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Broadwing Inc.
201 E. Fourth Street
Cincinnati, Ohio 45202

PUCO

June 11, 2002

02-1412-CT-ATR
90-5730-CT-TR7
VIA FEDERAL EXPRESS

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

Re: Notice of Broadwing Communications Services Inc. 's Intent to Place
Certain Real Property Assets into a Wholly Owned Subsidiary

Dear Sir/Madam:

Broadwing Communications Services Inc. ("Broadwing-CSI"), through its attorneys, files this notice to inform the Public Utilities Commission of Ohio ("Commission") of Broadwing-CSI's intention to place certain real property assets located in the State of Ohio into a wholly owned subsidiary, Broadwing Communications Real Estate Services LLC.

Broadwing-CSI, a Delaware corporation, maintains its headquarters at 1122 Capital of Texas Highway South, Austin, Texas 78746. Broadwing-CSI is a wholly owned subsidiary of Broadwing Communications Inc., which in turn is a wholly owned subsidiary of Broadwing Inc. (f/k/a Cincinnati Bell, Inc.), an Ohio Corporation. Broadwing Inc. is a diversified telecommunications services holding company. Broadwing-CSI currently provides intrastate interexchange services in forty-eight states, including Ohio.

Broadwing-CSI received its authority to provide telecommunications services in Ohio on July 23, 1997, in Case No. 96-1300-CT-ACE, under the name IXC Long Distance, Inc. ("IXC-LD"). As the Commission was previously notified, IXC-LD's name was later changed to IXC Communications Services, Inc. and then to Broadwing Communications Services Inc. Broadwing-CSI also provides interstate and international telecommunications services pursuant to authority granted by the Federal Communications Commission.

Broadwing-CSI intends to place certain of its real property located in Ohio into a wholly owned subsidiary pursuant to the terms of a preexisting credit agreement. Broadwing-CSI and Broadwing Inc. are both named borrowers under this agreement. Pursuant to the agreement, the companies have received loans in the amount of \$1.67 billion. In addition, the agreement established credit facilities that the companies are able to draw on as needed. Under

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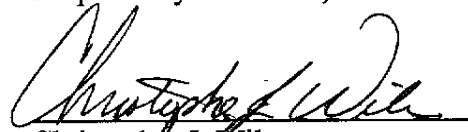
circumstances specified in the agreement, the borrowers are now required to place certain real property into a wholly owned subsidiary.

This transaction will not adversely affect the provision of telecommunications services in Ohio. Broadwing-CSI will continue to operate and remain the holder of its authorization, and the day-to-day operations of Broadwing-CSI will not be impaired. Further, all customer contracts as well as other personalty will remain with Broadwing-CSI. Thus, Broadwing-CSI's customers will not be adversely affected. Broadwing-CSI will continue to provide services to its current customers under pre-existing service arrangements and will control the wholly owned subsidiary in which its Ohio real property will be placed.

The proposed delivery of real property to a wholly owned subsidiary is in the public interest. Following the terms of the agreement will enable Broadwing-CSI to continue to benefit from the funds available under the agreement. The continued availability of those funds will facilitate Broadwing-CSI's ability to continue to provide the highest quality telecommunications services to customers in Ohio and throughout the continental United States. Thus, placing the real property into a wholly-owned subsidiary will benefit the public interest by enabling Broadwing-CSI to continue to serve its current and new customers in Ohio with a full range of competitively priced services, thereby helping to ensure healthy competition in Ohio's long distance marketplace.

Enclosed are a completed 563 Registration Form and the requisite attachments. An original and seven (7) copies of this filing are being submitted. Also enclosed is a receipt copy. Please file-stamp and return the receipt copy in the self-addressed, stamped envelope provided. If you have any questions or comments, please contact the undersigned.

Respectfully submitted,



Christopher J. Wilson

Assistant Secretary

Broadwing Communications Services Inc.

Enclosures

PUBLIC UTILITIES COMMISSION OF OHIO

RECEIVED-DOCKETING DIV

PUBLIC COMPETITIVE TELECOMMUNICATIONS SERVICE PROVIDER

JUN 12 A:10:07

563 REGISTRATION FORM
ISSUED: December 21, 1995

PUCO

In the Matter of the Application for)
Broadwing Communications Services Inc.)
to Place Certain Real Property into a)
Wholly Owned Subsidiary)

Case No. 02-1412-CT-ATR

Name of Registrant Broadwing Communications Services Inc.
Registrant's Address 1122 Capital of Texas Highway South, Austin, Texas 78746
Contact Person Jennifer Newberry (Phone - 202-429-0004)
Date June 10, 2002 TRF Docket No. 90-5730-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) See Attachment 1.
- 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) Non-applicable.
- Copy of revised tariff sheets & price lists, marked as Exhibit B. (1,3-4,6,8,10,12-16) Non-applicable.
- 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) See cover letter.
- List of Ohio counties specifically involved or affected. (1-6,8,10,16) See Attachment 2.
- 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.) See Attachment 3.
- 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) Non-applicable.
- 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:

