

FILE

PUBLIC UTILITIES COMMISSION OF OHIO

2/

PUBLIC COMPETITIVE TELECOMMUNICATIONS SERVICE PROVIDER

563 REGISTRATION FORM

ISSUED: December 21, 1995

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PUCO

In the Matter of the Application of Qwest Communications )  
Corporation, LCI International Telecom Corp., Phoenix )  
Network, Inc., and USLD Communications, Inc. For ) Case No. 01-1301-CT-ATR  
Authority to Transfer Operating Authority and Change )  
Ownership )

Name of Registrant(s) Qwest Communications Corporation, LCI International Telecom Corp.  
Address of Registrant(s) 1801 California Street, Denver Colorado 80202  
Contact Person(s) David L. Ziegler (Phone - 303-896-5959)  
Date June 1, 2001 TRF Docket No. 90 - 9005 - TP-TRF

I. Indicate the reason for submitting this form (check only one): (NOTES: 1. If a waiver is filed in conjunction with an automatic case, see I.D.2.b. of the 563 guidelines for the applicable automatic time frame; and 2. The number of copies noted below must be accompanied by an original filing. Facsimiles are not acceptable.):

- ☐ 1. (ABN) Withdrawal or Abandonment of all Services (14-day notice, 13 copies)  
☐ 2. (ACE) New Operating Authority (30-day approval, 10 copies)  
☐ IXC ☐ AOS ☐ CAP ☐ Cellular ☐ Paging  
☐ Other \_\_\_\_\_  
☐ 3. (AMT) Merger (14-day notice, 13 copies)  
☒ 4. (ATR) Transfer or Transaction Affecting Operating Authority (14-day notice, 7 copies)  
☐ 5. (ARJ) All Other Requests for Relief from Jurisdiction (NOT automatic, 10 copies)  
☐ 6. (MTW) "Me Too" Waiver (30-day approval, 10 copies)  
☐ 7. (RRJ) Interexchange Switchless Rebiller Request for Relief from Jurisdiction (30-day approval, 10 copies)  
☐ 8. (WVR) Request for Waiver from Portion (s) of 563 pursuant to I.D.3. of the 563 guidelines. (NOT automatic, 10 copies)  
☐ 9. (ZAC) Contract (0-day notice, 10 copies)  
☐ 10. (ZCN) Change of Name (0-day notice, 10 copies)  
☐ 11. (ZCO) Change in Ownership (0-day notice, 10 copies)  
☐ 12. (ZTA) Introduction of new tariffed service(s). textual revision, correction of error, addition of service area(s), etc. (0-day notice, 10 copies)  
☐ 13. (UNC) Unclassified (explain) \_\_\_\_\_ (NOT automatic, 10 copies)  
☐ 14. Other (explain) \_\_\_\_\_ (NOT automatic, 10 copies)

THE FOLLOWING ARE TRF FILINGS ONLY, NOT NEW CASES (0-day notice, 3 copies)

- ☐ 15. Introduction or Extension of Promotional Offering  
☐ 16. New Price List Rate for Existing Service.  
☐ 17. Designation of Registrant's Process Agent(s)

II. Indicate which of the following exhibits have been filed. The numbers (corresponding to the list above) indicate, at a minimum, the types of cases in which the exhibits is required:

- ☐ A copy of registrant's proposed informational tariff. (2)  
☐ Statement affirming that the registrant has notified the Ohio Department of Taxation of its intent to conduct operations as a telephone utility in the State of Ohio. (2)  
☒ List of names, addresses, and phone numbers of officers and directors or partners. (2-4)  
☐ Brief description of service(s) proposed, as well as the targeted market(s). (2)  
☐ Copy of tariff sheet(s) & price list(s) superseded, marked as Exhibit A. (1,3-4, 6, 8, 10, 12-16)

Is to certify that the above is a true and complete reproduction of a case file as delivered in the regular course of business  
Date processed 6/14/01  
And

