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December 10, 1999

 Southwestern Bell

FILED

DEC 10 1999

The Honorable Dale Hardy Roberts
Secretary/Chief Regulatory Law Judge
Missouri Public Service Commission
301 West High Street, Floor 5A
Jefferson City, Missouri 65101

Missouri Public
Service Commission

Re: Case No. TM-2000-366

Dear Judge Roberts:

Enclosed for filing with the Missouri Public Service Commission in the above-referenced case is an original and 14 copies of a Joint Application of Southwestern Bell Telephone Company and SBC Advanced Solutions, Inc. for Authority to Transfer Assets to SBC Advanced Solutions, Inc.

Thank you for bringing this matter to the attention of the Commission.

Very truly yours,



Anthony K. Conroy

Enclosure

cc: Attorneys of Record

DEC 10 1999

BEFORE THE PUBLIC SERVICE COMMISSION
OF THE STATE OF MISSOURI

Missouri Public
Service Commission

In the Matter of the Joint Application)
of Southwestern Bell Telephone Company)
and SBC Advanced Solutions, Inc. for)
Authority to Transfer Assets to SBC)
Advanced Solutions, Inc.)

Case No. TM-2000-366

**JOINT APPLICATION OF SOUTHWESTERN BELL TELEPHONE COMPANY
AND SBC ADVANCED SOLUTIONS, INC. FOR AUTHORITY TO
TRANSFER ASSETS TO SBC ADVANCED SOLUTIONS, INC.**

COME NOW Southwestern Bell Telephone Company (SWBT) and SBC Advanced Solutions, Inc. (SBC-ASI), and for their verified Joint Application to Transfer Assets from SWBT to SBC-ASI (Joint Application), state to the Missouri Public Service Commission (Commission) as follows:

I. Introduction and Description of the Transaction

Pursuant to this Joint Application, SWBT and SBC-ASI seek expedited¹ review and Commission approval for SWBT to transfer certain assets, which are described on Appendix 1 attached hereto, to SBC-ASI. SWBT will initially transfer the subject assets to its wholly-owned subsidiary, SWBT DSL Assets Co., which is a Delaware corporation. Once this initial transfer of assets takes place, SWBT will distribute all of its stock in SWBT DSL Assets Co. to SWBT's parent corporation, SBC Communications Inc. (SBC). Thereafter, SBC will merge SWBT DSL Assets Co. into SBC-ASI, with SBC-ASI being the surviving entity. SWBT is a Missouri corporation subject to the Commission's jurisdiction, and is authorized to provide a variety of telecommunications services in Missouri. SBC-ASI is a Delaware corporation and is authorized

¹ Contemporaneously with the filing of their Joint Application in this case, SWBT and SBC-ASI have also filed a Joint Motion to Expedite Review and Approval of their Joint Application in this case, in which SWBT and SBC-ASI request that the Commission expedite its review of and approve SWBT's and SBC-ASI's Joint Application by March 15, 2000.

to conduct business in Missouri. Like SWBT, SBC-ASI is subject to the jurisdiction of the Commission and has recently been granted a certificate of service authority by the Commission to provide intraLATA interexchange and non-switched local exchange telecommunications services.² Both SWBT and SBC-ASI are wholly owned subsidiaries of SBC Communications Inc. (SBC). Once SWBT DSL Assets Co. is merged into SBC-ASI, SBC-ASI will utilize the assets which are the subject of this Joint Application, along with other assets to provide both interstate and intrastate advanced services in Missouri.

As described in SBC-ASI's application for a certificate authority to provide advanced services in Case No. TA-2000-260, the advanced services which SBC-ASI will provide in Missouri include such current services (and any future services of similar application and scope) as ADSL, IDSL, and xDSL, Frame Relay, Cell Relay and VPOP-Dial Access Service that rely on packetized technology, and which have the capability of transmission speeds of at least 56 kilobits per second in both the transmit and receive direction. Advanced services do not include data services that are not primarily based on packetized technology, such as ISDN, X.25-based and x.75-based packet technologies, or circuit switched services of any type. SBC-ASI will provide such advanced services to residential, business, government and to other telecommunications entities (where appropriate) with 24 hour, seven day a week availability. SBC-ASI will provide intrastate advanced services under authority granted by the Commission, and interstate advanced services under authority of the Federal Communications Commission. SBC-ASI will begin providing advanced services by accepting the assignment and transfer from SWBT of all customers currently receiving such services from SWBT. SWBT estimates that less than 25 customers currently receive intrastate advanced services from SWBT in Missouri.

