

**STATE OF MISSOURI
PUBLIC SERVICE COMMISSION
JEFFERSON CITY
December 7, 1999**

CASE NO: TM-2000-280

Office of the Public Counsel
P.O. Box 7800
Jefferson City, MO 65102

Mary Ann (Garr) Young
William D. Steinmeier, P. C.
P. O. Box 104595
Jefferson City, MO 65110-4595

General Counsel
Missouri Public Service Commission
P.O. Box 360
Jefferson City, MO 65102
Richard M. Rindler/John M. Beahn
Swidler Berlin Shereff Friedman, LLP
3000 K Street N.W., Suite 300
Washington, DC 20007

Enclosed find certified copy of an ORDER in the above-numbered case(s).

Sincerely,



Dale Hardy Roberts
Secretary/Chief Regulatory Law Judge

Uncertified Copy:

Steven Gorosh
NorthPoint Communications, Inc.
222 Sutter Street, Suite 700
San Francisco, CA 94108

At a session of the Public Service Commission held at its office in Jefferson City on the 7th day of December, 1999.

ORDER APPROVING REORGANIZATION

According to the application, NorthPoint will continue as the certificate holder operating as a telecommunications company in Missouri. However, NorthPoint will be a wholly owned subsidiary of NorthPoint Group. NorthPoint Group is a new company owned by the present owners of NorthPoint. The applicants stated that the reorganization will assist in attracting financing, reducing operating expenses and realizing operational and management efficiencies. The applicants further state that the

reorganization would have no apparent effect on customers, will result in no change in officers and directors and will have no impact on the tax revenues of any political subdivision in Missouri.

The application also presented that the reorganization had already occurred and that the applicants subsequently learned that Commission approval was required for the transaction. The applicants requested the Commission's approval on a *nunc pro tunc* basis.

The Commission's Staff filed its recommendation on November 26, 1999. The recommendation confirmed the representations of the applicants. The Staff further informed that Commission that NorthPoint received its Missouri certificate to provide interexchange and non-switched local exchange telecommunications services in Case No. TA-98-533, in an order issued June 30, 1998. Staff indicated that NorthPoint Group was a Delaware corporation and that the reorganization consisted of the shareholders of NorthPoint exchanging their shares of stock on a one-for-one basis for shares in NorthPoint Group. The Staff recommended that the Commission grant prospective approval of the internal corporate reorganization presented in the application.

Section 392.340.1, RSMo 1994, provides that the reorganization of telecommunications companies is subject to the supervision and control of the Commission and that no reorganization may occur without the Commission's authorization. Section 392.300.1, RSMo 1994, provides, in part, that a sale or merger of the facilities of a telecommunications company, by any means direct or indirect, must likewise be authorized by the Commission.

The Commission has reviewed the application and Staff's recommendation and finds that the proposed merger and reorganization plan will have no adverse impact on the Missouri customers of NorthPoint. The Commission finds that the transaction is not detrimental to the public interest and should be approved prospectively.

IT IS THEREFORE ORDERED:

1. That the application by NorthPoint Communications, Inc., to merge and reorganize NorthPoint Communications, Inc., into NorthPoint Communications Group, Inc., by way of a stock acquisition is approved prospectively from the effective date of this order.
2. That this order shall become effective on December 7, 1999.
3. That this case may be closed on December 20, 1999.

BY THE COMMISSION



Dale Hardy Roberts
Secretary/Chief Regulatory Law Judge

(S E A L)

Lumpe, Ch., Crumpton, Drainer,
Murray, and Schemenauer, CC., concur.

Thornburg, Regulatory Law Judge

Alt/Sec'y:

Thurberg / Pope

Date Circulated

12-1 TM-2000-280
CASE NO.

[Signature]
Lumpe, Chair

[Signature]
Crumpton, Commissioner

[Signature]
Murray, Commissioner

[Signature]
Schenenauer, Commissioner

[Signature]
Drainer, Vice-Chair

12-7
Agenda Date

Action taken:

5-045

Must Vote Not Later Than

**STATE OF MISSOURI
OFFICE OF THE PUBLIC SERVICE COMMISSION**

I have compared the preceding copy with the original on file in this office and

I do hereby certify the same to be a true copy therefrom and the whole thereof.

WITNESS my hand and seal of the Public Service Commission, at Jefferson
City, Missouri, this 7th day of December 1999.

Dale Hardy Roberts

Dale Hardy Roberts
Secretary/Chief Regulatory Law Judge

