

TE-2000-658

FILED

AUG 15 2000

Missouri Public  
Service Commission

TCG ST. LOUIS

(Full Company Name)

19 99

**INTEREXCHANGE TELECOMMUNICATIONS  
COMPANY**

(For Non-Rate Base Regulated Companies)

**ANNUAL REPORT**

**TO THE**

**MISSOURI PUBLIC SERVICE COMMISSION**

Annual Report of TCG ST LOUIS for the year ended December 31, 19 99.

1. State in full the exact 'certificated' name of the Interexchange Telecommunications Company: TCG ST LOUIS
2. State in full the exact mailing address of the Interexchange Telecommunications Company:  
1 CITY PLACE  
SUITE 200  
ST LOUIS, MO 63141
3. State in full the exact street address of the Interexchange Telecommunications Company:  
1 CITY PLACE  
SUITE 200  
ST LOUIS, MO 63141
4. State in full the name, telephone number and street address of the individual to contact concerning this report:  
JAMES F. DIONNE - REGULATORY CONTROLLER  
340 MT KEMBLE  
MORRISTOWN, NJ 07960-0000      973 326 2810
5. State in full the name, telephone number, and street address of the individual to contact concerning this company's interexchange telecommunications operations:  
FRANCESCA VIOLANTE - REGULATORY COMPLIANCE  
II TELEPORT DRIVE  
S.I. NY 10311      TEL: 718 355 2282
6. State the location where the principal books and records are kept:  
TELEPORT COMMUNICATIONS GROUP, INC.  
2 TELEPORT DRIVE, STATEN ISLAND NY 10311
7. This Interexchange Telecommunications Company is a (circle one):  
Corporation      Partnership      Sole Proprietorship      Other (explain) \_\_\_\_\_
8. Date of incorporation or other original organization: N/A
9. Date of certification by the Missouri Public Service Commission and associated case number:

AUTHORITY TO TRANSFER ASSETS AND CERTIFICATES OF TCG AMERICA, INC. TO TCG ST LOUIS BY CASE # TM 95-422 ON 10/23/95

10. Under the laws of what state is the Interexchange Telecommunications Company organized:

NEW YORK

11. Provide the name and address of the firm that last audited the books and records and the date of the audit. In addition, list all audit firms used in the last five years and reason for any change of auditing firms:

PRICEWATERHOUSECOOPERS, 1301 AVE OF THE AMERICAS, NY, NY 10019-6013.  
THE AUDIT HAD BEEN DONE BY DELOITTE+TOUCHE UNTIL TCG  
WAS ACQUIRED BY AT&T. (FIRST YR OF AUDIT WAS 12/31/98)

12. Originating Interexchange Telecommunications Company service is provided to (check one):

All 50 states or,  Limited to specific states (Please list alphabetically).

MISSOURI

13. Whether a corporation or not, give the particulars called for below concerning the principal general officers of the Interexchange Telecommunications Company at the end of the year:

Title of General Officer	Name of Person Holding Office	Daytime Phone	Date Office Was Assumed
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SEE ATTACHMENT NO. 1

General Officers of the Interexchange Telecommunications Company at the end of the year:  
P. 2

**TCG ST. Louis**

<b>Title of General Officer</b>	<b>Name of Person Holding Office</b>	<b>Daytime Phone</b>
President	R. R. Harrison, III	908 234-5200
Vice-President-Engineering	Ronald H. Shurter	908 234-7500
Vice-President-Operations	Kevin Peters	732 392-3639
Vice-President and General Counsel	Tom Dagger	908 221-2258
Vice-President-Real Estate	S.M. Brazzell	908 630-2444
Treasurer	E.M. Dwyer	908 221-8222
Assistant Treasurer	E.A. Harris	908 221-5262
Chief Financial Officer	J. Dionne	973 326-2810
Secretary	R.S. Feit	908 221-4022
Assistant Secretary-Real Estate	Christopher Vrana	908 630-2193
Assistant Secretary-Real Estate	George Foss	908 630-2192
Assistant Secretary-Treasury	James Li	908 630-1429
Assistant Secretary-Treasury	Paul Riley	908 221-6437
Assistant Secretary-Treasury	Brian Stuhr	908 630-1430
Assistant Secretary-Tax	Ephraim Brecher	973 644-1200
Assistant Secretary-Tax	Antoinette Duah	973 644-1224
Assistant Secretary-Tax	Jeff Tutnauer	201 644-1290
Assistant Secretary-Tax	Gary Wiggins	973 644-1380

TCG St. Louis, a NY partnership, and a TCG St. Louis Holdings Inc., a Missouri corporation, formerly known as TCG Teleport of St. Louis, Inc.

