

REQUEST TO ESTABLISH DOCKET

(Please Type)

Date: 6/1/2005 Docket No.: 050385-11

1. Division Name/Staff Name: Division Of Competitive Markets & Enforcement/Isler

2. OPR: Division Of Competitive Markets & Enforcement

3. OCR: Office Of The General Counsel

4. Suggested Docket Title: Acknowledgment of cancellation of IXC Registration No. TJ081 by Focal Communications Corporation of Florida, effective August 9, 2004.

5. Suggested Docket Mailing List (attach separate sheet if necessary)
A. Provide NAMES OR ACRONYMS ONLY if a regulated company.
B. Provide COMPLETE NAME AND ADDRESS for all others. (Match representatives to companies.)

1. Parties and their representatives (if any):

2. Interested persons and their representatives (if any):

6. Check one:

- Documentation is attached.
- Documentation will be provided with recommendation.

DOCUMENT NUMBER-DATE

05308 JUN-1 05

Paula Isler

From: Collins, Angela [AFCollins@mintz.com]
Sent: Friday, May 27, 2005 3:18 PM
To: Ray Kennedy
Cc: Kay Flynn; Paula Isler; Beth Keating
Subject: RE: Broadwing/Focal Communications (Docket 040823-TX CLEC certificate transfer)

Thank you Mr. Kennedy. I agree with your statements - please proceed with the cancellation of Focal's IXC authority.

If you have any questions or need anything else, please feel free to contact me.

Angela F. Collins
Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C.
701 Pennsylvania Avenue, NW
Suite 900
Washington, DC 20004
202-434-7394 (direct)
202-434-7400 (fax)
afcollins@mintz.com

-----Original Message-----

From: Ray Kennedy [mailto:RKennedy@PSC.STATE.FL.US]
Sent: Friday, May 27, 2005 3:10 PM
To: Collins, Angela
Cc: Kay Flynn; Paula Isler; Beth Keating
Subject: Broadwing/Focal Communications (Docket 040823-TX CLEC certificate transfer)

Good Afternoon Ms. Collins,

As a follow-up to our phone conversation regarding the \$250 recent payment and the apparent desire for the cancellation of Focal's IXC Registration, I will summarize what we plan to do. Regarding the \$250 payment received May 18, 2005, it will be applied to the transfer of Focal's CLEC certificate to Broadwing. Rule 25-24.815, Florida Administrative Code, requires payment of \$250 for the transfer of a CLEC certificate. That action occurred in Docket No. 040823-TX.

There is no fee for filing tariff amendments.

Also, I have confirmed with you that Focal's IXC Registration, TJ081, should be cancelled, as requested in correspondence dated August 6, 2004, from Mr. Robert Stup, Counsel, Corvis Corporation. We will open a docket to cancel the IXC Registration. We will make the effective date of cancellation August 9, 2004. That is the date Mr. Stup's correspondence was received by the Commission Clerk. That document is Commission Document No. 08629 and is filed in Docket 040823-TX. We do not need any additional correspondence from you to perform these actions.

If you disagree with any statements in this e-mail, please respond by close of business May 31, 2005. We will not open a docket to cancel the IXC of Focal prior to June 1, 2005.

Ms. Paula Isler will handle the cancellation. Ms. Isler will review the Regulatory Assessment Fee payments made by Focal for its IXC operations and will let you know if there are any payments due the Commission. Based on the original request made August 9, 2004, Focal will not owe the Commission any Regulatory Assessment Fees for calendar year 2005.

We apologize for any delay or inconvenience this may have caused and will promptly take care of this matter.

Thank you,

Ray Kennedy
Florida Public Service Commission
2540 Shumard Oak Blvd.
Tallahassee, FL 32399-0850
Phone: 850-413-6584
Fax: 850-413-6585
E-Mail: rkennedy@psc.state.fl.us

STATEMENT OF CONFIDENTIALITY:

The information contained in this electronic message and any attachments to this message are intended for the exclusive use of the addressee(s) and may contain confidential or privileged information. **If you are not the intended recipient, or the person responsible for delivering the e-mail to the intended recipient, be advised you have received this message in error and that any use, dissemination, forwarding, printing, or copying is strictly prohibited.** Please notify Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C. immediately at either (617) 542-6000 or at ISDirector@Mintz.com, and destroy all copies of this message and any attachments. You will be reimbursed for reasonable costs incurred in notifying us.

