



Public Service Commission

-M-E-M-O-R-A-N-D-U-M-

DATE: November 13, 1997
TO: Blanca Bayo, Director of Records and Reporting
FROM: Noreen S. Davis, Director of Legal Services *(initials)*
 Walter D'Haeseleer, Director of Communications *(initials)*
RE: Docket No. 970736-TI; Notice of transfer of 100 percent of the stock of Vista International Communications, Inc. to ACC National Long Distance Corp. d/b/a ACC Long Distance, and request for cancellation of Vista's Interexchange Telecommunications Certificate No. 3554.

Attached (attachment A) is a request from Ms. Grace R Chiu, Counsel for the above subject utilities, requesting the above subject cancellation be postponed.

Pursuant to Order No. PSC-97-0947-FOF-TI, issued August 7, 1997 (attachment B), provide Vista's International Telecommunications Certificate No. 3554 be cancelled 90 days from the issuance of the Order.

Therefore, since this request was received on November 7, 1997, staff is informing you not to cancel Vista's International Telecommunications Certificate No. 3554 at this time and to close the docket.

cc: Williams, CMU
 Legal

- ACK _____
- AFA _____
- APP _____
- CAF _____
- CMU _____
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- ENG _____
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*OK
 SPS
 11/17/97*

DOCUMENT NUMBER-DATE
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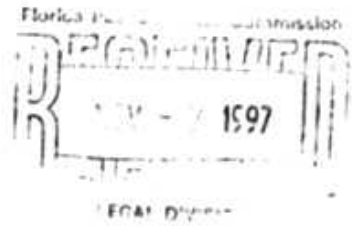
Penal

GRACE R. CHIU
ATTORNEY-AT-LAW

SWIDLER
&
BERLIN
CHARTERED

DIRECT DIAL
(202)424-7783

November 6, 1997



VIA OVERNIGHT DELIVERY

Blanca S. Bayó
Director, Division of Records & Reporting
Florida Public Service Commission
2540 Shumard Oak Blvd.
Tallahassee, FL 32399-0850

Re: Request of Vista International Communications, Inc. to Continue Operation Under Certificate No. 3554 -- Docket No. 970736-TI: Transfer of Control of Vista International Communications, Inc. to ACC National Long Distance Corp.

Dear Ms. Bayó:

On behalf of ACC National Long Distance Corp. ("ACC") and Vista International Communications, Inc. ("Vista") (collectively the "Parties"), this letter is to: (1) notify the Commission that Vista desires to continue to provide resold interexchange telecommunications in Florida under its Certificate (No. 3554); and (2) to request that Vista's Certificate not be canceled. An original and five (5) copies of this filing are enclosed. Please date stamp the enclosed extra copy of this filing and return it in the self-addressed, postage paid envelope provided.

By way of background, by Order No. PSC-97-0947-FOF-TI, issued on August 7, 1997 in the above referenced docket, the Commission granted the Parties' request for approval of the proposed transfer of control of Vista to ACC and their request for cancellation of Vista's Certificate following the dissolution of Vista. Ordering Paragraph 2 provides that Vista's Certificate shall be deemed canceled 90 days from the date of the issuance of the Order. For the reasons set forth below, the Parties respectfully request that Vista's certificate not be deemed canceled on such date.

ACC is in the process of instituting a new billing system which will not be fully operational until March 1998. Because the system must be fully operational before Vista's Florida customers can be transferred to ACC, Vista cannot be dissolved and, as a consequence, must be allowed to continue to operate under its Certificate. The Parties therefore respectfully request that the cancellation of Vista's Certificate be postponed for such time as is necessary for ACC's billing system to be implemented and until Vista's customers have been transferred to ACC. ACC will notify the Commission of the corporate dissolution of Vista and the return of Vista's Certificate

ATTACHMENT 'A'

Blanca S. Bayó
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to this Commission.

Should you have any questions regarding this matter, please do not hesitate to contact me at 202/424-7783.

Very truly yours,



Grace R. Chiu

Counsel for ACC National Long Distance Corp.
and Vista International Communications, Inc.

cc: Kimberly Pena (PSC)
Daniel J. Venuti, Esq.
Dana Frix, Esq.

