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March 20, 2000

VIA OVERNIGHT DELIVERY

Dale Roberts, Executive Secretary
Missouri Public Service Commission
301 W. High Street, Floor 5A N
Harry S. Truman State Office Bldg.
Jefferson City, MO 65102

FILED

MAR 21 2000

Missouri Public
Service Commission

TM-2000-532

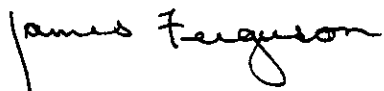
Re: WorkNet Communications, Inc.'s Amended Application for Approval of Pro
Forma Internal Corporate Reorganization

Dear Mr. Roberts:

WorkNet Communications, Inc. ("WorkNet"), by its undersigned counsel, hereby encloses for filing an original and fourteen (14) copies of the above-referenced amended application.

Please date-stamp the extra copies of each filing and return them in the self-addressed, postage-paid envelope provided herein. If you have any questions concerning this filing, please do not hesitate to contact the undersigned at (202) 424-7500.

Very truly yours,



Douglas D. Orvis II
James W. Ferguson

Counsel for WorkNet Communications, Inc.

Enclosures

cc: J. Mark Klammer, Esq.

FILED

MAR 21 2000

BEFORE THE
PUBLIC SERVICE COMMISSION OF THE STATE OF MISSOURI

Missouri Public
Service Commission

In the Matter of the Application of)
)
WORKNET)
COMMUNICATIONS INC.)
)
for Approval of Pro Forma Internal)
Corporate Reorganization)
)

Case No. TM-2000-532

AMENDMENT OF APPLICATION FOR APPROVAL
OF PRO FORMA INTERNAL CORPORATE REORGANIZATION

I. INTRODUCTION

WorkNet Communications Inc., ("WorkNet" or "Applicant") by its undersigned counsel, and pursuant to the Missouri Public Service Commission's ("Commission") Order Directing Applicant to Correct Deficiency in Application hereby respectfully amends its Application for Approval of *Pro Forma* Internal Corporate Reorganization ("Application"). Through this filing, WorkNet responds to the Commission's requests for clarification and information required by Commission Rules 4 CSR 240-2.060 (6) (G) and 4 CSR 240-2.060 (6) (H). As indicated in the Application, as part of a *pro forma* internal corporate reorganization (the "Reorganization"), WorkNet will become a wholly-owned subsidiary of a newly-created parent, WorkNet Communications Group Inc. ("WorkNet Group"). Following the Reorganization, therefore, WorkNet Group will hold 100% of the stock of WorkNet. WorkNet Group, in turn, shall be owned by the present shareholders of WorkNet, in identical proportions. As discussed in further detail in the Application, the Reorganization will not alter the ultimate ownership or control of the certificated entity, WorkNet, nor will the identity of the certificated entity change. Moreover,

there will be no change in corporate officers, directors, or change in the pricing of services offered to customers as a result of the Reorganization. In essentially all respects, the Reorganization will be transparent to WorkNet's customers.

The Applicant respectfully submits the following information in conformity with the Commission's Order Directing Filing.

II. INFORMATION REQUESTED PURSUANT TO COMMISSION RULES 4 CSR 240-2.060 (6) (G) AND 4 CSR 240-2.060 (6) (H).

1. As required by Commission Rules 4 CSR 240-2.060 (6) (G) and 4 CSR 240-2.060 (6) (H), WorkNet states that it's proposed *pro forma* reorganization will have no impact on the tax revenues of any political subdivision in which any structures facilities or equipment of Worknet Communications Inc., WorkNet Group Inc. or WorkNet Reorganization Shell are located.

2. WorkNet, by Order dated April 9, 1999, in Case No. TA-99-350, is authorized to provide intrastate interexchange telecommunications services, non-switched local exchange and local exchange telecommunications services in the State of Missouri. The *pro forma* Reorganization will not alter the ultimate ownership or control of the certificated entity, WorkNet, nor will the identity of the certificated entity change.

3. Following the *pro forma* Reorganization, WorkNet will continue to hold the certificate of service authority and to services to Missouri customers in accordance with WorkNet's tariffs.

4. WorkNet has no pending or final decisions or judgments against it from any state or federal agency involving services to customers or rates charged.


III. CLARIFICATION OF APPLICANT'S NAME AND COUNSEL OF RECORD

1. In addition to the information required by the Commission's Order Directing Filing, WorkNet respectfully also notes that the name of WorkNet Communications Inc. is incorrectly listed as "WorkNet Communications, Inc." throughout the Commission's Orders. Similarly, WorkNet Communications Group Inc., is identified as "WorkNet Communications Group, Inc." WorkNet respectfully requests that the Commission amend its documents to reflect the correct corporate names of the entities.

2. WorkNet also notes that the address of counsel of record J. Mark Klammer is incorrect, as it reflects his former mailing address. WorkNet requests that counsel's address in the service list be updated to reflect the address of the Applicant, as indicated in this pleading.

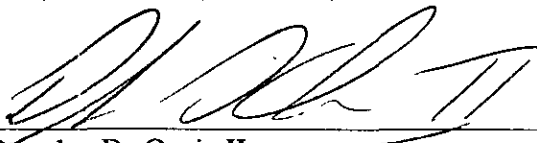
WHEREFORE, WorkNet Communications Inc., respectfully amends its Application for Approval of *Pro Forma* Internal Corporate Reorganization filed February 29, 2000, and requests that this Application be processed in an expedited manner to permit them to consummate the *pro forma* internal corporate Reorganization as soon as possible.

Respectfully Submitted,



J. Mark Klammer (MO Bar # 0035078)
General Counsel

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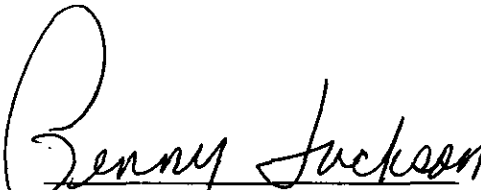
Dated: March 29, 2000

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CERTIFICATE OF SERVICE

I, Penny Jackson, hereby certify that on this 20th day of March, 2000, a copy of the foregoing document will be sent via First-Class U.S. Mail, postage prepaid, to all known parties to this proceeding.

Office of the Public Counsel
PO Box 7800
Jefferson City, MO 65102


Penny Jackson