14. Provide the following information concerning the directors of the Interexchange Telecommunications Company:

Name of Director	Address
SAME AS #11	
SEE ATTACHMENT NO. 1	

15. Provide the following information concerning the five largest shareholders, partners, or other owners of the Interexchange Telecommunications Company:

Name of Owner	Address	Percent Ownership
TELEPORT COMMUNICATIONS GROUP, INC. HOLDS A DIRECT 12.4% INTEREST IN TCG ST LOUIS; 100% OF THE STOCK OF TCG ST LOUIS HOLDINGS, INC; WHICH HOLDS 26.8% INTEREST IN TCG ST. LOUIS; AND DIRECTLY OR INDIRECTLY HOLDS 100% OF THE PARTNERSHIP INTERESTS IN TCEP, WHICH HOLDS A 60.8% INTEREST IN TCG ST LOUIS.		

16. Please provide a listing of all corporations, business trusts, partnerships or similar organizations which are in any way related to the Interexchange Telecommunications Company.

NONE - TCG DOES BUSINESS IN THE NAME OF TCG ST LOUIS.

17. Please provide a description of ALL MATERIAL extraordinary items which affected the total company Interexchange Telecommunications Company's operations during the past year. In addition, for company operations affecting Missouri, please include a listing of all consolidations, reorganizations, major plant changes and lawsuits.

TCG ST LOUIS CONTINUES TO BE A PARTNERSHIP THAT IS WHOLLY OWNED BY SUBSIDIARIES OF TELEPORT COMMUNICATIONS GROUP INC. TELEPORT COMMUNICATIONS GROUP INC WAS ACQUIRED BY AT&T CORP IN A TRANSACTION WHICH CLOSED ON JULY 23, 1998.

TCG ST LOUIS DID NOT EXPERIENCE ANY CONSOLIDATIONS, REORGANIZATIONS, MAJOR PLANT CHANGES AND LAWSUITS FOR THE YEAR OF 1999.

18. Please provide the following information concerning TOTAL COMPANY operations:

**ASSETS**

Interexchange Telecommunications Company Plant in Service.....	§	*****
Depreciation Reserve .....	§	*****
Net Interexchange Telecommunications Company Plant .....	§	*****
Other Telecommunications Company Assets (Net) .....	§	*****
Other Fixed Assets (Net) .....	§	*****
Cash and Other Working Funds.....	§	*****
Other Assets .....	§	*****
Total Assets .....	§	*****

**LIABILITIES & OWNERS' EQUITY**

**EQUITY**

Capital Stock.....	§	*****
Retained Earnings .....	§	*****
Proprietary Capital.....	§	*****
Other Equity (explain) .....	§	*****

**LIABILITIES**

Long Term Debt .....	§	*****
Short Term Debt .....	§	*****
Deferred Taxes .....	§	*****
Other Liabilities .....	§	*****
Total Liabilities & Owners' Equity.....	§	*****

Notes to Balance Sheet (use additional sheets as necessary) \_\_\_\_\_  
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\*\*\*\*\* DENOTES HIGHLY CONFIDENTIAL MATERIAL THAT HAS BEEN FILED UNDER SEAL

19. Please provide the following information concerning TOTAL COMPANY operations.

INCOME STATEMENT

	Total Company
Operating Revenues from Telecommunications Operations.....	\$- *****
Other Revenues.....	\$- *****
 Total Revenues.....	 \$- *****
 Access Charge Fees Paid for Telecommunications Operations.....	 \$- *****
Other Operation and Maintenance Expenses.....	\$- *****
Depreciation Expense.....	\$- *****
Operating Taxes.....	\$- *****
Income Taxes.....	\$- *****
Interest Expense.....	\$- *****
 Total Expenses.....	 \$- *****
 Net Income.....	 \$- *****

