



April 26, 2001

By Overnight Delivery

Blanco Bayo, Director  
Division of Records and Reporting  
Florida Public Service Commission  
2540 Shumard Oak Boulevard  
Tallahassee, FL 32399-0850

010617-TP

**Re: Internal Restructuring Involving  
Qwest Communications Corporation,  
LCI International Telecom Corp.,  
Phoenix Network, Inc., and  
USLD Communications, Inc.**

MAY IT PLEASE THE COMMISSION:

Qwest Communications Corporation ("QCC") and certain of its subsidiaries and affiliates 1/ hereby notify the Florida Public Service Commission (the "Commission") of certain internal transactions, described below, being undertaken in order to effectuate a corporate restructuring.

The restructuring will result in a reduction in the number of certificated entities that are subject to the Commission's oversight. There will be no change in the ultimate ownership or control of the Parties or in the Commission's oversight of the consolidated entities' operations as a result of the restructuring. Rather, the net result of the restructuring will be the consolidation of the multiple QCC subsidiaries and affiliates which already provide telecommunications services in Florida, thereby increasing efficiencies and reducing the administrative burdens associated with the current structure and operations.

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1/ The following certificated subsidiaries and affiliates, together with QCC, are collectively referred to herein as the "Parties": LCI International Telecom Corp., Phoenix Network, Inc. and USLD Communications, Inc.

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Following is a detailed description of the Parties' internal restructuring steps:

**1. Merger of LCI International Telecom Corp. into QCC.**

LCI International Telecom Corp. (a certificate holder) currently is a direct, wholly-owned subsidiary of LCI International, Inc., which, in turn, is a commonly-owned affiliate of QCC. LCI International Telecom Corp. will be merged into QCC, with QCC as the surviving corporation. The certificates of authority, customers and assets of LCI International Telecom Corp. will be transferred to QCC, and service will be provided under QCC's tariff. The tariff of LCI International Telecom Corp. will be adopted by QCC or consolidated into the QCC tariff, as appropriate.

**2. Merger of Phoenix Network, Inc. into QCC.**

Phoenix Network, Inc. (a certificate holder) is currently a direct, wholly-owned subsidiary of QCC. Phoenix Network, Inc. will be merged into QCC, with QCC as the surviving corporation. The certificates of authority, customers, and, if any, assets of Phoenix Network, Inc. will be transferred to QCC, and service will be provided under QCC's tariff. The tariff of Phoenix Network, Inc. will be adopted by QCC or consolidated into the QCC tariff, as appropriate.

**3. Merger of USLD Communications Corp. into USLD Communications, Inc.**

USLD Communications, Inc. (a certificate holder) currently is a direct, wholly-owned subsidiary of USLD Communications Corp. (which holds no certificates), which, in turn, is a direct, wholly-owned subsidiary of LCI International, Inc. USLD Communications Corp. will merge downstream into USLD Communications, Inc., with USLD Communications, Inc. as the surviving corporation. As a consequence, USLD Communications, Inc. will become a direct, wholly-owned subsidiary of LCI International, Inc. Because the certificate holder -- USLD Communications, Inc. -- is the surviving corporation, this downstream merger does not affect the customers or certificates of USLD Communications, Inc.

Schedules of the respective operating authorizations held by the Parties before and after the restructuring are attached as Exhibits A-1 and A-2 hereto. Organizational charts depicting the existing and proposed

ownership structure described above are attached as Exhibits B-1 and B-2, respectively. 2/

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To the extent that prior Commission approval would be necessary to consummate the restructuring steps described herein, the Parties hereby request that this letter be treated as a request for such approval. Qwest looks forward to continuing to provide high quality, efficient telecommunications services to the residents of Florida.

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2/ LCI International Telecom Corp. and Phoenix Network, Inc. already provide service under the "Qwest" brand. Consequently, customers of LCI International Telecom Corp. and Phoenix Network, Inc. that are transferred to QCC will not notice a change in service provider on their bills. In order to ensure compliance with any applicable federal anti-slamming provisions, the Parties are securing a waiver from the Federal Communications Commission's pre-subscribed carrier change authorization rules. Such waivers are routinely granted, when, as here, lines of business are subject to internal transfer as the result of a corporate restructuring.


