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October 6, 2000

**ORIGINAL**  
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Ms. Blanca Bayó, Director  
Division of Records and Reporting  
Room 110, Easley Building  
Florida Public Service Commission  
2540 Shumard Oak Blvd.  
Tallahassee, Florida 32399-0850

001541-71

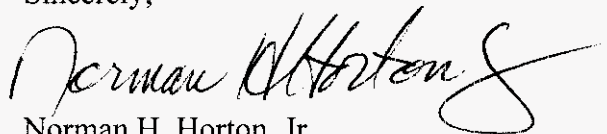
Dear Ms. Bayó:

Enclosed for filing is an original and fifteen copies of the Request of BLT Technologies, Inc., Touch 1 Long Distance, Inc., and MCI WorldCom Communications, Inc. for Acknowledgement of Reorganization, Transfer, and Cancellation of Certificates, Waiver of Rule and for Related Transactions.

Please acknowledge receipt of these documents by stamping the extra copy of this letter "filed" and returning the same to me.

Thank you for your assistance with this filing.

Sincerely,

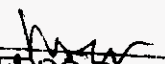


Norman H. Horton, Jr.

NHH/amb  
Enclosure

APP \_\_\_\_\_  
CAF \_\_\_\_\_  
CMP \_\_\_\_\_  
COM \_\_\_\_\_  
CTR \_\_\_\_\_  
ECR \_\_\_\_\_  
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RGO \_\_\_\_\_  
SEC \_\_\_\_\_  
SER \_\_\_\_\_  
OTH \_\_\_\_\_

Cc: Ms. Leigh Ann Cox  
Donna Canzano McNulty, Esq.

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DOCUMENT NUMBER-DATE  
**12816 OCT-68**  
FPSC-RECORDS/REPORTING

ORIGINAL

BEFORE THE FLORIDA PUBLIC SERVICE COMMISSION

In re: Request of BLT Technologies, Inc., )  
Touch 1 Long Distance, Inc., and )  
MCI WorldCom Communications, Inc. )  
for Acknowledgement of Reorganization, )  
Transfer, and Cancellation of Certificates, )  
Waiver of Rule and for Related Transactions )  
\_\_\_\_\_ )

Docket No.:  
Filed: October 6, 2000

PETITION

BLT Technologies, Inc. ("BLT"), MCI WorldCom Communications, Inc. ("MCI WorldCom Communications"), and Touch 1 Long Distance, Inc. ("Touch 1") (collectively "Applicants"), through undersigned counsel, and pursuant to Rules 25-24.455, 25-24.473, 25-24.474, and 25-24.490, Florida Administrative Code, respectfully request acknowledgment and approval from the Commission, to the extent it is required, to consolidate the operations of three related carriers into a single entity by reorganizing the Applicants' corporate structure and completing a series of internal transactions related thereto. As basis, applicants state:

1. The BLT, Touch 1 and MCI WorldCom Communications are all operating subsidiaries of WorldCom Inc., a publicly traded Georgia corporation. WorldCom's principal offices are located at 500 Clinton Center Drive, Clinton, Mississippi 39056. Collectively, WorldCom's operating subsidiaries are authorized to provide telecommunication services in 50 states, including Florida. The organizational chart attached hereto as Exhibit A depicts the current organizational structure of the entities affected by the restructuring.

2. MCI WorldCom Communications is a Delaware corporation providing interexchange service, and in many states local service, to end-users. MCI WorldCom Communications holds Certificate No. 1528 from this Commission.

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3. BLT is a Washington corporation and operates primarily as a provider of prepaid calling cards in 49 states. BLT holds Certificate No. 3577 issued by this Commission.

4. Touch 1 is an Alabama corporation and operates as a reseller of interexchange services in 47 states. Touch 1 holds certificate No. 2363 issued by this Commission.