**MINTZ LEVIN
COHN FERRIS
GLOVSKY AND
POPEO PC**

*Boston
Washington
Reston
New York
New Haven
Los Angeles
London*

*701 Pennsylvania Avenue, N.W.
Washington, D.C. 20004
202 434 7300
202 434 7400 fax
www.mintz.com*

Robert E. Stup, Jr.
Direct dial 202 661 8711

August 6, 2004

VIA FEDERAL EXPRESS

Blanca Bayo
Director, Division of the Commission Clerk
& Administrative Services
Florida Public Service Commission
2540 Shumard Oak Blvd.
Tallahassee, Florida 32399-0850

040823-TX


RE: Joint Application for Approval for Name Change and Transfer of Certificate No. 5618 of Focal Communications Corporation of Florida to Broadwing Communications, LLC; Approval for Focal Communications Corporation of Florida to Abandon Services; and Notification of the Transfer of Assets and Customers of Focal Communications Corporation of Florida to Broadwing Communications, LLC

Dear Ms. Bayo:

Please accept for filing an original and six (6) copies of the above-referenced joint application of Corvis Corporation ("Corvis"), on behalf of itself and its subsidiaries, Broadwing Communications, LLC ("Broadwing") and Focal Communications Corporation of Florida ("Focal-FL")(jointly, "Applicants").

Please date stamp the additional copy and return it in the envelope provided. If you have any questions relating to this filing, please contact Michelle Cadin at 202-585-3536.

Respectfully submitted,



Robert E. Stup, Jr.

Michelle S. Cadin

Counsel, Corvis Corporation

DOCUMENT NUMBER DATE


08629 AUG-9 3

FPSC-COMMISSION CLERK

CERTIFICATE OF SERVICE

I, Michelle S. Cadin, hereby certify that on this 6th day of August, 2004, copies of the foregoing Joint Application for Approval for Name Change and Transfer of Certificate No. 5618 of Focal Communications Corporation of Florida to Broadwing Communications, LLC; Approval for Focal Communications Corporation of Florida to Abandon Services; and Notification of the Transfer of Assets and Customers of Focal Communications Corporation of Florida to Broadwing Communications, LLC and Approval for Focal Communications Corporation of Florida to Abandon Services:

Blanca Bayo
Director, Division of the Commission Clerk
& Administrative Services
Florida Public Service Commission
2540 Shumard Oak Blvd.
Tallahassee, Florida 32399-0850


Michelle S. Cadin

Before the
FLORIDA PUBLIC SERVICE COMMISSION

In the Matter of

Joint Application for Approval for Name Change and Transfer of Certificate No. 5618 of Focal Communications Corporation of Florida to Broadwing Communications, LLC; Approval for Focal Communications Corporation of Florida to Abandon Services; and Notification of the Transfer of Assets and Customers of Focal Communications Corporation of Florida to Broadwing Communications, LLC

Docket No. _____

**JOINT APPLICATION FOR APPROVAL FOR NAME CHANGE AND TRANSFER OF
CERTIFICATE NO. 5618 OF FOCAL COMMUNICATIONS CORPORATION
OF FLORIDA TO BROADWING COMMUNICATIONS, LLC; APPROVAL FOR
FOCAL COMMUNICATIONS CORPORATION OF FLORIDA TO ABANDON
SERVICES; AND NOTIFICATION OF THE TRANSFER OF ASSETS AND
CUSTOMERS OF FOCAL COMMUNICATIONS CORPORATION OF FLORIDA TO
BROADWING COMMUNICATIONS, LLC**

Corvis Corporation ("Corvis"), on behalf of itself and its subsidiaries, Broadwing Communications, LLC ("Broadwing") and Focal Communications Corporation of Florida ("Focal-FL")(jointly, "Applicants"), through their undersigned counsel, hereby requests approval from the Florida Public Service Commission ("Commission") for the restructuring of certain regulated subsidiaries of Corvis. Specifically, the Applicants request from the Commission: (1) approval for a name change and transfer of Certificate No. 5618 of Focal-FL to Broadwing Communications, LLC; and, (2) approval of Focal-FL's abandonment of services as a CLEC and IXC provider. In addition, the Applicants notify the Commission of the transfer of the assets and

customer base of Focal-FL into Broadwing (together the "Restructuring").^{1/} Approval of this Application would allow Corvis to integrate its telecommunications services operations into a single company, Broadwing, which would be better positioned to provide competitive telecommunications services.

