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December 8, 1999

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William D. Talbott Executive Director Florida Public Service Commission 2540 Shumard Oak Boulevard Tallahassee, FL 32399

> Re: Parcel Consultants, Inc., National Tele-Communications, Inc., Minimum Rate Pricing, Inc. and Discount Call Rating, Inc.

Dear Mr. Talbott:

The companies referenced above ("Debtors") are all interexchange carriers involved in jointly administered proceedings for reorganization under Chapter 11 of the federal bankruptcy code. MCI WorldCom Network Services, Inc. ("WNS") is a secured creditor of each of the Debtors.

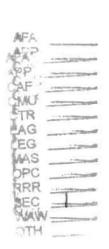
On November 5, 1999, the United States Bankruptcy Court for the District of New Jersey entered the enclosed Order that, inter alia, schedules the sale of certain assets, including the Debtors' nationwide customer base(s) of telephone service users. The customers for these companies are primarily residential consumers using presubscribed long distance services.

The auction is scheduled to occur at 10:00 a.m. on December 9, 1999 at the United States Bankruptcy Court in Newark, New Jersey.

DOCUMENT NUMBER - DATE

15030 DEC-8 #

FESC-RECORDS/PEFORTING



Mr. Talbott December 8, 1999 Page 2

TTI National, Inc. ("TTI"), a wholly-owned subsidiary of MCI WorldCom, Inc., intends to submit a bid to purchase the customer base assets of one or more of the Debtors. If this bid is accepted and approved by the Court, TTI would intend to begin providing service to the existing customers of the Debtors as soon as possible.

Accordingly, this letter is to advise the Commission that TTI will be determining whether the customer base(s) includes customers located in Florida, in order that we may promptly prepare and file any notices or applications required by the Commission. If there are questions concerning this matter, please contact the undersigned.

Very truly yours,

Pie D. Mes

Richard D. Melson Attorney for MCI WorldCom, Inc.

RDM/mee Enclosure

cc: Walter D'Haeseleer
Sally Simmons
Rick Moses
Cathy Bedell
Beth Keating
Blanca Bayó
Brian Sulmonetti
Donna McNulty
Doug Brent

# UNITED STATES BANKRUPTCY COURT DISTRICT OF NEW JERSEY

	**	
In re:		: IN PROCEEDINGS FOR REORGANIZATION UNDER CHAPTER 11 OF THE
PARCEL CONSULTANTS, INC.,		: BANKRUPTCY CODE
NATIONAL TELE-COMMUNICAT	TIONS, INC., and	
MINIMUM RATE PRICING, INC.		: Hon. Rosemary Gambardella, Chief Judge
	Debtors.	: Case No. 99-32133
		Case No. 99-32135
	x	: Case No. 99-32136
In re:		(Jointly Administered)
DISCOUNT CALL RATING, INC.,		Case No. 99-41890
,,,,,,,	Debtor.	·
	X	

## NOTICE OF AUCTION PROCEDURES, AUCTION SALE AND SALE CONFIRMATION HEARING

PLEASE BE ADVISED that, on November 5, 1999, pursuant to a motion (the "Scheduling Motion") the United States Bankruptcy Court for the District of New Jersey (the "Court") entered an Order (the "Scheduling Order") approving the auction procedures annexed thereto as Exhibit A (the "Auction Procedures") in connection with a motion, as amended, of the Debtors for the sale of substantially all of their assets (the "Assets") consisting, *inter alia*, of the Debtors' national customer base of telephone service users (primarily long-distance), software, leases, computer systems and other assets excepting, among others, accounts receivable, in whole or in part to one or more bidders (the "Sale Motion").

PLEASE BE FURTHER ADVISED that, <u>all interested bidders should read carefully the Scheduling Order (with Exhibits)</u> and Auction Procedures. To the extent there are any inconsistencies between the Scheduling Order and Auction Procedures and the summary description of their terms and conditions contained in this Notice, the terms of the Scheduling Order and Auction Procedures control.

PLEASE BE FURTHER ADVISED that, pursuant to the Auction Procedures, any Bidder desiring to submit a bid at the Auction (a "Bid") shall send a letter of interest to Debtors' counsel and shall be qualified by the Debtors (a "Qualified Bidder"). Qualified Bidders, as determined by the Debtors in their discretion, shall deliver a bid deposit, to Debtors' counsel and shall deliver such bid in writing to (i) The Debtors at 150 Commerce Road, Cedar Grove, NJ 07009, Attention: Mr. Bryan Engle, CEO (ii) Debtors' counsel at the addresses specified below, (iii) counsel for OAN Services Inc., Kaye Scholer Fierman Hays & Handler, 425 Park Avenue, New York, NY 10022, Attention: David C. Albalah, Esq., (iv) counsel for WorldCom Network Services, Inc., Klett Lieber Rooney & Schorling, One Oxford Centre, 40th Floor, Pittsburgh, PA 15219-6498, Attention: Robert P. Simons, Esq. and Many Emamzadeh, Esq., (v) counsel for Access Capital, Inc., Hahn & Hessen, LLP, 350 Fifth Avenue, Suite 3700, New York, NY 10118-0075, Attention: Joshua I. Divack, Esq.,

and (vi) counsel for The Official Committee of Unsecured Creditors, Riker, Danzig, Scherer, Hyland & Perretti, LLP, One Speedwell Avenue, P.O. Box 1981, Morristown, NJ 07962-1981, Attn: Warren Martin Esq., such that the Bid is actually received not later than December 6, 1999 at 12:00 noon.

