

KELLEY DRYE & WARREN LLP

A LIMITED LIABILITY PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS

ORIGINAL

1200 19TH STREET, N.W.

SUITE 500

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NEW YORK, NY

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RECEIVED
FLORIDA PUBLIC
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MAIL ROOM

August 12, 1999

VIA OVERNIGHT DELIVERY

Ms. Blanca Bayo
Director
Florida Public Service Commission
2540 Shumard Oak Boulevard
Tallahassee, Florida 32399

991101-TX

Re: Applications of Concert Communications Sales LLC

Dear Ms. Bayo:

Enclosed for filing with the Florida Public Service Commission ("Commission"), please find an original and 12 copies of Concert Communications Sales LLC's Applications for authority to provide (1) Alternative Local Exchange Service and (2) Interexchange Service. The company will provide the services on a resold basis. Also enclosed are two checks to cover each of the \$250 filing fees.

Finally, also enclosed are duplicate copies of these filings and a self-addressed stamped envelope. Please date-stamp the duplicates upon receipt and return it in the envelope provided. Please do not hesitate to call me if you have any questions.

Respectfully submitted,



Brian D. Hughes

Enclosures

Check received with filing and forwarded to Fiscal for deposit. Fiscal to forward a copy of check to RA# with proof of deposit.

Initials of person who forwarded check:



DOCUMENT NUMBER-DATE

09623 AUG 13 99

DC01/HUGHB/76534.1

CP-99-RECORDS/REPORTING

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THE FACE OF THIS DOCUMENT HAS A COLORED BACKGROUND ON WHITE PAPER

KELLEY DRYE & WARREN LLP

1200 19TH STREET, N.W.
WASHINGTON, DC 20036

FIRST UNION NATIONAL BANK
WASHINGTON, DC

68-122/540 00480

005627

July 23, 1999

PAY TO THE ORDER OF Florida Public Service Commission

\$ 250.00

Two-Hundred and Fifty-----00/100-----DOLLARS

MEMO Filing fee 007854.0003

Gregory K. Lambert

SECURITY FEATURES INCLUDED, DETAILS ON THE BACK

005627

STATE OF FLORIDA

Commissioners:
JOE GARCIA, CHAIRMAN
J. TERRY DEASON
SUSAN F. CLARK
JULIA L. JOHNSON
E. LEON JACOBS, JR.



DIVISION OF RECORDS & REPORTING
BLANCA S. BAYÓ
DIRECTOR
(850) 413-6770

Public Service Commission

August 16, 1999

Brian D. Hughes, Attorney
Kelley Drye & Warren LLP
1200 19th Street, NW, Suite 500
Washington, D.C. 20036

Re: Docket No. 991101-TX

Dear Mr. Hughes:

This will acknowledge receipt of an application for certificate to provide alternative local exchange telecommunications service by Concert Communications Sales LLC, which was filed with this office on August 13, 1999 and assigned the above-referenced docket number. Appropriate staff members will be advised.

Mediation may be available to resolve any dispute in this docket. If mediation is conducted, it does not affect a substantially interested person's right to an administrative hearing. For more information, contact the Office of General Counsel at (850) 413-6078 or FAX (850) 413-6079.

Please make notes as well that Commission Rule 25-22.005(7), F.A.C., requires certificated companies to notify the Commission of any changes in name, telephone, address, or contact person. Should your application be granted by the Commission, you will be expected to comply with this rule by advising us of any changes as they occur.

Division of Records and Reporting
Florida Public Service Commission

**APPLICATION FORM FOR AUTHORITY TO
PROVIDE ALTERNATIVE LOCAL
EXCHANGE SERVICE WITHIN THE STATE
OF FLORIDA**

1. This is an application for (check one):

Original authority (new company)

Approval of transfer (to another certificated company)
Example, a certificated company purchases an existing company and desires to retain the original certificate authority.

Approval of assignment of existing certificate (to a non-certificated company)
Example, a non-certificated company purchases an existing company and desires to retain the certificate of authority rather than apply for a new certificate.