² Case No. TA-2000-260

The transfer of assets for which SWBT and SBC-ASI seek Commission approval pursuant to this Joint Application, as well as the assignment and transfer of advanced services customers from SWBT to SBC-ASI, is necessary to comply with the terms and conditions required by the Federal Communications Commission (FCC) in CC Docket No. 98-141, relating to the merger of SBC and Ameritech. These merger conditions, which were attached to SBC-ASI's application for a certificate of service authority in Case No. TA-2000-260, include several provisions intended to promote the equitable, non-discriminatory, and efficient deployment of advanced services. One of the merger conditions requires SBC/Ameritech, for at least three and one-half years, to maintain a separate affiliate or affiliates to provide advanced services in the 13-state area where SBC/Ameritech operates as an incumbent LEC. In Missouri, SBC-ASI is the separate affiliate which will provide such advanced services.

SWBT and SBC-ASI will comply with the FCC's affiliate transaction rules in connection with the transfer of assets described herein. Pursuant to the FCC's affiliate transaction rules, SWBT will record the greater of the net book value or the fair market value of the assets transferred to SWBT DSL Assets Co. An independent third party will determine the fair market value of the assets, which will in turn be compared to the net book value of the assets to be transferred. SWBT and SBC-ASI will provide this information to the Commission's Staff after the analysis has been completed. SWBT estimates the net book value of the assets located in Missouri which will be transferred to SWBT DSL Assets Co. and which will eventually be utilized by SBC-ASI to provide advanced services in Missouri will not exceed \$10 million.

The transfer of assets contemplated by this application will have no impact on the rates, terms, conditions, or quality level of telecommunications services presently provided by SWBT to its retail customers in Missouri. SWBT is subject to price cap regulation in Missouri pursuant

to Section 392.245 RSMo (1998 Supp.) and, as a result, its retail prices may not be increased to recover any potential additional costs which might result from the transfer of assets from SWBT to SBC-ASI. Furthermore, as described herein, SWBT's current intrastate advanced services customers (which SWBT believes to be less than 25 customers) will be transferred to SBC-ASI, and once this transfer of customers takes place and SBC-ASI begins offering advanced services in Missouri, SWBT will no longer offer or provide such services in Missouri. Similarly, SWBT does not anticipate that the transfer of assets will result in any increase in the costs upon which its wholesale rates are based, but in any event, the Commission retains full authority under Section 252 of the federal Telecommunications Act of 1996 to establish prices for any unbundled network elements if the parties are unable to negotiate an agreement. Accordingly, this Commission can ensure that this transfer of assets will not result in increased wholesale rates.

Nor will this transfer of assets result in increased rates for the few SWBT intrastate customers where advanced services will be provided by SBC-ASI. The proposed tariffs of SBC-ASI, which are currently pending approval at the Commission, contemplate that SBC-ASI will provide advanced services at the same prices, as well as other major terms and conditions, as currently offered by SWBT, once the transfer of assets occurs.

II. Information Required Pursuant to 4 CSR 240-2.060(1).³

1. Pursuant to the requirement of Commission rule 2.060(1)(A), the joint applicants' legal names are Southwestern Bell Telephone Company and SBC Advanced Solutions, Inc. SWBT is a Missouri corporation duly authorized to conduct business in Missouri with its principal place of business located at One Bell Center, St. Louis, Missouri 63101. SBC-ASI is a Delaware corporation duly authorized to conduct business in Missouri with its principal place of

³ As used herein, all citations to the Commission's rules are to 4 CSR 240-.

business located at 1010 St. Mary's Street, San Antonio, Texas 78215. As described above, upon Commission approval of this Joint Application, SWBT will initially transfer the assets which are the subject of this Joint Application to SWBT DSL Assets Co. SWBT DSL Assets Co. is a Delaware corporation.

2. Pursuant to the requirement of Commission rule 2.060(1)(B), SWBT is a "local exchange telecommunications company" and a "public utility" and is authorized to and does provide "telecommunications service" within the state of Missouri, as each of those terms are defined in §386.020 RSMo (1998). SBC-ASI has been granted a certificate of service authority to provide intrastate, interexchange and non-switched local exchange telecommunications services in Missouri by the Commission. SBC-ASI will provide such services in Missouri upon Commission approval of its tariffs.

