

SECRETARY'S RECORD, NEBRASKA PUBLIC SERVICE COMMISSION

BEFORE THE NEBRASKA PUBLIC SERVICE COMMISSION

In the Matter of the Application ) Application No. C-2063  
of MCI WorldCom, Inc., WorldCom )  
Network Services, Inc., MFS Comm- )  
unications Company, Inc., MCI Comm- )  
unications Corp., MCI Telecommunica- ) GRANTED  
tions Corp. and WorldCom Technologies, )  
Inc., of Denver, Colorado, seeking )  
authority to reorganize and for )  
related transactions. ) Entered: August 3, 1999

BY THE COMMISSION:

By application filed June 9, 1999, MCI WorldCom, Inc. (MCI WorldCom), WorldCom Network Services, Inc. (WNS), MFS Communications Company, Inc. (MFSCC), MCI Communications Corp. (MCIC), MCI Telecommunications Corp. (MCIT), and WorldCom Technologies Inc. (WT) (collectively, the Applicants) of Denver, Colorado, seek authority for reorganization of MCI WorldCom entities. Notice of the application was published in The Daily Record, Omaha, Nebraska, on June 10, 1999. No protests were filed; therefore, this application is processed 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

MCI WorldCom, a publicly-held Georgia corporation, is the ultimate parent of all the applicants. Its subsidiaries are authorized to provide telecommunications services in all 50 states. The merger of WorldCom and MCI Communications Corp. was the subject of Commission Docket No. C-1649.

MCIC is a Delaware corporation that acts as a holding company for several entities, including MCIT. MCIT is a Delaware corporation offering long-distance telecommunications to both end-users and other carriers. MCIT received its authority from this Commission on December 16, 1986, in Docket No. C-660.

MFSCC is a Delaware corporation that acts as a holding company for WT, among others. WT, a Delaware corporation, was granted its operating authority from the Commission on August 12, 1997, pursuant to Application No. C-1594.

WNS is a Delaware corporation which currently provides long distance telecommunications services primarily to other carriers. WNS received its authority to provide services from this Commission on December 12, 1991, in Docket No. C-899.

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The proposed reorganization will occur in the following manner:

- 1) MFSCC, a holding company for WT, will be merged into MCIC, also a holding company. MFSCC will cease to exist.
- 2) The stock of WT will be transferred from MCIC to MCIT, so that WT will become a subsidiary of MCIT.
- 3) WNS will be merged into MCIT. In addition, WNS's operating authority will be transferred to MCIT. WNS will no longer exist as a legal entity. Consequently, MCIT will provide telecommunications services pursuant to the authority previously granted to WNS in Docket No. C-899 in addition to the authority it received in Docket No. C-660. The certificate issued in Docket No. C-899 will be revoked.
- 4) Retail operations and certain assets relating to sales will be transferred from MCIT to WT.
- 5) WT will be renamed MCI WorldCom Communications, Inc., and MCIT will be renamed MCI WorldCom Network Services, Inc.

At the conclusion of the reorganization, service will be provided by two certificated entities: MCI WorldCom Communications, Inc., offering service pursuant to the authority granted in Docket No. C-1594 and MCI WorldCom Network Services, Inc., offering service pursuant to the authority granted in Docket Nos. C-660 and C-899.

The reorganization will result in a greatly simplified corporate structure, reducing both regulatory complexity and the possibility of customer confusion. Nebraska customers will not experience a depreciation in service, and all affected customers will be given notice of the change in name of their provider. The applicants have received authority from the Nebraska Secretary of State to use the names MCI WorldCom Communications, Inc. and MCI WorldCom Network Service, Inc. In addition, the application will further the public interest by allowing MCI WorldCom to achieve and implement greater efficiencies for the benefit of all its customers in the provision of telecommunications services.

Based on the evidence, we find the application to be fair and reasonable and in the public interest. The application should be granted.

O R D E R

IT IS THEREFORE ORDERED by the Nebraska Public Service Commission that Application No. C-2063 be, and it is hereby, granted and MCI WorldCom, Inc., WorldCom Network Services, Inc.,

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MFS Communications Company, Inc., MCI Communications Corp., MCI Telecommunications Corp., and WorldCom Technologies, Inc. are hereby authorized to reorganize in the manner described herein.

IT IS FURTHER ORDERED that MCI WorldCom Communications, Inc. is hereby granted the authority originally granted to WorldCom Technologies, Inc. in Docket No. C-1594.

IT IS FURTHER ORDERED that MCI WorldCom Network Services, Inc. is hereby granted the authority originally granted to WorldCom Network Services, Inc. in Docket No. C-899 and to MCI Telecommunications Corp. in Docket No. C-660.

IT IS FURTHER ORDERED that the certificates granted in Docket Nos. C-660, C-899, and C-1594 be, and they are hereby, revoked.

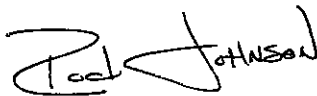
IT IS FURTHER ORDERED that this Order be, and it is hereby made, the Commission's official certificates of authority to furnish the service authorized herein as common carriers.

IT IS FURTHER ORDERED that updated tariffs reflecting the changes in name be filed with the Commission within thirty days from the date of this order.

MADE AND ENTERED at Lincoln, Nebraska, this 3rd day of August, 1999.

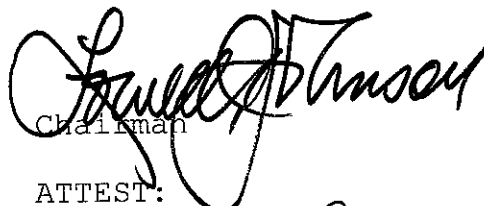
NEBRASKA PUBLIC SERVICE COMMISSION

COMMISSIONERS CONCURRING:





//s//Lowell C. Johnson  
//s//Frank E. Landis  
//s//Daniel G. Urwiller

  
Chairman

ATTEST:



Executive Director

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