records and Reporting  
Florida Public Service Commission  
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**HAND DELIVERED**

DEPOSIT TREAS. REC.      DATE  
C704                              MAY 19 '93

Dear Mr. Tribble:

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Please date stamp the extra copy of this letter enclosed to indicate this filing and return the copy to me. Thank you for your assistance in the processing of this filing, and

DOCUMENT NUMBER-DATE  
05360 MAY 18 93

 **LDDS**  
COMMUNICATIONS  
P. O. BOX 13363 PH. (601) 364-7000  
JACKSON, MS 39236

FIRST UNION NATIONAL  
JACKSONVILLE OFFICE  
P. O. BOX 2080  
JACKSONVILLE, FLORIDA 32231

63-1012  
633

329151

TWO HUNDRED FIFTY AND NO/100 CENTS \*\*\*\*\* DOLLARS

DATE                              AMOUNT  
5/7/93                              \*\*\*250.00\*\*\*

PAY TO THE ORDER OF  
FLORIDA PUBLIC SERVICE COMMISSION  
101 E. GAINES ST. FLETCHER BLDG.  
TALLAHASSEE, FLA 32399-0850

VOID AFTER 60 DAYS

  
AUTHORIZED SIGNATURE





ACK \_\_\_\_\_  
AFA \_\_\_\_\_  
AFP \_\_\_\_\_  
CAF \_\_\_\_\_  
CNU 1 \_\_\_\_\_  
CTR \_\_\_\_\_  
EAG \_\_\_\_\_  
LEG 1 \_\_\_\_\_  
LIN 6 \_\_\_\_\_  
OPC \_\_\_\_\_  
RCH \_\_\_\_\_  
SEC 1 \_\_\_\_\_  
WAS \_\_\_\_\_  
OTH \_\_\_\_\_