3. Pursuant to the requirement of Commission rule 2.060(1)(C), all correspondence, communications and orders and decisions of the Commission in this matter should be sent to SWBT as follows:

Paul G. Lane
Leo J. Bub
Anthony K. Conroy
Katherine C. Swaller
Attorneys for Southwestern Bell Telephone Company
One Bell Center, Room 3518
St. Louis, Missouri 63101
314-235-6060 (Telephone)
314-247-0014 (Facsimile)

All correspondence, communications and orders and decisions of the Commission in this matter should be sent to SBC-ASI as follows:

James M. Fischer
James M. Fischer, P.C.
101 West McCarty, Suite 215
Jefferson City, Missouri 65101
573-636-6758 (Telephone)
573-636-0383 (Facsimile)

with a copy to:

SBC Advanced Solutions, Inc.
1010 N. St. Mary's Street, Room 1407
San Antonio, TX 78215

4. Pursuant to the requirement of Commission rule 2.060(1)(D), SWBT and SBC-ASI submit their Joint Application in this case seeking Commission authority under §392.300 RSMo (1994) to transfer certain advanced services assets from SWBT to SBC-ASI. As described above, the assets which are the subject of this Joint Application will initially be transferred to SWBT DSL Assets Co. After the Commission approves SWBT's and SBC-ASI's Joint Application in this case, SWBT will distribute all of the outstanding stock in SWBT DSL Assets Co., Inc. to SWBT's parent corporation, SBC. Thereafter, SBC will merge SWBT DSL Assets Co. into SBC-ASI. SBC-ASI will be the surviving corporation and the entity which will offer advanced services in Missouri.

5. Pursuant to the requirement of Commission rule 2.060(1)(E), the relief requested by SWBT and SBC-ASI, as more fully described herein, is Commission authority to transfer certain assets currently used by SWBT to provide advanced services to SWBT DSL Assets Co., which assets will be utilized by SBC-ASI to provide advanced services in Missouri. As described above, a description of the assets which SWBT and SBC-ASI seek authority to transfer is attached hereto as Appendix 1.

6. Pursuant to the requirement of Commission rule 2.060(1)(F), this Joint Application has been subscribed and verified under oath by authorized officers of each corporate

applicant. These officers' verifications are attached to this Joint Application as Appendix 2 and 3, respectively.

III. Information Required Pursuant to Commission Rule 2.060(5).⁴

7. Pursuant to the requirement of Commission rule 2.060(5)(A), Appendix 1 to this Application contains a description of the property which SWBT and SBC-ASI seek Commission authority to transfer from SWBT to SWBT DSL Assets Co. SWBT will conduct an inventory of the specific assets it will transfer to SWBT DSL Assets Co. and will provide a list of such assets to the Commission prior to the Commission making a final determination on this Joint Application. No franchises, permits, operating rights or certificates of convenience or necessity are directly involved in the proposed transfer of assets from SWBT to SWBT DSL Assets Co. As described above, SBC-ASI has already received a certificate of service authority and competitive classification from the Commission, and has filed proposed tariffs relating to the intrastate advanced services it will offer in Missouri.

8. Pursuant to the requirement of Commission rule 2.060(5)(B), Appendix 4 to this Application is a copy of the agreement between SWBT and SWBT DSL Assets Co., pursuant to which the assets which are the subject of this Joint Application will be transferred from SWBT to SWBT DSL Assets Co.

⁴ Pursuant to Commission rule 2.060(5)(H), SBC-ASI, which has been classified a competitive telecommunications company pursuant to Section 392.361 RSMo, is exempt from the requirements of Commission rules 2.060(5)(A)-(E). SBC-ASI will hold the certificate of service authority for and will provide advanced services in Missouri. SBC-ASI will provide such services pursuant to the proposed tariffs which SBC-ASI has filed in Case No. TA-2000-260. SBC-ASI has no pending or final judgments or decisions against it from any state or federal agency which involve customer service or rates.

9. Pursuant to the requirement of Commission rule 2.060(5)(C), Appendix 5 to this application is a certified copy of the consent of the board of directors of SWBT, authorizing the transfer of assets which is the subject of this application from SWBT to SWBT DSL Assets Co.

