



Public Service Commission

CAPITAL CIRCLE OFFICE CENTER • 2540 SHUMARD OAK BOULEVARD
TALLAHASSEE, FLORIDA 32399-0850

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

DATE: JANUARY 21, 1999

TO: DIRECTOR, DIVISION OF RECORDS AND REPORTING (BAYO)

FROM: DIVISION OF COMMUNICATIONS (T. WILLIAMS) *THW*
DIVISION OF LEGAL SERVICES (PENA) *MP MCB*

RE: DOCKET NO. 980370-TI; REQUEST FOR APPROVAL OF AGREEMENT AND PLAN OF MERGER BY INTRATEL GROUP, LTD, AND NORTH AMERICAN TELEPHONE NETWORK, LLC (holder of IXC Certificate No. 4460); AND REQUEST FOR NAME CHANGE ON CERTIFICATE NO. 4460 FROM NORTH AMERICAN TELEPHONE NETWORK, LLC. TO NORTH AMERICAN TELEPHONE NETWORK, INC.

AGENDA: 02/02/99 - REGULAR AGENDA - PROPOSED AGENCY ACTION - INTERESTED PERSONS MAY PARTICIPATE.

CRITICAL DATES: NONE

SPECIAL INSTRUCTIONS: NONE

FILE NAME AND LOCATION: S:\PSC\CMU\WP\980370.RCM

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CASE BACKGROUND

The above docket was initiated pursuant to a request for approval of merger and name change filed jointly by Benjamin W. Bronston, Nowalsky, Bronston & Gothard, L.L.P., 3500 North Causeway Blvd., Suite 1442, Metairie, LA 70002, on March 17, 1998.

The Commission approved the merger and name change in Order No. PSC-98-0622-FOF-TI, issued May 4, 1998 (Attachment A).

On December 24, 1998, staff was notified by Nowalsky, Bronston & Gothard, Regulatory Counsel for both companies, that the merger did not take place (Attachment B). Therefore, staff is requesting that Order No. PSC-98-0622-FOF-TI, issued May 4, 1998, be vacated.

DOCUMENT NUMBER - DATE

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DOCKET NO. 980370-TI
DATE: January 21, 1999

DISCUSSION OF ISSUES

ISSUE 1: Should Order No. PSC-98-0622-FOF-TI, issued May 4, 1998, in Docket No. 980370-TI be vacated?

RECOMMENDATION: Yes.

STAFF ANALYSIS: Since the transfer of control did not take place, staff is recommending that Order No. PSC-98-0622-FOF-TI, issued May 4, 1998, be vacated.

ISSUE 2: Should this docket be closed?

RECOMMENDATION: Yes, this docket should be closed upon issuance of the Commission's vacating order.

STAFF ANALYSIS: This docket should be closed when the Commission's order is issued vacating its approval of the merger.

williams

98-837

ATTACHMENT A
Docket No. 980370-TT
January 21, 1999

ORDER NO. PSC-98-0622-POF-TT
DOCKET NO. 980370-TT
PAGE 4

BEFORE THE FLORIDA PUBLIC SERVICE COMMISSION

In re: Request for approval of agreement and plan of merger by IntraTel Group, Ltd. and North American Telephone Network, LLC. (holder of INC Certificate No. 4460); and request for name change on Certificate No. 4460 from North American Telephone Network, LLC. to North American Telephone Network, Inc.

DOCKET NO. 980370-TT
ORDER NO. PSC-98-0622-POF-TT
ISSUED: May 4, 1998

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.

The following Commissioners participated in the disposition of this matter:

- JULIA L. JOHNSON, Chairman
- J. TERRY DEASON
- SUSAN F. CLARK
- JOE GARCIA
- E. LEON JACOBS, JR.

NOTICE OF PROPOSED AGENCY ACTION
ORDER APPROVING AGREEMENT AND PLAN OF MERGER
AND NAME CHANGE

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.

