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November 4, 1998

VIA OVERNIGHT DELIVERY

981554-7P

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

Re: Application of Network Plus, Inc. d/b/a Hale and Father, Inc.  
for Approval of Pro Forma Transfer of Control

Dear Ms. Bayo:

On behalf of Network Plus, Inc. d/b/a Hale and Father, Inc. ("Network Plus" or "Company"), this letter is to request Commission approval of a *pro forma* transfer of control of Network Plus to Network Plus Corp. ("NPC"). As described below, as a result of an internal reorganization of Network Plus's corporate structure, NPC was established as newly created parent company of Network Plus.<sup>1</sup> Attached hereto as Exhibit A is a chart which illustrates the corporate structure of the Parties prior to and immediately following the transaction. A description of the Parties and the transaction are provided below.

Because the internal corporate reorganization that is the subject of this transaction is purely *pro forma* in nature, the Parties respectfully request expedited treatment and action, if necessary, on this Application no later than December 31, 1998. An original and twelve (12) 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.

THE PARTIES

Network Plus is a Massachusetts corporation whose principal offices are located at 234 Copeland Street, Quincy, Massachusetts 02169. Network Plus is qualified to do business in the State of Florida and is authorized to provide resold intrastate interexchange and local exchange

<sup>1</sup> Based on important business and financial considerations, the Company recently completed the reorganization and, accordingly, herein seeks Commission approval *hunc pro tunc*.

DOCUMENT NUMBER-DATE

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telecommunications services pursuant to certification granted by this Commission in Docket No. 920030-TI.<sup>2</sup> Network Plus will continue providing service to customers and does not seek assignment or transfer of this certificate.

NPC is a holding company incorporated under the laws of the State of Delaware. The principal offices of NPC are located at 234 Copeland Street, Quincy, Massachusetts 02169. NPC is owned by the same entities that owned Network Plus prior to the reorganization and in proportions identical to these owners' prior respective interest in Network Plus. NPC does not provide telecommunications services and holds no regulatory licenses from this or any other regulatory commission.

### THE TRANSACTION

For important business reasons, Network Plus determined that it could improve the operational efficiency and competitive position of the Company by reorganizing its structure to establish a new holding company parent. Network Plus submits that the reorganization will enable the Company to attract additional financing, reduce operating expenses and realize operational and management efficiencies and other corporate benefits that ultimately will accrue to the benefit of Network Plus customers in Florida.

Accordingly, through a series of intra-corporate transactions, Network Plus became a wholly owned subsidiary of NPC, a newly formed Delaware corporation. Network Plus is 100 percent owned by its new corporate parent, NPC, which, in turn, is owned by the same entities that owned Network Plus prior to the reorganization, in proportions identical to these owners' prior respective interest in Network Plus.

The establishment of NPC as Network Plus's parent company and the resulting *pro forma* transfer of control of Network Plus did not involve any change in the officers and directors of the certificated entity, nor any change in the management, operations, or services provided to customers in Florida. The reorganization simply resulted in the establishment of a corporate parent of Network Plus, and did not change the manner in which Network Plus provides service to its customers. These customers continue to be provided high quality, affordable services by Network Plus. As such, the *pro forma* transfer of control was made in a seamless fashion that has been virtually transparent to the customers of Network Plus in terms of the services that they receive.

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<sup>2</sup> Information regarding Network Plus's legal, technical, managerial and financial qualifications to provide services was submitted with its application for certification filed with the Commission in Docket No. 920030-TI, and is therefore already a matter of public record, and is herein incorporated by reference.

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As stated above, Network Plus has determined that the reorganization will enhance its operational efficiency and competitive position by providing the Company with greater flexibility to obtain financing for its continuing expansion. The *pro forma* transfer of control, moreover, did not involve any change in the officers and directors of the certificated entities, nor any change in the management, operations, or services provided to customers in Florida. Given the fact that the ultimate ownership and control of Network Plus remains with the same entities that owned and controlled it prior to the reorganization, and that the *pro forma* transfer of control did not adversely affect the manner in which the Company provides service to the public, grant of this Application is consistent with the public interest in promoting competition among telecommunications carriers in the State of Florida.

