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July 14, 2000

VIA OVERNIGHT DELIVERY

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

000866-TX

Re: Notification of *Pro Forma* Corporate Reorganization of
UtiliCom Networks of Clay County, Inc. and Name Change, or in the Alternative,
Letter Application for Approval of *Pro Forma* Corporate Reorganization and
Notification of Name Change
Docket Nos. 971057-TX and 980164-TX

Dear Ms. Bayó:

UtiliCom Networks LLC, ("UtiliCom"), TOTALink of Florida, LLC, SIGECOM Holdings, Inc. ("SHI"), and UtiliCom Networks of Clay County, Inc. ("UN-Clay") (collectively, the "Parties"), by their undersigned attorneys, and pursuant to the statues, rules, and regulations of the Florida Public Service Commission ("Commission"), respectfully notify the Commission of, and to the extent necessary, request authority for, a corporate reorganization whereby the Alternative Local Exchange Carrier Certificate (No. 5276) of UN-Clay will, through a series of transactions, be transferred to a directly-held wholly-owned subsidiary of UtiliCom, and operate under the name TOTALink of Florida, LLC ("Reorganization").¹ As more fully discussed below, the Reorganization will not change the ultimate ownership or control of UtiliCom's Florida operations, its corporate directors, officers, or managers, or its service offerings and pricing - other than those done in the normal course of business. Consequently, this series of transactions constitutes a *pro forma*

¹ Section 364.33 of the Florida Statutes provides that a telecommunications carrier subject to regulation by the Florida Public Service Commission must seek prior approval for "the acquisition, transfer, or assignment of majority organizational control or controlling stock ownership." Fla. Stat. Ann. § 364.33 (1999). The transactions contemplated herein will not result in a change in the ultimate control of UtiliCom's Florida operations. Therefore, the Parties respectfully submit that Commission approval is not required for the Reorganization because it is *pro forma* in nature, and will not result in a change in the majority organizational control or ultimate controlling stock ownership of the company.

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reorganization. In essentially all respects, the Reorganization will be virtually transparent to the public.

THE PARTIES

A. UtiliCom Networks Clay County, Inc.

UN-Clay is a wholly owned subsidiary of SIGECOM Holdings, Inc., and the holder of Alternative Local Exchange Carrier ("ALEC") Certificate No. 5276. That ALEC Certificate was originally issued by the Florida Public Service Commission to UCN - Clay, Limited Partnership d/b/a Access Communications - First Coast on October 31, 1997, under Order No. PSC-97-1387-FOF-TX in Docket No. 971057-TX. On May 7, 1998, under Order No. PSC-98-0644-FOF-TX in Docket No. 980164-TX, the Florida Public Service Commission authorized the transfer of the ALEC Certificate to UN-Clay, which essentially changed the name and corporate structure of the ALEC.

B. SIGECOM Holdings, Inc.

SIGECOM Holdings, Inc.,² is a privately held Delaware corporation with principal offices in Franklin, Massachusetts. SHI is a majority-owned subsidiary of UtiliCom Networks LLC, and does not directly hold any telecommunications authorizations issued by the Commission.

C. UtiliCom Networks LLC

UtiliCom Networks LLC, is a privately held Delaware corporation whose principal offices are located in Franklin, Massachusetts. UtiliCom holds 81% ownership of SHI, which in turn holds all the stock of UN-Clay. UtiliCom also directly holds 100% of the stock in several subsidiaries operating under the common brand name TOTALink (collectively, the "TOTALink Companies").

D. TOTALink of Florida, LLC

TOTALink of Florida, LLC is a newly formed operating subsidiary of UtiliCom. Upon completion of the proposed Reorganization, as discussed in greater detail below, TOTALink will manage UtiliCom's Florida operations as an ALEC.

² SHI changed its name to SIGECOM Holdings, Inc., from UtiliCom Networks Inc., on January 28, 2000.

DESCRIPTION OF THE REORGANIZATION

For internal corporate reasons, the Parties have determined that the operational efficiency and competitive position of the companies in general, and UN-Clay in particular, will be enhanced by the transactions described herein. The Reorganization will enable the companies to attract additional financing, enhance brand name recognition, reduce its operating expenses, and realize operational and management efficiencies and other corporate benefits that will ultimately accrue to the benefit of consumers.

