

**BEFORE THE PUBLIC SERVICE COMMISSION
OF THE STATE OF MISSOURI**

In the Matter of the Combined Application of	)	
Teleport Communications America, LLC For a	)	
Certificate of Service Authority to Provide	)	
Basic Local Exchange, Non-Switched Local	)	
Exchange and Intrastate Interexchange	)	
Telecommunications Services Within the Areas	)	Case No. _____
Served by TCG Kansas City, Inc. and TCG	)	
St. Louis, and of TCG Kansas City, Inc. and TCG	)	
St. Louis for Cancellation of Certificates of	)	
Service Authority.	)	

**COMBINED APPLICATION OF TELEPORT COMMUNICATIONS AMERICA, LLC
FOR CERTIFICATE OF SERVICE AUTHORITY TO PROVIDE BASIC LOCAL
EXCHANGE, NON-SWITCHED LOCAL EXCHANGE AND INTRASTATE
INTEREXCHANGE TELECOMMUNICATIONS SERVICES AND FOR OTHER
RELIEF, AND OF TCG KANSAS CITY, INC. AND TCG ST. LOUIS FOR
CANCELLATION OF THEIR CERTIFICATES OF SERVICE AUTHORITY**

COME NOW Teleport Communications America, LLC (“Teleport”), TCG Kansas City, Inc. (“TCG Kansas City”) and TCG St. Louis¹ and, pursuant to Sections 392.361, 392.410, 392.420, 392.430 and 392.455, RSMo,² respectfully file this combined Application requesting that the Missouri Public Service Commission (“Commission”) issue an order: (1) granting Teleport a Certificate of Service Authority to provide basic local exchange, non-switched local exchange and intrastate interexchange telecommunications services within the areas in the State of Missouri presently served by the TCG companies, (2) granting Teleport and all of its services competitive classification, (3) waiving, to the extent necessary, the application and enforcement of the statutes and rules referenced herein , and (4) cancelling the TCG companies’ certificates of service authority.

¹ TCG Kansas City and TCG St. Louis will be referred to collectively herein as “the TCG companies,” unless otherwise indicated.

² All statutory references herein are to the Revised Statutes of Missouri (“RSMo”).

In support of their Application, Teleport and the TCG companies state as follows:

A. Introduction

1. This combined Application of Teleport and the TCG companies is part of a broader, multi-state initiative to merge -- effective December 31, 2012 -- multiple telecommunications companies in AT&T Corp.'s subsidiary, Teleport Communications Group, Inc. ("Teleport Group") into a single business entity. More specifically, the intrastate regulated telecommunications services that are now provided through multiple and duplicative Teleport Group subsidiaries in several states (such as TCG Kansas City and TCG St. Louis in Missouri) will be consolidated into Teleport.³

2. The transaction will be entirely *pro forma* in that it would involve only Teleport Group affiliates and no non-affiliated entity. The consolidation of these affiliates into Teleport will, among other things, allow AT&T Corp., the corporate parent of the Teleport Group, to realize the administrative efficiencies incident to a less complex and more flexible corporate structure, to reduce the costs of maintaining multiple entities, and to enable a greater ability to compete in the highly competitive telecommunications services market. Furthermore, the transaction will be entirely seamless and transparent to customers whose services, and associated rates, terms and conditions of service will remain unaffected by it.

3. Since all of the requested relief in this Application is in furtherance of a beneficial transaction that will be seamless and transparent to customers and in the public interest, the Applicants respectfully submit that such relief should be granted.

³ Exhibit 1 attached hereto illustrates (1) the current corporate structure of the TCG companies relative to Teleport Group, AT&T Corp., and AT&T Inc., and (2) the structure of Teleport relative to Teleport Group, AT&T Corp. and AT&T Inc. upon the merger of the TCG companies into Teleport. Other sister affiliates of the TCG companies which are planned to be merged into Teleport are located throughout the United States.

B. Description of the Applicants

4. Teleport is a Delaware limited liability company with headquarters at One AT&T Way, Bedminster, New Jersey 07921. It is a wholly owned subsidiary of Teleport Group, which, in turn, is a wholly owned subsidiary of AT&T Corp., which, in turn, is a wholly owned subsidiary of AT&T Inc., which is one of the largest providers of telecommunications services in the world. Teleport is authorized to transact business in Missouri.⁴

5. TCG Kansas City, Inc., a wholly owned subsidiary of Teleport Group, is a Delaware corporation with its principal office at One AT&T Way, Bedminster, New Jersey 07921, and is authorized to do business in Missouri.⁵ TCG Kansas City is a “local exchange telecommunications company” and a “public utility,” and is duly authorized to provide “telecommunications service” within the State of Missouri, as each of those phrases is defined in Section 386.020, RSMo. 2000.⁶

6. TCG St. Louis, a New York general partnership with its principal office at One AT&T Way, Bedminster, New Jersey 07921, is authorized to do business in Missouri.⁷ TCG St. Louis is a “local exchange telecommunications company” and a “public utility,” and is duly authorized to provide “telecommunications service” within the State of Missouri, as each of

⁴ A copy of Teleport’s Certificate of Registration as a Foreign Limited Liability Company, issued on June 7, 2012 by the Missouri Secretary of State, is attached hereto as Exhibit 2. Teleport does not presently transact business in Missouri under any fictitious name.

⁵ A copy of TCG Kansas City’s Certificate of Good Standing from the Missouri Secretary of State was filed with the Commission in Case No. CK-2008-0109.

⁶ As noted in the tariff sheets included in Exhibit 3 attached hereto, TCG Kansas City, Inc. is presently certificated to provide non-switched local and interexchange telecommunications services in Missouri, as well as basic local exchange telecommunications services in the Missouri exchanges of Southwestern Bell Telephone Company, d/b/a AT&T Missouri, in the Kansas City Local Access and Transport Area (“LATA”) and in certain Missouri Exchanges of GTE Company and Windstream Missouri, Inc. See, Order Approving Expansion of Certificate of Service Authority, issued November 25, 2009, in Case No. CA-2010-0116; see also, Order Granting Basic Local, Non-Switched Local Exchange and Interexchange Certificates of Service Authority, issued June 17, 1998, in Case No. TM-98-253.