Respectfully submitted,

**Qwest Communications  
Corporation**

**LCI International Telecom Corp.**

**Phoenix Network, Inc.**

**USLD Communications, Inc.**

By:   
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**SCHEDULE OF EXISTING OPERATING AUTHORITY IN FLORIDA**

**A. Qwest Communications Corporation**

- Facility Based and Reseller Interexchange Telecommunications Service; Prepaid Debit Card Provider, Certificate No. 3534; Company Code TI215; Order No. 940237FOFTI; Docket No. 931054-TI (March 25, 1994)
- Alternative Local Exchange Telecommunications Service, Certificate No. 5801; Company Code TX273; Order No. 990439FOFTX; Docket No. 981873-TX (March 25, 1999)

**B. LCI International Telecom Corp. d/b/a Qwest Communications Services**

- Reseller Interexchange Telecommunications Service; Prepaid Debit Card Provider, Certificate No. 2300; Company Code TI890; Order No. 21608; Docket No. 890381-TI (July 26, 1989)
- Alternative Local Exchange Telecommunications Service, Certificate No. 4440; Company Code TX026; Order No. 96-0613-FOF-TX; Docket No. 96-0187-TX (May 29, 1996)
- Operator Service Provider, Docket No. T-93-415 (August 19, 1993)

**C. Phoenix Network, Inc.**

- Reseller Interexchange Telecommunications Service, Certificate No. 2479; Company Code TI943; Order No. 23507; Docket No. 900300-TI (October 11, 1990)

**SCHEDULE OF EXISTING OPERATING AUTHORITY IN FLORIDA**

**(CONTINUED)**

**D. USLD Communications, Inc.**

- Reseller Interexchange Telecommunications Service,  
Certificate No. 2469; Company Code TI927; Order No. 22960;  
Docket No. 900056-TI (April 26, 1990)
  
- Alternative Local Exchange Telecommunications Service,  
Certificate No. 5158; Company Code TX090  
Order No. 97-0629-FOF-TX; Docket No. 970253-TX (June 21, 1997)
  
- Operator Service Provider, Prepaid Debit Card Provider  
Certificate No. 2469; Company Code TI927  
Order No. 22960; Docket No. 900056-TI  
(April 26, 1990)