5. Copies of all correspondence, notices, inquiries and orders should be sent to:

Floyd R. Self, Esq.  
Messer, Caparello & Self, P.A.  
Post Office Box 1876  
Tallahassee, FL 32302-1876  
(850)222-0720 (Telephone)  
(850)224-4359 (Telecopier)

Donna McNulty, Esq.  
MCI WorldCom, Inc.  
The Atrium, Suite 105  
325 John Knox Road  
Tallahassee, FL 32303

Leigh Ann Cox  
WorldCom, Inc.  
Manager, State Policy  
Building Three, 3<sup>rd</sup> Floor  
500 Clinton Center Drive  
Clinton, MS 39056

6. As described herein, the applicants will merge BLT with and into MCI WorldCom Communications (MCI WorldCom Communications will be the surviving entity). All of BLT's assets related to its regulated operations in Florida will be transferred to MCI WorldCom Communications. After the merger, BLT will no longer exist as a legal entity. Because BLT will no longer exist, applicants also seek to cancel BLT's operating authority as of the closing of the reorganization.

The applicant will also merge Touch 1 with and into MCI WorldCom Communications (MCI WorldCom Communications will be the surviving entity). All of Touch 1's assets related to its regulated operations in Florida to MCI WorldCom Communications. After the merger, Touch 1 will no longer exist as a legal entity. Because Touch 1 will no longer exist, applicants also seek to cancel Touch 1's operating authority as of the closing of the reorganization.

The principal result of the proposed internal restructuring will be that MCI WorldCom Communications will provide intrastate interexchange service and prepaid card services to its existing customers and customers formerly served by BLT and Touch 1.

7. WorldCom's growth has been fueled by the acquisition of over 100 companies. This circumstance has created a complicated web of intercorporate relationships, and a confusing patchwork of regulatory authority. The resulting complexity has made administration unnecessarily burdensome for both WorldCom and the regulatory agencies that regulate WorldCom. From time to time, WorldCom has consolidated various operating subsidiaries to reduce these burdens. By consolidating operations of the Applicants, WorldCom hopes to simplify its managerial tasks, decrease potential customer confusion and lessen the burden on regulators. The reorganizations will allow WorldCom to operate more efficiently and effectively by eliminating a number of redundant administrative functions. In addition, merging Touch 1 into MCI WorldCom will provide Touch 1's customers access to calling plans unavailable through Touch 1.

8. The proposed reorganization will include the merger of BLT with and into MCI WorldCom Communications (illustrated at Exhibit B). After the merger, BLT will cease to exist and MCI WorldCom Communications will assume BLT's operations and will provide prepaid card service in support of BLT's existing customers. BLT's certificates would then be cancelled.

9. The proposed reorganization also involves the transfer of customers and assets from Touch 1 to MCI WorldCom Communications (illustrated at Exhibit C). After the merger, MCI WorldCom Communications will assume Touch 1's operations and will provide telecommunication services to Touch 1's customers. Touch 1 will cease to exist and its certificate would then be cancelled.

10. The proposed reorganizations will have no material adverse impact on consumers in Florida. Interexchange service and prepaid calling card services will continue to be provided over the same reliable transmission facilities and infrastructure MCI WorldCom is currently using, and customer service will continue to be provided by the same teams of qualified consumer

representatives. Touch 1 Customers will be given appropriate, actual notice of the change in the name of their telecommunications service provider, enabling such customers to choose another carrier rather than MCI WorldCom. Residential customers using Touch 1 toll free services will be issued new numbers and personal identification numbers in order to ensure a smooth transition and uninterrupted toll free services.

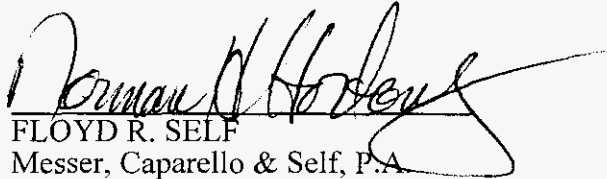
11. To reflect changes as the result of the reorganizations, MCI WorldCom will file revisions to: 1) incorporate BLT's prepaid services, without change; and 2) introduce calling plans applicable to Touch 1's customers, at rates equal to or better than existing Touch 1 rates applicable to these customers. Exhibit D attached hereto depicts the proposed structure of the affected entities following the reorganization. As with the reorganization, these tariff revisions will have no material adverse impact on consumers. Rather, they will align the tariffs with the appropriate entity providing service. Upon approval of the revised MCI WorldCom Communications tariff, BLT and Touch 1 will withdraw their existing tariffs and will cease to offer service to consumers in Florida.

