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March 26, 1998

**VIA OVERNIGHT DELIVERY**

Blanca S. Bayo  
Director, Division of Records & Reporting  
Florida Public Service Commission  
2540 Shumard Oak Boulevard  
Tallahassee, Florida 32399-0870

980440-TI

Re: Notification of Internal Corporate Reorganization and Name Change of UniDial Incorporated

Dear Ms. Bayo:

On behalf of UniDial Incorporated ("UniDial" or "Company"), this letter is to notify the Commission of the Company's intention to undertake an internal corporate reorganization (the "Reorganization") whereby UniDial will change its name to UniDial Communications, Inc. ("UniDial Communications"), and UniDial Communications will, through a series of transactions, become a wholly-owned subsidiary to a newly created parent Company, UniDial Holdings, Inc. ("UniDial Holdings"). As discussed in further detail below, following the Reorganization UniDial Holdings, which will hold 100% of the stock of UniDial Communications, shall be owned by the present owners of UniDial in proportions identical to their current interest in UniDial. Consequently, this series of transactions constitutes a *pro forma* reorganization. In essentially all respects, the Reorganization will be virtually transparent to the Company's customers.

Upon review of the Florida statutes and Commission rules, it is the understanding of the Company that prior Commission approval is not required for the proposed transaction. Therefore, absent receipt of written notification to the contrary within thirty (30) days, the Company will proceed on the understanding that no approval or other formal action with respect to the Reorganization is required by the Commission.

**THE REORGANIZATION**

UniDial is a Kentucky corporation, qualified to do business in the State of Florida, whose principal offices are located at One Corporate Center, 9931 Corporate Campus Drive, Louisville, Kentucky 40223. UniDial, by Order dated December 2, 1993, in Docket No. 930865-TI (Order No. PSC-93-1651-FOF-TI), is authorized to provide intrastate long distance services in the State of

3000 K STREET, N.W. ■ SUITE 300  
WASHINGTON, D.C. 20007-5116  
(202)424-7500 ■ TELEX 701131 ■ FACSIMILE (202)424-7643

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03647 MAR 27 1998  
FPSC-RECORDS/REPORTING

Florida. UniDial is also authorized to provide resold intrastate long distance telecommunications services in every state except Alaska and Hawaii, pursuant to certification, registration, or (where appropriate) deregulation. In addition, UniDial offers a wide range of integrated and competitively priced domestic and international long distance telephone services in the U.S. and abroad, through its network of switches and leased lines interconnected to other domestic and foreign carriers. UniDial is also authorized by the Federal Communications Commission ("FCC") to provide international switched and private line telecommunications services between the United States and various international points.<sup>1</sup>

Information concerning the legal, technical, managerial and financial qualifications of UniDial to provide service was submitted with its application for certification filed with the Commission in the docket noted above. It is not anticipated that there will be any change in corporate officers, directors, or change in the pricing of services offered to customers as a result of the Reorganization. UniDial, therefore, respectfully requests that the Commission take official notice of that information and incorporate it by reference herein.

For internal corporate reasons, UniDial has determined that the operational efficiency and competitive position of the Company will be enhanced by the Reorganization. The Reorganization will enable the Company to attract additional financing, reduce its operating expenses and realize operational and management efficiencies and other corporate benefits that ultimately will accrue to the benefit of UniDial customers.

The first step of the Reorganization will consist of the name change from UniDial Incorporated to UniDial Communications, Inc.<sup>2</sup> Subsequent to the name change, UniDial Communications will become a wholly-owned subsidiary of UniDial Holdings, Inc., a newly created company incorporated in Delaware on March 3, 1998. UniDial Communications was qualified to do business in Florida with the Secretary of State's Office on March 18, 1998. A copy of the applicable qualification and other corporate papers are attached hereto as Exhibit A. Accordingly, following the Reorganization UniDial Communications will be 100% owned by its corporate parent, UniDial Holdings, which will, in turn, be owned by the present owners of UniDial, in proportions

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<sup>1</sup> FCC Report No. I-6884. ITC-93-317, released November 3, 1993.

<sup>2</sup> Pursuant to discussions with Tom Williams of the Commission's staff, and in order for UniDial's tariff currently on file with the Commission to reflect the name change of UniDial Incorporated to UniDial Communications, Inc., attached hereto are labels, containing UniDial Communication's name, to be placed on UniDial's existing tariff. Through the placement of the labels on UniDial's tariff, UniDial Communications effectively adopts UniDial's tariff, including all service offerings, rates, terms and conditions contained within that tariff. UniDial will notify customers of the name change by billing insert or notification when it finalizes the Reorganization.

Blanca S. Bayo  
March 26, 1998  
Page 3

identical to their current interest in UniDial. The new corporate structure of UniDial, as well as the corporate structure prior to the Reorganization, is illustrated in the chart attached hereto as Exhibit B.

