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April 13, 1999

BY OVERNIGHT DELIVERY

Blanca S. Bayo
Director - Records and Reporting
Florida Public Service Commission
2540 Shumard Oak Blvd.
Tallahassee, FL 32399-0850

990488-TX

Re: NorthPoint Communications, Inc. Notification of a *Pro Forma* Intracorporate Reorganization

Dear Ms. Bayo:

NorthPoint Communications, Inc. ("NorthPoint") and NorthPoint Communications Holdings, Inc. ("NorthPoint Holdings")(collectively, the "Parties"), by their undersigned counsel and pursuant to the Florida statutes annotated and the rules and regulations of the Florida Public Service Commission ("Commission"), hereby notify the Commission of a *pro forma* internal corporate reorganization (the "Reorganization"). Pursuant to the Reorganization, which was completed on March 22, 1999, NorthPoint became a wholly-owned subsidiary of a newly created Delaware holding company, NorthPoint Holdings. The shareholders of NorthPoint exchanged their shares on a share-for-share basis for shares of NorthPoint Holdings. Following the Reorganization, therefore, NorthPoint Holdings will own 100% of the stock of NorthPoint. Upon review of the Florida statutes annotated and Commission rules and regulations it is the understanding of the Parties that prior Commission approval is not required for the transactions described herein.

NorthPoint is a privately owned Delaware corporation whose principal offices are located in San Francisco, California. NorthPoint is authorized to provide telecommunications services in Florida pursuant to authority granted by the Commission in Docket No. 980278-TX on May 22, 1998. Further information regarding NorthPoint's legal, technical, managerial and financial qualifications to provide service was submitted with its application for certification. The information is therefore already a matter of public record, and NorthPoint respectfully requests that it be incorporated by reference. NorthPoint is also currently authorized to provide resold and facilities-based telecommunications services in approximately 20 states pursuant to certification, registration or tariff requirements, or on an unregulated basis.

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Blanca S. Bayo, Director
April 13, 1999
Page 2

Description of Transactions

For internal corporate reasons, NorthPoint determined that the operational efficiency of the Company would be improved 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 inure to the benefit of NorthPoint's customers.

Pursuant to an Agreement and Plan of Merger, NorthPoint Communications, Inc. became a wholly-owned subsidiary of NorthPoint Communications Holdings, Inc., a newly created company. Accordingly, following the Reorganization NorthPoint will be 100% owned by its corporate parent, NorthPoint Holdings, which will, in turn, be owned by the present owners of NorthPoint, in identical proportions.

The creation of NorthPoint Holdings as NorthPoint's parent company was made in a seamless fashion and will not adversely affect the offering of telecommunications services in Florida but will increase the financial and managerial strength of NorthPoint. The Reorganization was simply a paper transaction transparent to consumers and will not in any way inconvenience or cause harm to NorthPoint's customers.

The Reorganization will not result in any change in the officers and directors of the certificated entity. There is also no intent, 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 NorthPoint. Therefore, the Reorganization will be entirely transparent to customers.

Conclusion

NorthPoint provides high quality, cost effective telecommunications services. NorthPoint determined that the Reorganization would improve NorthPoint's operational efficiency, provide NorthPoint with greater flexibility to obtain financing for its continuing expansion, and secure its competitive position in the telecommunications marketplace.

Blanca S. Bayo, Director
April 13, 1999
Page 3

Upon review of the Florida statutes annotated and the rules and regulations of the Commission, it is the understanding of the Parties that Commission approval is not required for the transaction described above. This letter is forwarded to the Commission for information purposes, to be included in the appropriate file. Please date-stamp the extra enclosed copy of this filing and return it in the postage paid envelope provided. Please do not hesitate to contact Pamela S. Arluk or John M. Beahn at (202) 424-7500 if you have any questions.

Sincerely,



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