If there are any questions concerning this transaction, please do not hesitate to contact us.

Very truly yours,

A handwritten signature in cursive script, appearing to read "Phyllis A. Whitten", with a long horizontal flourish extending to the right.

Phyllis A. Whitten  
Grace R. Chiu

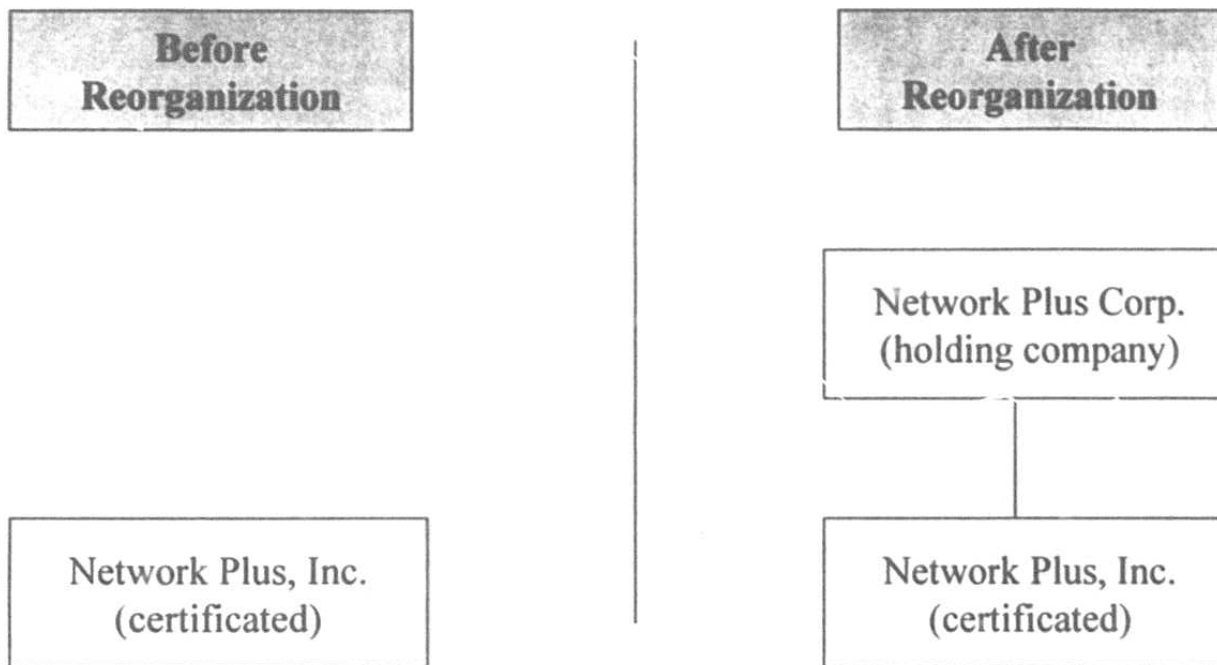
Counsel for Network Plus, Inc.  
d/b/a Hale and Father, Inc.

cc: James J. Crowley, Esq.

**EXHIBIT A**

**Illustrative Chart of *Pro Forma* Transfer of Control**

***Pro Forma* Transfer of Control  
of Network Plus, Inc.**



**VERIFICATION**

State of Massachusetts )  
County of Norfolk ) ss.

I, Jana J. Crowley, declare under penalty of perjury that I am  
Executive V.P. and Secretary of Network Plus, Inc., the Applicant in  
the subject proceeding; that I am authorized to make this verification on the Applicant's behalf;  
that I have read the foregoing Application and know the contents thereof; and that the same are  
true and correct to the best of my knowledge, information, or belief.

By: [Signature]  
Title: Executive V.P. and Secretary  
Network Plus, Inc.

Subscribed and sworn to before me this 4 day of November, 1998.

[Signature]  
Notary Public Michael G Fuller

My Commission Expires April 23, 2000