Approval for transfer of control (to another certificated company)
Example, a company purchases 51% of a certificated company. The Commission must approve the new controlling entity.

2. Name of applicant:

Concert Communications Sales LLC
(hereafter "**Applicant**" or "**CCS**")

3. Name under which the applicant will do business (d/b/a):

Same

4. If applicable, please provide proof of fictitious name (d/b/a) registration.

Fictitious name registration number **N/A**

APPLICATION FORM

5. A. National mailing address including street name, number, post office box, city, state, zip code, and phone number.

Concert Communications Sales LLC

**Reston Town Center
11921 Freedom Drive
Reston, Virginia 20190**

- B. Florida mailing address including street name, number, post office box, city, state, zip code, and phone number.

Applicant does not have a Florida address.

6. Structure of organization Check Appropriate box(es)

- | | |
|--|---|
| <input type="checkbox"/> Individual | <input type="checkbox"/> Corporation |
| <input type="checkbox"/> Foreign Corporation | <input type="checkbox"/> Foreign Partnership |
| <input type="checkbox"/> General Partnership | <input type="checkbox"/> Limited Partnership |
| <input type="checkbox"/> Joint Venture | <input checked="" type="checkbox"/> <u>Foreign Limited Liability Company</u> |

7. If applicant is an individual, partnership, or joint venture, please give name, title and address of each legal entity.

Please see Attachment A, appended hereto.

8. State whether any of the officers, directors, or any of the ten largest stockholders have previously been adjudged bankrupt, mentally incompetent, or found guilty of any felony or of any crime, or whether such actions may result from pending proceedings. If so, please explain.

None of the officers, directors, or any of the ten largest stockholders have previously been adjudged bankrupt, mentally incompetent, or found guilty of any felony or of any crime.

9. If incorporated, please provide proof from the Florida Secretary of State that the applicant has authority to operate in Florida.

Please see Attachment B, appended hereto.

APPLICATION FORM

10. Please provide the name, title, address, telephone number, Internet address, and facsimile number for the person serving as ongoing liaison with the Commission, and if different, the liaison responsible for this application.

Application

Brian D. Hughes
Kelley Drye & Warren LLP
1200 19th Street, NW, Ste. 500
Washington, D.C. 20036
(202) 955-9781
(202) 955-9792
bhughes@kelleydrye.com

Ongoing

Maria Silveira
Concert Communications Sales LLC
11921 Freedom Drive
Reston, Virginia 20190
(703) 467-2563
(703) 707-4080
maria.silveira@concert.com

11. Please list other states in which the applicant is currently providing or has applied to provide local exchange or alternative exchange service.

Applicant is not currently providing service in any jurisdiction. However, Applicant recently filed applications for local exchange authority in a number of other states.

12. Has the applicant been denied certification in any other state? If so, please list the state and reason for denial.

Applicant has not been denied certification in any other state.

13. Have penalties been imposed against the applicant in any other state? If so, please list the state and reason for penalty.

Applicant has not had penalties imposed against it in any other state.

14. Please indicate how a customer can file a service complaint with your company.

Applicant is committed to providing telecommunications services of the highest quality to customers in Florida and will emphasize customer satisfaction. Applicant's customers will be able to reach customer service representatives 24 hours a day, seven days a week, by dialing toll-free, 1-877-266-0290. Customers will be able to register service complaints immediately via telephone, and may do so in writing by sending complaints to the customer service address listed on customer bills and on file with the Florida Public Service Commission.

APPLICATION FORM

15. Please complete and file a price list in accordance with Commission Rule 25-24.835. (Rule attached).

Please see Attachment C, appended hereto.

16. Please provide all available documentation demonstrating that the applicant has the following capabilities to provide alternative local exchange service in Florida.