- ☒ Copy of revised tariff sheets & price lists, marked as Exhibit B. (1-3-4,6,8,10,12-16)
- ☐ If increase to residential MTS, DA, or traditional operator surcharges, specify which notice procedure will be utilized: \_\_\_\_\_ real time; or \_\_\_\_\_ annual. (12, 16)
- ☐ Copy of real time notice which has been provided to customers. (1,3,10-12, 16)
- ☐ Copy of annual notice which will be sent to customers is: \_\_\_\_\_ included with this filing; or will be filed with the Commission \_\_\_\_\_ (month) \_\_\_\_\_ (year). (16)
- ☐ Description of and rationale for proposed tariff changes, including a complete description of the service(s) proposed or affected. Specify for each service affected whether it is business \_\_\_\_\_, residence \_\_\_\_\_, or both \_\_\_\_\_ as well as whether it is a switched \_\_\_\_\_ or dedicated \_\_\_\_\_ service. Include this information in either the cover letter or label as "Exhibit C". (3, 6, 8, 12-15)
- ☐ Delineation of any deaveraged message toll service, if applicable. (6, 12-16)
- ☒ Statement explaining rationale for proposal. (1, 3-5, 10-11)
- ☒ List of Ohio counties specifically involved or affected (1-6, 8, 10, 16)
- ☐ Certification from Ohio Secretary of State as to party's proper standing (domestic or foreign corporation, authorized use of fictitious name, etc.). (2-4, 7, 10) (In transfer of certificate cases, the transferee's good standing must be established).
- ☐ Justification for waiver of specific element(s) of 563. (6, 8)
- ☐ Responses to questions contained in Appendix A, Attachment 4 to the 563 guidelines (7)
- ☐ For radio common carriers, a statement affirming that registrant has obtained all necessary federal authority to conduct operations being proposed, and that copies have been furnished by cellular, paging, and mobile companies to this Commission of any Form 401, 463, and/or 489 which the applicant has filed with the Federal Communications Commission. (2-4)
- ☐ Other information requested by the Commission staff.

III. Registrant hereby attests to its compliance with the following requirements in the Service Requirements Form, as well as all pertinent entries and orders issued by the Commission with respect to these issues. Further, registrant hereby affirms that it will maintain with its TRF docket an up-to-date, properly marked, copy of the Service Requirements Form available for public inspection.

Mandatory requirements for all CTS providers:

- ☒ Sales tax
- ☒ Deposits

Service requirements for CTS providers of certain services (check all applicable):

- ☐ Discounts for Persons with Communication Disabilities and the Telecommunication Relay Service
- ☐ Emergency Services Calling Plan
- ☐ Alternative Operator Service (AOS) requirements
- ☐ Limitation of Liability
- ☐ Termination Liability Language

IV. List names, titles, and addresses of those persons authorized to make and/or verify filings at the Commission on behalf of the registrant:

David L. Ziegler, Regional Director, Policy and Law, (303) 896-5959, Qwest Services Corporation, 1801 California Street, 47<sup>th</sup> Floor, Denver, Colorado, 80202; Joseph V. Hatala, Esq., Qwest Communications International Inc., 1801 California Street, 49<sup>th</sup> Floor, Denver, Colorado 80202 (303) 672-2816

NOTE: An annual report is required to be filed with the Commission by each company on an annual basis. The annual report form will be sent for completion to the address and individual(s) identified in this Section unless another address or individual is so indicated.

**VERIFICATION**

I, Judith B. Sanders, Attorney verify that I have utilized, verbatim, the Commission's 563 Registration Form issued December 21, 1995 and that all of the information submitted here, and all additional information submitted in connection with Case No. 01-1301-CT-ATR is true and correct to the best of my knowledge.

Judith B. Sanders 6/1/01  
(Signature)\* (Date)

\* A verification is required for every filing. It may be signed by counsel or a process agent designated by the Registrant, except that initial certification cases (ACE) must be signed by an officer of the registering entity.

Send your completed Registration Form, including all required attachments as well as the required number of copies, to:

Public Utilities Commission of Ohio  
Attention: Docketing Division  
180 East Broad Street  
Columbus, OH 43215-3793

EXHIBIT A Proposed Tariff Sheets

As explained in further detail in the narrative attached hereto as Exhibit B, Qwest Communications Corporation (QCC) will adopt the current tariff of LCI International Telecom Corp. and will file a notice of adoption upon consummation of the internal corporate restructuring that is the subject of this application.