**SCHEDULE OF PROPOSED OPERATING AUTHORITY IN FLORIDA**

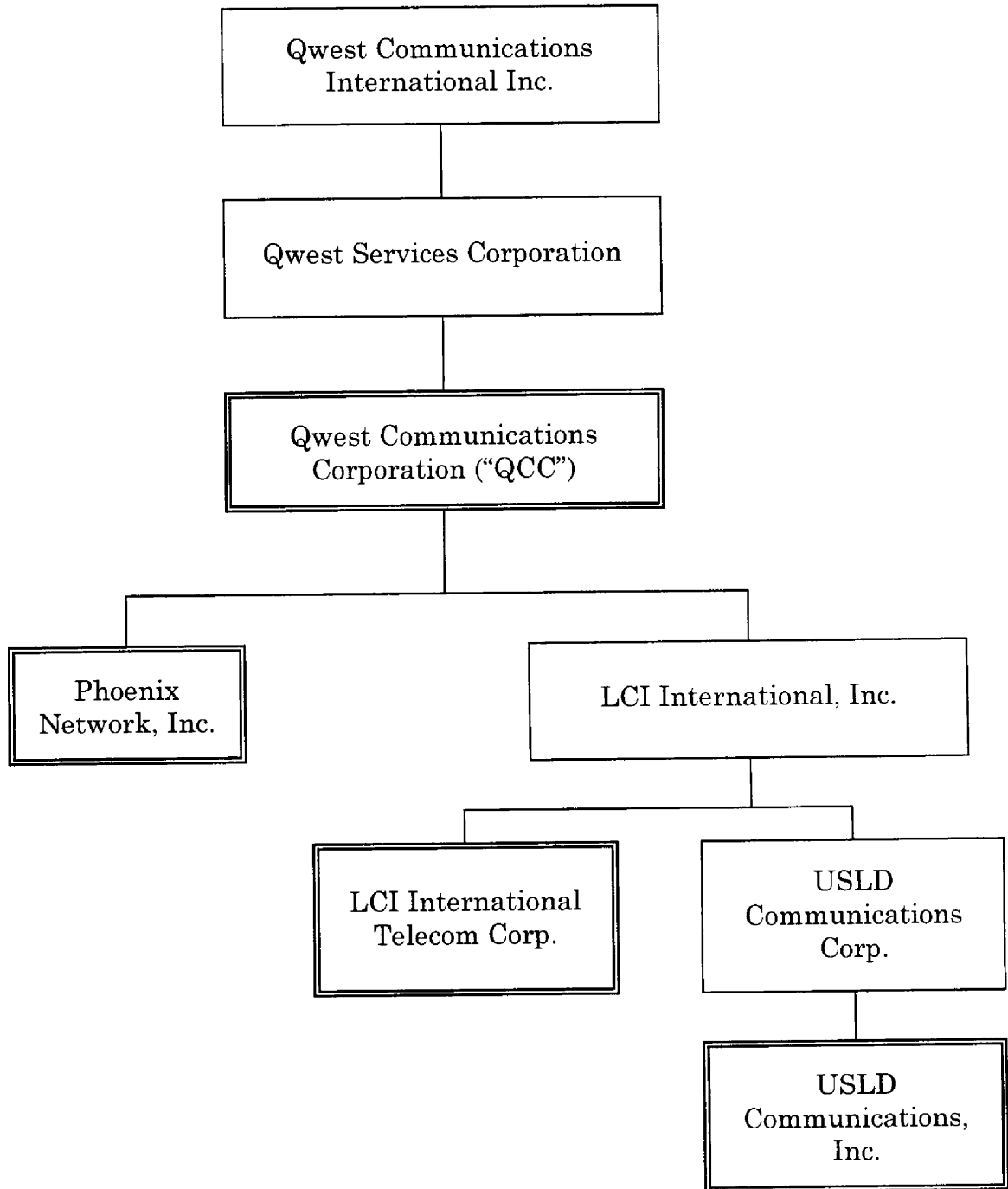
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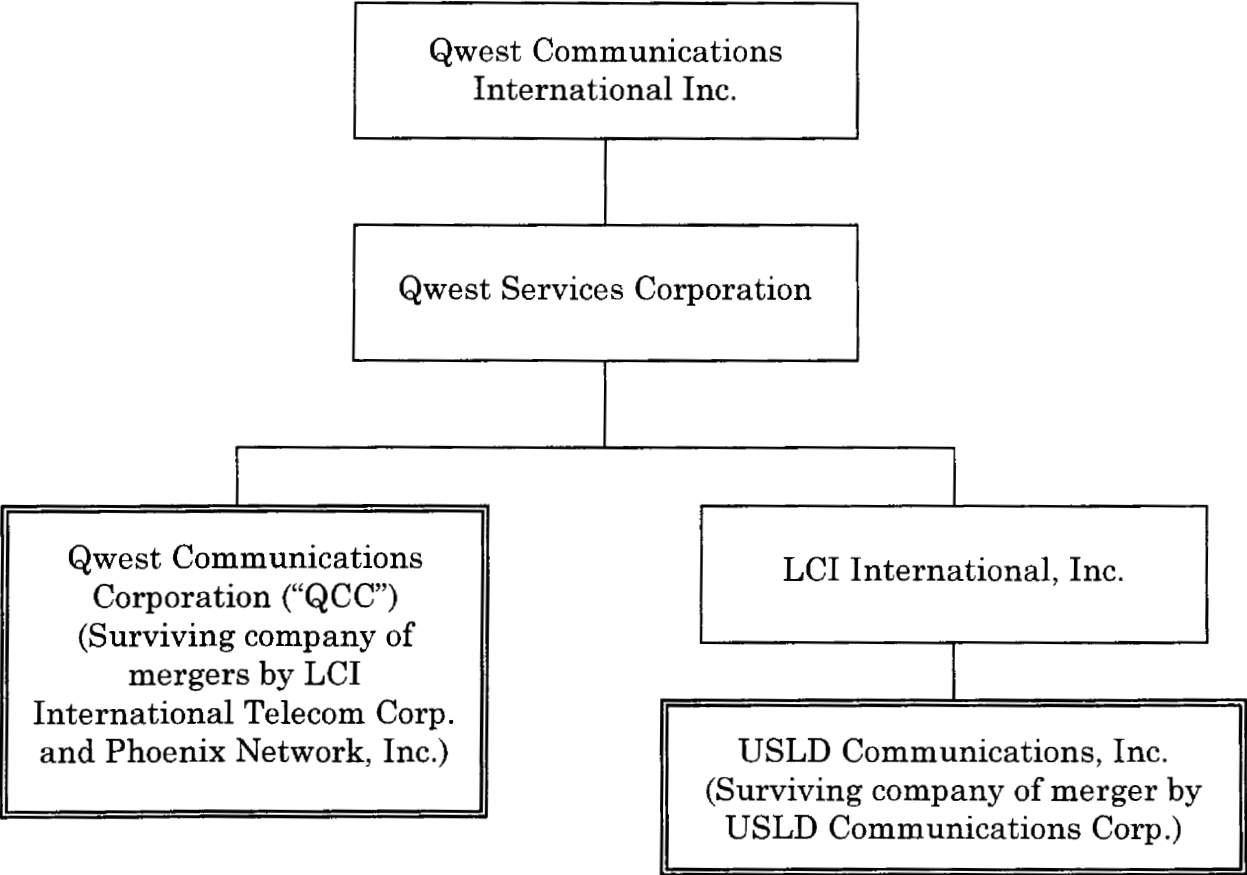
CHART OF PRE-RESTRUCTURING ORGANIZATIONAL STRUCTURE  
FOR THE AFFECTED ENTITIES



Note: Subsidiaries with double borders hold certificates of authority. Other subsidiaries, which are not affected by the restructuring, are not represented.



**CHART OF PROPOSED ORGANIZATIONAL STRUCTURE  
FOR THE AFFECTED ENTITIES**



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