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November 20, 2000

VIA OVERNIGHT DELIVERY

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

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CORPORATE AND
REPORTING

601732-TP

Re: Application of Universal Access, Inc. for Approval for a *Pro Forma* Internal Corporate Reorganization

Dear Ms. Bayó:

Universal Access, Inc. ("UAI"), by its undersigned counsel and pursuant to Section 364.33 of the Florida Statutes, hereby respectfully requests authority to reorganize UAI's corporate structure as described below. As part of a *pro forma* internal corporate reorganization (the "Reorganization"), UAI will become a wholly-owned subsidiary of a newly-created parent, UAXS Global Holdings Inc. ("HoldCo"). Following the Reorganization, therefore, HoldCo will hold 100% of the stock of UAI. The shareholders of UAI immediately before the Reorganization shall be the shareholders of HoldCo, in identical proportions, immediately following the Reorganization. As discussed in further detail below, the Reorganization will not alter the ultimate ownership or control of the certificated entity, UAI, nor will the identity of the certificated entity change. Moreover, there will be no change in overall management team responsible for the operations of the company nor will there be a change in the pricing of services offered to customers as a result of the Reorganization. In essentially all respects, the Reorganization will be transparent to UAI's customers.

UAI respectfully requests expedited treatment of this Application to permit UAI to consummate the Reorganization no later than December 31, 2000.

UAI submits the following in support of its Application:

I. Description of Universal Access, Inc.

UAI is a Delaware corporation, qualified to do business in Florida, whose principal offices are located at 233 S. Wacker, Suite 600, Chicago, IL 60606. UAI is a publicly traded company on the Nasdaq National Market, traded under the symbol UAXS. UAI, by Orders dated December 20, 1999, in Docket Nos. 991446-TX and 991447-TI, is authorized to provide local exchange and interexchange services in Florida. UAI is also authorized to provide local

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and/or interexchange telecommunications services in 42 other states and the District of Columbia. Applications for authority to provide telecommunications services are pending in six other states. UAI is also authorized by the Federal Communications Commission ("FCC") to provide international switched and private line telecommunications services between the United States and various international points.¹

Information concerning the legal, technical, managerial and financial qualifications of UAI to provide service in Florida was submitted with its application for certification filed with the Commission in the dockets noted above. UAI therefore respectfully requests that the Commission take official notice of that information and incorporate it by reference herein.

II. Designated Contacts

The designated contact for questions concerning this Application is:

Russell M. Blau
Douglas D. Orvis II
Swidler, Berlin, Shereff, Friedman, LLP
3000 K Street, N.W. Suite 300
Washington, D.C. 20007
(202) 945-6941 (Telephone)
(202) 424-7645 (Facsimile)

with a copy to:

Michael B. Gardiner
Senior Counsel, Business Development
Universal Access, Inc.
Sears Tower
233 South Wacker, Suite 600
Chicago, IL 60606
(312) 660-6495 (Telephone)
(312) 660-1219

III. Description of Corporate Reorganization

For internal corporate reasons, UAI has determined that its operational efficiency will be improved by the Reorganization. The Reorganization will enable UAI to flexibly and efficiently (i) obtain additional, lower cost financing, and (ii) receive greater flexibility in corporate operations, including the ability to engage in commercial relationships that would benefit UAI customers by lowering costs and increasing product offerings.

¹ File No. ITC-214-19990811-00546 (granted Sept. 17, 1999).

The first step of the Reorganization will consist of the creation of two companies as subsidiaries of Universal Access, Inc.² The first company, HoldCo, will be a direct wholly-owned subsidiary of UAI. This entity will survive the Reorganization as the publicly traded parent of UAI. A second entity, created specifically for the purpose of consummating the transaction, and tentatively named TempCo, will be a direct wholly-owned subsidiary of HoldCo. UAI will then merge with TempCo, with UAI surviving. By virtue of the merger, (i) each share of outstanding UAI stock will automatically convert into an identical share of HoldCo stock, (ii) each share of HoldCo stock owned by UAI will be cancelled, and (iii) each share of TempCo stock will be converted into UAI stock. Accordingly, following the Reorganization UAI will be 100% owned by HoldCo, and the shareholders of UAI immediately before the Reorganization shall be the shareholders of HoldCo, in identical proportions, immediately following the Reorganization. The Reorganization will thus result in the insertion of a holding company above the presently certificated operating entity. No change in the operations of the certificated entity will occur. The new corporate structure of UAI, as well as the corporate structure prior to the Reorganization, is illustrated in the chart attached hereto as Exhibit A.