10. Pursuant to the requirement of Commission rule 2.060(5)(D), as described herein, the proposed transfer of assets from SWBT to SWBT DSL Assets Co., and SBC-ASI's use of these assets to provide advanced services in Missouri on a structurally separate basis will not be detrimental to the public interest. As determined by the FCC in CC Docket No. 98-141, it will be in the public interest for a separate affiliate to provide advanced services in states in which SBC/Ameritech subsidiaries operate as an incumbent LEC. Offering advanced services through a structurally separate affiliate will promote the equitable, nondiscriminatory, and efficient deployment of advanced services. SWBT will deal with SBC-ASI on an arms-length, non-discriminatory basis, modeled upon the structural separation requirements for interLATA services contained in Section 272 of the Act, as described in the merger conditions attached to SBC-ASI's application for a certificate of service authority in Case No. TA-2000-260.

SWBT will continue to comply with all applicable FCC affiliate transaction rules, both in connection with the initial transfer of assets to SWBT DSL Assets Co. and in all subsequent transactions with SBC-ASI.⁵

11. As described above, the transfer of assets which is the subject of this Application will have no impact on any retail rates charged by SWBT and will be transparent to SWBT's retail customers in Missouri. Nor does SWBT anticipate that the proposed transfer will cause its rates to wholesale customers to increase, but, in any event, the Commission retains control over the rates charged by SWBT pursuant to the arbitration provisions of Section 252 of the federal

⁵ See, 47 CFR §32.27.

Telecommunications Act of 1996. SWBT will retain sufficient facilities and personnel to provide all telecommunications services it currently provides (other than advanced services, which SWBT will no longer provide once SBC-ASI begins offering such services).

12. As described in paragraph 7 of this application, SWBT has not completed its inventory of the specific assets located in Missouri which it will transfer to SBC-ASI. With respect to the requirement of Commission rule 2.060(5)(G), however, the transfer of assets located in Missouri from SWBT to SBC-ASI will not have a material negative impact on the tax revenues of any political subdivision of Missouri.

WHEREFORE, Southwestern Bell Telephone Company and SBC-Advanced Solutions, Inc. respectfully request that the Commission issue an Order authorizing the transfer of assets as described in this Joint Application to SBC-ASI.

Respectfully submitted,

SOUTHWESTERN BELL TELEPHONE
COMPANY

SBC ADVANCED SOLUTIONS, INC.

BY Anthony Conroy
PAUL G. LANE #27011
LEO J. BUB #34326
ANTHONY K. CONROY #35199
KATHERINE C. SWALLER #34271
Attorneys for Southwestern Bell Telephone
Company
One Bell Center, Room 3516
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BY James M. Fischer
JAMES M. FISCHER, ESQ. #27543
JAMES M. FISCHER, P.C.
Attorney for SBC Advanced Solutions, Inc.
101 West McCarty, Suite 215
Jefferson City, Missouri 65101
573-636-6758 (Telephone)
573-636-0383 (Facsimile)

Appendix 1

ATTACHMENT A

Asset Transfer

The following types of support assets and official communications equipment to be used by ASI employees will be transferred:

		Estimated Transfer <u>For MO</u>
151C	Motor Vehicles	\$ 180K
52C	Garage & Motor Vehicle Shop Equipment	2K
60C	Tools and Other Work Equipment	71K
253C	Special Tools and Work Equipment	1K
20C	Office & Storeroom Furniture	5K
106C	Office Support Equipment	6K
370C	Mini Computers	374K
570C	Personal Computers	28K

Asset Transfer - continued

		Estimated Transfer <u>For MO</u>
116C	Data Terminal Apparatus & Connection	\$ 10K
156C	Optical Fiber Building Distribution System	1K
186C	Digital Private Branch Exchangers (PBX)	4K
196C	Misc Non-PBX Equipment	61K
	TOTAL	\$743K

Asset Transfer - continued

The following network assets associated with the provision of Advanced Data Services will also be transferred from SWBT to ASI:

		Estimated Transfer <u>For MO</u>
57C	Analog Circuit Equipment	\$ 3K
257C	Digital Loop Electronics	23K
357C	Other Digital Circuit Equipment	175K
377C	Digital Electronic Switching	4,260K
	TOTAL	\$4,461K

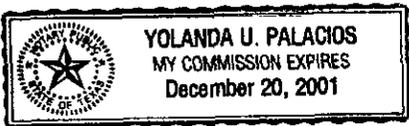
VERIFICATION OF JOINT APPLICATION

I, Wayne S. Alexander, an Officer of Southwestern Bell Telephone Company and pursuant to 4 CSR 240-2.060(F), hereby swear and affirm that I am authorized to speak on behalf of the Applicant Southwestern Bell Telephone Company and to attest to the veracity of the statements contained in this Joint Application.