Jennifer A. Newberry, Counsel for Broadwing Communications Inc. 1111 19th Street, Suite 406,
Washington, D.C. 20036
Tom Bosse, Associate General Counsel and Assistant Secretary for Broadwing-CSI, 201 East Fourth

Street, Cincinnati, Ohio 45201

Chris Wilson, Assistant Corporate Secretary for Broadwing-CSI, 201 East Fourth Street, Cincinnati,
Ohio 45201

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, Christopher J. Wilson, Assistant Secretary (Name and Title) for Broadwing Communications Services Inc. 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 proceeding are true and correct to the best of my knowledge.

Christopher J. Wilson
(Signature) (Date)

List of Officers and Directors

Director

Richard G. Ellenberger

Officers

Richard G. Ellenberger	President and Chief Executive Officer
Kevin W. Mooney	Chief Operating Officer
Mary E. McCann	Senior Vice President – Corporate Finance
Thomas Schilling	Senior Vice President – Finance and Administration
Jeffrey C. Smith	Chief Human Resources Officer, General Counsel and Corporate Secretary
Mark W. Peterson	Vice President and Treasurer
Gordon P. Williams	Vice President, Associate General Counsel and Assistant Corporate Secretary
Thomas W. Bosse	Assistant Corporate Secretary
Christopher J. Wilson	Assistant Corporate Secretary

Attachment 2

Broadwing Communications Services Inc.

Land Owned

867 Capital Commons Drive, Toledo, Ohio 43615 (Lucas County)

1248 Budd Street, Cincinnati, Ohio 45203 (Hamilton County)

732 Germantown Street, Dayton, Ohio 45407 (Montgomery County)

54212 Township Road, Fresno, Ohio 43824 (Coshocton County)

Land Leases

428 Reynolds Avenue, Columbus, Ohio 43202 (Franklin County)

5507 Linville Road, SE, Madison, Ohio 43055 (Licking County)

5426 Faircrest Street, SW, Perry Township, Ohio (Stark County)

1290 E. Hines Hill Road, Hudson, Ohio (Summit County)

8039 North Pyle Road, Amherst Township, Ohio 44807 (Lorain County)

1587 S. Beuna Vista, Harmony Township, Ohio (Clark County)

10215 Silica Road, North Jackson, Ohio (Jackson County)

Commercial Leases

209 W. Seventh Street, 3rd, 5th, 6th & 8th Floors, Cincinnati, Ohio 45202 (Hamilton County)

441 Vine Street, Nos. 400 & 411, Cincinnati, Ohio 45202 (Hamilton County)

1621 Euclid Avenue, Suite 438, Cleveland, Ohio 44115 (Cuyahoga County)

1621 Euclid Avenue, No. 2117, Cleveland, Ohio 44115 (Cuyahoga County)

180 East Broad Street, Level 2B, Columbus, Ohio 43215 (Franklin County)

130 West Second Street, Suite 2221, Dayton, Ohio 45402 (Montgomery County)

130 West Second Street, Suite 1107, Dayton, Ohio 45402 (Montgomery County)

319 Madison Avenue, No. 2901, Toledo, Ohio 43604 (Lucas County)

222 North Erie Street, 1st Floor, Toledo, Ohio 43624 (Lucas County)

Canal Place, Ltd., Building 17, Suite 1736, Akron, Ohio 433 (Summit County)

36 East 7th, 24th Floor, Cincinnati, Ohio 45202 (Hamilton County)

Sawmill Corporate Center, 2545 Farmers Drive, No. 230, Columbus, Ohio

2 Summit Office Park, No. 215, Independence, Ohio 44131

4750 Wesley Avenue, Cincinnati, Ohio 45212 (Hamilton County)

4850 Smith Road, Cincinnati, Ohio 45212 (Hamilton County)

Lattice Tower Leases

13348 Westley Chapel Road, Johnstown, Ohio 43031 (Licking County)

Ball Knob, Ohio (Ross County)

Easements

Newton Township, Ohio (Licking County)

Columbiana County, Ohio

Stark County, Ohio

United States of America
State of Ohio
Office of the Secretary of State

*I, J. Kenneth Blackwell, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign corporations; that said records show **BROADWING COMMUNICATIONS SERVICES INC.**, a Delaware corporation, having qualified to do business within the State of Ohio on December 12, 1994 under License No. 887838 is currently in **GOOD STANDING** upon the records of this office.*



*Witness my hand and the seal of the
Secretary of State at Columbus, Ohio
this 10th day of June, A.D. 2002*

A handwritten signature in cursive script that reads "J. Kenneth Blackwell".

Ohio Secretary of State