As described above, UN-Clay is currently a wholly-owned subsidiary of SHI, which in turn is a majority held subsidiary of UtiliCom. *See* Exhibit A. The first step of the Reorganization involves the creation of a new subsidiary named TOTALink of Florida, LLC, which will be a directly-held, wholly-owned subsidiary of UtiliCom. *See* Exhibit B. In the second step of the Reorganization, UN-Clay will transfer its operations (including its management and ALEC certificate) to TOTALink of Florida, LLC. Ultimately, UN-Clay will be dissolved, with TOTALink of Florida, LLC, surviving. This will enable UtiliCom's Florida operations to be managed by a directly-held, wholly-owned subsidiary of UtiliCom, in contrast to its previous status as an indirectly-held majority-owned subsidiary of UtiliCom. *See* Exhibit C.

The proposed transaction will not result in any change in the ultimate ownership and control since UtiliCom currently holds a significant majority ownership interest in SHI. Moreover, the Reorganization will be made in a seamless fashion that will not adversely affect the offering of telecommunications services in Florida, but rather, will increase the financial and managerial strength of the Florida operations by bringing the company under a common brand name in use by other UtiliCom operations. The Reorganization will not result in any changes in the officers, directors, or managers of the company, and it will continue its commitment to offer high-quality telecommunications services. The Reorganization will simply be a paper transaction that will be transparent to consumers, and will not cause any inconvenience or harm. Accordingly, the transaction is purely *pro forma* in nature.

PUBLIC INTEREST CONSIDERATIONS

Consummation of the proposed transactions will serve the public interest in promoting competition among telecommunications carriers by enhancing the abilities of UtiliCom's Florida operations to compete in the Florida telecommunications market under a unified brand name and marketing scheme. The Parties expect that the Reorganization will result in a company better equipped to manage its operations more efficiently, thereby enhancing its operational flexibility and efficiency as well as its financial viability. The proposed transaction will therefore benefit the public interest by ensuring the continued provision of high quality and innovative

Blanca S. Bayó, Director
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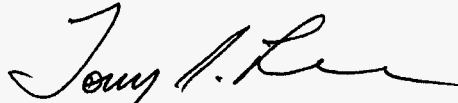
telecommunications services to existing customers and should promote competition in the Florida telecommunications service market.

CONCLUSION

Accordingly, for the reasons set forth above, the Parties submit that the proposed Reorganization serves the public interest, and therefore respectfully notifies the Commission of, and to the extent necessary, request approval for, the transactions described above. The Parties also respectfully request expedited treatment to allow the Parties to close the transaction as soon as possible should approval by the Commission be required.

An original and five (5) copies of this letter are enclosed. Kindly date-stamp the extra copy of this filing, and return it to us in the enclosed self-addressed stamped envelope. Should you have any question with respect to this filing, please do not hesitate to contact the undersigned at (202) 424-7798.

Respectfully submitted,



Eric J. Branfman
Tony S. Lee

Counsel for UtiliCom Networks Inc.,
TOTALink of Florida, LLC
SIGECOM Holdings, Inc., and
UtiliCom Networks of Clay County, Inc.

Enclosures

cc: Joel deJesus, Esq. (UtiliCom)
Brett Ferenchak, Esq.
Michael Schunck, Esq.