12. Because of the transfer of subscribers, the applicants also request a waiver of Rule 25-4.118, Florida Administrative Code, which precludes a change in a customer's presubscribed toll service provider without the customer's prior authorization. Although customers will be given notice and will have the opportunity to select another provider if they wish, the waiver will assure an efficient transfer of customers and insure that service is continuous. To require prior authorization may result in a customer losing service if that customer fails or forgets to respond or request another carrier. To that end, waiver of the rule would be in the best interest of the consumer in this instance.

13. Applicants also request that the Commission expedite their review and approval of these requests in order that the proposed restructuring can proceed. The mergers will result in efficiencies and benefits to consumers thus an early approval is in the best interest of the public.

WHEREFORE, to the extent required, Applicants respectfully request that the Commission acknowledge the internal reorganizations summarized above, approve the transfers and grant the waiver required to accomplish this reorganization.

Respectfully submitted



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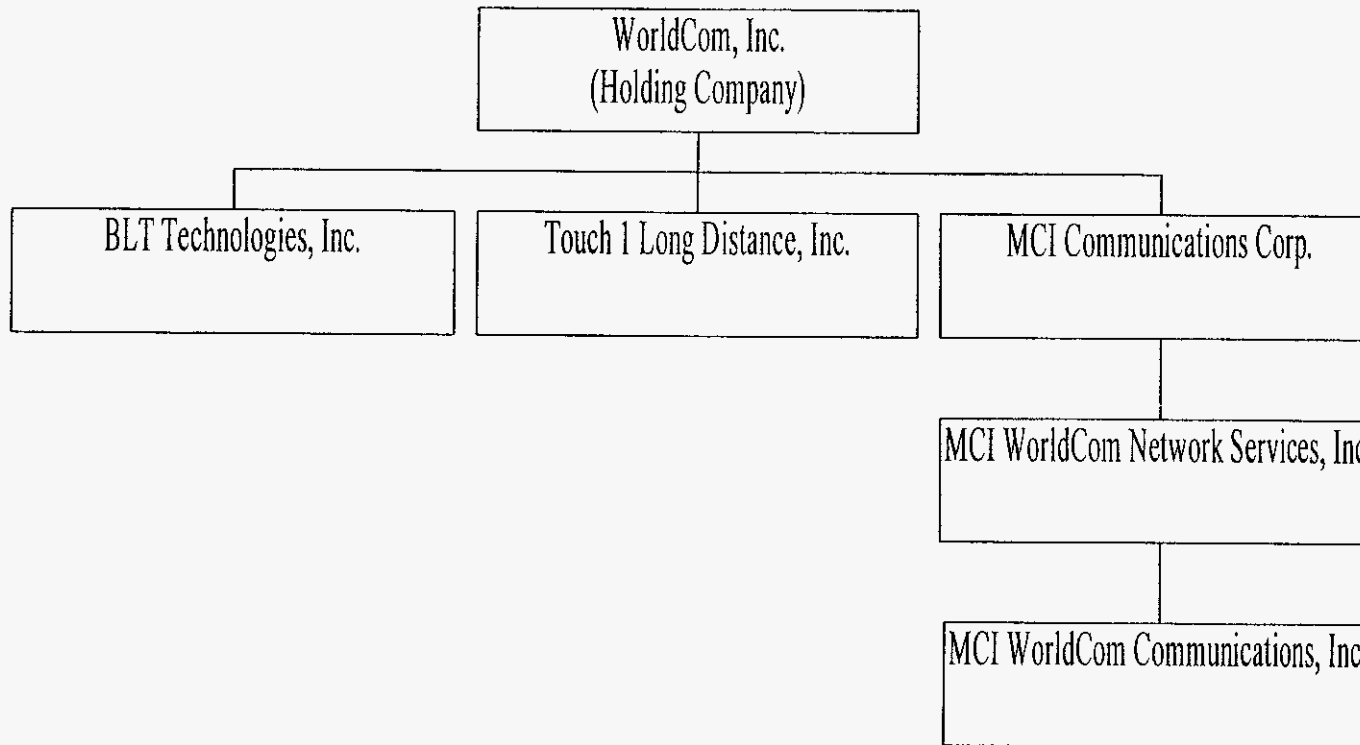
and