The name change from UniDial to UniDial Communications and the creation of UniDial Holdings as UniDial Communications' parent company will be made in a seamless fashion that will not adversely affect the offering of telecommunications services in Florida but will increase the financial and managerial strength of the entity which is providing service in Florida. The Reorganization will simply be a paper transaction that will be transparent to consumers and will not in any way inconvenience or cause harm to UniDial's customers.

As stated above, it is not anticipated that the Reorganization will result in any change in the officers and directors of the certified entity. There is also no intention, as a result of the Reorganization, to change management, operations, or the services provided to Florida customers. Consumers will continue to be provided high quality, affordable services by UniDial Communications. Therefore, the Reorganization will be entirely transparent to customers.

UniDial provides residential and small business customers high quality, cost effective telecommunications services, with an emphasis on customer service. UniDial has determined that the Reorganization would enhance operational efficiency and competitive position, providing UniDial with greater flexibility to obtain financing for its continuing expansion, and secure its competitive position in the telecommunications marketplace. Consequently, the Reorganization is consistent with the public interest in promoting competition among telecommunications carriers in Florida.

An original and five (5) copies of this letter are enclosed. Please date-stamp the enclosed extra copy of this filing and return it in the attached self-addressed, stamped envelope. Additionally, please do not hesitate to call the undersigned at (202) 424-7766 if you have any questions.

Respectfully submitted,



Margaret M. Charles, Esq.  
William B. Wilhelm, Jr., Esq.  
Kimberly A. Rosenthal, Esq.

Counsel for UniDial Incorporated  
and UniDial Holdings, Inc.

cc: Tom Williams (FL PUC)  
John J. Greive

## EXHIBIT LIST

- Exhibit A      UniDial Communications, Inc. -- Qualification to  
                    Transact Business
  
- Exhibit B      Corporate Structure Charts
  
- Exhibit C      UniDial Communications, Inc. labels to be placed on  
                    UniDial Incorporated's Tariff

**EXHIBIT A**

**UNIDIAL COMMUNICATIONS, INC.  
QUALIFICATION TO TRANSACT BUSINESS**



**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
**Secretary of State**

March 18, 1998

**C T CORPORATION SYSTEM**  
**TALLAHASSEE, FL**

**Re: Document Number F93000003664**

The Amendment to the Application of a Foreign Corporation for UNIDIAL INCORPORATED which changed its name to UNIDIAL COMMUNICATIONS, INC., a Kentucky corporation authorized to transact business in Florida, was filed on March 18, 1998.

Should you have any questions regarding this matter, please telephone (850) 487-6050, the Amendment Filing Section.

Joy Moon-French  
Corporate Specialist  
Division of Corporation

Letter Number: 898A00014676

APPLICATION BY FOREIGN CORPORATION TO FILE AMENDMENT TO  
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN  
FLORIDA

FILED  
98 MAR 18 PM 3:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SECTION I (1-3 must be completed)

1. UniDial Incorporated  
Name of corporation as it appears within the records of the Department of State.
2. Incorporated under laws of: Kentucky
3. Date authorized to do business in Florida: August 11, 1993

SECTION II (4-7 complete only the applicable changes)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation?

March 3, 1998

5. Name of corporation after the amendment, adding suffix "corporation," "company," "incorporated," or appropriate abbreviation, if not contained in new name of the corporation:

UniDial Communications, Inc.

6. If the amendment changes the period of duration, indicate new period of duration.

No Change

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

T. Douglas Webb  
Signature

Name and Title

T. Douglas Webb, V.P.

3-9-98

Date

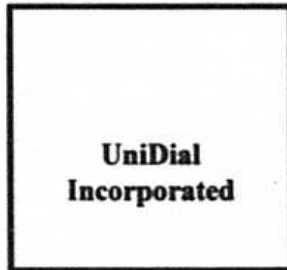
**EXHIBIT B**

**CORPORATE STRUCTURE CHARTS**

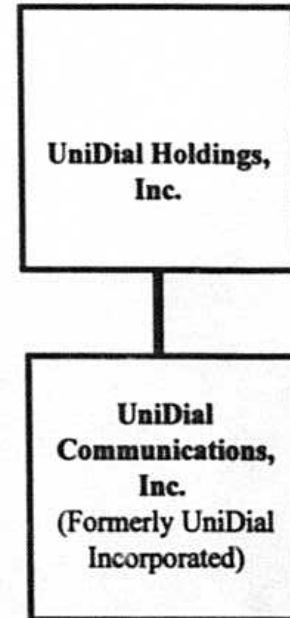


**CORPORATE STRUCTURE CHART  
REORGANIZATION OF UNIDIAL INCORPORATED**

**PRE-REORGANIZATION**



**POST-REORGANIZATION**



**EXHIBIT C**

**UNIDIAL COMMUNICATIONS, INC. LABELS  
TO BE PLACED ON UNIDIAL INCORPORATED'S TARIFF**

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