A. Financial Capability

Applicant has access to ample capital to compete effectively in the competitive local exchange market in Florida. In particular, Applicant will be able to draw upon the substantial financial assets of its parent, British Telecom ("BT"), as required, to provide the proposed services. For the fiscal year ended March 31, 1998, BT's annual revenues exceeded \$25,649,000,000. BT's Income Statement, Balance Sheet, Statement of Financial Capability, and most recent annual report and report for the nine month period ending December 31, 1998, are appended hereto as Attachment D.

B. Managerial capability.

Please see Attachment E, appended hereto.

C. Technical capability.

Please see Attachment E, appended hereto.

(If you will be providing local intra-exchange switched telecommunications service, then state how you will provide access to 911 emergency service. If the nature of the emergency 911 service access and funding mechanism is not equivalent to that provided by the local exchange companies in the areas to be served, describe in detail the difference.)

Applicant will enter an arrangement to resell an underlying carrier's local exchange services, including 911 emergency service. Therefore, the nature of Applicant's 911 service access and funding mechanism will be the equivalent of, if not identical to, that of its underlying carrier.

AFFIDAVIT

By my signature below, I, the undersigned officer, attest to the accuracy of the information contained in this application and attached documents and that the applicant has the technical expertise, managerial ability, and financial capability to provide alternative local exchange service in the state of Florida. I have read the foregoing and declare that to the best of my knowledge and belief, the information is true and correct. I attest that I have the authority to sign on behalf of my company and agree to comply, now and in the future, with all applicable Commission rules and orders.

Further, I am aware that pursuant to Chapter 837.06, Florida Statutes, "Whoever knowingly makes a false statement in writing with the intent to mislead a public servant in the performance of his official duty shall be guilty of a misdemeanor of the second degree, punishable as provided in s. 775.082 and 775.083."

Official: 
Signature
CHERYL LYNN SCHNEIDER

July 26, 1999
Date

Title: Assistant Secretary Manager

(703) 707-4283
Telephone Number

Address: Concert Communications Sales LLC
11921 Freedom Drive
Reston, VA 20190

ATTACHMENT A

**Concert Communications Sales LLC
Application for Local Exchange Authority
Attachment A**

On July 26, 1998, British Telecommunications plc ("BT") and AT&T Corp. ("AT&T") announced that they would create a \$10 billion global venture (the "Global Venture") to serve the communications needs of multinational companies and the international calling needs of individuals and businesses around the world. AT&T is a New York corporation that provides domestic and international voice and data telecommunications services. Upon consummation of the transaction, Applicant will become a part of the Global Venture, specifically it will become an indirect subsidiary of VLT Co. LLC, a joint venture in which AT&T and BT each will indirectly maintain a 50 percent ownership interest and share control. Consummation of the transaction is subject to receipt of various approvals from the Federal Communications Commission ("FCC") and other agencies. At present, the parties expect to consummate the transaction in July 1999. Applicant will notify the Commission in writing in the event the transaction is consummated and CCS becomes part of the Global Venture.

ATTACHMENT B



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

March 23, 1999

MARIA STEPHENS
CSC

Qualification documents for CONCERT COMMUNICATIONS SALES LLC were filed on March 23, 1999, and assigned document number M99000000420. Please refer to this number whenever corresponding with this office.

Your limited liability company is now qualified and authorized to transact business in Florida as of the file date.

A limited liability company annual report will be due this office between January 1 and May 1 of the year following the calendar year of the file date. A Federal Employer Identification (FEI) number will be required before this report can be filed. If you do not already have an FEI number, please apply NOW with the Internal Revenue by calling 1-800-829-3676 and requesting form SS-4.

Please be aware if the limited liability company address changes, it is the responsibility of the corporation to notify this office.

Should you have any questions regarding this matter, please telephone (850) 487-6051, the Registration and Qualification Section.

