



Marcell Morrell**
Area Vice President & Associate General Counsel-
Regional Operations (East)

Anthony P. Gillman*
Assistant General Counsel

Attorneys*
Kimberly Caswell
M. Eric Edgington
Ernesto Mayor, Jr.

* Licensed in Florida
** Certified in Florida as Authorized News Counsel

GTE SERVICE CORPORATION

One Tampa City Center
201 North Franklin Street (33602)
Post Office Box 110, FLTC0007
Tampa, Florida 33601-0110
813-483-2606
813-204-8870 (Facsimile)

February 13, 1998

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

Re: Docket No. 971604-TI
Request for approval of transfer of control of MCI Communications Corporation (parent corporation of MCI Metro Access Transmission Services, Inc., holder of AAV/ALEC Certificate 2986, and MCI Telecommunications Corporation, holder of IXC Certificate 61, PATS Certificate 3080, and AAV/ALEC Certificate 3996) to TC Investments Corp., a wholly-owned subsidiary of WorldCom, Inc. d/b/a LDDS WorldCom

Dear Ms. Bayo:

ACK _____ Please find enclosed an original and fifteen copies of GTE's Memorandum in
AFA _____ Opposition to WorldCom's and MCI's Joint Motion to Strike GTE's Reply to
APP _____ WorldCom's and MCI's Opposition to GTE's Petition to Intervene for filing in the
CAF _____ above matter. Service has been made as indicated on the Certificate of Service.

CMU _____
CTR _____
EAG _____
LEG 2 _____
LIN 5 _____
OPC _____
RCH _____
SEC 1 _____
WAS _____ A part of GTE Corporation
OTH _____

DOCUMENT NUMBER-DATE

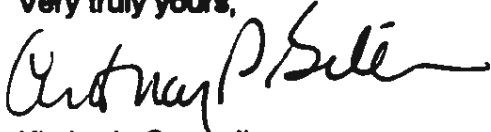
~~99216~~ FEB 13 8

FPSC-RECORDS/REPORTING

Blanca S. Bayo
February 13, 1998
Page 2

If there are any questions regarding this matter, please contact me at (813) 483-2617.

Very truly yours,

A handwritten signature in black ink, appearing to read "Kimberly Caswell". The signature is fluid and cursive, with a long horizontal flourish extending to the right.

 Kimberly Caswell

KC:tas
Enclosures

BEFORE THE FLORIDA PUBLIC SERVICE COMMISSION

In re: Request for approval of transfer of control)	Docket No. 971604-TI
of MCI Communications Corporation (parent)	Filed: February 13, 1998
corporation of MCI Metro Access Transmission)	
Services, Inc., holder of AAV/ALEC Certificate)	
2986, and MCI Telecommunications Corporation,)	
holder of IXC Certificate 61, PATS Certificate)	
3080, and AAV/ALEC Certificate 3996) to)	
TC Investments Corp., a wholly-owned subsidiary)	
of WorldCom, Inc. d/b/a LDDS WorldCom)	

**GTE'S MEMORANDUM IN OPPOSITION TO WORLDCOM'S
 AND MCI'S JOINT MOTION TO STRIKE GTE'S REPLY TO
 WORLDCOM'S AND MCI'S OPPOSITION
TO GTE'S PETITION TO INTERVENE**

On December 15, 1997, GTE Corporation and GTE Communications Corporation (collectively, "GTE") filed their Petition to Intervene in this docket. On December 24, WorldCom, Inc. ("WorldCom") and MCI Communications Corporation ("MCI") filed a Joint Opposition to GTE's Petition to Intervene ("Opposition"). GTE filed a Reply to the Joint Opposition on January 26, 1998. In a February 6, 1998 Motion, MCI and WorldCom ask the Commission to strike GTE's Reply. (Joint Motion to Strike the Reply of GTE Corporation and GTE Communications Corporation to Opposition of WorldCom, Inc. and MCI Communications Corporation to Motion to Intervene ("Motion to Strike")). In accordance with Commission Rule 25-22.037(2)(b), GTE responds to the Motion to Strike and asks the Commission to deny that Motion.

WorldCom and MCI argue that GTE's Reply is "not permitted by the rules." If there is any confusion about the Commission's Rules, it is on the part of WorldCom and MCI.

DOCUMENT NUMBER-DATE
 02216 FEB 13 88
 FPSC-RECORDS/REPORTING

WorldCom and MCI claim their Opposition was an answer, such that GTE had no right to respond to it. Then WorldCom and MCI allow that the Commission might agree that the Opposition was a motion, but that GTE responded too late to the motion. These alternate arguments prove only one thing—MCI and WorldCom are themselves not sure what their filing was. In fact, it was labeled neither an answer nor a motion, but, as noted above, a "Joint Opposition." There is no provision in the Commission's Rules for an "Opposition." Rather, parties are permitted to file various "motions" (Rule 25-22.037(2)(a) or "answers" (Rule 25-22.037(1) in response to a Petition. Each filing triggers different response requirements and different actions on the Commission's part.

Because WorldCom and MCI themselves did not follow "the rules," their own "Opposition" should be stricken. If the Opposition is allowed to stand, then GTE's Reply must stand as well. GTE cannot be expected to know what procedural rules, if any, might apply to a filing which does not fit within any Rule category.