EXHIBIT B Statement of Rationale for Proposal

Please see attached application which contains a detailed description of all proposed activities.

EXHIBIT C List of All Ohio Counties Affected By Application

LCI International Telecom Corp. currently has authority to provide statewide competitive telecommunications services and to provide local exchange service in the counties served by Ameritech. All counties will be affected by the transfer of the operating certificate to QCC.

**BEFORE THE  
PUBLIC UTILITIES COMMISSION OF OHIO**

<b>In The Matter of the Application</b>	<b>]</b>	
<b>Of Qwest Communications</b>	<b>)</b>	
<b>Corporation, LCI International</b>	<b>]</b>	
<b>Telecom Corp., Phoenix Network,</b>	<b>]</b>	<b>Case No. 01-1300-TP-ATR</b>
<b>Inc. and USLD Communications,</b>	<b>]</b>	<b>01-1301-CT-ATR</b>
<b>Inc. For Authority to Transfer</b>	<b>]</b>	<b>01-1302-CT-ZCO</b>
<b>Operating Authority</b>	<b>]</b>	
<b>And Change Ownership</b>	<b>]</b>	

**APPLICATION**

Qwest Communications Corporation ("QCC") and certain of its subsidiaries and affiliates that hold certificates of authority issued by Ohio Public Utilities Commission (the "Commission") 1/ hereby submit, to the extent approval is required, this Application for approval by the Commission of several internal transactions, described below, being undertaken in order to effectuate an internal corporate restructuring.

Grant of this Application will serve the public interest. The proposed restructuring steps will decrease the actual number of certificated entities subject to the Commission's oversight and consolidate these certificated entities into one company subject to the Commission's oversight. The administrative burden posed by these entities on the Commission will be reduced. There will be no change in

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1/ The following certificated subsidiaries and affiliates are, together with QCC, parties to this Application and are collectively referred to herein as the "Applicants": LCI International Telecom Corp., Phoenix Network, Inc. and USLD Communications, Inc.

the ultimate ownership or control of the Applicants or in the Commission's oversight of the consolidated entities' operations. Rather, the restructuring will result in a consolidation of the multiple QCC subsidiaries and affiliates currently providing telecommunications services in Ohio. As a result, QCC and its remaining subsidiaries and affiliates will be able to increase efficiencies and reduce the administrative burdens associated with their current structure and operations.

#### **I. THE APPLICANTS**

The Applicants are direct or indirect wholly-owned subsidiaries or commonly-owned affiliates of QCC. QCC is a direct, wholly-owned subsidiary of Qwest Services Corporation, which is, in turn, a direct, wholly-owned subsidiary of Qwest Communications International Inc., the stock of which is publicly traded on the New York Stock Exchange. 2/ Through QCC and its subsidiaries and affiliates, Qwest Communications International Inc. is a facilities-based multimedia company that provides a full range of communications services, including local exchange and interexchange telephone service, Internet access, and video and data services.

The principal office and place of business for each of the Applicants is 1801 California Street, Denver, Colorado 80202. A

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2/ Prior to the merger of Qwest Communications International Inc. and U S WEST, Inc., Qwest Services Corporation was known as Qwest Corporation.



schedule of the dockets in which the Applicants have been granted operating authority to provide telecommunications services in Ohio, as well as descriptions of the specific services each Applicant is authorized to provide, is attached hereto as Exhibit A-1. The list of operating certificates from the Commission to be held by each Applicant following the restructuring described herein is attached hereto as Exhibit A-2.