In support of this Joint Application, Applicants submit as follows:

I. DESCRIPTION OF THE APPLICANTS

A. CORVIS CORPORATION

1. Corvis, a Florida corporation, is a publicly traded company (NASDAQ: CORV) with its principal executive offices at 7015 Albert Einstein Drive in Columbia, Maryland. Corvis Corporation is a leading supplier of all-optical solutions to service providers and government agencies. Corvis operates two divisions within the telecommunications industry. Its communications services division, managed within its Broadwing subsidiary, is a provider of data, voice, and video solutions to carrier and enterprise customers delivered over a 18,700 route mile fiber optic network connecting 137 cities nationwide. Its communications equipment division designs, manufactures, and sells high performance all optical and electrical/optical communications systems designed to accelerate carrier revenue opportunities and lower the overall costs of network ownership. The communications services division has become the primary focus of Corvis and revenues from the communications services division will account for a majority of Corvis' revenues for the foreseeable future. Attached hereto as Exhibit A is a

^{1/} The transfer of control of Focal Communications Corporation, Focal-FL's parent company with and into Corvis is expected to close in September of 2004. The approval requested by Applicants in the present pleading is conditioned on consummation of the previous transaction and immediate notice will be given to the Commission upon closure. This application is being filed prior to the consummation of the previously approved transaction in order to speed Corvis' consolidation of its regulated subsidiaries so that it can more quickly realize the benefits of the Restructuring discussed below, including cost savings associated with eliminating redundancies in providing services, as well as minimizing customer confusion and promoting continuity of services.

list of Corvis' officers and directors and their biographical information. Further information about Corvis is available online at www.corvis.com.

B. BROADWING COMMUNICATIONS, LLC

2. Broadwing, a Florida limited liability company, is a wholly owned subsidiary of C III Communications, LLC, which is, in turn, a subsidiary of Corvis.^{2/} Corvis acquired Broadwing on June 13, 2003, through the purchase of the assets of Broadwing Communications Services, Inc., and its wholly owned subsidiary, Broadwing Telecommunications, Inc. By Order effective July 1, 2003 in Docket No. 030288-TI, Order No. PSC-03-0793-CO-TI, this Commission authorized the transfer of IXC Company Certificate No. 4031 from Broadwing Telecommunications, Inc. to Broadwing.^{3/} Broadwing is an innovative provider of data, voice, and video solutions to enterprise, strategic service provider, mid-market, and government customers. Enabled by its one-of-a-kind, all-optical network and award-winning IP backbone, Broadwing offers a full suite of the highest quality communications products and services, with unparalleled customer focus and speed. Broadwing provides switched and dedicated long distance services, international services, Internet access services, and private networking services such as frame relay and ATM. Broadwing currently provides services to 1,455 customers in the State of Florida. Attached hereto as Exhibit B is a list of Broadwing's officers and directors and their biographical information. Further information about Broadwing is available online at www.broadwing.com.

2/ Corvis owns a 98% economic interest in C III Communications, LLC, and maintains full board control. Cincinnati Bell, previously the parent company of the predecessor of Broadwing Communications, LLC, retains a 2% non-voting equity interest in C III Communications, LLC. Following the Restructuring, Corvis' economic interest would increase to approximately 99%, with a corresponding decrease in Cincinnati Bell's economic interest.

C. FOCAL COMMUNICATIONS CORPORATION

3. Focal Communications Corporation (“Focal”) will be a wholly owned subsidiary of Corvis upon consummation of the proposed merger between the two companies.^{4/} Focal is the holding company for a family of facilities-based communications providers serving enterprises, carriers, and resellers with dedicated local sales and support, a robust facilities-based network, and innovative voice and data solutions tailored to meet customer needs. Focal’s affiliates offer their customers a variety of regulated and unregulated services, including TI, PRI, switched local service, long distance, toll-free, international long distance, international toll-free, Internet access and private networking, collocation space, integrated voice and data circuits, audio conferencing, and calling card services. Through its subsidiaries, Focal is authorized to provide local and long distance services in approximately twenty (20) states and is also authorized by the FCC to provide domestic and international services nationwide as a non-dominant carrier. Further information about Focal is available on-line at www.focal.com.