⁷ A copy of TCG St. Louis’ partnership agreement was filed with the Commission in Case No. TA-96-345.

those phrases is defined in Section 386.020, RSMo. 2000.⁸ The partners of TCG St. Louis are Teleport Group, a Delaware corporation, TCG Joint Venture Holdings, Inc., a Delaware corporation, and TCG Partners, a New York general partnership. Each of TCG Joint Venture Holdings, Inc. and TCG Partners is a subsidiary of Teleport Group. As noted above, Teleport Group is a wholly owned subsidiary of AT&T Corp., which, in turn, is a wholly owned subsidiary of AT&T Inc. The partnership interests in TCG St. Louis are not publicly traded.

7. Teleport and the TCG companies may be contacted at the regular and electronic mail addresses and telephone and facsimile numbers of its attorneys, as set out under the signature block of this Application. All correspondence, pleadings, orders, decisions, and communications regarding this proceeding should be sent to:

Leo J. Bub
Robert J. Gryzmala
Attorneys for
Teleport Communications America, LLC,
TCG Kansas City, Inc.
and TCG St. Louis
One AT&T Center, Room 3516
St. Louis, Missouri 63101

8. The TCG companies have no pending action or final unsatisfied judgments or decisions against them from any state or federal agency or court which involve Missouri retail customer service or rates, which action, judgment or decision has occurred within three (3) years of the date of this Application. The TCG companies do not have any overdue annual reports or

⁸ As noted in the tariff sheets included in Exhibit 3 attached hereto, TCG St. Louis is presently certificated to provide non-switched local and interexchange telecommunications services in Missouri, as well as basic local exchange telecommunications services in the Missouri exchanges of Southwestern Bell Telephone Company, d/b/a AT&T Missouri, in the 520 Local Access and Transport Area ("LATA"), in certain Missouri exchanges of Century Telephone of Missouri, LLC, and the Jefferson City, Missouri Exchange of Embarq Missouri, Inc. See, Order Granting Certificate to Provide Basic Local Telecommunications Services, issued May 9, 2008, in Case No. CA-2008-0320; *see also*, Order Granting Certificate to Provide Basic Local Telecommunications Services, issued December 18, 1997, in Case No. TA-97-446; Report and Order, issued February 11, 1997, in Case No. TA-96-345.

regulatory assessment fees in Missouri. Teleport presently does not provide any telecommunications services in Missouri.

C. Description of Transaction

9. As illustrated in Exhibit 1, the TCG companies and Teleport Communications America, LLC are each wholly owned subsidiaries of Teleport Group, which is a wholly owned direct subsidiary of AT&T Corp., which is a wholly owned subsidiary of AT&T Inc. This merger is entirely internal to AT&T Inc., which is and will remain the ultimate corporate parent of Teleport Communications America, LLC. Under the proposed transaction, on or about December 31, 2012, the assets, liabilities, and operations of the TCG companies will be merged into Teleport, as a consequence of which Teleport will be the surviving entity. That entity will remain a wholly owned subsidiary of Teleport Group. Thus, there will be no change in the ultimate ownership and control of assets, liabilities, or operations of the merged companies.

10. The TCG companies are currently authorized to, and do, provide non-switched local and interexchange telecommunications services in Missouri, as well as basic local exchange telecommunications services in certain Missouri exchanges. *See*, notes 6 and 8, *supra*.⁹ Teleport seeks the same certifications as are presently held by the TCG companies, and for the same areas. Teleport also seeks the same expanded certification for which TCG St. Louis applied to the Commission on July 18, 2012 in Case No. CO-2013-0023, to the extent that an order is issued in that case before an order is issued in this case. The basic local exchange service area for which Teleport seeks certification would be no different than that served by the incumbent local exchange telecommunications companies (“ILECs”) serving the area in that it

⁹ A list of the exchanges in which the TCG companies are currently authorized to provide basic local exchange telecommunications service, and in which Teleport plans to provide basic local exchange telecommunications service, is provided in Exhibit 3. Twenty-five additional exchanges are reflected in the application filed on Case No. CO-2013-0023, referenced herein.

will follow the boundaries of these companies, and is no smaller than an exchange. Teleport will offer basic local telecommunications service as a separate and distinct service, and will give equitable access to all Missourians in these areas, regardless of where they live or their income, to affordable telecommunications services.

11. Upon the merger of the TCG companies into Teleport, which is planned to close on December 31, 2012, Teleport intends to provide the same telecommunications services that the TCG companies have provided for many years.

12. The merger is part of an on-going effort by AT&T Inc., the parent of AT&T Corp., Teleport Group, Teleport, and the TCG companies, to simplify the corporate structures of its many subsidiary companies. The merger is entirely internal to Teleport Group, and it will provide a more flexible corporate structure that will enable Teleport Group to more efficiently achieve potential operational, administrative, and strategic objectives.