MCI's and WorldCom's Opposition is just the latest in a string of ill-defined and technically impermissible filings that are evidence of a complete disregard for the Florida Statutes and the Commission's Rules. For example, WorldCom did not even intend initially to seek Commission approval of the transfer of control, despite the clear language of Florida Statutes section 384.33 that requires such prior approval. Instead, WorldCom sent a letter to the Commission "for informational purposes," giving the agency 30 days to furnish WorldCom "written notification" if the Commission believed approval would be required. (Letter from J. L. Kiddoo, K. L. Cooper, and F. R. Self, counsel for WorldCom, to B. S. Bayo, Commission Division of Records and Reporting, dated Oct. 16, 1997, at 5.) Only

at Staff's request did WorldCom seek approval of the transaction and, even then, WorldCom never cited the applicable Florida Statutes or Commission Rules governing the request. (Letter from F. R. Self to B. S. Bayo, dated Oct. 23, 1997.) To GTE's knowledge, WorldCom and MCI never filed a formal application for transfer of control under Commission Rules 25-24.473 and 25-24.730. Instead, they sent only a brief letter to the Commission and refer to that letter as an "Application." (Letter from T. Bond and R. D. Melson, counsel for MCI, and J. L. Kiddoo, K. L. Cooper, and F. R. Self, counsel for WorldCom, to B. Bayo, dated Nov. 25, 1997.)

WorldCom's practice of making ill-defined and vaguely titled (or untitled) filings in this case is a deliberate strategy designed to confuse the proceedings and suppress public comment on the WorldCom/MCI transaction. GTE understands that the Commission is traditionally flexible in its filing requirements, but WorldCom and MCI should not be able to game the regulatory process in this way. Certainly, WorldCom and MCI can't credibly claim that GTE has not followed technical pleading requirements when WorldCom's and MCI's pleadings have been technically impermissible all along.

Furthermore, however MCI and WorldCom wish to characterize their Opposition and GTE's Reply, the Commission has allowed replies to oppositions to intervene, even though they are not specifically contemplated by the rules. See, e.g., Petition to Establish Amortization Schedule for Nuclear Generating Units to Address Potential for Stranded Investment by Florida Power & Light Company, 95 FPSC 8:367 (1995). Petitions to intervene here are typically very brief filings which are not opposed in most cases. When they are opposed, replies serve to flesh out the issues so that the Commission can

make an informed decision about the intervention dispute. When there is such a dispute, a reply gives the Commission advance notice of the arguments that will be raised at the agenda to resolve the dispute, so that the Commission is prepared to make a more informed ruling without delay.

Contrary to MCI's and WorldCom's assertions, GTE's arguments in its Reply are not "spurious" or "meritless." GTE's Reply details, and supports with numerous citations, the factors this Commission has considered in determining entitlement to intervene. MCI and WorldCom contend that "all of the cited orders involve different statutory criteria than what is at issue in this docket—a transfer of control of MCI....to WorldCom." (Motion to Strike at 3.) This argument misapprehends the nature of a standing analysis. In all of the cases GTE cited, the Commission had to consider whether the petitioning party had a substantial interest that "may or will be affected." The standard was exactly the same in all cases. MCI and WorldCom seem to be confusing the standard for entitlement to intervene with the statutory standard for approval of a transfer of corporate control—whether the transfer is in the public interest. In any event, this intervention dispute is rendered moot by GTE's Petition on Proposed Agency Action and Request for Section 120.57 Hearing, filed yesterday. That Petition protests the Commission's provisional decision to approve the transfer of control at issue. Since a protest presents the same standing issue as a petition to intervene, the Commission's action on the Petition will necessarily decide the standing dispute. GTE thus understands that, given the existence of the Petition on Proposed Agency Action, there will be no need for a ruling on the

Petition to Intervene—and thus no need for a ruling on MCI's and WorldCom's Motion to Strike.

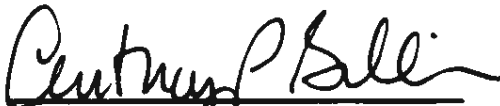
Respectfully submitted on February 13, 1998.

WILLIAM P. BARR
Executive Vice President and
General Counsel

WARD W. WUESTE
Vice President-Deputy General Counsel

GTE Corporation
One Stamford Forum
Stamford, CT 06904
(203) 965-3422
(203) 965-3746 (fax)

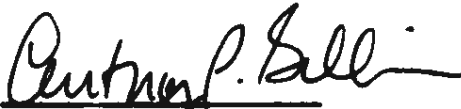
GTE Corporation
GTE Communications Corporation

By: 
ANTHONY P. GILLMAN
KIMBERLY CASWELL

One Tampa City Center
201 N. Franklin Street, FLTC0007
Tampa, FL 33602
(813) 483-2617
(813) 204-8870 (fax)

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that copies of GTE's Memorandum in Opposition to WorldCom's and MCI's Joint Motion to Strike GTE's Reply to WorldCom's and MCI's Opposition to GTE's Petition to Intervene in Docket No. 971604-TI were sent via U. S. mail on February 13, 1998, to the parties on the attached list.


for Kimberly Caswell

Staff Counsel
Florida Public Service Commission
2540 Shumard Oak Boulevard
Tallahassee, FL 32399-0850

Floyd R. Self
Messer, Caparello & Self
215 S. Monroe Street, Suite 701
Tallahassee, FL 32302

Jean L. Kiddoo
Kathy L. Cooper
Swidler & Berlin
3000 K Street N.W., Suite 300
Washington, DC 20007

Charles J. Beck
Office of Public Counsel
111 W. Madison St., Room 812
Tallahassee, FL 32399-1400

Richard J. Heitmann
WorldCom, Inc.
515 East Arnte Street
Jackson, MS 39201

Richard D. Melson
Hopping Green Sams & Smith
123 South Calhoun Street
Tallahassee, FL 32314

Thomas K. Bond
MCI Metro Access Trans. Services
780 Johnson Ferry Road, Suite 700
Atlanta, GA 30342

Brian Sulmonetti
WorldCom Technologies Inc.
1515 South Federal Highway
Suite 400
Boca Raton, FL 33432-7404