Notes to Income Statement (use additional sheets as necessary) \_\_\_\_\_  
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\*\*\*\*\*DENOTES HIGHLY CONFIDENTIAL MATERIAL THAT HAS BEEN FILED UNDER SEAL

20. Please provide the following information concerning TOTAL COMPANY financial operations:

STATEMENT OF CASH FLOWS

Sources of Cash:

Net Income .....	\$	*****
Depreciation Accruals .....	\$	*****
Deferred Taxes .....	\$	*****
Interest Charged to Construction .....	\$	*****
Issuance of Long-Term Debt .....	\$	*****
Issuance of Stock .....	\$	*****
Net Increase in Short-Term Debt .....	\$	*****
Sale of Assets .....	\$	*****
Contributions from Associated or Subsidiary Companies .....	\$	*****
Net Decrease in Working Capital .....	\$	*****
Other (explain) <i>DEFERRED CHARGES</i> .....	\$	*****
Other (explain) <i>ACCOUNTS RECEIVABLE</i> .....	\$	*****
Other (explain) <i>AFFILIATES / ACCOUNTS PAYABLE</i> .....	\$	*****
 Total Sources of Cash .....	 \$	 *****

Application of Cash:

Gross Additions to Interexchange Telecommunications Co. Plant .....	\$	*****
Gross Additions to Other Operations .....	\$	*****
Dividends .....	\$	*****
Retirement of Long-Term Debt .....	\$	*****
Retirement of Short-Term Debt .....	\$	*****
Repurchase of Stock .....	\$	*****
Investments In or Advances to Associated & Subsidiary Companies .....	\$	*****
Purchase of Other Assets .....	\$	*****
Net Increase in Working Capital .....	\$	*****
Other (explain) <i>OTHER ASSETS</i> .....	\$	*****
Other (explain) .....	\$	*****
Other (explain) .....	\$	*****
 Total Application of Cash .....	 \$	 *****

VERIFICATION

The foregoing report must be verified by the oath of the President or chief officer of the company. The oath required may be taken before any person authorized to administer an oath by the laws of the State in which the same is taken.

OATH

STATE OF New York  
COUNTY OF Richmond } ss:

James F. Dionne makes oath and says that  
(Insert here the name of the affiant.)

he is REGULATORY CONTROLLER  
(Insert here the official title of the affiant.)

of TCG ST LOUIS  
(Insert here the exact legal title or name of the respondent.)

that he has examined the foregoing report; that to the best of his knowledge, information, and belief, all statements of fact contained in the said report are true and the said report is a correct statement of the business and affairs of the above-named respondent in respect to each and every matter set forth therein during the period from and including

JANUARY 1, 1999, to and including DECEMBER 31, 1999.

[Signature]  
(Signature of affiant.)

Subscribed and sworn to before me, a Notary Public in and for the  
State and county above named, this 19 day of April, 2000

My commission expires December 17, 2000

Lori A. Donohue  
(Signature of officer authorized to administer oaths.)

LORI A DONOHUE  
Notary Public, State of New York  
No. 43-4975675  
Qualified in Richmond County  
Commission Expires December 17, 2000

TE-2000-658

FILED

AUG 15 2000

TCG ST. LOUIS, INC.

