

MEMORANDUM

May 1, 1998

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FPSC - Records/Reporting

DIVISION OF RECORDS AND REPORTING

DIVISION OF LEGAL SERVICES (PEÑA) *KMP MCB*

DOCKET NO. 980370-TI - REQUEST FOR APPROVAL OF AGREEMENT AND PLAN OF MERGER BY INTRATEL GROUP, LTD. AND NORTH AMERICAN TELEPHONE NETWORK, LLC. (HOLDER OF IXC CERTIFICATE NO. 4460); AND REQUEST FOR NAME CHANGE ON CERTIFICATE NO. 4460 FROM NORTH AMERICAN TELEPHONE NETWORK, LLC. TO NORTH AMERICAN TELEPHONE NETWORK, INC.

98-0622-FOF-TI

Attached is a NOTICE OF PROPOSED AGENCY ACTION ORDER APPROVING AGREEMENT AND PLAN OF MERGER; AND NAME CHANGE, to be issued in the above referenced docket. (Number of pages in order - 4)

KMP/anr  
Attachment  
cc: Division of Communications  
I: 980370.kmp

*based - 14/0  
waited -*

BEFORE THE FLORIDA PUBLIC SERVICE COMMISSION

In re: Request for approval of agreement and plan of merger by IntraTel Group, Ltd. and North American Telephone Network, LLC. (holder of IXC Certificate No. 4460); and request for name change on Certificate No. 4460 from North American Telephone Network, LLC. to North American Telephone Network, Inc.

DOCKET NO. 980370-TI  
ORDER NO. PSC-98-0622-FOF-TI  
ISSUED: May 4, 1998

The following Commissioners participated in the disposition of this matter:

JULIA L. JOHNSON, Chairman  
J. TERRY DEASON  
SUSAN F. CLARK  
JOE GARCIA  
E. LEON JACOBS, JR.

NOTICE OF PROPOSED AGENCY ACTION  
ORDER APPROVING AGREEMENT AND PLAN OF MERGER;  
AND NAME CHANGE

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.

Pursuant to Section 364.33, Florida Statutes, a person may not acquire ownership or control of any telecommunications facility, or any extension thereof for the purpose of providing telecommunications services to the public, including the acquisition, transfer, or assignment of majority organizational control or controlling stock ownership, without prior approval from this Commission.

By letter dated March 16, 1998, North American Telephone Network, LLC (North American) filed a request with this Commission for approval of agreement and plan of merger of IntraTel Group,

DOCUMENT NUMBER-DATE

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Ltd. (IntraTel) with North American. Further, North American requested a name change on its Interexchange Telecommunications (IXC) Certificate No. 4460 from North American Telephone Network, LLC to North American Telephone Network, Inc.

We determine that North American and IntraTel have met the requirements of Section 364.33, Florida Statutes. Accordingly, we find that the agreement and plan of merger are in the public interest, and we approve them pursuant to Section 364.33, Florida Statutes.

Upon review of the Department of State, Division of Corporations' records, it appears that North American has properly registered the new corporate name. Accordingly, we find it appropriate to amend Certificate No. 4460 to reflect the new operating name.

This Order will serve as the amended IXC Certificate of Public Convenience and Necessity No. 4460 for North American Telephone Network, Inc. North American Telephone Network, Inc. should retain this Order as evidence of the name change.

Based on the foregoing, it is

ORDERED by the Florida Public Service Commission that the agreement and plan of merger of North American Telephone Network, LLC with IntraTel Group, Ltd. are hereby approved. It is further

ORDERED that the request by North American Telephone Network, LLC to change the name on Certificate No. 4460 from North American Telephone Network, LLC to North American Telephone Network, Inc. is hereby approved. It is further

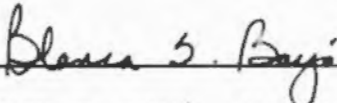
ORDERED that this Order will serve as North American Telephone Network, Inc.'s amended certificate and that this Order should be retained as evidence of the name change. It is further

ORDERED that the provisions of this Order, issued as proposed agency action, shall become final and effective unless an appropriate petition, in the form provided by Rule 25-22.036, Florida Administrative Code, is received by the Director, Division of Records and Reporting, 2540 Shumard Oak Boulevard, Tallahassee, Florida 32399-0850, by the close of business on the date set forth in the "Notice of Further Proceedings or Judicial Review" attached hereto. It is further

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ORDERED that in the event this Order becomes final, this Docket shall be closed.

By ORDER of the Florida Public Service Commission, this 4th day of May, 1998.

  
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BLANCA S. BAYÓ, Director  
Division of Records and Reporting

( S E A L )

KMP

NOTICE OF FURTHER PROCEEDINGS OR JUDICIAL REVIEW

The Florida Public Service Commission is required by Section 120.569(1), 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.

Mediation may be available on a case-by-case basis. If mediation is conducted, it does not affect a substantially interested person's right to a hearing.

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 25, 1998.

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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 Record, 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.