

BEFORE THE FLORIDA PUBLIC SERVICE COMMISSION

In Re: Request for approval of) DOCKET NO. 960304-TI
intracorporate reorganization) ORDER NO. PSC-96-0638-FOF-TI
and pro forma transfer of) ISSUED: May 10, 1996
control of Interexchange)
Telecommunications Certificate)
No. 2388 by OAN Services of)
Florida, Inc. d/b/a Operator)
Assistance Network.)
_____)

The following Commissioners participated in the disposition of this matter:

SUSAN F. CLARK, Chairman
J. TERRY DEASON
JOE GARCIA
JULIA L. JOHNSON
DIANE K. KIESLING

NOTICE OF PROPOSED AGENCY ACTION
ORDER APPROVING TRANSFER OF CERTIFICATE

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.

By letter dated March 6, 1996, OAN Services of Florida, Inc. d/b/a Operator Assistance Network (OAN) requested approval of an intracorporate reorganization and pro forma transfer of interexchange telecommunications Certificate No. 2388. OAN is a subsidiary of OAN Services, Inc. (OANSI), a subsidiary of Electronic Data Systems Corporation (EDS), a subsidiary of Electronic Data Systems Intermediate Corporation (EDSIC), a subsidiary of Electronic Data Systems Holding Corporation (EDSHC), which is itself a subsidiary of General Motors Corporation (GM).

Under the proposed intracorporate restructure, OAN will continue to be a subsidiary of OANSI, which will be a subsidiary of EDSHC, which will become a subsidiary of EDS. EDSIC will be eliminated and the Class E common shareholders of GM will own the stock of EDS. According to OAN, the transaction should be

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"transparent" to its Florida subscribers. OAN will continue to offer the same services in the same manner.

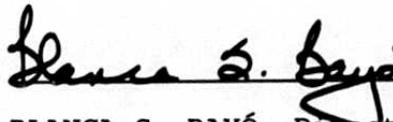
Upon consideration, the proposed intracorporate reorganization and *pro forma* transfer of Certificate No. 2388 appears to be in the public interest. Accordingly, it is approved.

It is, therefore,

ORDERED by the Florida Public Service Commission that the proposed intracorporate reorganization between and among OAN Services of Florida, Inc. d/b/a Operator Assistance Network and its affiliates, and the *pro forma* transfer of Certificate No. 2388, is approved. It is further

ORDERED that, unless a person whose interests are substantially affected by the action proposed herein files a petition in the form and by the date specified in the Notice of Further Proceedings or Judicial Review, this Order shall become final and this docket shall be closed on the following date.

By ORDER of the Florida Public Service Commission, this 10th day of May, 1996.



BLANCA S. BAYÓ, Director
Division of Records and Reporting

(S E A L)

RJP

NOTICE OF FURTHER PROCEEDINGS OR JUDICIAL REVIEW

The Florida Public Service Commission is required by Section 120.59(4), 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.

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 31, 1996.

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.