

Law Offices

# HOLLAND & KNIGHT LLP

315 South Calhoun Street  
Suite 600  
P.O. Drawer 810 (ZIP 32302-0810)  
Tallahassee, Florida 32301

850-224-7000  
FAX 850-224-8832  
www.hklaw.com

Atlanta	Northern Virginia
Boston	Orlando
Bradenton	Providence
Chicago	San Francisco
Fort Lauderdale	St. Petersburg
Jacksonville	Tallahassee
Lakeland	Tampa
Melbourne	Washington, D.C.
Mexico City	West Palm Beach
Miami	Representative Offices:
New York	Buenos Aires
	Tel Aviv

D. BRUCE MAY, JR.  
850-425-5607

Internet Address:  
dbmay@hklaw.com

August 31, 2000

## VIA HAND DELIVERY

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

001288-TP

RECORDS AND  
REPORTING

00 AUG 31 PM 4:37

RECEIVED-FPSC

Re: In Re: Joint Petition of OnePoint Communications Corporation and Bell Atlantic Corporation d/b/a Verizon Communications for Approval of Transfer of Control

*OnePoint Communications-Georgia, LLC  
d/b/a OnePoint Communications*

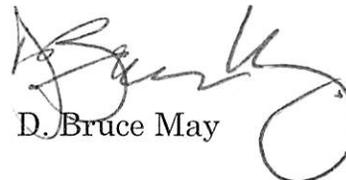
Dear Ms. Bayo:

Enclosed for filing are the original and six (6) copies of the referenced Joint Petition for Approval of Transfer of Control. A diskette containing the pleading in Wordperfect format accompanies this filing.

For our records, please acknowledge your receipt of the filing on the enclosed copy of this letter. Thank you for your consideration.

Sincerely,

HOLLAND & KNIGHT LLP

  
D. Bruce May

TX134 = 5250

TJ011 = 5251

DBM:kjg

Enclosure

RECEIVED & FILED

  
FPSC-BUREAU OF RECORDS

DOCUMENT NUMBER-DATE

10834 AUG 31 8

FPSC-RECORDS/REPORTING

Blanca Bayo  
August 31, 2000  
Page 2

cc: Kimberly Caswell  
Richard P. Kolb  
Thomas E. Williams, III

TAL1 #223063 v1

**BEFORE THE FLORIDA PUBLIC SERVICE COMMISSION**

In re: Joint Petition of )  
OnePoint Communications Corporation ) Docket No. \_\_\_\_\_  
and Bell Atlantic Corporation d/b/a ) Filed August 31, 2000  
Verizon Communications for )  
Approval of Transfer of Control )  
\_\_\_\_\_ )

**JOINT PETITION OF  
ONEPOINT COMMUNICATIONS CORPORATION  
AND VERIZON COMMUNICATIONS**

OnePoint Communications Corporation ("OnePoint") and Bell Atlantic Corporation d/b/a Verizon Communications ("Verizon"), pursuant to Section 364.33, Florida Statutes, jointly request approval of a transaction between Verizon and OnePoint that will result in Verizon having majority control of OnePoint Communications - Georgia, LLC, d/b/a OnePoint Communications, an authorized alternative local exchange company ("ALEC") and interexchange telecommunications company ("IXC"), and OnePoint Services, L.L.C. d/b/a R.C.P. Services, an authorized ALEC and an applicant for IXC authority. The parties also request an expedited decision on the petition so that the benefits of the transaction are realized as soon as possible.

In support of their request, the parties state:

**I. DESCRIPTION OF THE PARTIES**

**A. ONEPOINT**

OnePoint, a Delaware Corporation, maintains its headquarters in Two Conway Park, 150 Field Drive, Suite 300, Lake Forest, Illinois 60045. OnePoint is the parent company of OnePoint Communications–Georgia, LLC, d/b/a OnePoint Communications ("OnePoint Communications"), which is authorized by the Commission to provide ALEC

DOCUMENT NUMBER-DATE

**10834 AUG 31 8**

FPSC-RECORDS/REPORTING

and IXC telecommunications services in Florida.<sup>1</sup> OnePoint is also the parent corporation of OnePoint Services, L.L.C. d/b/a R.C.P. Services ("R.C.P. Services"), which is authorized by the Commission to provide ALEC services and has applied with the Commission for authority to provide IXC services.<sup>2</sup>

## **B. VERIZON**

Verizon is headquartered in New York City, with its principal place of business located at 1095 Avenue of the Americas, New York, New York 10036. Verizon is the parent corporation of telephone operating companies that provide local exchange service, interexchange service, wireless service, and information services. Among its subsidiaries is Verizon Florida Inc., which provides local exchange and exchange access service in Florida, including retail Asymmetric DSL ("ADSL") services under interstate tariffs. The intrastate services of Verizon Florida Inc. and the regulation thereof by this Commission are not affected by this transaction. Verizon Florida Inc. is not a party to the transaction or this Joint Petition.