Tammi Cline
Document Specialist
Division of Corporations

Letter Number: 899A00014390

Account number: 072100000032

Account charged: 285.00

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACT BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. Concert Communications Sales LLC
(Name of foreign limited liability company)
2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
3. -----
(FEI number, if applicable)
4. February 22, 1999
(Date of Organization)
5. 30 years
(Duration: Year limited liability company will cease to exist or "perpetual")
6. Will begin upon approval.
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 11921 Freedom Drive
Reston, VA 20190
(Street address of principal office)

8. List name, title, and business address of each managing member[MGRM] or manager[MGR] who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

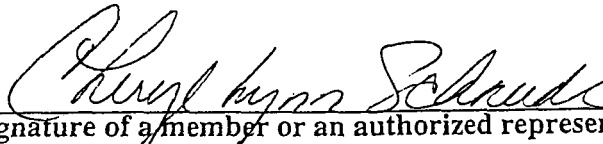
NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
_____	See attachment.	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
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_____	_____	_____	_____
_____	_____	_____	_____

FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 99 MAR 23 AM 10:33

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

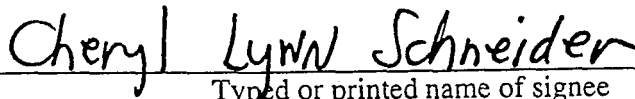
The undersigned member or authorized representative of a member of Concert Communications Sales LLC certifies:

- 1) the above named limited liability company has at least one member;
- 2) the total amount of cash contributed by the member(s) is \$ 1000.00 ;
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ 00.00 ;
(A description of the property is attached and made a part hereto.)
and
- 4) the total amount of cash and property contributed and anticipated to be contributed by member(s) is \$ 1000.00 .
(This total includes amounts from 2 and 3 above.)



Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)


Typed or printed name of signee

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR 23 AM 10:33

Filing Fee: \$250.00 for Application and Affidavit

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

Concert Communications Sales LLC

2. The name and the Florida street address of the registered agent and office are:

Corporation Service Company

(Name)

1201 Hays Street

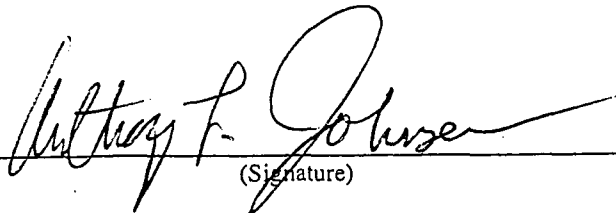
Florida street address

(NOT ACCEPTABLE)

Tallahass

Having been named as registered agent to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

By:



(Signature)

Filing Fee: \$ 35 for Designation of Registered Agent

EXHIBIT 1
LISTING OF MANAGERS

By a vote of the Member the following Managers were elected to operate the Company pursuant to Article 5 of the Agreement:

NAME:	ADDRESS:
Peter Macleod Chief Executive Manager	11921 Freedom Drive Reston, Virginia 20190
Steve Clutton Chief Financial Manager	11921 Freedom Drive Reston, Virginia 20190
William Flynn Tax Manager	11921 Freedom Drive Reston, Virginia 20190
Geoff Webster Secretary Manager	11921 Freedom Drive Reston, Virginia 20190
Geoffrey Beedham Assistant Secretary Manager	BT, 81 Newgate Street London, UK EC1A 7AJ
Cheryl Schneider Assistant Secretary Manager	11921 Freedom Drive Reston, Virginia 20190
Cindy Perkinson Assistant Secretary Manager	11921 Freedom Drive Reston, Virginia 20190
Kha Nguyen Assistant Secretary Manager	11921 Freedom Drive Reston, Virginia 20190
Michelle Gallagher Assistant Secretary Manager	11921 Freedom Drive Reston, Virginia 20190

The above listed Managers will serve in their capacities until they are removed for any reason by a vote of the Member as defined by Article 5 or upon their voluntary resignation.

Signed and Agreed this 16th day of March, 1999.



