

BEFORE THE NEBRASKA PUBLIC SERVICE COMMISSION

In the Matter of the Application) Application No. C-2406
of BLT Technologies, Inc.,)
Touch 1 Long Distance, Inc. and) GRANTED
MCI WorldCom Communications, Inc.)
for authority to reorganize and)
for related transactions.) Entered: December 5, 2000

BY THE COMMISSION:

By application filed October 12, 2000, BLT Technologies, Inc. (BLT), MCI WorldCom Communications, Inc. (MCI WorldCom Communications) and Touch 1 Long Distance, Inc., (Touch 1) (collectively Applicants) seek authority for reorganization and for related transactions. Notice of the application was published in The Daily Record, Omaha, Nebraska, October 16, 2000, pursuant to the Rules of the Commission. No protests were filed.

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

WorldCom, Inc. (WorldCom) is a publicly-traded Georgia corporation with its principal offices located in Clinton, Mississippi. Collectively, WorldCom's subsidiaries are authorized to provide telecommunications services in 50 states.

MCI WorldCom Communications, is a Delaware corporation providing interexchange telecommunications services in Nebraska pursuant to approval granted by the Commission in Application No. C-2063.

BLT is a Washington corporation and operates primarily as a provider of prepaid calling cards. BLT, formerly known as Bottom Line Telecommunications, Inc., received authority to provide intrastate interexchange telecommunications services in Nebraska from this Commission on October 4, 1994, in Application No. C-1094.

Touch 1 is an Alabama corporation and operates as a reseller of interexchange services in Nebraska by virtue of the authority granted in Application No. C-1272.

The applicants propose to merge BLT with and into MCI WorldCom Communications. The applicants also propose to transfer all of BLT's assets related to its regulated operations in Nebraska to MCI WorldCom Communications. After the merger, BLT will cease to exist

and MCI WorldCom Communications will assume BLT's operations and will provide prepaid calling card service in support of BLT's existing customers. With the approval of this transaction, the applicant requests that BLT's certificates be canceled.

The proposed reorganization also involves the transfer of customers and assets from Touch 1 to MCI WorldCom Communications. The applicants propose to transfer all of Touch 1's assets related to its regulated operations in Nebraska to MCI WorldCom Communications. After the merger, MCI WorldCom Communications will assume Touch 1's operations and will provide telecommunications services to Touch 1's customers. With the approval of this transaction, the applicant requests that Touch 1's certificate be canceled.

The applicants affirm that the devised reorganizations and mergers will have no material adverse impact on consumers in Nebraska. Touch 1 customers will be given notice of the change in the name of their telecommunications service provider and will be given the option to choose another carrier. Sample copies of the notice Touch 1 sent out were provided as an attachment to the application. Residential customers using Touch 1 toll-free services will be issued new numbers and personal identification numbers. Business customers using Touch 1 toll-free services will have the option of ensuring that their 800 numbers are not re-assigned. MCI WorldCom Communications intends to file tariff revisions to reflect changes made by the reorganization.

The reorganization will not diminish the quality of financial, managerial and technical expertise of MCI WorldCom Communications, the surviving certificated entity. To the contrary, WorldCom, with this reorganization, hopes to simplify its managerial tasks, decrease potential customer confusion and lessen the burden on the regulators. The reorganization will allow WorldCom to operate more efficiently and effectively by eliminating a number of unnecessary administrative functions.

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

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O R D E R

IT IS THEREFORE ORDERED by the Nebraska Public Service Commission that Application No. C-2406 be, and it is hereby, granted.

IT IS FURTHER ORDERED that the certificates of public convenience and necessity held by BLT Technologies, Inc. and Touch 1 Long Distance, Inc. be, and are hereby canceled.

IT IS FURTHER ORDERED that MCI WorldCom Communications, Inc. file a revised tariff reflecting any changes as a result of the reorganization.

MADE AND ENTERED at Lincoln, Nebraska this 5th day of December, 2000.

NEBRASKA PUBLIC SERVICE COMMISSION

COMMISSIONERS CONCURRING:

Lawrence Hanson

Ann C. Boyle

Frank E. Landis

//s//Frank E. Landis

Thane Lauer
Chairman

ATTEST:

And S. Pollack
Executive Director