## **II. SERVICE ADDRESSES**

Notices and other pleadings in connection with this Joint Petition should be served on OnePoint and Verizon as follows:

For Verizon:

Kimberly Caswell  
Vice President and General Counsel – Southeast  
Verizon Services Group

---

<sup>1</sup>OnePoint Communications is currently the holder of ALEC Certificate No. 5250 granted by the Commission in Order No. PSC-97-1299-FOF-TX dated October 20, 1997, and IXC Certificate No. 5251 granted by the Commission in Order No. PSC-97-1260-FOF-TI dated October 14, 1997.

<sup>2</sup> R.C.P. Services is currently the holder of ALEC Certificate No. 7517 granted by the Commission in Consummating Order No. PSC-00-1476-CO-TX dated August 15, 2000. R.C.P. Services' application for an IXC certificate is pending before the Commission in Docket No. 000629-TI.

P. O. Box 110, FLTC0007  
Tampa, FL 33601-0110  
(813) 483-2617

For OnePoint:

D. Bruce May  
HOLLAND & KNIGHT LLP  
P.O. Drawer 810  
Tallahassee, Florida 32302  
E-mail: dbmay@hkllaw.com  
Phone: (850) 224-7000  
Fax: (850) 224-8832

and

Richard P. Kolb  
OnePoint Communications  
Two Conway Park  
15 Field Drive, Suite 300  
Lake Forest, IL 60045  
E-mail: Dick.Kolb@onpointcom.com  
Phone: (847) 374-3700  
Fax: (847) 374-3701

### **III. DESCRIPTION OF THE TRANSACTION**

The terms of the merger provide that OnePoint will be acquired by, and become a wholly-owned operating subsidiary of, Verizon. Following the consummation of the merger, OnePoint Communications and R.C.P. Services each will continue to be wholly-owned subsidiaries of OnePoint, each will provide services in Florida as described in their applications for ALEC and IXC authority, and each will price those services in accordance with their Florida IXC tariff and Florida ALEC price list. Moreover, OnePoint Communications and R.C.P. Services both will continue to be led by their current team of highly-qualified management personnel.

#### **IV. THE PUBLIC INTEREST BENEFITS OF THE TRANSACTION**

The merger transaction will be completed in a seamless fashion, and will not interrupt or adversely affect the services that OnePoint Communications and R.C.P. Services offer to Florida customers. Furthermore, the transaction is in the public interest because it will benefit residential consumers who live in apartment buildings by ensuring the continuing choice of a vibrant competitor in Florida without any detrimental impact to competitors. OnePoint's core business is to provide a bundled package of services to residential customers in apartments and condominiums. This is a significant part of the residential market as evidenced by the fact that at the end of 1998 approximately 30% of the U.S. population (or 81 million people) lived in Multiple Dwelling Units (MDUs).<sup>3</sup>

Within each MDU, OnePoint offers residential customers competitively priced bundled local exchange, long distance, data and video services with the convenience of a single point of contact for service and one bill. The OnePoint business plan includes an aggressive rollout of xDSL services to residential customers.

OnePoint needs appropriate capitalization and operational scale to be successful both in its existing operations and to accelerate deployment of its advanced services. As reflected in its 1999 Form 10K filed with the Securities and Exchange Commission, the continuation of OnePoint's initial market entry is dependent on a continuing source of capital to build its business. Absent this source of capital, OnePoint will be forced to

---

<sup>3</sup> F. Murphy, First Union Capital Markets, Investext Rpt. 2879925, CAIS Internet Inc.: Initiating Coverage – Company Report at \*4 (June 16, 1999).

scale back its operations or forego expansion plans. A lack of sufficient capital could result in OnePoint ceasing operations to the detriment of residential consumers.

Verizon can satisfy this need with an infusion of capital that is critical to OnePoint's long-term viability. With this investment, OnePoint will be able to continue its existing operations and accelerate deployment of the necessary advanced equipment to bring xDSL and other advanced services to large groups of residential customers on an efficient basis.

#### **V. THE NEED FOR EXPEDITED APPROVAL**

The Commission should expeditiously approve this transaction. The sooner the transaction can close, the sooner the public interest benefits noted above can be realized.

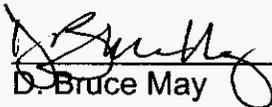
#### **CONCLUSION**

For the reasons set forth above, OnePoint and Verizon respectfully request that the Commission expeditiously approve this Joint Petition.

Respectfully submitted,

ONEPOINT COMMUNICATIONS  
CORPORATION

By:

  
D. Bruce May

BELL ATLANTIC CORP. d/b/a VERIZON  
COMMUNICATIONS

By:

 / For  
Kimberly Caswell