PLEASE BE FURTHER ADVISED that, pursuant to the Auction Procedures, the Auction will be conducted at the United States Bankruptcy Court, District of New Jersey, Martin Luther King, Jr. Federal Building, 50 Walnut Street, Third Floor, Newark, New Jersey 07102, Courtroom No. 3-E on December 9, 1999 at 10:00 a.m.

PLEASE BE FURTHER ADVISED that, pursuant to the Auction Procedures, objections to any relief requested by the Sale Motion other than as relate to the assumption and assignment or rejection of executory contracts and unexpired leases shall set forth in writing with particularity the grounds for such objections or other statements of position and be served so as to be received by 12:00 noon on December 6, 1999 on (i) the Bankruptcy Court; (ii) Angel & Frankel, P.C., 460 Park Avenue, New York, New York 10022-1906, Attention: Bruce Frankel, Esq. and Rochelle R. Weisburg, Esq.; (iii) Pashman Stein, P.C., 45 Essex Street, Hackensack, New Jersey 07601, Attention: Louis Pashman, Esq.; (iv) counsel for OAN Services Inc., Kaye Scholer Fierman Hays & Handler, 425 Park Avenue, New York, NY 10022, Attention: David C. Albalah, Esq.; (v) counsel for WorldCom Network Services, Inc., Klett Lieber Rooney & Schorling, One Oxford Centre, 40th Floor, Pittsburgh, PA 15219-6498, Attn: Robert P. Simons, Esq. and Many Emamzadeh, Esq.; (vi) counsel for Access Capital Inc., Hahn & Hessen, LLP, 350 Fifth Avenue, Suite 3700, New York, NY 10118-0075, Attention: Joshua I. Divack, Esq.; (vii) counsel for the Official Committee of Unsecured Creditors, Riker, Danzig, Scherer, Hyland & Perretti, LLP, One Speedwell Avenue, P.O. Box 1981, Morristown, NJ 07962-1981, Attn: Warren Martin, Esq.; and (viii) the United States Trustee, One Newark Center, Suite 2100, Newark, NJ 07102, Attn: Mitchell Hausman, Esq.

PLEASE BE FURTHER ADVISED that, the Court shall conduct a hearing upon the conclusion of the Auction (the "Sale Confirmation Hearing") to consider entering an order (the "Sale Confirmation Order"), pursuant to the Sale Motion, authorizing and approving (i) the emergency sale of the Assets free and clear of all liens, claims, and encumbrances, subject to the terms of the Asset Purchase Agreement, (ii) the Asset Purchase Agreement(s) as proposed to be entered into by the Debtors pursuant to the Auction Procedures, and (iii) the exemption of the sale(s) from stamp or similar taxes. The Sale Confirmation Hearing may, however, be adjourned from time to time by notice in open court.

PLEASE BE FURTHER ADVISED that, pursuant to the Auction Procedures, the Debtors may, subject to Court approval, (i) impose additional terms and conditions at or prior to the Auction, (ii) extend the deadlines set forth in the Auction Procedures and/or adjourn the Auction at the Auction and/or Sale Confirmation Hearing in open court without further notice, (iii) withdraw from sale any Assets at any time prior to or during the Auction and to make subsequent attempts to market the same, and (iv) to reject all bids, if in the Debtors' reasonable judgment, no bid is for a fair and adequate price.

PLEASE BE FURTHER ADVISED THAT, ALL REQUESTS FOR INFORMATION CONCERNING THE ASSETS SHOULD BE DIRECTED ATTN: MR. BRYAN L. ENGLE,

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# CEO AT NATIONAL TELE-COMMUNICATIONS INC., 150 COMMERCE ROAD, CEDAR GROVE, NJ 07009 TELEPHONE NO. (973) 571-4242, FAX No. (973) 857-1547, E-MAIL ADDRESS - info.request@ntchq.com.

Dated: New York, New York

November 5, 1999

Angel & Frankel, P.C.
Bruce Frankel, Esq.
Rochelle R. Weisburg, Esq.
Attorneys for Parcel Consultants, Inc., National Tele-Communications, Inc., and Minimum Rate Pricing, Inc.,
Discount Call Rating, Inc.
debtors and debtors-in-possession
460 Park Avenue
New York, NY 10022-1906
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BY ORDER OF THE COURT

/s/ Rosemary Gambardella Chief United States Bankruptcy Judge

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