WS Alexander
Name

State of Texas)
County of Bexar) SS

I, Yolanda U. Palacios, a Notary Public do hereby certify that on this 8 day of December, 1999, personally appeared before me WAYNE S. Alexander who declared that all of the information contained herein above is true, to the best of his knowledge and belief.



Yolanda U. Palacios
Notary Public

My Commission Expires:

12-20-01

ASSET TRANSFER AGREEMENT

This Agreement is made and entered into as of the 7th day of December 1999, by and between Southwestern Bell Telephone Company ("SWBT"), a Missouri corporation, and SWBT DSL Asset Co. ("SWBT Asset Co."), a Delaware Corporation.

WHEREAS, SWBT is the owner of certain property consisting of DSL and other Advanced Services assets, together with ancillary supporting equipment, (collectively, the "Property") as referenced on Attachment A;

WHEREAS, SWBT is the sole shareholder of SWBT Asset Co.;

WHEREAS, SWBT desires to transfer to SWBT Asset Co., and SWBT Asset Co. desires to receive from SWBT, the Property, upon the terms set forth herein:

NOW, THEREFORE, SWBT AND SWBT Asset Co. agree as follows:

1. Upon receipt of all appropriate regulatory approvals, if any, SWBT agrees to transfer the Property to SWBT Asset Co. Attachment A hereto is a list of the assets comprising the Property, including the net book value of the assets.
2. SWBT Asset Co. agrees to acknowledge receipt of the Property in writing.
3. If SWBT or SWBT Asset Co. determines that Attachment A was inaccurate in the description of the Property or in its representation of the net book value of the assets, then Attachment A will be revised to correct the error, and SWBT will take all steps necessary to comply, if required, with applicable state or federal regulations governing the transaction.
4. SWBT will make all appropriate bookkeeping entries relating to the transfer of Property, including the recording of the greater of net book value and fair market value of the transferred assets, pursuant to applicable affiliate transaction requirements imposed by the Federal Communications Commission.

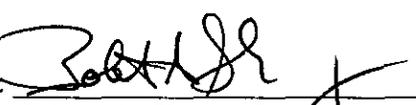
IN WITNESS WHEREOF, SWBT and SWBT Asset Co. have caused this Agreement to be executed in duplicate counterparts, each of which will be deemed an original instrument, by their duly authorized representatives as of the date set forth above.

SOUTHWESTERN BELL
TELEPHONE COMPANY

SWBT DSL ASSET CO.

By: 

Wayne S. Alexander
President and Chief Executive Officer

By: 

Robert A. Shives, Jr.
President and Secretary

ATTACHMENT A

Asset Transfer

The following types of support assets and official communications equipment to be used by ASI employees will be transferred:

		Estimated Transfer <u>For MO</u>
151C	Motor Vehicles	\$ 180K
52C	Garage & Motor Vehicle Shop Equipment	2K
60C	Tools and Other Work Equipment	71K
253C	Special Tools and Work Equipment	1K
20C	Office & Storeroom Furniture	5K
106C	Office Support Equipment	6K
370C	Mini Computers	374K
570C	Personal Computers	28K

Asset Transfer - continued

		Estimated Transfer <u>For MO</u>
116C	Data Terminal Apparatus & Connection	\$ 10K
156C	Optical Fiber Building Distribution System	1K
186C	Digital Private Branch Exchangers (PBX)	4K
196C	Misc Non-PBX Equipment	61K
	TOTAL	\$743K

Asset Transfer - continued

The following network assets associated with the provision of Advanced Data Services will also be transferred from SWBT to ASI:

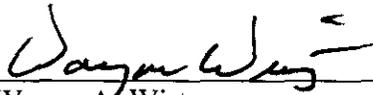
		Estimated Transfer <u>For MO</u>
57C	Analog Circuit Equipment	\$ 3K
257C	Digital Loop Electronics	23K
357C	Other Digital Circuit Equipment	175K
377C	Digital Electronic Switching	4,260K
	TOTAL	\$4,461K

SOUTHWESTERN BELL TELEPHONE COMPANY

SECRETARY'S CERTIFICATE

I, Wayne A. Wirtz, do hereby certify that I am the duly appointed, qualified and acting Assistant Secretary of Southwestern Bell Telephone Company, a Missouri corporation, and have custody of the records and seal of said corporation; and I further certify that attached hereto as Exhibit A is a true, complete and correct copy of corporate resolutions duly adopted by the Executive Committee of the Board of Directors on December 7, 1999, and said resolutions have not been modified, amended or rescinded and remain in full force and effect on the date hereof.