BEFORE THE FLORIDA PUBLIC SERVICE COMMISSION

In re: Notice of transfer of
100 percent of the stock of
Vista International
Communications, Inc. to ACC
National Long Distance Corp.
d/b/a ACC Long Distance, and
request for cancellation of
Vista's Interexchange
Telecommunications Certificate
No. 3554.

DOCKET NO. 970736-TI
ORDER NO. PSC-97-0947-FOF-TI
ISSUED: August 7, 1997

The following Commissioners participated in the disposition of
this matter:

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

NOTICE OF PROPOSED AGENCY ACTION ORDER
APPROVING TRANSFER OF STOCK AND CANCELING
INTEREXCHANGE TELECOMMUNICATIONS CERTIFICATE

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.

Pursuant to Section 364.33, Florida Statutes, 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.

ATTACHMENT "B"

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On June 17, 1997, Vista International Communications Inc. (Vista) and ACC National Long Distance Corp. D/B/A as ACC Long Distance, (ACC) filed a notice of transfer of control of 100 percent of Vista's stock to ACC and requested the subsequent cancellation of Vista's Interexchange Telecommunications Certificate Number 3554 upon Vista's dissolution. ACC is a Delaware corporation. This Commission issued ACC Certificate No. 4007 granted on March 14, 1995, in Docket No. 941206-TI, to provide resold intrastate interexchange telecommunications services throughout the State. Vista is a New Jersey corporation. This Commission issued Vista Certificate No. 3554 on May 19, 1994, in Docket No. 940178-TI, to provide intrastate interexchange telecommunications services throughout the State.

ACC and Vista have entered into an agreement whereby ACC will purchase all outstanding shares of Vista's capital stock. Upon the consummation of the stock transfer, Vista's Florida customers will be transferred to, and served pursuant to the Florida tariffs of, ACC. At that time Vista will be dissolved. ACC maintains that it is financially viable and will continue to provide high quality service to Vista's Florida customers. ACC asserts that the transaction will be transparent to Vista's customers. ACC will provide Vista's customers the same services without disruption, inconvenience or confusion.

In view of the foregoing, we find it in the public interest to approve the transfer of 100 percent of Vista's stock to ACC. We further find that upon notification of Vista's corporate dissolution, this Commission shall cancel Certificate No. 3554. If such notice is not received within a reasonable time, Certificate No. 3554 shall be deemed canceled 90 days from the date of the issuance of this Order. If Vista's corporate dissolution has not occurred and Vista desires to continue to operate under Certificate No. 3554, this Commission must receive written notification of Vista's intentions within 90 days of the issuance of this order.

Upon its dissolution, Vista shall return its certificate to this Commission. In addition, under Section 364.336, Florida Statutes, certificate holders must pay a minimum annual regulatory assessment fee of \$50 if the certificate was active during any portion of the calendar year. A Regulatory Assessment Fee Return

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notice will be mailed to Vista; however, neither the cancellation of its certificate, nor the failure to receive a Regulatory Assessment Fee Return notice shall relieve Vista from its obligation to pay due and owing regulatory assessment fees.

Based on the foregoing, it is

ORDERED by the Florida Public Service Commission that the transfer of 100 percent of Vista International Communications, Inc.'s stock to ACC National Long Distance Corp. d/b/a ACC Long Distance is hereby approved. It is further

ORDERED that Vista International Communications, Inc.'s Interexchange Telecommunications Certificate Number 3554 shall be canceled in the manner set out in the body of this order. It is further

ORDERED that upon Vista International Communications, Inc.'s dissolution, it shall return its certificate to this Commission and remit all due and owing regulatory assessment fees. 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 upon the cancellation of Certificate No. 3554 or receipt of the written notice from Vista described in the body of this Order.

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By ORDER of the Florida Public Service Commission, this 7th
day of August, 1997.

/s/ Blanca S. Bayó
BLANCA S. BAYÓ, Director
Division of Records and Reporting

This is a facsimile copy. A signed
copy of the order may be obtained by
calling 1-904-413-6770.

(S E A L)

JRB

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.

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 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

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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 28, 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.