CONCERT GLOBAL NETWORKS (USA) INC.
Member

ATTACHMENT C
(to be late-filed)

ATTACHMENT D

Income statement

FOR THE YEAR ENDED 31 MARCH 1998

	Notes	1998 \$M
Revenue		25,649
Other operating income (a)		610
Operating costs (b)		(20,262)
Operating profit		5,997
Group's share of profits (losses) of associated undertakings		(413)
Profit on sale of group undertakings		103
Interest receivable		270
Interest Payable		679
Premium on repurchase of bonds		--
Profit on ordinary activities before taxation		5,279
Tax on profit on ordinary activities:		2,440
Profit on ordinary activities after taxation		2,839

(a) Including MCI merger break up fee net of expenses

(b) Including redundancy charges

Balance sheets

AT 31 MARCH 1998

	Notes	1998 \$M
Fixed Assets		
Tangible assets		24,434
Investments		12,805
Total fixed assets		37,239
Current assets		
Stocks		203
Receivables		8,066
Investments		24
Cash at bank and in hand		2
Total current assets		8,295
Creditors: amounts falling due within one year		
Loans and other borrowings		5,382
Other creditors		9,910
Total creditors: amounts falling due within one year		15,293
Net current liabilities		(6,998)
Total assets less current liabilities		30,242
Creditors: amounts falling due after more than one year		
Loans and other borrowings		6,767
Provisions for liabilities and charges		2,081
Minority interests		--
Capital and reserves		
Called up share capital		2,629
Share premium account		1,463
Other reserves		1,228
Profit and loss account		16,073
Total equity shareholders' funds		21,394
		30,242



Andy Longden
Group Treasurer

Telephone (0171) 356 6588
International +44 171 356 6588
Facsimile (0171) 356 6054
International +44 171 356 6054

STATEMENT OF FINANCIAL CAPABILITY

British Telecommunications plc ('BT') hereby guarantees that the Applicant in Docket Nos. 990400-TX and 990388-TI, its indirect wholly owned subsidiary, Concert Communications Sales, LLC ('CCS'), shall have BT's full support including access to the financial resources of BT up to US\$20m for the duration of the certificate, in its endeavour to obtain certification and to provide the telecommunications services described in its Applications in the State of Florida. Such support shall include, but is not limited to, authorisation for CCS to use the financial statements of BT that are part of the public record in order to establish financial capability and BT's guarantee of all financial obligations of CCS with regard to customers and operations in Florida. BT's annual revenues for the year ending March 31, 1998 exceed 25 billion dollars.

A W Longden
Group Treasurer

Signed on June 15, 1999 in London, England

as members of the British Telecommunications plc Bonds & Guarantees Panel

L C Winnister
Treasury Manager Financing

Concert Communications Sales LLC
Exhibit F

Key financial figures from
British Telecommunications plc
“Annual report and accounts 1998”
(conformed to U.S. SEC Form 20-F)

Turnover (Revenues)	\$ 25,649,000,000.60
Profit before tax	5,279,000,000.16
Profit after tax	2,838,000,000.84
Earnings per share	0.52
Net dividends	0.31
Capital expenditure	4,969,000,000.20

Exchange rate: £1.00 = \$1.64

Concert Communications Sales LLC
Exhibit F

Key financial figures from
British Telecommunications plc
“Nine Months Results to December 31, 1998”
Press Release Issued February 11, 1999

Turnover (Revenues) including share of ventures	\$	22,121,000,000.16
Exceptional income (costs)		(69,000,000.72)
Operating profit		4,686,000,000.18
Profit on sale of fixed asset investments		1,837,000,000.62
Profit before tax		5,741,000,000.94
Windfall tax charge		0.00
Profit after tax		4,025,000,000.50
Earnings per share		0.62
Earnings per share before exceptional items		0.43

Exchange rate: £1.00 = \$1.66

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68-122/540 00480

005659

Aug. 12, 1999

PAY TO THE ORDER OF Florida Public Service Commission \$ 250.00

Two-Hundred and Fifty-----00/100-----DOLLARS

DOCUMENT NO.
D9623-99
8-13-99

Geneva K. Lambert

MEMO Filing fee 007854.0003

005659