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MCI WorldCom, Inc.  
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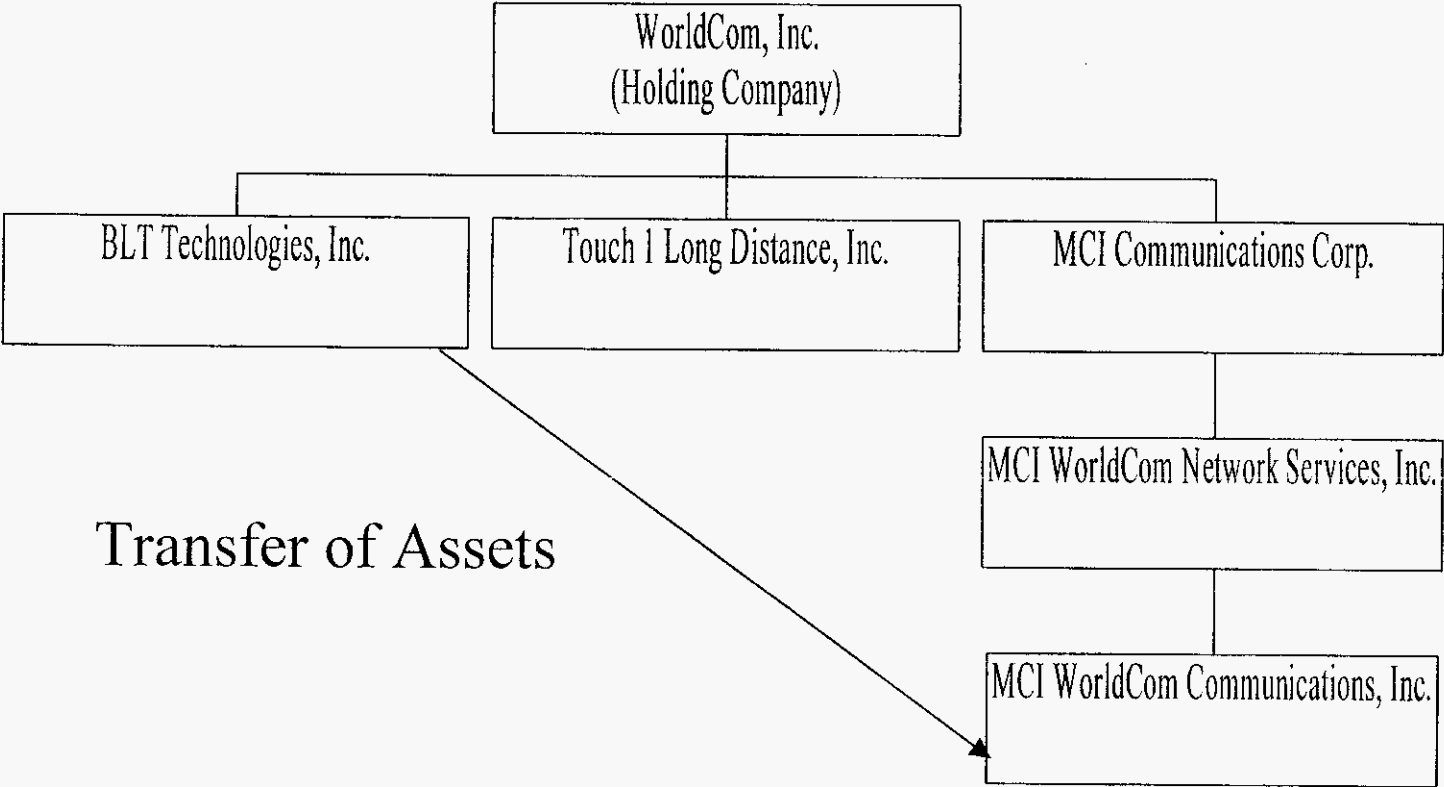
Attorneys for MCI WorldCom Communications, Inc.