IN WITNESS WHEREOF, I have hereunto affixed my signature and the seal of said corporation as of this 8th day of December, 1999.



Wayne A. Wirtz
Assistant Secretary



EXHIBIT A

CONSENT OF THE EXECUTIVE COMMITTEE
OF THE BOARD OF DIRECTORS OF
SOUTHWESTERN BELL TELEPHONE COMPANY

THE UNDERSIGNED, being all of the members of the Executive Committee of the Board of Directors of Southwestern Bell Telephone Company (the "Company"), a Missouri corporation, hereby each consent to and deem it advisable to adopt and hereby do adopt the following resolutions, without a meeting, which consents shall have the same force and effect as a unanimous vote at a meeting duly held:

WHEREAS, the Company desires to transfer and convey the Company owned property, attributable to Company operations in the State of Missouri, consisting of DSL and other Advanced Services assets, and supporting ancillary equipment ("DSL Assets"), to its wholly-owned subsidiary, SWBT DSL Asset Co.;

WHEREAS, the Company intends, upon obtaining regulatory approval for the transfer of the assets, to distribute all of the Company's stock in SWBT DSL Asset Co. to SBC Communications Inc. (SBC);

WHEREAS, subsequent to the distribution of the Company's stock in SWBT DSL Asset Co. to SBC, SWBT DSL Asset Co. proposes to merge with SBC Advanced Solutions, Inc. with the surviving entity being SBC Advanced Solutions, Inc.;

WHEREAS, the purpose of the transfer is to permit the centralization of DSL assets; and

NOW THEREFORE, it is

RESOLVED, that effective December 7, 1999, the Company, upon obtaining the necessary regulatory approvals, authorizes the proper officers of the Company to transfer and convey the Company owned property consisting of DSL assets, together with ancillary supporting equipment as substantially referenced on Attachment A, to its wholly-owned subsidiary, SWBT DSL Asset Co., upon such terms and conditions as they deem proper and convenient; and

RESOLVED FURTHER, that the proper officers of the Company are authorized to execute and deliver any and all documents, instruments and agreements and to take such other or further actions as they shall deem necessary or desirable to fully effectuate the foregoing resolutions.

ATTACHMENT A

Asset Transfer

The following types of support assets and official communications equipment to be used by ASI employees will be transferred:

		Estimated Transfer <u>For MO</u>
151C	Motor Vehicles	\$ 180K
52C	Garage & Motor Vehicle Shop Equipment	2K
60C	Tools and Other Work Equipment	71K
253C	Special Tools and Work Equipment	1K
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Asset Transfer - continued

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116C	Data Terminal Apparatus & Connection	\$ 10K
156C	Optical Fiber Building Distribution System	1K
186C	Digital Private Branch Exchangers (PBX)	.4K
196C	Misc Non-PBX Equipment	61K
	TOTAL	\$743K

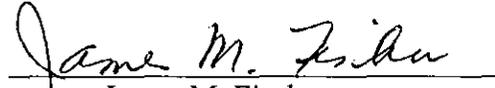
Asset Transfer - continued

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57C	Analog Circuit Equipment	\$ 3K
257C	Digital Loop Electronics	23K
357C	Other Digital Circuit Equipment	175K
377C	Digital Electronic Switching	4,260K
	TOTAL	\$4,461K

CERTIFICATE OF SERVICE

Copies of this document were served on the following parties by hand-delivery on December 10, 1999.


James M. Fischer

DAN JOYCE
MISSOURI PUBLIC SERVICE COMMISSION
301 W. HIGH STREET, SUITE 530
JEFFERSON CITY, MO 65101

MARTHA HOGERTY
OFFICE OF THE PUBLIC COUNSEL
301 W. HIGH STREET, SUITE 250
JEFFERSON CITY, MO 65101