



Missouri Public Service Commission

Commissioners
KELVIN L. SIMMONS
Chair
CONNIE MURRAY
SHEILA LUMPE
STEVE GAW

POST OFFICE BOX 360
JEFFERSON CITY, MISSOURI 65102
573-751-3234
573-751-1847 (Fax Number)
<http://www.psc.state.mo.us>

October 23, 2001

ROBERT J. QUINN, JR.
Executive Director
WESS A. HENDERSON
Director, Utility Operations
ROBERT SCHALLENBERG
Director, Utility Services
DONNA M. KOLLIS
Director, Administration
DALE HARDY ROBERTS
Secretary/Chief Regulatory Law Judge
DANA K. JOYCE
General Counsel

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

FILED²

OCT 23 2001

Missouri Public
Service Commission

RE: Case No. TM-2001-628

Dear Mr. Roberts:

Enclosed for filing in the above-captioned case are an original and eight (8) conformed copies of an **AMENDMENT TO 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,

Robert V. Franson
Associate General Counsel
(573) 751-6651
(573) 751-9285 (Fax)
rfranson@mail.state.mo.us

RVF:ccl
Enclosure
cc: Counsel of Record

BEFORE THE PUBLIC SERVICE COMMISSION
OF THE STATE OF MISSOURI

FILED²

OCT 23 2001

Missouri Public
Service Commission

In the Matter of the Application of Qwest)
Communications Corporation and Certain)
of its Affiliates for Approval of Internal)
Corporate Restructuring)

Case No. TM-2001-628

AMENDMENT TO STAFF RECOMMENDATION

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

1. On May 15, 2001, Qwest Communications Corporation and three of its affiliates filed with the Missouri Public Service Commission (Commission) an Application for Approval of Internal Corporate Restructuring. The three affiliates of Qwest Communications corporation involved in these mergers are: LCI International Telecom Corp.; Phoenix Network, Inc.; and USLD Communications, Inc.

2. On August 23, 2001, Staff filed its Recommendation in this case.

3. On October 20, 2001, Counsel for Qwest contacted Counsel for Staff. Counsel for Qwest requested a change in the Staff Recommendation. The parties discussed changing part of Staff's Recommendation wherein Staff recommended that the Commission Order in this case direct Qwest Communications Corporation to file a revised tariff prior to the merger consummation. This tariff would consolidate the terms, conditions and prices of the LCI and Phoenix tariffs into the QCC tariff.

4. Staff hereby amends its Staff Recommendation to recommend that Qwest be ordered to promptly notify the Commission about the consummation of the merger and to file compliance tariffs within 30 days of the consummation of the merger. These compliance tariffs shall have an

effective date of 30 days from the date of filing. These compliance tariffs shall continue in all respects the terms, conditions and rates of the LCI and Phoenix tariffs that are being consolidated into the Qwest Communications Corporation tariffs. Staff further recommends that the certificates and tariffs of LCI International Telecom Corporation and Phoenix Network, Inc. be cancelled upon the effective date of the compliance tariffs of Qwest Communications Corporation.

5. The Office of Public Counsel has no objection to this Amendment to Staff's Recommendation.

6. Counsel for Qwest Communications Corporation has no objection to this request.

WHEREFORE, the Staff recommends that the Commission issue an Order approving the mergers proposed in this case consistent with Staff's Recommendation and this Amendment to Staff Recommendation.

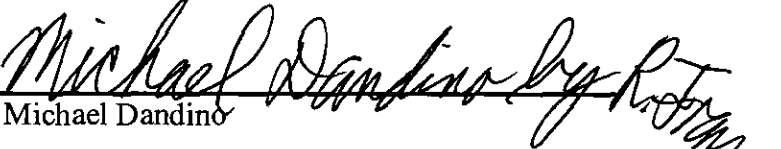
Respectfully submitted,

DANA K. JOYCE
General Counsel



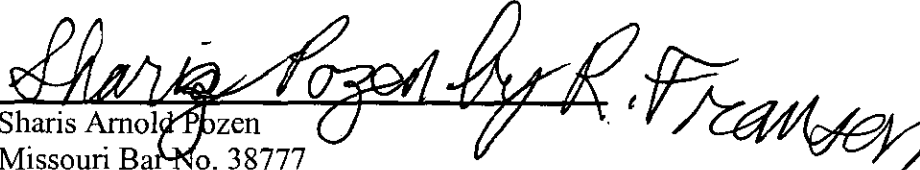
Robert V. Franson
Associate General Counsel
Missouri Bar No. 34643
Missouri Public Service Commission
P. O. Box 360
Jefferson City, MO 65102
(573) 751-6651 (Telephone)
(573) 751-9285 (Fax)

**ATTORNEY FOR THE STAFF OF THE
MISSOURI PUBLIC SERVICE COMM'N**



Michael Dandino
Missouri Bar No. 24590
Office of the Public Counsel
P.O. Box 7800
Jefferson City, MO 65102
(573) 751-5559 (Telephone)
(573) 751-5562 (Fax)

**ATTORNEY FOR THE OFFICE OF THE
PUBLIC COUNSEL**



Sharis Arnold Pozen
Missouri Bar No. 38777

Hogan & Hartson L.L.P.
555 Thirteenth Street NW
Washington, DC 20004-1109
(202) 637-5600 (Telephone)
(202) 637-5910 (Fax)

**ATTORNEY FOR QWEST
COMMUNICATIONS CORPORATION,
LCI INTERNATIONAL TELECOM
CORP., PHOENIX NETWORK, INC.,
AND USLD COMMUNICATIONS, INC.**

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 23rd day of October, 2001.

Robert V. Freeman

**Service List for
Case No. TM-2001-628
October 23, 2001 (ccl)**

**Office of the Public Counsel
P.O. Box 7800
Jefferson City, MO 65012**

**Sharis Pozen
Hogan & Hartson L.L.P.
555 Thirteenth Street, N.W.
Washington, DC 20004**