

State of Florida

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DIVISION OF RECORDS &
REPORTING
BLANCA S. BAYÓ
DIRECTOR
(904) 413-6770

Public Service Commission

April 29, 1996

Ms. Chan Bryant Abney
c/o TresCom USA, Inc.
200 East Broward Blvd.
Ft. Lauderdale, Florida 33301

Re: Docket No. 960543-TI

Dear Ms. Abney:

This will acknowledge receipt of a request for approval of merger of TresCom USA, Inc. and Total Telecommunications, Inc. d/b/a TTI and cancellation of Interexchange Telecommunications Certificate No. 2441, which was filed in this office on April 29, 1996 and assigned the above-referenced docket number. Appropriate staff members will be advised.

A tentative schedule of events in your docket (referred to as a Case Assignment and Scheduling Record or CASR) should be available, upon request, ten (10) working days after establishment of the docket. You may contact the Records Section at (904) 413-6770 or by fax at (904) 413-7118 to request that a copy of the case schedule be faxed or mailed to you. The schedule of events provides you with an opportunity to anticipate completion stages of work in the docket. These dates are subject to change; therefore, you may wish to call the Records Section periodically to obtain revised schedules for your docket. For firm dates of hearings or other activities, please look to the Commission's official notices and orders. You can also obtain information on your docket by accessing the PSC HomePage on the Internet, at <http://www.state.fl.us/psc/>.

Sincerely,

Matilda A. Sanders
Senior Clerk



200 East Broadway Blvd
 Tallahassee, FL 32301
 Telephone 905-263-4000
 Facsimile 905-263-3722

April 26, 1996

Ms. Blanco S. Bayo
 Director, Records and Reporting
 Florida Public Service Commission
 2540 Shumard Oak Blvd
 Tallahassee, FL 32399-0870

960543-TI

RE: Merger of Total Telecommunications, Inc. and TresCom U.S.A., Inc.

Dear Ms. Bayo:

Please accept this letter as a request for authority to merge Total Telecommunications, Inc. ("TTI"), a reseller authorized by the Florida Public Service Commission ("Commission") to provide long distance services within the State of Florida, into TresCom U.S.A., Inc. ("TresCom"), also a reseller authorized to provide long distance services within the State of Florida. This merger is to become effective by June 30, 1996. Pursuant to a Stock Purchase Agreement dated July 8, 1994, TresCom purchased all of the outstanding stock of TTI from its previous shareholders. This transaction was approved by the Commission in Docket No. 94076-4-TI, Order No. PSC-94-1147-EOE-TI issued on September 16, 1994. The effective date of the transfer was November 30, 1994. TTI currently operates as a wholly-owned subsidiary of TresCom. TresCom now desires to consolidate its holdings and provide long distance services, nationwide, under one name.

Upon completion of the above-requested merger, TresCom will provide intrastate long distance services, under its proposed tariff, to all of TTI's Florida customers. TresCom's rates will be equal to or lower than those offered by TTI. These customers will be notified of the merger by way of a billing insert in their TTI bill. As such, upon receipt of Commission approval of the merger, and no earlier than June 30, 1996, TTI's existing Certificate of Public Convenience and Necessity and accompanying tariff should be canceled.

The merger of TTI into TresCom is in the public interest. The consolidation of the two companies will expand its services to the public, improve existing services, and become a stronger, more nationally recognized competitor. TresCom will continue to provide its services, under its existing tariff, to both its existing customers as well as the customers of TTI. There will be no customer dislocation nor discontinuance as a result of the merger.

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The Commission previously approved TresCom's request for merger in Docket No. 951109-TI. However, due to a delay in obtaining the necessary regulatory approvals in several other states, TresCom requested to withdraw its Petition for Merger and cancellation of TTI's certificate. Florida Public Service Commission Order No. PSC-95-1488-FOF-TI approving same was vacated by the Commission during its Agenda Conference on February 20, 1996.

It is my understanding that Commission approval is still required before Trescom may proceed with this merger. If you have any questions, please do not hesitate to contact me at (954) 627-6489.

Sincerely,



Chan Bryant Abney
Director of Regulatory Affairs

CBA/rsk