D. FOCAL COMMUNICATIONS CORPORATION OF FLORIDA

4. Focal-FL is a Florida corporation and a wholly owned subsidiary of Focal Financial Services, Inc. (“Focal Financial”), which is, in turn, a wholly owned subsidiary of Focal. Focal-FL (Company Code: TX186) is authorized to provide competitive local exchange services in the State of Florida pursuant to Commission Order in Docket No. 980101-TX on March 27, 1998 (Certificate No. 5618).

(continued footnote)

3/ Broadwing was originally named C III Communications Operations, LLC. The name was later changed to Broadwing Communications, LLC. This Commission recognized the name change on July 9, 2003 in Docket No. 030288-TI.

4/ See *supra* n.1.

II. THE RESTRUCTURING

5. An organizational chart showing the relationship of the Applicants, as well as the Restructuring, is hereto attached as Exhibit C. The proposed consolidation of Corvis' regulated subsidiaries is intended to simplify Corvis' corporate structure and result in significant administrative and operational efficiencies as discussed below. The Restructuring will be accomplished as follows: (i) Focal will be merged with and into Corvis; (ii) the assets and customers of Focal-FL would be transferred to Broadwing in exchange for membership interest in C III Communications, LLC ("C III"), Broadwing's parent company; and (iii) the C III membership interests transferred to Focal-FL would eventually be distributed to Corvis, subject to tax implications.

6. Following the Restructuring, Focal-FL would not provide any regulated services, hold assets, or employ personnel used to provide regulated services. The structure of the Restructuring is largely a function of federal, state, and local taxation. Pending resolution of any tax or legal matters, Corvis would seek to have Focal-FL dissolved or merged out of existence as soon as practicable following the transfer of its assets to Broadwing. The Restructuring and subsequent dissolution of Focal will have no impact on the ability of Broadwing to properly and accurately report jurisdictional revenues.

7. At all times throughout the Restructuring and at its conclusion Corvis retains its ownership and control of Broadwing and the Focal companies. In effect, the Restructuring is a *pro forma* consolidation of Corvis owned and controlled assets through the rearranging of Corvis' ownership interests in its subsidiaries. The Restructuring does not require or result in any physical rearrangement of facilities used to provide services, and should not otherwise result in any disruption of customer service. Corvis is undertaking the Restructuring in order to

minimize the possibility of customer confusion, promote continuity of services, and offer a broad array of communications services to its customers under the Broadwing brand.

III. DESIGNATED CONTACTS

8. For purposes of this Joint Application, inquiries or copies of any correspondence, orders, or other materials should be directed as follows:

Kim D. Larsen, Esq.
Senior Vice President, Business
Development, General Counsel,
Secretary
Corvis Corporation
7015 Albert Einstein Drive
P.O. Box 9400
Columbia, MD 21046-9400
(443) 259-4000 – Telephone
(443) 259-4444 – Fax

Robert E. Stup, Jr., Esq.
Michelle S. Cadin, Esq.
Mintz Levin Cohn Ferris
Glovsky & Popeo, P.C.
701 Florida Ave., NW
Suite 900
Washington, D.C. 20004
(202) 585-3536 – Telephone
(202) 434-7400 – Fax
restup@mintz.com
mcadin@mintz.com

IV. NOTIFICATION OF TRANSFER OF ASSETS OF FOCAL COMMUNICATIONS CORPORATION OF FLORIDA TO BROADWING COMMUNICATIONS, LLC

9. The Joint Applicants hereby notify the Commission of the transfer of the assets and customer base of Focal-FL into Broadwing. As a result of the consolidation, all of Focal-FL's transmission facilities would be transferred to Broadwing and all of Focal-FL's current customers would receive the services currently provided by Focal under the Broadwing name at the same rates, terms, and conditions as currently provided, subject, however, to any changes in such rates, terms, and conditions as may be permitted by the customer's service agreement or any applicable law.