## **II. DESIGNATED CONTACTS**

The designated primary contacts for this Application are:

David L. Ziegler  
Regional Director, Policy and Law  
Qwest Services Corporation  
1801 California Street, 47th floor  
Denver, Colorado 80202  
Tel: 303/896-5959  
Fax: 303-298-8763  
E-mail: dlziegl@qwest.com

Judith Sanders, Esq.  
Bell, Royer & Sanders  
33 South Grant Avenue  
Columbus, Ohio 43215  
Tel: 614-228-0704 ext. 21  
Fax: 614-228-0201  
email: jsand21552@aol.com

Mace J. Rosenstein, Esq.  
Marissa G. Repp, Esq.  
Hogan & Hartson L.L.P.  
555 Thirteenth Street NW  
Washington, DC 20004-1109  
Tel: 202/637-5600  
Fax: 202/637-5910  
E-mail: mjrosenstein@hhlaw.com  
mgrepp@hhlaw.com

Copies of all correspondence, notices and orders pertaining to this Application also should be sent to:

Wendy M. Moser, Esq.  
Joseph V. Hatala, Esq.  
Qwest Communications International Inc.  
1801 California Street, 49th floor  
Denver, Colorado 80202  
Tel: 303/672-2816  
303/672-2842  
Fax: 303/295-7049  
E-mail: wmoser@qwest.com  
jhatala@qwest.com

### **III. DESCRIPTION OF THE TRANSACTION**

As explained in further detail below, the proposed corporate restructuring will be effectuated by means of several interrelated steps. These steps involve either (1) the merger of existing QCC subsidiaries and affiliates or (2) the transfer of control of existing QCC subsidiaries and affiliates from one intermediate corporate parent to another. As noted above, the ultimate ownership and control of QCC and all of its direct and indirect subsidiaries and affiliates will be unchanged as a result of these restructuring steps.

Specifically, the Applicants seek authority, to the extent required, for the following transactions:

#### **1. Merger of LCI International Telecom Corp. into QCC.**

LCI International Telecom Corp. (a certificate holder) currently is a direct, wholly-owned subsidiary of LCI International, Inc., which, in turn, is a direct, wholly-owned subsidiary of QCC. LCI International Telecom Corp. will be merged into QCC, with QCC as the surviving

corporation. The certificates of authority, customers and, if any, assets of LCI International Telecom Corp. in Ohio will be transferred to QCC, and service will be provided under QCC's tariff. 3/

**2. Merger of Phoenix Network, Inc. into QCC.**

Phoenix Network, Inc, a switchless rebiller, is currently a direct, wholly-owned subsidiary of QCC. Phoenix Network, Inc. will be merged into QCC, with QCC as the surviving corporation. The customers and, if any, assets of Phoenix Network, Inc. in Ohio will be transferred to QCC, and service will be provided under QCC's tariff. 4/

**3. Merger of USLD Communications Corp. into USLD Communications, Inc.**

USLD Communications, Inc. (a certificate holder) currently is a direct, wholly-owned subsidiary of USLD Communications Corp. (which holds no certificates), which, in turn, is a direct, wholly-owned subsidiary of LCI International, Inc. USLD Communications Corp. will merge downstream into USLD Communications, Inc., with USLD Communications, Inc. as the surviving corporation. As a consequence, USLD Communications, Inc. will become a direct, wholly-owned subsidiary of LCI International, Inc. Because the certificate holder -- USLD Communications, Inc. -- is the surviving corporation, this downstream merger does not affect the customers or certificates of USLD Communications, Inc.

As a result of this internal restructuring, QCC will be the holder of PUCO Certificate No. 90-9005, pursuant to which QCC will

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3/ The tariff of LCI International Telecom Corp. will be adopted by QCC or consolidated into the QCC tariff, as necessary.

continue to provide local exchange and competitive telecommunications services to customers previously served by LCI Telecom Corp. and Phoenix Network, Inc., as well as the customers currently being served by QCC. Certificate No. 90-5613, the QCC competitive telecommunications services certificate, will be duplicative and may be canceled by the Commission. Once the proposed restructuring is approved by the Commission and has been consummated, the QCC application for local exchange authority under consideration in Case No. 99-1037-TP-ACE, will no longer be necessary and will be dismissed.<sup>5</sup> LCI International Telecom Corp. and Phoenix Network, Inc. will cease to exist and may be dropped from the rolls of public utilities. The transfer of ownership involving USLD Communications, Inc. will have no effect on its operating authority, Certificate No. 90-5227 and USLD will continue to operate as a separate entity.