12 MONTHS ENDED DECEMBER 31, 1999

Missouri Public  
Service Commission

ALTERNATIVE BASIC  
LOCAL EXCHANGE CARRIER  
(ABLEC)

ANNUAL REPORT

TO THE

MISSOURI PUBLIC SERVICE COMMISSION

Annual Report of TCG ST LOUIS for the year ended 12/31/99  
(Full Company Name)

1. State in full the exact 'certificated' name of the Company:  
TCG ST LOUIS
2. State in full the exact mailing address of the Company:  
1 CITY PLACE  
SUITE 200  
ST LOUIS, MO 63141
3. State in full the exact street address of the Company:  
1 CITY PLACE  
SUITE 200  
ST LOUIS, MO 63141
4. State in full the name, telephone number and street address of the individual to contact concerning information contained in this report:  
JAMES F. DIANE - REGULATORY CONTROLLER  
340 MT. KEMBLE  
MORRISTOWN, NJ 07960-0000 973 326 2810
5. State in full the name, telephone number, and street address of the individual to contact concerning this company's local exchange operations:  
FRANCESCA VIOLANTE - COMPLIANCE COORDINATOR  
II TELEPORT DRIVE  
SI, NY 10311 718 355-2282
6. State the location (street address) where the principal books and records are kept:  
TELEPORT COMMUNICATIONS GROUP, INC.  
2 TELEPORT DRIVE  
STATEN ISLAND, NY 10311
7. This Company is a (circle one):  
Corporation Partnership Proprietorship Other (explain) \_\_\_\_\_
8. Under the laws of what state is this Company organized:  
NEW YORK

Annual Report of TCG ST LOUIS for the year ended 12/31/99

9. Provide the name and address of the firm that last audited the books and records and the date of the audit. In addition, list all audit firms used in the last five years and reason for any change of auditing firms:

AT&T, WHICH WHOLLY OWNS TCG ST LOUIS THROUGH AT&T LOCAL SERVICES (FORMERLY TELEPORT COMMUNICATIONS GROUP INC.), IS AUDITED BY PRICEWATERHOUSE COOPERS, 1301 AVE OF THE AMERICAS, NY, NY 10019-6013. THE AUDIT HAD BEEN DONE BY DELOITTE+TOUCHE UNTIL TCG WAS ACQUIRED BY AT&T. (FIRST YR. OF AUDIT WAS 12/31/98.

10. Originating ABLEC service is provided in (please list states alphabetically):

MISSOURI

11. Whether a corporation or not, give the particulars called for below concerning the principal general officers of the ABLEC during the reporting period:

Title of General Officer	Name of Person Holding Office	Daytime Phone	Date Office Was Assumed
<u>* SEE ATTACHMENT NO. 1.</u>			

General Officers of the ABLEC during the reporting period:

P. 2

**TCG ST. LOUIS**

<b>Title of General Officer</b>	<b>Name of Person Holding Office</b>	<b>Daytime Phone</b>
President	R. R. Harrison, III	908 234-5200
Vice-President-Engineering	Ronald H. Shurter	908 234-7500
Vice-President-Operations	Kevin Peters	732 392-3639
Vice-President and General Counsel	Tom Dagger	908 221-2258
Vice-President-Real Estate	S.M. Brazzell	908 630-2444
Treasurer	E.M. Dwyer	908 221-8222
Assistant Treasurer	E.A. Harris	908 221-5262
Chief Financial Officer	J. Dionne	973 326-2810
Secretary	R.S. Feit	908 221-4022
Assistant Secretary-Real Estate	Christopher Vrana	908 630-2193
Assistant Secretary-Real Estate	George Foss	908 630-2192
Assistant Secretary-Treasury	James Li	908 630-1429
Assistant Secretary-Treasury	Paul Riley	908 221-6437
Assistant Secretary-Treasury	Brian Stuhr	908 630-1430
Assistant Secretary-Tax	Ephraim Brecher	973 644-1200
Assistant Secretary-Tax	Antoinette Duah	973 644-1224
Assistant Secretary-Tax	Jeff Tutnauer	201 644-1290
Assistant Secretary-Tax	Gary Wiggins	973 644-1380

TCG St. Louis, a NY partnership, and a TCG St. Louis Holdings Inc., a Missouri corporation, formerly known as TCG Teleport of St. Louis, Inc.

12. Provide the following information concerning the directors of the Company:

Name of Director	Address
SAME AS #11	
SEE ATTACHMENT NO. 1.	