10. The proposed transfer of assets would combine the operations of Broadwing and Focal and make it easier for the company as a whole to comply with federal and state regulatory obligations, including rate integration requirements. The proposed consolidation would also

enable the resultant company to more easily provide bundled services using the existing resources of both Focal and Broadwing. In short, combining the operations of the two companies would produce efficiencies that would help the resultant company compete against incumbent providers and contribute to a vibrant competitive marketplace in the State of Florida.

11. The proposed transaction would not adversely affect the services currently provided by Focal-FL. Broadwing would continue to provide service to all of Focal-FL's existing customers without interruption and would adopt Focal-FL's existing local exchange tariffs.^{5/} Broadwing would also retain all of Focal-FL's existing customer contracts. Consistent with federal and state requirements, customers of Focal-FL would receive proper notice of this change. Attached hereto as Exhibit D is the proposed customer notice. Customers would receive bills under the Broadwing name and would continue to receive the same service quality they have come to expect from Focal. The proposed transaction would not result in any disruption of service to Focal-FL's customers and thus would be seamless to consumers in the State of Florida.^{6/}

V. **REQUEST FOR APPROVAL FOR NAME CHANGE AND TRANSFER OF CERTIFICATE NO. X-989 OF FOCAL COMMUNICATIONS OF FLORIDA TO BROADWING COMMUNICATIONS, LLC**

12. In order for Broadwing to provide the local exchange services currently provided by Focal-FL, the Applicants seek Commission authority for the name change and transfer of the existing local authority of Focal, Certificate No. 5618, to Broadwing. To the extent that the Commission cannot transfer or change the name on Focal-FL's existing authority to Broadwing,

5/ The existing interexchange services offerings of Focal would be incorporated in the present Broadwing tariffs. The rates, terms, and conditions contained in such tariffs and customer service agreements may be changed in the future as permitted by applicable law.

6/ Likewise, Broadwing would continue to operate as it currently does.

the Applicants request that the Commission accept this pleading as a request for new local authority of Broadwing.

13. The financial, managerial, and technical qualifications of Corvis to provide competitive local exchange services in Florida via its wholly-owned subsidiary, Broadwing, have previously been reviewed and approved by the Commission when it found Broadwing to be qualified to provide facilities-based interexchange services in Florida.^{7/} The proposed transaction would enhance those existing qualifications because of the additional efficiencies gained through the Restructuring. The following is provided to the extent that the Commission must conduct a *de novo* review of Broadwing's qualifications.

A. FINANCIAL QUALIFICATIONS

14. The financial qualifications of Broadwing to provide local exchange services are already a matter of Commission record. The Commission found Broadwing to be financially qualified when it granted its CPCN to Broadwing to provide facilities-based interexchange services.^{8/} The merger of Corvis and Focal resulted in Broadwing and Focal-FL having the same ultimate parent company, Corvis.

15. The proposed Restructuring does not diminish Corvis' or Broadwing's financial qualifications to provide service. Instead, the proposed Restructuring would result in greater operating efficiencies and therefore enhance Corvis' financial qualifications. Corvis is a publicly traded company with a market capitalization of approximately one billion and cash reserves of

7/ See *In the Matter of the Application for Transfer of IXC Certificate No. 4031 from Broadwing Communications Services Inc. to C III Communications Operations, LLC; and petition for waiver of carrier selection requirement of Rule 25-4.118, F.A.C., for transfer of customers*, Docket No. 030288-TI (July 3, 2003).

8/ See *supra* n.7.

over five hundred million. Attached hereto as Exhibit E please find a copy of Corvis' financial statements.

B. MANAGERIAL QUALIFICATIONS

16. Both Broadwing and Focal have extensive experience already providing telecommunications services. The consummation of the proposed Restructuring would serve to combine the vast experience and resources of the two companies into a single entity. The management and employees supporting Focal-FL would, following the Restructuring, support Broadwing.^{9/} Attached hereto as Exhibit B are resumes of the officers, directors, and managers of Broadwing, including the present officers, directors, and managers supporting Focal-FL. Given that the merger is not expected to change the qualifications of Broadwing or Focal-FL, the Joint Applicants submit that Broadwing is, and would continue to be, well qualified to continue providing services in Florida. In short, the proposed transaction involves the combination of two companies, both of which have previously demonstrated to the Commission's satisfaction their respective managerial qualifications. Accordingly, the proposed consolidation would ensure that Broadwing remains positioned to continue and improve upon its service offerings in Florida.