13. The merger is intended to be seamless and entirely transparent to customers. There will be no change in the rates or substantive terms and conditions under which the TCG companies currently serve their customers on account of the merger. Once the merger is completed, the same personnel who manage the services provided by the TCG companies today will manage those same services when provided by Teleport. Notwithstanding the business-as-usual nature of the transaction, a notice is being provided to all of the TCG companies' customers, commencing with September billing statements, in substantially the form shown in Exhibit 4 attached hereto.¹⁰

14. On March 30, 2012, pursuant to §392.461, RSMo (enacted on August 28, 2011 by House Bill No. 338), the TCG companies provided notice to the Commission of their election,

¹⁰ The TCG companies have obtained a waiver of 4 CSR 240-33.150 (the "anti-slamming" rule), as have all of the AT&T certificated companies. See, Notice Acknowledging the AT&T Companies' Election of Waivers, issued March 19, 2012 in File No. TE-2012-0073.

effective May 1, 2012, to be exempt from the requirement that it offer retail telecommunications services to end users only through tariff, and to withdraw its tariffs (in the case of TCG Kansas City, Local Exchange Services Tariff, P.S.C. MO No. 5; in the case of TCG St. Louis, Local Exchange Services Tariff, P.S.C. MO No. 6). The TCG companies now make available their rates, charges, terms and conditions for its retail telecommunications services on its website at www.att.com/servicepublications. Teleport hereby likewise provides notice to the Commission of its election to be exempt from the requirement that it offer retail telecommunications services to end users only through tariff, effective on the same date as the effective date of the Commission's order granting the relief sought by this Application. Upon the merger of the TCG companies into Teleport, Teleport will provide the services now provided by the TCG companies pursuant to the rates, charges, terms and conditions made available on its website as www.att.com/servicepublications.¹¹

15. Teleport is prepared to file appropriate adoption notices reflecting that it concurs in and adopts the access services tariffs of the TCG companies presently filed with the Commission (in the case of TCG Kansas City, Access Services Tariff, P.S.C. MO No. 6; in the case of TCG St. Louis, Access Services Tariff, P.S.C. MO No. 7), in substantially the form attached hereto as Exhibit 5. Teleport is prepared to file such notices within any time frame as the Commission may direct, or in any event, by not later than November 16, 2012, so that the notices may bear an effective date of December 31, 2012, in accordance with the Commission rule requiring that tariffs be filed with an effective date no fewer than 45 days from their issue date.¹²

¹¹ Additionally, Teleport will assume all rights and obligations of the TCG companies in connection with its Commission-approved interconnection agreements with the ILECs in those Missouri exchanges in which the TCG companies provide basic local exchange telecommunications services.

¹² See, Commission Rule 3.510(1)(C) (4 CSR 240-3.510(1)(C)).

D. Qualifications

16. The TCG companies, as subsidiaries of Teleport Group (which is the parent of Teleport), have been successfully providing telecommunications services in Missouri since they commenced operations in 1997.¹³

17. The headquarters of both Teleport and Teleport Group, like the headquarters of the TCG companies, is located at One AT&T Way, Bedminster, New Jersey 07921. Teleport and Teleport Communications Group, Inc. are subsidiaries of AT&T Inc., which is one of the largest providers of telecommunications services in the world. AT&T Inc., through its subsidiaries, is authorized to provide domestic and international telecommunications services throughout the United States. AT&T Inc., through its subsidiaries, maintains a modern worldwide telecommunications network and offers wireline and Internet-based services and products serving residential, business, and government customers, as well as wholesale customers. AT&T Inc. and its subsidiaries, including Teleport and Teleport Communications Group, Inc., have extensive operational and managerial experience and substantial financial resources. Information about AT&T Inc.'s consolidated financial status, operations, management, and services is set forth in AT&T Inc.'s most recent annual report, which is available at <http://www.att.com/gen/landing-pages?pid=5718>.

E. Request for Competitive Classification

18. Teleport seeks classification as a competitive telecommunications company, and it seeks classification of its telecommunications services as competitive, pursuant to Section 392.361 RSMo. and 4 CSR 240-3.510(1)(A). The Commission has already found the TCG

¹³ The TCG companies' financials are reflected in the annual reports that it has filed with the Commission each year.

companies and their services to be competitive in prior orders.¹⁴ Teleport plans to provide the same services currently provided by the TCG companies, and these services have been and will continue to be subject to intense competition from other carriers already certified within Missouri. Given these considerations, the competitive classification of Teleport and the telecommunications services it plans to provide is warranted.

F. Compliance with Rules and Request for Waiver Of, and/or Notice of Election to be Exempt From, Certain Statutes/Rules

19. Pursuant to Sections 386.570 and 392.455(2), RSMo, Teleport will comply with all applicable statutes and Commission rules and minimum standards to the extent that they may be applicable to Teleport, except such statutes, rules and standards as have been waived or may be waived.

20. The TCG companies and all other AT&T-affiliated companies certificated to provide telecommunications services in Missouri have elected to waive the application and enforcement of several telecommunications-related statutes and rules, both as a consequence of HB 1779 enacted in 2008 (and subsequent proceedings implementing the legislation)¹⁵ and as a

¹⁴ See, Order Approving Expansion of Certificate of Service Authority, issued November 25, 2009, in Case No. CA-2010-0116, at 8, 10; *see also*, Order Granting Certificate to Provide Basic Local Telecommunications Services, and Approving Tariff Sheets, issued May 9, 2008, in Case No. CA-2008-0320, at 6.

¹⁵ See, Order Concerning Request for Waivers on Behalf of the AT&T Joint Petitioners Pursuant to Section 392.420, RSMo., as Amended by HB 1779, issued November 6, 2008 in Case No. TO-2009-0064. As a result of this legislation and subsequent Commission proceedings, while the Commission generally has jurisdiction over certain corporate transactions such as mergers, consolidations and reorganizations pursuant to Sections 392.300, and 392.340, the Commission has waived the applicability of the statutes to the TCG companies and the other AT&T-affiliated companies certificated to provide telecommunications services in Missouri.

consequence of HB 338 enacted in 2011 (and subsequent proceedings implementing the legislation).¹⁶ In March, 2012, the Commission summed up the status of these waivers:

“The AT&T Companies have elected waiver of the following statutes and regulations:

Statutes:

