



Missouri Public Service Commission

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March 24, 2000

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General Counsel

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MAR 24 2000

Missouri Public
Service Commission

Mr. Dale Hardy Roberts
Secretary/Chief Regulatory Law Judge
Missouri Public Service Commission
P. O. Box 360
Jefferson City, MO 65102

RE: Case No. TM-2000-532

Dear Mr. Roberts:

Enclosed for filing in the above-captioned case are an original and fourteen (14) conformed copies of a STAFF RECOMMENDATION.

This filing has been mailed or hand-delivered this date to all counsel of record.

Thank you for your attention to this matter.

Sincerely yours,

Wm K Haas

William K. Haas
Deputy General Counsel
(573) 751-7510
(573) 751-9285 (Fax)

WKH:sw
Enclosure
cc: Counsel of Record

BEFORE THE PUBLIC SERVICE COMMISSION
OF THE STATE OF MISSOURI

FILED³

MAR 24 2000

Missouri Public
Service Commission

In the Matter of the Application of)
WorkNet Communications Inc. for)
Approval of Proforma Internal Corporate)
Reorganization.)

Case No. TM-2000-532

STAFF RECOMMENDATION

COMES NOW the Staff of the Missouri Public Service Commission (Staff) and for its recommendation states:

1. On March 1, 2000, WorkNet Communications Inc. (WorkNet), a Missouri certificated interexchange telecommunications carrier, filed an Application with the Missouri Public Service Commission (Commission). The Application requests, pursuant to § 392.300.1 RSMo 1994, that the Commission approve the following transaction. The first step will consist of the creation of two companies. The first company, WorkNet Communications Group Inc. (WorkNet Group), will be a direct wholly-owned subsidiary of WorkNet. This entity will survive as the parent of WorkNet. A second entity, created specifically for the purpose of consummating the transaction, and tentatively named WorkNet Reorganization Shell Inc. (Merger Shell), will be a direct wholly-owned subsidiary of WorkNet Group. WorkNet will then merge with Merger Shell, with WorkNet surviving. On March 21, 2000, WorkNet amended its Application.

2. In the attached Memorandum, which is labeled Appendix A, the Staff recommends that the Commission approve the Application, as amended.

3. The Commission will approve an application under § 392.300.1 RSMo 1994 upon a finding that the proposed transaction will not be detrimental to the public interest. *Re MFS Communications Company, Inc.*, 5 Mo. P.S.C. 3d 312, 315 (1996).

Respectfully submitted,

DANA K. JOYCE
General Counsel



William K. Haas
Deputy General Counsel
Missouri Bar No. 28701

Attorney for the Staff of the
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Certificate of Service

I hereby certify that copies of the foregoing have been mailed or hand-delivered to all counsel of record as shown on the attached service list this 24th day of March, 2000.

Wm K Haas

MEMORANDUM

To: Missouri Public Service Commission Official Case File
Case No. TM-2000-532

From: Tom Solt ^{tas}
Telecommunications Department ^{BWS}

[Signature] 3/23/00
Project Coordinator/Date

Wm K Haas 3/24/00
General Counsel's Office/Date

Subject: Staff Recommendation for Approval of Application

Date: March 21, 2000

On March 1, 2000, WorkNet Communications Inc. (WorkNet), an Missouri certificated interexchange telecommunications carrier (IXC), filed an Application for Approval of Pro Forma Internal Corporate Reorganization (Application) and requested expedited treatment of its Application. On March 10, 2000, the Telecommunications Department Staff (Staff) filed its recommendation stating that the application was non-compliant with Commission Rules 4 CSR 240-2.060 (6) (G) and (H), and recommend the Commission reject the application, or in the alternative, issue a notice of deficiency. On March 14, 2000, the Commission issued an Order Directing Applicant to Correct Deficiency in Application and Order Modifying Time Established for Submission of Staff Recommendation, which directed WorkNet to modify its Application to comply with the requirements of 4 CSR 240-2.060 (6) (G) and (H), and directing Staff to file its recommendations within ten days of WorkNet's filing of its amended application. On March 21, 2000, WorkNet filed its amended Application.

Staff has reviewed WorkNet's amended application and believes it is in compliance with the requirements of 4 CSR 240-2.060 (6) (G) and (H). Further, based on the information contained in the amended Application, Staff recommends approval of WorkNet's Application, as amended, in an expedited manner.

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COMMISSION COUNSEL
PUBLIC SERVICE COMMISSION

**Service List for
Case No. TM-2000-532
March 24, 2000**

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