Organizational charts depicting both the pre-restructuring and proposed ownership structure described above are attached hereto as Exhibits B-1 and B-2, respectively. The operating authorizations held by the Applicants before and after the restructuring are specified in Exhibits A-1 and A-2 hereto.

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<sup>4</sup>/ The rates and charges of Phoenix Network, Inc. will be consolidated into the QCC tariff, as necessary.

<sup>5</sup> That application is being held in abeyance until July 20, 2001, pursuant to Entry dated May 25, 2001.

#### IV. CUSTOMER AUTHORIZATION

In the context of this restructuring, customer authorization and notification of this transaction are unnecessary. LCI International Telecom Corp. and Phoenix Network, Inc., which will be merging into QCC, already provide service under the "Qwest" brand. Consequently, customers of LCI International Telecom Corp. and Phoenix Network, Inc. that are transferred to QCC will not see a change in the name of the service provider or contact or billing information on their bills. Nor will the transaction result in changes in rates or terms of services for the transferred customers.

A corporate restructuring that does not result in changes in name, contact information, billing information and rates and terms of services is exempt from any certification or notification requirement under the Federal Communications Commission pre-subscribed carrier change authorization rules.<sup>6/</sup> The Accounting Policy Division of the Common Carrier Bureau of the FCC has informed counsel for Qwest that no filing with the FCC and no waiver of the FCC's rules is required in order to effectuate a transaction such as this, that is invisible to consumers.

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<sup>6/</sup> See 2000 Biennial Review -- Review of Policies and Rules Concerning Unauthorized Changes of Consumers' Long Distance Carriers, FCC 01-156, at ¶ 13 (released May 15, 2001). The FCC reasoned that, "in such cases, requiring notice of a change that is imperceptible to the affected subscribers might cause confusion where there would otherwise be none." *Id.* at n.24.

**V. GRANT OF THE REQUESTED AUTHORITY IS IN THE PUBLIC INTEREST**

The proposed transactions are being undertaken in furtherance of the integration of the business and operations of QCC and its subsidiaries and affiliates and will result in enhanced efficiencies and a reduction in the administrative burdens associated with duplicative operations. A more efficient corporate structure will allow QCC and its subsidiaries and affiliates to devote additional resources to the provision of more and better services to customers. A reduction in the number of certificated entities also will reduce the number of carriers subject to regulation by this Commission, thereby freeing up scarce public resources.

**CONCLUSION**

For the reasons stated above, the Commission should approve the internal restructuring proposed in this Application.

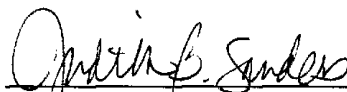
Respectfully submitted,

**Qwest Communications  
Corporation**

**LCI International Telecom Corp.**

**Phoenix Network, Inc.**

**USLD Communications, Inc.**

By:   
Judith Sanders, Esq.

Bell, Royer & Sanders  
33 South Grant Avenue

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Columbus, Ohio 43215  
Tel: 614-228-0704 ext. 21  
Fax: 614-228-0201  
email: jsand21552@aol.com

Their Counsel

Dated: June 1, 2001

**EXHIBIT A-1**

**SCHEDULE OF EXISTING OPERATING AUTHORITY IN OHIO**

**A. Qwest Communications Corporation**

- Application pending for Competitive Local Exchange Carrier Certification  
Case No. 99-1037-TP-ACE (filed September 1, 1999)
- Competitive Telecommunications Services
- Case No. 94-248-CT-ACE (approved June 8, 1994)  
Case No. 95-726-CT-ZCN (approved November 3, 1995)  
Certificate No. 90-5613

**B. LCI International Telecom Corp. (d/b/a Qwest Communications Services)**

- Local Exchange Carrier  
Case No. 99-75-TP-ACE (approved April 20, 1999)  
Certificate No. 90-9005 (Certificate 90-9005 was amended on May 20, 1999, to cover all services by carrier)
- Competitive Telecommunications Services  
Case No. 84-474-TP-ACE (approved July 11, 1985)  
Case No. 92-90-TP-ACN (approved May 29, 1992)  
Certificate No. 90-9005
- Operator Services Provider (Traditional)  
Case No. 89-429-TP-ACE (approved September 27, 1990)  
Certificate No. 90-9005
- Alternate Operator Services  
Case No. 99-75-TP-ACE (approved May 20, 1999)  
Certificate No. 90-9005