13. Provide the following information concerning the five largest shareholders, partners, or other owners of the Company:

Full Name of Owner	Percent Ownership
TELEPORT COMMUNICATIONS GROUP, INC. HOLDS A DIRECT 12.4% INTEREST IN TCG ST LOUIS; 100% OF THE STOCK OF TCG ST LOUIS HOLDINGS, INC.; WHICH HOLDS 26.8% INTEREST IN TCG ST LOUIS; AND DIRECTLY OR INDIRECTLY HOLDS 100% OF THE PARTNERSHIP INTERESTS IN TCGP, WHICH HOLDS A 60.8% INTEREST IN TCG ST. LOUIS.	

14. Please provide a listing of ALL corporations, business trusts, partnerships or similar organizations which are in any way related to the Company:

TCG ST LOUIS IS A WHOLLY OWNED SUBSIDIARY OF AT+T CORP.

15. Please provide a listing of all other business alias' in use in Missouri and/or other states during the reporting period:

NONE. TCG DOES BUSINESS IN THE NAME OF TCG ST LOUIS.

16. Please provide an informational discussion below that includes "Management Discussion and Analysis" as related to your financial statements provided in response to questions 17-19. This discussion should include a description of ALL extraordinary items which affected the total company ABLEC operations during the past year. In addition, for company operations affecting Missouri, please include a listing of all consolidations, reorganizations, major plant changes and lawsuits.

TCG ST LOUIS CONTINUES TO BE A PARTNERSHIP THAT IS WHOLLY OWNED BY SUBSIDIARIES OF TELEPORT COMMUNICATIONS GROUP, INC. TELEPORT COMMUNICATIONS GROUP, INC. WAS ACQUIRED BY AT&T CORP IN A TRANSACTION WHICH CLOSED ON JULY 23, 1998. TCG ST LOUIS DID NOT EXPERIENCE ANY CONSOLIDATIONS, REORGANIZATIONS, MAJOR PLANT CHANGES AND LAWSUITS FOR THE YEAR OF 1999.

17. Please provide the following information concerning company operations:

<u>ASSETS</u>	TOTAL COMPANY	MISSOURI ONLY*
ABLEC Plant in Service	\$ *****	\$_ *****
Depreciation Reserve	\$ *****	\$_ *****
Net ABLEC Plant	\$ *****	\$_ *****
Other Telecommunications Company Assets (Net)	\$ *****	\$_ *****
Other Fixed Assets (Net)	\$ *****	\$_ *****
Cash and Other Working Funds	\$ *****	\$_ *****
Other Assets	\$ *****	\$_ *****
Total Assets	\$ *****	\$_ *****

LIABILITIES & OWNERS EQUITY

EQUITY

Capital Stock	\$ *****	\$_ *****
Retained Earnings	\$ *****	\$_ *****
Proprietary Capital	\$ *****	\$_ *****
Other Equity (explain)	\$ *****	\$_ *****

LIABILITIES

Long Term Debt	\$ *****	\$_ *****
Short Term Debt	\$ *****	\$_ *****
Deferred Taxes	\$ *****	\$_ *****
Other Liabilities	\$ *****	\$_ *****
Total Liabilities & Owners' Equity	\$ *****	\$_ *****

**\*If this amount was calculated (allocated) please provide the basis used.**

Notes to Balance Sheet (use additional sheets as necessary) \_\_\_\_\_

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\*\*\*\*\* DENOTES HIGHLY CONFIDENTIAL MATERIAL FILED UNDER SEAL

18. Please provide the following information concerning company operations.

INCOME STATEMENT

	Total Company	Missouri Only
Operating Revenues from ABLEC Services	\$ *****	\$_ *****
Access Revenues	\$ *****	\$_ *****
Federal USF Subsidies	\$ *****	\$_ *****
State USF Subsidies	\$ *****	\$_ *****
Other Revenues	\$ *****	\$_ *****
Total Revenues	\$ *****	\$_ *****
Access Fees	\$ *****	\$_ *****
Federal USF	\$ *****	\$_ *****
State USF	\$ *****	\$_ *****
Lease/contract Fees Paid to LEC	\$ *****	\$_ *****
Other Operation and Maintenance Expenses	\$ *****	\$_ *****
Depreciation Expense	\$ *****	\$_ *****
Operating Taxes	\$ *****	\$_ *****
Income Taxes	\$ *****	\$_ *****
Interest Expense	\$ *****	\$_ *****
Other Expenses	\$ *****	\$_ *****
Total Expenses	\$ *****	\$_ *****
Net Income	\$ *****	\$_ *****