EXHIBIT A

EXHIBIT A

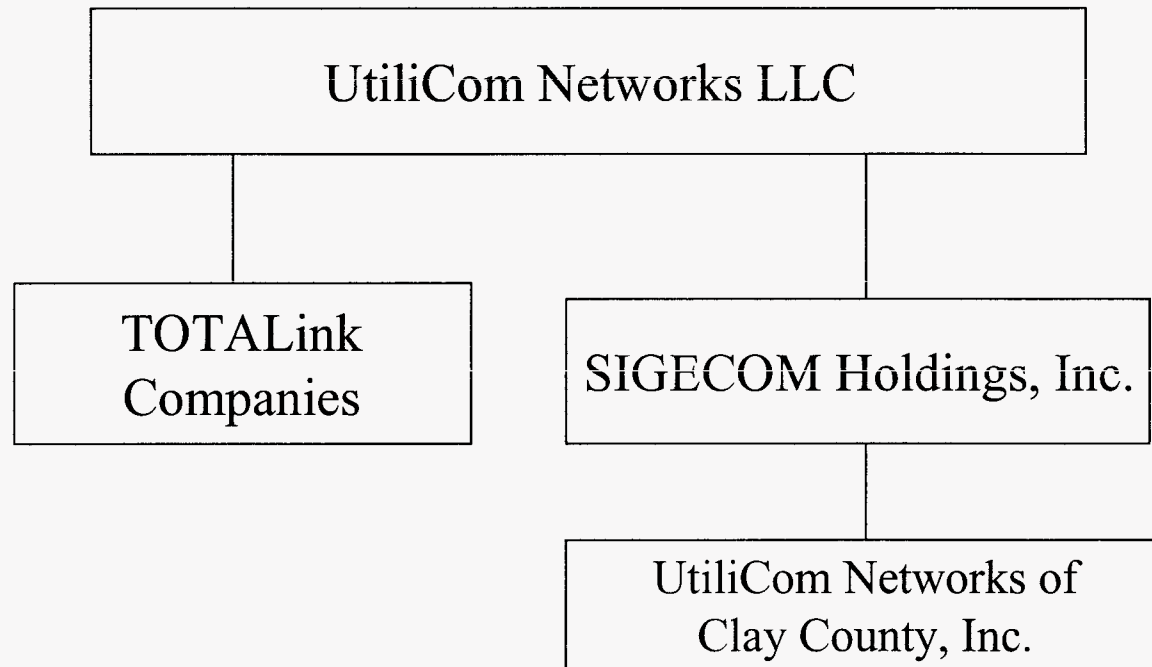


EXHIBIT B

EXHIBIT B

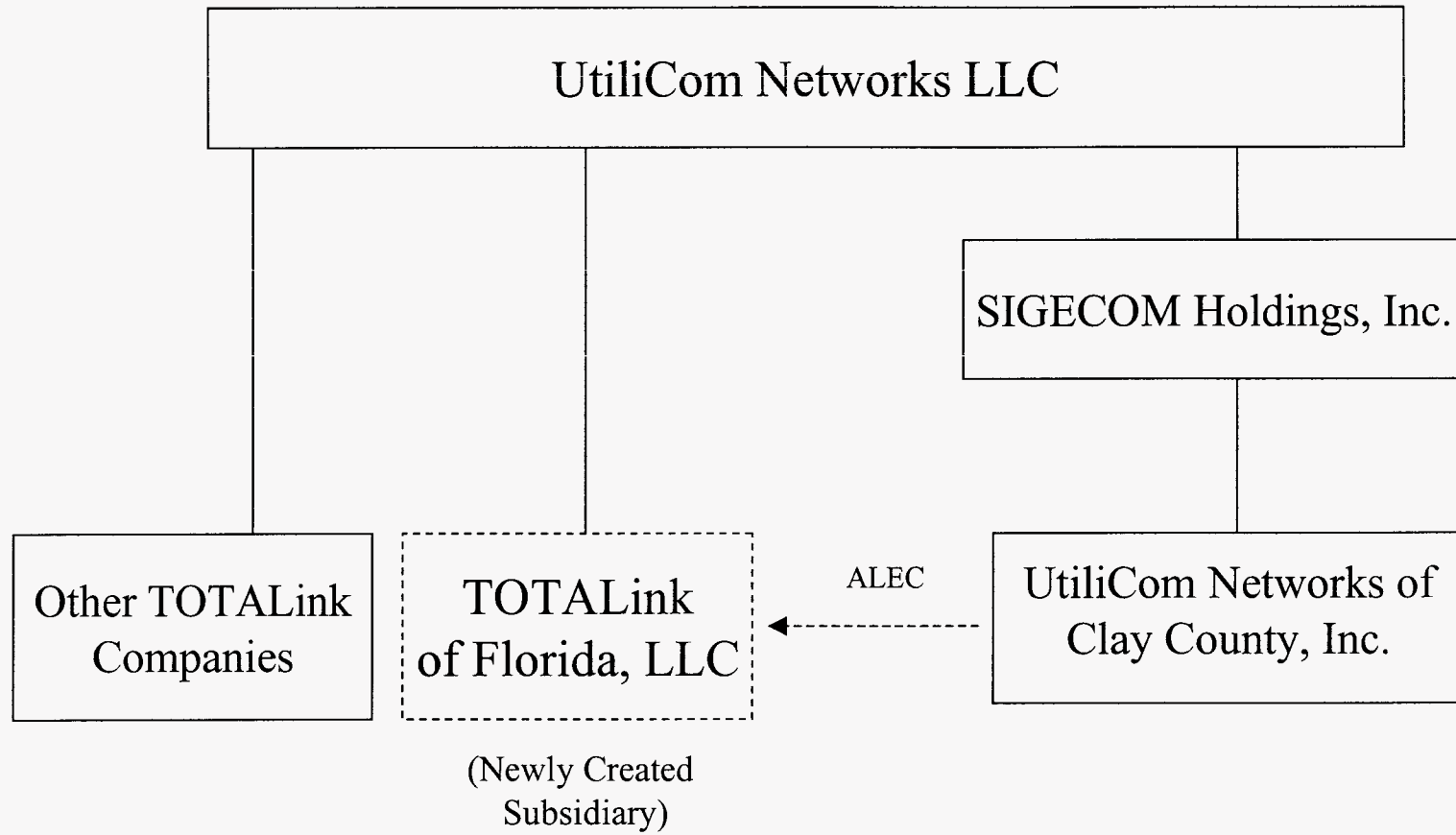
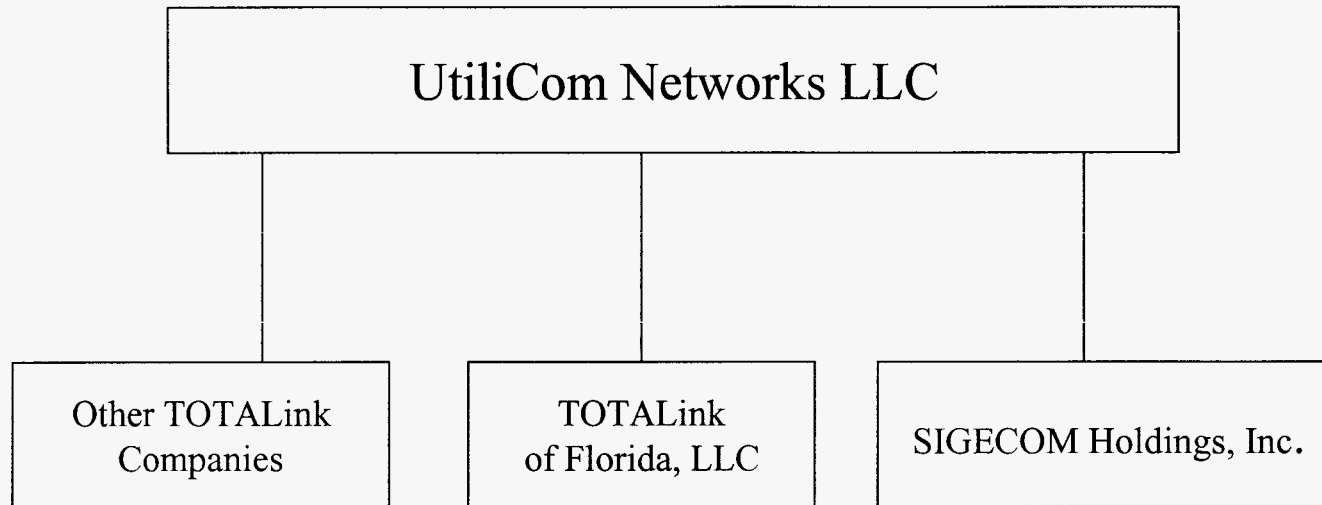


EXHIBIT C


EXHIBIT C



VERIFICATION

VERIFICATION

I, Michael Angi, declare under penalty of perjury that I am the President of TOTALink of Florida, LLC, a party in the subject proceeding; that I have read the foregoing documents and know the contents thereof; and that the same are true of my own knowledge, except as to the matters which are therein stated on information or belief, and as to those matters I believe them to be true.

By: 
Michael Angi
President
TOTALink of Florida, LLC