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GE Capital

GE Capital Commercial Direct
General Electric Capital Corporation
6540 Powers Ferry Road, Atlanta, GA 30328

May 24, 2000

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FLORIDA
PUBLIC SERVICE COMM.
DIV. OF TELECOMMUNICATIONS

Mr. Walter D'Haeseleer
Florida Public Service Commission
Division of Records and Reporting
2540 Shumard Oak Blvd.
Tallahassee, FL 32399

RE: GE Capital Communication Services Corporation

Dear Sir or Madam:

The purpose of this letter is to provide the Commission with notice of a pro forma change in control of GE Capital Communication Services Corporation ("GECCS"), a certified reseller of long distance services. Specifically, this notice is to advise that GECCS's immediate parent, General Electric Capital Corporation, a corporation organized under Article XII of the New York Banking Law ("GE Capital"), intends to reincorporate as a Delaware business corporation as described immediately below.

Reincorporation Summary

General Electric Company, a New York corporation ("GE"), owns substantially all of the outstanding voting stock of General Electric Capital Services, Inc., a Delaware corporation ("GECS"), which in turn owns 100% of the outstanding voting stock of GE Capital, which in turn owns 100% of the outstanding voting stock of GECCS.

GE Capital intends to reincorporate as a Delaware business corporation (the "Reincorporation"). The Reincorporation will be effected by means of a merger of GE Capital with and into a newly formed Delaware business corporation ("New GE Capital"), which will be the surviving corporation under the name "General Electric Capital Corporation". As a result of the merger, New GE Capital will succeed to and assume all rights and obligations of GE Capital, and immediately after the merger, New GE Capital will have the same assets and liabilities as GE Capital had immediately prior to the merger. The directors and officers of GE Capital immediately prior to the merger will become the directors and officers off New GE Capital with each such officer succeeding to the same position that he or she held in GE Capital immediately prior to the merger. All of the voting stock of New GE Capital will be owned by GECS following the Reincorporation.

Please be advised that GE, as the ultimate parent corporation, will continue to indirectly control GECCS. GE Capital currently anticipates effecting the Reincorporation in the third quarter of this year.

If you have any questions, please feel free to call me at 770-644-7774.

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Very truly yours,

Meredith H. Gifford
Assistant Vice President, Regulatory Affairs

DOCUMENT NUMBER-DATE

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FPSC-RECORDS/REPORTING

"A GE Capital Services Company"

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THIS DEALS WITH THE PARENT
COMPANY. THE FLORIDA COMPANY
REMAINS INTACT UNDER SAME
NAME AND TARIFF.

FILE AS INFORMATION - UNDER

THANKS

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