By letter dated March 16, 1998, North American Telephone Network, LLC (North American) filed a request with this Commission for approval of agreement and plan of merger of IntraTel Group,

DOCUMENT NUMBER-DATE
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FPSC-RECORDS/REPORTING

ORDER NO. PSC-98-0622-POF-TI
DOCKET NO. 980370-TI
PAGE 2

Ltd. (IntraTel) with North American. Further, North American requested a name change on its Interexchange Telecommunications (IXC) Certificate No. 4460 from North American Telephone Network, LLC to North American Telephone Network, Inc.

We determine that North American and IntraTel have met the requirements of Section 364.33, Florida Statutes. Accordingly, we find that the agreement and plan of merger are in the public interest, and we approve them pursuant to Section 364.33, Florida Statutes.

Upon review of the Department of State, Division of Corporations' records, it appears that North American has properly registered the new corporate name. Accordingly, we find it appropriate to amend Certificate No. 4460 to reflect the new operating name.

This Order will serve as the amended IXC Certificate of Public Convenience and Necessity No. 4460 for North American Telephone Network, Inc. North American Telephone Network, Inc. should retain this Order as evidence of the name change.

Based on the foregoing, it is

ORDERED by the Florida Public Service Commission that the agreement and plan of merger of North American Telephone Network, LLC with IntraTel Group, Ltd. are hereby approved. It is further

ORDERED that the request by North American Telephone Network, LLC to change the name on Certificate No. 4460 from North American Telephone Network, LLC to North American Telephone Network, Inc. is hereby approved. It is further

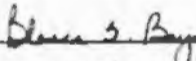
ORDERED that this Order will serve as North American Telephone Network, Inc.'s amended certificate and that this Order should be retained as evidence of the name change. It is further

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

ORDER NO. PSC-98-0622-POF-TI
DOCKET NO. 980370-TI
PAGE 3

ORDERED that in the event this Order becomes final, this Docket shall be closed.

By ORDER of the Florida Public Service Commission, this 11 day of May, 1998.


BLANCA S. BAYO, Director
Division of Records and Reporting

(S E A L)

KMP

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 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 May 23, 1998.

ATTACHMENT B
Docket No. 980370-TT
January 21, 1999

NOWALSKY, BRONSTON & GOTHARD

A Professional Limited Liability Company
Attorneys at Law

Leon L. Nowalsky
Benjamin W. Bronston
Edward P. Gothard

3500 N. Causeway Boulevard
Suite 1442
Metairie, Louisiana 70002
Telephone: (504) 832-1984
Facsimile: (504) 831-0892
December 16, 1998

Monica R. Borne
Ellen Ann G. Sands

Florida Public Service Commission
Capital Circle Office Center
2540 Shumard Oak Blvd.
Tallahassee, Florida 32399-0850

Via Airborne Express Delivery

Re: Notification by IntraTel Group, Ltd. and North American Telephone Network, L.L.C.
of Agreement and Plan of Merger
Docket No.: 98-0370-TI

Dear Sir/Madam:

On or about March 17, 1998, IntraTel Group, Ltd. and North American Telephone Network, L.L.C. (collectively, the "Parties") provided the Commission with written notification of a proposed Agreement and Plan of Merger (the "Merger"). A copy of said notification is enclosed herewith for reference.

The Commission issued an order approving the merger effective 5/26/98 in Order No. PSC-98-0622-FOF-TI. On behalf of the Parties, please accept this letter as formal notification to the Commission of the Parties' intention to abandon the proposed Merger. The parties request that the Commission vacate the above referenced order.

Included with this original letter are thirteen (13) copies. Please return the enclosed additional copy file-stamped in the envelope provided.

We apologize for any inconvenience or added burden which these matters may have caused the Commission. Thank you for your continued cooperation and assistance.



Ellen Ann Sands
NOWALSKY, BRONSTON & GOTHARD
A Professional Limited Liability Company
3500 North Causeway Boulevard, Suite 1442
Metairie, Louisiana 70002
Telephone: (504) 832-1984
Counsel for IntraTel Group, Ltd. and North
American Telephone Network, L.L.C.

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Enclosure
cc: Mr. Tom Williams