- 392.210.2 Accounting requirements (system of accounts)
- 392.240.1 Reasonableness of rates
- 392.270 Accounting requirements (valuation of property)
- 392.280 Accounting requirements (depreciation rates/accounts)
- 392.290 Issuance of stocks, bonds and other indebtedness
- 392.300 Transfer of property and ownership of stock
- 392.310 Approval of issuing stocks, bonds and other indebtedness
- 392.320 Certificate of commission to be recorded-stock dividends
- 392.330 Accounting requirements (proceeds of sales of stock, bonds, notes, etc.)
- 392.340 Company reorganization

Regulations:

- 4 CSR 240-3.520 Applications to sell or transfer assets
- 4 CSR 240-3.525 Applications to merge or consolidate
- 4 CSR 240-3.530 Applications to issue stocks, obtain loans
- 4 CSR 240-3.535 Applications to acquire stock
- 4 CSR 240-3.545(8)(C) Listing of waivers in tariff
- 4 CSR 240-3.550 Telco records and reports (except (5)(B), (D), and (E))
- 4 CSR 240-3.555 Residential customer inquiries
- 4 CSR 240-3.560 Procedure for ceasing operations
- 4 CSR 240-10.020 Depreciation records
- 4 CSR 240-30.020 Residential telephone underground systems
- 4 CSR 240-30.040 Uniform system of accounts
- 4 CSR 240-32.010 General provisions
- 4 CSR 240-32.040 Metering, inspections and tests
- 4 CSR 240-32.050 Customer services
- 4 CSR 240-32.060 Engineering and maintenance
- 4 CSR 240-32.070 Quality of service
- 4 CSR 240-32.080 Service objectives and surveillance levels
- 4 CSR 240-32.090 Connection of equipment and inside wiring
- 4 CSR 240-32.100 Provision of basic local and interexchange services

¹⁶ See, Notice Acknowledging the AT&T Companies’ Election of Waivers of Certain Rules and Statutes, issued March 19, 2012 in File No. TE-2012-0073. As a result of this legislation and subsequent Commission proceedings, the TCG companies are subject to neither 4 CSR240-3.560 (the “ceasing operations” rule) nor 4 CSR240-33.150 (the “anti-slamming” rule) and therefore do not need to seek a waiver of the applicability of these rules in this particular proceeding. Likewise inapplicable is 4 CSR 240-3.525, which relates to the filing requirements (including customer notice) for applications for authority to merge or consolidate. Nevertheless, as indicated earlier, the TCG companies plan to provide a notice of the transaction to its customers. See, Exhibit 4, attached hereto.

- 4 CSR 240-32.130-170 Prepaid calling cards (except 32.140 and 32.150(1))
- 4 CSR 240-32.180-190 Caller ID blocking requirements
- 4 CSR 240-33.010 Service and billing practice general provisions
- 4 CSR 240-33.040 Billing and payment standards
- 4 CSR 240-33.045 Clear identification and placement of charges on bills
- 4 CSR 240-33.050 Deposits
- 4 CSR 240-33.060 Residential customer inquiries
- 4 CSR 240-33.070 Discontinuance of service
- 4 CSR 240-33.080 Disputes by residential customers
- 4 CSR 240-33.090 Settlement agreements with residential customers
- 4 CSR 240-33.130 Operator service requirements
- 4 CSR 240-33.140 Payphone requirements (except (2))
- 4 CSR 240-33.150 “Anti-slamming” requirements
- 4 CSR 240-33.160 Customer proprietary network information”

In doing so, the Commission acknowledged that “[t]he AT&T Companies do not need the permission of the Commission to elect those waivers and the waivers took effect at the time they filed their notice.”¹⁷

21. Teleport respectfully submits that once the Commission grants it the certification requested by this Application, Teleport is no less entitled to the same above-listed statutory and rule waivers obtained by the TCG companies, the other AT&T companies, and many other companies providing telecommunications services in Missouri (all of which companies are referenced in EFIS File No. TE-2012-0073). Teleport, therefore, hereby notifies the Commission of its election to waive and be exempt from the application and enforcement of the above statutes and rules, effective on the same date as the effective date of the Commission’s order granting the relief sought by this Application.

22. Subject to the FCC’s recent *Connect America Fund* order, which requires all local exchange companies to file to reduce intrastate switched access rates,¹⁸ and notwithstanding the provisions of Section 392.500 and 392.510 RSMo, as a condition of the requested certification

¹⁷ *Id.*, at 1.

¹⁸ *Connect America Fund et al.*, WC Docket No. 10-90 et al., *Report and Order and Further Notice of Proposed Rulemaking*, FCC 11-161 (rel. Nov. 18, 2011) (“*USF/ICC Transformation Order*”), *Pets. for review pending, Direct Commc’ns Cedar Valley, LLC vs. FCC*, No. 11-9581 (10th Cir. filed Dec. 18, 2011) (and consolidated cases).

and competitive classification, Teleport agrees that, unless otherwise ordered by the Commission, Teleport's originating and terminating switched exchange access rates in the new service area will be no greater than the lowest Commission-approved corresponding access rate in effect for the ILEC within that service area in which Teleport provides local exchange telecommunications service. Additionally, pursuant to the Commission's Report and Order in Case No. TO-99-596, Teleport agrees that if the ILEC decreases its current originating and/or terminating switched access service rates, Teleport shall file an appropriate tariff amendment to reduce its corresponding originating and/or terminating switched access rates within thirty (30) days of the ILEC's reduction of its originating and/or terminating access rates in order to maintain the cap on switched exchange access rates.

G. Public Interest Considerations

23. Teleport and the TCG companies submit that the public interest will be served by Commission approval of their Application. The merger prompting this Application will be transparent to customers, all of which are business customers. There will be no change in the rates or substantive terms and conditions under which the TCG companies currently serve customers. Once the merger is completed, the same personnel who manage these services will continue to do so and there will be no change in the network assets used to provide these services. Further, as demonstrated above, this Application is in accordance with the law, for a proper purpose, and otherwise consistent with the public interest, particularly in light of the vigor of competition in the telecommunications services market (as demonstrated by the enactment of HB 1779 in 2008 and the enactment of HB 338 in 2011) as well as the purely *pro forma* nature of this matter. Furthermore, approval of this Application will preserve and enhance the availability of innovative, high quality, and reliable telecommunication services in Missouri, by

allowing Teleport to continue the competitive offerings that will no longer be provided by the TCG companies.