Notes to Income Statement (use additional sheets as necessary) \_\_\_\_\_  
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\*\*\*\*\* DENOTES HIGHLY CONFIDENTIAL INFORMATION THAT HAS BEEN FILED UNDER SEAL

19. Please provide the following information concerning the company financial operations:

STATEMENT OF CASH FLOWS (Total Company)

Sources of Cash:	
Net Income	\$_ *****
from operating activities:	
Depreciation and Amortization	\$_ *****
Deferred Income Taxes	\$_ *****
Investment Tax Credit	\$_ *****
Changes in Assets and Liabilities:	
Receivables, net	\$_ *****
Inventories	\$_ *****
Accounts and Wages Payable	\$_ *****
Accrued Taxes	\$_ *****
Accrued Interest and Declared Dividends	\$_ *****
Other (explain) <i>DEFERRED CHARGES</i>	\$_ *****
Other (explain) <i>ACCOUNTS RECEIVABLE</i>	\$_ *****
Other (explain) <i>AFFILIATES/ACCOUNTS PAYABLE</i>	\$_ *****
Net Cash Provided by Operating Activities	\$_ *****
Cash Flows From Investing:	
Additions to Utility Plant	\$_ *****
Additions to Other Operations	\$_ *****
Purchase of Other Assets	\$_ *****
Sale of Subsidiary Stock	\$_ *****
Investments In or Advances to Associated and Subsidiary Companies	\$_ *****
Net Cash Used in Investing Activities	\$_ *****
Cash Flows From Financing:	
Dividends	\$_ *****
Retirement of Long-Term Debt	\$_ *****
Retirement of Short-Term Debt	\$_ *****
Repurchase of Stock	\$_ *****
Issuance of Long-Term Debt	\$_ *****
Issuance of Short-Term Debt	\$_ *****
Other (explain)	\$_ *****
Net Cash Used in Financing Activities	\$_ *****
Net Change in Cash and Cash Equivalents	\$_ *****
Cash and Cash Equivalents at the Beginning of the Year	\$_ *****
Cash and Cash Equivalents at the End of the Year	\$_ *****

Annual Report of TCG ST Louis for the year ended 12/31/99

20. Please provide the number of Missouri access lines (by class and type of service):

	Resale	Partial Facilities Based	Facilities Based	Total by Class
Business	*****	*****	*****	*****
Residential	*****	*****	*****	*****
Total by Type	*****	*****	*****	*****

\*\*\*\*\* DENOTES HIGHLY CONFIDENTIAL MATERIAL FILED UNDER SEAL

VERIFICATION

The foregoing report must be verified by the oath of the President or chief officer of the company. The oath required may be taken before any person authorized to administer an oath by the laws of the State in which the same is taken.

OATH

STATE OF New York  
COUNTY OF Richmond } ss:

James F. Dionne makes oath and says that  
(Insert here the name of the affiant.)  
he is REGULATORY CONTROLLER  
(Insert here the official title of the affiant.)  
of TCG ST LOUIS  
(Insert here the exact legal title or name of the respondent.)

that he has examined the foregoing report; that to the best of his knowledge, information, and belief, all statements of fact contained in the said report are true and the said report is a correct statement of the business and affairs of the above-named respondent in respect to each and every matter set forth therein during the period from and including

JANUARY 1, 1999, to and including December 31, 1999

J. F. Dionne  
(Signature of affiant.)

Subscribed and sworn to before me, a Notary Public in and for the  
State and county above named, this 19 day of April, 192000  
My commission expires December 17, 2000

Lori A. Donohue  
(Signature of officer authorized to administer oaths.)

LORI A. DONOHUE  
Notary Public, State of New York  
No. 43-4975675  
Qualified in Richmond County  
Commission Expires December 17, 2000