The creation of HoldCo as UAI's parent company will be made in a seamless fashion that will not adversely affect the offering of telecommunications services in Florida but will increase the financial and managerial strength of the entity which is providing service in Florida. The Reorganization will simply be a paper transaction that will be transparent to consumers and will not in any way inconvenience or cause harm to UAI's customers.

As stated above, the Reorganization will not result in any change in the ultimate management team responsible for the day to day operations of the certified entity. There is also no intent, as a result of the Reorganization, to change management, operations, or the services provided to Florida customers. Consumers will continue to be provided high quality, affordable services by UAI. Therefore, the Reorganization will be entirely transparent to customers. UAI therefore notifies, and to the extent required, seeks Commission approval of the transfer of shares of stock of UAI and resulting *pro forma* transfer of control of UAI required to perform the internal corporate reorganization described herein.

² Simultaneously, UAI will also create other subsidiaries for the transfer of the company's non-telecommunications related assets. As these companies will hold only unregulated assets, they are not discussed in this letter. In short, all utility plant and equipment will continue to be held by UAI.

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IV. Public Interest Considerations

UAI serves other carriers and telecommunications-intensive end users with a variety of telecommunications solutions. UAI is a market leader in Internet network infrastructure services through its unparalleled efficiency in delivering ubiquitous, end-to-end network solutions. Through a unique combination that aggregates network information, manages physical network interconnection facilities and provides dedicated support services, UAI improves the overall efficiency of the network infrastructure services market and provides the foundation for a ubiquitous, global communications network. UAI has determined that the Reorganization would enable it to flexibly and efficiently (i) obtain additional financing that would allow it to grow more quickly and compete against larger telecommunications companies more effectively, and (ii) receive greater flexibility in corporate operations, including the ability to engage in commercial relationships that would benefit UAI customers by lowering costs and increasing product offerings. Consequently, the *pro forma* internal corporate reorganization of UAI is consistent with the public interest in promoting competition among telecommunications carriers in Florida.

V. Conclusion

An original and five (5) copies of this filing are enclosed. Please date-stamp the extra copy of this filing and return it in the enclosed, self-addressed, stamped envelope. Should you have any questions concerning this filing, please do not hesitate to contact the undersigned.

Respectfully Submitted,



Russell M. Blau
Douglas D. Orvis II
SWIDLER BERLIN SHEREFF FRIEDMAN, LLP
3000 K Street, N.W., Suite 300
Washington, D.C. 20007-5116
202/945-6941 (Tel)
202/424-7645 (Fax)

Counsel for Universal Access, Inc.

cc: Michael B. Gardiner

Enclosure
354961.1

EXHIBIT LIST

EXHIBIT A

Organizational Chart

VERIFICATION

EXHIBIT A

Organizational Chart

UNIVERSAL ACCESS, INC.
CORPORATE REORGANIZATION CHART

Current Structure

**PUBLIC
SHAREHOLDERS**



Post-Reorganization Structure

**PUBLIC
SHAREHOLDERS**



VERIFICATION

VERIFICATION

STATE OF ILLINOIS)
)
COUNTY OF COOK) ss.

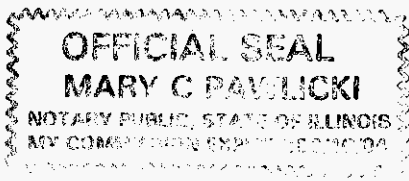
I, Patrick C. Shutt, hereby declare under penalty of perjury, that I am Chairman, President and Chief Executive Officer of Universal Access, Inc., the Applicant in this proceeding; that I am authorized to make this verification on the Applicant's behalf; that I am familiar with the foregoing Application and exhibits; and that the facts stated therein are true and correct to the best of my knowledge, information and belief.



Name: Patrick C. Shutt
Title: Chairman, President and Chief Executive Officer
Universal Access, Inc.

Subscribed and sworn to before me this 31st day of OCTOBER, 2000.

Mary C. Pawlicki
Notary Public



My Commission expires: 3/10/04