H. Request to Cancel the TCG Companies' Certificates of Service Authority

24. Pursuant to Section 392.410.5, the TCG companies' present certificates of service authority to provide telecommunications services should be canceled after the merger of the TCG companies into Teleport, when Teleport begins providing the services the TCG companies presently provide.

25. The Commission has the authority to cancel a certificate of service authority pursuant to Section 392.410.5, which states in pertinent part that "[a]ny certificate of service authority may be altered or modified by the [C]ommission after notice and hearing, upon its own motion or upon application of the person or company affected." However, the Commission need not hold a hearing if, following proper notice and opportunity to intervene, no party requests a hearing.¹⁹

26. As noted above, the services presently offered pursuant to the TCG companies' existing certificates of service authority will be offered and provided exclusively by Teleport as of December 31, 2012, the date on which the TCG companies' merger into Teleport is planned to close. In these circumstances, in which the proposed transaction will not affect the provisioning of any customer service, canceling the TCG companies' certificates after Teleport notifies the Commission that the merger has closed is appropriate.

WHEREFORE, Teleport and the TCG companies respectfully request that the Commission:

¹⁹ *In the Matter of the Application of Zayo Fiber Solutions, LLC for Approval to Cancel its Certificate of Authority and Withdrawal of Tariff*, File No. LD-2011-0369, Order Directing Notice, at 1, citing, State ex rel. Rex Deffenderfer Enterprises, Inc. v. Public Service Commission, 776 S.W. 2d 494 (Mo. App. W.D. 1989).

- (1) grant Teleport a certificate of service authority to provide basic local exchange, non-switched local exchange and intrastate interexchange telecommunications services within the areas in the State of Missouri presently served by the TCG companies,
- (2) grant Teleport and all of its services competitive classification,
- (3) waive application and enforcement of the statutes and rules referenced herein (to the extent necessary),
- (4) cancel the TCG companies' certificates of service authority after Teleport notifies the Commission that the merger has been consummated, and
- (5) grant such further and other relief as the Commission deems necessary or appropriate.

Respectfully submitted,

TELEPORT COMMUNICATIONS AMERICA, LLC,
TCG KANSAS CITY, INC. and
TCG ST. LOUIS

BY 

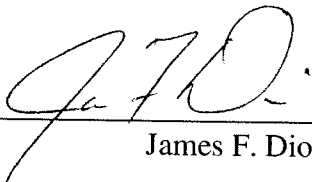
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VERIFICATION

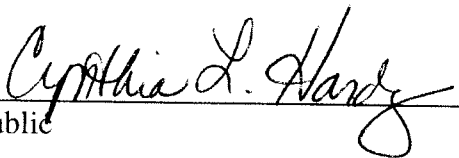
STATE OF NEW JERSEY)
)
COUNTY OF SOMERSET) SS

I, James F. Dionne, a natural person, do hereby swear and affirm that I am the Chief Financial Officer of TCG Kansas City, Inc., TCG St. Louis, and Teleport Communications America, LLC; that I am authorized to make this Verification on behalf of TCG Kansas City, Inc., TCG St. Louis, and Teleport Communications America, LLC, Inc.; and that the statements in the foregoing document are true and correct to the best of my knowledge, information, and belief.



James F. Dionne

SWORN TO AND SUBSCRIBED before me this 1st day of August, 2012.

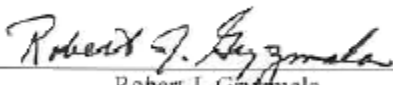


Notary Public

Cynthia L Hardy
Notary Public of New Jersey
My Commission Expires
November 18, 2014

CERTIFICATE OF SERVICE

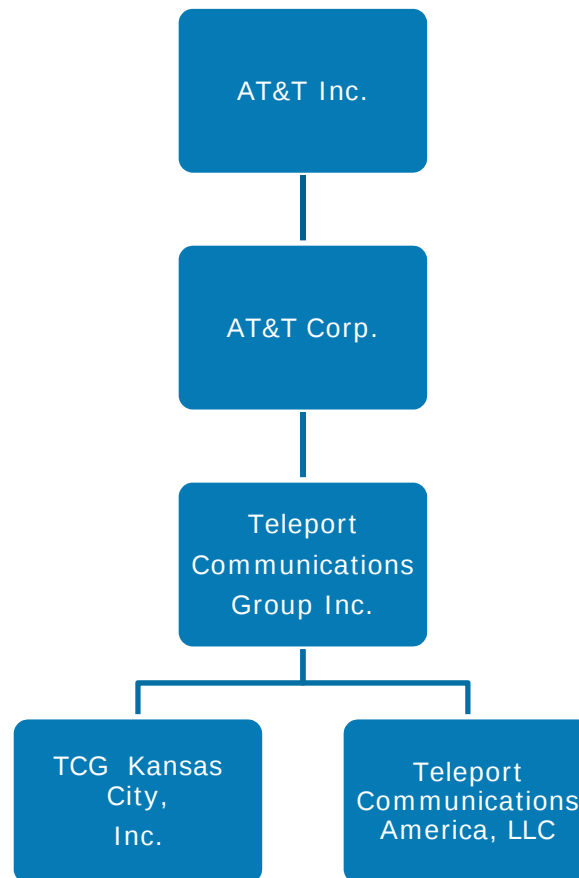
Copies of this document were served on the following parties by e-mail on August 1, 2012.


