

In the Matter of the Restructuring of )

DOCKET NO. 98-095-01

MCImetro Access Transmission Services )

ORDER APPROVING REORGANIZATION

ISSUED: June 22, 1998

By the Commission:

On June 8, 1998, MCImetro Access Transmission Services, Inc. (MCI ATS), filed with the Commission a letter and information which outlined a proposed restructuring of MCI ATS. The proposed reorganization is to merge MCImetro, which currently owns MCI ATS, and which is a wholly owned subsidiary of MCI Telecommunications Corporation, into MCI Telecommunications Corporation. MCI ATS will then be merged into a single member limited liability company called MCImetro Access Transmission Company. The result of this reorganization will be that the Utah certificated telecommunications service provider, MCI ATS, will change from a corporation to a limited liability company, of which MCI Telecommunications Corporation will be the sole member. Counsel for MCI ATS has represented that in prior discussions with counsel for the Division of Public Utilities, concerning the proposed reorganization, no opposition was raised. Informal confirmation from the Division of Public Utilities to the Commission indicates that there is no objection to the proposed reorganization.

MCI ATS's letter indicates that it is not clear whether the Commission's approval of the proposed transactions is necessary. To the extent Commission approval is required, MCI ATS requests such approval. We anticipate that there will not be any opposition to the proposed reorganization and will proceed pursuant to the provisions of Rule 746-110 of the Utah Administrative Code. On consideration of MCI ATS's request for approval of the proposed reorganization, to the extent required by Utah law, we concluded that the reorganization may be approved. There will be no changes in the management, operations, or costs and types of service offered to the public; the reorganization is primarily designed to capture administrative and tax benefits.

ORDER

WHEREFORE, WE ORDER as follows:

1. The proposed reorganization of MCImetro Access Transmission Services, Inc., as described in the filing made June 8, 1998, is approved.
2. This order is issued in tentative form, pursuant to Rule 746-110 of the Utah Administrative Code. A person may file a protest to this tentative order within 20 days from the date of issuance. Absent meritorious protest, this order will become effective 20 days from issuance without further Commission action.

DATED at Salt Lake City, Utah, this 22nd day of June, 1998.

/s/ Stephen F. Mecham, Chairman

(SEAL) /s/ Constance B. White, Commissioner

/s/ Clark D. Jones, Commissioner

Attest:

/s/ Julie Orchard

Commission Secretary