

NC

# SWIDLER BERLIN SHEREFF FRIEDMAN, LLP

THE WASHINGTON HARBOUR  
3000 K STREET, NW, SUITE 300  
WASHINGTON, DC 20007-5116  
TELEPHONE (202) 424-7500  
FACSIMILE (202) 424-7645  
[www.swidlaw.com](http://www.swidlaw.com)

NEW YORK OFFICE  
THE CHRYSLER BUILDING  
405 LEXINGTON AVENUE  
NEW YORK, NY 10174  
TEL. (212) 973-0111  
FAX (212) 891-9598

November 6, 2002

**VIA OVERNIGHT DELIVERY**

02-2931-CT-200

Daisy Crockron, Chief  
Docketing Department  
Public Utilities Commission of Ohio  
180 E. Broad Street  
Columbus, Ohio 43215

PUCO

2002 NOV -7 AM 10:13

RECEIVED

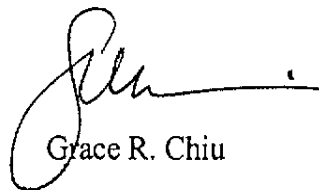
Re: Registration of Change of Ownership of McLeodUSA Public Services, Inc.

Dear Ms. Crockron:

On behalf of McLeodUSA Public Services, Inc. ("MPS"), enclosed for filing are an original and seven (7) copies of the above referenced Registration. MPS submits this filing to notify the Commission of the proposed change of ownership of MPS from McLeodUSA Incorporated to Homebase Acquisition Corp.

Please date-stamp the enclosed extra copy of this filing and return it in the self-addressed, stamped envelope provided. Should you have any questions, please do not hesitate to contact me.

Respectfully submitted,



Grace R. Chiu

Counsel for McLeodUSA Public Services, Inc.

Enclosure

cc via email:

David R. Conn (McLeodUSA)  
Veronica Ahern (Nixon Peabody)  
Richard M. Rindler

PUBLIC UTILITIES COMMISSION OF OHIO

PUBLIC COMPETITIVE TELECOMMUNICATIONS SERVICE PROVIDER  
563 REGISTRATION FORM  
ISSUED: December 21, 1995

In the Matter of the Application of )  
For Approval to Transfer Control of )  
McLeodUSA Public Services, Inc. )  
to Homebase Acquisition Corp. )

Case No. 02-2931-CT ZCO

Name of Registrant: McLeodUSA Public Services, Inc.  
Registrant's Address: 121 South 17th Street  
Mattoon, IL 61938  
Contact Person: Grace R. Chiu, Swidler Berlin Shereff Friedman, LLP, (Tel) (202) 424-7783

Date: November 6, 2002 TRF Docket No. \_\_\_\_\_ - CT-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 exhibit 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 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)
- Copy of revised tariff sheets & price lists, marked as Exhibit B. (1, 3-4, 6, 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, 2, 10-12, 16) **Not applicable. Registrant will continue to provide existing customers the same services it currently provides under its tariff on file with the Commission. The transaction therefore will be transparent to Ohio consumers. See Exhibit A.**
- 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 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) **See attached Statement of Registrant at Exhibit A.**
- 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. (Service Requirements Form Attached as Exhibit F.)**

Registrant previously attested to its compliance with Commission directives concerning the applicable generic service requirements listed on the Service Requirements Form. Registrant represents that there have been no tariff revisions or amendments that affect Registrant's compliance with the service requirements.

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 of Liability Language

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

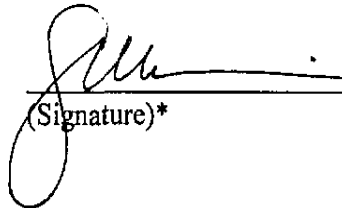
Grace R. Chiu, Regulatory Counsel, Swidler Berlin Shereff Friedman, LLP, 3000 K St. NW, Suite 300, Washington, D.C. 20007, (202) 424-7500.

David R. Conn, Vice President and Deputy General Counsel, McLeodUSA, 6400 C Street, S.W., P.O. Box 3177 Cedar Rapids, IA 52406-3177, (319) 790-7055.

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, Grace R. Chiu, Regulatory Counsel, 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 this case is true and correct to the best of my knowledge.

  
(Signature)\*

Nov. 6, 2002

(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

### **Registrant's Statement Regarding the Transfer of Control of McLeodUSA Public Services, Inc. to Homebase Acquisition Corp.**

McLeodUSA Public Services, Inc. ("MPS" or "Registrant") seeks Commission approval of the proposed transfer of control of MPS to Homebase Acquisition Corp. ("Homebase"). MPS is authorized to provide competitive telecommunications services in Ohio, including resold intrastate interexchange and alternate operator services, and to provide such services to COCOT locations in Ohio, pursuant to certification granted by the Commission in Case No. 96-435-CT-ACE, dated July 30, 1996. Homebase is a newly formed, privately held Delaware corporation whose principal business is telecommunications.

Pursuant to an agreement entered into between Homebase and MPS's direct parent, McLeodUSA Telecommunications Services, Inc. ("MTSI"), Homebase will acquire 100 percent of the capital stock of MPS. Homebase will therefore acquire ownership and control of MPS. An illustrative chart depicting the transfer of control transaction is provided as Exhibit B of this Application.

Registrant emphasizes that the transfer of ownership and control of MPS to Homebase will not involve any change in the manner in which MPS currently offers and provides service in the State of Ohio. Immediately following consummation of the transaction, MPS will continue to offer the services it currently offers with no change in the rates or terms and conditions of service. MPS, moreover, will be led by an experienced management team, many of whom are presently employed by MPS's ultimate parent (McLeodUSA Incorporated) in overseeing MPS's management and operations. The transfer of ownership and control of MPS to Homebase therefore will be seamless and transparent to MPS' Ohio customers in terms of the services they receive.

**Exhibit B**

**Illustrative Chart of the Proposed Transfer of Control of  
McLeodUSA Public Services, Inc. to Homebase Acquisition Corp.**

**EXHIBIT A**

**Transfer of Control of McLeodUSA Public Services  
to Homebase Acquisition Corp.**