Robert J. Gryzmala

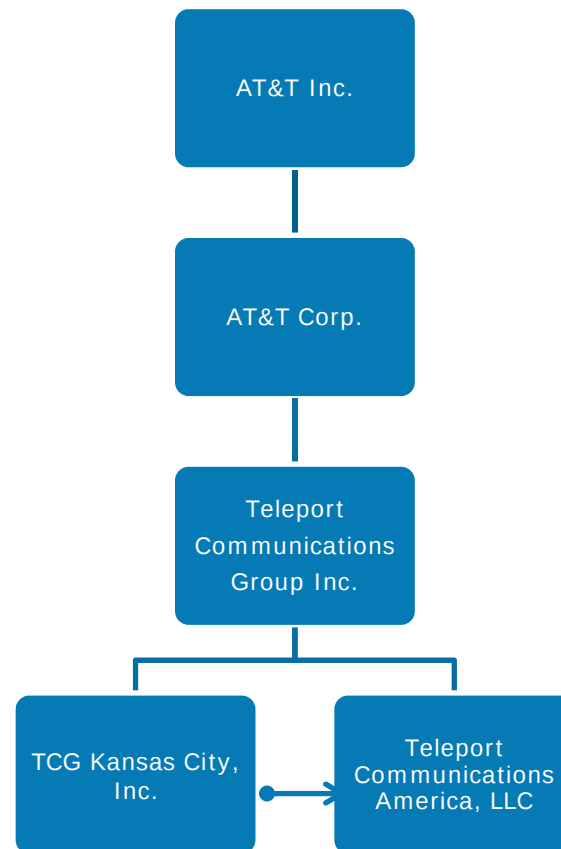
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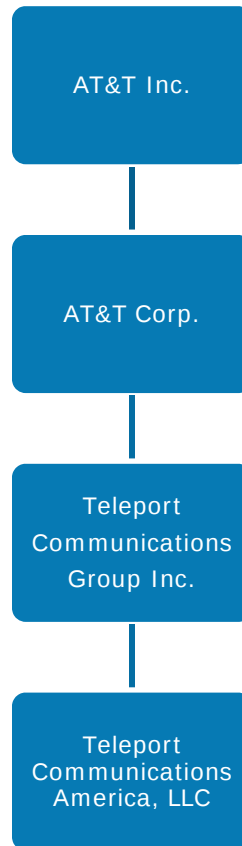
Currently, TCG Kansas City, Inc. and Teleport Communications America, LLC are wholly owned by Teleport Communications Group Inc.



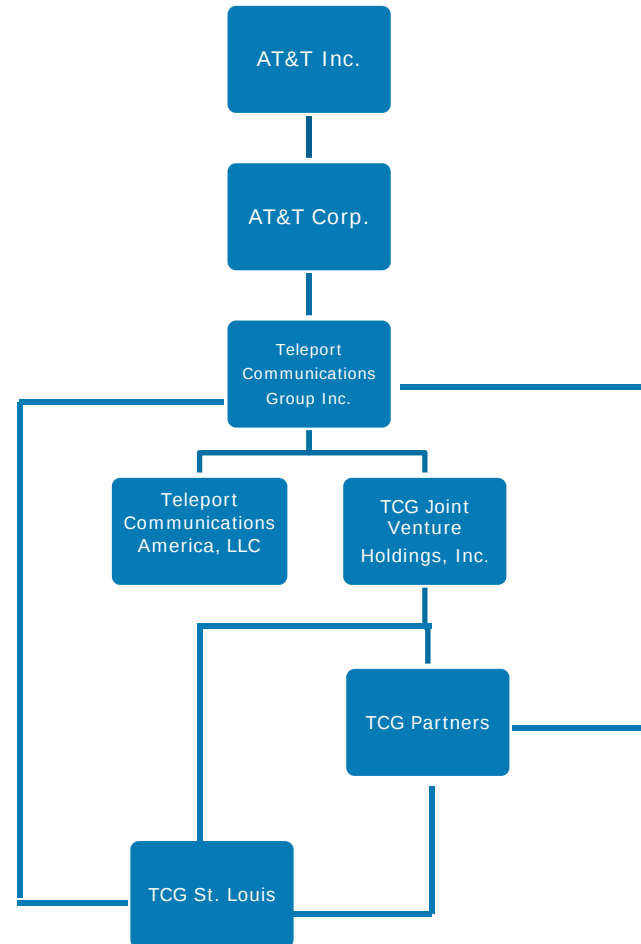
TCG Kansas City, Inc. will be merged into Teleport Communications America, LLC



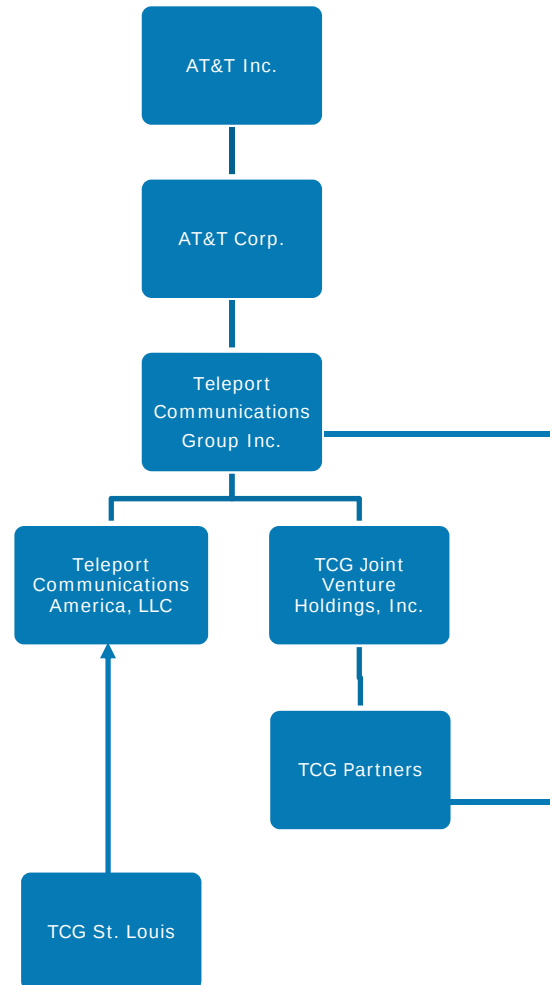
Teleport Communications America, LLC will be the surviving entity and will remain a wholly owned subsidiary of Teleport Communications Group Inc.