# Exhibit A

## Pre-Reorganization

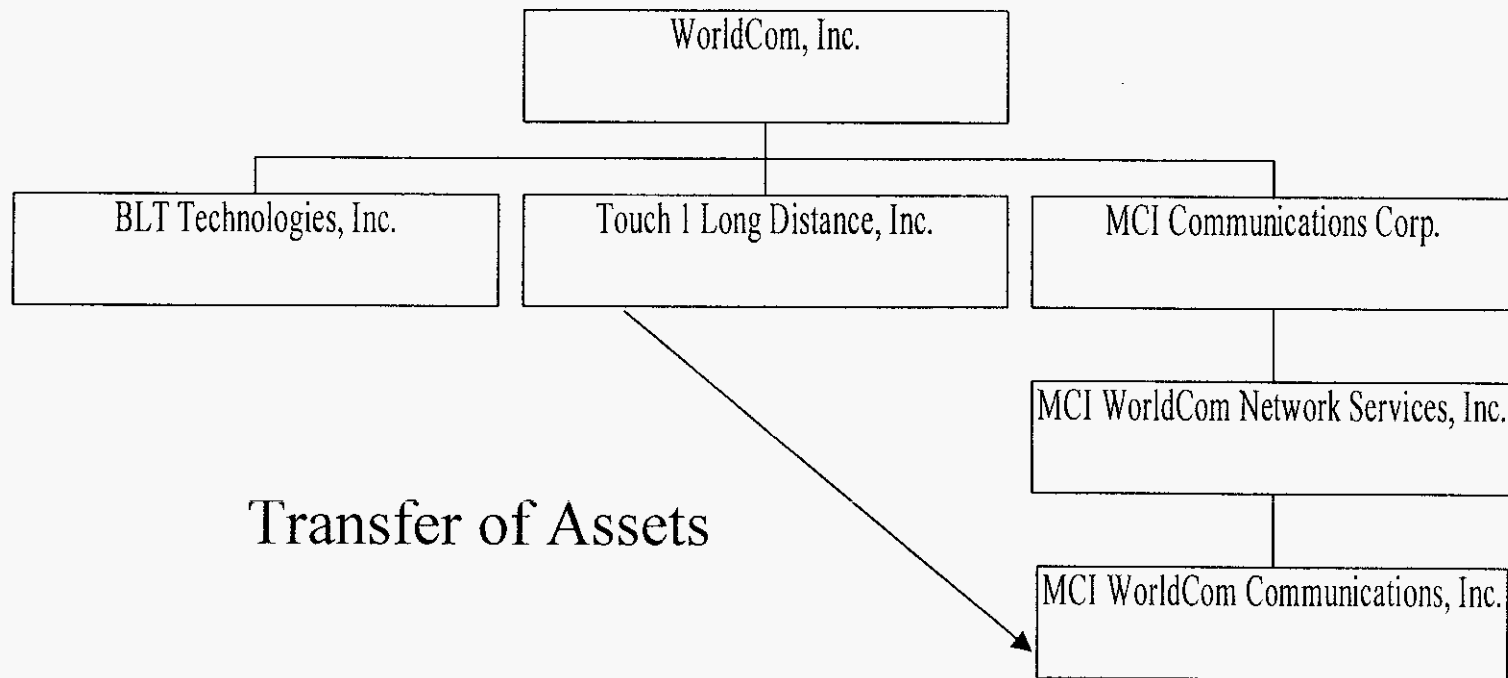


# Exhibit B





# Exhibit C



# Exhibit D

## Post-Reorganization

