

BEFORE THE FLORIDA PUBLIC SERVICE COMMISSION

In re: Request for approval of corporate reorganization whereby Working Assets Funding Service, Inc. d/b/a Working Assets Long Distance (holder of IXC Certificate No. 2971) will merge with Working Assets Merger Sub, a subsidiary of Working Assets, Inc., a newly formed parent corporation.

DOCKET NO. 011171-TI
ORDER NO. PSC-01-2077-PAA-TI
ISSUED: October 19, 2001

The following Commissioners participated in the disposition of this matter:

E. LEON JACOBS, JR., Chairman
J. TERRY DEASON
LILA A. JABER
BRAULIO L. BAEZ
MICHAEL A. PALECKI

NOTICE OF PROPOSED AGENCY ACTION
ORDER APPROVING CORPORATE REORGANIZATION

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.

Section 364.33, Florida Statutes, provides that 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

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control or controlling stock ownership, without prior approval from this Commission.

By letter dated August 24, 2001, Working Assets Funding Service, Inc. d/b/a Working Assets Long Distance (Working Assets Long Distance), Working Assets Merger Sub, and Working Assets, Inc. (Working Assets) filed with this Commission an application for approval of corporate reorganization whereby Working Assets Long Distance will merge with Working Assets Merger Sub, a subsidiary of Working Assets, a newly formed parent corporation. Working Assets Long Distance is the holder of Interexchange Telecommunications Certificate No. 2971. Working Assets Long Distance has stated that the transaction will be virtually transparent to its customers in Florida and it will not affect the services being provided. Working Assets Long Distance has further stated that it will continue to operate under its existing certificated name and tariff on file with this Commission.

In accordance with our authority under Section 364.33, Florida Statutes, to approve the acquisition or transfer of majority organizational control or controlling stock ownership of a telecommunications company providing service in Florida, we have reviewed the Petition of Working Assets Long Distance, Working Assets Merger Sub, and Working Assets, and find it appropriate to approve it. We have based our review and decision upon an analysis of the public's interest in efficient, reliable telecommunications service. We are vested jurisdiction over this matter pursuant to Section 364.33, Florida Statutes.

Based on the foregoing, it is,

ORDERED by the Florida Public Service Commission that Working Assets Funding Service, Inc. d/b/a Working Assets Long Distance and Working Assets Merger Sub's request for approval of corporate reorganization whereby Working Assets Funding Service, Inc. d/b/a Working Assets Long Distance will merge with Working Assets Merger Sub is hereby approved. It is further

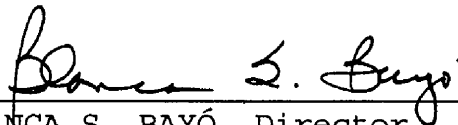
ORDERED that the provisions of this Order, issued as proposed agency action, shall become final and effective upon the issuance of a Consummating Order unless an appropriate petition, in the form provided by Rule 28-106.201, Florida Administrative Code, is

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received by the Director, Division of the Commission Clerk and Administrative Services, 2540 Shumard Oak Boulevard, Tallahassee, Florida 32399-0850, by the close of business on the date set forth in the "Notice of Further Proceedings" attached hereto. It is further

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

By ORDER of the Florida Public Service Commission this 19th Day of October, 2001.



BLANCA S. BAYÓ, Director
Division of the Commission Clerk
and Administrative Services

(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 that is available under Section 120.57, 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 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.

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The action proposed herein is preliminary in nature. Any person whose substantial interests are affected by the action proposed by this order may file a petition for a formal proceeding, in the form provided by Rule 28-106.201, Florida Administrative Code. This petition must be received by the Director, Division of the Commission Clerk and Administrative Services, 2540 Shumard Oak Boulevard, Tallahassee, Florida 32399-0850, by the close of business on November 9, 2001.

In the absence of such a petition, this order shall become final and effective upon the issuance of a Consummating Order.

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.