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**BY HAND DELIVERY**

Ms. Blanca S. Bayó  
Director, Records and Reporting  
Florida Public Service Commission  
2540 Shumard Oak Boulevard  
Tallahassee, FL 32399-0850

980717-7E

Re: MCImetro Access Transmission Services, Inc. --  
Notice of Internal Corporate Restructuring and  
Related Name Change

Dear Ms. Bayó:

On behalf of MCImetro Access Transmission Services, Inc. (MCIm), this is to advise the Commission of an internal corporate restructuring that will (a) eliminate a layer of corporate ownership between MCIm and its parent, MCI Telecommunications Corporation (MCIT), and (b) convert MCIm from a corporation to a single member limited liability company with MCIT as its sole member.

MCIm is currently 100% owned indirectly by MCIT, and it will be 100% owned directly by MCIT after the transaction. No transfer of MCIm's ALEC certificate is required. The parties therefore believe that the transaction does not constitute a change of majority organizational control which would require Commission approval under Section 364.33, Florida Statutes.

MCIm therefore requests that the Commission enter an order acknowledging this corporate restructuring and related name change. In the alternative, if the Commission determines that its approval is required pursuant to Section 364.33, MCIm requests that the Commission enter an order approving the restructuring and related name change.

The corporate structure before and after the restructuring is shown as follows. As part of the restructuring, MCIm's name will change from "MCImetro Access Transmission Services, Inc." to "MCImetro Access Transmission Services, LLC."

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**BEFORE**

MCI Communications Corporation  
|  
MCI Telecommunications Corporation  
|  
MCImetro, Inc.  
|  
MCImetro Access Transmission Services, Inc.

**AFTER**

MCI Communications Corporation  
|  
MCI Telecommunications Corporation  
|  
MCImetro Access Transmission Services, LLC

The purpose of the restructuring is to maximize the tax benefits available to the consolidated group of which MCIT and MCIm are a part.

The transaction will be virtually transparent to customers of MCImetro. MCImetro will continue to operate under its existing certificates and tariffs, with only a minor change in its name. The restructuring will have no impact on the public interest.

If you have any questions about this request, please contact the undersigned.

Very truly yours,

HOPPING GREEN SAMS & SMITH, P.A.

By: 

Richard D. Melson  
Attorneys for MCIm and MCIT

RDM/mee