

BEFORE THE NEBRASKA PUBLIC SERVICE COMMISSION

In the Matter of WorldCom, Inc.,) Application No. C-1594
MFS Intelenet of Nebraska, Inc.)
and WorldCom Technologies, Inc.)
seeking authority to reorganize) GRANTED
and approval for related trans-)
actions) Entered: August 12, 1997

BY THE COMMISSION:

On July 8, 1997, an application was filed by WorldCom, Inc., MFS Intelenet of Nebraska, Inc. and WorldCom Technologies, Inc. seeking authority to reorganize and for related transactions. Specifically, the applicants seek to (1) transfer control of WorldCom Technologies, Inc. from MFS Network Technologies to MFS Communications Company, Inc.; (2) transfer all of WorldCom, Inc.'s operating authority in Nebraska to WorldCom Technologies; (3) transfer all of WorldCom's assets related to its regulated operations in Nebraska to WorldCom Technologies; (4) merge MFS of Nebraska with and into its existing corporate parent, WorldCom Technologies (with WorldCom Technologies being the surviving entity); (5) transfer all of MFS Intelenet of Nebraska Inc.'s operating authority to WorldCom Technologies; and (6) cancel the interexchange operating authority granted to MFS of Nebraska. As a result of the proposed transactions, MFS of Nebraska will cease to exist and WorldCom will become a holding company.

Notice of the application was published in The Daily Record, July 10, 1997. No protests were filed; therefore, we process this application pursuant to the Commission's Rule of Modified Procedure.

O P I N I O N A N D F I N D I N G S

WorldCom and its subsidiaries provide intrastate telecommunications services to businesses, governmental entities, other telecommunications companies and residential customers in Nebraska. No outstanding departmental or formal complaints are pending against WorldCom or its subsidiaries.

WorldCom acquired MFS Communications Company pursuant to Application C-1408, entered October 8, 1996. MFS of Nebraska received its operating authority on October 11, 1994 in Application C-1076 and is presently a wholly-owned subsidiary of WorldCom Technologies.

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WorldCom Technologies is a wholly-owned subsidiary of MFS Network Technologies, a non-regulated entity that operates solely as a holding company and service integrator. The application seeks authority to alter the chain of corporate

ownership by transferring control to WorldCom Technologies to MFS Communications Company. This would result in MFS Network Technologies being shifted down one level in the corporate chart, while WorldCom Technologies would be shifted up one level. MFS Network Technologies will become an affiliate of WorldCom Technologies and MFS Communications Company will become WorldCom Technologies direct corporate parent.

The applicants also seek to transfer WorldCom's certificate, as well as its assets to WorldCom Technologies. After the approval of the transfer, WorldCom will cease to provide telecommunications services to consumers and will function exclusively as a holding company. WorldCom Technologies will assume WorldCom's operations and provide telecommunications services to the public.

The applicants also seek to merge MFS of Nebraska with and into WorldCom Technologies. MFS of Nebraska's certificate would be transferred to WorldCom Technologies, as well as its assets. The operating authority currently held by MFS of Nebraska will be cancelled upon notification by the applicants of the completion of the merger.

The merger will have no impact on Nebraska consumers. There is no change in ownership or control of the companies. The companies will continue to be managed by the same team of personnel and the day-to-day operations will continue to function as they have in the past. Affected customers will be given advance notice of the change in name of their service provider. Services will continue using the same network, billing system and customer service operations as are presently used.

Upon consideration of the application, the governing statutes and rules, and being fully informed, the Commission is of the opinion and finds the application should be granted.

O R D E R

IT IS THEREFORE ORDERED by the Nebraska Public Service Commission that Application C-1594 be, and it is hereby granted.

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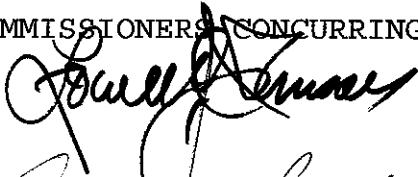
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IT IS FURTHER ORDERED that an updated tariff, reflecting the changes made herein, be filed with the Commission.

IT IS FINALLY ORDERED that the applicants notify the Commission upon the completion of the transfers described herein so that the applicable Certificates of Public Convenience and Necessity are cancelled accordingly.

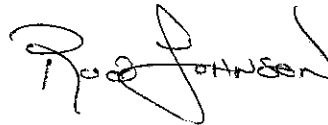
MADE AND ENTERED at Lincoln, Nebraska, this 12th day of August, 1997.

COMMISSIONERS CONCURRING:

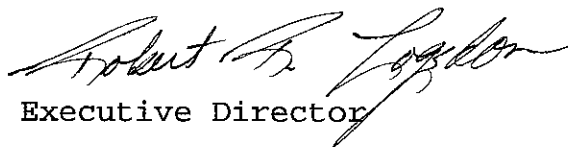
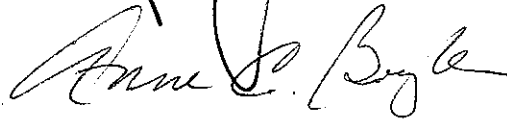


NEBRASKA PUBLIC SERVICE COMMISSION

Chairman



ATTEST:



//s//Rod Johnson
//s//Frank E. Landis
//s//Daniel G. Urwiller

Executive Director

SECRETARY'S RECORD, NEBRASKA PUBLIC SERVICE COMMISSION