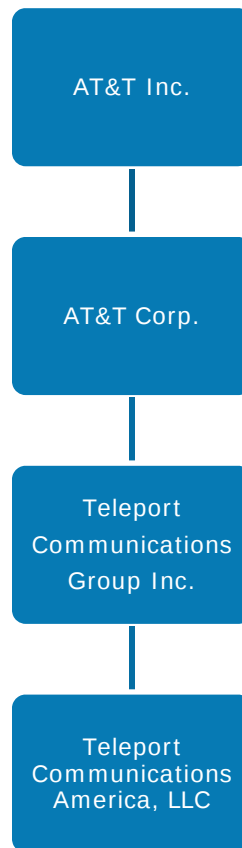
Currently, Teleport Communications America, LLC is directly owned by Teleport Communications Group Inc. (100%) and TCG St. Louis is directly owned by Teleport Communications Group Inc. (12.4%), TCG Joint Venture Holdings, Inc. (26.8%) and TCG Partners (60.8%)



TCG St. Louis will be merged into Teleport Communications America, LLC. All other affiliate ownership interests in TCG St. Louis will cease to exist.



Teleport Communications America, LLC will be the surviving entity and will remain a wholly owned subsidiary of Teleport Communications Group Inc.



STATE OF MISSOURI



Robin Carnahan
Secretary of State

CERTIFICATE OF REGISTRATION FOREIGN LIMITED LIABILITY COMPANY

WHEREAS,

TELEPORT COMMUNICATIONS AMERICA, LLC
FL1233364

Using in Missouri the name

TELEPORT COMMUNICATIONS AMERICA, LLC

and existing under the laws of the State of Delaware has filed with this state its Application for Registration and whereas this Application for Registration conforms to the Missouri Limited Company Act.

NOW, THEREFORE, I, ROBIN CARNAHAN, Secretary of State of the State of Missouri, by virtue of authority vested in me by law, do hereby certify and declare that on the 7th day of June, 2012, the above Foreign Limited Liability Company is duly authorized to transact business in the State of Missouri and is entitled to any rights granted Limited Liability Companies.

IN TESTIMONY WHEREOF, I hereunto
set my hand and cause to be affixed the
GREAT SEAL of the State of Missouri.
Done at the City of Jefferson, this
7th day of June, 2012.

Robin Carnahan
Secretary of State





State of Missouri
Robin Carnahan, Secretary of State

Corporations Division
PO Box 778 / 600 W. Main St., Rm. 322
Jefferson City, MO 65102

File Number:

FL1233364

Date Filed: 06/07/2012

Robin Carnahan
Secretary of State

**Application for Registration of a Foreign
Limited Liability Company**

(Submit with filing fee of \$105.00)

1. The name of the foreign limited liability company is Teleport Communications America, LLC
 2. The name under which the foreign limited liability company will conduct business in Missouri is (must contain "limited company, "limited liability company", "LC", "LLC", "L.C.", or "L.L.C.") (must be filled out if different from line (1)):

 3. The foreign limited liability company was formed under the laws of Delaware on the
date of 05/25/2012
(month/day/year) (state or jurisdiction)
 4. The purpose of the foreign limited liability company or the general character of the business it proposes to transact in this state is:
Communications Services
 5. The name and address of the limited liability company's registered agent in Missouri is (this line must be completed and include a street address):
C T Corporation System, 120 South Central Avenue, Clayton, MO 63105
Name Address (PO Box may only be used in conjunction with a physical street address) City/State/Zip
- The Secretary of State is appointed agent for service of process if the foreign limited liability company fails to maintain a registered agent. **Note:** failure to maintain a registered agent constitutes grounds to cancel the registration of the foreign limited liability company.*
6. The address of the registered office in the jurisdiction organized. If none required, then the principal office address of the foreign limited liability company is:

One AT&T Way, Bedminster, NJ 07921
y only be used in conjunction with a physical street address) City/State/Zip
 7. This application must include a current certificate of good standing/existence from the secretary of state or other similar official in the state of domicile. Such document should be dated within 60 calendar days from filing.

(Please see next page)

Name and address to return filed document:

Name: _____

Address: _____

City, State, and Zip Code: _____

State of Missouri
Creation - LLC/LP 3 Page(s)



In Affirmation thereof, the facts stated above are true and correct.

(The undersigned understands that false statements made in this filing are subject to the penalties provided under Section 575.040, RSMo)

	Anthony Fea	6/5/12
Authorized Signature	Printed Name	Date

Authorized Signature	Printed Name	Date

Authorized Signature	Printed Name	Date

LLC-4 (01/2012)

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TELEPORT COMMUNICATIONS AMERICA, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SIXTH DAY OF JUNE, A.D. 2012.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

5160381 8300

120708872

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9622487

DATE: 06-06-12

TCG KANSAS CITY, INC.

Missouri Service Guide
Local Exchange Services
Service Descriptions
Section 3
Page 1
Effective: May 1, 2012

3. SERVICE AREAS

3.1 Exchange Areas

An exchange is a geographically defined area established by the Company for the administration of telecommunications service. TCG follows the Exchange Area boundaries as defined in the applicable service guides of Southwestern Bell Telephone Company in the establishment of local calling areas. Local calling areas define the exchanges Customers may call without a toll charge.