C. TECHNICAL QUALIFICATIONS

17. The proposed consolidation would have no negative impact on Broadwing's technical ability to continue to operate, maintain, and expand the services currently offered by Focal-FL in Florida. The technical personnel, including network engineers and field technicians employed by Focal, would support Broadwing's operations. Attached hereto as Exhibit F are resumes of the primary technical personnel of Broadwing and Focal. Focal currently operates 24

9/ The employees that support Focal-FL are currently employed by Focal Financial Services, Inc. ("Focal Financial"), a wholly owned subsidiary of Focal Communications Corporation and the parent company of Focal-FL. As part of the Restructuring, Focal's employees may remain with Focal Financial or transfer to another Corvis subsidiary.

Nortel DMS500 (Class 5) switches through its service territory. In addition, the Focal companies operate an extensive ATM backbone and an IP transit network. The Focal operating companies currently provide a variety of regulated and unregulated services, including TI, PRI, switched local service, long distance, toll-free, international long distance, international toll-free, Internet access and private networking, collocation space, integrated voice and data circuits, audio conferencing, and calling cards services in their respective markets. Accordingly, Focal's personnel have the required technical qualifications to provide telecommunications services, and the proposed Restructuring would not diminish those technical abilities.

18. Furthermore, Broadwing has already been found by this Commission to have the technical expertise to run its network providing interexchange services.^{10/} Broadwing is the first carrier to complete an award-winning, nationwide, all-optical switched network, which spans over 18,500 lit route miles. Broadwing currently provides long distance, ATM, frame relay, dial IP, dedicated Internet, private line, and DSL throughout the country. In addition, Corvis is a world leader in the design, manufacture, and support of high-performance all optical and electrical/optical communications systems. Again, the combination of Broadwing and Focal's abilities, qualifications, and expertise, combined with the guidance of Corvis, enhance the companies' ability to continue to provide and expand its services.

D. SERVICE TO BE PROVIDED BY BROADWING

19. Broadwing proposes to provide facilities-based and resold local exchange services. Broadwing would provide such services throughout the state of Florida, unless restricted by state rule. To ensure that the proposed transaction would not result in any change in the terms, conditions, and prices of CLEC services currently provided by Focal-FL, Broadwing

^{10/} See *supra* n.7.

proposes to adopt Focal-FL's currently effective local exchange tariff(s). Furthermore, Broadwing proposes to modify its existing interstate tariff provisions to include Focal's present interstate service offerings.

20. Broadwing would submit as soon as possible any performance bond required by the Commission's rules.

E. CHARACTER QUALIFICATIONS

21. To the best of Broadwing's knowledge, there are no outstanding formal complaints pending against it before any state or federal regulatory Commission, and any informal complaints have or will be addressed pursuant to applicable regulatory timeframes.

22. To the best of Broadwing's knowledge, neither Broadwing, nor any of its officers or directors have been involved in any civil or criminal investigations and/or had judgment entered against them in any civil matter or convicted of any crime related to the delivery of telecommunications services.

23. Attached hereto as Exhibit G is an affidavit from Broadwing's representative, confirming the accuracy of the statements made in this filing.

24. After the consummation of the proposed consolidation, all of the regulatory, customer and technical contacts of Focal-FL would merge into Broadwing. Their contact information, including addresses, telephone numbers, fax numbers, and emails would remain the same until operational consolidation of the companies is complete. Broadwing will promptly notify the Commission of any change in contact information.

25. In summary, the Applicants expect that the combination of Corvis' resources with Focal's operations would greatly strengthen the resulting business. Broadwing would be better positioned to continue to provide and expand service offerings to its customers. Broadwing

would be a qualified combination of the financial qualifications of Corvis and the managerial and technical expertise of Corvis, Focal, and Broadwing, which would further benefit Broadwing's customers. The consolidation would be virtually seamless to Focal-FL's customers with Broadwing continuing to provide service in accordance with its currently effective tariff(s) and contracts and with notice of the transaction sent to customers.

