

Before the
Federal Communications Commission
Washington, D.C. 20554

In the Matter of)	
)	
Brooks Fiber)	
Communications-LD)	
)	
Application for Authority Under)	File No. ITC-97-637-TC
Section 214 of the Communications Act)	
of 1934, as Amended, to Transfer)	
Control of Brooks Fiber Communications-LD)	
from Brooks Fiber Properties, Inc.)	
to WorldCom, Inc.)	
)	

MEMORANDUM OPINION AND ORDER AND AUTHORIZATION

Adopted: December 5, 1997

Released: December 8, 1997

By the Chief, Telecommunications Division:

1. WorldCom, Inc. (WorldCom) and Brooks Fiber Communications-LD (BFC-LD), a wholly owned subsidiary of BTC Finance Corp. (BTC), jointly filed an application pursuant to Section 214 of the Communications Act of 1934, as amended. Initially, the applicants requested authority to transfer control of BFC-LD from Brooks Fiber Properties, Inc. (Brooks) to WorldCom. Subsequently, the applicants amended their application to reflect a recent private financial arrangement whereby BTC Finance Corp. (BTC) was inserted into the corporate ownership structure between Brooks and BFC-LD.¹ BFC-LD is now a wholly-owned subsidiary of BTC. The application was placed on public notice on October 29, 1997. No comments were received.

2. Under Section 214, BFC-LD is authorized to provide global resale service, including both the resale of switched service and the resale of private lines for switched service and to operate as a facilities-based carrier to all permissible international points.² WorldCom and its subsidiaries hold Section 214 authorizations and cable landing licenses authorizing them to provide a full range of facilities-based and resold telecommunications services worldwide.³ The transfer of control of BFC-LD will be accomplished through an Agreement and Plan of Merger among WorldCom, BV Acquisition, Inc., a Delaware corporation and wholly-owned subsidiary of WorldCom, with BV Acquisition, Inc. being

¹ See Amendment dated November 14, 1997.

² File No. ITC-97-211, DA 97-1124, released May 29, 1997.

³ WorldCom does not provide a list of its numerous authorizations because this information is a matter of record before the Commission. Application at 4-5.

merged with and into BTC. BTC will be the surviving corporation and a wholly owned subsidiary of WorldCom. BFC-LD will be an indirect subsidiary of WorldCom.

3. Upon consideration of the application and in view of the foregoing, we conclude that consent to transfer control of BFC-LD from BTC to WorldCom will serve the public interest, convenience and necessity.

4. Accordingly, IT IS ORDERED that the application of BFC-LD and WorldCom, File No. ITC-97-637-TC IS GRANTED, and the transfer of control of BFC-LD from BTC to WorldCom is authorized.

5. IT IS FURTHER ORDERED that all terms and conditions of any Commission orders granting authority to BFC-LD to provide common carrier services remain in effect.

6. This Order is issued under Section 0.261 of the Commission's Rules and is effective upon adoption. Petitions for reconsideration under Section 1.106 or applications for review under Section 1.115 of the Commission's Rules may be filed within 30 days of the date of public notice of this Order (see Section 1.4(b)(2)).

FEDERAL COMMUNICATIONS COMMISSION


for Diane J. Cornell
Chief, Telecommunications Division
International Bureau