

BEFORE THE FLORIDA PUBLIC SERVICE COMMISSION

In Re: Request for) DOCKET NO. 960952-TI
acknowledgement of transfer of) ORDER NO. PSC-96-1505-FOF-TI
control of Total National) ISSUED: December 11, 1996
Telecommunications, Inc. holder)
of Interexchange)
Telecommunications Certificate)
No. 3600, to International)
Standards Group Limited.)
_____)

The following Commissioners participated in the disposition of this matter:

SUSAN F. CLARK, Chairman
J. TERRY DEASON
JOE GARCIA
JULIA L. JOHNSON
DIANE K. KIESLING

NOTICE OF PROPOSED AGENCY ACTION ORDER
APPROVING TRANSFER OF CONTROL

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 August 21, 1996, Total National Telecommunications, Inc., (TNT) filed with this Commission a notice of transfer of control from TNT to International Standards Group Limited (ISG). TNT, a privately held Texas corporation, is a non-dominant carrier that resells domestic interstate and international services acquired from underlying facilities-based carriers. TNT holds Interexchange Telecommunications Certificate No. 3600, issued December 23, 1994, pursuant to Order No. PSC-94-1481-FOF-TI. ISG, a publicly traded Delaware corporation headquartered in Boca Raton, Florida, provides auditing services to credit unions and real estate brokerage services.

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TNT and ISG have entered into an Agreement and Plan of Reorganization, whereby ISG acquired all of the issued and outstanding shares of the capital stock of TNT, and TNT became a wholly-owned subsidiary of ISG. Five shareholders of TNT transferred their shares of TNT common stock to ISG in return for several classes of preferred stock of ISG. TNT states that upon conversion, TNT shareholders would own at least 54.8% of the shares of ISG. All assets related to telecommunications services will remain in TNT, which will continue to serve as the certificate holder.

TNT states that the reorganization of its corporate structure is in the public interest. TNT will be able to draw upon the financial and managerial resources of ISG in order to better position itself to meet the growing needs of its customers with lower prices and higher quality service. The reorganization will be transparent to TNT's customers and will not disrupt service or cause them inconvenience or confusion.

Pursuant to Section 364.345(2), Florida Statutes, we determine that the transfer of control from TNT to ISG is in the public interest and, accordingly, we grant our approval.

Based on the foregoing, it is, therefore,

ORDERED by the Florida Public Service Commission that the transfer of control of Total National Telecommunications, Inc. to International Standards Group Limited is 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 25-22.036, 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.

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By ORDER of the Florida Public Service Commission, this 11th
day of December, 1996.

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BLANCA S. BAYÓ, Director
Division of Records and Reporting

(S E A L)

CJP

NOTICE OF FURTHER PROCEEDINGS OR JUDICIAL REVIEW

The Florida Public Service Commission is required by Section 120.59(4), 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.

The action proposed herein is preliminary in nature and will not become effective or final, except as provided by Rule 25-22.029, Florida Administrative Code. Any person whose substantial interests are affected by the action proposed by this order may file a petition for a formal proceeding, as provided by Rule 25-22.029(4), Florida Administrative Code, in the form provided by Rule 25-22.036(7)(a) and (f), 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 January 2, 1997.

In the absence of such a petition, this order shall become effective on the day subsequent to the above date as provided by Rule 25-22.029(6), Florida Administrative Code.

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.