VI. ABANDONMENT OF SERVICE

26. As indicated previously, the Applicants seek authority to consolidate the operations of Focal-FL into Broadwing. To that end, Broadwing seeks approval from this Commission to acquire Focal-FL's existing local certificate. In order to effectuate this Restructuring, Focal-FL seeks to abandon its own local exchange and competitive access authority, which was granted on March 27, 1998 by this Commission.^{11/}

27. Approval of the Applicant's request for abandonment of Focal-FL's local exchange and competitive access authority is necessary and proper since its operations are being consolidated into Broadwing and there is no need for duplicative authorities. Focal requests abandonment of authority, as necessary, only once the Restructuring is consummated. The services currently provided to the public by Focal-FL would continue to be provided by Broadwing. Broadwing plans to continue to offer the same services and adopt Focal-FL's existing local exchange rates, terms, and conditions of service, thereby ensuring that the transaction is seamless to customers and current and future customers would continue to receive the same service.^{12/} Moreover, because Broadwing would be offering the same services as currently offered by Focal-FL, the public would face no hardship by this abandonment. The

^{11/} To the extent that the Commission transfers Focal-FL existing authority to Broadwing, it would not be necessary for the Commission to approve Focal-FL's request to abandon service.

existing customers of both Focal-FL and Broadwing will both benefit from the increased service offerings Broadwing can provide. Further, a notice would be sent to all present customers of Focal-FL informing them of the transaction. For these reasons, the Joint Applicant's request for abandonment of Focal-FL's authority, as necessary, should be granted.

VII. PUBLIC INTEREST CONSIDERATIONS

28. Consummation of the proposed Restructuring would serve the public interest, ensuring that the transfer provides an affirmative public benefit. As a threshold matter, the proposed Restructuring would not affect the quality of services currently being provided to Focal-FL's customers. The Restructuring is simply the consolidation of the two subsidiaries into a single entity. No Focal-FL service would be discontinued, impaired, or terminated as a result of the proposed transaction.

29. The proposed combination of the financial, managerial, and technical abilities of Focal-FL, with the existing operations of Broadwing, is expected to result in a business that is better positioned to continue to provide and expand service offerings.

30. In summary, the Applicants expect that the further combination of the resources of Broadwing and Focal into a single entity would greatly strengthen the resulting business. Broadwing, as the resultant company, would be better positioned to continue to provide and expand service offerings to its customers. The financial qualifications of Corvis would combine with the managerial and technical expertise of Corvis, Broadwing, and Focal, which would further benefit Broadwing's customers. The transfer of assets of Focal Communications Corporation of Florida into Broadwing Communications, LLC would be virtually seamless and

(continued footnote)

^{12'} Broadwing reserves the right in the future to change the rates, terms, and conditions for providing any service as may be permitted by the customer's service agreement or other applicable law.

transparent to Focal-FL's customers with Broadwing continuing to provide service to those customers in accordance with its currently effective tariff(s) and contracts and with notices sent to the customers of the name change to Broadwing.

VIII. CONCLUSION

For the reasons stated above, the Applicants submit that the public interest, convenience and necessity would be furthered by: (1) approval for a name change and transfer of Certificate No. 5618 of Focal-FL to Broadwing Communications, LLC; and, (2) approval, as necessary, of Focal-FL's abandonment of services as a CLEC and IXC provider. In addition, the Applicants notify the Commission of the transfer of the assets and customer base of Focal-FL into Broadwing. The Applicants are prepared to provide information in response to Commission questions in an effort to facilitate Commission review of this Joint Application.

Accordingly, Applicants respectfully request that the Florida Public Service Commission approve this Joint Application, order the transfer of all necessary certificates and order such other relief as necessary to effectuate the above-described transaction.

Respectfully submitted,

By 

Robert E. Stup, Jr.
Michelle S. Cadin
Mintz Levin Cohn Ferris Glovsky &
Popeo, PC
701 Pennsylvania Ave., NW
Suite 900
Washington, D.C. 20004

Counsel for Joint Applicants

Dated: August 6, 2004

WDC 353132v1