**C. Phoenix Network, Inc.**

- Resale Interexchange Telecommunications Services  
Case No. 91-776-TP-ACE (Deregulated)

**D. USLD Communications, Inc.**

- Resale Interexchange Telecommunications Services  
Case No. 91-99-TP-ACE, Case No. 93-1456



**EXHIBIT A-1**

**SCHEDULE OF EXISTING OPERATING AUTHORITY IN OHIO  
(CONTINUED)**

as amended (approved February 10, 1994)  
Certificate No. 90-5227

**EXHIBIT A-2**

**SCHEDULE OF PROPOSED OPERATING AUTHORITY IN OHIO**

**A. Qwest Communications Corporation**

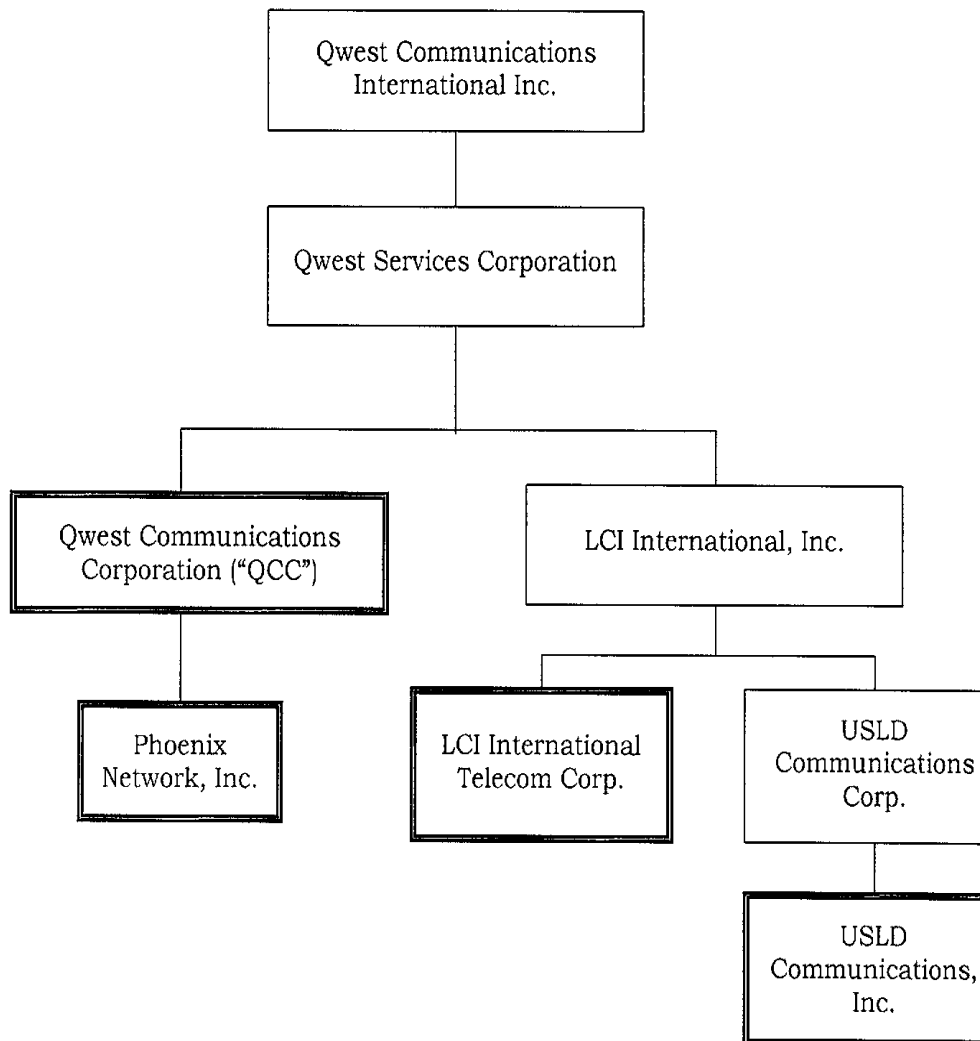
- Application pending for Competitive Local Exchange Carrier  
Case No. 99-1037-TP-ACE (filed September 1, 1999)
- Local Exchange Carrier  
Case No. 99-75-TP-ACE (approved April 20, 1999)  
Certificate No. 90-9005 (Certificate 90-9005 was amended  
on May 20, 1999, to cover all services by carrier)
- Competitive Telecommunications Services  
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Certificate No. 90-9005
- Operator Services Provider (Traditional)  
Case No. 89-429-TP-ACE (approved September 27, 1990)  
Certificate No. 90-9005
- Alternate Operator Services  
Case No. 99-75-TP-ACE (approved May 20, 1999)  
Certificate No. 90-9005