Exchange Access Services are provided in limited geographic areas. PrimeOne local calling is provided at no additional charge in conjunction with the provision of the network access services listed in Section 9.1.

This service guide applies to the following Southwestern Bell Telephone Company exchanges:

Archie	Lee's Summit
Belton	Leavenworth
Blue Springs	Liberty
East Independence	Nashua
Excelsior Springs	Parkville
Farley	Raytown
Gladston	Richmond
Grain Valley	Smithville
Greenwood	South Kansas City
Independence	Tiffany Springs

TCG KANSAS CITY, INC.

Missouri Service Guide
 Local Exchange Services
 Service Descriptions
 Section 3
 Page 2
 Effective: May 1, 2012

3. SERVICE AREAS

3.1 Exchange Areas (Continued)

This service guide also applies to the following GTE Company exchanges:

Lawson
 Plattsburg
 Trimble

This service guide also applies to the following Windstream Communications, Inc. exchanges:

Albany	Halfway	Piedmont
Aldrich	Iberia	Pleasant Hope
Allendale	Jameson	Polk
Bellflower	Laclede	Ponder
Bolivar	Liberal	Purdy
Coffey	Madison	Rothville
Crocker	Martinsburg	Silex
Clubb	Mendon	St. Elizabeth
Dixon	Middletown	Stark City
Doniphan	Milean	Stockton
Eolia	Mindenmines	Stotts City
Fairdealing	Morrisville	Stover
Fair Play	Myrtle	Sumner
Fairview	Naylor	Union Star
Florence	Neelyville	Vandalia
Gallatin	New Hartford	Verona
Grandin	Olney	Wappapello Park
Grant City	Oxly	Wheaton
Greenville	Patterson	Williamsville
Holliday	Pattonburg	Winston

3. SERVICE AREAS

3.1 Exchange Areas

An exchange is a geographically defined area established by the Company for the administration of telecommunications service. The Company follows the Exchange Area boundaries as defined in the applicable service guides of Southwestern Bell Telephone Company, Century Tel of Missouri, LLC d/b/a CenturyLink and Embargo Missouri, Inc. in the establishment of local calling areas. Local calling areas define the exchanges Customers may call without a toll charge.

Exchange Access Services are provided in limited geographic areas. PrimeOne local calling is provided at no additional charge in conjunction with the provision of the network access services listed in Section 9.

This service guide applies to the following Southwestern Bell Telephone Company exchanges:

Advance	Delta	Holcomb
Altenburg	DeSoto	Hornersville
Antonia	Dexter	Imperial
Beaufort	Eldon	Jackson
Bell City	Elsberry	Kenneth
Benton	Essex	Lake Ozark
Bismark	Eureka	Last Prairie
Bloomfield	Farmington	Leadwood
Bloomsdale	Fenton	Lilbourn
Blytheville	Festus	Louisiana
Bonne Terre	Fisk	Macks Creek
Bowling	Flat River	Malden
Camdenton	Frankford	Manchester
Campbell	Fredericktown	Marble Hill
Caruthersville	Frohna	Marston
Cedar Hill	Fulton	Maxville
Center	Gravois Mills	Mexico
Chaffee	Gray Summit	Montgomery City
Charleston	Hannibal	Morehouse
Chesterfield	Harvester	New Wells
Clarksville	Hayti	New Madrid
Climax	Herculaneum	Oak Ridge
Springs	High Ridge	Old Appleton
Crystal City	Hillsboro	
Deering		

TCG ST. LOUIS

Missouri Service Guide
Local Exchange Services
Service Descriptions
Section 3
Page 2
Effective: May 1, 2012

3. SERVICE AREAS

3.1 Exchange Areas (Continued)

This service guide also applies to the following Southwestern Bell Telephone Company exchanges: (Continued)

Oran	St. Louis (Cont'd)
Pacific	Mehlville
Patton	Overland
Paynesville	Riverview
Perryville	Sappington
Pevely	WebsterGroves
Pocahontas	Bridgeton
Pond	Creve Coeur
Popular Bluff	Florissant
Portage	Kirkwood
Des Sioux	Oakville
Portageville	Tuscumbia
Puxico	Union
Qulin	Valley Park
Richwoods	Versailles
Risco	Wardell
Scott City	Ware
Senath	Washington
Sikeston	Wyatt
St. Charles	
St. Mary's	
St. Genevieve	
St. Louis-incl:	
Ferguson	
Ladue	

This service guide also applies to the following Embark Missouri, Inc. exchanges:

Jefferson City

This service guide also applies to the following Century Tel. of Missouri, LLC, d/b/a CenturyLink exchanges:

Dardenne	St. Peters
O'Fallon	Wentzville

**ATTENTION CUSTOMERS WITH LOCAL BUSINESS SERVICES PROVIDED BY
CERTAIN TCG OR TELEPORT COMPANIES*:**

Subject to state regulatory approvals, if any, beginning on or about December 31, 2012, Teleport Communications America, LLC, will provide the intrastate services previously provided by various TCG or Teleport companies. This administrative change will not impact the rates, terms, or conditions applicable to these services. To view service publications go to www.att.com/servicepublications and click on Service Guides and/or Tariffs. If you have any questions, please contact the toll free number on your invoice.

Teleport Communications America, LLC, hereby adopts, ratifies, and makes its own, in every respect as if the same had been originally filed by it, all schedules, rules, notices, concurrences, schedule agreements, divisions, authorities, or other instruments whatsoever filed with the Public Service Commission, State of Missouri, by TCG Kansas City, Inc. or TCG St. Louis, and its predecessors prior to December 31, 2012. By this notice, Teleport Communications America, LLC, also adopts and ratifies all supplements or amendments to any of the above schedules, etc., which TCG Kansas City, Inc. or TCG St. Louis, and its predecessors have heretofore filed with said Commission.

Teleport Communications America, LLC, hereby adopts this tariff.