**B. USLD Communications, Inc.**

- Resale Interexchange Telecommunications Services  
Case No. 91-99-TP-ACE, Case No. 93-1456  
as amended (approved February 10, 1994)  
Certificate No. 90-5227

**EXHIBIT B-1**

**CHART OF CURRENT ORGANIZATIONAL STRUCTURE  
FOR THE AFFECTED ENTITIES**



Note: Subsidiaries with double borders hold certificates of authority.  
Other subsidiaries, which are not affected by the restructuring, are not represented.

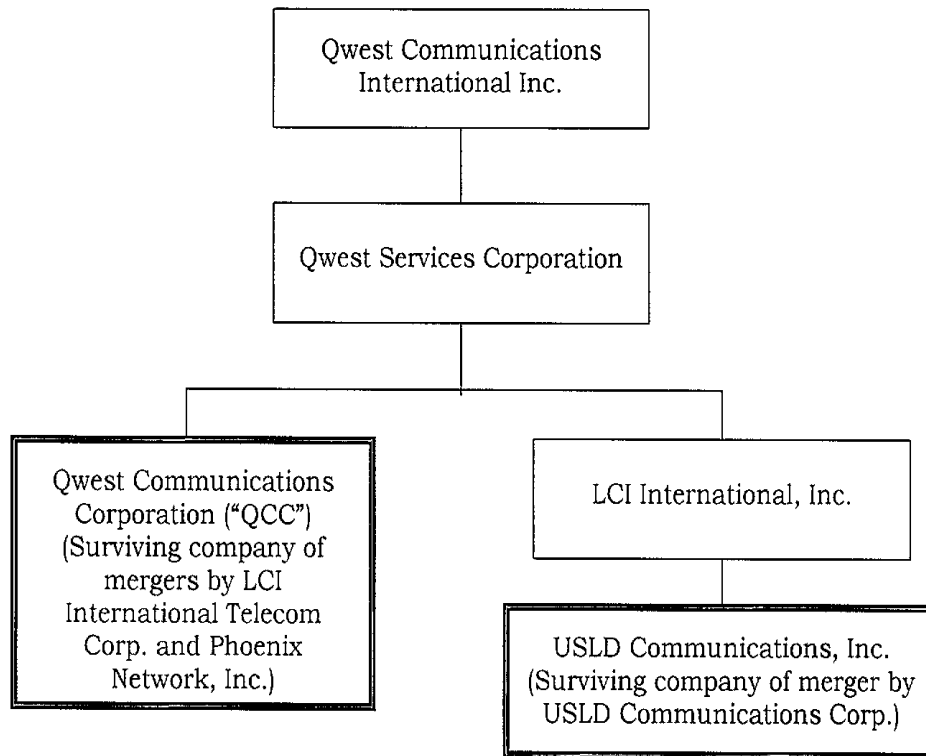
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**EXHIBIT A-1**

**SCHEDULE OF EXISTING OPERATING AUTHORITY IN OHIO  
(CONTINUED)**

**EXHIBIT B-2**

**CHART OF PROPOSED ORGANIZATIONAL STRUCTURE  
FOR THE AFFECTED ENTITIES**



Note: Subsidiaries with double borders hold certificates of authority.  
Other subsidiaries, which are not affected by the restructuring, are not represented.